

AGENDA

ANNUAL GENERAL SHAREHOLDERS MEETING RODAMCO EUROPE N.V.

to be held on Wednesday, 8 June 2011 at 15:00 p.m. at the offices of Rodamco Europe N.V., World Trade Center Schiphol, Tower H, Level 11, Meeting Room 1-11 (11th floor), Schiphol Boulevard 371, Schiphol, the Netherlands

1. Opening
2. Report of the management board and of the supervisory board on the financial year 2010
(For information purposes; no approval of AGM is required)
3. Consideration and adoption of the annual accounts for the financial year 2010
(enclosure 1: Annual Report and Annual Accounts 2010)
(AGM to approve)
4. Determination of the dividend for the financial year 2010

It is proposed to declare a final cash dividend of EUR 4.00 per share, payable as from 30 June 2011
(AGM to approve)

5. Discharge of the management board

It is proposed to discharge each of Mrs C.C. Pourre and Mr P.M. van Rossum from liability with respect to the exercise of their duties during the financial year 2010 in their capacity of directors of the Management Board in financial year 2010
(AGM to approve)

6. Discharge of the supervisory board

It is proposed to discharge each of Mr G.L.J. Poitrial, Mr C.E. Steiniger and Mr A. van Rossum, the directors of the Supervisory Board, from liability with respect to the exercise of their duties during financial year 2010



(AGM to approve)

7. Re-appointment of Mr P.M. van Rossum as managing director

It is proposed to re-appoint Mr P.M. van Rossum as managing director of Rodamco Europe N.V. for a period of four years up to and including the end of the AGM of Rodamco Europe N.V. in 2015

(AGM to approve)

8. Re-appointment of Mrs C.C. Pourre as managing director

It is proposed to re-appoint Mrs C.C. Pourre as managing director of Rodamco Europe N.V. for a period of four years up to and including the end of the AGM of Rodamco Europe N.V. in 2015

(AGM to approve)

9. Re-appointment of Mr G.L.J. Poitrinal as supervisory director

It is proposed to re-appoint Mr G.L.J. Poitrinal as supervisory director of Rodamco Europe N.V. for a period of four years as from today

(AGM to approve)

10. Re-appointment of Mr C.E. Steiniger as supervisory director

It is proposed to re-appoint Mr C.E. Steiniger as supervisory director of Rodamco Europe N.V. for a period of four years as from today

(AGM to approve)

11. Re-appointment of Mr A. Van Rossum as supervisory director

It is proposed to re-appoint Mr A. Van Rossum as supervisory director of Rodamco Europe N.V. for a period of four years as from today

(AGM to approve)

12. Auditor

It is proposed to re-appoint Ernst & Young Accountants N.V. as external auditor of the company and its direct and indirect subsidiaries for the financial year 2011

(AGM to approve)



13. Announcements of the management board and questions
14. Closing

Registration

Shareholders can attend the Meeting and vote if they are a registered owner of Rodamco Europe N.V. shares on the **Registration Date for the Meeting**, which is 3 June 2011, after processing of all dealings on that date. Shareholders (including Rogiro account holders and other persons entitled to attend the shareholders meeting) are requested to ask their bank or broker to confirm the number of shares that are registered in the shareholder's name on the Registration Date and that will be registered for the Meeting, and to send this confirmation to The Royal Bank of Scotland N.V. ("RBS"), **to be received at the latest, 5 pm on 3 June 2011**. Shareholders will subsequently receive a certificate of registration either by email or by post which will serve as an admission ticket for the Meeting.

Identification

Holders of a certificate of registration may be requested to identify themselves.

Important notice

The main Admitted Institutions of Euroclear Nederland (large Dutch custodians) have indicated that shares registered for the meeting shall not be blocked. These Admitted Institutions are requested to communicate the non-blocking of the shares for this Annual General Meeting of Rodamco Europe N.V. to their clients. For retail investors, banks may decide to block your shares until the Registration Date for the Meeting. Your bank can provide you with further information.

Documentation

The 2010 annual accounts and statements and other annexes to the agenda of the Meeting are available for inspection at the offices of the company and can be obtained (free of charge) by telephoning the company at +31 20 658 2500 or RBS at +31 (0)20-464 3707 or by email: corporate.actions@rbs.com. These documents are also available for inspection at RBS, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands. The above mentioned documents are also available on and can be downloaded from the company's website under the 'Corporate Governance' header at www.rodamco.com.