

# CONVOCATION AND AGENDA

EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF WERELDHAVE N.V.

Tuesday July 9, 2019

  
La PLACE



WERELDHAVE

# CONVOCAATION AND AGENDA

## for the Extraordinary General Meeting of Shareholders of Wereldhave N.V.

To be held on :  
**Tuesday July 9, 2019**  
14.00h CET  
Hilton Hotel  
Schiphol Boulevard 701  
1118 BN Schiphol

### 1. Opening

### 2. Proposal to appoint Mr M. Storm as statutory managing director (Vote)

The nomination is proposed of Mr Matthijs Storm as statutory managing director and CEO for a period of three years and nine months, starting August 1, 2019 up to and including April 2023.

Matthijs is an internationally experienced real estate professional with extensive knowledge of real estate and data technology. During his career, he has managed a broad variety of real estate investments on all continents.

The assignment includes a fixed annual compensation of € 537,500, with a short term incentive of 40% and a long term incentive of 60% of fixed compensation which is subject to a TSR multiplier between 0 and 3, fully in line with the current remuneration policy of Wereldhave N.V.

The contract includes a severance payment equal to one fixed annual compensation, with a notice period of six months. The Works Council of Wereldhave has rendered a positive advice. Mr Storm does not hold shares or options on shares of Wereldhave N.V.

**Date of birth** January 5, 1979

**Gender** Male

**Nationality** Dutch

#### Education

- Advanced High Performance Leadership, IMG Gstaad, Switzerland (2019)
- High Performance Leadership, IMG Gstaad, Switzerland (2016)
- INSEAD Management acceleration programme, Fontainebleau, France (2013)
- Business economics, University of Maastricht (2003)

#### Previous positions

- Chief Investment Officer Real Estate & Head of Real Estate Investments and member of the Management team of Kempen Capital Management Investments (2011-2019)
- Portfolio manager and member Global PM team ING Clarion/CBRE Clarion (2007-2011)
- Head property research, Fortis (2006-2007)
- Property analyst, Kempen (2002-2006)

### 3. Questions before closure of the meeting

### 4. Closure

## Record date

For this meeting voting and meeting rights will be granted to those shareholders who are registered as such on June 11, 2019 after trading hours (record date) in a (partial) register and who have notified their intention to be present according to the stipulations below. (Partial) registers are the administrations of intermediaries as defined in the Dutch Securities Book-Entry Administration and Trading Act.

## Notification of presence and representation

Holders of bearer shares who wish to attend the meeting must declare in writing their wish to attend before or on July 5, 2019 (before 15:00 h CEST) by intervention of their bank. This declaration should be accompanied with a confirmation from the intermediary that the said shares were registered at the shareholder's name on the record date. Through their bank, shareholders will receive a receipt confirmation which also serves as entrance registration form for the meeting. Holders of classic shares or K-stukken can only exercise voting rights and entitlement to dividend on their shares once these have been added to the Global Share.

Notification of presence can be made at [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Meeting rights can also be exercised by proxy (including electronic proxy). Shareholders who wish to vote by internet, must instruct their bank or broker to inform ABN-AMRO before or on July 5, 2019 (before 15:00 h CEST) to register their shares for the meeting. Shareholders and usufructuaries with voting rights can give their notification and voting instructions electronically at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) from June 11, 2019 up to and including July 5, 2019 (before 15:00 h CEST).

Intermediaries are requested to give full address details of the respective holders of shares, in order to facilitate an efficient check of their holdings at the record date.

## Registration of attendance

Shareholders or their proxy holders can only exercise vote and meeting rights if they have given notice to attend the meeting. The registration with their receipt confirmation from the banks takes place at the entrance of the meeting room on the day of the meeting, from 13.00 h CEST until the start of the meeting. Shareholders and proxyholders will have to show a valid identification.

## Issued share capital and voting rights

On the day of convocation for the meeting, there were 40,270,921 ordinary shares in issue, each entitled to one vote.

Schiphol, May 27, 2019

Board of Management Wereldhave N.V.

# BRINGING PEOPLE TOGETHER

