

# POLICY REGARDING VIRTUAL GENERAL MEETING OF SHAREHOLDERS VASTNED

## **Preliminary remarks**

Vastned strongly believes in Shareholders participation and in this respect intends to facilitate virtual access for Shareholders to its virtual Annual General Meeting of Shareholders (**'Virtual AGM'**) through the use of electronic means.

In view of the situation and the government measures in relation to COVID-19 Vastned wants to accommodate real time participation for Shareholders by organizing a Virtual AGM. Vastned facilitates the Virtual AGM by providing Shareholders the opportunity to follow and participate live in the proceedings of the meeting and to vote virtually during the Virtual AGM. Whereas it will not be possible for Shareholders to attend this meeting in person, Shareholders will have the option to either participate in the meeting and/or to vote virtually or to grant a proxy to the independent Vote Collector via the Third Party Agent.

Vastned believes that Shareholder participation via a Virtual AGM will promote real time participation and subsequently voting process during the meeting and will therefore be of great value to the live interaction during the meeting. Vastned explicitly reminds its Shareholders that this is a relatively new application. Even though Vastned has used its best efforts to ensure that Shareholders are offered best in market, Shareholders may experience issues that are common to this relatively new application.

*Capitalised definitions used are explained in the Annex to this Policy.*

## **1. General**

- 1.1. Vastned aims to assist its Shareholders who wish to attend the Virtual AGM virtually by providing an adequate opportunity to vote electronically and in real time during the Virtual AGM.
- 1.2. The platform for the Virtual AGM will be provided by the Third Party Agent with access via the Third Party Agent.
- 1.3. Virtual Shareholders wishing to attend the Virtual AGM must identify themselves electronically via the Third Party Agent to enter the Virtual AGM through a secured access as set out in the Terms of Use of the Third Party Agent.
- 1.4. Participation instructions for Shareholders will be included in the convocation of the Virtual AGM.
- 1.5. Vastned reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting when this becomes necessary or advisable for technical or security reasons.

## 2. Technical infrastructure

- 2.1. Vastned ensures, to the extent reasonably possible, that the technical infrastructure for participation in the Virtual AGM is properly in place, duly secured and accessible for Shareholders with compatible devices. Vastned will make use of reputable third parties for providing the technical infrastructure required for conducting the Virtual AGM.
- 2.2. Virtual Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for the Virtual AGM. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the Virtual AGM. The failure can happen both on the side of Vastned (and/or the Third Party Agent) or with Virtual Shareholders. To completely avoid such risks, Shareholders should attend the Virtual AGM by written proxy.
- 2.3. The technical infrastructure will be implemented in a timely manner before the Virtual AGM in order to allow Shareholders to test their access and to verify that they would be able to participate in the Virtual AGM. Vastned will take all reasonable efforts to keep technical support lines available for Virtual Shareholders attending the Virtual AGM.
- 2.4. Virtual Shareholders may inform Vastned of any failure of the technical infrastructure via the technical support lines referred to in Clause 2.3. Any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, an electrical power outage or similar events, including an information security incident (which includes any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack), that might prevent virtual participation in the Virtual AGM, will in any event be at the risk and to the account of such Virtual Shareholder.
- 2.5. Any failure of the technical infrastructure that occurs during the Virtual AGM which comes to the attention of the Chairman and which affects significantly the course of the Virtual AGM, shall be communicated by the Chairman to all Shareholders who participate either by proxy or virtually in the Virtual AGM. The Chairman may decide at his own discretion, taking into account the potential impact on the decision making-process within the Virtual AGM, whether or not the Virtual AGM must be (temporarily) suspended or cancelled early due to such failure, or proceed without the possibility for some or all Virtual Shareholders to vote and/or follow the Virtual AGM.
- 2.6. Should the Chairman decide to cancel early the Virtual AGM as referred to in Clause 2.5., a new General Meeting, will be convened by Vastned as soon as reasonably possible. The agenda for that General Meeting consists of at least the same items, to the extent not already adopted in the original meeting, and may include other items as well. Shareholders who have given a proxy or voting instruction to the Vote Collector must be aware that such proxy or voting instruction will not be valid for the newly convened General Meeting.

## 3. Meeting rights and voting by Virtual Shareholders in Virtual AGM

- 3.1. Each duly and timely registered Shareholder may follow the proceedings of the Virtual AGM virtually and vote in real time electronically, provided that he timely selected this option via the Third Party Agent in accordance with the instructions provided in the convocation of the Virtual AGM.

- 3.2. Virtual Shareholders must be logged in via the Third Party Agent to the voting platform facilitating the Virtual AGM prior to the start of the Virtual AGM. Virtual Shareholders joining the Virtual AGM after the opening of the Virtual AGM by the Chairman will not be counted as attending Shareholders and will not be able to vote in that Virtual AGM; they will only have access to the live stream to follow the Virtual AGM.
- 3.3. Shareholders attending the Virtual AGM, either virtually or by proxy, are counted at the start of the Virtual AGM as in-person attendees for calculating how many Shareholders are represented at the Virtual AGM and which percentage of the issued and outstanding share capital is represented at the Virtual AGM. Any early log-off by a Virtual Shareholder during the Virtual AGM, will therefore not affect such calculation. In case of dropped or terminated connection to the Virtual AGM, a Virtual Shareholder will be allowed to re-join the Virtual AGM only if he or she was already accounted for at the beginning of the Virtual AGM. The names of the Virtual Shareholders in the Virtual AGM will be put on the registration list of Shareholders attending the Virtual AGM by proxy, in accordance with the provisions of the articles of association of Vastned.
- 3.4. Shareholders who have submitted questions in advance by email in the way as described in the convocation to the Virtual AGM, are given the opportunity to ask additional questions during the meeting (by using the chat function during the Virtual AGM). In addition thereto, Virtual Shareholders can virtually submit questions relating to the agenda items to the Executive Board or Supervisory Board during the Virtual AGM, irrespective of whether they had submitted questions in advance. Split voting on a shareholding that is held in one security account is not yet supported by the platform and will therefore not be possible.
- 3.5. The Company Secretary will *inter alia* observe the procedural aspects of the Virtual AGM, including its virtual part, and review the final vote reconciliation prior to the Chairman certifying the final results.
- 3.6. Unless provided otherwise in the convocation of the Virtual AGM, polls about an agenda item shall be held after the deliberation about such item has been closed by the Chairman. The Chairman may decide at the beginning of the Virtual AGM that the polls for all items will be open during the Virtual AGM and only closed after the last voting item on the agenda has been discussed and been voted upon. Provisional voting results will not be disclosed during the Virtual AGM. The Company Secretary will determine when the polls about particular items will be open and closed exactly, taking into account the previous sentences. The polls are not open for voting prior to the start of the Virtual AGM.
- 3.7. At the close of each poll (or all polls as the case may be – see Clause 3.6), the Chairman's decision about the voting expressed in the meeting is decisive to determine whether or not a resolution has been adopted by the General Meeting.

#### 4. **Vote confirmation and results**

- 4.1. Upon request of a Virtual Shareholder Vastned will send such Virtual Shareholder a confirmation of receipt of his votes cast during the Virtual AGM.
- 4.2. The voting results of the Virtual AGM will be placed on Vastned's website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues encountered during the Virtual AGM from a technical infrastructural or information security perspective Vastned has become aware of.

## Annex:

### Definitions

**Chairman:** the chairman of the General Meeting of Shareholders

**Company Secretary:** the Company Secretary of Vastned.

**General Meeting:** the General Meeting of Shareholders of Vastned.

**Executive Board:** the management board of Vastned.

**Policy:** the subject Policy regarding the Virtual General Meeting of Shareholders.

**Shareholder:** a holder of one or more shares in the capital of Vastned or for the purpose of this Policy of a right of pledge or usufruct to one or more shares in the capital of Vastned, provided that the holder has meeting rights and to the extent he may vote, that he also has the voting rights attached thereto.

**Supervisory Board:** the supervisory board of Vastned.

**Terms of Use of the Third Party Agent:** the terms of use for the e-voting system of the Third Party Agent as they will read from time to time.

**Third Party Agent:** ABN AMRO Bank N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

**Vastned:** Vastned Retail N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

**Virtual AGM:** a virtual (online) General Meeting of Shareholders of which Shareholders are able to attend virtually through an online audio or video connection, and if they wish to do so, cast votes electronically while the General Meeting of Shareholders is held.

**Virtual Shareholder:** a Shareholder who participates virtually in the Virtual AGM.

**Vote Collector:** the independent proxy holder (Beernink productions) preselected by Vastned whom a Shareholder can appoint as proxy holder with voting instructions.