

**Wereldhave**

**Convocation and  
agenda for the Annual  
General Meeting  
of Shareholders  
of Wereldhave N.V.**

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# 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 **Friday 21 April 2023** at **11.00 hrs CEST** (also to be followed by a video webcast).

## Agenda

|   |  |                      |
|---|--|----------------------|
| 1 | <b>Opening</b>   |                      |
| 2 |  |                      |
|   | a. Report of the Board of Management   |                      |
|   | b. Proposal to adopt the annual accounts 2022  | <i>vote</i>          |
|   | c. Dividend- and reserves policy: proposal of a dividend for 2022 of € 1.16 in cash                                    | <i>vote</i>          |
|   | d. Proposal to discharge the members of the Board of Management  | <i>vote</i>          |
|   | e. Proposal to discharge the members of the Supervisory Board  | <i>vote</i>          |
|   | f. Execution remuneration policy 2022  | <i>advisory vote</i> |
| 3 | <b>Proposal to reappoint Mrs. F. Dechesne as member of the Supervisory Board</b>                                       | <i>vote</i>          |
| 4 | <b>Proposal to appoint Mr. W. Bontes as member of the Supervisory Board</b>  | <i>vote</i>          |
| 5 | <b>Proposal to reappoint Mr. M. Storm as CEO</b>   | <i>vote</i>          |
| 6 | <b>Proposal to reappoint KPMG accountants</b>  | <i>vote</i>          |
| 7 | <b>Authority to issue shares</b>   |                      |
|   | Proposal to grant the authority of the Board of Management to issue shares and/or grant rights to subscribe for shares | <i>vote</i>          |
| 8 | <b>Questions before closure of the meeting</b>   |                      |
| 9 | <b>Closure of the meeting</b>  |                      |

### 1. Opening

Opening of the meeting by Mrs. F. Dechesne, chair of the supervisory board.

### 2.

#### a) Report of the Board of Management

Discussion of the management report, including the report from the supervisory board. Messrs. M. Storm and A.W. de Vreede will present the results in 2022.

#### b) Proposal to adopt the annual accounts 2022

Discussion and adoption of the annual accounts. It is proposed to adopt the accounts for the year 2022. 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) Dividend- and reserves policy:

##### **proposal of a dividend for 2022 of € 1.16 in cash**

For the year 2022, a dividend of € 1.16 in cash per share is proposed to shareholders. If the proposal is accepted, the shares will trade ex-dividend as from 25 April 2023 and 26 April 2023 will be the dividend record date.

#### d) 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 2022 or publicly known on the date of this AGM.

**e) 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.

**f) Execution remuneration policy 2022**

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 2022 is in line with the Company's remuneration policy.

**3. Proposal to reappoint Mrs. F. Dechesne as member of the Supervisory Board**

Mrs. Dechesne joined the supervisory board in 2019. Her term of four years expires in 2023. The supervisory board does a binding nomination to reappoint Mrs. F. Dechesne for a period of four years, ending at the AGM in April 2027. Her reappointment fits well within the profile for members of the Board and the works council has rendered a positive advice. If re-elected, Mrs Dechesne will continue her role as chair of the supervisory board.

The resume of Mrs. Dechesne can be found on the website of the Company.

**4. Proposal to appoint Mr. W. Bontes as member of the member of the Supervisory Board**

It is proposed to appoint Mr. W. Bontes as a member of the supervisory board for a period of four years, ending at the AGM in April 2027.

Mr. Bontes has broad experience as member of supervisory boards and as CFO of listed and family-owned companies. His appointment fits well within the profile for members of the board and the works council has rendered a positive advice. Mr. Bontes doesn't hold any shares in the capital of Wereldhave N.V.

Date of birth: 10 July 1969

Gender: Male

Nationality: Dutch

Education:  
2001 Master, Business Administration

Career:  
2019-present CFO Louwman Group

2017-2019 CFO Divisie Infrastructuur  
VolkerWessels

2014-2016 CFO and after six months CEO  
Hurks Groep

2009-2014 CFO/BoM RET

2005-2009 European Finance Leader General  
Electric Company

Supervisory board positions:

Van Nieuwpoort Groep  
Bergman Clinics Nederland  
Stichting Etherreclame  
Koninklijke Jaarbeurs N.V.

**5. Proposal to reappoint Mr. M. Storm as CEO**

Mr. Storm was appointed in 2019 for a term of four years as Director, which term thus expires in 2023. The supervisory board does a binding nomination to reappoint Mr. Storm for a period of four years, thus ending at the AGM in 2027. The works council has rendered a positive advice. The supervisory board is content with the performance of Mr. Storm over the past four years and is convinced of his dedication for the next term. An assignment contract will be concluded with Mr. Storm on the same terms and conditions as in the first quarter of 2023, as stated in the remuneration report 2022.

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

**6. Proposal to reappoint KPMG accountants**

It is proposed to reappoint KPMG Accountants N.V. as auditor for the years 2023 and 2024. The supervisory board is content with the KPMG audit team, that performs intensive audits efficiently, with a critical stance.

**7. Authority to issue shares**

**Proposal to grant the authority of the board of management to issue shares and/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 serves to enable the acquisition of property against the issue of shares and is limited to 10% of the issued capital of Wereldhave as per 21 April 2023, for a period of 18 months, starting on 21 April 2023 and ending on 21 October 2024.

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

Opportunity for shareholders and proxy holders to put questions.

**9. Closure of the meeting**

**The full agenda including annexes is published on [www.wereldhave.com](http://www.wereldhave.com) under 'Investors / Meetings / General Meeting of Shareholders'**

The annual report 2022 is available in digital form as from 10 March 2023 on [www.wereldhave.com](http://www.wereldhave.com).

**Record date**

For this meeting voting- and meeting rights will be granted to those shareholders who are registered as such on 24 March 2023 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 18 April 2023 (before 17.30 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 an entrance registration form for the meeting and also includes a log-in with URL to follow the video webcast.

Notification of presence can be made at [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Meeting rights can only be exercised by proxy or in person during the meeting. Shareholders who wish to vote by electronic proxy, must instruct their bank or broker to inform ABN-AMRO to register their shares for the meeting before 18 April 2023 (before 17.30 hrs CEST). Shareholders and usufructuaries with voting rights can give their notification and voting instructions electronically

as from 25 March 2023 up to 18 April 2023 (before 17.30 hrs CEST) at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to the civil-law notary (Dirk-Jan Smit of Freshfields Bruckhaus Deringer or his deputy). 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 19 April 2023 (before 13.30 hrs CEST) at [www.abnamro.com/intermediary](http://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 video 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 hrs CEST until the meeting starts. Shareholders or proxy holders must show valid identification to register for the meeting.

Questions can be put in advance before 18 April 2023 through [investor.relations@wereldhave.com](mailto: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 in issue, of which 40,047,140 entitled to one vote.

Schiphol, 10 March 2023

Board of Management Wereldhave N.V.

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