MINUTES OF THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF EUROCOMMERCIAL PROPERTIES N.V. HELD AT EURONEXT, BEURSPLEIN 5, AMSTERDAM, THE NETHERLANDS ON TUESDAY 7 NOVEMBER 2017 AT 09.30 (CET)

1. Opening

The meeting was formally opened at 09.34 by the Chairman of the Supervisory Board, Mr B.T.M. Steins Bisschop, acting as Chairman of the meeting. The Chairman extended a warm welcome to all present.

The Chairman appointed Miss Sabine van Suijdam from Wintertaling Advocaten & Notarissen, as Secretary of the meeting.

The Chairman introduced the members of the Supervisory Board present at the meeting, namely Ms Brigitte Carrière, Mr Carlo Croff, Mr Richard Foulkes and Mr Jan-Åke Persson, and the members of the Board of Management Mr Jeremy Lewis and Mr Evert Jan van Garderen.

On a sad note, the Chairman informed the meeting of the unexpected and tragic sudden death of his colleague Pieter Haasbroek, the longest serving member of the Supervisory Board. The Chairman paid tribute to Mr Haasbroek stating that during his term he had made a considerable contribution to the Company's successes. His expertise in the real-estate sector combined with a sharp knowledge of institutional investing had benefitted the Company greatly. Mr Haasbroek will be remembered both as a sharp observer and a valued advisor to the executive committee, but first and foremost as a dear colleague to the rest of the Supervisory Board who was a friend to many within the Company. He will be greatly missed.

Moving on to the official agenda of the meeting the Chairman invited Mr Jeremy Lewis to present a more detailed overview of the annual results and to report on the outlook for the year ahead.

2. Annual Report of the Board of Management

Introduction

Mr Lewis welcomed everyone present to the meeting and thanked the stock exchange for allowing the Company to hold it at such a wonderful location.

Mr Lewis then turned to the current position of the Company. The slide displayed at the meeting showed the percentage holdings in France, Italy and Sweden as of 30th June 2017, but Mr Lewis warned these percentages would change by the end of the year if the Company's proposed purchase of the Woluwe shopping centre in Brussels goes ahead. If that happens, and the Company is currently engaged in detailed due-diligence but is certainly very keen for the deal to go ahead, it will represent 11-12% of the portfolio.

Mr Lewis expressed frustration that the Company, along with other listed property companies, is struggling with a stock price which does not represent the underlying value of the assets.

Results

Mr Lewis informed the meeting that this year has been one of the Company's best. The rental growth was 4%, earnings are up, the proposed dividend is a bit cautious - it could have been as much as €2.23 but the recommendation is €2.10 per depositary receipt (€0.21 per ordinary share). The Company is currently selling certain small properties and purchasing larger properties and wishes to plan for that. That being said, the Company always strives to at least maintain the level of dividend and has, once again, been successful in that aim this year.

The net asset value is up. The only negative on the overview was retail sales growth to June, but Mr Lewis referred to positive news on the latest estimated sales figures.

Mr Lewis reported that rental growth has been good. Vacancy levels are as low as they have ever been, and the rental growth shows that retailers are happy to pay the levels of rent being asked. It has, therefore, been one of the best years the Company has ever had - confirmation that shoppers are happy to visit shopping centres, and that the Company's efforts to employ digital tools apparently also contribute to the attractiveness of our shopping centres.

Mr Lewis observed that the occupancy cost ratio shows there is still room for growth because the Company has not pushed rents too hard. The occupancy cost ratio reflects the total rent plus service charges to turnover. It has been consistent over the years which shows that the rental growth achieved has not been at the expense of safety.

Mr Lewis then returned to the fact that retail sales up until June had not been very impressive but was pleased to inform the meeting that more positive figures for the months of July, August and September 2017 were expected. Turnover in France was up 8.2% and in September alone the figure is estimated to be 12.9%, so it seemed there has been a major recovery, possibly caused by the Macron-effect. While acknowledging that it is by no means certain how long this will last, Mr Lewis pointed out that a similar pattern has been seen in Italy with estimates for the month of September showing an increase of 8.6%. This suggests an accelerated growth in turnover which must augur well for rental growth.

In this light, Swedish growth may look a little slower, but Mr Lewis reminded the meeting that Sweden has been consistently good, or better, than the other markets over a longer period. In the month of September, the latest estimate for Sweden is also showing positive figures, up 7%. Reflecting again on the trend towards ecommerce, Mr Lewis observed that the growth rate for internet shopping is slowing; possibly not yet peaking, but certainly slowing. The Company continued to further develop its digital strategy and strives to make its shopping centres modern and attractive places to shop so that people want to go and do their shopping there.

Mr Lewis then turned to the Company's successful asset rotation strategy and referred to the recent transactions. Property valuations for the Company are up because vacancy levels are low, yields are unlikely to go down much further because interest rates are likely to rise but, equally, yields are unlikely to increase soon because institutions and funds do have immense amounts of money to invest in property.

Against these backgrounds it is hard to understand why stock prices for ECP and all other companies in the retail property sector are weakening. Mr Lewis noted that the situation in the US is fundamentally imbalanced, the supply of retail space is four to five times as great as it is in Europe, and these factors certainly have an impact on the European sector.

Because of these trends, the Company is not going to raise capital at a price below net asset value because of the diluting effect thereof. Mr Lewis indicated that the Company would only consider doing this at a level close to the real underlying net asset value. Meanwhile, for the acquisition of new centres or extension of any of its existing centres, money will be raised through carefully planned strategic asset rotation. So far, the Company has sold about €100 million's worth. One being the property 74, Rue de Rivoli in the middle of Paris, which the Company purchased for €9 million and sold for a net price of €79.6 million. Money was spent on renovating and upgrading it, but still this was an excellent profit on a very good property. The other property sold was a small coastal centre in Sweden. Both properties sold at valuation. The Company is presently considering further transactions.

Mr Lewis explained that there has been a fundamental change to the Company's strategy, with more attention being given to expansions and potential development. In this light, the potential Brussels purchase should also be viewed as a potential development. The properties which are being sold have less opportunity for expansion or improvement, either because the Company has already done this or simply because of physical limitations of the site.

Kristianstad in Sweden is a good example of how the Company is operating: a huge development which is still a year away from full completion, but is already

80% leased. It is the only out-of-town shopping centre right on the motorway in a very large catchment area.

Similarly, Halmstad - a centre bought from two owners who were not working well together - has been extended and refurbished, doubled in size and opened last week 100% leased. There is still more to do, part of it is yet to be built, but the company is already securing excellent retailers.

Mr Lewis went on to provide further information on the possible acquisition of the shopping centre in Woluwe, Brussels. If the purchase goes ahead it will represent somewhere between 11 and 12% of the Company's portfolio. As the Company has previously owned properties in Belgium, primarily office buildings and warehouses, it is familiar territory. It is also geographically convenient, and the languages used are already spoken within the Company. Most of the tenants are French, and the Company has already spoken to them and confirmed that they are happy with the centre. The Company is keen to understand their needs and to build up a good working relationship with them.

Woluwe has been owned through a structure of certificates, which are tax efficient vehicles in Belgium but offer no way of raising capital - even though they have been trading at pretty much asset value. That has put constraints on the ability of the current owners to do necessary work, particularly on the exterior of the centre. This means that refurbishment is needed.

The Company considers Woluwe an excellent location as the current turnover is about €8,000 per square meter, the location is in a wealthy area with easy access to a major road, served by a metro, and soon to be connected to the tram network as well. Woluwe is seen as an extension/refurbishment opportunity. It offers an initial holding return of about 4% while improvements are made which justify the expectation that yields will improve.

Two other shopping centres are being planned in Brussels, but they can be viewed as being on the other side of town, and Brussels is not a city which is easy to get around. Even if both developments do go ahead - which is by no means guaranteed - they do not threaten serious competition. Mr Lewis expressed his enthusiasm for the project.

Elsewhere, the Company has completed a major refurbishment in Amiens. It was able to recover space from the hypermarket that allowed an extension of the gallery which is already fully let. At MoDo in Moiselles, the centre is looking a lot better following a refurbishment project, while the re-opening of the re-branded and redeveloped Hallarna at Halmstad in Sweden has been a huge success. I Gigli in Tuscany is one of the Company's largest investments. It is the only centre in Tuscany and is proving a great success, with further development to come.

Mr Lewis then turned to the outlook for the next 12 months and noted that the debt to equity ratio is around 67%, the loan to property value ratio is around 39%. In the short-term the Company's loan to value ratio is likely to increase to around 47% with the bridge financing of the Woluwe shopping centre. The loan to value ratio is likely to subsequently go down because of asset rotation.

Looking ahead, Mr Lewis explained that if the Company does go ahead with the purchase of Woluwe, Mr van Garderen has arranged a funding deal with ABN Amro and ING which means the cost of debt is around 2%, whereas the property is currently yielding 4%, which means an accretion to earnings from day one.

In conclusion, Mr Lewis reflected on interesting times that are presenting challenges which the team are enjoying tackling. Markets are looking generally sound, eurozone economies are in pretty good shape, Brexit is likely to have a much greater effect on the UK than on the rest of Europe. Mr Lewis thanked all the shareholders present for their continued support and invited questions, to be answered either by him or by one of the other directors present: Mr Tom Newton, Mr Peter Mills and Mr Roberto Fraticelli.

The Chairman invited questions from the room.

Mr Stevense of the Stichting Rechtsbescherming Beleggers asked for clarification as to how the Company is deciding which properties to purchase and which of its portfolio it wishes to sell to finance these purchases.

The Chairman responded that if the Company believes that a property is at the end of its possibilities for extension is ready for the market as part of the Company’s asset rotation. As to purchases, the Company is continuously researching possible purchases, which includes looking beyond the markets in which the Company is already active. For example, the Brussels property which is currently under negotiation, is in a new market which the Company sees as an opportunity to growth.

The three directors responsible for France, Italy and Sweden were then asked to elaborate on any asset rotation taking place in their jurisdictions.

Mr Newton explained that 74, Rue de Rivoli in France had been purchased for €9 million in 1998. It was held for nine years (the length of a lease in France) at which point three retailers were evicted at a further cost of approximately €8.5/9 million and then reconfigured and refurbished at a cost of €8 million. It was then re-let to Inditex, the world’s largest fashion retailer at four times the previous rent giving a yield of some 7%. Seven years later it was considered time to sell. The yield has been falling in recent years, because of low interest rates, and with the yield now at 3% it has been sold for 33 times earnings with rental levels as high as they are ever going to be. There was simply no growth left.

Mr Mills then explained more about the extension of Halmstad in Halland, Sweden, which opened just ten days before the meeting. This is a long-term and significant investment which has required approximately €75 million of capital expenditure, but returns are expected to be around 7%. Kristianstad will have cost approximately €130 million by the time it opens in one year's time and is expected to yield 6% when it is completed. His team is also looking at other properties that can be invested in in a similar way. Regarding the asset rotation strategy Mellby, a relatively small centre has been sold at valuation for €20 million. In keeping with the strategy, which has already been expressed, the Company is seeking to sell properties which it feels have no further potential in terms of extension.

Mr Stevense of the Stichting Rechtsbescherming Beleggers then returned to the likely purchase of Woluwe in Brussels. He expressed his concern that this looks like a very expensive purchase of an old building in a poor area of Brussels which appears to be closed on Sundays and often also on Wednesdays. He also raised the issue of the difficulty of negotiating local politics.

The Chairman noted possible misunderstanding and voiced his confidence and optimism about the potential purchase, asking Mr Newton to respond to Mr Stevense's specific concerns.

Mr Newton disputed the contention that the centre is in a poor neighbourhood. On the contrary, his own visits to the site had convinced him that it is an excellent location, with the Chinese embassy just up the road (the logic being that the Chinese were highly unlikely to have their embassy in anything other than a very wealthy neighbourhood). Mr Newton has been personally involved in the due diligence process and while he accepted that any extension of the site is likely to take a long time to negotiate - given all the necessary permits - he is convinced that there are already excellent retailers committed to the centre. He also explained that footfall has been down recently due to local road-works and access restrictions, but these are due for completion and the new tram-stop will also improve access enormously.

Mr Dekker, representing the VEB, the Dutch shareholders association, observed that there has been a fall in retail sales figures with those in France being particularly worrying. Recent figures may have improved, but the overall trend remains a concern. He raised three strategic questions:
Firstly, what changes can shareholders expect to see in the strategy of the Company based on recent discussions within the Supervisory Board?
Secondly, comparing the Company with Unibail-Rodamco, they are showing an increase in retail incomes and in retail sale volumes. Is this an issue of location/country/size? Is the Company now working towards a different model to the past?

Thirdly, the Company earns rental income. What part of the rental income is based on retail sales and what on basic rent? Is the company looking to change this ratio?

Mr Lewis thanked Mr Dekker for his questions and acknowledged that Unibail-Rodamco is a first-class company but questioned the value of comparing the two. Unibail-Rodamco is a very large company and, therefore, has a different strategy. ECP has done its best over the years and Mr Lewis insisted that some of the Company’s numbers were better than those of Unibail-Rodamco, especially if you consider the detail of how the figures are calculated with Unibail including certain things which ECP does not. Mr Lewis assured the meeting that while both companies have suffered due to valuations being at a discount to net asset value, the Company’s performance has been better than that of Unibail-Rodamco for certain periods.

Turning to retail sales in France, Mr Lewis acknowledged that figures have been down for the last two years but again reiterated that it is not only the Company that has suffered. The political situation in France has been difficult, but there has been a marked improvement in mood with the election of Macron. GDP growth is currently 1.5% and retail sales cannot be disassociated from general economic growth. October figures are not yet available, but July, August and September have all shown signs of recovery.

Finally, on the Company’s strategy, Woluwe has given the Company an opportunity, or rather encouraged it to do something it might not have otherwise done. Mr Lewis acknowledged that in the past the Company has perhaps played it safe by holding a number of small, high-yield shopping centres. Woluwe is a different proposition, but nevertheless its current yield is not vastly out of line with the market and with a successful extension is expected to increase significantly. This does not represent a fundamental change in strategy but more a subtle change: rejuvenation.

Mr H. Meijer from ICAMAP asked Mr Lewis for his views on the challenge being faced from the internet. What will the position be in five years’ time? Are the Company’s assets well-placed to face the challenge posed? Will it need to sell more assets or change them in any way?

Mr Lewis responded that the rate of growth in internet sales/penetration appears to be slowing. In Italy internet penetration has traditionally been low due to cultural differences which are unlikely to change. Mr Lewis insisted that the Company’s digital strategy aimed at benefitting from social media and other facilities adds to the attraction of the shopping centres and hypermarkets. The Company so creates new opportunities to entice more customers.

Mr Meijer then raised a second question about buying and selling assets: Is there a price at which the Company would buy its own shares?

Mr Lewis replied that the Company is entering a very exciting period where it on the one hand will continue to buy good properties, manage them well and seek to sell them at a profit, and on the other hand needs to consider the limited possibilities of financing acquisitions, refurbishments and expansions.

Mr Dortland asked Mr Lewis to reflect on the possible impact of internet grocery shopping on the Company's shopping centres. Mr Dortland offered the example of Albert Heijn in the Netherlands, which is a big company with serious worries because of the threat from the new type of supermarkets which do not have shops: they have only storage and transport and their market share appears to be growing rapidly. Albert Heijn in the US is also in difficulties because of the strength of Amazon.

Mr Lewis expressed his own opinion of Albert Heijn stores in the Netherlands, and pointed out that Amazon have recently bought a chain of stores in the US. For this reason, he cautioned against a black-and-white approach stating that a balance is needed between internet shopping and physical stores. Supermarkets are having to change the way in which they operate and Albert Heijn will need to do likewise. In other countries supermarkets are moving away from non-food goods. Mr Lewis gave the example of Carrefour in the Company's centre in Milan which is a store that has reduced its square meters but increased its overall turnover due to a successful refurbishment. This had the added benefit of releasing space back to the Company which could be added to the gallery.

Mr Lewis also reminded the meeting the Company is not active in the Netherlands - and quite deliberately so because of the unattractive rental structures dictated by Dutch lease law.

Turning to Mr van Garderen, Mr Dortland referred to the graph on page five of the Annual Report showing online sales as a percentage of total sales and asked if it could have an added dimension in next year's annual report showing time, so that the graph would give more information about growth in the individual countries. Mr van Garderen acknowledged that this should be possible.

Mr de Haan referred to Mr Lewis's statement in the Annual Report which seemed to be extremely optimistic compared to that of previous years, referring to the future as “bright” and “excellent”. He wished to know what this optimism is based upon. The Company has always enjoyed high occupancy of 90% or more so there must be another reason. More specifically, Mr de Haan wished to know what this optimism means for the direct investment results - is the outlook also ‘excellent’? Perhaps nothing could be said until the Q1 results are released but he hoped for a dividend return of €2.40/€2.50?

All Mr Lewis could say, prior to release of the results, was that return would certainly not be worse than the previous year. He went on to point out that the

Company is in the process of buying a large property (Woluwe) with a current return of 4% and selling various smaller properties which were yielding 5 or 6%. The Company necessarily must budget for that. For this reason and as a general strategy, the Company will not suddenly be increasing the dividend to €2.40, even if that were in theory possible. The Company aims for long term stability and predictability of income, and even when it is enjoying a few very good years it will continue to budget for the future. Earnings may be up, but the Company will not automatically pay out the entire amount of annual profit.

Mr de Haan then turned to the tax reforms in Sweden and asked if these pose a threat to the Company. Mr Mills explained that a review had taken place in Sweden as to whether the property sector was paying its fair share of tax. The conclusion drawn was that it is doing so, but nevertheless there are likely to be reforms applied to transactions going forward. One area facing reform is stamp duty which is currently at 0% on corporate deals. This is likely to be increased to 2% both on purchases of corporations and on the actual physical property, but only after the elections in 2019 (if enacted). He also briefly explained the process of ‘packaging’ where corporations essentially accrue capital gains and transactions are then negotiated at a discount to reflect potential future tax liabilities should these capital gains be realised. The question is whether the reforms will mean that a transaction involving a corporation which holds property will in the future be treated as a property transaction (and, therefore, trigger a tax liability).

Mr Mills expressed his opinion that there is a threat that the reforms will affect business, but it is currently felt to be a relatively small threat. The frequency of transactions has not gone down but the typical discount being negotiated has gone up from around 25% to as much as 50%. Effectively the position will only become clear in 2019.

Finally, Mr de Haan returned to the fact that Mr Lewis had explained the Company needs money and so offered his recommendation that the Company issue convertible bonds.

Mr van Garderen made a short statement about the Company’s FBI status and Belgium. He explained that the Company will use a non-listed Belgian FIS if it proceeds with the purchase of Woluwe. This means that there will be no taxation at the corporate level but there will be a distribution obligation - so that any profit must be distributed as a dividend. This is then taxed with 30% Belgian withholding tax - but under the treaty with the Netherlands this is reduced and then the Company can compensate the Belgian tax with the Netherlands 15% dividend withholding tax - provided this 15% dividend withholding tax is still in place. Mr van Garderen acknowledged that the new Dutch government is proposing to abolish the dividend withholding tax, but his own view is that any change to the law will face a lot of opposition from asset managers, property sector and pension funds.

Mr Persson added that the current political situation in Sweden is rather uncertain with the social democrats relying on support from the ex-communist party. Various unlikely proposals have been put forward, but nothing will truly become clear until after the next election, which means Autumn 2019 at the earliest. Until that point it is all just political noise.

Mr G.M. Dekker then raised a question concerning Northern Italy, referring to page 36 of the Annual Report which states that Italian yields are well above other European markets. Mr Dekker asked what exactly the Company expects in terms of “further yield compression”. Secondly, are there specific budgets for refurbishment in Italy in the coming 12 months? Finally, will there be more asset rotation soon or is this dependent upon political risk?

Mr Lewis reflected upon the current unusual political situation in Italy, particularly in the South but noted that the political situation in Italy has always been complicated and this does not impact greatly on the Company’s operations. The (unnecessary) bureaucracy in Italy which delays extensions and developments is frustrating, but this does mean there is also very little competition. The Company has six or seven projects which it is currently actively pursuing and budgets carefully for all these developments.

In terms of yields compression, Mr Lewis stated that he hoped other centres (such as Woluwe) would replicate I Gigli which has been a great success. His hope is that yields may drop 50 basis points at most.

The strength in Italy is that Italian customer behaviour is rather cautious and that there are low levels of personal debt. The Company has the advantage of already being in the country since 1994 with a great deal of experience which means it can pursue opportunities in situations which might put-off any new comers. As to asset rotation, the Company is currently involved in various transactions but could not reveal details at this sensitive stage.

There being no further questions at this stage, the Chairman introduced the third item on the agenda, a voting item.

3. Financial Statements

The Chairman reported that the meeting had been properly convened and all statutory requirements had been met to convene a legally valid meeting in which legally valid resolutions could be adopted. The notice to convene the meeting had been published on the website of the Company on 22 September and notices had also been sent to all holders of registered shares.

The Chairman reported that the Company presently has almost 489,000,000 ordinary shares outstanding and one hundred priority shares in issue, and that a high percentage of the shares - almost 100% - was represented at the meeting. Each share is entitled to one vote and each depositary receipt is entitled to 10 votes.

The Chairman reported that votes had already been cast via the electronic system and these were almost all in favour of the proposed resolutions which the meeting was about to consider. This being the case, the Chairman asked those present at the meeting to indicate only if they were either against the stated proposal or abstaining from voting.

The Chairman then proposed the meeting to adopt the financial statements, the notes and the other parts of the Annual Report of the Company for the financial year which ended on 30 June 2017. These were prepared in the English language and allocate the result of the financial year ended 30 June 2017.

Before any questions or comments were taken the Chairman invited the auditor, Mr Hans Gronloh of KPMG, to address the meeting and provide a summary of his findings.

Mr Gronloh introduced himself to the meeting and referred to the findings of the audit as presented in the consolidated statements set out on pages 104-110 of the Annual Report. He summarised the four key areas he would be addressing at the meeting, being (1) the focus of the audit, (2) the responsibilities of the external auditors, (3) the audit approach, and finally (4) the audit opinion.

(1) The audit focussed on the consolidated and company only financial statements, the result being the audit opinion as set out on pages 104-110 of the Annual Report. This is an unqualified audit opinion.
(2) The auditor's' responsibility is to plan and perform the audit in such a way to gain sufficient and appropriate audit evidence. The fact that an unqualified opinion has been issued means that based on the work that has been carried out, the auditors are satisfied that the financial statements are free of any material misstatements.
(3) The audit approach is to make a detailed planning, identifying any material risks and other matters that could be of importance for the audit. This approach is discussed with both the management and the supervisory board and noted in the audit plan. In technically complex areas, such as the valuation of investment properties but also the valuation of financial instruments such as the interest rate swaps which the Company uses, specialists are engaged. Mr Gronloh reminded the meeting that this was a group audit, but he assured shareholders that KPMG colleagues in each of the three countries where the Company holds property were involved at a local level in accordance with relevant auditing standards.
(4) Points to note regarding the unqualified audit opinion. Firstly, the materiality: the figure chosen for evaluating the financial statements on a whole was €20 million, based on a percentage of net assets. A lower

figure of €5 million was used for direct investment results. This is in accordance with the practice of previous years. The auditors had also agreed that they would report to the Board if there were any differences of more than €1 million. Secondly, Mr Gronloh referred to the key audit matters, being those which are most complex and take up the most time: these were the evaluations of the derivatives and the valuations of the investment properties.

The Chairman asked if there were any questions.

Mr den Heijer commented on the increasingly common practice in audits of showing a difference between profit and adjusted profit and queried whether, as auditors, they have any function in controlling this.

Mr Gronloh stressed that as auditors they are primarily responsible for the IFRS figures, but confirmed that they have a broader responsibility which also includes the Board report - which sets out all figures which are relevant to the Company including EPRA earnings, EPRA net asset value etc. He confirmed that KPMG do take into account the EPRA measures and review the mathematical accuracy of the figures given.

Mr Lewis pointed out that the Company provides both sets of numbers - adjusted and non-adjusted - to be fully transparent.

Mr Dekker raised a few other financial questions. Firstly, there appears to be a very different picture in the costs of the various shopping centres. Is this related to the rents being asked? Why are the differences so significant? In particular, the costs of the centres in France appear to vary from 6.5% to 10%.

Mr van Garderen explained that the expenses are aggregated per country so that no figures are given per shopping centre. He went on to confirm that there is a significant difference between the three countries which is largely due to property tax. In Italy, property taxes generally must be borne by the landlord, whereas in France a certain amount of tax can be charged to the tenant. In Sweden, in certain circumstances, tenants can be required to contribute to service charges. It is, therefore, very difficult to compare the cost ratios or expenses of the different countries, and the Company is fully transparent by providing all relevant information per country.

Mr Dekker then noted the increase in costs for personnel in the shopping centres of up to 15% and wished to know whether these are ECP staff. He also noted that the Company’s IT costs had risen by 50% and wanted to know if this is a structural increase or a one-off-hit.

Mr van Garderen confirmed the Company had recently introduced new IT systems and software packages throughout the group, specifically a new rental collection system. The rollout began in Italy so in that sense it is a one-off, but it still needed to be rolled-out in the other countries with resulting further costs in the years to come.

Mr Lewis explained that some of these systems involved better customer tracking in the centres which will allow the Company to better understand its customers.

Mr van Garderen explained the Company had kept IT costs very low up until now by providing all IT services for the entire group from Amsterdam.

Mr Dekker asked why the Company was not interested in replacing part of its borrowings by a bond issue.

Mr van Garderen responded that the Company seeks to also attract local finance in the countries in which it is present, which means having good relationships with local banks. There are tax advantages in operating this way, for example in Italy where it is still possible to deduct interest costs on a mortgage. The Company now has up to 20 banks which offer diversity and flexibility as well as a connection with the local market. Bonds do not offer those advantages. Financing through bonds would imply that the Company had to issue a sizeable amount to make any issue work, and that would introduce unnecessary maturity profile risk. The Company prefers to work with loans, some of which will need to be renegotiated each year, which allows for risk diversification.

Mr van Garderen acknowledged that some of the Company's peers have been seeking a rating to be able to issue bonds, but stated that the Board does not believe that a rating would reduce its financing costs. And having a rating would also introduce a risk because the Company is active in various countries: it would only take an issue to arise in one of its operating jurisdictions, perhaps nothing to do with the Company itself, and that could result in a down-grading.

Mr Dekker then asked why there has been an increase in lease incentives.

Mr Lewis responded that he was reluctant to go into too much detail on such a commercially sensitive matter, but he did confirm that with certain retailers the Company had offered certain incentives, such as a specific refit, which had resulted in the Company taking a one (or two) time hit to lure or secure desirable retailers. It is a trend, but the costs are not going to be colossal.

Mr Stevense raised a question about the cash flow of the Company and its ability to finance future refurbishments.

Mr van Garderen stressed that the Company is in good shape now and there is no shortage of cash with which to operate the business. The balance sheet shows a strengthening over the years, year-on-year. The Company chooses to use bank loans where others might use bonds or convertibles, but has not lost money because of this.

Mr Stevense observed that 30% of the turnover is from fashion, with relatively little coming from supermarkets, which he believed are often the main driver for people to visit a shopping centre. He invited Mr van Garderen to comment on this.

Mr van Garderen pointed out that the percentages of fashion v's food depend on where the Company is. In Sweden, the Company does own hypermarkets but in other places it has galleries and works alongside existing hypermarkets which were not available for purchase.

There being no further questions, the Chairman then proposed the meeting adopt the financial statements, the notes and the other parts of the Annual Report of the Company for the financial year which ended on 30 June 2017. These were prepared in the English language and allocate the result of the financial year ended 30 June 2017.

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

Shares
The total number of shares validly voted on: 485,265,050 (99.25% of the issued share capital).

Votes

Total valid votes:	485,265,050
Total number of votes in favour:	485,265,050
Total number of votes against:	0
Total number of abstentions:	989,200

The resolution was adopted with a majority of 100.00%.

4. Dividend

The Chairman then proposed the meeting, in accordance with the recommendation of the Board of Supervisory Directors and the Board of Management, declare a cash dividend for the financial year ended 30 June 2017 of € 0.21 per ordinary share (€ 2.10 per depositary receipt) to be paid on 30 November 2017. It was also recommended that, subject to its fiscal and other limitations, the Company would offer holders of depositary receipts the option of taking new depositary receipts from the Company's share premium reserve, instead of a cash dividend.

The Chairman asked if there were any questions.

There being no questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 485,880,140 (99.37% of the issued share capital).

Votes

Total valid votes:	485,880,140
Total number of votes in favour:	485,880,140
Total number of votes against:	0
Total number of abstentions:	374,110

The resolution was adopted with a majority of 100.00%.

5. Discharge of the Board of Management

Noting that the Company's results show this to have been one of the best years the Company has had, the Chairman thanked the Board of Management for its hard work and complimented the executive team and all the staff for this success. The Chairman then proposed that the meeting would resolve to discharge the Board of Management from liability in respect of its management in the financial year ended 30 June 2017.

There being no questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 486,202,680 (99.44% of the issued share capital).

Votes

Total valid votes:	486,202,680
Total number of votes in favour:	472,391,200
Total number of votes against:	13,811,480
Total number of abstentions:	51,570

The resolution was adopted with a majority of 97.16%.

6. Discharge of the Board of Supervisory Directors

The Chairman proposed that the meeting would resolve to discharge the Board of Supervisory Directors from liability in respect of its supervision in the financial year ended 30 June 2017.

The Chairman asked if there were any questions.

Mr Stevense of the Stichting Rechtsbescherming Beleggers pointed out that the corporate governance code contains certain requirements regarding the rotation of supervisory directors and asked whether the Company is already preparing for this.

The Chairman confirmed that when the new corporate governance code comes into effect at the beginning of the next financial year the Company may have to make certain adjustments to the composition of the Supervisory Board in due course. However, the Chairman reminded the meeting that the Board had very recently lost an important colleague, and that he felt it would be unwise to rush into any decisions at this stage. What is clear is that the Board needs both experience and consistency and the Chairman confirmed that this is something the Supervisory Board will be addressing in the current financial year.

There being no questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 486,202,680 (99.44% of the issued share capital).

Votes

Total valid votes:	486,202,680
Total number of votes in favour:	484,633,560
Total number of votes against:	1,569,120
Total number of abstentions:	51,570

The resolution was adopted with a majority of 99.68%.

7. Re-appointment of Mr C. Croff as Supervisory Director

Noting the very valuable contribution that Mr Croff has already made to the Company and referring the meeting to his extensive C.V. as attached to the Agenda, the Chairman stated that he had no hesitation in recommending the re-appointment of Mr Croff. The Board of Supervisory Directors and the Board of Management therefore proposed the re-appointment of Mr C. Croff as Supervisory Director. Mr C. Croff, retiring by rotation, and being eligible, offered himself for re-election effective 7 November 2017 for a period of four years. More information about the proposed re-appointment was provided in Annex I of the Agenda.

There being no questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 485,953,840 (99.39% of the issued share capital).

Votes

Total valid votes:	485,953,840
Total number of votes in favour:	432,800,370
Total number of votes against:	53,153,470
Total number of abstentions:	300,410

The resolution was adopted with a majority of 89.06%.

8. Re-appointment of Mr J. Å. Persson as Supervisory Director

Noting the very valuable contribution that Mr Persson has already made to the Company and thanking him for standing for re-election, the Chairman stated that the Board of Supervisory Directors and the Board of Management proposed the re-appointment of Mr J.Å. Persson as Supervisory Director. Mr J.Å. Persson, retiring by rotation, and being eligible, offered himself for re-election effective 7 November 2017 for a period of four years. More information about the proposed re-appointment was provided in Annex I of the Agenda.

There being no questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 485,953,840 (99.39% of the issued share capital).

Votes

Total valid votes:	485,953,840
Total number of votes in favour:	463,168,420
Total number of votes against:	22,786,420
Total number of abstentions:	300,410

The resolution was adopted with a majority of 95.31%.

9. Remuneration of the Board of Supervisory Directors

The Board of Supervisory Directors and the Board of Management proposed to determine the remuneration of the members of the Board of Supervisory Directors as set out in the 2016/2017 Remuneration Report, which was attached to the Agenda as Annex II.

There being no questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 486,029,830 (99.40% of the issued share capital).

Votes

Total valid votes:	486,029,830
Total number of votes in favour:	486,029,830
Total number of votes against:	0
Total number of abstentions:	224,420

The resolution was adopted with a majority of 100.00%.

10. Remuneration of the Board of Management

The Board of Supervisory Directors proposed to determine the remuneration of the members of the Board of Management as set out in the 2016/2017 Remuneration Report and to adopt the remuneration policy of the Company, including the granting of a certain number of conditional performance depositary receipts to the members of the Board of Management and staff of the Company and its group companies. The allocation of these receipts thereof is as set out in the 2016/2017 Remuneration Report, which was attached to the Agenda as Annex II.

There being no questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 479,430,420 (98.05% of the issued share capital).

Votes

Total valid votes:	479,430,420
Total number of votes in favour:	453,526,170
Total number of votes against:	25,904,250
Total number of abstentions:	6,823,830

The resolution was adopted with a majority of 94.60%.

11. Re-appointment of Auditors

Noting the good and efficient relationship now enjoyed by the Company and KPMG, the Chairman proposed that the meeting re-appoint KPMG Accountants N.V. of Amstelveen as Auditors of the Company for the current financial year ending 30 June 2018. More information about the proposed re-appointment was provided in Annex III of the Agenda.

The Chairman asked if there were any questions.

Mr Stevense of the Stichting Rechtsbescherming Beleggers repeated his observation of the previous AGM that if the Company were to appoint its auditors for a term of two years, instead of just 12 months, it would guarantee a greater degree of continuity. He asked why the Company is reluctant to do this when other companies are increasingly doing so.

Mr van Garderen responded that while it is true that the Company could appoint auditors for two financial years, it prefers not to do so because the current practice allows for more flexibility. He assured the meeting that both the Board and KPMG were comfortable with the current arrangement, but acknowledged that it was ultimately up to the shareholders to decide. The shareholders are given the opportunity every year to decide whether to approve the reappointment and that gives them flexibility and control.

Mr Persson added that while some companies do appoint auditors for two years, the Company was operating in line with the prevailing international trend by making the appointment annually.

There being no further questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 486,251,370 (99.45% of the issued share capital).

Votes

Total valid votes:	486,251,370
Total number of votes in favour:	486,251,370
Total number of votes against:	0
Total number of abstentions:	2,880

The resolution was adopted with a majority of 100%.

12. Power to Issue Shares and/or Options Thereon

The Chairman referred to the explanation given in Annex IV to the Agenda and proposed an amendment to the existing designation (due to expire on 30 June 2018, pursuant to Articles 96 and 96a of Book 2 of the Netherlands Civil Code) of the meeting of holders of Priority Shares. These holders are the authorised body regarding the issue of shares and rights to obtain shares, and the exclusion or restriction of pre-emptive rights thereon up to a maximum of 20% of the issued capital of the Company. The item proposed is to allow the said designation and authorisation to be made for the period until 30 June 2019 and to apply mutatis mutandis to the sale and transfer of bought back shares and depositary receipts thereon by the Company.

The Chairman asked if there were any questions.

Mr Meijer of ICAMAP complimented the Company on its performance and manner of operation. The only matter that ICAMAP is not satisfied with is the discount to the share price which ICAMAP believes is being caused by the priority shares. He requested the Company abolish these, stating that in his view these are a protective measure which are not necessary for a listed property company. He asked what reasons there could be for keeping them, when to abolish them would close the discount, to grow the Company further and help take it to the next level.

The Chairman responded by saying that it could not be established that discount to the share price is being caused by the priority shares. There is no empirical or other evidence of a “Dutch Discount”. First, ECP’s priority shares do not constitute a defence against a hostile takeover because the special voting shares are in place to protect the investors and shareholders in ECP against opportunistic short-term action by shareholders not representing a qualified majority of the capital. Second, the fact that the legal defences are generally used by Dutch listed companies against hostile action, but not by the Company, is not peculiar to Dutch companies. Every Continental European jurisdiction, except for the UK, has structural defences against hostile bids. As in the Netherlands such structural defences are not available, technical defences - such as, for example, priority shares – were created and are generally accepted by listed companies. They help stave off actions by potential opportunistic activist shareholders who may only be interested in the short-term.

The Chairman stated his view that the Company should be protected against such opportunistic events and that the priority shares serve that purpose. However, if the shareholders decide by majority of capital to go against the opinion of the Board of Management and the Supervisory Board, then they do have the power to get rid of the priority shares.

The question remains, however, whether abolishing the priority shares would actually close the discount. There are precedents of companies having removed their defences, and of companies having introduced defences. In these cases, there were no movements in share price attributable to the governance changes. The Company is, therefore, of the view that the priority shares are not the cause of the discount.

Mr Meijer disagreed with this conclusion saying that the Company's shares were trading at a greater discount than other comparable companies which do not have any priority shares. He went on to say that his question still stood: why the need for shareholder protection in this form when Dutch law already offers a lot of protection? He reiterated that ICAMAP do not want to fundamentally change the Company, they would just like to take it up a level. He asked if the Company was prepared to conduct a study to determine whether having priority shares was a contributing factor to the discount?

The Chairman assured the meeting that the Company does monitor the perception of investors and thanked Mr Meijer for his insight. He confirmed that at the 2018 AGM the Company would either explain any proposed changes to its corporate governance, or offer arguments for why it had chosen not to propose any changes and instead to carry on in its current form, with priority shares.

Mr Lewis agreed with the Chairman's statement that such priority shares help protect all shareholders, especially in situations where opportunistic events lead to strong majority shareholders acting against the interests of the minority. He did note, however, that if the Company were to receive a proper, sensible, long-term bid to all shareholders then the priority shares would not stand in their way.

Mr Dekker, representing the VEB, the Dutch shareholders association, voiced his support for the point made by Mr Meijer stating that the association is also against priority shares for these and other reasons. He went on to add that mention had been made of the Corporate Governance Code, but noted that there are still four exceptions to the Dutch Corporate Governance Code in the practice of the Company. He wished to know whether the Company is planning to update its corporate governance.

The Chairman informed the meeting that the boards had held a long meeting only the day before to discuss that very point and there would not be any dramatic changes other than adopting the new Corporate Governance Code which is due to come into effect. One example of a requirement set out in both the old and new versions of the Corporate Governance Code is that there should be a committee recommending nominations and audit. Currently, the entire Supervisory Board is acting as such a committee, but this may well be reviewed because such practice is based on the 2008 Code and there is a need to modernise.

Finally, Mr Van Erum requested this resolution be split into two: (a) the power to issue shares and (b) the power to exclude or restrict pre-emptive rights. The Chairman stated that this was not possible for this AGM but that he took on board the point made and would consider drafting the resolution in two parts next year so that shareholders would have the opportunity to vote in favour of one part but not the other, should they wish to do so.

There being no further questions the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares
The total number of shares validly voted on: 486,254,250 (99.45% of the issued share capital).

Votes

Total valid votes:	486,254,250
Total number of votes in favour:	367,735,720
Total number of votes against:	118,518,530
Total number of abstentions:	0

The resolution was adopted with a majority of 75.63%.

13. Power to Buy Back Shares and/or Depositary Receipts

The Chairman then turned to the existing authorisation of the Board of Management to buy back shares in the capital of the Company and/or depositary receipts thereof, and referred the meeting to the explanation of the resolution in the formal Agenda and the notes thereto.

The Chairman proposed that the meeting would resolve to continue the existing authorisation of the Board of Management to acquire fully paid shares or depositary receipts thereof on behalf of the Company pursuant to Article 98 of Book 2 of the Netherlands Civil Code up to a maximum of 10% of the issued share capital of the Company 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; said authorisation to be made for the period until 31 December 2018. Further background information was set out in Annex IV attached to the Agenda.

There being no questions, the Chairman confirmed that the resolution was adopted by the meeting, the votes having been cast as follows:

Shares

The total number of shares validly voted on: 486,251,370 (99.45% of the issued share capital).

Votes

Total valid votes:	486,251,370
Total number of votes in favour:	486,040,130
Total number of votes against:	211,240
Total number of abstentions:	2,880

The resolution was adopted with a majority of 99.96%.

14. Any Other Business

Mr Dekker stated that while the new venue was very attractive it had also proved incredibly difficult to arrive there on time for a 09.30 start, and pointed out that parking is an issue in the centre of Amsterdam. He requested a later start time or a more easily accessible venue for 2018.

Mr Stevense pointed out that the Articles of the Company give a maximum age limit of 75 years, while this is no longer permissible under European law. The Chairman thanked Mr Stevense for his comment, but replied that the Articles do not provide for such age limit, but that he would check this matter.

15. Closing

The Chairman asked the meeting if there were any further questions.
There were no further questions.

There being no other business to discuss, the Chairman thanked all present for attending. The meeting was formally closed at 11.59 am.

Mr B.T.M. Steins Bisschop, Chairman	Ms S. van Suijdam, Secretary
Date:_______________2017	Date: _____________ 2017