

COMBINED GENERAL MEETING OF UNIBAIL-RODAMCO HELD ON APRIL 25, 2017 RESULTS OF VOTES

	General Meeting¹
Number of shares with voting rights	99,740,666
Number of shareholders present, represented or having voted by post	1,761
Number of voting rights present, represented or having voted by post	64,607,302
Quorum	64.77%

	Resolutions	Type	For	Against	Expressed voting rights²	Results
1.	Approval of the 2016 annual accounts	Ordinary	>99.99%	<0.01%	64,511,773	Adopted
2.	Approval of the 2016 consolidated accounts	Ordinary	>99.99%	<0.01%	64,511,495	Adopted
3.	Allocation of the earnings and distribution of the dividend	Ordinary	99.99%	0.01%	64,488,746	Adopted
4.	Special report of the Statutory Auditors	Ordinary	99.98%	0.02%	64,588,265	Adopted
5.	Approval of the remuneration policy for the members of the Supervisory Board	Ordinary	>99.99%	<0.01%	64,482,840	Adopted
6.	Approval of the remuneration policy for the Chairman of the Management Board	Ordinary	84.25%	15.75%	63,532,014	Adopted
7.	Approval of the remuneration policy for non-CEO members of the Management Board	Ordinary	84.10%	15.90%	63,532,241	Adopted
8.	Advisory vote on the elements of remuneration due or granted for the 2016 financial year to Mr Christophe Cuvillier, Chairman of the Management Board	Ordinary	90.26%	9.74%	64,567,243	Adopted
9.	Advisory vote on the elements of remuneration due or granted for the 2016 financial year to other Management Board members	Ordinary	90.79%	9.21%	64,567,012	Adopted
10.	Renewal of the term of office of Ms Dagmar Kollmann as member of the Supervisory Board	Ordinary	99.53%	0.47%	64,581,878	Adopted

¹ Quorum to be attained

- For ordinary resolutions : 19 948 134 shares (1/5 of shares)
- For extraordinary resolutions : 24 935 167 shares (1/4 of shares)

² Due to the legal form of Unibail-Rodamco SE as a European company, please note :

- Abstentions are not taken into account in the results
- Expressed voting rights = sum of votes For + Against

UNIBAIL-RODAMCO SE

A European Company with Management Board and Supervisory Board - Share capital: €498,560,810
Registered office: 7 place du Chancelier Adenauer, 75016 Paris
Registration number: 682 024 096 R.C.S. PARIS

11.	Appointment of Mr Philippe Collombel as a new member of the Supervisory Board	Ordinary	99.98%	0.02%	64,581,448	Adopted
12.	Appointment of Mr Colin Dyer as a new member of the Supervisory Board	Ordinary	99.98%	0.02%	64,581,421	Adopted
13.	Appointment of Mr Roderick Munsters as a new member of the Supervisory Board	Ordinary	99.98%	0.02%	64,581,381	Adopted
14.	Renewal of the term of office of a principal Statutory Auditor	Ordinary	92.92%	7.08%	64,579,676	Adopted
15.	Renewal of the term of office of a principal Statutory Auditor	Ordinary	95.29%	4.71%	64,581,632	Adopted
16.	Authorization to be granted to the Management Board to enable the Company to deal in its own shares (Article L. 225-209 of the French Commercial Code)	Ordinary	99.32%	0.68%	64,562,958	Adopted
17.	Authorization to be granted to the Management Board to reduce the share capital by the cancellation of treasury shares (Article L. 225-209 of the French Commercial Code)	Extraordinary	99.84%	0.16%	64,588,926	Adopted
18.	Delegation of authority to the Management Board, with pre-emptive subscription rights, to increase the share capital by the issuance of ordinary shares and/or securities giving access immediately or in the future to the share capital of the Company or one of its subsidiaries	Extraordinary	98.95%	1.05%	64,588,386	Adopted
19.	Delegation of authority to be granted to the Management Board, without pre-emptive subscription rights by a public offer, to increase the share capital by the issuance of ordinary shares and/or securities giving access immediately or in the future to the share capital of the Company or one of its subsidiaries	Extraordinary	97.45%	2.55%	64,479,627	Adopted
20.	Delegation of authority to be granted to the Management Board to increase the number of securities to be issued in the event of a capital increase, with or without pre-emptive subscription rights in accordance with resolutions Nos. 18 and 19	Extraordinary	96.94%	3.06%	64,490,889	Adopted
21.	Delegation of power to be granted to the Management Board, without pre-emptive subscription rights, to increase the share capital by the issuance of ordinary shares and/or securities giving access immediately or in the future to the share capital as consideration for contributions in kind received by the Company	Extraordinary	99.30%	0.70%	64,588,529	Adopted
22.	Delegation of authority to be granted to the Management Board to grant options to purchase and/or subscribe shares in the Company, without pre-emptive subscription rights, to members of the salaried staff and executive officers of the Company and its subsidiaries	Extraordinary	88.40%	11.60%	64,575,806	Adopted
23.	Delegation of authority to be granted to the Management Board to increase the share capital by the issue of shares and/or securities giving access to the share capital reserved for participants of the Company Savings Plan (French <i>Plan d'Épargne d'Entreprise</i>), without pre-emptive subscription rights in favor of such participants, in accordance with Article L. 3332-18 <i>et seq.</i> of the French Labor Code	Extraordinary	98.39%	1.61%	64,580,373	Adopted
24.	Powers for formalities	Ordinary	>99.99%	<0.01%	64,480,313	Adopted

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