



Remuneration report for the financial year 2010

Wereldhave N.V.

March 2, 2011

Introduction

This remuneration report was written by the Supervisory Board of Wereldhave N.V. and is also available on the company's website (www.wereldhave.com). The report outlines Wereldhave N.V.'s remuneration policy, as approved by the general meeting of shareholders on April 15, 2010. No changes will be proposed to the Annual General Meeting of Shareholders, to be held on April 18, 2011.

In full compliance with the Corporate Governance Code, the Supervisory Board of Wereldhave N.V. did not appoint a remuneration committee as it consists of four members.

Remuneration policy

Policy premises

Wereldhave N.V.'s remuneration policy is designed to attract and retain qualified directors. The essential qualifications comprise not only knowledge and experience in the field of real estate, but also the prerequisite management competencies. The policy aims to safeguard the company's performance and value growth while positioning Wereldhave N.V. as a challenging employer for highly qualified directors.

In order to accomplish these objectives, both short-term and long-term remuneration levels must be comparable to those offered by similar property investment organisations. The benchmark used by Wereldhave N.V. in determining suitable remuneration levels consists of a group of European property investment organisations. Decisions made with regard to director remuneration should therefore be considered in the context of developments within this benchmark. The Benchmark consists of

- Corio
- Nieuwe Steen Investments
- VastNed Groep
- Cofinimmo
- Citycon
- Sponda

The Supervisory Board endeavours to set a remuneration level in keeping with levels established in the benchmark group. Remuneration is reviewed and adjusted annually. The Supervisory Board takes into consideration personal performance, results over the past year, any general salary review at Wereldhave N.V. in the Netherlands, and an increase of income if the standard level has not yet been attained. The principles for controlled remuneration policy published this year by the supervisory authorities DNB and AFM have been taken into account.

Relation fixed-variable

The sum for variable remuneration for at-target performance amounts to 50% of the agreed fixed annual salary; for far-above-target performance this sum is maximised at 85% of the fixed annual salary for the year over which the bonus is being awarded.

Remuneration package

The total remuneration of the Board of Management of Wereldhave N.V. currently consists of:

1. Fixed income
2. Variable income short and long term
3. Pension and other secondary employment benefits

1. Fixed income

The members of the Board of Management currently receive a fixed salary that is paid in twelve equal instalments. In accordance with the proposal as approved by the General Meeting of shareholders in 2010, Mr Pars' fixed salary for 2010 amounted to € 375,000 and Mr Anbeek's fixed salary to € 330,000. For the year 2011, these amounts have been indexed as per January 1, 2011 with the Dutch consumer price indexation (CPI) of 1,6%. For the year 2011, the fixed income for Mr Pars thus amounts to € 381,000,-- and for Mr Anbeek € 335,280.--. No changes of the fixed income will be proposed for the year 2011.

The salary is pensionable (average income) up to a maximum pensionable annual income of EUR 375,000 in 2010. This amount is indexed annually with CPI; For the year 2011, the maximum amounts to € 381.000,--. The variable income is not pensionable.

2. Variable income

On April 15, 2010, the General Meeting of Shareholders set a new remuneration policy, with a short term variable remuneration in cash or in shares and a long term remuneration, only in shares.

The short-term and long-term bonuses for the years 2010 to 2012 will be based on earnings per share (EPS) and on personal objectives. The scheme assigns more weight to the long term development of the direct result per share. Each year, the amount for variable income payment will be calculated.

The old long term remuneration 2009 according to the previous remuneration scheme has been settled by the payment of € 22,500 for settlement of the long-term bonus for Mr Pars and € 20,000 for Mr Anbeek.

Variable income based on the increase of the direct result per share

The scheme targets growth of EPS as compared to the previous year by 2%, with financing ratios within the objectives defined in the business plan and after adjustments related to accounting principles applicable to the annual accounts. The available bonus amount based on this target is calculated as follows: $(EPS_1 / EPS_0 - 1) * 17.5 * \text{the fixed annual salary over the past year}$ with a maximum of 70% of that annual salary. This calculation results in a bonus of 35% of the relevant fixed annual salary for an at-target increase of EPS of 2%. The total bonus based on an increase of EPS is capped at 70% per year, which is the equivalent of an EPS increase of 4%. If the EPS does not increase in any given year, or if the downward deviation from the minimum financing ratios as defined in the business plan (and approved by the Supervisory Board) exceeds 5%, no short-term or long-term bonus is awarded over that year. If in any given year investments or divestments deviate from the principles of the investment policy as determined in the business plan approved by the Supervisory Board, no short-term or long-term bonus is awarded over that year.

Variable income based on personal objectives

Each year the Supervisory Board will determine at least three personal targets for each Director, based on the business plan and consultation with the Board of Management. A variable bonus for achieving these personal targets will be awarded to a total of 15% of the fixed annual salary.

Beschikbaar bedrag variabele beloning

The sum for variable remuneration will thus total 50% ($2 \times 17.5\% + 15\%$) of the agreed fixed annual salary for at-target performance; for far-above-target performance this sum is maximised at 85% ($4 \times 17.5\% + 15\%$) of the fixed annual salary for the year over which the bonus is being awarded.

Distribution short term and long term variable income

Of the sum that can be awarded as bonus over any given year, the share related to achieving personal objectives (to a maximum of 15% of the annual salary) is unconditionally awarded for the short term.

Of the remaining bonus budget, 30% is unconditionally paid out for the short-term; the other 70% is awarded on the long-term condition that over a period of three years, the moving average must still reflect an increase in the direct result as compared to the result over the year preceding the year over which payment is to be made. This is expressed in the formula: $[(EPS\ 1 + EPS\ 2 + EPS\ 3 / 3) > EPS\ 0]$. This remuneration scheme results in a maximum ratio between the short-term bonus and long-term bonus of about 50/50 for at-target performance and approximately 40/60 for far-above-target performance.

Short term variable income

In the director's discretion, the short-term bonus can be paid in cash, in shares, or as a combination of the two. The short-term bonus sum is calculated into a share balance based on the share price at the end of the first day of trading after the ex-dividend listing of the Wereldhave share. If the short-term bonus is to be paid in shares, the amount of the short-term bonus paid in shares will be increased by 10%, subject to the restriction that the shares may not be traded for at least four years. Please note that under the current tax rules, this means that for each year the shares are blocked, a reduction of 2.5% is applied in calculating the taxable benefit. Blocked shares qualify for dividends.

Long term variable income

The long-term bonus is payable in shares only. When the conditional bonus is determined each year, the amount in cash is calculated into a conditional share balance based on the share price at the end of the first day of trading after ex-dividend listing of the Wereldhave share in the year in which the conditional bonus is awarded. If a dividend is paid on Wereldhave shares, the conditional share balance will be increased by a number of conditional shares equal to the amount of the dividend divided by the current share price. These additional conditional shares are subject to the same terms as the conditional shares that were initially awarded. If the terms are satisfied after a period of three years, the vested shares are transferred to the director. From the point in time that the shares have vested, the director can have all or part of the shares blocked for a period of a number of complete years.

Other conditions

If the director voluntarily resigns within the agreed appointment period or if the director is dismissed without further notice in accordance with the law, the conditional share balance reverts to the company. If the director is not reappointed at the end of the agreed appointment period, the scheme remains intact with regard to the conditional share balance. Once the condition (that the progressive average over a three-year period still reflects an increase in the direct result as compared to the result over the year preceding the year to which the payment refers) is satisfied, the vested shares will be transferred to the director.

A separate securities account will be established, by or on behalf of the company for the benefit of the director, to hold the blocked share balance. The director is entitled to sell the shares after the end of the agreed holding period.

The personal targets to be achieved in both the short and long term are laid down in a Performance Contract between the Supervisory Board and each director. This performance contract contains a clawback clause that enables the Supervisory Board to rectify after the fact any unfair results based on incorrect financial data or extraordinary circumstances.

3. Pension en other secondary employment conditions

No provision facilitating early retirement is currently in place. Members of the Board of Management are subject to the same pension scheme as all other Wereldhave N.V. employees in the Netherlands. Participants are subject to a conditionally indexed average-income scheme with a retirement age of 65. These employees accrue 2% of their retirement benefits each year, with a salary threshold in 2010 of EUR 18,015. Pensionable income is capped at EUR 381,000 as from January 1 2011. Employees pay a private contribution of 2.3% of their annual income.

Wereldhave N.V. offers the members of its Board of Management a competitive package of secondary employment benefits in accordance with those offered to its other employees. This benefit package includes an expense account, accident insurance, disability insurance, a company car and Director Liability insurance. The company does not issue loans, advances or guarantees to the members of its Board of Management.

Conditions of employment

Directors are appointed for a four-year period with a possibility of early termination. The severance payment is capped at one year's salary with a notification period of two months for the director and four months for the company. The employment contract does not contain a change-of-control clause.

It does contain a clause that requires the company to compensate the directors for any loss or damage in relation to liability claims based on acts or omissions in the performance of their duties. Damage to reputation is explicitly excluded. The indemnification does not apply to claims related to personal gain, advantage or rewards to which the director was not entitled, or if the claimed loss or damage was caused by gross negligence, intent, deliberate recklessness or serious imputability. It does include the costs of defence, which are advanced by the company under the condition that these expenses must be repaid if it is determined in a final judgment that the director was not entitled to indemnification.

Remuneration in 2010

J. Pars

Fixed income 2010		375,000
Variable income 2010		
• Component 1: increase direct result per share		
5.10/4.93 = 3.44%		
3.44 * 17.5% * 375,000 =		
60.2% * 375,000	225,750	
• Component 2: personal objectives 2010		
5 goals, each valued at 3 points.		
100% score = 15%		
15% * 375,000	56,250	
Total variable income	<u>282,000</u>	
Of which short term:		
30% * score component 1: 225,750 =		67,725
100% * score component 2: 56,250 =		56,250
Of which conditional long term claim		
70% * score component 1: 225,750 =		158,025
Total fixed income and (claim) variable income 2010		<u>657,000</u>

D.J. Anbeek

Fixed income 2010		330.000
Variable income 2010		
• Component 1: increase direct result per share		
5.10/4.93 = 3.44%		
3.44 * 17.5% * 330,000 =		
60.2% * 330,000	198,660	
• Component 2: personal objectives 2010		
5 goals, each valued at 3 points.		
100% score = 15%		
15% * 330,000	49,500	
Total variable income	<u>248,160</u>	
Of which short term:		
30% * score component 1: 198,660 =		59,598
100% * score component 2: 49,500 =		49,500
Of which conditional long term claim		
70% * score component 1: 198,660 =		139,062
Total fixed income and (claim) variable income 2010		<u>578,160</u>

2010

<i>(x € 1.000)</i>	Fixed income	Short term variable	Long term variable*	Special bonus	Pension costs	Social charges	Total
J. Pars	375	124	53	-	113	22	687
D.J. Anbeek	330	109	46	-	99	20	605
Totaal	705	233	99	-	212	43	1.292

2009

<i>(x € 1.000)</i>	Fixed income	Short term variable	Long term variable*	Special bonus	Pension costs	Social charges	Total
J. Pars	340	49	22	-	102	21	534
D.J. Anbeek	175	44	20	-	53	11	303
G.C.J. Verweij	178	59	27	449	89	3	805
Totaal	693	152	69	449	244	35	1.642

***) Long term variable income 2010**

The long term variable remuneration is a share based reward which is granted conditionally. The condition is that long-term condition that over a period of three years, the moving average must still reflect an increase in the direct result as compared to the result over the year preceding the year over which payment is to made.

For this reason the long term remuneration for the year 2010 must be distributed evenly over the period of conditionality. In the accounts for the year 2010, 33.33% of the long term variable income 2010 has been taken into account. The full amount of the long term variable remuneration amounts to € 158,025 for Mr Pars and € 139,062 for Mr Anbeek. This represents a ratio between short term and long term remuneration of 44/56.