

**AGENDA**

ANNUAL GENERAL SHAREHOLDERS MEETING  
RODAMCO EUROPE N.V.

to be held on Thursday, 20 April, 2006 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 2005 financial year  
*(For information purposes; no approval of AGM is required)*
3. Consideration and confirmation of the annual accounts for the 2005 financial year  
(enclosure 1: Annual Report and Annual Accounts 2005)  
*(AGM to approve)*
4. Confirmation of the dividend for the financial year 2005

It is proposed to declare a final cash dividend of EUR 2.17 to be payable on 28 April 2006  
*(AGM to approve)*

5. Discharge of the Management Board

It is proposed to discharge the Management Board for the financial year 2005  
*(AGM to approve)*

6. Discharge of the Supervisory Board

It is proposed to discharge the Supervisory Board for the financial year 2005  
*(AGM to approve)*

7. Composition of the Management Board  
*(AGM to approve)*

It is proposed to appoint Mr. P. M. van Rossum as statutory managing director (CFO) of the company per 20 April 2006 for a period of four full calendar years until 31 December 2010 (enclosure 2: Curriculum Vitae)

8. Composition of the Supervisory Board
- (a) Revised Resignation Rota of the Supervisory Board  
(enclosure 3: Resignation Rota)  
*(For information purposes)*

- (b) It is proposed to re-appoint Mr. R. ter Haar and Mr. H. B. van Wijk as member of the Supervisory Board of the company per 20 April 2006 for a period of four years until the Annual General Shareholders Meeting in 2010 (enclosures 4 and 5: Curriculum Vitae R. ter Haar and H.B. van Wijk)  
*(AGM to approve)*
9. Remuneration Policy
- (a) It is proposed to make certain amendments to the current Remuneration Policy (enclosure 6: Proposal Remuneration Policy)  
*(AGM to approve)*
- (b) It is proposed to introduce a new long-term incentive share plan (enclosure 7: Explanation and Proposal of the Performance Share Plan)  
*(AGM to approve)*
10. Remuneration of Supervisory Board members
- It is proposed to change the remuneration of the members of the Supervisory Board as set out in the enclosure (enclosure 8: Explanation and proposal Remuneration Supervisory Board)  
*(AGM to approve)*
11. Auditor
- It is proposed to re-appoint PricewaterhouseCoopers Accountants N.V. as auditor of the company for the financial year 2006  
*(AGM to approve)*
12. Language of the Annual Accounts and the Annual Report
- It is proposed to have the Annual Accounts and the Annual Report available only in the English language as from the financial year 2006  
*(AGM to approve)*
13. Announcements of the Management Board and questions
14. Closing

Shareholders can attend the Meeting and vote if they are a registered owner of Rodamco Europe shares on the **record date**, which is 13 April, 2006 (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 registered in the shareholder's name and remaining in their portfolio until the record date, 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 13 April, 2006**. 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 (1MS2W), Warandeborg 3, 1000 Brussels, for shareholders in Belgium. The shares will be frozen until the record date, after which the embargo will be lifted as per 14 April 2006. Shareholders will subsequently receive a certificate of registration at their home address which will serve as an admission ticket for the Meeting.

The data as referred to in article 2:142 of the Dutch Civil Code concerning the proposed Management Board member, the 2005 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 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).