

AGENDA

The Twenty Eighth Annual General Meeting of Shareholders of Eurocommercial Properties N.V. will be held at Euronext Amsterdam (Mercuriuszaal), Beursplein 5 (1012 JW), Amsterdam, The Netherlands, on Tuesday 5 November 2019 at 9.30 am (CET).

The business of the meeting will be as follows:

1. Opening

2. Annual Report of the Board of Management

Presentation of the Annual Report of the Board of Management for the financial year ended 30 June 2019, which includes compliance with the Netherlands Corporate Governance Code.

3. Financial Statements*

Proposal to adopt the financial statements of the Company for the financial year ended 30 June 2019, which includes the allocation of results.

4. Dividend

A. Proposal to determine the amount of dividend and the terms for payment of the dividend for the financial year ended 30 June 2019.*

The proposal of the Board of Supervisory Directors and the Board of Management is to declare a cash dividend of € 0.218 per ordinary share (€ 2.18 per depositary receipt) to be paid on 29 November 2019. 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.

B. Presentation of the Board of Management about the change of the Company's dividend policy to make two dividend payments per year starting from the financial year 2019/2020.

5. Discharge of the Board of Management*

Proposal to discharge the members of the Board of Management in office in the financial year ended 30 June 2019 from liability in respect of their management in said financial year.

6. Discharge of the Board of Supervisory Directors*

Proposal to discharge the members of the Board of Supervisory Directors in office in the financial year ended 30 June 2019 from liability in respect of their supervision in said financial year.

7. Proposed and future appointments to the Boards

A. Appointment of Mrs K. Laglas as Supervisory Director*

The Board of Supervisory Directors proposes by way of a binding nomination to appoint Mrs K. Laglas as Supervisory Director. Mrs K. Laglas, of Dutch nationality, and being eligible, offers herself for election effective 5 November 2019 for a period of four years, ending immediately after the Annual General Meeting in the year her appointment lapses. See also Annex I hereto.

- B. Presentation of the Board of Supervisory Director's policy for making binding nominations. See Annex II hereto.
- 8. Remuneration of the Board of Supervisory Directors***
The Board of Supervisory Directors proposes the General Meeting to determine the remuneration of the members of the Board of Supervisory Directors as set out in the 2018/2019 Remuneration Report, which is attached hereto as Annex III.
- 9. 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 2018/2019 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 2018/2019 Remuneration Report, which is attached hereto as Annex III.
- 10. Re-Appointment of auditors***
Proposal to re-appoint KPMG Accountants N.V., as auditors of the Company for the financial year ending 30 June 2021. See Annex IV attached hereto.
- 11. Authorisation to issue Shares and/or Options and to limit or exclude pre-emptive rights***
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 therewith, for the period expiring on 30 June 2021, pursuant to Articles 96 and 96a of Book 2 of the Dutch Civil Code, which authorisation is to apply mutatis mutandis to the sale and transfer of bought back shares and depositary receipts thereon by the Company. If this authorisation is approved by the General Meeting, the existing authorisation as granted per 6 November 2018 will cease to apply. Further background information is set out in Annex V attached hereto.
- 12. Authorisation to repurchase Shares and/or Depositary Receipts***
Proposal to authorise the Board of Management to repurchase fully paid-up shares or depositary receipts thereof on behalf of the Company up to a maximum of 20% of the issued share capital of the Company, on a stock exchange or otherwise, 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. The authorisation is to be granted for the period until 31 December 2020 pursuant to article 98 of Book 2 of the Dutch Civil Code. If this authorisation is approved by the General Meeting, the existing authorisation as granted per 6 November 2018 will cease to apply. Further background information is set out in Annex VI attached hereto.
- 13. Any Other Business**
- 14. Closing**

* voting items

Amsterdam, 20 September 2019