

## **5.6. Statutory auditors' report on the financial statements of the parent company only for the year ended 31 December 2016**

*This is a free translation into English of the statutory auditors' report issued in French and is provided solely for the convenience of English speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.*

*This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to shareholders.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

### **To the Shareholders,**

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2016, on:

- ◆ the audit of the accompanying financial statements of Unibail-Rodamco SE;
- ◆ the justification of our assessments;
- ◆ the specific verification and information required by law.

These financial statements have been approved by the management board. Our role is to express an opinion on these financial statements based on our audit.

### **I. Opinion on the financial statements**

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2016 and of the results of its operations for the year then ended in accordance with French accounting principles.

Without qualifying our opinion, we draw your attention to the matters set out in the following notes to the financial statements:

- ◆ note 5.2.1.2.1 which describes the change in accounting method related to the new accounting rules on technical losses on merger provided for in ANC regulation n°2015-06.

- ◆ note 4 which describes the change in accounting method related to the new accounting rules on derivatives and hedging operations provided for in ANC regulation 2015-05 which was early adopted this year.

### **II. Justification of our assessments**

In accordance with the requirements of article L. 823-9 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

- ◆ As mentioned in note 5.2.1.2.3. « Financial assets » to the financial statement, an impairment is booked when the value of an investment in subsidiaries, being estimated as its value in use, is lower than its acquisition cost. Our assessment of these accounting estimates is based on the process implemented by your Company to determine the value in use of investments in subsidiaries. Our procedures notably consisted to assess the reasonableness of data and assumptions used by your Company to determine the net asset value of the subsidiaries. On the basis, we assessed the reasonableness of these estimates and we also ensured that appropriate information was disclosed in the notes.
- ◆ As mentioned in the first part of this report, the notes 5.2.1.2.1 and 4 to the financial statement describe the change in accounting method due to the implementation of the new accounting regulations related to the accounting of technical losses on merger and the accounting of derivatives and hedging operations. In our assessment of the rules and accounting principles applied by your Company, we have verified the application of the change in accounting method mentioned above and its presentation.

These assessments were made as part of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

**Statutory Financial Statements as at December 31, 2016**

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**III. Specific procedures and disclosures**

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the management board and in the documents addressed to shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of article L. 225-102-1 of the French Commercial

Code (*Code de Commerce*) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Neuilly-sur-Seine and Paris-La Défense, March 20, 2017

The statutory auditors, French original signed by

Deloitte & Associés  
Damien Leurent

ERNST & YOUNG Audit  
Christian Mouillon