NOTES TO THE AGENDA FOR THE TWENTY NINTH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EUROCOMMERCIAL PROPERTIES N.V.

ANNEX I

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 and holders of depositary receipts within eight months after the balance sheet date. Such distribution can be made either in cash or in shares/depositary receipts 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 and holders of depositary receipts. Due to capital gains resulting from past property sales and a small 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/depositary receipts or a combination thereof.

For the eighteen months period ended 31 December 2020 the dividend to be distributed by the Company prior to 31 August 2021 in accordance with the FBI rules and the SIIC rules is €107 million (rounded).

In view of the above the Board of Management and the Supervisory Board propose to pay a dividend of €0.05 per share (€0.50 per depositary receipt) in cash and to pay a mandatory scrip dividend of one new share per 18 existing shares (one new depositary receipt per 18 existing depositary receipts) 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 issue such amount of new shares necessary for the payment of the scrip dividend (and to exclude pre-emptive rights of existing shareholders in this respect).

The mandatory scrip dividend will help the Company to preserve its strong balance sheet, a prudent measure especially when taking into account the ongoing uncertainties related to the COVID-19 virus pandemic and the restrictive measures put in place by the different European governments both in the years 2020 and 2021. The Company has been well known for its stable to increasing dividend policy since its inception in 1991, and the Boards believe it is appropriate to determine the future dividend policy once the full effects related to the pandemic can be better assessed.

If this proposal is adopted the ex-dividend date will be Thursday 10 June 2020. The dividend payment date will be Friday 2 July 2021.

The Company currently has 49,402,758 depositary receipts outstanding with third parties (so excluding the 506,924 depositary receipts bought back). This implies that the Company will pay a cash dividend of in total approximately € 24.7 million and will issue 27,445,976 new shares (2,744,598 new depositary receipts) (1 for 18) at an issue price of €3.00 per share (€ 30.00 per depositary receipt), which translates into a scrip dividend of in total approximately € 82.3 million. The total dividend is therefore approximately € 107 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 depositary receipts, which issue prices could be 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 (cash and scrip). 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 € 7.83 million. This implies that holders of depositary receipts will receive a net cash dividend amount of € 0.34 per depositary receipt (so a gross dividend of € 0.50 minus € 0.16 Dutch dividend withholding tax) and one new depositary receipt for each 18 depositary receipts they hold. The Company's shareholders will receive a net cash dividend of €0.034 per share and one new share for each 18 shares they hold.

In order to be able to comply with the FBI rules regarding the dividend distribution obligation, this dividend proposal is subject to the increase of the nominal value of the shares in the capital of the Company from € 0.50 to € 1.00 prior to payment date. This increase will also imply the increase of the nominal value of the depositary receipts from € 5.00 to € 10.00, as each depositary receipt represents ten shares.

To increase the nominal value of the Company's shares, the Company's Articles of Association need to be amended. The Board of Management and the Supervisory Board therefore propose to amend the Articles of Association in accordance with the draft deed of amendment (Part I) as prepared by law firm De Brauw Blackstone Westbroek N.V. ("De Brauw"). The draft deed and a triptych containing further explanatory notes (Part I) that can be viewed and downloaded via https://www.eurocommercialproperties.com/financial/agm and are available for inspection at the offices of the Company.

The proposal to amend the Articles of Association includes the proposal to authorise each member of the Board of Management as well as each (candidate) civil law notary, lawyer and paralegal employed by De Brauw to execute the deed of amendment of the Articles of Association (Part I).

ANNEX II

The report below is tabled to the Annual General Meeting of Shareholders for its non-binding advisory vote in accordance with article 2:135b paragraph 2 of the Dutch Civil Code.

2019/2020 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 18 months financial reporting period 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 18 months financial reporting period ended 31 December 2020.

This report also includes the remuneration for the members of the Board of Management and the Board of Supervisory Directors for the financial year 2021, which will be proposed to the Annual General Meeting of Shareholders to be held on 8 June 2021. This report will also address the way in which the remuneration policy will be pursued for the financial year 2021 and onwards.

COVID-19 pandemic

In March 2020 the business of the Company was hit by the COVID-19 pandemic and due to lock downs in three of the Company’s countries many stores in the Company’s shopping centres were closed. This resulted in considerable rent concessions granted by the Company in the 18 months financial reporting period ended 31 December 2020. Part of the Company’s costs saving plan was to cancel all variable remuneration (both short-term and long-term incentives) related to the aforesaid period both for members of the Board of Management and all staff of the Company. In addition, the Board of Management decided to reduce their base salaries for the three months June, July and August 2020 by 20%.

Due to the COVID-19 pandemic the Company also proposed to its shareholders and holders of depositary receipts to extend its financial year to 31 December 2020, which extension was approved in the Extraordinary General Meeting of Shareholders held on 18 June 2020. Therefore, the remuneration policy was also extended with another six months until 31 December 2020 and all references in this remuneration report to 30 June have been changed into 31 December.

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 3 November 2019. The remuneration for the members of the Board of Management and the Board of Supervisory Directors during the 18 months financial reporting period ended 31 December 2020 was also adopted in that general meeting.

In the tables below the remuneration policy and its application during the 18 months financial reporting period ended 31 December 2020 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 1 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 18 months financial reporting period 2019/2020

In the 18 months financial reporting period, the Company's remuneration policy resulted in the following rewards to the Board of Management set out in Table 1a below. It should be noted that the base salaries during this 18 months financial period remained unchanged (with the exception of the 20% reduction for three months) and were the same base salaries as set out in Table 2 below in respect of the financial year 2019/2020.

Table 1a.

Amounts in €'000	J.P. Lewis	E.J. van Garderen	R. Fraticelli	J.P.C. Mills
Base salary	989	689	736	655
Housing allowance	0	0	126	20
Variable bonus	0	0	0	0
Pension/compensation	0	62	144	114
Vesting 2016 performance shares	203	142	153	146
	1,192	**893**	**1,159**	**935**
Social security charges	135	15	15	112
	135	**15**	**15**	**112**
Total	**1,327**	**908**	**1,174**	**1,047**

For comparison purposes we also included Table 1b which provides the rewards for the Board of Management during the calendar year 2020, so for the twelfth months period ending 31 December 2020.

Table 1b.

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
No 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.

At the Annual General Meeting of 6 November 2018 Mr Fraticelli and Mr Mills were appointed as members of the Board of Management, which implied that the base salaries and pension premiums/compensations and social security charges were accounted for pro rato temporis. In the previous financial year 2018/2019 the remuneration of the Board of Management was as follows:

Table 2

Amounts in €'000	J.P. Lewis	E.J. van Garderen	R. Fraticelli	J.P.C. Mills
Bases salary	723	475	339	302
Housing allowance	0	0	55	9
Variable bonus	60	40	42	37
Pension/compensation	0	53	62	48
Vesting 2015 performance shares	188	126	84	78
	971	**694**	**582**	**474**
Social security charges	110	10	7	36
	110	**10**	**7**	**36**
Total	**1,081**	**704**	**589**	**510**

Long-term incentive – Performance Shares

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

<u>Table 3</u>

		J.P. Lewis	E.J. van Garderen	R. Fraticelli	J.P.C. Mills	Total
Number of performance shares as at 30/06/2019						
	2012	989	654	301	659	2,603
	2013	1,686	1,290	575	1,305	5,038
	2014	2,564	1,656	838	1,792	6,850
	2015	4,814	2,893	1,497	3,468	12,672
	2016	8,730	6,095	6,585	6,289	27,699
	2017	6,062	3,959	4,135	3,712	17,868
	2018	4,179	2,746	2,934	2,609	12,468
		29,206	**19,293**	**16,865**	**19,834**	**85,198**
Not vested during 2019/2020						
	2016	(1,264)	(882)	(953)	(911)	(4,010)
	2017	(6,062)	(3,959)	(4,135)	(3,712)	(17,868)
		(7,326)	**(4,841)**	**(5,088)**	**(4,623)**	**(21,878)**
Sold		0	0	0	0	0
Granted in 2019		1,101	724	773	680	3,278
Forfeited		(5,280)	0	0	0	(5,280)
Due to retirement excluded from performance share plan		(17,701)	0	0	0	(17,701)
Number of performance shares as at 31/12/2020		**0**	**15,176**	**12,550**	**15,891**	**43,617**

The outstanding 43,617 Performance Shares held by the Board of Management represent 0.01% of the current issued share capital of the Company.

The 3,278 Performance Shares were granted on 11 November 2019 and will become unconditional on 11 November 2024, provided the prevailing conditions are met. At the date of granting of these Performance Shares the fair value per Performance Share was € 21.87.

The amount included in the profit and loss account for the 3,278 Performance Shares granted in November 2019, the 12,468 Performance Shares granted in November 2018, the 17,868 Performance Shares granted in November 2017, the 27,699 Performance Shares granted in November 2016 was (€ 356,545) for the 18 months financial reporting period ended 31 December 2020.

As at 31 December 2020 other employees of the Group hold 84,283 Performance Shares representing 0.17% 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 27 October 2020) and may subsequently be reappointed for a term of not more 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

As per 31 December 2020 E.J. van Garderen holds 29,207 depositary receipts, which includes 11,704 vested Performance Shares, in total representing 0.0585% of the issued share capital of the Company. R. Fraticelli holds 18,500 depositary receipts, which includes 8,843 vested Performance Shares, in total representing 0.0371% of the issued share capital of the Company. J.P.C. Mills holds 34,258 depositary receipts, which includes 12,602 vested Performance Shares, in total representing 0.0686% of the issued share capital of the Company.

As at 31 December 2020 employees, excluding the Board of Management, held in total 103,247 depositary receipts, representing in total 0.208% of the issued share capital in the Company.

Remuneration of the Board of Supervisory Directors in the 18 months financial reporting period 2019/2020

In the 18 months financial reporting period, the total remuneration of the Board of Supervisory Directors amounted to € 420,500 and is specified below. It should be noted that the Supervisory Directors fees during this 18 months period remained unchanged and were the same as set out in the table below in respect of the financial year 2018/2019.

Specification of the remuneration of the Board of Supervisory Directors for the recent years to 2019/2020

Table 4

(Amounts in € '000)	2019/2020* *18 months*	2018/2019	2017/2018	2016/2017	2015/2016
Previous board members	-	-	-	42	42
E.R.G.M. Attout	70	31	-	-	-
C. Croff	70	47	46	45	42
B.M. Carrière 1	63	47	46	45	42
R.R. Foulkes	-	16	46	45	42
K. Laglas 2	55	-	-	-	-
J.Å. Persson	70	47	46	45	42
B.T.M. Steins Bisschop	92	61	60	59	55
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Total	420	249	244	284	265

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

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

1 Mrs. Carrière resigned as per 1 November 2020

2 Mrs. Laglas was appointed as per 5 November 2019

Members of the Board of Supervisory Directors do not receive options on (or compensation in) depositary receipts in the Company, nor will personal loans or guarantees be granted to them by the Company.

As at 31 December 2020 members of the Board of Supervisory Directors held no depositary receipts 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 and its application during the 18 months financial reporting period ended 31 December 2020.

Remuneration policy	Application in 18 months financial reporting period 2019/2020
Goal 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").	**Goal** No executives left the Group. Mr Jeremy Lewis retired as CEO of the Company as his four year term expired in November 2020.
Working method 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.	**Working method** During the financial reporting period no benchmark study was performed due to the COVID-19 crisis which impacted the remuneration of the members of the Board of Management and senior staff as explained further in this report.

Remuneration policy	Application in 18 months financial reporting period 2019/2020
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.	
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.	**Remuneration package** 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 during the financial reporting period ended 31 December 2020 was also adopted in that general meeting.
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.	**Base Salary** former CEO Mr Jeremy Lewis €723,000 CEO Mr Evert Jan van Garderen €475,000 CFO Mr Roberto Fraticelli €507,000 CIO Mr Peter Mills GBP400,000 The Annual General Meeting of 5 November 2019 approved to maintain the base salaries of the members of the Board of Management at the above amounts and due to the impact of COVID-19 the members of the Board of Management decided to reduce their base salaries for the three months June, July and August 2020 by 20%.
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	**Short Term Variable Cash Bonus** There was no growth of the dividend per share, no growth of the net asset value per share and the total shareholder return for the period ending 31 December 2020 was negative.

Remuneration policy	Application in 18 months financial reporting period 2019/2020
performance 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 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, INTU, Klépierre, Mercialys, 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 depositary 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%	Due to the impact of COVID-19 it was also decided to award no variable cash bonuses even in the case the formula to calculate variable cash bonuses would have produced a bonus amount, which it did not.: No provision has been made that is specified in table 4 under section k below together with the other provisions that have been made for amounts that have to be paid in the future (2021) in the meaning of article 2:383c paragraph 1, letter b, Dutch Civil Code.

Remuneration policy	Application in 18 months financial reporting period 2019/2020
- 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. 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 Share Plan In 2012 the annual grant of free long-term Performance Shares (depositary receipts) was introduced for the members of the Board of Management and employees. 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 Share Plan** There was no growth of the dividend per share, no growth of the net asset value per share and the total shareholder return for the period ending 31 December 2020 was negative. Therefore, no Performance Shares could be granted for the financial reporting period ended 31 December 2020. Due to the impact of COVID-19 it was also decided to award no Performance Shares even in the case the formula to calculate the number of Performance Shares to be granted would have produced a certain number of Performance Shares to be granted, which it did not. No provision has been made that is specified in table 4 under section k below together with the other provisions that have been made for amounts that have to be paid in the future (2021) in the meaning of article 2:383c paragraph 1, letter b, Dutch Civil Code.

Remuneration policy	Application in 18 months financial reporting period 2019/2020
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 performance 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. 4. The result of multiplying three times the employee's base salary by the percentage	There were no Performance Shares which vested during the financial reporting period 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. These Performance Shares granted in 2017 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 reporting period.

Remuneration policy	Application in 18 months financial reporting period 2019/2020
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: Annual Salary € 100,000 X3 € 300,000 Dividend Growth 2% Net Asset Growth 1% Relative performance 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)	
Additional pay programs The Supervisory Board is not authorised to grant additional pay programs.	**Additional pay programs** No additional pay programs were introduced during 2019/2020.
Shareholding requirement There is no shareholding requirement.	**Shareholding per 31 December 2020** ***(closing price €15.38)*** • Mr Fraticelli 18,500 depositary receipts; 56% of gross base salary

Remuneration policy	Application in 18 months financial reporting period 2019/2020
	• Mr van Garderen 29,207 depositary receipts; 95% of gross base salary • Mr Mills 34,258 depositary receipts; 116% of gross base salary
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** There were no changes made to the pension and other benefits.

Remuneration policy in the financial year 2021 and proposed changes

In the 18 months financial reporting period 2019/2020, the remuneration policy as stated above was pursued. It is the intention that the current policy will be continued in the financial year 2021 with the exception of the following items.

It is proposed that with respect to the base salaries of the members of the Board of Management and senior staff for the financial year 2021 these base salaries will remain unchanged.

No Performance Shares granted in 2017 vested in the 18 months financial reporting period and it is proposed that under the existing Performance Shares Plan no Performance Shares will be granted to permanent employees and directors of the Company related to the financial reporting period ended 31 December 2020.

It is proposed to apply the existing Performance Shares Plan in the financial year 2021 and that permanent employees and directors may be granted Performance Shares in respect of the financial year 2021.

It is also proposed that for the financial year 2021 the remuneration for the Board of Supervisory Directors will remain unchanged.

The following changes are proposed for the remuneration policy. The changes proposed are in table 6 in *italics*.

Table 6

Current text remuneration policy	Proposed changes	Explanation
Goal 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”).	**Goal** 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”).	
Working method 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	**Working method** 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	

Current text remuneration policy	Proposed changes	Explanation
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.	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.	
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. 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 during the financial reporting period ended 31 December 2020 was also adopted in that general meeting.	**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. 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 during the financial reporting period ended 31 December 2020 was also adopted in that general meeting.	

Current text remuneration policy	Proposed changes	Explanation
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.	**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 performance 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 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	**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 performance 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 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	In the peer group of ten listed property companies INTU has been replaced by the Belgian property company Retail Estates, as INTU is no longer listed.

Current text remuneration policy	Proposed changes	Explanation
Euroshop, Hammerson, INTU, Klépierre, Mercialys, 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 depositary 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:	Euroshop, Hammerson, *Retail Estates*, Klépierre, Mercialys, 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 depositary 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:	

Current text remuneration policy	Proposed changes	Explanation
- 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 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.	- 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 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 Share Plan In 2012 the annual grant of free long-term Performance Shares (depositary receipts) was introduced for the members of the Board of Management and employees. 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	**Long-term incentive – Performance Share Plan** In 2012 the annual grant of free long-term Performance Shares (depositary 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 depositary 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	 In order to achieve that the long-term incentive contributes to the long-term performance of the Company ESG (Environmental Social and Governance) targets for the Company are also introduced as an alternative

Current text remuneration policy	Proposed changes	Explanation
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 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	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 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:	condition for the vesting of Performance Shares to be determined at the discretion of the Supervisory Board .

Current text remuneration policy	Proposed changes	Explanation
added to the annual relative performance 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. 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 (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: Annual Salary € 100,000 X3 € 300,000 Dividend Growth 2% Net Asset Growth 1% Relative performance 3% Total Growth 6%	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 performance 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 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	

Current text remuneration policy	Proposed changes	Explanation
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).	number of Performance Shares to be granted. The calculation can be demonstrated by the following example: Annual Salary € 100,000 X3 € 300,000 Dividend Growth 2% Net Asset Growth 1% Relative performance 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).	

Current text remuneration policy	Proposed changes	Explanation
Additional pay programs The Supervisory Board is not authorised to grant additional pay programs.	***Additional pay programs*** The Supervisory Board is not authorised to grant additional pay programs.	
Shareholding requirement There is no shareholding requirement.	**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.*	In order to have alignment between the interest of the shareholders and holders of depositary receipts and the interest of members of the Board of Management this shareholding requirement is introduced.
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	**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	The updated applicable pensionable salary is included.

Current text remuneration policy	Proposed changes	Explanation
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	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	

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

	2016	2017	2018	2019	2020
Annual change of Directors Remuneration					
Base salary R. Fraticelli (annualised)	N.A.	N.A.	N.A.	508	482
Base salary E.J. van Garderen (annualised)	435	435	450	475	451
Base salary J.P. Lewis (annualised)	689	689	689	723	649
Base salary J.P.C. Mills (annualised)	N.A.	N.A.	N.A.	453	428
Variable cash bonus R. Fraticelli (annualised)	N.A.	N.A.	N.A.	42	0
Variable cash bonus E.J. van Garderen (annualised)	435	281	305	40	0
Variable cash bonus J.P. Lewis (annualised)	623	430	465	60	0
Variable cash bonus J.P.C. Mills (annualised)	N.A.	N.A.	N.A.	37	0
Vested performance shares R. Fraticelli	N.A.	N.A.	N.A.	46	153
Vested performance shares E.J. van Garderen	18	45	59	89	142
Vested performance shares J.P. Lewis	28	65	91	148	203
Vested performance shares J.P.C. Mills	N.A.	N.A.	N.A.	107	149
Pension contribution and compensation R. Fraticelli	N/A	N/A	N/A	62	96
Pension contribution and compensation E. J. van Garderen	49	57	50	53	41
Pension contribution and compensation J.P. Lewis	0	0	0	0	0
Pension contribution and compensation J.P.C. Mills	N/A	N/A	N/A	48	76
Annual change of the performance of the company					
Net property income (in million Euro) €	155.4	163.0	171.8	178.6	164.6
change vs previous reported year in percent	6.8%	4.9%	5.4%	3.9%	-7.8%
Total investment result (in million Euro) €	207.4	260.8	72.1	74.6	42.8
change vs previous reported year in percent	24%	26%	-72%	3%	-43%
Direct investment result per share	2.15	2.23	2.36	2.42	2.21
change vs previous reported year in percent	5.4%	3.7%	5.8%	2.5%	-8.7%
Dividend per share	2.05	2.10	2.15	2.18	1.55
change vs previous reported year in percent	3.54%	2.44%	2.38%	1.40%	-28.9%
IFRS NAV per share	37.34	40.58	39.30	38.49	38.17
change vs previous reported year in percent	6.7%	8.7%	-3.2%	-2.1%	-0.8%
Average remuneration on a full time equivalent basis of Directors					
Average monthly Base salary Directors					41.9
change vs previous reported year in euros					-3.1
change vs previous reported year in percent					-6.9%
Average remuneration on a full time equivalent basis of Employees					
Average monthly Base salary employees					7,9
					-0.4
change vs previous reported year in percent					5.24%
Pay ratio Directors/Employees					
Ratio Base salary Directors/Base Salary employees					5.29
change vs previous reported year					-0.09

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

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

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 2020 under the Company's Performances Shares Plan or any other shares or share options were granted. In November 2019 3,278 Performance Shares were granted and reference is made to Table 3 above.

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 1 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 30 June 2019 (accrual for payment of bonuses)	**40**	**43**	**37**	**120**
Payment of bonuses in September 2019	40	43	37	120
Balance as per 31 December 2020	0	0	0	0
No cost for the period				
Result 31 December 2020	0	0	0	0

Publication

After the general meeting of 8 June 2021 the Company shall keep this remuneration report publicly available on its website for a period of ten years. If the Company chooses to keep the remuneration report available for a longer period it will no longer contain the personal data of directors.

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 2020, dated 23 April 2021.

Amsterdam, 23 April 2021

ANNEX III

Agenda item 9: Re-Appointment of 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 re-appoint KPMG Accountants N.V. as external auditors of the Company for the financial year ending 31 December 2021 and the financial year ending 31 December 2022.

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 one 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 Hans Grönloh, one of the practice leaders for the real estate industry. Pursuant to the legal rotation rules Mr Winand Paulissen of KPMG Accountants N.V. will replace Mr Hans Grönloh as responsible partner in respect of the audit over the financial year ending 31 December 2021.

ANNEX IV

Agenda item 10: Proposed termination of the depositary receipts structure of the Company and amendment of the Articles of Association

Below is a timeline in relation to the termination of the depositary receipts structure of the Company and amendment of the Articles of Association (Part II) in connection therewith, if and when agenda item 10 is adopted by this Annual General Meeting of Shareholders.

23 April 2021
On this date, the Company convened the Annual General Meeting of Shareholders, and published the Annual General Meeting of Shareholders documentation, including the agenda, which contains an agenda item on the proposal to terminate the depositary receipts structure of the Company and to amend the Articles of Association in connection therewith.

8 June 2021
On this date the Annual General Meeting of Shareholders take places and shareholders and holders of depositary receipts are invited to cast their vote on, inter alia, the amendment of the Articles of Association in connection with the proposed termination of the depositary receipts structure (please refer to the draft deed of amendment of the Articles of Association and the triptych published at https://www.eurocommercialproperties.com/financial/agm).

The voting results of the Annual General Meeting of Shareholders will be published after the meeting.

After 8 June 2021
If the Annual General Meeting of Shareholders adopts this agenda item 10, the termination of the depositary receipts structure will need to be implemented through a sequence of steps. Such steps include the amendment of the Articles of Association as reflected in the preceding paragraph, as well as the amendment of the terms and conditions of Stichting Administratiekantoor Eurocommercial Properties ("STAK"). In accordance with the current terms and conditions of STAK, a three month waiting period will need to be observed in respect of the contemplated changes to STAK's terms and conditions. This three month waiting period starts running once the resolution to terminate STAK's administration and, in connection therewith, to amend STAK's terms and conditions, is officially announced, which announcement is expected shortly after the end of the Annual General Meeting of Shareholders, provided that agenda item 10 is adopted.

Once the three months have lapsed, deeds amending STAK's terms and conditions, STAK articles of association and the Company's Articles of Association will need to be executed by a Dutch notary. With the amendment of the Company's Articles of Association, and as also explained in the triptych referred to above, each ten shares with a nominal value of EUR 1, will be consolidated into one share with a nominal value of EUR 10. This enables the Company and STAK to terminate the depositary receipts structure and deliver, via Euroclear Nederland, to each current depositary receipt holder one share in the Company's share capital in exchange for each depositary receipt it currently holds, with the depositary receipts simultaneously ceasing to exist. The exchange will take place with the cooperation of ABN AMRO Bank N.V., through a credit on the depositary receipt holders' securities accounts, without holders of depositary receipts having to take any action for such exchange. The implementation of aforementioned steps and the exchange will be announced in a press release. Following implementation of all steps required for the termination of the depositary receipts structure, STAK will be dissolved.

ANNEX V

Agenda item 11: 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 7 December 2022).

Since the inception of the Company the General Meeting has annually granted the authority to issue shares and/or 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 depositary receipts 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 or depositary receipts.

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).

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 7 December 2022), 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, which limit is in line with the latest international practise.

If this authorisation is granted by the General Meeting, the existing authorisation for 10% as granted per 5 November 2019 will cease to apply as per the renewal of the authorisation.

ANNEX VI

Agenda item 12: Authorisation to repurchase shares and/or depositary receipts

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 and/or depositary receipts thereof.

Since the inception of the Company, shareholders annually authorised the Board of Management to repurchase shares and/or depositary receipts 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 depositary receipts 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 depositary receipts.

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/depositary receipts to be repurchased to 50% of the issued 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 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 and depositary receipts thereof for a period of 18 months (i.e. until and including 7 December 2022), up to a maximum of 10% of the issued share capital of the Company, 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 5 November 2019 will cease to apply as per the renewal of the authorisation.