

LETTER SUBMITTED BY E-MAIL TO: policy@issgovernance.com

Amsterdam, 18 October 2019

Ref: Request for feedback Proposed policy changes for 2020

Dear Sirs,

Thank you for your email and request for our feedback on the policy changes ISS is proposing for 2020.

Vastned greatly appreciates to hear the views of institutional investors globally and those of the broader corporate governance community and has a deep understanding of the importance to be in constant dialogue with our shareholders regarding our governance.

It is Vastned's ambition to match European 'best in class' companies in the area of corporate governance. In this context Vastned has committed itself to striving for the highest standards on compliance with the provisions in the Dutch Corporate Governance Code ('Code') and the principles and best-practice provisions contained in it.

We therefore much value your request for feedback and the topics ISS is touching upon in the proposed new policy.

By means of background: Vastned is a listed (Euronext Amsterdam, ticker VASTN.NL) European property company with a portfolio of about €1.6 billion. Vastned has a two tier board: an Executive Board consisting of two members, and a Supervisory Board consisting of four members.

Both boards are composed in such a way as to ensure that the combination of experience, expertise and independence of its members is in conformity with the profile as set out in our Regulations for the Executive Board and the Supervisory Board, so that both Boards are best able to exercise their respective various obligations towards Vastned and its stakeholders, including the shareholders, in compliance with applicable laws and regulations. The composition of both the Executive Board and the Supervisory Board is evaluated on a regular basis.

Vastned endorses the importance of diversity in this respect and strives to be sufficiently diverse throughout its entire organization. Vastned attaches great importance to diversity within the teams. Diversity ensures dynamism, different views and balance within teams, which is vital to achieving the best results.

Diversity within Vastned

Diversity for Vastned means more than just gender ratio. Different backgrounds in terms of education, professional experience, age and culture also play a key role. All of this is laid down in a Vastned policy on diversity, in which the concrete targets relating to diversity and the diversity aspects relevant to the company are being addressed.

In each and every proposal for election of new Board members, the aspect of diversity will be included, whereby selection of the most suitable candidate based on all selection criteria will be paramount at all times.

Zooming in on gender diversity within Vastned, the current composition of the Supervisory Board shows to be 50% female, which is in accordance with the gender diversity objective of Vastned.

The Management Team, acting as trusted advisor and day-to-day business partner to the Board, is 50% female (apart from the Executive Board members themselves).

The Executive Board, comprising two persons, is currently all male, so does not have the appropriate balanced composition on this point. The two-member Executive Board is due to the size of Vastned's organization. At year-end 2018 41 FTEs, or 45 persons, were employed by Vastned.

We advise ISS to take the size of the Executive Board into account as an explicit mitigating factor in your new voting advice.

While Vastned will continue to select the most suitable candidates for election based on all selection criteria, our shareholders will be encouraged to embrace the importance of diversity (including the aspect of gender diversity) in the widest sense of the word in their voting procedures.

Please let us know if you have any further questions. We are always at your disposal to address any questions or concerns that you may have.

Yours sincerely,



Taco de Groot
CEO Vastned Retail N.V.



Company Secretary
signed on behalf of Mr. Van Gelder

Marc van Gelder
Chairman to the Supervisory Board