

REGISTRATION DOCUMENT CORIO N.V.

General

This is the registration document of Corio N.V., an investment company with variable capital ('Corio') as defined in Article 4:48 of the Dutch Act on Financial Supervision (*Wet op het financieel toezicht*, ("Wft")).

This registration document will be amended or supplemented if, as and when the law may require.

I. Particulars regarding Corio's activities

I. Corio is an investment company without a separate administrator as defined in article 1:13 (2) Wft.

As a closed-end investment company, Corio has no obligation to redeem or to issue shares in its own capital.

Corio invests in real estate the management of which Corio conducts itself, focusing on retail in EU countries and also in other countries if a good starting position can be secured there.

Corio's shares are listed on the following stock exchanges:
Euronext Amsterdam and Euronext Paris.

II. Particulars regarding the (joint) policymakers

Corio's daily management is conducted by the directors ('Management Board') as defined in the company's articles of association.

The current members of the Management Board are:

- Gerard Groener (CEO)
- Jan Haars (CFO)
- Frederic Fontaine, member

In addition to his duties as a member of the Management Board, **Mr Groener** conducts the following activities, in so far as those activities relate to Corio's business: chairman of the Dutch Council of Shopping Centres and member of ULI Netherlands.

Aside from his duties as a member of the Management Board, **Mr Haars conducts the following** activities, in so far as those activities relate to Corio's business: member of the Supervisory Board of Delta Lloyd N.V. as well as chairman of the audit committee of Delta Lloyd N.V.

In addition to his duties as a member of the Management Board, **Mr Fontaine** conducts the following activities, in so far as those activities relate to Corio's business: member of the CNCC (Conseil National des Centres Commerciaux of France) and FSIF (Fédération des Sociétés Immobilières et Foncières).

The Supervisory Board (board of non-executive directors) is in charge of supervising the policy of the Management Board and supervising the general conduct of Corio's business.

The current members of the Supervisory Board are:

- Mr B. Vos, Chairman
- Mr R.A.H. van der Meer, Vice Chairman
- Mr W. Borgdorff, member
- Mr G.A. Beijer, member
- Mr D.C. Doijer, member

In addition to the duties they perform in their above-mentioned capacity, the members of the Supervisory Board conduct the following activities, in so far as those activities relate to Corio's business:

Mr B. Vos, Chairman.

Present position: independent advisor and general director TCA.

Non executive directorships: Chairman of Orange Europe Property Fund, Chairman of Tsjechie en Slowakije Fonds, chairman Roemenie en Bulgarije Fonds, chairman Rusland Midcap Fonds, vice-Chairman Reesink B.V. and various non-executive directorships and board of trustees positions with non-listed companies.

Mr R.A.H. van der Meer, Vice Chairman.

Present position: professor finance Rijksuniversiteit Groningen; independent advisor/member investment committees with pension funds and charity organisations; Board replacement (*Raad-plaatsvervanger*) Dutch Enterprise Court (Ondernemingskamer).

Non-executive directorships: European Asset Trust N.V., Fortis Obam, Kasbank and non-executive director of several unlisted companies.

Mr W. Borgdorff MRE

Present position: managing partner Fund Investment of AlpInvest Partners N.V.

Non-executive directorships: member investment advisory commission Cordares, member advisory board Permira, Apex and IndustriKapital.

Mr G.A. Beijer

Present position: associate Boer & Croon

Non-executive directorships: Nyenrode Business University, Staedion (housing association in the Hague).

Mr D.C. Doijer

Present position: general director DCD Holding B.V.

Non-executive directorships: Koninklijke Ahold N.V. and non-executive director of several unlisted companies.

III. General particulars regarding Corio

- III.1 Corio was formed as a company limited by shares under Dutch law on 20 December 2000. Corio is an investment company with variable capital as defined in Section 76 (a) of Book 2 of the Dutch Civil Code. Corio's registered office is in Utrecht and its headquarters also are situated there.
- III.2 Corio is registered under number 30073501 in the Trade Register at the Chamber of Commerce and Industry for Utrecht and district.
- III.3 Corio is not a member of the group of companies of any of its shareholders.
- III.4 Corio is an investment company without a separate custodian as defined in the Wft.
- III.5 With regard to the auditor's statement we refer to the annual accounts to be found on Corio's website www.corio-eu.com.

IV. Provision of information

- IV.1 Below is a description of the way in which Corio provides information periodically. All information to be supplied can also be obtained by the company's shareholders free of charge at Corio's head office or its website www.corio-eu.com.

Publication of annual accounts

Each year within four months from the end of Corio's financial year, annual accounts and an annual report will be drawn up by the Management Board. The annual accounts are then presented to the Supervisory Board, which will submit to the General Meeting of Shareholders its preliminary advice on the annual accounts.

A General Meeting of Shareholders will be held each year within four months of the end of Corio's financial year. The business to be transacted at that General Meeting will include discussion of the Management Board's report and adoption of the annual accounts covering the past financial year.

Corio's financial year is the calendar year.

The annual accounts are published in accordance with the provisions of Title 9 of Book 2 of the Civil Code. At the same time when the annual accounts are published,

by notices in one or more daily newspapers nationally distributed in the Netherlands and in the Daily Official List of Euronext Amsterdam N.V., Corio will announce the address where copies of the annual accounts, the annual report and the other particulars as referred to in Section 392 of Book 2 of the Civil Code are available to the shareholders free of charge. At the same time when the annual accounts are published, Corio will send the Regulatory Authority copies of the above-mentioned documents.

Publication of half-yearly figures

Each year within nine weeks from the end of the first six months of the financial year, Corio will publish its half-yearly figures by notices to that effect in one or more daily newspapers nationally distributed in the Netherlands and in the Daily Official List of Euronext Amsterdam N.V., also stating the address where copies of Corio's half-yearly figures are available to the shareholders free of charge. At the same time as the publication Corio will send the Regulatory Authority a copy of its half-yearly figures.

Monthly statement with explanatory notes

Each month Corio will prepare for the benefit of its shareholders a statement comprising the following particulars:

- the aggregate value of Corio's investments;
- a summary of the composition of the investments;
- the number of shares issued and outstanding in Corio's capital.

Other forms of providing information

On request and at a charge not exceeding cost, Corio will supply to anyone the particulars concerning Corio which pursuant to any statutory rule or regulation must be entered in the Trade Register. Such particulars include also Corio's articles of association.

A copy of Corio's licence under the Wft will be open to the inspection of the shareholders free of charge at Corio's office. Also, on request and at a charge not exceeding cost, Corio will supply to any of its shareholders a copy of the licence.

Any proposal to alter the terms and conditions that are in force between Corio and the shareholders will be announced by notices published in the Daily Official List of Euronext Amsterdam N.V. and in a daily newspaper nationally distributed in the Netherlands.

At the same time as the publication of such alteration, Corio will report the same to the Regulatory Authority.

Provision of information via the website

Corio has its own website: www.corio-eu.com, where information regarding Corio, including the information required under the Wft, is published.

Corio will state its website address in every prospectus, in its half-yearly figures, and in its annual report. When publishing or otherwise making available in electronic form any information which under the Wft Corio must make available or supply, Corio will also, in doing so, state that copies of that information will be supplied on request and what fee, if any, will be charged for this.

Advertisements

Corio will ensure that the content of any and all advertisements regarding Corio and its business is accurate and not misleading.

IV.2 Corio is an investment company without a custodian as defined in the Wft.

V. **Substitution of Administrator**

V.1 Corio is an investment company without a separate administrator as defined in article 1:13 (2) Wft. Members of the Management Board of Corio are appointed and may be dismissed by the Supervisory Board.

V.2 Any application Corio may make to the Regulatory Authority for cancellation of the licence as defined in article 1:104 (1) (a) Wft, will be announced by Corio by notices in a daily newspaper nationally distributed in the Netherlands and in the Daily Official List of Euronext Amsterdam N.V., as well as on its website: www.corio-eu.com.

Utrecht, 1 May 2009