April 2013

MINUTES OF THE PROCEEDINGS IN THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VASTNED RETAIL N.V. held on Friday 19 April 2013 at the Okura Hotel, Ferdinand Bolstraat 333 in Amsterdam

Chairman: *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 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 bank and on the company website. Mr Kolff appointed Mr M.C. Magrijn as secretary of the meeting.

Mr Kolff noted that 7,279,377 shares were represented at the meeting. This means that 38.24% of the total number of shares in issue was represented.

To ensure open communication, Kolff said he would allow shareholders to ask questions at every item. He asked anyone wishing to ask a question to use the microphone, and begin by stating their name clearly.

2. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS OF 2 MAY 2012

Mr Kolff moved on to the minutes of the extraordinary general meeting of shareholders of 2 May 2012. He gave the meeting the opportunity to ask questions or make remarks on the minutes. There were no questions or remarks.

Mr Kolff gave the floor to Vastned CEO Taco de Groot, who commented on the past financial year and set out his views on various developments and how they affected Vastned. Tom de Witte (CFO) then spoke about the effects of these developments on Vastned's financial results in 2012 and on the financing portfolio.

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3. REPORT OF THE BOARD OF MANAGEMENT ON THE 2012 FINANCIAL YEAR

Mr De Groot: 2012 was the first full year since the launch and implementation of our updated strategy. The updated strategy aims for quality, stability and predictability. We focus on the best shopping streets in historic city centres. We are working hard to gradually improve the quality of the portfolio by selling assets and buying better property. Our target is for the property portfolio to be 65% high street shops. That can only be achieved if our organisation focuses even more strongly on tenants and acts pro-actively and hands-on. We have made good progress in this area over the past few years.

I would now like to move on to the economic developments and the political climate. We are living in uncertain times of budget cutbacks, rising unemployment and falling house prices, resulting in lower consumer confidence and lower consumer spending. Shopping is increasingly turning into a leisure activity. Research shows that consumers prefer to shop and spend their money in historic city centres. High street shops continue to play a key role in the retail landscape, and these are what Vastned is focusing on. This is because these shops provide an experience: service and personal contact that retailers cannot provide in online shops. E-commerce continues to grow, but Vastned's strategy is the best answer to e-commerce. Retailers desire the best locations, because they want to connect with the customer. Studies have shown that a combination of an online and a physical shop is the most successful business model. Online shops are increasingly opening physical shops (like Apple stores). And many retailers are branching out internationally. For example, HEMA is opening outlets in France and the Italian chain Calzedonia is creating outlets abroad. There are also American retailers moving into the European market, like Michael Kors. Retailers are innovating to compete in new ways, such as apps, social media and staff training. Data obtained online allows for far more accurate up-selling and cross-selling. Cheap can also be fashionable and trendy. In the Netherlands, for example, Schoenenreus went out of business, while Van Haren reported 7.5% sales growth. Retailers can't afford to underestimate consumers. That is why they are so keen on securing the best locations in the big cities. In the countries where we operate, we are seeing a widening split between top locations and secondary locations. For us, the account management introduced internally is increasingly proving vital for success. For example, we visit our French locations with HEMA and engage with them to anticipate on market opportunities.

Vastned is on schedule in the execution of its strategy. We have improved the quality of the portfolio, raised the ratio of high street shops in the portfolio from 49% to 55%, and disposed of € 145 million in non-core assets, on average above book value, and well above our € 90 million target. Furthermore, a number of changes were made to the organisation, such as the introduction of international account management. Under Arnaud du Pont's leadership, the country teams are beginning to work together far more smoothly. When retailers develop new retail concepts e.g. in France, we invite them to come over to our country so we can show our products. With the right contact, consultation, and working as a team, you get a far better feel for our (potential) clients' intentions. That requires pro-active and hands-on management. One illustration of that is that we have appointed Thierry Fourez as our new country manager: a Frenchman who knows the local market like the back of his hand and is good at working with other people. His (American) mentality last year helped us to conclude a record number of new leases and lease renewals.

Concerning our financing, we have stated that we wish to operate within a bandwidth of 40%-45% loan-to-value. We did so last year, and we intend to continue. Tom de Witte will provide more details on this later. I will now show you that high street shops perform better on major parameters than the other investment properties: higher occupancy rate, stronger like-for-like rent growth and positive value movements. And last but not least, they also provide retailers a unique location. I mentioned earlier that we have raised the ratio of high street shops from 49% to 55%.

We did this through acquisitions and disposals. For example, we acquired properties on Wagenstraat in The Hague (leased to H&M) and Rue de Rivoli in Parijs (leased to GAP). Among our disposals were Retail Park Roermond and a retail park in Belgium. We have stated that we would sell assets of € 90 million; in fact, we sold € 145 million.

People often ask whether it is difficult to find good properties. Actually, not very; last year we considered and evaluated properties worth half a billion. We will continue our philosophy of improving the portfolio, acting pragmatically. We will bring the portfolio to 65% high street shops and also make additional disposals of approx. € 200 million over the next three years. What we feel is important and will develop further, is hands-on management in the organisation. I would also like to thank my colleague Tom de Witte; it is great to be able to talk and spar so openly with your financial colleague. More generally, I would like to thank all my colleagues, because without them we could never have achieved the results we can now present.

<u>Mr De Witte:</u> it is my pleasure to comment on the financial results realised in 2012. You have been able to read the results in our annual reports. You will have noticed that we no longer publish the annual report in printed form. Next to substantial cost savings, this also reduces our paper usage and logistics efforts. This year we have again endeavoured to formulate the results achieved as clearly as possible. Last year, we won the EPRA (the European Public Real Estate Association) gold award, and we have strived to do that again this year.

The results for the past year were solid. The high street shops outperformed the other investment properties on major parameters, like rent growth, occupancy rate and value development. This confirms that our focus on high street shops in good locations has been a sound choice. We have reported a direct investment result of € 62.5 million, or € 3.31 per share. We also succeeded in keeping the occupancy rate high: 95% at year-end 2012. Even in the Spanish shopping centres, the occupancy rate was over 91%, although this came at the price of lower rent levels. The economic problems in Spain were reflected value movements in the Spanish property portfolio; which were over 20% down. The good news was that there were positive value movements in Turkey and Belgium, resulting in a 6% total value decrease. In accordance with the dividend policy we are proposing, we propose to distribute a dividend of € 2.55. Taking account of the interim dividend distributed in August, this makes for a final dividend of € 1.54. We will come back to this matter later on in the meeting.

I'd like to come back to the direct investment result. It is € 4.5 million down on 2011, even though the gross rental income increased by € 1 million. This was mainly due to increased general costs and a change in tax law in Spain.

The rise in general costs was largely due to the termination of the collaboration with VastNed Offices. There were also non-recurring personnel expenses and additional advice and communication costs. The increased tax expense was due to amended tax legislation in Spain. As of 2012, tax laws were changed, limiting the full tax-deductibility of interest costs. To limit the increase of these costs, we opted for the 'SOCIMI' regime, enabling us to reduce tax expense increases.

Let's look at another important pillar of our strategy. We follow a conservative financing strategy, striving for a loan-to-value of 40%-45% and diversification within the loan portfolio. We have made good progress in this area in 2012, and finished the year with a loan-to-value of 43.9%. Also, we expanded our selection of banks with a new € 30 million loan from BNP Paribas. In 2012 we also secured a private placement with an American insurance company for € 50 million. Non-bank financing now totals € 125 million, or about 14% of the total financing. So we still have some way to go to achieve the 25% we defined in the strategy. Looking at the expiry calendar of the loan portfolio, you'll see that some € 100 million in leases expires in 2013. With our conservative loan-to-value and good relations with our banks, and the € 150 million we have available from current credit facilities, we feel comfortable with the way the company is financed. In 2013 we already start working on 2014 expiries.

Finally, let's look at the developments in 2013. I will address this in more detail on 15 May 2013, but I can tell you a few things. We will continue the disposal programme, as Taco de Groot stated. We have already reported € 12 million. In France, we signed a nice new lease in Bordeaux for a property we bought in Bordeaux' Golden Triangle not long ago. We replaced the previous tenant, Oxbow, and realised a 20% rent increase. The previous tenant received a considerable sum from the new tenant eager to take over the lease. That shows that there is still strong demand for really good locations. For the rest of the year, we expect that in Spain in particular there will be ongoing pressure on retailers' sales. This will also put pressure on rent levels. Events have confirmed that we must continue rolling out our strategy. This will result in the short term in a lower direct investment result, but we are convinced that in the long term it will yield better and more predictable results.

Mr Kolff thanked Taco de Groot and Tom de Witte for their comments and proceeded to the trial vote.

4. PROPOSAL TO ADOPT THE ANNUAL ACCOUNTS FOR THE 2012 FINANCIAL YEAR

Mr Kolff proposed to the annual general meeting of shareholders to adopt Vastned's annual accounts for the 2012 financial year. There were some questions from the floor.

Mr Koedam (for VEB): Last year I explained that the meaning of the term 'high street' is more complex than the annual report recognises. This is vital, otherwise it is unclear how reliable any 'high street' ratio is. Surely the properties on Zwart Janstraat in Rotterdam cannot be in the same segment as Coolsingel in Rotterdam? If we don't know what a high street is, the percentage is meaningless. You have sold various properties, but I can imagine some properties are counted as high street when they aren't really high street. You said that you've sold high streets while actually looking to buy them; that sounds contradictory. So there can only be one conclusion: do you agree that Zwart Janstraat is not actually high street? Otherwise you wouldn't want to sell it.

Mr De Groot: the rate of high street properties in the portfolio is now 57% all of which meet the criteria of the best locations in major cities, also some in smaller cities. Most of the disposals are properties like Zwart Janstraat. Our high street strategy is based on two things. Where do consumers want to spend their money, and where do retailers want to their shops to be? Those are the best locations, and those are what we're acquiring. Any collection has flaws, and ours is no exception. But you're right, Zwart Janstraat isn't Coolsingel. Properties like Zwart Janstraat are relatively rare in our portfolio, and indeed those are the ones we are selling.

Mr Koedam: so you are selling at the bottom end of high street shops. I understand. This brings me to an additional question. It will be difficult to play the same trick again next year. Of course the low end of the high street isn't hard to sell, but you don't really sell properties at the real bottom end. Do you expect to be able to sell at or above book value in the next disposal programme?

Mr De Groot: the properties we selected for disposal were at the lower end of the portfolio. I have said already that if you have a whole collection of properties, there is always a lower end. Selling at book value remains challenging. It is dependent on the economic situation and the willingness of banks to finance buyers. We said we would dispose of € 90 million, but in fact we sold for € 145 million. The ultimate goal is to enhance the quality of the portfolio, and we are very pragmatic about it.

Mr Koedam: Do you think in the new disposal programme you will still be able to sell at book value?

Mr De Groot: That is what we aim to do, but I cannot predict the future. The economic situation in which Vastned has to operate is the biggest deciding factor in whether we will succeed or not. So far, we have. When we sell properties, whether we can sell them at book value or not is not the only issue; we also consider whether if we sell the property in three years' time when the lease runs out, we can still sell it at the same price. I am not pre-emptively making excuses, but sometimes you have to accept a small loss to prevent a bigger one.

Mr Koedam: My next question concerns financing. The worst thing that can happen to an investor in a property fund is an obligatory rights issue at a price far below net asset value. NSI has shown what that fear can do to a share: it can't move up for love or money. Vastned's bank covenants state that solvency must be at least 45%. At year-end 2012 it was 51.7%. A quick calculation shows that it takes a property write-down of approx. 15%, or € 289 million, to crash through that limit. That is the worst thing that could happen to us next year. How comfortable is Vastned itself about the bank covenants, and could you outline the consequences of exceeding them? For example, are there any agreements in place about mandatory capital provision measures, like a rights issue?

Mr De Witte: I'm impressed, sir, you've certainly done your homework. In fact, we do the same homework on a regular basis. In our strategy, we have made clear that loan-to-value is very important. And we will definitely continue to focus on that. You spoke of a 15% write-down. I cannot make any predictions in this matter. Looking at the past year, we faced a sharp 20% write-down in Spain, but we dealt with it well and we are still within the 40%-45% bandwidth. So we will definitely focus on this in order to prevent having to disappoint you - our shareholders. This is why conservative financing is one of the three pillars of our strategy.

Mr Koedam: Would you elaborate on the bank covenants? Do they involve possible capital provision conditions and a rights issue? Or disposal of Vastned investment properties?

Mr De Witte: There is nothing about rights issues in the covenants. Nor about having to sell properties. We have agreements with banks and it's up to us to decide what to do.

Mr Koedam: I would also like to know more about the private placements; do any of them involve covenants? What is the risk premium compared to for example a normal bank loan?

Mr De Witte: These covenants are comparable to our normal bank financing, with provisions for solvency requirements and depreciation. One clear benefit of a private placement is that it prevents your portfolio from being too encumbered by mortgages; this is something these kinds of investors focus on even more than other banks. What did you mean by risk premium?

Mr Koedam: I mean a percentage. For example, if the market rate is 4%, what what do you pay for a private placement?

Mr De Witte: It's hard to compare. Early last year we concluded a transaction with a duration of seven and eight years. There aren't any banks willing to finance over such a long term, so you can't compare like with like. It's more expensive, but the durations are much longer.

Mr Koedam: If the covenants are just as strict as with the banks, but the costs are higher, then why choose it?

Mr De Witte: because of the longer durations.

Mr Koedam: Then the old chestnut of the property appraisals. AFM has issued guidelines on this. I would be keen to put some questions about this to the auditor.

Mr De Groot: What I can say about this, is that the properties we have sold were sold on average at or above book value. That means that we and you as investors should feel reassured about the professionalism of our external appraisers.

Mr Koedam: We don't feel reassured about future property appraisals and certainly not of vacant properties. I would like to ask the auditor how he appraises vacant properties and the Spanish portfolio. More detailed information about that will tell us how worried we should be about future value decreases. This year, we had 22% write-down in Spain, and 32% the year before; that makes 50%, an almost incredible figure. What else can we expect? Is the end in sight?

Mr De Groot: First of all, the appraisals are done by external property appraisers. It is hard to predict whether we've hit rock bottom in Spain. I go there frequently and I fear we haven't yet. But let's not forget we still have positive cash flow in Spain.

Mr Sonneveldt (Deloitte): In our audit of the annual accounts we use the appraisal reports from external appraisers. Vastned has a robust procedure in place, also in terms of selecting appraisers. As auditors, we have looked at that procedure too. We have a number of in-house property experts that we can go to to assess appraisals. And in the course of our audit, we speak to local appraisers in the major countries and check how their procedures shape up.

Mr Koedam: What are you doing with three-month leases to prevent vacancy? That is a method that is being used in Spain, while holding out for a dream tenant. I appreciate it is necessary to prevent vacancy, but I wonder what it does to appraisals. How do you appraise vacant properties?

Mr Sonneveldt: As auditors, we do not ourselves appraise properties. We check whether the appraisers have adequate expertise and possibilities. That is not just a matter of checking qualifications, but also of looking at the size of the businesses and assessing whether they operate independently from Vastned.

Mr De Groot: Appraisers are using different figures than before. For example, the define longer periods for vacancy; it used to be three months, now it's nine. In the first quarter of 2011, I notice appraisers maintained the values of the previous year. It took them some time to realise the full extent of the property market crisis in Spain. We have already lost approx. 50% in value. I keep worrying that appraisers in Spain do not take a realistic view of their market. We have to believe them, because we hire them for their professionalism. We change appraisers every two or three years, so they can take a fresh look at the property values. The fact that we have been able to sell on average at book value, without prior write-downs, does show that the appraisers got things generally right.

Mr Koedam: I can think of a reason why they might have got it wrong. If they wrote down 32% in one year and 22% in the next, perhaps they didn't write down enough in the first year. There are always arguments you can put forward casting doubt on appraisers.

Mr De Groot: Certain assumptions may have been questionable, but we are very meticulous about this process. We have procedures in place to select external appraisers, and we rotate them every few years. The auditor also visits the local branches of these appraisers and if necessary interviews them as a further check.

Mr Koedam: Could you tell us a bit more about vacancy, focusing on the situation in Netherlands and Spain?

Mr De Groot: There's no such thing as the Dutch or Spanish market. You may have read the report by DTZ Zadelhoff that you should in fact look at postal code level to make sound statements in this area. Even in a tiny country as the Netherlands regional differences may also translate into local differences in return.

Mr Koedam: In conclusion on this item, I would say that the auditor, even though he is highly knowledgeable about property, may have looked at the appraisers, but may not have delved deeply enough, checking how the appraisers arrived at their appraisals.

Mr Sonneveldt: Of course we also look at appraisals. We have had frank discussions with each other, but I won't go into detail about them.

Mr Koedam: I would like to take this opportunity to put some other questions I had to the auditor. I'll start with two acceptable questions, and close with a 'forbidden' question. My first question is whether all the auditor's 'concerns' have actually been set out in the risk management section?

Mr Sonneveldt: As you know, we have issued an unqualified opinion on the annual accounts. As part of the scope of our audit, we also evaluate the annual report and the risk management section. Within the scope of our brief we have not issued any qualifications.

Mr Koedam: Were any material issues omitted from the annual report or the annual accounts?

Mr Sonneveldt: I affirm that no material issues have been omitted; if they had, we would have pointed this out in our opinion.

Mr Koedam: No offence, but these things have happened. My last question is what were the main points of the management letter and what were your findings on these main points?

Mr Kolff: We have discussed this matter privately and would prefer not to discuss it in public. The management letter is a matter between the management board and the supervisory board.

Mr Koedam: Macintosh takes a different view; in fact they published their management letter.

Mr Kolff: Everybody is entitled to their own views about this, but you have heard our decision.

Mr Koedam: You said you wouldn't make predictions about the future, but if any organisation should be able to make forecasts for the direct investment result, property companies should. You know what your rental income was and what it will be based on long-term leases. Why not issue a forecast within a certain range? What we cannot predict, are bankruptcies.

Mr De Witte: Vastned is in a transitional phase due to the new strategy, and we are clearly circulating the portfolio. That is one of the key factors in the final result, along with the uncertainty about the economy. We feel it is unwise to make explicit predictions. We do not want to feel pressurised to make quick sales to fulfil the forecast. We prefer to make disposals pragmatically, with the ultimate goal of making the result more predictable and reliable. Once the strategy has been implemented, we will certainly issue forecasts.

Mr Koedam: You are arguing the point like it's your own idea, but I can imagine that it was a close shave in the supervisory board whether you would issue a forecast or not.

Mr Kolff: Certainly not, we felt there was no reason to force the issue.

Mr Koedam: This brings me to information provision and transparency. Issues that are of particular interest to VEB. We will now get trading updates instead of quarterly figures, which provide far less detail. Investors and capital providers want to have the best information possible. We are dismayed by this reduced information provision. What was the reason for it?

Mr De Groot: I understand your desire for information. But Vastned has over 70 people working hard every day to get good results. Quarterly appraisals and presentations are a major internal burden and annually incur additional costs of € 30,000 to € 40,000. They also demanding for the management. Feedback from our shareholders suggests that most people felt the decision made sense.

Mr Koedam: Net asset value of € 47.45 at year-end 2012 at a share price of € 32.75, that makes discount of over 30%. Virtually all other property funds are dealing with such a discount. This makes VEB wonder: who is right, the appraiser or the investor? It's peculiar that there is such a big difference. What are your views?

Mr De Groot: We have the properties appraised twice a year. Those appraisals then yield net asset value. The share price is beyond our control.

Mr Braam (VBDO): I have a general remark and three questions. Both the quantity and quality of its corporate social responsibility received very little attention in Vastned's annual report. That was the reason for the low score on transparency from the Ministry of Economic Affairs. The section is just one page long, and it is almost identical to the 2011 annual report. Vastned has only added three new paragraphs to the section. This came as no surprise to VBDO, as the CEO had made clear at the previous shareholders' meeting that he would do little in terms of reporting, policy and objectives in this area.
Will Vastned perform a baseline measurement for the entire property portfolio for the next annual report, covering certification, renewable energy purchasing, energy-saving measures, energy generation, etc.?
My next question is about the annual report. In the 2011 annual report you stated that you saved 40% energy in Madrid Sur. In the 2012 annual report you stated that another 30% energy was saved in the same shopping centre with the same led lighting. Could you explain that?
My last question is about collaboration. Because bringing sustainability to the property market depends both on the owner and the tenant, VDBO favours both parties working closely together. Last year, Mr De Groot answered that it was difficult to introduce sustainability in existing leases. When new leases are agreed or properties are refurbished, this makes it possible to look for sustainable solutions together with the tenant. During your presentation, you mentioned that 256 new leases were concluded. Did those leases contain any sustainability provisions?

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Mr De Groot: With respect to your first question of doing baseline measurements, I can tell you we are not going to. Concerning your second question, in 2011 we saved 40% in Madrid Sur on lighting in the underground car park. Last year, we replaced the lighting in the shopping centre itself and saved another 30%. Re your third question, I don't want to give the same answer as last year, but we can say that for example in Istanbul where we are renovating two properties, we are doing this as sustainably as possible in consultation with the tenant. Let me add that the character of Vastned and investing in historic shops and shopping streets mean that we have a highly sustainable portfolio. Imagine a shop in a property built on a canal in the Middle Ages - I can't imagine a better example of sustainability. The share of such properties in the portfolio is rising constantly, and we are fully focused on agreeing energy-saving measures and other sustainability measures.

Mr Braam: Why won't you perform baseline measurements?

Mr De Groot: We currently have different priorities. We are working to transform the portfolio; we have to make choices.

Mr Tiemstra: We have just heard about sustainability. I find that a very important topic, but to me sustainable profit development and a sustainable share price are even more important. I think quite a few people here today will agree with me. My first question is: what is your view of the current retail market that you operate in? Is it rising, flat or falling?

Mr De Groot: I wish it was that simple. In my presentation, I have tried to explain that there is an increasing divide in the market. There are locations that tenants still queue up for. On the other hand, there were also reports in the press recently about vacancy in the Dutch retail landscape. It is very hard to say whether the market is moving this way or the other. I illustrated this by comparing countries. In all countries, there's the same trend for retailers wanting to be in the best locations - locations consumers instinctively take to. These are the historic city centres of cities like Maastricht, Paris, Bordeaux, etc. Those are still strongly in demand from tenants. Also, in some locations there is pressure on rent levels because vacancy in peripheral areas is rising. It is a challenging market, and we have to work hard to get results.

Mr Tiemstra: So that's to say that you do not have any particular vision on how the market is going to develop?

Mr De Groot: We observe that retailers prefer better locations; this has become increasingly clear. In the past, retailers used to think mostly in terms of turnover; if a shop was available, you leased it. That trend has come to an end; at present, retailers are very cautious about leasing properties; they insist on the better locations, and we anticipate their needs. That is emphatically part of our vision.

Mr Tiemstra: I'm still not quite clear about this. Two years ago Vastned started the switch to high street shops. At the time, I asked for a financial model that showed that that would benefit the shareholders; you had not made those calculations yet, then. Today, you have still not provided any calculations. You are now selling properties yielding 7% and buying properties yielding 5%. So when do you think things will start to pick up?

Mr De Groot: When we emerge from this phase, the result will be more stable and predictable. When this will be, depends on the speed at which we can execute our strategy. The objective of the strategy is to have a portfolio of 65% high street shops. I respectfully disagree that we don't have a plan, and I cannot add to what I said before.

Mr De Witte: Looking back on last year, I feel it is undeniable that we've made good progress on the agreed strategy. You will appreciate that in the present market it is difficult to say precisely when we will complete the realisation of our updated strategy. I hope we can regain your confidence when I show you what we have achieved already.

Mr Tiemstra: Mr De Witte is your number cruncher; I'd like him to show us the calculations that are behind the results. Mr Koedam earlier raised the share price, and explained why Unibail-Rodamco performs better on the stock exchange than Vastned; its shareholders enjoy high earnings per share year upon year.

Mr De Witte: Let me illustrate this with the situation in Spain that we are currently faced with. We want to reduce risk by improving quality so as to make our results more stable in the long term, more stable than we have shown so far.

Mr Tiemstra: You have made investments in France that might fail?

Mr De Witte: The problems of that property are not related to the country; it is a very specific matter. I gave you the example of a lease in Bordeaux. A property we had bought 'expensively', but that we thought had upside potential. We have meanwhile realised some of that potential. Eighteen months ago we acquired a high street shop in a good location in Namur. We found a new tenant who is looking to expand, raising the rent. These are just some examples of the progress we've made. We used to have a portfolio with a higher risk profile. In today's market, that portfolio would have been highly vulnerable. I understand what you say, but I hope you will take confidence from the progress we've made so far. I cannot give you any assurance about tempo, but we are committed to achieving our objectives.

Mr Kolff noted there were no more questions and moved to a vote on the adoption of the annual accounts of Vastned for the 2012 financial year. The voting results were: 7,040,306 votes in favour, 148 votes against, no abstentions. The proposal was adopted.

5. COMMENTS ON THE DIVIDEND POLICY

Mr Kolff: Let's move on to the items on dividend. We have proposed to amend the dividend policy. Tom de Witte will provide an explanation.

Mr De Witte: In November 2012, Vastned announced that a new dividend policy would be put to the general meeting of shareholders. The present dividend policy is aimed at making the direct investment result available to the shareholders in full, offering a choice between stock dividend and dividend in cash. The principle of the proposed new dividend policy is to distribute to shareholders at least 75% of the direct investment result, with the ambition to increase the dividend every year. Stock dividend is offered only when the share is attractively priced. The new dividend policy will provide in occasional capital needs, in anticipation on the economic climate. This policy is in line with Vastned's strategy, which is aimed at quality, stability and predictability. Both the choice of the effective date of the new dividend policy, either as of 2012 or as of 2013, and the dividend to be distributed will be put to the general meeting of shareholders after this discussion.

Mr Koedam: I would like further clarification of this policy change. I feel that stating it's in line with Vastned's strategy is not enough. I only like to give away money when I'm confident it is really necessary. Here is another point where NSI and Unibail-Rodamco differ. Vastned's dividend came somewhere between those two. I would like us to play with the big boys, who just pay out the full dividend.

Mr De Witte: The proposed dividend policy does not mean that we will keep much more cash inside the company. In fact, last year we also didn't make a full dividend payout in cash. Effectively, we distributed approx. 80% of the direct investment result. That is more or less the same as under this proposal. The difference is that last year shareholders were offered an optional dividend. This reduced net asset value per share, also for shareholders who opted for cash dividend. At the present share price, this has a negative effect on net asset value per share.

Mr Koedam: That is the aspect I agree with, so let me split my question in two. One issue is preventing dilution - I am in favour of that. However, reducing the minimum dividend payout to 75% is a bit rich for me.

Mr De Witte: Maintaining our property is vital, and our shops regularly require investment. It used to be assumed that this could be covered (partly) from value increases, and so the direct investment result was distributed in full. We feel, however, that this is not a prudent policy in the present market, and that it does not fit with our conservative financing strategy. That is the reason we wish to make this change. I think other funds will find themselves faced with the same choice before long.

Mr Koedam: I feel the dividend policy is a key pillar of any property fund. The reason investors in this meeting and at home choose a property fund because they want a high dividend and expect stability. You are now going to reduce the higher dividend. You've seen what that does to the share price: when the announcement was made, the share lost 7% of its value. We have also seen what the prospect of an additional share issue can do to share prices. I feel you are a little nonchalant about the stability of the share price.

Mr De Groot: As you say, this is all about stability. You won't get stability through a kind of cannibalism, paying out every euro the company earns. As Tom de Witte pointed out earlier, Vastned must ensure that it can pay out dividends now, but also in years to come.

Mr Koedam: That has always been essential in property investment.

Mr De Groot: That's why in this economic climate we need the financial clout to invest in our properties, and that's why we have put this proposal to you. If as a property fund you don't invest in your properties and you withdraw every euro you earn after paying the instalments to the bank, you'll end up with a worthless property after just a few years.

Mr De Witte: We currently have the same amount of cash in the company as we had in the past. There is no need to change it. We have only said that in view of the present share price it wouldn't be attractive to the average shareholder. This year, in view of the current share price, we will not offer an optional dividend, but we will keep the same amount of cash within the company as we had last year.

Mr Koedam: On balance, investors will receive less dividend.

Mr De Witte: I can't do both. I cannot keep a kitty for investments as well as distributing more than last year. It's one or the other.

Mr Koedam: I would prefer to keep the policy the way it was. You don't have to pay out more.

Mr De Witte: If we gave everyone the same in cash and did not offer stock dividend, Vastned would

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pay out a great deal more.

Mr Koedam: That is true.

Mr Tiemstra: I agree with much of what you propose. I would like us to follow Shell's lead; distribute a certain dividend once, then undertake never to reduce it.

Mr Kolff: This is in fact what we aim to achieve with this amendment, to enable us to give the fund the stability it deserves and thus win over the shareholders.

Mr Tiemstra: So you expect to be able to pay out the same or a slightly higher dividend over the next few years? Let's put that in De Telegraaf, that might boost the share. On the unchanged interim dividend, I'd like to express that I prefer getting the dividend once a year. Even if you only get 2% on a bond, it's also just once a year.

Mr Kolff: The interim dividend is a tradition in our company. We will moot this with a few parties and then get back to you.

Mr Arissen (PGGM): Also on behalf of our clients, I would like to make a statement on Vastned's new dividend policy. We consider it very unwise to change current policy, in spite of the fact that the total dividend paid out will be lower. All shareholders will benefit, because it will improve Vastned's capital position. That again enhances the fund's continuity; another positive is that there will be no more stock dividend, because of its dilutive effect. So we will support this new dividend policy.

Mr Driessen: I wonder who this proposal is attractive to. At € 32 the share is an attractive buy.

Mr De Groot: The dividend policy we propose is attractive to investors. Of course, it also depends at what price you entered. It will definitely ensure stability and predictability, and that will have a positive impact on the quotation of the share.

Mr Kolff noted there were no more questions or remarks on this item.

6. PROPOSAL TO ADOPT A NEW DIVIDEND POLICY EFFECTIVE 2013

Mr Kolff: Let's move on to item 6, a voting item. The voting results were: 6,652,571 votes in favour, 171,441 votes against, 6,384 abstentions. The proposal was adopted.

7. PROPOSAL TO ADOPT A NEW DIVIDEND POLICY EFFECTIVE 2012

Mr Kolff: There are no questions, so let's move on to item 7, another voting item. The voting results were: 6,955,521 votes in favour, 1,349 votes against, 6,384 abstentions. The proposal was adopted.

8. PROPOSAL TO DECLARE THE DIVIDEND FOR THE 2012 FINANCIAL YEAR

Mr Kolff: it is proposed to the general meeting of shareholders to declare a total dividend for 2012 of € 2.55 per share. After deduction of the interim dividend in cash of € 1.01 per share, the final dividend is € 1.54 in cash per share.

The voting results were: 7,043,006 votes in favour, 146 votes against, no abstentions. The proposal was adopted.

9. PROPOSAL TO GRANT DISCHARGE TO THE MEMBERS OF THE BOARD OF MANAGEMENT FOR 2012

Mr Kolff: Let's move on to the two items on granting discharge. It is proposed to the general meeting of shareholders to discharge the members of the board of management from liability for their performance of their duties during the 2012 financial year.

The voting results were: 6,866,561 votes in favour, 176,693 votes against, no abstentions. The proposal was adopted.

10. VOORSTEL TOT HET VERLENEN VAN DECHARGE AAN DE LEDEN VAN DE RAAD VAN COMMISSARISSEN OVER 2012

Mr Kolff: It is proposed to the general meeting of shareholders to discharge the members of the supervisory board from liability for their supervision of the management conducted by the board of management during the 2012 financial year.

The voting results were: 6,941,104 votes in favour, 96,591 votes against, no abstentions. The proposal was adopted.

11. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF VASTNED RETAIL N.V.

Mr Kolff: I would now like to address some company law matters. First, we will comment on the latest state of affairs in the area of corporate governance, and then go on to item 11, a vote on the amendment of the articles of association of Vastned Retail N.V.

The supervisory board monitors compliance with the Dutch corporate governance code, and jointly with the board of management also (international) developments in corporate governance. New developments and ideas are discussed regularly and judged on their applicability to the organisation. For example, the supervisory board has taken account of the general sense of doubt about the contents of the report of the supervisory board, and provided an extensive report on the past year and its performance in the exercise of its supervisory duty.

Mr Kolff: Now on to item 11, the amendment of the articles of association of Vastned Retail NV. Vastned proposes amending the articles of association in order for subsidiary Hispania Retail Properties S.L. to comply with the requirements of the Spanish SOCIMI tax regime. Further amendments are proposed to take account of the Supervision (Public and Private Companies) Act which took effect on 1 January 2012. Finally, the legal name of Vastned Retail N.V. will henceforth be spelled with a lower case n.

There were no questions and the item was put to a vote. The voting results were: 7,030,028 votes in favour, 12,049 votes against, no abstentions. The proposal was adopted.

12. REMUNERATION REPORT 2012

Mr Kolff: I now give the floor to the chair of the remuneration committee, Marieke Bax. As you may know, Marieke Bax has joined our team as of 2 May 2012, succeeding Klaas Westdijk as chair of the remuneration committee. On 2 May of this year Pieter Verboom took over my seat on the remuneration committee.

Ms Bax: I would like to give a brief explanation of the remuneration report 2012. Of course, at the end of this item you'll have a chance to ask questions.

The current remuneration policy was put to and adopted by the extraordinary shareholders' meeting of Vastned on 25 November 2011. On the slide behind me you can see the salary components for 2012. We benchmarked the fixed components as at year-end 2012 for next year. We found that the fixed remuneration components are in line with the market, and so we have left the policy for this part unchanged.

Now over to the slide for the variable remuneration component. The variable part comprises a short-term bonus of 40% and a long-term bonus of 60%. The granting of the short-term bonus is linked to the realisation of objectives with a duration of one year; the long-term bonus is linked to the realisation of long-term objectives with a three-year duration. Board members will use the short-term bonus paid out to buy Vastned shares while and to the extent that they hold Vastned shares purchased at their own cost whose value is at least than 50% of their gross annual salary. The long-term bonus is paid out in Vastned shares.

In early 2012, we formulated a number of clear objectives for the short-term bonus, such as an increase in the share of high street shops, disposal of non-core assets, realisation of a target average occupancy rate, etc. We have seen, as Taco de Groot explained earlier, that the solid performance of the high street shops highlights the importance of these short-term objectives. We have determined that the board members realised most of the objectives, and in fact often performed above target. I would also like to explain the purpose of the qualitative criterion. We considered improving quality in the organisation a vital criterion. In addition to the compliments the supervisory board would like to extend to CFO Tom De Witte, we also agree that Mr De Groot has made major progress towards realising higher quality. With inspiring leadership he has brought more entrepreneurship in the company, and is working hard to bring about this culture change. We see the same posibive developments in the international account management. So the supervisory board is satisfied. However, in view of the financial results, we resolved not to grant the maximum bonus; as you see, we have granted the CEO 34% and the CFO 24% of the maximum short-term bonus.

Now on to the long-term bonus; it has two components. First thecreation of a particular shareholder value compared to a peer group and secondly the three-year yield Vastned records on the average of a set starting price and net asset value per share. The realisation will be calculated after three years, and can be first paid out in 2015 if the set targets are achieved. Based on the balance at year-end 2012 which, again, is not a criterion for granting, these objectives had not yet been realised.

Mr Koedam: So you're saying that the long-term objectives have two components. Do they count fifty/fifty?

Mevrouw Bax: That is correct.

Mr Koedam: My next question is about the peer group. I'm referring to page 30 of the 2012 annual report. Incidentally, my compliments to the board of management for including this group. Is this the same peer group that's used to determine remunerations?

Mr De Witte: This group is larger. We have looked at real retail property investors.

Mr Koedam: Thank you for your clear explanation. Could the chairman explain why Vastned's results are so out of step with this peer group? This shows that Vastned performs worse than this group, and that is clearly indirectly linked to receiving a long-term bonus.

Mr Kolff: This is partly due to differences in property portfolios. Vastned simply has a different character than for example Unibail-Rodamco. Vastned used to be in the middle part of the market. We now feel that is not good enough anymore; that's the reason behind the new strategy.

Mr Tiemstra: I see that the variable remuneration is going to be partly linked to the number of transactions. The more transactions, the higher the remuneration. In reference to what I said earlier during this meeting, I don't feel that that is right. The variable remuneration is far better linked to the dividend.

Mr Kolff: I see your point, and I agree it's a clear link, but we have opted for another model - of course that's not to say it won't ever be changed.

13. ANY OTHER BUSINESS AND CLOSING

Mr Kolff: I note that there are no more questions from the meeting. I would like to thank Mr Sonneveldt of Deloitte Accountants and Mr Brugma and Mr Meijeren from Stibbe. Thank you all for your attendance.