

AGENDA

The Twenty Fifth Annual General Meeting of Shareholders of Eurocommercial Properties N.V. will be held at Hotel Schiphol A4, Rijksweg A4 3, 2132 MA Hoofddorp, The Netherlands, on Tuesday 1 November 2016 at 9.00 am (CET).

The business of the meeting will be as follows:

1. Opening

2. Annual Report of the Board of Management

To consider the Annual Report of the Board of Management for the financial year ended 30 June 2016, which includes compliance with the Netherlands Corporate Governance Code.

3. Financial Statements*

To adopt that the financial statements, the notes and the other parts of the Annual Report of the Company for the financial year ended 30 June 2016 are prepared in the English language and to consider and adopt the financial statements of the Company for the financial year ended 30 June 2016 and to allocate the result of the financial year ended 30 June 2016 and to have the opportunity to ask questions to the auditors of the Company about the financial statements in relation to their statement on the fairness of those accounts.

4. Dividend*

To determine the amount of the dividend and the terms for payment of the dividend for the financial year ended 30 June 2016.

The recommendation of the Board of Supervisory Directors and the Board of Management is to declare a cash dividend of € 0.205 per ordinary share (€ 2.05 per depositary receipt) to be paid on 30 November 2016. It is also recommended that, subject to its fiscal and other limitations, the Company will offer holders of depositary receipts the option of taking new depositary receipts from the Company's share premium reserve, instead of a cash dividend.

5. Discharge of the Board of Management*

To discharge the Board of Management from liability in respect of its management in the financial year ended 30 June 2016.

6. Discharge of the Board of Supervisory Directors*

To discharge the Board of Supervisory Directors from liability in respect of its supervision in the financial year ended 30 June 2016.

7. Re-appointment of Mr P.W. Haasbroek as Supervisory Director*

The Board of Supervisory Directors and the Board of Management propose to re-appoint Mr P.W. Haasbroek as Supervisory Director. Mr P.W. Haasbroek, retiring by rotation, and being eligible, offers himself for re-election effective 1 November 2016 for a period of four years. See also Annex I hereto.

8. Re-appointment of Mr J.P. Lewis as Chairman of the Board of Management*

The Board of Supervisory Directors proposes to re-appoint Mr J.P. Lewis as Chairman of the Board of Management. Mr J.P. Lewis, retiring by rotation, and being eligible, offers himself for re-election effective 1 November 2016 for a period of four years.

- 9. Re-appointment of Mr E.J. van Garderen as member of the Board of Management***
The Board of Supervisory Directors proposes to re-appoint Mr E.J. van Garderen as member of the Board of Management. Mr E.J. van Garderen, retiring by rotation, and being eligible, offers himself for re-election effective 1 November 2016 for a period of four years.
- 10. Remuneration of the Board of Supervisory Directors***
The Board of Supervisory Directors and the Board of Management propose the General Meeting to determine the remuneration of the members of the Board of Supervisory Directors as set out in the 2015/2016 Remuneration Report, which is attached hereto as Annex II.
- 11. Remuneration of the Board of Management***
The Board of Supervisory Directors proposes the General Meeting to determine the remuneration of the members of the Board of Management as set out in the 2015/2016 Remuneration Report and to adopt the remuneration policy of the Company, including the granting of a certain number of conditional performance depositary receipts to the members of the Board of Management and staff of the Company and its group companies, and the allocation thereof, as set out in the 2015/2016 Remuneration Report, which is attached hereto as Annex II.
- 12. Re-Appointment of Auditors***
To re-appoint KPMG Accountants N.V. of Amstelveen as Auditors of the Company for the current financial year ending 30 June 2017. See Annex III attached hereto.
- 13. Composition of the Board of Stichting Administratiekantoor Eurocommercial Properties**
The Board of Stichting Administratiekantoor Eurocommercial Properties has the intention to appoint Mr M. van der Eerden as member of the Board of Stichting Administratiekantoor Eurocommercial Properties effective 1 November 2016 for a period of four years. See Annex IV attached hereto.
- 14. Power to Issue Shares and/or Options Thereon***
To amend the existing designation, expiring on 30 June 2017, pursuant to Articles 96 and 96a of Book 2 of the Netherlands Civil Code, of the meeting of holders of Priority Shares as the authorised body in connection with the issue of shares and rights to obtain shares, and the exclusion or restriction of pre-emptive rights thereon up to a maximum of 20% of the issued capital of the Company; said designation and authorisation to be made for the period until 30 June 2018 and to apply mutatis mutandis to the sale and transfer of bought back shares and depositary receipts thereon by the Company. Further background information is set out in Annex V attached hereto.
- 15. Power to Buy Back Shares and/or Depositary Receipts***
To continue the existing authorisation of the Board of Management to acquire fully paid shares or depositary receipts thereof on behalf of the Company pursuant to Article 98 of Book 2 of the Netherlands Civil Code up to a maximum of 10% of the issued share capital of the Company and for a price being equal to or ranging between the nominal value and the higher of the prevailing net asset value or the prevailing stock market price; said authorisation to be made for the period until 31 December 2017. Further background information is set out in Annex V attached hereto.
- 16. Any Other Business**
- 17. Closing**

* voting items

Amsterdam, 16 September 2016