

## EUROCOMMERCIAL PROPERTIES N.V.

*public limited liability company (naamloze vennootschap) incorporated under the laws of the Netherlands  
having registered offices at Herengracht 469, 1017 BS Amsterdam, the Netherlands  
registered in the Amsterdam Trade Register under number 33230134*

### SUMMARY DOCUMENT ADMISSION TO TRADING ON EURONEXT BRUSSELS

This document comprises a summary document (**Summary Document**) relating to Eurocommercial Properties N.V. (**Eurocommercial** or the **Company**) and is governed by Belgian law. It has been prepared by the Company pursuant to an exemption under article 18, §2, h) for the obligation to publish a prospectus under the Belgian Act of 16 June 2006 on the public offer of investment instruments and the admission of investment instruments to trading on a regulated market (*Wet op de openbare aanbieding van beleggingsinstrumenten en de toelating van beleggingsinstrumenten tot de verhandeling op een gereguleerde markt*) as amended from time to time (the **Belgian Prospectus Act**), in connection with the application for the admission to trading of issued and outstanding registered ordinary shares in the Company, in the form of the bearer depositary receipts issued by Stichting Administratiekantoor Eurocommercial Properties (incorporated under the laws of the Netherlands having registered offices at Herengracht 469, 1017 BS Amsterdam, the Netherlands registered in the Amsterdam Trade Register under number 41210861) (the **Administrative Foundation**), each depositary receipt representing 10 registered ordinary shares in the Company (the **Depositary Receipts**), on Euronext Brussels (**Euronext Brussels**), the regulated market operated by Euronext Brussels SA/NV (the **Listing**).

The Company is not offering any new shares or depositary receipts or any other investment instruments in connection with the Listing. This Summary Document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or to buy any shares or depositary receipts nor any other investment instruments of the Company or the Administrative Foundation in any jurisdiction. The Depositary Receipts will not be generally made available or marketed to the public in Belgium or in any other jurisdiction in connection with the Listing.

The Company has been listed on Euronext Amsterdam (**Euronext Amsterdam**), the regulated market operated by Euronext Amsterdam N.V., since 1 November 1991 pursuant to an Introduction Memorandum dated 15 October 1991, issued by the Company for the purposes of Article 6 of the Dutch Decree on the Supervision of Investment Institutions, Annex B, in connection with the admission of the Depositary Receipts to trading on the Official Market of the Amsterdam Stock Exchange, currently Euronext Amsterdam.

The Company will remain listed on Euronext Amsterdam following the Listing and the continuing obligations set out in the Dutch Financial Supervision Act of 28 September 2006 (*Wet op het financieel toezicht*) (the **Wft**) and Euronext's Rule Book I and Euronext Amsterdam's Rule Book II will continue to apply to the Company.

Further information on the Company and its subsidiaries (the **Group**) can be found on the Group's website at [www.eurocommercialproperties.com](http://www.eurocommercialproperties.com).

This Summary Document does not constitute a prospectus for the purposes of Regulation 2017/1129, Directive 2003/71/EC, the Wft or the Belgian Prospectus Act or a comprehensive update of information relating to the Company, and neither the Company nor any of its directors or executive officers makes any representation or warranty, express or implied, as to the continued accuracy of information contained herein relating to the Group. No civil liability is to attach to the Company based on this Summary Document unless it is misleading, inaccurate or inconsistent. If a claim relating to the information contained in this Summary Document is brought before a court of a Member State of the European Economic Area, the plaintiff investor may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating this Summary Document before legal proceedings are initiated. Any decision to invest in the Depositary Receipts should be based on

consideration of this Summary Document as a whole by the investor. Particular attention is drawn to the risk factors set out in section 5 of this Summary Document.

Eurocommercial will file an application for the listing and admission to trading of the Depositary Receipts on Euronext Brussels under the symbol "ECMPA". It is expected that the Depositary Receipts will be admitted to trading on Euronext Brussels on or about 27 June 2018.

The date of this Summary Document is 19 June 2018.

The Depositary Receipts are currently admitted to trading on Euronext Amsterdam under ISIN NL0000288876 under the symbol “ECMPA”. Following the Listing, the Depositary Receipts will remain listed on Euronext Amsterdam and will be traded on both Euronext Brussels and Euronext Amsterdam.

The distribution of this Summary Document may be restricted by law. No action has been or will be taken by the Company to permit the possession or distribution of this Summary Document in any jurisdiction where action for that purpose may be required. Accordingly, neither this Summary Document nor any advertisement or any other material relating to it may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Summary Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdictions. No person has been authorised to give any information or make any representations other than those contained in this Summary Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company. Any delivery of this Summary Document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company or its subsidiaries since, or that the information contained herein is correct at any time subsequent to, the date of this Summary Document.

The Depositary Receipts have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or with any securities regulatory authority of any state or other jurisdiction in the United States nor is such registration contemplated. The Depositary Receipts may not be offered or sold within the United States except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act. The Depositary Receipts have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the accuracy or adequacy of this Summary Document. Any representation to the contrary is a criminal offence in the United States. The Company is a public limited liability company (*naamloze vennootschap*) incorporated in the Netherlands and has its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands. All of the directors and executive officers of the Company are non-residents of the United States. All or a substantial portion of the assets of such non-resident persons and of the Company are located outside the United States. As a result, it may not be possible for investors to effect service of process upon such persons or the Company or to enforce against them in U.S. courts a judgment obtained in such courts.

The contents of this Summary Document are not to be construed as legal, financial, business or tax advice. Each investor should consult his, her or its own legal adviser, financial adviser or tax adviser for legal, financial or tax advice.

This Summary Document and other documents or information referred to herein, may contain certain forward-looking statements based on beliefs, assumptions, targets and expectations of future performance, taking into account all information available to the Company at the time they were made. These beliefs, assumptions, targets and expectations can change because of many possible events or factors, in which case the Company’s investment objective, business, financial condition, liquidity and results of operations may vary materially from those expressed in the forward-looking statements. The Company undertakes no obligation to publicly update its forward-looking statements, whether as a result of new information, future events or otherwise.

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## **1 THE LISTING**

### **1.1 THE LISTING**

The Company intends to list its Depositary Receipts on Euronext Brussels. The Company is not offering any new shares nor any other investment instruments in connection with the Listing. The Company has been listed on Euronext Amsterdam since 1 November 1991 and will remain listed on Euronext Amsterdam following the Listing. The continuing obligations set out in the Wft and Euronext's Rule Book I and Euronext Amsterdam's Rule Book II will continue to apply to the Company.

Subject to approval of the Company's application by Euronext Brussels, it is expected that the Depositary Receipts will be admitted to trading on Euronext Brussels on or about 27 June 2018.

### **1.2 REASONS FOR THE LISTING**

The Company believes that the admission to trading of the Depositary Receipts on Euronext Brussels, resulting in a dual-admission to trading on Euronext Amsterdam and Euronext Brussels, will be beneficial to the Company and its shareholders for the following reasons:

- The Company considers Belgium as one of its core markets. Listing on Euronext Brussels underlines the Group's intention to strengthen its position in the Belgian market and the strategic value of Belgium to the Group.
- By listing on Euronext Brussels, the Company expects to increase its visibility, reputation, and brand awareness by further improved analyst coverage and press coverage in the Belgian market. The Listing will also provide Belgian investors with more direct access to one of Europe's most experienced investors in major high-quality shopping destinations, giving the Company the opportunity to further expand and diversify its shareholder base.

### **1.3 COSTS OF LISTING**

The costs and expenses of the Listing are payable by the Company.

## **2 THE COMPANY**

### **2.1 GENERAL**

Eurocommercial is one of Europe's most experienced property investors with a portfolio of shopping centres of around EUR 4 billion. The Company's focused strategy of acquiring retail properties in prime locations and continuously improving them, combined with its excellent tenant relationships, has resulted in a consistently high occupancy rate of 99% – the highest in the industry – which is integral to the Company's record of long-term rising dividends.

The Company has the legal form of a public limited liability company (*naamloze vennootschap*), incorporated under the laws of the Netherlands on 18 June 1991. The statutory seat (*statutaire zetel*) of the Company is in Amsterdam and its registered office is Herengracht 469, 1017 BS Amsterdam, the Netherlands with telephone number +31 (0)20 530 60 30. The Company is registered in the Amsterdam Trade Register (*Handelsregister van de Kamer van Koophandel*) under number 33230134.

The Administrative Foundation has the legal form of an administrative foundation (*stichting administratiekantoor*) incorporated under the laws of the Netherlands on 8 August 1991. The statutory seat (*statutaire zetel*) of the Administrative Foundation is in Amsterdam and its registered office is Herengracht 469, 1017 BS Amsterdam, the Netherlands. The Administrative Foundation is registered in the Amsterdam Trade Register (*Handelsregister van de Kamer van Koophandel*) under number 41210861.

## **2.2 HISTORY**

Eurocommercial was founded in 1990 and was listed on Euronext Amsterdam in 1991.

At the outset Eurocommercial invested in a variety of countries, including France where the Company made its first investment in 1992 with the acquisition of Les Atlantes shopping centre in Tours. In 1994, Eurocommercial purchased Curno in Bergamo, marking its first acquisition in Italy. Eurocommercial moved into the Swedish market in 2001. The Company recently re-entered the Belgian market in 2018 with the purchase of the Woluwe shopping centre.

## **2.3 BUSINESS**

Eurocommercial buys, manages and develops well-located retail properties in established, wealthy markets, and works in partnership with its tenants to maximise the centres' value and attraction. The Company's strategy comprises four pillars:

### **(1) Well-researched purchases**

The Company employs a rigorous, research-led approach to property acquisitions and disposals. An investment decision is made only after exhaustive research on catchments, wealth and demographics, as well as retail densities and tenants' occupancy cost ratios. The position of the property should be the best possible in its catchment – easily accessible by its customers with a good road network and high visibility. Parking must be plentiful with a clear internal road network.

### **(2) Active asset improvement**

The Company continually works to ensure that its centres are fresh and modern through regular refurbishments and extensions that are designed to increase footfall and add further value to the property. This commitment to maintaining high quality and well-run shopping centres means that the Company's properties consistently attract the best retailers for the catchment, resulting in high occupancy levels and good turnover growth.

### **(3) Understanding retailers & customers**

The Company's leasing and management teams are in constant dialogue with the major international and local retail groups, monitoring emerging trends and often providing advice to new market entrants. The Company regularly surveys its tenants to gauge their opinions of the centres and the Company's management teams, using the resulting data to improve its offer. By working together with its tenants, Eurocommercial can create successful shopping centres and better customer experiences.

#### (4) Customer satisfaction

Shopping centres must provide more than just a selection of good shops – customers expect an attractive environment with a varied food offer and good service. Just some of the amenities the Company provides include click and collect lockers, crèches, welcome desks, mobile phone charging points, parking spaces for expectant mothers, loyalty and gift cards. Training is also offered for shop managers to enhance customer experience.

The table below provides an overview of the properties owned by the Group at the date of this Summary Document. Full descriptions of the Group's properties can be found on the Company's website at [www.eurocommercialproperties.com](http://www.eurocommercialproperties.com).

	Lettable area, m <sup>2</sup> (Eurocommercial ownership)
<b>Belgium</b>	
<b>Total book value as per 31 March 2018 (€ million)</b>	<b>469.54</b>
Woluwe Shopping Centre, Brussels	23,000
<b>Total</b>	<b>23,000</b>
<b>France</b>	
<b>Total book value as per 31 March 2018 (€ million)</b>	<b>1,278.20</b>
Passage du Havre, Paris	23,385
Val Thoiry, Greater Geneva	23,671
Les Atlantes, Tours	22,976
Centr'Azur, Hyères	24,640
Chasse Sud, Chasse-sur-Rhône	52,072
MoDo, Moisselles	11,252
Les Portes de Taverny, Taverny	5,671
Grand A, Amiens	11,164
Shopping Etrembières, Greater Geneva (50% Joint Venture)	8,906
Les Allées de Cormeilles, Cormeilles	21,751
Les Trois Dauphins, Grenoble	16,826
Les Grands Hommes, Bordeaux	2,665
<b>Total</b>	<b>227,992</b>
<b>Italy</b>	
<b>Total book value as per 31 March 2018 (€ million)</b>	<b>1,677.49</b>
I Gigli, Florence	85,406
Carosello, Carugate, Milan	52,778
Fiordaliso, Rozzano, Milan (50% Joint Venture)	45,714
Il Castello, Ferrara	20,620
Collestrada, Perugia	31,120
Curno, Bergamo	18,096
Cremona Po, Cremona	28,683
Centro Leonardo, Imola *	15,099
I Portali, Modena	7,940
La Favorita, Mantova *	13,613

Centro Lame, Bologna *	5,576
Centroluna, Sarzana *	3,576
<b>Total</b>	<b>328,221</b>

## Sweden

### Total book value as per 31 March 2018

<b>(€ million)</b>	<b>845.05</b>
Hallarna, Halmstad	42,873
Bergvik, Karlstad	32,790
Ingelsta Shopping, Norrköping	36,483
Grand Samarkand, Växjö	24,255
C4 Shopping, Kristianstad	40,600
Elins Esplanad, Skövde	26,383
Moraberg, Södertälje	18,791
Valbo, Gävle	37,200
<b>Total</b>	<b>259,375</b>

\* Subsequent to the above valuations, on 18 April 2018, Eurocommercial completed the sale of four Italian assets. The resulting geographic split of the Group, based on asset value and taking the above transactions into account, is: Belgium 11%; France 31%; Italy 36%; Sweden 22%.

## 2.4 GROUP STRUCTURE

Eurocommercial is a holding company. All its properties are owned directly or indirectly through wholly-owned subsidiaries. The group comprises the following companies:

Holgura B.V., Amsterdam	C4 Shopping Fastighet 1 AB, Stockholm
Sentinel Holdings B.V., Amsterdam	C4 Shopping Fastighet 2 AB, Stockholm
Eurocommercial Properties Belgium NV/SA, Brussels	ECP Fastighet Köpet 1 KB, Stockholm
Eurocommercial Properties Ltd., London	ECP Högsbo AB, Stockholm
Eurocommercial Gallerie Commerciali S.r.l., Milan	ECP Karlskrona AB, Stockholm
Eurocommercial Management Italia S.r.l., Milan	ECP Moraberg Holding AB, Stockholm
Eurocommercial Properties Italia S.r.l., Milan	ECP Moraberg KB, Stockholm
Immobiliare 2011 S.r.l., Milan	Eurocommercial Properties Sweden AB, Stockholm
Eurocommercial Properties Caumartin S.N.C., Paris	Fastighetsbolaget ES Örebro AB, Stockholm
Eurocommercial Properties France S.A.S., Paris	KB Degeln 1, Stockholm
Eurocommercial Properties Taverny S.N.C., Paris	Lagergatan i Växjö, AB, Stockholm
SCI Chasse Distribution, Paris	Premi Fastighets AB, Stockholm
Aktiebolaget Laholm Mellby 2:129, Stockholm	Samarkandfastigheter AB, Stockholm
Aktiebolaget Norrköping Silvret 1, Stockholm	Sar Degeln AB, Stockholm
Aktiebolaget Skövde K-mannen 2, Stockholm	Ugglum Fastigheter AB, Stockholm
Bergvik Köpet 3 KB, Stockholm	

The subsidiaries controlled by Eurocommercial are consolidated in its consolidated financial statements. Eurocommercial owns two of its properties indirectly through joint venture entities, which are consolidated in its consolidated financial statements (on the basis of proportional consolidation).

## **2.5 CORPORATE GOVERNANCE**

### **2.5.1 BOARD OF MANAGEMENT**

The Company's board of management (*directie*) (the **Board of Management**) is responsible for managing the Company and its subsidiaries. It is accountable for the pursuit and achievement of corporate goals and objectives of the Company and its subsidiaries, its strategy and policies. In addition to determining strategy and its implementation, the Board of Management should optimise risk management and control, financing and ensure the Company and its subsidiaries comply with legal and other applicable regulatory requirements.

At the date of this Summary Document, the Board of Management is composed of the following directors:

- **Jeremy Lewis**, Chief Executive  
The founding Chief Executive of the Company, Jeremy Lewis (73), a Chartered Surveyor, graduated in Estate Management at Reading University. He has over 50 years of international experience in commercial property and the running of quoted property investment vehicles.
- **Evert Jan van Garderen**, Finance Director  
Evert Jan van Garderen (56), a graduate of Erasmus University Rotterdam, joined the Company in 1994 after experience in a major law firm and an international investment group. He is both a Chartered Accountant and a qualified lawyer.

The members of the Board of Management are appointed by the Company's general meeting of shareholders (*algemene vergadering van aandeelhouders*) (the **General Meeting of Shareholders**) from a binding nomination to be drawn up by the meeting of holders of Priority Shares (as defined below) (*vergadering van houders van prioriteitsaandelen*) (the **Meeting of Holders of Priority Shares**). Members of the Board of Management are appointed for a maximum renewable period of four years. The Board of Management's remuneration is determined in line with the policy set out in the remuneration report. The remuneration of the Board of Management is submitted to the General Meeting of Shareholders for approval. A resolution by the General Meeting of Shareholders to dismiss or suspend a member of the Board of Management can be passed with a simple majority of the votes cast, representing more than half of the issued capital. The amount of compensation that a member of the Board of Management may receive on termination of his employment may not exceed one year's salary.

### **2.5.2 SUPERVISORY BOARD**

The Company's supervisory board (*raad van commissarissen*) (the **Supervisory Board**) oversees the Company's activities and provides advice and guidance to the Board of Management. In pursuing these responsibilities, the Supervisory Board takes the interests of all stakeholders into account and focuses on the achievement of corporate goals and strategy. In addition, the Supervisory Board oversees the proper management of internal risk and execution of control structures, the property and financial reporting process, and legal and regulatory compliance. Finally, the Supervisory Board is involved in

drawing up the remuneration policy of the Board of Management members according to the policy and remuneration proposals approved by the General Meeting of Shareholders.

At the date of this Summary Document, the members of the Supervisory Board are:

- **Bas Steins Bisschop**, Chairman  
Mr Steins Bisschop, of Dutch nationality, was appointed as a member of the Supervisory Board in 2014 for a period of four years. He is a professor of Corporate Law and Corporate Governance at Maastricht University and Nyenrode Business University. He is also an attorney at law in The Hague. He began practising in 1975.
- **Brigitte Carrière**  
Mrs Carrière, of French nationality, was appointed as a member of the Supervisory Board in 2014 for a period of four years. She was formerly an asset manager and real estate financial analyst at Amundi, a major European asset manager based in Paris, until her recent retirement.
- **Carlo Croff**  
Mr Croff, of Italian nationality, was appointed as a member of the Supervisory Board in 2013 for a period of four years and was subsequently reappointed in 2017 for a further four years. He is a senior partner of the leading law firm Chiomenti Studio Legale in Milan, Italy which he joined in 1984. Following his additional degrees at Cambridge and Harvard Universities, Mr Croff has had extensive experience advising Italian and international clients on legal matters related to banking and real estate.
- **Richard Foulkes**  
Mr Foulkes, of British nationality, was appointed as a member of the Supervisory Board in 2014 for a period of four years. Formerly he was Vice Chairman of Schroder Investment Management Limited in London. He graduated from Queen's College, Cambridge and was made a Fellow-Commoner there in 2006. He worked at Schrodgers in senior investment management positions until he retired in 2005. He is a member of the investment committees of Queen's College and the Royal Opera House pension fund.
- **Jan-Åke Persson**  
Mr Persson, of Swedish nationality, was appointed as a member of the Supervisory Board in 2013 for a period of four years and was subsequently reappointed in 2017 for a further four years. He was a former senior partner of Ernst & Young AB in Malmö, Sweden until he retired in 2008. Mr Persson has had an extensive professional career advising major international and Swedish groups.

The members of the Supervisory Board are appointed by the General Meeting of Shareholders from a binding nomination to be drawn up by the Meeting of Holders of Priority Shares. The General Meeting of Shareholders determines the remuneration of members of the Supervisory Board. Except for one member, all members of the Supervisory Board are independent of one another, the Board of Management and any particular interest. Pursuant to the articles of association, the members of the Supervisory Board retire under a rotation scheme. In view of the current size of the Supervisory Board (five members), each appointment will be made for a maximum period of four years. Any proposal for appointment or reappointment to the General Meeting of Shareholders shall be properly explained. In the case of a reappointment, account will be taken of the candidate's performance and functioning as a

member of the Supervisory Board. The rules and regulations of the Supervisory Board stipulate that the maximum term of office is 12 years.

A resolution by the General Meeting of Shareholders to dismiss or suspend a member of the Supervisory Board can be passed with a simple majority of the votes cast, representing more than half of the issued capital.

Due to the size of the Company and the nature of its organisation and activities, the Supervisory Board has also decided to function jointly as the audit committee, the remuneration committee and the selection and appointment committee.

The Supervisory Board meets according to a fixed schedule of meetings and at least eight times a year, including a special meeting dedicated to a discussion – without the Board of Management being present – of the Supervisory Board's own functioning, the relationship to the Board of Management and the composition, assessment and remuneration of the Board of Management.

Any business transactions between the Company and the members of the Boards are published in the annual report. The profile, rules and regulations of the Supervisory Board and the resignation rota for members of the Supervisory Board are published on the Company's website and are available free of charge on request.

### **2.5.3 GENERAL MEETING OF SHAREHOLDERS**

The General Meeting of Shareholders has core overriding powers on such matters as statutory changes, adoption of the annual accounts and profit appropriation. It has powers regarding the appointment, suspension, dismissal and remuneration of members of the Board of Management and the Supervisory Board.

## **3 SELECTED FINANCIAL INFORMATION**

In accordance with article 41 of its articles of association, the financial year of the Company begins on the first day of July and ends on the thirtieth day of June.

The selected financial information of the Group shown in the following tables includes information extracted from the Group's latest half-year report (unaudited figures as per 31 December 2017) and press release in respect of its nine months results (unaudited figures as per 31 March 2018). Both documents are available on the Company's website at [www.eurocommercialproperties.com](http://www.eurocommercialproperties.com).

### 3.1 HALF-YEAR RESULTS (31 DECEMBER 2017)

#### 3.1.1 STATEMENT OF CONSOLIDATED DIRECT, INDIRECT AND TOTAL INVESTMENT RESULTS\*

(€'000)	Six months ended 31-12-17	Six months ended 31-12-16	Second quarter ended 31-12-17	Second quarter ended 31-12-16
Rental income	95,307	90,432	47,454	45,193
Service charge income	15,120	14,604	5,705	5,825
Service charge expenses	(16,833)	(16,510)	(6,369)	(6,808)
Property expenses	(15,527)	(15,038)	(9,291)	(8,589)
Interest income	20	17	14	3
Interest expenses	(19,208)	(19,981)	(9,595)	(9,971)
Company expenses	(6,498)	(6,295)	(3,211)	(3,130)
Other income	646	612	322	284
Current tax	(244)	(131)	(71)	(8)
Direct investment result properties 100% owned	52,783	47,710	24,958	22,799
Direct investment result joint ventures	3,753	3,775	1,802	1,841
<b>Total direct investment result</b>	<b>56,536</b>	<b>51,485</b>	<b>26,760</b>	<b>24,640</b>
Investment revaluation and disposal of investment properties	(12,408)	55,568	(11,456)	56,729
Fair value movement derivative financial instruments	6,406	30,688	2,153	30,400
Investment expenses	(634)	(481)	(390)	(273)
Deferred tax	(12,752)	(23,099)	(12,573)	(21,368)
Indirect investment result properties 100% owned	(19,388)	62,676	(22,266)	65,488
Indirect investment result joint ventures	2,060	1,082	2,372	1,634
<b>Total indirect investment result</b>	<b>(17,328)</b>	<b>63,758</b>	<b>(19,894)</b>	<b>67,122</b>
<b>Total investment result</b>	<b>39,208</b>	<b>115,243</b>	<b>6,866</b>	<b>91,762</b>
Per Depository Receipt (€)				
Direct investment result	1.16	1.07	0.55	0.51
Indirect investment result	(0.36)	1.32	(0.41)	1.39
<b>Total investment result</b>	<b>0.80</b>	<b>2.39</b>	<b>0.14</b>	<b>1.90</b>

\* These statements contain additional information which is not part of the IFRS financial statements.

#### 3.1.2 STATEMENT OF ADJUSTED NET EQUITY\*

(€'000)	31-12-17	30-06-17	31-12-16
IFRS net equity per consolidated statement of financial position	1,933,965	1,973,694	1,831,671
Derivative financial instruments	101,361	111,815	142,443
Deferred tax liabilities	169,836	165,086	111,832
Derivative financial instruments and deferred tax liabilities joint ventures	8,612	7,131	5,430
<b>Adjusted net equity</b>	<b>2,213,774</b>	<b>2,257,726</b>	<b>2,091,376</b>

Number of Depository Receipts representing shares in issue after deduction of Depository Receipts bought back

Receipts bought back	49,336,049	48,631,957	48,631,957
Net asset value - € per Depository Receipt (IFRS)	39.20	40.58	37.66
Adjusted net asset value - € per Depository Receipt	44.87	46.42	43.00
Stock market prices - € per Depository Receipt	36.31	34.99	36.59

\* These statements contain additional information which is not part of the IFRS financial statements.

**3.1.3 CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

(€'000)	Note	Six months ended 31-12-17	Six months ended 31-12-16
Rental income		95,307	90,432
Service charge income		15,120	14,604
<b>Total revenue</b>		<b>110,427</b>	<b>105,036</b>
Service charge expenses		(16,833)	(16,510)
Property expenses	4	(15,527)	(15,038)
<b>Net property income</b>		<b>78,067</b>	<b>73,488</b>
Share of result of joint ventures		5,813	4,857
Investment revaluation and disposal of investment properties	5	(12,408)	55,568
Company expenses	7	(6,517)	(6,290)
Investment expenses		(615)	(486)
Other income		646	612
<b>Operating result</b>		<b>64,986</b>	<b>127,749</b>
Interest income	6	20	17
Interest expenses	6	(19,208)	(19,981)
Fair value movement derivative financial instruments	6	6,406	30,688
<b>Net financing cost</b>	6	<b>(12,782)</b>	<b>10,724</b>
Profit before taxation		52,204	138,473
Current tax		(244)	(131)
Deferred tax	14	(12,752)	(23,099)
<b>Total tax</b>		<b>(12,996)</b>	<b>(23,230)</b>
<b>Profit after taxation</b>		<b>39,208</b>	<b>115,243</b>
<b>Per Depository Receipt (€)</b>			
Profit after taxation		0.80	2.39
Diluted profit after taxation		0.80	2.38

**3.1.4 CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

(€'000)	Six months ended 31-12-17	Six months ended 31-12-16
<b>Profit after taxation</b>	<b>39,208</b>	<b>115,243</b>
Unrealised foreign currency translation differences (to be recycled through profit or loss)	(8,308)	(4,278)
Realised foreign currency translation result (recycled through profit or loss)	3,512	88
Actuarial result on pension scheme (not to be recycled through profit or loss)	27	(424)
<b>Other comprehensive income</b>	<b>(4,769)</b>	<b>(4,614)</b>
<b>Total comprehensive income</b>	<b>34,439</b>	<b>110,629</b>
<b>Per Depository Receipt (€)</b>		
Total comprehensive income	0.71	2.30
Diluted total comprehensive income	0.70	2.28

### 3.1.5 CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(€'000)	Note	31-12-17	30-06-17
Property investments	8	3,214,324	3,451,034
Property investments under development		104,342	85,373
Investments in joint ventures	9	113,119	107,306
Tangible fixed assets		1,811	1,818
Receivables	10	1,024	246
Derivative financial instruments		205	230
<b>Total non-current assets</b>		<b>3,434,825</b>	<b>3,646,007</b>
Receivables	10	41,320	34,960
Cash and deposits		47,135	78,078
<b>Total current assets</b>		<b>88,455</b>	<b>113,038</b>
Property investments held for sale		185,700	98,188
<b>Total assets</b>		<b>3,708,980</b>	<b>3,857,233</b>
Creditors	11	76,864	75,649
Borrowings	12	140,650	284,652
<b>Total current liabilities</b>		<b>217,514</b>	<b>360,301</b>
Creditors	11	19,910	24,471
Borrowings	12	1,265,379	1,220,810
Derivative financial instruments	13	101,566	112,045
Deferred tax liabilities	14	169,836	165,086
Provisions for pensions		810	826
<b>Total non-current liabilities</b>		<b>1,557,501</b>	<b>1,523,238</b>
<b>Total liabilities</b>		<b>1,775,015</b>	<b>1,883,539</b>
<b>Net assets</b>		<b>1,933,965</b>	<b>1,973,694</b>
<b>Equity Eurocommercial Properties shareholders</b>	15		
Issued share capital		247,833	244,471
Share premium reserve		517,602	520,692
Other reserves		1,129,322	947,778
Undistributed income		39,208	260,753
<b>Total equity</b>		<b>1,933,965</b>	<b>1,973,694</b>

## 3.2 FIGURES AS PER 31 MARCH 2018

### 3.2.1 STATEMENT OF CONSOLIDATED DIRECT, INDIRECT AND TOTAL INVESTMENT RESULTS\*

(€ '000)	Nine months ended 31-03-2018	Nine months ended 31-03-2017	Third quarter ended 31-03-2018	Third quarter ended 31-03-2017
Rental income	145,874	137,458	50,567	47,026
Service charge income	22,279	21,472	7,159	6,868
Service charge expenses	(24,381)	(23,624)	(7,548)	(7,114)
Property expenses	(23,349)	(21,428)	(7,822)	(6,390)
Interest income	50	30	30	13
Interest expenses	(28,899)	(29,997)	(9,691)	(10,016)
Company expenses	(9,487)	(9,258)	(2,989)	(2,963)
Other income	972	914	326	302
Current tax	(394)	(386)	(150)	(255)
Direct investment result properties 100% owned	82,665	75,181	29,882	27,471
Direct investment result joint ventures	5,826	5,756	2,073	1,981
<b>Total direct investment result</b>	<b>88,491</b>	<b>80,937</b>	<b>31,955</b>	<b>29,452</b>
Investment revaluation and disposal of investment properties	(11,383)	55,323	1,025	(245)
Fair value movement derivative financial instruments	9,462	42,850	3,056	12,162
Investment expenses	(964)	(744)	(330)	(263)
Deferred tax	(16,436)	(33,379)	(3,684)	(10,280)
Indirect investment result properties 100% owned	(19,321)	64,050	67	1,374
Indirect investment result joint ventures	1,902	1,165	(158)	83
<b>Total indirect investment result</b>	<b>(17,419)</b>	<b>65,215</b>	<b>(91)</b>	<b>1,457</b>
<b>Total investment result</b>	<b>71,072</b>	<b>146,152</b>	<b>31,864</b>	<b>30,909</b>
<b>Per Depository Receipt (€)</b>				
Direct investment result	1.81	1.68	0.65	0.61
Indirect investment result	(0.36)	1.35	0.00	0.03
<b>Total investment result</b>	<b>1.45</b>	<b>3.03</b>	<b>0.65</b>	<b>0.64</b>

\* These statements contain additional information which is not part of the IFRS financial statements.

### 3.2.2 STATEMENT OF ADJUSTED NET EQUITY\*

(€ '000)	31-03-2018	30-06-2017	31-03-2017
IFRS net equity per consolidated statement of financial position	1,944,945	1,973,694	1,862,676
Derivative financial instruments	98,326	111,815	130,273
Deferred tax liabilities	170,473	165,086	122,045
Derivative financial instruments and deferred tax liabilities joint ventures	8,713	7,131	5,379
<b>Adjusted net equity</b>	<b>2,222,457</b>	<b>2,257,726</b>	<b>2,120,373</b>
Number of Depository Receipts representing shares in issue after deduction of Depository Receipts bought back	49,336,049	48,631,957	48,631,957
Net asset value - € per Depository Receipt (IFRS)	39.42	40.58	38.30
Adjusted net asset value - € per Depository Receipt	45.05	46.42	43.60
Stock market prices - € per Depository Receipt	33.56	34.99	33.62

\* These statements contain additional information which is not part of the IFRS financial statements.

### 3.2.3 CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(€ '000)	Nine months ended 31-03-2018	Nine months ended 31-03-2017	Third quarter ended 31-03-2018	Third quarter ended 31-03-2017
Rental income	145,874	137,458	50,567	47,026
Service charge income	22,279	21,472	7,159	6,868
<b>Total revenue</b>	<b>168,153</b>	158,930	<b>57,726</b>	53,894
Service charge expenses	(24,381)	(23,624)	(7,548)	(7,114)
Property expenses	(23,349)	(21,428)	(7,822)	(6,390)
<b>Net property income</b>	<b>120,423</b>	113,878	<b>42,356</b>	40,390
Share of result of joint ventures	7,728	6,921	1,915	2,064
Investment revaluation and disposal of investment properties	(11,383)	55,323	1,025	(245)
Company expenses	(9,506)	(9,253)	(2,989)	(2,963)
Investment expenses	(945)	(749)	(330)	(263)
Other income	972	914	326	302
<b>Operating result</b>	<b>107,289</b>	167,034	<b>42,303</b>	39,285
Interest income	50	30	30	13
Interest expenses	(28,899)	(29,997)	(9,691)	(10,016)
Fair value movement derivative financial instruments	9,462	42,850	3,056	12,162
<b>Net financing result</b>	<b>(19,387)</b>	12,883	<b>(6,605)</b>	2,159
Profit before taxation	87,902	179,917	35,698	41,444
Current tax	(394)	(386)	(150)	(255)
Deferred tax	(16,436)	(33,379)	(3,684)	(10,280)
<b>Total tax</b>	<b>(16,830)</b>	(33,765)	<b>(3,834)</b>	(10,535)
<b>Profit after taxation</b>	<b>71,072</b>	146,152	<b>31,864</b>	30,909
<b>Per Depository Receipt (€)</b>				
Profit after taxation	1.45	3.03	0.65	0.64
Diluted profit after taxation	1.44	3.01	0.64	0.63

### 3.2.4 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(€ '000)	Nine months ended	Nine months ended 31-03-2017	Third quarter ended 31-03-2018	Third quarter ended 31-03-2017
<b>Profit after taxation</b>	<b>71,072</b>	146,152	<b>31,864</b>	30,909
Unrealised foreign currency translation differences (to be recycled through profit)	(29,816)	(4,695)	(21,508)	(417)
Realised foreign currency translation result (recycled through profit or loss)	3,512	88	0	0
Actuarial result on pension scheme (not to be recycled through profit or loss)	27	(424)	0	0
<b>Total other comprehensive income</b>	<b>(26,277)</b>	(5,031)	<b>(21,508)</b>	(417)
<b>Total comprehensive income</b>	<b>44,795</b>	141,121	<b>10,356</b>	30,492
<b>Per Depository Receipt (€)</b>				
Total comprehensive income	0.92	2.93	0.21	0.63
Diluted total comprehensive income	0.91	2.90	0.21	0.62

**3.2.5 CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

(€ '000)	31-03-2018	30-06-2017
Property investments	3,769,123	3,451,034
Property investments under development	108,726	85,373
Investments in joint ventures	115,035	107,306
Tangible fixed assets	1,709	1,818
Receivables	1,028	246
Derivative financial instruments	138	230
<b>Total non-current assets</b>	<b>3,995,759</b>	<b>3,646,007</b>
Receivables	47,586	34,960
Cash and deposits	30,951	78,078
<b>Total current assets</b>	<b>78,537</b>	<b>113,038</b>
Property investments held for sale	186,236	98,188
<b>Total assets</b>	<b>4,260,532</b>	<b>3,857,233</b>
Creditors	83,800	75,649
Borrowings	396,141	284,652
<b>Total current liabilities</b>	<b>479,941</b>	<b>360,301</b>
Creditors	20,480	24,471
Borrowings	1,545,407	1,220,810
Derivative financial instruments	98,464	112,045
Deferred tax liabilities	170,473	165,086
Provision for pensions	822	826
<b>Total non-current liabilities</b>	<b>1,835,646</b>	<b>1,523,238</b>
<b>Total liabilities</b>	<b>2,315,587</b>	<b>1,883,539</b>
<b>Net assets</b>	<b>1,944,945</b>	<b>1,973,694</b>
<b>Equity Eurocommercial Properties shareholders</b>		
Issued share capital	247,833	244,471
Share premium reserve	518,226	520,692
Other reserves	1,107,814	947,778
Undistributed income	71,072	260,753
<b>Total equity</b>	<b>1,944,945</b>	<b>1,973,694</b>

## 4 THE DEPOSITARY RECEIPTS

### 4.1 AUTHORIZED CAPITAL OF THE COMPANY

At the date of this Summary Document, the authorized capital of the Company amounts to EUR 500,000,000 divided into 1,000,000,000 registered shares (the **Shares**), each Share having a nominal value of EUR 0.50. The Shares are divided into 100 priority shares (*prioriteits aandelen*) (the **Priority Shares**) and 999,999,900 registered ordinary shares (*gewone aandelen*) (the **Ordinary Shares**).

Each Share gives right to one vote. The rights of shareholders are contained in the articles of association of the Company. Subject to certain exceptions provided by Dutch law or the Company's articles of association, resolutions of the General Meeting of Shareholders are passed by an absolute majority of votes cast.

The principal rights attached to the Priority Shares are: the determination of the number of members of the Board of Management and the Supervisory Board of the Company; the drawing up of a binding nomination for their appointment; and the approval of the appropriation of income of the Company. For the period to 30 June 2019, the holders of Priority Shares are empowered together with the Supervisory and Management Boards to authorise the issue of new shares up to a maximum of 20% of the issued share capital.

The articles of association of the Company are available on the Company's website at [www.eurocommercialproperties.com](http://www.eurocommercialproperties.com).

### 4.2 DEPOSITARY RECEIPTS

The Depositary Receipts are bearer depositary receipts (*certificaten van aandelen*) issued by the Administrative Foundation. Each Depositary Receipt represents 10 Ordinary Shares.

The Depositary Receipts have been accepted for delivery through the book entry facilities of the Netherlands Central Institute for Giro Securities Transactions (*Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.*) trading as Euroclear Nederland, and are listed on Euronext Amsterdam with following details:

ISIN – Code:	NL 0000288876
Symbol	ECMPA
Stock market prices are followed by:	
Bloomberg:	ECMPA:NA

In order that investors in the Company have equal rights, holders of Depositary Receipts are able to exercise voting power as if they were shareholders. The conditions of administration, which govern the relationship between the Administrative Foundation and the holders of Depositary Receipts, contain provisions to this effect. Furthermore, they are entitled *pro rata* to the same distribution of dividends declared on the number of Ordinary Shares corresponding with the Depositary Receipts held.

Holders of Ordinary Shares can at any time and at no cost offer their Ordinary Shares to the Administrative Foundation in exchange for Depositary Receipts and *vice versa*. Such conversion will only be permitted in multiples of 10 Ordinary Shares. Only the Depositary Receipts are listed.

Holders of Depositary Receipts can obtain an irrevocable proxy to exercise, at the General Meetings of Shareholders, the voting powers attached to such number of Ordinary Shares as corresponds with the Depositary Receipts held.

In accordance with its administration conditions, the voting rights attaching to the Ordinary Shares with respect to which the holders of Depositary Receipts for those Ordinary Shares do not make use of the power of attorney are exercised by the Administrative Foundation in such a way that the Administrative Foundation will primarily be guided by the interests of the holders of Depositary Receipts, taking the interests of the shareholders and the Company and its subsidiaries and affiliated companies into account. The Administrative Foundation will normally exercise its aforementioned voting rights in favour of all resolutions proposed by the Board of Management and the Supervisory Board jointly or the Board of Management at General Meetings of Shareholders, unless such resolutions are manifestly contrary to the interests of the shareholders and the holders of Depositary Receipts. However, if two-thirds or more of the Company's issued share capital, other than the Administrative Foundation, vote in favour of or against a proposed resolution at a General Meeting of Shareholders, the Administrative Foundation will refrain from exercising its aforementioned voting rights with respect to such resolution.

The articles of association and the conditions of administration of the Administrative Foundation are available on the Company's website at [www.eurocommercialproperties.com](http://www.eurocommercialproperties.com).

#### 4.3 MAJOR SHAREHOLDERS

Under the Wft, the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*) has received notifications from six holders of Ordinary Shares / Depositary Receipts with interests greater than three percent in the Company. According to the latest notifications, these interests were as follows:

	<b>Date</b>	<b>Holding %</b>	<b>Voting rights %</b>
Administrative Foundation	1 November 2006	99.84% (through Ordinary Shares)	99.84%
Government of Singapore	1 February 2018	9.91% (through Depositary Receipts)	9.91%
A. van Herk	12 June 2018	5.18% (through Depositary Receipts)	5.18%
BlackRock, Inc.	31 May 2018	4.59% (through Depositary Receipts)	4.92%
Janus Henderson Group Plc	26 November 2015	4.84% (through Depositary Receipts)	4.84%
Bank of Montreal	30 August 2017	3.27% (through Depositary Receipts)	3.27%

#### **4.4 DIVIDEND POLICY**

In order to obtain and retain the tax regime of an investment institution (*fiscale beleggingsinstelling*) in accordance with article 28 of the Netherlands Corporate Income Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*), all of the Company's taxable profits (after deduction of permitted reserves) must be distributed to its shareholders within eight months of the end of each financial year. The balance of realised capital gains and capital losses on its investments are normally transferred to the re-investment reserve.

The Company currently pays out between 90% to 100% of its distributable profit by distributing a single annual dividend in respect of each financial year. It also, under current tax conditions, offers shareholders the option of taking new shares from the Company's share premium reserve, instead of a cash dividend. Such shares issued in lieu of a cash dividend are not subject to 15% Netherlands dividend withholding tax.

### **5 RISK FACTORS**

Prospective investors should carefully consider the risk factors set out below, together with the other information made available to the public by the Company, before making an investment decision with respect to investing in the Depositary Receipts. If any of the following risks actually occurs, the Group's business, prospects, financial condition or results of operations could be materially adversely affected. In that case, the value of the Depositary Receipts and the Shares could decline and investors could lose all or part of the value of their investments. Although the Group believes that the risks and uncertainties described below are the essential risks and uncertainties, they are not the only ones the Group faces. All of these factors are contingencies, which may or may not occur. Additional risks and uncertainties not presently known to the Group, or that the Group currently deems immaterial, may also have a material adverse effect on the Group's business, results of operations or financial condition and could negatively affect the price of the Depositary Receipts and the Shares.

Prospective investors should carefully review this Summary Document and any other information set out in section five of this Summary Document and should form their own views before making an investment decision. Prospective investors should also consult their own financial, legal and tax advisers to carefully review the risks associated with an investment in the Depositary Receipts and consider such an investment decision in light of the prospective investor's personal circumstances.

#### **5.1 STRATEGIC RISKS**

The strategic risks mainly concern the property sector and country allocation, as well as timing of investments and divestments and the leverage used.

##### **5.1.1 COUNTRY AND SECTOR WEIGHTING OF ASSETS**

The Company invests in a relatively predictable real estate sector (retail) and relatively wealthy and stable economies (Belgium, France, Italy and Sweden) to minimise economic and political risk. By limiting the number and types of sectors and countries in which the Company operates, management can maintain a high level of understanding and insight into how the assets perform, which in turn reduces risk. However, the diversification achieved by investing in these countries, both in provincial and major cities, reduces risk further, as well as the spread among a large number of tenants, with a relatively

small exposure to any one single tenant (largest exposure to one single tenant is 4.3% of total portfolio rent).

### **5.1.2 TIMING OF INVESTMENTS AND DIVESTMENTS**

Timing is of fundamental importance in all investments, and management will take into account the broadest possible parameters, whether economic, political or fiscal.

The internal research teams maintain a detailed database on the regions in which the Company is invested or those areas in which it is considering making an investment. Every effort is made to research the demographics and economics of these areas to evaluate suitable timings for an acquisition, extension or divestment. The management structure is such that timely and efficient decisions can be made on the basis of information provided.

The Company's property experts' detailed knowledge of relevant international property markets in which they have operated for many years also provides experience to help avoid serious errors. Data such as monthly retail sales of retailers, vacancies, arrears and doubtful debtors are also regularly reviewed to assist in decision-making.

## **5.2 OPERATIONAL RISKS**

Operational risks include asset and tenant selection, performance by suppliers, third parties and the Company's organisation and systems, and also the technical condition of the properties and risks related to taxation.

### **5.2.1 ASSET SELECTION**

The Company seeks to minimise risks by investing in properties where rents can survive a downturn in consumer spending and at a yield that provides an adequate return in light of financing costs. Management conducts thorough due diligence on assets before an acquisition is made, assisted by external parties including property consultants, lawyers, surveyors, tax advisers and accountants.

### **5.2.2 TENANT SELECTION AND CREDIT RISK**

The creditworthiness of tenants is researched thoroughly, and bank guarantees or deposits are always required in Belgium, France and Italy but not in Sweden where this is not market practice. Property performance is reviewed by analysing monthly retail sales and visitor numbers, vacancies and arrears. Such information allows the management team to make prompt judgements about how a tenant is performing and its impact on the performance of the rest of the centre. The credit risk associated with lease debtors is determined through a detailed analysis of the tenant's outstanding debt. The credit risk has also been reduced by investing in mature markets and by choosing major tenants on the basis of their financial strength.

### **5.2.3 TECHNICAL CONDITION OF PROPERTIES**

A technical director in each country, in conjunction with local centre managers, is responsible for the regular review and maintenance of the technical conditions of individual properties. Maintenance is carried out on a regular basis and the Company is insured against property damage and consequent

loss of income that may arise from such events. Checks are regularly made to review security, fire, health and safety and environmental issues within each property.

#### **5.2.4 PROPERTY EXTENSION/REDEVELOPMENT RISK**

Extensions and redevelopments will only proceed if planning consent has been received, the financing is arranged, the majority of the project is pre-let and other commitments have been received from anchor tenants. The Company is always guided and advised by an external project team but also employs in-house specialists. The building works are outsourced to a contractor with a sound reputation. During the works the Company takes out additional property and liability insurance policies.

#### **5.2.5 TAXATION**

The Company is tax-exempt in Belgium, France and the Netherlands, and subject to corporate income tax in Italy and Sweden. It is difficult to assess whether the Company will have to pay more taxes in the future due to changes made to the tax systems in the countries where the Company operates, but it cannot be excluded.

### **5.3 FINANCIAL RISKS**

Financial risks comprise interest rate and currency risk as well as refinancing risk. The Company operates a comprehensive insurance programme for those risks that can be effectively and efficiently insured.

#### **5.3.1 CREDIT RISK**

The Company minimises the risks related to the possible defaults of its counterparties by dealing with 17 major financial institutions for all its borrowings, interest rate swaps, foreign exchange contracts and deposits. The counterparty risk associated with these transactions is limited to the cost of replacing these agreements at the current market rate should an event of default occur. The Company, however, considers the risk of incurring losses as a result of default remote.

#### **5.3.2 INTEREST RATE RISK**

As the Company's policy is to have long-term investments, the borrowings used for funding them are also long-term (five years but preferably for ten years or more). The Company uses fixed interest loans, interest rate swaps and other financial instruments to manage its interest rate risk. It is Company policy to operate a defensive interest rate hedging policy to protect the Company against increases in interest rates.

#### **5.3.3 LIQUIDITY RISK**

To reduce liquidity risk the Company has adopted a strategy of spreading the debt maturity profile of its borrowings and the relative repayment dates. Moreover, in some cases the Company has at its disposal flexible long-term borrowings (which allow no penalty repayments and re-drawing of funds up to agreed amounts) and short-term committed and uncommitted lines.

#### **5.3.4 CURRENCY RISK**

The only significant foreign currency exposure for the Company is its exposure to the Swedish property markets. However, due to Swedish Krona loan facilities with major financial institutions and currency swaps (if applicable), a hedging of the foreign currency risk is achieved. The remaining exposure is relatively limited compared with the total size of the portfolio and will in principle not be hedged. Net Swedish Krona income may also be hedged from time to time by using defensive currency derivatives.

#### **5.4 REPORTING RISKS**

The Company draws up an annual budget by country and individual asset, which is compared monthly with actual results. Furthermore, budgets for capital expenditure and liquidity forecasts are prepared. Quarterly figures are discussed with the external auditor prior to publication and then published to the market in the form of a press release. The annual accounts are audited by the external auditor and the half-year accounts are subject to a limited review by the external auditor.

#### **5.5 COMPLIANCE RISKS**

At the corporate level the Company complies with the Netherlands Corporate Governance Code and the Wft as it is listed on Euronext Amsterdam. All employees are made aware of the regulations, and procedures are in place to ensure that employees comply with the rules. The Company has an internal code of conduct and a whistleblower's code which all employees are required to read, understand and adhere to. The country directors are also responsible for complying with local laws and regulations.

#### **5.6 RISKS RELATED TO THE DEPOSITARY RECEIPTS**

##### ***5.6.1 THE PRICE OF THE DEPOSITARY RECEIPTS MAY BE VOLATILE***

The trading price of the Depositary Receipts may be subject to wide fluctuations in response to many factors, including equity market fluctuations, general economic conditions and regulatory changes, which may adversely affect the market price of the Depositary Receipts, regardless of the Company's actual performance or conditions in its key markets.

##### ***5.6.2 THE COMPANY MAY IN THE FUTURE SEEK TO RAISE CAPITAL BY CONDUCTING EQUITY OFFERINGS, WHICH MAY DILUTE INVESTORS' SHAREHOLDINGS IN THE COMPANY.***

The Group may in the future seek to raise capital by issuing additional Shares for which Depositary Receipts may be issued, or other securities convertible into Shares, for which Depositary Receipts may be issued, or rights to acquire these securities and exclude the pre-emptive rights attached to the then outstanding Shares and Depositary Receipts. Any additional capital raised through the issue of additional Shares may dilute an investor's shareholding interest (through his Depositary Receipts) in the Company. Furthermore, any additional financing the Group may need may not be available on terms favourable to the Group or at all, which could adversely affect the Group's plans. Any additional offering of Shares by the Company, for which Depositary Receipts may be issued, or the public perception that an offering may occur, could also have a negative impact on the trading price of the Depositary Receipts and could increase the volatility in the trading price of the Depositary Receipts.

### **5.6.3 THE ARTICLES OF ASSOCIATION CONTAIN HOSTILE TAKEOVER DEFENCE PROVISIONS**

The articles of association of the Company contain protection provisions that may prevent or discourage takeover attempts. The mechanism for protecting the Company against hostile takeovers comprises the 100 Priority Shares. The rights attached to the Priority Shares are described above under section 4.1.

### **5.6.4 THE COMPANY'S ABILITY TO PAY DIVIDENDS DEPENDS ON ITS PROFITABILITY**

The Company's ability to pay dividends to its shareholders is dependent on its profitability. The actual payment of future dividends, if any, and the amounts thereof, will depend on a number of factors including the amount of distributable profits and reserves. As a result, the Company's ability to pay dividends in the future may be limited.

The Company's current dividend policy is further described under section 4.4. If dividends are not paid in the future, capital appreciation, if any, of the Depositary Receipts would be investors' sole source of gains.

### **5.6.5 SECURITY HOLDERS OUTSIDE THE NETHERLANDS MAY NOT BE ABLE TO EXERCISE PRE-EMPTIVE RIGHTS IN FUTURE OFFERINGS**

Upon the issue by the Company of shares against payment in cash, holders of Depositary Receipts are generally entitled to exercise full pre-emptive rights attached to the underlying Ordinary Shares. These rights may be excluded either (i) by resolution of the General Meeting of Shareholders after prior approval of the Supervisory Board, or (ii) by resolution of the General Meeting of Priority Shares, after prior approval of the Supervisory Board, if the General Meeting of Priority Shares has been authorised to do so by the General Meeting of Shareholders (which is the case, such current authorization being valid until 30 June 2019). However, certain holders of Depositary Receipts outside the Netherlands may not be able to exercise pre-emptive rights unless local securities laws have been complied with.

US holders of Depositary Receipts may not be able to exercise their pre-emptive rights or participate in a rights offer, as the case may be, unless a registration statement under the Securities Act is effective with respect to such rights or an exemption from the registration requirements is available. The Group intends to evaluate at the time of any issue of shares subject to pre-emptive rights or in a rights offer, as the case may be, the costs and potential liabilities associated with any such registration statement, as well as the indirect benefits to it of enabling the exercise of US holders of their pre-emptive rights to shares or participation in a rights offer, as the case may be, and any other factors considered appropriate at the time and then to make a decision as to whether to file such a registration statement. The Group cannot assure investors that any registration statement would be filed as to enable the exercise of such holders' pre-emptive rights or participation in a rights offer.

## **6 MISCELLANEOUS**

### **6.1 FURTHER INFORMATION**

The following documents, plus other information about the Company (including all Eurocommercial's press releases), can be found on the Company's website at [www.eurocommercialproperties.com](http://www.eurocommercialproperties.com).

(1) this Summary Document;

- (2) the Company's articles of association;
- (3) the Administrative Foundation's articles of association and conditions of administration;
- (4) the financial and other information published by the Company in accordance with its disclosure obligations pursuant to its ongoing disclosure obligations including, but not limited to:
  - (a) annual reports of the Company, which include audited consolidated annual financial statements and accounting policies (including notes) and auditor's reports;
  - (b) interim financial reports of the Company, which include condensed consolidated interim financial reports (including notes) and auditor's review reports; and
  - (c) press releases relating to unaudited first and third quarter results of the Company.

## **6.2 OFFICES OF THE COMPANY**

### **Head Office**

Eurocommercial Properties N.V.  
Herengracht 469  
1017 BS Amsterdam  
the Netherlands  
Tel: +31 (0)20 530 60 30  
Email: [info@eurocommercialproperties.com](mailto:info@eurocommercialproperties.com)  
Website: [www.eurocommercialproperties.com](http://www.eurocommercialproperties.com)

### **Group Offices**

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Belgium

#### *France*

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#### *Sweden*

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Tel: +46 (0)8 678 53 60

*United Kingdom*

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Tel: +44 (0)20 7925 7860

### **6.3 AUDITOR OF THE COMPANY**

KPMG Accountants N.V.

Laan van Langerhuize 1

1186 DS Amstelveen

The Netherlands