

PRESS RELEASE

Wereldhave EGM approves rights offering of up to € 550 million

Schiphol, 28 November 2014

Wereldhave's Extraordinary General Meeting of Shareholders (the "EGM") as convoked on 17 October 2014 was held today. The meeting was convened to discuss a rights offering of up to € 550 million (the "Rights Offering") to partly finance the intended acquisition by Wereldhave of six mid-sized shopping centres in France for a consideration of approximately € 850 million, as described in Wereldhave's press release on 16 October 2014. Wereldhave notes that the Wereldhave shareholders approved all resolutions on the agenda at Wereldhave's EGM today and therefore the Rights Offering has been approved.

The request for approval was tabled in three items:

1. Proposal to authorise the Board of Management to issue new ordinary shares in order to raise aggregate net proceeds of up to € 550 million and grant rights to subscribe for new ordinary shares.

This proposal was approved by the EGM with 9,501,785 votes in favour (91.94%) and 832,764 votes against (8.06%).

2. Proposal to authorise the Board of Management to exclude any pre-emptive rights with respect to such issuance of new ordinary shares.

This proposal was approved by the EGM with 9,307,323 votes in favour (90.06%) and 1,027,227 votes against (9.94%).

3. Proposal to amend the articles of association to increase the authorised share capital in relation to the Rights Offering.

This proposal was approved by the EGM with 9,503,051 votes in favour (91.95%) and 831,441 votes against (8.05%).

Wereldhave intends to make further announcements on the Rights Offering in due course.

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The rights and the ordinary shares (the **Securities**) have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **US Securities Act**), and may only be offered or sold in the United States of America (as defined in Regulation S under the US Securities Act) pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company does not intend to register any portion of the contemplated offering of Securities in the United States of America or to conduct a public offering of Securities in the United States of America.