

CONVOCATION

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

[Apolloolaan 138, 1077 BG Amsterdam, the Netherlands](#)



WERELDHAVE

AGENDA

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 full agenda, together with the associated documents, is published [on the website of Wereldhave](#).
- The Annual Report 2015 is solely available in [digital form](#) as of today on the website of Wereldhave.

CONVOCATION

ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF WERELDHAVE N.V.



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.

CONVOCATION

ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF WERELDHAVE N.V.



WERELDHAVE