



**AGENDA AND EXPLANATORY NOTES FOR THE
ANNUAL GENERAL MEETING ('AGM') OF
SHAREHOLDERS OF
DIM VASTGOED N.V. ('the Company')**

to be held at Tuesday 28 June 2011 at 14.30 CET,
at the Company's offices,
Weena 210-212, 3012 NJ Rotterdam

A G E N D A

1. Opening of the General Meeting of Shareholders of DIM Vastgoed N.V.
2. Discussion of the Company's annual report for the financial year 2010, including the report of the Management Board
3. Adoption of the annual accounts for the financial year 2010*
4. Appropriation of the net profit for the financial year 2010*
5. Discharge from liability ('decharge') of the members of the Management Board for their management tasks during the financial year 2010*
6. Discharge from liability ('decharge') of the members of the Supervisory Board for their supervisory tasks during the financial year 2010*
7. (Ratification of) Appointment external auditor for FY 2010 and FY 2011*
8. Any other business
9. Closing of the General Meeting

** These items require a resolution to be passed at the AGM*

EXPLANATORY NOTES

3. Adoption of the annual accounts for the financial year 2010

This item is placed on the agenda based on Article 25 of the Company's Articles of Association ('AoA'). In accordance with Article 25.3 of the AoA, the AGM adopts the annual accounts. The Company's auditors, Ernst & Young Accountants LLP, have issued an unqualified audit opinion.

The accounts were prepared by the Management Board, approved by the Supervisory Board and audited by Ernst & Young Accountants LLP dated 29 April 2011, and as such prepared within the term required by Article 23.2 of the AoA (within four months after the end of the financial year). On the same date, the accounts were made available to the public by means of publication on the Company's website, www.dimvastgoed.nl, and filed with Autoriteit Financiële Markten.

The Management Board considers the requirement of Article 29.2 of the AoA (according to which the AGM is to be held within four months after the end of the financial year) an inconsistency between the articles 23.2 and 29.2 of the AoA, presumably based on a typing error. As common in the Netherlands, the term for holding the Annual General Meeting of Shareholders is within six months after the end of the financial year. As the requirement under Article 29.2 was aimed at procuring a swift annual accounting adoption process in light of the listing at the Euronext Amsterdam stock exchange, it must be assumed that the shareholders approve the deviation of Article 29.2 of the AoA. To the extent that the requirement of Article 29.2 cannot be deemed an inconsistency, the adoption of the annual accounts by the shareholders today implies an approval and acceptance of the deviation of Article 29.2 of the AoA.

4. Appropriation of the net profit for the financial year 2010

This item is placed on the agenda based on Article 27 of the Company's AoA. As indicated on page 57 of the annual report 2010 ('Proposed profit appropriation'), Management has decided to retain the net result for 2010 (amounting to USD 2,846,000 as per the IFRS consolidated accounts). No dividend is therefore proposed to the shareholders. Management proposes to allocate the net result for the year to the Other reserves, taking into consideration the required allocation to the legally required Revaluation reserve. As a result of this profit allocation, the Other reserves will amount to USD 25,879,000 negative in the consolidated IFRS accounts, which is including a (non-distributable) Revaluation reserve of USD 15,300,000 (positive).

5. Discharge from liability ('decharge') of the members of the Management Board for their management tasks during the financial year 2010

This item is placed on the agenda based on Article 25.4 of the Company's AoA.

6. Discharge from liability ('decharge') of the members of the Supervisory Board for their supervisory tasks during the financial year 2010

This item is placed on the agenda based on Article 25.4 of the Company's AoA.

7. (Ratification of) Appointment of external auditor for FY 2010 and FY 2011

This item is placed on the agenda based on Article 24.2 of the Company's AoA. Ernst & Young Accountants LLP ('E&Y') have audited the financial statements 2010. E&Y was appointed by the Company in the course of FY 2010 and the Boards have scheduled this appointment for ratification by the shareholder.