

# CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2015

VASTNED RETAIL N.V. ('VASTNED' OR 'THE COMPANY') INVITES ITS SHAREHOLDERS TO ATTEND THE ANNUAL GENERAL MEETING FOR THE 2015 FINANCIAL YEAR, HELD ON WEDNESDAY 20 APRIL 2016 AT 1:00PM (CET) IN THE ROSARIUM, AMSTELPARK 1, AMSTERDAM. REGISTRATION FOR ADMISSION STARTS AT 12 NOON. THE ANNUAL GENERAL MEETING WILL BE HELD IN THE DUTCH LANGUAGE.

## AGENDA

1. Opening and announcements

## REVIEW OF 2015

2. Report of the Executive Board on the 2015 financial year
3. Remuneration report for the 2015 financial year

## FINANCIAL STATEMENTS AND DIVIDEND FOR THE 2015 FINANCIAL YEAR

4. Proposal to adopt the financial statements for the 2015 financial year (resolution)
5. Comments on the reservation and dividend policy
6. Dividend declaration proposal for the 2015 financial year (resolution)

## DISCHARGE

7. Proposal to grant discharge to the members of the Executive Board for the 2015 financial year (resolution)
8. Proposal to grant discharge to the members of the Supervisory Board for the 2015 financial year (resolution)

## (RE)APPOINTMENTS

9. Proposal to reappoint Ms Marieke Bax as a member of the Supervisory Board for a four-year term (resolution)
10. Proposal to appoint Ernst & Young Accountants LLP as external auditor of the Company for a period of four financial years (resolution)

## COMPANY LAW MATTERS

11. Proposal to authorise the Executive Board to issue shares (resolution)
12. Proposal to authorise the Executive Board to buy-back shares (resolution)

## OTHER

13. Any other business
14. Close

## MEETING DOCUMENTS

The agenda with notes, including the information required in accordance with Article 2:142 of the Dutch civil code, the 2015 annual report (which includes the annual accounts, the 2015 remuneration report and the information referred to in Article 2:392, paragraph 1 of the Dutch Civil Code) may be inspected on [www.vastned.com](http://www.vastned.com). These documents may also be obtained free of charge from ABN AMRO Bank N.V., Gustav Mahlerlaan 10 in Amsterdam, telephone +31 (20) 344 2000 or by email: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com), and from the office of the Company (by appointment).

## REGISTRATION DATE

Pursuant to the provisions in Article 2:119 of the Dutch Civil Code, attendance and voting rights for the Annual General Meeting of Shareholders of Wednesday 20 April 2016 accrue to those persons listed on Wednesday 23 March 2016 at the close of trading on Euronext Amsterdam at 5.30pm – the 'Registration Date' – as shareholders in the Company ('Shareholders') in the records of the banks and stockbrokers designated as brokers under the Securities Act ('Wet giraal effectenverkeer') ('Brokers').

## REGISTRATION

Shareholders are entitled to cast votes for the shares they hold at the close of trading on the Registration Date, provided they have registered for the meeting in time. Shareholders wishing to attend or be represented at the meeting are requested to register on [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through the Brokers who administrate their shares, no later than 5:00 pm on Thursday 14 April 2016 with ABN AMRO Bank N.V. ('ABN AMRO'). No later than 1.00 pm on Friday 15 April 2016 via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) a declaration must be submitted to ABN AMRO from the broker in whose administration the holder of the book-entry shares is registered, that the relevant shares were registered in his/her name on the Registration Date. The brokers are further requested to provide the relevant owner's full address details in the statement to allow for efficient checking of share ownership on the Registration Date. The receipt or registration certificate issued by ABN AMRO is proof of admittance to the meeting.

## PROXY / INTERNET VOTING

Without prejudice to the registration requirements set out above, meeting rights may be exercised by a person holding a written proxy. The written proxy must be received by the Executive Board no later than Friday 15 April 2016. A copy of the proxy must be presented to the registration desk. Shareholders wishing to exercise their voting right through an electronic proxy can submit their voting instructions until 5:00pm on Thursday 14 April 2016 on [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Should you intend to instruct your bank/broker to do this, be advised that their deadlines may be several days before the date mentioned above. So please check the deadline of the relevant institution.

## REGISTRATION FOR ADMISSION AND IDENTIFICATION

Registration for admission to the meeting starts at 12 noon and ends at 1pm when the Annual General Meeting starts. After this time, registration is no longer possible. Before being admitted to the meeting, persons entitled to vote may be asked to provide valid ID, such as a passport or driving licence.

## ISSUED CAPITAL AND VOTING RIGHTS

At the convening date, the Company's issued capital comprised 19,036,646 ordinary shares, each entitled to cast one vote.

For further information, please go to: [http://www.vastned.com/investor\\_relations/contact](http://www.vastned.com/investor_relations/contact) or contact Vastned's Investor Relations department by telephone on +31 (0)10 24 24 368.

The Supervisory Board  
The Executive Board

Rotterdam, 9 March 2016

## **APPENDICES**

### **Appendix 1**

Agenda of the Annual General Meeting of shareholders of Vastned Retail N.V. on 20 April 2016.

### **Appendix 2**

Notes to the agenda of the Annual General Meeting of shareholders of Vastned Retail N.V. on 20 April 2016.

### **Appendix 3**

Vastned Retail N.V. 2015 remuneration report

### **Appendix 4**

Proxy / voting instruction

# APPENDIX 1

## VASTNED RETAIL N.V. AGENDA

Vastned Retail N.V. ('Vastned' or 'the Company') invites its Shareholders to attend the Annual General Meeting for the 2015 financial year, held on Wednesday 20 April 2016 at 1:00pm (CET) in the Rosarium, Amstelpark 1, Amsterdam. Registration for admission starts at 12 noon. The Annual General Meeting will be held in the Dutch language.

### **AGENDA**

1. Opening and announcements

### **REVIEW OF 2015**

2. Report of the Executive Board on the 2015 financial year
3. Remuneration report for the 2015 financial year

### **ANNUAL ACCOUNTS AND DIVIDEND FOR THE 2015 FINANCIAL YEAR**

4. Proposal to adopt the annual accounts for the 2015 financial year (resolution)
5. Comments on the reservation and dividend policy
6. Dividend declaration proposal for the 2015 financial year (resolution)

### **DISCHARGE**

7. Proposal to grant discharge to the members of the Executive Board for the 2015 financial year (resolution)
8. Proposal to grant discharge to the members of the Supervisory Board for the 2015 financial year (resolution)

### **(RE)APPOINTMENTS**

9. Proposal to reappoint Marieke Bax as a member of the Supervisory Board for a four-year term (resolution)
10. Proposal to appoint Ernst & Young Accountants LLP as external auditor of the Company for a period of four financial years (resolution)

### **COMPANY LAW MATTERS**

11. Proposal to authorise the Executive Board to issue shares (resolution)
12. Proposal to authorise the Executive Board to buy-back shares (resolution)

### **OTHER**

13. Any other business
14. Close

# APPENDIX 2

## NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VASTNED RETAIL N.V.

### ITEM 2 REPORT OF THE EXECUTIVE BOARD ON THE 2015 FINANCIAL YEAR

The Executive Board will present the results of the Company in 2015. The chairman will then invite the Annual General Meeting to discuss the results (described in detail in the annual report on the 2015 financial year). At this agenda item, questions may also be raised on the annual report for 2015, including the report of the Supervisory Board. The meeting may also address the main points of the corporate governance structure and compliance with the Dutch Corporate Governance Code by the Company.

### ITEM 3 REMUNERATION REPORT FOR THE 2015 FINANCIAL YEAR

In accordance with Article 2:135, paragraph 5(a) of the Dutch Civil Code, the implementation of the remuneration policy for the Executive Board will be discussed. The 2015 remuneration report is attached as Appendix 3.

### ITEM 4 PROPOSAL TO ADOPT THE FINANCIAL STATEMENTS FOR THE 2015 FINANCIAL YEAR (RESOLUTION)

The Supervisory Board proposes to the Annual General Meeting to adopt Vastned's financial statements for the 2015 financial year. At this item, the shareholders will have an opportunity to question the external auditor on its audit activities and its audit opinion of the financial statements

### ITEM 5 COMMENTS ON THE RESERVATION AND DIVIDEND POLICY

In the Annual General Meeting of 19 April 2013 the present dividend policy was adopted, which is to distribute a dividend of at least 75% of the direct result per share. In principle, stock dividend will not be distributed, but this is dependent on any dilution of the result, net asset value per share, the Company's capital position, and on the financing market. The dividend policy prevents share dilution caused by the distribution of stock dividend. Distribution of an interim dividend of 60% of the direct result per share for the first six months will continue.

### ITEM 6 DIVIDEND DECLARATION PROPOSAL FOR THE 2015 FINANCIAL YEAR (RESOLUTION)

It is proposed to the Annual General Meeting to declare a total dividend of € 2.05 per share for the 2015 financial year. After deduction of the interim dividend in cash of € 0.74 per share, the final dividend will be € 1.31 per share in cash. The final dividend for the 2015 financial year will be made payable on 13 May 2016.

**ITEM 7** PROPOSAL TO GRANT DISCHARGE TO THE MEMBERS OF THE EXECUTIVE BOARD FOR 2015 (RESOLUTION)

A proposal is put to the Annual General Meeting to grant the Executive Board full and final discharge for the performance of its duties in the 2015 financial year, to the extent this performance is apparent from the financial statements or from information otherwise disclosed to the Annual General Meeting prior to the adoption of the financial statements.

**ITEM 8** PROPOSAL TO GRANT DISCHARGE TO THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2015 FINANCIAL YEAR (RESOLUTION)

A proposal is put to the Annual General Meeting to grant the members of the Supervisory Board full and final discharge for the performance of its duties in the 2015 financial year, to the extent this performance is apparent from the financial statements or from information otherwise disclosed to the Annual General Meeting prior to the adoption of the financial statements.

**General remarks concerning the composition of Supervisory Board**

Wouter Kolff announced at the 2014 Annual General Meeting that he would step down from Vastned's Supervisory Board in April 2016, after a period of ten years. Marc van Gelder will succeed Wouter Kolff as chairman of the Supervisory Board. With the appointments of Marc van Gelder and Charlotte Insinger as members of the Supervisory Board in 2015, the Supervisory Board temporarily consisted of five members. With the resignation of Wouter Kolff after this General Meeting of Shareholders, the Supervisory Board again consists of four members.

**ITEM 9** PROPOSAL TO REAPPOINT MARIEKE BAX AS A MEMBER OF THE SUPERVISORY BOARD FOR A FOUR-YEAR TERM (RESOLUTION)

In accordance with the retirement roster, Marieke Bax will step down from the Supervisory Board of Vastned Retail N.V. at the Annual General Meeting of Vastned Retail N.V. of 20 April 2016, having served on the Board since 2 May 2012. Marieke Bax is eligible for re-election to the Supervisory Board for a new four-year term.

**Appointment considerations**

Marieke Bax brings in experience on supervisory boards of medium-sized, big and listed companies and business experience as CFO and takeover specialist with an international 'branded consumer goods' company. She also has legal knowledge and experience in corporate governance. Marieke Bax has fulfilled her role as a member of the Supervisory Board and chairman of the remuneration and nomination committee of Vastned satisfactorily and brings important contributions to the decision-making of the Supervisory Board.

In its nomination for reappointment, the Supervisory Board based itself on the Supervisory Board profile. The proposed reappointment does not conflict with the statutory limit set out in Article 2:142(a) of the Dutch Civil Code, the independence requirements of the Dutch Corporate Governance Code or the requirements laid down in the Management and Supervision Act (Wet bestuur en toezicht).

In view of her background and experience the Supervisory Board has nominated Marieke Bax for reappointment to the Supervisory Board for another four-year term.

The information for Marieke Bax required by law is provided following these notes.

**ITEM 10** PROPOSAL TO APPOINT ERNST & YOUNG ACCOUNTANTS LLP AS EXTERNAL AUDITOR OF THE COMPANY FOR A PERIOD OF FOUR FINANCIAL YEARS (RESOLUTION)

It is proposed to appoint Ernst & Young Accountants LLP ('EY') with retroactive effect until 1 January 2016 as the new external auditor of the Company for a period of four financial years.

## Introduction

Deloitte Accountants BV has been the external auditor of the Company well over 8 years. In early 2015, in anticipation of a new accountancy law, the audit and compliance committee and the Executive Board decided to select and nominate a new external auditor for the Annual General Meeting as of 2016. Although the statutory obligation to rotate the auditor as of 2016 has been lifted, the audit and compliance committee felt that changing the external auditor as of 2016 would be beneficial. The reasons were that the selection process was already well advanced and after so many years it is good that a different auditor would take a fresh look at the organisation and challenge it in new ways.

## Notes on the selection process

In order to arrive at a well-considered judgement, a selection committee has been established whose purpose was to ensure the process would be careful, effective and unbiased. The selection committee comprised both members of the audit and compliance committee, the CFO, the deputy director finance & control en de treasurer/manager budget & planning.

After a comprehensive assessment by the selection committee, whereby the invited companies were judged, inter alia, on their experience with the audit of listed (property) companies, two of the so-called 'Big Four' were invited to make an offer. Both firms were asked to propose two different teams. These teams presented themselves to the selection committee and the committee subsequently selected the -in their view- best team of both firms, which then moved into the second round of the tendering process.

In their tender proposal, the selected firms were asked to include information about the following criteria:

- the composition of the proposed audit team;
- the setup of the audit;
- experience with real estate companies;
- reputation and references;
- independence; and
- fee proposal.

The selected audit teams then presented their tenders to the selection committee. Both teams were represented by the lead audit partner, the engagement partner / director, the partner in Belgium and an internal real estate professional.

After careful assessment by the selection committee of both the tender proposals and the presentations of both audit teams, the selection committee recommended to the Supervisory Board, Supervisory Board supported, to nominate EY as the new external auditor of the Company for a period of four financial years. The audit partners responsible for the audit from EY are Wim H. Kerst and Jaap H. de Jong.

The selection committee is of the opinion that both the team of EY and the other firm are highly capable of carrying the Company's audit. Decisive factors for the recommendation of EY were the consistently strong performance of the proposed team, the integrated audit setup, the experience with the audit of property companies, its proactiveness and the positive personal relationship.

The present external auditor of the Company, Deloitte Accountants BV, completed the audit of the financial year 2015 annual accounts begin 2016.

## **ITEM 11** AUTHORISATION OF THE EXECUTIVE BOARD TO ISSUE SHARES OR GRANT RIGHTS TO ACQUIRE SHARES (RESOLUTION)

The Executive Board and the Supervisory Board propose to appoint the Executive Board (subject to approval from the Supervisory Board) as the body authorised to issue ordinary shares, including granting rights to acquire ordinary shares. This authorisation is limited to 10% of the number of shares in issue on the first day the Company uses this authorisation, to be raised in the event of a merger or takeover with no more than 10% of the number of outstanding shares. Furthermore, this authorisation is limited to a period of eighteen months, which limit may be extended by a general meeting of shareholders at the request of the Executive Board and the Supervisory Board.

A proposal is put to the Annual General Meeting to appoint the Executive Board for a period of eighteen months from the date of this Annual General Meeting, i.e. up to and including 20 October 2017 as the body authorised, subject to approval from the Supervisory Board, to resolve to:

1. issue shares or grant rights to acquire shares up to a maximum of 10%, and in the event of mergers and takeovers with another 10%, of the share capital in issue as at 20 April 2016;
2. limit or exclude pre-emptive rights when issuing shares or granting rights to acquire shares.

The purpose of the authority to issue shares or grant rights to acquire share is to be able to respond promptly and flexibly in matters relating to the financing of the company. It also provides the Executive Board some room for manoeuvre in mergers and takeovers. In accordance with Articles 96 and 96(a) of Book 2 of the Dutch Civil Code, the chairman proposes to authorise the Executive Board, subject to approval from the Supervisory Board, to issue shares or grant rights to acquire shares.

## **ITEM 12** AUTHORISATION OF THE EXECUTIVE BOARD TO BUY-BACK SHARES (RESOLUTION)

A proposal is put to the Annual General Meeting to authorise the Executive Board for a period of eighteen months from the date of this Annual General Meeting, i.e. up to and including 20 October 2017, to acquire shares in the capital of the Company, subject to approval from the Supervisory Board. The purpose of this proposal is to give the Executive Board the power to buy-back shares in order to reduce the capital and/or perform obligations based on share schemes or for other purposes in the interests of the company. The proposal is made in accordance with Article 98, paragraph 4 of Book 2 of the Dutch Civil Code.

Shares may be acquired on the stock exchange or otherwise, for a price between nominal value and 110% of the average closing price of the shares on the Euronext Amsterdam N.V. exchange, calculated over five trading days preceding the date of purchase. Shares may be bought-back up to a maximum of 10% of the share capital issued on 20 April 2016.

### ADDITIONAL INFORMATION FOR ITEM 9

#### **Marieke Bax LL.M., MBA**

Born: 1961

Gender: female

Nationality: Dutch

Education:

-Business Administration, INSEAD Fontainbleau;

-Law, University of Amsterdam and Cambridge University.

#### **Present positions**

Vion Food Group (Supervisory Board) / Corbion Nederland BV (Supervisory Board) / KPMG Nederland (advisor to the Board) /

Member curatorium Governance University / Professional Boards Forum (advisor to the Board) / Fonds Podiumkunsten (Supervisory Board) / Frans Hals Museum (Supervisory Board) / Credit Lyonnais Securities Asia (Board of Directors)

#### **Relevant experience**

– Lid Raad van Commissarissen ASR Insurance (2007-2009)

– Initiator en director "Talent naar de Top" (2009-2012)

– Managing Partner Goosberry, Corporate Governance advies (2003-2007)

– CFO Hot-Orange (2000-2003)

– Various management positions within Sara Lee Corporation (1991-2000)

– Linklaters & Paines London (1988-1990)

– Securities and Investments Board London (1986-1988)

#### **Vastned shares:**

None.

**Proxy / Voting instruction**

For the Annual General Meeting of Shareholders (hereinafter: 'AGM') of Vastned Retail N.V. (hereinafter: 'Vastned') to be held on **Wednesday 20 April 2015 at 1:00 pm (CET)** at the Rosarium, Amstelpark 1 in Amsterdam.

If you as a Shareholder/Voter are unable to attend the Vastned AGM yourself, Vastned provides you the possibility to grant a voting proxy and give voting instructions (the 'Proxy') by using this form (the 'Form') to (i) an independent third person, as referred to in the Dutch Corporate Governance code best practice IV.3.12, NFGD Zoetermeer BV; or (ii) a third person of your choice. The proxy-holder must submit the written proxy at the AGM along with the certificate of registration<sup>1</sup> and a valid ID.

Vastned's 'Conditions for Granting Proxies' set out on the final page of this Form apply to this proxy. By signing this form you state that you accept these conditions.

The undersigned:

Name: ..... Initials: .....  
 Company name (if applicable): .....  
 Address: .....  
 City: .....  
 E-mail: .....

Hereinafter referred to as 'the Shareholder, acting in capacity as the holder of ..... (number) Vastned shares, hereby declares that he grants a proxy to:

**Please tick the box of your choice:**

- (i) Any employee of NFGD Zoetermeer BV (the 'Proxy Holder').
- (ii) Name..... Initials: .....  
 Company name (if applicable): .....  
 Address: .....  
 City: ..... (the "Proxy holder")

to represent the Shareholder at the Vastned AGM and address the meeting on behalf of the Shareholder and vote in accordance with the voting instructions provided below.

If you wish to grant a voting proxy including voting instructions to the Proxy-holder, as mentioned under (i), this form and the certificate of registration must be received **no later than Friday 15 April 2016** at the following e-mail address: [vastned@nfgd.nl](mailto:vastned@nfgd.nl), or by post at the following address: NFGD Zoetermeer BV, attn. ms. Debby Vlasman, NFGD Zoetermeer BV, Koraalrood 48, 718 SC Zoetermeer.

<sup>1</sup> The certificate you received from the affiliated institution, bank or broker after you registered your shares for the AGM. If you fail to submit the certificate of registration and/or to sign the proxy and/or submit the proxy on time, the proxy including voting instructions will not be valid.

**Agenda items and voting instructions for the Vastned AGM on Wednesday 20 April 2016 at 1:00 pm (CET):**

Item	Topic	Vote (tick the box of your choice)		
4	Proposal to adopt the financial statements for the 2015 financial year (resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Dividend declaration proposal for the 2015 financial year (resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Proposal to grant discharge to the members of the Executive Board for 2015 (resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Proposal to grant discharge to the members of the Supervisory Board for the 2015 financial year (resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Proposal to reappoint Marieke Bax as a member of the Supervisory Board for a four-year term (resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Proposal to appoint Ernst & Young Accountants LLP as external auditor of the Company for a period of four financial years (resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Proposal to authorise the Executive Board to issue shares (resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Proposal to authorise the Executive Board to buy-back shares (resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name: ..... Initials: .....

City and date: .....

Signature: .....

## Conditions for Granting Proxies

1. The Shareholder is given the opportunity to vote at the AGM by granting a Proxy to a Proxy-holder who attends the AGM. At the AGM the Proxy-holder will vote in accordance with the voting instructions provided by the Shareholder.
2. The Shareholder may grant, change or withdraw a Proxy from the time when the Form is placed on Vastned's website until the time stated in the Form.
3. Every Proxy granted by the Shareholder is a Proxy with the right of substitution.
4. The Shareholder provides voting instructions to the Proxy-holder by completing the Form placed on Vastned's website and submitting it as described in the Form.
5. Any proxy granted revokes previously granted proxies as well as proxies previously granted to third parties to exercise the Shareholder's attendance and voting rights in the AGM. A Proxy may at all times only be revoked in writing.
6. The Proxy is only valid if the affiliated institution, bank or broker which administrates the Shareholder's shares has registered the Shareholder's shareholding in the way described by the Company in the convening notice.
7. By signing the Proxy, the Shareholder declares and warrants that he holds the Shares fully and unencumbered, and that there is no pledgee or usufructuary who pursuant to statutory provisions or the articles of association may exercise the voting right vested in the Shares.
8. The Proxy-holder is entitled to represent multiple Shareholders simultaneously.
9. The Proxy-holder excludes any liability for legal acts the Proxy-holder performs for and on behalf of the Shareholder based on the Proxy. The Shareholder indemnifies and holds harmless the Proxy-holder from any third party claims in respect of or in connection with (i) the Proxy and (ii) any legal act the Proxy-holder performs for and on behalf of the Shareholder based on the Proxy. Third parties cannot derive rights from the Proxy.
10. If the Shareholder holds shares on behalf of third parties professionally or in the course of his business, he warrants by signing the Proxy that he is authorised to grant the Proxy and that he has taken note of all the conditions he must fulfil in order to grant the Proxy, which arise from the relationship between the Shareholder and that other person.
11. If a trust office grants a proxy for the AGM to the Shareholder, stipulating that the proxy only take effect by signing the attendance list, this will not affect that the Proxy granted by the Shareholders to the Proxy-holder entitles him to sign the attendance list on behalf of the Shareholder.
12. This Proxy is governed by Dutch law.

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## 2015 REMUNERATION REPORT

# REMUNERATION REPORT 2015

This 2015 remuneration report has three parts. The first part outlines the new remuneration policy as approved by the Annual General Meeting of 25 April 2015. The second part contains information on the remuneration granted to the members of the Executive Board in 2015. The third part contains information on the remuneration granted to the members of the Supervisory Board in 2015.

## 1 NEW REMUNERATION POLICY FOR THE EXECUTIVE BOARD

The Annual General Meeting of 25 April 2015 adopted an entirely new remuneration policy for the Executive Board of Vastned. This new policy took effect on 1 January 2015 and is based on the following principles:

- Preparation of a clear and transparent remuneration policy that complies with the most recent (also international) corporate governance insights. Vastned has the ambition also in this respect to compete with the European 'best in class' companies.
- Bringing the remuneration policy in line with Vastned's strategy aimed at obtaining more predictable and stable results.
- Further strengthening of the relationship between the Executive Board's performance and its remuneration.
- Bringing the interests of the members of the Executive Board in line with those of the shareholders by further encouraging long-term shareholding.
- Being able to attract, motivate and retain Executive Board members of the highest quality.

For the determination of the total remuneration, a new employment market reference group has been defined that matches Vastned's present strategic focus, complexity and ambition. At the start of the new policy this group of companies comprised the following fourteen European listed property companies (the 'Labour Market Reference Group').

- ANF Immobilier SA
- Atrium European Real Estate Ltd
- CapCo Properties PLC
- Citycon Oyj
- Deutsche Euroshop AG
- Eurocommercial Properties NV
- Hammerson PLC
- IGD SIIQ SpA
- Klepierre SA
- Mercialis SA
- NSI NV
- Shaftesbury PLC
- Sponda Oyj
- Wereldhave NV

The total remuneration for the Executive Board in 2014 was compared to this Labour Market Reference Group. As a double fairness test, the findings of this comparison were also compared with all the companies in the AMX index and with a group of fourteen Dutch companies of similar complexity and size. The determination of the total remuneration of the Executive Board also takes account of its impact on the remuneration ratios within the Company. Based on this comparison and the double fairness test, the remuneration levels were adjusted with effect as of 2015. The basic salary was set around the median of the Labour Market Reference Group and the total remuneration around the 25 percentile point. Given the size of Vastned in comparison with the Labour Market Reference Group, this is the relevant percentile for the Executive Board.

### ELEMENTS OF TOTAL REMUNERATION

The Executive Board's total remuneration comprises the following five elements:

1. fixed remuneration
2. short-term variable remuneration
3. long-term variable remuneration
4. pension
5. other remuneration components

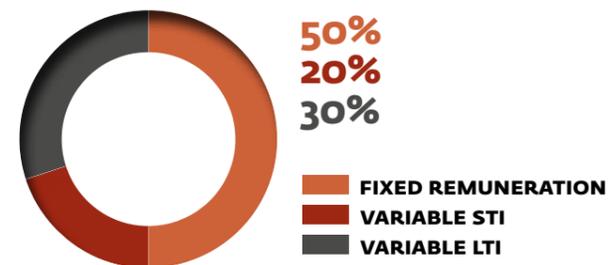
#### Fixed remuneration

The fixed remuneration for the Executive Board is tested annually against the previously mentioned Labour Market Reference Group, and is set in principle for twelve months. The fixed remuneration includes 8% holiday pay and is paid monthly in cash. Of the fixed salary € 100,000 is pensionable (reference date 1 January 2015): any variable remuneration is not pensionable.

#### Variable remuneration

The total variable remuneration is limited to 100% of the fixed remuneration. The variable remuneration will be comprised of 40% short-term variable remuneration and 60% long-term variable remuneration.

#### Performance related part of remuneration



#### Short-term variable remuneration

Every financial year, members of the Executive Board are eligible for a short-term variable remuneration (Short-term Incentive or 'STI'). The STI ranges from 0% to a maximum of 40% of the fixed remuneration.

Vastned's strategy has a clear focus on more predictable and stable results. In support of this strategy, the STI comprises four challenging targets, each of which is weighted 25%. Three of these are financial and objectively measurable, and one contains a qualitative criterion. The three financial STI targets have a 'threshold', an 'at target' and a 'maximum' award. The qualitative STI target is determined individually for each member of the Executive Board, and its achievement is evaluated by the Supervisory Board.

The STI targets are set annually in advance by the Supervisory Board based on the operational and strategic ambitions of the company as laid down in the business plan. In view of their market sensitivity, Vastned does not disclose the STI targets in advance. After the conclusion of the relevant financial year, an explanation is given in the remuneration report of the STI targets set and of the degree to which they have been realised.

The STI is paid in cash after the Annual General Meeting has adopted the annual accounts for the relevant financial year. Members of the Executive Board may use their short-term incentive to purchase Vastned shares until and to the extent that their value does not meet the share-ownership guidelines.

#### Long-term variable remuneration

Every year, members of the Executive Board are eligible for a long-term variable remuneration (Long-term Incentive or 'LTI'). The LTI varies from 0% up to a maximum of 60% of the fixed remuneration, and in each case refers to a three-year period. The LTI scheme has the following three elements.

1. A Relative Total Shareholder Return ('RTSR') test (50%)
2. An Absolute Total Shareholder Return ('RTSR') test (30%)
3. A Business Health test (20%)

The long-term variable remuneration aims to further align the interests of the members of the Executive Board with shareholders' interests. The Executive Board is obliged based on a procedure adopted by Vastned to use their cash incentive payment under the LTI scheme to purchase Vastned shares, until the share ownership guidelines are complied with.

#### Relative Total Shareholder Return test

The RTSR test sets 50% of the total LTI remuneration. The RTSR is measured by calculating the total shareholder return (share price movements plus dividends) of the Vastned share over a period of three financial years. The calculation is based on the average share price in the three months before the start of the performance period and three months at the end of the performance period. This total shareholder return is then compared to a peer group of direct competitors. The ranking on total shareholder return within this peer group determines a possible granting of the RTSR-based LTI.

The peer group for the RTSR test is largely similar to the Labour Market Reference Group, and consists of the following thirteen companies, whereby Vastned has set itself the goal to compete with 'best in class' companies in its sector:

- Atrium European Real Estate Ltd
- CapCo Properties PLC
- Citycon Oyj
- Deutsche Euroshop AG
- Eurocommercial Properties NV
- Hammerson PLC
- IGD SIIQ SpA
- Klepierre SA
- Mercialis SA
- Shaftesbury PLC
- Unibail-Rodamco SE
- Vastned Retail NV
- Wereldhave NV

The Supervisory Board has, in the event of developments within this reference group, powers to adjust this group to keep it relevant within the framework of this remuneration policy.

#### RTSR award

The 50% LTI incentive, based on the RTSR-test will be awarded based on Vastned's ranking within the reference group, on the basis of total shareholder return of the Vastned share at the end of the three-year performance period, in accordance with the following scale:

Ranking	RTSR Award
1	100%
2	86%
3	72%
4	58%
5	44%
6	30%
7-13	0%

The realisation of this LTI performance target will be validated by an external party and audited by the external auditor.

#### Absolute Total Shareholder Return test

The ATSR test sets 30% of the total LTI remuneration. The ATSR is measured by calculating the total shareholder return of the Vastned share over a period of three financial years.

#### ATSR Award

The 30% LTI remuneration based on the ATSR test is determined based on a range whereby at an ATSR of below 45% over the three-year period no ATSR-linked LTI is awarded. An ATSR of 60% over this period results in an 'at target' realisation of the ATSR test and a realisation of 75% ATSR results in a full LTI award. The ATSR awarded between the threshold and the maximum is determined on a pro rata basis. The realisation of this ATSR test target will be validated by an external party and audited by the external auditor.

#### Business Health Test

The business health test determines 20% of the total LTI incentive. The purpose of this test is to encourage that short-term incentives are not predominant in determining the policy and that the Board is encouraged to keep the long-term strategy in mind at all times.

As a starting point in the evaluation of this test, the impact of the annual STI targets over a period of three years will be measured. In addition, other, non-financial performance indicators will be considered. This could for example include strategic leadership, 'tone at the top', employee satisfaction, implementation of the strategy and corporate social responsibility.

After the conclusion of the relevant financial year, the realisation of the Business Health test will be described in the corresponding remuneration report.

#### SHARE OWNERSHIP GUIDELINES

One of the objectives of the remuneration policy is to align long-term shareholder interests with those of the Executive Board by promoting shareholding. Accordingly, the Executive Board must build up a position in Vastned shares that is equal in value to 300% of the most recently defined fixed remuneration in the case of the CEO and 150% in the case of the CFO. The minimum shareholding must in principle be built up over a maximum term of five calendar years. The Supervisory Board regularly checks whether this build-up period is reasonable and fair.

Members of the Executive Board may use the short-term incentive awarded to them to purchase Vastned shares until and to the extent that they do not meet the share-ownership guidelines within the term of five calendar years.

The long-term variable remuneration must be used to purchase Vastned shares based on a procedure defined by Vastned until the share ownership guidelines are complied with. This procedure can be inspected on Vastned's website. When the minimum shareholding is reached, it must be maintained for the duration of the member's employment with Vastned.

#### Position at year-end 2015

As at year-end 2015, at a closing price of € 42.35, Taco de Groot (CEO) with 51,051 shares and 491%, met the minimum shareholding requirement of at least 300% of his fixed remuneration. Reinier Walta (CFO) joined Vastned at the end of 2014, and must build up a position in Vastned shares from his LTI of at least 150% of his fixed remuneration within five years. At year-end 2015, Reinier Walta had not yet acquired any shares in Vastned, but he intends to use part of his STIs for 2015 to build up a position in Vastned at an accelerated rate.

#### POLICY IN CASE OF TAKEOVER

In the event of a takeover of Vastned, the settlement of the variable remuneration will be determined by the Supervisory Board in compliance with relevant laws and regulations, including legislation on takeover bonuses, on advice from the remuneration and nomination committee. In such a case, the normalised share price will be used in the determination of the share price-linked LTI. This means that when due to a takeover the price of a Vastned share rises for example from fifth to first place in the ranking, the Supervisory Board will use the normalised share price before the takeover offer, not the top ranking. In case of a takeover, the LTI will also be settled pro rata, unless this should yield unfair results for the Company or the Executive Board.

At the time of publication of this remuneration report CEO Taco de Groot already held 51,051 Vastned shares, which he purchased from his own means, at his own initiative and at his own risk. These shares are not subject to the 'takeover bonus legislation' in Article 2:135, paragraph 7 of the Dutch Civil Code. For the coming years, Vastned will explicitly disclose in its reporting the difference between Taco de Groot's shareholding acquired from his own means and his shareholding acquired from means received under the new remuneration policy.

#### POLICY FOR EARLY TERMINATION OF AN EMPLOYMENT AGREEMENT

In the event of early termination of the employment agreement with a member of the Executive Board, the Supervisory Board will resolve, taking account of the manner and the circumstances in which the termination occurred, whether, and if so to what extent, the LTI granted conditionally to the board member in question will be awarded.

#### MALUS AND CLAW-BACK

There may be special circumstances that prevent awarding of both the short-term and long-term variable remuneration ('malus'). In such cases, the Supervisory Board may use its power to withhold the variable remuneration. Next to circumstances specific to Vastned, external factors such as new laws and regulations or social developments may provide grounds for such a decision. The applicable law states that if an LTI is awarded wrongly when it later appears the award was based on incorrect information, it can be claimed back ('claw-back').

## PENSION

The members of the Executive Board may choose to participate in Vastned's pension plan, or receive a pension compensation in cash. The pension compensation in cash and pension contributions in the context of a pension plan do not count towards the level of the short-term or long-term variable remuneration. The main elements of Vastned's pension plan as at 1 January 2015 are:

- the pension plan is a career average scheme, in which the annual pensionable salary is limited by law to € 100,000 as of 1 January 2015
- the accrual rate is 1.875% per service year
- the survivors' pension is based on 70% of the lifelong old-age pension
- the annual pension contributions up to € 100,000 as well as the pension contributions in cash are at Vastned's expense.

The remuneration and nomination committee will annually evaluate whether the pension plan for the Executive Board is in line with the total employment benefits package.

## OTHER REMUNERATION COMPONENTS

### Company car

A company car including fuel costs, insurance, road tax etc. is provided as part of the benefits package of the members of the Executive Board.

### Other reimbursements

Members of the Executive Board are eligible for customary payments and allowances such as additional health insurance, mobile phone, tablet, compensation for internet costs, sick leave, paid leave, etcetera. Travel and accommodation expenses incurred in the performance of the employment contract are reimbursed. Reimbursement of legal costs is subject to prior approval from the Supervisory Board. The expenses of the Executive Board are evaluated and approved quarterly by the remuneration and nomination committee.

## EMPLOYMENT AGREEMENTS OF THE EXECUTIVE BOARD

### Duration of the agreement

The Annual General Meeting of 25 April 2015 reappointed Taco de Groot for a four-year term, taking effect on 25 November 2011. The Extraordinary General Meeting of 28 November 2014 appointed Reinier Walta for a four-year term, taking effect on 1 November 2014. Concerning members of the Executive Board, the Company must observe a notice period of six months, the members themselves three months.

### Non-competition clause and non-solicitation clause

The employment agreement or agreement for services contains a non-competition/confidentiality clause, a non-solicitation clause and a clause prohibiting taking over Vastned employees, with a duration sufficient to protect Vastned's interests.

### Dismissal payments

Dismissal payments are limited to twelve months of the fixed remuneration. Taco de Groot's and Reinier Walta's employment agreements comply with the Dutch Corporate Governance Code.

### Loans, guarantees and similar

Vastned does not provide loans or guarantees to members of the Executive Board.

### Scenario analysis

The Code requires that the Supervisory Board analyses the possible outcomes of the variable remuneration components and their impact on the Executive Board's total remuneration. This analysis is conducted at least once every three years.

### Cases not covered by the remuneration policy

In cases not covered by the remuneration policy, the Supervisory Board decides. Any decision must match the principles and intent of the remuneration policy as closely as possible. Where necessary, the Supervisory Board will inform the Annual General Meeting.

## 2 REMUNERATION OF THE EXECUTIVE BOARD IN 2015

### VOTING RESULT ON NEW REMUNERATION POLICY FOR THE EXECUTIVE BOARD

On 25 April 2015, the Annual General Meeting adopted the new remuneration policy for the Executive Board, with the following votes:

Votes	Number	Percentage
In favour	10,040,363	98.8%
Against	125,119	1.2%
Total votes	10,165,482 <sup>1)</sup>	100%
Abstentions	31,223	

<sup>1)</sup> This number is the total number of votes for and against, abstentions not included

### FIXED REMUNERATION 2015

Based on the new remuneration set out above, the Annual General Meeting of Shareholders determined the fixed remuneration of the members of the Executive Board (excluding employer's social security contributions) with retroactive effect as of 1 January 2015 as follows:

Fixed remuneration	2015	2014	Change in %
Taco de Groot	440,000	375,000	17.3%
Reinier Walta	245,000	245,000	0%

It has been agreed with Reinier Walta that he will be able to rise to a fixed remuneration over a period of three calendar years starting on 1 January 2015 of € 308,000 or in case of an adjustment of the CEO's fixed remuneration, up to at least 70% of the CEO's fixed remuneration.

### VARIABLE REMUNERATION IN 2015

#### Short-Term Incentives for 2015

Both members of the Executive Board have been set the same quantitative targets, as well as an individual qualitative target. The three common quantitative targets are outlined below, including their realisation.

STI targets 2015 and realisation	Threshold	Maximum	Realisation
End of 2015 65% premium city high street shops within total real estate portfolio (at target, 20% awarded)	63%, 15% awarded	67%, 25% awarded	25.0%
End of 2015 like-for-like rental growth for the premium city high street shops of 2% (at target, 20% awarded)	1%, 15% awarded	3%, 25% awarded	19.0%
End of 2015 at least € 100 million acquisitions in new premium city high street shops (at target, 20% awarded).	€ 80 million, 15% awarded	€ 120 million, 25% awarded	25.0%

The fourth, qualitative STI target for the CFO was to draw up and implement a risk and control framework for the entire Vastned organisation: this target was realised at 25%. The fourth, qualitative STI target for the CEO is not disclosed due to its market sensitivity: this target was achieved at 12.5%.

#### Buy-off of LTI scheme 2013 and 2014 of Taco de Groot (CEO)

With the adoption of the new remuneration policy in 2015, the preceding remuneration policy was cancelled. However, this remuneration policy included two three-year terms for Taco de Groot's variable long-term remuneration for the 2013 and 2014 financial years, which were to run out in 2015 and 2016 respectively. Upon adoption of the new remuneration policy, the variable long-term remuneration for 2013 and 2014 were bought off (also in order to prevent double counting under the new policy) for € 62,500, using the same system previously applied to former CFO Tom de Witte. As a result, as of 1 January 2015 both Reinier Walta and Taco de Groot are fully subject to the same remuneration policy.

#### Long-term Incentives for 2015

The maximum LTI Taco de Groot and Reinier Walta could achieve for 2015 were € 440,000 and € 245,000 respectively. 2015 is the first year of the three-year period over which the LTI for 2015 is determined. Based on the position at year-end 2015, no LTI linked to RTSR is payable as Vastned came ninth in the defined peer group. Based on the position at year-end 2015, no ATSR is payable, and the level of realisation of the Business Health tests cannot yet be determined. In view of the above, no LTI for 2015 has been recognised in the 2015 financial statements.

#### PENSION 2015

The members of the Executive Board do not pay own contributions to their pension schemes; these contributions are paid by the Company. Mr Walta's pension is based on a career average scheme and Taco de Groot's is a defined-contribution scheme. The expected retirement age of Taco de Groot and Reinier Walta is 67 years. The schemes include a partner's pension and an invalidity pension.

#### Pension compensation for Reinier Walta (CFO)

As of 1 January 2015, the tax relief on pension accrual has been restricted by new legislation, and is now accrued only on the fixed salary with a maximum of € 100,000, while in the past it was unlimited. Reinier Walta participates in Vastned's pension scheme. The company has agreed with Reinier Walta that he will receive a compensation for this change in legislation, equaling the amount of pension accrual that Vastned does not have to pay since this new legislation is in force. The same scheme has been agreed with other Vastned employees. The difference between the pension contribution that was payable at year-end 2014 on the full fixed salary of € 245,000 being € 41,650 the pension contribution that was payable as at 1 January 2015 on € 100,000 being € 22,650, will be paid out to him in monthly instalments. This pension compensation does not qualify as part of the fixed remuneration.

#### LOANS 2015

Vastned did not provide any loans or guarantees to members of the Executive Board in 2015.

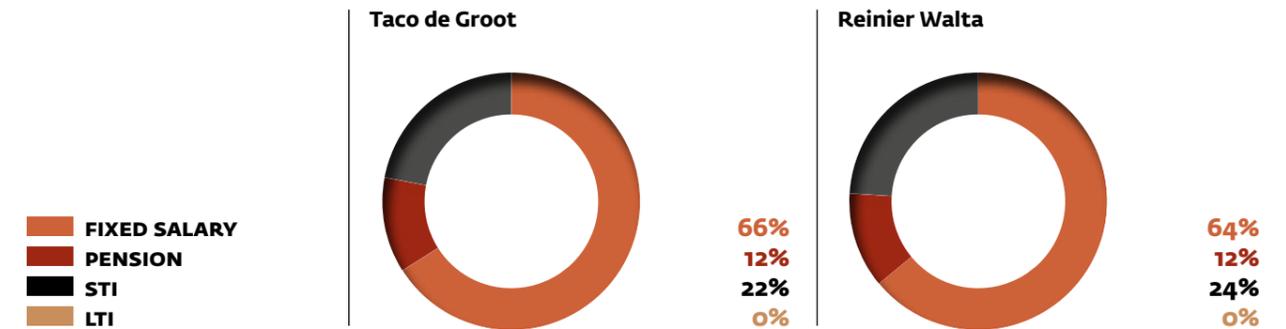
#### OVERVIEW OF THE REMUNERATION OF THE EXECUTIVE BOARD

The table below presents the remuneration awarded to the Executive Board in 2015 (fee in € 1).

Name	Fixed salary <sup>1)</sup>	Pension <sup>2)</sup>	STI	LTI	Total
Taco de Groot (CEO)	440,000	80,820	143,440	-	664,260
Reinier Walta (CFO)	245,000	45,643	92,120	-	382,763
<b>Total</b>	<b>685,000</b>	<b>126,463</b>	<b>235,560</b>	<b>-</b>	<b>1,047,023</b>

<sup>1)</sup> excluding social charges.

<sup>2)</sup> this concerns pension costs and (partner) disability insurance.



The Supervisory Board has not availed itself of the right to adjust or reclaim the bonuses awarded to the Executive Board for the 2014 reporting year.

### 3 REMUNERATION OF THE SUPERVISORY BOARD

#### VOTING RESULT ON THE REMUNERATION OF THE SUPERVISORY BOARD

On 25 April 2015, the Annual General Meeting adopted the new remuneration policy for the Supervisory Board, with the following votes:

Votes	Number	Percentage
In favour	10,194,516	100.0%
Against	163	0%
Total votes	10,194,679 <sup>1)</sup>	100%
Abstentions	2,026	

<sup>1)</sup> This number is the total number of votes for and against, abstentions not included

#### REMUNERATION OF THE SUPERVISORY BOARD

The present remuneration of the members of the Supervisory Board and its committees was adopted in the Annual General Meeting of shareholders of 4 April 2012.

Chairman	€ 38,000
Vice-chairman	€ 30,000
Member	€ 30,000

- Supplementary fee for membership of remuneration committee € 3,000
- Supplementary fee for membership of audit committee € 4,000
- All members also receive a fixed expense allowance or travel and accommodation of € 1,250 per year, excluding turnover tax.

The Supervisory Board benchmarked the remuneration of its members against those of peer companies at the end of 2015. This revealed that the remuneration of the chairman and the supplement for membership of the remuneration committee are below those of similar companies. In order to bring the remuneration more in line with the market, the Annual General Meeting of 25 April 2015 adopted the following amounts:

Chairman	€ 42,000
Vice-chairman	€ 30,000
Member	€ 30,000

- Supplemental fee for membership of combined remuneration and nomination committee € 4,000
- Supplementary fee for membership of audit and compliance committee € 4,000
- All members also receive a fixed expense allowance for travel and accommodation of € 1,250 per year, excluding turnover tax.

#### OVERVIEW OF THE REMUNERATION GRANTED TO THE SUPERVISORY BOARD IN 2015

The table below presents the remuneration awarded to the Supervisory Board in 2015 (fee in € 1).

Name	Supervisory Board	Audit and compliance committee	Remuneration and nomination committee	Expense allowance	Total
Wouter J, Kolff	42,000	-	-	1,250	43,250
Pieter M, Verboom	9,288	1,238	1,238	387	12,151
Marc C, van Gelder	20,712	-	2,762	863	24,337
Jeroen B,J,M, Hunfeld	30,000	4,000	-	1,250	35,250
Charlotte M, Insinger	20,712	2,762	-	863	24,337
Marieke Bax	30,000	-	4,000	1,250	35,250
<b>Total 2015</b>	<b>152,712</b>	<b>8,000</b>	<b>8,000</b>	<b>5,863</b>	<b>174,575</b>