

ARTICLES OF ASSOCIATION

Name and registered office

Article 1

The name of the Foundation is:

STICHTING PRIORITEITSAANDELEN EUROCOMMERCIAL PROPERTIES,
having its registered office in Amsterdam.

Objects

Article 2

1. The objects of the Foundation are:

- a. to promote and protect the continuity and identity of Eurocommercial Properties N.V., a company limited by shares with registered office in Amsterdam, hereinafter referred to as 'the Company', and its subsidiaries and affiliated companies, so as to secure to the fullest extent possible the interests of the Company, its subsidiaries and affiliated companies, and all interested parties, and to provide protection to the fullest extent possible against any adverse influence or encroachment upon their business and identity, all in the widest possible sense, and to perform any and all acts that may be conducive to the attainment of the above objects.
- b. the Foundation shall seek to attain its objects by acquiring and holding priority shares in the capital of the Company and by exercising the shareholders' rights attached to such shares, including but not limited to the right to vote.
- c. the Foundation may sell, transfer or pledge any priority shares held in the capital of the Company, provided that the right to vote attached to the pledged shares remains with the shareholder.

2. The Foundation is a non-profit organisation.

Duration and financial year

Article 3

1. The Foundation has been formed for an indefinite period of time.
2. The financial year of the Foundation shall run from the first day of July up to and including the thirtieth day of June next.

Financial resources

Article 4

The financial resources of the Foundation consist of:

- a. subsidies;
- b. income earned from any services provided;
- c. donations, testamentary successions and specific legacies;
- d. all other lawful revenues.

Board

Article 5

1. The Board of the Foundation consists of at least two members, one of whom may also be a member of the Company's Board of Management. The other member or members may not be a Supervisory Director, member of the Board of Management or otherwise an employee of the Company or a subsidiary of the Company. Board members shall be appointed by the Board of the Foundation
2. The Board shall elect a chairman, a secretary and a treasurer from among its members.
3. The positions of secretary and treasurer may be held by one person.
4. If the number of Board members falls below the number determined in the Articles of Association, the Board shall be authorised only to perform acts of an urgent nature and shall be required to take such measures as are necessary to fill the vacancy or vacancies on the Board without delay.

Duties of the Board

Article 6

1. The Board shall be charged with the management of the Foundation.

Each Board member shall have the obligation to the Foundation to properly carry out his duties.

2. The Board is authorised to enter into all legal transactions including – subject to the unanimous adoption by all Board members of the resolution concerned– entering into agreements to purchase, dispose of or encumber registered property, or entering into agreements through which the Foundation commits itself as guarantor or joint and several debtor, warrants performance by a third party, or undertakes to provide security for a debt of a third party.
3. The Board shall keep such records of the financial situation of the Foundation as will accurately show its assets and liabilities at all times.
4. Within five months of the end of the financial year the treasurer shall draw up an annual report to be adopted by the Board. Such adoption must take place within six months of the end of the financial year. The annual report shall at least include a balance sheet and a statement of income and expenditure. The Board may appoint an auditor or *registeraccountant* to audit the annual report and the accounts; the treasurer shall be required to cooperate fully with the audit.
5. The Board must keep the records referred to in paragraphs 3 and 4 for seven years.
6. Each year the Board shall prepare a plan of action and a budget.

Board meetings

Article 7

1. The Board shall meet as often as the chairman or a Board member desires.

2. The chairman or secretary shall call the Board meetings observing a notice period of at least one week, not including the day notice is given and the day of the meeting. Notice shall be given by a written announcement containing the agenda, to be sent to the addresses of the Board members. In the event that the notice period has not been observed and/or no agenda has been sent, resolutions may still be adopted provided that all Board members are present or represented at the meeting.
3. Upon receipt of a request to hold a meeting, as referred to in the first paragraph, the secretary shall convene a Board meeting to be held within four weeks of receiving such request.

If the secretary fails to comply with the request within two weeks of receipt thereof, the applicant or applicants shall proceed to call a meeting in the same manner as provided for the secretary.

4. The secretary, or his substitute designated by the chairman, shall keep the minutes; the minutes shall be adopted at the next meeting, unless the minutes are recorded in a notarial deed.
5. The Board members shall each have one vote at the Board meetings.
6. Each Board member may at all times be represented by another Board member by means of a written power of attorney which is valid for one particular meeting.
7. All votes shall be cast orally unless the chairman determines otherwise.
8. Resolutions shall be adopted in a meeting at which at least two Board members are present or represented.

Resolutions shall be adopted by an absolute majority of votes, unless otherwise provided for in these Articles of Association.

Blank and invalid votes shall not be considered. If the votes are tied on a proposal relating to other matters than the appointment or nomination of people, no resolutions shall be adopted.

9. If, during a vote on the appointment or nomination of people, less than half of the votes validly cast are cast in favour of one of them, a second vote shall be held. If in that case one person still fails to obtain more than half of the votes validly cast, a subsequent vote shall be held between those who obtained the highest number of votes at the second vote.

If more than two people are eligible for the subsequent vote, an interim vote shall be held between the person who obtained the highest number of votes and the person who obtained the second highest number of votes to decide which of them will be considered for the subsequent vote.

Only if one person has obtained the highest number of votes shall people who have obtained the second highest number of votes be considered for participation in the subsequent vote or the interim vote. If an interim vote or subsequent vote does not result in a decision because the votes are equally divided, a drawing of lots shall decide.

10. Board resolutions, except those relating to amendments to the Articles of Association or dissolution of the Foundation, may also be adopted without holding a meeting, provided that such resolutions be adopted in writing and that all Board members vote in favour of the proposal or proposals concerned.

Representation

Article 8

The Board or two Board members acting jointly shall represent the Foundation in and out of court.

Termination of Board membership

Article 9

1. In addition to dismissal by the court in the instances defined in Section 298, Subsection 1 of Book 2 of the Netherlands Civil Code, the position of Board member shall be vacated:
 - a. by the death of the Board member;
 - b. if the Board member steps down;
 - c. if the Board member is dismissed by the Board;
 - d. if the Board member steps down in accordance with the provisions of paragraph 4;
 - e. when the Board member acquires one of the impermissible capacities as specified in Article 5, paragraph 1.
2. Prior to the adoption of a Board resolution to dismiss a Board member, the person concerned shall be given the opportunity to defend himself at the meeting.
3. Each year, one Board member shall resign according to a rotation schedule to be drawn up by the Board. The resigning Board member may immediately be reappointed.
4. Board members who step down by rotation shall cease to hold their position at the end of the Board meeting at which the financial statements of the preceding financial year are adopted.

Amendments to the Articles of Association

Article 10

1. The Board is authorised to amend the Articles of Association.

2. Resolutions to amend the Articles of Association may be adopted only by a majority of at least two-thirds of the votes cast in a Board meeting at which all Board members are present or represented.

If the requisite number of Board members is not present or represented at a meeting in which a proposal to amend the Articles of Association is on the agenda, a second meeting shall be called within six weeks of the first meeting. The second meeting, which may not be held within two weeks of the first meeting, may decide on the proposal by a majority of at least two-thirds of the votes validly cast, provided that at least two Board members are present or represented.

3. Amendments to the Articles of Association shall come into effect by a notarial deed. Each of the Board members shall be authorised to have such deed executed.

Rules and regulations

Article 11

The Board may establish internal rules and regulations, provided that such rules do not contain provisions contrary to law or these Articles of Association.

Dissolution and liquidation

Article 12

1. The Board is authorised to dissolve the Foundation by means of a resolution adopted in the same manner as provided for in Article 10, paragraph 2, concerning amendments to the Articles of Association.
2. After the dissolution, the Foundation shall continue to exist for such a period of time as may be required for its liquidation. The words 'in liquidation' shall be added to its name.
3. If no liquidators are appointed in the resolution to dissolve the Foundation, the Board shall act in that capacity.
4. The provisions of these Articles of Association, including the provisions on the appointment and dismissal of Board members, as well as their powers and duties, shall apply as much as possible to the liquidators.
5. Any surplus arising from the liquidation shall be used by the liquidators for a purpose as close as possible to the objects of the Foundation, or for a non-profit purpose or good cause to be determined by the Board.
6. After the close of the liquidation, the books and records shall remain in the custody of the person appointed by the liquidators for that purpose for a period of seven years.