

# **EUROCOMMERCIAL PROPERTIES N.V.**

## **NOTICE**

Eurocommercial Properties N.V. ("the Company") hereby gives notice to its shareholders and holders of depositary receipts to attend the Annual General Meeting to be held at the Hotel Schiphol A4, Rijksweg A4 nr. 3, Hoofddorp, The Netherlands on Tuesday 3 November 2015 at 09.00 (CET).

The record date of the meeting is fixed at **Tuesday 6 October 2015** after closing of the books (the "**Record Date**"), which implies that those who (1) are registered on the Record Date in one of the (sub-)registers as mentioned hereinafter and (2) have given notice, in accordance with the following, will have the right to attend this meeting and to vote at this meeting. The (sub-)registers designated for holders of depositary receipts are the administrations held by the institutions that are intermediaries as defined in the Netherlands Securities Giro Act (*Wet giraal effectenverkeer*) (the "Intermediary"), which indicate who is entitled to such depositary receipts at the Record Date.

The register designated for holders of registered shares is the shareholders' register of the Company which indicates who are the holders of registered shares at the Record Date. Notice to the holders of registered shares will be given by the Board of Management of the Company by letters sent to the addresses listed in the shareholders' register of the Company.

### **Holders of depositary receipts**

Holders of depositary receipts who wish to attend the meeting either in person or by proxy, must notify ABN AMRO Bank N.V. ("ABN AMRO") directly via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the Intermediary in whose administration their depositary receipts are registered by **Tuesday 27 October 2015 at 17.00 (CET)** at the latest. The Intermediary will provide ABN AMRO no later than on 28 October 2015 at 11.00 (CET) with a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) including the number of depositary receipts notified for registration and held by that holder at the Record Date. The Intermediaries are requested to include the full address details of the relevant holders of depositary receipts in order to be able to verify their holding on the Record Date in an efficient manner. The holder will receive from ABN AMRO, through their Intermediary (by post or by email) an admission ticket for the meeting. The admission ticket for the meeting is evidence of the power of attorney to vote at the meeting pursuant to the conditions of administration of the Stichting Administratiekantoor Eurocommercial Properties.

The Company offers shareholders and holders of depositary receipts the possibility to issue a voting proxy with instructions to an independent third party as referred to in best practice provision IV.3.12 of the Netherlands Corporate Governance Code, by having Mr J.D. van der Beek, civil law notary in Amsterdam, and/or any of the candidate civil law notaries employed by Mr van der Beek, available to act as independent proxy holder. A voting proxy with instruction can be given electronically via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

The agenda and notes thereto, the financial statements, the report of the Board of Management and the form of voting proxy for the specified proxy holder or the independent third party (for voting instructions not submitted via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) are available for inspection at the offices of the Company at Herengracht 469, Amsterdam, The Netherlands (tel: 31 20 530 6030) and are available free of charge at ABN AMRO ([corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) or tel: 31 20 344 2000). These documents are also posted on the website of the Company ([www.eurocommercialproperties.com](http://www.eurocommercialproperties.com)).

On 18 September 2015 the total number of issued shares in the capital of the Company amounts to 476,705,764, composed of 476,705,664 ordinary registered shares and 100 priority shares. 476,635,790 ordinary registered shares are converted into bearer depositary receipts. Each bearer depositary receipt represents ten ordinary registered shares. Each share is entitled to one vote. Each depositary receipt is entitled to ten votes, provided the prevailing conditions have been fulfilled. Today 282,105 depositary receipts, representing 2,281,050 ordinary shares, have been bought back by the Company. Pursuant to Article 2:118 section 7 of the Netherlands Civil Code, no votes can be cast on those securities bought back and therefore the total number of voting rights amounts to 473,884,714.

Amsterdam, 18 September 2015

The Board of Supervisory Directors and the Board of Management

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## **STATEMENT**

The report regarding the activities of Stichting Administratiekantoor Eurocommercial Properties for the period ended 30 June 2015 is available free of charge for inspection at the offices of the Company and at the offices of ABN AMRO Bank N.V. at the aforementioned addresses and is also posted on the website of the Company. Stichting Administratiekantoor Eurocommercial Properties has the intention to cast the voting rights, attached to the shares for which no proxies have been issued, in respect of all items on the agenda regardless of whether these items may change the rights attached to the shares being administered, but only in case less than two thirds of the issued share capital votes in favour of or against a respective proposed resolution.

Amsterdam, 18 September 2015

Board of Trustees Stichting Administratiekantoor Eurocommercial Properties