

# 2022 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, read in conjunction with article 2:145 paragraph 2, requires the Company to draw up a clear and understandable remuneration report, providing amongst others a comprehensive overview of all remunerations, awarded or due during the financial year to individual members of the Board of Management and the Board of Supervisory Director and containing the information as specified in article 2:135b, paragraph 3 of the Dutch Civil Code under sections a up to and including k. For ease of reference the headings of the section of this remuneration report, in which this information is provided, follow the order and wording of article 2:135b, paragraph 3, from a up to and including k, of the Dutch Civil Code and are printed in **blue**.

This report has been prepared by the Board of Supervisory Directors of Eurocommercial Properties N.V. (the “Company”) and is available on the website of the Company. It addresses the current remuneration policy of the Company and the remuneration for the members of the Board of Management and the Board of Supervisory Directors for the financial year ended 31 December 2022.

This report also includes the remuneration for the members of the Board of Management and the Board of Supervisory Directors for the financial year 2023, which will be proposed to the Annual General Meeting of Shareholders to be held on 13 June 2023. This report will also address the way in which the remuneration policy will be pursued for the financial year 2023 and onwards.

## **Existing remuneration policies for the Board of Management and Board of Supervisory Directors**

The current remuneration policies were adopted in the Annual General Meeting held on 14 June 2022 and the remuneration report was submitted in the same meeting for an advisory vote by shareholders, 90.14% of the votes cast were in favour of the report and only a limited number of questions were raised by shareholders. The remuneration for the members of the Board of Management and the Board of Supervisory Directors for the financial year ended 31 December 2022 was adopted in the general meeting of 14 June 2022.

In the tables below the remuneration policies and their application during the financial year ended 31 December 2022 are explained in more detail. Also the other information as required by the Dutch Civil Code and the Dutch Corporate Governance Code is provided in the text to follow.

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

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

## **Remuneration of the Board of Management in the financial year 2022**

In the financial year 2022 the Company's remuneration policy resulted in the following rewards to the Board of Management as set out in Table 1a below.

**Table 1a: Remuneration Board of Management in 2022.**

<b>Amounts in €'000</b>	<b>E.J. van Garderen</b>	<b>R. Fraticelli</b>	<b>J.P.C. Mills</b>
Base salary	475	508	469
Housing allowance	0	0	14
Variable bonus*	332	356	322
Pension/compensation	82	70	88
Performance shares vested	0	0	0
	<b>889</b>	<b>934</b>	<b>893</b>
Social security charges	10	309	123
	<b>10</b>	<b>309</b>	<b>123</b>
<b>Total</b>	<b>899</b>	<b>1,243</b>	<b>1,016</b>

\*The variable remuneration as a percentage of total remuneration (excluding social security charges) was 37% for Mr van Garderen, 38% for Mr Fraticelli and 36% for Mr Mills.

For comparison purposes we include Table 1b which provides the rewards for the Board of Management during the year 2021.

**Table 1b: Remuneration Board of Management in 2021.**

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

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

## Long-term incentive – Performance Shares

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

Table 2

	E.J. van Garderen	R. Fraticelli	J.P.C. Mills	Total
Number of granted performance shares as at 31/12/2021				
2012	654	301	659	1,614
2013	1,290	575	1,305	3,170
2014	1,656	838	1,792	4,286
2015	2,893	1,497	3,468	7,858
2016	6,095	6,585	6,289	18,969
2016	(882)	(953)	(911)	(2,746)
2017	3,959	4,135	3,712	11,806
2017	(3,959)	(4,135)	(3,712)	(11,806)
2018	2,746	2,934	2,609	8,289
2018	(2,746)	(2,934)	(2,609)	(8,289)
2019	724	773	680	2,177
2020	0	0	0	0
2021	0	0	0	0
	<b>12,430</b>	<b>9,616</b>	<b>13,282</b>	<b>35,328</b>
Number of not vested performance shares during 2022				
2019	(724)	(773)	(680)	(2,177)
	<b>(724)</b>	<b>(773)</b>	<b>(680)</b>	<b>(2,177)</b>
Sold in 2022	0	0	0	0
Granted in 2022	2,349	2,512	2,384	7,245
<b>Number of performance shares as at 31/12/2022</b>	<b>14,055</b>	<b>11,355</b>	<b>14,986</b>	<b>40,396</b>
<b>Number of granted performance shares but not vested as at 31/12/2022</b>	<b>2,349</b>	<b>2,512</b>	<b>2,384</b>	<b>7,245</b>

The outstanding 33,151 Performance Shares vested held by the Board of Management represent 0.06% of the current issued share capital of the Company.

The amount included in the profit and loss account for the 7,245 Performance Shares granted in 2022 was €19,899 for the financial year ended 31 December 2022.

As at 31 December 2022 other employees of the Group held 38,615 Performance Shares granted representing 0.07% 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 re-appointed on 14 June 2022 for a period of four years and two years respectively and Mr van Garderen was re-appointed on 29 October 2020 for a period of four years) 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 2022 E.J. van Garderen holds 31,238 shares, which includes 11,706 vested Performance Shares, in total representing 0.06% of the issued share capital of the Company. R. Fraticelli holds 28,372 shares, which includes 8,843 vested Performance Shares, in total representing 0.05% of the issued share capital of the Company. J.P.C. Mills holds 36,655 shares, which includes 12,602 vested Performance Shares, in total representing 0.07% of the issued share capital of the Company.

As at 31 December 2022 employees, excluding the Board of Management, held in total 84,559 shares, representing in total 0.16% of the issued share capital in the Company.

## **Remuneration of the Board of Supervisory Directors in the financial year 2022**

In the financial year 2022, the total remuneration of the Board of Supervisory Directors amounted to € 155,000 and is specified below. The remuneration of the Supervisory Board is based on fixed fees. It should be noted that the Supervisory Directors fees during this financial year remained unchanged and were the same for a twelve month period as in the previous three financial years (members of the Supervisory Board € 47,000 per annum; Chairman of the Supervisory Board € 61,000 per annum).

### **Specification of the remuneration of the Board of Supervisory Directors for the recent years to 2022**

Table 4

(Amounts in € '000)	2022	2021	2019/2020 <i>18 months</i>	2018/2019	2017/2018
E.R.G.M. Attout	47	47	70	31	-
C. Croff <sup>3</sup>	-	40	70	47	46
B.M. Carrière <sup>2</sup>	-	-	63	47	46
R.R. Foulkes <sup>1</sup>	-	-	-	16	46
K. Laglas	47	47	55	-	-
J.Å. Persson <sup>4</sup>	-	40	70	47	46
B.T.M. Steins Bisschop	61	61	92	61	60
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Total	155	235	420	249	244

<sup>1</sup>Mr Foulkes resigned as per 6 November 2018

<sup>2</sup>Mrs. Carrière resigned as per 1 November 2020

<sup>3</sup>Mr Croff resigned as per 7 November 2021

<sup>4</sup>Mr Persson resigned as per 7 November 2021

As at 31 December 2022 members of the Board of Supervisory Directors held no shares in the Company.

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

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

**Table 5 Remuneration Policy for the Board of Management and its application during the financial year ended 31 December 2022.**

Remuneration policy for the Board of Management	Application in the financial year 2022
<p><b>Goal</b></p> <p>The purpose of our remuneration policy is to attract, motivate and retain qualified executives and staff who will contribute to the success of the Company. The remuneration policy aims to reward management and key staff for their contribution to the performance of the Company and its group (the “Group”).</p>	<p><b>Goal</b></p> <p>No executives left the Group.</p>
<p><b>Working method</b></p> <p>The Board of Supervisory Directors proposes the general remuneration policy and implementation of that policy to the Annual General Meeting of Shareholders. The Annual General Meeting of Shareholders is therefore invited to approve both the policy and its implementation.</p> <p>In order to implement the policy, the Board of Supervisory Directors reviews and discusses the remuneration of the members of the Board of Management at the end of each financial year. The level of remuneration for the members of the Board of Management reflects the differences in responsibilities of the Board members as well as their individual performance. The benchmark for remuneration of the Board of Management is the remuneration of Directors of international real estate companies with comparable positions, determined by the size and complexity of the organisation and the responsibilities of the Board members.</p> <p>The Board of Supervisory Directors is informed about the level of remuneration for Country 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 Country Directors has taken place from time to time. This remuneration report and remuneration policy have been benchmarked and reviewed by EY Amsterdam and resulted in a benchmarking report dated 8 April 2022. The peer group for benchmarking purposes consisted of 11 listed retail property companies and 9 comparable listed property companies. This listed retail property companies peer group included Carmila, Citycon, Deutsche Euroshop, Hammerson, IGD, Klépierre, Mercialis, Retail Estates Unibail-Rodamco-Westfield, Vastned and Wereldhave, and the other listed property companies peer group included Aedifica, Befimmo, Cofinimmo, Covivio, Hamborner, Hufvudstaden, NSI, PSP Swiss Property and WDP.</p>	<p><b>Working method</b></p> <p>The current remuneration policy was approved by the Annual General Meeting of Shareholders held on 14 June 2022. Prior to tabling this policy at the Annual General Meeting of Shareholders it was benchmarked and reviewed by EY Amsterdam and resulted in a benchmarking report dated 8 April 2022. No further benchmarking report has been commissioned or prepared since that date.</p>

### 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 shares plan;
- pension and other benefits.

### Remuneration package

The remuneration for the members of the Board of Management and the Board of Supervisory Directors for the financial year ended 31 December 2022 was adopted in the Annual General Meeting of Shareholders held on 14 June 2022.

### 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 benchmark group includes the companies referred to above.

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

### Base Salary

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

The Annual General Meeting of Shareholders held on 14 June 2022 approved to maintain the base salaries of the members of the Board of Management at the aforesaid amounts.

### 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 as well as the total shareholders return and the annual relative outperformance as per 31 December of the listed shares in the capital of the Company compared to a peer group of ten listed retail property companies active in European and UK markets. This structure is in line with the Company's strategy of adding long-term value to its property portfolio, all within a defensive risk profile, but also aligning the members of the Board of Management further with the Company's shareholders by linking bonuses to the total shareholder return (return composed of dividend and increase in stock price) and its relative outperformance to its peer group. The ten listed retail property companies are Carmila, Citycon, Deutsche Euroshop, Hammerson, Retail Estates, Klépierre, Mercialis, Unibail-Rodamco-Westfield, Vastned and

### Short Term Variable Cash Bonus

There was no growth of the adjusted net asset value per share during the financial year ended 31 December 2022.

The annual total shareholders return as per 31 December 22 of the listed shares in the capital of the Company was 28.64%.

The annual relative outperformance as per 31 December 2022 of the listed shares in the capital of the Company compared to a peer group of ten listed retail property companies active in European and UK markets was 23.51%.

The actual level of Renewable energy used in 2022, measured in % of total electricity, was increased with 2.7 %, which is higher than the required minimum of 2% per annum.

Wereldhave. Variable cash bonuses for members of the Board of Management and senior staff are also directly linked to two ESG key performance indicators for the group in alignment with the Company's ESG strategy and goals. The two ESG KPIs are to increase the actual level of Renewable energy used, measured in % of total electricity, with 2% per annum and to maintain the Customers' Satisfaction Score above 7.5.

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

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

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

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

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

The Customers' Satisfaction Score for 2022 was 8.4, which is higher than the minimum required 7.5.

On the basis of the above results the short term variable cash bonuses for the members of the Board of Management for the financial year 2022 reached the cap of 70% of base salaries.

A provision has been made as specified in table 7 under section k below together with the other provisions that have been made for amounts that have to be paid in the future (2022) in the meaning of article 2:383c paragraph 1, letter b, Dutch Civil Code.



salary, which implies that the sum of the total shareholders return and the relative outperformance up to a maximum of 10% will be taken into account to avoid extreme results. Any variable cash bonus awarded on the basis of incorrect financial or other data may be recovered by the Company from members of the Board of Management (claw back clause). During the last ten years, variable cash bonuses ranged between 0% and 100% of base salaries.

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

#### Long-term incentive – Performance Shares Plan

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

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

These Performance Shares are conditional upon the meeting of Company performance targets and that the member or employee remains with the Company for more than three years from the grant of the Performance Shares and holds them from that vesting date for a further two years. Should a member of the Board of Management or an employee leave the Company within the three year period, the Performance Shares will vest only proportionally pro rata temporis.

The details of the scheme are as follows:-

##### Entitlement

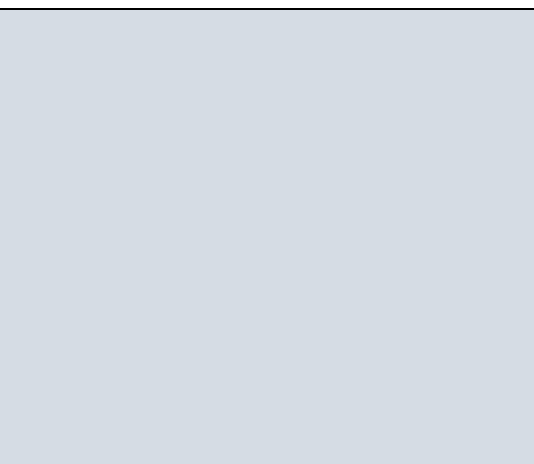
All permanent employees and directors of the Company.

##### 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



#### Long-term incentive – Performance Shares Plan

There was no growth of the adjusted net asset value per share during the financial year ended 31 December 2022.

The annual total shareholders return as per 31 December 22 of the listed shares in the capital of the Company was 28.64%.

The annual relative outperformance as per 31 December 2022 of the listed shares in the capital of the Company compared to a peer group of ten listed retail property companies active in European and UK markets was 23.51%.

The actual level of Renewable energy used in 2022, measured in % of total electricity, was increased with 2.7%, which is higher than the required minimum of 2% per annum.

The Customers' Satisfaction Score for 2022 was 8.4, which is higher than the minimum required 7.5.

On the basis of the above results the number of long-term Performance Shares to be granted to the members of the Board of Management for the financial year 2022, after approval of the shareholders' meeting to be held on 13 June 2023, will be 72% of base salaries, but below the cap of 80% of base salaries.

No provision has been made as specified in table 8 under section k below together with the other provisions that have been made

condition that the director or employee remains employed by the Company and retains them for a further two years after the vesting date. Should a member of the Board of Management or an employee leave the Company within the three year period, the Performance Shares will vest only proportionally pro rata temporis. 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 resulting from the sum of the percentages listed below under point 2.: -

2. (i) The percentage increase in the audited net asset value per share of the Company, (ii) the total shareholders return (limited by a floor at 3% and a cap as explained in the last paragraph of this section) for the financial year ending 31 December of the listed shares in the capital of the Company, (iii) the annual relative outperformance for the financial year ending per 31 December of the listed shares in the capital of the Company compared to the aforesaid peer group of ten listed retail property companies and (iv) a percentage of 4 if both ESG KPIs are achieved or a percentage of 2 if only one ESG KPI is achieved. The two ESG KPIs are to increase the actual level of Renewable energy used, measured in % of total electricity, with 2% per annum and to maintain the Customers' Satisfaction Score above 7.5.

3. The basic formula will be subject to the condition that, at the end of the three year vesting period, half of the granted Performance Shares will vest if two ESG KPIs for the group are achieved. The two ESG KPIs are to maintain the GRESB rated Green Star and the Customers' Satisfaction Score above 7.5. In case only one ESG KPI for the group is achieved, only a quarter of the granted Performance Shares will vest. The other half of the granted Performance Shares will vest if the growth of the Company's net asset value per share is at least 6% over the three year vesting period and the total shareholders return is at least 10% over the three year vesting period. In case one of these targets are not achieved only a quarter of these granted Performance Shares will

for amounts that have to be paid in the future (2022) in the meaning of article 2:383c paragraph 1, letter b, Dutch Civil Code.

There were no Performance Shares which vested during the financial year ended 31 December 2022, 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.

Therefore, the Performance Shares granted in 2019 did not vest and were deleted from the number of granted Performance Shares. In this respect reference is made to the Performance Shares table above, which table includes all movements during the financial year ended 31 December 2022.

vest. In case of a lower growth rate or a lower return, a proportionally lower percentage of the number of Performance Shares granted will vest.

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

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

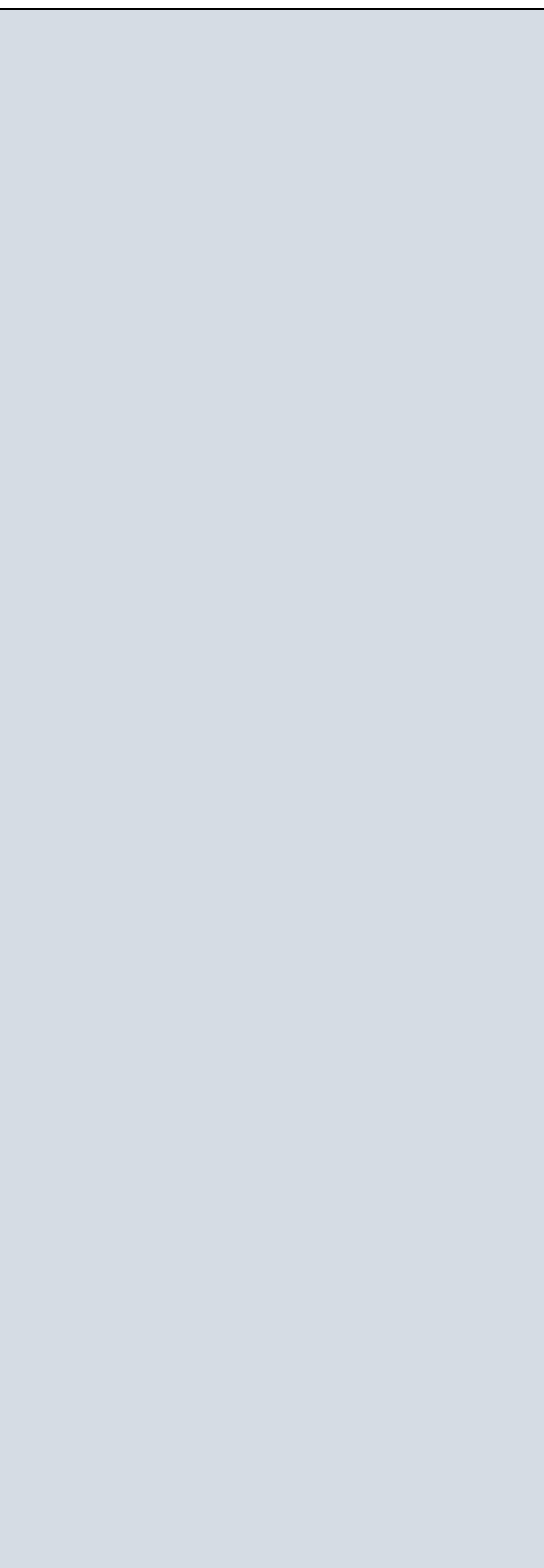
Net Asset Growth	1%
Total shareholders return	2%
Relative outperformance	1%
One KPI achieved	2%

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

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

Cap on number of Performance Shares to be granted

The amount to be divided by the price of the shares on the day of granting cannot exceed 50% of one year's base salary of staff and 80% of one year's base salary of members of the Board of Management and the relative outperformance of total shareholders return as well as the total shareholders return can only each produce such amount up to a maximum of 10% of one year's base salary of staff, which implies that the relative outperformance up to a maximum of 3.33% will be taken into account to avoid extreme results. These caps are 30% of one year's base salary, implying a maximum of 10%, for members of the Board of Management to avoid extreme results. Negative growths or results of the abovementioned parameters will not be taken into account when applying the aforesaid formula. 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 2022.

**Shareholding requirement**

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

**Shareholding per 31 December 2022 (closing price €22.60)**

- Mr Fraticelli 28,372 shares; 126% of gross base salary
  - Mr van Garderen 31,238 shares; 149% of gross base salary
  - Mr Mills 36,655 shares; 177% of gross base salary
- The shareholding requirements are therefore met.

**Pension and other benefits**

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

**Pension and other benefits**

There were no changes made to the pension and other benefits.

**Remuneration policy for the Supervisory Board**

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

The policy aims to reward Supervisory Board members to utilize their expertise and experience to

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

the maximum extent possible, to execute the responsibilities assigned to them including but not limited to the responsibilities imposed by the Civil Code, Dutch Corporate Governance Code and the Articles of Association.

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

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

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

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

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

### **Remuneration policies in the financial year 2022 and proposed changes**

In the financial year 2022, the remuneration policies as stated above were pursued. It is the intention that the current policies be continued in the financial year 2023 with the proposed base salaries for the Board of Management for 2023 and the proposed remuneration for the Board of Supervisory Directors for 2023 as set out below.

It is proposed that the base salaries of the members of the Board of Management for the financial year 2023 remain unchanged.

It is also proposed that the remuneration for the members of the Board of Supervisory Directors for the financial year 2023 remains unchanged.

**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 6**

	2018	2019	2020	2021	2022
<b>Annual change of Directors Remuneration</b>					
Base salary R. Fraticelli (annualised)	N.A.	508	482	508	508
Base salary E.J. van Garderen (annualised)	450	475	451	475	475
Base salary J.P. Lewis (annualised)	689	723	649	N.A.	N.A.
Base salary J.P.C. Mills (annualised)	N.A.	453	428	482	469
Variable cash bonus R. Fraticelli (annualised)	N.A.	42	0	76	356
Variable cash bonus E.J. van Garderen (annualised)	305	40	0	71	332
Variable cash bonus J.P. Lewis (annualised)	465	60	0	N.A.	N.A.
Variable cash bonus J.P.C. Mills (annualised)	N.A.	37	0	71	322
Vested performance shares R. Fraticelli	N.A.	46	153	0	0
Vested performance shares E.J. van Garderen	59	89	142	0	0
Vested performance shares J.P. Lewis	91	148	203	N.A.	N.A.
Vested performance shares J.P.C. Mills	N.A.	107	149	0	0
Pension contribution and compensation R. Fraticelli	N/A	62	96	117	70
Pension contribution and compensation E. J. van Garderen	50	53	41	67	82
Pension contribution and compensation J.P. Lewis	0	0	0	N.A.	N.A.
Pension contribution and compensation J.P.C. Mills	N/A	48	76	79	88
<b>Annual change of the performance of the company</b>					
Net property income (in million Euro) €	171.8	178.6	164.6	163.2	173.7
change vs previous reported year in percent	5.4%	3.9%	-7.8%	-0.9%	6.4%
Total investment result (in million Euro) €	72.1	74.6	42.8	106.0	206.5
change vs previous reported year in percent	-72%	3%	-43%	147.7%	94.8%
Direct investment result per share	2.36	2.42	2.27	2.18	2.28
change vs previous reported year in percent	5.8%	2.5%	-6.2%	-4.0%	4.5%
Dividend per share	2.15	2.18	1.55	1.80	1.60
change vs previous reported year in percent	2.38%	1.40%	-28.9%	16.1%	
IFRS NAV per share	39.30	38.49	38.17	37.54	38.68
change vs previous reported year in percent	-3.2%	-2.1%	-0.8%	-1.7%	3.0%
<b>Average remuneration on a full time equivalent basis of Directors</b>					
Average monthly Base salary Directors	38.3	45.0	41.9	40.7	40.3
change vs previous reported year in euros	-8.5	6.7	-3.1	-1.2	-0.4
change vs previous reported year in percent	-18.2%	17.4%	-6.9%	-2.8%	-0.9%
<b>Average remuneration on a full time equivalent basis of Employees</b>					
Average monthly Base salary employees	8.0	8.1	7.9	7.8	7.7
change vs previous reported year in euros	-0.12	0.14	-0.02	-0.02	-0.1
change vs previous reported year in percent	-1.5%	1.7%	-0.3%	-0.3%	-2.8%
<b>Pay ratio Directors/Employees</b>					
Ratio Base salary Directors/Base Salary employees	4.80	5.54	5.29	5.17	5.27
change vs previous reported year	-0.98	0.74	-0.25	-0.12	0.10

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

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

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

7,245 performance shares were granted in 2022 under the Company's Performances Shares Plan.

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

No variable remuneration was reclaimed.

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

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

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

No derogations were applied.

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

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

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

There were no payments upon termination of employment.

The provisions for remuneration that has to be paid in future is to be found in table 7 below.



Table 7

	CEO	CFO	CIO	Total
Balance as per 31 December 2021 (accrual for payment of bonuses)	71	76	71	218
Bonus paid	(71)	(76)	(71)	(218)
Accrual of bonuses	332	356	322	1,010
Balance as per 31 December 2022 (accrual for payment of bonuses)	332	356	322	1,010
Cost for the period	332	356	322	1,010
Result 31 December 2022	332	356	322	1,010

**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 2022, dated 19 April 2023.

Amsterdam, 19 April 2023.