

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.

Location: Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, on **Monday 25 April 2022** at **11.00 h** (also to be viewed online by webcast).

Agenda

1	Opening	
2	Report of the board of management and annual accounts	
	a Execution remuneration policy 2021	<i>advisory vote</i>
	b Explanation of the auditor's statement	
	c Proposal to adopt the annual accounts 2021	<i>vote</i>
	d Dividend- and reserves policy: proposal of a dividend for 2021 of € 1.10 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. A.W. de Vreede as CFO	<i>vote</i>
4	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>
5	Proposal to authorize the board of management to repurchase own shares	<i>vote</i>
6	Questions before closure of the meeting	
7	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

Messrs M. Storm and A.W. de Vreede will present the results in 2021.

a) Execution of the remuneration policy in 2021

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 whether the remuneration report is clear and understandable and that the remuneration of the board of management and the supervisory board for the year 2021 is in line with the Company's remuneration policy.

b) Explanation of the auditor's statement

The external accountant (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 2021 accounts

Discussion of the management report, including the report from the supervisory board and the annual accounts. It is proposed to adopt the accounts for the year 2021.

d) Dividend- and reserves policy: proposal of a dividend of € 1.10 in cash per ordinary share

For the year 2021, a dividend of € 1.10 in cash per share is proposed to shareholders. If the proposal is accepted, the shares will trade ex-dividend as from 27 April 2022 and April 28 2022 will be the dividend record date.

e) **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 reflected in the annual report for the year 2021 or publicly known on the date of this 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 2021 or publicly known on the date of this AGM.

3. **Proposal to reappoint Mr. A.W. de Vreede as CFO**

Mr. De Vreede was appointed in 2018 for a term of four years as director, which term thus expires in 2022. The supervisory board proposes, after a positive advice from the works council, to reappoint Mr. De Vreede for a period of four years, thus from 2022-2026. The supervisory board is content with the performance of Mr. De Vreede over the past four years and is convinced of his dedication for the next term. An assignment contract will be concluded against remuneration levels equal to current levels and in line with the remuneration policy. The contract will have a fixed severance payment of one year's fixed remuneration with a notice period of four months.

Mr. De Vreede's resume can be found on the website of the Company.

4. **Authority to issue shares**

In accordance with article 7 of the articles of association and by decision taken on 26 April 2021, the annual general meeting of shareholders renewed the authority to the board of management to issue shares for a period of 18 months, starting at the date of the annual general meeting of shareholders. The authority will thus expire on 26 October 2022, if not extended. An extension is legally allowed for a period of up to five years. However, it is proposed to renew the authority for a period of 18 months, starting from the date of the annual general meeting of shareholders. If accepted, the authority will replace the current authority.

a) **Proposal to grant the authority to the board of management to issue shares or grant rights to subscribe for shares**

The board of management, with the approval of the supervisory board, proposes 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 the right to subscribe for shares is limited to 5% of the issued capital of Wereldhave as per 25 April 2022, for a period of 18 months, starting on 25 April 2022 and ending on 25 October 2023, plus an additional 5% at the same moment in case of a merger or acquisition.

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

It is also proposed to grant the authority to the board of management to restrict or exclude the pre-emptive rights of shareholders when ordinary shares are issued and/or rights to subscribe for shares are granted, based on the authority as requested under item 4.a, to a maximum of 10% of the issued share capital of Wereldhave at 25 April 2022, for a period of 18 months, thus ending on 15 October 2023.

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.

5. **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 authority of the board of management to repurchase own paid-up shares, whether on the stock exchange or otherwise, to a maximum of 5% of the issued capital of Wereldhave on 25 April 2022, 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 the acquisition by Wereldhave, for a period of 18 months, starting 25 April 2022 and ending 25 October 2023.

If adopted, this proposal replaces the current authority.

6. **Questions before closure of the meeting**

Opportunity for shareholders and proxy holders to put questions.

7. **Closure of the meeting**

The full agenda including annexes is published on www.wereldhave.com under 'Group / Corporate Governance / General Meeting of Shareholders'.

The annual report 2021 is available in digital form as from 14 March 2022 on www.wereldhave.com.

Record date

For this meeting voting- and meeting rights will be granted to those shareholders who are registered as such on 28 March 2022 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 20 April 2022 (before 17.30 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 with URL to follow the meeting online.

Registration can be made at www.abnamro.com/evoting. Meeting rights can only be exercised by electronic proxy or in person during the meeting. Shareholders who wish to vote by proxy, must instruct their bank or broker to inform ABN-AMRO to register their shares for the meeting before 20 April 2022 (before 17.30 h CEST). Shareholders and usufructuaries with voting rights can give their notification and voting instructions electronically as from 29 March 2022 up to 20 April 2022 (before 17.30 h CEST) at www.abnamro.com/evoting. Intermediaries are requested to provide 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 submit their instructions up to 21 April 2022 (before 13.30 h CEST) at www.abnamro.com/intermediary.

Registration of attendance

The annual general meeting of shareholders will be held at the Hilton Amsterdam Airport Schiphol hotel and can be followed online by webcast. Shareholders or their proxy holders can only exercise voting rights if they have registered for the meeting. After registration, they will receive a registration certificate. The registration at the meeting can only be made with this registration certificate at the entrance of the meeting room as from 10.00 h CEST until the meeting starts. Shareholders or proxy holders must show valid identification to register for the meeting.

Questions can be put in advance by shareholders who wish to follow the meeting by webcast before 20 April 2022 through investor.relations@wereldhave.com. To the extent possible, questions will be combined and answered during the meeting.

Issued share capital and voting rights

On the day of the convocation for the meeting, there were 40.270.921 ordinary shares, of which 40.124.326 are entitled to one vote.

Schiphol, 14 March 2022
Board of management Wereldhave N.V.

