

COMBINED GENERAL MEETING OF UNIBAIL-RODAMCO HELD ON MAY 17, 2018 RESULTS OF VOTES

	General Meeting¹
Number of shares with voting rights	99,958,828
Number of shareholders present, represented or having voted by post	1,888
Number of voting rights present, represented or having voted by post	64,523,067
Quorum	64.54%

	Resolutions	Type	For	Against	Expressed voting rights²	Results
1.	Approval of the 2017 financial statements	Ordinary	>99.99%	<0.01%	64,419,462	Adopted
2.	Approval of the 2017 consolidated statements	Ordinary	99.95%	0.05%	64,419,525	Adopted
3.	Allocation of profit for the year ended December 31, 2017 setting of the dividend and its date of payment	Ordinary	99.87%	0.13%	64,315,614	Adopted
4.	Approval of the Statutory Auditors' special report on the related-party agreements and commitments	Ordinary	>99.99%	<0.01%	64,342,994	Adopted
5.	Approval of the total remuneration and benefits of any kind due or granted for the 2017 financial year to the Chief Executive Officer	Ordinary	83.88%	16.12%	63,220,397	Adopted
6.	Approval of the total remuneration and benefits of any kind due or granted for the 2017 financial year to the other members of the Management Board	Ordinary	84.73%	15.27%	63,218,496	Adopted
7.	Approval of the total remuneration and benefits of any kind due or granted for the 2017 financial year to Mr Colin Dyer, as Chairman of the Supervisory Board since April 25, 2017	Ordinary	99.46%	0.54%	64,413,562	Adopted

¹ Quorum to be attained

- For ordinary resolutions : 19,991,766 shares (1/5 of shares)
- For extraordinary resolutions : 24,989,707 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: €499,744,915
Registered office: 7 place du Chancelier Adenauer, 75016 Paris
Registration number: 682 024 096 R.C.S. PARIS

	Resolutions	Type	For	Against	Expressed voting rights²	Results
8.	Approval of the total remuneration and benefits of any kind due or granted to Mr Rob ter Haar, as Chairman of the Supervisory Board until April 25, 2017	Ordinary	99.62%	0.38%	64,414,020	Adopted
9.	Amendment of Article 21 of the Articles of Association	Extraordinary	94.71%	5.29%	64,211,197	Adopted
10	Approval of the distribution in kind by the Company to its shareholders of a maximum number of 100,598,795 Class A shares of its affiliate company WFD Unibail-Rodamco N.V.	Ordinary	94.71%	5.29%	64,210,346	Adopted
11.	Approval of the contribution in kind to the Company of 2,078,089,686 Westfield Corporation Limited shares and 1,827,597,167 Unibail-Rodamco TH B.V. shares carried out as part of a scheme of arrangement under Australian law, and of the value attributed to the latter, the consideration to be paid, and the Company's capital increase; Delegation to the Management Board to record the completion of the Scheme of Arrangement under Australian law	Extraordinary	94.15%	5.85%	64,205,351	Adopted
12.	Amendment of the Articles of Association in order to adopt the principle of the stapled shares issued by the Company and by WFD Unibail-Rodamco N.V. ("Newco")	Extraordinary	94.17%	5.83%	64,210,419	Adopted
13.	Amendment of the Articles of Association in order to take into account the vote of the General Meeting of the ORNANE's holders	Not submitted to the vote				
14.	Adoption of the text of the new Articles of Association	Extraordinary	94.71%	5.29%	64,210,781	Adopted
15.	Authorisation to be granted to the Management Board to reduce the capital by the cancelling shares bought back by the Company (Article L. 225-209 of the French Commercial Code)	Extraordinary	97.98%	2.02%	64,350,697	Adopted
16.	Delegation of authority to be granted to the Management Board to issue ordinary shares and/or securities giving immediate access or in the future to the share capital of the Company or one of its subsidiaries with pre-emptive subscription rights	Extraordinary	99.38%	0.62%	64,275,055	Adopted
17.	Delegation of authority to be granted to the Management Board to issue ordinary shares and/or securities giving immediate access or in the future to the share capital of the Company or one of its subsidiaries without pre-emptive subscription rights, through a public offer	Extraordinary	96.28%	3.72%	64,364,648	Adopted
18.	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, pursuant to the 16 th and 17 th resolution	Extraordinary	96.72%	3.28%	64,347,725	Adopted
19.	Delegation of powers to be granted to the Management Board to issue ordinary shares and/or securities giving access to the share capital of the Company, without pre-emptive subscription rights, in payment for assets contributed to the Company	Extraordinary	98.75%	1.25%	64,344,644	Adopted

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20.	Delegation of authority to be granted to the Management Board to increase the capital by issuing ordinary shares and/or securities giving access to the share capital of the Company reserved for employees who are members of an employee stock ownership plan (<i>Plan d'Épargne d'Entreprise</i>), without pre-emptive subscription rights (article L. 3332-18 <i>et seq.</i> of the French Labour Code)	Extraordinary	98.32%	1.68%	64,350,153	Adopted
21.	Delegation of authority to be granted to the Management Board to grant options to purchase and/or to subscribe shares in the Company and/or Stapled Shares, without pre-emptive subscription rights, to the benefit of employees and executive officers of the Company and its subsidiaries	Extraordinary	91.22%	8.78%	63,125,721	Adopted
22.	Authorisation to be granted to the Management Board to grant Performance Shares in the Company and Stapled Shares to the benefit of employees and corporate officers of the Company and/or its subsidiaries	Extraordinary	98.57%	1.43%	64,388,339	Adopted
23.	Authorisation to be granted to the Management Board to grant Performance Shares as part of the acquisition and integration of Westfield in respect of Company shares and Stapled Shares to the benefit of employees and corporate officers of the Company and/or its subsidiaries	Extraordinary	97.88%	2.12%	64,419,709	Adopted
24.	Authorisation to be granted to the Management Board to enable the Company to purchase its shares and/or Stapled Shares (Article L. 225-209 of the French Commercial Code)	Ordinary	99.08%	0.92%	64,313,367	Adopted
25.	Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the Chief Executive Officer	Ordinary	81.89%	18.11%	56,981,777	Adopted
26.	Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the other members of the Management Board	Ordinary	83.54%	16.46%	56,982,197	Adopted
27.	Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the members of the Supervisory Board	Ordinary	95.21%	4.79%	64,286,913	Adopted
28.	Renewal of the term of office of Ms Mary Harris as member of the Supervisory Board	Ordinary	99.44%	0.56%	64,396,000	Adopted
29.	Renewal of the term of office of Ms Sophie Stabile as member of the Supervisory Board	Ordinary	99.79%	0.21%	64,395,087	Adopted
30.	Renewal of the term of office of Ms Jacqueline Tammenoms Bakker as member of the Supervisory Board	Ordinary	99.71%	0.29%	64,380,304	Adopted

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31.	Appointment of Ms Jill Granoff as member of the Supervisory Board	Ordinary	95.35%	4.65%	64,397,658	Adopted
32.	Renewal of the term of office of Mr Jean-Louis Laurens as member of the Supervisory Board	Ordinary	99.76%	0.24%	64,087,209	Adopted
33.	Appointment of Mr Peter Lowy as member of the Supervisory Board, subject to the condition precedent of the completion of the Transaction	Ordinary	95.35%	4.65%	64,397,684	Adopted
34.	Renewal of the term of office of Mr Alec Pelmore as member of the Supervisory Board	Ordinary	99.77%	0.23%	64,398,012	Adopted
35.	Appointment of Mr John McFarlane as member of the Supervisory Board, subject to the condition precedent of the completion of the Transaction	Ordinary	95.32%	4.68%	64,397,653	Adopted
36.	Powers granted to the Management Board to acknowledge the completion of the Transaction	Ordinary	94.28%	5.72%	64,185,966	Adopted
37.	Powers for formalities	Ordinary	>99.99%	<0.01%	64,394,281	Adopted

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