

## AGENDA

### ANNUAL GENERAL SHAREHOLDERS MEETING RODAMCO EUROPE N.V.

to be held on Friday, April 27, 2007 at 2 p.m. at the Hilton Hotel, Weena 10, Rotterdam, the Netherlands

1. Opening
2. Report of the management board and of the supervisory board on the financial year 2006  
*(For information purposes; no approval of AGM is required)*
3. Consideration and adoption of the annual accounts for the financial year 2006  
(enclosure 1: Annual Report and Annual Accounts 2006)  
*(AGM to approve)*
4. Determination of the dividend for the financial year 2006

It is proposed to declare a final cash dividend of EUR 2.34 per share, payable as from May 8, 2007  
*(AGM to approve)*

5. Discharge of the management board

It is proposed to grant the management board discharge for their management during the financial year 2006  
*(AGM to approve)*

6. Discharge of the supervisory board

It is proposed to grant the supervisory board discharge for their supervision during the financial year 2006  
*(AGM to approve)*



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7. Amendment of the Articles of Association

It is proposed to amend the Articles of Association:

- to delete the territorial limitation from the object of the company
- to split the company's share
- to enable the use of electronic means of communication related to the AGM
- other technical changes

(enclosure 2: Proposed Articles of Association and explanatory notes)

*(AGM to approve)*

8. Composition of the supervisory board

It is proposed to re-appoint Mr. F.J.G.M. Cremers and Mr. J.W.B. Westerburgen as member of the supervisory board of the company per April 27, 2007 for a period of four years until the Annual General Shareholders Meeting in 2011

(enclosures 3 and 4: curriculum vitae F.J.G.M. Cremers and J.W.B. Westerburgen)

*(AGM to approve)*

9. Auditor

It is proposed to re-appoint PricewaterhouseCoopers Accountants N.V. as auditor of the company for the financial year 2007

*(AGM to approve)*

10. Announcements of the management board and questions

11. Closing

### **Registration**

Shareholders can attend the Meeting and vote if they are a registered owner of Rodamco Europe shares on the **record date for the Meeting**, which is April 23, 2007, after processing of all mutations on that date. Shareholders (including Rogiro account holders) are requested to ask their bank or broker to confirm the number of shares that are registered in the shareholder's name on the record date and that will be registered for the Meeting, and to send this confirmation to ABN AMRO Bank N.V. Kemelstede 2, Breda, the Netherlands, **to be received at the latest, 5 pm on April 24, 2007**. The same confirmation should be received by Deutsche Bank AG, TSS/GES, Post IPO Services, 60262 Frankfurt am Main, for shareholders in Germany, and by Fortis Bank, Corporate Actions (1MS2I), Warandeborg 3, 1000 Brussels, for shareholders in Belgium. Shareholders will subsequently receive a certificate of registration either per email or per post which will serve as an admission ticket for the Meeting.

### **Identification**

Holders of a certificate of registration can be requested to identify themselves upon request.

### **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 Record date for the Meeting. Your bank can provide you with further information.

### **Documentation**

The 2006 annual accounts and statements, the proposed amendment of the articles of association, the data as referred to in article 2:142 of the Dutch Civil Code concerning the proposed supervisory board members, 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 or ABN AMRO Service Desk, +31 (0)76 579 9455. These documents are also available for inspection at ABN AMRO Bank N.V., Foppingadreef 22, 1102 BS 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](http://www.rodamco.com).