

Wereldhave

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

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

Location: H'ART Museum, Amstel 51, 1018 DR Amsterdam, on Friday 9 May 2025 at 11:00 CEST.

Agenda

- 1 **Opening**
- 2
 - a. Report of the Board of Management
 - b. Proposal to adopt the annual accounts 2024 *vote*
 - c. Dividend- and reserves policy: proposal of a dividend for 2024 of € 1.25 in cash *vote*
 - d. Proposal to discharge the members of the Board of Management *vote*
 - e. Proposal to discharge the members of the Supervisory Board *vote*
 - f. Execution remuneration policy 2024 *advisory vote*
- 3 **Proposal to appoint Deloitte Accountants B.V.** *vote*
- 4 **Proposal to amend the articles of association** *vote*
- 5 **Authority to issue shares**
 - a. Proposal to grant the authority to the Board of Management to issue shares and/or grant rights to subscribe for shares *vote*
 - b. Proposal to grant the authority to the Board of Management to restrict or exclude pre-emptive rights *vote*
 - c. Proposal to grant the Board of Management an additional authority to issue shares and/or grant rights to subscribe for shares *vote*
 - d. Proposal to grant the authority to the Board of Management to restrict or exclude pre-emptive rights *vote*
- 6 **Proposal to authorize the Board of Management to repurchase own shares** *vote*
- 7 **Proposal to adopt the new remuneration policy for the Board of Management** *vote*
- 8 **Questions before closure of the meeting**
- 9 **Closure of the meeting**

1. Opening

Opening of the meeting by Mrs. Dechesne, chair of the supervisory board.

2.

a) Report of the Board of Management

Discussion of the management report, including the report from the supervisory board. Messrs. Storm and De Vreede will present the results in 2024.

b) Proposal to adopt the annual accounts 2024

Discussion and adoption of the annual accounts. It is

proposed to adopt the accounts for the year 2024. The external accountant (KPMG) is present at the

meeting and can be asked questions by shareholders in relation to his statement on the fairness of the annual accounts.

c) Dividend- and reserves policy: proposal of a dividend for 2024 of € 1.25 in cash per share

For the year 2024, a dividend of € 1.25 in cash per share is proposed to shareholders. If the proposal is accepted, the shares will trade ex-dividend as from 13 May 2025 and 14 May 2025 will be the dividend

record date. The dividend will be paid on 20 May 2025.

d) Proposal to discharge the members of the Board of Management

The discharge of the members of the Board of Management is proposed for the performance of their tasks, to the extent reflected in the annual report for the year 2024 or publicly known on the date of this AGM.

e) Proposal to discharge the members of the Supervisory Board

The discharge of the members of the Supervisory Board is proposed for the performance of their tasks, to the extent reflected in the annual report for the year 2024 or publicly known on the date of this AGM.

f) Execution remuneration policy 2024

The remuneration report has been published on the company's website. The report explains how the remuneration policy (which was approved for the Board of Management in 2020 and for the Supervisory Board in 2024) has been put into practice.

Opportunity to question the Supervisory Board whether the remuneration report is clear and understandable and that the remuneration of the board of management and the Supervisory Board for the year 2024 is in line with the Company's remuneration policy.

3. Proposal to appoint Deloitte Accountants B.V.

It is proposed to appoint Deloitte Accountants B.V. as external auditor for a period of three years, for the years 2025, 2026 and 2027.

The selection process, initiated by the Audit Committee in June 2024, involved evaluating audit firms based on criteria such as their PIE-license, range of services, and expertise in auditing listed real estate companies. Several prominent audit firms were invited to tender for the audit, with Deloitte ultimately being recommended due to their integrated audit approach, advanced tooling solutions, and cultural alignment with Wereldhave. The Supervisory Board, following the Audit Committee's advice, proposes to appoint Deloitte Accountants B.V. from 2025 to 2027.

4. Proposal to amend the articles of association

It is proposed to amend the articles of association, to bring these in line with recent changes of law and relocation of Wereldhave's registered office.

For the literal text of the proposed amendment reference is made to the double-column text with explanatory notes per article. The proposal includes an authorization to each member of the Board of Management and the secretary of the company, as well as each (candidate) civil law notary, officiating with Freshfields LLP, to execute the deed of amendment of the articles of association.

5. Authority to issue shares

a) Proposal to grant the authority to the Board of Management to issue shares and/or grant rights to subscribe for shares Proposal

With the approval of the Supervisory Board, it is proposed to designate the Board of Management as the authorized body to issue common shares and grant rights to subscribe for those shares.

The delegation of the emission authority is limited to 10% of Wereldhave's issued capital as of 9 May 2025, for a period of 18 months, starting on 9 May 2025, and ending on 9 November 2026. If adopted, this proposal replaces the current delegation.

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

It is also proposed, with the approval of the Supervisory Board, to grant the Board of Management the authority to limit or exclude pre-emptive rights upon the issuance of ordinary shares and/or to grant rights to subscribe for such shares, based on the authority as requested under agenda item **5a** for a maximum of 10% of issued share capital of Wereldhave N.V. as of 9 May 2025, for a period of 18 months commencing on 9 May 2025 and ending on 9 November 2026.

c) Proposal to grant the Board of Management an additional authority to issue shares and/or grant rights to subscribe for shares Proposal

In addition to the proposed authority as included under item **5a**, it is proposed, with the approval of the Supervisory Board, to designate the Board of Management as the authorized body to issue common shares and grant rights to subscribe for those shares, provided that the delegation of the additional emission authority is limited to 10% of Wereldhave's issued capital as of 9 May 2025, in excess of the 10% referred to under item **5a**, for a period of 18 months, starting on 9 May 2025, and ending on 9 November 2026.

If both the authority under **5a** and the authority under **5c** are granted to the Board of Management, the total authority to issue is limited to 20% of the issued share capital of Wereldhave N.V. as of 9 May 2025, subject to the further conditions as mentioned in agenda items **5a** and **5c**.

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

It is also proposed, with the approval of the Supervisory Board, to grant the Board of Management the authority to limit or exclude pre-emptive rights upon the issuance of ordinary shares and/or to grant rights to subscribe for such shares, based on the authority as requested under agenda item **5c** for a maximum of 10% of issued share capital of Wereldhave N.V. as of 9 May 2025, for a period of 18 months

commencing on 9 May 2025 and ending on 9 November 2026.

If the proposal under **5d** is adopted, it will enable the Board of Management to, subject to approval of the Supervisory Board, issue common shares up to 10% of the issued share capital of Wereldhave N.V. as per 9 May 2025 by way of a rights issue. This means that a share issue under this authorization will as much as possible be on a preemptive basis to minimize dilution for existing shareholders; as intended by the Board of Management and the Supervisory Board. The requested authorization gives the Board of Management, subject to approval of the Supervisory Board, the flexibility to deal with legal or practical difficulties with respect to a rights issue (for instance in relation to record dates, fractional entitlements, treasury shares or securities law restrictions in certain jurisdictions). Without being able to restrict or exclude the statutory preemptive rights, it would practically be nearly impossible to implement a rights issue. The Board of Management and the Supervisory Board intend to use the requested authorization in line with market practice.

The requested authority under this agenda item **5d** will not be used for mergers or acquisitions on a share-for-share basis, as this is incompatible with the concept of pre-emptive rights for existing shareholders.

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

The Board of Management proposes, with the approval of the Supervisory Board, to authorize the Board of Management to repurchase own paid-up shares, whether on the stock exchange or otherwise, to a maximum of 10% of the issued capital of Wereldhave N.V. per 9 May 2025, whereby the

acquisition price must be between the nominal value per share and 10% above the average price for these shares on Euronext Amsterdam on the fifth day prior to acquisition by Wereldhave, for a period of 18 months, starting 9 May 2025, and ending on 9 November 2026.

7. Proposal to adopt the new remuneration policy for the Board of Management

It is proposed to amend the Management Board remuneration policy adopted in 2020. The proposal can be found on the company's website and as annex to this agenda.

The outline of the proposal was the subject of careful consultations with various stakeholders, including the Works Council. These discussions revealed that the proposed policy is supported because the changes align with the current market. The Works Council has no objections against the proposed remuneration policy.

8. Questions before closure of the meeting

Opportunity for shareholders and proxy holders to put questions.

9. Closure of the meeting

Closure of the meeting by Mrs. Dechesne.

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

The annual report 2024 is available in digital form from 28 March 2025 on www.wereldhave.com.

Record date

For this meeting voting and meeting rights will be granted to those shareholders who are registered as such on 11 April 2025 after trading hours (record date) in a (partial) register and who have notified their intention to be present according to the stipulations below. (Partial) registers are the administrations of intermediaries as defined in the Dutch Securities Book-Entry Administration and Trading Act.

Notification of presence and representation

Shareholders who wish to participate in the meeting must register in writing before or on 2 May 2025 (before 17:30 CEST) by intervention of their bank. This declaration should be accompanied with a confirmation from the intermediary that the said shares were registered at the shareholder's name on the record date. Through their bank, shareholders will receive a receipt confirmation which also serves as an entrance registration form for the meeting.

Notification of presence can be made at www.abnamro.com/evoting. Meeting rights can only be exercised by proxy or in person during the meeting. Shareholders who wish to vote by electronic proxy must instruct their bank or broker to inform ABN AMRO to register their shares for the meeting before 2 May 2025 (before 17:30 CEST). Shareholders and usufructuaries with voting rights can give their notification and voting instructions electronically as from 12 April 2025 up to 2 May 2025 (before 17:30 CEST) at www.abnamro.com/evoting. Intermediaries are requested to provide full address details of the respective holders of shares, in order to facilitate an efficient check of their holdings at the record date. Intermediaries can submit their instructions

up to 6 May 2025 (before 13.30 CEST) at www.abnamro.com/intermediary.

Voting by proxy to an independent third party

Notwithstanding the requirement to notify the company in accordance with the procedure as set out under 'Notification of presence and representation', shareholders can also give a proxy to Mr. D.J. Smit, civil law notary at Freshfields LLP in Amsterdam (or his substitute, (deputy) civil law notary) to exercise their voting rights on their behalf at the annual general meeting of shareholders. The proxy may be given either electronically via www.abnamro.com/evoting, in which case it must be received by no later than on 2 May 2025 (before 17:30 CEST).

Registration of attendance

The annual general meeting of shareholders will be held at H'ART Museum Amsterdam. Shareholders or their proxy holders can only exercise voting rights if they have registered for the meeting. After registration, they will receive a registration certificate. Registration at the meeting can only be made with this registration certificate at the entrance of the meeting room from 10:00 CEST until the meeting starts. Shareholders or proxy holders must show valid identification to register for the meeting.

Questions can be put in advance before 2 May 2025 through investor.relations@wereldhave.com. To the extent possible, questions will be combined and answered during the meeting.

Issued share capital and voting rights

On the day of the convocation for the meeting, there were 46,082,967 ordinary shares in issue, of which 45,826,803 ordinary shares with voting rights.

Amsterdam, 28 March 2025

Board of Management Wereldhave N.V.