Wereldhave

Minutes of the Annual General Meeting of Shareholders of Wereldhave N.V., held on Monday 26 April 2021 from Capital C at Weesperplein 4B, Amsterdam

Agenda item 1
<u>Opening</u>

Mr Nühn, Chairman of the Supervisory Board (the **Chairman**), opened the Annual General Meeting of Shareholders (the **Meeting**) of Wereldhave N.V. (the **Company** or **Wereldhave**) at 11:05. Due to the COVID-19 measures, the Meeting was being broadcast by webcast from Capital C in Amsterdam, without the presence of shareholders. The Chairman bade everyone a warm welcome on behalf of the Board of Management and the Supervisory Board and said that he regretted not being able to address the shareholders in person during the Meeting. As the Company attaches great importance to maintaining a dialogue with all of its shareholders, a webinar entitled "In the Boardroom" had been organised together with Euronext Corporate Services on 14 April last, during which shareholders could ask questions. Various initiatives had also been taken to increase attendance at the Meeting.

The Chairman then indicated that all shareholders who had registered had been given the opportunity to submit questions prior to this Meeting, and that many of them did so. More than 45 questions had been submitted, demonstrating the involvement and interest of shareholders. All questions would be answered at the Meeting, in combination where possible. Moreover, shareholders who submitted questions in advance would be given the opportunity to ask further questions at the Meeting. The answers to these further questions would be posted on Wereldhave's website within two working days.

The Chairman noted that the Meeting had been convened with due observance of the statutory requirements and the provisions of the Articles of Association. The agenda had been directly and continuously accessible from 15 March 2021 until the Meeting via Wereldhave's website and via www.abnamro.nl/evoting. The convocation notice stated that the documents to be discussed in this Meeting had been made available for inspection in the prescribed manner.
According to the attendance list, persons entitled to vote on 12,075,542 ordinary shares were present at the Meeting, jointly representing around 37% of the issued share capital. The Chairman said that he regretted that, despite all efforts, attendance was relatively low. All attendees had provided their voting proxies online. The results of the vote would be announced during the Meeting by the civil-law notary, Mr Dirk-Jan Smit.

Agenda item 2
<u>Report of the Board of Management</u>

Mr Nühn gave the floor to Mr Storm, CEO, and Mr De Vreede, CFO. Mr Storm warmly welcomed everyone who was following the livestream, and explained the results for 2020 using a PowerPoint presentation.

Mr Nühn moved on to the discussion of the questions submitted in advance and gave the floor to the secretary, Mr Beentjes.

The first question was from De Bruyn Managementdiensten.
"Can you give an indication of targets for the transformation from retail to service surface area between 2021 and 2025?"
Mr Storm replied that the objective of the LifeCentral strategy was to have 25% of the surface area of a Full Service Center in use as non-traditional retail (mixed-use) by 2025. At year-end 2020, this percentage was 10%.

The second question was also from De Bruyn Managementdiensten: "The total number of leased square metres fell by 5% from 850,600 to 808,747 m^2 in 2020. Is it your intention to stop this trend? If it is not, do you intend to reduce general and management costs?"
Mr Storm replied that the fall in the number of square metres in the portfolio was mainly due to sales. As Wereldhave wants to improve the debt ratio with real estate sales, the reduction will continue for now. As to the question about the general costs, Mr Storm referred to the presentation available on the website.

The next question from De Bruyn Managementdiensten was: "The number of Wereldhave employees has increased, as have the salary costs. This is at odds with the trend in rental income. What is the reason for this increase?"
Mr De Vreede replied that the average number of employees, 177 FTE in 2020, was indeed 4% higher than in 2019. This was mainly due to temporary staff being hired and also because of the buyout costs associated with the departure of Wereldhave Belgium's CEO. Incidentally, Wereldhave expected the general costs in 2021 to broadly stay the same as last year, with slightly lower salary costs.

Mr Van Dijk asked what statistically striking differences in Presikhaaf's performance the Supervisory Board had seen compared to the rest of the portfolio in terms of occupancy rate, rent and rent increases, discount rates, net returns, rent-free periods and/or maintenance costs.
Mr Nühn replied that the occupancy rate at Presikhaaf had improved significantly since the refurbishment, which was also reflected in higher visitor numbers and higher rents. Wereldhave does not disclose individual performance data per location.

The Association of Stockholders (*Vereniging van Effectenbezitters*, hereinafter also referred to as "**VEB**") asked whether shareholders could assume that the real estate properties can be sold at least at book value, as in the last quarter of 2020 Wereldhave had substantially written down on the French property portfolio to be divested.
Mr De Vreede replied that the valuations, as in the previous periods, were performed by renowned international valuers. The valuations were partly based on the assumption of a willing buyer and a willing seller. Wereldhave cannot predict the price at which the properties can ultimately be sold.

The VEB asked whether Wereldhave had drawn up scenarios for the emergence of online food retail and its impact on the space devoted to brick-and-mortar stores (or the willingness to devote space to such), in view of Wereldhave's statement that supermarkets generate a steady flow of visitors to shopping centers and will 'anchor' the new Full Service strategy?
Mr Storm replied that analysts were still expecting growth in the number of metres taken up by food retailers in the Netherlands and Belgium. Moreover, the Netherlands has no hypermarkets and Wereldhave has already divided the large Carrefours in Genk and Liège, with a large number of metres being filled with other retailers.

The VEB also asked the following question: "Wereldhave has left the IRR target of 6 percent for new investments unchanged, despite a drop in the average market return in continental Europe from 5.1 percent to 4.7 percent. Can Wereldhave explain why it believes it can achieve this target?"
Mr Storm replied that at the end of 2020 the numbers were recalculated and the blueprints were revised, which did not result in a lowering of the yield expectation. There was therefore no reason to adjust the IRR target.

Mr Ruitenberg asked when Wereldhave expected to leave the expensive office location at Schiphol airport and whether a new location had been found. Mr Storm replied that the notice for termination of the lease of the Schiphol location had already been given, but that the lease continued for another two years. Efforts to find a sublessee had not yet been successful. Although no new location had been found, the Board of Management expected to be able to achieve cost savings of at least EUR 400,000 annually.

De Bruyn Managementdiensten asked what actions Wereldhave's management had taken to ensure a direct result of around 100 million euros in 2021. Mr Storm replied that Wereldhave had already indicated in the press release on Q1 of 2021 that it would be at the lower end of the range of 1.80 to 2.00 euros per share, which boiled down to a direct result of 72 to 80 million euros.

The next question was also from De Bruyn Managementdiensten. "In 2020, substantial provisions were made for doubtful debts (rental) for (around 20 million euros in the property expenses). What actions are being taken to prevent this from happening in 2021?"
Mr De Vreede indicated that in 2020 the focus was on the collection of rent, driving rent payment to 94% in 2020, in which respect we outperformed our competitors. Wereldhave would continue to

actively pursue this policy in 2021. The existing accounts receivable management teams were actively working on this, with additional staff being deployed for rental collection.

De Bruyn Managementdiensten asked whether the rental risk posed by the hospitality sector within the portfolio could be specified, to which Mr De Vreede replied that around 9% of Wereldhave's rental income came from the hospitality sector.

The Third Way (hereinafter also referred to as "**TTW**") asked how Wereldhave evaluated a 50% loss of net asset value (NAV) over two years with a stable debt ratio (LTV), also compared to Eurocommercial and Vastned.
Mr Storm replied that the NAV had not fallen by 50% in the past two years, but by 37%. The portfolios mentioned were not comparable, because they partly concerned other real estate categories and other countries. The Dutch market in particular had seen a relatively high number of write-downs in retail property, which had led to a higher initial yield than generated by competitors. In addition, Wereldhave could not inspect the valuations of the parties referred to.

The Third Way also asked whether it would not be wiser to take it one step at a time by first modernising Liège and Hoofddorp, demonstrating to the shareholders that this was successful, before taking subsequent steps, thus creating more time to sell the non-core centers. After all, the total investment of more than 350 million euros would be increased by the loss on the unfavourably timed sale of assets to enable modernisation.
Mr Storm emphasised the importance of selling now. The trends underlying the strategic choice are accelerated by the COVID-19 pandemic. Non-investment would be likely to lead to an increase in vacancies. Even though, in order to achieve the best possible risk return, Wereldhave operated step-by-step where possible, the transformation of retail property could not be postponed.

De Bruyn Managementdiensten noted that Wereldhave distinguished itself negatively in terms of costs in France and that there was a negative valuation result. The question was whether Wereldhave had sufficient control over the expenditures in France, what actions were being taken to improve profitability in France and whether there was a specific plan (with SMART objectives) to achieve cost reduction in 2021/2022.

Mr De Vreede acknowledged that the cost base in France was high due to the lack of scale, which was one of the reasons why Wereldhave wanted to sell its French portfolio, as already announced with the new strategy in February 2020. However, the operating costs were in line with those of Wereldhave's peers. Potential buyers mainly look at gross rental income and have control over their own cost structure. All operational efforts are aimed at improving the NRI. As regards the question about cost reduction, Mr De Vreede referred to the website where this topic is discussed at length.

Mr van Dijk noted that Wereldhave's staff turnover remained high and that the training hours were limited. He asked what capacities the organisation was lacking for the purposes of the strategy or its implementation. Mr Storm replied that the strategic update in the Benelux organisation had resulted in some staff turnover, which was logical. In order to reduce costs, a number of temporary contracts were terminated in the past year. The biggest risk currently lay in the retention of employees in France. However, since the announcement of the sale, the management team had been stable, which is an important indicator for Wereldhave.

TTW noted that the Supervisory Board had 30 formal meetings with the Board of Management in 2020 and asked why these meetings were held so frequently, much more often than other listed companies.

Mr Nühn replied that just after the new strategy had been presented, the COVID-19 pandemic broke out, with retail property being affected disproportionately. This made it prudent to keep a close eye on the rapidly changing circumstances, hence the fortnightly meetings with the Board of Management. The most important topics were liquidity, security, the well-being of staff and clients, the operational procedures when working from home and the pressure on operations due to the many additional activities required. The Supervisory Board primarily supported the Board of Management with advice in this regard.

Mr Rienks stated that there were too many shops and offices in the Netherlands, and that there was a great need for homes. While demolition could be a solution, this destroyed a great deal of value. For this reason, many owners chose to refurbish their shopping centers in order to attract new tenants. In recent years, Wereldhave had been involved in an example of demolition and reconstruction: the Emmapassage in Tilburg. Mr Rienks asked whether this project could be repeated elsewhere.

Mr Storm replied that before retail property was redeveloped, critical assessment was required of the book value, especially in terms of future and realistic rent levels. Wereldhave's LifeCentral strategy was therefore aimed at this. Wereldhave was forecasting expected future rent levels of changing users. In addition to the Emmapassage, Presikhaaf shopping center in Arnhem and De Koperwiek in Capelle aan den IJssel were also good examples. All possibilities were analysed for each center using blueprints. Demolition and redevelopment will certainly be considered.

Mr Rienks asked how the destruction of value due to demolition was included in the annual figures. Mr Storm replied that for each transformation to a Full Service Center a plan was worked out, involving various experts.

Mr Rienks stated that as a result of the reduction of Wereldhave's portfolio in recent years caused by the various sales, the direct investment result per share, and thus also the dividend, had dropped even further, which was, of course, bad for shareholders. Mr Rienks therefore asked when growth was expected again.

Mr Storm replied that Wereldhave was very transparent about the expectations for the development of the result and the dividend. Wereldhave expected a direct result per share of between 1.40 and 1.50 euros in 2022, and growth from 2022 onwards, in portfolio size as well as in results and dividends.

Mr Rienks asked whether the growth in the portfolio would include promising new buildings, as the purchase of Unibail-Rodamco shopping centers earlier in 2014 had proven in hindsight to be a mistake.

Mr Storm replied that he had been clear about the capital allocation. The aim was to be market leader in the Benelux countries for Full Service Centers with a portfolio generating more than 6% in total return before use of loan capital, the IRR (Internal Rate of Return). All purchases were assessed against this IRR.

Mr Rienks then asked a number of questions about the development of homes. The first question was: what is the forecast for the number of homes to be delivered in the coming years, given that Wereldhave has indicated that it will collaborate with Amvest in increasing the number of homes in the portfolio?

Mr Storm replied that the development and construction of homes was a lengthy process. There were now ten plans at various stages of development and good progress was being made. For example, around 700 homes were to be built near the Kronenburg shopping center in Arnhem. In addition, homes were to be built behind the Nivelles shopping center in Nijvel and at the Retail Park in Bruges, without Amvest.

In response to the question as to what percentage of homes Wereldhave was aiming for in its portfolio, Mr Storm replied that no specific target had been set. For each location, consideration was given to which use would generate the most value for all stakeholders.

Mr Rienks' next question was whether, as regards locations already in its possession, Wereldhave would only engage in development in collaboration with Amvest. Mr Storm replied in the negative. The collaboration with Amvest was not exclusive.

In response to Mr Rienks' question as to whether Wereldhave would be purchasing homes at locations other than at the Full Service Centers, Mr Storm replied that this was not part of the current strategy.

Mr Rienks stated that Wereldhave had again failed to restore shareholder confidence in 2020, but only showed a reduction in the direct investment result per share, a reduction in dividend and a reduction in shareholders' equity per share. He asked when value would again be created for shareholders.

Mr Storm answered that he understood the question. In order to be able to offer prospects and growth again, Wereldhave presented a new strategy last year, the LifeCentral strategy. Using this strategy, Wereldhave still expected the result per share to stabilise at between 1.40 and 1.50 euros in 2022, after which the prospect of 4 to 6% growth per year would return. As soon as the balance sheet position allowed, Wereldhave wanted to grow the portfolio in the Benelux countries again.

The Third Way asked whether the Supervisory Board could indicate that it unanimously supported the current policy, to which Mr Nühn replied in the affirmative.

VBDO then asked a number of questions: "Wereldhave contributes to sustainable development goal 12: ensure responsible consumption and production by reducing water consumption. In part because of the impact of the COVID-19 pandemic, Wereldhave was able to reduce the annual total water intensity to 0.27 cubic metres per square metre in 2020. Can Wereldhave promise to continue to link the reduction of water consumption to specific objectives in the future, thus reducing water consumption year-on-year?"

Mr De Vreede replied that the water consumption reported by Wereldhave was partly general consumption and partly water consumption by the tenants themselves. Wereldhave therefore had only a limited influence on this consumption. Of course, Wereldhave would install water saving taps and toilets as replacements and in new buildings. Although its ambition was to achieve 30% water savings by 2030, Wereldhave was heavily dependent on tenants and the type of tenants in the centers. A shift from fashion to hospitality, for example, could of course result in higher water consumption. The green leases concluded with all new tenants encouraged tenants to use water sparingly.

VBDO went on to indicate that Wereldhave was already using various measures to reduce the impact at asset level and to reduce the physical impact of climate change. Wereldhave's objective was to have an action plan for all its buildings by 2030 that mitigates the physical effects of climate change. VBDO said that it was positive about this development, but asked whether this could not be achieved by 2025.

Mr De Vreede replied in the affirmative. Part of the 'net zero carbon roadmap' was the climate adaptation per building, including heat stress and extreme rainfall. Wereldhave aimed to have these roadmaps ready by 2025.

The recently announced private member's bill on supply chain responsibility would initiate a move towards much more active supply chain control. Last year, Wereldhave indicated that it did not maintain any formal results on suppliers. VBDO was therefore pleasantly surprised to read in the annual report that Wereldhave was to start assessing its main suppliers in 2021, including on social and environmental aspects. VBDO asked whether Wereldhave could provide insight in its 2021 annual report into how this assessment was being conducted, and whether it could report the results.

Mr De Vreede also answered this question in the affirmative, by indicating that the 2021 annual report would specifically report on this assessment, which would be repeated at regular intervals from now on.

VBDO's last question concerned diversity. Wereldhave is committed to creating inclusive shopping centers where everyone is welcome, can use essential services and relax. VBDO wished to emphasise that diversity within the organisation was also important for the 170 employees. As the number of women in senior management had dropped to 28% in 2020, VBDO asked what steps Wereldhave would be taking in the coming years to improve this percentage.

Mr De Vreede replied that the number of women in senior management had not dropped, but that two men had been added to management, which had indeed caused the percentage of women to fall somewhat. Wereldhave had a good balance within the organisation, with a male/female ratio of 48/52%. Wereldhave thus expected to return to at least the planned 30% by means of natural inflow and progression. A great deal was invested in employee development, which meant that there were equal opportunities for everyone to move on to senior management.

The Chairman noted that all questions asked in advance had been answered and referred everyone to Wereldhave's website for any further questions asked.

The Chairman then moved on to the next item on the agenda, the execution of the remuneration policy, and gave the floor to the chair of the remuneration committee, Ms Dechesne.

Agenda item 2
A. Execution of the remuneration policy in 2020

The remuneration report is included in the annual report and posted in its entirety on the website. This concerns the execution of the policy adopted in 2020. By law, shareholders have an advisory vote on the execution of this policy and the chair of the remuneration committee therefore submitted the question whether the remuneration report is clear and comprehensible and whether the remuneration of members of the Board of Management and Supervisory Board for the 2020 financial year was in line with the Company's remuneration policy. Next year, the remuneration committee will explain in the report how the advisory voting results were dealt with.

The Third Way asked: "The remuneration structure of the Board of Management was specified at the previous General Meeting of Shareholders. It now transpires that EUR 1.2 million has been allocated to the CEO and EUR 0.9 million to the CFO if the targets are achieved. What signal does this send to the shareholders and the other stakeholders?"

Ms Dechesne replied that the remuneration structure was in line with the strategy. The policy stemmed from best practices among listed REITs, the performance measurement was relative to other listed real estate funds and there was a strong link with shareholders in terms of the creation of both underlying shareholder value and share price. The policy was adopted last year by 98% of the votes. Incidentally, the new remuneration policy was pared down compared to the previous policy. Wereldhave complied with the agreements, and had not moved any goalposts as a result of COVID-19. Mainly due to Wereldhave's relative performance and the portfolio, the renumeration was favourable. In a scenario in which absolute performance was good, but relative performance was poor, the result could be the opposite.

The VEB asked to what extent Wereldhave believed that there was sufficient commitment towards the stakeholders, as the offer submitted by directors with regard to COVID-19 was 3.8% of the fixed remuneration.

Ms Dechesne reiterated that the new remuneration policy had been adopted last year by 98% of the votes. This policy was strongly linked to the strategy and the underlying overall return on the portfolio, and had a strong link with relative long-term price performance. Management voluntarily decided to reduce the fixed salary by 15% for three months during the first lockdown period. According to the remuneration committee, a direct link between remuneration and short-term price movements could constitute a perverse incentive for management. This would not benefit long-term performance and would also run counter to all current governance trends.

The VEB then asked why the Supervisory Board had not used its discretionary power to adjust the variable remuneration downwards, as a number of other listed property funds had done. Ms Dechesne replied that the remuneration policy adopted in 2020 was satisfactory, as various KPIs were used to establish a link with all relevant stakeholders, such as visitor satisfaction, tenant satisfaction, and return on the property portfolio, in addition to the customary price performance.

The VEB asked whether Wereldhave would reduce the remuneration of the directors when the French portfolio was sold, as the group would then be considerably smaller. Ms Dechesne replied in the negative, because one of the aims of the second and third phases of the strategy was to grow again.

Lastly, the VEB asked why the Supervisory Board had not corrected the award price for the long-term incentive (LTI), as it had been set at a low share price that was under strong pressure from the

COVID-19 pandemic. Ms Dechesne stated that the award price was not the only variable for the ultimate award of this LTI. Relative price performance within the peer group over a three-year performance period was also decisive. This was measured from the average price in the fourth quarter prior to the year of commencement. That price was considerably higher, which already significantly lessened the ultimate award opportunities.

The Chairman concluded that all questions asked in advance had been answered and requested the civil-law notary to announce the voting result.

The proposal was adopted, with 98.8% of the votes in favour and 1.2% against. 5,253 shareholders abstained from voting.

It was then time to deal with the next item on the agenda, 2B.

B. The explanatory notes to the audit opinion

Mr Grönloh of KPMG briefly explained the auditing activities and the key conclusions drawn from the audit, which can, of course, also be read in the audit opinion included in the financial statements.

The financial statements were drawn up by the Board of Management and approved by the Supervisory Board. KPMG performed the audit for this. The board report was drawn up by the Board of Management, after which KPMG verified that the information was not materially incorrect and did not contradict the information in the financial statements.

KPMG audited the 2020 financial statements and determined that the annual report was consistent with the financial statements audited by KPMG in accordance with the applicable rules. Both the consolidated and the separate financial statements were audited by KMPG and it was established that they give a true and fair view. The information in the management report is consistent and contains no material inaccuracies based on the applicable rules.

In accordance with previous years, materiality was determined at 0.6% of shareholders' equity, rounded off to 8 million euros. Lower materiality is applied to items relating to the direct result, namely a materiality of 4 million euros. This, too, is in line with previous years. It has been agreed with the Audit Committee and the Supervisory Board that items with an impact of 400,000 euros or more will be reported to both management and the Supervisory Board, and that items affecting the direct result will be so reported when their impact is in excess of 200,000 euros.

KMPG is the group auditor and performs the audit for all parts of the group in the Netherlands, Belgium and France, working with the system of internal audits and substantive auditing. Where necessary, internal and external specialists are used, such as valuation experts and tax specialists.

Four Key Audit Matters have been determined, topics on which greater emphasis is placed during the audit. Firstly, the valuation of the real estate, representing more than 94% of the assets. The investment property is valued at fair value, an important estimated item. The valuations were first made by external valuers and then assessed by KPMG specialists. A number of valuation reports included an uncertainty clause in 2020, mainly because there were fewer reference transactions available for valuers to use to support their valuation. Mr Grönloh pointed out that, in all those cases, the external independent valuer had been able to determine a value. The second Key Audit Matter is the tax status of Wereldhave. In the Netherlands, the relevant status is that of a fiscal investment institution (FII), but specific regimes also apply as regards tax status in Belgium and France. KPMG has established, with the help of its internal tax specialists, that Wereldhave meets all relevant conditions and requirements. The third Key Audit Matter pertains to the valuation of derivatives. Wereldhave uses derivatives to manage the interest rate risk, and also applies hedge accounting. As very specific rules apply in this regard, KPMG devotes extra attention to this area in order to establish that the valuation and notes are appropriate based on IFRS. The fourth Key Audit Matter is a new point this year: the liquidity risk in relation to COVID-19. The financial statements are always drawn up on a going concern basis, and this year is no exception. To record the going concern assumption, management drew up documentation containing an estimate of, among other things, future cash flows, operating cash flows, investment, divestments and financing, for at least 18 months in advance. In addition, forecasts were made of whether or not loan covenants would be complied with. KPMG has established that the going concern assumption was rightly applied and that the substantiation is plausible.

Five questions had been submitted in advance regarding the audit activities. The first three questions were from Mr van Dijk. "Wereldhave has a long track record of negative valuation results, despite the fact that since 2016 the auditor has believed that the valuations give a true and fair view of the value as on the balance sheet date. To what extent have the costs been capitalised without this being offset by any financial return? Does the auditor believe that this leads to a direct result that is materially too high, or in real estate being valued incorrectly? And if that is not the case: under what circumstances might you arrive at a different opinion?"

Mr Grönloh replied that IFRS had very specific rules for capitalising expenditure. It was established during the audit of the financial statements that these rules had been applied correctly. As a result, the determinations of the result and the valuation of the real estate were also appropriate. If there were material errors regarding whether or not to capitalise expenditure, KPMG would have reached a different opinion, but that is thus not the case at this time.

Mr Van Dijk's following question reads: "In December and February, Wereldhave announced three transactions. Are the valuations announced in line with the latest valuations and based on the same ERV and discount rates? Have there been materially different write-downs on the book value of these three buildings compared to the rest of the Dutch portfolio so as to adjust the valuation to the selling prices?". Mr Grönloh answered that the regular valuation process had been applied when the valuations were determined. In the case of transactions (announced) after the balance sheet date, assessment is made of whether they have an impact on the valuation. That also took place here. There was no reason to deviate from the valuation.

Mr Van Dijk then asked what the basis was for KPMG's conclusion that the book value of the French portfolio was a true and fair reflection of the value. Mr Grönloh replied that all properties were valued externally in accordance with normal procedures, by an independent expert, as also described in the Key Audit Matter in the audit opinion. The French portfolio was an element of this.

The next two questions were asked by the VEB. KPMG has identified the liquidity risk related to COVID-19 as a Key Audit Matter. The VEB asked how management had been able to convince KPMG that the measures to safeguard liquidity would be sufficient to maintain the going concern assumption going forward. Mr Grönloh answered that this had been discussed when the Key Audit Matter was addressed, and emphasised that liquidity was essential to the going concern assumption. This entailed consideration of the operational cash flows and cash flows from investments, divestments and financing. The various scenarios were analysed in detail, with KPMG ultimately concluding that the assumption was correct.

The VEB asked whether the auditor had been able to apply the same degree of accuracy when performing the auditing activities, in view of the restrictions resulting from the COVID-19 pandemic. Mr Grönloh answered this question in the affirmative. Despite all of the restrictive measures, KPMG had been able to perform the activities properly.

The Chairman noted that all questions posed in advanced had been discussed, and moved on to the next item on the agenda, 2C.

<u>C. Adoption of the financial statements</u>

The annual report states that external valuation agencies issued a material valuation uncertainty statement regarding the valuation of the Belgian real estate. The VEB asked why the valuers had included this clause.

Mr De Vreede replied that it concerned the Belgian shopping centers rather than the offices. The valuers had been able to determine a value for all buildings: a value that met the valuation standards and the requirements for inclusion in the financial statements. The more volatile the market is believed to be, and the more divergent people's assumptions are regarding the future, the higher the degree of uncertainty.

The Chairman noted that the questions asked in advance had been answered and suggested that the website be referred to in the event of further questions. The Chairman put the proposal to adopt the financial statements to the vote and requested the civil-law notary to announce the outcome.

The financial statements were adopted, with 99.32% of the votes in favour and 0.68% against. 23,836 shares abstained from voting.

The Chairman then raised for discussion:

D. Dividend and reserves policy: proposal to set a dividend per ordinary share of € 0.50 in cash for 2020.

A temporary divergence from the dividend policy is justified in order to strengthen Wereldhave's liquidity position. The proposed distribution is being made to ensure compliance with the tax distribution obligation. Wereldhave's long-term dividend policy provides for a pay-out ratio within the range of 75 to 85 percent of the direct investment result. The dividend is payable as from 3 May 2021. If the dividend proposal is approved, the shares will be traded as of 28 April 2021 ex-dividend, and 29 April 2021 will be designated as the dividend record date.

The Chairman noted that no questions had been submitted in advance regarding this agenda item and proposed that the dividend proposal be approved. He requested the civil-law notary to announce the voting result in this respect.

The Chairman then noted that the proposal had been adopted, with 99.9% of the votes in favour, 0.04% against, and 9,286 abstentions.

The Chairman then raised for discussion:

E. Proposal to grant discharge to the members of the Board of Management

By granting discharge, the Company waives the right to hold directors liable for the policy pursued when a serious reproach can be made against them having regard to the proper attribution of their duties. As no questions had been submitted in advance, the Chairman asked the civil-law notary to announce the voting result immediately.

The result was 99.3% in favour of the proposal and 0.66% against, with 21,934 abstentions. The proposal was therefore adopted and the Chairman thanked the shareholders for the confidence shown.

The Chairman then raised for discussion:

F. Proposal to grant discharge to the members of the Supervisory Board

By granting discharge, the Company waives the right to hold members of the Supervisory Board liable for negligent supervision. As there were no questions posed, the Chairman moved on to the vote.

The result was 99.39% in favour and 0.61% against discharge of the Supervisory Board, with 12,634 abstentions. The Chairman noted that the proposal had been adopted.

The Chairman raised for discussion:

Agenda item 3
Proposal to reappoint Mr H. Brand as member of the Supervisory Board

Mr Brand joined the Supervisory Board in 2017 and his term of office of four years ends in 2021. It was proposed that Mr Brand be reappointed for a period of three years, concluding at the Annual General Meeting of Shareholders in April 2024. His reappointment is in line with the profile, and the Works Council has issued a positive recommendation. For Mr Brand's curriculum vitae, reference was also made to the Company website. His reappointment of a period of three years will result in an even distribution of changes within the Supervisory Board in the years ahead.

As no questions had been submitted in advance, the vote was held immediately.

With 99.3% in favour, 0.7% against, and 321,564 abstentions, the proposal to reappoint Mr Brand as member of the Supervisory Board was adopted.

The Chairman congratulated Mr Brand and, also on behalf of the Board of Management and Ms Dechesne, expressed his confidence in the collaboration over the next three years.

The Chairman raised the following agenda item and accordingly gave the floor to the Vice Chairman of the Supervisory Board, Mr Brand:

Agenda item 4
Proposal to reappoint Mr A. Nühn as member of the Supervisory Board

Mr Nühn also joined the Supervisory Board in 2017 and his term of office of four years also ends in 2021. It was proposed that Mr A. Nühn be reappointed for a period of four years, concluding at the Annual General Meeting of Shareholders in April 2025. His reappointment is in line with the profile, and the Works Council has issued a positive recommendation. For Mr Nühn's curriculum vitae, reference was made to the Company website.
As no questions were posed regarding this agenda item, the vote was held immediately.

The proposal to reappoint Mr A. Nühn as member of the Supervisory Board was adopted by 89.00% in favour, 11.00% against, and 312,681 abstentions. The Vice Chairman congratulated the Chairman on his reappointment and gave him back the floor.

The Chairman then raised for discussion:

Agenda item 5
Proposal to reappoint KPMG Accountants N.V.

It was proposed that KPMG Accountants N.V. be appointed as auditor for the years 2021 and 2022. The Supervisory Board is satisfied with KPMG's audit team, which conducts intensive and efficient audits from a critical perspective. Furthermore, in view of the international diversification of its investments, Wereldhave needs an auditor with an international network. KPMG has local offices in the countries where Wereldhave operates.

As no questions were posed regarding this agenda item either, the Chairman moved on to the vote. He asked the civil-law notary to have the votes cast and to announce the result.

With 99.96% in favour, 0.04% against, and 27,389 abstentions, the proposal to reappoint KMPG Accountants N.V. was adopted.

The Chairman moved on to the next agenda item:

Agenda item 6
Authority to issue shares

A. Proposal to extend the authority of the Board of Management to issue shares and/or grant rights to subscribe for shares;

The Chairman proposed that the Board of Management be designated as the body authorised to issue ordinary shares and to grant rights to subscribe for such shares, for a period of 18 months, therefore ending on 26 October 2022. The delegation of the authority to issue shares is restricted to 5 percent of Wereldhave N.V.'s issued capital as at 26 April 2021 plus an additional 5 percent in the event of a merger or acquisition.

The VEB submitted an explanation of its vote in advance in this respect, which was presented by Mr Beentjes. "The VEB is critical of the mandate requested by Wereldhave to enable it to issue up to 10% of the share capital without there being a pre-emptive right for existing shareholders. Due to the considerable discount on the share, the dilutive effect of any issue will be substantial for the current shareholders, making it a major challenge to achieve sufficient returns on the capital raised. Given the current undervaluation on the stock exchange relative to net asset value, it would seem more logical to buy shares than to issue them. Against this backdrop, the VEB will vote against this agenda item. If this agenda item is adopted by the Annual General Meeting of Shareholders, the VEB further expressly requests that the mandate be handled prudently and only be used in exceptional circumstances, with the point of departure being that the expected return on the capital raised must be higher than the cost of capital. In addition, the VEB requests Wereldhave to explicitly state that, in the event of a private placement, only a very limited discount on the share price
will be granted."

Mr Storm responded to this explanation by indicating that Wereldhave would handle a mandate very prudently. In addition, in transactions of this type, the management would closely monitor the situation, ensuring that the expected return is higher than the cost of the capital, as previously communicated.

Since no further questions had been submitted in advance, the Chairman asked the civil-law notary to announce the voting result.

51.4% had voted in favour, 48.6% against, and there were 6,403 abstentions. The proposal was therefore adopted,

upon which the Chairman moved on to the following point:

B. Proposal to grant the Board of Management authority to restrict or exclude pre-emptive rights

The Chairman also proposed that the Board of Management be granted the authority to restrict or exclude pre-emptive rights in the event of an issue of ordinary shares and/or the granting of rights to subscribe for such shares, based on the authority requested under agenda item 6a, for a maximum of 10% of Wereldhave's issued capital.

The Chairman noted that no questions had been posed in advance and put the agenda item to the vote.

There were 51.55% of votes in favour, 48.45% against, and 6,903 abstentions.

The Chairman determined that, despite the fact that a majority of shareholders had voted in favour of this proposal, the proposal had not been adopted. This was because, if attendance is less than 50%, a qualified majority of two-thirds majority applies, which was not achieved here.

The Chairman then raised for discussion:

Agenda item 7
Proposal to authorise the Board of Management to repurchase own shares

The Board of Management proposed, subject to the approval of the Supervisory Board, to extend the authority of the Board of Management to acquire own shares, either on the stock exchange or otherwise, up to a maximum of 10% of the issued capital of Wereldhave N.V. as at 26 April 2021, with an acquisition price ranging from the nominal value of the share to 10% in excess of the average price of such shares on Euronext Amsterdam on the fifth day prior to acquisition by Wereldhave, for a period of 18 months, effective 26 April 2021 and ending on 26 October 2022. If the proposal were adopted, it would supersede the existing authority.

The Chairman noted that no questions had been received in advance regarding this proposal, and therefore put it to the vote.

The civil-law notary announced that 99.9% had voted in favour, 0.03% against, and that there were 2,038 abstentions.

The Chairman noted that the proposal had thus been adopted.

Agenda item 8
Any other business

The Chairman noted that no questions had been received in respect of any other business, and moved on to the next item on the agenda.

Agenda item 9
Closure of the Meeting

The Chairman thanked everybody (digitally) present and thanked the shareholders for the questions submitted. The Chairman then closed the Meeting.