

Wereldhave

**Convocation and
agenda for the annual
general meeting
of shareholders
of Wereldhave N.V.**

make every day count

Convocation and agenda for the annual general meeting of shareholders of Wereldhave N.V.

to be held online on **Monday April 26, 2021 at 11.00h CET.**

Agenda

1	Opening	
2	Report of the board of management and annual accounts	
	a Execution remuneration policy 2020	<i>vote</i>
	b Presentation of the auditor's statement – opportunity to ask questions to the auditor	
	c Proposal to adopt the annual accounts 2020	<i>vote</i>
	d Dividend- and reserves policy Proposal of a dividend for 2020 of € 0.50 per ordinary share in cash	<i>vote</i>
	e Proposal to discharge the members of the board of management	<i>vote</i>
	f Proposal to discharge the members of the supervisory board	<i>vote</i>
3	Proposal to reappoint Mr. H. Brand as member of the supervisory board	<i>vote</i>
4	Proposal to reappoint Mr. A. Nühn as member of the supervisory board	<i>vote</i>
5	Proposal to reappoint the auditor KPMG Accountants N.V.	<i>vote</i>
6	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	<i>vote</i>
	b Proposal to grant the authority to the Board of Management to restrict or exclude pre-emptive rights	<i>vote</i>
7	Proposal to authorize the board of management to repurchase own shares	<i>vote</i>
8	Questions before closure of the meeting	
9	Closure of the meeting	

1. Opening

Opening of the meeting by Mr. A. Nühn, chairman of the supervisory board.

2. Report of the board of management and annual accounts

Messrs. M. Storm (CEO) and A.W. de Vreede (CFO) will give a presentation on the results in 2020.

a. Execution remuneration policy 2020

The Remuneration Report has been published in the Annual Report. The report explains how the Remuneration Policy (which was approved in 2020) has been put into practice.

Opportunity to question the supervisory board on the execution of the Remuneration Policy in 2020. Advisory vote on the question whether the remuneration report is clear and understandable and that the remuneration of Board of Management and the Supervisory Board for the year 2019 is in line with the Company's remuneration policy.

b. Presentation of the auditor's statement – opportunity to put questions to the auditor

The external auditor (KPMG) is present at the meeting and can be asked questions by shareholders in relation to his statement on the fairness of the annual accounts.

c. Proposal to adopt the annual accounts 2020

Discussion of Management report, including the report from the Board of Management, the report from the Supervisory Board and the Annual Accounts. It is proposed to adopt the Annual Accounts for the year 2020.

d. Dividend- and reserves policy

Proposal of a dividend for 2020 of € 0.50 per ordinary share in cash

To enhance the liquidity position of Wereldhave, a temporary deviation of the dividend policy is justified. The proposed distribution is made to comply with the fiscal distribution requirement. The long-term dividend policy consists of a pay-out ratio within a range of 75-85% of the direct result.

The dividend is payable as from May 3, 2021. If the proposal is accepted, the shares will list ex-dividend as from April 28, 2021 and April 29, 2021 will be the dividend record date.

e. Proposal to discharge the members of the board of management

The discharge of the (former) members of the board of management is proposed for the performance of their tasks, to the extent reflected in the annual report for the year 2020 or publicly known on the date of the 2021 AGM.

f. 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 reflected in the Annual Report for the year 2020 or publicly known on the date of the 2021 AGM.

3. Proposal to reappoint Mr. H. Brand as member of the supervisory board

Mr. Brand joined the supervisory board in 2017. His term of four years expires in 2021. It is proposed to reappoint Mr. H. Brand for a period of three years, ending at the AGM in April 2024. His reappointment fits well within the profile for members of the Board and the works council has rendered a positive advice. The resume of Mr. Brand can be found on the website of the Company.

4. Proposal to reappoint Mr. A. Nühn as member of the supervisory board

Mr. Nühn joined the supervisory board in 2017. His term of four years expires in 2021. It is proposed to reappoint Mr. A. Nühn for a period of four years, ending at the AGM in April 2025. His reappointment fits well within the profile for members of the Board and the works council has rendered a positive advice. The resume of Mr. Nühn can be found on the website of the Company.

5. Proposal to reappoint KPMG Accountants N.V.

It is proposed to reappoint KPMG Accountants N.V. as auditor for the years 2021 and 2022.

The Supervisory Board is content with the KPMG audit team, that performs intensive audits efficiently, with a critical stance. With its international activities, Wereldhave needs an Auditor with an international network. KPMG has local entities in the countries where Wereldhave is active.

6. Authority to issue shares

a. Proposal to grant the authority to 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 designate the board of management as authorized 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 5% of the issued capital of Wereldhave per April 26, 2021, plus an additional 5% in case of a merger or acquisition, for a period of 18 months, starting April 26, 2021 and therefore ending on October 26, 2022.

b. Proposal to grant the authority to the board of management to restrict or exclude pre-emptive rights

It is proposed to grant the authority to restrict 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 6A, up to a maximum of 10% of the issued capital of Wereldhave per April 26, 2021, for a period of 18 months, starting April 26, 2021 and therefore ending on October 26, 2022.

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.

7. Proposal to authorize the board of management to repurchase own shares

The board of management proposes, with the approval of the supervisory board, to extend the authorization 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 26, 2021, whereby the acquisition price must be between the nominal value per share and 10% above the average price for these shares on Euronext Amsterdam on the fifth day prior to acquisition by Wereldhave, for a period of 18 months, starting April 26, 2021 and ending October 26, 2022.

If adopted, this proposal replaces the current authority.

8. Questions before closure of the meeting

Opportunity for shareholders and proxy holders to put questions.

9. Closure of the meeting

Record date

For this meeting voting- and meeting rights will be granted to those shareholders who are registered as such on March 29, 2021 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

Shareholders who wish to participate in the meeting must register in writing before or on 19 April 2021 (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 a log-in 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.

Registration can be made at www.abnamro.com/evoting. Meeting rights can only be exercised by electronic proxy. Shareholders who wish to vote by internet, must instruct their bank or broker to inform ABN-AMRO before or on 19 April 2021 (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 from 29 March 2021 up to and including 19 April 2021 (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.

Intermediaries can process received instruction until 20 April 2021 (10:00 h CEST) via www.abnamro.com/intermediary.

Registration of attendance

In view of the ongoing health risks related to Covid-19, the Annual General Meeting of Shareholders will be held online, without physical attendance of shareholders. Shareholders can only exercise vote- and meeting rights if they have registered for the meeting. The registration confirmation contains a URL and a log-in code for the live webstream of the meeting. Questions have to be put in advance before April 20, 2021, at investor.relations@wereldhave.com. These questions will be answered during the meeting, combined where possible. Shareholders who have timely raised questions, can also put further questions through a live chat function. These further questions will be answered during the meeting, or within two working days afterwards on the website of the Company.

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 15, 2021

Board of management Wereldhave N.V.

