ANNEX I

Under the resignation rota published on the website of the Company on 2 November 2016 two members of the Board of Supervisory Directors, Mr. Croff and Mr. Persson will retire by rotation on 7 November 2017.

Mr Croff and Mr. Persson were elected in accordance with the profile of the Board of Supervisory Directors. This profile, published on the website of the Company (see also a copy of the profile on the next page), was established in 2012 and has not been amended since. In accordance with the profile, the Board of Supervisory Directors is currently composed of a French national, an Italian national and a Swedish national, in addition to one Dutch national and one British national.

In order to preserve a well balanced and composed Board, with preferably more than the minimum of four members as required under the Company's Articles of Association, and to have members of the Board who have four years of experience with the Company and its stakeholders, whereas all other three members have only been appointed in the last couple of years, it is proposed at the forthcoming Annual General Meeting of Shareholders to be held on 7 November 2017, to reappoint Mr C. Croff and Mr J.-Å. Persson, who have been members since 2013, as members of the Supervisory Board for a period of four years.

The Board has discussed the proposed reappointments and has taken account of Mr Croff's and Mr Persson's performance and functioning as a Supervisory Director.

Mr Carlo Croff (62), of Italian nationality and residing in Italy, is a senior partner of the law firm Chiomenti Studio Legale in Milan, Italy, which firm counts approximately 300 attorneys and tax advisers, working out of offices in Milan and Rome and abroad. His comprehensive curriculum vitae is enclosed herewith below.

Mr Croff is not considered to be independent within the meaning of best practice provision III.2.2 of the Netherlands Corporate Governance Code 2008.

Mr Jan-Åke Persson (68), of Swedish Nationality and residing in Sweden, is a former senior partner of the audit firm Ernst & Young AB in Malmö, Sweden. He worked for more than 40 years as an auditor of listed and family owned companies, both from Sweden and abroad. His comprehensive curriculum vitae is enclosed herewith below.

Mr Persson is considered to be independent within the meaning of best practice provision III.2.2 of the Netherlands Corporate Governance Code 2008.

Given the background and experience of Mr. Croff and Mr. Persson and their contributions over the last four years, the Board recommends to vote in favour of the proposed reappointments. The Board of Trustees of Stichting Prioriteitsaandelen Eurocommercial Properties is in agreement with this proposal.

Curriculum Vitae Mr Carlo Croff

Mr Carlo Croff, of Italian nationality, was born in Auronzo di Cadore (Belluno), Italy, on 24 August 1955 and is Italian resident and legal attorney by profession.

Education
He graduated in Law, University of Padua, 1979 and obtained a bachelor degree in laws (LBB, 1980) from Cambridge University, UK and a master degree (LLM, 1981) from Harvard University, US and was admitted to practice law in Italy in 1982 and in New York in 1985.

Working experience
Mr Croff joined the law firm Chiomenti Studio Legale in Milan, Italy in 1984. He is a Partner since 1989 and since 2009 he is a Senior Partner. He is specialized in corporate, mergers, acquisitions and real estate, working for major public companies, both Italian and foreign. The firm counts approximately 300 attorneys and tax advisers working from offices in Rome and Milan and various major capitals around the world. Mr Croff previously worked at Crowell & Moring in Washington, US in 1982 and at Debevoise & Plimpton in New York, US from 1982 to 1984.

Other relevant experience
Member of the Board of Directors and of the Executive Committee of Banca Popolare di Lecco S.p.A (controlled by Deutsche Bank) from 1986 to 1988.
Secretary of the Board of Directors of AEM S.p.A. (listed in the Milan Stock Exchange) from 1998 to 2007.
Secretary of the Management Board (*"Consiglio di Gestione"*) of A2A S.p.A. (listed in the Milan stock exchange) from 2008 to 2012.
Secretary of the Supervisory Board ("*Consiglio di Sorveglianza*") of A2A S.p.A. (listed in the Milan stock exchange) from 2012 to 2013.
Secretary of the Board of Directors of Impregilo S.p.A. (listed in the Milan Stock Exchange) from 2005 to 2012.
Secretary of the Board of Directors of Alitalia S.p.A. from 2014 to 2017.

Curriculum Vitae Mr Jan-Åke Persson

Mr Jan-Åke Persson, of Swedish nationality, was born in Älmhult (greater Malmö region), Sweden on 27 August 1949 and is Swedish resident and a retired chartered accountant and auditor, former senior partner of Ernst & Young AB in Malmö, Sweden by profession.

Education
He graduated as Bachelor of Science in Business Administration and Economics at the University of Lund, Sweden (BSc, 1973).

Working experience
Mr Persson worked since 1973 for Ernst & Young AB in Malmö and one of the predecessors of this firm in Sweden. He was a partner since 1985. Mr Persson retired from Ernst & Young in 2008 and continued to work part time as a consultant for some of his former clients. Mr Persson has been the auditor of the Swedish subsidiaries of the Company until 2005. Since 2008 to 2013 he has been advising the Company in respect of acquisitions and sales in Sweden and in respect of the accounts and financial statements of the Swedish group.

Other relevant experience
Mr Persson has no other board memberships. As a chartered accountant he was not allowed to be a member of any external board. Since he resigned as a chartered accountant in March 2013 it is now possible for him to act as Supervisory Director.

Resignation Rota

Once the Annual General Meeting has approved the proposed reappointments, the resignation rota on the basis of article 6.2 of the Rules of the Supervisory Board of Eurocommercial Properties N.V. will be as follows:

Name	Nationality	Year of Birth	Initial Appointment	Date of re-appointment	Up for Re-election in year	Ultimate date of resignation[1]
B. Carrière	French	1946	2014	-	2018	2021
C. Croff	Italian	1955	2013	2017	-	2025
B.T.M. Steins Bisschop	Dutch	1949	2014	-	2018	2024
J.Å. Persson	Swedish	1949	2013	2017	-	2024
R. Foulkes	British	1945	2014	-	2018	2020

[1]The earlier of reaching the age limit of 75 years or the twelfth year following the relevant Supervisory Board member's first appointment, which twelve year term is the maximum term under the amended Dutch Corporate Governance Code 2016 (four years plus another four years, plus the possibility to reappoint for another two years for explicitly mentioned reasons, plus an extension for two more years, again only for explicitly mentioned reasons).

SUPERVISORY BOARD PROFILE
EUROCOMMERCIAL PROPERTIES N.V.

1. The Supervisory Board must be composed as the law prescribes. For Eurocommercial Properties N.V., ("ECP") this means that the Supervisory Board should be able to supervise the management of ECP effectively, both qualitatively and quantitatively.

2. The Supervisory Board shall have at least four and at most six members, preferably with different nationalities and/or residencies (i) to reflect the investment activities of ECP, which are currently in France, Italy and Sweden, and (ii) to reflect the corporate structure and management of ECP, which currently refer to the Netherlands and the United Kingdom. The Supervisory Board should offer a broad and diverse range of skills and experience relevant to the proper and successful advancement of ECP's objectives. All members, with the exception of no more than one member, shall be independent within the meaning of best practice provision III 2.2 of the Dutch Corporate Governance Code 2008. Over time the Supervisory Board strives to achieve that each gender is represented.

3. It is desirable that members of the Supervisory Board have one or more of the following qualities:

   a. Broad experience of institutional investment markets in equity, fixed income and property;
   b. Broad experience of investment banking and financial markets;
   c. Particular experience and expertise in ECP's countries of investment;
   d. Deep knowledge of the specific requirements in the management and governance of public listed companies;
   e. Professional background in law, accounting, economics and/or the retail sector.

4. The Supervisory Board aims for such a composition in terms of size and personnel that the retirement rotation causes sufficient continuity within the Supervisory Board.

5. The Supervisory Board as a whole will also function as a selection and appointment committee, as a remuneration committee and as an audit committee.

6. The Supervisory Board shall review this profile once per year.

7. The Stichting Prioriteitsaandelen Eurocommercial Properties N.V. will take account of these profile preferences when it makes binding nominations for the appointment of members of the Supervisory Board.

ANNEX II

2016/2017 REMUNERATION REPORT INCLUDING THE REMUNERATION POLICY OF THE SUPERVISORY BOARD OF EUROCOMMERCIAL PROPERTIES N.V.

Introduction

This report has been prepared by the Supervisory Board of Eurocommercial Properties N.V. (the “Company”) and is available on the website of the Company. It addresses the remuneration policy of the Company and the remuneration for the members of the Board of Management and the Supervisory Board for the financial year 2017/2018, which will be proposed to the Annual General Meeting of Shareholders to be held on 7 November 2017 (section A and C) as well as the remuneration specifics for the financial year 2016/2017 (section B). This report will also address the way in which the policy will be pursued for the financial year 2017/2018 and beyond (section C). This report is an update of the 2015/2016 Remuneration Report of the Supervisory Board.

A. Remuneration policy

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”).

Work method

The Supervisory Board proposes the general remuneration policy and implementation of that policy to the Annual General Meeting of Shareholders based on recommendations of the Board of Management. The Annual General Meeting of Shareholders is therefore invited to approve both the policy and its implementation.

In order to implement the policy, the Supervisory Board 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 based on an independent survey of 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 Supervisory Board 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 annually for many years. The latest report dated May 2017 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, Klepierre, Mercialys, Unibail-Rodamco, Deutsche Euroshop, Beni Stabili, Citycon, NSI, Vastned and Wereldhave, but also covered major real estate investment managers including Amundi, Schroder Group, Henderson Global Investors, Grosvenor, etc. and major real estate investors like CPPIB etc.

Remuneration package

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

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

Base salary

The base salary reflects the responsibilities and individual performance, in line with market standards, as described above. The total annual gross fixed income is determined each year in June and takes effect as from 1 July each year.

Short-term variable cash bonuses

Variable cash bonuses may be granted each year in addition to the base salary. Variable cash bonuses for executives and members of the Board of Management are entirely and directly linked to the annual growth in the Company's net asset value per share, dividend per share as well as the annual relative performance as per 30 June of the listed depositary receipts, representing ten ordinary shares each, in the capital of the Company compared to a peer group of ten listed retail property companies active in European 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 Citycon, Deutsche Euroshop, Hammerson, Intu, Klepierre, Mercialys, Unibail-Rodamco, Vastned, Wereldhave and Westfield Corporation.

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

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

There is no minimum guaranteed variable cash bonus for members of the Board of Management. 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 13% 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 incentives

Since 2000 the Company had a long-term incentive scheme for Group employees and directors in the form of a Stock Option Plan. The plan had a number of conditions relating to the performance of the Company in terms of net asset value and dividend growth, but suffered from the fact that the scheme by its very nature encouraged employees to exercise the options when these were in the money, but did not result in long-term shareholdings by employees in the capital of the Company.

Five years ago, the option scheme was replaced with the annual grant of free long-term Performance Shares (depositary receipts), which are conditional upon the meeting of Company performance targets and that the 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 in November.

Conditions of grant
The employee will be granted Performance Shares that vest after three years on condition that the 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
For this year the number of Performance Shares to be granted will be calculated as follows:

1. The base salary of the employee will be multiplied by three and a percentage taken of this figure as follows:
2. The percentage increase in the audited net asset value per share of the Company will be added to the percentage increase of the dividend per share of the Company and the sum of these percentages will be added to the annual relative outperformance as per 30 June 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. 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 3) 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%	
<u>Relative performance</u>	<u>3%</u>	
<u>Total Growth</u>	<u>6%</u>	
X €300,000 =		€18,000
Divided by share price		
- Say €40 =		450 Performance Shares

<u>Cap on number of Performance Shares to be granted</u>

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).

The introduction of Performance Shares did not imply that any options granted under the Stock Option Plan in the past were cancelled.

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 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. Only one member of the Board of Management has joined a pension scheme. This scheme is a defined contribution scheme with current annual premiums being capped using a maximum pensionable salary of €103,000, which is now the compulsory maximum cap in The Netherlands (some years ago the maximum was €170,000). The Company makes an annual gross-up compensation payment of 19.8% of the difference between the old and the new maximum pensionable salary.

B. Remuneration in 2016/2017

Remuneration of the Board of Management

In the reporting year, the Company's remuneration policy resulted in the following variable and non-variable rewards to the Board of Management. The total remuneration of the Board of Management members amounted to € 2,039,000 for the year ended 30 June 2017. It should be noted that Mr J.P. Lewis is no longer paid in pound sterling and therefore his base salary will no longer vary in euros due to foreign exchange rate fluctuations. His base salary was unchanged and remained € 689,000.

Specification of the variable and non-variable remuneration of the Board of Management for the financial years 2001/2002 to 2016/2017

(Amounts in € '000)	J.P. Lewis	E.J. van Garderen	Total
Base salary			
2016/2017	689	435	1,124
2015/2016	689	435	1,124
2014/2015	677	415	1,092
2013/2014	616	415	1,031
2012/2013	563	381	944
2011/2012	498	369	867
2010/2011	467	351	818
2009/2010	451	334	785
2008/2009	451	334	785
2007/2008	450	318	768
2006/2007	488	318	806
2005/2006	482	318	800
2004/2005	445	306	751
2003/2004	443	294	737
2002/2003	435	285	720
2001/2002	417	272	689
Variable cash bonuses			
2016/2017	430	281	711
2015/2016	623	435	1,058
2014/2015	386	231	617
2013/2014	362	234	596
2012/2013	111	77	188
2011/2012	73	49	122
2010/2011	464	326	790
2009/2010	200	143	343
2008/2009	46	34	80
2007/2008	215	164	379
2006/2007	526	356	882
2005/2006	433	250	683
2004/2005	293	201	494
2003/2004	201	140	341
2002/2003	109	73	182
2001/2002	250	169	419
Pension premiums and compensation			
2016/2017	0	57	57
2015/2016	0	49	49
2014/2015	0	37	37
2013/2014	0	37	37
2012/2013	0	37	37
2011/2012	0	37	37
2010/2011	0	37	37
2009/2010	0	37	37
2008/2009	0	37	37
2007/2008	0	38	38
2006/2007	0	41	41
2005/2006	7	41	48
2004/2005	7	40	47
2003/2004	7	37	44
2002/2003	6	34	40
2001/2002	7	29	36
Total rewards			
2016/2017	1,119	773	1,892
2015/2016	1,312	919	2,231
2014/2015	1,063	683	1,746
2013/2014	978	686	1,664
2012/2013	674	495	1,169
2011/2012	571	455	1,026

2010/2011	931	714	1,645
2009/2010	651	514	1,165
2008/2009	497	405	902
2007/2008	665	520	1,185
2006/2007	1,014	715	1,729
2005/2006	922	609	1,531
2004/2005	745	547	1,292
2003/2004	651	471	1,122
2002/2003	550	392	942
2001/2002	674	470	1,144
Social security charges			
2016/2017	138	9	147
2015/2016	183	6	189
2014/2015	151	7	158
2013/2014	128	7	135
2012/2013	77	8	85
2011/2012	72	8	80
2010/2011	74	5	79
2009/2010	80	8	88
2008/2009	63	10	73
2007/2008	84	6	90
2006/2007	127	7	134
2005/2006	114	5	119
2004/2005	87	4	91
2003/2004	83	4	87
2002/2003	59	4	63
2001/2002	76	5	81
Total remuneration			
2016/2017	1,257	782	2,039
2015/2016	1,495	925	2,420
2014/2015	1,214	690	1,904
2013/2014	1,106	693	1,799
2012/2013	751	503	1,254
2011/2012	643	463	1,106
2010/2011	1,005	719	1,724
2009/2010	731	522	1,253
2008/2009	560	415	975
2007/2008	749	526	1,275
2006/2007	1,141	722	1,863
2005/2006	1,036	614	1,650
2004/2005	832	551	1,383
2003/2004	734	475	1,209
2002/2003	609	396	1,005
2001/2002	750	475	1,225

Base salary

The base salaries for J.P. Lewis and E.J. van Garderen for the financial year 2016/2017 compared to the financial year 2015/2016 remained unchanged.

Variable cash bonuses

Variable cash bonuses are awarded over the financial year to which they relate and reflect the growth of the net asset value per share, dividend per share and relative outperformance of total shareholders return realised, as described above. For the financial year 2016/2017 using the above described formula, J.P. Lewis and E.J. van Garderen are awarded a gross cash bonus equal to 62% of the relevant base salary.

Long-term incentive – stock option plan

The movements in options granted under the existing Stock Option Plan are highlighted in the table below:

	J.P. Lewis	E.J. van Garderen	Total
Options at 30/06/16	43,750	35,625	79,375
2016/2017 movements in options			
Not vested	0	0	0
Exercised	0	0	0
Granted	0	0	0
Number of options at 30/06/17	43,750	35,625	79,375

The outstanding 79,375 options (79,375: 2007 options, exercise price of €37.28) held by the Board of Management represent 0.165% of the current issued share capital of the Company.

The options granted in 2007 are unconditional due to the expiry of the three year blocking period and the fact that the conditions prevailing were partially met, which implied that 6.25% of the options initially granted did not vest. At the date of granting of these options the fair value per option was €4.10, whereas at the date of vesting the intrinsic value per option was €0.00. These options can still be exercised until the expiry date 12 November 2017.

The amount charged to the profit and loss account for the exercised options and for the remaining 79,375 options was nil for the financial year 2016/2017.

As at 30 June 2017 other executives and employees of the Group hold 182,855 options (93,967 2010 options + 88,888 2007 options) representing 0.375% of the current issued share capital of the Company.

No options have been granted since 2010 as the option scheme has been replaced by the Performance Shares plan.

Long-term incentive – Performance Shares

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

	J.P. Lewis	E.J. van Garderen	Total
Number of PS at 30/06/16	10,235	6,493	16,728
2016/2017 movements in PS			
Not vested	0	0	0
Sold	0	0	0
Granted	8,730	6,095	14,825
Number of PS at 30/06/17	18,965	12,588	31,553

The outstanding 31,553 Performance Shares held by the Board of Management represent 0.065% of the current issued share capital of the Company.

The 14,825 Performance Shares granted in 2016 are conditional as explained on page 3 of this report, and will become unconditional on 7 November 2021, provided the conditions prevailing are met. At the date of granting of these Performance Shares the fair value per Performance Share was €29.72.

The amount charged to the profit and loss account for the 14,825 Performance Shares granted in November 2016, the 7,707 Performance Shares granted in November 2015, the 4,220 Performance Shares granted in November 2014, the 3,158 Performance Shares granted in November 2013 and the 2,168 Performance Shares granted in November 2012 was €234,000 for the financial year 2016/2017.

As at 30 June 2017 other executives and employees of the Group hold 198,203 Performance Shares representing 0.405% of the current issued share capital of the Company.

The scenario analyses as referred to in best practice provision II.2.1 of the Code 2008 have been carried out.

Pension
All pension costs as explained above are incurred by the Company. Only E.J. van Garderen is a member of a pension scheme. This is a defined contribution scheme with retirement age of 68 and current annual premiums being capped using a maximum pensionable salary of €103,000.

Other arrangements
All members of the Board of Management were employed on indefinite contracts, but have accepted the amendments that (i) they are appointed for a maximum period of four years (latest appointment on 1 November 2016) and subsequently may be reappointed for a term of not more than four years at a time and that (ii) the amount of compensation which they may receive on termination of their employment may not exceed one year's base salary. The notice period to be observed by the Company for the termination of employment of J.P. Lewis is 24 months and 6 months for E.J. van Garderen. 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
J.P. Lewis and entities associated with him hold 987,781 depositary receipts, which include 2,857 vested Performance Shares, in total representing 2.033% of

the issued share capital of the Company. E.J. van Garderen holds 27,144 depositary receipts, which includes 1,944 vested Performance Shares, in total representing 0.053% of the issued share capital of the Company.

Remuneration of the Supervisory Board

In the reporting year, the total remuneration of the Supervisory Board amounted to € 284,000 and is specified below.

Specification of the remuneration of the Supervisory Board for the financial years 2007/2008 to 2016/2017

(Amounts in € '000)	16/17	15/16	14/15	13/14	12/13	11/12	10/11	09/10	08/09	07/08
Previous board members	0	0	30	109.6	148.0	138.0	130.0	122.0	122.0	118.6
C. Croff	45	42	39	24.3						
B.M. Carrière	45	42	26							
R.R. Foulkes	45	42	26							
P.W. Haasbroek	45	42	39	37.0	34.0	32.0	30.0	28.0	18.7	
J.Å. Persson	45	42	39	24.3						
B.T.M. Steins Bisschop	59	55	33							
	------	------	------	-------	-------	-------	-------	-------	-------	-------
Total	284	265	232	195.2	180.0	170.0	1600	150.0	140.7	118.6

Members of the Supervisory Board 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 30 June 2017 members of the Supervisory Board held no depositary receipts in the Company.

Other employees

As at 30 June 2017 employees, excluding the Board of Management, held in total 61.200 depositary receipts, representing in total 0.13% of the issued share capital in the Company. Two senior executives have notice periods of 24 months.

C. Remuneration policy in 2017/2018 and beyond

In 2016/2017, the remuneration policy as stated above was pursued. It is the intention that the current policy will be continued in the next financial year and beyond.

It is proposed that with respect to the base salaries of the members of the Board of Management for the financial year 2017/2018 the base salary for Mr J.P. Lewis will remain unchanged at € 689,000 and the base salary for Mr E.J. van Garderen will be increased to €450,000.

For the senior executives the result of the benchmark study held in the spring of 2017 will be used as guidance, resulting in no increases of base salaries for country directors and in other cases increases ranging between 1% and 20% of base salaries.

It is proposed that under the existing Performance Shares Plan a certain number of Performance Shares is granted to permanent employees and directors of the Company based upon the financial results for the financial year ended 30 June 2017 and the relative outperformance of total shareholders return for the year up to 30 June 2017. This implies the issue of Performance Shares in November 2017, which reflect a value of 31.2% of base salaries having regard to the basic formula explained in this report, as the growth of the dividend and the net asset value was in total 10.39%. There was no relative outperformance and therefore this metric did not contribute to the granting of Performance Shares.

It is also proposed that for the financial year 2017/2018 the remuneration for the Chairman of the Supervisory Board will be increased to €60,000 and the remuneration for each of the members of the Supervisory Board will be increased to €46,000.

ANNEX III

The Board of Supervisory Directors and the Board of Management have discussed the performance of KPMG Accountants N.V. of 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 and the Board of Management propose to re-appoint KPMG Accountants as auditors of the Company for the financial year 2017/2018.

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 is always required by the French Tax authorities, to maintain the SIIC tax status in France. The responsible partner is Mr Hans Grönloh, partner of KPMG Accountants N.V. of Amstelveen and one of the practice leaders for the real estate industry.

ANNEX IV

Additional information on the proposal to continue the existing designation regarding the power to issue shares and/or options thereon:-

Since the inception of the Company shareholders have granted each year the power to issue shares and/or options thereon 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. The same powers have been designated in respect of the sale and transfer of bought back shares and depositary receipts. This has enabled the Company to act swiftly with regards to capital market transactions and these powers have been used in the past to strengthen the shareholders' equity by various share issues.

The Company has issued shares eight times in its history, most recently in May 2015, to raise capital for acquisitions and extension projects. Notwithstanding the stock dividend, which has ranged between 0.3% and 2.3% of the issued share capital per annum 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.

All Dutch peers of the Company have similar structures often with corporate bodies other than the shareholders' meeting having the ongoing power to issue shares and/or options. 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.

Taking into consideration suggestions and remarks made by some investors and taking into account the voting results regarding this item at the shareholders meeting in November 2012 (when 41% voted against this proposal), it is proposed, like in the previous four years, to (i) limit the designation period to almost twenty months instead of the usual three years, i.e. to 30 June 2019, so that the designation covers not more than the entire next financial year, and to (ii) limit the number of shares and/or options thereon to only 20% of the issued share capital, instead of 50% proposed in 2012, to bring this limit in line with international practise. This shorter term and reduced percentage resulted in the last four years in convincing majorities which voted in favour of the proposal (91.8% in 2013, 92.5% in 2014, 87.9% in 2015 and 91.5% in 2016).

A new Prospectus Regulation has come into force on 20 July 2017. The previous 10% exemption from the prospectus requirement for the listing of new securities within a 12 month rolling period has been extended to permit the listing of up to 20% new securities without the obligation to publish a prospectus. This percentage now matches with the 20% designation tabled on the Agenda.

Additional information on the proposal to continue the existing authorisation of the Board of Management regarding the power to buy back shares and/or depositary receipts:-

Again, since the inception of the Company, shareholders have granted each year the authority to buy back shares and/or depositary receipts to the Board of Management within the limits set out by the Netherlands 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 it had issued as stock dividend. In November and December 2007, May and June 2008 and during the period 5 June 2014 to 1 September 2014, the Company bought back depositary receipts to cover (possible) exercises of options by staff of the Company. Prior to November 2006 the Company had never bought back any shares and/or depositary receipts, but it is believed 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 Netherlands Civil Code offers the possibility to buy back up to a maximum of 50% of the issued share capital and provides for a maximum term of such delegation of 18 months. The Articles of Association of the Company also limit the number of shares/depositary receipts to be bought back 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 Company wishes to continue with asking the authorisation for only 10% of the issued capital as has been the case since inception, although having regard to the law and the Articles a higher percentage up to 50% would be allowed. The Company believes that 10% provides sufficient room in case of a buy back.