

Wereldhave

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

better everyday life, better business

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

Location: H'ART Museum, Amstel 51, 1018 DR Amsterdam, on Wednesday 24 April 2024 at 11:00 CEST.

Agenda

1	Opening	
2		
	a. Report of the Board of Management	
	b. Proposal to adopt the annual accounts 2023	vote
	c. Dividend- and reserves policy: proposal of a dividend for 2023 of € 1.20 in cash	vote
	d. Proposal to discharge the members of the Board of Management	vote
	e. Proposal to discharge the members of the Supervisory Board	vote
	f. Execution remuneration policy 2023	advisory vote
	g. Compliance with Corporate Governance Code 2022 in 2023	
3	Proposal to reappoint Mr. Brand as member of the Supervisory Board	vote
4	Proposal to adopt the new remuneration policy	
	a. Proposal to adopt the new remuneration policy for the Board of Management	vote
	b. Proposal to adopt the new remuneration policy for the Supervisory Board	vote
5	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	vote
	b. Proposal to grant the authority to the Board of Management to restrict or exclude pre-emptive rights	vote
6	Proposal to authorize the Board of Management to repurchase own shares	vote
7	Questions before closure of the meeting	
8	Closure of the meeting	

1. Opening

Opening of the meeting by Mrs. 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. Storm and De Vreede will present the results in 2023.

b) Proposal to adopt the annual accounts 2023

Discussion and adoption of the annual accounts. It is proposed to adopt the accounts for the year 2023. 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 2023 of € 1.20 in cash

For the year 2023, a dividend of € 1.20 in cash per share is proposed to shareholders. If the proposal is accepted, the shares will trade ex-dividend as from 26 April 2024 and 29 April 2024 will be the dividend record date. The dividend will be paid on 3 May 2024.

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 2023 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 2023 or publicly known on the date of this AGM.

f) Execution remuneration policy 2023

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 2023 is in line with the Company's remuneration policy.

g) Compliance with the Corporate Governance Code 2022 in 2023

For compliance with the updated Corporate Governance Code 2022 reference is made to page 61 and following in the Annual Report 2023.

Opportunity to ask questions regarding the implementation of and compliance with the Code.

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

Mr. Brand joined the Supervisory Board in 2017 and was reappointed in 2021 for a period of three years. His term expires in 2024. To ensure continuity and to benefit longer from his deep knowledge of international real estate and finance markets, the supervisory board, in line with the articles of association, makes a binding proposal to reappoint Mr. Brand for a period of two years, ending at the general meeting of shareholders in April 2026. This will bring his total term to nine years, fitting within the norms set in the Corporate Governance Code and within the profile of the supervisory board. Wereldhave's Works Council has issued a positive recommendation.

Mr. Brand doesn't hold any shares of the Company. The resume of Mr. Brand can be found on the Company's website.

4. Proposal to adopt the new remuneration policy

a) Proposal to adopt the new remuneration policy for the Board of Management

It is proposed to continue with the Management Board remuneration policy adopted in 2020 with only

minimal adjustments. The proposal can be found in the remuneration report on page 84 of the 2023 Annual Report. In line with the principle of 'sustainable long-term value creation' from the Corporate Governance Code, the main adjustment is to change one of the STI-indicators by replacing NPS with a specific ESG-target.

Wereldhave's Works Council acknowledges that a continuation of the remuneration policy based on the same fundamentals makes sense and has no objections against the proposed remuneration policy.

b) Proposal to adopt the new remuneration policy for the Supervisory Board

No changes will be made in the remuneration of the Supervisory Board. It is therefore proposed that the policy adopted in 2020 for the remuneration of the Supervisory Board be continued unchanged. The proposal can be found in the remuneration report on page 84 of the 2023 Annual Report.

Wereldhave's Works Council acknowledges that a continuation of the remuneration policy based on the same fundamentals makes sense and has no objections against the proposed remuneration policy.

5. 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 Proposal

With the approval of the Supervisory Board, it is proposed to designate the Board of Management as the authorized body to issue common shares and grant rights to subscribe for those shares, for a period of 18 months, beginning on 24 April 2024 and ending on 24 October 2025. If adopted, this proposal replaces the current delegation. The delegation of the power to issue shares is limited to 10% of the issued capital of Wereldhave NV as of 24 April 2024.

b) Proposal to grant the authority to the Board of Management to restrict or exclude pre-emptive rights

It is also proposed, subject to the approval of the Supervisory Board, to grant the Board of Management the authority to limit or exclude pre-emptive rights upon the issuance of ordinary shares and/or to grant rights to subscribe for such shares, based on the authority as requested under agenda item **5a** for a maximum of 10% of issued share capital of Wereldhave NV as of 24 April 2024, for a period of 18 months commencing on 24 April 2024 and ending on 24 October 2025.

The authority of the Management Board to limit or exclude the statutory pre-emptive right relates to the fact that - due to some foreign legal systems - shareholders outside the Netherlands may not in all cases be eligible to exercise the statutory pre-emptive

right. If an issue of shares is involved, the Management Board may decide to grant a non-statutory pre-emptive right to existing shareholders in accordance with market practice.

6. Proposal to authorize the Board of Management to repurchase own shares

The Board of Management proposes, with the approval of the Supervisory Board, to authorize 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 NV per 24 April 2024, 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 24 April 2024.

7. Questions before closure of the meeting

Opportunity for shareholders and proxy holders to put questions.

8. Closure of the meeting

The full agenda including annexes is published on www.wereldhave.com under 'Investors / Meetings / General Meeting of Shareholders'

The annual report 2023 is available in digital form from 13 March 2024 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 27 March 2024 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 17 April 2024 (before 17:30 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.

Notification of presence can be made at 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 17 April 2024 (before 17:30 CEST). Shareholders and usufructuaries with voting rights can

give their notification and voting instructions electronically as from 27 March 2024 up to 17 April 2024 (before 17:30 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 18 April 2024 (before 13.30 h CEST) at www.abnamro.com/intermediary.

Registration of attendance

The annual general meeting of shareholders will be held at H'ART Museum Amsterdam. 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. Registration at the meeting can only be made with this registration certificate at the entrance of the meeting room from 10:00 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 2024 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 43,876,129 ordinary shares in issue, of which 43,661,009 ordinary shares with voting rights.

Amsterdam, 13 March 2024

Board of Management Wereldhave N.V.