

AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF WERELDHAVE N.V.

(Closed-end Investment Company)

DATE

FRIDAY APRIL 22, 2016

TIME

11.00 AM CEST

LOCATION

AMSTERDAM HILTON HOTEL

Apollolaan 138, 1077 BG Amsterdam, the Netherlands



WERELDHAVE

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1. Opening
 2. Report of the Board of Management
 3. Remuneration Report 2015, execution of the Remuneration Policy
 4. Opportunity to ask questions to the Auditor
 5. Dividend – and reserves policy
 6. a) Proposal to adopt the Annual Accounts for 2015 **[vote]**
b) Proposal of a dividend for 2015 of € 3.01 in cash **[vote]**
 7. Proposal to discharge the members of the Board of Management **[vote]**
 8. Proposal to discharge the members of the Supervisory Board **[vote]**
 9. Proposal to appoint Mr G. van de Weerdhof as member of the Supervisory Board **[vote]**
 10. Proposal to appoint Mrs L. Geirnaerd as member of the Supervisory Board **[vote]**
 11. Authority to issue shares
 - a) Proposal to renew the authority of the Board of Management to issue shares and/or grant rights to subscribe for shares **[vote]**
 - b) Proposal to renew the authority of the Board of Management to restrict or exclude pre-emptive rights **[vote]**
 12. Proposal to authorise the Board of Management to repurchase own shares **[vote]**
 13. Questions before closure of the meeting
 14. Closure of the meeting
- The Annual Report 2015 is solely available in [digital form](#) as of today on the website of Wereldhave.

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1. OPENING

Opening of the meeting by Mr J.A.P. van Oosten, Chairman of the Supervisory Board.

2. REPORT OF THE BOARD OF MANAGEMENT

The Board of Management, Mr D. Anbeek and Mr R. Bolier, will give a presentation on the state of affairs in 2015. After the presentation, questions can be put.

3. REMUNERATION REPORT 2015, EXECUTION OF THE REMUNERATION POLICY

The Remuneration Report has been prepared and adopted by the Supervisory Board. The report explains how the Remuneration Policy 2015 and onwards (which was approved by the EGM of 23 July 2015) has been put into practice. The report can be found [on the website of Wereldhave](#).

Opportunity to question the Supervisory Board on the execution of the Remuneration Policy in 2015.

4. OPPORTUNITY TO ASK QUESTIONS TO THE AUDITOR

The external Auditor (PwC) is present at the meeting and can be asked questions by the General Meeting of Shareholders in relation to his statement on the fairness of the annual accounts.

5. DIVIDEND- AND RESERVES POLICY

Wereldhave's dividend policy provides a pay-out ratio of between 85 - 95% of the direct result. This policy has not changed.

6. A. PROPOSAL TO ADOPT THE ANNUAL ACCOUNTS FOR 2015

Discussion of the Annual Report 2015, including the report from the Board of Management, the report from the Supervisory Board and the Annual Accounts 2015.

It is proposed to approve the accounts for the year 2015.

B. PROPOSAL OF A DIVIDEND FOR 2015 OF € 3.01 IN CASH

It is proposed to make a dividend distribution from the profit available of € 3.01 per ordinary share in cash. An interim dividend of € 1.50 has already been paid per November 6, 2015. The balance of the dividend of € 1.51 per ordinary share is payable per April 28, 2016. In case the above dividend proposal is adopted, the shares will be traded ex-dividend per April 26, 2016 and April 27, 2016 will be designated as the dividend record date.

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7. PROPOSAL TO DISCHARGE THE MEMBERS OF THE BOARD OF MANAGEMENT

The discharge of the members of the Board of Management is proposed for the performance of their tasks, to the extent as laid down in the Annual Report for the year 2015 or made public by the Company before the adoption of the annual accounts.

8. PROPOSAL TO DISCHARGE THE MEMBERS OF THE SUPERVISORY BOARD

The discharge of the members of the Supervisory Board is proposed for the performance of their tasks, to the extent as laid down in the Annual Report for the year 2015 or made public by the Company before the adoption of the annual accounts.

9. PROPOSAL TO APPOINT MR G. VAN DE WEERDHOF AS MEMBER OF THE SUPERVISORY BOARD

Mrs Weijters has decided to step down from the board for personal reasons and Mr Van Oosten will retire in 2017. To prepare for a smooth transition, the Supervisory Board proposes the nomination of Mr G. van de Weerdhof and of Mrs L. Geirnaerd (see agenda item 10), which will temporarily bring the number of Supervisory Board members to six.

Mr Van de Weerdhofs background in international multichannel retailing perfectly fits within the new profile for members of the Board. He is the CEO of RFS Holland Holding/Wehkamp B.V. since 2013 and previously worked for Esprit, Pearle, PepsiCo and Procter&Gamble in The Netherlands and abroad.

Date of birth	February 21, 1966
Gender	Male
Nationality	Dutch
Supervisory Board positions	none
Current position	CEO RFS Holding Holland B.V./Wehkamp B.V.

Mr Van de Weerdhof does not hold shares or options on shares in the Company.

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10. PROPOSAL TO APPOINT MRS L. GEIRNAERDT AS MEMBER OF THE SUPERVISORY BOARD

The Supervisory Board also proposes the nomination of Mrs L. Geirnaerd, to broaden the financial expertise within the Supervisory Board. She is CFO of USG People N.V. since 2011 and held several other finance positions at USG group companies since 2006. Before joining USG, she worked for Solvus Resource Group and PwC in Belgium.

Date of birth	October 29, 1974
Gender	Female
Nationality	Belgian
Supervisory Board positions	none
Current position	CFO USG People N.V.

Mrs Geirnaerd does not hold shares or options on shares in the Company.

11. AUTHORITY TO ISSUE SHARES

In accordance with Article 7 of the Articles of Association, the General Meeting of Shareholders, by virtue of the resolution adopted on April 24, 2015, has granted the Board of Management the authority to issue shares and to limit or exclude the pre-emptive rights when issuing ordinary shares for a period of 18 months, starting from the date of the 2015 AGM.

The authorisation will therefore end on October 24, 2016, if it is not renewed.

The duration of the extension of this authorisation is allowed by law for a maximum of five years. However, it is proposed that the authorisation will be extended to a date 18 months from the date of this General Meeting of Shareholders.

If adopted, these proposals replace the current authority.

A. PROPOSAL TO RENEW THE AUTHORITY OF THE BOARD OF MANAGEMENT TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES

The Board of Management proposes, with the approval of the Supervisory Board, to renew the designation of the Board of Management as authorised body to issue ordinary shares and to grant rights to subscribe for those shares.

The delegation of the power to issue shares and to grant rights to subscribe for shares is limited to 10% of the issued capital of Wereldhave N.V. per April 22, 2016 plus an additional 10% of the issued capital of Wereldhave N.V. per that moment in case of a merger or acquisition for a period of 18 months, starting April 22, 2016.

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B. PROPOSAL TO RENEW THE AUTHORITY OF THE BOARD OF MANAGEMENT TO RESTRICT OR EXCLUDE PRE-EMPTIVE RIGHTS

Also, it is proposed to renew the authority of the Board of Management to limit or exclude the pre-emptive rights of shareholders when ordinary shares are issued and/or rights to subscribe for ordinary shares are granted based on the authority requested in agenda item 11a, up to a maximum of 10% of the issued capital of Wereldhave N.V. per April 22, 2016, plus an additional 10% of the issued capital of Wereldhave N.V. per that moment in case of a merger or acquisition for a period of 18 months, starting April 22, 2016.

The authority of the Board of Management to restrict or exclude statutory pre-emptive rights is related to the fact that due to some foreign legal systems shareholders outside the Netherlands are not always eligible to exercise statutory pre-emptive rights. In the event of an issue of shares, the Board of Management may decide in conformity with market practice to grant existing shareholders non-statutory pre-emptive rights.

12. PROPOSAL TO AUTHORISE THE BOARD OF MANAGEMENT TO REPURCHASE OWN SHARES

The Board of Management proposes, with the approval of the Supervisory Board, to (i) extend the authorisation of the Board of Management to repurchase own paid-up shares, whether on the stock exchange or otherwise, to a maximum of 10% of the issued capital of Wereldhave per April 22, 2016, whereby the acquisition price must be between the nominal value per share and 10% above the average price for these shares on the NYSE Euronext Amsterdam on the five (5) trading days preceding the acquisition by Wereldhave, for a period of 18 months, starting April 22, 2016.

If adopted, this proposal replaces the current authority.

13. QUESTIONS BEFORE CLOSURE OF THE MEETING

Opportunity for shareholders and proxy holders to put questions.

14. CLOSURE OF THE MEETING

Closure of the meeting by Mr Van Oosten and invitation to all present for a sandwich and drinks.

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Record date

For this meeting vote- and meeting rights will be granted to those shareholders who are registered as such on March 25, 2016 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 April 15, 2016 (before 15.00 hrs 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 cannot exercise voting rights and entitlement to dividend on his shares before these have been added to the Global Share.

Notification of presence can be made at Kempen & Co N.V., by fax +31 (0)20 3489549 or by e-mail: proxyvoting@kempen.nl. 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 April 15, 2016 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 from March 29, 2016 up to and including April 15, 2016. 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 presence

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 10.00 hrs 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, March 11, 2016

Board of Management Wereldhave N.V.

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