Minutes of the Annual General Meeting of Shareholders of Vastned Retail N.V. held on Wednesday 2 May 2012 in Hotel de L'Europe, Nieuwe Doelenstraat 2-14, Amsterdam.

Chairman: Mr W.J. Kolff, chairman of the supervisory board of Vastned Retail N.V.
Secretary: M.C. Magrijn LL.M, general counsel and tax manager of Vastned Retail N.V. ("Vastned").

1. Opening and announcements

Mr Kolff opened the general meeting of shareholders of Vastned Retail at 3 pm and welcomed all present. Mr Kolff noted that the meeting had been convened in accordance with the law and the articles of association of the company. The agenda with the items to be discussed and appendices have been available for inspection at the office of the company, at the office of ABN AMRO and on the company website. Mr Kolff appointed Mr M.C. Magrijn as secretary of the meeting.

Mr Kolff noted that 7,014,311 shares were represented at the meeting, or 37.67% of the outstanding shares (18,621,185 shares in total).

For the sake of open communication, Mr Kolff will give the meeting the opportunity to ask questions at each agenda item. He asked anyone wishing to ask a question to use the microphone, and begin by stating their name clearly.

2. Minutes of the extraordinary general meeting of shareholders of 25 November 2011

Mr Kolff moved on to agenda item 2, the minutes of the extraordinary general meeting of shareholders ("EGM") of 25 November 2011. He asked the meeting for any questions or remarks concerning the minutes. There were no questions or remarks.

Mr Kolff gave the floor to Vastned CEO, Mr.De Groot, who commented on the past financial year and set out his views on various developments and how they were likely to affect Vastned.

3. Report of the board of management on the 2011 financial year

Mr De Groot welcomed the shareholders and commented on the main events that affected Vastned in 2011. He stated that 2011 was a year of change. In October the collaboration agreement with VastNed Offices/Industrial N.V. was terminated, which company is now part of NSI NV ("NSI"). As a result, we now have a management team that is fully focused on retail operations. In September we launched the updated strategy, which is to concentrate on 'Venues for Premium Shopping', in anticipation of changing market conditions. Later he would give further details on the strategy elements mentioned here. In 2011, major progress was made in all areas of the updated strategy, i.e. high street acquisitions, disposals, increased focus on the organisation and financing. This, too, Mr De Groot would come back to later.

While at the end of 2010 some still cautiously believed in a slight recovery in 2011, the financial crisis and the problems with the euro put an end to that. The consequences for both retailers and investors have been far from positive. It has also caused banks to be more cautious in providing both commercial, mortgage and consumer credit. The freely disposable income is under pressure from rising fuel prices,taxes and lower family incomes in general.
Some countries are affected by unfavourable demographic developments: more older people, little new influx, and low birth rates. Not all European markets are hampered by this; the Netherlands and France are, but Turkey is a clear exception. Due to all these developments and in view of the ample stock of retail space, it is more important than ever for retail property investors to be in the best locations with retail properties of the highest quality.

Next to these more general developments, there are many changes under way in the area of consumer behaviour. For example, consumers are increasingly focused on comfort in shopping and want to be able

to buy what they want anywhere any time of day. E-commerce has become a key factor in the retail landscape. Retailers have responded to this, not least by offering multi-channel sales. A successful online webshop that aims to position itself as a leading brand, cannot do without a physical outlet. Incidentally, Vastned last year did a study into e-commerce, which concluded that its growth is levelling off, but that there are major differences between sectors - such as fashion, electronics, etc.
Physical outlets are vital in the area of brand experience, because the shop serves as a physical advertisement for the brand. One example is our Real Madrid store in the heart of Madrid's tourist centre. Thirdly, we see that the shop has become more than a physical distribution point to consumers. Nowadays, consumers expect a shopping experience. Shopping is increasingly becoming a quality time experience. Retailers can offer such an experience in locations with attractive footfalls and good purchasing power. In short, retailers want value for money.

Our new strategy focusing on high street shops is being vindicated externally. Ronald Kahn of Cool Cat, a leading Dutch retailer, believes in these high streets and is very positive about value growth.
CBRE, the world's biggest property agent, stated only last week that vacancy will remain limited and the value of high street property will remain stable. These are welcome confirmations of our strategy.

Vastned responds to consumer trends with its updated strategy: offering venues for premium shopping.

This strategy is realised based on three pillars:

1. Focus on top quality high street property; i.e. popular shopping streets. 49% of our portfolio is now comprised of high street property, and as you know we aim to raise this to 65%.
2. Focus on tenants through active account management and focused campaigns.
3. A conservative financing policy, and in particular the optimisation of it. Mr De Witte will discuss this issue in more detail and give examples of optimisation.

The main common denominators of the policy are: quality and stable and predictable results, both in the property portfolio, in the organisation and in financing. We have chosen this new strategy because studies have shown that property values on high streets are more robust due to more attractive rent growth and higher occupancy rates. This is what distinguishes the performance of the high street shops and the other investments in our portfolio. The other investments are comprised of shopping centres and retail warehouses, also known as retail parks.

The average occupancy rate in 2011 of our high street portfolios was very good at 97%, against 93.7% in the ‘other’ category. Even in the more challenging part of our portfolio in Spain, the high street segment performed above average with a 100% occupancy rate. In the area of rent growth and total return (i.e. direct return plus value growth), our high street shops performed best, even in the current adverse market conditions. All this taken together confirms us in our intention to raise the proportion of our investments in high street shops to 65%, as stated earlier.

Developing a new strategy is one thing, carrying it out is quite another. We use three methods to raise our high street profile: acquisitions, disposals, and concluding attractive leases. We set our first steps in Bordeaux with the acquisition of a € 30 million portfolio. And we recently added two properties of € 7.5 million in total to further flesh out the cluster. We also made acquisitions in strong locations with strong tenants in Namur and Istanbul. In Namur, we concluded a lease with Spanish fashion chain Desigual for our new acquisition. Today, we have also announced three other acquisitions, one of which concerns a shop in the heart of The Hague leased to H&M.
Disposals, too, helped to enhance the portfolio profile. They mainly concerned properties in smaller provincial cities. As you know, AFM has raised issues around the valuation. Disposals made last year and early this year provided a reality check; they were made at or above book value. This corroborates the property values and the skill of the appraisers we hire to assess the value of our property four times per year. Furthermore, a strong location and a strong retailer reinforce one another. This is why we are proud of the new leases we have realised in the course of last year. We have generally been able to agree better lease conditions than before, except in Spain.

In the Netherlands the market proved highly dynamic, which is favourable for us. For example, we were delighted to welcome Pull & Bear’s first outlet in the Netherlands in our shop on Spuistraat in The Hague. And we persuaded Spanish fashion chain Mango to lease one of our properties on Oudegracht in Utrecht. These leases show that successful retailers value quality. We have not only been successful in the high street shops segment. In Retail Park Roermond, which annually draws approx. 3 million visitors, three major leases raised the occupancy rate to well above 90%.

In France, Bordeaux has become a new substantial cluster in our portfolio, growing to 11 shops, all located in Bordeaux’s Golden Triangle (Triangle d’Or) which has the strongest streets, like Rue St. Catherine and Cours de l’Intendance. The retail properties in Bordeaux are leased to strong retailers, and we have already concluded a new lease to fashion chain Paule Ka.

Our Spanish portfolio is affected by challenging market conditions, but our Spanish team relishes the fight every day. They focus in particular on the occupancy rate in the portfolio. We have managed to improve it, but it came at a price, with effectively lower rent levels. This is also reflected in lower appraisal values. Shopping centre Madrid Sur was extensively renovated last year. This renovation, and a new lease to hypermarket chain E. Leclerc, have improved the attractiveness of the centre. And that is what matters most.

Our Belgian portfolio was marked by stability - healthy value growth and demand for quality on the leasing front. For example, the Meir in Antwerp is highly sought after by retailers, as demonstrated by the fact that Massimo Dutti has leased a property there from us for many years, and recently extended its lease by another nine years. We are also delighted with our acquisition in Namur, for which we were able to attract Spanish fashion retailer Desigual. Demand for spacious retail units in the best locations in the best shopping street continues unabated.

Our Turkish portfolio is a perfect illustration of focus: 100% Istanbul, 100% high street. We have made good progress on volume. Our portfolio in Istanbul is now over € 100 million, or over 5% of our total portfolio. We aim to increase this to 10%, step by step and pragmatically.
For example, a former bank branch is being converted into Zara's flagship store in Istanbul. 3000 sqm of top quality retail space is being created on Istiklal Caddesi, Istanbul's busiest street. That is what retailers want, and what we can provide. And we will keep doing this. We have recently leased another fantastic property on this street to H&M.

In addition to raising the quality of our portfolio, another key pillar of our strategy is to increase the quality of the organisation and its focus on tenants. It is crucial for us to know the (growth) ambitions and plans of the retailers, our customers. This is why we are in direct contact with them to discuss such matters. The country teams and I are actively involved in this; I myself have high level contacts with Inditex and G-Star to discuss what their strategy is, where they anticipate growth and how Vastned can help them fulfil these ambitions.
It is also important to exchange customer information at country level so as to learn from each other, identify trends and respond to them. Vastned considers this a vital part of its business and has consolidated it in its account management.
We want to raise the bar in every part of the organisation. We do this by setting ourselves ambitions: doing everything to keep the occupancy rate high, and being dynamic, like talking to tenants proactively. And finally, by entrepreneurship. How would you paint a property if it was your own money? I ask this question daily in our organisation. One example is our property on Oudegracht in Utrecht. Almost half of

the painting costs is recovered by leasing advertising space on the canvas covering the scaffolding. We want to see more of such business acumen in our organisation.

You are no doubt eager to know our expectations for 2012. Mr De Witte will discuss the financial outlook later on. This year, we are continuing what we have started, improving our portfolio step by step through pragmatic acquisitions and disposals. The occupancy rate remains key, and we will keep focusing on it, and on the efficiency of the organisation.

Mr De Witte was pleased to be able to comment on a number of key figures, starting with the direct investment result, which in 2011 continued the trend of the year before. As you know, we have external appraisers value our property portfolio every year. This yielded a 1.7% value increase over the past year. Earlier, Taco de Groot briefly discussed the occupancy rate of the high street shops and other investments. The figures he gave were those at year end 2011. The average occupancy rate was positive at 95.4%, thanks to the unwavering efforts of our people in the various countries. Those same efforts resulted in a 0.9% like-for-like rent growth; the high street shop part of the portfolio had an above average rent growth of 1.8%. These efforts are also borne out by the leasing activity, which comprised € 15.5 million or 10.8% of total rental income in 2011. The total 2011 dividend was € 3.61.

You have heard Mr De Groot discuss the strategy rollout. We have made progress not only in the area of investment properties and the organisation, but also on loan financing. In the autumn of 2011 we have agreed new loan contracts of approx. € 145 million. I will discuss the financing strategy later.

The direct investment result, i.e. the result from operating activities, was virtually stable; the minor movement was comprised of various elements. A major contribution of on balance € 4.8 million came from higher rental income, which was due to acquisitions and disposals. The operating expenses increased due to the execution of overdue maintenance work on the Dutch property portfolio and higher leasing commissions, inter alia relating to a number of leasings that Mr De Groot just commented on. As indicated earlier, acquisitions outstripped disposals in the property portfolio in 2011, which led to € 2.6 higher interest expenses. Furthermore, a number of new loans were taken out or renewed, at higher margins. These movements took the result to € 67 million.

I promised earlier that I would come back to the financing of the property portfolio. Strategically, we wish to see stable cash flows both on the income side and on the cost side. Another magic word for financing is spreading - in terms of loan contract expiry dates, in terms of rent review dates, and in terms of sources of loan financing. For the latter, our ambition is to find alternative financing in addition to regular bank loans, and to raise such alternative sources to approx. 25% of the total loan financing portfolio. The recent € 50 million private placement with Pricoa increased the share of alternative financing to 13% of the total loan portfolio. We also aim to expand the range of banks we borrow from for the sake of spreading.

We also wish to have more long-term loan financing. Only 17.6% of the total debt is short-term. We prefer long-term loans, as they provide security. Also, in the context of our aim to have stable cash flows, only 30% of our loans carry a variable interest rate. In 2011, the interest remained stable at approx. 4.2% annualised. Vastned's conservative financing policy is also reflected in the 'loan-to-value', which is 43%. We are in compliance with all loan covenants. Finally, it is always interesting to determine our financial elbow room. As at year-end 2011 the unused part of our financing facilities was almost € 90 million - the current unused credit facility, which was later strengthened by the € 50 million private placement. Clearly, we have plenty of financial resources.

In his presentation, Mr De Groot already stated that it is Vastned's ambition to raise the share of high quality high street shops to 65% of our total portfolio. The associated circulation in the property portfolio may put some pressure on the level of the rental income, but in the long term this will be offset by a better and especially more stable return. We do not know how far we can progress in 2012; it will depend how quickly we can achieve our objectives, particularly in view of the economic situation. Since the separation from Vastned Offices/Industrial in the autumn of 2011, Vastned's board of management and staff are fully focused on retail operations, which will benefit the strategy rollout and the operating results. On the other hand, we can no longer share general costs with our former sister fund, which puts some pressure on the direct investment result.
The economic climate will remain bleak in 2012. Despite this, we expect to be able to realise limited like-for-like rent growth by implementing indexations, keeping the occupancy rate high and concluding attractive new leases. Finally, the financial costs will increase somewhat due to the broadening of financing sources referred to earlier.

Mr Kolff thanked both directors for their comments and outlook and opened up the floor for questions.

Mr Keyner (on behalf of VEB and a number of private investors) expressed his appreciation of the presentations and his delight that there was at least one property firm with positive value movements in its portfolio. Mr Keyner's questions related to the appraisal process. He qualified France as one of strengths of the portfolio, and Spain as its weakness. Mr Keyner asked whether we might be congratulating ourselves unduly, while the real misery is yet to come. Vastned bases its confidence in the appraisal process on the fact that over the course of last year properties were sold at or above book value, taking this as proof that the appraisal process is sound. But it may also be that these happened to be properties that were easy to sell at a good price. How can Vastned give shareholders confidence that its appraisal processes are truly sound? In the same context, regarding the auditor: did the auditor hire any external experts to perform tests? In the office sector, a few years ago people thought everything was solid, but then the levees broke and we were stuck with years of write-downs. Mr Keyner wished to know whether something similar might not strike the retail sector.

Mr De Groot had already explained that sales were realised at or above appraisal value. Vastned has all its properties of over € 2.5 million appraised four times per year. It is important to prevent appraisers from developing professional blindness appraising the same property for years and years, so we rotate through different firms of appraisers. The outlook and future developments in the market are still unclear. With respect to the role of the auditor, Mr De Groot stated that the auditor had met separately with the appraisers and had also checked the appraisal processes.

Mr Keyner asked whether the auditor approached any appraisers from its own circle to check that the Vastned appraisers had done their work properly?

Mr De Groot replied that the auditor, Deloitte, has its own property department to provide expertise.

Mr Wieleman (Deloitte) explained that as auditor it is charged with monitoring the processes, and also to check the parameters. Deloitte uses property experts and also has in-house internationally operating appraisers who help to check processes and results. This happens in all countries. This year in all countries we have focused specially on personal contact with the Vastned appraisers, sitting in on various discussions and asking hard questions.

Mr Keyner appreciated Mr De Groot's clear reply. Still, he asked for reassurance, because of the failures in the office market. He wondered whether the same thing might not happen in the retail sector.
Mr Keyner had just attended the AGM of NSI. In that meeting, it was suggested flexitime working was an opportunity, referring to research concluding that in twenty years there will be more demand for office space due to flexitime. Was the company aware of any studies concluding that e-commerce offers chances to the retail sector?

Mr De Groot was happy Mr Keyner asked that question. Vastned's new strategy with a clear focus on high streets goes is closely related to the growth of e-commerce. Major retail chains and specialised retailers require a multi-channel market approach. Retailers are still queuing up for the better locations on high streets - because of the experience factor.

Mr Keyner summed up: it is patently clear that e-commerce will not create demand for more retail space; that would be the positive approach. It is also clear that as the role of e-commerce in the entire retail landscape grows, the high street will be the last retail property type to be affected.

Mr De Groot approved of the summary. We see that retailers who started as an online store tend to prefer the better locations. Nespresso is one example, and amazon.com is also setting up its first physical outlet in Britain. Retailers need to make contact with the consumer; and they can do so in prime locations like Oudegracht or Kalverstraat.

Mr Keyner accepted the answer and moved on to France. He understood that the new lease was 17% higher than the previous leases. He also read that the rent prices in the French portfolio are generally about 5% below market prices. Why?

Mr De Witte explained that several good leases were concluded for good locations, for example Val Thoiry, which is near the border with Switzerland. It has benefited from the exchange rate differences between the Swiss franc and the euro, which pushed up the centre's visitor numbers. That in turn led to new leases at higher rent levels. Another example in France are the leases we secured in the Lille portfolio. We acquired this portfolio as being underrented, anticipating future rent growth. We will steadily work towards that, but current economic developments are not helpful. We have, however, made some major steps in France. Concerning the differences in market level; in lease renewals with sitting tenants, you can't just immediately yank up the rent. There is some upward potential in the longer term. The difference now is not significant. There is a connection with the fact that in the past we bought a number of properties that were underrented.

Mr Keyner then focused on Spain. Rent prices fell by some 22%. This was necessary to keep up the occupancy rate. Market prices fell only 8%. So 8% down is to be expected, but was this 22% perhaps due to overly positive property appraisals in Spain?

Mr De Witte brought to mind that a major lease in Madrid Sur was replaced by a better tenant, but that this had come at a price. We preferred a strong crowd puller; as we now often do. Obviously, the Spanish economy is not doing well, so we focus on keeping our properties leased.

Mr Keyner finally complimented Vastned on maintaining the occupancy rate at 92% and hoped it would be maintained over the next few years.

Mr Koedam had a few questions following on from earlier ones. Mr Koedam noted that the importance of the occupancy rate appeared to have declined in the annual report. There is nothing worse than empty retail spaces; everybody in that street would love to see them leased. This means that occupancy which used to be a key figure is losing its significance, and this in fact requires a new presentation of the accounts. Boasting about a high occupancy rate sounds hollow if half the tenants only pay half the rent. Mr Koedam seconded VEB's request for further explanation.

Mr De Witte replied that the accounts do state the occupancy rate, but that like-for-like growth was added as a category showing whether rent levels are generally improving. Let me point out that we have concluded leases at high rent levels because they are in prime locations. That confirms our chosen strategy, which is that these locations will remain attractive to retailers in harder times. The occupancy rate should not be the only criterion for a property portfolio; like-for-like and cash flow are just as important.

Mr Koedam asked in which countries and shopping centres Vastned is forced to lease at half the normal rent to prevent vacancy.

Mr De Groot replied it had not yet come to that. Entire shopping centres are vacant in Spain - but none of ours. This is a phenomenon we have not seen in the Netherlands. We have always had a restrictive policy regarding the retail market. That means that you never get the maximum rent, but on the other hand it prevents major rent price swings. So retailers can always run a profitable trade. In Spain we have seen the opposite: a bullish market suddenly crashed, and leasings took a big hit. I want to say how proud I am of the way our Spanish country manager has motivated his team. Almost all team members have a relative or friend who has lost their job. We work hard to maintain the shopping centre's attractiveness in a very difficult market.

Mr Koedam felt that in addition to the occupancy rate, long-term leases were also losing prominence. When a tenant can't pay his bills, he can't run a business.

Mr De Groot pointed out that in Spain we have leases with retailers lasting only three months. We agreed that they could rent at a reduced price, on the condition that if a retailer is found who wishes to rent at a higher price and a longer period, the short-term tenant must relocate. And customers are happy to, because it offers them flexibility, and for us any monthly rent payment is income.

Mr Koedam replied he fully approved. A further question concerned the definition of high street shops. As a born Rotterdammer, Mr Koedam was surprised to read that Zwart Jansstraat was considered to be a high street shop.

Mr De Groot gave Mr Koedam the news that Zwart Janstraat will be sold. As to the definition, we mean places like Kalverstraat and Oudegracht, which offer more than attractive shop fronts. The total experience is key: a (historical) city centre with galleries, good atmosphere, etc, as in cities like Breda, Amsterdam, The Hague, Den Bosch and Utrecht.

Mr Koedam observed that the point he made about Rotterdam also applied to other cities, like Ridderkerk. These surely are not real high street shops? They seem to have been shoehorned into the new policy.

Mr De Groot explained that the disposals made all concerned Zwart Janstraat-type properties in the portfolio. Of course, we could sell a whole shopping centre and then tell our shareholders we had boosted the share price, but we would be fooling ourselves if we did.

Mr Koedam asked that in the interests of transparency, would Vastned perhaps mark such properties with an asterisk?

Mr De Groot explained that he was also striving to raise the quality of the portfolio designated as 'high street'.

Mr Van der Voorst (VBDO) complimented Vastned on taking up sustainability as a cause. This is very welcome since there are huge challenges ahead, like climate change, exhausting of resources and rising energy prices. Vastned has chosen a pragmatic approach to sustainability, focusing on a combination of positive return and sustainability. Sustainability must be recognised as a business opportunity; for example, Vastned has achieved a 40% energy saving in shopping centre Madrid Sur. Sustainability is a matter of entrepreneurship. Vastned should flaunt its performance in the area of sustainability. For example, by first fleshing out the CSR report with additional data on issues like CO_2 emissions, energy and water use and absenteeism. And information about the fact that Vastned is working on drawing up green leases and certifying properties. Would Vastned include these points in next year's annual report?

Mr De Groot agreed that this is important for Vastned, and stated that the company was busy certifying properties in the Netherlands. We hope to tell more about this next year in the annual report.

Mr Van der Voorst understood that there will not be major changes in dates, but that progress will be made step by step?

Mr De Groot concurred. We will do what we can, but we are a relatively small company. We cannot realise all our ideals in the short term, but it is definitely on the agenda.

Mr Van der Voorst believes this is a good ambition, and hopes that sustainable investors will appreciate this too. Finally, he asked about collaboration between Vastned and its tenants to make units more sustainable.

Mr De Groot replied that this is hard with existing leases, but that it is an issue in new leases which the asset manager discusses with the new tenants. Indeed, it is in the long-term interests of the tenants.

Mr Van der Voorst asked if there were any ambitions in terms of renewable energy. He referred to a quantitative objective, for example that Vastned should strive to reduce its CO_2 emissions by 20% by 2015.

Mr De Groot could not give any concrete figures. We do not have any general objectives.

Mr Van der Voorst has understood that the growth of webshops is not a threat to Vastned. Is anything being done to lease long-term vacant properties?

Mr De Groot explained that the work of the asset managers is aimed at countering vacancy, so this is part of our work. When a property is empty for a long time, we will make every effort to lease it out, as you can see from what we said about Spain.

Mr Van der Voorst felt it was important to publish information about visitor numbers of high streets and shopping centres. Banks also ask for such information for financing, and it might well be of interest to shareholders.

Mr De Groot replied that we can do this for shopping centres in Spain. Banks have access to this data; they can buy it, and we would do this too. However, this is a important business information and we prefer not to divulge it.

Mr Dekker asked about the tightening up of the company's own definition of high street shops. In the report you state that you have become stricter and you have downgraded the present situation from 55% to 49%. In the Netherlands the situation appears to have got worse in a short timespan; what are your views on that? And do you feel that when tenants are going out of business or when they timely decide to depart, that it is harder to lease out these properties at reasonable rents? The charm of shops over offices is that you have to do little refurbishment; tenants do far more at their own expense. Is that likely to change when that market gets worse, in particular in the secondary shopping areas? Will Vastned do more refurbishment itself, or do you prefer selling the properties?

Mr De Groot reminded the meeting that the strategy is focused on high streets and not on secondary shopping areas. We have little presence in such streets, and therefore little experience with them. There is less disposable income, and some retailers are feeling that. With respect to refurbishment, we very rarely have to do this. Sometimes we offer a month rent-free to give the tenant time to refurbish the shop. So it's a very different picture from office properties.

Mr Kwint came back to the remark that in Spain some properties are kept occupied by offering lower rents. This is sometimes also realised by turnover rents; how does Vastned deal with this?

Mr De Groot replied that this is specifically to do with Spain, which is a very difficult market indeed. On occasion we have had to make sacrifices to prevent vacancy in shopping centres. In some cases we accepted a lower rent, but agreed a turnover rent for the part we missed out on. There are no standard solutions, but we try to be creative to achieve the best result for every retailer and retail unit. And turnover rent is one of the possibilities. Incidentally, this is partly a cultural matter, because in the Netherlands turnover rent is a rarity.We aim for a stable result. In some cases, it can be fruitful to include something about turnover rents in negotiations, if the market is ready for it. In the Netherlands, most retailers and investors are not up for it, but in Spain many are.

Mr Kolff noted that there were no more questions and put the proposal to a trial vote.

4. Proposal to adopt the annual accounts for the 2011 financial year

It was proposed to the annual general meeting of shareholders to adopt Vastned's annual accounts for the 2011 financial year.

Mr Keyner had another question before voting started: is there any further upside potential in the direct investment result? I refer to the operating expenses, which you already warned about in the context of VastNed Offices/Industrial's merger with NSI. Cost structures are very different across the four biggest countries. In the Netherlands and Spain operating expenses amount to approx. 15% of the rental income. In France and Belgium they are only about half that; how so?

Mr De Groot explained that this is partly due local rent legislation. In France part of the operating expenses can be charged on to tenants, but not in the Netherlands.

Mr Kolff put the item to a vote. The votes were cast as follows:

6,766,654 votes in favour
243 votes against
2 abstentions.
The motion was adopted.

5. Comments on the dividend policy

In accordance with the existing dividend policy, the direct investment result per share will be distributed in full. We propose to the general meeting to offer individual shareholders a choice between receiving the final dividend fully in cash or fully in shares charged to the share premium reserve, with the proviso that in view of the fiscal distribution obligation pursuant to FII-requirements a minimum amount of € 23.6 million of the total dividend must be distributed in cash.

6. Proposal to declare the dividend for the 2011 financial year

It was proposed to the general meeting of shareholders to declare a final dividend for the 2011 financial year of € 2.52 (after deduction of the interim dividend). The shareholders may opt to receive this dividend either fully in Vastned shares or fully in cash. The proposal was put to a vote and the votes were as follows:

6,992,304 votes in favour
243 votes against
3 abstentions.
The dividend declaration was adopted.

7. Proposal to grant discharge to the members of the board of management

It was proposed to the general meeting of shareholders to grant the members of the board of management discharge from liability for their performance of their duties during the 2011 financial year. Mr Kolff put the discharge to a vote. The votes were cast as follows:

6,864,756 votes in favour
82,653 votes against
45,140 abstentions.
The proposal was adopted.

8. Proposal to grant discharge to the members of the supervisory board

It is proposed to the general meeting of shareholders to grant the members of the supervisory board discharge from liability for their supervision of the management conducted by the board of management during the 2011 financial year. Mr Kolff put discharge to a vote. The votes were cast as follows:

6,864,441 votes in favour
82,854 votes against
44,967 abstentions. The proposal was adopted.

9. State of affairs in corporate governance

We set major steps in corporate governance in 2011. The corporate governance structure was improved in various respects. For example, the Stichting Prioriteit was dissolved and Mr De Groot and Mr De Witte were appointed as managing directors of the publicly listed company. To correct a deviation from the Dutch Corporate Governance Code ("Code"), an agreement has been reached with Mr De Witte about his term of appointment as managing director. Mr De Witte was appointed as managing director for an indefinite term by the extraordinary meeting of Vastned shareholders of 25 November 2011. However, Mr De Witte has reached agreement with the supervisory board limiting his term of appointment - in compliance with the Code - to a period of four years. Other arrangements will be honoured. Vastned subscribes to the Code and complies with its requirements.

10. Approval of managing director's term of appointment

It is proposed to the general meeting of shareholders to make Mr De Groot's term of appointment concurrent with Mr De Witte's, i.e. that their terms of appointment will be four years starting from 25 November 2011.The votes were cast as follows:

6,969,098 votes in favour
243 votes against
44,968 abstentions.
The proposal was adopted.

For the next item on the agenda, Mr Kolff gave the floor to Mr Klaas Westdijk, the chairman of the remuneration committee.

11. Remuneration report board of management 2011

Mr Westdijk explained that last year Vastned had two different remuneration policies: the original that had been adopted in 2004 and the new policy approved in the EGM of 25 November 2011. The original policy comprised a bonus related to the direct investment result; this bonus was not awarded, because it was not earned. The conditional bonus awarded two years before of conditionally awarded shares was revoked because certain conditions had not been met two years later; mainly, the direct result per share had fallen instead of rising. The policy also comprised a personal bonus based in the interest of the company on effective growth and the abolishment of Vastned Management; this bonus was awarded because the objectives were achieved efficiently. I think I can safely say that the costs of the entire operation were basically paid from the contribution by Vastned Offices/Industrial. It has cost Vastned Retail shareholders hardly anything.

Looking ahead, we will be working from a new philosophy. In the former situation there was a highly paid CEO while his colleagues had far lower salaries. The board is now more egalitarian in terms of salaries, although some discrepancy remains. In comparison to the last CEO, the remuneration of the current CEO is lower, while the variable remuneration was increased. It can reach a maximum of one annual salary, 60% of which has a long-term perspective and 40% is short-term. The long-term variable bonus is paid out in shares; the short-term bonus will be used by the board members to buy shares, to the extent that they not yet hold shares in the company at least equivalent to half of their annual salary. The members of the board of management will also endeavour to align their interests with those of the shareholders.

Mr Keyner felt it was a fair system, and confessed he had had unpleasant experiences with other companies. It makes a wonderful change to be able to praise the company, instead of our usual criticism.

Mr Westdijk thanked Mr Keyner for his compliments, adding that he had certainly also had his share of criticism from shareholders' meetings.

12. Proposal to amend the remuneration of the members of the supervisory board

Mr Westdijk explained that the remuneration for the members of the supervisory board and its subcommittees was adopted most recently in the general meeting of shareholders of 4 April 2006. The supervisory board has benchmarked the remuneration of its members against those of similar companies. This showed that the remuneration of the chairman, the vice-chairman and the members of the supervisory board was the lowest in its peer group. Average remunerations for the chairman were between € 35,000 and 40,000; we propose € 38,000. The remuneration for the supervisory directors has not been adjusted, and remains € 30,000. Frankly, we believe this is a reasonable proposal. We intend to stick to these amounts for a period of three years. There is legislation in the pipeline that will tend to drive up the remuneration of supervisory directors. It has been called controversial, but I believe it will be enacted. The supervisory board proposed to the general meeting to bring the fixed remuneration of the supervisory board in line with the market, as set out in the notes to the agenda.

Mr Kolff put the item to a vote.The votes were cast as follows:

7,009,707 votes in favour
1,250 votes against
3,851 abstentions.
The proposal was adopted.

13. Reappointment of supervisory director Mr P.M. Verboom

Mr Pieter Verboom retired from the supervisory board in accordance with the retirement roster. He was available for re-election. Mr Verboom has exercised his position as member of the supervisory board satisfactorily and in addition to his considerable management experience he has extensive expertise in the areas of finance and property investment. He has also made important contributions as chairman of the audit committee. The supervisory board proposed to the general meeting to reappoint Mr P.M. Verboom for another four-year term.

Mr Dekker had a question about principles. They tend to be about money, but not in this case. Vastned has nominated two candidates, and I am perfectly happy with candidate number one. I would appreciate it if the company took a critical look at its second nomination, in particular in terms of the candidate's age. In the previous regulation, the maximum retirement age was 72. Mr Dekker stated respectfully that he would prefer that no candidates above that age were nominated for appointment. This was not a comment on the candidate, but simply a point of principle.

Mr Koedam asked if the company intended to nominate Mr Van Nievelt as its second candidate again next year.

Mr Kolff replied that new legislation is on the way that will probably obviate this 'charade'. A vote was taken.The votes were cast as follows:

6,952,073 votes for Mr Verboom
45 votes for Mr Van Nievelt
17,224 votes against the binding nomination
and 44,967 abstentions.

Mr Verboom was duly reappointed. Mr Kolff congratulated Mr Verboom on his reappointment.

14. Appointment of supervisory director Ms M. Bax

Mr Kolff was delighted to introduce Marieke Bax as a candidate for appointment to the supervisory board. Marieke Bax has considerable experience in various positions in internationally operating listed companies. Her 9-year experience with Sara Lee Corporation in the area of fast moving consumer goods in particular is strongly linked with pan-European retail. Furthermore, her extensive knowledge of corporate governance and her experience as a member of the supervisory board of CSM Nederland will be valuable assets to Vastned's supervisory board. Marieke Bax is also on the supervisory boards of the Frans Hals Museum, the Fonds Podiumkunsten and De Kleine Komedie. Finally, she is a member of the monitoring committee of ‘Talent naar de Top'.

Mr Westdijk retired from the supervisory board in accordance with the company’s retirement roster. In accordance with the provisions in the articles of association, the supervisory board has drawn up a binding nomination. The supervisory board proposed to the general meeting to appoint Ms Bax for a four-year term. Mr Kolff put the candidates to a vote.The votes were cast as follows:

6,927,561 votes for Ms Bax
37,782 votes for Mr Van Nievelt
1,179 votes against the binding nomination
and 47,789 abstentions.
Ms Bax was duly appointed. Mr Kolff congratulated Ms Bax and wished her success in her new position as a supervisory director.

On behalf of the supervisory board, Mr Kolff expressed his gratitude to Mr Westdijk for his constructive contributions and excellent collaboration over the years. Mr Kolff referred in particular to the frenetic activity ensuing from the “offer” for Vastned Retail and from the separation from Vastned Offices/Industrial. Mr Kolff presented Mr Westdijk with flowers for his wife.The auditor, Mr Wieleman, also bid the company farewell. Mr Wieleman will leave Vastned to take up other duties within Deloitte relating to the Dutch Central Bank. Mr Kolff congratulated Mr Wieleman and thanked him for his activities for Vastned. He then thanked Mr Wieleman’s colleague Mr Van Ommeren for his attendance. And likewise Mr Metzelaar of Stibbe.

15. Any other business and closing

Mr Keyner informed the meeting that VEB is still on good terms with the auditor. Mr Keyner applauded Mr Kolff for keeping the meeting brief. That was probably made possible by a clear strategy. Your efficiency gives me the opportunity to ask two small questions. Firstly, an estimate of the fiscal loan-to-value.

Mr Kolff did not have the information at hand; he would provide it to Mr Keyner later.

Mr Keyner attended the NSI AGM, which had an audience of just a third of this meeting. NSI stated 23% of its leases were up for renewal in 2012. For Vastned this is 20%, and 50% the year after, and you seem quite relaxed about this. Are you?

Mr De Groot explained that we live in difficult times. These days, normal efforts are nowhere near enough. On the expiration of leases, Mr De Groot stated that NSI's portfolio is partly comprised of offices after the takeover of VastNed Offices/Industrial. That has been discussed and written about at length in recent times. For Vastned Retail, lease expiry presents a good opportunity for renegotiations, especially in countries like France, Belgium and the Netherlands, where the economy is in a relatively good state. In the retail business, we profit in two ways. It is not entirely comparable to the office market.

Mr Haverkamp had a question about the dividend policy. Normally, 100% of the direct investment result is distributed as dividend. In what kind of situations might this change?

Mr De Witte explained that the dividend policy is partly dependent on tax measures; that is a fundamental condition. At present, changing the policy is not an issue. And we can only speculate when it might become one.

When Mr Broenink recently walked through Kalverstraat, he felt he did not actually like shopping so he wanted to sell his shares; he also wondered what Vastned actually does with the homes above the shops.

Mr De Groot replied that in many cases they are rented out. We rent out many homes. Recently we have made additional investments to make those homes safe, for example by putting in fire alarms. We have some 300 homes in our portfolio.

Mr Kolff thanked all for their attendance and closed the meeting at 16:45.

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W.J. Kolff, chairman M.C. Magrijn LL.M., secretary