UNIBAIL-RODAMCO-WESTFIELD

2021

Universal Registration Document

UNIBAIL-RODAMCO-WESTFIELD SE

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This Universal Registration Document has been filed on March 24, 2022, with the *Autorité des Marchés Financiers* (French Financial Markets Authority), as competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of this Regulation.

The Universal Registration Document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary together with any amendments to the Universal Registration Document. All shall be approved by the *Autorité des Marchés Financiers* in accordance with Regulation (EU) 2017/1129.

The Universal Registration Document (URD) is a reproduction of the official version of the URD which has been prepared in XHTML and available on www.urw.com.

This is a translation into English of the Universal Registration Document of the Company issued in French and available on www.urw.com.

CHAPTER 1.

Presentation of the Group

1.1 KEY FACTS

85
Shopping Centres

11
Offices and Others Buildings[(1)]

10
Convention & Exhibition venues[(2)]

88%
Collection rate[(3)]

1.5 Mn
Vaccinations administered in URW assets

~2,800
Employees

€1,724 Mn
Net Rental Income

€6.91
Adjusted Recurring Earnings Per Share

€2.5 Bn
Disposals[(4)]

€54.5 Bn
Gross Market Value

€159.6
EPRA Net Reinstatement Value Per Share

€3.2 Bn
Pipeline

(1) Only standalone offices > 10,000 sqm and offices affixed to a shopping centre > 15,000 sqm.
(2) Excluding Palais des Sports.
(3) Rent collection rate calculated compared to 100% of rents invoiced. Retail only. Including rents, Sales Based Rent ("SBR"), service charges and Common Area Maintenance ("CAM") charges, assets at 100%. Data as at February 3, 2022.
(4) Including the disposal of Solna Centrum, which was completed and cashed-in on February 1, 2022, and a 45% stake in Westfield Carré Sénart, which was completed and cashed-in on February 16, 2022.

1.2 HISTORY

UNIBAIL

1968
Worms & Cie, a Paris-based banking group, creates Unibail as a real estate financial leasing company (Sicomi) managed by Arc Union/ Espace Expansion.

1972
Listing of Unibail on the Paris Stock Exchange.

1988
First significant acquisition, Sliminco, one of the two Crédit Lyonnais Sicomis.

1992
Léon Bressler succeeds Jean Meynial as Chief Executive Officer. Unibail starts to focus on the property investment sector, and to phase out involvement in lease financing. The strategy is to become a specialised owner, developer and manager of shopping centres and offices. Unibail concentrates on large-size and differentiated assets.

1992–1995
Build-up of a property portfolio with close to 30 shopping centres located in France, including the Forum des Halles and Les Quatre Temps, and substantial office properties in Paris and La Défense.

1995
Takeover of Arc Union; Unibail becomes self-managed and self-administered. Espace Expansion, the main shopping centre operator in France, becomes its subsidiary.

1998–2000
Acquisition of the Cœur Défense project, the Vivendi portfolio and Porte de Versailles.

2001
Delivery of Cœur Défense.

2003
France introduces a Real Estate Investment Trust ("REIT") regime taxing real estate and capital gains from property disposals at the level of the shareholders of a SIIC. Unibail opts for the Sociétés d'Investissements Immobiliers Cotées regime ("SIIC") status.

2006
Guillaume Poitrinal succeeds Léon Bressler as Chief Executive Officer and Chairman of the Board of Directors.

RODAMCO

1979
Robeco, a Rotterdam-based fund manager, creates Rodamco, a diversified global real estate investment fund ("FBI") listed in Amsterdam with investments in Europe, the US and Asia.

1980s
Rodamco is one of the top global real estate investment funds with investments in the US, the UK, Europe and Asia.

1994–1996
Acquisition of Suez Spain and CEGEP (Parly 2, Lyon Part-Dieu).

1999
Rodamco splits into four regionally focused real estate companies, including Rodamco Europe.

2000
Listing of Rodamco Europe in Amsterdam.

2000–2005
Acquisitions in Sweden (Skanska portfolio), in the Czech Republic (Intershop Holding), in The Netherlands (Amvest), in Poland (Galeria Mokotow), in Austria (Donauzentrum) and in Slovakia (Aupark).

UNIBAIL-RODAMCO

2007
Merger of Unibail and Rodamco Europe, creating the European leader in commercial real estate. The Group was incorporated as a limited liability company *(société anonyme)* with a two-tier governance structure with a Management Board and a Supervisory Board. Listed in Paris and Amsterdam, the new entity is included in the CAC40 and AEX25 indices.

2008
Unibail-Rodamco and the Chamber of Commerce and Industry of Paris ("CCIP") merge their Convention & Exhibition activities to form Viparis and Comexposium. Viparis, with ten venues in the Paris region, is responsible for the management and development of the sites. Comexposium is the European leader in the organisation of large-scale trade shows, fairs and congresses. Acquisition of Shopping City Süd in Vienna and La Maquinista in Barcelona.

2009
Unibail-Rodamco becomes a European company (*Societas Europaea*) and is now formally known as Unibail-Rodamco SE.

2010
Acquisition of Simon Ivanhoe's portfolio in Poland (Arkadia, Wilenska) and France. Disposal of €1.5 Bn of non-core assets.

2011
Acquisition of Galeria Mokotow's full ownership in Warsaw and of Splau in Barcelona. Disposal of €1.1 Bn of assets.

2012
Acquisition of a 51% stake in mfi AG, Germany's second largest shopping centre operator, investor and developer. Creation of the 4-star shopping experience.

2013
Christophe Cuvillier succeeds Guillaume Poitrinal as Chief Executive Officer and Chairman of the Management Board. Launch of "Unexpected shopping" advertising campaign. Partnership with Socri to develop Polygone Riviera, the first lifestyle open-air shopping centre in France bringing art and shopping together.

2014
Partnership with CPPIB on CentrO (Germany). Signature of agreements with the city of Hamburg to develop Überseequartier and with the City of Brussels to develop Mall of Europe. Disposal of €2.4 Bn of non-core assets.

2015
Delivery of Mall of Scandinavia, the largest shopping centre in Scandinavia at the forefront of the Group's standards. Disposal of Comexposium stake to Charterhouse Capital Partners LLP.

2016
Launch of Unibail-Rodamco's Corporate Social Responsibility ("CSR") strategy "Better Places 2030" and launch of UR Link's first season to foster development of retail start-ups.

2017
Unibail-Rodamco announces it has entered into an agreement with Westfield Corporation to create the world's premier developer and operator of Flagship destinations.

WESTFIELD

1959
John Saunders and Frank Lowy open their first shopping centre, Westfield Plaza, in Blacktown, in the outer suburbs of Sydney, Australia.

1960
Westfield is listed on the Sydney Stock Exchange.

1966
Burwood, the first shopping centre branded with the Westfield logo, opens in Australia.

1977
Westfield enters America with the acquisition of Trumbull (Connecticut) on the East Coast.

1994
The $1 Bn CenterMark transaction with 19 centres, triples Westfield portfolio in the US.

1996
Westfield America Trust was listed on the ASX, enabling Australian investors to make direct investments in the US retail property market.

1998
Westfield acquired the $1.4 Bn TrizecHahn portfolio, adding a further 12 properties to the Group's Californian portfolio.

2000
Westfield enters the UK, with the acquisition of a centre in Nottingham followed by the establishment of a joint venture interest in nine prime town centre and urban locations.

2002
Westfield becomes one of the largest retail property groups in the US with the acquisition of nine shopping centres from Richard E Jacobs and 14 shopping centres from Rodamco.

2004
Birth of the Westfield Group, consisting of Westfield Holdings, Westfield Trust and Westfield America Trust.

2008
Opening of Westfield London, the UK's largest shopping centre with more than 280 stores, attracting 23 million visits in the first year.

2011
Westfield Stratford City opens, transforming the east side of London, and the gateway to the 2012 London Olympics.

2014
Split of the Australian and New Zealand business from other international operations.

2016
Westfield's most ambitious project in the US, the $1.5 Bn World Trade Center, opens.

UNIBAIL-RODAMCO-WESTFIELD

2018
Acquisition of Westfield Corporation by Unibail-Rodamco and the creation of Unibail-Rodamco-Westfield ("URW"), the world's premier developer and operator of Flagship destinations.

2020
Disposal of five French shopping centres into a JV with Crédit Agricole Assurances, La Française and URW. Delivery of the Westfield Valley Fair and Lyon La Part-Dieu retail extensions and the Trinity office tower in La Défense. Operations impacted by lockdowns and other restrictions following the outbreak of the COVID-19 pandemic. Léon Bressler appointed as Chairman of the Supervisory Board, succeeding Colin Dyer.

2021
Jean-Marie Tritant succeeds Christophe Cuvillier as Chief Executive Officer and Chairman of the Management Board. €2.5 bn of disposals signed in Europe. Operations continued to be impacted by lockdowns and other restrictions related to COVID-19 pandemic.

1.3 STRATEGY AND BUSINESS MODEL

INTRODUCTION – Reinvent Being Together

Unibail-Rodamco-Westfield ("URW" or "the Group") is a dynamic, global developer and operator of Flagship destinations founded in 1968. In 2007 Unibail merged with Rodamco Europe to form Unibail-Rodamco, and in 2018 the company acquired Westfield Corporation ("Westfield") to become Unibail-Rodamco-Westfield.

The Group owns and operates 85 shopping centres in 12 countries, of which 53 are Flagships. URW believes that well connected prime assets in the best locations will thrive and continue to generate sustained income growth, including in the post COVID-19 world, as tenant sales are bouncing back and reaching pre-COVID levels when shopping centres reopen and restrictions are lifted – as illustrated in the company's H2-2021 performance. The Group has a transatlantic platform reaching the wealthiest and most attractive cities in Europe and the United States. The Group's high-quality developments like Westfield Mall of the Netherlands which was delivered in 2021, and Gaîté Montparnasse and Westfield Hamburg Überseequartier which will be delivered in 2022 and 2023, respectively, are further enhancing this position. The Group also owns and develops office buildings, owns and operates Convention & Exhibition venues in the Paris region and manages retail operations at select airports in the US.

URW is currently strongly committed to deleveraging, which it intends to achieve through a comprehensive program that includes:

1. Radically reducing its financial exposure to the US in the course of 2022 and 2023 supported by the strong operational recovery seen in 2021 and the improvement in the US financing markets;
2. €4 Bn of European assets by year-end 2022 (€2.5 Bn completed to date);
3. Timiting the CAPEX to €2 Bn for 2021 and 2022;
4. Reducing its cost base and;
5. Suspending the dividend payments for the fiscal years 2020, 2021 and 2022.

THE GROUP'S BUSINESS STRATEGY

The Group's strategy is led by its purpose to "Reinvent Being Together" and is aligned with its "Better Places 2030" ESG programme, which guides the company's activities and results.

The destinations created by URW participate in shaping and improving the cities where it operates. The Group aims to provide a seamless experience in an entertaining, contemporary and sustainable environment via its increasingly digitally linked platform of high quality assets, while also focusing on enhancing the positive contributions the company and its assets make to the social, environmental and economic vitality of the communities in which it operates.

The Group expects to generate strong growth as it focuses increasingly on its European portfolio while divesting non-core assets and reducing its financial exposure to the U.S. During 2020 and 2021, URW's large destination shopping centres were particularly affected by the COVID-19 restrictions due to their size and locations, and their large Food & Beverage ("F&B") and entertainment offering. However, the Group is convinced that its positioning will allow it to thrive in the long-term, as illustrated by the recovery in the second half of 2021.

Throughout the pandemic the Group adopted a pragmatic and proactive leasing strategy to stabilize the occupancy and protect long-term rental values, with short term leases at slightly lower Minimum Guaranteed Rent ("MGR") levels but with a higher level of Sales Based Rent ("SBR"). The material increase of SBR in 2021 illustrated the robust results of this strategy and positions URW to benefit further as market conditions continue to improve.

As it emerges from the COVID-19 pandemic, URW is highly focused on enhancing the strength of its core portfolio and maximizing that portfolio's value while establishing new growth platforms, which it plans to share more details about in 2022 during its Investor Day on March 30.

URW concentrates on Flagship destinations in the leading cities in Europe and has a disciplined asset rotation strategy, which is based on disposing those assets that no longer meet its demanding return criteria, while investing in its Flagship assets or select new high quality mixed used developments. As at December 31, 2021, the Group's proportionate total portfolio was valued at €54.5 Bn, of which 86% is in retail, 6% in offices, 5% in Convention & Exhibition venues and 2% in associated services.

The Group provides a unique platform for retailers and brand advertising, and offers an unparalleled experience for customers. The URW platform attracted circa 1.2 billion annual visits to its centres in 2019, and reaches customers in many of the world's wealthiest catchment areas. While the 2020 and 2021 footfall was impacted by the lockdowns and restrictions put in place to combat the spread of COVID-19, it bounced back when the centres reopened, as seen in second half of 2021, with a normalisation expected in 2022. The combined visitor base of all assets strengthens the Group's consumers insights and enhances its value to retailers and brands, making URW a critical partner for such operators globally and uniquely positioning the Group to generate new media related revenue streams.

The Group also has a strategy to unlock land value with the densification of its portfolio by adding office, residential, hotel and other "mixed-use" projects. URW is already leveraging its key strengths to reinvent city districts in London, Paris and Hamburg. The Group's unique know-how across retail, offices and hotels, and flexible approach to funding models, will allow it to maximize value on its exceptional and highly connected retail locations, unlocking the full potential of the parcels around URW's assets. Only 20% of the GLA of its €3.2 Bn development pipeline consists of pure retail, and 30% including F&B & leisure.

URW is strengthening the core by re-inventing the retail and user experience through outstanding services, advanced traditional and digital marketing, the introduction of premium retailers and diverse F&B and entertainment offerings, and with inspiring customer oriented events. The Group participates in shaping and improving the cities in which it is present and has a major influence on how people live, work, shop, connect and are entertained. URW anticipates consumer trends to ensure its assets meet evolving demand, and intends to make positive contributions to the social, environmental and economic well-being of its communities.

URW attracts new and differentiating retailers through active tenant rotation and drives footfall by introducing new brands, executing on a dynamic customer engagement strategy and offering high-quality services.

URW is leveraging the world-famous Westfield brand, by deliberately introducing it to a number of its Continental European Flagship assets over time. In 2019 the first 10 shopping centres in Continental Europe were rebranded (7 in France, 1 in the Czech Republic, 1 in Sweden and 1 in Poland), and in 2021 the Group continued the roll-out of the Westfield brand with the rebranding of 6 centres (1 in France, 2 in Spain, 2 in Austria, 1 in Germany) and the delivery of Westfield Mall of the Netherlands.

The Westfield brand is the only global B2B and B2C brand for retail, leisure, entertainment and dining destinations. It is already a "signature" brand for the most iconic centres such as Westfield London and Westfield Stratford City in London, Westfield Les 4 Temps in Paris, Westfield Mall of Scandinavia in Stockholm, Westfield La Maquinista in Barcelona, Westfield Shopping City Süd in Vienna, Westfield Century City and Westfield Valley Fair in California, and Westfield World Trade Center in New York City. The brand is famous for providing outstanding experiences for its visitors, with a very broad range of retailers, high-quality services and concerts and events.

As a first ever in the industry, in 2021 URW successfully demonstrated the potential power of its digitally connected platform of branded assets with an event in partnership with Lady Gaga to launch her new album, "Love For Sale". The event connected fans live online, on social channels and in 21 in-mall fanzones over the world, and generated over 200 Mn social impressions during the course of the program.

URW is seizing opportunities to explore new business models harnessing new technologies to create value, generate growth, and stay ahead of the curve. As relevant ideas also come from outside the Group, its open innovation platform is set up to connect with leading experts, build partnerships with other corporations, invest alongside venture capital funds and share new ideas and solutions.

Innovation examples include the roll-out of programmatic "Drive to Store" technology, the launch of new media products including the 3D ("Deepscreen") technology, and pilots to qualify mall audience and allowing advertisers to activate ad targeting options with real time campaign optimisation and audience measurement.

To even further accelerate the use of data in the Group, and become more customer centric, URW appointed a Chief Customer Officer in 2021, who is part of the Management Board.

CONTINUED FOCUS ON DELEVERAGING STRATEGY AND BALANCE SHEET MANAGEMENT

The Group is strongly committed to deleveraging through disposals, limiting capital expenditure, reducing its cost base and temporarily suspending the dividend.

In 2021 and early 2022, the Group has completed €2.5 Bn of European disposals, at a premium to last unaffected appraisal values. URW intends to complete the remaining €1.5 Bn of its €4 Bn European disposals programme by year end 2022 and will radically reduce its financial exposure to the US in the course of 2022 and 2023, supported by financing markets progressively reopening and strong operational performance showcasing the recovery, to make URW a Europe focused player. In 2021, URW also continued to streamline its US portfolio by transferring ownership on five US Regional centres and the disposal of its 50% stake in the Palisade residential building at Westfield UTC, resulting in an IFRS net debt reduction of €0.5 Bn.

The Group's strong liquidity position allows it to do these disposals over time and in an orderly fashion.

The Group only undertakes select development projects, in line with its concentration strategy, disciplined capital allocation and high internal return requirements, with the committed pipeline in 2021 amounting to €2.4 Bn (out of a total development pipeline of €3.2 Bn) of which €1.1 Bn remains to be spent. The Group will limit overall capital expenditure for 2021 and 2022 to €2 Bn in total.

The Group launched a number of cost saving initiatives to generate both short and long-term savings. In addition to the gross administrative expense savings of c. €80 Mn achieved in 2020 (vs. 2019), the Group further reduced in 2021 its gross administrative expenses by €28 Mn, in line with its target, while maintaining adequate maintenance CAPEX.

Given the impact of the pandemic on the Group's 2020 and 2021 results, as well as the Group's commitment to deleverage, the Group has decided to suspend the payment of a dividend for fiscal years 2020, 2021 and 2022.

Once the Group has completed its deleveraging programme, it will resume paying a dividend (at a significant and sustainable payout ratio) which will grow in line with the performance of its reshaped portfolio.

Given the statutory results of URW SE in 2020 and 2021, the Group has no obligation to pay a dividend in 2022 for the fiscal years 2020 and 2021 under the SIIC regime and other REIT regimes it benefits from. It anticipates not to have such an obligation in fiscal year 2022 as well. Consequently, URW SE's SIIC distribution obligation, standing at €1,020.8 Mn as at December 31, 2021, will be delayed until URW SE has sufficient statutory results to meet this obligation.

URW has good access to credit markets, as illustrated by the €1,250 Mn of bonds issued during 2021 and the signing of largest sustainability-linked revolving credit facility for a REIT in Europe, for an amount of €3.1 Bn, with a five-year maturity.

As a result, the Group has a very strong liquidity position with €2.3 Bn of cash on hand and €9.9 Bn of undrawn credit facilities[(1)] as at December 31, 2021, covering its financing needs for the next 36 months, even without any further funds being raised or disposals being completed. The Group average cost of debt amounted to 2.0% in 2021 and average debt maturity stood at 8.6 years.[(2)]

THE GROUP'S ENVIRONMENTAL AND SOCIAL GOVERNANCE (ESG)

Environmental and Social Governance ("ESG") is at the very heart of URW's business strategy. In 2016, the Group launched its Better Places 2030 strategy, building on the objectives outlined in the Paris Climate Agreement. Better Places 2030 combines both an ambitious objective to reduce the environmental footprint and increase social engagement, integrating ESG into the Group's entire value chain. The Group's ambition subscribes to a larger global vision, adapted to the challenges of the industry and to the various activities in the locations in which it operates. The Group relies on both the quality of its assets and collective power of its teams to raise awareness, mobilise and provide practical solutions that will facilitate the transition towards a low carbon economy. Through its civic engagement and job creation initiatives, the Group is actively involved in the communities in which it operates.

The Group's commitment to address climate change across its value chain and halve its carbon footprint is more fundamental than ever. Better Places 2030 also tackles new environmental challenges like biodiversity, responsible consumption and the circular economy.

Better Places 2030 is based on 3 pillars:
- Better spaces: cut carbon emissions across the value chain by -50%, across scopes 1, 2 and 3 (including the carbon emissions of stakeholders that URW can influence but does not control directly like construction, operations, tenant energy consumption, transportation of employees and visitors);
- Better communities: be a catalyst for growth within the communities in which the Group operates;
- Better together: empower URW's people to become sustainability & diversity change-makers.

In the context of the pandemic, URW pursued its massive effort to support communities by providing space for vaccination centres. In 2021, over 1.5 million vaccinations have been administered at URW assets.

URW is the first listed real estate company to engage in such a comprehensive ESG strategy and is a leader of change. This strategy has been recognized and rewarded: URW in 2021 was ranked first in the real estate industry worldwide by Sustainalytics, included in the CDP "A" list, and obtained ISS ESG's "Prime" status. In addition, the Group's climate targets were recognised by the Science Based Targets initiative, as they are aligned with the 1.5° C trajectory. Furthermore, in 2021 URW joined the Net Zero Initiative (NZI), which aims to develop a framework for collective carbon neutrality.

2022 GUIDANCE

The positive sales performance upon reopening of the centres, the sustained leasing activity for shopping centres and offices, the vacancy reduction, and the recovery of the C&E activity, demonstrate the appeal of the Group's assets.

Thanks to the improvement in operating environment during the second half of the year and the Group's proactive leasing strategy, URW is well-positioned to capitalize on the continued growth in 2022. In this context, and with a stabilizing global environment, the Group forecasts its 2022 AREPS to be in the range of €8.20 to €8.40.

The main drivers of this guidance are:
- The impact of project deliveries in 2021 and 2022;
- The impact of like-for-like operations, with in particular, reduced rent relief, improved rent collection and higher variable income streams;
- Partly offset by the impact of disposals closed in 2021 and 2022;
- The related increase in income tax amount and minority interests; and
- Remaining impact of the crisis on financial expenses due to higher cash position.

In 2022, the rental income will be influenced by the level of tenant sales, due to the proactive short-term leasing strategy the Group has adopted, and the time lag in vacancy reduction. The C&E NOI is not either expected to reach pre-COVID levels in 2022.

This guidance is premised on the Group's current expectation of no reintroduction of major COVID-19 related restrictions impacting the Group's operations during the year.

As operating conditions are expected to continue to improve as of 2022 and beyond, and subject to no substantial deterioration of the macro-economic and geo-strategic environment, URW is well positioned to resume its growth trajectory.

(1) On an IFRS basis.
(2) Taking into account the undrawn credit lines (subject to covenants) and cash on hand.

For information purposes, at this stage, with regard to the armed conflict in Ukraine, URW would like to point out that it operates neither in Ukraine nor in the Russian Federation, and that the direct effects of the current international sanctions applicable against Russian entities or nationals are not considered to have a significant impact. In parallel, the Group remains attentive to the indirect effects of the conflict and sanctions, among others, on its retailers and their supply chains, on the increased inflation and consumption impact, on the financial and investment markets environment as well as on the countries close to Ukraine where URW operates."

MEDIUM-TERM OUTLOOK

Thanks to its strategy, the URW portfolio is at the forefront of the changes in a rapidly evolving retail environment. The impact of these changes on physical retail include the rationalisation of store footprints, increasing importance of flagship stores, the transformation of categories and merchandising within shopping centres, an expanded focus on dining, entertainment and leisure and integration of digital technology.

A major shift is occurring in the retail industry as access to digital and mobile technology coupled with ubiquitous connectivity has empowered consumers with unsurpassed access and information. Today's consumer can instantly compare prices and offerings, and can easily switch between brands and products. E-commerce market share continues to grow and has been further accelerated by COVID-19. In parallel, consumers, and especially younger demographics, are increasingly choosing experiences over tangible goods, and shifting spend away from the traditional retail categories to experiential categories including eating out and leisure activities.

Research shows however that physical locations remain critical, which is underlined by the footfall and sales URW recorded in its centres when restrictions were lifted, with younger generations being an important driver despite their significant online engagement. In the future, the vast majority of consumer spend will touch both physical stores and online, thus stores will remain hugely valuable for customer engagement, marketing, branding and fulfilment purposes, regardless of where the actual transaction takes place. Stores are the opportunity for retailers to truly differentiate themselves, enabling them to create real showrooms that represent the deeper meaning and identity of the brand, offer great experiences, provide expert advice, as well as serving as customer service and fulfilment hubs.

Traditional retailers like Inditex and H&M are reducing their total number of stores, but are even more importantly investing in and extending their most important and profitable stores, in particular in URW shopping centres, as those are key for their brand equity and an integral part of their omni-channel and drive-to-store strategies.

In Westfield Les 4 Temps the largest Zara store in Western Europe (outside of Spain) was opened, and Bershka opened their new flagship and largest in-mall store in Western Europe in Westfield Forum des Halles. At Westfield Mall of the Netherlands, delivered in the first half of 2021, Inditex and H&M are present with 4 and 3 iconic stores respectively, illustrating their commitment to Flagship destinations.
URW is the preferred partner for top brands, as illustrated by eight leading retailers (Apple, Zara, H&M, Sephora, Hollister, Nike, Foot Locker and JD Sports) increasing their overall GLA between 2019 and 2021 with +12.0% in URW's centres, as their business models are based on the stores and online being fully and seamlessly integrated, with prominent stores in prime locations that are digitally equipped and in-store inventory being used to fulfil online orders, to provide an "all in" customer experience.

Even Digital Native Vertical Brands ("DNVBs") have recognized the need for physical locations, to attract the increasingly critical, selective and experience-oriented customers, and build a relationship with them. DNVBs such as Bonobos, Xiaomi, and Warby Parker have elected to open stores in URW Flagship centres, acknowledging the quality of the URW centres and active and innovation-oriented asset management and embracing the omni-channel strategy. Physical stores also allow retailers to benefit from the Halo effect (the additional spend online in a catchment area after opening a shop there). In addition, physical stores allow omni-channel retailers to reduce both delivery and return costs, by implementing Buy Online Pickup in Store ("BOPIS") and return in store, resulting in better margins than for online only players.

Furthermore, URW centres are proving to be attractive for new high potential sectors like innovative automotive, allowing the Group to sign leading brands like Polestar, Lucid, Callisma, Electra Meccanica and Fiat.

At the forefront of innovation, URW's ca. 2,800 talented professionals are preparing for future generations of customers. Their skills, engagement and teamwork are key to driving performance and generating superior value. The team's skills lie across a range of disciplines, from engineering, finance and human resources to marketing, retail, digital, design, development, operations and leasing. The Group fosters an environment that celebrates new ideas, engagement, and individual development. URW is committed to diversity and promotes an inclusive culture where people are positively encouraged to succeed, which is combined in its values, "Together at URW".

OUR MISSION

REINVENT BEING TOGETHER

IN A RAPIDLY CHANGING ENVIRONMENT

STRUCTURAL CHANGES IN RETAIL

IMPACT OF COVID-19 PANDEMIC

TRANSITION TOWARD A GREENER ECONOMY

WILL BE DELIVERED BY THREE STRATEGIC OBJECTIVES

WE CONCENTRATE
on the best assets in the world's most dynamic cities

WE DIFFERENTIATE
the retail experience through outstanding services, bold digital marketing, unique designs, premium retailers and inspiring events

WE INNOVATE
by seizing external opportunities brought by technology to explore new business models, create value, generate growth and stay ahead of the curve;
we aim to monetise data and accelerate data usage to enhance omnichannel URW experience

THAT MOBILISE OUR RESOURCES

EMPLOYEES
- **2,769** skilled employees
- **47%** male, **53%** female

ASSETS
- **85** shopping centres with **8.5 Mn** sqm GLA(1)
- **11** office buildings(2) with **0.3 Mn** sqm GLA(1)
- **10** Convention & Exhibition venues with **0.7 Mn** sqm GLA(1)

CAPITAL
- **€54.5 Bn** total GMV(3)
- **€24.5 Bn** net debt(3)
- **2.0%** average cost of debt
- **8.6 years** average debt maturity(4)
- **43.3%** LTV(5)
- **€22.4 Bn** shareholders' equity

INTELLECTUAL PROPERTY
- Westfield's international brand equity
- Group signature destination concepts
- A dedicated innovation lab
- URW Link, the Group's open innovation platform
- An internal concept studio

(1) Excluding assets under redevelopment, total complex.
(2) Only standalone offices > 10,000 sqm and offices affixed to a shopping centre > 15,000 sqm.
(3) On a proportionate basis.
(4) Taking into account the undrawn credit lines (subject to covenants) and cash on hand.
(5) On an IFRS basis, excluding €960 Mn of goodwill not justified by fee business as per the Group's European leverage covenants.

FOCUS ON VALUE CREATION AND DELEVERAGING

BUILDING AND RENOVATION
- **€3.2 Bn** development pipeline
- Ambitious mixed-use projects, fully integrated in their communities, like Gaîté Montparnasse and Westfield Hamburg
- Constantly challenging the status quo to deliver the best customer experience

LEASING
- Ensure we offer the best tenant mix and brands to our visitors with **2,399** leases signed in 2021

PROPERTY MANAGEMENT
- Ensure premium quality services for our visitors

INVESTMENT & DIVESTMENT
URW is strongly committed to deleveraging through disposals and select capital allocation.
- Invest in the highest quality assets in vibrant dynamic destinations
- CAPEX limited to **€2 Bn** for 2021–2022
- **€4 Bn** of European disposals to be completed by year-end 2022 of which **€2.5 Bn** has been completed
- Positioned to execute the radical reduction in financial exposure to the US in the course of 2022 and 2023, supported by the financing markets progressively reopening and strong operational performance showcasing the recovery
- Retain earnings by suspending dividend payments for fiscal years 2020, 2021 and 2022

ALLOWING URW TO RE-EMERGE AS THE MOST ATTRACTIVE RETAIL FOCUSED LISTED REAL ESTATE COMPANY AND DELIVER SUSTAINABLE GROWTH AS TOTAL RETURN PLAY

TO PRODUCE OPTIMAL OUTPUTS

ASSETS
- **72%** of owned and managed shopping centres are certified BREEAM In-Use, of which **24%** were rated "Outstanding" for Building Management (Part 2)
- **100%** of Group portfolio supplied with Green Electricity
- **19** of the Group's assets among the top 30 European assets by footfall[(1)]

SHAREHOLDERS AND CREDITORS
- **€6.91** AREPS[(2)]
- **€159.60** EPRA NRV per share

SALES AND FOOTFALL
- Strong rebound of footfall and sales when centres reopen and restrictions are lifted. Tenant sales reached in the second half **93%** of H2-2019 levels, with Continental Europe at **92%**, the UK at **83%** and the US at **100%**

PARTNERSHIP APPROACH TO SUPPORT TENANTS
- Rent discounts granted in 2021: **€301 Mn**
- Average relief granted: **1.6** months
- Solid rent collection in 2021: **88%**[(3)]

EMPLOYEES
- **13.8%** of employees were promoted
- **4.6%** of employees made a lateral career move within the Group
- **2.0%** of employees conducted an international mobility assignment

SOCIO-ECONOMIC FOOTPRINT
- **61%** of the Flagships engaged to support local entrepreneurship with entrepreneurs supported through space donation, marketing or financial support
- **67%** of the Flagships supported and promoted at least one sustainable consumption initiative

COMMUNITIES
- **82%** of Flagships supported at least one local charity or NGO-sponsored long-term project
- **Over 630** social or environmental initiatives were organised in the Group's centres through the provision of spaces, donations, collection of materials or donations, and educational events
- **"URW for jobs"** conducted in **30** shopping centres across Continental Europe, the UK and the US. **637** jobs and training placements provided and **360** job-seekers trained

MOBILITY
- **83%** of the Group's standing assets equipped with electrical vehicle charging spaces

(1) In countries where URW operates, in millions of visitors, 2019. Source: Sites Commerciaux October 2020.
(2) Adjusted Recurring Earnings Per Share.
(3) Rent collection rate calculated compared to 100% of rents invoiced. Retail only. Including rents, Sales Based Rent ("SBR"), service charges and Common Area Maintenance ("CAM") charges, assets at 100%. Data as at February 3, 2022.

1.4 BUSINESS OVERVIEW

BUSINESS SEGMENTS

A) RETAIL

As at December 31, 2021, URW owned 85 shopping centres, of which 53 are Flagships(1). URW's strategy is built upon continuously reinforcing the attractiveness of its assets by re-designing them (upgrading the layout), re-tenanting them (renewing the tenant mix) and re-marketing them (enhancing the shopping experience through special events).

During the first half of 2021, governments implemented restrictions and lockdown periods following the outbreak of the COVID-19 pandemic. Operations were generally able to take place with fewer restrictions in the second half of 2021, except in select regions at the end of the year which were impacted by a resurgence of the pandemic.

Total proportionate Net Rental Income ("NRI") of the Shopping Centre portfolio in 2021 amounted to €1,632.5 Mn, a decrease of -3.9% mainly driven by disposals and slightly negative like-for-like growth due to higher vacancy levels, which is an indirect consequence of the COVID-19 crisis.

	NRI (€Mn)		
Region	**2021**	2020	%
France	417.2	491.7	-15.2%
Central Europe	161.5	191.1	-15.5%
Spain	126.2	124.8	1.1%
Nordics	107.3	100.8	6.5%
Austria	88.3	86.1	2.5%
Germany	91.2	114.1	-20.0%
The Netherlands	60.6	49.6	22.2%
UK	101.1	78.0	29.6%
US	479.0	462.5	3.6%
TOTAL NRI	**1,632.5**	1,698.6	-3.9%

B) OFFICES & OTHERS

URW develops and owns large, efficient office buildings and hotels in prime locations in the Paris central business district, La Défense and elsewhere in the Paris region. URW also owns office, hotel and residential assets in the US and certain other countries in which URW operates. URW's investment strategy is driven by development and renovation opportunities.

In 2021, the proportionate NRI from Offices & Others amounted to €60.2 Mn, a -29.7% decrease compared to 2020, due primarily to the impact of the disposal of the SHiFT office building in January 2021 and Les Villages 3, 4, and 6 office buildings in March 2021.

	NRI (€Mn)		
Region	**2021**	2020	%
France	34.9	56.0	-37.7%
Nordics	9.9	10.2	-2.7%
Other countries	8.6	8.1	5.7%
US	6.7	11.2	-40.1%
TOTAL NRI	**60.2**	85.5	-29.7%

Figures may not add up due to rounding.

C) CONVENTION & EXHIBITION

The Convention & Exhibition activity is exclusively located in the Paris region and consists of real estate venues and services company: Viparis. Viparis is a world leader jointly owned with the Chamber of Commerce and Industry of Paris Île-de-France ("CCIR"), but operated and fully consolidated by URW.

2021 was heavily impacted by COVID-19, as all events (except for exams and private sales) were cancelled until May 19 and capacity constraints were effective until the end of June as a result of government restrictions.

In total, 349 events were held in Viparis venues through the year, of which 107 exhibitions, 44 congresses and 198 corporate events, compared to the 236 and 705 events held in 2020 and 2019, respectively. Viparis' NOI amounted to €55.2 Mn compared to €12.1 Mn in 2020 and €156.9 Mn in 2019. The decrease compared to 2019 is entirely attributable to the impact of COVID-19.

(1) Assets of a certain size and/or with footfall in excess of 10 million per year, substantial growth potential for the Group based on their appeal to both retailers and visitors, iconic architecture or design and a strong footprint in their area.

PORTFOLIO BREAKDOWN

NET RENTAL INCOME AND RECURRING NET RESULT

Reported Adjusted Recurring Earnings Per Share ("AREPS") amounted to €6.91, down -5.2% from 2020, a decrease of -€0.37. The main driver of earnings evolution was the disposals completed in 2020 and 2021 as part of the Group's deleveraging plan, with a total impact of -€0.68 per share. In addition, the COVID-19 pandemic has continued to significantly impact URW's business over the course of 2021.

(€Mn)	FY-2021	FY-2020	Growth	Like-for-like growth*
Shopping Centres	1,632.5	1,698.7	-3.9%	-1.2%(a)
Offices & Others	60.2	85.5	-29.7%	-6.6%
Convention & Exhibition	31.5	6.1	n.m.	n.m.
NRI	1,724.2	1,790.2	-3.7%	-1.6%(b)
Recurring Net Result (Group share)	1,005.3	1,056.6	-4.9%	

* NRI excluding acquisitions, divestments, transfers to and from pipeline (extensions, brownfields or redevelopment of an asset when operations are stopped to enable works), all other changes resulting in any change to square metres and currency exchange rate differences in the periods analysed.
(a) Excluding Airports.
(b) Including Airports.

	FY-2021	FY-2020	Growth
Recurring EPS	7.26	7.63	-4.9%
Adjusted recurring EPS	6.91	7.28	-5.2%

VALUATION SPLIT PER ACTIVITY

	Proportionate		IFRS		Group share	
Asset portfolio valuation – Dec. 31, 2021	(€Mn)	%	(€Mn)	%	(€Mn)	%
Shopping Centres	47,109	86%	45,099	86%	40,519	88%
Offices & Others	3,510	6%	3,269	6%	3,236	7%
Convention & Exhibition	2,655	5%	2,656	5%	1,381	3%
Services	1,199	2%	1,199	2%	1,124	2%
TOTAL	**54,473**	**100%**	**52,223**	**100%**	**46,259**	**100%**

Figures may not add up due to rounding.

VALUATION SPLIT PER ACTIVITY AND REGION

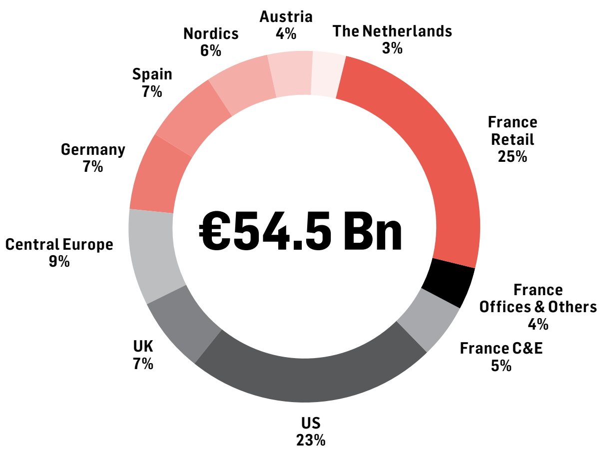
	Dec. 31, 2021		Dec. 31, 2020	
Valuation of Shopping Centre portfolio	(€Mn)	%	(€Mn)	%
France	13,673	29%	13,781	28%
Central Europe	4,798	10%	5,059	11%
Spain	3,585	8%	3,596	8%
Nordics	3,031	6%	3,095	6%
Germany	3,319	7%	3,447	7%
Austria	2,277	5%	2,290	5%
The Netherlands	1,820	4%	1,658	3%
UK	2,594	6%	2,776	6%
US	12,012	25%	12,205	25%
TOTAL	**47,109**	**100%**	47,905	100%

Figures may not add up due to rounding.

Valuation of Offices & Others portfolio	Dec. 31, 2021 (€Mn)	Dec. 31, 2021 %	Dec. 31, 2020 (€Mn)	Dec. 31, 2020 %
France	2,097	60%	3,025	69%
Nordics	174	5%	179	4%
Other countries	495	14%	462	10%
UK	559	16%	460	10%
US	186	5%	283	6%
TOTAL	**3,510**	**100%**	4,409	100%

The chart below shows the split of proportionate Gross Market Value ("GMV") per region as at December 31, 2021:

GROSS MARKET VALUE



Figures may not add up due to rounding.

DEVELOPMENT PIPELINE

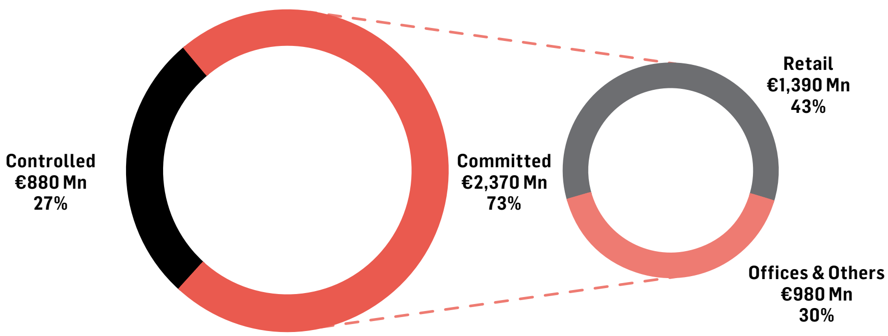
The table below shows the evolution of URW's development pipeline between December 31, 2020, and December 31, 2021:

(€Bn)	Dec. 31, 2021	Dec. 31, 2020
Committed projects[(1)]	2.4	2.9
Controlled projects[(2)]	0.9	1.5
URW TOTAL INVESTMENT COST	3.2	4.4

(1) Committed: projects for which URW owns the land or building rights and has obtained:
- All necessary administrative authorisations and permits;
- Approvals of JV partners (if applicable);
- Approvals of URW's internal governing bodies to start superstructure construction works; and
- On which such works have started.

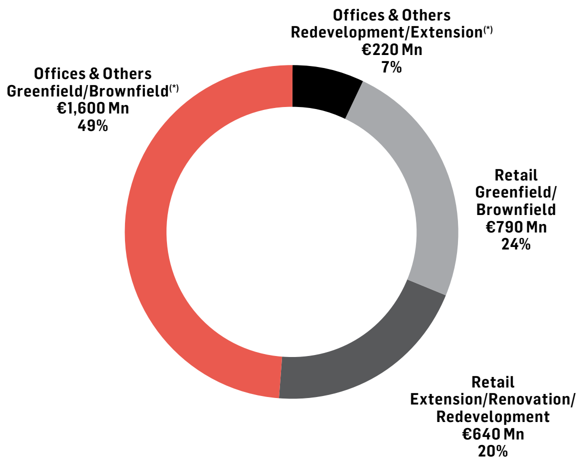
(2) Controlled: projects at an advanced stage of studies, for which URW controls the land or building rights, and all required administrative authorisations have been filed or are expected to be filed shortly. There can be no assurance these will become "Committed" projects, as this will be subject to having obtained all required administrative approvals, as well as those of JV partners (if applicable), and of URW's internal governing bodies to start superstructure works. Besides these approvals, the Group retains the flexibility to decide to launch them, if and when appropriate. URW could in particular consider launching these projects with joint venture partners.

DEVELOPMENT PIPELINE BY PROJECT PHASE[(1)]

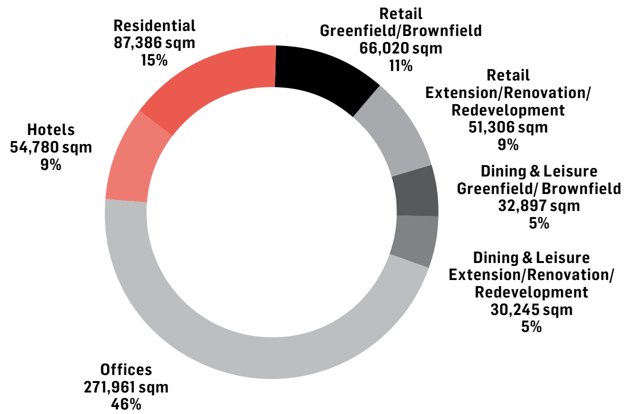


DEVELOPMENT PIPELINE BY CATEGORY AND REGION[(1)]

URW TIC (€3,250 MN)



GLA (594,596 SQM)



(*) Including Residential and Hotel units.

(1) Figures may not add up due to rounding.

1.5 PORTFOLIO

1.5.1 FRANCE: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Shopping Centres in the Paris region											
Westfield Carré Sénart (Lieusaint) Carrefour, Galeries Lafayette, Apple, H&M; 205 units, a cinema complex and shopping park	155,500	6,310	3.0(*)	1994 1999	2002 (C) 2006/07 (C) 2012 (C) 2017 (C) 2019	96.1%	129,500	100%(6)	100%	129,500	FC
Westfield Les 4 Temps (La Défense) Auchan, C&A, Go Sport, H&M, Apple; 232 units and a cinema complex	137,200	5,400(1)	10.3(*)	1992 1995 1999 2011 2016	1981 (R) 2006/08	98.7%	132,000	53%	100%	132,000	FC
Westfield Vélizy 2 (Vélizy-Villacoublay) Auchan, Printemps, FNAC, Apple; 186 units and a cinema complex	129,200	6,460	7.4(*)	1994 2007	(R) 2005/07 (C) 2019	97.6%	91,600	100%	100%	91,600	FC
Westfield Parly 2 (Le Chesnay-Rocquencourt) Printemps, BHV, FNAC, Decathlon, Apple; 184 units and a cinema complex	129,000	4,620	7.6(*)	2004 2012 2018	1969/87 (R) 2011 (R) 2015 (C) 2017 (C) 2019	97.9%	103,300	50%	100%	103,300	FC
Westfield Rosny 2 (Rosny-sous-Bois) Carrefour, Galeries Lafayette, FNAC, C&A, Apple; 171 units and a cinema complex	115,400	6,180	10.3(*)	1994 2001 2010 2016 2018	1973 (R) 1997 (C) 2011 (R) 2016	98.6%	32 700 29 400 21 000	26% 100% 50%	26% 100% 100%	8 500 29 400 21 000	FC & EM-JV
Aéroville (Roissy-en-France) Auchan, H&M, New Yorker, Furet du Nord, King Jouet; 176 units and a cinema complex	85,100	3,830	3.6(*)		2013	n.a.	85,100	46%	n.a.	n.a.	EM-A
Westfield Forum des Halles (Paris 1st) FNAC, H&M, Monoprix, Go Sport, Nike; 128 units and a cinema complex	70,700	1,190	14.9(*)	1994 2010 2016	1979/86 (R) 1996 (C) 2016	97.8%	70,700	65%	100%	70,700	FC
So Ouest (Levallois-Perret) Leclerc, Boulanger, Go Sport, H&M; 105 units and a cinema complex	56,900	1,740(1)	8.7	2006 2010	(C) 2012/2015	n.a.	51,600	46%	n.a.	n.a.	EM-A
Ulis 2 (Les Ulis) Carrefour, C&A, Go Sport; 87 units and a cinema complex	54,700	3,270(1)	2.5	1994	1973 (R) 1998	96.2%	26,000	100%	100%	26,000	FC
CNIT (La Défense) FNAC, Decathlon, Monoprix; 29 units	28,500	940(2)	10.3(*)	1999	1989 (R) 2009	96.9%	28,500	100%	100%	28,500	FC
L'Usine Mode & Maison (Vélizy-Villacoublay) Action, Galeries Lafayette; 62 units	21,100	1,220	3.5	2005	1986 (R) 2011	69.8%	21,100	100%	100%	21,100	FC
Carrousel du Louvre (Paris 1st) Printemps, Nature & Découvertes; 35 units	13,400	580(1)(4)	6.8	1999	1993 (R) 2009	83.4%	13,400	100%	100%	13,400	FC
Les Ateliers Gaîté(5) (Paris 14th) Darty	n.a.	2,030(3)	5.9(*)	1998	1976 (R) 2000/01	n.a.	n.a.	100%	100%	n.a.	FC
Sub-total Shopping Centres in the Paris region										**675,000**	

Catchment area: determined according to CACI gravity model (*) or less than 30 minutes from the Shopping Centre.
(1) Car Parks not owned by URW.
(2) Car Parks are owned by CNIT C&E and are shared between CNIT C&E, CNIT Offices and CNIT Retail.
(3) Gaîté Montparnasse car parks are shared between Pullman hotel, Gaîté shopping gallery and offices.
(4) The Carrousel du Louvre car park is shared between the shopping centre and the exhibition space.
(5) Currently under redevelopment.
(6) 45% stake sold on February 16, 2022.

1. 2. 3. 4. 5. 6. 7. 8.

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Shopping Centres in the French provinces											
Westfield La Part-Dieu (Lyon) Carrefour, Galeries Lafayette, Decathlon, Primark, FNAC; 258 units and a cinema complex	160,300	3,090	3.7(*)	2004 2016	1975 (R) 2001/02 (C) 2009/10 (R) 2011 (C/R) 2020	94.4%	117,600	100%	100%	117,600	FC
La Toison d'Or (Dijon) Primark, Carrefour, Cultura, Boulanger, Apple; 147 units	78,700	3,700	1.0(*)	1994 2017	1990 (C) 2013	n.a.	49,200	46%	n.a.	n.a.	EM-A
Polygone Riviera (Cagnes-sur-Mer) Printemps, H&M, Zara, Primark, FNAC; 117 units, a cinema complex and a casino	75,400	2,440	1.4(*)	2017	(C) 2015	96.7%	69,400	100%	100%	69,400	FC
Westfield Euralille (Lille) Carrefour, Primark, Zara, H&M, Go Sport; 132 units	67,700	2,910(1)	3.4(*)	1994 2010	1994 (R) 2015	98.8%	51,600	76%	100%	51,600	FC
Villeneuve 2 (Villeneuve-d'Ascq) Auchan, C&A, Zara, H&M; 122 units	56,500	3,160(1)	2.6		1977 (R) 2004/06 (R) 2018	93.5%	32,000	100%	100%	32,000	FC
Rennes Alma (Rennes) Carrefour, Printemps, Zara, Conforama; 115 units	55,800	2,690	1.3(*)	2005 2007 2020	1971 (R) 1990 (C) 2013	n.a.	41,800	46%	n.a.	n.a.	EM-A
Lyon Confluence (Lyon) Carrefour, Joué Club, Zara, Apple; 92 units and a cinema complex	54,000	1,490	2.7		2012	n.a.	54,000	46%	n.a.	n.a.	EM-A
La Valentine (Marseille) Printemps, Darty; 70 units	39,500	1,600	1.4	2007 2017 2018	1982 (R) 1999 (R) 2015	95.2%	19,000	100%	100%	19,000	FC
Sub-total Shopping Centres in the French Provinces										**289,600**	

Catchment area: determined according to CACI gravity model (*) or less than 30 minutes from the Shopping Centre.
(1) Car parks not owned by URW.

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Other holdings											
Bel-Est (Bagnolet) Auchan; 58 units	48,800	2,000	3.8	2010	1992	71.8%	500 5,000	100% 35%	100% 35%	500 1750	FC & EM-JV
Aquaboulevard (Paris 15th) Decathlon, water park, fitness centre, event area, food court; 3 stores and a cinema complex	38,400	970	n.a.	2006 2008	1990	100.0%	32,400	49%	49%	15,900	EM-JV
Maine Montparnasse (Paris 15th) Naf Naf; 1 store	35,500	1,900	n.a.	2007		100.0%	200	100%	100%	200	FC
Villabé (Villabé) Carrefour; 56 units	35,400	2,900	1.3	2010 2012 2013 2015	1992	64.4%	3,400 5,800	100% 49%	100% 49%	3,400 2,800	FC & EM-JV
Sub-total Other holdings in France										**24,550**	
Total (according to the scope of consolidation)										**989,150**	

Catchment area: less than 30 minutes from the Shopping Centre.

1.5.2 FRANCE: CONVENTION & EXHIBITION

Portfolio as at December 31, 2021	Total floor space (sqm)	Parking spaces	Year of acquisition	Construction (C) Refurbishment (R) date	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Description	Consolidation method
Property and Operation									
Paris Nord Villepinte	246,300	13,000	2008	Hall 7 in 2010	50%	100%	246,300	9 exhibition halls, 45 conference rooms of which 3 auditoriums	FC
Paris Porte de Versailles (Paris 15th)	238,900	3,930	2000	(C) Hall 5 in 2003 (R) Pavillon 7 in 2017 (C) Pavillion 6 in 2019	50%	100%	238,900	7 exhibition halls (from 19,000 to 70,000 sqm), of which 1 convention centre with a 5,200 seat plenary room	FC
Le Palais des Congrès de Paris[3] (Paris 17th)	47,800	1,780[2]	2008	1993	50%	100%	47,800	82 meeting rooms, 18 conference rooms of which 4 auditoriums	FC
CNIT (La Défense)	24,000	1,100[1]	1999	(R) 2007	100%	100%	24,000	Exhibition and convention space	FC
Espace Champerret (Paris 17th)	8,500	1,480[2]	1989/1995	(R) 2008	50%	100%	8,500	Exhibition space (trade shows)	FC
Carrousel du Louvre (Expos) (Paris 1st)	6,600	4,300[2]	1999	1993 (R) 2016	100%	100%	6,600	Exhibition space (trade and fashion shows, corporate events)	FC
Espace Grande Arche (La Défense)	5,000	n.a.	2001	(R) 2003	50%	100%	5,000	Flexible space covering 5,000 sqm	FC
Operation									
Paris, Le Bourget	79,700	1,500	2008	1952 2005	50%	100%	n.a.	4 exhibition halls, 7 conference rooms of which 1 auditorium and 1 exhibition hall under construction to be delivered in 2023	FC
Palais des Congrès d'Issy-les-Moulineaux	3,000	n.a.	2009	(R) 2018	48%	100%	n.a.	14 conference rooms, of which 1 auditorium	FC
Hôtel Salomon de Rothschild (Paris 8th)	1,300	n.a.	2014	(R) 2007 (R) 2010 (R) 2016	50%	100%	n.a.	8 18th century rooms 1 reception room	FC
Palais des Sports (Paris 15th)	n.a.	n.a.	2002	1960	25%	50%	n.a.	Flexible entertainment or convention room from 2,000 to 4,200 seats	EM-JV
Total (according to the scope of consolidation)							**577,100**		

(1) Car parks are owned by CNIT C&E and shared between CNIT C&E, CNIT Offices and CNIT retail.
(2) Car parks not owned by URW.
(3) Including Les Boutiques du Palais.

1.5.3 FRANCE: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Parking spaces	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Main tenants (in terms of rental income)	Consolidation method
Paris CBD, Paris and Western Paris outskirts											
Paris 15th											
Le Sextant	13,400	144	2009	(C) 1998	90.1%	13,300	49%	49%	6,500	Direct Energie, Alloresto, APEC	EM-JV
Sub-total Paris CBD									**6,500**		
Paris - La Défense											
Trinity	50,000	315	2012	(C) 2020	63.5%	49,200	100%	100%	49,200	Technip FN-Power, Sopra Steria, Altitude, Mylan, HDI, Welkin & Merakl	FC
CNIT (Offices)	37,100	1,123[2]	1999	(R) 2009	98.7%	36,800	100%	100%	36,800	SNCF, ESSEC, IFSI, Châteauform	FC
Les Villages de l'Arche	19,800	814	1999	(R) 2006 (R) 2020[1]	77.6%	19,500	100%	100%	19,500	Genegis, Ageas, SMI, M2I, Groupe Lucien Barrière	FC
CNIT (Hotel)	10,800	n.a.	1999	(R) 2009	100.0%	10,800	100%	100%	10,800	Hilton	FC
Lightwell[3][4]	n.a.	147	1999	(R) 2010	n.a.	33,300	100%	100%	n.a.		FC
Sub-total Paris - La Défense									**116,300**		
Other office buildings in Paris and Western Paris region											
Pullman Paris-Montparnasse (Hotel) (Paris 14)	51,300	n.a.	1998	(R) 2012 (R) 2021	100%	51,300	100%	100%	51,300	Pullman Hotel	FC
29, rue du Port (Nanterre)	10,300	90	2010	(C) 1989	100%	8,200	100%	100%	8,200	Xylem Water Solutions France	FC
Gaîté-Montparnasse (Offices)[4] (Paris 14)	n.a.	n.a.	1998	(C) 1974	n.a.	n.a.	100%	100%	n.a.	Wojo	FC
Sub-total of other office assets in Paris and Western Paris region									**59,500**		
Other											
Versailles Chantiers (Versailles)	16,300	150	2016	(C) 2019	87.1%	16,200	100%	100%	16,200	Léon Grosse, Stop & Work, Novatel, Fiducim, France Habitation, SMA BTP, Vinci	FC
Tour Rosny (Rosny-sous-bois)	13,600	200	2017 2018	(C) 1975	35.0%	13,600	100%	100%	13,600		FC
Novotel (Lyon)	7,600	n.a.	2012	(C) 2012	n.a.	7,600	46%	n.a.	n.a.	Novotel	EM-A
Sub-total Other									**29,800**		
Total (according to the scope of consolidation)									**212,100**		

(1) For part of Village 5.
(2) Car parks are owned by CNIT C&E, and shared between CNIT C&E, CNIT Offices and CNIT retail.
(3) Former name of the asset is Michelet-Galilée.
(4) Currently under redevelopment.

1.5.4 CENTRAL EUROPE: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in million of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Czech Republic											
Centrum Cerny Most (Prague) Superdry, H&M, Nespresso, Aw Lab, Sinsay; 180 units and a cinema complex	107,800	3,720	1.1	2000	(C) 1997 (C) 2013	99.8%	107,800	100%	100%	107,800	FC
Westfield Chodov (Prague) Armani Exchange, Hugo Boss, Zara, Douglas; 305 units and a cinema complex	101,200	3,429	2.8	2005 2014	(C) 2005 (C+R) 2014 (C+R) 2017	96.4%	101,200	100%	100%	101,200	FC
Metropole Zlicin (Prague) Gant, Reserved, Rituals; 128 units and a cinema complex	54,000	1,800	1.7	2017	(C) 2002 (C) 2004	100%	54,000	50%	50%	27,000	EM-JV
Sub-total Shopping Centres in Czech Republic										236,000	
Poland											
Westfield Arkadia (Warsaw) Victoria's Secret, H&M, Zara, Douglas, Mango; 214 units and a cinema complex	117,400	3,900	3.0	2010	(C) 2004 (C) 2017	97%	79,300	100%	100%	79,300	FC
Wroclavia (Wroclaw) H&M, Zara, Reserved, Peek & Cloppenburg, CCC; 190 units and a cinema complex	72,500	2,115	0.7		(C) 2017	97.1%	72,500	100%	100%	72,500	FC
Galeria Mokotow (Warsaw) H&M, Carrefour, Peek & Cloppenburg, Zara, Euro Rtv Agd; 248 units and a cinema complex	68,100	2,226	2.3	2003 2011	(C) 2000 (C) 2002 (C) 2006 (C) 2013	96%	68,100	100%	100%	68,100	FC
Zlote Tarasy[(1)] (Warsaw) Van Graaf, Zara, Reserved, H&M, Calypso; 174 units and a cinema complex	66,400	1,132	2.7	2007 2012 2013	(C) 2007	n.a.	66,400	100%	n.a.	n.a.	EM-A
CH Ursynow (Warsaw) OBI, Auchan, Zdrofit, Go Sport, RTV EURO AGD; 31 units	46,700	1,682	1.7	2014	(C) 1998	94.9%	46,700	50%	50%	23,400	EM-JV
Wilenska (Warsaw) RTV EURO AGD, Go Sport, Reserved, Pepco, Deichman; 94 units	41,300	1,100	2.4	2010	(C) 2002	93.8%	19,500	100%	100%	19,500	FC
Sub-total Shopping Centres in Poland										**262,800**	
Slovak Republic											
Aupark (Bratislava) Zara, H&M, Gant, Kiehl's, Peek & Cloppenburg; 220 units and a cinema complex	59,500	1,900	0.5	2006 2011 2018	(C) 2001 (R) 2015	96.8%	59,500	40%	40%	23,800	EM-JV
Sub-total Shopping Centres in Slovak Republic										**23,800**	
Total (according to the scope of consolidation)										**522,600**	

Catchment area: less than 30 minutes from the Shopping Centre.
(1) Not managed by URW.

1.5.5 CENTRAL EUROPE: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Poland								
Wilenska Offices (Warsaw)	13,600	2010	(C) 2002	4,800	100%	100%	4,800	FC
Wroclavia Offices (Wroclaw)	8,500		(C) 2017	8,500	100%	100%	8,500	FC
Total (according to the scope of consolidation)							**13,300**	

1.5.6 SPAIN: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Spain											
Parquesur (Madrid) Apple, Primark, Leroy Merlín, MediaMarkt, Fnac; 207 units and a cinema complex	159,000	5,800	5.7	1994	(C) 1989 (C) 2005	98.7%	130,100	100%	100%	130,100	FC
Bonaire (Valencia) Primark, Zara, C&A, Cinesa Luxe, Fnac; 150 units and a cinema complex	135,000	5,700	1.8	2001	(C) 2001 (R) 2003 (R) 2012 (R) 2016	97.9%	57,300	100%	100%	57,300	FC
Westfield La Maquinista (Barcelona) Zara, MediaMarkt, H&M, Apple, Decathlon; 219 units and a cinema complex	94,500	4,588	4.6	2008	(C) 2000 (C) 2010 (R) 2012 (R) 2021	97.5%	79,800	51%	100%	79,800	FC
La Vaguada (Madrid) Zara, Fnac, Decathlon, El Corte Ingles, JD Sport; 241 units and a cinema complex	87,000	3,600	5.3	1995	(C) 1983 (R) 2003	90.7%	38,100	100%	100%	38,100	FC
Westfield Glòries (Barcelona) H&M, Zara, Pull&Bear, Fnac, Uniqlo; 136 units and a cinema complex	68,800	2,271(1)	4.4	1998	(C) 1995 (R) 2001 (R) 2014/15 (R) 2016 (R) 2017	95.2%	40,700	100%	100%	40,700	FC
Splau (Barcelona) Primark, MediaMarkt, Zara, Mercadona; 154 units and a cinema complex	55,700	2,800	4.2	2011	(C) 2010	97.0%	55,700	100%	100%	55,700	FC
Garbera (San Sebastian) MediaMarkt, Forum, H&M, Zara, Toys “R” Us; 57 units	44,000	3,600	0.5	2002	(C) 1997 (R) 2002 (R) 2014 (R) 2021	98.8%	29,200	100%	100%	29,200	FC
Equinoccio (Madrid) Decathlon, Ilusiona, Espacio Casa, Fit Up; 34 units and a cinema complex	36,800	1,408	5.2	1998	(C) 1998 (R) 2000/08 (C) 2012 (R) 2015	84.5%	33,500	100%	100%	33,500	FC
Total (according to the scope of consolidation)										**464,400**	

Catchment area: less than 30 minutes from the Shopping Centre.
(1) Car park partly owned by URW.

1.5.7 SPAIN: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Spain								
La Vaguada Offices (Madrid)	10,300	2018		10,300	100%	100%	10,300	FC
Total (according to the scope of consolidation)							**10,300**	

1.5.8 NORDICS: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Sweden											
Westfield Mall of Scandinavia (Greater Stockholm) Tesla, Filmstaden, Uniqlo, H&M, Åhlens; 218 units and a cinema complex	105,300	3,700	1.6		(C) 2015	95.5%	105,300	100%	100%	105,300	FC
Täby Centrum (Greater Stockholm) Apple, Filmstaden, H&M, ICA, SATS; 260 units and a cinema complex	84,700	2,670	0.8	1997	(C) 1968/1969 (R) 1975/1992/2015	90.7%	84,700	100%	100%	84,700	FC
Nacka Forum (Greater Stockholm) H&M, Jumpyard, MediaMarkt, New Yorker, MOI; 141 units	57,500	1,750	1.0	1996	(R) 1990/1997/2008	94.3%	57,500	100%	100%	57,500	FC
Solna Centrum(1) (Greater Stockholm) Stadium, H&M, ICA, Systembolaget, Lidl; 117 units	50,000	1,300	1.4	1985	(C) 1962/1965/1992 (R) 2012/2013	88.3%	50,000	100%	100%	50,000	FC
Sub-total Shopping Centres in Sweden										**297,500**	
Denmark											
Fisketorvet (Copenhagen) Fotex Hypermarket, Silvan, Bahne, Sport24; 119 units and a cinema complex	60,000	1,600	0.9	2000	2000 (R) 2013	90.0%	60,000	100%	100%	60,000	FC
Sub-total Shopping Centres in Denmark										**60,000**	
Total (according to the scope of consolidation)										**357,500**	

Catchment area: less than 30 minutes from the Shopping Centre.
(1) Disposed on February 1, 2022.

1.5.9 NORDICS: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Sweden								
Solna Centrum(1) (Greater Stockholm) Office and 108 apartments	29,900	1985	1962/1965/1992	29,900	100%	100%	29,900	FC
Nacka Forum (Greater Stockholm)	13,500	1996	1990/1997/2008	13,500	100%	100%	13,500	FC
Täby Centrum (Greater Stockholm)	10,700	1997	1968/1969 1975/1992	10,700	100%	100%	10,700	FC
Total (according to the scope of consolidation)							**54,100**	

(1) Disposed on February 1, 2022.

1.5.10 AUSTRIA: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Austria											
Westfield Shopping City Süd (SCS) (Vienna) Zara, H&M, Primark, P&C, MediaMarkt; 287 units and a cinema complex	198,500	9,700	2.0	2008	(C) 1976/ 2002/2012 (R) 2013	99.1%	138,600	55%	100%	138,600	FC
Westfield Donau Zentrum (Vienna) Interspar, Zara, H&M, P&C, C&A; 265 units, a cinema complex and hotel	127,300	3,000	1.7	2003	(C) 1975/2000/ 2006/2008/2010 (R) 2012	99.6%	127,300	100%	100%	127,300	FC
Total (according to the scope of consolidation)										**265,900**	

Catchment area: less than 30 minutes from the Shopping Centre.

1.5.11 AUSTRIA: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Austria								
Donauzentrum (Vienna)	9,800	2003	1975 1985	9,800	100%	100%	9,800	FC
Shopping City Süd (SCS) (Vienna)	9,000	2008	1989	9,000	55%	100%	9,000	FC
Total (according to the scope of consolidation)							**18,800**	

1.5.12 GERMANY: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Germany											
Westfield CentrO (Oberhausen) Sinn, Kaufhof, Zara, TK Maxx, Wormland, Mango, H&M; 222 units and a cinema complex	254,300	12,000	3.1	2014	(C) 1996	95.5%	247,500	50%	50%	124,000	EM-JV
Ruhr Park (Bochum) Karstadt, Sinn, H&M, Baltz, Kaufland, New Yorker, MediaMarkt; 164 units and a cinema complex	118,600	4,416	3.2	2012	(C) 1964 (R) 2015	98.5%	109,900	65%	100%	109,900	FC
Paunsdorf Center (Leipzig) Kaufland, MediaMarkt, Decathlon, C&A, Müller, H&M; 176 units	113,600	7,300	0.8	2012	(C) 1994 (R) 2012	89.0%	113,600	26%	50%	56,800	EM-JV
Gropius Passagen (Berlin) Kaufland, Primark, MediaMarkt, Müller, Woolworth; 146 units and a cinema complex	94,700	2,014	3.0	2012	(C) 1964 (R) 1997 (R) 2019	n.a.	94,700	10%	n.a.	n.a.	EM-A
Höfe am Brühl (Leipzig) MediaMarkt, Nuew Yorker, H&M, Fischer, Müller, Edeka; 134 units	50,700	820	0.8	2012	(C) 2012	93.3%	50,700	51%	100%	50,700	FC
Pasing Arcaden (Munich) Müller, MediaMarkt, H&M, Hit, Espirt, s. olvier; 157 units	46,300	943	2.1	2012	(C) 2011 (C) 2013	98.0%	46,300	51%	100%	46,300	FC
Palais Vest (Recklinghausen) C&A, Kaufland, MediaMarkt, C&A, DM, Reserved; 119 units	45,900	970	2.2	2012	(C) 2014	91.3%	45,900	51%	100%	45,900	FC
Minto (Mönchengladbach) H&M, Sportscheck, Müller, Saturn, Mango, Superdry; 118 units	41,200	950	1.3		(C) 2015	98.2%	41,200	51%	100%	41,200	FC
Gera Arcaden (Gera) Kaufland, TK Maxx, Fischer, C&A, Medimax; 85 units	33,400	1,309	0.2	2012	(C) 1998 (R) 2008	95.2%	33,400	51%	100%	33,400	FC
Total (according to the scope of consolidation)										**508,200**	

Catchment area: less than 30 minutes from the Shopping Centre.

1.5.13 GERMANY: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Germany								
Pasing Arcaden (Munich)	6,800	2012		6,800	51%	100%	6,800	FC
Gera Arcaden (Gera)	4,900	2012		4,900	51%	100%	4,900	FC
Höfe am Brühl (Leipzig)	4,900	2012	(C) 2012	4,900	51%	100%	4,900	FC
Total (according to the scope of consolidation)							**16,600**	

1.5.14 THE NETHERLANDS: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property-owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Netherlands											
Westfield Mall of the Netherlands (The Hague region) Albert Heijn, Jumbo, Zara, Nike, Peek & Cloppenburg; 262 units and a cinema complex	125,800	3,840[2]	2.9	1990	(C) 1971 (R) 2021	92.7%	114,000	100%	100%	114,000	FC
Citymall Almere (Almere) MediaMarkt, H&M, HEMA, Zara, The Sting; 137 units and a cinema complex	89,500	1,588[1]	1.1	2002	(C) 2002 (R) 2008	92.6%	87,500	100%	100%	87,500	FC
Stadshart Zoetermeer Albert Heijn XL, H&M, Primark, HEMA, MediaMarkt; 123 units	84,100	3,241[2]	2.4	1983	(C) 1983 (R) 2005	97.4%	54,200	100%	100%	54,200	FC
Stadshart Amstelveen (Amstelveen) De Bijenkorf, H&M, HEMA, Albert Heijn, Zara; 151 units	81,300	2,775[2]	2.7	2005	(C) 1960 (R) 1998	95.5%	58,200	100%	100%	58,200	FC
Sub-total Shopping Centres in the Netherlands										**313,900**	
Other holdings											
De Els (Waalwijk) 11 units	14,500	500[1]	n.a.	1990	(C) 1975 (R) 2017	n.a.	1,200	100%	100%	1,200	FC
Kerkstraat (Hilversum) C&A, Bristol; 5 units	12,200	70[1]	n.a.	1993	(C) 1962 (R) 2019	n.a.	10,500	100%	100%	10,500	FC
In den Vijfhoek (Oldenzaal) Albert Heijn, Blokker, Action, Library; 21 units	8,100	70[1]	n.a.	1980	(C) 1980 (R) 2021	n.a.	7,900	100%	100%	7,900	FC
Zoetelaarpassage (Almere) Tanger supermarket; 19 units	6,500	450[1]	n.a.	1983	(C) 1983 (R) 2015	n.a.	6,500	100%	100%	6,500	FC
Sub-total Other holdings in the Netherlands										**26,100**	
Total (according to the scope of consolidation)										**340,000**	

Catchment area: less than 30 minutes from the Shopping Centre.
(1) Car parks not owned by URW.
(2) Car parks partly owned by URW and are shared between retail and office.

1.5.15 THE NETHERLANDS: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Netherlands								
Stadshart Amstelveen (Amstelveen)	6,800	2005/2016	(C) 1999	5,800	100%	100%	5,800	FC
Stadshart Zoetermeer (Zoetermeer)	5,700	1983/2005	n.a.	5,700	100%	100%	5,700	FC
Total (according to the scope of consolidation)							**11,500**	

1.5.16 UNITED STATES: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of peoples)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
US Flagships incl. CBD centers											
Westfield Topanga[1] (Canoga Park, California) Nordstrom, Macy's, Target, Costco, Apple, Tesla, Louis Vuitton, Tiffany, Nespresso, Lululemon; 325 units	202,000	8,803	1.4	1994	(C) 1964 (R) 1994, 2006, 2008, 2019	91.2%	118,700	55%	55%	65,300	EM-JV
Westfield Garden State Plaza (Paramus, New Jersey) Neiman Marcus, Nordstrom, Macy's, Gucci, Louis Vuitton, Burberry, Tesla, Apple; 286 units and AMC Theatre	197,900	10,831	1.3	1996	(C) 1957 (R) 1997, 2007, 2014	91.7%	111,000	50%	50%	55,500	EM-JV
Westfield Valley Fair (Santa Clara, California) Nordstrom, Macy's, Bloomingdales, Louis Vuitton, Gucci, Tiffany, Apple, Eataly, Cartier, Prada, Saint Laurent, Longchamp; 351 units and Icon Theatre	182,300	7,937	1.7	1998	(C) 1986 (R) 2002, 2013, 2016	89.2%	100,500	50%	50%	50,200	EM-JV
Westfield Old Orchard (Skokie, Illinois) Macy's, Nordstrom, Apple, Tiffany, Lululemon, Peloton, Aritzia; 143 units	157,300	7,608	1.0	2002	(C) 1956 (R) 2007, 2011, 2013	89.4%	78,800	100%	100%	78,800	FC
Westfield Southcenter (Seattle, Washington) Macy's, Nordstrom, Sears, JC Penney; 208 units and AMC Theatre	157,000	6,916	1.4	2002	(C) 1968 (R) 2008, 2012	92.0%	76,000	55%	55%	41,800	EM-JV
Westfield Century City (Los Angeles, California) Macy's, Nordstrom, Bloomingdales, Eataly, Tiffany, Apple, Tesla, Equinox, Gelson's, Adidas, Aritzia, Lululemon; 249 units and AMC Theatre	125,100	4,851	2.1	2002	(C) 1964 (R) 2006, 2013, 2017	93.2%	91,400	100%	100%	91,400	FC
Westfield Galleria at Roseville (Roseville, California) Macy's, Nordstrom, Louis Vuitton, Apple, Lululemon; 220 units	113,000	6,312	0.9	2002	(C) 2002 (R) 2008, 2018	88.0%	63,800	100%	100%	63,800	FC
Westfield Mission Valley[3] (San Diego, California) Target, Bed, Bath, and Beyond, Trader Joe's, West Elm, Ulta, Nordstrom Rack; 126 units and AMC Theatre	113,000	5,837	1.4	1994	(C) 1961 (R) 1997, 1998, 2004, 2007	89.9%	77,900	42%	42%	32,500	EM-JV
Westfield UTC (San Diego, California) Macy's, Nordstrom, Hermes, Apple, Tesla, Aritzia, Lululemon; 222 units and AMC Theatre	110,500	4,756	1.3	1998	(C) 1977 (R) 1998, 2007, 2012, 2017	96.0%	83,200	50%	50%	41,600	EM-JV
Westfield San Francisco Centre & Emporium (San Francisco, California) Bloomingdale's, Nordstrom, Adidas, Aritzia, Lululemon; 174 units and Century Theatre	109,900	-	2.0	2002	(C) 1988 (R) 2006	78.5%	16,300 33,100	100% 50%	100% 50%	16,300 16,000	FC & EM-JV
Westfield Culver City (Culver City, California) Macy's, Target, JC Penney, Best Buy, Nordstrom Rack, Trader Joe's, Adidas; 168 units	97,800	4,285	1.7	1998	(C) 1975 (R) 2009, 2012	93.4%	62,100	55%	55%	34,200	EM-JV
Westfield Montgomery (Bethesda, Maryland) Nordstrom, Macy's; 210 units and AMC Theatre	94,800	5,689	0.9	1994	(C) 1968 (R) 2001, 2014, 2016	78.4%	54,800	50%	50%	27,400	EM-JV
Westfield World Trade Center[2] (New York, New York) Apple, Eataly, Lacoste; 107 units	36,800	-	7.2	2012	(C) 2016	81.6%	36,800	100%	100%	36,800	FC
Sub-total Flagship Shopping Centres in the US										**651,600**	

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of peoples)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
US Regional centers											
Westfield Wheaton (Wheaton, Maryland) Costco, Target, Macy's, JC Penney; 171 units	140,100	6,110	0.8	1997	(C) 1960 (R) 2005, 2013, 2016	95.6%	68,200	53%	53%	35,900	EM-JV
Westfield Annapolis (Annapolis, Maryland) Macy's, JC Penney; 219 units and Bowtie Cinema	135,400	6,540	0.8	1994	(C) 1980 (R) 2007	91.8%	78,200	55%	55%	43,000	EM-JV
Westfield Santa Anita (Santa Anita, California) Nordstrom, Macy's, JC Penney; 224 units and AMC Theatre	134,300	6,193	1.5	1998	(C) 1974 (R) 1994, 2004, 2009, 2012	91.4%	86,300	49%	49%	42,600	EM-JV
Westfield Trumbull (Trumbull, Connecticut) Macy's, JC Penney, Target, Apple; 150 units	125,500	4,436	0.4	1996	(C) 1962 (R) 2008, 2010	90.2%	62,700	100%	100%	62,700	FC
Westfield North County (Escondido, California) Macy's, JC Penney; 168 units	116,100	5,752	0.7	1994	(C) 1986 (R) 2006, 2012, 2014	81.0%	61,500	55%	55%	33,800	EM-JV
Westfield Oakridge (San Jose, California) Target, Macy's; 188 units and Century Theatre	106,900	4,357	0.8	1998	(C) 1973 (R) 2003	84.4%	73,500	55%	55%	40,400	EM-JV
Westfield Brandon (Brandon, Florida) Macy's, Dillard's, JC Penney; 188 units	106,800	5,101	0.8	2002	(C) 1995 (R) 2007	95.3%	61,200	100%	100%	61,200	FC
Westfield Plaza Bonita (National City, California) Target, Macy's, JC Penney; 169 units and AMC Theatre	95,600	4,586	0.7	1994	(C) 1981 (R) 2008, 2011	85.3%	56,100	55%	55%	30,800	EM-JV
Westfield South Shore (Bay Shore, New York) JC Penney, Aldo, Macy's; 128 units	94,400	4,922	0.4	1996	(C) 1963 (R) 1998, 2013	91.9%	63,500	100%	100%	63,500	FC
Westfield Valencia Town Center (Valencia, California) Macy's, JC Penney; 189 units and Edwards Theater	86,600	4,312	0.3	2005	(C) 1992 (R) 2010, 2019	86.5%	70,400	50%	50%	35,200	EM-JV
Westfield Fashion Square (Sherman Oaks, California) Macy's, Bloomingdales; 143 units	80,500	3,863	0.7	2002	(C) 1961 (R) 2012	88.1%	33,900	50%	50%	16,900	EM-JV
Sub-total Regional Shopping Centre in the US										**466,000**	
Total (according to the scope of consolidation)										**1,117,600**	

(1) Including "The Village".
(2) Including Fulton.
(3) Including Mission Valley West.

1.5.17 UNITED STATES: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
US Offices & Others								
San Francisco Centre (San Francisco, California)	32,000	1996 2002	(R) 2006	9 600 22 400	100% 50%	100% 50%	9 600 11 200	FC & EM-JV
Wheaton Office (Wheaton, Maryland)	18,700	1997		18,700	53%	53%	9,800	EM-JV
Old Orchard Office (Skokie, Illinois)	7,600	2002	(C) 1956	7,600	100%	100%	7,600	FC
Ownesmouth Office (Canoga Park, California)	4,100	1994	(C) 1978 (R) 1994	4,100	55%	55%	2,300	EM-JV
Corbin Office (New York, New York)	3,700	2014	2014	3,700	100%	100%	3,700	FC
Total (according to the scope of consolidation)							**44,200**	

1.5.18 UNITED KINGDOM: SHOPPING CENTRES

Portfolio as at December 31, 2021	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
UK											
Westfield London (London, Shepherd's Bush) John Lewis, House of Fraser, M&S,Vue; 468 units and a cinema complex	235,900	5,200	3.3	2008	(C) 2008 (R) 2018	85.7%	235,900	50%	50%	118,000	JO
Westfield Stratford City (London, Stratford) John Lewis, M&S, Waitrose, Vue, Aspers Casino; 318 units and a cinema complex	183,400	4,700	5.3	2011	(C) 2011	94.3%	183,400	50%	50%	91,700	EM-JV
Sub-total Shopping Centres in the UK										**209,700**	
Other assets											
Centrale (Croydon) House of Fraser, H&M, Zara, Next, Sports Direct, Metro Bank; 77 units	74,100	950	1.9	2013	(C) 1988 Drummond centres (R) 2004	74,100	74,100	50%	50%	37,100	EM-JV
Whitgift (Croydon) M&S, Sainsbury's, Boots, New Look, River Island, H&M, Superdry; 172 units	n.a.	397	1.9	2013	(C) 1970	n.a.	74,700	50%	50%	n.a.	EM-JV
Sub-total other holdings in the UK										**37,100**	
Total (according to the scope of consolidation)										**246,800**	

Catchment area: calculated by CACI.

1.5.19 UNITED KINGDOM: OFFICES

Portfolio as at December 31, 2021	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total floor space according to consolidation (sqm)	Consolidation method
UK								
Westfield London (London)	13,400	2008	(C) 2018	13,400	50%	50%	6,700	JO
Total (according to the scope of consolidation)							**6,700**	

FC = Fully Consolidated
EM-JV = Joint Venture under the equity method
EM-A = Associates under the equity method
JO = Joint Operation

1.6 OVERVIEW OF VALUATION REPORTS PREPARED BY URW SE'S INDEPENDENT EXTERNAL APPRAISERS FOR THE EUROPEAN ASSETS

SCOPE OF INSTRUCTIONS

In accordance with your instructions we have undertaken valuations of the various freehold and leasehold property interests as at December 31, 2021 (the "valuation date") either held directly by Unibail-Rodamco-Westfield SE (the "Company") or held in a Joint Venture where the Company holds a share, as referred to in our valuation reports for each individual property. This Overview letter has been prepared for inclusion in the Company's accounts. The valuations have been undertaken by our local valuation teams in each relevant country and have been reviewed by the Pan European Valuation teams of all three valuation firms. In arriving at an opinion of Fair Value (as defined in IFRS 13) for each property we have taken into consideration European wide investment transaction activity and not solely any investment activity in the domestic market.

We can confirm that we did not receive fees from the Company representing more than 10% of our respective turnovers.

We can also confirm that our opinion of Fair Value has been reviewed against other valuations conducted across Europe, if applicable, for consistency of approach and consideration of the evidence and sentiment in the market place.

The valuations have been based upon the discounted cash-flow or yield methodologies that are regularly used for these types of properties.

Following the assets' rotation made in 2021 by the Company, we confirm that, in situations where an appraisal firm saw its valuation mandate renewed for a given asset, the appraisal signatory of such asset did not exceed two consecutive mandates of four years, in accordance with RICS recommendations.

BASIS OF VALUATION AND ASSUMPTIONS

We set out below the basis and assumptions we have used in preparing our Valuation.

We confirm that the valuations have been made in accordance with the appropriate sections of the current Practice Statements contained within the RICS Valuation – Professional Standards (the "Red Book"). This is an internationally accepted basis of valuation. Our valuations are fully compliant with IFRS accounting standards and IVSC valuation standards and guidance.

The valuations have been also prepared in accordance with the AMF recommendations regarding the presentation of valuation parameters of listed real estate companies, published February 8, 2010.

We can confirm that we have prepared our valuations as External Valuers as defined in the Royal Institution of Chartered Surveyors Valuation Standards and our valuations have been prepared in accordance with our General Principles.

Our valuations are prepared on the basis of Fair Value and are reported as gross values (Fair value gross of any deduction made for typical purchaser costs).

INTANGIBLE ASSETS AND BUSINESSES

Regarding the valuation of intangible assets attached to the shopping centres and of businesses, the instructions, standards and confirmations specific to real estate valuation do not apply.

DATE OF VALUATION

The effective date of valuation is December 31, 2021.

DATE OF INSPECTION

The properties were inspected between January and December 2021.

AGGREGATED TOTAL AMOUNT OF VALUE OF THE TOTAL PROPERTY PORTFOLIO PER THE DATE OF THE REPORT

Appraiser	Sector	Number of assets appraised	Number of assets visited in 2021	Valuation including transfer taxes[a] (€Mn)
Cushman & Wakefield	Shopping Centres/Offices & Others	47	47	18,021
Jones Lang Lasalle	Shopping Centres/Offices & Others	52	52	17,727
PricewaterhouseCoopers	Shopping Centres/Convention & Exhibition	12	11	2,795
Other appraisers	Shopping Centres	3	3	3,187
Impact of the assets valued by two appraisers	Shopping Centres			-2,339
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others			1,685
TOTAL PORTFOLIO		**114**	**113**	**41,076**

(a) On a proportionate basis.

AGGREGATED TOTAL VALUE FOR ALL LEASEHOLD AND ALL FREEHOLD PROPERTIES

	Valuation including transfer taxes[a] (€Mn)
Freehold	37,236
Leasehold	3,840
TOTAL PORTFOLIO	**41,076**

(a) On a proportionate basis.

INFORMATION

We have requested company management to confirm that the information which it has supplied to us in respect of the property and its lessees is both comprehensive and correct in all material aspects. It follows that we have made an assumption that details of all matters likely to affect value within their collective knowledge, such as operating expenses, committed capital expenditures, financial elements including any doubtful debtors, sales based rental levels, prospective and signed leasing deals, lease incentives and all rent roll information and vacant units, have been made available to us and that the information is up to date in all material aspects.

FLOOR AREAS

We have not measured the property and have relied on the areas which have been supplied to us.

ENVIRONMENTAL INVESTIGATIONS AND GROUND CONDITIONS

We were not instructed to carry out a site survey or environmental assessment nor have we investigated any historical records, to establish whether any land or premises are or have been, contaminated. Unless we have been provided with information to the contrary, we assume that properties are not, nor are likely to be, affected by land contamination and that there are no ground conditions which would affect their present or future use.

PLANNING

We have not seen planning consents and we assume that properties have been erected and are being occupied and used in accordance with all necessary consents and that there are no outstanding statutory notices. We assume that buildings comply with all statutory and Local Authority requirements, including building, fire and health and safety regulations. We also assume that any extensions currently under construction satisfy all planning regulations and all necessary permits are in place.

TITLE AND TENANCIES

We have relied upon tenancy schedules, summaries of additional income, non-recoverable costs and capital expenditure and business plans which have been supplied to us.

Our valuations assume that, other than disclosed in our reports, there is good and marketable title to the properties and that they are free of any undisclosed burdens, outgoings, restrictions or charges. We have not read documents of title and for the purposes of our advice have accepted the details of tenure, tenancies and all other relevant information, which have been supplied by the Company.

CONDITION

We have reflected the general condition of the property as noted during our inspections. We were not instructed to carry out a structural survey but we have reflected any apparent wants of repair in our opinion of the value as appropriate. The property has been valued on the basis of the Company's advice except where we have been specifically advised to the contrary, that no harmful materials have been used in its construction.

TAXATION

Our valuations are prepared on the basis of Fair Value and are reported as gross values (Fair value gross of any deduction made for typical purchaser costs). No allowance has been made in our valuations for expenses of realisation or for any taxation, which may arise in the event of a disposal. However, when we have used cash flow (DCF) methodology, we have deducted registration duty and transaction costs at the end of the model for the assessment of the exit value. All rental and capital values stated are exclusive of Valued Added Tax.

MARKET CONDITIONS EXPLANATORY NOTE: NOVEL CORONAVIRUS (COVID-19)

The outbreak of COVID-19, declared by the World Health Organisation as a "Global Pandemic" on the March 11, 2020, has and continues to impact many aspects of daily life and the global economy – with some real estate markets having experienced lower levels of transactional activity and liquidity. Travel restrictions have been implemented by many countries and "lockdowns" applied to varying degrees. Whilst restrictions have now been lifted in some cases, local lockdowns may continue to be deployed as necessary and the emergence of significant further outbreaks is possible.

The pandemic and the measures taken to tackle COVID-19 continue to affect economies and real estate markets globally. Nevertheless, as at the valuation date some property markets have started to function again, with transaction volumes and other relevant evidence returning to levels where an adequate quantum of market evidence exists upon which to base opinions of value. Accordingly, and for the avoidance of doubt, our valuation is not reported as being subject to 'material valuation uncertainty' as defined by VPS 3 and VPGA 10 of the RICS Valuation – Global Standards.

CONFIDENTIALITY AND PUBLICATION

Finally, and in accordance with our normal practise, we confirm that our valuations are confidential to the party to whom it is addressed for the specific purpose to which they refer. No responsibility whatsoever is accepted to any third party and neither the whole of our valuation reports, nor any part, nor references thereto may be published in any document, statement or circular, nor in any communication with third parties without our prior written approval of the form and context in which it will appear. In signing this Overview, each appraiser does so on its behalf for its own valuation work only.

Yours faithfully,

Christian Luft MRICS
Director
For and on behalf of Jones Lang LaSalle Limited

Jean-Philippe Carmarans MRICS
Director
For and on behalf of Cushman & Wakefield

Geoffroy Schmitt
Partner
For and on behalf of PwC Corporate Finance

Marc Gerretsen
Partner
For and on behalf of PwC Corporate Finance

1.7 OVERVIEW OF VALUATION REPORTS PREPARED BY URW SE'S INDEPENDENT EXTERNAL APPRAISERS FOR THE AMERICAN ASSETS

SCOPE OF INSTRUCTIONS

In accordance with your instructions we have undertaken valuations of the various freehold and leasehold property interests as at December 31, 2021 (the "valuation date"), either held directly by Unibail-Rodamco-Westfield SE (the "Company") or held in a Joint Venture where the Company holds a share, as referred to in our valuation reports for each individual property. This Overview letter has been prepared for inclusion in the Company's accounts. The valuations have been undertaken by our local valuation teams for each relevant asset and have been reviewed at the national level by each firm's engagement leadership. In arriving at an opinion of Fair Value (as defined in IFRS 13) for each property we have taken into consideration nationwide investment transaction activity and not solely any investment activity in the local markets.

We can confirm that we did not receive fees from the Company representing more than 10% of our respective turnovers.

We can also confirm that our opinion of Fair Value has been prepared under guidelines as stipulated in the Uniform Standards of Professional Appraisal Practice (USPAP), which provide for a consistency of approach and analysis for all valuations undertaken in the US.

The valuations have been based upon the discounted cash-flow or yield methodologies that are regularly used for these types of properties.

We confirm that, in situations where an appraisal firm saw its valuation mandate renewed for a given asset, the appraisal signatory of such asset did not exceed two consecutive mandates of four years, in accordance with RICS recommendations.

BASIS OF VALUATION AND ASSUMPTIONS

We set out below the basis and assumptions we have used in preparing our Valuation.

We confirm that the valuations have been made in accordance with the appropriate sections of the current Practice Statements contained within the RICS Valuation – Professional Standards (the "Red Book"). This is an internationally accepted basis of valuation. Our valuations are fully compliant with IFRS accounting standards and IVSC valuation standards and guidance.

The valuations have been also prepared in accordance with the AMF recommendations regarding the presentation of valuation parameters of listed real estate companies, published February 8, 2010.

We can confirm that we have prepared our valuations as External Valuers as defined in the Royal Institution of Chartered Surveyors Valuation Standards and our valuations have been prepared in accordance with our General Principles.

Our valuations are prepared on the basis of Fair Value and are reported as gross values (Fair Value gross of any deduction made for typical purchaser costs) and as net values (Fair Value after deduction of typical purchaser costs).

All assets were valued on a total basis without regard to the Company's ownership share and as unencumbered by debt.

INTANGIBLE ASSETS AND BUSINESSES

Regarding the valuation of intangible assets attached to the shopping centres and of businesses, the instructions, standards and confirmations specific to real estate valuation do not apply.

DATE OF VALUATION

The effective date of valuation is December 31, 2021.

DATE OF INSPECTION

The properties were inspected in the timeframe of January 2021 and December 2021.

AGGREGATED TOTAL AMOUNT OF VALUE OF THE TOTAL PROPERTY PORTFOLIO PER THE DATE OF THE REPORT

Appraiser	Sector	Number of assets appraised	Number of assets visited in 2021	Valuation including transfer taxes[a] (€Mn)
Cushman & Wakefield	Shopping Centres/Offices & Others	13	13	6,955
Kroll (Duff & Phelps)	Shopping Centres/Offices & Others	14	14	4,246
PricewaterhouseCoopers	Shopping Centres	1		263
Other appraisers	Shopping Centres			390
Internal valuation	Offices & Others			46
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others			297
TOTAL PORTFOLIO		**28**	**27**	**12,198**

(a) On a proportionate basis.

AGGREGATED TOTAL VALUE FOR ALL LEASEHOLD AND ALL FREEHOLD PROPERTIES

	Valuation including transfer taxes[a] (€Mn)
Freehold	8,993
Leasehold	3,205
TOTAL PORTFOLIO	**12,198**

(a) On a proportionate basis.

INFORMATION

We have requested company management to confirm that the information which it has supplied to us in respect of the property and its lessees is both comprehensive and correct in all material aspects. It follows that we have made an assumption that details of all matters likely to affect value within their collective knowledge, such as operating expenses, committed capital expenditures, financial elements including any doubtful debtors, sales based rental levels, prospective and signed leasing deals, lease incentives and all rent roll information and vacant units, have been made available to us and that the information is up to date in all material aspects.

FLOOR AREAS

We have not measured the property and have relied on the areas which have been supplied to us.

ENVIRONMENTAL INVESTIGATIONS AND GROUND CONDITIONS

We were not instructed to carry out a site survey or environmental assessment nor have we investigated any historical records, to establish whether any land or premises are or have been, contaminated. Unless we have been provided with information to the contrary, we assume that properties are not, nor are likely to be, affected by land contamination and that there are no ground conditions which would affect their present or future use.

PLANNING

We have not seen planning consents and we assume that properties have been erected and are being occupied and used in accordance with all necessary consents, and that there are no outstanding statutory notices. We assume that buildings comply with all statutory and Local Authority requirements including building, fire and health and safety regulations. We also assume that any extensions currently under construction satisfy all planning regulations and all necessary permits are in place.

TITLE AND TENANCIES

We have relied upon tenancy schedules, summaries of additional income, non-recoverable costs and capital expenditure and business plans which have been supplied to us.

Our valuations assume that, other than disclosed in our reports, there is good and marketable title to the properties and that they are free of any undisclosed burdens, outgoings, restrictions or charges. We have not read documents of title and for the purposes of our advice have accepted the details of tenure, tenancies and all other relevant information, which have been supplied by the Company.

CONDITION

We have reflected the general condition of the property as noted during our inspections. We were not instructed to carry out a structural survey but we have reflected any apparent wants of repair in our opinion of the value as appropriate. The property has been valued on the basis of the Company's advice except where we have been specifically advised to the contrary, that no harmful materials have been used in its construction.

TAXATION

Our valuations are prepared on the basis of Fair Value and are reported as gross values (Fair Value gross of any deduction made for typical purchaser costs) and as net values (Fair Value after deduction of typical purchaser costs). In addition, when we have used the discounted cash flow (DCF) methodology, we have deducted registration duty and transaction costs at the end of the model for the assessment of the exit value. All rental and capital values stated are exclusive of Valued Added Tax.

CONFIDENTIALITY AND PUBLICATION

Finally, and in accordance with our normal practise, we confirm that our valuations are confidential to the party to whom it is addressed for the specific purpose to which they refer. No responsibility whatsoever is accepted to any third party and neither the whole of our valuation reports, nor any part, nor references thereto may be published in any document, statement or circular, nor in any communication with third parties without our prior written approval of the form and context in which it will appear. In signing this Overview, each appraiser does so on its behalf for its own valuation work only.

Yours faithfully,

Deborah A. Jackson, CRE, FRICS
Senior Managing Director
For and on behalf of Cushman & Wakefield

Kroll, LLC
For and on behalf of Kroll

Marc Gerretsen
Partner
For and on behalf of PwC Corporate Finance

1.8 STRUCTURE

URW Group comprises two main legal entities:

- Unibail-Rodamco-Westfield SE with a registered office in France; and
- Unibail-Rodamco-Westfield N.V., with a registered office in The Netherlands.

The shares of Unibail-Rodamco-Westfield SE and the Class A shares of Unibail-Rodamco-Westfield N.V. are stapled together (the "Stapled Shares") such that holders hold an interest in both Unibail-Rodamco-Westfield SE and Unibail-Rodamco-Westfield N.V. as if they held an interest in a single (combined) company. Any holder of a Stapled Share has the rights and obligations of both a shareholder of Unibail-Rodamco-Westfield SE and a shareholder of Unibail-Rodamco-Westfield N.V.:

- The right to attend and to vote at general meetings of both companies and the right to receive dividends paid by both companies.
- The obligation to disclose threshold crossing in both companies to the French Market Authorities for Unibail-Rodamco-Westfield SE and to the Dutch Market Authorities for Unibail-Rodamco-Westfield N.V. and all disclosure requirements described in the Articles of Association of both companies.

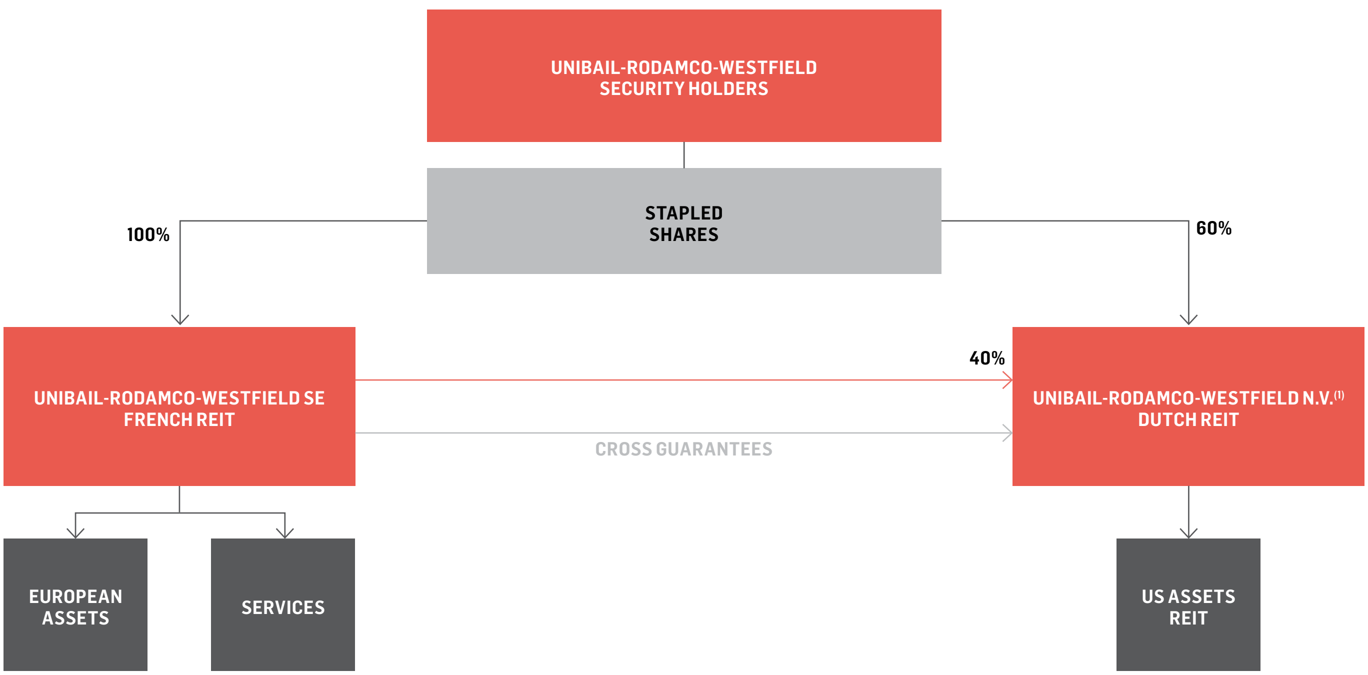
The Stapled Shares are traded on the regulated markets of Euronext Amsterdam and Euronext Paris. In addition, a secondary listing on the Australian Securities Exchange has been established to allow former Westfield Corporation shareholders to trade Stapled Shares locally in the form of Chess Depositary Interests ("CDIs").

The structure has been designed to take into account the interests of all former Unibail-Rodamco and Westfield Corporation shareholders by preserving the respective REIT regimes. URW Group operates under the Sociétés d'Investissements Immobiliers Cotées regime ("SIIC") in France, the *Sociedades Anónimas Cotizadas de Inversión en el Mercado Inmobiliario* regime ("SOCIMI") in Spain, the Fiscal Investment Institution regime (*fiscale beleggingsinstelling*, "FII") for Unibail-Rodamco-Westfield N.V. in The Netherlands and the Real Estate Investment Trust ("REIT") regime in the United Kingdom and the United States.

While both entities have separate decision-making corporate bodies, independent Supervisory Boards and Management Boards, alignment and coordination between both entities is guaranteed by the appointment of the CEO and CFO of Unibail-Rodamco-Westfield SE to the Supervisory Board of URW NV, and appointment of the URW US COO, who is the Chairman of the Management Board of Unibail-Rodamco-Westfield N.V., to the Executive Committee of the URW Group.

Unibail-Rodamco-Westfield SE fully consolidates Unibail-Rodamco-Westfield N.V. and its controlled undertakings and Unibail-Rodamco-Westfield SE's consolidated financial statements therefore represent a comprehensive overview of the Group.

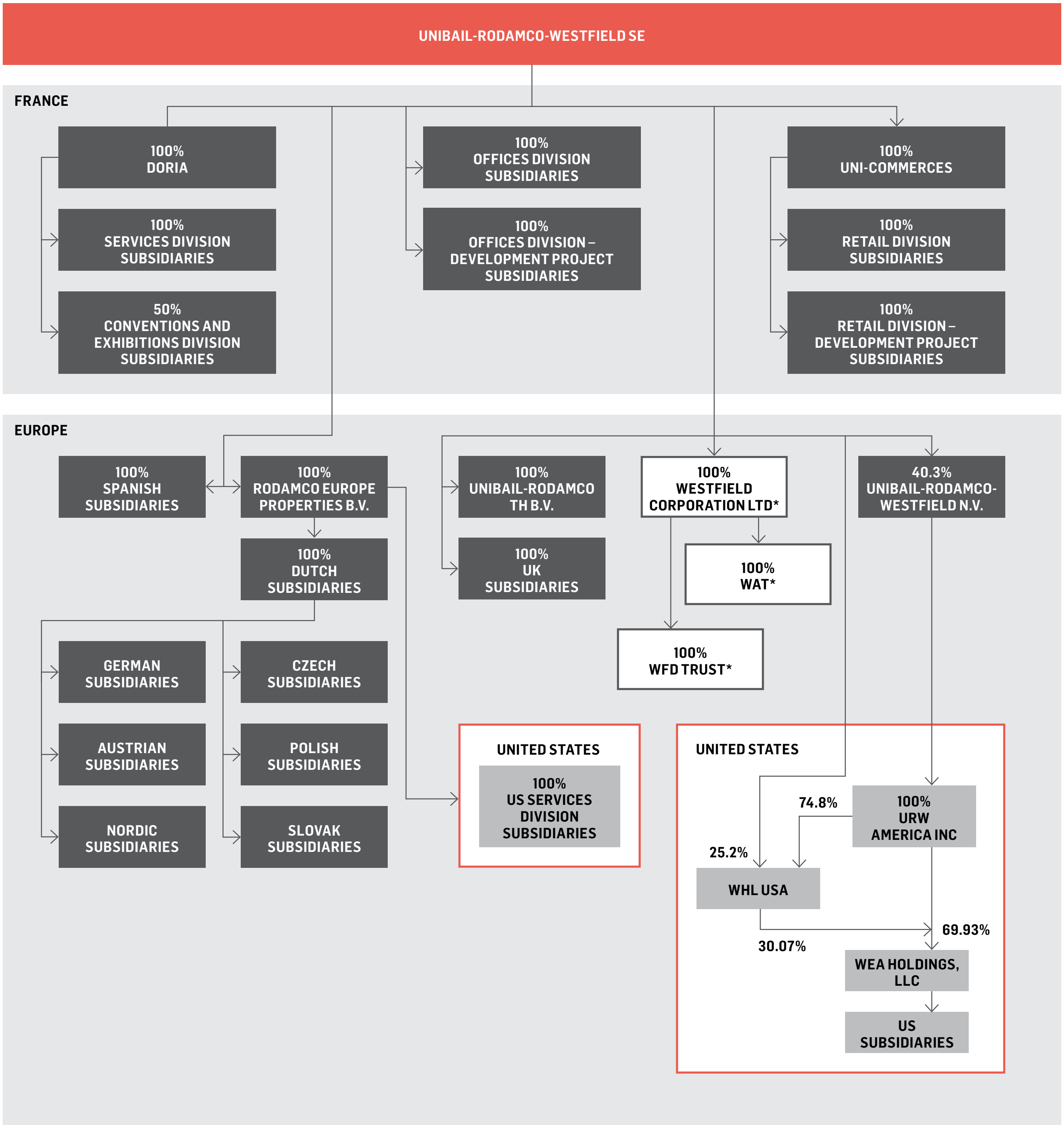
For any further information related to Unibail-Rodamco-Westfield N.V., please refer to its Annual Report available on the website (https://www.urw-nv.com/en/investors/financial-information).



(1) Also owns selected Dutch assets.

1.9 SIMPLIFIED GROUP ORGANISATIONAL CHART

As at December 31, 2021, the Group is structured as follows:



US part of the Group

* Australian companies.

CHAPTER 2.

Corporate Social Responsibility

"

At URW, led by our purpose to Reinvent Being Together, we are careful, sustainable stewards of our assets and committed catalysts for the health and vitality of the environment and communities we serve.

More than ever, this commitment is at the centre of our activities. In 2021 we demonstrated this by delivering strong environmental performance serving our tenants and supporting activities led by our visitors, in acting with impact in our communities and by moving forward on collective initiatives addressing Diversity and Inclusion. Among a myriad number of actions, we joined the **Net Zero Initiative ("NZI")** to develop a framework for collective carbon neutrality and contributed to the community response to the global pandemic by facilitating over 1.5 million vaccinations at our assets.

What is clear is that as our Better Places 2030 program has led our agenda ahead of our competitors, while the acceleration of interest and focus from consumers, retailers, and key decision makers and our own teams inspires us to push further, making the major challenges we face – climate change, biodiversity loss and inclusion to name a few – even more central to our operations, and our commitment to the future."

JEAN-MARIE TRITANT
Group Chief Executive Officer

2.1 GROUP CORPORATE SOCIAL RESPONSBILITY STRATEGY

2.1.1 BUSINESS MODEL

The Unibail-Rodamco-Westfield business model is presented in Sections 1.3 Strategy and business model and 1.4 Business overview.

2.1.2 CORPORATE SOCIAL RESPONSIBILITY CHALLENGES AND OPPORTUNITIES

URW's current approach to Corporate Social Responsibility ("CSR") has been structured on solid grounds, going way beyond regulation. In order to define its CSR strategy, the Group has identified key areas of work, representing challenges and opportunities related to its activities. Two complementary approaches were used to that end:

- A materiality analysis, which is a mapping tool used to identify and order the important CSR issues for the Group from an internal as well as an external stakeholder perspective; and
- A risk analysis, which is a framework used to highlight the CSR issues likely to negatively impact the Group.

2.1.2.1 MATERIALITY MATRIX

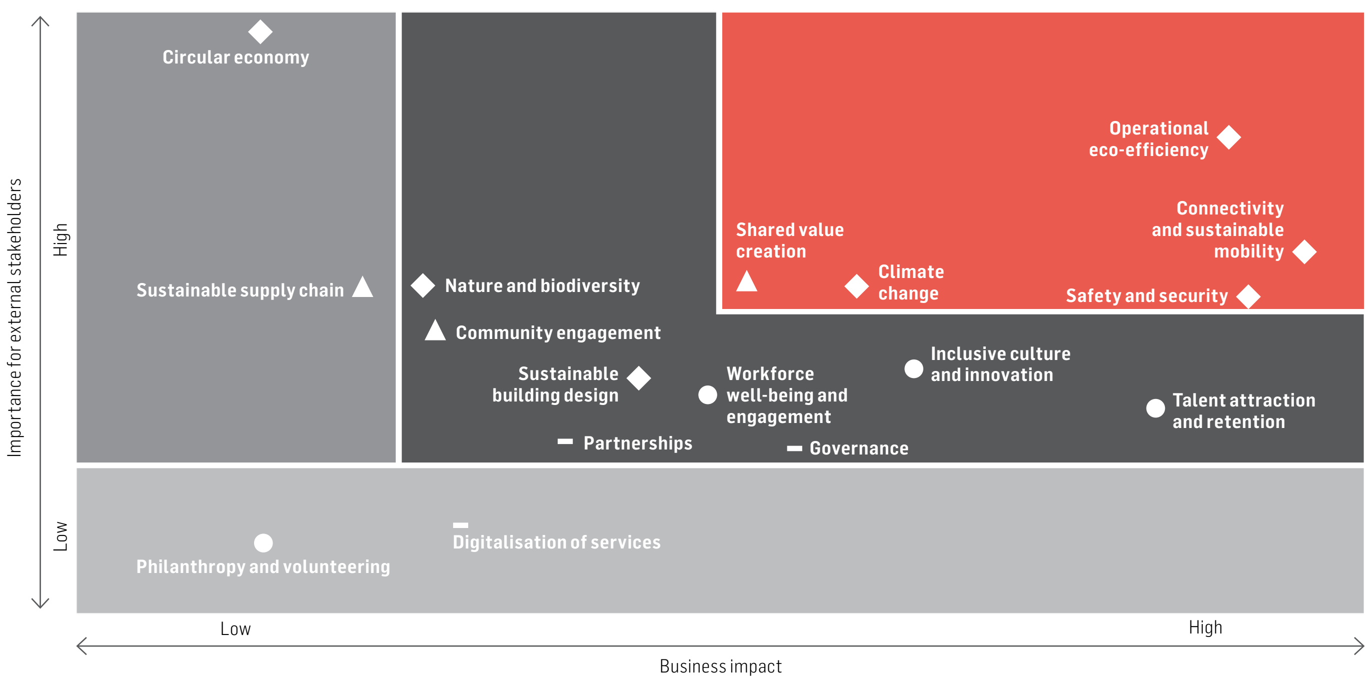
In 2018, Unibail-Rodamco-Westfield updated its materiality matrix to identify its CSR-related priorities. An external advisory firm supported the Group in this process to ensure the robustness and neutrality of the methodology.

This work was done on the basis of a detailed analysis of the main CSR reporting standards[1], investor expectations[2], underlying market trends, best practices observed in the real estate industry and beyond, as well as insight from non-governmental organisations ("NGOs") and experts.

In total, over 30 external and internal stakeholders, representative of the Group's different regions and businesses, were consulted to rank the CSR topics according to their level of expectation (for the external stakeholders) and the impact on the URW business model (for the internal stakeholders).

The main priorities identified, in line with market trends up to 2030 and the parallel work done on risks (see Section 2.1.2.2 CSR risks and opportunities), resulted in three CSR focus areas for the Group (see Section 2.1.3 Priorities of the Group CSR strategy).

URW'S MATERIALITY MATRIX



Key

◆ Pillar 1 – Better Spaces ▲ Pillar 2 – Better Communities ● Pillar 3 – Better Together — Transversal

Top priority issues
- Operational efficiency
- Connectivity and sustainable mobility
- Shared value creation
- Climate change
- Safety and security of employees and shopping centres

Important issues
- Sustainable building design
- Nature and biodiversity
- Inclusive culture and innovation
- Workforce well-being and engagement
- Talent attraction and retention
- Community engagement
- Partnerships
- Governance

Key issues for external stakeholders
- Circular economy
- Sustainable supply chain

Less material issues
- Digitisation of services
- Philanthropy and volunteering

(1) Global Reporting Initiative Construction and Real Estate Supplement, Sustainability Accounting Standards Board.
(2) As represented by questions and analysis frameworks from the Dow Jones Sustainability Index, MSCI, VE (ex-VigeoEiris), ISS-ESG, Global Real Estate Sustainability Benchmark ("GRESB") and FTSE4Good.

2.1.2.2 CSR RISKS AND OPPORTUNITIES

In 2018, in response to the Directive related to the disclosure of non-financial information(1), URW identified and assessed its main CSR risks, using the Group risk assessment methodology taking into account three impact criteria: financial, legal and reputational. In line with the spirit of the regulation, the analysis provided below presents gross risks (before the implementation of management measures).

The Group CSR risk universe was defined on the basis of both the CSR priorities highlighted by the Group's materiality analysis (see Section 2.1.2.1 Materiality matrix) and the sector-based CSR risk universe established by the work done in 2018 in partnership with the French Council of shopping centres ("CNCC").

In total, 30 risks were identified and classified into 11 categories, among which 20 were identified as main CSR risks due to their level of impact.

The risk analysis and ranking work was undertaken jointly by the Group's CSR team and Group Risk Management Department, with the involvement of the local teams. The results were shared with the member of the Group Management Board overseeing Group resources and CSR.

The following table summarises the main CSR risks, and the policies, action plans, performance indicators and opportunities associated with their management. The results of the performance indicators for each action plan are presented either directly within this table, or within the body of this document (see references in the 'risks' column of the table).

Climate change risks for the Group (physical and transitional) form a core part of the CSR risks analysis and are integrated in the following summary of main CSR risks and their management policies. A more detailed overview of climate risk management and, in particular, of the resilience of assets to physical climate risks is provided in Section 2.2.1.3 Climate risk management and adaptation to climate change. Climate change and CSR risks are integrated in the global Group Enterprise Risk Management ("ERM") Framework, which provides a specific risk governance and control framework (see Section 6.1.2 Group Enterprise Risk Management Framework for more details).

This risk analysis remains relevant and applicable in the COVID-19 crisis context, which confirmed the relevance of integrating these non-financial risks in the global Group risk management approach. Related policies and action plans described reflect the latest updates made by the Group to mitigate these risks, as do all associated performance indicators disclosed.

<table>
<tr><th>Themes</th><th>Risks</th><th>Summary of associated policies and actions plans</th><th>Associated main performance indicators (2021 results)</th><th>Opportunities</th></tr>
<tr><td rowspan="3">Business ethics</td><td>• Corruption, agreements or fraud (business relationships, relationships with public officials)
• Money laundering and financing of terrorism
• Non-compliance with anti-trust regulation
References:
3.4.1 Ethics and compliance within the URW Group
6.2.2.5 B. Corruption, money laundering and fraud risks
6.2.2.1 B. Mergers & Acquisitions, Investment and Divestment
6.2.2.5 A. Legal and Regulatory</td><td>• Anti-corruption programme ("ACP") in compliance with Sapin II law (France), the Foreign Corrupt Practices Act ("FCPA") (US) or the UK Bribery Act ("UKBA") (UK);
• Group Code of Ethics with compulsory yearly e-learning module for all employees;
• Procedure for screening of business partners;
• Whistleblowing procedure accessible 24/7 to all employees and suppliers, with a guarantee against retaliation;
• Appointment of Local Compliance Correspondents to support the coordination of the ACP;
• Insider Trading Rules procedure;
• Part of the due-diligence process in case of acquisitions; and
• Close monitoring of Viparis activities in relation with the French General Directorate for Fair Trading, Consumer Affairs and Fraud Control ("DGCCRF").</td><td>• Number (A) and monetary value (B) of sanctions imposed by regulators in 2021 linked to corruption incidents: 0 (A); €0 (B); and
• Percentage of employees trained on the Group Code of Ethics and corruption prevention: 71%.</td><td rowspan="3">Promote and embed trust and transparency as core part of the business relationship</td></tr>
<tr><td>• Non-transparency in the reporting of lobbying activities
References:
3.4.1 Ethics and compliance within the URW Group</td><td>• Annual reporting of lobbying activities to the French High Authority for Transparency in Public Affairs; and
• Internal policy on interest representatives.</td><td>• Lobbying activities declared annually and available on the French High Authority for Transparency in Public Affairs ("HATVP") platform.</td></tr>
<tr><td>• Breach of customers' personal data
References:
6.2.2.5 A. Legal and regulatory
6.2.2.1 E. Information Technology system and data: continuity and integrity</td><td>• Data Privacy Protection programme compliant with EU and US regulations;
• Data protection governance network at corporate and local levels;
• Preventive and alert internal processes;
• Group-wide employees and specific business population trainings on data protection awareness and cybersecurity;
• Signature of data processing agreements with major IT contracts service providers; and
• Information systems security strategy.</td><td>• Percentage of employees trained on IT security awareness: 100%.</td></tr>
</table>

(1) European Directive n° 2014/95/UE as regards disclosure of non-financial information.

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2021 results)	Opportunities
Health and Safety, Security and Well-being of people in properties	• **Threats or attacks at sites** References: *6.2.2.4 A. Terrorism and major security incident* *2.2.3.7 Health and Safety, security and environmental risks and pollution*	• Dedicated Group organisation for security and crisis management; • Global security governance, policies and guidelines implemented at all locations; • Crisis response plan, training and exercises; • Frequent interactions with police authorities, regional authorities and intelligence agencies; • Training of shopping centre management and security teams, as well as all URW employees; and • Raising awareness of tenants on security framework and evacuation plans.	• Percentage of employees trained on security: 53%[1].	**Lead the industry in health, safety and security to reduce incident levels**
	• **Failure to provide a safe and healthy environment for stakeholders (employees, tenants, contractors and visitors/occupants) according to Health and Safety procedures and legislation** References: *6.2.2.4 B. Health and Safety (H&S) (including pandemic and natural disasters)* *2.2.3.7 Health and Safety, security and environmental risks and pollution* *2.2.2.1 Environmental Management Systems (EMS) - Health and Safety on work sites*	Operations: • Dedicated Group organisation for Health and Safety risk management, supplemented by procedures that comply with local regulations at local level; • Maintenance and inspection conducted for all relevant equipment subject to regulation; • Annual third-party audits of Health and Safety risks conducted at asset level on the European portfolio and associated action plans; • Routine property tours to identify hazardous conditions and implement corrective actions in the US; and • Strong sanitation and hygiene standards implemented at all of the Group's venues to answer to the global COVID-19 pandemic, in partnership with an external certification partner. Developments: • Worksites monitored by a Health and Safety Coordinator; and • Contractual requirement for construction contractors overseen by the construction management contractor to make the necessary provisions for site safety and comply with the relevant Health and Safety legislation.	• Number of sanctions for non-compliance related to building Health and Safety and monetary value of associated fines; and • Percentage of assets in operation that obtained an A or B annual score in their Health and Safety and Environmental third-party risk assessment.	

(1) The coverage of this figure excludes Viparis employees: Viparis employees have not followed this training in 2021 due to the impact of the COVID-19 crisis on the Convention & Exhibition activity.

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2021 results)	Opportunities
Health and Safety, Security and Well-being of people in properties *(continued)*	• **Non-resilience of assets facing physical phenomena (acute and chronic climate events)** References: *2.2.1.3 Climate risk management and adaptation to climate change* *6.2.2.4 B. Health and Safety (including pandemic and natural disasters)* *2.2.2.2 Environmental certifications of buildings under development* *2.2.3.2 Environmental certifications of buildings during the operation phase* *6.3 Transferring risk to insurers*	• Group climate change risk assessment covering all standing assets and the development pipeline, in line with Task Force on Climate-related Financial Disclosures ("TCFD") recommendations, covering both transitional and physical risks; • Global map of future risks of climate change for the Group portfolio, to design relevant climate change adaptation plans; • Target for development projects and standing assets in the portfolio to integrate long-term climate risks; • Periodic assessment of assets most exposed to natural disasters and of their prevention/ protection plans; • Adequate insurance cover for natural disasters for assets in Europe, the UK and the US; • Annual emergency preparedness drills for all assets in a natural catastrophe zone; • Compliance with regulatory requirements in each region regarding flooding risks, water management, and drainage systems for exceptionally heavy rainfall; • Due diligence process for acquisitions and new development projects also covers the risks associated with climate change; and • Environmental certification policy for all assets in both development and operation phases: BREEAM, or LEED and BREEAM In-Use certifications schemes covering among others physical resilience and energy aspects.	• Coverage of BREEAM In-Use environmental certification of the Group's standing assets (shopping centres and offices) – in floor area; • Percentage of retail and office assets in the standing portfolio that obtained an environmental certification in development phase (in number); • Percentage of development projects that are in an environmental building certification process; and • Conditions of asset insurance for natural disasters.	**Enhance resilience of buildings facing climate change impacts**
'Green'/ sustainable value of assets and the Group	• **Loss of access to green financing instruments and decrease in Environmental Social and Governance ("ESG") ratings** References: *2.1.4.2 Results of non-financial ratings and indices* *2.1.5.4 Relations with investors and professional organisations* *2.5. Green financing of the Group activities*	• Answering to the most recognised non-financial rating agencies, monitoring questionnaire evolutions and benchmarking of scores; • Organisation of ESG roadshows and meetings with investors, and direct dialogue on sustainability issues with investors; • Formalised Use of Proceeds for Green Bond allocation, and formalised procedure for analysing, selecting and monitoring assets under the Green Bond instrument; and • Regular back-testing of asset eligibility to Green Bond criteria and monitoring of green loan KPIs' performance levels.	• Reporting on Green Bonds allocation and amount of Green Bonds allocated (monetary value); and • Scores of extra-financial ratings (CDP, GRESB, ISS ESG, MSCI, Sustainalytics, FTSE4Good, V.E).	**Obtain access to green financing instruments** **Improve and demonstrate the environmental quality of assets (environmental certifications, carbon footprint, accessibility, etc.)**

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Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2021 results)	Opportunities
Responsible supply chain	• **Contracting with service providers, suppliers or subcontractors not complying with regulations or standards of their profession (e.g. fundamental human and labour rights) or having a negative CSR image/ performance** References: *2.3.3.3 Supply chain management* *2.2.2 Design sustainable buildings - Sustainable construction* *2.2.2.3 Construction materials - A responsible supply chain*	• Identification and quotation of Environmental, Social and Ethical risks inherent to all the Group purchasing categories (Group supply chain CSR risk mapping), to design tailored mitigation action plans; • Procedure for screening business partners; • Group Code of Ethics applicable to all contractors; • Whistleblowing procedure made accessible to all contractors; • Onboarding process of main service providers on the Group's sustainability engagements; • Group purchasing conditions and standard contracts including environmental and social terms, such as complying with International Labour Organization ("ILO") conventions and local labour laws in Europe; • Group Considerate Construction Charter applicable for all development projects describing the Group's requirements and recommendations to optimise worksites' environmental quality; • For development projects, compliance of providers to professional standards ensured through the tender process, the contract documents, and the monitoring of compliance by the operations supervisor, with sanctions in case of non-compliance, according to severity (formal notice, penalties or dismissal); and • Policy to use 100% timber from certified, sustainably managed forests with FSC or PEFC certification in development, extension and renovation projects, for both works and building structure.	• Direct information to all the Group's main service providers on its Better Places 2030 CSR strategy, to kick-start an onboarding process; and • Number and percentage of development projects that implement a Considerate Construction Charter.	**Onboard stakeholders along the Group's value chain in its CSR strategy**
	• **Controversies linked with tenant activity affecting the asset image** References: *2.3.4.2 Open dialogue with tenants and visitors* *2.3.5 Promote responsible consumption* *2.3.3.2 Support local entrepreneurship* *2.2.3.3 Green leases and tenant commitments*	• Strengthen communication with tenants and visitors (e.g. sustainability meetings with tenants, satisfaction surveys, CSR customer satisfaction surveys conducted and analysed in shopping centres to improve their sustainability perception, etc.); • Reflecting consumer trends in tenanting mix, and notably increasing sustainable and healthy alternatives in the shopping centres; • Support entrepreneurship and local/ innovative concepts; • Signing voluntary and contractual agreements on sustainability issues with tenants; and • Initiatives led in collaboration with tenants to raise visitors' awareness of the environmental and social impact of consumption choices.	• Percentage of Green leases signed among new leases and active leases.	

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2021 results)	Opportunities
Human capital	• **Non-engagement of employees and employee turnover rate increase** References: *2.4.1.1 Talent development and career management* *2.4.1.2 Training* *2.4.1.4 Compensation and benefits* *2.4.2 Working Together* *2.4.3.1 Employee commitments and CSR* *2.4.3.2 Well-being* *6.2.2.3 A. Recruitment, retention and succession plan*	• Frequent employee consultations and engagement surveys to design and implement action plans to make URW a great place to work; • Ambitious people-oriented policies on Work-life balance, Well-being, Diversity and Inclusion, and Sustainable work environment (“Work Greener”); • Enhanced Group policy for flexibility at work (up to two days homeworking, flexi work and family-friendly policies); • Structured and comprehensive benefits policy (stock-options and performance shares, Company Saving Plan, health plans) in line with market practice; • Monitoring continued attractiveness of compensation and benefit packages; • Global Talent Review process, including yearly 360° feedback for all employees; • Providing permanent learning and development opportunities (e.g. URW Academy learning platform, international mobility, cross-functional mobility); • Shared “Together at URW” corporate values embedding the Group’s culture; • “Be You at URW” corporate framework and regional networks embedding the Group’s commitment to Diversity and Inclusion; and • Roll-out of ‘Your Well-Being’ framework to all employees supporting healthy-culture, minds and bodies.	• Turnover rate; • Percentage of employees that were promoted; • Percentage of employees who made a lateral career move; • Percentage of URW countries that implement employee Well-being and Work Greener programmes; and • Employee engagement rate in the Group URW Volunteering programme.	**Engage employees in the Group’s strategy**
	• **Lack of attractiveness for employees/loss of key competencies for the execution of the Group’s strategy** References: *2.4.1.2 Training* *2.4.1.1 Talent development and career management* *6.2.2.3 A. Recruitment, retention and succession plan*	• Developing and supporting URW’s “employer brand”; • Highly successful International Graduate Programme (“IGP”); • Global Talent Review process including yearly 360° feedback for all employees; • Global succession planning process; • Strong co-optation programme and partnering with the best head-hunting firms to regularly map best external talent; • Providing permanent learning and development opportunities (e.g, URW Academy learning platform, international mobility, cross-functional mobility); and • Leadership and management programmes.	• Average number of training hours per employee; • Employee recruitment rate; and • Percentage of employees that conducted an international mobility assignment.	**Attract the best talent for the company**

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2021 results)	Opportunities
Human capital	• **Lack of profile diversity (innovation, long-term management and decision making)** References: *2.4.2.2 Diversity and Inclusion* *2.4.2.1 Together at URW* *2.4.1.2 Training* *2.4.1.4 Compensation and Benefits* *6.2.2.3 A. Recruitment, retention and succession plan*	• Enhanced Diversity and Inclusion in URW top management, with a minimum 40% gender balance target by 2025; • URW's Equal Opportunity statement included in formalised HR policies relating to recruitment practices, compensation and benefits, talent review, and learning and development; • Group 'Be You at URW' framework to embed the Group commitment to improve employee engagement on Diversity and Inclusion; • 'Be You at URW' networks represented in all Regions, raising awareness of Diversity and Inclusion; • Shared 'Together at URW' corporate values supporting the ambition to become diversity change-makers; • Group-wide 'Supporting Inclusion at URW' unconscious bias training rolled out to employees in all regions; • Development of international Group culture (e.g. international, mobility, cross-functional mobility, IGP programme); and • Group Code of Ethics and whistleblowing procedure with a zero-tolerance principle for discrimination or harassment; • Promotion of a European Diversity Charter to fight all forms of discrimination; and • Disability awareness training offered to employees in some regions.	• Percentage of women in employee headcount; • Proportion of senior management level positions held by women; and • Percentage of conversion of apprenticeships to permanent contracts.	**Diversify skills and competency profiles in the company**
Local acceptability	• **Slowing local economic development and affecting local jobs** References: *2.3.2 Promoting community resilience* *2.3.3.1 Socio-economic impact* *2.3.3.2 Support local entrepreneurship* *2.3.4 Engaging with local stakeholders*	• Extensive public consultations held for all development and extension projects; • Community resilience framework rolled out and action plans designed in all assets; • Building long-term partnerships with local stakeholders (residents, public authorities, and associations); • Measurement and enhancement of the direct and indirect socio-economic impact of the Group's assets; • Supporting employment through the URW for Jobs programme, rolled out in all locations where the Group operates and through specific initiatives organised in partnership with local institutional employment agencies, industries, and schools; and • Empowering entrepreneurship, supporting business creation and retail innovation (e.g. space provision, exposure to customers, long-term partnerships, financial support, participation to entrepreneurship networks, mentorship, etc.).	• Percentage of assets with a Community Resilience Action Plan; • Percentage of Flagship assets that support local entrepreneurship; • Number of people that integrated a job or a qualifying training certification through the URW for Jobs programme; • Total hosted jobs by the Group and its stakeholders (socio-economic footprint study); • Amount of local taxes and social contributions paid by the Group by region; and • Percentage of Flagship assets that had a partnership with a charity or NGO for at least two years.	**Create local jobs** **Foster local economic development** **Create social link**

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2021 results)	Opportunities
Environmental pollution	• **Water, soil and air pollution linked with the development and operation of assets** References: *2.2.3.7 Health and Safety, security and environmental risks and pollution* *2.2.2.1 Environmental Management System (EMS) - Sustainable construction*	• Soil decontamination when relevant during works on development and existing sites; • Group Considerate Construction Charter applicable to all new development, renovation and extension projects, with requirements to minimise pollution for the contractors working on site, the neighbouring area and the natural environment; • Inspection and continuous maintenance and improvement of existing buildings and technical equipment liable to have an impact on the environment or on personal safety (including air and water quality, soil and air pollution); and • Annual third-party audits of Health, Safety and Environmental risks conducted at asset level on the European portfolio and associated action plans.	• Monetary value of fines for environmental breaches (operations) (€); • Total number of non-monetary sanctions for environmental breaches (operations); and • Percentage of assets in operation that obtained an A or B annual score in their Health and Safety and Environmental third-party risk assessment.	**Contribute to optimising the exploitation of material flows in operations and developments**
	• **Not identifying/controlling existing pollution in development projects (remediation costs and legal responsibility)** References: *2.2.2.1 Environmental Management System (EMS) - Pollution and environmental risk management* *2.2.2.1 Environmental Management System (EMS) - Pollution Prevention*	• Pre-acquisition due diligence process, including environmental risks and soil pollution; and • Soil decontamination for works on development and existing sites.	• Expenses in site controlling decontamination (€) and volumes of soil concerned (m^3).	
Energy and greenhouse gases	• **Limited availability and increase in prices of fossil fuels** References: *2.2.3.4 Energy management* *2.2.1.2 Carbon assessment - Focus on Scopes 1 and 2 emissions from the operation of buildings* *2.2.3.3 Green leases and tenant commitments* *2.2.3.1 Environmental Management System (EMS) - EMS for existing assets* *2.2.2.1 Environmental Management System (EMS) - Energy and Carbon* *2.2.2.3 Construction materials*	• Energy efficiency targets and energy management action plans in all standing assets, involving daily energy optimisation actions as well as investments in energy efficient equipment; • Environmental management system to improve environmental performance of assets; • Shift towards electricity supply from renewable energy sources for all assets; • Development of on-site renewable energy production capacity; • Life cycle assessments of development projects to reduce the amount of materials used and their carbon footprint; and • Engaging with stakeholders to improve energy efficiency and source renewable energy: tenants and suppliers (e.g. Green leases, PPA contracts, and energy performance contracts with maintenance providers).	• Energy intensity per area or use (KWh/sqm and KWh/sqm DOCC); and • Carbon intensity linked with energy consumption of standing assets (Scopes 1 & 2 emissions) per area or use (kgCO_2eq/sqm and gCO_2eq/sqm DOCC).	**Improve energy efficiency and develop renewable energy use**

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2021 results)	Opportunities
Energy and greenhouse gases *(continued)*	• **Increased regulation of building energy efficiency** References: *2.2.3.4 Energy management* *2.2.3.3 Green leases and tenant commitments* *2.2.3.1 Environmental Management System (EMS) - EMS for existing assets* *2.2.2.1 Environmental Management System (EMS) - Energy and Carbon* *2.3.3.3 Supply chain management*	• Energy efficiency targets and energy management action plans in all standing assets, involving daily energy optimisation actions as well as investments in energy efficient equipment; • Environmental management system to improve environmental performance of assets; and • Engaging with stakeholders to improve energy efficiency: tenants and service providers (e.g. Green leases, and energy performance contracts with maintenance providers).	• Energy intensity per area or use (KWh/sqm and KWh/sqm DOCC); • Financial impact resulting from variations in energy consumption (€); and • Percentage of Green leases signed among new leases and active leases.	**Increase operational efficiency through improved energy efficiency**
Governance	• **Lack of resources or ownership for managing CSR risks and CSR strategy** References: *2.4.3 Inspiring our people* *2.1.5 Governance of CSR* *2.1.4.4 External assurance* *2.2.2.2 Environmental certifications of buildings under development* *2.2.3.2 Environmental certifications of buildings during the operation phase*	• CSR agenda defined and overviewed at the highest governance levels: Group CEO, Management Board (MB) and Group Executive Committee, and the Supervisory Board (SB); • Integration of the CSR agenda in core business processes: due diligence process, environmental management system for both development projects and existing assets, CSR information integrated in asset budget reviews, CSR objectives set for all employees in the assessment process of individual performance, CSR training module rolled out to all employees; • Alignment of initiatives, action plans and targets with the CSR programme in all departments (leasing, HR, development, operations, etc.); • Dedicated CSR team responsible for overseeing and supporting the implementation of the Group CSR strategy; • Specific Group CSR governance with committees involving top management and operational managers in all business lines; and • Effective implementation verified through external audits and certification schemes.	• Percentage of Group employees with annual CSR individual objectives.	**Enhance the Group's reputation as a trusted and responsible partner and seize CSR opportunities**

2.1.3 PRIORITIES OF THE GROUP CSR STRATEGY

2.1.3.1 BETTER PLACES 2030

Since 2007, URW has defined an ambitious CSR strategy. Between 2006 and 2015, URW had already achieved a cumulative reduction of 33.8% of its energy intensity and 65.1% of its carbon intensity. In 2016, the Group took up a new long-term challenge, with its Better Places 2030 programme. In doing so, the Group was the first listed real estate company to incorporate CSR in its entire value chain and address the wide scope of indirect carbon emissions resulting from construction works, transportation of visitors and employees, and energy consumption by tenants.

In 2019, the Group's CSR strategy, Better Places 2030, was extended to the new regions of the Group and to a broader scope of topics. While URW's agenda on fighting climate change remains central, Better Places 2030 also onboarded new environmental and societal challenges like responsible consumption and the circular economy, but also critical social responsibilities on Diversity and Inclusion and employee well-being. Better Places 2030 relies on an efficient CSR governance structure allowing decision making at the appropriate level within the organisation and covering all geographies (presented in Section 2.1.5.2 Governance of CSR and of the Better Places 2030 programme), and CSR-related risks are included into the Group Risk Management Framework. Better Places 2030 builds on the conclusions of the materiality analysis, market trends to 2030 and the analysis of CSR risks. It addresses the main challenges facing commercial real estate: moving towards a low-carbon economy and sustainable mobility, fully integrating the Group's business activities within local communities, and empowering teams on sustainability and diversity.

Better Places 2030 rests on three pillars as outlined below:

BETTER SPACES	BETTER COMMUNITIES	BETTER TOGETHER
CUT CARBON EMISSIONS ACROSS OUR VALUE CHAIN BY -50%	BE A CATALYST FOR GROWTH WITHIN THE COMMUNITIES IN WHICH WE OPERATE	EMPOWER OUR PEOPLE TO BECOME SUSTAINABILITY & DIVERSITY CHANGE–MAKERS
-50%	**€20Mn**	**100%**
CARBON EMISSIONS ACROSS OUR VALUE CHAIN BY 2030[(1)]	OF SOCIAL VALUE GENERATED BY URW COMMUNITY-ORIENTED PROGRAMMES IN 2021	GROUP EMPLOYEES WITH YEARLY INDIVIDUAL CSR OBJECTIVES FROM 2020 ONWARDS

(1) Baseline 2015.

In order to lead this transformation, Better Places 2030 is structured in a detailed and actionable set of sub-targets, detailed in the CSR section of URW's website[(1)]. The 2021 performance results linked with these targets are presented in Section 2.1.4.1 Summary of the Group's CSR performance.

Better Places 2030 and its associated performance has been recognised by key non-financial rating agencies, which rank the Group among the most sustainable companies in commercial real estate (see Section 2.1.4.2 Results of non-financial ratings and indices).

(1) See Better Places 2030 Brochure at the following link: https://www.urw.com/en/csr/csr-documents.

Better Places 2030 contributes to the United Nations Sustainable Development Goals as outlined below:

CONTRIBUTION OF BETTER PLACES 2030 TO THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS (SDGs)

Pillars	Ambitions	SDGs
BETTER SPACES Cut carbon emissions across our value chain by -50%	**Design sustainable buildings** Minimise the environmental impact through innovative design and construction	9 INDUSTRY, INNOVATION AND INFRASTRUCTURE; 11 SUSTAINABLE CITIES AND COMMUNITIES; 13 CLIMATE ACTION
	Improve eco-efficiency Collaborate with our tenants and contractors for efficient resource use	7 AFFORDABLE AND CLEAN ENERGY; 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE; 12 RESPONSIBLE CONSUMPTION AND PRODUCTION; 13 CLIMATE ACTION
	Develop connectivity and sustainable mobility Ensure access to public transport and sustainable mobility	9 INDUSTRY, INNOVATION AND INFRASTRUCTURE; 11 SUSTAINABLE CITIES AND COMMUNITIES
	Integrate nature and biodiversity Contribute to greener cities by protecting biodiversity	11 SUSTAINABLE CITIES AND COMMUNITIES; 15 LIFE ON LAND
BETTER COMMUNITIES Be a catalyst for growth within the communities in which we operate	**Expand local economies** Foster sustainable local economic development	8 DECENT WORK AND ECONOMIC GROWTH
	Engage with local stakeholders Support local partners	8 DECENT WORK AND ECONOMIC GROWTH
	Promote responsible consumption Promote healthier and more responsible consumption	12 RESPONSIBLE CONSUMPTION AND PRODUCTION
BETTER TOGETHER Empower our people to become sustainability and diversity change-makers	**Bring together** Promote Diversity and Inclusion throughout the organisation	5 GENDER EQUALITY; 10 REDUCED INEQUALITIES
	Empower Develop and train talent	4 QUALITY EDUCATION
	Inspire Make CSR core part of our corporate culture	12 RESPONSIBLE CONSUMPTION AND PRODUCTION

2.1.3.2 BETTER EVENTS 2030 – VIPARIS CSR STRATEGY

Viparis is a real estate venues and services company owned jointly with the Chamber of Commerce and Industry of Paris Île-de-France ("CCIR"), and which is fully consolidated by URW. This activity is exclusively located in France and operates the Group's convention and exhibition venues (See Section 1.4 Business overview).

With an average of 11 million visitors annually, 800 events and 12[1] sites, Viparis integrates sustainable development in its values and strategy. This commitment is acknowledged in its ISO 20121 certification, the leading international standard for the events sector, which has been enforced at all its sites since 2014. In 2017, in line with the Better Places 2030 programme, Viparis decided to step up its CSR policy by launching its 'Better Events Viparis 2030' strategic plan. This CSR policy has been revised in 2021, outlining Viparis' major issues and commitments for the coming years and revolves around three pillars referring to the pillars of sustainability:

1. **Better for the Environment:** With a target of reducing both its carbon and ecological footprints, Viparis aims to build and operate sustainable buildings which respect nature and its resources and supports the accessibility of its sites via sustainable transport means and optimised logistics solutions;
2. **Better Heritage:** Viparis ensures that each event leaves a positive legacy by offering an increasing number of sustainable services as it joins forces with local and like-minded partners; and
3. **Better at Heart:** Viparis is committed to cultivating and valuing its employees, but also to embracing diversity. Viparis' CSR initiative also engages all employees.

With this ambition, Viparis aims, as an industry leader, to play a key role in transforming industry practices to achieve greater sustainability. These commitments allow Viparis to participate in the UN's Sustainable Development Goals and to do its part on its own scale. The Viparis CSR policy is set out in a dedicated document, available on Viparis' website's sustainable development section: www.viparis.com.

(1) Carrousel du Louvre and the CNIT are mixed-use assets with both Convention & Exhibition and Retail areas, which reporting figures have all been reported under the retail category; and there are two marketing sites (La Serre and Paris Convention Centre) which are part of the Paris Porte de Versailles asset and included in its reported data (see Section 2.6.1 Unibail-Rodamco-Westfield's reporting methodology).

2.1.4 SUMMARY OF THE GROUP'S CSR ACHIEVEMENTS

2.1.4.1 SUMMARY OF THE GROUP'S CSR PERFORMANCE

– BETTER PLACES 2030

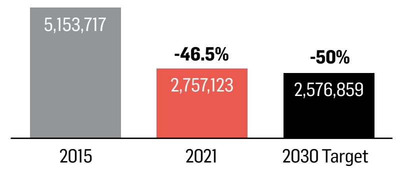
This section only includes the main targets of Better Places 2030. The sub-targets tied to the operational rollout and their associated progress are described in the next sections (2.2 Better Spaces, 2.3 Better Communities and 2.4 Better Together).

Pillar 1 BETTERSPACES

Performance Progress
- Achieved
- In progress
- Not achieved

KEY TARGET / **PERFORMANCE**

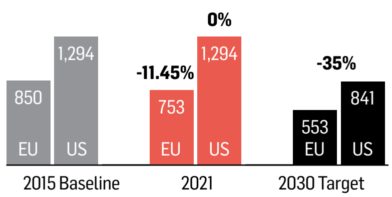
Cut carbon emissions across our value chain by **-50% by 2030.**



tCO_2eq – % variation vs. baseline

TARGET / **PERFORMANCE**

Reduce emissions from construction by **-35 % by 2030.**

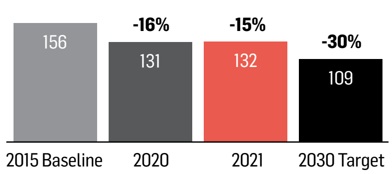


$kgCO_2eq/sqm$ – % variation vs. baseline

100% development projects to include long-term climate risks, while minimising resource use and maintaining user comfort by **2025.**

The requirement for the study of climate risks faced by development projects has been added in the Group sustainability brief in 2020 and will be closely monitored through a dedicated assessment tool.

Improve the energy efficiency of our assets by **30% by 2030.**

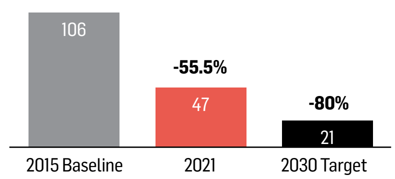


kWh/sqm – % variation vs. baseline

100% development projects to integrate a circular economy design solution by **2025.**

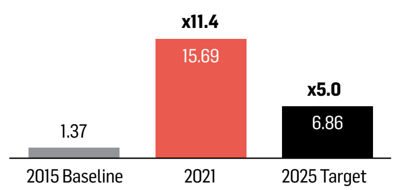
The requirement for the integration of circular economy design solutions in the development projects has been added in the Group Sustainability Brief in 2020 and will be closely monitored through a dedicated assessment tool.

Reduce emissions from operations by **-80 % by 2030.**



$kgCO_2eq/sqm$[(1)] – % variation vs. baseline

Multiply the installed capacity of on-site renewable energy **five-fold by 2025.**

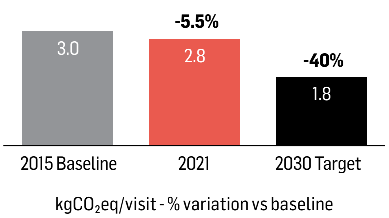
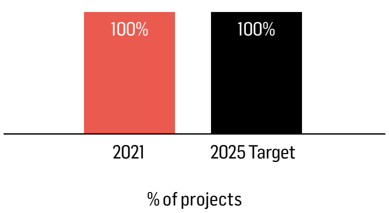


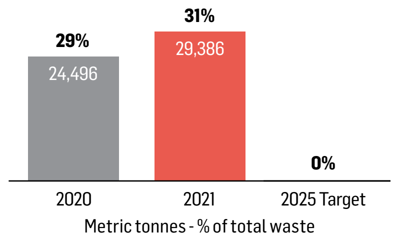
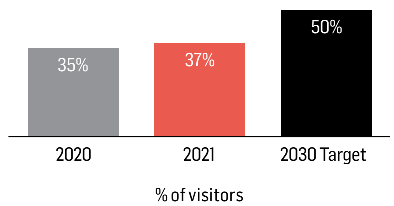
MW – Capacity multiplier vs. baseline

(1) Total operated area.

Performance Progress

- Achieved
- In progress
- Not achieved

TARGET	PERFORMANCE
100% of our assets to include a climate change risk plan by **2022.** (In progress)	Based on the Group risk assessment of long-term climate change risks delivered in 2019, the Group will work on adaptation plans for its standing assets.
Reduce emissions from transport by **-40 % by 2030.** (In progress)	
100% development projects significantly connected to public transport solutions by **2025.** (Achieved)	
100% standing assets with high biodiversity stakes to implement a biodiversity action plan by **2022**. (In progress)	In 2020, the new Group Biodiversity Strategy brought details and operational guidance for this commitment on both high biodiversity stakes assets and action plans.

TARGET	PERFORMANCE
Aim to send **zero waste** to landfill by **2025.** (In progress)	
50% of visitors to access Group assets by sustainable means of transport by **2030.** (In progress)	
Develop a Group Biodiversity Strategy by **2022.** (Achieved)	The Group Biodiversity Strategy has been developed in 2020 with, in addition to the two existing commitments, a new one on having 100% new development projects to achieve a biodiversity net gain by 2022.
100% development projects to implement a biodiversity action plan by **2022.** (In progress)	In 2020, the new Group Biodiversity Strategy brought details and operational guidance for this commitment. Biodiversity-related themes are also monitored in the new development project assessment tool.

Performance Progress

- Achieved
- In progress
- Not achieved

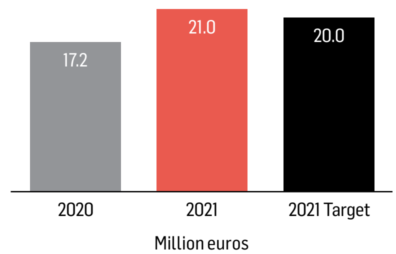
Pillar 2 BETTER COMMUNITIES

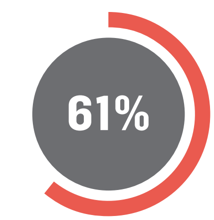
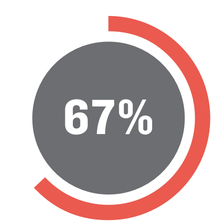
KEY TARGET

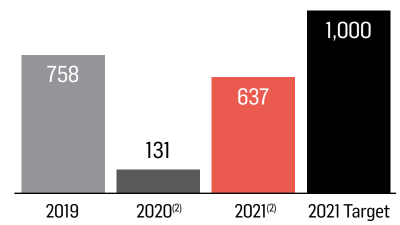
€20 Mn of social value generated through community oriented programmes in **2021**.

PERFORMANCE

NEW



TARGET	PERFORMANCE
100% of Flagship assets to support local entrepreneurship through commercial partnerships and regional networks from **2020** onwards.	 2021[(1)] – % of Flagships
100% of Flagship assets to support at least one local charity or NGO-sponsored long-term project (>two years) by **2022.**	 2021 – % of Flagships
100% of Flagship assets support and promote at least one sustainable consumption initiative by **2022.**	 2021 – % of Flagships

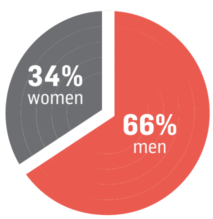
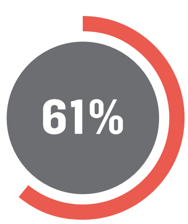
TARGET	PERFORMANCE
1,000 people to integrate a job or a qualifying training certification through the URW for Jobs programme from **2020** onwards.	 2021 – Number of people
Collaborate with tenants to increase transparency of brands on health and sustainability, and to expand healthy and sustainable alternatives in **100%** of Flagship assets by **2025.**	The Group pursued the integration of sustainable brands (brands integrating sustainability as heart of their processes and products) in its portfolio to enrich its alternative sustainable offer. In parallel, concrete discussions with retailers were undertaken on their sustainability policies, for the Group to engage and support their efforts when relevant.

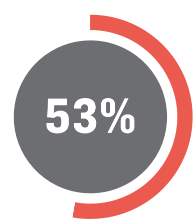
(1) Despite strong engagement towards local entrepreneurs and small businesses throughout the year to help them maintain their activities or grow, the activity restrictions in several countries prevented the Group from achieving its target.
(2) Several shopping centres did not conduct URW for Jobs in 2020 and 2021 due to the COVID-19 pandemic (closures and cancelled job events in line with governmental health and safety restrictions).

Performance Progress
- Achieved
- In progress
- Not achieved

Pillar 3 BETTER TOGETHER

KEY TARGET	PERFORMANCE
100% of Group employees with yearly individual CSR objectives from **2020 onwards.**	 2021(1) - % of employees

TARGET	PERFORMANCE
Achieve a **60/40** gender balance by **2025** in senior management roles.	 2021 – % of women and men in senior management roles
Develop and roll-out Group-wide leadership and management programmes integrating CSR by **2022.**	In 2021, dedicated Climate Change Training was delivered for Executive Committee members, and a CSR-driven project was integrated into URW's High Potential programme for future leaders.
100% of Group employees take part in the URW Volunteering Programme annually from **2020** onwards.	 2021(2) - % of employees

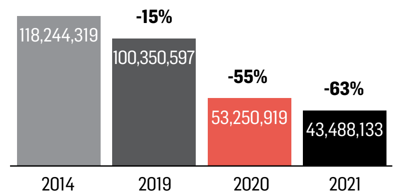
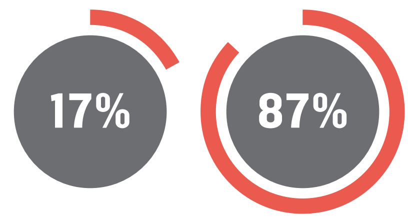
TARGET	PERFORMANCE
Improve employee engagement on Diversity and Inclusion.	A new Group Employee Pulse Survey was rolled out, with 64% of respondents strongly stating that URW is committed to Diversity and Inclusion. The survey will be rolled out each year.
100% of Group employees to have participated in CSR training by **2022.**	 2021 - % of employees
100% of our countries to implement Work Greener and employee Well-being programmes from **2020** onwards.	 2021 - % of countries

(1) 1% of employees were unable to set a CSR objective in time before the end of the performance assessment period.
(2) The COVID-19 crisis and associated closures and lockdown periods prevented the Group from reaching its objective. At the end of 2021, the Group's employees contributed more than 7,096 volunteering hours. With teams working remotely, the assets demonstrated new ways to support their communities, fighting and preventing the spread of the virus, strengthening local cohesion and protecting the most vulnerable.

– BETTER EVENTS 2030

BETTER FOR THE ENVIRONMENT

TARGET	PERFORMANCE
Reduction of GHG emissions.	Signatory of the **Net Zero Carbon Events** Pledge.
Build and operate sustainable buildings. **-35%** in the carbon footprint for the construction of new development projects in 2030 compared with 2016.	Baseline: Pavilion 6 at Paris Expo Porte de Versailles **3,076** $kgCO_2eq/sqm$(2). Hall 3 Paris Le Bourget: **-70%** compared with baseline according to an early-stage life-cycle analysis. An environmental programme policy for development projects is being drafted.
Respect nature and its resources. Fight against food waste.	**100%** of catering partners and food outlet concessionaires with a solution to redistribute consumable food products and biowaste management included in their contract. Implementation of caterers' biowaste management by Viparis at the Palais des Congrès de Paris.
Support green mobility. Reduction of logisitic carbon footprint.	Off-site logistics implemented at The Palais des Congrès de Paris allowing grouped shipments and cleaner transport between the off-site storage facility and the venue. One partnership with a client in order to store equipment for building stands on-site, so avoiding the need to dispatch **more than 500 HGVs** for the two annual events.

TARGET	PERFORMANCE
Build and operate sustainable buildings. **25%** reduction in energy intensity in 2025 compared with 2014(1). **-15%** reduction of the off-production energy.	kWh – % variation vs. baseline Definition of the off-production energy consumption for all our venues.
Respect nature and its resources. Reduce and valorize waste (**70%** recycling rate in 2030 on the perimeter managed by Viparis).	Rate of material waste recovery Rate of global waste recovery 2021 – % of waste(3) **2,500** power boxes transformed into pots through a partnership with an SSE company.
Respect nature and its resources. Re-introduce biodiversity.	% of sites with a biodiversity issue which apply the Viparis Biodiversity Charter.
Support green mobility. Reduction of visitors' mobility carbon footprint with 80% of visitors arriving via sustainable transport means.	N.A.(4)

(1) The energy consumption KPI is more relevant considering the 2021 level of activity induced by the health crisis distorting the energy intensity ratio indicator.
(2) Floor area.
(3) Rate not very representative considering the 2021 context, due to the low tonnage treated (799 T in 2021 versus 2,339 T in 2019), preventing sufficient higher volume (massification) to optimize the transfer to the treatment centers. Excluding Le Bourget venue.
(4) The figure is not available due the absence of visitor surveys in 2021.

BETTER HERITAGE

TARGET	PERFORMANCE
Offer sustainable services.	**Support our clients** in improving CSR aspects of their events through the organisation of CSR meetings. New sustainable offers under development.
Work with responsible partners.	Implementation of new CSR questionnaires and launch of the supplier evaluation campaign intregating both Ecovadis and internal solutions. **100%** of tenders managed by the purchasing team with CSR criteria in 2021.
Involve local stakeholders.	**2** partnerships with associations in 2021 by providing spaces. New generation of start-ups at the French Event Booster. Two venues hosted vaccination centres during the 2021 COVID-19 pandemic.

BETTER AT HEART

TARGET	PERFORMANCE
Enrich the employee experience.	**96%** of new employees followed a CSR training. Participation of employees to the World CleanUp Day action and to a Christmas challenge with a social impact (a donation to Emmaüs Solidarité). **130** employees engaged through the Christmas challenge. Happy Trainees Viparis certified for the third consecutive year: **Happy Trainees**.
Cultivate our talents.	Create an environment encouraging the development of each individual's talent. Workshops were held in **2021** in order to define future actions.
Embrace diversity. Promote gender equality. Welcome intergenerational experience. Develop inclusion of people with disabilities.	French gender equality index: 95/100 in 2021. Signatory of the Charter of the Circle of Women in Real Estate. **100%** of new employees under 30 years old mentored through an internal mentoring system. Organisation of a conference with an handisport athlete on "Resilience and disability". A disability agreement under negotiation with public authorities in order to promote employment, disability awareness campaign, adaptation of workstations, etc.

2.1.4.2 RESULTS OF NON-FINANCIAL RATINGS AND INDICES

URW again features in recognised extra-financial (ESG) performance indices. The Group's strong ESG ratings and assessments confirm and strengthen its position as an ESG leader in the industry in 2021.

– NON-FINANCIAL EVALUATIONS

The Group's ESG assessments by extra-financial rating agencies were updated in 2021:

- **CDP:** URW was highlighted as a global leader on corporate climate action by global environmental impact non-profit CDP:
  - Achieving a place on the CDP Climate Change A List (score on a scale of A to D-) in 2021 for the fourth year in a row[1];
  - Being awarded a position in the Supplier Engagement Leaderboard recognising the Group as a global leader for engaging with its suppliers on climate change (more details in Section 2.3.3.3 Supply chain management);
- **MCSI ESG ratings:** In 2021, and for the eighth year in a row, URW obtained the highest rating of AAA (on a scale of AAA to CCC) in the MSCI ESG ratings assessment;
- **ISS ESG Corporate rating:** URW reconfirmed its B rating in September 2021 and received again the Prime status awarded to companies with an ESG performance above the sector-specific Prime threshold. URW also conserved its leader position in the 1st decile rank comparing its performance relatively to its industry peers;
- **Sustainalytics:** In May 2021, URW received an ESG Risk Rating of 4.7 and was assessed by Sustainalytics to be at Negligible risk of experiencing material financial impacts from ESG factors. URW's ESG Risk Rating by Sustainalytics places the Group at the 1st rank and in the 1st percentile of the Real Estate Industry group assessed by Sustainalytics, as well as at the 3rd rank in the global rated universe (13,000+ companies). URW's management score of ESG issues assessed by Sustainalytics is strong (81.9/100);
- **V.E (formerly Vigeo Eiris):** In 2021, URW was rated 68/100 for its global ESG performance, positioning the Group at an advanced performance level, and ranked 2nd in its sector (Financial Services - Real Estate);
- **Standard Ethics:** URW is rated EEE- 'Excellent' grade (on a scale of EEE to F) by Standard Ethics, an independent sustainability rating agency aiming to promote sustainability and governance standard principles from the European Union, the Organisation for Economic Co-operation and Development ("OECD") and the United Nations (rating issued in 2019); and
- **GRESB (*Global Real Estate Sustainability Benchmark*):** In 2020, the Group received a '5 Star' rating for the 10th year in a row, which recognises entities with the highest performance levels in the GRESB benchmark. URW ranked:
  - Second among all listed European retail real estate companies in the standing investment benchmark; and third among all listed retail real estate companies in the same benchmark;
  - First among all 605 European companies rated by GRESB for its Management score; and
  - Global Listed Development Sector Leader for Diversified - Office/Retail portfolios among real estate companies worldwide in the development benchmark.

In 2021, the Group exceptionally paused its participation in the GRESB assessment due to the impact of the COVID-19 health crisis, affecting both the representativity and comparability of the 2020 data[2].

– NON-FINANCIAL INDICES

In 2021, URW again features in a number of renowned ESG indices, including:

- **Euronext Vigeo indices**: World 120, Europe 120, Eurozone 120 and France 20 (since 2013, reconfirmed in November 2021);
- The **FTSE4Good Index series** (since 2005, updated FTSE4Good Index Review in June 2021);
- The **Solactive Europe Corporate Social Responsibility Index** and the **Solactive Global Corporate Social Responsibility Index** (formerly the Ethibel Sustainability Index Excellence Europe and the Ethibel Sustainability Index Excellence Global of which URW is part since 2011);
- The list of **'Top 10 Performers' of the CAC 40® Governance index** (since the creation of the index in 2017, renewed in September 2021); and
- **ECPI® indices:** ECPI World ESG Equity, ECPI Euro ESG Equity, ECPI EMU Ethical Equity, and ECPI Global ESG Gender Equality Index (reconfirmed as of December 2021).

(1) https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Nasdaq/2021-12-07URW-PR-CDP.ashx?revision=d68afbdd-686f-456a-a7f0-871974402ee2
(2) https://www.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/CSR/CSR-Documents/EN/20210603-GRESB-URW-non-participation-in-2021_onlyEN.ashx

2.1.4.3 ALIGNMENT WITH CSR REPORTING STANDARDS AND FRAMEWORKS

Since 2018, the Group issues its Non-financial statement (French *Déclaration de Performance extra-financière*, ("DPEF")), in compliance with the transposition into French law (via decree no. 2017-1265 of August 9, 2017) of the European directive of October 22, 2014, related to the disclosure of non-financial information.

URW's 2021 Non-financial statement consists mainly of the present Chapter 2 "Corporate Social Responsibility" of the Group's 2021 Universal Registration Document, completed with elements in Chapters 1 and 3 (business model and business ethics policies). Detailed components of the Non-financial statement as required by the regulation are presented in a correspondence table in Section 8.6.3 Cross-reference table of the management report.

In 2021, in compliance with the new European "Taxonomy" regulation, URW has published the share of its eligible activities. The European Taxonomy aims to establish a unified classification system for economic activities to determine whether these activities can be considered "environmentally sustainable" (or "green"). The eligible share of turnover, CAPEX and OPEX from URW activities are presented in Section 2.5.1 Taxonomy regulation.

Since 2018, the Group ensures its alignment with the new industry guidelines for reporting non-financial information, updated by the French National Council of shopping centres ("CNCC") the same year to ensure that the reporting done by commercial real estate companies complies with the new regulatory requirements on non-financial disclosure and is comparable from one company to another.

The 2021 URW Universal Registration Document also complies with the Best Practices Recommendations on Sustainability Reporting ("sBPR") established by the European Public Real Estate Association ("EPRA"). For the tenth time in a row, URW received the EPRA Gold Award in 2021 for completing its 2020 reporting in accordance with the EPRA Sustainability BPR.

EPRA sBPR GOLD

Since 2013, URW follows the Global Reporting Initiative ("GRI") guidelines. The 2021 Universal Registration Document has been prepared in accordance with the GRI Standards: Core option.

The 2021 Group's non-financial statement is also in line with the recommendations of the TCFD. URW is an official supporter of the Financial Stability Board's ("FSB") TCFD since 2020, recognising the importance of increasing transparency of climate-related risks and opportunities, promoting more informed financial decision-marking and building a more resilient financial system.

TCFD | TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES

Cross-references tables of the Group's 2021 CSR reporting with EPRA and GRI indicators, as well as with the TCFD's core elements of climate-related financial disclosures, are available in the CSR section of the Group's website (https://www.urw.com/en/csr/csr-documents). A correspondence table of the Group's reporting with the SASB real estate industry standard is also provided online in that same section, for information.

The Group's Better Places 2030 CSR strategy is furthermore aligned with the United Nations Sustainable Development Goals. Its contributions to the SDGs are detailed in Section 2.1.3 Priorities of the Group CSR Strategy.

2.1.4.4 EXTERNAL ASSURANCE

In compliance with the applicable regulation on the disclosure of non-financial information (see Section 2.1.4.3 Alignment with CSR reporting standards and frameworks), the data and key performance indicators of the Group's non-financial statement are audited by an independent third-party verifier; see the assurance report in Section 2.6.2 Independent third-party's report on consolidated non-financial statement.

In 2021, the audit included a comprehensive review of the data reported by a sample of nine assets, representative of the Group's portfolio: Westfield Mall of Scandinavia; Westfield Arkadia; Täby Centrum; Minto; Westfield Carré Sénart; Westfield Vélizy 2; Westfield Century City; Westfield Fashion square; and Westfield Stratford City (consistency review). The indicators were audited with a limited level of assurance. A list of the indicators audited can be found in the auditor's report (Section 2.6.2 Independent third-party's report on consolidated non-financial statement).

The third-party verifier was also commissioned to carry out an audit on the annual reporting for the Green Bonds issued by the Group. This audit consists of verifying the compliance of funded assets with the set of eligibility criteria, concerning both their development and operation phases, which are defined in the Green Bonds Use of Proceeds (see Section 2.5.3 Green Bonds). The detailed reporting and assurance report are disclosed in Section 2.5.3 Green Bonds.

2.1.5 GOVERNANCE OF CSR

2.1.5.1 ETHICS AND INTEGRITY

URW's corporate governance, ethical conduct and risk management policies provide the necessary stability and reliability required for sustainable growth and performance. As a signatory to the UN Global Compact since 2004, the goal of which is to promote CSR, the Group is committed to adopting, upholding and enacting within its sphere of influence the ten universally recognised principles relating to human rights, labour laws, environmental protection and anti-corruption. URW's governance structure is presented in Chapter 3 Corporate governance and remuneration. URW's Compliance policy, Code of Ethics and Anti-corruption programme are presented in Section 3.4.1 Ethics and Compliance within the URW Group.

1. 2. 3. 4. 5. 6. 7. 8.

2.1.5.2 GOVERNANCE OF CSR AND OF THE BETTER PLACES 2030 PROGRAMME

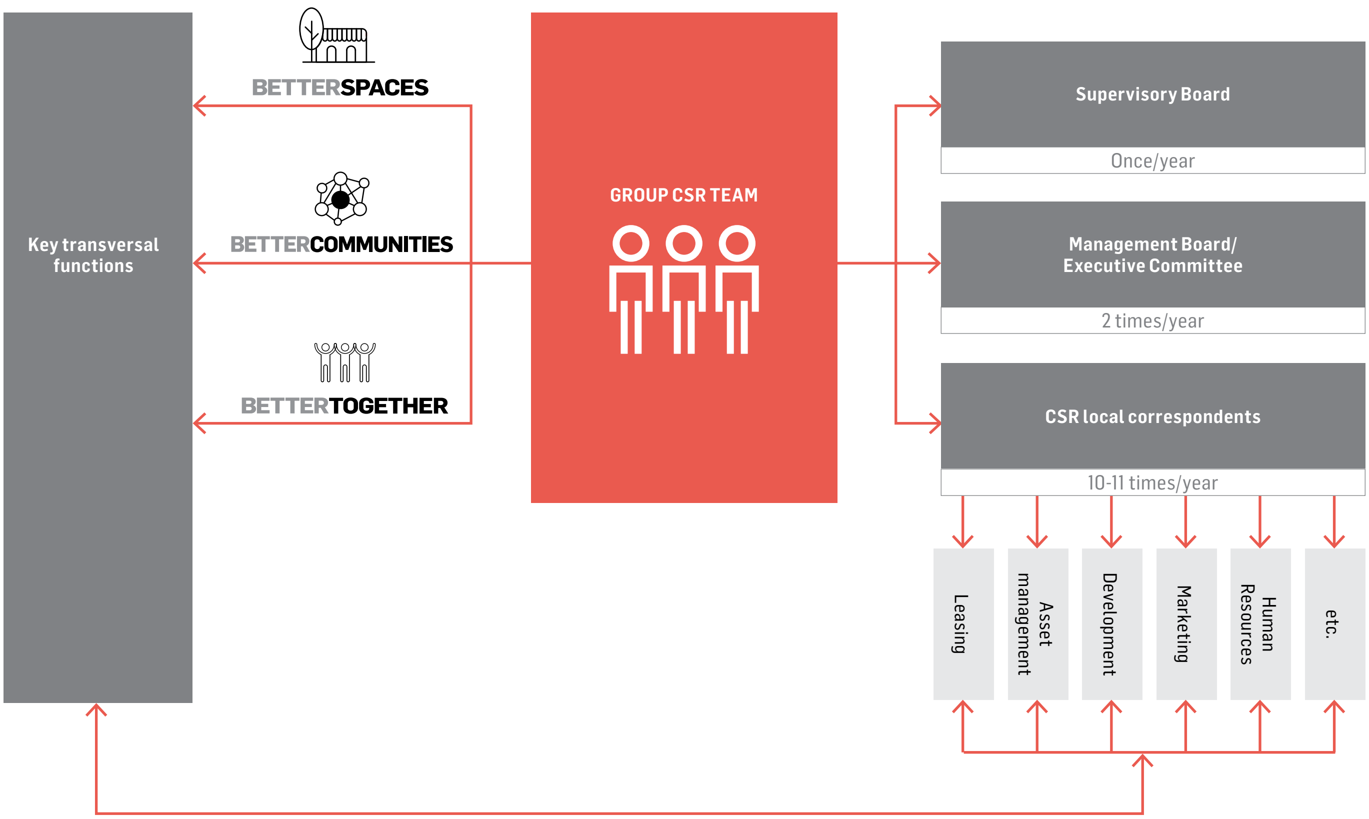
Since January 7, 2021, the CSR governance has been updated, along with the new Group organisation, announced on the same date.

The CSR governance and the Better Places 2030 programme is built around two priorities:

- Monitoring CSR performance by ensuring that the objectives of the Better Places 2030 programme are fully integrated into the Group's business and decision-making processes; and
- Engaging all stakeholders and employees of the Group in order to collectively achieve the objectives of the Better Places 2030 programme.

As a key topic of Better Places 2030, climate change is fully integrated in the CSR governance described hereafter.

OVERVIEW OF URW CSR GOVERNANCE IN 2021



Starting in 2021, the CSR governance is structured around the following bodies:

The Supervisory Board (SB), including its two committees (the Audit Committee and the Governance, Nomination and Remuneration Committee) oversees the CSR programme as part of its regular business reviews and discusses the CSR strategy during its strategy sessions. In addition, the Audit Committee monitors CSR as part of the Group risk management approach, as a non-financial risk factor (see Section 6.1.2 Group Enterprise Risk Management Framework).

The Management Board (MB) and the Executive Committee (EC) act as the Group CSR Steering Committee by defining the strategy and key Group policies, and by monitoring the implementation of the CSR program. They report on progress and results to the Supervisory Board. The MB and EC are chaired by the CEO.

A dedicated CSR team is responsible for overseeing and supporting the implementation of the Group's CSR strategy across the organisation. This team develops tools and methodologies, and supports and trains Corporate and EU teams as well as the country/regional teams. It shares best practices and measures CSR performance to regularly report on results and progress achieved. The team is led by Clément Jeannin, Group Director of CSR, and has been overseen by Astrid Panosyan(1), member of the Management Board and Group Chief Resources Officer (CRO) until 2021 year end. Since January 1st, 2022, the CSR team is overseen by Sylvain Montcouquiol(1), appointed as Chief Resources and Sustainability Officer (CRSO) and Member of the Management Board, replacing Astrid Panosyan in that position, who stays as a Senior Advisor on CSR matters. With this transition, the decision was to evolve the role of the CRSO to focus specifically on the Group's significant ambition related to CSR.

(1) Reports directly to the CEO.

The CSR team leverages two key components of the Group organisation to deliver its mission:

- **The Chief Operating Officers (COOs)** of each region, in charge of coordinating the implementation of Better Places 2030 at regional level. COOs are allocated specific CSR objectives at country level on all the pillars of the Better Places 2030 programme. They rely on **CSR local correspondents** in each country to help following country CSR performance and coordinate with the Group CSR team; and
- **Key transversal functions**, in charge of providing relevant guidelines and functional support to regions and countries to implement areas of the CSR programme, like the Risk Management and Compliance team.

2.1.5.3 INTEGRATION WITHIN CORE PROCESSES

The CSR approach is fully embedded into the key processes of URW, in line with the Group's strategic priorities and operational concerns. Relevant management processes have been set up at each stage of the business cycle, along with appropriate key performance indicators. For example:

- The URW due diligence process for asset acquisitions includes a complete audit of technical, regulatory, environmental and Health and Safety risks, including soil contamination;
- The Group Enterprise Risk Management Framework ("ERM") includes climate change and CSR risks: identified among the main risk factors, they are integrated in the risk management programme overviewed by the Group Risk Committee, which reports regularly to the Management Board and Supervisory Board (see Section 6.1.2 Group Enterprise Risk Management Framework for more details);
- Development projects are regularly reviewed in light of Better Places 2030 targets;
- Managed assets have an environmental action plan, with annual performance reviews;
- The Internal Audit Department conducts regular assessments of the management and compliance processes in accordance with the rules set by URW within each business unit;
- HR processes ensure the promotion of Diversity and Inclusion and consider employee well-being as well as employee learning and development opportunities;
- The training path of new joiners as well as specific functions includes relevant CSR content;
- Individual objectives of Group employees include CSR objectives (see Section 2.4.3 Inspiring our people for more details);
- The Short-Term Incentive plan of the Management Board and Executive Committee as well as the Long-Term Incentive plan of all eligible Group employees specifically integrate CSR-related performance criteria (see Section 2.4.3.1 Employee commitments and CSR for more details); and
- Standing assets and development projects five-year business plans integrate CSR components to ensure alignment with Better Places 2030 targets.

2.1.5.4 RELATIONS WITH INVESTORS AND PROFESSIONAL ORGANISATIONS

– RELATIONS WITH INVESTORS

URW reports to investors on its ESG strategy and achievements via regular publications (annual results, periodical publications and news), answers to information requests, interaction with ESG rating and ranking providers, and through dedicated meetings. These meetings also enable URW to learn more on key areas of interest for investors on ESG topics. The Group's position in the various ESG indices and evaluations is outlined in Section 2.1.4.2 Results of non-financial ratings and indices.

– RELATIONS WITH PROFESSIONAL ORGANISATIONS

As one of the leading listed commercial real estate companies worldwide, URW has the responsibility to encourage the industry as a whole to adopt more sustainable practices. The Group is a member of the European Public Real Estate Association ("EPRA"), and its Sustainability Committee. The mission of the EPRA Sustainability Committee is to "support the publicly listed real estate sector, through the EPRA platform, in playing its part in the global transition to an environmentally, socially and economically sustainable economy". URW's CEO is a member of the EPRA Board of Directors. URW is also a member of the EPRA PropTech and Innovation, Investor Relations, Reporting & Accounting, as well as Regulatory & Taxation Committees. At Group level, URW is a founding member of the European Council of Shopping Places ("ECSP") since 2020 and a member of its Sustainability working group.

At regional or country level, the Group is a member of professional organisations such as, in France, the Council of shopping centres ("CNCC") and its sustainability group. URW is also a member of the French Association of Private Businesses ("AFEP"), and of the Sustainable Development Committee of the French federation of real estate companies (*Fédération des Sociétés Immobilières et Foncières* ("FSIF")).

2.2 BETTER SPACES

2.2.1 ADDRESS CLIMATE CHANGE

2.2.1.1 CLIMATE CHANGE STRATEGY

As part of its CSR strategy, Better Places 2030, the Group commits to cutting carbon emissions across its value chain by -50% between 2015 and 2030. This strong commitment marked a first in the listed commercial property industry by covering, in addition to its Scopes 1 and 2 emissions, the Group's Scope 3 emissions, including:

- Greenhouse gas (GHG) emissions generated in the construction of its development projects;
- GHG emissions due to the private energy consumption of its tenants; and
- Emissions due to transport of building occupants and especially visitors to the Group's shopping centres.

In total, in 2015, the Scope 3 emissions represented 96.9% of the Group's emissions according to the market-based method (see Section 2.2.1.2 Carbon assessment).

The Group's carbon reduction target between 2015 and 2030 breaks down into the following three complementary objectives:

- Reduce emissions from construction by -35% by 2030;
- Reduce emissions from operations by -80% by 2030;
- Reduce emissions from transport by -40% by 2030.

The carbon reduction targets of the Group cover all its activities (except airports and exhibition centres), worldwide, including in the UK and the US.

In 2020, all the Group's reduction targets (except the one for construction, which has not been submitted) have been approved by the Science Based Targets initiative (SBTi) as consistent with levels required to meet the goals of the Paris Agreement:

- The targets covering GHG emissions from the Group's operations (Scopes 1 and 2) are consistent with reductions required to limit warming to 1.5°C, the most ambitious goal of the Paris Agreement; and
- The targets for the emissions from the Group's value chain (Scope 3) meet the SBTi's criteria for ambitious value chain goals, meaning they are in line with current best practices.

Science-based targets are emissions reduction targets in line with what the latest climate science says is needed to meet the goals of the Paris Agreement: to limit global warming to well-below 2°C above pre-industrial levels and pursue efforts to limit warming to 1.5°C.

The Group also elevated its commitment to cutting carbon emissions across its value chain by -50% between 2015 and 2030, by switching to an absolute target that uses contraction of absolute emissions, instead of the "comparable value" approach used until 2019.

Achieving these objectives involves the active participation of all the Group's employees within their areas of responsibility and the contribution of the Group's stakeholders in driving change, mainly tenants, suppliers and service providers. It also relies on strong partnerships with large corporates and start-ups in order to accelerate the pace of transformation, particularly in the fields of low-carbon construction and new sustainable mobility solutions.

Changes in carbon performance with regard to the targets is presented in Section 2.1.4.1 Summary of the Group's CSR performance.

– REDUCE EMISSIONS FROM CONSTRUCTION BY -35% BY 2030

URW was the first company in commercial real estate to commit to significantly reducing its carbon emissions from construction on a broad scope. In concrete terms, reducing its carbon intensity by -35% between 2015 and 2030 means dropping from an average:

- In Europe (including the UK), of 850 kg CO_2 eq/sqm[(1)] constructed in 2015 to 552.5 kg CO_2 eq/sqm on average by the end of 2030. The 2015 baseline has been built on the carbon intensity of greenfield/brownfield projects under construction or delivered between 2012 and 2015: Trinity (France), Wroclavia (Poland), Aéroville (France), Majunga (France), Westfield Mall of Scandinavia (Sweden), 3 Pays (France) and Minto (Germany); and
- In the US, of 1,294 kg CO_2 eq/sqm constructed in 2015 to 841 kg CO_2 eq/sqm on average by the end of 2030. This baseline for the US has been calculated in 2019 following the carbon assessments conducted on the following projects: Westfield UTC, Westfield Valley Fair, Westfield Topanga and Westfield Valencia.

The main levers to achieve the Group's low-carbon target on construction are the following:

- A "lean building" approach from the design phase using fewer materials, through optimised design choices: structure, fixtures and fittings, façades, suspended ceilings, reduced number of parking spaces, etc.;
- Using new solutions for construction and choosing alternative and low-carbon materials, such as low-carbon concrete and cement, wood and recycled products, as well as selecting suppliers and products based on their location and place of manufacture, respectively; and
- Developing targeted partnerships with construction firms and manufacturers of building materials for the implementation of innovative solutions.

In order to secure the Better Places 2030 commitments regarding construction activities, the Group has created the CSR Guidelines for development projects, to guide the development teams from the very beginning of the design phase to the delivery of their development projects. The document is split into two parts:

- The Group Sustainability Brief, gathering all the specific requirements for development projects (brownfield, greenfield, refurbishments, renovations and extensions) to be in line with Better Places 2030; and

(1) Square metres constructed correspond to gross floor area (excluding gross floor area of car parks).

- The ten Golden Rules for sustainable construction, which give the right mindset to the development teams to integrate CSR topics in their projects.

The CSR Guidelines for development projects, approved in 2019, have been rolled out in 2020 throughout the Group. The CSR performance of the development projects is closely monitored during key project reviews thanks to a dedicated assessment tool also created in 2020, based on the requirements of the Sustainability Brief. In 2021, assessments of the new development projects but also updates of the previous ones have been done by the development teams.

URW carbon performance with regard to the construction target is presented in Section 2.1.4.1 Summary of the Group's CSR performance.

– REDUCE EMISSIONS FROM OPERATIONS BY -80% BY 2030

When it comes to standing assets, the carbon footprint consists mainly of GHG emissions from energy consumed as part of the operation of the buildings. Achieving its ambitious target of reducing carbon emissions from operations by 80% between 2015 and 2030 draws on two levers simultaneously:

- Improving energy efficiency both in common and private areas of the Group's assets. The Group pursues the objective of improving the energy efficiency of its assets by 30% (in kWh/sqm) between 2015 and 2030. To reach this ambitious target, all of the Group's assets are to design and implement an energy efficiency action plan (see Section 2.2.3.4 Energy management); and
- Completing a fast transition to renewable energies. URW is committed to using 100% electricity from renewable energy sources ("green electricity") for the consumption of the common areas of its assets (including shared facilities) and push for an equivalent transition for the private electricity consumption of its tenants.

Achieving this target, which has been approved by the SBTi in 2020, requires strong involvement of tenants: in 2021, 81% of the carbon footprint from energy consumption of asset operations were from tenant areas. To accomplish this, the two levers of improving energy efficiency and transitioning to low-carbon energy sources are also implemented in the private areas of the assets, in cooperation with the tenants: specific green terms are added in lease contracts and sustainability committees are organised at asset level (see Section 2.2.3.3 Green leases and tenant commitments).

URW's carbon performance with regard to the operations target is presented in Section 2.1.4.1 Summary of the Group's CSR performance.

– REDUCE EMISSIONS FROM TRANSPORT BY -40% BY 2030

The Group's GHG emissions from the transportation of visitors or occupants are significantly higher than emissions from the operation of the buildings themselves. They represent over two thirds of the Group's total carbon footprint (see Section 2.2.1.2 Carbon assessment). URW is committed to improving sustainable mobility and has set itself an ambitious target, that has been approved by the Science Based Targets initiative in 2020, to cut its carbon footprint from visitor transport by -40% between 2015 and 2030.

This reduction target is supported by the availability and promotion of sustainable mobility solutions for users of standing assets and the requirement for greenfield/brownfield projects under development to have good public transport connections. Overall, the Group targets a maximum car modal share (excluding electric vehicles) of 50% for both its standing assets and development projects (see Section 2.2.4 Develop connectivity and sustainable mobility).

URW's carbon performance with regard to the transport target is presented in Section 2.1.4.1 Summary of the Group's CSR performance.

– REDUCE SCOPES 1 AND 2 EMISSIONS BY -65% BY 2030

As part of its work with the SBTi in 2020, the Group has also set a target covering GHG emissions from the operations under the Group's direct control (Scopes 1 and 2). In addition to its existing Better Places 2030 carbon reduction targets, the Group commits to reduce absolute emissions from Scopes 1 and 2 by -65% between 2015 and 2030.

This new target has been approved by the SBTi, in connection with the target to reduce absolute Scopes 1, 2 and 3 GHG emissions by -50% by 2030 from a 2015 base year, with a 1.5°C pathway alignment, the most ambitious goal of the Paris Agreement (minimum 4.2% linear annual reduction from 2015 to 2030).

The levers identified to reach the Group's carbon reduction target from operations (reduce emissions from operations by -80% by 2030) will actively participate in the achievement of this new target.

URW's carbon performance with regard to the Scopes 1 and 2 target is presented in Section 2.2.1.2 Carbon assessment.

– REDUCE EMISSIONS FROM EVENTS BY -50% BY 2030 (VIPARIS)

In line with its CSR strategy, Better Events 2030, Viparis took a new commitment during the COP 26 in Glasgow in 2021 by signing the Net Zero Carbon Events initiative. Through this initiative, launched by the Joint Meetings Industry Council, all stakeholders in the events industry commit to halve their GHG emissions by 2030 and to achieve net zero GHG emissions by 2050.

In line with the Paris Climate agreements, this commitment enhances Viparis' ambition to reduce its carbon footprint with four engagements:

- By the end of 2023, to define a trajectory to achieve an intermediate target of -50% reduction in global GHG emissions by 2030, before reaching net zero emissions by 2050, according to the methodology to be defined in future workshops under the initiative;
- Work with the entire value chain (partners, suppliers and customers) to achieve these targets;
- Measure and track GHG emissions in line with industry best practice; and
- Report on progress at least every two years.

Viparis' CSR strategy Better Events 2030, is presented in Section 2.1.3.2 Better Events 2030 – Viparis CSR strategy.

2.2.1.2 CARBON ASSESSMENT

– METHODOLOGY

The method used for quantifying Group emissions is in line with the ISO 14064-1 standard, the GHG protocol guidelines and the Bilan Carbone® methodology of ADEME (*Agence de l'Environnement et de la Maîtrise de l'Énergie*, or French Environment and Energy Management Agency), and is subject to specific methodological guidelines (see Section 2.6.1 Unibail-Rodamco-Westfield's reporting methodology).

The sources of emissions included in the Group's total carbon footprint are broken down per Scope and influence level in the table hereafter.

The Group calculates its carbon footprint on an extended Scope 3 basis, which is outlined in this table, measuring the major indirect emissions across its entire value chain. To reflect the Group's business activities in the most accurate manner, including the interactions between the company and its stakeholders, Scope 3 has been further broken down into two categories:

- Scope 3 managed: URW's operational control; and
- Scope 3 related: Responsibility of stakeholders that URW can influence but does not control directly.

SCOPES 1 AND 2

Scope 1	Direct emissions from stationary combustion: gas and fuel consumption in common areas
	Direct emissions from mobile combustion: fuel used for company vehicles
	Direct fugitive emissions: leaks of refrigerant gas/fluid
Scope 2	Indirect emissions linked to electricity consumption in common areas (linked to production only)
	Indirect emissions from cold or hot steam consumption (centralised cooling and heating provided by district heating and cooling networks)

SCOPE 3

Scope 3 managed URW's operational control	Emissions from energy production not included in Scopes 1 and 2 (extraction, production and transport of fuel, electricity, hot and cold steam): transport and upstream distribution of energy consumed by common areas
	Purchased products and services: expenses for daily operation of sites, such as cleaning, maintenance, security, waste management, energy and fluid provision, marketing expenses (OPEX), office supplies (headquarters)
	Capital equipment: IT equipment on site, company vehicles
	Waste: on-site waste management
	Employee commuting: URW employees' transportation from home to work
	Business travel: URW employees' business travel by plane, train and taxi
	Investments: Expenses related to development projects
Scope 3 related Stakeholders' responsibilities	Visitor and customer transport: upstream and downstream travel of visitors, customers and/or occupants to the Group's shopping centres and offices
	Downstream leased assets: electricity consumption of private areas (production, transportation and distribution)

The following items are excluded from the Group carbon footprint, either because they do not apply to the Group's business, or because the Group cannot influence them significantly: direct emissions from processes excluding energy; biomass emissions (soil and forests); upstream transport of goods (emissions included for Viparis only); upstream leased assets; downstream transport of goods; use of sold products; end of life of sold products; downstream franchised assets; and other indirect emissions.

– RESULTS: GROUP CARBON FOOTPRINT EXCLUDING VIPARIS

GHG emissions are preferably expressed according to the "Market-Based" method (suppliers' emissions factors) in order to highlight the efforts made in selecting the Group's energy suppliers.

However, to take into account the expectations of various stakeholders, results are also expressed according to the "Location-Based" approach (countries' emissions factors) in this section. Further in the document, all results related to GHG emissions are presented according to the "Market-Based" method, unless explicitly stated otherwise.

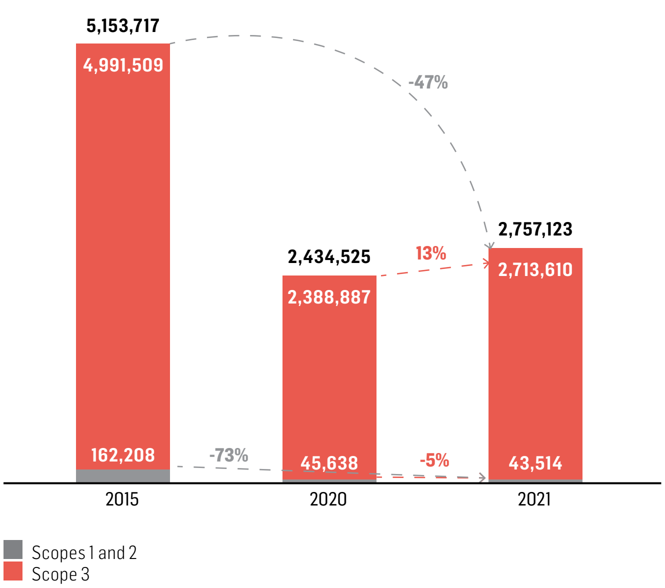
The carbon footprint for 2015 is the baseline for tracking the carbon-related objectives of the Better Places 2030 strategy. The 2015 Group carbon footprint baseline and the Group carbon footprint evolution in 2020 and 2021 are presented hereafter. Measured results for 2021 continue to reflect the impact of the COVID-19 health crisis, which resulted in restrictions affecting mostly the beginning of the year and an average closure period for the Group's assets of 62 days.

2015, 2020 AND 2021 GROUP CARBON FOOTPRINT FOLLOWING "MARKET-BASED" AND "LOCATION-BASED" METHODS

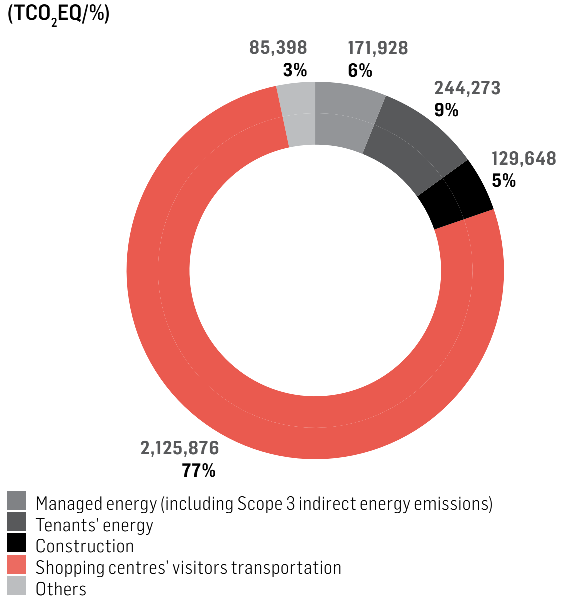
	Carbon footprint (TCO_2eq)	
	"Market-Based" method	"Location-Based" method
2015 - Scope 1	26,868	26,868
2015 - Scope 2	135,340	168,927
Sub-total 2015 - Scopes 1 and 2	**162,208**	**195,796**
2015 - Scope 3	4,991,509	4,991,764
TOTAL 2015 (baseline)	**5,153,717**	**5,187,559**
2020 - Scope 1	21,271	21,271
2020 - Scope 2	24,367	120,946
Sub-total 2020 - Scopes 1 and 2	**45,638**	**142,217**
2020 - Scope 3	2,388,887	2,487,620
TOTAL 2020(1)	**2,434,525**	**2,629,837**
2021 - Scope 1	22,597	22,597
2021 - Scope 2	20,916	114,547
Sub-total 2021 - Scopes 1 and 2	**43,514**	**137,144**
2021 - Scope 3	2,713,610	2,745,721
Of which Scope 3 managed	343,460	350,682
Of which Scope 3 related	2,370,149	2,395,039
TOTAL 2021	**2,757,123**	**2,882,865**
2021/2015 CHANGE (%)	**-46.5%**	**-44.4%**

(1) 2020 data was updated in 2021 to take into account minor calculation gaps and updates in the Scope 3 calculation methodology (see Section 2.6.1.5 Continuous improvement of definitions and data quality improvement).

GROUP CARBON FOOTPRINT EVOLUTION – MARKET BASED (TCO_2EQ)



BREAKDOWN OF THE 2021 GROUP CARBON FOOTPRINT BY ACTIVITY (TCO_2EQ/%)



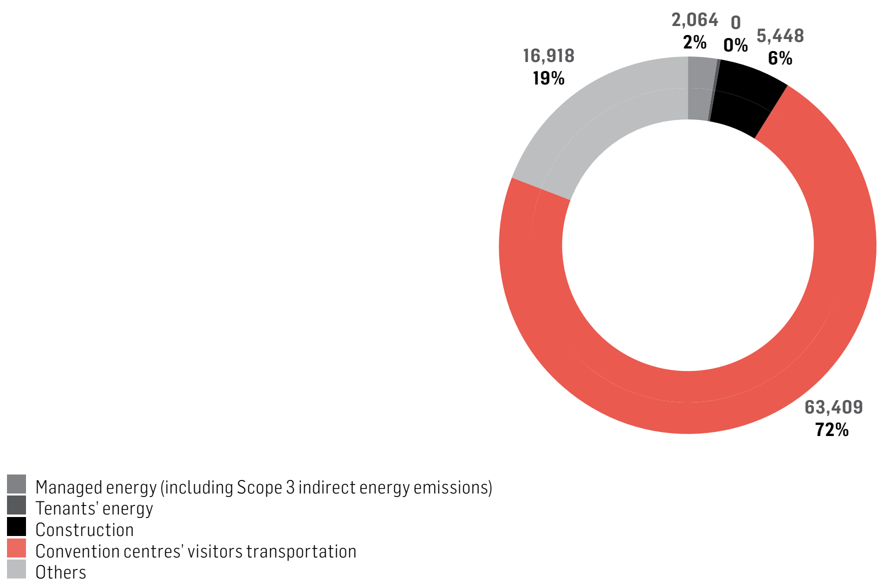
– RESULTS: VIPARIS CARBON FOOTPRINT

The carbon footprint of Viparis is presented below on Scopes 1, 2 and 3 following the "Market-Based" and "Location-Based" methods.

2021 VIPARIS CARBON FOOTPRINT FOLLOWING "MARKET-BASED" AND "LOCATION-BASED" METHODS

	Carbon footprint (TCO_2eq)	
	"Market-Based" method	"Location-Based" method
2021 - Scope 1	480	480
2021 - Scope 2	1,294	1,379
2021 - Scope 3	86,065	86,065
TOTAL 2021	**87,839**	**87,924**

BREAKDOWN OF THE 2021 VIPARIS CARBON FOOTPRINT BY ACTIVITY (TCO_2EQ/ %)



– FOCUS ON SCOPES 1 AND 2 EMISSIONS FROM THE OPERATION OF BUILDINGS

As part of its proactive policy on efficient building operation, capitalising on its long-standing commitments in this field and in line with its Better Places 2030 strategy, in which the Group targets to improve the energy efficiency of its standing assets by 30% between 2015 and 2030, the Group is monitoring GHG emissions from the energy consumption of the operations of its owned and managed buildings (common areas and common equipment). This contributes to the Group target of reducing GHG emissions from its operations by 80% between 2015 and 2030.

To manage the carbon performance of its operational activities, the Group has set indicators to measure the intensity of GHG emissions per areas (sqm) for each of its operated shopping centres and offices, and per areas occupied per days of occupancy (sqm DOCC) for its operated convention and exhibition venues. This makes it possible to analyse a building's overall carbon efficiency on a comparable basis, depending on its purpose and scope.

GHG EMISSIONS FROM ENERGY CONSUMPTION OF STANDING ASSETS (SCOPES 1 AND 2) (TONNES OF CO_2 EQ)[1]

GHG emissions (CO_2, CH_4, N_2O, etc.) converted into CO_2 equivalent ("CO_2eq") generated by the energy purchased and managed by the site manager over the year (Scope 1: natural gas, Scope 2: electricity, district heating and cooling networks).

	Retail	Office	Convention & Exhibition
2021 total	**35,505**	**469**	**790**
of which direct emissions - Scope 1	*15,057*	*0*	*247*
of which indirect emissions - Scope 2	*20,448*	*469*	*543*
2020 Like-for-like	32,835	394	2,330
2021 Like-for-like	35,098	469	790
2021/2020 CHANGE (%)	**7%**	**19%**	**-66%**

The Group policy regarding renewable electricity purchase enables it to reduce its operations' carbon footprint year on year. It also allows the Group to encourage producers to invest in the development of clean technologies by increasing market demand for these energy sources.

CARBON INTENSITY LINKED TO THE ENERGY CONSUMPTION OF STANDING ASSETS (SCOPES 1 AND 2) BY AREA FOR SHOPPING CENTRES AND OFFICES (kgCO_2EQ/SQM/YEAR), AND BY USAGE FOR CONVENTION & EXHIBITION VENUES (gCO_2EQ/SQM DOCC[2]/YEAR)

	Retail *(kgCO_2eq/sqm)*	Office *(kgCO_2eq/sqm)*	Convention & Exhibition *(gCO_2eq/sqm DOCC)*
2021 TOTAL	**8.2**	**9.6**	**85.3**
2020 Like-for-like	7.9	5.5	304.3
2021 Like-for-like	8.3	9.6	85.2
2021/2020 CHANGE (%)	**4%**	**73%**	**-72%**

Other than GHG emissions from the energy consumption of its buildings, the main item of the Group's direct GHG emissions related to the operation of its buildings is from the leak of refrigerants from cooling appliances maintained by the property managers of sites owned and managed by the Group.

GHG EMISSIONS GENERATED BY LEAKS OF REFRIGERANT FLUIDS (TONNES OF CO_2EQ)

	Total (all assets)
2021 GHG emissions linked with refrigerants leaks	7,329

(1) These emissions are expressed based on emission factors for each source of energy using the "Market-Based" method of the GHG protocol, according to which these factors depend on the type of energy consumed (electricity, natural gas, etc.), the country, the supplier and the nature of the energy product (energy from fossil fuels or renewable sources). These are specific factors associated with the contractual commitments between the supplier and property manager which do not necessarily reflect emissions from energy delivered by the grid but valorise and focus on the production and purchase of energy that is certified as generated from renewable sources.
(2) Areas occupied per days of occupancy.

In 2021, the carbon intensity linked to the energy consumption (Scopes 1 and 2) of the Group's shopping centre portfolio (CO_2 eq/sqm) increased by 4% compared with 2020 on a like-for-like basis. This was mainly due to the reopening of the shopping centres (with an average closure period for the Group's assets of 62 days in 2021 compared to 93 days in 2020). Nevertheless, this increase was limited thanks to:

- A continued improvement in the energy efficiency level of the owned and managed shopping centres portfolio between 2020 and 2021: despite a 4% increase of the energy consumption, there was only a 1% increase in energy intensity on a like-for-like basis between 2021 and 2020;
- The accomplished transition towards electricity between renewable sources under the Better Places 2030 programme, which largely contributed to this reduction: in 2021, shopping centres, offices and convention and exhibition venues in Europe are 100% powered by electricity from renewable sources. In the US, in 2021, shopping centres are now 100% powered by electricity from renewable sources (see Section 2.2.3.4 Energy management).

2.2.1.3 CLIMATE RISK MANAGEMENT AND ADAPTATION TO CLIMATE CHANGE

The Group's Risk Management Framework is presented in Chapter 6 "Risk factors and internal control". CSR risks were analysed at Group level (see Section 2.1.2.2 CSR risks and opportunities); this section presents a detailed analysis of the climate change risks for the Group.

On top of addressing climate change mitigation (see Section 2.2.1.1 Climate change strategy), Better Places 2030 also addresses climate change adaptation through the resilience of its assets to climate change. The Group targets for 100% of its development projects to include long-term climate risks, while minimising resource use and maintaining user comfort by 2025, and for 100% of its standing assets to include a climate change risk plan by 2022.

The effects of climate change on URW's portfolio will vary depending on the region and the asset. The scale and severity of changes will determine the extent of the impact, as will factors such as age, location, construction methods, asset operational efficiency, local infrastructure quality and capacity.

In 2019, the Group commissioned a climate change risk assessment study covering all standing assets as well as the development pipeline. In line with TCFD (Task Force on Climate-Related Financial Disclosures) recommendations, this study covered both transitional (policy and legal, technology, market) and physical risks (chronic ones: precipitation, temperature, drought and sea level rise) and was based upon IPCC (Intergovernmental Panel on Climate Change) scenarios RCP4.5 and RCP8.5, with different time horizons: Short term 2030, Medium term 2050 and Long term 2100. The methodology for physical risks was based on assessing each existing asset with exposure, sensitivity and adaptive capacity grades to end up with a final physical vulnerability score. The methodology for transition risks was based on local surveys and data collection from specific asset locations.

The climate change risk assessment enabled URW to have a clear global view on the future risks of climate change for its portfolio, which will help the Group to design relevant climate change adaptation plans for standing assets in 2022, as the Group committed in Better Places 2030. In addition, URW performed its first CRREM study (Carbon Risk Real Estate Monitor) in 2020 to analyse stranding risks across its portfolio. The analysis was done on the European portfolio, only for shopping centres and offices; the United States and exhibition centres are not yet available in the tool. Results are encouraging, as with the 2019 portfolio, less than 5% of assets (in gross floor area) are considered as stranded assets in 2030 and less than 30% in 2050 (using the "Market-Based" method and common-areas energy consumptions). It must be noted that this is a purely theoretical approach that does not integrate any further reduction measures that are planned in the next ten to 30 years and that was based on 2019 energy consumptions.

Furthermore, and on a shorter time horizon, the Group complies with regulatory requirements in each region with regard to flooding risks, water management, and drainage systems for exceptionally heavy rainfall.

Regarding development projects, specific requirements including the realisation of a study on adaptation to climate change covering physical risks, comfort and energy efficiency topics are already integrated in the Sustainability Brief (see Section 2.2.2.1 Environmental Management System (EMS)).

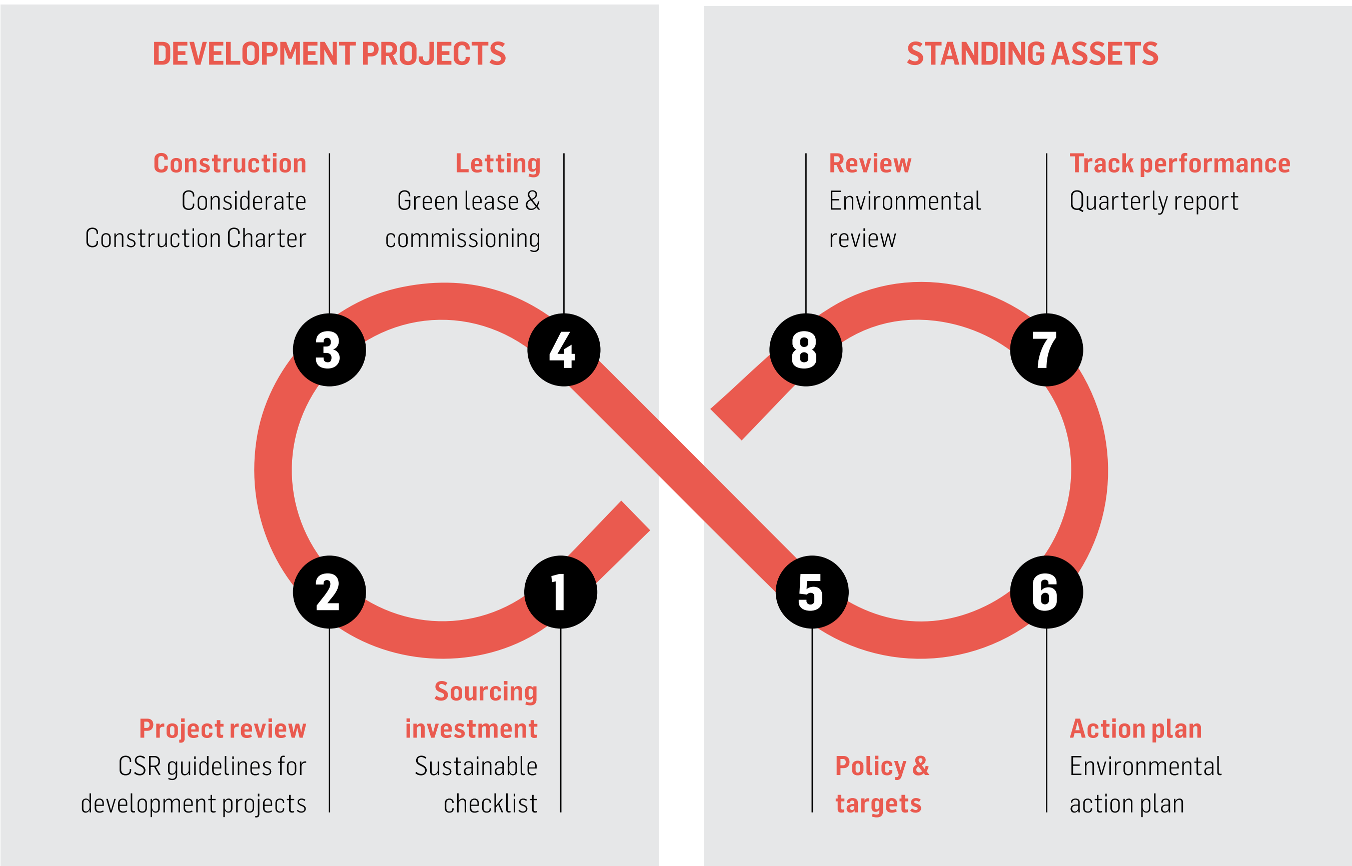
URW's due diligence process for acquisitions and greenfield/brownfield development projects covers the analysis of risks and opportunities related to financial and operational issues. For example, the process includes a complete audit of technical, regulatory, environmental and health and safety performance. The potential financial impact of identified risks is taken into account during the due diligence phase. Issues covered include risks associated with climate change, soil pollution, protection of wetlands, asbestos, legionella and electromagnetic radiation.

2.2.2 DESIGN SUSTAINABLE BUILDINGS

2.2.2.1 ENVIRONMENTAL MANAGEMENT SYSTEM

The Group's environmental strategy relies on an Environmental Management System ("EMS"), aiming at reducing the environmental impacts of its assets from initial design through to daily operation.

GROUP ENVIRONMENTAL MANAGEMENT SYSTEM



The Group has defined and monitors several indicators to manage the environmental performance of its standing assets and development projects, in line with the objectives of its CSR strategy. Some of them are incorporated into five-year budget review processes for standing assets and development projects to ensure alignment between CSR objectives and business decisions.

– EMS FOR DEVELOPMENT PROJECTS

The EMS ensures that all development projects, whatever their size or type, are designed in the most sustainable way in the long term and in accordance with the Group CSR strategy in order to minimise their environmental impact. For each project, the EMS covers all four stages of the development process and involves several departments, notably Development, Security, Technical, Operations, Leasing and on site shopping centre Management teams:

- **Acquisition audit:** Sustainability and risks related to climate change are analysed and evaluated during the Group's due diligence process;
- **Project reviews:** At key milestones during the design of the project, the latter is assessed using the Group's Sustainability Brief to ensure compliance with the Group CSR strategy;
- **Construction:** The project contractor agrees to abide by the Group's Considerate Construction Charter, which is designed to limit the social and environmental effects of the construction process; and
- **Commissioning:** A commissioning process is followed to ensure that buildings' technical installations perform efficiently (settings and operating instructions), and that maintenance suppliers in charge of operations and running technical installations as well as shopping centre Management teams are properly trained.

As part of the EMS, a Group-wide community of "CSR champions" in the development teams was created in 2019 to ensure best practice sharing across countries. The community is led by the Group corporate CSR team (see Section 2.1.5.2 Governance of CSR and of the Better Places 2030 programme). In 2021, the community shared experiences and good practices regarding the CSR performance of their development projects, reviewed and validated the Group's new guidelines (CSR Guidelines for development projects), hosted external speakers (architect and technical consultants) and presented to the others the best environmental innovations they implemented in their respective projects. The animation around CSR objectives is key in progress towards the 2030 objectives.

– PROJECT DESIGN AND REVIEW STAGE

In 2019, the Sustainability Brief was developed in collaboration with the Development teams to operationally translate the Better Places 2030 objectives for development projects. The Sustainability Brief applies to new developments and extension & renovation projects Group-wide. It sets minimum requirements applicable to all projects and additional specific requirements for large projects[1].

Requirements for all projects include, among others:

- Zero waste to landfill for future operation;
- 100% of timber with FSC (Forest Stewardship Council) or PEFC certification (Programme for the Endorsement of Forest Certification) for both works and the building itself; and
- Divert demolition, strip-out and construction waste from landfill with at least a 70% waste recovery rate (target raised since 2019).

Requirements for large projects include, among others:

- Minimum environmental certification level to obtain: BREEAM "Excellent" for projects in Europe or LEED Gold in the US;
- Passive and/or renewable energy solutions to be studied (technical-economic study) in order to cover a minimum 10% reduction in conventional energy consumption or carbon reduction on the project;
- Undertake a feasibility assessment of bio-sourced materials for structural elements;
- Undertake a long-term climate risks analysis, while minimising resource use and maintaining user comfort; and
- Integrate at least two circular economy "concepts" from the Group's Circular Economy Framework, based on a technical- economic study.

During key milestones in the design phase of the project, CSR reviews are made:

- To ensure that all the minimum requirements of the Sustainability Brief are included in the project brief; and
- To study variants to improve the environmental performance of the project in line with Better Places 2030 objectives.

A specific assessment tool has been created in 2020 to ensure that specific requirements are handled by project teams at the project phase. The Sustainability Brief and the assessment tool have been updated in 2021 to take into account the feedbacks received by the Group's employees and CSR champions.

Circular economy

As part of its Better Places 2030 strategy, the Group commits to having 100% of its development projects to integrate a circular economy design solution by 2025.

In answer to this commitment, a specific requirement to "integrate at least two circular economy "concepts" from the Group Circular Economy Framework, based on a technical-economic study" has been added to the Group's Sustainability Brief in 2020, and is now closely monitored during project reviews among other topics.

In 2020, the Group launched its Circular Economy Framework to guide the Development teams in the incorporation of circular economy design solutions in their projects. This practical framework allows the teams to better understand and apply the right circular economy solution for their projects. The development project Michelet (France) is considered as a pilot for the Group to test its Circular Economy Framework. This project has undertaken a resource audit prior to its refurbishment to identify the materials that could be reused on site or off site, and some of them have been sold online for a second life. Thanks to the reuse of materials in the Michelet project, 30 tonnes of equivalent CO_2 emissions and 21 tonnes of waste were saved. The adaptability and flexibility of the Triangle project (Paris region) will allow the tower to change its use from office to residential or hotel in order to match with future needs. In 2021, several initiatives led in France on existing shopping centres allowed the reuse or recycle of tenants' furniture after their departure. This has been the case in Westfield Euralille, Westfield Carré Sénart and Westfield La Part-Dieu.

Energy and carbon

URW was the first commercial real estate company to commit to wide-scale reduction of its carbon footprint, including development projects. As part of its Better Places 2030 strategy, from 2017, the Group systematised the assessment of the carbon footprint of its large development projects from the design phase via a dynamic approach, based on a Life Cycle Assessment (LCA) combined with the thermal simulations that have historically been performed on the projects. This is also fully incorporated in the Group's Sustainability Brief as a requirement for large projects to perform a LCA at early design stage and update it until delivery. Due to the lack of specific worldwide guidelines, with the assistance of an independent expert, the Group created a customised methodology and tools to assess the carbon footprint of its development projects, which was based on existing standards and adapted to correspond to the specific attributes of the shopping centres and offices developed by the Group.

(1) Europe retail: Total investment cost (TIC) > €50 Mn or GLA > 10,000 sqm; US retail: TIC > $100 Mn or GLA > 20,000 sqm; Others: TIC>$/€40 Mn.

Since 2017, the Group's Development teams have been trained in using this methodology and applying these targets to ensure that the carbon performance of projects is fully taken into account at design stage.

In this respect, 75% of development projects(1) had conducted an LCA analysis in the concept design stage or the feasibility phase (equivalent RIBA stage 2) as at 2021 year end.

This comprehensive approach to assessing projects throughout different project stages (construction and operation) supports the policy of reducing the carbon footprint of the Group's projects and helps in making the best construction, technical and energy choices through a multi-criteria approach (capital expenditures, costs, carbon emissions in construction and in operation, aesthetics and sustainability).

As an illustration, the Triangle project (France) fully embodies the Group's ambitious environmental performance goals, guaranteed by "Exceptional" HQE, "Excellent" minimum BREEAM, and Effinergie certifications and labels. In 2021, a specific study was conducted, to analyse the full carbon impact of the project, considering both the construction and operational phases. This approach is going to be progressively generalised within the Group to highlight and limit the future impact of transport during the operational phase, at the earliest stages of development projects.

Water and waste

The Group's development projects are built in line with the Sustainability Brief, the Considerate Construction Charter and the BREEAM and LEED certifications water and waste management requirements.

In particular, these recommendations include:

- Good practice and clear technical steps on how to achieve water efficiency right from the design stage, in particular, in the choice of equipment installed (toilets, urinals, fire extinguishers, sprinkler systems, cooling systems, etc.);
- Integration of zero waste to landfill requirements for future operations, mandatory by 2025 as per Better Places 2030; and
- A feasibility study at an early stage for on site treatment of waste needs to be undertaken (e.g. through composting).

Pollution and environmental risk management

The Group complies with all applicable environmental legislation across all its activities. The Group's acquisitions and developments are covered by the policy of risk management and subject to health & safety and environmental risk analysis.

As such, the Group's acquisition process incorporates an assessment of technical, regulatory, health & safety and environmental risks, including soil pollution, wetland protection and climate change, as part of its pre-acquisition due diligence. For greenfield/brownfield projects, the Group complies with all applicable regulation regarding health, safety and environmental matters. An assessment of the environmental impact of each project is carried out at a very early stage.

There is no provision for environmental risk in the Group's accounting in 2021.

– SUSTAINABLE CONSTRUCTION

Since 2011, the Group's Considerate Construction Charter is applied to all greenfield/brownfield construction, renovation and extension projects in continental Europe. It describes the Group's requirements and recommendations intended to optimise its worksites' environmental quality while minimising pollution for the contractors working on site, the neighbouring area and the natural environment. The application of the charter to all construction contractors has been a specific requirement of the Sustainability Brief since 2020, and is therefore enforced throughout the Group.

The Considerate Construction Charter includes the following requirements:

- Using 100% of timber for development, extension and renovation projects from certified, sustainably managed forests with FSC or PEFC certification, including for works;
- Providing information to people living nearby and limiting traffic disruptions;
- Training and informing employees of construction companies;
- Ensuring proper management of risk and hazardous product handling;
- Ensuring at least 70% of waste recycling (material recovery) by weight, and clear traceability of all waste managed;
- Managing and limiting noise and visual pollution, as well as the risk of soil, water and air pollution; and
- Monitoring resources in order to reduce resource consumption.

NUMBER AND SHARE OF DEVELOPMENT PROJECTS THAT IMPLEMENT A CONSIDERATE CONSTRUCTION CHARTER

	2021
Number of development projects that implement a Considerate Construction Charter	12
Share of development projects that implement a Considerate Construction Charter	100%

(1) Committed development projects as at January 1, 2021 over Compliance Book area and investment cost thresholds.

Pollution prevention

Moreover, the Group ensures that the action plans and preventative measures are implemented by contractors during construction.

SOIL POLLUTION AND SITE REMEDIATION

Annual (for current year) monetary expenses for soil decontamination/site remediation and volumes that have been detoxified.

	2021
Monetary expenses in soil decontamination (*k€*)	506
Volumes concerned (*m*³)	18,354

Health and safety on work sites

The construction contractors overseen by the Construction Management Contractor are contractually required to make the necessary provisions for site safety and comply with the relevant Health and Safety legislation.

The Management Contractor's teams develop the technical requirements provided to contractors within the tendering process. These include specific safety requirements, as well as the applicable Health and Safety standard a successful bidder must comply with. Tender submissions that do not comply with the technical requirements and the applicable Health and Safety standards are disqualified from the tendering process.

During the construction phase, site health, safety and security is continuously monitored by the Management Contractor's teams.

Health and Safety Coordinators are appointed in various countries where the Group is active. They are employed by the Construction Manager, with a principal function to coordinate health and safety matters between the various stakeholders.

2.2.2.2 ENVIRONMENTAL CERTIFICATIONS OF BUILDINGS UNDER DEVELOPMENT

URW, as part of its strategy for development projects set up in the Sustainability Brief, targets an environmental certification for all of its large new greenfield/brownfield construction, refurbishment and extension projects: BREEAM in Europe and LEED in the US. URW aims to achieve a minimum level of "Excellent" (BREEAM) or "Gold" (LEED) for its large development projects.

Other environmental certifications are obtained, when relevant to the real estate leasing or investment markets, such as HQE certification in France (High Environmental Quality, the French standard certification scheme for sustainable constructions) or DGNB (*Deutsche Gesellschaft für Nachhaltiges Bauen*) in Germany for the Offices portfolio.

In 2021, the Group confirmed its leading position in terms of environmental certification by obtaining a BREEAM design stage certificate for La-Part-Dieu extension and renovation project with a level of "Excellent" and a BREEAM post construction stage certificate for the Trinity office tower, with a level of "Excellent" as well.

In addition to securing the "Excellent"/"Gold" level under BREEAM/LEED respectively, all large projects need to undertake a technical and economic feasibility study to reach the BREEAM "Outstanding" or LEED "Platinum" level, as applicable, as mentioned in the Sustainability Brief.

SHARE OF DEVELOPMENT PROJECTS THAT ARE IN AN ENVIRONMENTAL BUILDING CERTIFICATION PROCESS

Among committed projects

	2021
Share of development projects that are in an environmental building certification process	67%

NUMBER OF DEVELOPMENT PROJECTS THAT OBTAINED A DESIGN STAGE ENVIRONMENTAL CERTIFICATE

Among committed projects

	2021
Number of development projects that obtained a design stage BREEAM/LEED certificate	5
Share of development projects that obtained a design stage BREEAM/LEED certificate	42%

2.2.2.3 CONSTRUCTION MATERIALS

– REDUCING CARBON IMPACT OF CONSTRUCTION MATERIALS

As part of its pioneering commitment to reducing its construction carbon footprint by -35% between 2015 and 2030, the Group focusses on the choice and use of the materials for its development projects. Specifically, it involves:

- Adopting a "lean material construction" approach right from the design phase (structure, façade, false ceilings, fixtures and fittings, etc.);
- Using new solutions and optimised low-carbon materials (low-carbon cement and concrete, bio-sourced materials, recycled materials, etc.);
- Asking subcontractors to put forward alternative solutions with low-carbon content; and
- Adopting a purchasing policy that includes criteria for the carbon content of products and construction materials (requiring environmental and Health and Safety certification – Environmental Product Declarations).

In 2019, the Group also developed guidelines on low-carbon interior design to help from the very beginning the interior architect design teams to choose the best material options for interior design of shopping centres based on their carbon performance.

The Group's priority is to work towards reducing the carbon impact of the most significant items, beginning with the structure and foundations of the building. The Group studies the use of low-carbon cements for all current development projects.

On the mixed-use project *Ateliers Gaîté*, URW is working closely with Hoffman Green Cement Technologies to incorporate an innovative cement which has a carbon footprint reduction of more than 75% compared with traditional cement. The project also includes a residential property using timber construction and using bio-sourced materials to reduce indirect construction-related emissions.

The Group also works on reducing indirect (Scope 3) carbon emissions generated by construction activities: the project Westfield Hamburg focused on reducing the use of trucks during the construction phase. For this purpose, a concrete mixing plant was installed on site and ships were used to evacuate 20% of the excavated soil.

Circular economy solutions can also lead to carbon savings, through material reuse for example (see Section Circular Economy in 2.2.2.1 Environmental Management System (EMS)).

– A RESPONSIBLE SUPPLY CHAIN

URW is committed to ensuring responsibility in its upstream supply chain (development activities).

The Sustainability Brief and the Considerate Construction Charter specify that 100% of timber used in development, extension and renovation projects must be from certified, sustainably managed forests with FSC or PEFC certification. Besides, as part of the certification process (prerequisite for BREEAM and optional for LEED), the sourcing of wood used during construction is verified and validated. The Group aims to obtain "post-construction" final certification according to the BREEAM or LEED standards for as many projects as possible.

The Sustainability Brief requirements are specified in tender documents for construction projects and all contractors are asked to abide by its terms. Also, in all its European contracts, the Group requires from the contractors to do their best efforts to reduce the carbon footprint of the project and the design project managers are asked to pay closer attention to this contractual requirement.

2.2.2.4 COMFORT, HEALTH, WELL-BEING AND PRODUCTIVITY FOR USERS OF BUILDINGS

Comfort and well-being issues are a determining factor in the Group's technical and architectural choices for development, refurbishment and extension projects (e.g. façades, glass roofs, interior finishes, heating, ventilation and air-conditioning equipment, lighting, occupant control methods, etc.). The Group's technical specifications for new developments, renovation and extension projects provide clear steps on how to achieve comfortable and safe spaces, based on thermal, visual and acoustic, and interior air quality.

In new development projects, façades are designed to achieve a balance between thermal performance rating (insulation value, solar factor), carbon performance and visual comfort (daylight illumination, glare control).

The acoustics of spaces are also designed to provide the best solutions to reduce technical equipment noise levels, to reduce noise levels passing through façades, and to improve interior sound absorption and insulation between premises. Interior surfaces are selected on the basis of their volatile organic compound emissions thresholds, as set by BREEAM or LEED certifications, which require the use of construction products that abide by the best practices in each country, (for example, A and A+ labelling in France). These recommendations also appear in the specifications for developing stores in shopping centres.

Moreover, during the design phase of new large development projects, comfort and well-being are evaluated using dynamic thermal simulation to ensure best levels of comfort during operation. In order to assess the climate change resilience of projects, the same simulations are also done using future climate change scenarios. Projects must be adapted (or explain how they can easily adapt) to the expected levels of comfort.

The Group works in close cooperation with tenants to provide comfortable and safe spaces. Green leases and Sustainable Development Committees set up with tenants raise awareness of issues amongst the various stakeholders, and set out tenants' responsibilities for the final fitting-out of the spaces provided by the landlord.

2.2.3 IMPROVE ECO-EFFICIENCY

2.2.3.1 ENVIRONMENTAL MANAGEMENT SYSTEM (EMS)

– EMS FOR EXISTING ASSETS

The EMS is implemented across the whole owned and managed portfolio. This pragmatic and dynamic EMS, based on an environmental continuous improvement approach (ISO 14001), ensures that the Group is able to meet its annual and long-term targets and supports URW's continuous improvement for each area covered by the Group's CSR policy. This includes climate change and resource use. It completes the development projects' EMS, as part of the overall policy of managing the environmental quality of the Group's assets throughout their life cycle (see Section 2.2.2.1 Environmental Management System (EMS) – EMS for development projects).

The EMS system is based on four steps of the environmental performance management process: target setting, establishing an environmental action plan, measuring results and reviewing the performance:

- Group policy and targets: Targets are set each year for every owned and managed asset in line with the Group's long-term targets and with the specific characteristics of each individual site;
- Environmental action plan: An action plan covering key topics such as energy, GHG emissions, water, waste, transport and stakeholders is implemented and challenged for each managed site. On a daily basis, asset technical managers ensure the environmental performance and monitoring of operations and implement the rollout of the asset environmental action plans. Additional external technical reviews commissioned by technical teams may also be conducted at asset level when a specific expertise is required, for example, waste or energy audits;
- Quarterly report and Registration Document: Performance is measured and assessed on a quarterly basis at the site, region and Group levels. A corrective action plan is implemented in case of deviation; and
- Review: At asset level, the Group conducts internal environmental performance reviews. These reviews are conducted at least on an annual basis by the teams in charge of environmental sustainability at platform levels and with the Group CSR team. Achievements against targets are reviewed on these occasions.

The Group sets itself ambitious targets in terms of asset certification under the BREEAM In-Use standard (see Section 2.2.3.2 Environmental certifications of buildings during the operation phase). This international standard was applied to the Group's assets in 2011 to promote the quality of their environmental management and related performances for visitors, tenants and local communities.

Additionally, two of the Group's shopping centres in the UK, Westfield Stratford City and Westfield London, have been certified under the ISO 14001 environmental management standard since 2013 and 2015, respectively.

Regarding convention and exhibition venues, the Viparis subsidiary is ISO20121 certified, recognising its Social and Environmental Responsibility management system, specific to events businesses. Viparis' ISO 20121 certification, obtained for the first time in 2014 for all of its sites and all of its business activities, illustrates the Group's trailblazing and proactive CSR commitment: Viparis became one of the first global players in the events industry to win this stringent certification, which constitutes a distinctive competitive advantage, ensuring transparent and improved business practices. In January 2021, Viparis' ISO 20121 certification was renewed by Bureau Veritas for another three years.

2.2.3.2 ENVIRONMENTAL CERTIFICATIONS OF BUILDINGS DURING THE OPERATION PHASE

URW aims to obtain operational environmental building certifications for 100% of its owned and managed shopping centres and offices worldwide, and maintain the high level of the certifications obtained.

Following the best industry standards, the Group started in 2021 to certify its assets (certification renewals and new certifications) under the latest version of the BREEAM In-Use framework: this “version 6” comes with improved features for driving environmental performance and occupant health and well-being, with added emphasis on resilience to climate change, social value and circular economy principles.

During the year 2021 and until February 2022 (to account for the seven certificates received with delay from the BRE), the Group had 52 assets BREEAM In-Use certified for Building Management (Part 2). Among those 52 assets certified, 50 shopping centres and two office buildings, accounting for a total certified area of over 4 million sqm. This represents a share of 72% of the Group’s standing portfolio in number of assets (retail and office assets), and a coverage of 78% in surface area.

– RETAIL

Among those certified assets, 17 shopping centres obtained a BREEAM In-Use re-certification in Europe (assets certified in 2018 for which the certificate has been renewed three years later).

In the US, the Group started to roll out the BREEAM In-Use certification (version 6) in its shopping centres in 2020, with two shopping centres certified: Westfield Century City (Good), Westfield Valley Fair (Good). Two new shopping centres obtained their BREEAM In-Use certification in 2021: Westfield Garden State Plaza (Very Good), Westfield UTC (Very Good), leading to a total of four US assets certified at 2021 year end.

Among the total of 52 certified assets, 50 are owned and managed shopping centres certified under BREEAM In-Use, of which 12 were rated “Outstanding” for Building Management (Part 2).

Certified shopping centres account for over 4 million sqm consolidated GLA and correspond to 72% of the Group owned and managed shopping centres portfolio in number of buildings, and to a 78% BREEAM In-Use certification coverage in surface area. In detail, 96% of the Group’s continental European shopping centres and 15% of the Group’s US shopping centres are certified, in number of buildings.

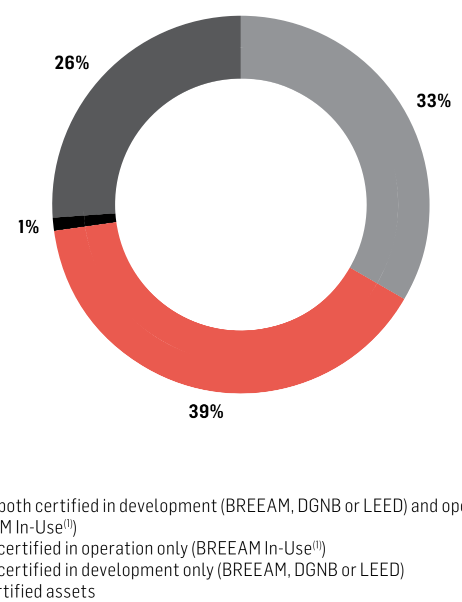
In terms of European comparison, 89% of the BREEAM In-Use certificates awarded to the Group’s shopping centres in Europe achieved the “Excellent” or “Outstanding” level for Building Management (Part 2), compared with an average of just 28%(1) for the European Retail Real Estate market(2). This confirms the superior environmental performance of the Group’s assets despite the diversity of the portfolio in terms of size, age and location.

(1) In 2020.
(2) Source: BRE Global “BREEAM In-Use” data – Retail assets certified under Part 2 under BRE Global (International), ITG (Spain), NGBC (Netherlands) & TUV (Austria & Germany), as at December 31, 2020 – 600 retail assets certified under BREEAM In-Use International 2015 (Part 2).

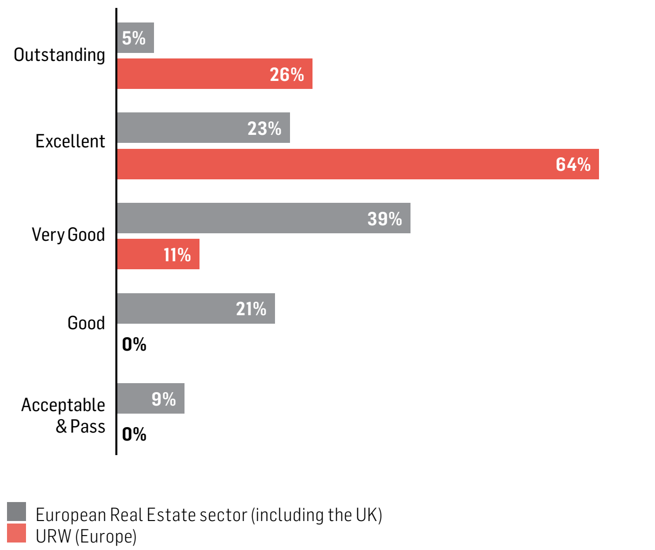
COVERAGE OF BREEAM IN-USE ENVIRONMENTAL CERTIFICATION OF THE GROUP'S STANDING ASSETS IN NUMBER OF ASSETS AND FLOOR AREA – SHOPPING CENTRES

			Certification coverage	
2021	Number of assets certified	Surface area certified (sqm GLA)	*% (in number)*	*% (in sqm GLA)*
Total certified Retail assets	50	4,010,300	72%	78%
of which "Outstanding" (Part 2)	12	1,056,100	24%	26%
of which "Excellent" (Part 2)	30	2,374,000	60%	59%

COVERAGE OF ENVIRONMENTAL CERTIFICATIONS IN OPERATION AND DEVELOPMENT WITHIN THE TOTAL GROUP STANDING SHOPPING CENTRE PORTFOLIO (IN NUMBER) (%)



BREAKDOWN OF GROUP SHOPPING CENTRES' BREEAM IN-USE CERTIFICATIONS BY LEVEL (IN NUMBER OF ASSETS) IN COMPARISON WITH THE EUROPEAN RETAIL REAL ESTATE SECTOR[2]



– OFFICES

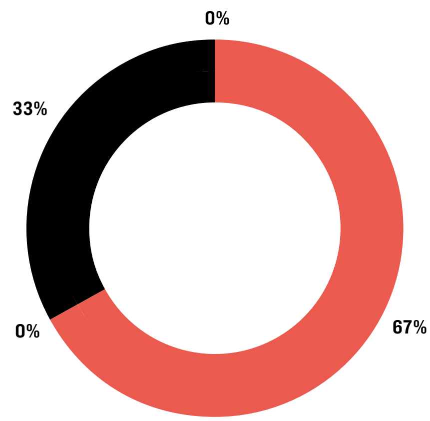
As at December 31, 2021, 67% of the owned and managed Office portfolio was certified.

COVERAGE OF BREEAM IN-USE ENVIRONMENTAL CERTIFICATION OF THE GROUP'S STANDING ASSETS IN NUMBER OF ASSETS AND FLOOR AREA – OFFICES

			Certification coverage	
2021	Number of assets certified	Surface area certified (sqm)	*% (in number)*	*% (in sqm)*
Total certified Office assets	2	32,800	67%	67%
of which "Excellent" or above (Part 2)	1	13,300	33%	27%

(1) Building Management (Part 2).
(2) Source: BRE Global "BREEAM In-Use" data - Retail assets certified under Part 2 under BRE Global (International), ITG (Spain), NGBC (Netherlands) & TUV (Austria & Germany), as at December 31, 2020 - 600 retail assets certified under BREEAM In-Use International 2015 (Part 2).

COVERAGE OF ENVIRONMENTAL CERTIFICATIONS IN OPERATION AND DEVELOPMENT WITHIN THE TOTAL GROUP STANDING OFFICE PORTFOLIO (IN NUMBER) (%)



- Assets both certified in development (BREEAM, DGNB or LEED) and operation (BREEAM In-Use[(1)])
- Assets certified in operation only (BREEAM In-Use[(1)])
- Assets certified in development only (BREEAM, DGNB or LEED)
- Non-certified assets

– CONVENTION AND EXHIBITION VENUES

Regarding convention and exhibition venues, apart from the current ISO 20121 certification of all the Group's convention and exhibition assets in activity (see Section 2.2.3.1 Environmental Management System (EMS)), in 2021 le Palais des Congrès de Paris obtained a BREEAM In-Use re-certification (Asset Performance – Part 1 – and Building Management - Part 2 - both rated "Excellent").

2.2.3.3 GREEN LEASES AND TENANT COMMITMENTS

Since 2009, the Group has been committed to an active policy of promoting "Green leases". Green leases aim at improving tenants' CSR performance during the operation phase through a set of requirements, including fit-out, operation and reporting requirements.

This approach, based on dialogue, information, and sharing of best practices, encourages the tenants to play a role in the environmental performance of the assets which they occupy. As well as contributing to lower common and private service charges through decreasing energy and utilities consumption and improving waste management, this change in behaviours is helping the Group and its stakeholders to prepare for increased constraints on resource management (regulation, availability, etc.).

In that respect, since 2010 and ahead of all existing regulations, all new leases and renewals signed with Retail and Office tenants have had environmental clauses. These first versions of Green leases cover those aspects that are most relevant to improve tenants' environmental behaviours and performances, such as commitment to sharing energy consumption data, technical specifications for fitting-out tenant spaces (especially maximum power for private lighting), and various measures to save energy and water and sort waste.

As part of the Better Places 2030 commitments, this environmental appendix on leases was strengthened in 2017 to reflect the Group's new ambitions in terms of environmental performance and contributions to the community. Indeed, meeting the Group's reduction target of its carbon footprint from operations requires strong involvement of tenants, given the scale of their electricity use (see Section 2.2.1.2 Carbon assessment). To accomplish this, the two Group levers of improving energy efficiency and transitioning to renewable energy sources are also implemented in the private areas of the assets, in cooperation with the tenants. Clauses have been added to the first version of Green leases and include, in particular, the obligation to install LED lighting solutions for any new fit-out works performed in private tenant spaces and the obligation to sign a supply contract guaranteeing that electricity is procured from renewable sources. To support the Group's engagement with its communities, a clause has also been added to invite the tenants to participate in initiatives organised by the Group to promote local employment. This constitutes the second version of the Group's Green lease ("Green Lease Version 2").

Following the acquisition of Westfield in June 2018, the Group has been working on Green lease templates applicable to the US and the UK. In 2021, these Green lease templates have been rolled out in the UK, and will be rolled out in the US in 2022 (initial timeline has been postponed due to the global COVID-19 pandemic).

The tables hereafter show the penetration rates of the latest applicable Green lease version across the Group assets, both for standing assets and pipeline projects. In shopping centres, the penetration rate of Green leases signed in 2021 is 55% Group-wide, which breaks down into a penetration rate of up to 82% in continental Europe and of 19% in the US and in the UK. Regarding offices, Version 2 Green leases were implemented since the start of 2018 and reached a penetration rate of 74% of leases signed in 2021.

(1) Building Management (Part 2).

2021 NUMBER AND PERCENTAGE OF GREEN LEASES AMONG IN-YEAR SIGNED LEASES AND ACTIVE LEASES (SHOPPING CENTRES AND OFFICES)

	Retail			Office
	Total	Continental Europe	US and UK	Total
Number of Green leases signed during the year	1,684	1,442	242	14
% of Green leases signed among leases signed during the year	55%	82%	19%	74%
% of Green leases among total active leases at year end	41%	53%	14%	41%

In continental Europe, to support tenant adoption of energy efficient lighting technologies and electricity from renewable sources, Memorandums of Understanding covering LED and green electricity topics have been signed until 2019, these topics now being covered by the Green Lease Version 2.

Tenants are also being onboarded on the topic of responsible resource consumption through the organisation of periodic on site Sustainability Committees, during which environmental performances of an asset are presented and discussed with the tenants, in order to raise awareness and encourage behavioural changes as well as the implementation of operational improvements.

2.2.3.4 ENERGY MANAGEMENT

The Group targets, in its Better Places 2030 strategy, to improve the energy efficiency of its shopping centres by 30% (KWh/sqm) by 2030, compared with a 2015 baseline. As part of its Better Events strategy for Viparis, the Group targets to reduce the energy intensity of its convention and exhibition venues by 25% (kWh/sqm DOCC) by 2025 and to reduce the baseload energy intensity of its convention and exhibition venues by 15% by 2025, compared with 2014 levels.

As part of its operational management process of environmental performance, the Group measures improvements in its energy efficiency by asset type against these targets: progress and results are disclosed in Section 2.1.4.1 Summary of the Group's CSR performance.

To reach its ambitious targets in terms of energy efficiency, the Group has formalised a dedicated Energy Management Policy, whereby assets are required to define their energy management action plan, setting the operational path towards reaching the objective, with levers identified at asset level to improve energy efficiency, their associated budget, and their gradual implementation schedule. This policy also underlines energy optimisation best practices and sets the approach to define renewable energies action plans as well as sets requirements on green electricity purchasing.

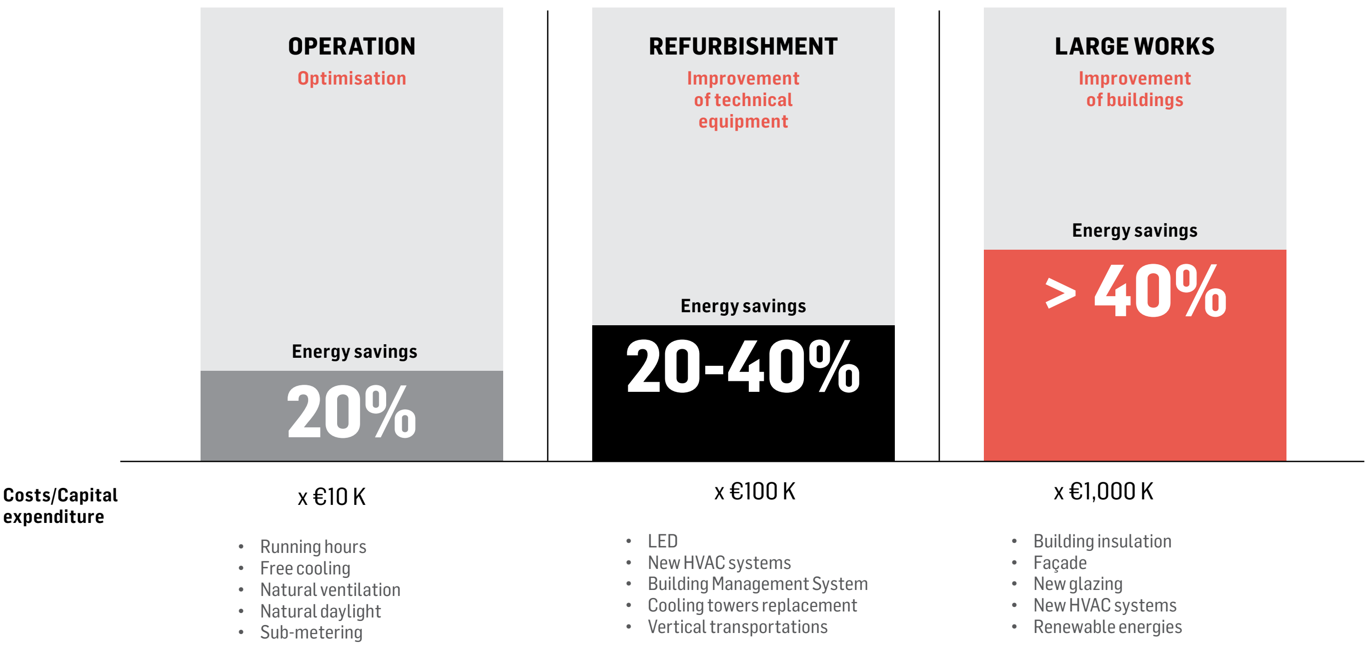
In Europe, starting in 2021, the energy action plans are built directly into a new custom tool for monitoring and reporting, called "Operational Data Portal". This new process has allowed the Group to easily benchmark and compare energy actions proposed by the Group's regions and to allocate resources efficiently on the most impactful actions to reduce the energy impact. Based on the reporting in "Operational Data Portal", the actions implemented in 2021 are estimated to annually save approximately 12 GWh across European assets.

In the US, an Energy Management Policy has been adopted in 2020 with the same content as in Europe. Comprehensive energy efficiency action plans at asset level will be rolled out in 2022 (postponed due to COVID-19), in order to identify appropriate levers to achieve the Group's energy efficiency objectives.

– ENERGY CONSUMPTION

Energy efficiency is embedded in all existing processes relating to the technical management of each asset, by gradually ensuring:
- Daily optimisation of the operation and supervision of technical equipment;
- Technical improvements of equipment's efficiency through non-recurring annual maintenance works; and
- Intrinsic building structural works, synchronised with the Group's long-term value creation strategy (large works).

A GRADUAL AND PRAGMATIC APPROACH TO ENERGY SAVINGS



Optimisation

In order to get the best return on energy efficiency solutions, the Group sets daily energy optimisation as its priority. Actions to optimise operations in order to improve energy efficiency are being undertaken in all the assets owned and managed by the Group, thanks to the strong commitment of the Group's on site teams, tenants and maintenance suppliers.

Standard practices include: daily monitoring of each asset's energy consumption; identification of factors that affect energy consumption; optimisation of the running hours for each piece of equipment; seasonal action plans to adjust temperatures in line with weather conditions; strong focus on behavioural changes (for example turning out lights and using natural ventilation); and regular checks to ensure that technical equipment is working properly.

As an example, shopping centre night audits of tenant and common area energy-use were conducted in 2021 by operational teams in Europe to identify potential energy savings during the night shift and rationalise the functioning of energy-consumptive equipment to a minimum when the assets are closed to the public. Optimisation of energy consumption was also permitted with daily energy management, combined with the implementation of an additional submetering structure. Indeed, submeters allow a greater responsiveness to misuse or over-consumption and makes it possible for URW to prevent these situations by interacting with its tenants and thus support them in their energy efficiency. In 2021, the Group deployed the submetering technology in all Spanish assets and in French shopping centres such as at the CNIT, Lyon Confluence, Westfield Forum des Halles, and Westfield Les 4 Temps. Based on the reporting in the "Operational Data Portal", the actions leading to a thorough energy management implemented in 2021 are estimated to have saved approximately 2.3 GWh (20% of the total estimated annual energy optimisation planned for all 2021 energy-related actions implemented in Europe).

In 2021, five assets (CNIT, Lyon Confluence, So Ouest, Carrousel du Louvre and Westfield Forum des Halles) owned and managed by the Group in Europe had an Energy Performance Contract (EPC). In December 2021, a tender for an EPC for the Spanish portfolio has been awarded. These EPCs are contractual agreements between URW and the energy contractor, with the scope of energy supply, maintenance and energy management under which the latter commits to improve the energy efficiency of an asset. These contracts, underpinned by bonus-malus incentive clauses, encourage the supplier to contribute to the Group objective of reducing on site energy consumption and manage the associated costs.

The Group implements automatised energy monitoring systems to improve the daily management of its energy consumption. In 2021 the US started the rollout of a real-time energy monitoring platform to better streamline operations by providing real-time insights, alerts, and analytics that actively reduce of consumption. This system is currently active at five US assets (Westfield Oakridge, Westfield Old Orchard, Westfield Plaza Bonita, Westfield South Shore, and Westfield Valencia Town Center) with the remainder of the US portfolio planned for 2022. In Europe, the Group partnered with the start-up Deepki in 2018 to roll out energy consumption monitoring in its shopping centres and convention and exhibition venues. In 2021, Deepki was rolled out in Sweden, Denmark, Germany, Czech Republic and Spain (in addition to France and The Netherlands since 2020), covering a total of seven European countries at 2021-year end. This proved to be a helpful tool to control energy and fluid consumption at the level of each shopping centre and each country, thanks to dashboards based on the data collected. The data from submeters are also integrated in the Deepki tool.

Improvement of technical equipment

With regard to technical equipment, the Group is systematically outfitting its assets with Building Management Systems, which are regularly upgraded, so on site teams can easily monitor and manage energy performance. Energy efficiency is also a crucial factor when it comes to replacing technical equipment, especially in the context of regular maintenance works related to lighting, heating, cooling and ventilation: low-consumption energy-effective alternatives are systematically considered in the multi-annual planning process.

When refurbishing old equipment, the Group's assets are to comply with minimal energy efficiency standards, such as replacing fixed speed units with variable speed units, implementing sensor-regulated equipment and introducing systems with energy recovery or limiting energy losses, such as shifting to LED light bulbs.

The renovation of systems such as cooling towers, chillers, pumping systems or ventilations filters on kitchen extract units lead to a higher energy-effectiveness. In Europe, based on the reporting in the "Operational Data Portal", the actions for renovating systems implemented in 2021 are estimated to have saved approximately 2.6 GWh (22% of the total estimated annual energy optimisation planned for all 2021 energy-related actions implemented in Europe).

As part of its Better Places 2030 strategy, URW aims to systematically implement LED lighting solutions in the common areas of its owned and managed shopping centres. At the end of the year 2021, 64% of the Group's shopping centres were equipped with full LED lighting in their common areas.

The Group implements LED lighting technology across its standing portfolio (common and private areas) through two levers:

- The planning and rollout of LED refurbishment projects through the identification of specific budgets lines in the Group assets' five-year budget plans supporting the gradual replacement of existing light sources with LED equipment; and
- The onboarding of retailers in the Group's LED installation programme, through green leases provisions requiring the setup of LED lighting when refurbishing or opening stores (see Section 2.2.3.3 Green leases and tenant commitments).

In Europe, based on the reporting in the "Operational Data Portal", the actions for lighting optimisation implemented in 2021 are estimated to have saved approximately 3.9 GWh (33% of the total estimated annual energy optimisation planned for all 2021 energy-related actions implemented in Europe). This lighting optimisation concerns areas such as malls, façades, car parks or back-of-house spaces. The largest LED lighting projects have been developed in Westfield Stratford City, in the UK, where the 2021 lighting upgrade of the back-of-house spaces and of the car parks have made an estimated saving of 2.27 MWh. In Europe (including the UK), as of December 31, 2021, 77% of lighting fixtures in common areas of the Group shopping centres are based on LED technology, compared with 96% in the US.

Improvement of buildings

The main improvements in the core building efficiency (e.g. thermal insulation, light shafts, etc.) are synchronised with major extension and renovation development projects, for which the Group targets an environmental certification of the highest level (see Section 2.2.2 Design sustainable buildings).

Results

In 2021, shopping centres owned and managed by the Group achieved a 1% increase in energy intensity (kWh/sqm) on a like-for-like basis, compared with 2020. Regarding the office assets, the energy intensity increased by 10%. Convention and exhibition venues also reduced their energy intensity by 42% over the same period.

The 2015 to 2021 evolution results against strategic targets are disclosed in Section 2.1.4.1 Summary of the Group's CSR performance.

This increase in energy intensity is closely linked to the reopening of our shopping centres with an average closure period for the Group's shopping centres of 62 days in 2021 compared to 93 days in 2020.

ENERGY CONSUMPTION (MWh)

Final energy consumed by the assets in common areas and by common equipment, and provided to tenants for heating and/or cooling. Individual tenant energy consumption is not included. Energy consumption includes both energy purchased from the grid (produced off site) and energy produced on site and self-consumed by the Group's assets.

	Retail	Office	Convention & Exhibition
2021 TOTAL	**579,145**	**5,051**	**28,386**
of which natural gas (Scope 1)	73,257	-	1,204
of which electricity (Scope 2)	353,929	2,192	19,176
of which district heating & cooling (Scope 2)	151,958	2,859	8,007
of which on-site production (%)	2%	0%	0%
of which off-site purchase (%)	98%	100%	100%

LIKE-FOR-LIKE EVOLUTION IN ENERGY CONSUMPTION (MWh AND %)

	Retail	Office	Convention & Exhibition
2021 Like-for-like (MWh)	**557,862**	**5,051**	**28,386**
of which natural gas (Scope 1)	*71,277*	*-*	*1,204*
of which electricity (Scope 2)	*334,627*	*2,192*	*19,176*
of which district heating & cooling (Scope 2)	*151,958*	*2,859*	*8,007*
2020 Like-for-like (MWh)	**538,853**	**6,662**	**40,754**
of which natural gas (Scope 1)	*57,744*	*-*	*5,984*
of which electricity (Scope 2)	*350,550*	*2,742*	*28,030*
of which district heating & cooling (Scope 2)	*130,560*	*3,920*	*6,740*
2021/2020 CHANGE (%)	**4%**	**-24%**	**-30%**
of which natural gas (Scope 1)	23%	-	-80%
of which electricity (Scope 2)	*-5%*	*-20%*	*-32%*
of which district heating & cooling (Scope 2)	*16%*	*-27%*	*19%*

FINANCIAL IMPACT RESULTING FROM VARIATIONS IN ENERGY CONSUMPTION (€)

Total cost saved due to the reduction of energy consumption, estimated on a like-for-like basis.

	Retail
2021/2020 change in energy consumption (MWh)	19,009
Estimated financial savings 2021/2020 (€)	628,000

ENERGY EFFICIENCY OF STANDING ASSETS, PER AREA FOR SHOPPING CENTRES AND OFFICES (kWh/SQM) AND PER USAGE FOR CONVENTION & EXHIBITION VENUES (kWh/SQM DOCC[1])

Energy efficiency is calculated on the scope of final energy purchased from the grid. Energy self-consumed from on site production is excluded.

	Retail (kWh/sqm)	Office (kWh/sqm)	Convention & Exhibition (kWh/sqm DOCC)
2021 TOTAL	**132**	**103**	**3.06**
2020 Like-for-like	129	93.3	5.32
2021 Like-for-like	130	103	3.06
2021/2020 CHANGE (%)	**1%**	**10%**	**-42%**

– ENERGY MIX

URW works at reducing the environmental impact of the energy it consumes by purchasing renewable energy from suppliers and generating low-carbon or renewable energy on site. As such, the Group targets, as part of its Better Places 2030 strategy, to:

- Multiply its installed capacity of on site renewable energy fivefold by 2025, compared to 2015 (see results in Section 2.1.4.1 Summary of the Group's CSR performance); and
- Source 100% electricity from renewable sources for its owned and managed assets.

Purchasing of renewable energy

In this context, the Group has accelerated its transition towards sourcing electricity derived from renewable sources ("green electricity"). In Europe, the Group started to sign green electricity contracts with energy suppliers since 2009, and 100% of assets (shopping centres, offices, and convention and exhibition centres) have been running entirely on green electricity since 2018. This green electricity is covered by mechanisms of Guarantee of Origin as defined by the 2009/28/ EC European Directive. In the US, URW has committed to rolling out an equivalent green electricity certificate mechanism for its portfolio and reached full coverage in 2021, with 100% of the US annual electricity consumption covered by Renewable Energy Certificates. As such, the Group reached its objective of **sourcing 100% of its portfolio's electricity consumption from renewable sources in 2021.**

(1) Areas occupied per days of occupancy.

The Group also purchases renewable electricity directly from renewable energy production plants in the form of Power Purchase Agreements (PPA). A PPA (15-years contract with a 132 kW system) covers the supply of Westfield Culver City (US). The Group also started a larger PPA in 2020, covering approximately 40% of the French portfolio's annual electricity consumption (50 000 MWh). The electricity generated under this PPA comes from wind turbines.

Beyond the purchase of certified green electricity, the energy mix of the Group's assets is a key focus. For example, the Group chooses district systems rather than natural gas to heat its buildings wherever possible. In Minto (Germany) and Spain, the natural gas suppliers of the Group's shopping centres are committed to compensate the GHG emissions linked to this energy supply to the Group.

The Group's policy of purchasing renewable energy from its suppliers offers two key benefits. First, it reduces the carbon intensity of the Group's operations. Second, it encourages producers to invest in "green" power-generation technologies by contributing to build market demand for renewable energies.

The Group is committed to extend this measure to shopping centre tenants as well, through a contractual requirement to source green electricity in private areas (see Section 2.2.3.3 Green leases and tenant commitments).

Production of renewable energy

For many years now, the Group has been rolling out a solar photovoltaic installation programme across its portfolio to generate electricity on site. The installed capacity of the Group's systems has continued to increase. In 2021, new solar panels were installed across Europe in Austria and Sweden. The largest photovoltaic system on the roof of a shopping centre in all of Europe is being built in Shopping City Süd (Austria): the construction works started in 2020, with the installation of 1 MWp; in 2021 1.2 MWp has been installed and the project will finish by mid-2022, when the installation will achieve a total output of around 2.72 MWp. In Nacka Forum Shopping Centre (Sweden) a 347 KWp photovoltaic plant was installed in 2021, generating an estimated saving of energy purchased from the grid of 300 MWh.

In total, there are eight solar panel installations across seven US assets, 18 across the Group's Europe assets (in France, Spain, Austria, Sweden, Poland and The Netherlands), and a wind turbine installed in Westfield Carré Sénart Shopping Centre (France). In France, Aéroville shopping centre also uses geothermal energy to meet its heating and cooling needs. A solid pipeline of future projects is maintained throughout the Group, such as photovoltaic self-consumption plants.

The total installed renewable energy capacity of the Group's assets in 2021 is **15.69 MW**.

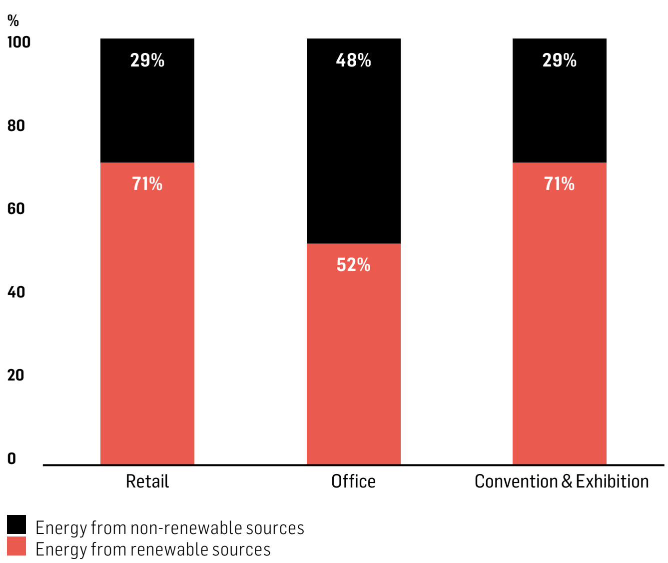
The renewable electricity produced by the Group is either self-consumed to meet an asset's energy needs, or sold to the grid. The total on site production of renewable electricity at the Group's assets and breakdown between energy sold and self-consumed is as follows:

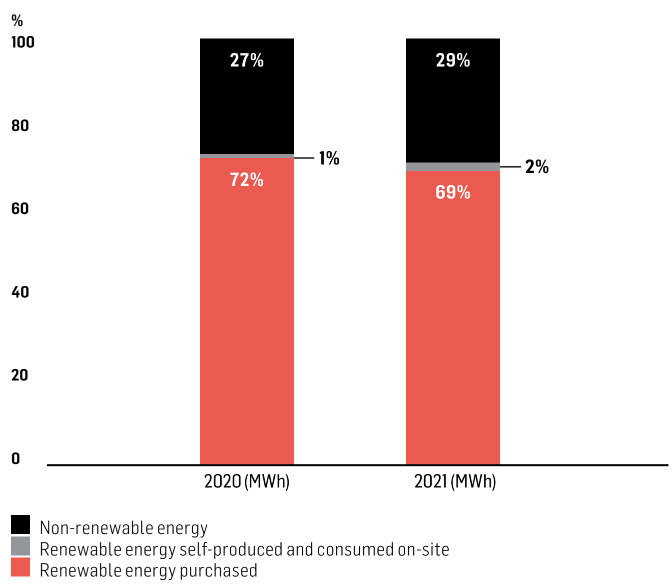
2021 RENEWABLE ELECTRICITY PRODUCED ON SITE (MWh), WITH BREAKDOWN BETWEEN SALES AND SELF-CONSUMPTION (%)

	Retail	Office	Convention & Exhibition
Total renewable electricity produced on-site (MWh)	10,172	0	0
of which self-consumed (%)	**95%**	-	-
of which sold (%)	**5%**	-	-

Results

2021 ENERGY MIX AND ITS EVOLUTION (ALL OWNED AND MANAGED ASSETS)





The Group's energy mix varies from country to country and is mainly influenced by the Group's voluntary low-carbon energy production and renewable energy purchasing policy, which increased the share of renewable energy in the final energy mix consumed by the assets owned and managed by the Group to reach 71% in 2021.

SHARE OF TOTAL ENERGY CONSUMPTION DERIVED FROM RENEWABLE SOURCES PER ENERGY SOURCE: ELECTRICITY, DISTRICT HEATING AND COOLING, AND DIRECT ENERGY CONSUMPTION (%)

	Retail	Office	Convention & Exhibition
2021 Total electricity consumption (MWh)	353,929	2,192	19,176
of which green electricity (%)	**100%**	**100%**	**100%**
2021 Total district heating & cooling consumption (MWh)	151,958	2,859	8,007
of which renewable energy (%)	**38%**	**16%**	**12%**
2021 Total direct energy consumption (MWh)	73,257	-	1,204
of which renewable energy (%)	**0%**	**-**	**0%**

2.2.3.5 WATER MANAGEMENT

The non-financial risk assessment pointed out that water is not a key environmental issue for URW. Indeed, the assets of the Group's portfolio are not considered as being significant water consumers. Moreover, the exposure of the Group's portfolio to the water scarcity risk has been reassessed in 2019, based on asset location and climate scenarios and is deemed very low.

Nevertheless, to keep improving the Group's sustainability performance and water management, reducing water consumption is an operational target at all sites as part of the Group's resource efficiency policy and is closely tracked and managed at asset and Group levels. Based on environmental best practice, the Group is taking active steps to limit water consumption, reduce water waste and maintain water quality.

Water consumption at the Group's assets is mostly driven by their number of visitors. Special efforts are made to install water-efficient equipment, optimise operating practices, and ensure that leaks are detected and repaired rapidly. For example, a real-time monitoring system of water consumption called "Smartvatten" was implemented in 2020 in Zoetermeer shopping centre (The Netherlands). In 2021, this water leakage detection system was deployed in three other assets in Europe: Citymall Almere, Amstelveen (The Netherlands) and Westfield Mall of Scandinavia (Sweden). In 2021, the US continued the rollout of a real-time water monitoring platform to better streamline operations by providing real-time insights, alerts, and analytics that actively drive the reduction of consumption. This system is currently active at 14 US assets. As a result, a number of leaks from pipes, valves and sanitary equipment were identified and repaired and significant water and cost savings were achieved.

To optimise water use and leverage-associated cost savings, the Group also prioritises the use of non-drinkable or reused water over drinkable water wherever possible. In 2021, 18 shopping centres collected 317,385 m^3 of rainwater and groundwater or of greywater on site, which were used for cleaning and for watering green spaces. Projects are also planned in the environmental actions plans of some of the Group's assets to increase water reuse, using underground water for cooling towers or extending roof rainwater harvesting systems for landscape areas with additional water tanks. For example, in 2021 Westfield Mission Valley (US) led a project on underground water reuse to displace approximatively 8,300 m^3 of water from local utility and to save about 5,700 m^3 per year in total water consumption with higher efficiency operations. Westfield Century City's Facilities Department also identified opportunities to decrease water consumption by redirecting the property's groundwater discharge to the cistern and cooling towers in order to reduce the overall water usage and associated cost. This project was completed in 2021 and the centre is now redirecting an average of 246 m^3 per month (this value will vary based on outside temperature and time of year). Closed-circuit systems are being favoured to reuse water during the testing of sprinkler equipment. Also, shopping centres across the Group collect and reuse water from regulatory sprinkler tests. In 2021, the amount of grey water reused on site for a second purpose totalled 57,904 m^3.

At existing assets, the Group relies on a close cooperation with tenants to reduce water consumption. Green leases (see Section 2.2.3.3 Green leases and tenant commitments) and tenants' on site Sustainability Committees are used to help raise awareness among tenants about water use and to get them on board with water management.

In terms of preventing environmental pollution, run-off water collected from car parks is treated before being disposed of through municipal wastewater networks.

In 2021, water consumption at owned and managed shopping centres increased by 5% compared with 2020 on a like-for-like basis. This evolution is mainly due to the activity recovery following the impact of the COVID-19 health crisis on 2020 consumption due to asset closures. The continued distribution of hydroalcoholic gel in common areas also contributes to limiting water consumption.

In 2021, water intensity in Litres/visit at owned and managed shopping centres improved by 12% compared with 2020 on a like-for-like basis.

WATER CONSUMPTION (M^3) BROKEN DOWN BY SOURCE (%)

Water purchased from the district network (municipal water) and water withdrawals from other sources for use in common and private areas of standing assets.

	Retail[a]	Office	Convention & Exhibition[a]
2021 TOTAL WATER CONSUMPTION	**5,856,566**	**8,289**	**160,141**
of which municipal water (%)	90%	100%	100%
of which rainwater (%)	3%	0%	0%
of which groundwater (%)	1%	0%	0%
of which surface water (%)	5%	0%	0%
of which wastewater from another organisation (grey water) (%)	2%	0%	0%
2020 Like-for-like	5,564,532	15,793	191,234
2021 Like-for-like	5,849,897	8,289	158,067
2021/2020 CHANGE (%)	**5%**	**-48%[b]**	**-17%**

(a) Westfield World Trade Center shopping centre and Espace Grande Arche convention centre are excluded from water consumption data in 2021.
(b) The decrease in water consumption of offices between 2020 and 2021 is mainly due to the disposal of some parts of Les Village de l'Arche offices in 2021.

WATER INTENSITY OF STANDING ASSETS PER USAGE FOR SHOPPING CENTRES (LITRE/VISIT/YEAR), FOR OFFICES (LITRE/OCCUPANT/YEAR), AND FOR CONVENTION AND EXHIBITION VENUES (LITRE/SQM DOCC[A]/YEAR)

	Retail[b] *(Litre/visit)*	Offices *(Litre/occupant)*	Convention & Exhibition[b] *(Litre/sqm DOCC)*
2021 TOTAL	**8.20**	**1,935**	**8.91**
2020 Like-for-like	9.47	3,687	13.39
2021 Like-for-like	8.31	1,935	8.83
2021/2020 CHANGE (%)	**-12%**	**-48%**	**-34%**

(a) Areas occupied per days of occupancy.
(b) Westfield World Trade Center shopping centre and Espace Grande Arche convention centre are excluded from water consumption data in 2021.

2.2.3.6 WASTE MANAGEMENT

The Group has set itself the target of sending no waste to landfill by 2025 in its Better Places 2030 strategy (see progress in Section 2.1.4.1 Summary of the Group's CSR performance). URW's waste management approach is consequently designed to maximise recycling and minimise disposal to landfill.

The total volume of waste generated in a building, whatever its use, is mostly dependent on the level of activity of the tenants, i.e. sales for shopping centres and occupancy for office buildings. This means that the Group has a limited impact on the total volume of waste generated on site. Nevertheless, the Group is committed to waste management efficiency measures, such as increasing waste sorting, and raising awareness among tenants, as well as incentivising them to reduce the amount of waste disposed, and implementing innovative waste management solutions.

– IMPROVING WASTE SORTING IN COLLABORATION WITH TENANTS AND WASTE SERVICE PROVIDERS

Suitable waste segregation facilities are in place in all assets and most assets are equipped with specific sorting facilities and treatment solutions for organic waste, which represents a significant share of the total amount of waste generated by the Group.

Tenants are regularly informed and made aware of local on site waste management policies and processes and of the importance of sorting waste. This is via, for example, tenants' on-site Sustainability Committees, and the development of site-level waste sorting guidelines reminding tenants of what to do with different types of waste. Both supplier purchasing contracts and tenant Green leases establish the minimum requirements to be met for waste sorting and recycling. Waste management service providers must monitor and submit a monthly progress report, with details of tonnages collected by type of waste and recycling percentages achieved. Furthermore, they are asked to regularly submit a waste management improvement plan or propose available opportunities, such as upgrades in material recovery facilities, or modified equipment when the tenant mix changes to site management teams, to ensure the efficient management of each location's waste streams. Shopping centre technical managers meet with waste management service providers on a frequent basis to monitor progress and performance. The waste solution providers' remits, however, extend beyond just management and reporting, also focusing heavily on tenant engagement and communications.

1. 2. 3. 4. 5. 6. 7. 8.

Tenant education includes delivering tenant-level waste sorting guidelines to the retailers' teams, updating and adding signage on waste bins, sharing best practices, highlighting the importance of properly sorting material, and outlining the legal requirements associated with the waste management programme. For example, in the UK, educational sessions with retailers are held regularly via the waste contractor's "Green Academy" programme. In the US, assets with organic-waste food-service programmes are provided additional assistance for the set up and ongoing management of diverting pre-consumer food waste. All the Group's shopping centres also hold yearly meetings with their stakeholders (tenants and waste treatment providers), with a detailed account of the site's waste management outcomes. In the US, additional education is provided to tenants on an ongoing basis when and where there are opportunities to improve performance.

Tenants are also being incentivised through the implementation of individual reinvoicing of waste charges. An increasing number of shopping centres are equipped with an advanced waste management system, which consists of weighing the waste of each tenant separately in order to invoice them on the actual tonnage they generate. This encourages better waste sorting, enabling tenants to reduce the tonnage of residual waste for which the final disposal is more expensive. This system contributes efficiently to improving the asset's recycling rate.

– DEVELOPING INNOVATIVE WASTE MANAGEMENT SOLUTIONS

On-site innovative waste treatment solutions are also installed in several of the Group's assets to increase the amount of valorised waste and reduce waste management costs, such as eco-digesters turning organic waste into inert greywater which can then be flushed into a standard drain, composters producing fertiliser for green spaces out of organic waste, and a plastic waste-to-plastic filament conversion facility associated with a 3D-printer to recycle plastic waste into new objects like plastic cups in Metropole Zlicin (Czech Republic).

To continually increase its waste recycling rate, and as part of its innovation programme, the Group has developed corporate partnerships with different start-ups to identify and create new recovery streams for waste destined for disposal. In 2021, Westfield La Part-Dieu shopping centre (France) collaborated with the company "Les Alchimistes" to better reuse and valorise waste, and improve waste sorting, while Westfield Rosny 2 shopping centre (France) continued its partnership initiated in 2017 with the start-up Phénix. These partnerships aim at operationally integrating circular economy principles in waste management.

The Group has also built and nurtured a sustainable partnership with the start-up Too Good To Go since 2018. The solution helps retailers prevent wastage of unsold food at the end of the day, by putting them in touch with consumers through an application offering baskets of unsold products at a discount price. After the success of an initial pilot project launched at the Westfield Euralille shopping centre (France), the Group launched the large-scale roll-out of this partnership across all of its French shopping centres in early 2019. Then, in 2020, the Group expanded the partnership across all of Europe, and in 2021 in the US. In 2021, 242,000 meals were saved across URW's portfolio thanks to this initiative, despite the disturbances of Food and Beverage activities linked to the COVID-19 crisis. In October 2021, Westfield Montgomery (US) also initiated a food scraps programme with The Montgomery County Department of Environmental Protection (DEP). This partnership helps to divert food waste from landfill and to convert it to compost and other post-consumer processes (fertiliser). Within the last three months of 2021, the programme diverted 9.77 tonnes of scraps from the shopping centre. This partnership is planned to be extended to other shopping centres in the region in the coming years.

As part of its Better Events 2030 strategy, Viparis has created a new dynamic in the events industry by focusing on the circular economy and initiating joint discussions with various stakeholders such as event operators, event organisers, standholders and cleaning services. This led to three tests at three different-sized exhibitions at the Paris Nord Villepinte convention site. The initial results of these tests were encouraging, with up to 65% of waste sorting for one of the exhibitions tested. In addition to waste flow management and figures, issues relating to waste valorisation streams and eco-design were discussed. This circular economy work will give rise to new common goals among the stakeholders of the French Union of the event industry (*Union Française des Métiers de l'Événement*, "UNIMEV"). A "Green Growth Commitment" (French ECV), will be signed between the industry stakeholders and four Ministries of the French Government to find practical solutions to tackle the waste issue and reach concrete recycling objectives. In addition, following a technical and economic study of event's waste management initiated in 2020 by UNIMEV, in partnership with the eco-organisation Valdelia, a more exhaustive study was launched in November 2021, also piloted by UNIMEV, to complete its results.

– RESULTS

In 2021, 31% of the waste generated by the Group's owned and managed shopping centres was sent to landfill, of which 8% valorised with energy recovery. A total of 43% of waste was recycled (including reuse, material and bio-waste recycling). In total, 71% of waste was valorised in 2021, through recycling or energy recovery. Already 33 of the Group's shopping centres have achieved zero waste to landfill in 2021.

The increase in total waste generated by the Group in 2021 compared to 2020 is directly linked to the activity recovery following the 2020 closures due to the COVID-19 health crisis.

TOTAL WASTE GENERATED (METRIC TONNES), AND BREAKDOWN BY DISPOSAL ROUTES (%)

Total waste[1] collected on site, generated from shopping centre operations (common areas and tenants) and associated waste treatment streams.

	Retail
2021 TOTAL WASTE (METRIC TONNES)	**95,473**
of which recycled waste (%)	43%
of which recovered waste: waste-to-energy (%)	28%
of which not recovered (%)	29%
2020 Like-for-like (metric tonnes)	80,988
of which recycled waste (%)	45%
of which recovered waste: waste-to-energy (%)	31%
of which not recovered (%)	24%
2021 Like-for-like (metric tonnes)	95,473
of which recycled waste (%)	43%
of which recovered waste: waste-to-energy (%)	28%
of which not recovered (%)	29%
2021/2020 CHANGE (%)	**18%**

2.2.3.7 HEALTH AND SAFETY, SECURITY AND ENVIRONMENTAL RISKS, AND POLLUTION

The prevention of health, safety and security risks for people (employees, customers, tenants, suppliers, subcontractors and local communities) and of environmental risks linked with the operation of its assets forms an integral part of the Group's risk management policy. The Group complies with all applicable legislation in this regard and often exceeds minimum standards required by laws to ensure a higher standard of health, safety and security at its assets.

The Health, Safety and Environment ("HSE") and security management systems enable the Group to monitor and assess its performance regarding risk prevention on a day-to-day basis, and maintain a strong risk management culture embedded within operating and management teams.

– HEALTH, SAFETY AND ENVIRONMENT RISK MANAGEMENT

The Group has drawn up an appropriate HSE risk management policy which includes rules and guiding principles at Group level, supplemented at a local level by procedures that comply with local regulations. The main areas covered by the Group's HSE risk management policy are air and water quality, asbestos, air pollution, Legionnaires' disease, technical and safety installations, and fire extinguishing and alarm systems. In the context of the COVID-19 global health crisis, the Group has reinforced these risk management topics with a focus on pandemic risk since 2020, implementing strong sanitation and hygiene standards at all of its venues.

This Group policy includes, in particular, an annual review of HSE risks at standing assets for both European and US platforms by the Group Risk Committee, and the inspection and continuous improvement of these buildings and their technical equipment liable to have an impact on the environment or on personal safety. Technical documentation on regulatory maintenance and testing is also kept up-to-date and made available at each site. Policy monitoring is conducted by on site teams and checked every year by external auditors or internal management.

URW has worked with Bureau Veritas, one of the world's most distinguished leaders in testing, inspection, and certification services, since 2012 to attest to the implementation of very strict standards regarding health and safety within its assets. In Europe, an independent third-party audit was thus carried out in 2021, as it is every year, to assess HSE risks for building visitors and occupants at all the Group's assets (shopping centres, offices, and convention and exhibition centres)[2] in all countries in which the Group operates, based on a framework that incorporates both external regulations and Group policies. This audit awards the site one of four overall scores which reflect the extent to which HSE risks are being controlled:

A. Satisfactory risk management and control;
B. Satisfactory risk management and control, with improvements still needed for certain indicators;
C. Records of areas of non-compliance requiring the implementation of corrective actions; or
D. Unsatisfactory risk management and control.

(1) Waste for which URW has the legal management responsibility. The Group's waste management responsibilities and reporting scopes are guided by specific national requirements. At some assets, local authorities are responsible for waste management: in this case the Group does not control the final destination of the waste produced at these assets. The disposal of hazardous waste falls outside the Group's legal responsibility as it is managed directly by the maintenance contractors who are responsible for it, using the appropriate disposal route. Offices & Others and Convention and exhibition business units are excluded from the scope of waste indicators. At Convention and exhibition venues (business operated by the Viparis subsidiary), waste is indeed managed by exhibition planners. At Offices, waste collection services, whether ensured by a private company or the local authority, are shared with other buildings and owners. Therefore, separate data tracking for the Group is not available.
(2) Except for Espace Grande Arche convention centre which property management mandate is no longer handled by URW.

A personalised action plan, monitored on a daily basis by operational teams, is systematically updated following each assessment in order to improve the quality of risk control as part of a process of continuous improvement. If a “D” rating is given, a second assessment is carried out in the month following the audit to check that all corrective actions identified have been implemented.

The Group’s target is to obtain at least a “B” ranking for all its European owned and managed assets for the assessment of these risks. In 2021, 72% assets were audited Group-wide: 98% in Europe and none in the US. 100% of audited sites obtained an “A” or “B” rating level, no asset obtained a “C” rating. No “D” rating has been given for the last ten years.

ANNUAL HEALTH, SAFETY, AND ENVIRONMENTAL RISK MANAGEMENT ASSESSMENT

	Group total	Retail	Office	Convention & Exhibition
2021 HSE EXTERNAL ASSESSMENT COVERAGE (%)	**72%**	**69%**	**100%**	**88%**
% of which audited sites obtaining an “A” or “B” annual score	100%	100%	100%	100%

Internal reviews are also being held Group-wide, at asset level, to ensure the enforcement of HSE regulations and procedures, identifying actions that have been rolled out, new action plans to be implemented and associated budget. For example, in order to reduce its exposure to the risk of Legionnaires’ disease, the Group is progressively replacing “open” cooling towers with systems permanently eradicating this risk on the sites in question.

One of the keystones of the Group’s risk prevention approach is staff training. As such, local teams get the necessary HSE training under the supervision of regional technical teams according to their needs, and all new employees of relevant departments attend an introductory course to review HSE policies, encompassing risk control policies and tools. On site teams are trained in first aid techniques and maintain close relationships with local emergency services (fire brigade, paramedics and police) as well as with the relevant administrative departments. For more details, see Section 6.2.2.4 Security, Health and Safety risks – B. Health and Safety (H&S) (including pandemic and natural disasters).

Since 2020, the Group reinforced its HSE practices through the implementation of a third-party label in partnership with Bureau Veritas to certify its shopping centre practices are based on the latest recommendations of health authorities: the Group’s guide to Hygiene, Safety and Environment practices has been updated with a team of experts and epidemiologists. As a result of this work, 100% of the Group’s European shopping centres have been granted the “Safe & Healthy Places” label in 2021. This is issued by Bureau Veritas to attest to the excellence of their hygiene, safety and environmental practices in compliance with the latest safety recommendations.

In addition to the certification of European centres, Bureau Veritas conducted a review and audit of URW’s COVID-19-related Health and Safety practices, policies and procedures in the US: all of URW’s US shopping centres except for Westfield World Trade Centre, for which hygiene aspects are managed by the jurisdictional authority, participated in the programme and renewed in 2021 their certification with the industry-leading hygiene and safety excellence label, SafeGuard™. The Bureau Veritas’ SafeGuard™ “Hygiene Excellence and Safety Certification” designates a facility that has met stringent requirements to minimise the on site risk of virus spread and is adhering to best-in-class hygiene and safety protocols.

The progressive reopening of shopping centres following the COVID-19 crisis has also been accompanied with the creation of a charter emphasising common efforts between URW and its retailers and service providers to ensure health and safety in the assets and inform visitors of operational measures. Co-signed by all these stakeholders, this charter demonstrates the collective readiness to welcome visitors in the best possible way, around the following commitments:

- To ensure customers and partners are well informed;
- To ensure everyone is protected;
- To ensure compliance with the most strict hygiene rules; and
- To ensure compliance with social distancing rules.

The full Working Together Charter is publicly available on the Group’s website[(1)]. For more information on the welcoming of visitors and the collaborative work with retailers, please refer to Section 2.3.4.2 Open dialogue with tenants and visitors.

Regarding convention and exhibition venues, Viparis has drawn up Health and Safety guidelines for event venues as a top priority for employees, event organisers, exhibitors, service providers and visitors alike. Every point of contact between Viparis and its stakeholders has been identified to define a fully comprehensive safety protocol, which Bureau Veritas has validated based on the latest recommendations of health authorities. In 2020, a specific Hygiene Security Environment label has been developed, entitled “SAFE V”, encompassing general and venue-specific measures, as well as measures for employees, service providers and organisers, to complement national health protocols. The “SAFE V” label has been attributed to all convention and exhibition venues except for one, in compliance with this full audit grid developed by Viparis and Bureau Veritas. In 2021, all convention and exhibition venues maintained these high level safety protocols and kept following the latest recommendations of health authorities, which became even more robust.

(1) https://www.urw.com/en/press/press-news/2020/our-commitment-to-you

COMPLIANCE WITH HEALTH AND SAFETY REGULATION

Penalties for non-compliance related to building Health and Safety.

	2021
2021 Number of sanctions for non-compliance related to building Health and Safety	1
2021 Monetary value of associated fines (€)	960

COMPLIANCE WITH ENVIRONMENTAL REGULATION

Penalties for non-compliance with environmental legislation and regulations.

	2021
2021 Monetary value of fines for environmental breaches (€)	889
2021 Total number of non-monetary sanctions for environmental breaches	0

– SECURITY AND CRISIS MANAGEMENT

Mastering the security risk is key for the Group's portfolio, comprising public places welcoming a high number of visitors. In 2019, a complete department was created to cover terrorism threat, criminal activities and cyber-protection of the assets.

Monitored and managed through a Group Security Committee, the Security policy and strategy are overseen at Management Board level for the whole portfolio. A regional Security Action Plan, challenged by corporate teams, assesses the security threats and directs the security measures to align them with local specificities. A security audit is performed to check the minimum required protection level is achieved and to monitor the continuous enhancement of the Group's assets. All Group employees have also been invited to complete a complementary e-learning session on the Group Security Policy.

In addition to the prevention of security-related situations, the Group finalised in 2019 the implementation of the Crisis Management Framework and the related crisis training organisation (see 6.2.2.4 Security, Health and Safety risks – A. Terrorism and major security incident).

Finally, the critical risk of terrorist attacks faced by several countries has prompted the Group to develop a resolute, responsible policy for providing protection and preventing the risk of attacks, with the chief aim being to reassure the tenants' and service providers' employees who work at sites managed by the Group as well as providing a safe environment for customers and visitors. These plans, worked out in close cooperation with local authorities and the enforcement authorities, combine surveillance and detection equipment, heightened security measures, information sharing and the training of tenants' staff in order to increase the vigilance of all site personnel and to react effectively in case of a threat.

URW's Crisis Management Framework ensures consistently high standards of preparedness and response to emergency incidents across all of its regions, with comprehensive policies, procedures and training programmes in place.

2.2.4 DEVELOP CONNECTIVITY AND SUSTAINABLE MOBILITY

As part of its Better Places 2030 programme, URW aims at ensuring access to public transport and sustainable mobility to the visitors of its assets. The Group is committed to reduce by -40% its Scope 3 carbon emissions linked with visitor transportation from a 2015 baseline (see Section 2.2.1 Address climate change) and to achieve the target of having 50% of visitors accessing Group assets by sustainable means of transport by 2030. This engagement cascades down through the Group's development pipeline, in which the Group aims at 100% development projects significantly connected to public transport solutions by 2025. See Section 2.1.4.1 Summary of the Group's CSR performance for a summary of the Group results against these strategic targets.

By making these commitments, the Group is setting a long-term view on the evolution of mobility trends by working both on asset attractivity and actively encouraging new sustainable transport solutions and behaviours.

In 2021, an internal Mobility Community was launched in Europe to better share good practices, feedbacks, ideas and projects with all countries. One expert has been appointed per country to take part in this community and work groups are organised on specific topics: how to further promote green modes of transport, how to adapt the mobility strategy of the assets in low emission zones, how to manage delivery drivers in the car parks, etc.

2.2.4.1 CONNECTIVITY TO TRANSPORTATION

The Group is focusing on assets that are well connected to public transport networks and are located within major cities. The Group's selection, investment and development processes look at connected projects and sustainable mobility solutions that have a strong positive impact on the surrounding territories. Indicators such as number of electric vehicle charging spaces, bicycle spaces, connection to public transport and projected car modal share are being assessed for each project in the Group pipeline. In particular, the Group has set minimal requirements regarding these mobility indicators for all its development projects in its Sustainability Brief for development projects. These requirements are to be reviewed at each key milestone of a project's development.

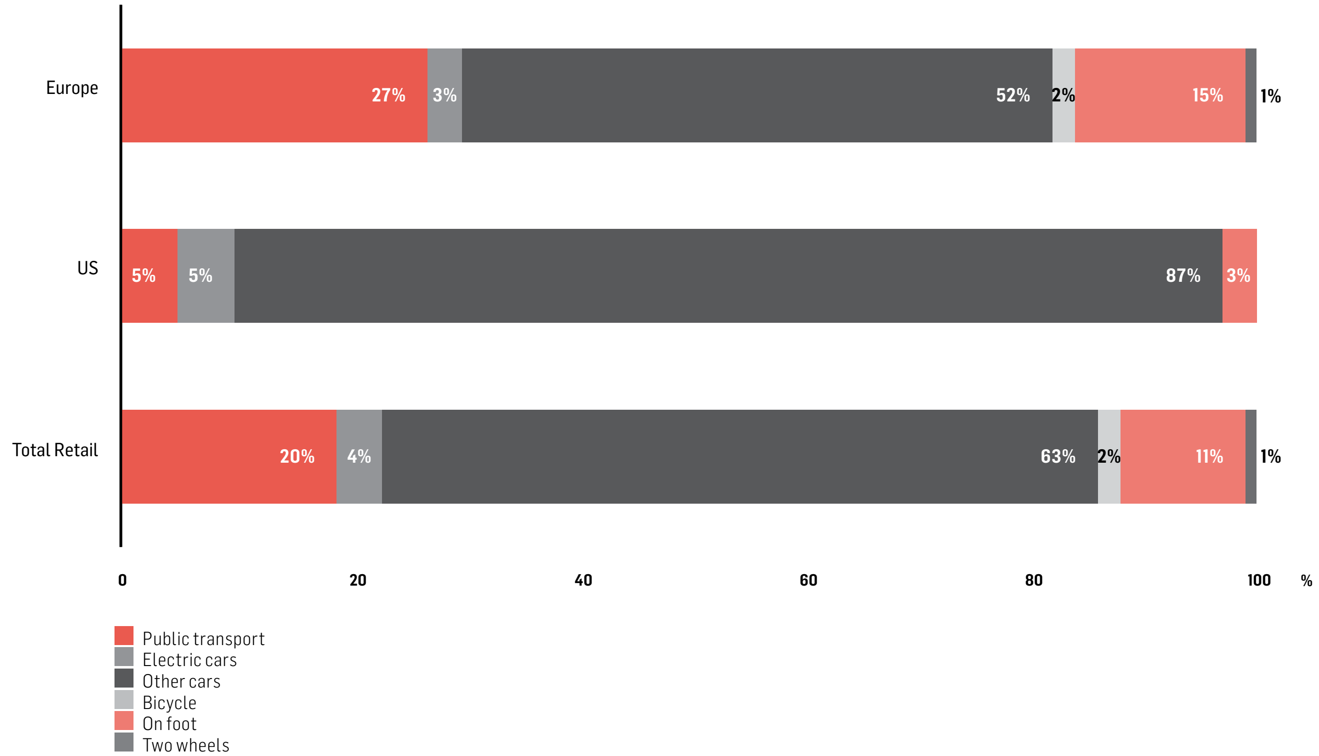
At 2021 year end, **100%** of the Group's development projects are connected to significant public transport solutions.

For standing assets, URW is committed to systematically providing its visitors, retailers and employees with an extended offer of sustainable transportation, such as short-distance carpooling, car-sharing solutions, charging stations for electric vehicles, adapted bicycle infrastructures and innovative autonomous electric transportation when available. A number of the Group's shopping centres are continuously working on improving on-site bicycle facilities, in the frame of the "Come by Bike" project. This involves increasing the size of bicycle parks, installing electric bicycle chargers, repair tools and pumps, creating dedicated lanes, etc.

Assets are also working in close conjunction with local authorities to improve their connectivity with public transport services. For example, in 2020, the bus network was reshaped and expanded around Ruhr Park shopping centre (Germany) and a new multi-modal connection hub was delivered by the office building of Versailles Chantiers (France).

As a result, **37%** of visitors travelled by sustainable means of transport (public transport, bicycle, on foot and electric vehicles) to the Group's shopping centres in 2021.

BREAKDOWN OF GROUP SHOPPING CENTRES' VISITS BY TRANSPORT MEANS AND BY REGION (%)



– MOBILITY ACTION PLANS

In order to improve every aspect of its customers' mobility experience (time taken, cost, environmental impact, etc.) and to reach the ambitious mobility targets of its Better Places 2030 strategy, the Group has developed an internal tool: the Mobility Action Plan ("MOBAP"). This 360° tool starts with a diagnosis of transport methods offered by a shopping centre and used by its visitors, and leads to the design of an action plan with a two-fold objective:

1. Improve the centre's mobility experience; and
2. Deploy "soft" transport solutions to reduce the carbon footprint of visitors.

Some short-/medium-term actions that can be directly implemented are identified as part of MOBAPs, such as adding dynamic signage on shopping centre approaches to improve traffic management, as well as more long-term measures involving relations and partnerships with local authorities, such as developing shopping centres connectivity with planned bicycle lanes or public transport.

In 2021, the MOBAP update and follow-up process was digitalised in Europe and is now fully implemented in the "Operational Data Portal" tool. This makes it easier to monitor the progress of mobility actions at asset and corporate levels, allocate the right resources to their implementation, and enables to share mobility project ideas and practical details across assets.

Since its introduction in 2017, this MOBAPs tool was widely rolled out across the European assets: in 2021, 94% of the shopping centres owned and managed by the Group in Europe have completed and/or updated a MOBAP. Furthermore, each site has implemented one or more green mobility actions (better welcoming of cyclists, adding EV charging stations, improving the connection with public transport, etc.). In the US, the COVID-19 crisis hampered the complete rollout initially planned in 2021. As at year end 2021, 65% of the shopping centres owned and managed by the Group had successfully implemented their own MOBAP.

2.2.4.2 INNOVATIVE SUSTAINABLE TRANSPORT SOLUTIONS

– PROMOTION OF ELECTRIC TRANSPORT

As part of its commitment to foster sustainable mobility, the Group is encouraging the use of electric vehicles by installing charging stations at its assets.

In 2018, the Group launched a three-year plan to introduce electric vehicle (EV) semi-fast charging stations in its European shopping centres. In 2021, European shopping centres are equipped with more than 1,000 charging spaces, including 100 fast-charging spaces. The Group plans to deploy even more chargers in the years to come. In France and in the UK, site-specific studies have been launched to assess the potential of each site and to plan a roadmap for future rollouts. Local partnerships have also been established, with car-sharing operators who can take advantage of the Group's EV charging stations to recharge their fleets at night. The Group has also initiated exchanges with B2B charging services operators who contracted with car-sharing, logistics, company and taxi fleets to continue to electrify the car parks beyond the use of the customers.

In the US, a partnership with the EV charging operator Electrify America is underway and recharging stations are installed at six URW assets: Westfield Century City, Westfield Galleria at Roseville, Westfield Old Orchard, Westfield Culver City, Westfield Valley Fair, and Westfield Santa Anita. To date, 45 charging stations are installed and 68 more are planned in 2022. The primary benefits are that Electrify America has the capacity to charge all electric vehicles (including Tesla). Additionally, Electrify America has signed partnerships with a number of EV manufacturers (such as Audi, Porsche, Ford, Fisker, Byton, Harley-Davidson and Lucid) to provide special rates or bundle costs of charging (with Electrify America only) into the vehicle purchase price.

Discussions are continuously ongoing regarding fast-charging installations with different providers. In particular, some local partnerships with Tesla led to the installation of their specific fast charging solution called "Tesla Superchargers" in some assets throughout the Group. For example, these chargers are already available in Westfield Parly 2 (France), Westfield Vélizy 2 (France), Westfield London (England), Pasing Arcaden (Germany) Westfield Culver City (US), Westfield Galleria at Roseville (US), Westfield Oakridge (US). In France a framework agreement was discussed in 2021 with Izivia to implement fast chargers in shopping centres in 2022.

As a result, EV charging is well embedded in the Group's asset operations: in 2021, 88% of the Group's assets were equipped with EV charging facilities in Europe, and 71% in the US.

PROPORTION OF STANDING ASSETS EQUIPPED WITH CHARGING FACILITIES FOR ELECTRIC VEHICLES

Charging facilities for electric vehicles include EV charging areas (semi-fast or fast), stations and car park spaces that are accessible to all visitors (operators allowing for interoperability).

	Group total	Retail	Office	Convention & Exhibition
2021 Share of assets equipped with charging facilities for electric vehicles	**83%**	90%	67%	25%
2021 associated number of car park spaces with EV charging points	**1,503**	1,458	20	25

– LOGISTICS SOLUTIONS FOR RETAILERS

Even though it is considered outside its Scope 3 GHG emissions, URW is aiming to reduce the impact of deliveries to retailers in urban centres by developing pooled logistics, optimising the load factor of delivery vehicles, reducing the number of round trips and using low emission vehicles.

During the public enquiry for the Gaîté Montparnasse project, the Group was involved in devising solutions to reduce the impact of traffic related to future deliveries to the centre and the hotel. To this end, the Group worked in 2020 on the creation of an urban logistic area of over 500 sqm integrated in the project. This infrastructure should eventually mutualise all the deliveries of the site and cover 10% of the "last mile" deliveries in the neighbourhood, done by cargo bike.

The operator, which is under contracting, should commit to use "green" vehicles and respect the "*Certibruit*" Charter of the city of Paris on noise limitation. Moreover, its digitalised management of delivery flows should enable it to lower traffic congestion created by delivery vehicles around the site.

Discussions are also in progress for the installation of a hydrogen production and distribution station at the Porte de Versailles convention site in Paris. This station would supply taxi fleets but also, in the long term, be the source of fuel for the site's logistics vehicles and handling equipment.

2.2.5 PROTECT AND IMPROVE BIODIVERSITY

As part of its Better Places 2030 strategy, the Group developed its Group biodiversity strategy in 2020 in collaboration with a specialised consulting firm. As part of this process, 21 key internal stakeholders from different departments of the Group were individually interviewed in order to collect information on biodiversity and their expectations for the new Group strategy. A complete study of the impacts and dependencies of the Group against biodiversity was also led in order to focus the Group strategy on appropriate actions. As a consequence, the Group biodiversity strategy lays now in the three following commitments:

- 100% new development projects to achieve a biodiversity net gain by 2022;
- 100% development projects to implement a biodiversity action plan by 2022; and
- 100% standing assets with high biodiversity stakes to implement a biodiversity action plan by 2022.

Each commitment is detailed in the following sections.

In 2021, URW's commitments for biodiversity have been recognised as "SMART" by the Act4nature international multi-stakeholders steering committee. This committee gathers the 14 partner organisations of Act4nature international (business networks, environmental NGOs and scientific bodies), the member companies of the French Association of Companies for the Environment (EpE) and the committed members of the funding networks.

– 100% NEW DEVELOPMENT PROJECTS TO ACHIEVE A BIODIVERSITY NET GAIN BY 2022

The preliminary studies of the Group biodiversity strategy showed that one of the main drivers of biodiversity loss, according to the 2019 Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services ("IPBES") report, is the change in land use. It also showed that real estate companies play a major role in this driver due to the artificialisation, degradation and fragmentation of land operated in greenfield projects. In the context of its biodiversity strategy, URW decided to commit to fighting these impacts by aiming to achieve a biodiversity net gain between the state of the site before and after the construction in all large projects[1].

In order to reach this target, all concerned projects starting in 2022 will have to use the methodology "Biodiversity Metric 2.0", created by the Department for Environment, Food and Rural Affairs in the UK (DEFRA). This methodology was created to "calculate a biodiversity baseline and to forecast biodiversity losses and gains (on site or off site) resulting from development or land management changes", DEFRA claims. The Group will also make its best efforts to apply this target for its ongoing projects where it is possible.

The Biodiversity Metric 2.0 uses simple calculations to model the biodiversity state of the site, taking into account each habitat location, size and ecological condition, as well as their connections with other nearby green spaces. For each habitat of a site, the user needs to enter the value of each parameter before and after the project. As a result, the tool provides an amount of "Biodiversity Units" present on site before and after modification. This methodology has been used by several real-estate companies in the past, it is recognised as reliable and was chosen by the Group for its scientific relevance and its scalability to all the countries of the Group.

With its biodiversity net gain target, URW commits to reach more Biodiversity Units at project delivery than there were before the transformation of the site. In case of loss of Biodiversity Units, the Group will have the possibility to finance compensation projects creating enough Biodiversity Units off site to raise the project's balance to a biodiversity net gain.

In 2021, the first calculation using the "Biodiversity Metric 2.0" was performed on the Lightwell renovation project located in La Défense, France. The results were a gain in biodiversity thanks to the creation of 1,000 sqm of green terraces. In addition of the calculation, an evaluation under the "BiodiverCity"© French label was done.

– 100% DEVELOPMENT PROJECTS TO IMPLEMENT A BIODIVERSITY ACTION PLAN BY 2022

In addition to the biodiversity net gain target, all large development projects need to implement a biodiversity action plan by 2022. This action plan should be made by a qualified ecologist after the assessment of the characteristics of the local biodiversity. The purpose of this document is to first avoid and reduce all impacts of the project on the local nature, and second to implement on each project a list of Group recommendations like the use of environmentally certified aggregates for the concrete or bird-friendly designs for the façades.

The new commitments and recommendations for the integration of biodiversity in development projects were integrated in the Group's design process through the Sustainability Brief (see Section Project design and review stage in 2.2.2 Design sustainable buildings).

Some projects also do an Environmental Impact Assessment, which includes an environmental/biodiversity component, as it is a pre-requisite for obtaining a building permit and commercial planning permission in some countries like France. A public consultation may also be carried out as part of this process.

Biodiversity is also addressed by the development projects through the "Land Use and Ecology" section in the BREEAM certification. For example, the project Westfield Mall of Scandinavia (Sweden) inaugurated in 2015 achieved 70% of the credits of that section, just like Westfield Carré Sénart, while Westfield Chodov reached 90% of the credits.

(1) Europe retail: Total investment cost (TIC) > €50 Mn or GLA > 10,000 sqm; US retail: TIC > $100 Mn or GLA > 20,000 sqm; Others: TIC>$/€40 Mn.

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Some outstanding initiatives for biodiversity can also be noted in the projects of the Group's pipeline such as a biological trail devoted to education purposes outside of Garbera extension (Spain) or the creation of 3.5 hectares of green landscapes in the project Mall of Europe (Belgium).

– 100% STANDING ASSETS WITH HIGH BIODIVERSITY STAKES TO IMPLEMENT A BIODIVERSITY ACTION PLAN BY 2022

The Group applies a pragmatic approach on biodiversity to its standing assets. Even though the very dense urban locations of most assets severely limit the potential to enhance biodiversity, the Group's sites are committed to retaining and improving local biodiversity. This translates in the new biodiversity strategy in the implementation by 2022 of biodiversity action plans in all High Biodiversity Stake (HBS) assets. Assets are considered HBS if located within 1.5 km from a protected area. These areas are composed of all the IUCN (management categories I to VI) and Bird Life International (Key Biodiversity Areas) protection areas. As it is required for the creation of the biodiversity action plans of development projects, these standing assets have to appoint a qualified ecologist to assess the on site biodiversity and propose an adapted action plan to preserve and improve the state of local nature.

A list of recommendations has also been written by the Group as part of the biodiversity strategy and suggests actions like turning off building enhancement lights outside opening hours or creating urban meadows in the assets green spaces.

In addition to the biodiversity action plan, all HBS assets are encouraged to raise awareness about biodiversity towards tenants and visitors.

When possible, URW also focuses on creating "green" spaces, such as green roofs, green walls and green parking lots. For example, the two UK centres, Westfield London and Westfield Stratford City, exhibit over 1,500 sqm of living walls containing close to 50,000 individual plants of over 20 varying species. Westfield London planted 73 mature and semi-mature trees across the estate, as well as 27,000 mixed bulbs across the external shrub land. Westfield Stratford City installed 15 insect hotels to promote diverse ecology of the plant beds, and also erected internal plant displays to improve the inside air quality and add to the environment for the general public. In The Netherlands, Westfield Mall of the Netherlands and Zoetermeer have also installed green walls. Westfield Mall of the Netherlands wall contains around 25,000 plants, 12 birdhouses and ten bat boxes to promote biodiversity.

In 2021, in the shopping centre Westfield Vélizy 2 in France, 1,600 oak and wild fruit trees were planted, in the context of its partnership with the French National Forestry Office (ONF), thanks to the mobilisation of the centre's customers, tenants, the centre team itself, and elected officials from the Jouy-en-Josas and Vélizy-Villacoublay nearby town halls.

The Group also works across its shopping centres to raise awareness among its stakeholders about the importance of biodiversity. For example, in 2021, in the Wroclavia shopping centre, a specific campaign was dedicated to biodiversity learning, starting with the organisation of an educational exhibition "Wild animals in the city". At the same time, Wroclavia sponsored virtual classes for primary school students that were led by Zoo experts about "Wild animals in the city" (what to do to support a wildlife in the city). 229 students from five primary schools located in Wroclaw participated in these classes. Additionally, Wroclavia supported bees that live in the Wroclaw Zoo by symbolic adoption.

The Group's BREEAM In-Use certification policy (see Section 2.2.3.2 Environmental certifications of buildings during the operation phase) ensures that biodiversity issues are well addressed and promoted to achieve high standards. Once a project has been built and delivered, the Group's operating management team, particularly the on site teams that manage each asset, are responsible for maintaining and monitoring biodiversity. The CSR team monitors the application of the Group's biodiversity policy and provides operating teams with the necessary support.

As part of its CSR strategy, Better Events 2030, Viparis carried out concrete actions in 2020 to preserve and reintroduce biodiversity, such as greening the terrace of Palais des Congrès d'Issy-les-Moulineaux, eco-grazing at the Paris Nord Villepinte exhibition centre, installing composters at the Hôtel Solomon de Rothschild and the Palais des Congrès d'Issy-les-Moulineaux, and banning the use of phytosanitary products for the maintenance of green spaces at all of its sites. In 2021, Viparis has complemented these actions with the set up two nesting boxes for titmice in the *Jardin aux Biches* garden of the Hôtel Salomon de Rothschild.

This choice was made to fight ecologically against the box tree borer, which the titmice feed on.

– URBAN FARMING AT URW

In keeping with its commitment to turn its assets into better places, the Group has begun research and development into urban agriculture and beekeeping projects at a number of its assets. Other than the benefits incurred from diversifying surface usage and influencing food consumption trends, this type of project also has a positive impact on promoting biodiversity in cities.

In 2019, the urban farm that had opened in 2018 on the roof of So Ouest in Levallois-Perret (France), was extended by 300 m^2. This project, developed in partnership with the start-up Sous Les Fraises, revolves around vertically cultivating fruit, vegetables and flowers, as well as welcoming small groups for educational workshops, generating a positive impact on the environment and the local communities. In 2019, the Group also opened its first urban farm in partnership with the start-up Peas & Love on an outdoor terrace space in Westfield Parly 2 shopping centre (France), which offers cultivated plots of land for rent to the local residents, who can come on a regular basis to collect the fruit and vegetables yielded and enjoy thematic workshops. Since 2020, this urban farm proposes a new online service called "Le marché Peas & Love" where any client can buy local food, including crops from the farm.

In June 2020, the Group opened “Nature Urbaine”, the biggest urban farm in Europe (14,000 sqm) on the roof of Pavillon 6 in Paris Expo Porte de Versailles convention venue (France), in partnership with Agripolis and Cultures en Ville. On this farm, more than 20 market gardeners produce during the season over 1,000 fruit and vegetables per day, of 20 different species, using no pesticides, with the ambition to become a global model of sustainable production, increasing environmental and economic resilience of the cities of tomorrow. Additional services are offered with this urban farm space to the neighbouring communities: vegetable garden plots for rent offered to residents, educational visits and discovery workshops around urban farming.

These three projects have been contributing to the city of Paris target to revegetate 100 hectares in Paris by 2020, including 1/3 surfaces dedicated to urban farming, formalised in an engagement Charter “Objectif 100 hectares” which URW and Viparis have signed in 2016.

Since September 2021, Westfield La Part-Dieu’s rooftop has become home to urban saffron farming. More than 45,000 organic bulbs were planted on two terraces with a total of 980 square metres of cultivation space. The first harvest took place in October, and the saffron has been dried and bagged by the workers of a centre providing care through employment (French ESAT labelled institution), or transformed and used in syrup. Distributed in short circuits, the saffron has been sold during workshops organised by the “Bien Elevée” urban agricultural house, but also within the centre during occasional sales to the general public and to the restaurant owners of the shopping centre Westfield la Part-Dieu.

Moreover, a number of the Group’s shopping centres host beehives on their premises and produce their own honey. One such example is the shopping centre Westfield Shopping City Süd in Austria which hosts ten beehives on its roofs with over 500,000 bees producing 120 kilograms of honey each year. Another is Westfield Arkadia in Poland, which uses beehives installed on the roof of the shopping centre to organise sensibilisation workshops with children about the importance of pollinators for the environment.

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2.3 BETTER COMMUNITIES

URW acts as a catalyst for growth within the communities in which it operates.

The Group's economic success is based on a strong relationship with its stakeholders: tenants, customers, investors, local communities, suppliers and contractors, as well as employees. These strong relationships are critical to develop and operate assets meeting stakeholders' expectations in all respects. URW is also aware of the leading economic importance of its real estate properties: in addition to being an urban planner, providing public facilities and building unique, iconic and well connected places, URW plays a key role in the local ecosystem:

- Economic driver: offering direct employment through construction and operational spending, indirect employment by tenants' sales and activities, suppliers' activities and local taxes; and
- Social integrator: services offered to visitors, charities, employment promotion initiatives, partnerships with local communities and non-profits, places for unique experiences (events, entertainment, shopping, etc.).

The COVID-19 crisis emphasised the importance of this social and economic mission. The Group's assets demonstrated new ways to support their communities, fighting and preventing the spread of the virus, strengthening local cohesion, and protecting the most vulnerable (see Section 2.3.4.1 Supporting the community).

In 2021, as part of the Better Places 2030 strategy, URW made a new commitment to generate €20 Mn of social value through its community-oriented programmes by the end of the year. This new commitment builds on the 2020 achievement of having 100% of its owned and managed assets with a Community Resilience Action Plan. These action plans have been updated in 2021 and are now part of the Group's processes. They aim to enhance the resilience of communities in which the Group operates thanks to a structured "glocal" approach, ensuring the implementation of the most relevant strategies according to the needs of local areas. The new target allows URW to measure and focus on the impact generated and marks a step ahead in our support to the local communities.

As part of this overarching commitment, the Group also pursued its engagements to:

- Foster local economic development: 100% of the Group Flagship assets support local entrepreneurship through commercial partnership and regional networks; and
- Support local partners:
  - The URW for Jobs programme aims to facilitate the recruitment of people cut off from the job market. Through this programme, the Group committed to have 1,000 people per year getting a job or joining a certifying training programme by 2020 and beyond;
  - Local partners are also supported through locally tailored initiatives or events. Since 2018, almost all of the Group's assets organise at least one event each year with a non-profit organisation. To reinforce these partnerships, the Group commits to have 100% of its Flagship assets support at least one charity or NGO-sponsored long-term project by 2022.

URW also leverages the high number of visitors it hosts each year. This attractiveness gives URW a unique opportunity to support more responsible consumption patterns and the development of desirable sustainable consumption alternatives. Therefore, the Group committed to support and promote at least one sustainable consumption initiative in all its Flagship assets by 2022 and collaborate with tenants to increase transparency of brands on health and sustainability, while expanding healthy and sustainable alternatives in 100% of its Flagship assets by 2025.

A summary of the results achieved against these Group strategic targets is presented in the 2021 performance dashboard (see Section 2.1.4.1 Summary of the Group's CSR performance).

2.3.1 GENERATING SOCIAL VALUE

In 2021, URW worked on a framework to account for the social value generated by the community-related programmes of the Group. It then released a target to achieve €20 Mn of social value through its community-oriented programmes by the end of the year as a way to encourage actions with positive social impact and demonstrate the value of its programmes. As the Group is convinced by the value of locally rooted partnerships and actions, most of the community-oriented programmes are decided and managed at asset level. Our social value target and results reflect the strong positive social impact generated by URW.

The development of the framework was made in early 2021 based on the reporting of all community-oriented activities led in the course of 2020. We collaborated with external experts to develop a methodology and a tool to translate social impact into financial value in line with the principles of Social Value International. This work was based on:

- The identification of the 20 main social outcomes linked with our projects;
- The definition of the corresponding valuation methodology; and
- The definition of attribution factors and efficacy rates.

In 2021, the Group achieved €21.0 Mn of social value generated, demonstrating the high level of integration and support to the local communities. The results of the first two years of application are presented in Section 2.1.4.1 Summary of the Group's CSR performance.

2.3.2 PROMOTING COMMUNITY RESILIENCE

"Community resilience" is the ability for a community to uphold a favourable socio-economic climate, anticipating incidents and unplanned events, as well as contributing to generate positive impact on the local area. It is based on building strong and long-term local relationships to understand challenges faced by the communities the assets belong to, and coordinate common answers. By generating social capital and reducing risks in and from the community, resilience is a part of the business performance and essential for the long-term growth of the assets in their local areas.

The Community Resilience Action Plan is the yearly action plan arising from the long-term social strategy designed at asset level to contribute to the long-term development of the community and, thus, the asset itself.

In 2021, most of the Group's owned and managed shopping centres have updated their Community Resilience Action Plan. Within the same framework, each asset management team updated the in-depth analysis of the key issues faced by the local community. They identified key stakeholders to work or partner with on these issues, and exchanged with them on their vision and strategies to tackle local community issues. The output of this analysis was formalised for each asset into a long-term strategy and translated into short-term co-constructed projects specifically tailored to the community's strengths and vulnerabilities.

In addition to reinforcing the dialogue with local stakeholders, this process enables the Group and each asset to improve the monitoring of its local involvement and enhance its positive impact for the communities. Each Community Resilience Action Plan was reviewed and validated in formal meetings involving relevant members of the Country Management Team, to align and empower all internal teams for a successful implementation. The consolidation of the Community Resilience Action Plans of the entire portfolio highlighted commonalities on which a Group-wide approach will be designed. It also brought to light local innovative practices, which will be extended for a greater impact.

Concrete examples of existing community resilience projects:

- Both Westfield London and Westfield Stratford City created the "Future You" project to address youth disenfranchisement and work with key partners in the local community to a make positive change specifically targeting 12 to 18-year-olds. The teams worked with Newham Council Youth Engagement team to identify local organisations that could contribute, with an objective to support mental, emotional and physical well-being. Based on the demand from local organisations, three key themes were selected: sports & wellbeing, creative arts, and education & career goals. It practically takes form of a selection of free workshops and sessions for 12 to 18-year-olds, helping to develop young minds with useful financial advice, university support, sport sessions and art workshops. It engaged over 900 beneficiaries in the course of October 2021 and received great feedback from both the local community and community partners.
- At Westfield Chodov, in the Czech Republic, the centre pursued the *Óbejvak* project with several non-profit organisations and the TV station OCKO. The project provided a dedicated space for children and young people to engage in several activities and games, under supervision. This space compensates the lack of infrastructure in the local areas, thus avoiding youth disenfranchisement. It supports a long-term partnership with two social agencies, Proxima Sociale and YMCA, which provide advice to young people at a contact point in the centre, while communicating regularly with the shopping centre management teams to monitor more efficiently the issues of young children in the community.

URW is convinced that the locally tailored and co-constructed approach of the Community Resilience Action Plans will benefit communities and its assets. From 2020 onwards, Community Resilience Action Plans will be updated on a yearly basis.

2.3.3 EXPAND LOCAL ECONOMIES

Be it at a local or global level, having a clear understanding of the economic and social impacts of its activities is key for the Group.

URW assesses the social and economic impact of each development project, which includes both the temporary impacts of the construction phase, as well as the long-term contribution of the asset's operations to the prosperity of local communities. Throughout the development, the Group not only generates construction-related jobs, but also contributes to the development of transportation infrastructure and public realm, dynamising the communities in which it operates. Once completed, projects serve as catalysers of local employment (directly and indirectly), economic activity and tax income. The Group's developments play a key role in revitalising and regenerating areas, attracting additional investment and projects, and unlocking their growth potential. The assessment and enhancement of the socio-economic impact of development projects supports a constructive dialogue and collaboration with the local authorities.

Once assets are in operation, the consideration of the socio-economic impact is fully integrated as part of the decision-making procedures; social and economic criteria are systematically considered and addressed when entering in relationships with stakeholders, particularly with the supply chain during the purchasing process. On top of this, the Group and its assets design and implement relevant community programmes to be a catalyst for growth within the communities in which it operates.

2.3.3.1 SOCIO-ECONOMIC IMPACT

– BOOSTING OUR SOCIO-ECONOMIC FOOTPRINT

The Group started to work on quantifying the socio-economic footprint of its French assets in 2013. It worked on a Group-wide study in 2018 which encompassed all shopping centres in continental Europe. Performed by external experts, it enabled the Group to measure economic[1]:

- Local impacts (ranging from the city to the region level): by estimating the total paid out salaries which are tied to activities of the shopping centres, the number of jobs created, as well as local taxes paid in relation to operational activities; and
- National impact: by estimating the Full Time Equivalents (FTEs) associated with all jobs provided by the shopping centres. This includes URW employees, tenant employees, and those of on-site service providers.

(1) For continental Europe, employment, salaries and tax contribution figures were estimated using economic modelling techniques, data provided by URW and assessment methods and simulation based on national statistical databases. Unibail-Rodamco-Westfield's total tax contribution was based on data provided by the Group. All results are expressed in terms of created or maintained jobs excluding "additional" effects; some jobs would have existed even in the absence of a shopping centre in the area.

The study found that 62,266 hosted jobs were created or maintained within the Group's shopping centres in continental Europe (including retail spaces within those shopping centres not owned by the Group). Tenants' employees accounted for 95.5% of the Group's footprint in terms of direct employment in continental Europe, with suppliers and subcontractors accounting for 4% and on-site URW employees for 0.5%.

In 2018, the Group published the results of the socio-economic footprint of its two assets located in London[1]. During their ten years of operations, both Westfield London and Westfield Stratford City supported 25,000 jobs (FTE equivalent) in London, which account for approximately 12% of all jobs in two local boroughs: Hammersmith and Fulham, and Newham. In addition to encouraging local employment through several services to tenants, the study estimated that 24% of Westfield London employees were previously unemployed. Over ten years, both assets have attracted 590 million visitors and generated over £16.7 Bn in sales. Through the creation of mixed-use developments which feature the best in retail, dining and leisure alongside offices, hotels and residential, the Group's centres have acted as catalysts to further inward investment and have contributed to placemaking in key areas of London. The report outlines URW's contributions including:

- Over £200 Mn on improving infrastructure and connectivity;
- Over £13.6 Mn in education and training;
- URW centres now support 32,000 jobs in the capital with over 12,000 being created through developments in Stratford and Croydon;
- The two centres generate significant additional expenditures for the benefit of local businesses, including an estimated £18 Mn to £25 Mn annual spend by centre employees and an expected £16.5 Mn total spend by construction workers; and
- The 4,000 new London homes are expected to generate £58.5 Mn in annual residential spend in local areas.

In 2020, the results of a similar study conducted on the socio-economic impact of the Group's activity in the Paris region (*Île-de-France*)[2] revealed that the Group's operations generated €9.5 Bn of direct economic benefits in the region in 2018 (€4.1 Bn from the retail activity of the Group's 14 shopping centres, €5.4 Bn from the Convention and exhibition activities). Over a ten-year period (2009 to 2018), the Group has invested an average of €310 Mn every year to develop ambitious projects to contribute to increase the region attractiveness and dynamism. The study also confirmed the Group's major economic role in supporting employment. Overall, in the Paris region, the activities of the Group support, directly or indirectly, over 60,000 jobs, of which 1,000 being directly provided by the Group. These jobs are of all levels and qualification, offering a wide range of opportunities:

- The retail activity accounts for 21,000 jobs supported. Retail jobs are by nature impossible to delocalise and offer opportunities for unqualified individuals; 78% of the sales staff in France have qualifications below baccalaureate level, or no qualifications at all;
- The offices activity supports approximately 12,000 jobs, attracting the best international talents to the region, a trend which is expected to continue given the size and quality of the Group's projects in major financial centres in the context of Brexit; and finally
- The biggest driver of employment is the Group's Convention and exhibition activity; 30,000 jobs are estimated to be supported by the events and tourism generated by Viparis' operations.

The results of these studies confirm the significant economic contribution of the Group, its retailers, and its suppliers in the economy of each region both at local and national levels.

The contribution of the Group's activities to the development of local areas are not restricted to these measures of socio-economic footprint. The ambition of the Group of being a catalyst for growth is translated in a wide range of additional initiatives towards the communities, ranging from entrepreneurship projects to training programmes (see following sections). These additional engagements demonstrate the Group's commitment to go beyond the positive impact induced of its activities, but to proactively create value for the communities in which it operates.

(1) *10 years in the Making - the socio-economic impact of Unibail-Rodamco-Westfield centres in London,* by Volterra, published in November 2018: https://www.urw.com/en/portfolio/standing-assets/standing-portfolio/shopping-centres//-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/Portfolio/Standing-Portfolio/Shopping-Centre/Westfield-London/URW-10_Years_in_the_Making.ashx

(2) *10 ans d'impact positifs en Ile de France - Unibail-Rodamco-Westfield au service de la transformation du territoire francilien,* published in 2020: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/PRESS-ROOM/Publication/20200817-URW-10-ans-d-impacts-positifs-en-ile-de-france_onlyFR.ashx?la=fr-FR&revision=be4c894e-2847-4d24-b55d-66d9f5970e6e

– TAX FOOTPRINT

Tax transparency regimes

URW is a publicly traded Group dedicated to investing in commercial real estate across Europe and the US. Many countries have adopted laws on local tax transparency to encourage long-term investment in real estate. These regimes subject the Group to distribution obligations[(1)]. Based on the tax transparency regimes, the profits made are taxed at the shareholder level directly, instead of at the level of the Group. URW promotes the concept of a global real estate investment regime that would allow for mutual recognition and a fair share of tax revenues between the countries where the properties are located, through withholding tax payments, and the countries where shareholders are located, through income tax payments.

URW also believes that the tax transparency regimes for real estate contribute to a responsible and sustainable approach to taxation by creating conditions for long-term investment and win-win partnerships between local communities and the real estate industry.

Following last year decision and the confirmed impact of the pandemic on the Group's 2021 revenues as well as the Group's commitment to deleverage, the Group suspends the payment of a dividend for its fiscal years 2021 and 2022. Once the Group has completed its deleveraging programme, it will resume paying a dividend.

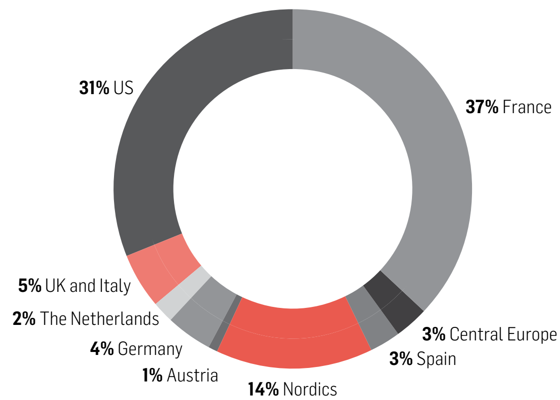
The tax position of URW reflects the geographical location of its activities. The Group declares profits and pays taxes where its activities are carried out. This translates into payments to local or national tax authorities of corporate income tax, business taxes and taxes withheld on dividend payments[(2)].

Taxes and social security contributions paid locally

The Group's tax position mirrors the location of its investments. Considering its €54.5 Bn portfolio and the fact that holding real estate assets requires it to pay property taxes, URW pays significant amounts of taxes. Significant tax payments are also made to local authorities upon investment and divestment transactions, although this will vary as it depends on the number and size of transactions completed during a particular year. In addition, URW and its tenants in the Group's shopping centres employ many people locally who contribute significant amounts in taxes and social charges.

In 2021, on a proportionate basis, the subsidiaries of the URW Group paid €338 Mn of local taxes and social contributions. The below geographic breakdown does not include income taxes, which are reported in note 8.2 in Section 5.2 Notes to the consolidated financial statements.

GEOGRAPHIC BREAKDOWN OF TAXES AND SOCIAL CONTRIBUTIONS PAID IN 2021



Combatting tax evasion

The business strategy of URW consists of creating value with its real estate portfolio over the long term. The tax policy of the Group is completely integrated into this long-term plan and is consistent with the normal course of its business operations.

In 2021, the Group operated in 11 different countries in continental Europe, the UK and the US. The Group does not use investment routes through non-cooperative countries or territories[(3)] to locate income in low tax jurisdictions. As a matter of principle, URW complies with the letter and the spirit of tax laws and regulations. Tax risks are followed and monitored by a team of internal and external tax experts, and discussed with an internal committee whose members include the Group Chief Executive Officer and the Group Chief Financial Officer, and the Group's auditors, Audit Committee and Supervisory Board.

URW complies with tax transparency regulations such as the European DAC 6 (Directive on Administrative Cooperation, as amended for the sixth time), the US FATCA (Foreign Account Tax Compliance Act) and CRS (Common Reporting Standard) and files its fiscal Country-By-Country-Report with the French tax authorities.

Further information on URW's approach to tax is available on our website at the following link: https://www.urw.com/en/investors/taxation-information.

2.3.3.2 SUPPORT LOCAL ENTREPRENEURSHIP

The Group wishes to enhance the economic vitality of its community by fostering local economy and is committed to have 100% of its Flagship assets support local entrepreneurship through commercial partnerships and regional networks from 2020 onwards. In 2021, 61% of the Group's Flagship assets managed to empower entrepreneurs to create businesses and grow. The support provided took different formats, depending on the operational means available to the asset.

(1) See note 8 to the consolidated financial information in Chapter 5.2 Notes to the consolidated financial statements, Section 8.1.3. Tax regimes, for an overview on these regimes.
(2) See note 8 to the consolidated financial information in Chapter 5.2 Notes to the consolidated financial statements, Section 8.2. Income tax expenses.
(3) Non-cooperative countries or territories are usually defined as countries or territories refusing to adhere to international tax good governance standards.

The Group assets offer entrepreneurs visibility and exposure to customers through marketing operations or space provision (shopping centre unit, and temporary space in the common parts or during special events such as the Christmas market). The Group hosts several concept stores in its assets, promoting local young entrepreneurs or artisans.

Support to entrepreneurs is also conducted through the provision of financial support (long-term services partnerships, financial grants, etc.), or by engaging by being active in local entrepreneurship networks (financial support, mentoring, etc.). This is, for example, the case every year through the Westfield East Bank Creative Future Fund, part of the sponsorship programme of Westfield Stratford City. The US supported entrepreneurs at country or asset levels in the course of 2021, for example:

- Westfield Century City sponsored the Pick Pico Small Business Street Fair dedicated to support local small businesses, in partnership with the Westside Neighborhood Council; and
- Westfield Garden State Plaza partnered with the New Jersey Economic Development Authority to develop a programme to provide local small businesses/entrepreneurs the opportunity to lease space at below market rates to promote and grow their business.

In the Czech Republic, partnerships with local start-ups focusing on sustainable mobility like Hoppy Go (car sharing), Rekola (shared bike) and, since 2021, with BeRider (shared electric scooters) have been launched to encourage the shift towards more sustainable modes of transport. Another example is Westfield Chodov shopping centre which started a partnership with the local start-up Beta Robotics to test a new innovation to tackle the pandemic issues with a new robotic air-cleaning solution and contributed to the development of the software as part of its continued partnership in 2021.

Besides local initiatives, several country-wide actions are initiated to empower entrepreneurs. Every year, URW organises the “Grand Prix Commerce URW” (Grand Prize Retail) to support retail innovation and business creation. The competition began in 2007 in France, and in Spain from 2019, and rewards bold innovative concepts with grants and the opportunity to develop in the Group’s shopping centres. With its yearly Grand Prix Commerce URW, the Group has already helped accelerate the development of over 38 young, daring retail entrepreneurs, while identifying the innovative concepts that will enhance future retail. The 2021 edition awarded:

- The Grand Prize to Unbottled, a brand of French-made solid beauty hygiene products reinventing cosmetics in an eco-responsible way;
- The Shop Prize and Public Favourite to Deliroutine, an urban food market that offers pop and offbeat street food universes, prepared in a “Live Kitchen” out of fresh and premium products; and
- The Pop-Up Prize to The Blond Cactus, a concept rooted in the circular and sustainable economy offering 100% customisable creations composed of dried flowers and self-sufficient plants combined with recycled or handmade decoration.

2.3.3.3 SUPPLY CHAIN MANAGEMENT

The CSR strategy of the Group encompasses a much wider footprint than the Group itself. Being a substantial buyer, URW is aware of the importance of driving industry standards and pushes for an evolution on the way it drives its suppliers and service providers toward more sustainable operations.

Given the size of its portfolio, the Group works with a large number of suppliers and contractors, and ensures it is not exposed to the risk of depending on only a few strategic suppliers. In 2020, the Group designed its Responsible Procurement Roadmap, followed by a mapping of CSR risks in its supply chain in 2021. URW became a signatory to the UN Global Compact in 2004, thus committing to adopting, upholding and enacting within its sphere of influence the ten universally recognised principles relating to human rights, labour laws, environmental protection and anti-corruption.

In addition to this, URW issued in June 2021 a Modern Slavery statement available at https://modernslaveryregister.gov.au/.

– PURCHASING MAPPING

Purchases at URW can be split into three categories:

- Corporate overheads, including office management, business travel, consultancy and audit fees, corporate communication and public relations costs, ICT and other administrative costs. This covers all Group staff and regional headquarters;
- Operating costs, services provided to properties for daily on-site operations, such as cleaning, maintenance, security, waste management, energy and fluid provision, and marketing expenses (OPEX paid by the property owner and mostly passed onto tenants as service charges); and
- Capitalised construction works invested in properties for three main purposes: new development or enhancement works, maintenance works or reletting works (CAPEX paid by the property owner); these include mainly purchases from constructors, fees for architects, designers and engineering firms, and insurance premiums.

The varied nature of procurements and the diverse locations of the Group’s properties result in having most of the supply chain being local companies or subsidiaries that support the local economy. In addition, wherever possible, the purchasing policy favours local purchases in the catchment area of the Group’s assets in order to contribute to employment and local economic development.

Purchases consist principally of OPEX and CAPEX for the operation and development of properties (overheads being a small part of the overall expenses). Operating expenses are spent locally. OPEX and CAPEX costs mostly comprise labour-intensive services and to that extent are purchases that cannot be relocated. Capitalised construction works are non-recurring expenses depending on development activity.

– MAPPING OF CSR RISKS IN THE SUPPLY CHAIN

URW is committed to protect human rights, health, safety and the environment in its value chain. To strengthen its approach to responsible procurement, URW established a mapping of CSR-related risks mapping in its supply chain in 2021. This mapping allows URW to understand and identify key risks related to sustainability in its upstream value chain and will allow the Group to define and implement action plans to manage these risks. The mapping has been designed with specialised external consultants and involved key representatives of functions with high procurement volumes (such as development teams or technical teams) as well as the Group compliance team. The mapping covers approximately ten key procurement categories under 11 risk categories (resources consumption, pollution, waste generation, climate change, biodiversity, illegal/forced work, discrimination/harassment, working time/salary, health and safety, data protection and corruption), with distinction between countries. This mapping includes mapping of the main existing risk management measures already in place within the Group.

– SUSTAINABLE PROCUREMENT

URW's procurement strategy is designed to comply with the following rules: fairness, focus on quality, long-term partnerships, reduced risk and the respect for applicable regulations. Moreover, the Group must honour the trust placed in it through property management contracts which aim to be transparent and cost-efficient.

In addition to the principles and rules detailed in the Group procedures and Compliance Book (and specifically in the Code of Ethics and the Anti-corruption programme), all purchases must comply with the applicable local laws and regulations, especially labour and environmental laws. These local laws and regulations notably include the respect of the UK and Australian Modern Slavery Act or anti-discrimination clauses in the US.

To secure the proper application of these rules, in the case of a tender process and over the term of a contract, the supplier can contact the URW Compliance Officer at any time to raise and submit a complaint, in accordance with the Group's whistleblowing procedure. The URW Corporate Internal Audit team carries out regular audits across the Group to validate the thorough application of the Group's procurement policy.

The CSR approach is fully integrated at each step of the supplier procurement and referencing process of URW in continental Europe.

CDP
SUPPLIER ENGAGEMENT LEADER
2021

In 2021, URW was again identified as a global leader for engaging with its suppliers on climate change, being awarded a position on the 2021 Supplier Engagement Leaderboard by global environmental impact non-profit Carbon Disclosure Project (CDP). URW was recognised to be among the top 8% of organisations assessed by the CDP.

Also, in 2014, the Group signed the "Responsible Procurement Charter" in France, an initiative led by the French authorities. This charter, structured around ten commitments, aims to promote best practices for more responsible purchases and a more balanced and cooperative relationship between large companies towards their providers.

In Sweden, since 2020, URW uses the Swedish property industry's Code of Conduct for suppliers, which is applied in its purchasing processes for its headquarters and standing assets to ensure a minimum level of sustainability and responsibility from its suppliers and their subcontractors. Suppliers must sign and comply with the Code of Conduct, which includes requirements related to the preservation of the environment, the working environment and social conditions, and business ethics and compliance. Furthermore, suppliers must answer a self-evaluation questionnaire in order to show how compliance with the Code of Conduct takes place and must be updated once a year. An equivalent approach is followed for construction activities.

More specifically on forced labour, understanding and awareness on this significant issue is critical. URW partnered with "Stronger Together" to develop a high-level training to fight the risk of forced labour. Stronger Together is a not-for-profit organisation, working with businesses to reduce forced labour, labour trafficking and other hidden third-party exploitation of workers. The training developed was delivered for the first time to a set of relevant URW directors in 2021.

Selection of suppliers

URW chooses its contractors with great care and ensures they comply with its procurement policy. The Group-wide Purchasing Procedure guarantees an optimised price for the best level of service while securing an equal treatment among providers/suppliers. It states that the suppliers of all goods and services must be selected fairly on the basis of objective, comparable criteria and, when relevant, according to procedures relating to invitations to tender.

Prospective business partners are screened in line with the "Know Your Partner" procedure of the Group. These due diligences aim to assess the partner exposure to corruption risk, and identifying past international labour law or human rights breaches.

Before a new service provider joins the approved list, a substantial amount of information is required, including an overview of its CSR strategy and practices. These environmental and social factors are of particular importance to the Group's information in its choice of suppliers and form part of the criteria considered in tender processes.

Each purchasing step is duly documented for traceability. In continental Europe, a web-based solution for purchasing management was launched in 2017, focusing on services procurement in the standing portfolio. It makes the procedures of URW more robust, facilitates new and direct collaboration between all stakeholders, ensures the transparency required for all purchasing decisions, helps operational teams to select providers, and facilitates the sharing of best practices and risks mitigation. This solution secures the administrative management for the whole purchasing cycle.

Inclusion of CSR criteria in contractual clauses

General Purchasing Conditions ("GPC") apply for all the countries in which URW operates, although they vary between continental Europe, the UK and the US, according to local requirements. A clause is also automatically included in these conditions, requiring suppliers to abide by the Group's Code of Ethics provisions, including complying with applicable laws and regulation, prevention of all forms of corruption and discrimination, respect for human dignity and for employees' work, preservation of the environment and reporting practices that are in breach of these principles using the contact procedure provided by the Group.

In continental Europe, for standing assets, service providers (particularly cleaning, multi-technical maintenance and security companies), are asked to sign the GPC attached to each contract. This includes a sustainability clause covering all environmental issues, notably improved energy efficiency, responsible waste management, and the use of environmentally-friendly products and materials, and which ensure the protection of social and labour rights, including a commitment to comply with the conventions of the International Labour Organisation ("ILO") and with local employment legislation.

In the UK, the Standard Service Agreement includes a commitment to comply with all relevant safety, labour and environment (including but not restricted to waste and water management) legislation, with the site environmental management accreditation (ISO 14001) and with best practices in these areas.

In the US, clauses require the suppliers not to engage in any direct or indirect form of human trafficking, slavery, forced or involuntary labour.

In France, two addenda to the GPC reinforce the existing sustainability provisions, specifying the efforts and results expected in terms of environmental and social performance: an "environmental clauses addendum" and a "professional integration clauses addendum". The latter, which was introduced in July 2018, commits service providers to fostering the professional integration of people remote from the job market. It requires service providers to commit and make major efforts in this field when providing services within the Group's assets. Specific targets are set in association with the Group, to adapt professional integration ambitions to the scope and business of each supplier, to secure genuine pathways leading to careers or qualifications and diversified recruitment channels. The ambitions are regularly reviewed. In this addendum, providers also agree to recruit most of their staff from communities located close to the place where the contract is being fulfilled, and to take part in the Group's URW for Jobs recruitment events (see Section 2.3.4 Engaging with local stakeholders). Finally, signatory providers agree to prepare and send to the Group a summary of the professional integration actions implemented, and results obtained in each of the Group assets in which they operate.

In continental Europe, for projects under construction, the contracts signed with suppliers state that the Group and the companies it controls are committed to reducing the carbon footprint of their projects, particularly during the development phase of the assets. A clause indicates that the construction companies involved in the Group's projects must take the carbon impact into account when selecting construction techniques, materials and technical solutions. After each project review and at all project stages, an arbitration regarding the carbon footprint impact is to be taken for the proposed solution to be submitted to the Group. The principles and action plans used to select the most sustainable materials with a reduced carbon content are specified in Section 2.2.2.3 Construction materials.

Raising awareness among existing suppliers

To encourage existing suppliers and contractors to improve sustainable operating practices and use environmentally sustainable materials, the Group shared its CSR policy and related environmental and social targets with all its main service providers Group-wide through official communication letters. These included contents and ambitions of the Group CSR strategy and the announcement of further supplier engagement on CSR topics. The Group confirmed its willingness to work together with its supply chain in its Better Places 2030 journey.

As part of the Group's continental Europe "4 Star" label criteria, URW regularly conducts training in customer service skills for the security staff and cleaning suppliers at all shopping centres with the "4 Star" label. In France, maintenance suppliers are trained in the Group's Environmental and Health and Safety processes.

The Group has also introduced initiatives concerning incentives for energy savings and waste segregation performance (e.g. energy performance contracts – see Section 2.2.3.4 Energy management, and contractual targets of percentage waste to landfill – see Section 2.2.3.6 Waste management). These site-by-site practices challenge suppliers and serve as a basis to involve them in a process of continuous improvement for all managed assets.

Assessing the CSR performance of suppliers

In continental Europe, internal annual supplier assessment of compliance with environmental clauses, management modes and service quality are performed on key services (multi-technical, health and safety, mechanical transport, cleaning and waste management).

The supplier assessment process allows for the evaluation of supplier compliance with contractual requirements and to anticipate tender needs. Data collected through these assessments, once consolidated, are also shared with contractors through Steering Committees.

In 2020, Viparis launched an external evaluation campaign of its suppliers on CSR criteria in partnership with Ecovadis. This campaign has been continued in 2021. For suppliers outside the Ecovadis platform, Viparis has also updated its CSR internal assessment questionnaire in 2021. Theses assessments are used during annual meetings with contractors to define a plan of action regarding CSR performance.

2.3.4 ENGAGING WITH LOCAL STAKEHOLDERS

2.3.4.1 SUPPORTING THE COMMUNITY

Each of the Group's assets is fully committed to creating social value for communities and contributing to the sustainable economic development of the areas in which it operates. Although the ongoing COVID-19 crisis restrained some of the community-related activities, it also fuelled an unprecedented commitment of the Group to contribute to the global fight against the virus.

– SUPPORT TO COMMUNITIES DURING THE COVID-19 CRISIS

After the massive wave of actions conducted by the Group in 2020 to fight against the spread of the virus, to protect the most vulnerable population and to strengthen the local cohesion, URW structured its approach to focus on impactful actions. On the one hand, the Group pursued actions that were launched at the heart of the pandemic, such as the supporting victims of domestic violence in France where actions were maintained over the course of 2021 namely in Villeneuve 2, Westfield Carré Sénart and Westfield Vélizy 2. On the other hand, the Group actively partnered with local and national authorities to further develop test and vaccination centres, and support public health efforts. As a result, at year end 48 vaccination centres were open in URW assets globally with 1.5 million vaccination shots performed in these centres.

– URW FOR JOBS

URW for Jobs is one of the Group's major community initiatives. Its goal is to create job opportunities within the Group's assets for local people facing barriers to employment, for example due to economic, social or family issues.

The programme is designed for beneficiaries who have been unable to find sufficient employment, to receive free training support to meet the requirements of employers in the Group's value chain (for example, retailers, customer services, security and construction). At the end of this process, participants are introduced to tenants from the shopping centre and other employers through job interviews, job fairs and job applications. These actions are delivered in collaboration with local public employment services and charities with which the Group builds long-term partnerships.

The Group committed to support 1,000 local people to integrate a job or a qualifying training certification through the URW for Jobs programme from 2020 onwards. Since its inception in 2016, URW for Jobs has helped 2,362 people to find a job or a certifying training programme. Although the programme operations have been strongly impacted by the restrictions associated with the COVID-19 pandemic in 2020 and 2021, URW delivered the programme where and when possible and tested digital versions of the programme. For example, through videoconference interviews and online training. This was done in particular in Nacka Forum in Sweden in March 2021, where the shopping centre organised a digital jobs fair offering over 180 job positions, including neighbouring companies and the Nacka Municipalities. Adecco, a partner in the programme, provided guidance to candidates on CV templates and an interview preparation guide to support applicants in the process. It has been a success, with around 600 applications gathered.

In 2021, URW for Jobs was hosted at 30 shopping centres across the Group. These centres have helped to train 360 beneficiaries. Through 22,005 training hours (on average eight days training per candidate), the beneficiaries were able to rebuild self-confidence, crystallise their career plans and develop skills.

In 2021, 637 local people were hired in a job or entered a certifying training course in the two months following the programme. This includes 336 candidates trained through the programme and a further 301 candidates who were able to gain entry to the initiative without prior training and found a job at events organised by the shopping centres.

The Group maintains its commitment to support 1,000 people to integrate a job or a qualifying training certification through the URW for Jobs programme each year.

– URW COMMUNITY DAY

The URW Community Day is designed to engage a large number of employees in volunteering for a local charity, involving each of the 12 countries where the Group operates.

The Group's community-oriented activities in 2021 continued to focus on supporting the needs of local communities that had been directly impacted by the global pandemic, and activities to improve the environment and biodiversity of areas near to the shopping centres. A total of 61% of Group employees delivered more than 7,096 volunteering hours in 2021.

Some of the volunteering initiatives:

- In France, teams volunteered to support a Red Cross event for disadvantaged people and helped refurbish a local centre for refugees, as well as supporting the National Forests Office (Office national des forêts, "ONF") to maintain local forests by planting approximately 200 trees;
- In Germany, employees participated in ten initiatives over the course of several weeks involving cleaning up around the Rhine area, sorting and handing out food, and renovating pre-school areas;

- In Italy, employees spent time at a charity for children with disabilities, helping in the garden and greenhouse, painting, and supporting children with their schoolwork and playtime activities;
- The Netherlands teams joined forces to remove plastic waste from the canals of Amsterdam;
- In Poland, a team of volunteers helped clean and paint a night shelter for people facing homelessness;
- In the UK, employees supported various activities from creating 200 care packages and preparing 5,700 meals for local residents in low-income households, to education sessions at the Westfield London Nature Reserve with students that have complex learning needs and autism; and
- US teams delivered a range of actions including clothing donations to reduce textile waste, preparing school supplies, care kits, and food for underprivileged families, and connecting with LGBTQ+ seniors.

– LOCAL PARTNERSHIPS

Today more than ever, the Group aims to come together with communities and stakeholders building on each other's strengths to create shared value.

Anchored in the local areas where it operates, each of the Group's assets has built a strong network of local partnerships, working closely to identify and tackle the issues which are critical for local populations and businesses. By building these strong and long-term relationships with local stakeholders, the Group coordinates common answers, bringing its years of experience to connect people, commerce and the built environment.

In 2020, the Group made a step forward to better monitor and strengthen the positive impact of its community-oriented actions with the implementation of Community Resilience Action Plans in 100% of its owned and managed assets (see Section 2.3.2 Promoting community resilience). As part of the Community Resilience Action Plans, and in addition to the URW for Jobs and URW Community Days initiatives, these local or national partnerships give rise to a wide range of additional initiatives, in which URW employees dedicate time and expertise.

The Group committed to 100% of Flagship assets supporting at least one local charity or NGO-sponsored long-term project (> two years) by 2022. In 2021, at least 82% of Flagship assets had partnerships with charities or NGOs for at least two years. In 2021, over 630 social and environmental initiatives were delivered by the Group's centres through the provision of spaces, donations, collection of materials or donations, and educational events. They benefited at 53% to non-profits, 24% to public community partners such as schools, nurseries and sports clubs, and 20% were private entities with a social or environmental purpose.

In total, including donations of the airports division and contributions made at national and corporate levels, philanthropic contributions from URW amount to €11.9 Mn Group-wide for 2021.

Examples of long-term projects with charities or NGOs:

- In France, Westfield Vélizy 2 has launched a Social Inclusion Committee in 2020 to gather local non-profits around social inclusion topics, including improvement of accessibility and possible dedicated services for people with disabilities. This collaboration led to the installation of electric scooters for people with reduced mobility and the launch of a partnership with a local social healthcare institution to advance the employability of disabled people. The centre also implemented a new service, together with the partnering organisations: one employee dedicated to welcome and accompany disabled customers in the centre based on preliminary appointments twice a week; and

- In Poland, pursuing the existing partnership with Brother Albert's Aid Society, the Wroclavia shopping centre opened a charity stand conducted by the Brother Albert Aid Society before Christmas where homeless people were selling their handcraft, not only to gather money but also to increase awareness about homelessness problems and promote the Brother Albert Aid Society. It follows a 2020 programme where the centre partnered with the Brother Albert's Aid Society to create a community garden looked after by homeless people.

These projects provide the charities and non-profits the support they need to have long-term visibility and develop impactful answers, while leaning on the stability, attractiveness and commitment of the Group's assets.

In parallel to these local partnerships, the Group pursued its long-term national engagement:

- In 2021, the Group's French shopping centres celebrated the 13th consecutive year of partnering with the network of *Écoles de la 2e chance* ("second-chance schools") which, aside from financial support, benefitted from operational support to enable their young beneficiaries to secure their social and professional integration;
- In the UK, the Group's partnership with WISE and Stemettes to enable and inspire gender balance from education to business in STEM (Science, Technology, Engineering and Mathematics) was pursued, although physical activities couldn't take place during the year;
- As industry leader, alongside the main stakeholders of the French real estate sector, URW is involved in promoting and driving forward education and research in the fields of real estate and urban planning. As a founding member of the Palladio Foundation, the Group has taken part in its annual programme of conferences sponsored by the former French Prime Minister, Édouard Philippe, on the topic of "Health & wellbeing in the City of tomorrow". This was aimed at identifying the major challenges of contemporary societies to invent the city of tomorrow. In addition to these working groups, the Foundation also finances the brightest students in the real estate field, helping them to continue their higher education or pursue research projects.

COMMUNITY ENGAGEMENT

Our centres create better communities

URWforJOBS
by UNIBAIL-RODAMCO-WESTFIELD

Creating job opportunities for people seeking employment

22,005
Training hours provided in 2021

637
People secured a job or with a certifying training programme

30
Shopping Centres involved

LOCAL partnerships

Getting involved locally

630
Social or environmental initiatives delivered

97%
of assets supported at least one local charity or NGO during the year

URW community DAY
by UNIBAIL-RODAMCO-WESTFIELD

Engaging a wide range of employees to support non-profits

125
Volunteering initiatives

Led in each of the
12
Group countries

7,096
Hours of volunteering

2.3.4.2 OPEN DIALOGUE WITH TENANTS AND VISITORS

Amidst the global pandemic, the Group's dialogue with tenants and visitors was strengthened to face the unprecedented challenges of lockdowns and self-distancing.

In 2021, collaboration with tenants not only addressed the appropriate and required measures to ensure the health and safety of their employees and visitors (see Section 2.2.3.7 Health and Safety, security and environmental risks, and pollution), but also the implementation of new alternatives and tailored shopping solutions like deliveries, drive-thru or walk-thru to facilitate purchase and withdrawal of orders. This collaboration between retailers, service providers and shopping centre management was critical to continue to inform customers of the social distancing guidelines and increased health measures.

The yearly tenant satisfaction surveys in each shopping centre were pursued in 2021 in continental Europe and the UK, to secure among other topics that the retailers are aware of the Group's strategy to keep them safe and feel supported through the crisis.

The URW "Connect" application importantly improves day-to-day relations between the centres, tenants and suppliers. The application is regularly used to engage and get feedback of tenants and their satisfaction regarding new services or events. Launched in 2016, the application is currently used in a great majority of European and US retail assets.

The strong communication level of 2020 towards visitors was maintained to ensure that they felt safe and confident during their visit and to strengthen the ties with the entire community during the pandemic. In addition to usual regular customer satisfaction surveys, additional surveys were sent to customers, including questions on the centre's health and safety measures, to understand their expectations and adapt to their needs.

URW also strives to ensure its assets are welcoming and accessible to all citizens, empowering the Group's teams to take action to translate this inclusive vision in the Group's daily operations. Social inclusion is a critical topic for the Group, and this has been reinforced by the COVID-19 crisis and its impact on pre-existing inequalities as well as by other major social events.

- The Group reiterated its commitment to the fight against racism and bias. In addition to diversity and inclusion initiatives led internally (see Section 2.4.2.2 Diversity and Inclusion), the Group, and particularly the US, strengthens its support to the economic empowerment of people of colour through all community-oriented initiatives and available means, such as through URW for Jobs, corporate giving and programmes to support entrepreneurship; and
- Inclusion of people with disabilities has been hampered by the COVID-19 crisis. The Group strengthened its commitment to ensuring that people with disabilities feel safe, welcome and at ease in our destinations, by offering tailored services and facilities adapted to their needs.

In 2020, the Group launched a dedicated training course across Europe to raise awareness on social inclusion among all customer-facing staff. Created together with the French association ADAPEI, the learning programme helps Group employees and providers to better understand the diverse nature of disability (including hidden or invisible impairments), identify situations where specific assistance might be needed, devise suitable responses, and adopt appropriate behaviours. In parallel, in the US, various initiatives were launched in 2020, including dedicated e-training courses and awareness-raising workshops, alongside efforts to enhance the overall guest experience for people with disabilities.

Multiple local initiatives are conducted thoughout the Group, such as the launch by Westfield Vélizy 2 of its Social Inclusion Committee (see Section 2.3.4.1 Supporting the community) or the hidden disabilities Sunflower Campaign at Westfield London. They provide to people with invisible disabilities, if they wish, a discreet lanyard which indicates to the centres' employees that the person wearing it needs additional support, help or a little more time. This campaign is supported by the training of the entire centre's staff.

These intense exchanges and the continuous work to improve the relationship with tenants and visitors comes in addition to the "4 Star" label, which ensures a unique shopping experience through a range of services and infrastructure summarised in a framework of 680 points. This "4 Star" label was maintained in Europe in 2021, while the corresponding label called "Service with style" was pursued in the US portfolio.

2.3.5 PROMOTE RESPONSIBLE CONSUMPTION

Household consumption is a major contributor to some of the most pressing environmental issues globally such as anthropogenic climate change, waste generation or water pollution, requiring generalised short and long-term solutions and a massive market evolution towards more social and environmental responsibility.

As a leader of the industry and with the high number of visitors coming each year to its assets, the Group has a strong responsibility to foster change by promoting healthier and more responsible consumption. This responsibility was translated into concrete commitments within the Group's Better Places 2030 strategy, be it through the diversification of the retail offer or through non-retail initiatives such as services or events. This shift is indeed not only about having the right brands, but also the right marketing approaches and the right services.

By 2022, the Group has committed to have 100% of its Flagship assets support and promote at least one sustainable consumption initiative. These initiatives aim to encourage changes in consumer behaviours and lifestyle and encompass a large range of services, infrastructures, or events to ease customers' eco-gestures and enhance their awareness on the impact of their purchasing choices (see Section 2.3.5.1 Fostering change in behaviours).

In 2021, **67%** of the Group's Flagship assets supported and promoted at least one sustainable consumption initiative.

In the longer term, by 2025, the Group engaged to collaborate with tenants to increase transparency of brands on health and sustainability and to expand healthy and sustainable alternatives in 100% of its Flagship assets. This translates in increasing the presence of a sustainable offer through partnerships with existing tenants while integrating new sustainable brand leaders in the portfolio (see Section 2.3.5.2 An attractive, distinctive and sustainable offering).

URW conducted its sustainability-oriented survey on its own customer base for the second year in a row on its European portfolio, confirming the importance of sustainability for consumers, giving clear orientations on the most appropriate answers to meet their expectations according, and confirmed the relevance of the Group's commitments.

2.3.5.1 FOSTERING CHANGE IN BEHAVIOURS

The Group's assets develop locally tailored initiatives to promote responsible consumption choices and sustainable behaviours with local partners. On top of mobility services (mentioned in Section 2.2.4.2 Innovative sustainable transport solutions) and waste management solutions offered to visitors (mentioned in Section 2.2.3.6 Waste management), each of the Group assets encourages sustainable behaviours with local awareness-raising activities and join Group- or regional-wide initiatives.

Local initiatives take the form of enhancement of the available infrastructure such as the implementation of eco-citizen points of collect, urban gardening infrastructures or swapping corners. Locally, sustainable behaviours are also strongly encouraged by highlighting the sustainable features and initiative of the tenants and their offer, by incentivising responsible customer choices, by engaging the public through physical events such as workshops to upcycle, repair or extend the lifespan of products or TED talks.

The best of these local practices are then rolled out and monitored more closely at Group level. This is, for example, the case for the smart food waste solution deployed in Europe or the focus made on circularity in textiles.

– AWARENESS - RAISING INITIATIVES

Numerous initiatives are led to raise visitors' awareness of the environmental and social impact of their consumption choices and behaviours. These initiatives translate into events, long-term services or communication and address various consumption-related subjects such as:

- **The reduction of waste** through collection, second-hand sales or recycling initiatives on fashion, food or other material, such as smartphones, coffee cups in Westfield Stratford City and coffee grounds or cigarette butts in several French assets. The Group's assets also work on the reduction of packaging: in Spain, following a "zero plastic bags" initiative in 2020, actions to get rid of them have been pursued during 2021;
- **The promotion of reuse and repair** to extend the lifespan of products, such as La Bouquinerie du Sart collecting old books in Villeneuve 2 to repackage them, and the collaboration with MeryUp at Centrum Cerny Most to transform old banners covering a unit into shopping bags; and
- **The promotion of eco-friendly product lines** or designers like in Westfield London where a sustainable fashion competition has been organised in partnership with The Royal College of Art. A panel of internationally recognised judges selected the winners' concepts. Six prizes were awarded each to commission their work, exhibited in the display cases located on Silver walk, alongside with encouragement for customers to donate unwanted clothes for them to be recycled.

Empowering customers to take the right purchasing decision also requires making sure that they have access to the relevant information. URW's team worked hand-in-hand with the tenants to highlight their sustainable offer or initiatives. For example, Täby Centrum organised several talks on sustainable fashion and beauty in partnership with Myrorna.

Making sustainability attractive through fashionable and desirable activations is fully integrated as part of the Marketing roadmap of each asset and will continue to be a focus for the Group in the future.

– CONNECTING PEOPLE TO NATURE

The urban gardening activities of the Group are enhanced year after year (see Section 2.2.5 Protect and improve biodiversity). These spaces dedicated to increasing the local biodiversity are also used to connect the public with nature, deliver pedagogical messages and sustainable experience.

The Peas & Love urban farm at Westfield Parly 2 enables local members to regularly visit and collect the fruits and vegetables grown on their rented plot, and to participate in various workshops on how to cultivate and harvest agricultural produce. While Nature Urbaine, the urban farm provider at Porte de Versailles, organises numerous workshops for individuals to discover urban farming and enjoy a taste of locally produced food.

When local urban farming activities are not taking place, centres still encourage the link between their visitors and nature such as in the partnership signed between Westfield Vélizy 2 and the ONF organising workshops and encouraging visitors to co-finance the restoration of a degraded forest plot nearby.

Centres also regularly take part in environment cleaning campaigns in their neighbourhood.

Finally, the centre teams regularly participate in urban planning meetings with the local authorities, offering their support to increase the surface of green spaces available in the surroundings. This is notably the case in Centrum Cerny Most, which contributes to deliver the design of the Triangle Park in the close vicinity of the asset, in partnership with several other partners, including the municipality of Prague 14.

– LIMIT FOOD WASTE

The partnership with Too Good To Go, a platform where food retailers can sell their unsold products at a discount to customers at the end of the day, offers a turnkey solution to the Group's tenants while generating additional revenues and raising awareness among visitors.

After a successful launch in 2018, expansion in all French assets in 2019 and eight additional countries in Europe in 2020, the partnership was developed in the US in 2021. Despite restrictions on activities throughout the year, it enabled the saving of over 242,000 meals (see Section 2.2.3.6 Waste management).

These results have been made possible thanks to the involvement of the URW teams who act as an intermediary for the food and beverage retailers and supermarkets, clarifying and facilitating their involvement, and for the customers, promoting the benefits of using the service.

– CIRCULARITY IN FASHION

Given the importance of the fashion sector in the Group's assets and the impact of the fashion industry on the environment, the Group made circularity in fashion one of its priorities.

This is addressed through the presence of containers in the assets' premises. Twenty of the Group's assets facilitate the recycling of used clothes in partnership with local companies or charities, which engage to provide them with a second life, reusing them through second-hand market or charity donations or recycling them. In 2021, the containers enabled the collection of 227 tonnes of textile.

Circularity-related events enabled an additional collection of 15.7 tonnes of textile products. In 2021, a new initiative was launched at Westfield Forum des Halles with The Second Life to offer visitors the possibility to sell fashion items against a gift card in the shopping centre. Items are being bought at a price set by The Second Life and resold with its partners online or in physical second-hand pop-up shops.

In total, 243 tonnes of textile were collected to be given a second life through URW assets in 2021.

2.3.5.2 AN ATTRACTIVE, DISTINCTIVE AND SUSTAINABLE OFFERING

Unibail-Rodamco-Westfield devotes considerable energy to create extraordinary and sustainable places where people live, work, shop, connect and are entertained. The Group constantly works to meet the increasing needs of its visitors and communities by offering a wider range of services, animating the community through tailored programmes of entertainment and events and providing a prime and relevant tenant mix.

To diversify its offer, and response to the growing demand for more responsible products and services, the Group mobilised its teams to engage with current tenants towards more collaboration on sustainability, and particularly to encourage a more sustainable offer in their premises. In the meantime, the Group also entered into relationships with new ecologically and/or socially positioned retailers to integrate more alternative offers in the portfolio.

– COLLABORATE WITH TENANTS TO INCREASE TRANSPARENCY OF BRANDS ON HEALTH AND SUSTAINABILITY

Many of the Group's retailers have implemented serious strategies to address climate change and decrease their social or environmental impact. URW strives to actively support its tenants' strategies on environmental and social performance, be it by launching partnerships to enhance their initiatives or promoting their existing sustainable alternatives towards customers.

Therefore, the Group has started several discussions with large retailers to identify synergies on sustainability, with the conviction that a partnership approach is the most efficient approach to make a significant impact. These partnerships materialise in collaborations on technical and real estate-related management of the stores (eco-efficiency, waste management, etc.), but also in the promotion of responsible consumption, be it ecological product lines, recycling programmes or information on raw material sourcing and transformation.

Several initiatives are running, such as the launch of the Nature Reserve, together with Timberland and Urban Planters at Westfield London since 2020. This accessible pioneer space at the heart of the capital hosts a hub for biodiversity with a variety of different areas including a wildflower meadow, insect hotels, beehives, fruit trees, vegetable beds, herbs and a pond area. Located behind the Southern Terrace, this pedagogical place offers an opportunity to witness different methods for growing fruits and vegetables, and to learn about the importance of caring for the environment. It has also been designed to be a safe and accessible space for visitors, which will mostly be students from local specialist schools supporting young people with severe learning disabilities and autism. This three-year partnership with Timberland is a great example of how working together can help local communities and the environment flourish.

– EXPAND HEALTHY AND SUSTAINABLE ALTERNATIVES

The Group also has a key role to play in attracting sustainable brands: innovative retail formats that convey sustainability benefits and have a positive impact on consumption behaviour.

The Group is convinced that its assets offer the best place for change and welcomed several new sustainable fashion brands in the course of 2021, such as Beyond Retro (second-hand) in the UK and Sweden, sustainable shoes and apparel brands Allbirds and Reformation in the US, Calida C-Lab in Westfield CentrO in Germany, as well as Lone Design Club at both Westfield Stratford City and Westfield London. The latter also hosted By Rotation, a clothing rental brand during 2021.

In the food and beverage sector, URW signed a lease with Café Joyeux, a socially responsible restaurant with the purpose of training and employing people with cognitive disabilities such as Down syndrome and autism to open in France at Westfield Parly 2. Godisbanken, a sustainable sweet shop, opened in Nacka Forum and Täbÿ Centrum during the year, and the Italian organic ice cream brand Cremuu opened a kiosk at Westfield Les 4 Temps in France.

The Group also welcomed a new Body Shop in Westfield La Maquinista and the B-Corp certified Rituals in Garbera.

The transformation of the offer and the increase of healthy and sustainable alternatives will not be achieved in a day. But the Group is committed to pursue its effort, test and learn from the new concepts and models implemented with a rich variety of partnerships in order to progressively become a recognised platform of sustainable content for visitors and retail partners.

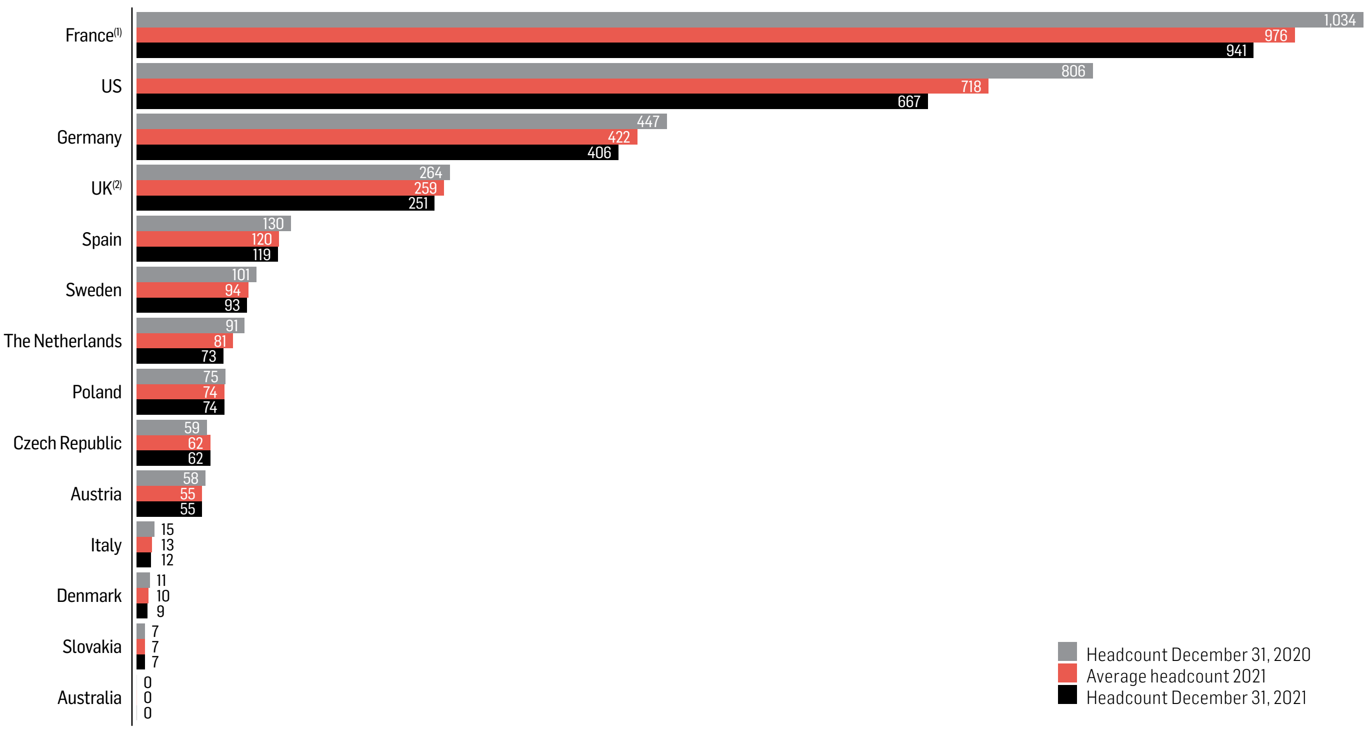
2.4 BETTER TOGETHER

KEY FIGURES

The Group has 2,769 employees as at December 31, 2021, and an average of 2,889 monthly headcount[1] for 2021.

EMPLOYMENT BY COUNTRY

Workforce as at December 31.



EMPLOYMENT BY ACTIVITY

Workforce as of December 31, 2021.

30% On-site

22% Operations

12% Convention & Exhibition venues

37% Support functions

(1) This figure includes VIPARIS employees (322 on December 31, 2021, 334 average headcount in 2021).
(2) This figure includes 1 CAML employee.

EMPLOYMENT CONTRACTS

Workforce as at December 31,2021.

2.4.1 EMPOWERING OUR PEOPLE

2.4.1.1 TALENT DEVELOPMENT AND CAREER MANAGEMENT

– ATTRACTING THE BEST TALENT

Unibail-Rodamco-Westfield has always been committed to attracting the best talent by fostering professional development, promoting cross-functional and international mobility opportunities and offering exciting career opportunities at all levels, be it for graduates or professionals. The Group's International Graduate Programme has been a longstanding proof of this promise, a key lever in terms of external attractiveness and an efficient onboarding and training path for newcomers. As we continue to focus on recruiting the best graduates from top European and American schools, we have also intensified our efforts in recruiting experienced profiles. Bringing new sets of capabilities and diversifying our leadership and management styles are key success factors for the Group.

International Graduate Programme (IGP)

The International Graduate Programme ("IGP") allows recent graduates to discover our business and approach to commercial real estate, acquire the Group's business fundamentals, build a network and prepare for their future career. Participants gain unparalleled exposure to diverse areas of the Group's business functions, completing at least three assignments, one of them being abroad. The programme lasts for 12 to 14 months in Europe, up to 18 months in the US.

The programme's framework is as follows:

- One year, two countries, three assignments in three different departments for the European cohort;
- Up to 18 months, two countries, four assignments in four departments for the US cohort.

In 2021, 29 graduates from 19 schools and 12 different nationalities joined the programme. To respect the COVID-19 restrictions, the Group had to adapt and cancel international assignments. While retaining the international dimension of the programme, URW leveraged virtual platforms and organised specific events to offer high-level training, exposure, and networking to the IGP participants.

To support the transformation of the Finance function, with the creation of Performance Management practice, the Group worked on a Finance Track to be launched early 2022 in France and accelerated over the year, to better attract top profiles for assignments in Controlling, Audit, Treasury, Performance Management and prepare for future CFO functions.

WeHIRE

URW considers its employees as the Group's best ambassadors and has developed the global programme WeHIRE to foster employee referral initiatives across the Group. WeHIRE offers our employees the opportunity to refer someone from their professional or personal network for open positions in the Group. If the recommended person is hired, the referring employee receives a bonus, with an additional amount given to a charity of her/his choice. In 2021, 39 new recruits were hired thanks to WeHIRE across the Group. €21,000 were donated all over Europe to charities.

LinkedIn

The URW Corporate LinkedIn page allows us to maintain our strong digital presence. Its audience grew by 7,000+ in 2021 to reach over 94,000 followers by December 2021. Besides stories on our business activities and our People, among others, here the Group showcases content labelled #ReinventBeingTogether and #ReinventRetail to promote our unique experiences and #BetterPlaces2030 to highlight our CSR initiatives and initiatives to support the communities we are a part of. URW also expanded its network by launching regional pages with locally-specific content for the US, Germany, Austria, Poland and the Nordics.

– TALENT MANAGEMENT

URW's career development programmes are designed to develop the best Talent in the market. The Group is committed to offering employees a working environment that fosters diversity and equal opportunities to offer to each employee the experience needed to build an exciting career that creates value for the Company.

Employees receive regular support and advice on career development. They meet with their managers once a year for year-end evaluations, have the opportunity to provide and receive ongoing feedback throughout the year, which gives them the opportunity to discuss their performance, objectives, career advancement and training needs. Apprentices also benefit from these programmes, with 22.9% of them having been offered a permanent employment contact in 2021 at the end of their apprenticeships.

Internal mobility and career evolution

Career evolution in the Company is strongly linked with the Group's competency model. The latter is based on the six corporate values of Boldness, Excellence, Teamwork, Ethics, Passion and Ownership common to the Group (see Section 2.4.2 Working Together). The competency model not only enhances communication, consistency and transparency in managing mobility across the Group, it also recognises the experience and expertise employees are developing in their position. It is as well embedded in the annual performance evaluation process. Internal mobility between functions is strongly encouraged and is conceived as a collaborative process involving employees, managers and the HR department. It gives employees a more in-depth understanding of the Group's various activities and priorities. International mobility also helps employees to build and consolidate networks and share best practices among the various regions.

The international mobility policy covers all mobility schemes, increases awareness of the related benefits and provides full support to expatriate employees and their families. Despite the COVID-19 crisis, 4.55% of employees made a lateral career move within the Group, 13.8% of employees were promoted and 2% of employees conducted an international mobility assignment.

A comprehensive Succession Planning programme was rolled out for executive and leadership positions in the Group, both in Europe and in the US, with a focus on Corporate and regional functions. 183 positions and their identified successors were reviewed by the Management Board at a dedicated Group Succession Planning review, preceded by in-depth reviews done in every country, led by HR Directors and Chief Operating Officers. The Succession Planning programme contributes to building a strong talent pool, clarifying development opportunities for the identified successors and foreseeing possible career paths for them.

In addition to Succession Planning, High Potential reviews were implemented in all regions. They were based on a common approach and definitions across the Group, further articulated in 2021 to take into consideration younger talents within URW regions. For the first time, the Global High Potential review was organised in 2021 between Group and regional Human Resources Directors, considering all functions and all levels of experience. The objective of the review was to get a comprehensive view of the talent pool for development and retention purposes and work further to match talents with key positions in the long run. 154 employees have been identified with potential to grow to Senior Management or Country Management positions, either in a business role (operating management, development, leasing) or central function role.

The Group largely enhanced its career and development planning processes thanks to the Succession Planning and Talent and Performance Review. The cornerstone of the programme remains a 360-degree feedback approach, where every employee can benefit from the evaluation of their annual performance by their direct manager and receive feedback from colleagues, direct reports (if any) and functional managers/reports (if any). The reviews are carried out in a committee setting with presence of key leaders in the organisation to ensure fairness and consistency in evaluating performance cross-functionally. The programme results in an in-depth discussion of employees' annual performance, potential for professional growth and retention, while fostering creation of more comprehensive action plans and structured follow-up processes. 2,022 employees (93%) had an annual review at the end of 2021.

The Group continued to address talent development actions in 2021, with a focus on job learning (i.e. stretch assignments, lead of transverse projects), individual coaching and remote trainings provided by the Group and local URW Academy. For the first time since 2017, a High Potential program was rolled out at the Group level to offer a unique experience and a development journey for a group of URW future leaders. 24 identified high potentials followed individual coaching sessions and networking and development activities and contributed to the company strategy through a business and CSR-driven project.

In addition to that, multiple local initiatives have been launched to ensure talent onboarding and development (Buddy Program for new joiners in Poland, Mentoring Program in the US and UK etc.).

The context has created career opportunities with an even stronger focus on internal mobility, enabling more diverse moves and stretched assignments, and international mobility despite the COVID-19 context

RECRUITMENT

Overall recruitment rate for the Group was 12.8%, with the following details:

Employees by contract type	2020	2021
Permanent contracts	362	383
Fixed-term contracts	60	77
Apprenticeships[(1)]	30	37
TOTAL	**452**	**497**

(1) Excluding internships.

DEPARTURES

Total number of departures (excluding trainees)

Reasons for departure	2020	2021
Resignations	300	487
Dismissals	408	151
Mutual agreements	57	74
Retirements	15	12
Departures during probation period	20	10
Expiry of fixed-term contracts	86	77
Outsourcing	91	15
Death	4	0
TOTAL	**981**	**826**

TURNOVER

Employee turnover in 2021, as measured by dividing the total number of resignations, dismissals, departures under mutual agreement, retirements, departures during trial periods and deaths by the number of permanent employees at the end of 2020, stood at 24.5% (compared to 22.9% in 2020).

2.4.1.2 TRAINING

Following the 2020 acceleration of the virtual and digital learning offer for all employees of URW, 2021 marked the full focus on enhancing our digital learning culture with a strong focus on guiding our employees to our online and virtual learning offer.

The role of the URW Academy has evolved from being the unique provider of training opportunities, to creating a stimulating environment enabling learning to happen anytime, anyplace, anywhere. Reconnecting people across functions and countries in these times of distancing and homeworking with our online learning has been a key objective. 2021 is also marked as the year with deep focus on a human-centric approach with new management and leadership programmes, a robust offer on soft skills, and meaningful wellbeing and D&I learning opportunities.

The Group has adapted to the "new normal" by pursuing virtual classes and bringing in digital learning in the flow of work to adapt to every pace and interest of the employees of the Group.

On the one hand, this year the URW Academy was focused on virtual sessions to enable each employee to continue to be trained and connect with each other across regions for a high impactful experience.

Priority was given to CSR, diversity & inclusion, and well-being programmes with the roll-out of interactive remote learning sessions (See CSR Training and Education section). Developing management, soft skills, and business skills was critical to ensure every employee acquired the necessary competencies and be supported to deliver in these difficult circumstances. To support the development of our managers, the programme Care Dare Empower, a full virtual programme that runs over a period of 4 months, emphasized the shift to a learning method in the flow of work and the creation of communities to support each other. And as in 2020, our iconic event dedicated to newcomers, the "URW Fundamentals" was offered in a virtual format to bring our new employees a great onboarding experience, with short sessions on our values and our key business topics presented by key business experts and leaders. This program reached more than 250 attendees from all regions over a period of 2 weeks. To fit the needs of both our European and American employees, these programs were run simultaneously with multiple global and local sessions.

Next to our virtual webinars and trainings, the URW Academy pursued its efforts in increasing the visibility of its digital offer of more than 4,800 "off-the-shelf" online courses on topics ranging from personal development to professional skills. Now that every country has access to the same unified digital learning experience globally, with one common Learning Management System ("LMS") leading to one central place for learning for all our employees, many learning actions were launched on both European and American platforms to make learning easily accessible via laptop or mobile device.

CSR TRAINING AND EDUCATION

Group and regional trainings are regularly organised to embed the Group's CSR strategy, CSR processes and to empower and encourage employees to deliver sustainable actions.

The CSR ambition and related action plans are systematically introduced to newcomers in the "URW Fundamentals" training. Dedicated technical training is offered to all relevant staff members, covering topics such as sustainable consumption and the carbon footprint assessment methodology for development projects' teams. Manuals and training materials related to new CSR topics are also drafted regularly, shared with the relevant teams, and made accessible on the Group's training platform (for example "Carbon Footprint" and "Reporting of Green Leases" guidelines).

The third pillar of the Better Places 2030 CSR strategy – Better Together – focuses on people topics including Diversity and Inclusion, and Employee Wellbeing. To embed the Group's Diversity and Inclusion Framework in 2021, 24 Supporting Inclusion & Unconscious Bias webinar sessions were delivered to 1,348 URW employees. Additionally, as part of the CSR training agenda, nine Employee Well-being sessions were rolled-out and offered to all employees.

URW designed and rolled out a new e-learning for all employees in 2021 to create a better understanding of the latest CSR targets, actions and resources, which form the basis for the Group's "Better Places 2030" CSR strategy. Additional CSR training on specific topics was conducted including Construction Carbon Footprint Training for Development, Design & Construction functions, and Climate Change Training for Executive Committee members. URW has committed to 100% of Group employees[(1)] to have participated in CSR training and for Group-wide leadership and management programmes to integrate CSR by 2022. Results with regard to this target are presented in Section 2.1.4.1 Summary of the Group's CSR performance.

TRAINING HOURS

Total training hours attended by employees on permanent and fixed-term contracts.

	2019	2020	2021
Total hours attended	53,292	34,705	42,472
Average number of hours per employee[(1)]	14.8	10.3	14.70
TOTAL PEOPLE TRAINED	**4,711**	**3,312**	**3,722**

(1) Based on average headcount for the year.

2.4.1.3 AWARDS

In recognition of the quality of the Group's career opportunities and attractiveness, Unibail-Rodamco-Westfield received a number of awards in 2021:

- URW is committed to training young talent and was selected among 2,000 companies to receive the Happy Trainees label for France : some 94.7% of our trainees and apprentices recommend the company, giving the Company an overall score of 4.37/5 with regards to their experience with the Group. This corresponds to one of the highest scores in the support and management of trainees and apprentices in France.
- URW was ranked 7th in the Top 100 Gender Equal Companies in the Netherlands by Equileap, the leading provider of data and insights on gender equality
- In the UK, URW won the Working Families 2021 Top 30 Employers award for Family Friendly Workplace for the fifth year running and Working Families Best for Fathers and Best for Mothers awards.
- URW was named Top Employer in Germany in 2021 by the Top Employer Institute. This award, granted by the Top Employer Institute identifies companies worldwide that place their employees at the centre of their business activities. URW Germany also received an award for the Fair Trainee program 2021.
- In the US, URW won a 2021 Excellence in Practice Award in the Customer Service Training category for our Delivering Service with STYLE program. This Award is sponsored by the Association for Talent Development (ATD), the world's largest association dedicated to those who develop the knowledge and skills of employees around the globe. This training includes Orientation, Providing Guest Resolutions, Understanding Guest Cultures, and Welcoming Guests with Disabilities.

top EMPLOYER DEUTSCHLAND GERMANY 2021 CERTIFIED EXCELLENCE IN EMPLOYEE CONDITIONS

Faires Trainee-Programm 2021 trendence

TOP 30 EMPLOYER for Working Families 2021

choose mycompany 2021 FRANCE Happy index Trainees

(1) Excluding Viparis.

2.4.1.4 COMPENSATION AND BENEFITS

Our remuneration policy is defined at Group level, considering the specificities of local markets.

It is designed to encourage individual achievements and contribution to collective results, supporting the long-term growth of the Group.

It aims to attract, motivate, reward, and retain the best Talent in the market, with strong drive, engagement and loyalty. The founding principles of Unibail-Rodamco-Westfield's Remuneration Policy are:

COMPETITIVENESS

based on a global approach, combining fixed salary, Short-Term Incentive ("STI"), Long-Term Incentive ("LTI") and benefits

DIFFERENTIATION AND SELECTION

approach based on merit and individual performance

FAIR AND STRUCTURED PROCESS

common to all regions to ensure fairness and accurate comparisons

EQUAL OPPORTUNITIES

(race, gender, nationality or any other personal criteria)

– COMPETITIVE TOTAL REMUNERATION

The Group Compensation and Benefits team and Regional Human Resources Directors use benchmarks from recognised external consulting firms and ad hoc studies to ensure the URW remuneration competitiveness against relevant markets.

	2019/2020	2020/2021
Like-for-like increase in average salary, including Short-Term Incentive	5.4%	-3.5%

In the COVID-19 pandemic context, Short-Term Incentives paid in 2021 with regards to 2020 performance were reduced by 30% on average for all Group employees.

– DIFFERENTIATED AND SELECTIVE INCENTIVES

The STI (Short-Term Incentive) rewards individual annual performance, personal engagement, team spirit, and adherence to the Group's values.

The LTI (Long-Term Incentive) aims to attract, reward, and retain key talent for the future of the Group, engaging participants with Group long-term performance.

	2020	2021
Proportion of employees receiving STI[(1)]	82.1%	76.4%
Proportion of employees receiving LTI	**14.2%**	**16.9%**

(1) STI paid in year Y to employees on the payroll at December 31 of year Y-1.

– COLLEGIAL DECISION-MAKING PROCESS

Fixed salaries and STI are decided at year end for all employees. Every decision carefully balances the role, seniority, performance and contribution to Group initiatives and the Group's values. The Group assesses achievements, as well as how they are carried out.

URW's remuneration policy is applied consistently, through a comprehensive process, with no compensation decision taken by only one person. Once a year, a 360-degree review provides employees and managers with feedback on their strengths, development areas, training needs and career planning (see Section 2.4.1.1 Talent development and career management). Employees also have the opportunity to discuss contributions made to Group initiatives and projects outside their direct scope of responsibility. Each employee's performance is reviewed annually by a Talent Review Committee in the presence of HR teams, managers across functions, and for a large proportion, by members of the Management Board and the Executive Committee.

2.4.2 WORKING TOGETHER

2.4.2.1 TOGETHER AT URW

- The Company values - *Together at URW* - represent the excellence in the Group's standards as a high-performance company and culture. *Together at URW* values support the Better Places 2030 ambition to empower URW employees to work together to become sustainability and diversity change-makers. In the context of the company transformation, the descriptions of Together at URW values were updated to better reflect on the evolution of the company working culture, humanistic and community-oriented approach, and the entrepreneurial spirit necessary to capture opportunity going forward.

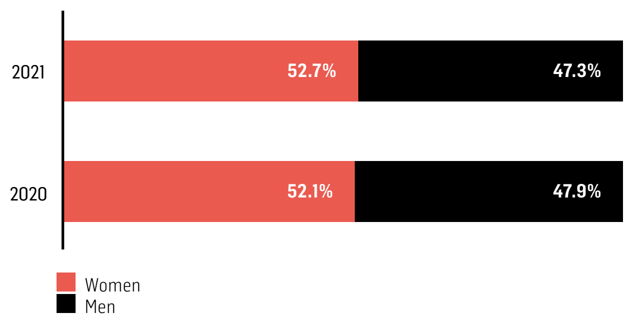
Employee performance continue to be measured against each value in annual Performance Reviews.

- BOLDNESS - we operate with an ambitious vision
- EXCELLENCE - We deliver positive and sustainable impact
- TEAMWORK - We unite diverse talent to succeed
- ETHICS - We build on trust and transparency
- PASSION - We love what we achieve together
- OWNERSHIP - We are action-oriented and accountable

2.4.2.2 DIVERSITY AND INCLUSION

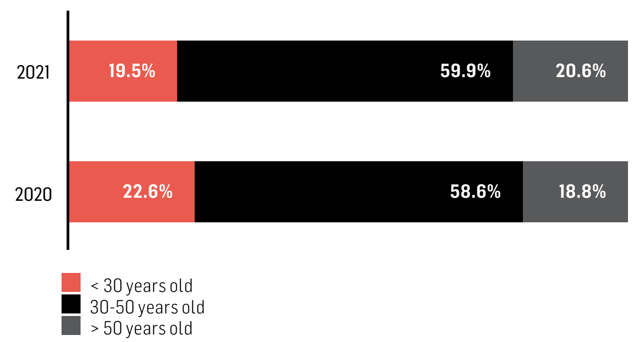
EMPLOYMENT BY GENDER

Workforce at December 31, 2021



EMPLOYMENT BY AGE

Workforce at December 31, 2021



– PROPORTION OF SENIOR MANAGEMENT LEVEL POSITIONS HELD BY WOMEN

Workforce as of December 31,2021:

	2020	2021
Proportion of Senior Management level positions held by women(1)	32%	34%

(1) From 2020 onwards, a Senior Management level position in URW is defined as those positions with level 15 and above, plus any member of a country (or regional) management team below level 15.

– RATIO AVERAGE COMPENSATION MEN/WOMEN

Workforce as at December 31, 2021:

	2021
Senior Management Level	126.0%
Other levels	117.7%

The differences in average compensation can be explained by the structure (presence of more males at the highest responsibility levels), not by company remuneration policy or practices. When analysed by job level, using the URW levelling system, the average ratio across all grades is 101.8%. These ratios are being monitored, and talent management and remuneration policies are in place to keep reducing these gaps.

Diversity and Inclusion forms a key part of the Group's Better Places 2030 strategy. With a representation in 12 countries and two continents, URW welcomes employees from different parts of the world, from diverse cultures and backgrounds to build successful and inclusive teams.

URW commits to ensuring full equal opportunities (e.g. gender, nationality, sexual orientation) in HR practices and processes Group-wide. This target has been achieved as 100% of URW regions ensure full equal opportunities in their HR practices and processes since 2019 by having the URW Equal Opportunity statement included in formalised HR policies relating to Recruitment practices, Compensation & Benefits, Talent Review and Learning & Development. The URW Equal Opportunities statement ensures that HR policy and processes are applied without discrimination on the basis of race, colour, religion, sex, sexual orientation, gender identity, marital status, age, disability, national or ethnic origin, military service status, citizenship, or other protected characteristics.

BEYOU AT URW

The *Be* You at *URW* framework aims to fully embed the Group's commitment to drive even greater Diversity & Inclusion across the business. The *Be You at URW* approach focuses on four key areas:

1 LEADERSHIP AND COMMITMENT

2 INCLUSION POLICIES AND PERFORMANCE

3 EMPLOYEE DEVELOPMENT AND LEARNING

4 CULTURE AND EMPLOYEE ENGAGEMENT

In 2021, the Group's Diversity & Inclusion framework - *Be You at URW* - has been further embedded with the signing of the *Be You at URW* Charter by all Management Board and Executive Committee members including a commitment for 40% or more of senior positions occupied by women by 2025, and Diversity & Inclusion objectives in the Short-Term Incentive and Long-Term Incentive plans for all Management Board and Executive Committee members.

In every region where URW operates, active *Be You at URW* Networks help to strengthen the focus on Diversity & Inclusion by organising and delivering activities to raise awareness on diversity and champion inclusive actions, behaviours and mindsets.

In 2021, a new Group Employee Pulse Survey was introduced including a focus and measure on Diversity and Inclusion. Over 1,700 employees participated in the survey, representing 72% of the global workforce, with approximately two-thirds of respondents strongly stating that URW is a socially and environmentally responsible company that is committed to diversity and inclusion. The survey will be rolled out each year to check in with the global employee community and help shape effective plans to create an even more inclusive working culture.

The Group stands for a fair overall outcome that rewards individual and collective performance and does not discriminate on race, gender, nationality or any other personal criteria.

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Group and regional 2021 achievements across the four pillars of *Be You at URW* framework are outlined below:

1. LEADERSHIP AND COMMITMENT

- *Be You at URW* Charter signed by all members of the Management Board and Executive Committee with a commitment for 40% or more of leadership positions occupied by women by 2025;
- CSR and Diversity & Inclusion objectives in place for Management Board and Executive Committee (10% of STI; 20% LTI from 2022);
- A European Diversity Charter has been promoted throughout the Group since 2012 to fight all forms of discrimination and harassment;
- Group partnership with the LGBTQ+ inclusion charity Stonewall;
- URW is a signatory of the #StOpE initiative to raise awareness against sexism within companies;
- Commitments in the UK with Real Estate Balance and the Race at Work Charter to support gender and racial equality in the workplace;
- Dutch diversity charter signatory in The Netherlands.

2. INCLUSION POLICIES AND PERFORMANCE

- Gender balance succession planning in all countries (including discussions on high potentials to improve gender balance in Top Management);
- Enhanced Group policy for flexibility at work (up to 2 days weekly homeworking, flexi work, family-friendly policies);
- Inclusion of URW equal opportunity statement on all job descriptions, job adverts and all HR people practices, and Group HR policies reviewed for language bias;
- Gender pay gap/workplace equality analysis results published in France, the UK and the US - updated annually. URW scored 90/100 in the French Index for Workplace Equality for 2021;
- Parental leave support in all URW Regions. This includes an initiative in France to extend second parent parental leave beyond legal requirements;
- US Talent Acquisition commitment to present a diverse candidate slate to business for each open position;
- Germany Top Employers Institute award for excellent employee conditions;
- URW-Netherlands was ranked 7th in Top 100 for Gender Equality by Equileap;
- UK Working Families awards for Top 30 Employer for Families, Best for Mothers and Best for Fathers.

3. EMPLOYEE DEVELOPMENT AND LEARNING

- URW hosted dedicated Women's leadership programmes, and specific training for senior managers to promote gender-balanced leadership. Action plans involving monitoring of Key Performance Indicators have been designed to increase the share of women in senior management positions;
- Group-wide "Supporting Inclusion at URW" and unconscious bias training for employees in all regions;
- International Graduate Programme ("IGP") partnership with Historically Black Colleges & Universities in the US and partnership with Sponsorship Educational Opportunities ("SEO") London to attract diverse IGP candidates in the UK and in France;
- Digital Diversity & Inclusion learning paths on URW Academy platform for LGBTQ+ Pride.

4. CULTURE AND EMPLOYEE ENGAGEMENT

- Active Regional *Be You at URW* networks in place to promote Diversity and Inclusion;
- Group Employee Pulse Survey including Diversity & Inclusion focus and measure;
- Group webcast for International Women's Day and gender equality activities in all URW regions;
- Solidarité Femmes (domestic violence conference) and StOpe (anti-sexism) initiatives in France;
- LGBTQ+ Pride activities in France, Germany, Spain, UK and US;
- As signatories of the Manifesto for the Inclusion of Disabled People into Economic life, URW France organised a Lunch and Learn for employees. Additional disability awareness activities were organised in the UK and US. For more information on disability initiatives from URW assets, see Section 2.3.3.2 Open dialogue with tenants and visitors;
- Race equality initiatives from *Be You at URW* Networks in UK and US, with a focus in France from 2022.

– SALARY INCREASES AND STI BENEFICIARIES

	2019/2020		2020/2021	
	Female	Male	Female	Male
Salary increase beneficiaries[(1)]	68.8%	67.0%	16.6%	14.3%
STI beneficiaries[(2)]	79.9%	84.3%	75.9%	76.9%

(1) Based on like-for-like headcount.
(2) STI paid in year Y to employees on the payroll at December 31 of year Y-1.

In the COVID-19 pandemic context, salary increases were kept to exceptional cases only. In applying these restrictive measures, a particular attention was taken to avoid any gender discrimination.

2.4.3 INSPIRING OUR PEOPLE

2.4.3.1 EMPLOYEE COMMITMENTS AND CSR

– INDIVIDUAL CSR OBJECTIVES

The Group has committed to 100% of employees having yearly individual CSR objectives from 2020 onwards to help make all employees accountable for the collective success of the CSR ambition. In 2021, 99% of Group employees[(1)] set at least one individual CSR objective, integrated as part of the objectives used to determine their annual Short-Term Incentive. 1% of employees[(1)] were unable to set a CSR objective in time before the end of the performance assessment period. Appropriate initiatives and targets aligned with Better Places 2030 were identified in close cooperation with each department within the Group: Investment, Development, Finance, Operations, Technical Management, Marketing, Leasing, Legal and Human Resources. A toolkit with key examples of general and functional CSR targets is shared with URW employees Group-wide.

In 2021, quantifiable CSR and Diversity & Inclusion targets were included in the Short-Term Incentives of members of the Group's Management Board and Executive Committee. Further details are presented in Section 3.3.2 Corporate Officers' remuneration. The 2021 Long-Term Incentive awards also include 10% of CSR-related performance conditions, for all eligible Group employees, and in 2022 this proportion will increase to 20% to include both Diversity & Inclusion and CSR performance conditions (see Section 3.3.1.1 Management board remuneration policy – Long-term incentive ("LTI")).

The Group Volunteering Programme

The URW Volunteering Programme offers all employees the opportunity to dedicate at least one workday to support social initiatives developed by the Group including support for local people facing barriers to the job market through the *URW for Jobs* programme or supporting local non-profits through *URW Community Days* and local partnership activities. The Group has committed to 100% of Group employees taking part in the URW Volunteering Programme from 2020 onwards.

The Group's community-oriented activities in 2021 were focused on supporting the needs of local communities that had been impacted by the global pandemic. The Group's two major yearly social initiatives, *URW for Jobs* and *URW Community Days*, continued to be adapted to the COVID-19 situation and to be supported by the commitment of Group employees. More information on the results of these initiatives is included in Section 2.3.3.1 Supporting the community.

In 2021, despite ongoing safety measures and office closures due to the pandemic, 61% of Group employees[(2)] were able to volunteer to support local communities where the Group operates. This represents 7,096 volunteering hours delivered by URW employees.

In addition to volunteering participation hours, 6,886 hours were donated by shopping centre management teams across the Group to organise philanthropic initiatives during the year including supporting the most vulnerable communities impacted by the COVID-19 crisis. More information on the results of these initiatives is included in Section 2.3.4.1 Supporting the community.

Volunteering initiatives will continue to be rolled out in 2022 with the target of 100% of Group employees participating in the URW Volunteering Programme annually.

– BUSINESS TRAVEL OF EMPLOYEES

The Group travel policy aims to reduce its associated carbon footprint. Employees are encouraged to travel by train when possible and give preference to videoconferencing rather than physical meetings involving travel.

CO_2 EMISSIONS FROM EMPLOYEES' BUSINESS TRAVEL BY TRAIN AND PLANE (TONNES CO_2EQ)

The indicator is given both as an absolute value and as the ratio between CO_2 emissions from business travel and the average number of employees in 2021. Data and methodology are provided by referenced travel agencies for each region.

	Total 2021
Total emissions (tCO_2eq)	938
kg CO²eq/employee	383

In 2021, the Group carbon emissions related to business travels continued to decrease, due to travel restrictions linked with the COVID-19 pandemic and the reorganisation of Group ways of working.

In addition, since October 2016, all new company vehicles must either be hybrid or electric. At the end of 2021, 92.1% of the Group's vehicle fleet was hybrid or electric.

(1) All employees having formalised objectives in the Group Human Resources performance assessment tool.
(2) All employees excluding employees on leave of more than 6 months, newcomers (joining after 01/10/2021) and Viparis employees.

– WORK GREENER

The Group has committed to 100% of URW's countries implementing Work Greener programmes from 2020 onwards. Work Greener programmes offer employees the work environment and tools to reduce the environmental impact of their day-to-day work. The programme enables employees to make URW offices more sustainable and environmentally friendly, implementing eco-friendly initiatives such as tackling waste management, promoting responsible consumption, or sustainable mobility. Since 2019, 100% of our countries delivered at least one Work Greener initiative.

Initiatives from the programme to date have resulted in:

- **An improved waste management:**
  - Improved waste sorting infrastructure in office kitchens;
  - Getting rid of single use plastic with the installation of filter taps, glass bottles or other options;
  - Reusing old IT equipment through donations to non-profit organisations and local schools;
  - Replacing "waste producing" fittings like paper towels with hand dryers;
  - In Germany, coffee grounds from office coffee machines are used as fertiliser.
- **More eco-friendly mobility:**
  - New electrical vehicle charging points in our car parks;
  - A bicycle allowance in France available for employees using bikes for commuting to and from work. Additionally, a *"vélotafeurs"* (employees cycling to work) community was set up in France to share tips on routes and bike safety;
  - Electric bicycle sharing programmes;
  - High quality bicycle facilities with lockers and showers available for employees in some Regions.
- **Towards better energy and water efficiency in our offices:**
  - Lighting equipment is being progressively replaced by LED lighting and intelligent detectors;
  - Reducing water consumption, for example by reducing flush volumes in the office toilets.
- **Reducing paper:**
  - Digitisation and e-invoicing continued in 2021 as well as other processes such as electronic pre-paid lunch cards, electronic pay slips and acceleration of e-signature programmes;
  - In the US, several printers across the centres were upgraded to more energy efficient models
- **Sustainability awareness programmes:**
  - "Work Greener" ambassadors actively champion eco-friendly practices in our offices;
  - In Spain, an internal newsletter with topics and opinion articles on sustainability is regularly sent to employees.
  - The UK team set up a 'Be The Change' Group aiming to drive awareness of environmental issues and encourage sustainable day-to-day actions across the workforce.

2.4.3.2 WELL-BEING

Employee well-being is a key part of the Better Places 2030 strategy and Group HR strategy. Unibail-Rodamco-Westfield works to support a healthy working environment with a structured focus on well-being to help employees thrive. The Group committed to 100% of its countries implementing employee well-being programmes since 2020.

The Group's "Your Well-being" framework focuses on three key areas: Healthy Culture, Healthy Minds and Healthy Bodies. Each country was targeted to roll out a minimum of five well-being initiatives relating to all three of these areas of focus. This target has been achieved since 2019.

The ongoing impacts of the COVID-19 crisis have brought many challenges, including the impact on mental health globally. In 2021 mental and physical well-being continued to be a key URW priority. The delivery of the "Your Well-Being" framework, and global and local initiatives fostering "Healthy Minds", ensured support was given to employees in these times (see examples below).

– HEALTHY CULTURE

- Work-life balance: home/flexi working practices are in place in all regions and in 2021 the Group's policy for flexibility at work was enhanced allowing up to two days homeworking weekly, in addition to continued flexi work and family-friendly policies. Since 2019, the topic of work-life balance has been included in Performance Reviews to encourage conversations with managers;
- Over 1,700 employees participated in a new Employee Pulse Survey, which allowed all employees to easily give feedback on topics such as well-being support and improving ways of working. The survey will be rolled out each year to help shape effective plans to create an even better working culture;
- Best practice and policies to support a positive and healthy work environment: the Group signed the parenthood charter in 2013. Working parents training takes place in The Netherlands, Spain, France, the UK and the US. The UK team was ranked Top 30 employers for Family Friendly Workplaces in 2021 for the fifth year running.

– HEALTHY MINDS

- Mental health resilience, mindfulness and flexible thinking: mental well-being support is offered in all regions including training sessions, crisis support and Employee Assistance Programmes, with plans to improve the offer in all countries;
- In 2021, Well-Being webinars were delivered and offered to all including topics on Working Well Remotely, Stress Less, Future Focus, Mindfulness, Menopause awareness and Mental Health webinars, etc.;
- Subscriptions to the leading meditation and mental health app – Calm – were offered to employees in some Regions.

– HEALTHY BODIES

- Sleep well and nutritional health webinar sessions were offered to employees in Europe in 2021. Most countries in which the Group operates offer their employees fresh fruit or complimentary drinks;
- Healthcare benefits: health insurance is offered to all employees, with a number of regions also offering flu vaccinations, eye examinations and full health screenings;
- Walking challenges took place for teams in Germany, the UK and the US.

2.4.3.3 OCCUPATIONAL HEALTH AND SAFETY

To protect Unibail-Rodamco-Westfield's employees' safety since the COVID-19 crisis a range of measures have been implemented in all the regions where URW operates. The Group's policy for flexibility at work has been enhanced allowing up to two days homeworking, in addition to continued flexi work and family-friendly policies.

During pandemic related restrictions, communication was maintained through newsletters, video conferences, tips to preserve physical and mental health. When it was made possible to come back to the office, extraordinary measures were enforced both at headquarters and shopping centres (increased cleaning/decontamination frequency, stock of masks, hydroalcoholic gel stations, physical distancing, etc.).

The Group pursued its risk prevention training strategy in 2021, with a focus on "HR toolbox" training. These sessions raise new managers' awareness of working regulations in France (paid leave, working hours, etc.) and of internal HR processes. Training on psychosocial risks have also been provided to new managers throughout the year.

- Absenteeism is monitored in each region and information is sent to management on a regular basis;
- Causes of work-related accidents are analysed and measures are taken to prevent them recurring. Injury frequency and severity rates in 2021 were 2.01% and 0.05%, respectively.

In 2021, sick leave represented 11,644 working days (1.8% of total working days) and days of absence for work-related/commuting accidents or illness represented 535 working days (0.1% of total working days):

ACCIDENTS

Accident type	2020 Number of incidents	2021 Number of incidents
Work-related accidents causing injury	13	10
Work-related/commuting accidents causing death	0	0

ABSENTEEISM

	2020 Number of working days	2020 Ratio(1)	**2021 Number of working days**	**2021 Ratio(1)**
Lost days for work-related/commuting accidents	890	0.1%	535	0.1%
Lost days for work-related illness	0	0.0%	0	0.0%
Lost days for sick leave	17,011	2.3%	11 644	1.8%
Lost days for personal/family events	3,715	0.5%	3 471	0.5%
TOTAL	**21,616**	**2.9%**	**15 650**	**2.42%**

(1) The absenteeism ratio is calculated in working days: total number of days absent in 2021 divided by the average number of working days in multiplied by average headcount in 2021.

2.4.3.4 HUMAN RIGHTS AND LABOUR CONDITIONS

URW complies with the labour standards set by the International Labour Organization ("ILO"). The Group only operates in countries where social regulations are well developed through democratic frameworks. Internally, specific frameworks set up by the Group define and manage additional regulations that reinforce employee rights and strongly endorse respect and ethical conduct in business dealings (collective agreements, Code of Ethics, Compliance Book, Anti-corruption programme, etc.).

Since 2004, URW has been a member of the UN's Global Compact, which promotes ethical conduct and fundamental moral values in business. URW strives to adopt, support and apply in its sphere of influence the ten principles of the Global Compact concerning human rights, labour, environment and anti-corruption. URW complies with the respective Australian and UK Modern Slavery Act. URW's commitment to adhere to the principles laid down by both legislations is reminded in the Group Code of Ethics.

URW works with employee representatives in each of the European countries in which it operates and respects local labour laws. In 2009, Unibail-Rodamco became a European company following the creation of a European representative body, the European Employees Committee ("EEC"). The EEC meets at least twice a year and is provided annually with information regarding the market at large and the Group's economic situation (presentation of the Group's financial results, development and investment projects, etc.).

This committee also discusses all issues regarding the Group's employees with implication at EU level. Through workshops, it regularly contributes to the exchange of best practices related to employment issues.

The Group also organised various meetings on different topics with the Social and Economic Committee (in France), and the trade union organisations representing each region. This year, staff representatives have been closely involved in decisions relating to the Group's economic activity and the work organisation especially on, well-being, homeworking and digitalisation.

A total of 734 agreements are currently signed or in force with trade unions in France (including Viparis). These agreements cover a variety of topics like gender equality, senior and youth employment, working time flexibility and mandatory annual collective bargaining.

As of December 31, 2021, 45% of employees were covered by a collective agreement.

2.5 GREEN FINANCING OF THE GROUP ACTIVITIES

2.5.1 EU TAXONOMY REGULATION

2.5.1.1 CONTEXT

From 2021 onwards, URW is subject to the EU Environmental Taxonomy Regulation 2020/852 (the "Taxonomy"). Published in the Official Journal of the European Union on 22 June, 2020, the regulation came into force on 12 July, 2020 and applies from 1 January, 2021.

The Taxonomy Regulation introduces a unified classification system to determine the sustainability level of investments, in order to drive capitals towards financing the EU environmental transition: the sustainability of a financial vehicle is determined by the share of sustainable economic activities it finances in its portfolio. Consequently, all economic activities listed in the scope of the Taxonomy Regulation (i.e. "eligible" activities) are to be screened for their environmental impacts, based on the environmental criteria ("Technical Screening Criteria") defined in the Taxonomy Delegated Acts.

To be considered environmentally sustainable, an economic activity has to substantially contribute to at least one out of the six following "environmental objectives", while not causing harm to the others and complying with "minimal safeguards" related to human and labour rights:

- Climate change mitigation;
- Climate change adaptation;
- The sustainable use and protection of water and marine resources;
- The transition to a circular economy;
- Pollution prevention and control; and
- The protection and restoration of biodiversity and ecosystems.

Delegated acts have been established so far for the environmental objectives of climate change mitigation and climate change adaptation. The Taxonomy Regulation represents an important step towards the EU's objective of becoming a climate neutral by 2050. The real estate sector is considered eligible to the Taxonomy for both of these environmental objectives, and especially the following activities performed by URW: Construction of new buildings (7.1), Renovation of existing buildings (7.2) and Acquisition & ownership of buildings (7.7). Not only closely linked to the finance sector and its investors, but also a vital part of the economy, the real estate sector has a key role to play in the transition towards more sustainability. URW is committed to meeting the requirements set by this new regulation and improving its performances in the coming years to contribute to the broader EU environmental transition.

2.5.1.2 URW SHARE OF ELIGIBLE ACTIVITIES

For the first year of the Taxonomy application, companies are to determine as a start which of their activities are "eligible", i.e. covered by the Taxonomy Delegated Acts. Three KPIs are expected to that end: the shares of eligible activities in the company's Turnover, Capital expenditures ("CAPEX") and Operational expenditures ("OPEX").

RESULTS OF URW SHARES OF ELIGIBLE ACTIVITIES

TURNOVER (k€)	Eligible activities	Non-eligible activities	Total
Gross rental income ("GRI")	1,781,639	51,780	1,833,419
Service charge income	299,392	0	299,392
Property development and project management revenue	194,995	0	194,995
Property services and other activities revenues	0	191,902	191,902
Total Turnover	2,276,026	243,681	2,519,707
% Total turnover	**90.3%**	**9.7%**	**100%**
% Turnover excluding service charge income	**89.0%**	**11.0%**	**100%**

CAPEX (k€)	Eligible activities	Non-eligible activities	Total
CAPEX on investment properties	784,468	5,765	790,233
Scope movements on investment properties	183,003	0	183,003
CAPEX on tangible assets	0	16,546	16,546
CAPEX on intangible assets	0	7,970	7,970
Total	967,471	30,281	997,753
% CAPEX	**97.0%**	**3.0%**	**100%**

OPEX (k€)	Eligible activities	Non-eligible activities	Total
% OPEX	**98.2%**	**1.8%**	**100%**

– METHODOLOGY OF KPI CALCULATION

The Commission Delegated Regulation (EU) 2021/2178 of 6 July, 2021 supplementing the Taxonomy Regulation specifies the content, methodology and presentation of information to be disclosed by financial and non-financial undertakings concerning the proportion of environmentally sustainable economic activities in their business, investments or lending activities. The work done by URW to establish its eligibility KPIs was based on this regulation, the methodology is presented in this section. In addition to the regulatory review by the statutory auditors, the taxonomy methodology and main assumptions have been submitted by URW to the independent third party for examination.

Allocation rules to the denominators

- As defined in the aforementioned Delegated Regulation, total turnover and total CAPEX have been determined in accordance with IFRS accounting standards applied to URW activities and in line with financial statements:
  - Total turnover = GRI + Property development and project management revenue + Property services and other activities revenues + service charge income;
  - Total CAPEX = CAPEX on investment properties + Scope movements on investment properties + CAPEX on tangible assets + CAPEX on intangible assets; and
  - Only fully consolidated companies are included in the scope, and KPIs are reported on IFRS bases (not under proportionate consolidation).

- The Delegated Regulation requires reported OPEX in the denominator to be limited to costs related to building renovation, maintenance and repair, short-term lease, and research and development. URW's OPEX are consolidated in different categories than the ones defined in the scope of this Regulation. For this reason, calculating total OPEX required a bottom-up approach that was not based on consolidated financial statements:
  - URW identified the eligible OPEX categories from its annual country/asset level budgets where analytical breakdowns of operational costs are available;
  - Four OPEX categories were selected in the denominator scope: Total OPEX = OPEX on cleaning + OPEX on maintenance + OPEX on vertical transportation + Works OPEX[1]; and
  - OPEX were reported applying similar consolidation rules as for Turnover and CAPEX: looking at assets fully consolidated in financial statements and reporting KPIs based on IFRS bases (not under proportionate consolidation).

Allocation rules to the numerators: determining eligible activities

- To determine the eligible share of Turnover (numerator), a screening of URW revenue categories was performed according to the Delegated Acts' qualitative definitions of activities covered: among the revenue categories listed above, only GRI (revenues from Acquisition & ownership of buildings) and Revenues from property development and project management (revenues from construction of new buildings) are considered eligible to the Taxonomy. Revenues from Property services and other activities (mainly linked to property management services and services provided by the Viparis entity) are excluded from the eligibility scope.
- To determine the eligible share of CAPEX (numerator), a screening of URW investment categories was performed according to the Delegated Acts' qualitative definitions of activities covered: among the investment categories listed above, only CAPEX on investment properties and Scope movements on investment properties are considered eligible for the Taxonomy. CAPEX on technical installations, equipment, furniture and intangible assets are excluded from the eligibility scope.
- The eligible share of OPEX (numerator) is considered to cover the same scope of OPEX categories as for the OPEX denominator, these being specifically listed in the Delegated Regulation scoping the expenses to consider.
- The last step for calculating the Turnover, CAPEX and OPEX numerators was to identify, among all URW activities, asset types or legal entities that would not be considered in the Delegated Acts' scopes. A preliminary screening of all URW entities based on NACE codes, an analysis of specific business lines has been performed. As a conclusion of this analysis, a conservative approach was taken, deciding to include all of URW activities in the eligibility numerators except the airport activity in the US, on the grounds that URW only operates some very specific areas in these assets (shops in terminals) and not the whole buildings. As a result, Turnover, CAPEX and OPEX associated to US airports activities have been excluded from the numerators of URW Taxonomy eligible activities.

Important disclaimer: Taxonomy eligible activities thus cover a very broad scope of URW activities, but this does not presume the relevance of the Technical Screening Criteria ("TSC") to be applied to all of these eligible URW assets in the next years to define the share of sustainable or "Aligned" activities in URW's portfolio. Indeed, although they are considered today as eligible activities by the Taxonomy, many of them will not be able to be screened based on the current published TSC. Many examples of this situation can be given such as:

- The totality of the US portfolio of URW shopping centres, the TSC being based exclusively on EU regulation standards; and
- The assets that URW owns but does not manage (e.g. hotel assets) for which no data nor levers on the energy efficiency of operations will be available for screening at URW level.

Furthermore, for the assets that URW operates but does not own (e.g. concession contracts) or partially owns, investment levers to improve asset sustainability will be limited.

(1) This OPEX category includes a non-significant amount of expenses linked to various missions among which audits (energy, sprinklers…), environmental certification fees, or Health & Safety specific assistance, which are not included in the scope of costs addressed in the Delegated Regulation.

2.5.2 SUSTAINABILITY LINKED LOANS

In April 2017, URW took out a green loan of €650 Mn with a banking syndicate. This was the first "green" syndicated credit facility in Europe. In addition to the usual credit rating, the credit margin for the facility is dependent on the green covenants entered into by the Group. If the green covenants are adhered to, the "green" margin, which is lower, will be applied. Whereas in the case of a failure to adhere to the covenants, the penalty margin will be applied. This is an innovative system whereby environmental performance has a direct impact on the price of the credit facility. This approach also entails an obligation of transparency for the Group, as monitoring indicators for these green commitments must be reviewed by an independent verifier. In May 2018, and in accordance with the same principles, the Group took out a new €400 Mn "green" revolving credit facility.

In 2021, URW strengthened its commitment with a five-year maturity €3.1 Bn sustainability-linked revolving credit facility. Its margin is linked to the Sustainable Target Score of the Group. This score is based on KPIs including energy intensity, carbon emission reductions, the percentage of assets with BREEAM In-Use certification and the percentage of URW employees that have participated in CSR training. The score will be evaluated annually over five years and if URW achieves or exceeds the objectives, the interest rate of the credit facility will be reduced. Independently of reaching its targets, the Group has pledged to invest the equivalent amount of the potential savings from this credit facility in internal CSR projects within the Group. This means guaranteed funding whether the Group reaches the targets or not. In December 2021, the total credit lines featuring with green or sustainable indicators stands at €4.1 Bn.

2.5.3 GREEN BONDS

2.5.3.1 GREEN BOND ISSUANCES

The URW CSR strategy and performance have been recognised in the industry for many years now, and as part of its strategy to diversify its financing sources, the Group has decided to develop a stringent Green Bond framework to finance new development projects, and/or standing assets that meet all social and environmental criteria for the construction and operational phases defined in the "Use of Proceeds" procedure, and specified hereafter. Green Bonds are only used to finance resilient "best in class" assets, in line with a clear procedure for allocating funds ("Procedure for asset analysis, selection and monitoring under the "Green Bonds" system").

URW issued the industry's first Green Bond on the Euro market in February 2014, and was the first international non-Swedish corporate to issue a Green Bond on the SEK market in May 2014. In April 2015, the Group issued its second Green Bond on the Euro market. These issuances are testament to the success of the teamwork between the Group's departments: CSR, Legal, Finance and Communications. In total, the three issuances raised €1.25 Bn and SEK 1.5 Bn. In 2019, the Green Bond II issued by the Group on the SEK market reached maturity. In 2020, as part of the Group's active debt management strategy, the Group launched a tender across five outstanding bonds, which have a maturity dates ranging from February 2021 to February 2024. The tender offer has enabled the Group to repurchase, on December 4, 2020, bonds with a total nominal amount of €544.9 Mn (19.56% of the outstanding amount), including €106.3 Mn of the Green Bond I (14.2% of the outstanding amount), leaving the Group with outstanding Green Bond issuances in 2021 of €1.14 Bn.

OUTSTANDING GREEN BONDS ISSUED BY URW[(1)]

	Green Bond I (EURO)	Green Bond III (EURO)
Issuer (legal entity name)	Unibail-Rodamco SE	Unibail-Rodamco SE
Date	February 19, 2014	April 8, 2015
Size	€750 Mn - €106 Mn = € 644 Mn	€500 Mn
Maturity	10 years	10 years
Coupon	2.5%	1%

(1) Green Bond issuances and the allocation of funds are approved by the Group's ALM Committee (see Section 6.2.2.2.A. Access to capital and financial market disruption), using a specific procedure formalised internally.

2.5.3.2 RIGOROUS AND AMBITIOUS SOCIAL AND ENVIRONMENTAL CRITERIA

The social and environmental criteria associated with the Green Bonds were developed and approved by Vigeo. They are (i) aligned with the "Green Bond Principles" (GBP) updated in March 2015; and (ii) fit in with the Group's CSR strategy. The funds raised from Green Bond issuances are used to finance (via loan or investment) development projects and/or standing assets. The environmental and social performance requirements for the assets apply to both their construction and operating phases. The following criteria are used to define "eligible assets":

i. Greenfield/Brownfield project or reconstruction project (redevelopment and/or extension/renovation project) and/or standing asset managed by URW SE or its subsidiaries which:
   a.) Achieved BREEAM certification (or any other equivalent certification) at a level of "Very Good" or higher in the design phase; and
   b.) Have been or will be awarded a BREEAM In-Use certification (or any other equivalent certification) for Asset Performance (Part 1) and Building Management (Part 2) according to the BREEAM evaluation framework, at a level of "Very Good" or above within a reasonable time after the start of operation;

ii. In addition to the certification (which is a prerequisite), eligible assets must meet additional criteria structured into five principles: respect for human rights, contribution to local development, monitoring of environmental impacts, promotion of responsible relationships with tenants and visitors, and promotion of responsible relationships (including social and environmental aspects) with suppliers. In total, 17 sub-criteria are analysed for the construction phase, and 13 sub-criteria are analysed for the operating phase.

Additional criteria and indicators to be monitored for eligible assets are published on the issuer's website at the following link: https://www.urw.com/en/investors/financing-activity/green-financing.

2.5.3.3 CURRENT ALLOCATION OF GREEN BOND PROCEEDS

In line with the Group's internal Green Bond analysis, selection and monitoring procedure, the funds generated by Green Bonds issuances are allocated to the selected assets based on a previously defined list of "eligible assets" (criteria presented in the previous paragraph). In the case of an asset disposal during the funding period (i.e. prior to the bond issue maturity), the proceeds initially allocated to the disposed asset shall be reallocated to another "eligible asset" held by the Group, based on the same process. This was the case in 2020: on May 29, 2020, URW successfully completed the disposal of a portfolio of five shopping centres in France to the Joint Venture formed by URW, Crédit Agricole Assurances and La Française.

This portfolio of five shopping centres included Aéroville, So Ouest and Confluence, to which 100% of the Green Bond I proceeds had been allocated for a funding period lasting until 2024.

Therefore, the Green Bond I proceeds were reallocated to four new assets: Westfield Mall of the Netherlands (The Netherlands), Trinity (France), Galerie Gaîté (Retail, France) and Gaîté-Montparnasse (Offices, France). No changes have been made since.

The 2021 allocation of the proceeds from the two outstanding Green Bonds is illustrated below:

	Green Bond I EUR 643.748 Mn				Green Bond III EUR 500 Mn		
	Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté-Montparnasse (offices)	Westfield Carré Sénart extension	Westfield Chodov extension	Wroclavia
Business	Shopping Centre	Offices	Shopping Centre	Offices	Shopping Centre	Shopping Centre	Shopping Centre
Proceeds allocated to projects(1)	30%	44%	20%	6%	8% + 24%	28¨%	40%
Gross Leasable Area ("GLA") scope of consolidation (m²)	114,000	49,200	27,600	13,100	31,320(3)	39,000(3)	72,500(2)
Opening date to public	March 18, 2021	November 13, 2020	H1 2022(4)	H1 2022(4)	October 25, 2017	October 10, 2017	October 17, 2017

(1) Allocation carried out through internal loans.
(2) Including a bus station of 7,200 m².
(3) GLA as at December 31, 2017.
(4) Under construction: expected opening semester.

2.5.3.4 AUDITED CRITERIA

URW engaged an independent auditor to verify that the assets financed meet the eligibility criteria. The reporting on these criteria and the independent auditor's attestation on the information related to the allocation of funds are presented in Section 2.5.3.5 Annual reporting on Green Bonds in compliance with the environmental and social criteria of the Use of Proceeds and Section 2.5.3.6 Independent third party's report on Green Bond criteria and indicators.

In 2021, the audit covered: Westfield Mall of the Netherlands, Trinity, Galerie Gaîté (retail), Gaîté-Montparnasse (offices), Westfield Carré Sénart extension, Westfield Chodov extension and Wroclavia.

2.5.3.5 ANNUAL REPORTING ON GREEN BONDS IN COMPLIANCE WITH THE ENVIRONMENTAL AND SOCIAL CRITERIA OF THE USE OF PROCEEDS (FOR THE TWO OUTSTANDING ISSUANCES OF URW)

– CONSTRUCTION PHASE CRITERIA

PREREQUISITE: MINIMUM BREEAM RATING OF "VERY GOOD"

Green Bond I				Green Bond III		
Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté-Montparnasse (offices)	Westfield Carré Sénart extension	Westfield Chodov extension	Wroclavia
Very Good(1)	Excellent(2)	Excellent(3)	Excellent(4)	Excellent(5)	Excellent(6)	Excellent(7)

(1) Achieved an interim overall score of 63.5% and a BREEAM rating of "Very Good" under the 2011 version of BREEAM NL: Nieuwbouw Ontwerpfase 2011 v1.0.
(2) Achieved a final overall score of 72.6% and a BREEAM rating of "Excellent" under the 2009 version of BREEAM Europe commercial office framework.
(3) Achieved an interim overall score of 81.9% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM Europe commercial retail framework.
(4) Achieved an interim overall score of 80.6% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM Europe commercial office framework.
(5) Achieved an interim overall score of 78.1% and a BREEAM rating of "Excellent" under the 2009 version of BREEAM Europe commercial retail framework.
(6) Achieved a final overall score of 71.9% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM International retail framework.
(7) Achieved a final overall score of 77.1% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM International new construction retail framework.

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		Green Bond I				Green Bond III		
Commitments/ supporting elements	Criteria	Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté-Montparnasse (offices)	Westfield Carré Sénart extension	Westfield Chodov extension	Wroclavia
Select the countries in which eligible assets are located based on human rights and governance	Integration, signature or ratification of conventions related to Human Rights, and Labour Rights. **KPI: country score Vigeo (out of 100)**	**NL 95.34/100(1)**	**FR 96.53/100(1)**	**FR 96.53/100(1)**	**FR 96.53/100(1)**	**FR 96.53/100(1)**	**CZ 93.97/100(1)**	**PL 93.10/100(1)**
	Press freedom, stability and political freedom; corruption prevention, independence of the judiciary system and legal certainty. **KPI: country score Vigeo (out of 100)**	**NL 95.17/100(1)**	**FR 97.89/100(1)**	**FR 97.89/100(1)**	**FR 97.89/100(1)**	**FR 97.89/100(1)**	**CZ 87.98/100 (1)**	**PL 79.80/100(1)**
Contribution of the eligible assets to the development and well-being of communities in which they are located	Existence of information on projects to neighbours	✓	✓	✓	✓	✓	✓	✓
	Absence of material public recourse on the project preventing the completion of the project	✓	✓	✓	✓	✓	✓	✓
	Accessibility of the asset by public transport (within 500 metres) **KPI: Distance to a public transport mode** *(m)*	**10 m** Tramway	**150 m** Metro line	**0 m** Metro line	**20 m** Metro line	**150 m** Bus line	**20 m** Metro line	**0 m** Bus terminal **35 m** Railway station
	Promote the potential use of alternative transport solution and sustainable mobility	✓	✓	✓	✓	✓	✓	✓

		Green Bond I				Green Bond III		
Commitments/ supporting elements	Criteria	Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté-Montparnasse (offices)	Westfield Carré Sénart extension	Westfield Chodov extension	Wroclavia
Monitoring the environmental impacts of eligible assets	Involvement of an external environmental consultant	✓	✓	✓	✓	✓	✓	✓
	Commissioning Report	✓	✓	✓	✓	✓	✓	✓
	Environmental impact assessment and implementation of appropriate measures if necessary	✓	✓	✓	✓	✓	✓	✓
	Promote applicable Considerate Construction Charter to minimise environmental impact of building sites during construction phase	✓	✓	✓	✓	✓	✓	✓
	Optimise intrinsic energy performance of the asset in view of applicable regulatory constraints **KPI: Percentage improvement over national standard building energy performance** *(%)*	**-31%**(4)	**-28%**(2)	**-41.6%**(2)	**-28.5%**(2)	**-53.1%**(2)	**-9%**(3)	**-14%**(4)
	Involvement of an ecologist during the project phase	✓	✓	✓	✓	✓	✓	✓
Promoting sustainable and enduring relationships with tenants and visitors	Promote "Green leases" signature before opening **KPI: Percentage of Green leases signed** *(%)*	**92%**(5)	**100%**(5)	**100%**(5)	**100%**(5)	**97%**	**90%**	**99%**
Promote social and environmental factors with suppliers/service providers	Promote if possible Health and Safety coordinator contract (or equivalent)	✓	✓	✓	✓	✓	✓	✓
	Promote access control to building site	✓	✓	✓	✓	✓	✓	✓
	Promote the application of the Considerate Construction Charter or equivalent to minimise environmental impact of building sites	✓	✓	✓	✓	✓	✓	✓
	E-learning for URW's employees on its Code of Ethics	✓	✓	✓	✓	✓	✓	✓

(1) Source: Vigeo country score - February 2021.
(2) According to dynamic thermal simulation aligned with RT 2012 requirements or regulatory RT 2012 calculation.
(3) According to dynamic thermal simulation aligned with ASHRAE Energy Standard 3 and local standards 78/2013Sb. and ČSN 730540.
(4) According to dynamic thermal simulation aligned with local regulation.
(5) Green leases V1 and V2 signed as at December 31, 2020.

– OPERATION PHASE CRITERIA

PREREQUISITE: MINIMUM BREEAM-IN-USE SCORE "VERY GOOD" FOR ASSET PERFORMANCE (P1) AND BUILDING MANAGEMENT (P2)

Green Bond I				Green Bond III		
Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté-Montparnasse (offices)	Westfield Carré Sénart extension	Westfield Chodov extension	Wroclavia
Expected in Universal Registration Document 2023	Expected in Universal Registration Document 2022	Expected in Universal Registration Document 2023	Expected Universal Registration Document 2023	Obtained: 11/29/2017[1] Re-certified: 12/23/2020[1] **(P2): Excellent** **(P1): Excellent**	Obtained: 12/21/2018[1] Re-certified: 01/19/2022[2] **(P1): Excellent** **(P2): Excellent**	Obtained: 12/22/2020[1] **(P2): Excellent** **(P1): Excellent**

(1) According to BREEAM In Use International 2015 scheme.
(2) According to BREEAM International In-Use: Commercial Version 6.

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		Green Bond I				Green Bond III		
Commitments/ supporting elements	Criteria	Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté-Montparnasse (offices)	Westfield Carré Sénart extension	Westfield Chodov extension	Wroclavia
Contribution of the eligible assets to the development and well-being of the communities in which they are located	Assess local employment through tenants' activities (e.g. follow-up of number of jobs created in the catchment area) **KPI: Total tenants supported job (FTE)**	Expected in URD 2022	N/A	Expected in URD 2023	N/A	**2,189**[1]	**1,896**[2]	**1,484**[2]
Monitor the environmental impacts of eligible assets	Environmental action plan and follow-up with regular reporting (from 1 year after opening)	Expected in URD 2022	X[3]	Expected in URD 2023	Expected in URD 2023	✓	✓	✓
	Annual audit of health and safety risks (from 2 years after opening) **Indicator: annual risk audit (Rating from A to D)**	Expected in URD 2023	Expected in URD 2022	Expected in URD 2024	Expected in URD 2024	A[4]	A[4]	A[4]
	Assess energy consumption and CO_2 emissions with potential action plan if needed **Indicator: energy intensity (*kWh/visit*) since measured baseline** **Indicator: carbon intensity (*gCO_2eq/visit*) since measured baseline**	Expected in URD 2024	Expected in URD 2023	Expected in URD 2025	Expected in URD 2025	**-40% kWh/ visit** **-100% gCO_2e/ visit** (2021/2018)	**-12% kWh/ visit** **-23% gCO_2e/ visit** (2021/2018)	**-7% kWh/ visit** **-22%gCO_2e/ visit**[5] (2021/2018)
Promote sustainable and enduring relationships with tenants and visitors	Organise on site Sustainability Committee	Expected in URD 2022	N/A	Expected in URD 2023	N/A	✓	✓	✓
	Conduct satisfaction survey with retailers **KPI: Overall satisfaction score (out of 100)**	Expected in URD 2022	N/A	Expected in URD 2023	N/A	**78/100**	**83/100**	**78/100**

Commitments/ supporting elements	Criteria	Green Bond I				Green Bond III		
		Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté-Montparnasse (offices)	Westfield Carré Sénart extension	Westfield Chodov extension	Wroclavia
Promote sustainable and enduring relationships with tenants and visitors	4-Star labelling or equivalent if applicable	Expected in URD 2022	N/A	Expected in URD 2023	N/A	✓	✓	✓
	Conduct satisfaction survey with visitors **KPI: Overall satisfaction score (out of 100)**	Expected in URD 2022	N/A	Expected in URD 2023	N/A	**38/100**[(6)]	**54/100**[(6)]	**58/100**[(6)]
	Relevant safety management (e.g. video protection plan)	✓	N/A	Expected in URD 2022	N/A	✓	✓	✓
Promote social and environmental factors with suppliers	Promote labour rights to suppliers via contractual documentation	✓	✓	Expected in URD 2022	Expected in URD 2022	✓	✓	✓
	Promote environmental and social factors to suppliers via contractual documentation	✓	✓	Expected in URD 2022	Expected in URD 2022	✓	✓	✓
	Promote ethics to suppliers via contractual documentation	✓	✓	Expected in URD 2022	Expected in URD 2022	✓	✓	✓
	Assess regularly compliance with contractual clauses by the main suppliers	Expected in URD 2022	✓	Expected in URD 2023	Expected in URD 2023	✓	✓	✓

(1) Source: Shopping centre economic impact study performed by an external third party.
(2) Source: Shopping centre retailer survey performed by shopping centre management.
(3) In 2021, the implementation of this criteria had to be postponed due to the low occupancy rate of the office building. Indeed, the environmental impact of an office building in its operation phase is considered not material when it is not occupied. An environmental action plan will be designed for this building in 2022, when its occupancy rate will be higher.
(4) Source: HSE risk audit performed by an external third party – see methodology in Section 2.2.3.7 Health & Safety, security and environmental risks and pollution.
(5) The 2018 carbon intensity figure has been corrected in 2021 to integrate a more accurate emission factor of the heating network of the shopping centre.
(6) The methodology for reporting customer satisfaction has been updated in 2021 to better align with industry standards: use of a Net Promoter Score (NPS) instead of an average satisfaction grade. For information, 2020 figures recalculated with the NPS methodology are: 36/100 for Westfield Carré Sénart; 50/100 for Westfield Chodov; and 69/100 for Wroclavia.

1. 2. 3. 4. 5. 6. 7. 8.

2.5.3.6 INDEPENDENT THIRD PARTY'S REPORT ON GREEN BOND CRITERIA AND INDICATORS

URW has commissioned Deloitte as a third-party auditor to check the compliance of the financed assets with the eligibility criteria set and reported above. This check includes an in-depth review of the documentary evidence for each domain and criteria (for each phase). The attestation on the information related to the allocation of funds from Deloitte is available hereafter.

– ATTESTATION FROM ONE OF THE STATUTORY AUDITORS OF UNIBAIL-RODAMCO-WESTFIELD SE ON THE INFORMATION RELATED TO THE ALLOCATION, AS OF DECEMBER 31, 2021, OF FUNDS RAISED THROUGH THE "GREEN BONDS" ISSUED ON FEBRUARY 26, 2014 AND APRIL 15, 2015

This is a free translation into English of the original report issued in the French language and is provided solely for the convenience of English-speaking users. This report should be read in conjunction, and construed in accordance, with French law and regulations applicable in France.

Year ended December 31st, 2021

To the Chairman of the Management Board,

In our capacity as statutory auditor of Unibail-Rodamco-Westfield SE ('the Company') and in accordance with your request, we have prepared this attestation on the information related to the allocation, as of December 31, 2021 of funds raised through the Green Bonds issued on February 26, 2014 and April 15, 2015 ('the Issues') which amount to €750m and €500m respectively, contained in the attached 'Green Bonds' document[1] ('the Attached Document'), and prepared pursuant to the use of proceeds of the final terms of the Green Bonds Offerings, signed on February 19, 2014 (XS1038708522) and April 8, 2015 (XS1218319702) (the 'Final Terms'). On December 4, 2020, the Company repurchased €106 Mn of the Green Bond issued on February 26, 2014, resulting in outstanding green bond issuances in 2021 of €1,144 Mn.

The Attached Document, prepared for the purposes of informing the Green Bond debt securities holders, presents an allocation of the funds raised from the Issues to Eligible Projects ('the Eligible Projects'), over the period from January 1, 2021 to December 31, 2021, for a total amount of €1,144 Mn.

This information was prepared under your responsibility, based on the accounting records used for the preparation of the consolidated financial statements for the year ended December 31, 2021.

Our role is to report on:
- the compliance, in all material respects, of the Eligible Projects referred to in the Attached Document, with the eligibility criteria defined in the Final Terms and approved jointly by the Company and Vigeo, referred to in the Attached Document ('the Eligibility Criteria').
- the allocation of the funds raised from the Issues to Eligible Projects and on the reconciliation of the amount of funds allocated to Eligible Projects as at 31 December 2021 as part of the Issues, with the accounting records and data underlying the accounting records.

However, we have no responsibility for:
- challenging the Eligibility Criteria, and, in particular, we give no interpretation on the Final Terms;
- forming an opinion on the use of the funds allocated to Eligible Projects after such funds have been allocated.

In the context of our role as statutory auditor, we have audited, jointly with the other statutory auditor, the consolidated financial statements of the Company for the year ended 31 December 2021. Our audit was conducted in accordance with professional standards applicable in France, and was planned and performed for the purpose of forming an opinion on the consolidated financial statements taken as a whole and not on any individual component of the accounts used to determine the information. Accordingly, our audit tests and samples were not carried out with this objective and we do not express any opinion on any components of the accounts taken individually. These consolidated financial statements, which have not yet been approved by the Shareholders' meeting, have been audited and our report thereon is dated 23 March 2022.

Furthermore, we have not performed any procedures to identify events that may have occurred after the date of our report on the consolidated financial statements of the Company which was issued on 23 March 2022.

Our engagement, which constitutes neither an audit nor a review, was performed in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*). For the purpose of this attestation, our work consisted, using sampling techniques or other methods of selection, in:
- understanding the procedures implemented by the Company for producing the information contained in the Attached Document;
- verifying the compliance, in all material respects, of the Eligible Projects referred to in the Attached Document, with the Eligibility Criteria;
- verifying the appropriate segregation of the funds raised from the Issues and their exclusive allocation to Eligible Projects;
- verifying that the internal loans or financing contracts with the Company's subsidiaries owning Eligible Projects[2] are still running as of December 31, 2021;
- performing the necessary reconciliations between this information and the accounting records from which it is derived and verifying that the information agrees with the data used to prepare the consolidated financial statements for the year ended 31 December 2021.

On the basis of our work, we have no matters to report on:
- the compliance, in all material respects, of the Eligible Projects referred to in the Attached Document, with the Eligibility Criteria;
- the allocation of the funds raised from the Issues to the Eligible Projects and the consistency of the amount of allocated funds to Eligible Projects as at 31 December 2021 in the context of the Issues, with the accounting records and data underlying the accounting records.

This attestation has been prepared solely for your attention within the context described above and may not be used, distributed or referred to for any other purpose. We assume no responsibility with regard to any third parties.

Paris-La Défense, March 23, 2022

One of the Statutory Auditors
Deloitte & Associés

French original signed by :
Emmanuel Gadret

(1) Refer to section 2.5.3 of the Universal Registration document 2021.
(2) Westfield Mall of the Netherlands, Trinity, Galerie Gaîté (retail), Gaîté-Montparnasse (offices), Wroclavia, Westfield Chodov extension and Westfield Carré Sénart extension.

2.6 APPENDICES

2.6.1 URW'S REPORTING METHODOLOGY

URW uses a variety of tools, processes and indicators to monitor the performance of the assets owned and managed by the Group. These methods are used to structure an environmental, social and societal management approach, track results and to inform its stakeholders about performance.

The Group continuously improves its reporting tools and processes in order to fine-tune the quality and accuracy of its consolidated data. This enables the Group to manage its data collection processes more efficiently, track and analyse performance at all levels (site, region, Group) on a regular basis, assess results against targets, and implement suitable corrective measures.

The Group CSR reporting framework, which was fully updated in 2019 to cover the new scope of the Group operations following the Westfield acquisition and tracks performance against each of its Better Places 2030 extended commitments, was co-constructed by teams representing all regions to capitalise on existing data collection frameworks from continental Europe as well as the US and the UK, and by representatives of all departments concerned by the operational implementation of the CSR agenda to ensure its applicability.

2.6.1.1 DEFINITIONS AND REPORTING VALUES

Indicators are expressed in absolute value or in the form of ratios to express efficiency and comparable trends. Intensity ratios are calculated using different types of denominators, depending on the type of information:

- Denominators related to floor area (sqm):
  - Square metres operated served with energy: the area of common and private spaces supplied with asset-level managed energy. This denominator is used to calculate the energy efficiency of assets in operation (see Section 2.2.3.4 Energy management) and the energy-related Scopes 1 and 2 carbon intensity of operations (see Section 2.2.1.2 Carbon assessment) for shopping centres and offices;
  - Total operated area: total standing asset floor area, including both private and common areas. This denominator is used to calculate energy-related Scopes 1, 2 and 3 carbon intensity of operations, including tenant emissions (see Section 2.2.1.2 Carbon assessment); and
  - Consolidated building area, corresponding to:
    - the Gross Leasable Area (GLA) of the property-owning companies for shopping centres;
    - the total floor space according to consolidation for offices;
    - the total floor space according to consolidation for convention & exhibition venues.

    This area is used to calculate data coverages.
- Denominators related to intensity of use, adapted to each business unit:
  - Footfall for shopping centres: The annual number of visitors coming to an asset;
  - Occupants for offices: The number of occupants during the period, corresponding to the maximum office capacity multiplied by the asset occupancy rate; and
  - Areas occupied per days of occupancy (sqm DOCC) for convention & exhibition venues: The annual total cumulative surface occupied by the tenants when the venues are open (including assembly, exhibition and disassembly phases of a fair).

To be noted: in the disclosed tables or graphics, totals may not add up due to rounding.

2.6.1.2 REPORTING SCOPE

The information presented in Section 2.1.4 Summary of the Group's CSR achievements and in Sections 2.2 Better Spaces, 2.3 Better Communities and 2.4 Better Together cover Unibail-Rodamco-Westfield's consolidated scope – unless explicitly stated otherwise. 2021 is the third year following the acquisition by Unibail-Rodamco of the Westfield company that a complete report on CSR performance is being released, covering the new Group consolidated scope and including both of the Group's platforms:

- European platform: France, Germany, Spain, Austria, the Netherlands, the Nordics (including Sweden and Denmark), Central Europe (including Czech Republic, Poland and Slovak Republic), and the UK & Italy; and
- American platform: the US.

Detailed scoping rules per indicator family are presented in the next paragraphs. Exclusions from the reporting scope are specified in the description of each indicator or in footnotes where applicable.

– REPORTING SCOPE FOR ENVIRONMENTAL AND SOCIETAL INDICATORS OF STANDING ASSETS

The environmental and societal indicators relating to operations cover the scope of assets in the Group's standing portfolio which are owned and managed by the Group, and that have been in the Group portfolio for at least one and a half (1.5) fiscal years at the reporting date. By default, this information covers all of the Group's asset categories in its core business units: shopping centres (Retail), Offices (Office Business Unit in France) and Convention & Exhibition venues (Viparis subsidiary in France). When an indicator covers a narrower scope, this is specified in its description. This CSR reporting scope represents 92% of the total Group portfolio of standing assets in area (sqm) in 2021.

<u>Scoping exceptions for energy-related indicators and BREEAM In-Use certifications:</u>

Energy-related indicators include the following types of information: energy consumption, energy intensity, Scopes 1 and 2 GHG emissions, and share of renewable energy. Assets that are under significant works (net impacted GLA > 1,000 sqm) during the reporting period are excluded from the CSR reporting scope of energy-related indicators and of BREEAM In-Use certifications, due to the fact that works may affect the energy consumption of an asset in an unusual way that is not representative of normal operations and compromise data reliability and comparability. Assets under significant works are re-integrated in the CSR reporting scope of energy-related indicators 1.5 years after the works have stopped. The reporting scope for energy-related indicators represents 78% of the total Group portfolio of standing assets in area (sqm) in 2021.

In practice, in 2021, CH Ursynow and Gropius Passagen shopping centres have been excluded from the reported data, while the office parts of Nacka Forum, Täby Centrum, Solna Centrum, Shopping City Süd, Stadshart Zoetermeer, and the hotel part of the CNIT (Hilton) have been included in the reported data.

Resulting overall CSR and energy-related reporting scopes coverages represent respectively 91% and 77% of the total Group portfolio of standing assets in area (sqm) in 2021.

– STANDING ASSETS INCLUDED IN THE 2021 OVERALL REPORTING SCOPE FOR ENVIRONMENTAL AND SOCIETAL KPI'S

Asset type	Regions	Number of assets	Assets	Reporting floor areas for standard energy and carbon intensity indicators(1)	Denominators for intensity of use indicators(2)	Consolidated building area(3)
Retail	Austria	2	Donau Zentrum (including Dux), Shopping City Süd (including Mux)	332,249 sqm	22,858,706 visits	265,900 sqm
	Central Europe	8	Aupark, Centrum Cerny Most, Westfield Chodov, Metropole Zlicin, Westfield Arkadia, Galeria Mokotow, Galeria Wilenska, Wroclavia	645,230 sqm	73,631,792 visits	554,700 sqm
	France	18	Aéroville, Westfield Carré Sénart (including Shopping Parc), Carrousel du Louvre (including convention areas), CNIT (including CNIT offices and CNIT convention), Westfield Euralille, Westfield La Part-Dieu (including Cours Oxygène), Westfield Forum des Halles, Westfield Les 4 Temps, Confluence, Westfield Parly 2, Polygone Riviera, Rennes Alma, Westfield Rosny 2, So Ouest, La Toison d'Or, Ulis 2, Westfield Vélizy 2, Villeneuve 2	970,466 sqm	184,021,006 visits	1,306,400 sqm
	Germany	8	Gera Arcaden, Höfe am Brühl, Pasing Arcaden, Paunsdorf Center, Ruhr Park, Minto, Palais Vest, CentrO	572,759 sqm	50,825,177 visits	688,500 sqm
	The Netherlands	4	Citymall Almere, Stadshart Amstelveen, Stadshart Zoetermeer, Westfield Mall of the Netherlands	94,800 sqm	26,021,440 visits	313,900 sqm
	Nordics	5	Fisketorvet, Nacka Forum, Westfield Mall of Scandinavia, Solna Centrum, Täby Centrum	446,278 sqm	37,110,759 visits	357,600 sqm
	Spain	7	Bonaire, Equinoccio, Garbera, La Maquinista, Glòries, Parquesur, Splau	187,067 sqm	60,223,758 visits	426,300 sqm
	UK	2	Westfield London, Westfield Stratford City	452,086 sqm	51,768,341 visits	419,300 sqm
	US	24	Westfield Garden State Plaza, Westfield Topanga (including the Village), Westfield Southcenter, Westfield Old Orchard, Westfield Santa Anita, Westfield Valley Fair, Westfield UTC, Westfield Annapolis, Westfield Century City, Westfield Galleria at Roseville, Westfield San Francisco Centre, Westfield Culver City, Westfield Montgomery, Westfield Fashion Square, Westfield World Trade Center, Westfield Wheaton, Westfield North County, Westfield Mission Valley, Westfield Brandon, Westfield Trumbull, Westfield Plaza Bonita, Westfield South Shore, Westfield Valencia Town Centre, Westfield Oakridge	611,244 sqm	233,168,140 visits	1,708,700 sqm
Office	France	3	Le Sextant, Les Villages de l'Arche, Versailles Chantiers	49,000 sqm	4,284 occupants	49,000 sqm
Convention & Exhibition	France	8	Espace Champerret, Espace Grande Arche, Le Palais des Congrès de Paris (including Les Boutiques du Palais), Paris Nord Villepinte, Paris Le Bourget, Paris Porte de Versailles (including Paris Convention Centre and la Serre), Palais des Congrès d'Issy-les-Moulineaux, Hôtel Salomon de Rothschild	18,214,536 sqm DOCC	18,214,536 sqm DOCC	630,500 sqm

(1) Shopping centres and offices: see the definition of square metres operated served with energy in Section 2.6.1.1 Definitions and reporting values. Square metres served with energy only include assets in the energy-related scope.
(2) See the definition of denominators related to intensity of use per business unit in Section 2.6.1.1 Definitions and reporting values.
(3) See the definition of consolidated building area in Section 2.6.1.1 Definitions and reporting values.

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– REPORTING SCOPE FOR SOCIAL INDICATORS

Social indicators regarding HR cover all Group employees with a direct employment contract with the Group, in all regions where the Group operates, and in all of the Group's business units and subsidiaries, regardless of whether they are located in head-offices or on site: shopping centres (Retail), Offices (Office Business Unit in France), Convention & Exhibition (Viparis subsidiary in France), and Airports.

– REPORTING SCOPE FOR CSR INDICATORS OF DEVELOPMENT PROJECTS

As part of its Better Places 2030 strategy, the Group is committed to track its CSR performance beyond the scope of its direct operations. This includes measuring its CSR performance from the design stage of projects under development.

The CSR reporting of development-related KPIs covers all projects in the Group pipeline whatever their type (greenfield and brownfield projects, extension and renovation projects) which have reached a mature enough development stage to have implemented the Group CSR strategy (committed projects[(1)]) and that exceed the following thresholds in terms of minimal net impacted GLA and Total investment cost ("TIC"):

- For Europe:
  - Retail projects of over €50 Mn TIC or over 10,000 sqm GLA; and
  - All other projects (offices, convention and exhibition centres) of over €/$40 Mn TIC.
- For the US:
  - All projects of over $100 Mn TIC or over 20,000 sqm GLA.

In 2021, the reporting scope of development-related KPIs covered twelve projects.

– REPORTING SCOPE OF THE GROUP CARBON FOOTPRINT

As part of its Better Places 2030 strategy, the Group is committed to track its CSR performance beyond the scope of its direct operations, and this encompasses the Group carbon footprint calculation approach, which covers an extended reporting scope.

To calculate its total carbon footprint, URW has chosen the "operational control" approach for its entire value chain: consolidation of all the GHG emissions linked with the operations over which the Group has the full authority to implement its operational policies.

The method used for quantifying Group emissions is in line with the ISO 14064-1 standard, the GHG Protocol guidelines and the Bilan Carbone® methodology of ADEME (*Agence de l'Environnement et de la Maîtrise de l'Énergie*, or French Environment and Energy Management Agency). The Group's carbon footprint measure includes the emissions of the following six greenhouse gases designated by the Kyoto protocol: carbon dioxide (CO_2), methane (CH_4), nitrous oxide (N_2O), sulphur hexafluoride (SF_6), hydrofluorocarbons (HFC) and perfluorinated hydrocarbons (PFC).

These GHG emissions are expressed in carbon equivalent (CO_2eq).

The scope of the Group's carbon footprint is defined as follows:

- Organisational scope:
  - Owned and managed standing assets: shopping centres, offices and convention & exhibition venues (selection rules identical to aforementioned reporting scope for environmental and societal indicators in standing assets);
  - Development projects: all greenfield/brownfield, extensions and renovation projects whatever their size and development stage (broader scope than the reporting scope for CSR indicators in development projects described above); and
  - Group employees and headquarters: all employees with a direct employment contract with the Group (selection rules identical to aforementioned reporting scope for social indicators);
- Operational scope: all the activities over which the Group has direct operational control or that it can influence.

The detailed emission sources accounted for in the Group carbon footprint are presented in Section 2.2.1.2 Carbon assessment.

2.6.1.3 CHANGES IN REPORTING SCOPE AND CALCULATION OF EVOLUTIONS

In 2019, the scoping rules for reporting CSR-related information (presented in Section 2.6.1.2 Reporting scope) were reviewed in order to integrate changes linked with the Westfield acquisition. In order to enable data comparability, these updated scoping rules have been applied retroactively to portfolio compositions of previous years: in particular, the 2015 baseline year figures have been re-calculated accordingly.

Changes in reporting scope may also occur as a result of the start or end of a management mandate; acquisitions or disposals of assets; development of new assets or major renovations and extensions. To compare data from one year to another, a "like-for-like" scope is used when calculating data evolutions: the like-for-like scope corresponds to a restricted scope of assets that are both present in the CSR reporting scope (as defined in Section 2.6.1.2 Reporting scope) of the year 2021, and of that of the year 2020. It is used to assess an indicator's evolution over time, based on a comparable portfolio. The 2020-2021 like-for-like scope represents 91% of the total 2021 standing portfolio area (sqm).

2.6.1.4 REPORTING PERIOD AND REFERENCE YEAR

Most environmental, social and societal data are reported as at December 31 of the reporting year ended, for one calendar year. However, given the scheduling requirements for the release of the Group Universal Registration Document, some environmental data are reported on a rolling 12-month period (Q4 of the previous financial year and Q1, Q2 and Q3 of the reporting year ended): energy consumption, energy-related Scopes 1 and 2 GHG emissions, and water consumption.

(1) Since 2020, the reporting scope of development-related KPIs has changed to only cover the "committed" projects (as defined in Section 4.1.3.2 Pipeline projects as at December 31, 2020), to better align the reporting with the projects' schedule for implementing CSR levers in a secured manner. Carbon footprint related reporting on development projects however still covers the bulk of "committed" and "controlled" project to grasp the complete perimeter of Scope 3.

The CSR strategy Better Places 2030 sets 2015 as its reference year for measuring progress against energy and carbon-related objectives. The 2015 baseline data has been recalculated in 2019 to take into account the new Group consolidated scope, including the UK and the US regions. Plaisir, Zlote Tarasy, Jumbo, Hôtel Salomon de Rothschild and CH Ursynow assets are excluded from the calculation of the 2015 baseline.

2.6.1.5 CONTINUOUS IMPROVEMENT OF DEFINITIONS AND DATA QUALITY IMPROVEMENT

URW continues to improve the quality and comparability of its data, align with emerging external reporting standards and frameworks, develop internal benchmarks, introduce sub-metering to collect information for environmental data, and fine- tune the accuracy of the data analysis.

As a consequence, adjustments may occur on data calculation methodologies and previously reported data whenever relevant.

– UPDATES ON KPI REPORTING METHODOLOGIES

Mobility reporting

The methodology to calculate carbon emissions from visitors transport has been updated in 2020 to take into account the electrical vehicles among the total car fleet in Europe: as was already the case in the US, electric vehicles (and associated emission factors) are now separately considered for the Group calculation of carbon emissions related to transport, leading to more accurate results. In alignment with its strategical objectives, this update enables the Group to effectively count the penetration of electrical vehicles as a lever to reach its carbon reduction objective on transportation.

BREEAM-In-Use reporting

Regarding the BREAM-In-Use environmental certification KPIs, the scope under which these KPIs are reported has been updated in 2021. This update has been made to take into account the fact that development projects (with ongoing works or recently delivered) are unable to report a realistic energy consumption because of their status (under works and/or tenants that have not arrived yet and/or energy commissioning of the building not finished yet). In this regard, and because the BREEAM-In-Use certification considers energy consumption within its evaluation, all BREEAM-In-Use KPIs are now reported under the reporting scope for energy-related indicators and no longer under the overall CSR reporting scope (see Section 2.6.1.2 Reporting scope).

Scope 3 of Carbon emissions' reporting

The methodologies for calculating carbon emissions related to the shopping centre waste generation and shopping centre energy consumption from private areas were updated in 2021.

- For carbon emissions related to waste, the emission factors have been simplified to match the treatment categories at Group level.
- For carbon emissions related to the shopping centre energy consumption from private areas, only rented areas are now taken into account (this change better reflects the reality).

Figures for 2021 and 2020 published in this report include these updates.

IDENTIFYING UNCERTAINTY AS REGARDS THE GROUP CARBON FOOTPRINT

Scopes 1 and 2 emissions

Regarding Scope 1 and 2 emissions, the reporting methodology developed by the Group, the sources of the data used for calculation (invoices for energy consumption and published supplier data and country data for emissions factors) as well as the long history track of Group data published ensure a high level of reliability of the presented results.

Small margins of error may remain, linked to:

- The estimation of energy consumption in some invoices from energy suppliers, which may result in under or over-estimations. These are usually resolved during the following year; and
- The carbon emission factors provided by energy providers based on their energy mix: these factors are usually verified and made public, but may be released after URW reporting closure date. In that case, the emission factor from the previous year is used, which ensures data consistency in the long-term.

Scope 3 emissions

Regarding Scope 3 emissions, processed information can only be partially managed. A qualitative analysis of margins of error is therefore presented hereunder for the three main areas of Construction, Operation and Mobility.

Construction

Margins of error may be related to:

- The quality of the environmental data used (Environmental Product Declaration);
- The quantities of materials used for each new development project; and
- The tracking of construction cost trends over time (economic ratios) based on a like-for-like approach.

In order to reduce uncertainty, quantities of materials used are questioned by construction managers during product reviews (to optimise construction costs and carbon impact).

Operation

Margins of error for energy sources non-managed by the Group (energy directly purchased and managed by the tenants) may be linked to energy consumption or to the carbon emission factors:

- Private energy consumptions are calculated by using ratios from the Group's portfolio, where the landlord provides electricity directly to the tenants. To limit uncertainty, the sample is built with private electricity data from at least 5 shopping centres across Europe and the US; and
- The exact energy mix each tenant is using is not known by the Group.

To address this issue, the carbon emission factors are calculated based on conservative assumptions (residual emissions factors).

Mobility

Margins of error may be related to the number of visitors to each site, to the assessment of modal shares, to the assessment of the distances covered by each mode of transport (catchment areas), to the occupancy rate for cars and finally to the emission factors used for each mode of transport.

To strengthen the reliability of the data inputs, the Group has updated its reporting methodology and tools in 2019: evolutions of over 5% in the data are being tracked and verified. Furthermore, to limit the sources of errors on data evolution, three of the four above parameters listed above have been fixed, to focus only on the annual data collection and verification of modal shares reported through customer marketing surveys. Other parameters are being updated on a lower frequency basis.

2.6.2 INDEPENDENT THIRD PARTY'S REPORT ON CONSOLIDATED NON-FINANCIAL STATEMENT

This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

– REPORT OF ONE OF THE STATUTORY AUDITORS, APPOINTED AS INDEPENDENT THIRD PARTY, ON THE VERIFICATION OF THE CONSOLIDATED NON-FINANCIAL PERFORMANCE STATEMENT

Year ended the 31st December 2021

To the Shareholders' Meeting,

In our capacity as Statutory Auditor of Unibail-Rodamco-Westfield SE (hereinafter the "Company"), appointed as independent third party ("third party") and accredited by the French Accreditation Committee (Cofrac), under number 3-1048 (Cofrac Inspection Accreditation, no. 3-1048, scope available at www.cofrac.fr) and currently adapting our management system as required by the Cofrac for this accreditation (from ISO17020 to ISO 17029), we have conducted procedures to express a limited assurance conclusion on the historical information (observed or extrapolated) in the consolidated non-financial performance statement, prepared in accordance with the Company's procedures (hereinafter the "Guidelines"), for the year ended December 31, 2021 (hereinafter the "Information" and the "Statement", respectively), presented in the Group management report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*code de commerce*).

Conclusion

Based on our procedures as described in the section "Nature and scope of procedures" and the evidence we have obtained, no material misstatements have come to our attention that cause us to believe that the non-financial performance statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

Preparation of the non-financial performance statement

The absence of a generally accepted and commonly used reference framework or established practices on which to base the assessment and measurement of the Information enables the use of different but acceptable measurement techniques that may impact comparability between entities and over time.
Accordingly, the Information must be read and interpreted with reference to the Guidelines, summarised in the Statement and available on request from the Company's headquarters.

Limits inherent in the preparation of the information relating to the Statement

The Information may be subject to uncertainty inherent to the state of scientific and economic knowledge and the quality of external data used. Some information is sensitive to the choice of methodology and the assumptions or estimates used for its preparation and presented in the Statement.

Responsibility of the Company

The Management Board is responsible for:

- selecting or determining the appropriate criteria for the preparation of the Information;
- preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies implemented with respect to these risks as well as the outcomes of these policies, including key performance indicators and the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- implementing such internal control as it determines is necessary to enable the preparation of Information that is free from material misstatement, whether due to fraud or error.

The Statement has been prepared by applying the Company's Guidelines as referred to above.

Responsibility of the Statutory Auditor appointed as independent third party

Based on our work, our responsibility is to express a limited assurance conclusion on:

- the compliance of the Statement with the requirements of Article R.225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information."

As it is our responsibility to issue an independent conclusion on the information prepared by management, we are not authorised to participate in the preparation of the Information, as this could compromise our independence.
It is not our responsibility to provide a conclusion on:

- the Company's compliance with other applicable legal and regulatory provisions (particularly with regard to the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy), and the fight against corruption and tax evasion;
- the fairness of information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- the compliance of products and services with the applicable regulations.

Applicable regulatory provisions and professional guidance

We performed the work described below in accordance with Articles A. 225-1 et seq. of the French Commercial Code, the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement and acting as the verification programme and with the international standard ISAE 3000 (revised).

Independence and quality control

Our independence is defined by Article L. 822-11-3 of the French Commercial Code and French Code of Ethics for Statutory Auditors (*Code de déontologie*). In addition, we have implemented a system of quality control including documented policies and procedures aimed at ensuring compliance with applicable legal and regulatory requirements, ethical requirements and the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement.

Means and resources

Our work engaged the skills of six people between October 2021 and March 2022 and took a total of twenty-five weeks.

To assist us in conducting our work, we referred to our corporate social responsibility and sustainable development experts. We conducted around fifteen interviews with people responsible for preparing the Statement.

Nature and scope of procedures

We planned and performed our work taking account of the risk of material misstatement of the Information.

We consider that the procedures conducted in exercising our professional judgement enable us to express a limited assurance conclusion:

- We familiarized ourselves with the activities of all companies in the consolidation scope and the description of the principal risks;
- We assessed the suitability of the Guidelines with respect to their relevance, completeness, reliability, neutrality and clarity, taking into account, where appropriate, best practices within the sector;
- We verified that the Statement covers each category of information stipulated in section III of Article L. 225-102-1 governing social and environmental affairs, respect for human rights and the fight against corruption and tax evasion;
- We verified that the Statement provides the information required under Article R.225-105 II of the French Commercial Code where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under Article L.225-102-1 III, paragraph 2 of the French Commercial Code;
- We verified that the Statement presents the business model and a description of the principal risks associated with the activities of all the consolidated entities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- We referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important and listed in Appendix; our work was carried out on the consolidating entity;
- We verified that the Statement covers the consolidated scope, i.e. all companies within the consolidation scope in accordance with Article L. 233-16, with the limits specified in the Statement.
- We obtained an understanding of internal control and risk management procedures implemented by the Company and assessed the data collection process aimed at ensuring the completeness and fairness of the Information;
- For the key performance indicators and other quantitative outcomes that we considered to be the most important and listed in Appendix, we implemented:
  - analytical procedures that consisted in verifying the correct consolidation of collected data as well as the consistency of changes thereto;
  - substantive tests, on a sample basis and using other selection methods, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. These procedures were conducted for a selection of contributing sites and countries[1] and covered 24% of the headcount and between 17% and 48% of the consolidated environmental data selected for these tests.
- We assessed the overall consistency of the Statement in relation to our knowledge of the entire Company.

The procedures conducted in a limited assurance review are substantially less in scope than those required to issue a reasonable assurance opinion in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*); a higher level of assurance would have required us to carry out more extensive procedures.

Paris-La Défense, March 23, 2022

One of the Statutory Auditors,

Deloitte & Associés

Emmanuel Gadret	**Catherine Saire**
Partner, Audit	Partner, Sustainability Services

(1) Selected sites (for environmental information): Westfield Century City (Los Angeles), Westfield Fashion Square (Los Angeles), Westfield Carré Sénart (Lieusaint), Westfield Vélizy 2 (Vélizy-Villacoublay), Westfield Mall of Scandinavia (Greater Stockholm), Westfield Arkadia (Warsaw), Minto (Mönchengladbach), Täby Centrum (Greater Stockholm), Westfield Stratford City (London).
Selected countries (for social indicators): United States of America.

Appendix 1: Important information

Social and societal information

Quantitative information	*Qualitative information*
• Total workforce and percentage of women in employee headcount • Percentage of women in senior management level positions • Employee turnover rate • Employee recruitment rate • Percentage of employees that participated in CSR training	• Diversity and inclusion framework: Be You at URW • Implementation of the responsible purchasing policy • Share of employees trained to the Group Code of Ethics and Anti-Corruption Programme

Environmental information

Quantitative information	*Qualitative information*
• Carbon intensity linked with energy consumption of standing assets (Scope 1 & 2 emissions) per area (kgCO_2eq/sqm) or use (gCO_2eq/sqm DOCC) • Energy intensity per area (kWh/sqm) or use (kWh/sqm DOCC) • Carbon emissions of scopes 1 & 2, absolute value, “market based” and “location based” methods, shopping centres and offices (TCO_2eq) • Carbon emissions of scope 3, excluding Viparis activities, “market based” and “location based” methods (TCO_2eq) • Value (MWh) and share (%) of total energy consumption from renewable sources, with breakdown between onsite production and offsite purchase from third parties • Total waste generated (metric tonnes) and breakdown by disposal routes (%) • Coverage of BREEAM In-Use environmental certification of the Group’s standing assets (shopping centres and offices) and associated levels	• Implementation of the biodiversity strategy • Components of the Health, Safety and Environment (HSE) risk management policy

CHAPTER 3.

Corporate Governance and Remuneration

3.1 GOVERNANCE PRINCIPLES – AFEP-MEDEF CODE

Unibail-Rodamco-Westfield SE voluntarily refers to the Afep-Medef Corporate Governance Code of Listed Companies in the version of January 2020 (the "Afep-Medef Code"). The Code is available on the Afep website.

The Company strives to continuously apply the highest standards of corporate governance.

Recommendations set forth in the Afep-Medef Code are examined each year by the Governance, Nomination and Remuneration Committee (GNRC), which reports to the Supervisory Board (SB), in close collaboration with the Management Board. Close attention is also paid to the report of the High Committee for Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*), the report of the French Markets Authority (*Autorité des Marchés Financiers*) on corporate governance and the remuneration of executives of listed companies, changes in governance practices in France and abroad, and the voting policies of investors and voting advisory agencies. To this end, an analysis incorporating the Company's practices and, where appropriate, proposals for improvement, in the form of an action plan, are submitted to the GNRC and subsequently to the SB.

Thus, at its meeting of February 9, 2022, the SB carried out, in accordance with Article L. 22-10-10 of the French Commercial Code, a review of the Company's proper application of the Afep-Medef Code and the proposals for improvement made by the GNRC. The SB concluded that the Group applies all recommendations of said Code, including those regarding the remuneration of executives of listed French companies.

3.2 MANAGEMENT AND SUPERVISORY BODIES

Since 2007, the Company has adopted a dual governance structure: a European company with a Management Board (MB) and a Supervisory Board (SB), considering that such Governance meets to the best standards in corporate governance.

It ensures a balanced structure between efficient and responsive management by the MB and control by a Supervisory Board whose diverse composition guarantees its independence and the quality of its supervision.

3.2.1 THE MANAGEMENT BOARD

The MB is the Company's collegial decision-making body and is overseen by the SB. The MB Members are collectively responsible for the Company's management and general course of business. Its mission consists of establishing and executing the Company's strategy, effectively structuring and staffing the Company to ensure efficient functioning, achieving the projected financial results and communicating these results in the best manner.

3.2.1.1 COMPOSITION OF THE MANAGEMENT BOARD

As of January 1, 2022, the Management Board is composed of five members and chaired by Mr Jean-Marie Tritant. The business address of the Management Board members is the Company's registered address, 7 place du Chancelier Adenauer 75016 Paris (France).

Management Boad members	Nationality	Age	Gender	Main function	Starting date	Expiry date of the term of office
Jean-Marie Tritant	French	54	M	Chief Executive Officer (CEO) MB Chairman	January 1, 2021	GM 2025
Olivier Bossard	French	57	M	Chief Investment Officer (CIO) MB member	January 7, 2021	GM 2025
Sylvain Montcouquiol	French	47	M	Chief Resources and Sustainability Officer (CRSO) MB member	January 1, 2022	GM 2026
Fabrice Mouchel	French	51	M	Chief Financial Officer (CFO) MB member	January 5, 2021	GM 2025
Caroline Puechoultres	French	52	F	Chief Customer Officer (CCO) MB member	July 15, 2021	GM 2025

The Supervisory Board has appointed Ms Caroline Puechoultres as Chief Customer Officer and member of the Management Board as of July 15, 2021, for a four year term. The Supervisory Board appointed Mr Sylvain Montcouquiol as Chief Resources and Sustainability Officer and member of the Management Board, as of January 1, 2022, for a four year term, replacing Ms Astrid Panosyan, who resigned from her position for personal and family reasons effective December 31, 2021.

MR JEAN-MARIE TRITANT

MB CHAIRMAN – CHIEF EXECUTIVE OFFICER (CEO)

BORN ON:
November 10, 1967

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
40,875(1)

- Graduate of Burgundy - Business School (BSB) (previously ESC Dijon);
- Master's Degree from Paris I-Sorbonne University in commercial real estate (a qualification recognised by the Royal Institute of Chartered Surveyors);
- Started his career at Arthur Andersen Paris;
- Joined Unibail in 1997;
- Appointed as Managing Director of the Office Division in 2002, and Managing Director Retail France in 2007;
- Appointed to the MB of Unibail-Rodamco SE as COO effective from April 25, 2013, and as President US on June 7, 2018; and
- Appointed as MB Chairman and CEO as of January 1, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Companies
- Representative of Unibail-Rodamco-Westfield SE as Member of the French Fédération des Sociétés Immobilières et Foncières (FSIF);
- Non-Executive Director of Pavillon de l'Arsenal;
- Representative of Unibail-Rodamco-Westfield SE on the Board of Directors of Société Paris-Île-de-France Capitale Économique;
- Representative of Unibail-Rodamco-Westfield SE on the Executive Committee of the Palladio Foundation.

Foreign Company
- Director of the European Public Real Estate Association (EPRA).

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Company
- N.A

Foreign Company
- *The Netherlands:* SB Chairman of Unibail-Rodamco-Westfield N.V.

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

French Companies
- Management Committee Member of Aquarissimo SAS, Chesnay Pierre 2 SCI, Saint Jean SNC, Saint Jean II SNC, Juin Saint Hubert SNC, Juin Saint Hubert II SNC, and Les Terrasses Saint Jean SNC.

Foreign Companies
- MB Chairman of Unibail-Rodamco-Westfield N.V;
- Director of U&R Management BV;
- Director and Secretary of Unibail-Rodamco Spain SLU (formerly Unibail-Rodamco Inversiones, SLU), Unibail-Rodamco Ocio SLU, Unibail-Rodamco Palma, SLU, Unibail-Rodamco Real Estate, SLU and Unibail-Rodamco Retail Spain, SLU;
- Director and Chairman of Proyectos Inmobiliaros New Visions, SLU, Essential Whites, SLU, Promociones Inmobiliarias Gardiner SL, Unibail-Rodamco Steam, SLU and Proyectos Inmobiliarios Time Blue, SLU.

(1) Excluding 1,052 Stapled Shares held via the Company Savings Plan.

PREVIOUS MANDATES DURING THE LAST FIVE YEARS
(continued)

- Director and Chairman of Promociones Inmobiliarias Gardiner, SLU;
- Director and President of WALP Service, Inc, Westfield America, Inc., Westfield DDC Inc., Westfield Development Inc., Westfield Eco Inc., Westfield USA Centres, Inc., WHL (USA), Inc. and WHL USA Acquisitions Inc;
- Manager and President of URW Airports, LLC, Westfield Concession Management II LLC, Westfield Gift Card Management, LLC, Westfield Property Management LLC and WestNant Investment LLC;
- Director and Chairman of URW America Inc;
- Director and Chairman of Annapolis TRS Inc., Fashion Square Service TRS, Inc., GSP Service TRS, Inc., Montgomery Service, Inc., VF/UTC Service, Inc., WCL Holdings, Inc., Westfield Beneficiary 1, Inc., Westfield Beneficiary 2, Inc., Westfield Subsidiary REIT 1, Inc., Westfield Subsidiary REIT 2, Inc., Westland Properties, Inc., Westland Realty Beneficiary, Inc;
- Director of Broward Mall LLC, Roseville Shoppingtown LLC, Santa Anita Borrower LLC, Santa Anita GP LLC, Valencia Town Center Venture GP, LLC, Westfield Paramus 1 Inc;
- Manager and Chairman of URW WEA LLC, West-OC 2 REIT 1, LLC, West-OC 2 REIT 2, LLC, West-OC 2 REIT 3, LLC, URW Airports, LLC, Westfield, LLC, Westfield Concession Management II LLC, Westfield, Gift Card Management, LLC, Westfield Property Management LLC, Westfield US Holdings, LLC, and WestNant Investment LLC;
- Manager of Annapolis REIT 1 LLC, Annapolis REIT 2 LLC, Annapolis REIT 3 LLC, Broward Mall LLC, Culver City REIT 1 LLC, Culver City REIT 2 LLC, Culver City REIT 3 LLC, Horton Plaza REIT 1 LLC, Horton Plaza REIT 2 LLC, Horton Plaza REIT 3 LLC, Mission Valley REIT 1 LLC, Mission Valley REIT 2 LLC, Mission Valley REIT 3 LLC, North County REIT 1 LLC, North County REIT 2 LLC, North County REIT 3 LLC, Oakridge REIT 1 LLC, Oakridge REIT 2 LLC, Oakridge REIT 3 LLC, Plaza Bonita REIT 1 LLC, Plaza Bonita REIT 2 LLC, Plaza Bonita REIT 3 LLC, Promenade REIT 1 LLC, Promenade REIT 2 LLC, Promenade REIT 3 LLC, Santa Anita REIT 1 LLC, Santa Anita REIT 2 LLC, Santa Anita REIT 3 LLC, Southcenter REIT 1 LLC, Southcenter REIT 2 LLC, Southcenter REIT 3 LLC, Stratford City Offices (No.1) LLC, Stratford City Offices (No.2) LLC, Stratford City Shopping Centre (No.1) LLC, Stratford City Shopping Centre (No.3) LLC, Topanga REIT 1 LLC, Topanga REIT 2 LLC, Topanga REIT 3 LLC, West Valley REIT 1 LLC, West Valley REIT 2 LLC, West Valley REIT 3 LLC, White City Investments (No. 1) LLC, and White City Investments (No. 2) LLC;
- Director of Descon Invest PTY Limited, Fidele PTY Limited, Nauthiz PTY LTD, Westfield America Management Limited, Westfield American Investments PTY Limited, Westfield Capital Corporation Finance Pty LTD, Westfield Capital Corporation Finance PTY LTD, Westfield Queensland PTY LTD, WFA Finance (Aust) PTY Limited and WFD Finance PTY Limited;
- Director of WFD Unibail-Rodamco Real Estate B.V.

MR OLIVIER BOSSARD

MB MEMBER– CHIEF INVESTMENT OFFICER (CIO)

BORN ON:
May 12, 1964

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
133,617(1)

- Architect (École des Beaux-Arts, Paris), Master in City Planning and Urbanism (Sciences Po Paris), Degree in History (Paris VII);
- Began his career in 1989 as a Project Manager with the French developer COGEDIM;
- Joined Paribas in 1996 as a Portfolio Manager;
- Joined Unibail Office Division in 1998 as Portfolio Manager, then became Head of Asset Management (2003) and Deputy General Manager of the Office Division (2005);
- Involved in the Unibail-Rodamco merger as Executive Vice President in charge of Unibail Development and Strategy (2006);
- Became Managing Director of the Office Division on October 1, 2007 and was Group Managing Director of Development from October 16, 2010 to April 24, 2013;
- Appointed to the MB of Unibail-Rodamco SE as Chief Development Officer effective on April 25, 2013 and as Group CDO in June 7, 2018;
- Appointed MB member as Chief Investment Officer as of January 7, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- N.A

Foreign Company
- N.A

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Companies
- Chairman of Uni-Commerces SAS, Immobilière Lidice SAS, Rodamco France SAS, Belwarde 1 SAS, Amroy SAS, Unibail-Rodamco-Participations SAS;
- Managing Director of Unibail-Management SAS.

Foreign Companies
- *Germany:* SB Chairman of Unibail-Rodamco- Westfield Germany GmbH, Managing Director of CentrO. Management GmbH, Neue Mitte Oberhausen Projektentwicklung Beteiligungs GmbH, Neue Mitte Oberhausen Projektentwicklung Verwaltungs Ltd. & Co. KG, Neue Mitte Oberhausen Projektentwicklung Ltd. & Co. KG, CentrO Projektentwicklungs GmbH, CentrO Grundstücksentwicklungs GmbH, Centro Oberhausen GmbH, SL Oberhausen Beteiligungs GmbH, CentrO Europe (No. 2) Ltd. Niederlassung Deutschland
- *Czech Republic:* SB Member of Beta Development, sro;
- *Poland:* SB Member of CH Warszawa U sp. zoo;
- *Italy:* Director of Westfield Milan S.p.A, Westfield Milan Management Services S.r.l.;
- *Sweden:* Director of Rodamco Garage AB, Rodamco Centerpool AB, Rodamco Solna Centrum AB, Rodamco Pakering AB, Piren AB, Rodamco Nacka AB, Anlos Fastighets AB;
- *Denmark:* Director of URW Fisketorvet A/S;
- *UK:* Director of Croydon Management Services Limited, CentrO Holdings Ltd, CentrO Asset Management Ltd, CentrO Europe Ltd, CentrO Europe (No 2) Ltd.

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

French Companies
- Director of Unibail-Rodamco Participations SAS;
- Manager of Le Cannet Developpement SARL;
- Managing Director of Espace Expansion SAS;
- Chairman of UR-LAB SAS.

Foreign Company
- Director of U&R Management B.V.

(1) Excluding 5,005 Stapled Shares held via the Company Savings Plan.

MR SYLVAIN MONTCOUQUIOL

MB MEMBER– CHIEF RESOURCES AND SUSTAINABILITY OFFICER (CRSO)

BORN ON:
October 2, 1974

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
6,475[1]

- Graduate Engineer from Ecole Centrale de Lyon (France), and Master of Science from Penn State University (USA);
- Started his career at Elf UK as an engineer in 1998;
- Management consultant at Capgemini Consulting, from 1999 to 2005;
- Joined Unibail in 2005 supporting the Executive Committee on organizational and operational excellence projects;
- Became Group Director of Organization of Unibail-Rodamco in 2007;
- Appointed Group Director of Human Resources and Organization in 2014;
- Appointed MB member as Chief Resources and Sustainability Officer as of January 1, 2022.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- N.A

Foreign Company
- N.A

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Companies
- Chairman of Doria SAS, Unibail Management SAS, and Espace Expansion Immobilière SAS;
- SB Member of Uni-Expos SA;
- Deputy Managing Director of URW Brands SAS.

Foreign Company
- N.A

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

French Company
- N.A

Foreign Company
- N.A

(1) Excluding 2,164 Stapled Shares held via the Company Savings Plan.

MR FABRICE MOUCHEL

MB MEMBER – CHIEF FINANCIAL OFFICER (CFO)

BORN ON:
April 16, 1970

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
25,005[1]

- Graduate of HEC Business School, Master's Degree in Law and Bar diploma (CAPA: certificat d'aptitude à la profession d'avocat);
- Lawyer in the mergers & acquisitions Department of Gide Loyrette & Nouel (1993-1996);
- Vice-President of mergers and acquisitions at ING-Barings (1997-2001);
- Joined Unibail in 2001 as Head of Corporate Development;
- Became Head of Financial Resources and Investor Relations Department in 2002;
- Deputy CFO from June 2007 to April 2013;
- Appointed to the MB of Unibail-Rodamco SE as Deputy CFO effective on April 25, 2013 and as Group Finance Director on June 7, 2018;
- Appointed MB member as Chief Financial Officer as of January 5, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- N.A

Foreign Company
- N.A

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Company
- N.A

Foreign Companies
- *The Netherlands:* SB Member of Unibail-Rodamco-Westfield NV, Director of U&R Management B.V., Rodamco Project I B.V., Unibail-Rodamco Poland 5 B.V., Cijferzwaan B.V., Dotterzwaan B.V., Rodamco Nederland Winkels B.V., Unibail-Rodamco Investments B.V, Unibail-Rodamco Investments 2 B.V., Real Estate Investments Poland Coöperatief U.A., Stichting Rodamco, Traffic UK B.V;
- *Sweden:* Member of the Board of Rodamco Sverige AB;
- *Austria:* Director of Shopping Center Planungs- und Entwicklungsgesellschaft mbH, Unibail-Rodamco Austria Verwaltungs GmbH, Shopping Center Planungs- und Entwicklungsgesellschaft m.b.H. & Co. Werbeberatung KG, Shopping City Süd Erweiterungsbau Gesellschaft m.b.H. & Co. Anlagenvermietung KG, DZ-Donauzentrum Besitz- und Vermietungs-GmbH, Unibail-Rodamco Invest GmbH;
- *Germany:* SB Member of Unibail-Rodamco-Westfield Germany GmbH, Rodamco Deutschland GmbH; Rodamco Deutschland GmbH & Co Süd Liegenschafts KG;
- *Ireland:* Director of Liffey River Financing Ltd;
- *Luxembourg:* Director of Crossroads Property Investors S.A;
- *Australia:* Director of Westfield Corporation Limited, Descon Invest Pty Limited, Westfield Investments Pty Limited, Westfield American Investments Pty Limited, Westfield Capital Corporation Finance Pty Ltd, Westfield Queensland Pty. Ltd; Nauthiz Pty Ltd, WCL Finance Pty Limited, WCL Management Pty Limited, Westfield UK Investments Pty Limited, Westfield UK 1 Pty Limited, Westfield UK 2 Pty Limited, Westfield UK 3 Pty Limited, Westfield UK 4 Pty Limited, Westfield UK 5 Pty Limited, Westfield UK 6 Pty Limited, Westfield America Management Ltd, Fidele Pty Ltd, Westfield R.S.C.F. Management Pty Ltd,Westfield Developments Pty Ltd, Cavemont Pty. Ltd.

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

French Company
- N.A

Foreign Company
- N.A

(1) Excluding 4,063 Stapled Shares held via the Company Savings Plan.

MS CAROLINE PUECHOULTRES

MB MEMBER – CHIEF CUSTOMER OFFICER (CCO)

BORN ON:
April 12, 1969

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
0

- Graduate from HEC Business School;
- Started her career at FMCG group Procter & Gamble as Chief Group Marketing in 1991;
- Held various roles as Marketing Director from 1997 to 2003;
- Joined Club Med as Member of the Executive Committee, then CEO for Asia and Pacific, based in Singapore in 2006;
- Became Head of Marketing & Strategy and member of the Executive Committee of major French Retailer Intermarché in 2016;
- Appointed Executive Director of Sales and Strategy for Carrefour Market, then member of the Senior Management Committee Carrefour France in 2019;
- Appointed MB member as Chief Customer Officer as of July 15, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- SB Member of Lexibook Linguistic Electronic System SA.

Foreign Company
- N.A

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Companies
- CEO of Société de Tayninh SA (listed company);
- Chairman of URW Brands SAS and Unibail Marketing & Multimédia SAS;
- Managing Director of Unibail-Rodamco Participations SAS and Unibail Management SAS.

Foreign Company
- N.A

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

French Company
- Director of Kaufman & Broad SA;
- Managing Director of Simpki SAS.

Foreign company
- N.A

SHARE OWNERSHIP REQUIREMENTS APPLICABLE TO MANAGEMENT BOARD MEMBERS

In order to align the interests of the MB Members with those of the shareholders, and in accordance with a SB decision, the MB members are required to comply with the strict obligations governing the holding of investment in Company shares and prohibition of hedging (described in Section 3.2.2.2) in accordance with the Afep-Medef Code and Article L. 225-185 of the French Commercial Code.

MANAGEMENT BOARD SUCCESSION PLAN

The succession plan for the Management Board is detailed in Section 3.2.2.1.

3.2.1.2 MANAGEMENT BOARD FUNCTIONING

ROLE OF THE MANAGEMENT BOARD

The Management Board (MB) is responsible for determining corporate strategy and overseeing operations in accordance with the corporate social interest, taking into account social and environmental challenges of the activity of the Company. It must act with independence, loyalty and professionalism within the limit of the corporate social interest. As provided for by the Afep-Medef Code, the Supervisory Board assesses the functioning of the MB on an annual basis.

The MB defends the interests of the Group while taking into account the relevant interests of all of the Company's stakeholders. It is responsible for the manner in which it carries out its duties.

Aside from coordination on the strategy, the MB policy, and the Company's representation in relation to third parties, the MB Chairman has direct responsibility for legal affairs, risks, crisis management and security, institutional relations, communication, internal audit and compliance. The MB Chairman also acts as Chief Operating Officer (COO) and thus supervises the Regional Chief Operating Officers who lead locally the retail asset strategy, the net rental growth and also coordinate some Centres of Excellence at European level.

Upon recommendation from the Chairman of the MB and subject to the SB's prior approval, the MB members shall divide their tasks amongst themselves.

The responsibilities and functions of the members of the MB, other than the CEO, are divided as follows:

- The Chief Financial Officer (CFO) is responsible for tax matters, generating profits through the optimisation of the cost of capital, and investor relations. As such, he is in charge of the overall financial function within the Group (financial control, consolidation, (re) financing, tax, the budget and 5-year plan, coordination of asset valuations and investor relations);
- The Chief Resources and Sustainability Officer (CRSO) oversees Human resources, Information Technology, Organisation and CSR functions, within the Group;
- The Chief Investment Officer (CIO) is responsible for the investment/ divestment process and the definition of the co-ownership and co-investment strategy; and the coordination of the corporate development (mergers and acquisitions, strategic alliances and joint venture developments). The CIO is responsible for challenging the business strategy, in particular: asset and development strategy, major restructurings, extensions or refurbishments. The CIO also leads the Offices business at European level; and
- The Chief Customer Officer (CCO) is responsible for defining the marketing strategy, encompassing innovation, branding and digital pillars, leveraging customer insights and business intelligence. The CCO is also responsible for developing new revenues, bolstering commercial partnerships, media and sponsoring, accelerating on data collection, processing and monetisation; and developing game changers' deals and strategic relationships with selected retailers.

The main provisions of the Articles of Association and the MB Charter governing the composition, role, duties and functioning of the MB are provided in Section 7.6.5.

MANAGEMENT BOARD ACTIVITIES IN 2021

The MB met 19 times during the year ended December 31, 2021 and deliberated on the following subjects:

Principal responsibilities of the Management Board	Key areas addressed, managed and/or implemented in 2021
Group strategy	• Elaborate the new Group strategy; • Investment and divestment operations in 2021; • Monitoring of the disposals and synergies plan (costs and revenue); • Main strategic opportunities for the Group and deep analysis of the impact of the COVID-19 pandemic; • Digital and IT strategy, tools and projects; and • CSR strategy – "Better Places 2030".
Group financial policy, financial performance and reporting	• Review and closing of the 2020 consolidated and statutory financial statements and reporting on the consolidated half-year and quarterly accounts for the 2021 financial year; • Group 5-year business plan and budget; • Financial resources, balance sheet management and borrowing requirements (EMTN, liquidity agreement); • The Group's dividend distribution payment policy and annual allocation/distribution of profits, notably regarding the COVID-19 pandemic; and • Closing of the forecast management documents and preparation of the quarterly activity reports for the Supervisory Board.
Internal audit, risk management and control systems	• Internal audits, internal control system and compliance matters; • Risk management and risk mapping.
Governance and compliance with relevant laws and regulations	• Monitoring and promoting of the Group's Anti-Corruption Programme and the Group's Compliance programme; • Amendment of the MB charter (updated with the split of responsibilities between MB members); • Analysis of the impact of new exceptional regulations related to the COVID-19 pandemic; and • Compliance with regulatory/legal requirements and changes.
Company Remuneration Policy and performance assessments	• Employee Remuneration Policy of the Group; • Implementation of the new level systems for the Group's employees; and • Share capital increase reserved for employees.
Human resources	• Talent development and management; • Diversity and inclusion policy; • Group succession planning; and • Recruitment of key Group positions.
Shareholder outreach and engagement	• Investor and proxies advisors dialogue and road shows; • Notice of meeting for the Annual General Meeting and related documentation (agenda, resolutions, MB report, etc.); • General Meeting in closed session; • Group communication; and • 2020 Universal Registration Document and 2021 half-year Financial Report.

3.2.2 THE SUPERVISORY BOARD

3.2.2.1 SUPERVISORY BOARD COMPOSITION AND DIVERSITY

The Supervisory Board (SB) consists of nine members, of which eight members are independent, as at December 31, 2021. Mr Léon Bressler is the SB Chairman since November 13, 2020.

The SB composition reflects a strong commitment to independence (89% independent), gender diversity (56% women) and international exposure (44% non-French with seven different nationalities represented), and the wide-ranging experience and expertise of its members. The average SB Member age is 58. The current member composition reinforces the Group's strategy through their relevant active executive or senior leadership experience, expertise in real estate/asset management, retail and hospitality, international and regional markets (including the Continental Europe, the US and the UK), CSR/sustainability, digital/e-commerce, consumer products, corporate governance/remuneration, risk oversight/compliance, restructuring/disposals and finance, among other areas. The range of skills and expertise taken into account during the SB candidate selection process is summarized in the biographies and experience matrix presented then after.

The principal provisions of the Articles of Association and the charters of the SB and of its committees governing the composition, role, responsibilities and functioning of the SB and its committees are provided in Section 7.6.

CHANGES OCCURRING IN THE SUPERVISORY BOARD (SB) COMPOSITION IN 2021 PURSUANT TO THE GENERAL MEETING OF MAY 12, 2021

At the May 12, 2021 General Meeting:

- The mandates of Ms Julie Avrane and Ms Cécile Cabanis were ratified following their co-optation as SB Members at the December 23, 2020 SB Meeting) for a period of one year;
- The mandate of Mr John McFarlane was renewed as a SB Member for a period of two years; and
- Ms Aline Sylla-Walbaum was appointed as a SB Member for a period of three years.

The SB Member mandates of Mr Colin Dyer and Ms Jill Granoff ended as at May 12, 2021.

CHANGES PROPOSED TO THE SUPERVISORY BOARD (SB) COMPOSITION IN 2022:

Upon the Governance, Nomination and Remuneration Committee recommendation, the SB will propose the renewals of the SB mandates of Ms Julie Avrane, Ms Cécile Cabanis and Ms Dagmar Kollmann for a period of three years at the May 11, 2022 General Meeting.

Ms Cécile Cabanis brings to the SB a significant experience as an independent director and executive manager in various sectors and a recognized knowledge of the financial function combined with an experience in supervising risks and audit as Chair of dedicated committees. Ms Dagmar Kollmann has more than 20 years of experience as an executive leader and risk manager, and expertise in the area of financial markets and digital. She is also strongly involved in CSR and sustainable development. Ms Julie Avrane, with 25 years of consulting experience, brings her multiple knowledge in the fields of digital technology, corporate strategy, growth, organisation, transformation, mergers and culture and change. She is also an expert in CSR strategy, thanks to her current and former functions at Valeo, Bureau Veritas and McKinsey & Company.

Moreover, given his current level of ownership (through the companies he controls) of the Company's share capital and voting rights and in his capacity as a significant shareholder, Mr Xavier Niel proposed the appointment of Mr Michel Dessolain as a member of the Supervisory Board at the General Meeting of May 11, 2022. In view of the level of Mr Xavier Niel's shareholding to date and his current representation at the SB, and after analyzing Mr Michel Dessolain's profile and skills, and upon the recommendation of the GNRC, the Supervisory Board has approved this proposal. Consequently, the Supervisory Board proposes the appointment of Mr Michel Dessolain as a new member of the Supervisory Board for a three-year term mandate. Mr Dessolain would join the Audit Committe as of his appointment.

Mr Michel Dessolain has spent 25 years in the Group on numerous operational positions, both in France and abroad, including Chief Operating Officer Europe (2018-2021), Chief Strategy Officer (2011-2015), Chief Executive Officer of the Convention and Exhibition Venues Division (2015-2018). Until March 31, 2022, he was Special Advisor to the Chairman of the Management Board, with particular responsibility for digital strategy, alongside Ms Caroline Puechoultres, Chief Customer Officer. In addition to his excellent knowledge of the Group, its markets and strategic challenges, Mr Michel Dessolain also chaired the French National Council of Shopping Centers (CNCC) from 2013 to 2017.

Upon the recommendation of the GNRC, and in application of the recommendations of the Afep-Medef Code and the Supervisory Board Charter, after in-depth analysis by the Supervisory Board, Mr Michel Dessolain will be qualified as a non-independent member due to his functions within the Group during the five years preceding his appointment, due to the remuneration linked to the URW performance that Mr Dessolain received as a director of URW Group and due to the fact that he represents the interests of Mr Xavier Niel, a significant shareholder of the URW Group.

For more details, please refer to the Convening Notice 2022, available on the Company's website.

During the discussions on the SB succession plan, Mr Léon Bressler, SB Chairman, and Mr John McFarlane, Member of the Audit Committee have indicated their intention not to seek for the renewal of their mandate at the end of the 2023 General Meeting, in accordance with the Articles of Association and Charter of the SB, due to the attainment of the statutory age limit. Upon GNRC recommendation, to anticipate that succession, the SB has started the selection process to identify, short list and select new potential candidates able to fill in chair position in due time.

SUPERVISORY BOARD COMPOSITION AS AT DECEMBER 31, 2021

SUPERVISORY BOARD MEMBERS AS AT DECEMBER 31, 2021

Name	Age	Gender	Nationality	Independence	First appointed	Term expires at GM
Mr Léon Bressler *SB Chairman*	74	M	French	Independent	2020	2023
Ms Cécile Cabanis *SB Vice-Chair and AC Chair*	50	F	French	Independent	2020	2022
Mr Roderick Munsters *GNRC Chair*	58	M	Dutch and Canadian	Independent	2017	2023
Ms Julie Avrane	50	F	French	Independent	2020	2022
Ms Susana Gallardo	57	F	Spanish	Independent	2020	2023
Ms Dagmar Kollmann	57	F	Austrian	Independent	2014	2022
Mr John McFarlane	74	M	British and Australian	Independent	2018	2023
Mr Xavier Niel	54	M	French	Non Independent	2020	2023
Ms Aline Sylla-Walbaum	49	F	French	Independent	2021	2024

ATTENDENCE OF MEMBERS TO SB AND COMMITTEE MEETINGS

	Supervisory Board	Audit Committee	GNRC
Léon Bressler	100%	100%	-
Cécile Cabanis	100%	100%	-
Roderick Munsters	100%	-	100%
Julie Avrane	100%	100%	-
Susana Gallardo	100%	-	100%
Dagmar Kollmann	100%	-	100%
John McFarlane	100%	100%	-
Xavier Niel	87.5%	-	67%
Aline Sylla-Walbaum (mandate started on May 12, 2021)	75%	-	67%
Colin Dyer *(end of mandate on May 12, 2021)*	*100%*	*100%*	-
Jill Granoff *(end of mandate on May 12, 2021)*	*100%*	-	*100%*
AVERAGE ATTENDENCE RATES	**97%**	**100%**	**89%**

Appointed at the General Meeting held on May 12, 2021, Ms. Aline Sylla-Walbaum has participated in three SB meetings out of the four scheduled meetings between May and December 2021 (75% attendance). A long-scheduled major issue prevented her from attending one of the SB meetings, and one of the concurrent GNRC meetings (i.e., attending two GNRC meetings out of the three scheduled meetings between May and December 2021, for 67% attendance). Except for this schedule issue, Ms Sylla-Walbaum fully invested herself in her role as a member of the Supervisory Board and participated in all the SB and GNRC side meetings (One SB briefing meeting and three specific GNRC working sessions) over the same period.

SUPERVISORY BOARD MEMBER SKILLS

The Supervisory Board has identified the combined skills, experiences and expertise essential to best carry out its supervisory role as well as its duties, in light of the nature and scope of the international operations of the Company, the Company's strategy for the medium and long-term and the related risks.

- International experience;
- Regional market experience (Continental Europe, US and UK):
  - International operations as well as local market exposure are important given the Group portfolio of flagship destinations throughout Continental Europe, the US and the UK.
- Finance (including audit, financing, banking or tax expertise):
  - The Company's operations involve complex financing transactions, debt management and refinancing in different countries and currencies, and monitoring tax and accounting measures.
- Leadership (relevant active executive or senior leadership experience):
  - International business or high level advisory or management expertise is important to understand the challenges facing the Company.
- Real estate and asset management:
  - The Company's core strategy requires expertise in real estate development, investment, leasing, management and divestment.
- Restructuring and disposals:
  - Disposals are a priority for the Company given the current focus on deleveraging.
- CSR and sustainability:
  - Corporate social responsibility is at the heart of the Group strategy, as both a vehicle of progress and a factor of competitiveness. The Group continually seeks new ways to improve its environmental footprint and strengthen its social impact.
- Digital and e-commerce;
- Retail and hospitality; and
- Consumer products:
  - Retail, digital and data are at the core of the Group strategy, as a large portion of our clients are retailers.
- Risk oversight and compliance:
  - The SB's responsibilities include overseeing and advising on the structure and management of the risks, compliance and internal control systems and ensuring that effective policies are in place to appropriately manage risk.
- Corporate governance and remuneration and benefits:
  - The SB is committed to maintaining a high level of requirement in terms of good governance, in particular regarding the executive officers remuneration.

In the context of the annual evaluation process, the GNRC and the SB review the profiles of the SB members each year to ensure the SB's ability to assume its responsibilities and duties under the best possible conditions. The profiles reflect the preferred SB composition and the objectives to be achieved (including through the SB succession plan) in order to implement and maintain an independent SB which distinguishes itself by the diversity of its members in terms of gender, age and nationality as well as by their skills, expertise and experiences.

Each SB Member's biography includes a description of key skills and expertise. All of the SB Members have multiple skills and experiences, as described in the experience matrix then after. The SB and the GNRC are of the opinion that the SB Members collectively possess the right mix of skills, qualifications and experiences to provide effective oversight of the business, credible guidance to the MB, and fulfil their duties in the interest of the Company, and will focus for the future to prioritize profiles with added value on the areas of CSR, sustainable development, cyber security and digital.

SUPERVISORY BOARD MEMBER EXPERIENCE MATRIX

Skills/experience	Léon Bressler(1)	Cécile Cabanis(1)	Roderick Munsters(2)	Julie Avrane(1)	Susana Gallardo(2)	Dagmar Kollmann(2)	John McFarlane(1)	Xavier Niel(2)	Aline Sylla-Walbaum(2)	%
Executive or Board member	●	●	●	●	●	●	●	●	●	100
Real estate and asset management	●		●		●	●	●	●	●	78
Retail and hospitality	●	●			●			●	●	56
Finance	●	●	●	●		●	●	●		78
CSR and sustainability		●	●	●	●	●			●	67
Digital and e-commerce		●		●				●	●	44
Continental EU market	●	●	●	●	●	●	●	●	●	100
UK market	●	●		●		●	●		●	67
US market	●	●				●		●		44
Corporate governance and remuneration	●	●	●	●		●		●		67
Risk oversight and compliance		●	●	●		●	●		●	67
Restructuring/ Disposals	●	●		●		●	●	●		67
Public Affairs	●							●	●	33
Consumer products		●						●		22

(1) Audit Committee.
(2) Governance, Nomination & Remuneration Committee.

EMPLOYEE OR EMPLOYEE SHAREHOLDER REPRESENTATION ON THE SUPERVISORY BOARD

Pursuant to Article L. 225-79-2 of the French Commercial Code, companies which exceed certain thresholds must provide for the representation of employees on their SB. Likewise, pursuant to Article L. 225-71 of the French Commercial Code, listed companies whose shares held by employees account for more than 3% of the share capital are required to appoint one or several employee shareholder representatives to their SB. At December 31, 2021, the Unibail-Rodamco-Westfield Group remains below the above-mentioned thresholds.

Although the Company is not subject to the legal obligations regarding employee representation on the SB, the Group is committed to employee dialogue and works with employee representatives. In addition, since 2009, the European Employees Committee (EEC) has received information regarding the Group's economic situation and has discussed all issues regarding the Group's employees, including Group strategy, strategic transaction, CSR policy and working conditions. This body is also a forum for the exchange of best practices within the countries. Various meetings are organised by the Group with the works councils and trade unions.

SUPERVISORY BOARD MEMBER INFORMATION AND MANDATES HELD AS AT DECEMBER 31, 2021

The business address of the Supervisory Board members is the Company's registered address, 7 Place du Chancelier Adenauer, 75016 Paris (France).

MR LÉON BRESSLER

CHAIRMAN OF THE SUPERVISORY BOARD

MEMBER OF THE AUDIT COMMITTEE

Independent

BORN ON:
June 11, 1947

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1,000

- Graduate of the Institut d'Etudes Politiques de Paris and has a Master's Degree in Law;
- Chairman of the Board of Directors/Chief Executive Officer of Unibail (now URW) from 1992 to 2006;
- Partner of Perella Weinberg Partners from 2006 to 2015;
- Managing Partner of Aermont Capital (formerly Perella Weinberg Real Estate UK LLP) since inception in 2007;
- Managing Partner at Worms & Cie from 1991 to 1996;
- Chairman and Chief Executive Officer of Jeanne Lanvin and Lanvin Parfums from 1989 to 1991;
- Various positions at Midland Bank Group, including Chairman of the Executive Board of Midland Bank SA from 1984 to 1989.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- N.A

Other companies
- Member of Cambridge Land Economy Advisory Board (UK);
- Advisor Emeritus of GIC (Singapore);
- Managing Partner of Aermont Capital;
- Director of several entities related to Aermont Capital;
- Trustee of The Bressler Foundation.

PREVIOUS MANDATE DURING THE LAST FIVE YEARS

- Member of the International Advisory Board and Investment Board of GIC (Singapore).

Further experience:
- Relevant active executive or senior leadership experience:
  - Over three decades in leadership positions in real estate, fashion and banking, including as Chairman/Chief Executive Officer of Unibail (now URW) from 1992 through 2006.
- Real estate/asset management:
  - Demonstrated track record in real estate and asset management; Managing Partner of Aermont Capital, a leading asset management business focused on real estate and real estate related investment activities; former Chairman/Chief Executive Officer of Unibail.
- Financial expertise:
  - Began his career at Chase Manhattan Bank in Paris, before joining Midland Bank Group in 1978 to establish its Paris office; former Chairman of the Executive Board of Midland Bank SA.
- EU market experience:
  - Experience in European fashion and retail as former Chairman and Chief Executive of Jeanne Lanvin and Lanvin Parfums and former board member of Habitat and FNAC; experience in European real estate through Aermont Capital and in former position as Chairman/Chief Executive Officer of Unibail.
- UK market exposure and expertise:
  - Experience investing in real estate and real estate-related opportunities in the UK through Aermont Capital.

SB member proposed for renewal at the 2022 General Meeting.

MS JULIE AVRANE

MEMBER OF THE AUDIT COMMITTEE
Independent

BORN ON:
June 11, 1971

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1,200

- Graduate of the École nationale supérieure des télécommunications de Paris and of the Collège des Ingénieurs and has an MBA from INSEAD;
- Former Senior Partner with McKinsey & Company in France;
- Prior to joining McKinsey in France, worked for two years as a business analyst in McKinsey's London office from 1995 to 1997 and as a researcher with Bull Honeywell in Boston (US) in 1993 and Cogema (Areva) in 1994.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed companies
- Independent Director of Valeo S.E. (France), representative of the Strategic Equity Fund;
- Independent Director of Bureau Veritas S.A. (France).

Other companies
- Independent Director of Groupe Monnoyeur (France);
- Independent Director of the start-up Cubyn S.A.S (France).

PREVIOUS MANDATE DURING THE LAST FIVE YEARS

- N.A

Further experience:
- Relevant active executive or senior leadership experience:
  - Former Senior Partner with McKinsey & Company in France and member of the committee that elects partners of McKinsey; a board member of Valeo, Bureau Veritas and Groupe Monnoyeur.
- Financial expertise:
  - Board member of Valeo and member of its audit and risks committee, representative of the Strategic Equity Fund;
  - Board member of Bureau Veritas and member of its audit and risks committee.
- EU market experience:
  - Served major clients across Europe in high technology, aerospace and defence, transportation and mobility as a Senior Partner with McKinsey & Company in France.
- Digital/e-commerce:
  - 25 years' experience in management consulting, with expertise in digital, corporate strategy, growth, organisation, transformation, mergers and culture and change; projects ranged from large-scale transformations and turnarounds to growth strategies and Industry 4.0; co-led the McKinsey high-tech skills practice worldwide.
- Corporate Governance:
  - Extensive experience advising boards of French and international listed companies on governance and strategy at McKinsey & Company.
- Risk oversight and Compliance:
  - Board member of Bureau Veritas, leader in the field of quality, health, safety and environment whose main activities are audit, certification, cyber security and CSR development.
- CSR and Sustainability:
  - Julie Avrane sits at the Strategic Committee of Bureau Veritas, which manages the Group's CSR topics.

SB member proposed for renewal at the 2022 General Meeting.

MS CÉCILE CABANIS

VICE-CHAIR OF THE SUPERVISORY BOARD[1]

CHAIR OF THE AUDIT COMMITTEE

Independent

BORN ON:
December 13, 1971

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
2,087

- Graduated from the Institut National Agronomique Paris-Grignon as an agricultural engineer;
- Former CFO, Technology & Data, Cycles & Procurement, and former member of the Executive Committee of Danone SA (listed); served in a range of key positions in finance since joining Danone in 2004;
- Former Deputy Director Mergers & Acquisitions at France Télécom;
- Began career in 1995 at L'Oréal in South Africa, as logistics manager and head of management control, then in France as an internal auditor.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed companies
- Deputy CEO at Tikehau Capital S.C.A. (France);
- Independent Director at Schneider Electric S.E. (France);
- Vice-Chair of the Board of Directors of Danone S.A.[2] (France).

Other companies
- Member of the Supervisory Board of Société Éditrice du Monde S.A. (France);
- Member of the Supervisory Board of Mediawan S.A.S. (France);
- Director at France Medias Monde S.A. (France).

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

- CFO and member of the Executive Committee of Danone S.A. (France) (listed);
- Member of the Supervisory Board of 2MX Organic S.A. (France) (listed);
- Chair of the Audit and Risks Committee of Schneider Electric S.E. (France) (listed).

Further experience:
- Relevant active executive or senior leadership experience:
  - Significant experience in operational management and corporate governance as Deputy CEO at Tikehau Capital S.C.A and CFO and Vice-Chair of the Board of Directors of Danone; extensive independent director experience in France in a variety of sectors including consumer goods, media and energy.
- Financial expertise:
  - Broad knowledge of the finance function as current Deputy CEO at Tikehau Capital S.C.A., a company specialized in alternative asset management and investment, and as former CFO and non-executive director at Danone S.A.;
  - Served in a range of key positions in finance at Danone since 2004, including Corporate Finance Director, head of Business Development and Vice President Finance for the Fresh Dairy Products division; Chief Financial Officer and member of the Executive Committee from 2015 to 2021; in-depth knowledge of strategic M&A developed as Deputy Director Mergers & Acquisitions at France Télécom.
- Risk oversight and compliance experience:
  - Extensive listed company experience in risk oversight and audit as Director and Chair of the Audit and Risks Committee of Schneider Electric S.E. and member of the Audit Committee of Mediawan S.A.S.
- International experience:
  - Experience in a variety of international and emerging markets as CFO of Danone, a global leader in the food and beverage sector.
- Digital:
  - In-depth experience with digital as Head of Information Systems and Technologies at Danone S.A.
- CSR and sustainability:
  - Extensive experience in sustainable development as director of Development and Finance of the Fresh Dairy products division at Danone S.A.;
  - Currently in charge of CSR issues at Tikehau Capital, where she leads the Human Capital and ESG/CSR functions.

(1) As of March 3, 2021.
(2) End of mandate as Director and Vice-Chair of the Board of Directors of Danone S.A. on June 30, 2022.

MS SUSANA GALLARDO

GNRC MEMBER
Independent

BORN ON:
December 2, 1964

NATIONALITY:
Spanish

NUMBER OF STAPLED SHARES HELD:
100[(1)]

- BSc degree in Economics And Politics from Oxford Polytechnic and graduated from IESE Business School (Advance Management Program); also studied at City of London Polytechnic;
- Chair of the family council of Landon Grupo Corporativo, which is active in real estate, private equity and other financial investments, in addition to its controlling interests in Almirall and Goodgrower;
- Former director of Abertis (an infrastructure company which owns Sanef), CaixaBank (LaCaixa Group) and Criteria Caixa; former Vice-President of Pronovias;
- Began her career in finance at Banco de Europa as a money market trader.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- N.A

Other companies/engagements
- Chair-elect of the Family Council of Landon Grupo Corporativo (Spain);
- Director of Goodgrower S.A. (Spain);
- Chair of Fundacion Bienvenido (Spain);
- Member of the Advisory Board of Universitat International de Catalunya in Barcelona (Spain);
- Director of the Fundacion Aurea (Spain).

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

- Director of Abertis Infraestructuras S.A. (Spain);
- Director of Saba Infraestructuras S.A. (Spain).

Further experience:
- Relevant active executive or senior leadership experience:
  - Chair of the family council of Landon Grupo Corporativo; experience as independent director in various sectors including banking and infrastructure; 28-year career at Pronovias as vice-president.
- Corporate Governance/Remuneration:
  - Experience in family office governance and as independent director of Spanish listed company boards with robust corporate governance practices; former Chair of the Appointments and Remuneration Committee of CaixaBank (LaCaixa Group); former Director of Criteria Caixa and Chair of the Audit Committee.
- Real estate/asset management:
  - Member of the investment committee of her family office for 20 years with large investments in real estate, fixed income and equity investments as well as private equity.
- EU market experience:
  - Significant knowledge of the Spanish and European market through 28-year career in fashion and investments in European real estate, private equity, pharmaceuticals and healthcare.
- Retail experience:
  - Seasoned executive with 28 years of experience as vice-president of Pronovias, a leading global bridalwear brand with an extensive international presence in Europe, US and Asia.
- CSR and sustainability:
  - Active member since 2014 of the CSR committee of Abertis, world leader in toll highways, operating in 12 countries. Strong commitment as an actor in the effective implementation of Abertis' social responsibility policy, its control and self-assessment with a constant review of CSR-related objectives and programmes.

(1) Ms Susana Gallardo holds 1,950 stapled shares of which 1,850 shares are held through her personal controlled company (Susanvest S.L.U.).

SB member proposed for renewal at the 2022 General Meeting.

MS DAGMAR KOLLMANN

GNRC MEMBER
Independent

BORN ON:
July 9, 1964

NATIONALITY:
Austrian

NUMBER OF STAPLED SHARES HELD:
725

- Master's of Law (focus on International and Business Law) from Universität Wien, Austria;
- Former Board member of Morgan Stanley International Ltd (UK) and Morgan Stanley and Co. International Ltd (UK);
- Former MB Chair, Country Head and CEO – Germany and Austria, Morgan Stanley Bank AG (Germany).

OTHER CURRENT FUNCTIONS AND MANDATES

Listed companies
- SB Member and AC Chair of Deutsche Telekom AG (Germany);
- Non-executive Director of Coca-Cola European Partners plc (UK);
- Non-executive Director and AC Chair of Paysafe Limited (New York, US).

Other companies
- SB Chair of Citigroup Global Markets Europe AG (Germany).
- Commissioner of the Monopolies Commission (Germany).

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

- SB Vice-Chair and AC Chair of Deutsche Pfandbriefbank AG (Germany);
- SB Member of Bank Gutmann AG (Austria);
- SB Vice-Chair and AC Chair of HRE Holding AG (Germany);
- SB Member of KfW IPEX-Bank GmbH (Germany).

Further experience:
- Relevant active executive or senior leadership experience:
  - Over 20 years' senior management experience; former CEO of Morgan Stanley Bank AG; through key transactions and M&A deals in consumer, industrial and service sectors, she gained invaluable insights into strategic and tactical challenges of global businesses in transformation.
- Financial expertise:
  - High level of financial expertise gained through various senior management positions in finance and banking, including responsibility for Corporate Finance, Mergers and Acquisitions, Real Estate Advisory and Principal Investments, including IPOs, Secondary Offerings and Debt Capital Markets; extensive experience in valuation, value creation, market positioning and critical success factors for large listed companies.
- Risk oversight and corporate governance experience:
  - Significant experience in risk management as Chair of audit committees of Deutsche Telekom AG, Deutsche Pfandbriefbank AG and Hypo Real Estate AG; extensive experience in anti-trust competition regulation in a wide range of segments including but not limited to consumer goods, financial and digital markets as one of five Commissioners of the Monopolies Commission in Germany, serving since 2010; detailed work in corporate real-estate lending as member of risk and liquidity committees of Hypo Real Estate AG and Pfandbriefbank (PBB) AG.
- International experience:
  - Multi-national, multi-cultural background; she worked in senior positions in the US, in the UK and Continental Europe, and lived in Asia; extensive experience in executive and non-executive roles in global bulge-bracket financial institutions as well as blue-chip listed and non-listed companies.
- CSR & sustainability:
  - Focus on sustainability, diversity, talent and change management, in both executive and non-executive positions over more than 20 years;
  - Extensive responsibility for oversight, strategic focus and reporting all relevant CSR topics in Supervisory Boards/Boards of Directors she is or was a member of (Germany, France/Netherlands, UK, US), including detailed work in Presidential, Audit, Nomination, Remuneration, Personnel Committees;
  - Chair of Audit Committees of Deutsche Telekom AG, HRE Holding AG, PBB AG, Paysafe Ltd with responsibility for CSR Reporting;
  - Member of successive global and pan-European Steering Committees for Diversity and Talent Management as well as Change Management at Morgan Stanley;
  - Co-Development of investment funds/specialist advisory to institutional investors with focus on sustainability (in the 1990s).

MR JOHN MCFARLANE

MEMBER OF THE AUDIT COMMITTEE
Independent

BORN ON:
June 14, 1947

NATIONALITIES:
British and Australian

NUMBER OF STAPLED SHARES HELD:
922[1]

- MA, University of Edinburgh, MBA, Cranfield School of Management. Studied Finance at the London Business School;
- Independent Non-Executive Director and Chairman of Westpac Banking Corporation (Australia) (listed);
- Former Non-Executive Chairman of Barclays plc (UK) (listed);
- Former Executive and Non-Executive Chairman of Aviva plc (UK) (listed);
- Former CEO of Australia and New Zealand Banking Group Ltd (Australia) (listed);
- Former Group Executive Director of Standard Chartered PLC (UK) (listed);
- Former Non-Executive Director of the Royal Bank of Scotland Group PLC (UK) (listed);
- Former Head of Citicorp/Citibank (UK);
- Former Non-Executive Director Capital Radio plc (UK) (listed);
- Former Council Member London Stock Exchange (UK) (unlisted);
- Former Director, Executive or member of various public and private organisations including Economic Research Institute for ASEAN and East Asia, Australian Government Foreign Affairs Council, Australian Government Financial Literacy Board, Australian Government Business Regulation Advisory Group, Australian Business Arts Foundation, Australian Financial Markets Foundation for Children, Australian Graduate School of Management, Business Council of Australia, Australian Bankers Association, Citicorp, Ford Motor Company, Bank of England Financial Law Panel, Auditing Practices Board, The Securities Association.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- Independent Non-Executive Director and Chairman of Westpac Banking Corporation (Australia).

Other company
- Non-Executive Director of Old Oak Holdings Ltd (UK).

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

- Non-Executive Chairman of Barclays plc (UK) (listed);
- Non-Executive Chairman of TheCityUK (professional financial organisation);
- Non-Executive Director of Westfield Corporation Ltd (Australia);
- Non-Executive Director of Westfield America Management Ltd (Australia);
- Director of The International Monetary Conference (US).

Further experience:
- Relevant active executive or senior leadership experience:
  - Experienced listed company chairman, CEO and director; he has served the banking and finance sector for 46 years in a number of countries and executive roles, 13 years' experience on listed real estate investment trust boards and as chairman and director of various government and industry bodies.
- Financial expertise:
  - Former executive and non-executive Chairman of Barclays and Aviva and former non-executive Chairman of FirstGroup; senior expert in banking, particularly in bank strategy and the restructuring of major banks following crises.
- Risk oversight and compliance experience:
  - As a non-executive director of the UK securities regulator and in leading the restructuring of major banks following crises, he had ongoing interaction with governments, central banks and regulators at the most senior levels and gained important insights into governance, risk management and regulation.
- International experience:
  - Diverse international experience, including as CEO of ANZ in Australia; former board member of the International Monetary Conference and member of the Asia Business Council; former Chairman of the Australian Bankers Association; and former member of the European Financial Services Roundtable, the European Banking Group and the Institut International d'Études Bancaires.
- UK market exposure and expertise:
  - Current non-executive director of Old Oak Holdings, a boutique investor in the UK; former Chairman of TheCityUK; former member of the UK Financial Services Trade and Investment Board; former Group Executive Director of Standard Chartered and head of Citicorp/Citibank in the UK and Ireland.

(1) Held in the form of Australian Chess Depositary Interests (CDI) listed on the Australian Securities Exchange. Twenty CDIs collectively represent a beneficial ownership interest in 1 Stapled Share.

MR RODERICK MUNSTERS

GNRC CHAIRMAN
Independent

BORN ON:
July 19, 1963

NATIONALITIES:
Dutch and Canadian

NUMBER OF STAPLED SHARES HELD:
1,000

- Master's in Economics and Finance, Tilburg University;
- Former Executive Director and CIO of ABP Pension Fund & APG All Pensions Group;
- Former Managing Director and CIO of PGGM Pension Fund;
- Various positions in the Investment Department of NV Interpolis Insurance.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- N.A

Other companies/engagements
- SB Chair of Athora Netherlands N.V. (The Netherlands);
- SB Member of PGGM Asset Management (The Netherlands);
- SB Member of Moody's Investors Service – EU (UK);
- Independent non-executive director of European Bank of New York Mellon (Belgium);
- Advisor of the Financial Investments Strategy Committee of Capital Guidance.

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

- SB Member of Edmond de Rothschild Asset Management S.A. (France);
- CEO of Edmond de Rothschild Asset Management S.A. (France);
- CEO of Robeco Group NV (NL);
- Member of the Capital Markets Committee of the Dutch Authority for the Financial Markets (AFM).

Further experience:
- Relevant active executive or senior leadership expertise:
  - 25 years of executive and non-executive experience in the financial services industry, as CEO and CIO, in asset management, private equity and real estate; extensive international M&A experience, on both buy- and sell-side.
- Real estate and asset management experience:
  - Both hands-on and executive experience for over 30 years, with 15 years as CIO at Europe's two largest pension funds, ABP and PGGM as CEO of Robeco Group and of Edmond de Rothschild Asset Management, responsible for European asset management companies with a global presence and a large client-base in Europe, the US and Asia; former non-executive director at Amvest Real Estate and AlpInvest Private Equity Partners.
- Financial expertise (audit, finance):
  - Significant experience with debt and equity markets, from running investment portfolios to capital market teams and currently as an independent non-executive director at Moody's Investors Service – EU; as a CEO, responsible for audit and compliance in various markets; in-depth knowledge of global financial markets, including various alternative investment strategies.
- Corporate governance and remuneration expertise:
  - Founding Board member and former chairman (ten years) of Dutch Institutional Corporate Governance platform; currently a Dutch government appointed member of the committee overseeing corporate governance standards for Dutch-listed companies; hands-on experience in the design and implementation of new remuneration policies following regulatory and legislative developments.
- CSR and sustainability expertise:
  - Actively involved in developing and setting sustainability standards and strategy for 20+ years; responsible for the start and implementation of sustainability investing at two of Europe's largest pension funds, PGGM and ABP.
  - As a member of various SB's actively involved in expanding and improving sustainability strategies and reporting.

MR XAVIER NIEL

GNRC MEMBER
Non independent

BORN ON:
August 25, 1967

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1[(1)]

- Founder, main shareholder and former CEO of Groupe Iliad;
- Extensive experience in technology, the Internet and telecommunications industry since the end of the 1980s;
- Recognized investor in venture capital through the Kima Ventures Fund as well as a long-time active real estate and media investor.

OTHER CURRENT FUNCTIONS AND MANDATES[(2)]

Listed companies
- Member of the Board of 2MX Organic S.A;
- Director of KKR Management LLC (US).

Other companies
- Chairman of the Board of Directors of Groupe Iliad;
- Member of the Supervisory Board of Mediawan S.A.S;
- Chairman of NJJ Holding, NJJ Boru, NJJ Immobilier, NJJ Strategy, NJJ Telecom Europe, SE51, 1 bis Place des Vosges, Freebox, Iliad Holding, Invest SB, Sons Holdco and La Compagnie des Immeubles Parisiens;
- Manager (gérant) of SCI Paris Grenelle and Elysées Capital;
- Member of the Supervisory Board of La Société Éditrice du Monde and of Le Nouvel Observateur du Monde;
- Director of Nice Matin Group;
- Director of Eircom Holdings Ireland Ltd (Ireland);
- Director of Monaco Telecom;
- Director of Salt Mobile AG (Switzerland);
- Director of Telma Comores Holding (Comores).

PREVIOUS MANDATES DURING THE LAST FIVE YEARS[(2)]

- COO of Iliad SA;
- Vice-Chairman of the Board of Directors of Iliad S.A;
- Member of the Supervisory Board of Le Monde S.A;
- Chairman of NJJ Animation S.A.S., NJJ Project Four S.A.S., SEHF S.A.S., Golf du Lys Chantilly S.A.S., NJJ Capital S.A.S., NJJ Market S.A.S., NJJ Capital Monaco Acquisition S.A.S., NJJ Indian Ocean S.A.S., NJJ Invest Tel S.A.S., NJJ Media S.A.S., NJJ Suisse Acquisition S.A.S., NJJ Investco S.A.S., NJJ North Atlantic S.A.S., NJJ Project Two S.A.S., NJJ Project Three S.A.S., NJJ Exclusive S.A.S., NJJ Innovation S.A.S., NJJ Presse S.A.S., NJJ Tara S.A.S., NJJ Galway S. A.S., NJJ Télécom S.A.S., NJJ Project Five S.A.S., IT Solutions Factory S.A.S., Kima Ventures S.A.S., Kima Ventures II S. A.S., Station F S.A.S. and Square Vergennes S.A.S.;
- Manager of OH4S SNC and 9 rue de Lagny S.A.R.L;
- Chairman of the Supervisory Board of BlackPills S.A.S;
- Co-Manager of Diderot S.A.S. and Kléber Levallois S.N.C;
- Member of the Board of Salt Network S.A. (Switzerland).

Further experience:
- Relevant active executive or senior leadership experience:
  - Founder and Chairman of the Board of Directors of Iliad SA, a French telecommunications company that owns the internet provider Free and the mobile operator Free Mobile; involved in the data communications, internet and telecommunications industry since the late 1980s.
- Digital/e-commerce:
  - In 2010, founded Kima Ventures SAS, which is an active early-stage investor that has invested in hundreds of start-up companies around the world; in 2013, created 42, a school that trains computer specialists in France and the United States; in 2017, opened Station F, a startup campus located in Paris.
- Consumer products:
  - Through his fully-owned private investment vehicle NJJ Holding, has minority stakes in various consumer products companies.
- Real estate/asset management:
  - Member of the Board of Directors of KKR Management LLC, a leading global investment firm that manages multiple alternative asset classes including private equity, energy, infrastructure, real estate and credit.
- EU market exposure and expertise:
  - Through his fully-owned private investment vehicle NJJ Holding, owns majority stakes in telecom operators in various countries in Europe.

(1) Based on its own statements, Mr Xavier Niel holds 20,294,670 Stapled Shares through two controlled companies (Rock Investment and NJJ Market). In addition, 11,657,360 shares by assimilation are also held by Rock Investment through financial instruments.
(2) In companies domiciled in France, unless specifically mentioned if abroad.

MS ALINE SYLLA-WALBAUM

GNRC MEMBER
Independent

BORN ON:
June 12, 1972

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
507

- Graduate of HEC Business School, Institut d'Etudes Politiques de Paris and École Nationale d'Administration;
- General Manager Europe & Strategic projects at Chaumet S.A. (France)(1);
- Former Global Managing Director (Luxury) of Christie's from 2014 to 2021;
- Former Managing Director of Christie's France from 2012 to 2014;
- Former Deputy Chief Executive Officer of Development at Unibail-Rodamco from 2009 to 2012;
- Former Chief Advisor for Culture and Media Affairs to the office of the French Prime Minister from 2007 to 2008;
- Former Deputy Executive Director, Director of Cultural Development at the Louvre museum from 2002 to 2007;
- Started career as an Inspector of Finance at the French Ministry of Economy and Finance in 1999.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- N.A

Other companies
- Member of the Board of Directors, Musée National des arts Asiatiques Guimet (France);
- Member of the Board of Directors, Institut Imagine (France).

PREVIOUS MANDATES DURING THE LAST FIVE YEARS

- SB member of Lagardère SCA (France) (listed);
- Member of the Board of Directors, Musée d'Orsay (France);
- Vice-Chair of the Board of Directors, Orchestre de Paris (France);
- Member of the Board of Directors, Louvre-Lens museum (France).

Further experience:
- Relevant active executive or senior leadership experience:
  - Operational and leadership experience as Global Managing Director (Luxury) of Christie's; former member of the Supervisory Board, Audit Committee and the Appointments, Remuneration and CSR Committee at Lagardère S.C.A. (2014 to 2020).
- International experience:
  - Experience in worldwide luxury markets (jewellery, watches, wine and handbags) in her current role as General Manager Europe & Strategic projects at Chaumet and at Christie's, in her former role as Global Managing Director – Luxury, based in Paris (previously in London), and former role as Managing Director of France.
- Real Estate experience:
  - Extensive real estate experience at Unibail-Rodamco from 2009 to 2012, first as Director of External Affairs and Strategy and then as Deputy Chief Executive Officer of Development.
- Digital/e-commerce:
  - Experience in Christie's digital transformation strategy and investment in digital initiatives, including an expansion of its e-commerce platform.
- Public affairs:
  - Significant expertise in communications and government and public affairs.
- CSR and sustainability expertise:
  - Significant expertise in CSR as member of the Audit Committee and the Appointments, Remuneration and CSR Committee at Lagardère S.C.A. (2014 to 2020) notably on CSR issues such as carbon footprint reduction, succession plan, talent renewal, remuneration policy and good governance practices.

(1) As at January 2, 2022

INDEPENDENCE ANALYSIS OF SUPERVISORY BOARD MEMBERS

INDEPENDENCE PROCEDURE AND CRITERIA

Every year, the GNRC and the SB carry out an in-depth independence analysis of each SB Member pursuant to the criteria of the Afep-Medef Code and specific supplementary criteria as detailed below. Those criteria are included in the SB Charter.

	Afep-Medef Code independence criteria
1	Not an employee or executive officer of the Company, or an employee, executive officer or director of its parent or of one of its consolidated subsidiaries, and has not been one during the previous five years.
2	Not an executive officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such, or a current or former (during the previous five years) executive officer of the Company is a director.
3	Not (nor directly or indirectly) linked to a customer, supplier, investment or commercial banker or consultant: (i) that is material to the Company or its Group, or (ii) for which the Company or its Group represents a significant part of the entity's activity. Materiality analysis: examine, for both entities when possible, the financial relationship, the continuity over time, the intensity of the relationship and the position of the SB Member in the Company.
4	Not related by close family ties to an executive officer of the Company.
5	Not an auditor of the Company within the previous five years.
6	Not a member of the Supervisory Board of the Company for more than 12 years.
7	Has not received any personal financial remuneration from the Company, including any remuneration related to the performance of the Company (no STI or LTI), other than the compensation received as a SB Member.
8	Not representing any major shareholder of the Company (> 10%).
	Specific SB Charter criteria
9	Not a director of a company in which an MB Member of the Company holds a director role (which they are therefore responsible for controlling) (cross ties).
10	Has not temporarily managed the Company during the preceding 12 months while members of the MB were absent or unable to fulfil their duties.

When any kind of business relationship exists (criterion no. 3), a further quantitative and qualitative analysis is conducted by the GNRC on a case-by-case basis to analyse the significance of the relationship and to assess the independence of that particular Member of the Supervisory Board.

1. 2. 3. 4. 5. 6. 7. 8.

MEMBER INDEPENDENCE ANALYSIS AS AT DECEMBER 31, 2021

89% of the SB Members, i.e. eight of the nine members, have been qualified as independent by the SB as at December 31, 2021.

At its meeting on March 3, 2022, the Supervisory Board conducted an independence analysis of each of its members in accordance with the ten criteria, for which the outcomes are detailed below:

SB Member as at 12/31/2021	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8	Criterion 9	Criterion 10	Result
Mr Léon Bressler *SB Chairman*	✓	✓	✓ (see analysis)	✓	✓	✓ 1 year	✓	✓	✓	✓	Independent
Ms Cécile Cabanis	✓	✓	✓	✓	✓	✓ 1 year	✓	✓	✓	✓	Independent
Mr Roderick Munsters	✓	✓	✓	✓	✓	✓ 4.5 years	✓	✓	✓	✓	Independent
Ms Julie Avrane	✓	✓	✓	✓	✓	✓ 1 year	✓	✓	✓	✓	Independent
Ms Susana Gallardo	✓	✓	✓	✓	✓	✓ 1 year	✓	✓	✓	✓	Independent
Ms Dagmar Kollmann	✓	✓	✓	✓	✓	✓ 7.5 years	✓	✓	✓	✓	Independent
Mr John McFarlane	✓	✓	✓	✓	✓	✓ 3.5 years	✓	✓	✓	✓	Independent
Mr Xavier Niel	✓	✓	✓	✓	✓	✓ 1 year	✓	⦸	✓	✓	Non independent
Ms Aline Sylla-Walbaum	✓	✓	✓	✓	✓	✓ 0 year	✓	✓	✓	✓	Independent

DETAILED ANALYSIS OF THE BUSINESS RELATIONSHIP (CRITERION 3)

A quantitative and qualitative detailed analysis of the business relationship was carried out by the GNRC, then by the SB, to assess the independence of Mr Léon Bressler, given his role as Supervisory Board Chairman, and of Ms Julie Avrane, Ms Cécile Cabanis, Ms Dagmar Kollmann, Mr Roderick Munsters and Mr Xavier Niel given their other roles outside the Group; it being specified that there is no business relationship between URW Group and Ms Susana Gallardo, Mr John McFarlane and Ms Sylla-Walbaum hence, no further assessment was made on this criteria.

On the basis of this work carried out by the GNRC on the existence and if any on the materiality of the business relationships, the SB concluded that the above mentioned persons did not have, directly or through other companies in which they have directorship mandates, significant direct or indirect business relationships with URW Group. Consequently, the above mentioned persons were qualified as independent in application of this third criterion.

However, upon the recommendation of the GNRC, the SB confirmed Mr Niel's status as a non independent member, after noting that on the basis of its own statements, he held directly or indirectly a significant part of the share capital and voting rights of the Company, i.e. 14.64% of the share capital via two controlled companies (Rock Investment and NJJ Market) and 8.4% of the share capital through assimilation of derivatives.

Independence analysis of the Chairman of the Supervisory Board, Mr Léon Bressler

The Afep-Medef Code makes no presumption related to the independence of a SB Chairman. However, the French Financial Markets Authority (AMF) recommends that the independence of a SB Chairman be justified in detail. In a dual corporate governance structure in which the SB's role is to only exert oversight and control over the actions of the MB, and governed by a principle of non-interference in the executive duties of the MB, the risks of a conflict of interest are limited. A specific quantitative and qualitative independence analysis was conducted for Mr Léon Bressler, SB Chairman. While Mr Léon Bressler is the Managing Partner of Aermont Capital, a significant shareholder of the Group, the Aermont Capital position is well below the threshold of 10% that could impact independence pursuant to the SB Charter as well as the Afep-Medef Code. The shareholder agreement ("action de concert") that was previously entered into between Aermont Capital and NJJ Holding, a company controlled by Mr Xavier Niel's, was dissolved on December 21, 2020 and the entities no longer act in concert.

Other than as a non-executive Chairman of the SB and AC member, he has no relationship of any kind with the Group or its management. Although he was previously CEO of Unibail (now URW) until 2006, this does not affect his independence, since, in accordance with the Afep-Medef Code, this position ended more than five years ago. Moreover, as SB Chairman in a two-tier governance structure, Mr Léon Bressler has no executive function and is not involved in day-to-day operations nor the operational decisions of the Group. He has not received personal financial remuneration, including any remuneration in the form of shares nor any remuneration related to the performance of the Group (no STI or LTI), from the Group, nor compensation for his duties as SB Chairman and AC member (i.e. one symbolic euro per year on his demand).

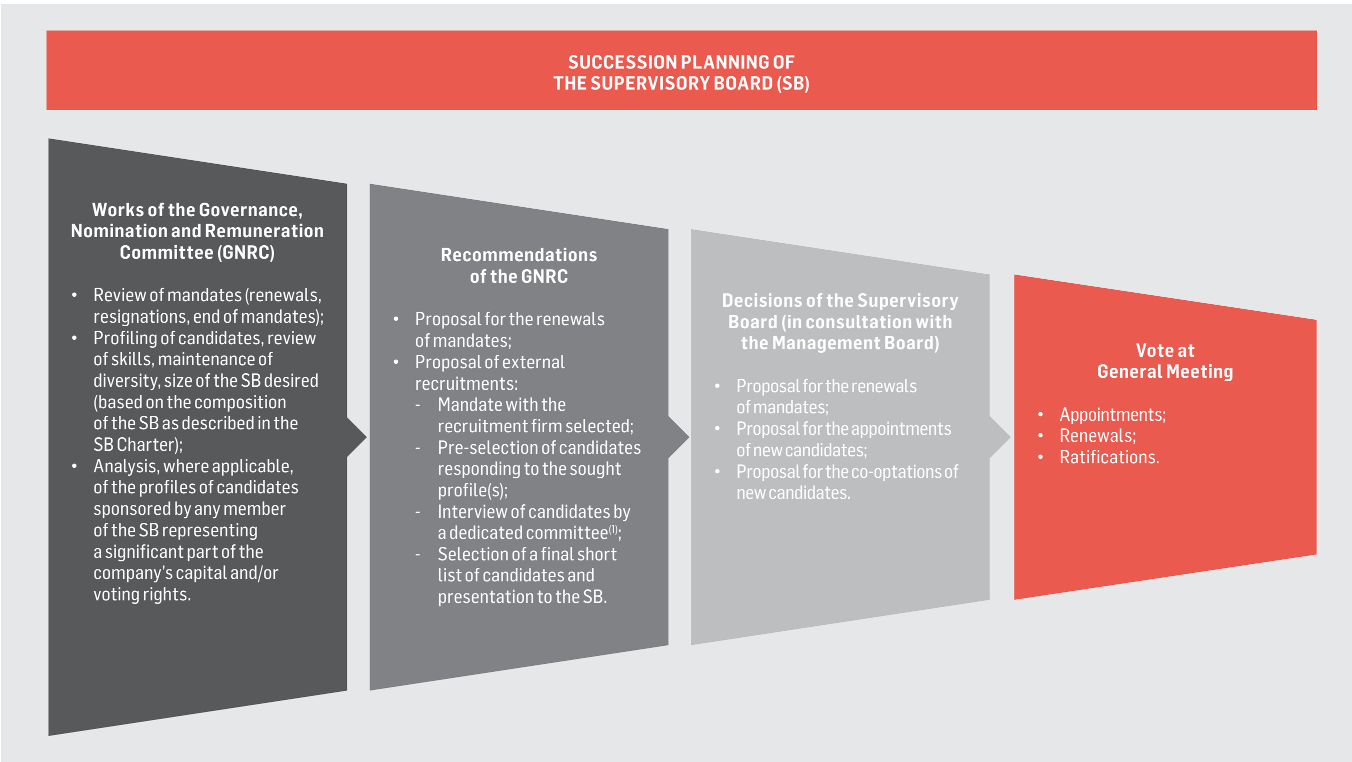
Accordingly, upon the recommendation of the GNRC, the SB concluded that Mr Léon Bressler is independent.

SUCCESSION PLANNING

Succession planning is key to the long-term competitiveness and growth of the Company. Departure or incapacity of key people from top management (MB and Executive Committee) and from the Supervisory Board is an identified risk factor for the Company.

The SB and MB succession plan are discussed at least annually to ensure proper rotation of members in terms of foreseeable departures as well as to anticipate any unforeseen departures.

SUPERVISORY BOARD SUCCESSION PLANNING AND SB MEMBER CANDIDATE SELECTION PROCESS

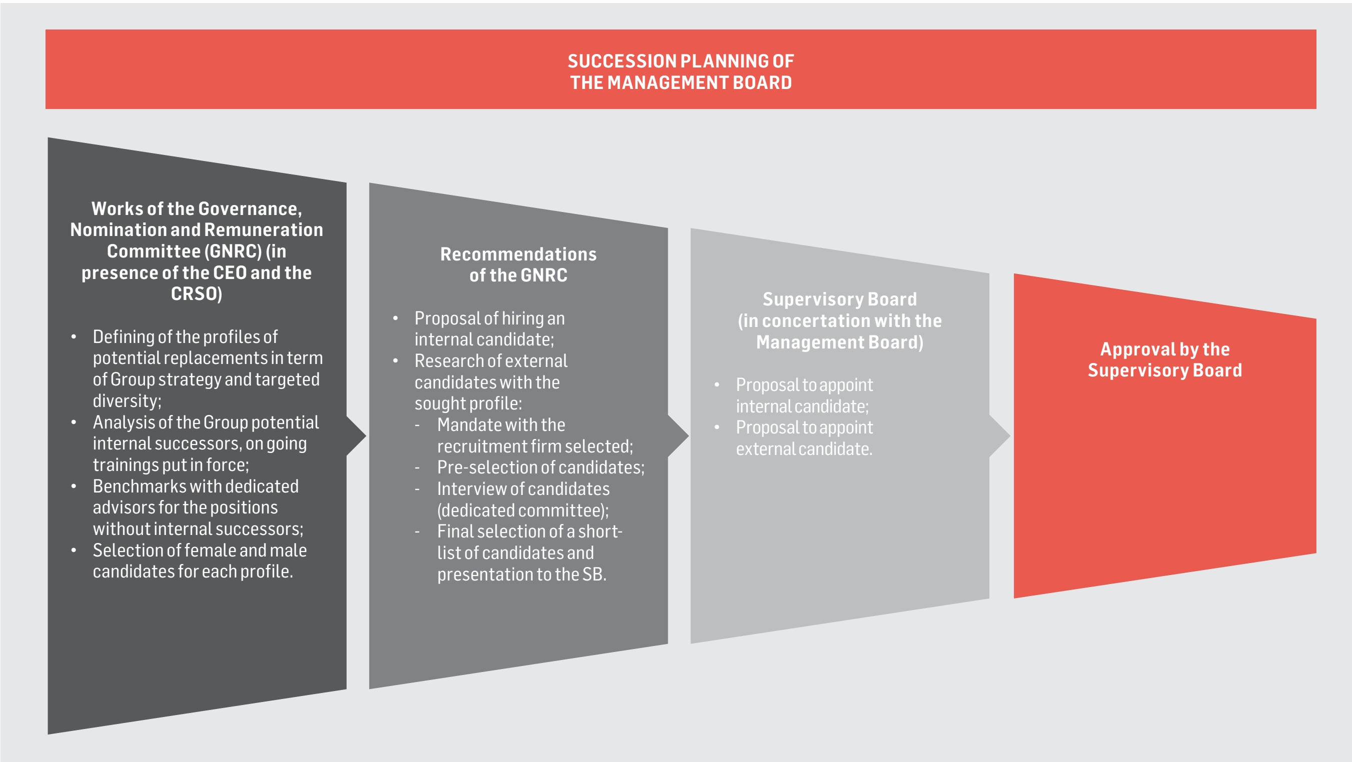


In 2021, the succession planning of the SB allowed to define precisely the profile sought in the context of the recruitment of a new member following the discussions and conclusions obtained, supported by the orientations defined during the self-assessment exercise of the SB. This process was implemented and allowed to select Ms Aline Sylla-Walbaum as a candidate, whose appointment was approved at the 2021 General Meeting held on May 12, 2021. In the perspective of the 2022 General Meeting, the GNRC has initiated a process of reflection, generated by the results of the annual SB self-evaluation, about the renewals of the mandates of Ms Avrane, Ms Cabanis and Ms Kollmann in regards with the target SB composition. Upon the recommendation of the GNRC, the SB has decided to submit the renewals of these three SB members to the next General Meeting for approval.

At the 2023 General Meeting, Mr Léon Bressler will have reached the statutory age limit (75) not allowing him to continue his functions as Chairman of the SB. In order to anticipate this deadline, the GNRC initiated from January 2022 a specific process of search and selection of candidates able to be presented to the vote at the 2023 General Meeting and in capacity to chair the SB with the required qualities. This process will continue throughout 2022 and early 2023.

(1) GNRC members and CEO/CRSO ; and SB Vice-Chair when dealing with the SB Chair recruitment.

MANAGEMENT BOARD SUCCESSION PLANNING AND CANDIDATE SELECTION PROCESS



The Management Board succession planning was successfully implemented after the departure under special conditions of the two former MB members at the end of 2020. Moreover, in July 2021, in the framework of the "Be You at URW" program launched in 2020, and on the recommendation of the GNRC, the process was discussed and implemented in the context of the creation of the new position of Chief Customer Officer and the succession of the Chief Resources Officer who resigned from her position on December 31, 2021 for personal reasons.

These two years have shown the importance of having a robust medium- and short-term succession planning and, above all, has allowed a perfect continuity of the Group's business.

3.2.2.2 SUPERVISORY BOARD MISSIONS

The functioning of the Supervisory Board (SB) is governed by the Company's Articles of Association and the SB Charter whose main provisions are described in Section 7.6 and are available on the Company's website.

SUPERVISORY BOARD ACTIVITIES IN 2021

In 2021, the SB held eight meetings (including two ad hoc meetings) as well as two finance informative sessions and a specific full day dedicated to a deep-dive business overview of the short and medium term Group strategy.

The member attendance rate was 97% for all SB meetings in 2021, including ad hoc and regular meetings.

In addition to the matters within its statutory scope, the SB discussed all major actions carried out in 2021, both internally (e.g. organizational matters, key appointments within the Group, internal audits, risk management, Anti-Corruption Program) and externally (disposals, Group strategy, including CSR strategy – "Better Places 2030", development projects, financial policy, etc.) with specific attention to the evolution of the COVID-19 pandemic and deleveraging strategies.

SB Members were also informed of the work and recommendations of its specialised committees and of the work of the Statutory Auditors. The minutes and documents of all the meetings of the SB, AC and GNRC are systematically made available through a secure electronic platform.

EXECUTIVE SESSIONS (MEETINGS WITHOUT MB MEMBERS)

The SB can meet without the MB whenever deemed necessary and does so on a regular basis, mostly at the end of the regular meetings whenever possible. Four non-executive sessions were held in 2021. The subjects discussed are diverse and each member of the SB can express himself on any subject of his choice in order to guarantee total freedom of expression.

Topics on the agenda included succession plans and the composition of the SB and the MB, strategic issues, the impact of the COVID-19 pandemic, the evolution of the remuneration policy, and the objectives of the members of the Management Board.

Principal responsibilities of the Supervisory Board	Key areas discussed, reviewed and/or approved in 2021
Group strategy	• Development projects, investment and divestment operations in 2021; • Regular updates: on share price evolution and business activities, including the impact of COVID-19 pandemic evolution and related restrictions (operations, finance, human resources, legal, CSR, development, IT, compliance/risk management, etc.); • Digital and data strategy.
Group Financial Policy and financial performance and reporting	• Review and discussion of the disposal programme; • 2021 Group Budget; • Follow-up on NAV and EPRA performance measures; • Financial commitments and guarantees; • Provisions for risks and litigation; • Consolidated accounts and quarterly financial statements; • The Group's five year Business Plan, financial resources and borrowing requirements; • The Group's dividend distribution payment policy and annual allocation/distribution of profits; • Relationship with the Statutory Auditors including auditor's reporting for the coming year; • Non-audit services provided by the Statutory Auditors (including the amount of fees related thereto); • Development pipeline, overall balance sheet planning and rating agencies; • Liquidity forecasts and Loan-to-Value (LTV) ratio; • COVID-19 pandemic impacts on NAV, goodwill and tenant negotiations and collection.
Internal Audit, Risk Management and control systems	• Monitoring Group risk management, internal audit, compliance, and insurance programmes; 2021 internal audit plan; • Internal audits, internal control system and compliance matters; • In-depth review of the Group's risk management and risk mapping; • Focused review of selected risk management topics.
Governance and compliance with relevant laws and regulations	• Annual Group compliance report and updates to the Group's compliance program (including the Group Anti-Corruption Program, Anti-Money Laundering Policy) and completing Anti-Corruption Program training; • Group's compliance with the Afep-Medef Code; • Annual review of the independence of SB Members; • Review of the HCGE and AMF reports; • Regular updates on regulatory/legal changes; • Updates to the SB and MB Charters; • Review of related party agreements and monitoring of current related party agreements.
Succession planning	• Annual review of the SB and committee composition and rotation; • Succession planning and overall composition of the SB, MB and Executive Committee; • SB Member selection/recruitment process; • Recruitment, appointments and onboarding of new SB Members; • Departure and nomination of MB Members (recruitment of a Chief Customer Officer and Chief Resources and Sustainability Officer).
Group Remuneration Policy and performance assessments	• 2021 MB Member remuneration (including FI, level of attainment of annual STI and LTI targets); • 2021 LTI envelope and Company Savings Plan; • 2021 MB Remuneration Policy (including LTI market benchmark and adjustment following feedback from shareholder engagement); • 2022 new MB remuneration policy (to be submitted at the 2022 General Meeting); • Annual evaluation of the functioning and efficiency of the SB (self-assessment process) and the MB.
CSR	• CSR strategy – "Better Places 2030"; • Diversity and inclusion policy, including launch of "Be You at URW" program.
Human Resources	• Talent management; • Review of the inclusion and diversity policy.
Shareholder outreach and engagement	• Extensive shareholder and proxy advisor engagement and feedback (relating to FY and HY results); analysis of 2021 General Meeting voting results; corporate governance roadshow and communications; • Updates on shareholder composition; • 2021 General Meeting materials (agenda, resolutions, etc.); • Universal Registration Document 2021 (SB Chairman's report, governance, MB/SB Remuneration Policy, risk management and internal control systems, etc.).

KEY TOPICS

The following key topics are an important part of the Group's strategy and are closely followed by the SB. They are discussed in detail in other sections of this Universal Registration Document (please refer to the following sections for further detail):

- CSR/Sustainability – Chapter 2;
- Diversity and Inclusion – Chapter 2;
- Risk Management Framework – Section 6.1;
- Compliance – Section 3.4; and
- Strategy, including the disposal programme – Section 1.3.

COMPANY SHAREHOLDER ENGAGEMENT POLICY

The Group's shareholder base is therefore diverse, this diversity is reflected in the composition[1] of the SB, which is 89% independent. The diversity of the shareholder base and investor profiles, both on a geographic and investment strategy basis, makes it all the more important to have extensive and regular interactions with shareholders.

To formalize this commitment to shareholders, a Shareholder Engagement Policy has been published and is available on the Group's website. It provides information to shareholders on the engagement process and highlights the importance of clear communication, transparent shareholder engagement and the Group's commitment to non-selective information and equal treatment among shareholders.

In addition, when the SB considers that a resolution may be or has been the subject of relevant opposition, it may send a public letter (also published on the Company's website) to shareholders to communicate the decisions adopted by the SB to clarify any potential concern.

The dialogue initiated by the Company with its shareholders is focused on three areas:

(i) Strategy and financial performance, including deleveraging and disposals, for which the Investor Relations team, regularly accompanied by MB Members, meets investors during post-results roadshows during the year, as well as during the 15-20 investor conferences they attend globally each year and the Investor Days that are organised biannually. These discussions are focused on the Group's strategy, financial information and performance. In 2021, the team undertook 281 meetings (mainly virtual) with 131 existing investors representing over 75% of the institutional shareholder base, and over 220 potential investors.

(ii) Corporate Social Responsibility (CSR) and extra-financial performance for which the CSR team together with the Investor Relations team, meets with investors' dedicated CSR teams or extra-financial rating agencies in order to promote the CSR strategy reflected in the "Better Places 2030" project, its implementation, and the Group's extra-financial performance.

(iii) Corporate Governance involving Legal, Compensation, Investor Relations and CSR teams. In order to improve the quality of exchanges and to provide relevant feedback to the SB and its committees, Corporate Governance roadshows typically take place over two distinct periods:

- From March to April, after release of the Universal Registration Document and prior to the Annual General Meeting of shareholders, in order to discuss all the resolutions proposed to shareholders' vote;
- From November to January, in order to discuss topics of interest to shareholders (e.g. specific expectations, clarifications or explanations, feedback based on voting, new voting policies, CSR policy, risk management, compliance, and compensation). These meetings allow the Group to clarify the positions adopted by the SB during the year and discuss any concerns.

As part of the ongoing dialogue, shareholders are offered the opportunity to exchange views with the SB Chairman, GNRC Chairman or AC Chair. The feedback from these meetings is shared with the GNRC and the SB to better understand the questions, opposition or support on key issues, and points of interests raised by shareholders, and to encourage informed reflections.

The Company implements a similar engagement policy with the main proxy advisors and investor organisations.

In 2021, the Supervisory Board conducted a major dialogue campaign with shareholders on governance and remuneration issues in April prior to the Annual General Meeting. A second campaign also took place in October/November to discuss the new remuneration policy and the new challenges for 2022.

STRATEGIC MEETINGS

Once a year, the SB and MB typically take the opportunity to visit assets in a country where the Group operates to discuss strategic matters and market developments in-depth and to interact directly with the local management teams. Due to the travel restrictions and confinement measures that were still in force in the countries of residence of the different SB members, meetings took place via videoconference or in person depending of the different constraints. In 2021, given the evolution of the COVID-19 pandemic and related business implications, the SB and MB focused on the response to COVID-19 pandemic and balance sheet, capital structure management and rating agency implications. Throughout 2021, extensive discussions took place that covered the Group's strategic objectives, challenges and opportunities in retail and the market generally.

(1) As at the date of release of this Universal Registration Document.

1. 2. 3. 4. 5. 6. 7. 8.

ONBOARDING OF THE NEW SB MEMBERS

Each new SB Member takes part in an induction programme individually tailored to their particular skill sets, experiences and expertise. The induction programme provides the new member with information unique to the Group and its business activities, its financial reports, legal affairs, compliance, CSR and sustainability, and also crisis management. New members also meet with key people within the organisation, and conduct site visits of Group assets as well as major competitors. Individual visits with local management took place temporarily in 2021, in compliance with applicable local COVID-19 recommendations, as part of the new SB Member induction programme.

SB MEMBERS ONGOING TRAININGS

An annual training day is held for all SB Members which often includes Group asset visits, which have not taken place on this occasion in July 2021 due to the COVID-19 pandemic. In 2021, one plenary session was held, with a time dedicated to questions and answers. This session focused on (a) the Group Anti-Corruption Program presented by the Group Director of Internal Audit and Compliance and the Group Compliance Manager; (b) the CSR strategy jointly presented by the Chief Resources Officer and the Group Director of CSR; and also (c) a special focus on SB members duties, driven by an external legal counsel and the Group Director of Corporate and Securities Law.

SB Members regularly conduct site visits and meet with local teams. They reiterated their interest and the importance of this process, which has been undermined due to the pandemic in 2021. Nevertheless, some visits could be made in small or individual committee in 2021 in compliance with the sanitary rules in force.

SUPERVISORY BOARD MEMBER SHARE OWNERSHIP REQUIREMENT

In accordance with the Afep-Medef Code and with Article 3.3 of the SB Charter, in order to promote the alignment of interests between shareholders and SB Members, all SB Members must hold within two years of their appointment a number of URW Stapled Shares at least equal to one year of SB Member remuneration received according to the SB remuneration in force (excluding variable component and other expenses). As at December 31, 2021, all SB Members comply with this share ownership requirement.

3.2.2.3 SPECIALISED SUPERVISORY BOARD COMMITTEES

In accordance with Article 5 of the SB Charter, the SB has two specialized committees: the Audit Committee and the Governance, Nomination and Remuneration Committee, each of which focuses on, and explores in-depth, specific topics of its overall competence. Each committee operates based on the SB's Charter, which describes its composition, role, responsibilities, organisation, and functioning. The committees make recommendations and advise the SB within their scope of responsibility. The SB is, however, ultimately responsible for all the decisions and actions taken on the committees' recommendations. The SB Vice-Chair may temporary replace the SB Chairman if he is absent or incapacitated. Moreover, the SB Vice-Chair might be consulted by the SB Chairman or MB Chairman for prior approval of investment or divestment transaction in case of above €500 Mn threshold, as specified in the SB Charter.

CORPORATE SOCIAL RESPONSABILITY GOVERNANCE

CSR is a core component of URW's long-term competitive strategy. CSR is monitored at the SB level in plenary sessions given its importance and the willingness to associate all SB members to the CSR regular reviews rather than through a specific committee. It is further monitored at SB level with two specific annual reviews where the Group CSR Director presents the action plan and main issues. CSR is a topic regularly covered as part of annual strategic meetings, onboardings and ongoing trainings followed by the SB. CSR is monitored at the operational level by the CSR Steering Committee (which is described in detail in Section 2.1.5. of this Universal Registration Document).

3.2.2.3.1 AUDIT COMMITTEE (AC)

The composition, functioning and responsibilities of the AC are governed by the AC Charter, established by the SB.

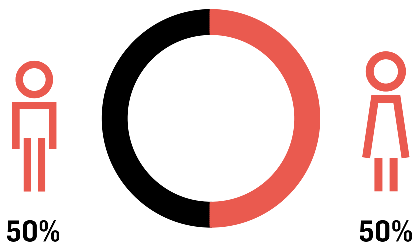
AUDIT COMMITTEE COMPOSITION

The AC is chaired by Ms Cécile Cabanis and consists of four independent members.

The AC Members are selected by the SB, upon the recommendation of the GNRC. They are appointed by the SB for their strong skills in finance and accounting.

Pursuant to French Commercial Code requirements and the Afep-Medef Code, every AC Member is an expert in finance and in accounting for listed companies or for other large companies which apply the IFRS accounting standards.

GENDER OF MEMBERS



PERCENTAGE OF INDEPENDENT MEMBERS including an independent Chair

ATTENDANCE RATE

AUDIT COMMITTEE MEETINGS

Typically, the CEO, the CFO and the Group General Counsel attend AC meetings, unless decided otherwise by the AC. The AC may decide to meet without the MB Members or to meet only with the CEO, the CFO or the Statutory Auditors. The Group Director of Tax, the Group Director of Accounting, Valuations and Consolidation, the Group Director of Performance Management and Controlling, the Group Director of Security, Risks and Crisis Management and the Group Director of Internal Audit and Compliance attend AC meetings at the request of the AC.

AC Members receive the meeting documents which include a detailed agenda and comprehensive papers at least three days before each meeting. To allow for optimal preparation for the review of the accounts, the AC meets at least 48 hours prior to the SB Meeting at which the full-year and half-year financial statements are reviewed. The SB is informed of the proceedings and recommendations of the AC at its meeting directly following that of the AC.

AUDIT COMMITTEE ACTIVITIES

The AC met four times in 2021 (three times in the presence of the Statutory Auditors). The AC can meet without the MB whenever deemed necessary and does so on a regular basis, at the end of the regular meetings whenever possible. One executive session was held in 2021. The member attendance rate was 100% for all AC meetings.

The AC deals with a number of recurring issues, such as accounting and financial elements (interim and annual financial statements), internal control, risk management and net asset value. It examines and supervises the Company's publication of financial information. It also ensures the relevance and efficiency of the Group's accounting and financial standards, tax and funding policies, internal audit, risk management and control procedures. As part of its risk management scope, the AC also deals directly with CSR topics such as climate change, societal risks and the Group insurance programme.

The AC may also carry out specific examinations on its own initiative or at the request of the SB. The AC may solicit the advice of external advisors as it deems necessary. In addition to the regular contact that the AC has with the MB and its Statutory Auditors, it is free to interview experts in particular fields without MB Members being present. The AC also has access to valuations carried out by independent appraisers.

Principal responsibilities of the AC	Key areas discussed, reviewed and/or recommended for approval to the SB in 2021
Group Financial Policy	• Strategic initiatives relating to the balance sheet, including deleveraging, access to capital; • 2021 Group Budget; • Follow-up on NAV and EPRA performance measures; • The Group's 5-year Business Plan, financial resources and borrowing requirements; • The Group's dividend distribution payment policy and annual allocation and distribution of profits, and impact of COVID-19 pandemic; • Relationship with the Statutory Auditors including auditor's reporting for the coming year; • Non-audit services provided by the Statutory Auditors (including the amount of fees related thereto).
Financial performance and reporting	• COVID-19 pandemic impacts on NAV, goodwill and tenant negotiations and rent collection; • Consolidated accounts and quarterly financial statements; • Net asset value, corporate risks and off-balance sheet commitments; • Financial commitments and guarantees; • Provisions for risks and litigation; • Regular tax updates; • Regular updates on regulatory/legal changes; • Development pipeline, overall balance sheet planning and rating agencies; • Liquidity forecasts and Loan-to-Value (LTV) ratio.
Internal Audit, Risk Management and control systems	• Monitoring Group risk management, internal audit, compliance, and insurance programmes; • Updates on digital and IT strategy, tools and projects; • 2021 internal audit plan; • Internal audits, internal control system and compliance matters; • In-depth review of the Group's risk management and risk mapping; • Focused review of selected risk management topics.
AC Governance	• Annual evaluation of the functioning and efficiency of the AC (self-assessment process); • Rotation of the Statutory Auditors.
Shareholder outreach and engagement	• Extensive shareholder engagement and feedback.

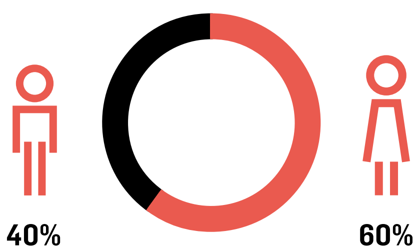
3.2.2.3.2 THE GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE (GNRC)

The GNRC results of the combination of the Governance and Nomination Committee (GNC) and the Remuneration Committee (RC) which were merged on January 1, 2021. This logical fusion was motivated by the interdependence of the majority of the subjects and the strict identical composition of members and in order to improve efficiency. The previous GNC and RC meetings were taking place on the same dates. The composition, functioning and responsibilities of the GNRC are governed by the GNRC Charter, which is established by the SB.

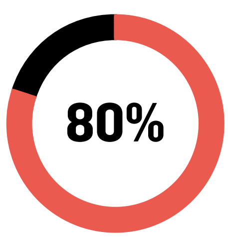
GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE COMPOSITION

The GNRC is chaired by Mr Roderick Munsters and consisted in five members, four members being independent, as at December 31, 2021.

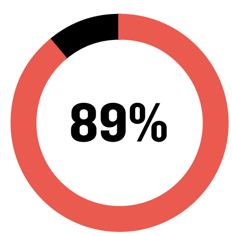
GENDER OF MEMBERS



PERCENTAGE OF INDEPENDENT MEMBERS
including an independent Chair



ATTENDANCE RATE



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GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE MEETINGS

The CEO, the CRSO and the Group General Counsel typically attend GNRC Meetings, except for meetings concerning their own evaluation. At least twice a year, during the annual self-assessment of the GNRC as well as during assessment of the MB, the GNRC meets without the CEO, the CRSO and the Group General Counsel. The GNRC may solicit the advice of external advisors and is free to interview such advisors without MB Members being present as deemed necessary. At least once a year, the Group Director of Internal Audit and Compliance presents a compliance report to the GNRC. Additionally, other persons may be invited to attend by the GNRC Chairman, notably the Group Director of Compensation and Benefits for the topics under his expertise. Members receive the meeting documents which include a detailed agenda and comprehensive papers at least three days before each meeting. The SB is informed of the GNRC's proceedings and recommendations at its meeting directly following that of the GNRC.

GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE ACTIVITIES

The GNRC met six times in 2021 (including two ad hoc meetings). The GNRC can meet without the MB whenever deemed necessary and does so on a regular basis, at the end of the regular meetings whenever possible. Five executive sessions were held in 2021. The GNRC also met during three working sessions dedicated to both the new 2022 MB remuneration policy and the MB succession planning.

The member attendance rate was 89% for all meetings, including regular and ad hoc meetings.

The GNRC is responsible for reviewing and advising the SB on: (a) MB and SB Member profiles and selection criteria, (b) the scope, composition and functioning of the MB and the SB, (c) the independence of SB Members, (d) the (re)appointment of MB and/or SB Members through application of the established succession plans which are regularly discussed, (e) the Group's corporate governance rules and practices, (f) Group talent management, including MB, Executive Committee, and top management succession planning, but also (g) to advise the SB on (A) the Remuneration Policy of the Chairman of the Management Board and the other members of the Management Board (fixed income, annual variable remuneration, long-term variable remuneration and other benefits) and (B) the SB Remuneration Policy.

Principal responsibilities of the GNRC	Key areas discussed, reviewed and/or recommended for approval to the SB in 2021
Governance and compliance with relevant laws and regulations	• Annual Group compliance report and review and updates to the Group compliance program (including the Anti-Corruption Program and Anti-Money Laundering Policy); • The Group's compliance with the Afep-Medef Code; • Annual review of the independence of SB Members; • Regular updates on regulatory/legal changes; • Updates to the SB and MB Charters; • Review of related party agreements and monitoring of current related party agreements; • Annual evaluation of the functioning and efficiency of the SB and GNRC (self-assessment process, including approach).
Succession planning	• Annual review of the SB and committee profile, composition and rotation; • Succession planning and overall composition of the SB, MB and EC; • SB Member selection/recruitment process; • SB committees composition; • Recruitment, appointment and onboarding of new SB Members; • Departure of MB Members.
Human Resources	• Talent management; • Annual review of diversity and inclusion policy.
Shareholder outreach and engagement	• Extensive shareholder engagement and feedback (including as relates to governance and remuneration); • AGM materials (agenda, resolutions, etc.); • Universal Registration Document 2020 (corporate governance).
Company Remuneration Policy and performance assessments	• 2021 MB Member and Executive Committee remuneration (including FI, level of attainment of annual STI and LTI targets); • 2021 LTI envelope and Company Savings Plan; • 2022 MB and SB Remuneration policies; • Annual evaluation of the functioning and performance of the MB.

3.2.2.4 EVALUATION OF THE SUPERVISORY BOARD

SUPERVISORY BOARD ANNUAL EVALUATION PROCESS

In accordance with the Afep-Medef Code, an assessment of the SB is carried out annually with a more formal and detailed assessment carried out every three years, sometimes conducted by a specialized agency. The SB having been renewed with six new members out of the nine members sitting in 2021, an evaluation conducted by an external firm was judged premature.

Upon the recommendation of the GNRC, the SB will conduct a formal evaluation in 2022, driven by an external and independent specialized consultant.

In 2021, the SB conducted a formal assessment which consisted of a detailed questionnaire filled by each SB Member on a confidential basis to assess the performance of the SB, its committees and its members (including of the Chairs of the SB and its committees) and of the overall functioning of the SB. On the same time, the AC and the GNRC carried out a similar evaluation of their composition and functioning. In 2021, the MB members had the opportunity to participate for the first time in assessment on the SB and its committee, if applicable.

The assessment was summarised and discussed during a SB meeting as well as at AC and GNRC meetings in the presence of all of its members but in the absence of the MB. The MB was provided with a summary of improvement areas discussed.

ANALYSIS OF THE RESULTS

For 2021, the SB Members noted, in particular, the adaptability of management and fellow SB Members given the challenges of COVID-19 pandemic, including the transition to virtual meetings and the regular operational updates on the COVID-19 pandemic evolution and impact. This evaluation also included reflections on succession planning and the mix of SB skills, experience and expertise. The SB praised the overall functioning of the SB and its committees, offering high standards of transparency, constructive exchanges and dedication of the URW teams, supported by very qualitative documentation, relevant and meeting the expectations of the SB. The SB also highlighted the expected improvements in both the frequency of executive sessions and the priority given to business topics, and appreciated the reports of Committee Chairs delivering key messages from previous Committee meetings.

Furthermore, the following areas of improvement were identified and will continue to be a priority in 2022:

- Focus on key Group strategy items for 2022, such as deleveraging, disposals;
- Focus and deep dive on the competitive and retail environment as well as industry and market trends with respect to the Group's strategic objectives;
- Focus on data and innovation and consumer behaviors and trends facing the rise of digital and e-commerce;
- Depending on the sanitary context, visit the assets (projects, extensions) and meet with teams in the various countries where the Group operates;
- Review the SB composition with particular attention to cyber risk, digital, e-commerce and CSR/ sustainability skills.

3.2.2.5 ADDITIONAL INFORMATION RELATED TO MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS

STATEMENTS OF THE MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

NO CONVICTIONS OR OFFENCES

To the best of the Company's knowledge and based on their individual declaration, none of the SB or MB Members has, over the past five years:

- Been convicted of fraud;
- Been associated as an executive with a bankruptcy, receivership or liquidation;
- Been found guilty of an offence and/or publicly and officially sanctioned by a statutory or regulatory authority.

CONFLICTS OF INTEREST

NO CLOSE FAMILY RELATIONSHIPS

To the knowledge of the Company, there are no family ties between the SB or MB Members of the Company.

MANAGEMENT OF CONFLICTS OF INTEREST

To the knowledge of the Company, there are no conflicts of interest or potential conflicts of interest between the Company and the MB and/or SB Members with respect to their personal interests or their other obligations.

In order to ensure that each SB and MB Member acts with loyalty, independence and professionalism and in accordance with Article 11 of the SB Charter and Article 7 of the MB Charter (see Section 7.6 of this Universal Registration Document), each SB Member and MB Member must immediately report any potential conflicts of interest with the Company to the SB Chairman and to the other SB and MB Members, respectively, providing all information relevant to the conflict of interest. Such conflicted member must abstain from discussions and the decision-taking process on the subject or transaction in relation to which he/she has a conflict of interest.

A particular follow-up and focus is in place to monitor any SB member shareholding level as long as it appears potentially significant.

Additionally, the SB and MB Members must seek prior SB approval before accepting any new mandate of any type, including in another company, in order for the SB to conduct, among other things, a conflict of interest and independence analysis.

The SB and the MB are also subject to the rules established in the Group's Code of Ethics and Anti-Corruption Program applicable to all Group employees (for more details, please see Section 3.4 of this Universal Registration Document).

PROCEDURE FOR THE IDENTIFICATION AND MONITORING OF RELATED PARTY AGREEMENTS AND COMMON AGREEMENTS AND CONDUCTED UNDER NORMAL CONDITIONS

In accordance with Article L. 225-87 of the French Commercial Code, the SB has adopted on December 10, 2019, upon the recommendation of the Audit Committee, a procedure for the identification and qualification (ex-ante) and monitoring (ex-post) of related party agreements or common agreements. After a reminder of the legal framework, this procedure formalises the various stages of verification ensuring an effective detection and monitoring of regulated party agreements and common agreements, its qualification by the Corporate Legal Department until its signing and, as the case may be, prior approval by the SB and approval by the General Meeting for related party agreements. This procedure was disclosed within the Group and is available on the Group Intranet website. This procedure is reviewed annually by the Supervisory Board and an awareness campaign is also conducted among URW teams.

INFORMATION ON RELATED PARTY AGREEMENTS

In accordance with Article L. 225-86 of the French Commercial Code, no related party agreement or commitment has been authorised during the 2021 financial year.

Moreover, one related party agreement continued during the 2021 financial year. Indeed, the usual stipulations of the settlement agreement with Mr Christophe Cuvillier (authorised by the Supervisory Board on 18 November 2020 and ratified by the General Meeting of 12 May 2021) relating to confidentiality, cooperation, non-disparagement and temporary tax assistance continued in 2021 and for a period of 36 months expiring on 31 December 2023.

This information is included in the special Statutory Auditors' report (see Section 5.8).

3.2.3 THE EXECUTIVE COMMITTEE

REGIONAL HEADS

FUNCTIONAL HEADS

Chaired by Mr Jean-Marie Tritant, as CEO, as of January 1, 2022, the Executive Committee is made up of the Group's 16 main executives, representing the geographical areas in which the Group operates as well as the corporate functional units.

The Executive committee is in charge to implement in a concrete and coherent way the financial and strategic orientations set by the Management Board in consultation with the Supervisory Board. The Executive Committee meets on average once a month to evoke the performance objectives of the Group and the advancement of strategic priorities.

(1) Permanent guest of the Executive Committee.

3.3 MANAGEMENT AND SUPERVISORY BOARDS REMUNERATION

A WORD FROM THE GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE CHAIRMAN

Dear shareholders,

2021 has been the first year under the new governance of URW SE decided late 2020, with Léon Bressler being Chairman of the Supervisory Board and Jean-Marie Tritant Chairman of the Management Board. The Management Board (MB) has been completely renewed, and also enlarged, with its size increasing from two members until late 2020 to four, then five members from July 2021. The new Management Board, with full support of the Supervisory Board, worked tirelessly throughout the year on implementing the new Group strategy whilst fighting COVID-19 and its consequences.

Remuneration policy review

In 2020, we initiated a review of our MB remuneration policy, aiming to present a new policy at the General Meeting 2022. This review intends to reflect current remuneration best practices and to respond to discussions we had with several shareholders, in particular with the intention to offer a better balance between short- and long-term incentives.

As this review was initiated, early 2021, the Governance, Nomination and Remuneration Committee (GNRC) had to take immediate decisions on the remuneration of the new MB members. In the ongoing context of the COVID-19 crisis and ongoing uncertainty, as already announced in the Universal Registration Document 2020, the GNRC and Supervisory Board took the decision to moderate the remuneration of MB members, especially that of the CEO, which was reduced by 20% of fixed remuneration and by 40% of the Short-Term Incentive opportunity.

The remuneration policy review has been finalised after an extensive and continued process over the first half of 2021, which took account of shareholder views, best practices and market benchmarks. A draft policy was approved at the July 28 Supervisory Board (SB) meeting, and discussed with a sample of our largest shareholders and proxy advisors late 2021, which gave us the opportunity to take their feedback.

The main changes to our remuneration policy are as follows:

- **Remuneration structure clarified**, with the introduction of a target STI opportunity at 120% of the Fixed Income (150% being the maximum STI);
- **Incentives rebalanced between short- and long-term**, with the LTI target grant size set at 125%, within a 100% to 150% regular range, demonstrating the confidence and commitment to long-term value creation by the management;
- **LTI performance-vesting aligned with best practices**, with progressive vesting now applying to all metrics, including TSR;
- **More balanced LTI shareholder performance measurement**, with a small proportion of absolute TSR complementing the relative TSR metric already in place;
- **Stronger focus on sustainability**, with the LTI having two CSR-related targets, both based on internal, quantitative metrics, now weighted 20%; and
- **Succession planning facilitated**, with the introduction of a compensation for loss of office and a non-compete policy.

More details are available in the following remuneration report.

We believe that these proposed changes to our remuneration policy, in combination with those approved in 2021, are further aligned to international best practices and allow for effective and sustainable alignment of our executives' interests with those of our shareholders, our communities and the environment Unibail-Rodamco-Westfield operates in.

Following these two years of review, the remuneration policy submitted for your approval is now stabilized and should not undergo any significant changes until the end of the MB's term of office. However, in the context of the implementation of the Group's recovery strategy, one-off and temporary adjustments may be made and submitted to the vote of the shareholders, in order to allow the remuneration policy to take account of significant structural progress or achievements by the MB in the most appropriate and relevant manner.

Nominations and remuneration decisions in 2021

As already announced in the last Universal Registration Document, the new MB was formed in January 2021, with the nomination of Jean-Marie Tritant, CEO, Olivier Bossard, CIO, Fabrice Mouchel, CFO and Astrid Panosyan, CRO. In July 2021, Caroline Puechoultres was hired and appointed as Chief Customer Officer.

More recently, Sylvain Montcouquiol, formerly Group Director of Human Resources and Organisation, was unanimously recommended by the GNRC in the position of Chief Resources and Sustainability Officer (CRSO) as of January 1, 2022, as Astrid Panosyan, our Chief Resources Officer, had decided to step down from the Management Board as of December 31 for personal reasons.

In determining the appropriate remuneration level for the newly appointed MB members, the GNRC took account of our current remuneration policy, the market practice for executive directors in our reference index CAC40, as well as in large international real estate companies, and the general moderation applied to our executive remuneration. For these reasons, the GNRC decided to apply a two-stepped approach, with a temporarily lower fixed income until December 2022.

In replacement of Sylvain Montcouquiol, Christi Karandikar was nominated Group People Officer, member of the Executive Committee of the Group, thereby preserving the overall gender balance within the Executive Committee at URW.

In March 2021, our Management Board and Executive Committee signed the *Be You at URW* Charter demonstrating a shared commitment and accountability to increasing diversity, inclusion, and equality within our Group. This charter, which includes a commitment to have 40% or more of our leadership positions occupied by women by 2025, is a concrete call to action that will be translated globally and locally into a specific and detailed roadmap for the organization. In 2021, the overall proportion of females in the URW Leadership team (the top c.150 senior managers) increased from 32% to 34%, and this proportion will become a performance metric for the Long-Term Incentive plan from 2022 onwards, in addition to the specific gender diversity objective already included in the Short-Term Incentive.

Assessment of the 2021 performance

2021 was the second year deeply influenced by the global pandemic. Early 2021, the level of uncertainty about the timing of the reopening of our shopping centres remained exceptionally high and prevented the Management Board to provide an AREPS guidance to shareholders. The Supervisory Board therefore approved the internal targets proposed by the Management Board for AREPS, as well as Net Debt reduction, Rent Collection, Gross Administrative charges, Diversity and Greenhouse gas reduction. To review the level of demand, these targets were later adjusted upwards when visibility about shopping centre reopenings improved. The adjusted targets are fully disclosed in this document.

In an extremely challenging context, the Management Board demonstrated outstanding resilience and dedication in motivating staff, supporting our clients, fighting the crisis and preparing for recovery. The latter started during the second half of 2021, resulting in a strong Group operational performance, giving us great confidence for 2022.

Confident on the positive long-term outlook for the Group, the Management Board informed the SB of their decision to invest very shortly at least 10% of their net Short-Term Incentive in URW shares to reassert their level of commitment. This decision was well received by the GNRC and Supervisory Board.

Long-Term Incentive grants in 2021 and proposed approach for 2022 and onwards

The 2021 grant was made under the 2021 General Meeting authorization which was designed based on the current remuneration policy, with the target LTI value range being 70%-90% of Fixed Income. In the context of uncertainty and ongoing economic difficulties prevailing early 2021, the GNRC proposed that the Management Board members' grants remain at the entry level of the range, at 70% of Fixed Income.

Reflecting Supervisory Board and management commitment to long-term value creation in line with shareholders's preference, the new LTI policy submitted to shareholders' vote allows for regular grants of 100% to 150% of Fixed Income to Management Board members, with a target at 125%.

On March 3, 2022, the Supervisory Board authorised the 2022 LTI grant. The grant size was determined within the above-stated range, at 115% of the Fixed Income. The performance of this plan will be assessed according to the 2022 remuneration policy submitted for approval at the 2022 Annual General Meeting.

In the context of an increasingly competitive market for talents at middle to senior management levels, the GNRC is also proposing the introduction of a proportion of the share-based awards below Management Board and Executive Committee as Restricted Shares, which will help with the retention of our top talents and high potentials. The resolutions twenty-two and twenty-three on share-based plans will be adjusted to allow for these changes.

* * *

We look forward to receive your support on our proposed Remuneration Policy, as well as on the ex-post votes on remuneration at the 2022 General Meeting. The GNRC is committed to ongoing shareholder dialogue, and I personally remain available to engage with shareholders who would want to do so.

Yours sincerely,

Roderick Munsters
Chairman of the Governance, Nomination and Remuneration Committee

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3.3.1 REMUNERATION POLICY

3.3.1.1 MANAGEMENT BOARD REMUNERATION POLICY

The following remuneration policy applicable to the Management Board ("MB") members as from 2022 will be submitted for shareholder approval (resolutions n° 12 and n° 13). The Remuneration Policy will be applicable as from January 1 of the year of the shareholder approval.

GOVERNANCE AND DECISION-MAKING PROCESS

The remuneration of the Management Board members is determined by the Supervisory Board ("SB"), upon recommendation of the Governance, Nomination & Remuneration Committee ("GNRC"), and in accordance with the Afep-Medef Code as revised in January 2020.

The Supervisory Board designs the Group remuneration policy in line with best-in-class market practice and shareholder interests.

This policy ensures the alignment of the Management Board with shareholders and with Group strategy by:

- Creating a direct and explicit link between Group performance and each Management Board Member's remuneration;
- Ensuring a balanced approach between short- and medium-/long-term performance; and
- Targeting competitive remuneration levels.

Our decision-making process is driven by the GNRC which ensures transparency and independence:

STEP 1 January – February	STEP 2 February – March	STEP 3 March	STEP 4 March – April	STEP 5 May	STEP 6 June – December
REMUNERATION BENCHMARK	GNRC MAKES RECOMMENDATIONS TO SB	SB DECIDES	FULL DISCLOSURE IN THE REGISTRATION DOCUMENT AND ON WEBSITE	GM APPROVAL OF REMUNERATION POLICY AND PREVIOUS YEAR POLICY IMPLEMENTATION	GNRC CONSULTS SHAREHOLDERS

The remuneration policy of Management Board members relies on:

FIVE OBJECTIVES

ATTRACT	MOTIVATE	RETAIN	REWARD	ALIGN
Attract high potential candidates to boost the management team	Motivate to deliver on challenging short and long-term objectives	Retain to maintain a highly experienced and collaborative Management Board	Reward to achieve individual and collective objectives, and to make decisions that contribute to the Group's value creation and long-term success	Align the Management Board members' interests with those of shareholders and stakeholders

FIVE GUIDING PRINCIPLES

BEST REMUNERATION GOVERNANCE STANDARDS	BALANCED COMPREHENSIVE REMUNERATION ASSESSMENT	PAY FOR SUSTAINABLE PERFORMANCE	TRANSPARENCY	INDEPENDENT EXTERNAL BENCHMARKING
The Supervisory Board and GNRC commit to the highest standards of remuneration governance, and constantly strive to take account of the latest recommendations from national and international authorities as well as voting policies of shareholders and proxy advisors	Management Board members have each component of their remuneration reviewed individually and collectively	Individual and Company performance-related remuneration is the corner stone of the Remuneration Policy. It ensures the alignment of Management Board members' interests with the long-term value creation objectives of the Group and its stakeholders	The Supervisory Board conducts significant outreach and engagement with shareholders and proxy advisors with respect to the remuneration policy. Continued efforts are made to explain and get feedback	A comparative analysis is conducted at the start of every mandate (or whenever a specific review is needed) with the support of an external independent advisor, taking into account remuneration practices in companies relevant to the size and geographical scope of the Group

In particular, the rules below are strictly enforced by the Supervisory Board:

Included

- ✓ Reasonable and balanced remuneration based on benchmarks provided by an external independent advisor
- ✓ Cap on Short-Term Incentives ("STI")
- ✓ Cap on overall Long-Term Incentives ("LTI") allocation
- ✓ three year vesting for Performance Shares
- ✓ three year vesting for Performance Stock Options
- ✓ Stringent performance conditions over a 3-year performance period
- ✓ CSR-related performance measures in STI and LTI
- ✓ Obligation to retain shares
- ✓ Clawback & Malus provisions

Excluded

- × No welcome bonus
- × No exceptional remuneration
- × No Service Agreement
- × No additional defined benefit pension ("*retraite chapeau*")
- × No intra-Group Board fees
- × No employment contract[(1)]
- × No discount on Performance Stock Options subscription price
- × No profit-sharing scheme
- × No reward for underperformance

(1) The CEO and CFO have no employment contract. This rule will apply to any future Management Board member after approval of this policy at the General Meeting 2022. Existing Management Board members with suspended employment at the General Meeting 2022 date and future new Management Board members who were URW employees before their nomination will have the opportunity to elect for the newly introduced MB severance policy, respectively, after the General Meeting 2022 and at their nomination. In both situations, this would involve the termination of their employment contract with no indemnity. New Management Board members who were not employed by URW before their nomination will have no election right and will be immediately subject to the MB severance policy.

SUMMARY OF MAIN REMUNERATION FEATURES FOR 2022

The table below summarises the MB remuneration policy applicable in 2022, subject to General Meeting approval.

As announced early 2020, the GNRC undertook a complete review of the MB remuneration policy in 2021, with a view to submit a new policy to shareholder votes at the 2022 General Meeting.

The changes in Group governance early 2021 required immediate adjustments to define the remuneration structure of the new MB members. In the context of the ongoing COVID-19 sanitary crisis and related economic uncertainty, the remuneration of the new MB members was reduced compared to their predecessors, with a lower Fixed Income (e.g. 20% reduction for the CEO), and a lower Short-Term Incentive opportunity (e.g. maximum 150% vs. 200% for the CEO). Whilst the Long-Term Incentive opportunity was identified as underweighted and undercompetitive, it was decided that for 2021, the grant size would remain at the bottom of the target range (70% of FI).

During the course of 2021, the remuneration policy review was completed. The resulting proposed remuneration policy aims at:

- Improving clarity, with the introduction of a target STI, set at 120% of FI (80% of the maximum opportunity);
- Re-balancing short-term and long-term incentives, with a LTI opportunity now ranging 100% to 150% of Fixed Income (target at 125%);
- A more stringent LTI performance condition, with progressive vesting introduced for all metrics, including relative TSR;
- A more balanced measurement of shareholder performance, with: (i) a mix of relative and absolute TSR in the LTI performance condition and (ii) an up-weighting of CSR requirements with the introduction of two internal metrics in line with our CSR programme Better Places 2030;
- Protecting the Company's interests with pre-defined termination conditions; and
- Reducing the total remuneration package vs. the 2020 policy.

The resulting proposed remuneration policy is summarised below. Changes introduced in 2022 are highlighted.

Elements	Purpose and link to strategy	Operation	CEO	CFO	CIO	CCO	CRSO
Fixed Income ("FI")	Attract high-calibre experienced individuals with a competitive remuneration level that reflects the scope, complexity and dynamics of the business.	Set at the start of each 4-year mandate.	€1,000,000	€750,000	€650,000	€650,000[(1)]	€500,000[(2)]
Short-Term Incentive ("STI")	Drive short-term strategy and reward achievement of annual financial and operational objectives.	5 components: • Adjusted Recurring Earnings Per Share ("AREPS"); • Other financial objectives to be determined each year depending on strategic priorities; • Corporate Social Responsibility; • Diversity & Inclusion; • Individual objectives.	Maximum opportunity 150% of FI Target opportunity 120% of FI				
Long-Term Incentive ("LTI")	Retain and align with the medium-/long-term value creation objectives of the Group and its shareholders.	**KPIs** 80% Financial: 35% Relative TSR; 10% Absolute TSR; 35% AREPS 20% CSR: 10% Gender parity; 10% GHG reduction	• Grant size range : 100% to 150% of FI (IFRS value); • Grant target: 125% of FI (IFRS value); • 3-year performance period; • 3-year vesting period.				
Shareholding requirement	Further align the MB with shareholder interests.	Retain 30% of gains (net of tax) of Stock Options exercised and 30% of Performance Shares vested until target % of FI is held.	300% of FI	200% of FI			
Supplementary Contribution Scheme	Enable long-term savings.	Annual contribution paid into a savings account.	€90,000 +10% of (FI+STI)	€45,000 +10% of (FI+STI)			
Severance[(3)]	Protecting Company interests with predefined termination conditions, including a discretionary non-compete provision.	Compensation for loss of office in the event of forced departure, subject to a performance condition, with the ability for the Supervisory Board to require a non-compete period for up to 12 months.	Global cap at 24 months of FI + STI applicable to severance and non-compete indemnities				
Other benefits	Provide perquisites, health and financial protection.	Health and life insurance, unemployment insurance, company car, international assignment extra-compensation (if needed) and company savings plan (no top-up contribution).					
Clawback/ Malus	Enforce the URW Code of Ethics.	To the extent permitted by applicable law, in the event of gross misconduct or fraud causing a material adverse impact to the Group, in particular resulting in a financial restatement, the Supervisory Board reserves the right to reduce or cancel unvested LTI or STI amounts (malus), seek reimbursement of paid STI or vested LTI, or obtain damages (clawback).					

(1) The Fixed Income of Ms. Puechoultres was set at €650,000. It has been temporarily set at €550,000 until December 31, 2022.
(2) The Fixed Income of Mr. Montcouquiol was set at €500,000. It has been temporarily set at €400,000 until December 31, 2022.
(3) Not applicable to the Management Board members who have a suspended employment contract at the moment of loss of office. Existing Management Board members with suspended employment at the General Meeting 2022 date and future new Management Board members who were URW employees before their nomination will have the opportunity to elect for the newly introduced MB severance policy, respectively, after the General Meeting 2022 and at their nomination. In both situations, this would involve the termination of their employment contract with no indemnity. New Management Board members who were not employed by URW before their nomination will have no election right and will be immediately subject to the MB severance policy.

FIXED INCOME

The Fixed Icome is determined at the start of each mandate, and, in line with the recommendations of the Afep-Medef Code, shall remain unchanged during a Management Board member's mandate. By exception, increases during a mandate may occur as a result of an enlarged scope of responsibilities, significant changes in the Group and/or the market or when set at nomination for new Management Board members.

The Fixed Income is determined taking into consideration:
(i) The level and complexity of the role;
(ii) The profile, experience and career within the Group or elsewhere; and
(iii) The comparative remuneration analyses for similar functions and responsibilities based on external benchmarks.

To set the remuneration at the right level, the Supervisory Board and the GNRC seek guidance from an external independent advisor to benchmark remuneration practices and apply the best governance standards. URW's ability to attract, motivate and retain world-class talent through competitive remuneration levels is key to ensure strong Group performance.

Given the unique features of the Group among CAC40 and European real estate companies and its geographical scope, including the US and the UK markets, the benchmarking approach is based on the following peer groups (see list in the Glossary for further information):
- France General Industry (CAC40);
- Selected European and UK Real Estate; and
- Selected US Real Estate (for information and qualitative benchmarking only).

In the event of the appointment of a new MB member, the FI shall be set according to the same benchmarks and principles. The Fixed Income of Management Board members for 2022 has been set as follows:

Function	Name	Fixed Income
Chief Executive Officer	Jean-Marie Tritant	**€1,000,000**
Chief Investment Officer	Oliver Bossard	**€650,000**
Chief Resources & Sustainability Officer	Sylvain Montcouquiol	**€500,000**
Chief Finance Officer	Fabrice Mouchel	**€750,000**
Chief Customer Officer	Caroline Puechoultres	**€650,000**

In a two-stepped approach, the Fixed Income of the CRSO and of the CCO were temporarily set at €400,000 and €550,000, respectively, until December 31, 2022.

SHORT-TERM INCENTIVES ("STI")

The payment of the STI of MB members is subject to prior approval by the GM (ex post vote).

STRUCTURE AND PERFORMANCE MEASURES

The structure of the STI is the same for all Management Board members, and broadly unchanged from the previous policy. In 2022, it is clarified with the introduction of a target STI opportunity, set at 120% of FI (i.e. 80% of the maximum).

The table below summarises the approach which will be taken by the GNRC, then the Supervisory Board, to assess the 2022 performance of Management Board members. The GNRC and Supervisory Board will take account of results delivered vs. guidance, budgets and plans according to agreed payout formulae. The Supervisory Board, upon recommendation of the GNRC, may use its discretion in determining or adjusting the STI payout if unforeseeable circumstances had significant effects on the level of achievement of one or more performance criteria, outside management control, or if the payout formula of a KPI is no longer applicable.

This provision will allow the Supervisory Board, upon recommendation of the GNRC, to ensure the alignment between the implementation of the remuneration policy and the performance of the Management Board member and the Group. Any exercise of discretion by the Supervisory Board shall be disclosed in the Universal Registration Document and on the Group website, explained and justified with regards, amongst other considerations, to alignment with shareholders' interests, and would remain subject to a binding shareholder vote at the following General Meeting.

In 2021, due to the impact of the COVID-19, the AREPS component weight was decreased from 50% to 20% to focus the short-term performance measure on crisis management. In 2022, the AREPS will be increased to 35% as the crisis management measures remains a key priority for the Group.

		Weighting of performance measures applicable to all MB members (% of maximum STI)	
Performance measure	Description	Regular weighting	2022 weighting
AREPS	Payment linked to the achievement in AREPS vs. the guidance provided to shareholders. 100% achievement (stretch target) is met when AREPS for the year reaches the top of the Group's yearly guidance.	50%	**35%**
Financial Priorities	Selected financial performance measures, reflecting priorities for the year. The financial objectives for 2022 are: • Net debt reduction, weighted 15%; • Gross admin cost reduction, weighted 10%; and • Rent collection, weighted 10%.	20%	**35%**
Corporate Social Responsibility/Diversity & Inclusion	One or two metrics related to our Better Places 2030 goals. For 2022, the selected goals are: • Reduction in greenhouse gas emissions, weighted 5%; • Proportion of women among employees hired or promoted to executive positions, weighted 5%.	10%	**10%**
Individual	Four individual objectives, specific to each Management Board member	20%	**20%**

Targets are commercially sensitive and are therefore disclosed retrospectively.

LONG-TERM INCENTIVE ("LTI")

The Supervisory Board considers that long-term remuneration in the form of Performance Shares ("PS") and Performance Stock Options ("SO") is particularly appropriate as these instruments align the Management Board members' interests with those of shareholders. The Supervisory Board defines the proportion of SO and PS granted. The LTI plan is a key component of the Group remuneration policy and an effective incentive and retention tool. The number of participants was 488 in 2021 (i.e. c. 17% of total staff).

The vesting is calculated according to the plan rules described below. However, the Supervisory Board, upon recommendation of the GNRC, may use its discretion in adjusting downwards the LTI grants and determining or adjusting LTI targets or vesting if unforeseeable circumstances had significant effects on the level of achievement of one or more performance criteria, outside management control. This provision will allow the Supervisory Board to ensure the alignment between the implementation of the remuneration policy and the performance of the Group. Any exercise of discretion by the Supervisory Board shall be disclosed in the Universal Registration Document and on the Group website, explained and justified with regards, amongst other considerations, to alignment with shareholders' interests.

Principles

Each year, the Supervisory Board, upon recommendation of the GNRC, determines the LTI envelope taking various factors into account, including (i) the Group's general financial performance, (ii) the overall performance of Management Board members, (iii) their other remuneration components and (iv) the amount of LTI granted the previous year. PS and SO are both subject to presence and performance conditions with a three-year vesting period. In addition, Management Board members have a retention obligation in Stapled Shares.

In 2022, after an in-depth review and extensive shareholder consultation, the LTI design evolves for further stakeholder alignment.

The Group aims at granting the regular Long-Term Incentive plan each year shortly after the publication of the Full-Year results, in line with AMF and AFEP-Medef recommendations.

The 2022 LTI plan was granted on March 8, 2022. Each MB member received a grant of 115% of FI[1].

Element		Description		Comments
Value		Grant size range: 100% to 150% of FI (IFRS value) Target grant size: 125% of FI		The maximum grant opportunity is reduced from 180% to 150% of Fixed Income. To provide better short-/long-term balance to the MB incentive package, the target LTI grant size is set at 125% of Fixed Income, with a 100%-150% range.
Performance period		3 years		Performance-vesting is assessed once at the end of the 3-year performance period, both for SO and PS.
Vesting period		3 years		The Management Board member's presence is required[2] at the time of vesting for PS and at exercise for SO. Exception are allowed in the event of retirement, death or disability.
Exercise period (SO only)		5 years		Options are exercisable between the 3rd and the 8th anniversary of the grant, subject to performance conditions.
Performance condition	Financial	35% TSR vs. peer group 10% TSR vs. growth targets 35% AREPS vs. guidance	All performance conditions achievements calculated with a progressive vesting formula	Performance conditions redesigned in line with best practices observed in the CAC40 to include absolute TSR performance (vs. growth target) in the mix, decrease weight of AREPS, up-weight CSR component (10% to 20%) with two key internal, quantitative metrics, externally audited.See further details in the table below.
	CSR	10% Executive gender parity 10% Greenhouse gas reduction		
Share retention obligation		30% of vested Performance Shares 30% of net gain on Stock Options at exercise		Retention obligation applies up to a Stapled Share ownership equivalent to 300% of Fixed Income for the CEO and 200% for other MB members, until the end of their last mandate as Management Board member. See further details below.
Additional notes		No discount on SO exercise price		

(1) On March 8, 2022, the Management Board Members received the following grants: Jean-Marie Tritant: 46,510 PS and 70,000 SO; Olivier Bossard: 30,232 PS and 45,500 SO; Sylvain Montcouquiol: 18,604 PS and 28,000 SO; Fabrice Mouchel: 34,883 PS and 52,500 SO; Caroline Puechoultres: 25,581 PS and 38,500 SO.
(2) In the event that the presence condition is not met due to Forced Departure (as described in the 'Indemnity for Loss of Office' section below), upon decision of the Supervisory Board, the presence condition can be partially waived on a time-prorata basis to the vesting period.

PERFORMANCE CONDITIONS APPLICABLE TO PS AND SO IN 2022

Key Performance Indicators		Weight	Threshold (30% vesting, 0% vesting below)	Between Threshold and Stretch (30%-100% vesting[1])	Stretch (100% vesting)
TSR vs. Peer group	URW stapled share Total Shareholder Return (share price growth, dividends reinvested) outperformance vs. TSR of a 25-company international real estate peer group (see details in Glossary)	35%	At index	Between index and index + 300bps	Index +300bps or above
TSR vs. 3-year objectives	URW Stapled Share 3-year TSR vs. pre-determined growth objectives	10%	20%	Between 20% and 30%	30% or above
AREPS	3-year compounded Adjusted Recurring Earnings per Share vs. 3-year compounded guidance range	35%	Bottom of compounded guidance	Between bottom and top of compounded guidance	Top of compounded guidance or above
Executive Gender Parity improvement	Proportion of females in the executive population as of December 31, 2024 (Country/Regional Management Teams, plus any other role with an executive URW job level)	10%	34%	Between 34% and 38%	38% or above
Greenhouse gas emissions reduction	Greenhouse gas emissions in 2024 measured in tonnes of CO_2 equivalent (Scope 1 and 2). Targets set in line with our Better Places 2030 programme	10%	68,127 tCO_2e	Between 68,127 tCO_2e and 66,505 tCO_2e	66,505 tCO_2e or less

(1) Vesting calculated on a straight-line basis between Threshold and Stretch.

STAPLED SHARE RETENTION AND INVESTMENT OBLIGATIONS

To align the interests of Management Board members with shareholders and pursuant to a Supervisory Board decision (in line with the Afep-Medef Code), Management Board members must meet retention and investment requirements in Stapled Shares. The Stapled Shares ownership requirement is 300% of the gross annual Fixed Income for the CEO and 200% for other Management Board members. Until that requirement is met, when LTIs are delivered, Management Board members must retain shares: at least 30% of their PS vested and 30% of their net gain on SO at exercise. Management Board members are prohibited from using hedging instruments to cover the risk on Stapled Shares owned as a result of receiving PS or of exercising SO.

SUPPLEMENTARY CONTRIBUTION SCHEME ("SCS")

The SCS consists of an annual contribution paid into a blocked savings account available to Management Board members at the earliest at the end of their last mandate.

Position	Fixed amount	Variable amount
CEO	**€90,000**	10% of the total cash remuneration earned each year (i.e. Fixed Income for year N plus STI for year N-1)
Other Management Board members	**€45,000**	

OTHER BENEFITS

The Management Board members benefit from:

- Health and life insurance;
- An unemployment insurance (GSC type);
- An expatriate health insurance and an International Assignment Extra-Compensation, where applicable;
- The company savings plan (without the benefit of the top-up contribution offered to employee participants); and
- A company car (hybrid or electric vehicles only).

INDEMNITY IN THE EVENT OF LOSS OF OFFICE

The CEO and other Management Board members are eligible for an indemnity for loss of office, capped at a maximum of 24 times the Monthly Reference Compensation, and subject to a performance condition.

Eligibility

The indemnity for loss of office is available only in the event of forced departure. For the avoidance of doubt, forced departure strictly excludes resignation at the initiative of the Management Board member, retirement or termination beyond the legal retirement age, non-renewal of mandate at the end of the term, and termination for gross or wilful misconduct.

Performance condition

The payment of the indemnity will be subject to the Short-Term Incentive paid to the Management Board member being at least on average equal to a threshold performance of 75% of the target STI in the last three financial years available. For Management Board members with less than three STI payouts, the threshold performance level will be 50% (and the maximum indemnity reduced – see below). In absence of fulfillment of this performance condition, no amount would be due in respect of the loss of office.

Reference Compensation and maximum indemnity

For the purpose of defining the maximum indemnity, the Monthly Reference Compensation is defined as the sum of: (i) the monthly Fixed Income, as Management Board member at the date on which his/her functions cease, and (ii) the average Short-Term Incentive received or receivable in respect of his/her last two full financial years in office divided by 12.

The maximum indemnity is set at 24 times the Monthly Reference Compensation, and at 18 times for executives with less than three years of tenure at the MB.

Definition of the amount of the indemnity

Within this limit, the Supervisory Board would decide the appropriate proportion of the maximum indemnity payable, considering various factors, such as, but not limited to, the circumstances around the end of mandate, the Management Board member's tenure in the Group (as an employee and as a Management Board member) and the Management Board member's proximity to retirement age. The Supervisory Board shall disclose, explain and justify its decision in respect of the used criteria and circumstances.

Exclusion for Management Board members with suspended employment contract

Management Board members having a suspended employment contract are not eligible for the above indemnity.

NON-COMPETE AGREEMENT AND INDEMNITY

To protect the interests of the Company, all Management Board members are subject to a non-compete undertaking for up to 12 months after the termination of the work relationship. During the non-compete period, the departing Management Board member would receive a monthly indemnity up to one time the Monthly Reference Compensation, as defined above.

The scope of non-compete agreement is determined by the Supervisory Board at the departure of the Management Board member. The Supervisory Board shall disclose, explain and justify its decision in respect of the used criteria and circumstances.

Upon termination of any Management Board member, the Supervisory Board can decide, in its entire discretion, to waive this non-compete undertaking. For the avoidance of doubt, non-compete undertakings are excluded in the event of retirement, and in any event, beyond legal retirement age.

In any event, the combined indemnities for loss of office and non-compete cannot exceed to 24 times the Monthly Reference Compensation.

CLAWBACK/MALUS

To align the Group's policies with the highest standards of corporate governance, its Code of Ethics reserves the right of action (including reimbursement or damages) with respect to Management Board members to the extent permitted by applicable law, in the event of gross misconduct or fraud causing a material adverse impact to the Group, in particular, resulting in a financial restatement.

Additionally, in such situation, the Supervisory Board, upon recommendation of the GNRC, would assess the relevant Management Board member's performance and take appropriate action on the annual STI payment and on the LTI, including cancelling all rights to any unvested SO and PS for such MB Member (malus).

3.3.1.2 SUPERVISORY BOARD REMUNERATION POLICY

The following remuneration policy applicable to the Supervisory Board members will be submitted to the approval of the shareholders (resolution n°14). The 2022 remuneration policy described below will take effect subject to shareholder approval. The 2021 remuneration policy approved at the 2021 General Meeting remains applicable until then.

GOVERNANCE AND DECISION-MAKING PROCESS

The annual remuneration of the Supervisory Board members is intended to attract and retain high-calibre individuals with the right degree of expertise and experience. The Supervisory Board remuneration policy is determined by the Supervisory Board, upon recommendation of the GNRC and, for the Supervisory Board Chair's remuneration, in his absence. The annual remuneration policy for Supervisory Board members is designed to only be reviewed, under GNRC supervision, at long intervals. It may be reviewed in the event of significant changes in the Group or the market.

The proposed 2022 policy is unchanged from 2021 and the GNRC believes it keeps ensuring a reasonable remuneration while attracting and maintaining diverse and international members. It was originally designed on the basis of a remuneration benchmarking, conducted by an independent advisor. This analysis compared the remuneration of directors and Chairs in the home countries of the Supervisory Board members as well as in countries where they have extensive experience (France, the Netherlands, Germany, the UK).

While attendance is mandatory for the Supervisory Board Chair, Supervisory Board member attendance is also essential to the proper functioning of the Supervisory Board and its Committees. Accordingly, a significant portion (67%) of the annual remuneration received by the other Supervisory Board Members is based on attendance at both Supervisory Board and Committee Meetings. Furthermore, a "Physical Presence Rule" applies to this variable portion. Attendance by video conference should not occur for more than 40% of scheduled meetings. The Supervisory Board members will not be paid the attendance-based portion for those meetings attended by video conference above this threshold. Due to the COVID-19 pandemic and the related restrictions on travel and physical gatherings, the physical presence rule was temporarily relaxed from March 1, 2020. The restrictions on international travel and physical meetings being now lifted with regards to the public health requirements, the physical presence rule has been reinstalled.

To account for the time spent on international travel, all Supervisory Board members also receive an out-of-country indemnity for time spent on their duties as Supervisory Board members outside their country of residence. Due to the travel restrictions and confinement measures that were implemented from March 2020, many Supervisory Board meetings in 2021 took place via video conference, without any corresponding out-of-country indemnities.

To ensure a high standard of supervision and monitoring of the Group strategy as well as to avoid any potential conflict of interest, the Supervisory Board members are prohibited from receiving any remuneration related to Group performance. To promote alignment between Supervisory Board members and shareholder interests, all Supervisory Board members are required to hold, within two years of appointment, a number of Stapled Shares at least equal to one year of compensation as defined by the Supervisory Board remuneration policy (i.e. excluding compensation related to committees and any other additional compensation). This obligation is assessed based on the acquisition cost of the Stapled Shares.

The overall Supervisory Board remuneration envelope and Supervisory Board remuneration structure remain unchanged for 2022. The Supervisory Board Chairman and other Supervisory Board member remuneration remains lower than their median respective benchmark in most European countries and in the US.

Since being approved at the 2021 General Meeting, the Supervisory Board remuneration envelope remains unchanged at €1.4 Mn, including the Supervisory Board Chairman remuneration set at €225k.

Compensation		Fixed compensation	Variable compensation	Total
Supervisory Board	Chairman	€225,000[(1)]		€225,000
	Member	€25,000	up to €50,000	up to €75,000
Additional Compensation				
Supervisory Board Vice-Chair		€18,000		€18,000
Committees	Chair	€20,000		€20,000
	Member	€6,000	up to €12,000	up to €18,000
Out-of-Country indemnity	Intra-continental			€1,500 per event
	Intercontinental			€6,000 per event
Ad hoc meetings and additional special tasks	In-person meeting			€1,500 per meeting
	Video conference			€1,000 per VC
Share ownership requirement				
All Supervisory Board members				100% of compensation[(2)]

(1) Upon his own request, the total compensation to be paid to Mr Bressler as Supervisory Board Chairman (including any committee, ad-hoc compensation and out-of-country indemnities), shall be one symbolic euro per year.
(2) Supervisory Board members are required to reach this required ownership within two years of their appointment.

3.3.2 CORPORATE OFFICERS REMUNERATION REPORT

This report on the remuneration of the corporate officers will be submitted to the General Meeting to be held on May 11, 2022 (resolution n°11). The payment of remuneration to the Supervisory Board Members in 2022 is subject to this resolution being approved.

This report also provides all details on resolutions 5 to 10 to be submitted for separate approval. The payment of the STI for 2021 of Jean-Marie Tritant and the other Management Board members is subject, respectively, to resolutions 5 to 9 being approved.

This remuneration report consists of two sections:

- The information to be disclosed pursuant to article L. 22-10-9 of the French Commercial Code (when not included in the 2021 Say-on-Pay); and
- The 2021 remuneration of the MB and Supervisory Board members resulting from the strict implementation of the approved remuneration policy; these remunerations will be subject to a specific binding vote at the 2022 General Meeting.

The GNRC focuses on aligning pay with performance, while ensuring that the Group continues to attract and retain the talent key to delivering its strategy. Its primary aim is to reward sustainable performance aligned with shareholder interests.

In line with the current remuneration policy approved by the shareholders at the 2021 General Meeting, the GNRC considered the Management Board members' performance against the financial and strategic non-financial performance measures which had been set to reflect the Group's priorities for 2021. Separately, performance against each Management Board member's personal objectives was assessed on an individual basis. The GNRC determined the outcomes of the 2021 STI and the value of the LTI awards, ensuring that they are appropriately balanced.

The GNRC reviewed the updated Afep-Medef Code and confirms that the Group's remuneration policy complies with its recommendations.

In line with French regulations, this remuneration report will be submitted to the 2022 General Meeting for shareholder approval[1].

(1) Further details can be found in the 2022 General Meeting notice.

3.3.2.1 INFORMATION TO BE DISCLOSED PURSUANT TO ARTICLE L. 22-10-9 OF THE FRENCH COMMERCIAL CODE

COMPLIANCE WITH THE REMUNERATION POLICY IN 2021

The implementation of the approved Remuneration Policy is monitored by the Supervisory Board with the assistance of the GNRC. In 2021, the remuneration policy was fully implemented with no deviation or exception, as summarised in the table below:

		CEO	CIO	CFO	CRO	CCO
Variable pay maxima respected	Maximum annual 2021 STI payout (% of Fixed Income)	150%				
	Actual annual 2021 STI payout (% of Fixed Income)	128%	128%	127%	127%	58%(1)
	LTI 2021 grant value (% of Fixed Income)	70%	70%	70%	70%	n.a(2)
Principles respected	Actual 2021 STI calculated according to KPIs presented at 2021 General Meeting	Yes				
	LTI vesting in 2021 calculated according to vesting formula	Yes				
	LTI 2021 performance criteria in line with approved Remuneration Policy	Yes				
	Fixed Income unchanged since start of each Management Board member's term	Yes				
	Supplementary Contribution Scheme 2021 paid according to defined formula	Yes				
	Benefits 2021 paid in line with benefit policies	Yes				
	No commitment to welcome payment or post-mandate payment taken	Yes				
	No exceptional remuneration	Yes				
	Management Board member shareholding requirement met	No(3)	Yes	No(3)	No(3)	No(3)

(1) The CCO joined the Group on July 15, 2021. Her STI was therefore prorated.
(2) The CCO did not receive any LTI grant in 2021 as she joined the Group after the regular grant date.
(3) Management Board members have Stapled Shares retention obligation until the shareholding requirement is met.

EXCEPTIONAL EVENTS

In accordance with article L. 22-10-9 of the French Commercial Code, the Supervisory Board confirms if one of the following events happened in 2021:

Application of Clawback/Malus	No
New Management Board member	Yes
Change in Management Board members' responsibilities	No
Anticipated revision of the Management Board member remuneration	No

In July 2021, Caroline Puechoultres was hired and appointed as Chief Customer Officer.

GENDER EQUITY AMONG THE SUPERVISORY BOARD

The composition of the Supervisory Board as of December 31, 2021, reflects the Group commitment to promote gender parity. Its 56% female/44% male ratio complies with the 40% requirement set by article L. 22-10-3 of the French Commercial Code. The provisions of the article L. 225-45 (2°) of the French Commercial Code have therefore not been applied. See also further details in Section 3.2.2.

SHAREHOLDER ENGAGEMENT

The Supervisory Board is committed to active shareholder engagement. Extensive and proactive consultation with shareholders on the remuneration policy has been a long-standing practice.

At the 2021 General Meeting, the ex-ante vote on the CEO remuneration policy was approved by 94.57% of shareholder votes (94.55% for the other Management Board members). As announced, the GNRC has engaged with shareholders to conduct an in-depth review resulting in a new remuneration policy proposed for approval at the 2022 General Meeting. The main changes are:

- STI/LTI rebalanced, with STI target at 120% of FI and LTI target at 125% (in a 100%-150% range);
- Strengthened LTI targets, with progressive vesting on all metrics, including TSR;
- More balanced LTI shareholder performance measurement, with a combination of relative and absolute TSR;
- Stronger focus on sustainability, with CSR-related targets for the LTI now weighted 20%; and
- Introduction of a compensation for loss of office and non-compete policy.

1. 2. 3. 4. 5. 6. 7. 8.

REMUNERATION RATIOS AND PERFORMANCE EVOLUTION

The table below sets out the five-year history of the ratio between the total remuneration paid or granted to each Management Board member and that of the remuneration of French employees.

Due to the very limited headcount of URW SE[1], calculations have been made over the like-for-like employees of the fully-owned entities having French employees within the URW Group, for a total of 432 employees on December 31, 2021, on a like-for-like basis[2].

This allows for a set of ratios statistically relevant and able to reflect the link between the Management Board members and the employees under their direct management.

These ratios are calculated based on the Afep-Medef recommended methodology[3].

		2017	2018	2019	2020	2021
CEO	Total remuneration paid or granted	€2,971,676	€4,166,209	€4,129,005	€4,077,112	**€2,230,778[4]**
	Multiple of average remuneration	35.6	41.1	39.5	38.9	**24.9**
	Multiple of median remuneration	47.9	63.7	60.2	59.5	**37.1**
CIO	Total remuneration paid or granted	n.a[5]	n.a[5]	n.a[5]	n.a[5]	**€1,113,290**
	Multiple of average remuneration	n.a[5]	n.a[5]	n.a[5]	n.a[5]	**11.7**
	Multiple of median remuneration	n.a[5]	n.a[5]	n.a[5]	n.a[5]	**17.4**
CFO	Total remuneration paid or granted	€1,559,670	€2,390,107	€2,312,156	€2,293,339	**€1,568,021[6]**
	Multiple of average remuneration	18.7	23.6	22.1	21.9	**16.5**
	Multiple of median remuneration	24.3	25.1	36.5	33.5	**24.5**
CRO	Total remuneration paid or granted	€1,024,181	€1,415,478	n.a[5]	n.a[5]	**€1,113,448**
	Multiple of average remuneration	12.3	13.9	n.a[5]	n.a[5]	**11.7**
	Multiple of median remuneration	16.5	21.6	n.a[5]	n.a[5]	**17.4**
CCO	Total remuneration paid or granted	n.a[5]	n.a[5]	n.a[5]	n.a[5]	**€556,557**
	Multiple of average remuneration	n.a[5]	n.a[5]	n.a[5]	n.a[5]	**5.8**
	Multiple of median remuneration	n.a[5]	n.a[5]	n.a[5]	n.a[5]	**8.7**
Company remuneration	Average	€83,578	€101,481	€104,409	€104,867	**€95,151**
	Median	€62,078	€65,431	€68,534	€68,484	**€63,980**
URW performance in million EUR	Net Rental Income	€1,582.6	€2,161.0	€2,491.2	€1,790.2	**€1,724.2**
	Adjusted Recurring Earnings	€1,202.1	€1,581.6	€1,711.6	€1,008.5	**€957.2**

The ratios are significantly reducing in 2021 for the following reasons:

- The Short-Term Incentive taken into account is the one related to 2020 performance which is highly impacted by the COVID-19 pandemic;
- Except for the CEO and CFO, the new Management Board members were functions created or re-established in 2021 and therefore had no Short-Time Incentive paid in this respect during the year. The CCO joined the group after the 2021 LTI grant and then no LTI value is taken into account for Ms. Puechoultres in 2021.

The URW 2021 performance figures reflect the impact of the COVID-19 crisis in 2021, mainly concentrated on the first semester. It is expected to progress in 2022 in line with the second semester of 2021.

(1) The pay ratios above are calculated based on the compensation paid and granted in 2021. The compensation items taken into account for the Management Board members are the Fixed Income paid in 2021, the Short-Term Incentive related to 2020 performance and paid in 2021, the Long-Term Incentive granted in 2021 and the various benefits in kind received in 2021 and disclosed in the Say-On-Pay tables (e.g. company car). In accordance with the Afep-Medef recommendation, the Supplementary Compensation Scheme duly disclosed in the Say-On-Pay tables is not taken into account for the calculation of the pay ratios above as it represents a post-mandate benefit. The Long-Term Incentives granted in 2021 (Stock-Options and Performance Shares) are valued based on the IFRS2 methodology.

(2) URW SE has less than 0.5% of all Group employees in France. The ratio obtained on this very limited scope is therefore not statistically relevant. When calculated strictly on URW SE, the ratios would have been for the years 2017 to 2021, respectively:
- For the CEO: 53.7, 70.9, 69.2, 67.4 and 34.5;
- For the CIO: n.a, n.a, n.a, n.a and 16.2;
- For the CFO: 28.2, 40.7, 38.7, 37.9 and 22.8;
- For the CRO: 18.5, 24.1, n.a, n.a and 16.2;
- For the CCO: n.a, n.a, n.a, n.a and 8.1.

Given the small size of the URW SE headcount, median and average ratios are the same.

(3) Total remuneration of all French fully-owned entities of URW Group (i.e. excludes 322 employees working for JVs). For comparability year after year, out of the 619 employees of fully-owned entities, excluded are 8 expatriates, 8 suspended contracts, 22 apprentices and 149 employees not 'like-for-like' (less than two years of service). A total of 432 French employees (as of December 31, 2021) were therefore included in this analysis. The inclusion of all URW employees internationally was considered but rejected to keep comparing remunerations on a like-for-like basis and to avoid exchange rate and changes in perimeter effects. The ratios would have been lower given the higher average compensations levels in several countries, including the UK and the US.

(4) Total remuneration paid or granted to the CEO in 2021 (i.e. including the STI paid to Mr. Cuvillier in 2021 as former CEO until December 31, 2020). The total remuneration actually paid or granted to Mr. Tritant amounts to €1,747,861. On this basis, the corresponding ratio to average and median remuneration would respectively be 18.4 and 27.3.

(5) There was no Management Board member with this function during this period therefore no pay ratio is calculated.

(6) Total remuneration paid or granted to the CFO in 2021 (i.e. including the STI paid to Mr. Tonckens in 2021 as former CFO until January 4, 2021). The total remuneration actually paid or granted to Mr. Mouchel amount to €1,191,396. On this basis, the corresponding ratio to average and median remuneration would respectively be 16.5 and 24.5.

3.3.2.2 CORPORATE OFFICERS REMUNERATION IN 2021

The following remuneration elements paid or granted in 2021 are submitted for approval to the shareholders through a binding vote.

3.3.2.2.1 MANAGEMENT BOARD REMUNERATION

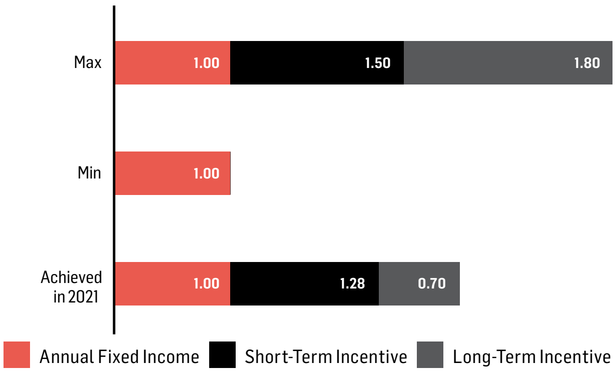
The following remuneration elements, paid during, or granted for 2021 to the CEO and the other Management Board members, are submitted for approval to the shareholders through a binding vote. These remuneration elements include those paid by URW SE and all its affiliates. The payment of the STI of the Management Board members will be conditioned to shareholder approval at the 2022 General Meeting (resolutions 5 to 9).

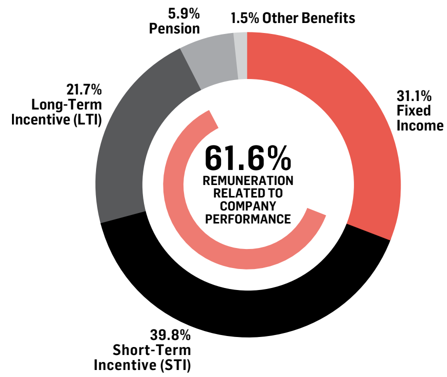
2021 PERFORMANCE OVERVIEW

A summary of the performance assessment of each quantitative STI component applicable to all Management Board members is presented in the table below:

Performance measure		Weighting	Description	Threshold (30% payout, zero below)	80% payout	Stretch (100% payout)	2021 Achieved	2021 Score	Comments
FINANCIAL	AREPS	20%	Adjusted Recurring Earnings per Share	€5.35	€6.67	€7.20	€6.91	89.03%	No guidance was provided early 2021 to shareholders. The GNRC and SB determined a STI performance range in March 2021, then increased the Stretch after visibility about shopping centres reopenings increased.
	Net debt reduction	30%	As reported (in proportionate) reduction EOY21 vs EOY20	€0.89 Bn	€1.39 Bn	€1.89 Bn	€1.57 Bn	87.20%	The Net Debt was budgeted to reduce by €1.39 Bn. The performance achieved is above target.
	Rent collection	10%	Rent collected vs invoiced (before discounts)	84.5%	86.6%	88.2%	85.6%	67.32%	The performance range was defined in conjunction with the activity rate (weighted proportion of centres opened during the year), which was 81.7% in 2021.
	Gross admin costs savings	10%	Savings in recurring costs vs. 2020	€10 Mn	€20 Mn	€30 Mn	€35.3 Mn	100.00%	Savings largely achieved, primarily due to restructuring further than budgeted and salary restrictions measures.
CSR	Diversity & Inclusion	5%	% of females in new entrants to URW executives (hires & promotions)	40%	54.3%	60%	56%	86.00%	9 women out of 16 (56%) new entrants joined the executive population (Country Management Teams and senior management at Corporate level, approximately the top 150 managers of the Group).
	Greenhouse gas equivalent emissions reduction	5%	GHG emissions on Scopes 1 and 2 reductions from 2015 baseline	45.9%	47.4%	48%	72%	80.00%	The GHG emissions reduced much more than planned in 2021, due to ongoing carbon reduction initiatives but also to centres being closed due to COVID-19 restrictions, outside management control. The GNRC therefore assessed the performance at 80% (target) instead of 100%.
	TOTAL	80%						86.25%	

MR JEAN-MARIE TRITANT, CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE MANAGEMENT BOARD





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2021	€1,000,000	The CEO's annual Fixed Income ("FI") of €1,000,000 is set for the whole duration of his mandate.
Short-Term Incentive paid in 2022 (subject to a binding shareholder vote) in respect of 2021	€1,282,470 (128% of FI)	The STI 2021 for the CEO has been assessed by the Supervisory Board, upon recommendation of the GNRC, and calculated on the basis of 150% of the Fixed Income presented above, i.e. a maximum payable of €1,500,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & CSR	80%	Please refer to the table above	86.25%	€1,034,970
Qualitative objectives				
New Group Strategy	20%	Recovery plan defined, mainly focused on operations and deleveraging, execution ongoing and well on track. Better Places 2030 ESG strategy refined in light of COP26.	82.50%	€247,500
Stakeholder Relations		Strong focus on shareholder engagement and building trust on new management and company vision. Significant improvement in Public Affairs allowing the monitoring of government decisions related to the health crisis affecting URW business.		
Organisation Design		New decentralized organisation in place, with optimised regional organisations, centres of excellence and more agile Corporate Centre. New CCO role created and set up of Digital, Brand and Media teams ongoing.		
Leadership		New Management Board and Executive Committee governance in place. Top URW leaders engaged and strong contributors to new URW strategy.		
TOTAL	**100%**		**85.50%**	**€1,282,470**

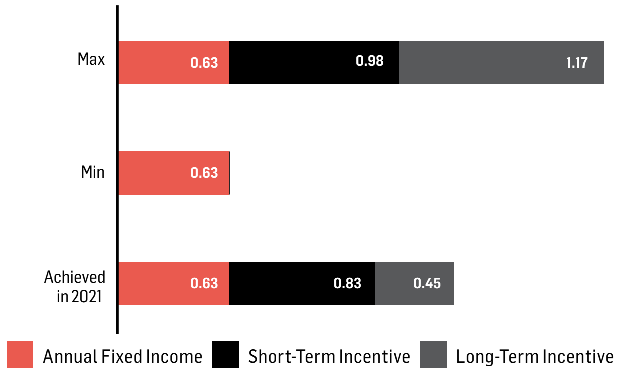
No STI history is available, as Mr. Tritant was appointed MB Chairman on January 1, 2021.

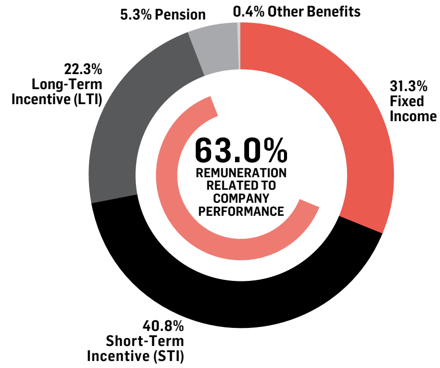
Element	Amounts	Comments/details
Long-Term Incentives granted during 2021	€699,979 (70% of FI)	The Supervisory Board, upon recommendation of the GNRC, decided that the LTI grant IFRS value for Management Board members would be at the low end of the target range, i.e. 70% of their respective Fixed Income.

	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 7%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	45% AREPS 45% TSR 5% Internal CSR 5% External CSR	16,625	€563,995	4.47%
SO				42,500	€135,984	4.47%

Element	Amounts	Comments/details
Supplementary Contribution Scheme paid during of 2021	€190,000	Mr Tritant does not benefit from any additional defined benefits pension scheme (*"retraite chapeau"*). He benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of his last mandate as MB member) equivalent to: • A fixed amount of €90,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Mr Tritant benefits from an international health insurance policy.
Benefits in kind	€47,882	Mr Tritant benefits from an International Assignment Extra-Compensation.

MR OLIVIER BOSSARD, CHIEF INVESTMENT OFFICER





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2021	€639,683	Mr Bossard was appointed on January 7, 2021. The CIO's annual Fixed Income of €650,000 is set for the whole duration of his mandate.
Short-Term Incentive paid in 2022 (subject to a binding shareholder vote) in respect of 2021	€833,606 (128% of FI)	The STI 2021 for the CIO has been assessed by the Supervisory Board, upon recommendation of the GNRC, and calculated on the basis of 150% of the Fixed Income presented above, i.e. a maximum payable of €975,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & CSR	80%	Please refer to the table above	86.25%	€672,731
Qualitative objectives				
Deleveraging	20%	European disposal program on track to meet its €4Bn objective at the end of 2022. Positioned to execute further deleveraging in 2022/2023.	82.50%	€160,875
Carbon Footprint		Office development programs successfully launched and designed to achieve the best CSR certifications in line with Better Places 2030 ambition.		
Asset Management		Asset Management function and new organisation designed, selected assets' strategy refocused, Regions empowered on development activities.		
Leadership		Efficient contribution to the Management Board and Executive Committee, and support to the new decentralised organisation.		
TOTAL	**100%**		**85.50%**	**€833,606**

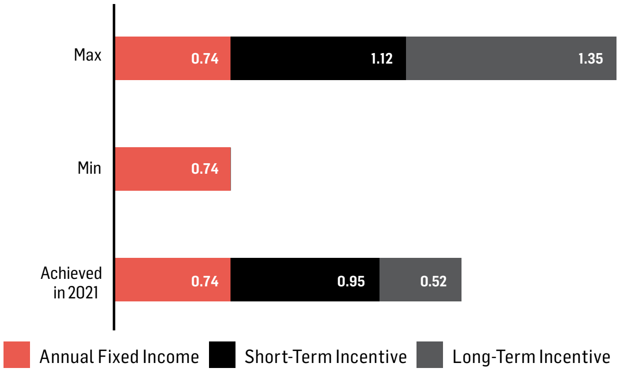
No STI history available as Mr. Bossard was appointed CIO on January 7, 2021.

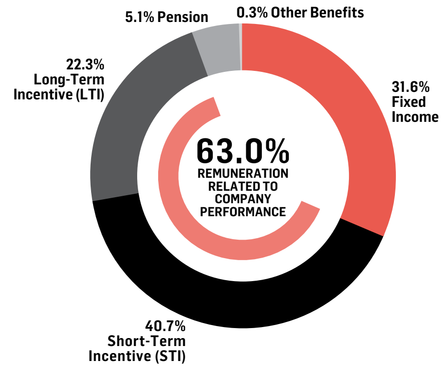
Element	Amounts	Comments/details
Long-Term Incentives granted during 2021	€454,977 (70% of FI)	The Supervisory Board, upon recommendation of the GNRC, decided that the LTI grant IFRS value for Management Board members would be at the low end of the target range, i.e. 70% of their respective Fixed Income.

	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 5%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	45% AREPS 45% TSR 5% Internal CSR 5% External CSR	10,806	€366,588	2.91%
SO				27,625	€88,389	2.91%

Element	Amounts	Comments/details
Supplementary Contribution Scheme paid during of 2021	€108,968	Mr Bossard does not benefit from any additional defined benefits pension scheme (*"retraite chapeau"*). He benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of his last mandate as MB member) equivalent to: • A fixed amount of €45,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Mr Tritant benefits from an international health insurance policy.
Benefits in kind	€7,311	Mr Bossard benefits from a company car.

MR FABRICE MOUCHEL, CHIEF FINANCE OFFICER





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2021	€744,048	Mr Mouchel was appointed on January 5, 2021. The CFO's annual Fixed Income ("FI") of €750,000 is set for the whole duration of his mandate.
Short-Term Incentive paid in 2022 (subject to a binding shareholder vote) in respect of 2021	€956,228 (127% of FI)	The STI 2021 for the CFO has been assessed by the Supervisory Board, upon recommendation of the GNRC, and calculated on the basis of 150% of the Fixed Income presented above, i.e. a maximum payable of €1,125,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & CSR	80%	Please refer to the table above	86.25%	€776,228
Qualitative objectives				
Liquidity & Financing	20%	Strong liquidity position achieved with more than 36 months secured, cost of debt optimised. Hedging of the Group's interest and FX risks. Largest European green credit facility signed. Support to disposals through implementation of mortgage financing. Negotiation of bank debt waivers in relation with 2021 covenants.	80.00%	€180,000
Stakeholder Relations		Definition of new investor relation priorities, based on investor's feedback and perception study. Presentation of the Group's strategy and deleveraging plan to analysts and shareholders. Attendance to several conferences, roadshows and organisation of Investor Days.		
Performance Management		Performance Management function designed and implemented to enhance visibility on main KPIs and set correlative action plans. Financial budgeting and forecasting processes improved, with development of new and upgraded IT finance tools. Ongoing finance organisation streamlining.		
Leadership		Active contribution to the new organisation, positioning Finance as a strong business partner, with direct input to regions and operations on financial priorities, leasing strategy, operating performance, cost structure and valuation process.		
TOTAL	**100%**		**85.00%**	**€956,228**

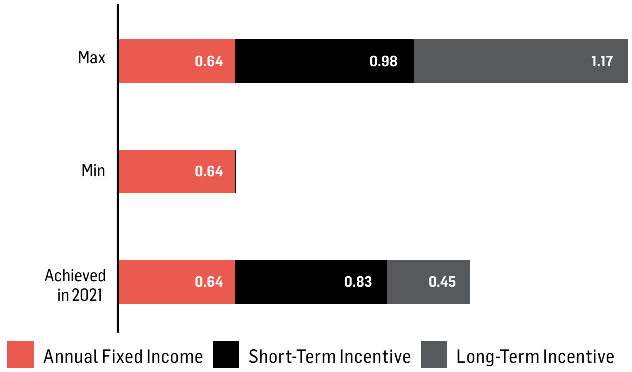
No STI history available as Mr. Mouchel was appointed CFO on January 5, 2021.

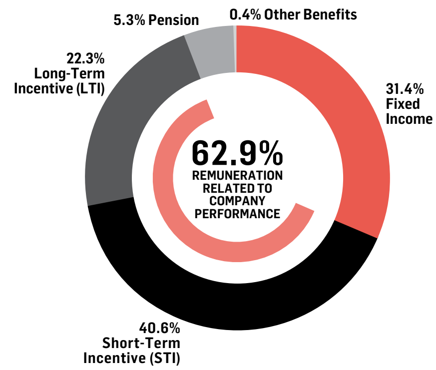
Element	Amounts	Comments/details
Long-Term Incentives granted during 2021	€524,993 (70% of FI)	The Supervisory Board, upon recommendation of the GNRC, decided that the LTI grant IFRS value for Management Board members would be at the low end of the target range, i.e. 70% of their respective Fixed Income.

	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 7%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	45% AREPS 45% TSR 5% Internal CSR 5% External CSR	12,469	€423,005	3.35%
SO				31,875	€101,988	3.35%

Element	Amounts	Comments/details
Supplementary Contribution Scheme paid during 2021	€119,405	Mr Mouchel does not benefit from any additional defined benefits pension scheme (*"retraite chapeau"*). He benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of his last mandate as MB member) equivalent to: • A fixed amount of €45,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Mr Mouchel benefits from a health insurance policy.
Benefits in kind	€6,467	Mr Mouchel benefits from a company car.

MS ASTRID PANOSYAN, CHIEF RESOURCES OFFICER





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2021	€639,683	Ms Panosyan was appointed on January 7, 2021. The CRO's annual Fixed Income ("FI") of €650,000 is set for the whole duration of her mandate.
Short-Term Incentive paid in 2022 (subject to a binding shareholder vote) in respect of 2021	€828,731 (127% of FI)	The STI 2021 for the CRO has been assessed by the Supervisory Board, upon recommendation of the GNRC, and calculated on the basis of 150% of the Fixed Income presented above, i.e. a maximum payable of €975,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & CSR	80%	Please refer to the table above	86.25%	€672,731
Qualitative objectives				
Organisation and Transformation	20%	New corporate organisation designed and successfully implemented in 2021. Significant progress in organisation streamlining and decentralisation with accelerated processes, reduced bureaucracy, simplified structures, resulting in over achieved cost savings.	80.00%	€156,000
Diversity & Inclusion		BeYou@URW charter signed, diversity objectives included in corporate goals, short- and long-term incentives. Gender-balanced recruitment and promotion processes in place. Inclusive leadership and unconscious bias trainings delivered Group-wide.		
CSR		Continued CSR-related initiatives recognised by several leading rating agencies (ISS-ESG, Carbon Disclosure Project, Sustainalytics, Act4Nature). Net Zero initiative joined in 2021.		
Leadership		Strong contribution to executive team with new CCO recruitment and executive seminars kicking off the new Group strategy.		
TOTAL	**100%**		**85.00%**	**€828,731**

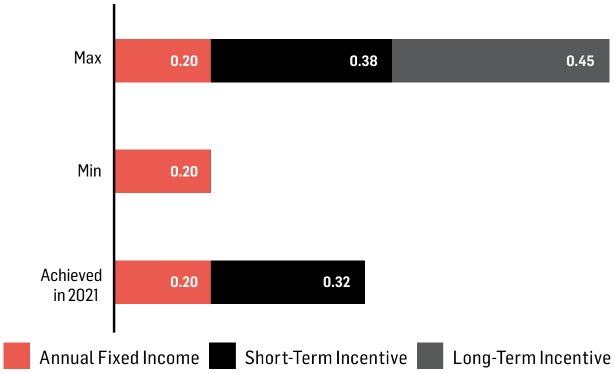
No STI history available as Ms. Panosyan was appointed CRO on January 7, 2021.

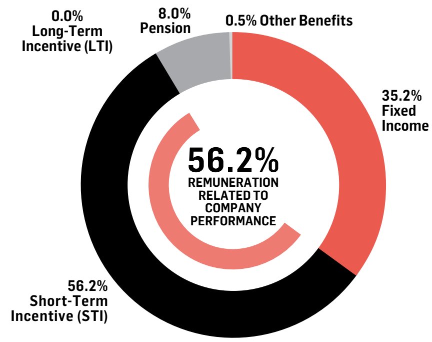
Element	Amounts	Comments/details
Long-Term Incentives granted during 2021	€454,977 (70% of FI)	The Supervisory Board, upon recommendation of the GNRC, decided that the LTI grant IFRS value for Management Board members would be at the low end of the target range, i.e. 70% of their respective Fixed Income.

	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 5%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	45% AREPS 45% TSR 5% Internal CSR 5% External CSR	10,806	€366,588	2.91%
SO				27,625	€88,389	2.91%

Element	Amounts	Comments/details
Supplementary Contribution Scheme paid during of 2021	€108,968	Ms Panosyan does not benefit from any additional defined benefits pension scheme ("*retraite chapeau*"). She benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of her last mandate as MB member) equivalent to: • A fixed amount of €45,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Ms Panosyan benefits from a health insurance policy.
Benefits in kind	€7,588	Ms Panosyan benefits from a company car allowance.

MS CAROLINE PUECHOULTRES, CHIEF CUSTOMER OFFICER





<table>
<tr><th>Element</th><th>Amounts</th><th>Comments/details</th></tr>
<tr><td>Annual Fixed Income paid in respect of 2021</td><td>€201,286</td><td>Ms Puechoultres was appointed on July 15, 2021. The CCO's annual Fixed Income ("FI") is temporarily set at €550,000 until December 31, 2022.</td></tr>
<tr><td>Short-Term Incentive paid in 2022 (subject to a binding shareholder vote) in respect of 2021</td><td>€321,399
(58% of FI[(1)])</td><td>The STI 2021 for the CCO has been assessed by the Supervisory Board, upon recommendation of the GNRC, and calculated on the basis of 150% of the Fixed Income presented above, i.e. a maximum payable of €825,000.
<table>
<tr><th>Performance measure</th><th>Weighting</th><th>Description of key achievements</th><th>Achievement</th><th>Payout</th></tr>
<tr><td>Financial & CSR</td><td>80%</td><td>Please refer to the table above</td><td>86.25%</td><td>€260,899</td></tr>
<tr><td colspan="5">Qualitative objectives</td></tr>
<tr><td>New Organisation</td><td rowspan="4">20%</td><td>New CCO organisation set up, teams in place and 5-year strategy defined and agreed.</td><td rowspan="4">80.00%</td><td rowspan="4">€60,500</td></tr>
<tr><td>Westfield Brand</td><td>Four major assets re-branded in 2021, with brand awareness accelerating. Brand strategy reviewed and refined.</td></tr>
<tr><td>Digital Strategy</td><td>New Digital, Brand and Media organisation being implemented, with revenue-generation opportunities identified, key projects defined for 2022.</td></tr>
<tr><td>Leadership</td><td>Onboarded the corporate and regional executive teams on the new CCO vision and strategy.</td></tr>
<tr><td>TOTAL</td><td>100%</td><td></td><td>85.00%</td><td>€321,399</td></tr>
</table>
No STI history available as Ms. Puechoultres was appointed CCO on July 15, 2021.</td></tr>
<tr><td>Long-Term Incentives granted during 2021</td><td>€0</td><td>Ms Puechoultres was appointed on July 15, 2021, hence after the 2021 grant date. She did not received any grant of SO and PS in 2021.</td></tr>
<tr><td>Supplementary Contribution Scheme paid during of 2021</td><td>€45,833</td><td>Ms Puechoultres does not benefit from any additional defined benefits pension scheme ("retraite chapeau").
She benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of her last mandate as MB member) equivalent to:
• A fixed amount of €45,000; and
• A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
In 2021, this amount was prorated considering her date of appointment.</td></tr>
<tr><td>Life/health insurance</td><td>n.m</td><td>Ms Puechoultres benefits from a health insurance policy.</td></tr>
<tr><td>Benefits in kind</td><td>€3,032</td><td>Ms Puechoultres benefits from a company car allowance.</td></tr>
</table>

(1) Calculated based on a FI of €550,000

3.3.2.2.2 REMUNERATION OF THE CHAIRMAN OF THE SUPERVISORY BOARD

The following remuneration elements, paid during or granted for financial year 2021 to the Supervisory Board Chairman, are submitted to the approval of the shareholders (resolution n°10).

Mr Léon Bressler, Chairman of The Supervisory Board

	2020	2021
Supervisory Board Chairman remuneration (inclusive of committee membership and attendance-based compensation)	€1	€1

Mr Bressler asked to have his remuneration limited to one symbolic euro per year for the duration of his mandate.

3.3.3 SUPPLEMENTARY INFORMATION

3.3.3.1 EVOLUTION OF THE MANAGEMENT BOARD REMUNERATION

Pursuant to the AMF recommendations and the Afep-Medef Code concerning the remuneration of executive officers of listed companies, the tables hereinafter presents:

- The gross remuneration received in respect of the financial years 2017 through to 2021, i.e. including the STI due in respect of financial year N and paid in Year N+1 after the publication of the results of financial year N (Table no. 1); and
- The gross remuneration paid during 2020 and 2021 respectively, and including the STI that was paid in Year N due in respect of the previous year (Table no. 2).

Considering that all the MB members were appointed in 2021, the tables below includes the remuneration paid to the executive officers for their current responsibilities.

FI, STI, LTI AND OTHER BENEFITS ALLOCATED TO MANAGEMENT BOARD MEMBERS IN RESPECT OF THE REFERRED YEARS (TABLE NO. 1 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

Including the STI due in respect of financial year N and paid in Year N+1, after publication of the results of financial year N.

Mr Jean-Marie TRITANT
Chief Executive Officer and Chairman of the MB since January 1, 2021

	Year 2017	Year 2018	Year 2019	Year 2020	Year 2021
Fixed Income	n.a	n.a	n.a	n.a	€1,000,000
Short-Term Incentive(1)	n.a	n.a	n.a	n.a	€1,282,470
Pension	n.a	n.a	n.a	n.a	€190,000
Other benefits	n.a	n.a	n.a	n.a	€47,881
Remuneration due in respect of the financial year	**n.a**	**n.a**	**n.a**	**n.a**	**€2,520,351**
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
Annual SO IFRS valuation allocated during the financial year(2)	n.a	n.a	n.a	n.a	€135,984
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
Annual PS IFRS valuation allocated during the financial year(2)	n.a	n.a	n.a	n.a	€563,995
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
	n.a	**n.a**	**n.a**	**n.a**	**€3,220,330**
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*

(1) Short-Term Incentive indicated in column "Year N" is Short-Term Incentive due in respect of Year N and paid Year N+1.
(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

Mr Olivier Bossard
Chief Investment Officer and MB member since January 7, 2021

	Year 2017	Year 2018	Year 2019	Year 2020	Year 2021
Fixed Income	n.a	n.a	n.a	n.a	€639,683
Short-Term Incentive(1)	n.a	n.a	n.a	n.a	€833,606
Pension	n.a	n.a	n.a	n.a	€108,968
Other benefits	n.a	n.a	n.a	n.a	€7,311
Remuneration due in respect of the financial year	**n.a**	**n.a**	**n.a**	**n.a**	**€1,589,568**
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
Annual SO IFRS valuation allocated during the financial year(2)	n.a	n.a	n.a	n.a	€88,389
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
Annual PS IFRS valuation allocated during the financial year(2)	n.a	n.a	n.a	n.a	€366,588
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
	n.a	**n.a**	**n.a**	**n.a**	**€2,044,545**
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*

(1) Short-Term Incentive indicated in column "Year N" is Short-Term Incentive due in respect of Year N and paid Year N+1.
(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

Mr Fabrice Mouchel

Chief Finance Officer and MB member since January 5, 2021

	Year 2017	Year 2018	Year 2019	Year 2020	Year 2021
Fixed Income	n.a	n.a	n.a	n.a	€744,048
Short-Term Incentive(1)	n.a	n.a	n.a	n.a	€956,228
Pension	n.a	n.a	n.a	n.a	€119,405
Other benefits	n.a	n.a	n.a	n.a	€6,467
Remuneration due in respect of the financial year	**n.a**	**n.a**	**n.a**	**n.a**	**€1,826,148**
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
Annual SO IFRS valuation allocated during the financial year(2)	n.a	n.a	n.a	n.a	€101,988
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
Annual PS IFRS valuation allocated during the financial year(2)	n.a	n.a	n.a	n.a	€423,005
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
	n.a	**n.a**	**n.a**	**n.a**	**€2,351,141**
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*

(1) Short-Term Incentive indicated in column "Year N" is Short-Term Incentive due in respect of Year N and paid Year N+1.

(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

Ms Astrid Panosyan

Chief Resources Officer (MB member between January 7, 2021 and December 31, 2021)

	Year 2017	Year 2018	Year 2019	Year 2020	Year 2021
Fixed Income	€400,000	€173,016	n.a(4)	n.a(4)	€639,683
Short-Term Incentive(1)	€400,000	€164,919	n.a(4)	n.a(4)	€828,731
Pension	€119,855	€102,302	n.a(4)	n.a(4)	€108,969
Other benefits	€16,794	€15,535	n.a(4)	n.a(4)	€7,588
Remuneration due in respect of the financial year	**€936,649**	**€455,772**	**n.a(4)**	**n.a(4)**	**€1,584,971**
Evolution year N vs. year N-1 (in %)	*11.8%*	*-51.3%*	*n.a(4)*	*n.a(4)*	*n.a*
Annual SO IFRS valuation allocated during the financial year(2)	€132,839	€81,770	n.a(4)	n.a(4)	€88,389
Evolution year N vs. year N-1 (in %)	*(16.0%)*	*(38.4%)*	*n.a(4)*	*n.a(4)*	*n.a*
Annual PS IFRS valuation allocated during the financial year(2)	€125,996	€198,288	n.a(4)	n.a(4)	€366,588
Evolution year N vs. year N-1 (in %)	*9.4%*	*57.4%*	*n.a(4)*	*n.a(4)*	*n.a*
LTISI (Additional PS in view of successful integration of Westfield) only applicable for 2018(3)		€319,885			
	€1,195,484	**€1,055,715**	**n.a(4)**	**n.a(4)**	**€2,039,948**
Evolution year N vs. year N-1 (in %)		*(11.7%)*	*n.a(4)*	*n.a(4)*	*n.a*

(1) Short-Term Incentive indicated in column "Year N" is Short-Term Incentive due in respect of Year N and paid Year N+1.

(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

(3) Approved by 97.88% of shareholder votes at the 2018 General Meeting.

(4) Ms Panosyan was Chief Resources Officer an MB member until June 7, 2018 and reappointed as MB Member on January 7, 2021.

Ms Caroline Puechoultres
Chief Customer Officer and MB member since July 15, 2021

	Year 2017	Year 2018	Year 2019	Year 2020	Year 2021
Fixed Income	n.a	n.a	n.a	n.a	€201,286
Short-Term Incentive(1)	n.a	n.a	n.a	n.a	€321,399
Pension	n.a	n.a	n.a	n.a	€45,833
Other benefits	n.a	n.a	n.a	n.a	€3,032
Remuneration due in respect of the financial year	**n.a**	**n.a**	**n.a**	**n.a**	**€571,550**
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
Annual SO IFRS valuation allocated during the financial year(2)	n.a	n.a	n.a	n.a	€0
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
Annual PS IFRS valuation allocated during the financial year(2)	n.a	n.a	n.a	n.a	€0
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*
	n.a	n.a	n.a	n.a	**€571,550**
Evolution year N vs. year N-1 (in %)	*n.a*	*n.a*	*n.a*	*n.a*	*n.a*

(1) Short-Term Incentive indicated in column "Year N" is Short-Term Incentive due in respect of Year N and paid Year N+1.
(2) Ms Puechoultres was appointed after the 2021 LTI grant. Therefore, she did not receive any grant in 2021.

DETAILS OF THE REMUNERATION PAID IN 2020 AND 2021 (TABLE NO. 2 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

Including the STI paid during financial year N but which was due for the previous financial year.

Mr Jean-Marie TRITANT **Chief Executive Officer and chairman of the MB since January 1, 2021**	Financial year 2020		Financial year 2021	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Fixed Income	n.a	n.a	€1,000,000	€1,000,000
Short-Term Incentive	n.a	n.a	€1,282,470	€1,282,470
Pension	n.a	n.a	€190,000	€190,000
Other benefits	n.a	n.a	€47,881	€47,881
Total direct remuneration	**n.a**	**n.a**	**€2,520,351**	**€2,520,351**
SO IFRS valuation allocated during the financial year(1)	n.a	n.a	€135,984	€135,984
PS IFRS valuation allocated during the financial year(1)	n.a	n.a	€563,995	€563,995
	n.a	**n.a**	**€3,220,330**	**€3,220,330**

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson "WTW"), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

Mr Olivier Bossard **Chief Investment Officer and MB member since January 7, 2021**	Financial year 2020		Financial year 2021	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Fixed Income	n.a	n.a	€639,683	€639,683
Short-Term Incentive	n.a	n.a	€833,606	€833,606
Pension	n.a	n.a	€108,968	€108,968
Other benefits	n.a	n.a	€7,311	€7,311
Total direct remuneration	**n.a**	**n.a**	**€1,589,568**	**€1,589,568**
SO IFRS valuation allocated during the financial year(1)	n.a	n.a	€88,389	€88,389
PS IFRS valuation allocated during the financial year(1)	n.a	n.a	€366,588	€366,588
	n.a	**n.a**	**€2,044,545**	**€2,044,545**

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson "WTW"), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

Mr Fabrice Mouchel Chief Finance Officer and MB member since January 5, 2021	Financial year 2020		**Financial year 2021**	
	Amounts granted	Amounts paid	**Amounts granted**	**Amounts paid**
Fixed Income	n.a	n.a	€744,048	€744,048
Short-Term Incentive	n.a	n.a	€956,228	€956,228
Pension	n.a	n.a	€119,405	€119,405
Other benefits	n.a	n.a	€6,467	€6,467
Total direct remuneration	**n.a**	**n.a**	**€1,826,148**	**€1,826,148**
SO IFRS valuation allocated during the financial year(1)	n.a	n.a	€101,988	€101,988
PS IFRS valuation allocated during the financial year(1)	n.a	n.a	€423,005	€423,005
	n.a	**n.a**	**€2,351,141**	**€2,351,141**

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson “WTW”), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

Ms Astrid Panosyan **Chief Resources Officer (MB Member between January 7, 2021 and December 31, 2021)**	Financial year 2020		**Financial year 2021**	
	Amounts granted	Amounts paid	**Amounts granted**	**Amounts paid**
Fixed Income	n.a	n.a	€639,683	€639,683
Short-Term Incentive	n.a	n.a	€828,731	€828,731
Pension	n.a	n.a	€108,969	€108,969
Other benefits	n.a	n.a	€7,588	€7,588
Total direct remuneration	**n.a**	**n.a**	**€1,584,971**	**€1,584,971**
SO IFRS valuation allocated during the financial year(1)	n.a	n.a	€88,389	€88,389
PS IFRS valuation allocated during the financial year(1)	n.a	n.a	€366,588	€366,588
	n.a	**n.a**	**€2,039,948**	**€2,039,948**

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

Ms Caroline Puechoultres Chief Customer Officer and MB member since July 15, 2021	Financial year 2020		**Financial year 2021**	
	Amounts granted	Amounts paid	**Amounts granted**	**Amounts paid**
Fixed Income	n.a	n.a	€201,286	€201,286
Short-Term Incentive	n.a	n.a	€321,399	€321,399
Pension	n.a	n.a	€45,833	€45,833
Other benefits	n.a	n.a	€3,032	€3,032
Total direct remuneration	**n.a**	**n.a**	**€571,550**	**€571,550**
SO IFRS valuation allocated during the financial year(1)	n.a	n.a	n.a	n.a
PS IFRS valuation allocated during the financial year(1)	n.a	n.a	n.a	n.a
	n.a	**n.a**	**n.a**	**n.a**

(1) Ms Puechoultres was appointed after the 2021 LTI grant. Therefore, she did not receive any grant in 2021.

PERFORMANCE STOCK OPTIONS ("SO")

Performance Stock Options ("SO") granted during financial years 2017 to 2021 (Table No. 4 of AMF/Afep-Medef recommendations)

On May 18, 2021, the Supervisory Board, upon the recommendation of the GNRC, granted to Group employees and Management Board members a total of 950,295 SO, representing 0.66% of the fully diluted share capital on December 31, 2020.

129,625 SO were allocated to the Management Board members, of which 42,500 (4.47%) to the CEO, 31,875 (3.35%) for the CFO, 27,625 (2.91%) for the CIO and 27,625 (2.91%) for the CRO as detailed in the table below:

	Plan performance n°8			Plan performance n°9			Plan performance n°10			Plan performance n°11			Plan performance n°12		
Date of Grant	March 7, 2017			March 5, 2018			March 19, 2019			March 21, 2020			May 18, 2021		
Opening of exercise period (at the opening of trading day)	March 8, 2021			March 6, 2022			March 20, 2022			March 22, 2023			May 20, 2024		
End of exercise period (at the end of the trading day)	March 7, 2024			March 5, 2025			March 19, 2027			March 21, 2028			May,18 2029		
Exercise Price per SO	€218.47			€190.09			€144.55			€92.03			€69.41		
Type of SO	Share subscription or purchase Stock Options subject to performance and presence conditions and with no discount														
Names of Management Board members	Number of SO granted	Value of SO granted(1)	Variation 2017 vs 2016 in value	Number of SO granted	Value of SO granted(1)	Variation 2018 vs 2017 in value	Number of SO granted	Value of SO granted(1)	Variation 2019 vs 2018 in value	Number of SO granted	Value of SO granted(1)	Variation 2020 vs 2019 in value	**Number of SO granted**	**Value of SO granted(1)**	**Variation 2020 vs 2019 in value**
Jean-Marie Tritant **CEO**	22,950	€163,030	(16.0%)	25,500	€122,655	(24.8%)	n.a	n.a	n.a	n.a	n.a	n.a	42,500	€135,984	n.a
Olivier Bossard **CIO**	20,400	€144,915	(16.0%)	20,400	€98,124	(32.3%)	n.a	n.a	n.a	n.a	n.a	n.a	27,625	€88,389	n.a
Fabrice Mouchel **CFO**	18,700	€132,839	(16.0%)	17,000	€81,770	(38.4%)	n.a	n.a	n.a	n.a	n.a	n.a	31,875	€101,988	n.a
Astrid Panosyan **CRO**	18,700	€132,839	(16.0%)	17,000	€81,770	(38.4%)	n.a	n.a	n.a	n.a	n.a	n.a	27,625	€88,389	n.a
Caroline Puechoultres **CCO**	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a

(1) The value corresponds to the value of the SO at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.
n.a means that the individual was not MB member of URW SE at the date of grant.

Performance Stock Options ("SO") exercised by Management Board members during the 2021 financial year (Article L. 225–184 of The French Commercial Code) (Table No. 5 of AMF/Afep-Medef recommendations)

MB Members	Plan number – Tranche year	Number of SO exercised during the financial year	Date of exercise	Exercise price per SO	Number of SO exercised	Overall market performance of URW SE	Performance of the applicable Reference Index	Achievement of the Performance Condition at the exercise date
Mr Jean-Marie Tritant **CEO**	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a
Mr Olivier Bossard **CIO**	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a
Mr Fabrice Mouchel **CFO**	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a
Ms. Astrid Panosyan **CRO**	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a
Ms. Caroline Puechoultres **CCO**	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a

PERFORMANCE SHARES ("PS")

The detail on the plans in force applicable to employees and Management Board members is presented in Section 3.3.4.

On May 18, 2021, a total of 371,846 PS were granted to Group employees and Management Board members of which 16,625 (4.47%) to the CEO, 45,469 (3.35%) to the CFO, 10,806 (2.91%) to the CIO and 10,806 (2.91%) to the CRO.

The grant of PS to Management Board members is presented in detail in Tables no. 6 and 7 in accordance with the recommendations of the Afep-Medef Code.

Details of the Performance Shares granted to each Management Board ("MB") member during financial year 2021 (Article L. 225-197-4 of The French Commercial Code) (Table No. 6 of AMF/Afep-Medef Recommendations)

	Performance Shares Plan no. 4 – Tranche 2021 (March 18, 2021)				
MB Members	Number of PS granted	Economic value of the PS grant(1)	Share transfer date(2)	Availability date (at the end of the trading day)(2)	Presence and performance conditions
Mr Jean-Marie Tritant	16,625	€563,995	May 20, 2024	May 20, 2024	Mandatory
Mr Olivier Bossard	10,806	€366,588	May 20, 2024	May 20, 2024	Mandatory
Mr Fabrice Mouchel	12,469	€423,005	May 20, 2024	May 20, 2024	Mandatory
Ms Astrid Panosyan	10,806	€366,588	May 20, 2024	May 20, 2024	Mandatory
Ms Caroline Puechoultres	n.a	n.a	n.a	n.a	n.a
TOTAL	**50,706**	**€1,720,176**			

(1) The value corresponds to the value of the PS at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.
(2) The potential share transfer date is subject to the attainment of the performance condition on the third anniversary of the date of grant. If the performance condition is not met, all rights shall be definitively lost on the following day.

Performance Shares ("PS") becoming available for sale by each Management Board member during financial year 2021 (Table No. 7 of AMF/Afep-Medef Recommendations)

MB Members	Plan number and date	Number of PS becoming available for sale in 2021
Mr Jean-Marie Tritant	Performance Shares Plan no. 2 - March 7, 2017	1,092
	Performance Shares Plan no. 2 - March 5, 2018	n.a
	Performance Shares Plan LTI SI - May 24, 2018	n.a
	Performance Shares Plan no. 3 - March 19, 2019	n.a
	Performance Shares Plan no. 4 - March 21, 2020	n.a
	Performance Shares Plan no. 5 - May 18, 2021	n.a
Mr Olivier Bossard	Performance Shares Plan no. 2 - April 21, 2016	1,229
	Performance Shares Plan no. 2 - March 7, 2017	n.a
	Performance Shares Plan no. 2 - March 5, 2018	n.a
	Performance Shares Plan LTI SI - May 24, 2018	n.a
	Performance Shares Plan no. 3 - March 19, 2019	n.a
	Performance Shares Plan no. 4 - March 21, 2020	n.a
	Performance Shares Plan no. 5 - May 18, 2021	n.a
Mr Fabrice Mouchel	Performance Shares Plan no. 2 - April 21, 2016	1,127
	Performance Shares Plan no. 2 - March 7, 2017	n.a
	Performance Shares Plan no. 2 - March 5, 2018	n.a
	Performance Shares Plan LTI SI - May 24, 2018	n.a
	Performance Shares Plan no. 3 - March 19, 2019	n.a
	Performance Shares Plan no. 4 - March 21, 2020	n.a
	Performance Shares Plan no. 5 - May 18, 2021	n.a
Ms Astrid Panosyan	Performance Shares Plan no. 2 - April 21, 2016	1,127
	Performance Shares Plan no. 2 - March 7, 2017	n.a
	Performance Shares Plan no. 2 - March 5, 2018	n.a
	Performance Shares Plan LTI SI - May 24, 2018	n.a
	Performance Shares Plan no. 3 - March 19, 2019	n.a
	Performance Shares Plan no. 4 - March 21, 2020	n.a
	Performance Shares Plan no. 5 - May 18, 2021	n.a
Ms Caroline Puechoultres		

n.a means the Performance Shares granted with respect to this Performance Plan are not yet available.

Details of Performance Shares ("PS") vested for MB members during 2021

MB Member	Plan number	Number of PS being fully vested before Performance condition	Achievement of the performance condition	Number of PS being fully vested during the 2021 financial year
Mr Jean-Marie Tritant **CEO**	Performance Shares Plan no. 2 - March 7, 2017	1,494	73%	1,092
	Performance Shares Plan no. 2 - March 5, 2018	3,370	39%	1,312
	Performance Shares Plan LTI SI - May 24, 2018	3,883	82%	3,185
	Performance Shares Plan no. 3 - March 19, 2019	n.a		
	Performance Shares Plan no. 4 - March 21, 2020			
	Performance Shares Plan no. 5 - May 18, 2021			
Mr Olivier Bossard **CIO**	Performance Shares Plan no. 2 - March 5, 2018	2,696	39%	1,050
	Performance Shares Plan LTI SI - May 24, 2018	3,106	82%	2,547
	Performance Shares Plan no. 3 - March 19, 2019	n.a		
	Performance Shares Plan no. 4 - March 21, 2020			
	Performance Shares Plan no. 5 - May 18, 2021			
Mr Fabrice Mouchel **CFO**	Performance Shares Plan no. 2 - March 5, 2018	2,247	39%	875
	Performance Shares Plan LTI SI - May 24, 2018	2,588	82%	2,123
	Performance Shares Plan no. 3 - March 19, 2019	n.a		
	Performance Shares Plan no. 4 - March 21, 2020			
	Performance Shares Plan no. 5 - May 18, 2021			
Ms Astrid Panosyan **CRO**	Performance Shares Plan no. 2 - March 5, 2018	2,247	39%	875
	Performance Shares Plan LTI SI - May 24, 2018	2,588	82%	2,123
	Performance Shares Plan no. 3 - March 19, 2019			
	Performance Shares Plan no. 4 - March 21, 2020			
	Performance Shares Plan no. 5 - May 18, 2021	n.a		
Ms Caroline Puechoultres **CCO**				

Performance Shares Vesting in 2021 – 2018 PS Plan – Performance Assessment

In view of the uncertainties related to the COVID-19 crisis, the extreme volatility of market conditions and governments having implemented severe restrictions with tough impact on the Group operations, the Group announced on March 23, 2020 the withdrawal of its earnings forecast for 2020.

On the occasion of the publication of its accounts for the third quarter of 2020, the Group published on November 1 a new 2020 AREPS outlook. This public earnings forecast was achieved as mentioned in the 2020 annual financial statements published on February 10, 2021.

However, in view of the particular context of the year 2020 and in a concern for shared effort, on the proposal of the Management Board and upon the recommendation of the GNRC, the Supervisory Board decided that the achievement of the forecast established for the year 2020 would not be taken into account. Consequently, making use of its discretionary power provided for in the remuneration policy approved at the 2020 General Meeting, the Supervisory Board decided to reduce in proportion the allocations likely to result from the AREPS criterion for the LTI plans 2018 to 2020, all other terms and conditions remaining entirely unchanged.

Performance measure	Description	Target	Achieved	Weight	Score	Vesting	Comments
REPS 2018	Recurring Earnings per Share for Unibail-Rodamco on a standalone basis, vs stretch target (top of guidance given to shareholders).	2018 REPS guidance: Bottom €12.75 Top €12.90	€12.91	16.67%	100%	16.67%	The REPS for Unibail-Rodamco in 2018 was €12.91, exceeding the top bracket of the guidance (€12.90).
TSR 2018 vs EPRA Index	UR TSR evolution compared to the EPRA Eurozone Index.	Outperformance of EPRA Eurozone Index	No	13.79%	0%	0%	
AREPS 2019	Adjusted Recurring Earnings per Share, vs. stretch target (top of guidance given to shareholders).	2019 AREPS guidance: Bottom €11.80 Top €12.00	€12.03	15.00%	100%	15.00%	AREPS reported result was €12.37. The GNRC adjusted it for the impact of foreign exchange, IFRS16 and delays in planned disposals. After adjustment, AREPS was €12.03 vs. the stretch target of €12.0.
AREPS 2020	Adjusted Recurring Earnings per Share, vs. top of guidance given to shareholders.	2020 guidance withdrawn, then provided on November 1, 2020: Bottom €7.20 Top €7.80	€7.28	15.00%	0%	0%	Although the AREPS was achieved within the range provided on November 1, 2020, the GNRC considered the year 2020 not achieved.
TSR vs Reference Index	URW TSR evolution compared to the Reference Index, designed to reflect. URW's unique geographical footprint and diversity of assets.	Outperformance of Reference Index	No	32.30%	0%	0%	
CSR Rating	URW ranking vs sector peers by ISS-ESG.	PRIME Rating	Yes	3.62%	100%	3.62%	URW was rated 'Prime' by ISS-ESG in 2019 and 2020.
CSR Goal	Achievement rate of the Better Places 2030 plan Group-wide.	Achieve commitments on Continental Europe and integration of Westfiled into the CSR Agenda	Yes	3.62%	100%	3.62%	Assessed fully achieved by the SB.
TOTAL				100%		38.91%	

Performance Shares Vesting in 2021 – 2018 PS Plan – Performance Assessment

A dedicated Performance Shares plan was granted on May 24, 2018 to retain employees and MB Members who have been key contributors in the preparation and the completion of the Westfield acquisition.

This plan was subject to a specific resolution at the 2018 General Meeting and was approved by 97.88% of shareholders.

The AREPS 2020 was considered not achieved in line with the decision for the 2018 PS plan described above.

Performance measure	Description	Target	Achieved	Weight	Score	Vesting	Comments
I. Westfield Transaction	Completion of the Westfield acquisition.		Yes	25.00%	100%	25.00%	
II. Annual Budget	Recurring Earnings per Share 2018 for Unibail-Rodamco on a standalone basis, vs stretch target (top of guidance given to shareholders).	2018 REPS guidance: Bottom €12.75 Top €12.90	€12.91	8.33%	100%	8.33%	The REPS for Unibail-Rodamco in 2018 was €12.91, exceeding the top bracket of the guidance (€12.90).
	Adjusted Recurring Earnings 2019 per Share, vs. stretch target (top of guidance given to shareholders).	2019 AREPS guidance: Bottom €11.80 Top €12.00	€12.03	8.33%	100%	8.33%	AREPS reported result was €12.37. The GNRC adjusted it for the impact of foreign exchange, IFRS16 and delays in planned disposals. After adjustment, AREPS 2019 stood at €12.03 vs. the stretch target of €12.0.
	Adjusted Recurring Earnings 2020 per Share, vs. top of guidance given to shareholders.	2020 guidance withdrawn, then provided on November 1, 2020: Bottom €7.20 Top €7.80	€7.28	8.33%	0%	0%	Although the AREPS was achieved within the range provided on November 1, 2020, the GNRC considered the year 2020 not achieved.
III. Synergies	Cost synergies.	Achieve the €60Mn cost synergies announced	Yes	15.00%	100%	15.00%	The cost synergies target were largely over-achieved by 2019.
	Revenue synergies.	Achieve the €40Mn revenue synergies announced	No	10.00%	0%	0.00%	Revenue synergies were delivered below threshold.
IV. Integration	Building on the respecting strengths of Westfield and Unibail-Rodamco.	Deployment of Westfield brand vs. strategic plan	Yes	6.25%	100%	6.25%	The Westfield brand was deployed over selected assets in Continental Europe on time and budget, in line with the strategic plan.
		Deployment key UR operating processes across URW	Yes	6.25%	100%	6.25%	Key UR operating processes were deployed over the UK and the US with the integration to the five year business plan process and the set up of an operating management function.
	Engaging Westfield and Unibail-Rodamco talents.	New corporate values for the Group	Yes	3.13%	100%	3.13%	New corporate values were unveiled and rolled out in 2019.
		Groupwide Talent Review process	Yes	3.13%	100%	3.13%	The first groupwide uniform Talent Review process was conducted in 2019.
		Employee engagement survey by third-party	Yes	6.25%	100%	6.25%	An employee engagement survey was conducted by McKinsey Consulting during the summer 2018.
TOTAL				**100%**		**81.67%**	

INFORMATION ON THE PERFORMANCE STOCK OPTIONS ("SO") ON DECEMBER 31, 2021 (TABLE NO. 8 OF AMF/AFEP- MEDEF RECOMMENDATIONS)

	Performance Plan no. 7	Performance Plan no. 8			Performance Plan no. 9	Performance Plan no. 10	Performance Plan no. 11	**Performance Plan no. 11**
Plans	2014 Tranche	2015 Tranche	2016 Tranche	2017 Tranche	2018 Tranche	2019 Tranche	2020 Tranche	**2021 Tranche**
Date of AGM authorisation	April 27, 2011	April 23, 2014			April 25, 2017	May 17, 2018	May 17, 2019	May 12, 2021
Date of grant	March 3, 2014	March 3, 2015	March 8, 2016	March 7, 2017	March 5, 2018	March 19, 2019	March 21, 2020	May 18, 2021
Total number of SO granted	606,087	623,085	611,608	611,611	630,135	748,372	885,291	950,295
Effective grant as a % of the fully diluted shares[(1)]	0.61%	0.62%	0.60%	0.61%	0.62%	0.53%	0.62%	0.66%
Effective grant to the MB Members[(2)] as a % of the fully diluted shares[(1)]	0.15%	0.15%	0.15%	0.15%	0.15%	0.05%	0.07%	0.09%
To MB Members[(2)]:	**125,800**	**127,500**	**148,750**	**148,750**	**151,000**	**69,700**	**98,400**	**129,625**
Mr Jean-Marie Tritant	20,400	20,400	22,950	22,950	25,500	n.a	n.a	42,500
Mr Olivier Bossard	20,400	20,400	20,400	20,400	20,400	n.a	n.a	27,625
Mr Fabrice Mouchel	17,000	17,000	18,700	18,700	17,000	n.a	n.a	31,875
Ms Astrid Panosyan	n.a	n.a	18,700	18,700	17,000	n.a	n.a	27,625
Ms Caroline Puechoultres	n.a	n.a	n.a	n.a	n.a	n.a	n.a	n.a
End of vesting period (at the opening of the trading day)[(3)(4)]	March 4, 2018	March 4, 2019	March 9, 2020	March 8, 2021	March 6, 2022	March 20, 2022	March 22, 2023	May 20, 2024
Expiry date (at the end of the trading day)[(3)(4)]	March 3, 2021	March 3, 2022	March 8, 2023	March 7, 2024	March 5, 2025	March 19, 2027	March 21, 2028	May 18, 2029
Strike price (€)	186.10	256.81	227.24	218.47	190.09	144.55	92.03	69.41
Exercise terms and conditions	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4
Number of SO subscribed	23,466	0	1,913	0	0	0	0	0
Number of SO cancelled	582,621	241,842	196,149	161,087	153,010	169,435	180,295	47,202
OUTSTANDING STOCK OPTIONS	-	**381,243**	**413,546**	**450,524**	**477,125**	**578,937**	**704,996**	**903,093**

n.a means any information relating to a period within which the person involved was not a Management Board member.
(1) On the basis of the fully diluted shares as at December 31, N-1.
(2) For Management Board members at the time of the grant.
(3) Provided that the performance and presence conditions are met.
(4) Indicative dates which must be adjusted to take into account non-business days.

INFORMATION ABOUT PERFORMANCE SHARES ("PS") ON DECEMBER 31, 2021 (TABLE NO. 9 OF AFEP-MEDEF RECOMMENDATIONS)

Plans	2017	2018	Additional LTISI	2019	2020	2021
Date of AGM autorisation	April 21, 2016	April 21, 2016	May 17, 2018	May 17, 2018	May 17, 2019	May 12, 2021
Date of grant	March 7, 2017	March 5, 2018	May 24, 2018	March 19, 2019	March 21, 2020	May 18, 2021
Total number of PS granted:	39,770	82,539	38,130	172,174	489,440	371,846
To MB Members(1):	9,680	19,955	23,055	16,029	54,389	50,706
Mr Jean-Marie Tritant	**1,494**	**3,370**	**3,883**	**n.a**	**n.a**	**16,625**
Mr Olivier Bossard	**1,327**	**2,696**	**3,106**	**n.a**	**n.a**	**12,469**
Mr Fabrice Mouchel	**1,217**	**2,247**	**2,588**	**n.a**	**n.a**	**10,806**
Ms Astrid Panosyan	**1,217**	**2,247**	**2,588**	**n.a**	**n.a**	**10,806**
Ms Caroline Puechoultres	**n.a**	**n.a**	**n.a**	**n.a**	**n.a**	**n.a**
Starting date of the vesting period	March 7, 2017	March 5, 2018	May 24, 2018	March 19, 2019	March 21, 2020	May 18, 2021
Vesting date and if any starting date of the holding period(2)						
for French tax residents(3)	March 7, 2020	March 5, 2021	May 24, 2021	March 19, 2022	March 21, 2023	May 20, 2024
for non-French tax residents(3)	March 7, 2021	March 5, 2022	May 24, 2022	March 19, 2022	March 21, 2023	May 20, 2024
End of holding period (at the end of the trading day)(2)						
for French tax residents(4)	March 7, 2022	March 5, 2023	May 24, 2023	n.a	n.a	n.a
for non-French tax residents(5)	n.a	n.a	n.a	n.a	n.a	n.a
Performance Conditions	Yes	Yes	Yes	Yes	Yes	Yes
Number of Performance Shares vested (unavailable)	14,235	16,910	21,800	-	-	-
Number of Performance Shares vested (available)	9,266	-	-	-	-	-
Number of cancelled/expired PS	16,269	41,178	7,273	39,944	99,682	18,474
OUTSTANDING PS (UNVESTED)	**0**	**24,451**	**9,057**	**132,230**	**389,758**	**353,372**

n.a means that the participant was not Management Board member at grant date.
(1) For Management Board members at the time of the grant.
(2) Provided that the performance and presence conditions are met.
(3) Holding period is no longer applicable for French tax resident starting from the 2019 grant.
(4) Holding period is not applicable.

INFORMATION REQUIRED BY THE AMF ON THE SITUATION OF MANAGEMENT BOARD MEMBERS ON DECEMBER 31, 2021 (TABLE NO. 11 OF AMF RECOMMENDATIONS)

MB Members	End of mandate	Employment contract	Supplementary Contribution Scheme	Additional defined benefits pension scheme ("*retraite chapeau*")	Contractual severance package	Contractual non-compete indemnity
Mr Jean-Marie Tritant, **CEO**	AGM 2025	No	Yes	No	No(1)	No(1)
Mr Olivier Bossard, **CIO**	AGM 2025	Suspended	Yes	No	No	No
Mr Fabrice Mouchel, **CFO**	AGM 2025	No	Yes	No	No(1)	No(1)
Ms Astrid Panosyan, **CRO**	December 31, 2021	Suspended	Yes	No	No	No
Ms Caroline Puechoultres, **CCO**	AGM 2025	Suspended	Yes	No	No	No

(1) As the CEO and the CFO have no employment contract, a severance package and, if needed, a non-compete indemnity are set by the Remuneration Policy submitted for approval ad the 2022 AGM.

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3.3.3.2 SUPERVISORY BOARD MEMBERS REMUNERATION 2020/2021

REMUNERATION OF THE SUPERVISORY BOARD MEMBERS FOR 2020 AND 2021 FINANCIAL YEARS

SB Members	2020[1]	2021[1]
Ms Julie Avrane[2]	€0	€95,000
Ms Cécile Cabanis[2]	€0	€129,625
Mr Philippe Collombel[3]	€92,079	n.a
Mr Colin Dyer[4]	€78,342	€42,250
Ms Susana Gallardo[5]	€24,021	€102,500
Ms Jill Granoff	€115,618	€41,750
Ms Mary Harris[6]	€42,598	n.a
Ms Dagmar Kollmann	€120,318	€99,000
Mr John McFarlane	€106,552	€95,000
Mr Roderick Munsters[7]	€125,693	€120,500
Mr Xavier Niel[8][9]	€1	€1
Ms Sophie Stabile[3]	€88,905	n.a
Mr Jacques Stern[3][10]	€118,454	n.a
Ms Aline Sylla-Walbaum	n.a	€46,000
Ms Jacqueline Tammenoms Bakker[3]	€89,813	n.a
TOTAL (EXCLUDING SB CHAIRMAN REMUNERATION)	**€1,002,392**	**€771,626**
Percentage used of the annual envelope approved by GM	71.60%	55.12%

(1) Including the out-of-country indemnities, if any, and before withholding tax.
(2) No Supervisory Board meetings held during her mandate in 2020 after her co-optation to the Supervisory Board on December 23, 2020.
(3) Mandate as Supervisory Board Member ended on November 13, 2020.
(4) Supervisory Board Chairman mandate ended on November 13, 2020; GNC Chairman and RC member until December 31, 2020.
(5) Mandate as Supervisory Board Member started on November 10, 2020 and GNC Member started on November 13, 2020.
(6) Mandate as Supervisory Board Member ended on May 15, 2020.
(7) Mandate as RC Chairman started on May 15, 2020.
(8) Mandate as Supervisory Board Member started on November 10, 2020 and RC Member started on November 13, 2020.
(9) Upon his own request, the total amount of Supervisory Board remuneration to be paid to Mr Niel (including any committee, ad hoc compensation and out-of-country indemnities), shall be one symbolic euro per year.
(10) Mandate as Supervisory Board Vice-Chairman started on May 15, 2020.

3.3.3.3 SHARE AND LTI HOLDINGS (ARTICLE 15 OF APPENDIX 1 OF REGULATION EC 980/2019)

NUMBER OF SHARES, SO AND PS HELD BY MANAGEMENT BOARD MEMBERS ON DECEMBER 31, 2021

The table below summarises the share ownership of Management Board members on December 31, 2021 (including shares held within the Company savings fund).

MB Members	Stapled Shares owned[1]	SO non-exercised	PS subject to vesting period
Mr Jean-Marie Tritant	41,927	199,900	44,105
Mr Olivier Bossard	138,622	158,425	31,415
Mr Fabrice Mouchel	29,068	145,975	29,643
Ms Astrid Panosyan	5,684	123,025	27,980
Ms Caroline Puechoultres	0	0	0

(1) Including the stapled shares equivalent to the number of units held in the company savings plan.

3.3.3.4 TOP TEN SO AND PS GRANTS AND EXERCISES (TABLE NO. 9 – AMF RECOMMENDATIONS)

TOP TEN PERFORMANCE SO GRANTS/EXERCISES IN 2021 (ARTICLE L. 225-184 OF THE FRENCH COMMERCIAL CODE)

	Top ten of SO grants in 2021(1)	Top ten SO exercises in 2021(1)
Number of granted Stock Options/and subscribed or purchased option(2)	150,785	n.a
Weighted average price	€69.41	n.a
Plan no. 7 Tranche 2014	-	-
Plan no. 9 Tranche 2018	-	-
Plan no. 10 Tranche 2019	-	-
Plan no. 11 Tranche 2020	-	-
Plan no. 12 Tranche 2021	150,785	-

(1) Excluding Management Board members.
(2) The number of top grants may exceed 10 in the event that several participants have received the equal number of SO. Each year the option holders list may vary.

TOP TEN PS GRANTS/AVAILABLE IN 2021 (ARTICLE L. 225-197-4 OF THE FRENCH COMMERCIAL CODE)

	Top ten of PS grants in 2021(1)(2)	Top ten PS being definitively available in 2021(1)(2)
Number of Performance Shares granted/available	58,982	9,899

(1) Excluding Management Board members.
(2) The number of top grants may exceed 10 in the event that several participants have received the equal number of PS. Each year the participants list may vary.

3.3.4 PERFORMANCE STOCK OPTIONS, PERFORMANCE SHARE PLANS AND EMPLOYEE SHAREHOLDING

The LTI equity compensation is an essential part of the Group's remuneration policy. It is a significant retention tool designed to strengthen the loyalty and engagement of participants in the Group's performance while aligning their interests with long-term value creation objectives of the Group and its shareholders.

The LTI is made up of two equity compensation instruments: Performance Shares ("PS") and Performance Stock Options ("SO") both subject to performance and presence conditions for all participants.

PS and SO are allocated to employees and Management Board members in recognition of exemplary performance, for key roles within the Group and for their long-term contribution to the Group's performance.

The ratio of SO to PS is determined each year by the Supervisory Board. Grants are not automatic in number nor frequency. They vary from year to year, both in terms of participants and of Stapled Shares allocated. In 2021, there were 488 LTI participants, i.e. c. 17% of the Group employees.

In accordance with the Afep-Medef Code, the holding and equity investment obligations applicable to Management Board members are described in Section 3.3.1.1.

3.3.4.1 PERFORMANCE STOCK OPTION AND PERFORMANCE SHARE PLANS

AUTHORISATION PRIOR TO THE GENERAL MEETING OF SHAREHOLDERS

The General Meeting of shareholders authorises the MB to allocate SO and PS and sets out the following principles:

- An authorisation period limited to 38 months;
- A maximum envelope strictly limiting the potential dilutive effect;
- A maximum percentage of grant for the CEO;
- A maximum percentage of grant for the Management Board members;
- The obligation to provide presence and performance conditions; and
- The obligation to provide a reference period for the determination of performance condition(s).

DETERMINATION BY THE SUPERVISORY BOARD

On an annual basis, the Supervisory Board, upon recommendation of the GNRC:

- Determines the overall envelope of SO and PS to be granted taking into account the thresholds set by the General Meeting, the potential dilutive effect for shareholders and the financial cost of the grant to the Group;
- Sets the number of SO and PS granted to each Management Board member; and
- Sets the share retention and investment obligations for Management Board members.

IMPLEMENTATION BY THE MANAGEMENT BOARD

The MB determines the terms and conditions for grant of the plans, and specifically:

- The list of employee participants and their grant size, within the envelope determined by the Supervisory Board;
- The terms and conditions of the plan, in particular the presence conditions;
- The performance conditions for the SO and PS; and
- The SO subscription price at grant is not discounted, and in line with the rules set out in the French Commercial Code.

3.3.4.2 GENERAL CONDITIONS APPLICABLE TO GRANTS OF SO AND PS TO EMPLOYEES AND MB MEMBERS

The SO and PS plans are based on the following principles:

- A stable and consistent grant period to avoid any windfall effect. Pursuant to Article L. 22-10-58 and L. 225-177 of the French Commercial Code, no grant may be made:
  - Less than 20 trading days after (i) the detachment of the shares from a coupon giving entitlement to a dividend or (ii) a capital increase;
  - Within ten trading days preceding or following the date on which the consolidated financial statements or the annual financial statements are made public; and
  - Within the period between the date on which corporate bodies become aware of inside information and the date on which this information is made public.
- No discount on the strike price of the SO is allowed;
- A presence condition at exercise of SO and delivery of PS;
- Stringent performance conditions, calculated over a long period (minimum three years), directly linked to the Group's performance and long-term strategy;
- A cap on the grants to the CEO and to each Management Board member; and
- A cap on the overall grant to restrict the potential dilutive effect and the financial cost to the Group.

In the context of an increasingly competitive market for talents at middle to senior management levels, it is proposed to introduce a proportion of the share-based awards, below Management Board and Executive Committee, as Retention Shares (i.e. share award with presence condition only), to help with the retention of our top talents and high potentials. This proposition will be submitted for approval at the 2022 AGM (resolution no. 26).

CURRENT AUTHORISATIONS – POTENTIAL DILUTIVE EFFECT

- Performance Stock Options current authorisation:
  The authorisation of the General Meeting in force for the 2021 SO plan was granted on May 12, 2021 (resolution no. 25);
- Performance Shares current authorisation:
  The authorisation of the General Meeting in force for the 2021 PS plan was granted on May 12, 2021 (resolution no. 26);
- Overall potential dilutive effect:
  The total number of (i) SO granted but not yet exercised; (ii) PS granted but not yet vested; and (iii) SO and PS that may be granted under the unused part of the envelopes still in force, cannot give rise to a number of shares exceeding 6% of the fully diluted share capital.

The potential dilutive effect of these instruments remains therefore limited and managed by the Group. If all the required performance conditions were met over the specified period and no cancellations were to occur during the course of the plan, all the non-vested PS and non-exercised SO would amount to 3.36% of the fully-diluted capital as at December 31, 2021.

PRESENCE CONDITION

The SO and the PS may only vest for those participants who are present just prior to exercise or vesting. However, they would remain valid in the event of (i) retirement; (ii) termination of activity due to death or disability (Categories 2 or 3 as provided for in Article L. 341-4 of the French Social Security Code or equivalent under the applicable local regulations); (iii) explicit and justified MB or Supervisory Board decision in exceptional circumstances; or (iv) employer substitution.

PERFORMANCE CONDITION

The Supervisory Board ensures that the LTI promotes overall performance and does not encourage excessive risk taking. Measuring and taking into account the performance of the Group over the long-term to align shareholders' interests with those of the participants, be they employees or Management Board Member[1]. The SO and the PS have a single test of all their performance conditions at the end of the three-year performance period.

Each year, the regular LTI granted to the Management Board Member complies with the Remuneration Policy applicable since January 1 and approved by the shareholders at the AGM of the corresponding year. Should the Remuneration Policy not be approved, the grant would be maintained but it shall be amended to comply with the last Remuneration Policy approved by the shareholders.

3.3.3.5 TRANSACTIONS OF CORPORATE OFFICERS ON GROUP SHARES (ARTICLE 223-26 OF THE AMF GENERAL REGULATION)

Name	Date	Nature of the transaction	Number	Unit price
Management Board Members				
Mr Jean-Marie Tritant **CEO**	02/02/21	Pledge of Stapled Shares	3,447	€234.40
	08/03/21	Performance Shares definitively vested	2,404	€65.78
	25/05/21	Performance Shares definitively vested	3,185	€69.70
	24/06/21	Subscription of the company saving plan	206	€48.59
Mr Olivier Bossard **CIO**	08/03/21	Performance Shares definitively vested	1,050	€65.78
	25/05/21	Performance Shares definitively vested	2,547	€69.70
	09/06/21	Acquisition of Stapled Shares Sale of Stapled Shares	9,533	€80.73
	24/06/21	Subscription of the company saving plan	531	€48.59
Mr Fabrice Mouchel **CFO**	08/03/21	Performance Shares definitively vested	875	€65.78
	19/05/21	Exercise of put options	39,223	€22.20
	25/05/21	Performance Shares definitively vested	2,123	€69.70
	24/06/21	Subscription of the company saving plan	531	€48.59
Ms Astrid Panosyan[1] **CRO**	08/03/21	Performance Shares definitively vested	875	€65.78
	25/05/21	Performance Shares definitively vested	2,123	€69.70
	24/06/21	Subscription of the company saving plan	222	€48.59

(1) For more details on the performance conditions applicable to Management Board members, please refer to the 2022 Remuneration Policy described in 3.3.1.1.

Name	Date	Nature of the transaction	Number	Unit price
Supervisory Board Members				
Mr Léon Bressler **Supervisory Board Chairman**	08/01/21	Acquisition of Stapled Shares	1,000	€64.23
Mr Xavier Niel **SB Member**	04/01/21	Exchange of interest and dividend conditions against Stapled Share variations(2)	1,609,803	€62.12
	08/01/21	Exchange of interest and dividend conditions against Stapled Share variations(2)	1,553,692	€64.36
	11/02/21	Exchange of interest and dividend conditions against Stapled Share variations(2)	1,430,628	€57.36
	19/02/21	Forward sales and exchange of interest and dividend conditions against Stapled Share variations Pledge(2)	6,203,325	€0.00
	05/03/21	Acquisition of call options of Stapled Shares(3)	100,000	€120.00
	15/03/21	Acquisition of call options of Stapled Shares(3)	500,400	€73.12
	24/03/21	Acquisition of Stapled Shares, pledge Hedge contract on call and put options(2)	2,980,560	€67.10
	29/03/21	Acquisition of Stapled Shares, pledge Hedge contract on call and put options(2)	3,000,000	€69.06
	19/04/21	Acquisition of Stapled Shares, pledge Hedge contract on call and put options(2)	2,880,238	€69.44
	09/06/21	Sale of call options of Stapled Shares(2)	20,000	€2.68
	29/07/21	Acquisition of Stapled Shares, pledge Hedge contract on call and put options(2)	1,500,000	€72.40
	10/09/21	Acquisition of call options of Stapled Shares(3)	20,000	€1.84
	16/09/21	Acquisition of call options of Stapled Shares(3)	202,500	€0.94
	22/09/21	Acquisition of call options of Stapled Shares(3)	750,000	€0.85
	23/09/21	Acquisition of call options of Stapled Shares(3)	200,100	€0.48
	05/10/21	Forward sale agreement Interest and dividend swap agreement for a change of stapled shares, pledge(2)	3,722,299	€0.00
	30/11/21	Acquisition of call options(3)	1,197,500	€0.57
Ms. Cécile Cabanis SB Member	11/02/21	Acquisition of Stapled Shares	1,300	€58.26
	08/10/21	Acquisition of Stapled Shares	787	€63.14
Ms. Julie Avrane SB Member	03/03/21	Acquisition of Stapled Shares	1,000	€62.49
	17/11/21	Acquisition of Stapled Shares	200	€67.28
Ms. Aline Sylla-Walbaum SB Member	19/11/21	Acquisition of Stapled Shares	507	€63.34

(1) Mandate ended December 31, 2021.
(2) Through Rock Investment SAS.
(3) Through NJJ Market SAS.

3.4 ETHICS AND COMPLIANCE WITHIN THE URW GROUP

3.4.1 ETHICS AND COMPLIANCE: A DAILY AND ESSENTIAL REQUIREMENT

Ethics is one of the Group's core values and the Group is committed to conducting business in an ethical and fair manner. The Group has a "zero tolerance" principle against all forms of unethical practices, such as inappropriate, disrespectful or unlawful behaviour, corruption, bribery, influence peddling and human rights violations. The Group's compliance procedures are based on a precise allocation of duties and responsibilities as well as promotion of compliance awareness through a "tone from the top" approach and active training programs to ensure accountability and strict and effective compliance within the Group.

3.4.2 COMPLIANCE GOVERNANCE FRAMEWORK

Aiming to ensure appropriate sharing of information, right level of accountability, due and effective support and promotion, URW has set up a robust compliance organisation matching its geographical and local footprint.

MANAGEMENT AND SUPERVISORY BOARDS OF URW SE

The MB of URW SE is responsible, under the supervision of the SB, for compliance with all laws and regulations applying to the Group. Promoting compliance awareness from the top on a recurring basis is one of the MB and SB's responsibility and part of the compliance framework. The MB reports all material compliance breaches to the SB. The Annual Compliance Report and, if any, dedicated incident reports related to compliance matters, are presented and discussed with the MB and SB.

3.4.3 COMPLIANCE ORGANISATIONAL FRAMEWORK

GROUP COMPLIANCE COMMITTEE

The Group Compliance Committee is composed of four members including the CRSO (Chairman), the Group General Counsel, the Group Compliance Officer (GCO) and one MB member from URW SE or URW NV who is not directly involved in the matter which the committee is handling.

The Group Compliance Committee's responsibilities are:
- Hearing and reviewing the Annual Compliance Report prepared by the GCO;
- Making recommendations on compliance due diligences presented by the GCO or the Compliance Officer of URW NV (CO URW NV) on the business ethics environment in case of potential new market entry;
- Periodically reviewing the adequacy and effectiveness of the Group's Anti-Corruption Program with the Group General Counsel, the GCO, the Local Compliance Correspondents (EU platform) and the CO URW NV (US platform) and suggesting possible improvement;
- Participating in the crisis management in case of a material compliance breach; and
- Making recommendations or taking any decision related to any compliance related matters including internal promotion of compliance.

GROUP GENERAL COUNSEL

Within URW, the following compliance matters fall under the scope of the Group General Counsel:
- Identifying and advising the MB of URW SE and the GNC on (emerging) corporate governance issues or significant developments in the law and/or corporate governance practices; and
- Supervising the Group's regulatory compliance, in interaction with the GCO.

GROUP COMPLIANCE OFFICER

The Group Compliance Officer (GCO) is appointed by the SB of URW SE upon recommendation of the CEO. To ensure full independence, the GCO reports to the CEO and the Chairman of the Supervisory Board. The GCO is responsible for compliance matters for the entire Group. The GCO is directly responsible for the EU platform and through supervision for the US platform, in collaboration with the Compliance Officer of URW NV (CO URW NV). The GCO's scope of responsibility includes:

- Designing and monitoring the implementation of the Compliance Program (including the Code of Ethics, Anti-Corruption Program, Anti- Money Laundering Procedure, the Insider Trading Procedure and Whistleblowing Policy);
- Promoting compliance awareness for all employees and managers as well as for the MB and SBs, through classroom trainings, e-learning courses and information sessions;
- Maintaining and updating the Group's anti-corruption risk mapping;
- Investigating possible compliance breaches, including breaches reported through the URW Integrity Line, the Group's confidential whistleblowing platform;
- Regularly reporting to the Group Compliance Committee whether the Group complies with applicable laws and regulations;
- Ensuring effective implementation of Group Compliance Committee's decision/recommendation and reporting any deviations; and
- Issuing and presenting the Annual Compliance Report to the MB and SB.

In addition to dedicated resources and budgets, the GCO and the CO URW NV have support from a Group Compliance Manager and a Local Compliance Correspondents network to fulfill their tasks. They may also request support and/or input from any department, notably the Group legal department, as well as from external advisors.

COMPLIANCE OFFICER URW NV

The Compliance Officer of URW NV (CO URW NV) supports the GCO in implementing and monitoring the Compliance Programme (including the Anti-Corruption Program) within the US platform. The CO URW NV provides particular support in the implementation of the "Know Your Partner" procedure (third party due diligence). In order to fulfil his/her tasks, the CO URW NV may request support, advice and/or input from the US General Counsel.

LOCAL COMPLIANCE CORRESPONDENTS NETWORK

The network of Local Compliance Correspondents (LCC) exists to locally promote compliance awareness in the different regions where the Group conducts business as well as to monitor and provide support for the local implementation of the Group's compliance procedures. The LCC provides first-level compliance advice at local level to URW staff, reports any (potential) compliance breach or issue to the GCO and makes appropriate suggestions to improve compliance procedures into the Anti-Corruption Program, to ensure effective implementation across the Group.

3.4.4 COMPLIANCE PROGRAM

CODE OF ETHICS

The Code of Ethics describes values and principles that every employee of the Group must observe in the course of their work. This year, to better highlight the "Together at URW" values and provide precise examples of the behaviour expected from employees and managers when acting within or on behalf of URW, the Code of Ethics was redesigned and updated.

In particular, the Code of Ethics strictly prohibits the offering or receiving of illegal sums, establishes clear restrictions on the giving and/ or receiving of gifts, requires employees to comply with applicable laws and regulations and clearly reminds the "zero tolerance" principle applied to any unethical behaviour.

An annual training campaign (e-learning) is organised to raise the awareness of employees of the Group's ethical principles.

The Code of Ethics can be found at www.urw.com/en/group/corporate-governance/code-of-ethics.

WHISTLEBLOWING PLATFORM: URW INTEGRITY LINE

All employees and contractors are invited to report cases or suspicions of criminal activities, violations of national and international laws and serious threats or harm to the general interest, or breaches to the Group's Code of Ethics relating to corruption by using the Group's whistleblowing platform. The platform is hosted by an external provider and is available 24/7 from any location worldwide in all languages spoken within the Group (https://urw.integrityline.org/). The whistleblowing platform allows anonymous reporting and ensures strict confidentiality of the identity of the reporter. The Group policy is to guarantee to not discipline, discriminate or retaliate against any employee or other person who in good faith reports information related to a violation. The GCO and the CO URW NV (for the US platform) investigate reported incidents but the MB is ultimately responsible for taking the appropriate actions. The GCO and the CO URW NV may also seek assistance of the LCC when investigating.

3.4.5 ANTI-CORRUPTION PROGRAM

The Group's Anti-Corruption Programme (ACP) aims at combatting and preventing corruption, bribery and influence peddling and has been created in order to comply with applicable laws, such as the French Sapin II Law, the UK Bribery Act and the US Foreign Corrupt Practices Act. The ACP includes risk mapping of the various operations in the different regions of the Group, such as the regulatory landscape, transactions and relationships with business partners. The MB of URW strictly enforces the Group's zero tolerance principle regarding violations of the ACP.

CODE OF CONDUCT

The code of conduct and commitment to fight against corruption and influence peddling has been included in a dedicated section of the Group's Code of Ethics. The code of conduct stresses on the "zero tolerance" principle for breaches of the ACP and any violation will be sanctioned.

RISK MAPPING

The Group's corruption risk mapping points out potential corruption risks and consists of several criteria related to the Group's location and operations. The main risk areas are sponsorships/donations, investment/divestment, development and procurement processes. The corruption risk mapping was completely reviewed to better comply with the requirements set out by the French Sapin II law and was finalized end of 2021. The methodology applied to update the risk mapping is documented and included interviews at corporate and local levels to validate and update potential risk scenarios related to corruption, bribery and influence peddling. Each scenario identified was duly assessed locally and is mitigated by an internal control measure or subjected to an action plan when necessary.

INTERNAL ALERT SYSTEM

The Group has an externally based whistleblowing platform (the URW Integrity Line), which enables all staff as well as contractors to confidentially, and anonymously, report incidents to the GCO and the CO URW NV (for the US platform). The whistleblowing procedure and platform are accessible at https://urw.integrityline.org/.

THIRD PARTY DUE DILIGENCE

The Group has a "Know Your Partner" procedure which consists of tailored due diligence to assess business partners' risk of exposure to corruption before entering into contractual relationships. The due diligence may consist of questionnaires, internal and/or external background checks and investigations. Under certain circumstances the GCO reports due diligence findings to the GCC to discuss the risk profile and provide recommendations to the relevant business owner.

Pursuant to the ACP, the Group seeks to include a compliance clause covering anti-corruption provisions in contracts with business partners, to remind the contracting party that corruption and/or unethical behaviour will not be tolerated.

ACCOUNTING CHECKS

The Group has a collective decision-making process regarding investment, divestment and procurement. The Group applies a "four eyes" principle when processing invoices and staff expenses reimbursement, meaning that the person approving the purchase order is different from the person approving the invoice. There is also a segregation of duties in the payment process. Manual entries in accounting are systematically reviewed by the chief accountant and accounts are reviewed by statutory auditors.

TRAINING

To raise awareness and entrench the compliance culture within the Group, employees are required to participate to an annual mandatory e-training covering ethics and the prevention of corruption and influence peddling (URW ACP). As at December 31, 2021 more than 78% of URW staff has completed the online training.

In addition to the online training, most exposed departments identified in the URW corruption risk mapping (investment, development, public affairs, and procurement) are required to attend classroom trainings. Several training sessions were held throughout the Group and animated by the LCC in local languages.

Finally, an ACP training session was attended by all Supervisory Board, Management Board and Executive Committee members. The objective was to present actions implemented to comply with the Sapin II Law.

DISCIPLINARY SANCTIONS

Disciplinary sanctions may be taken in cases of corruption, bribery or breaches of the ACP based on the Group's zero tolerance principle.

ACP ASSESSMENT

To ensure compliance with the ACP and constant improvement, the ACP is part of the scope of the Internal Audit department and has been audited in 2020 in Europe and in the US. A follow-up audit was completed in 2021, which helped reminding the importance of the ACP and ensuring the correct implementation of recommendations.

GIFTS, MEALS AND ENTERTAINMENT

The Gift and Entertainment Policy states that hospitality, promotional or other business expenditure, received as well as given, need to be given or received in other forms than cash or cash equivalent, reasonable in value, infrequent, permitted under local laws, directly related to the promotion of the Group's assets, know-how, products or services, the execution of a contract, or to develop and maintain cordial business relations out of any tendering phase or in the frame of the Group's CSR policy, approved (as the case may be), properly recorded in accounting and not given for any corrupt purpose or with the intent of receiving anything in return.

SPONSORING AND CHARITABLE CONTRIBUTIONS

Donations to charities, non-profit initiatives or social projects comprise a risk of having funds or assets of value being diverted for the personal use or benefit of a public official or a private party. Particular caution needs to be observed if a potential contribution is directed towards a company having an affiliation with a public official. Any contributions above €/$/£15,000 must be prior validated by the Group CRSO for European operations or by the Chief Operating Officer US. An annual list of all the Group's sponsoring and charitable contributions is kept and followed-up at Group level.

3.4.6 PREVENTION OF MONEY LAUNDERING AND TERRORISM FINANCING

The procedure for prevention of money laundering and terrorism financing (AML) requires employees and managers to be vigilant and perform due diligences before entering into certain business relationships. These due diligences include identifying the partner company, evaluating the risk profile of the partner/operation, performing sanctions list screening and identifying potential ultimate beneficial owners and politically exposed persons through background checks via public databases.

3.4.7 DATA PROTECTION

URW Group collects data than could potentially have higher market value than similar data in other industries. Moreover Data Protection represents a major concern for customers, employees, and partners and for the URW Group as well. Aware of the risk of data misuse and the development of legislation in this regard, URW Group is working on maintaining and improving an efficient compliance program. This will help to strengthen its data market strategy. Nevertheless, technological progress and the international scale of the Group make it impossible to eliminate all potential risks despite measures implemented.

Sense of responsibility is essential during the implementation and development of the experience offered to URW customers, in a framework conducive to guaranteeing protection and exemplarity in the daily management of personal data collected in accordance with applicable national laws.

The Group therefore has (i) a clear and efficient structure with governance bodies for matters relating to the collection, use and protection of personal data, (ii) a set of robust processes to better support the daily processing of data, and (iii) a regulatory watch organised to ensure the best level of compliance in a constantly evolving legal and regulatory context.

3.4.7.1 A CLEAR AND EFFICIENT GOVERNANCE OF DATA PROTECTION

While 2018 was marked by the implementation of numerous measures to comply with the new regulations relating to the protection of personal data General Data Protection Regulation ("GDPR"), 2019 was the first financial year during which initial feedback has been conducted on the compliance measures deployed and their effects.

2020-2021 were years of consolidation and feedbacks used for continuous improvement of those measures implemented and governance of the Group's Compliance Programme on personal data. Some decisions from European national authorities also brought some clarification and reinforced the importance of keeping the Group's procedures up to date.

This active search for compliance, which represents a constantly renewed challenge, is based on a clear managerial willingness directly integrated into the various services of the Group. The Group shall ensure compliance with its legal and regulatory obligations while supporting marketing and commercial strategies, in order to offer even more innovative services to its customers, partners and other stakeholders.

The governance in place is based on different levels according to an escalation principle.

This governance is organised around:

- A Group Data Protection Officer (DPO) for the Group registered with the CNIL:

  This Group DPO:
  - Leads a network of local data protection correspondents or local DPOs in each continental European country where the Group is present as well as in the UK. Each local correspondent (some of whom have DPO status with local data protection entities) carries out legal and operational monitoring for the country for which they are responsible. All of the correspondents meet monthly in a dedicated committee to share best market practices;
  - Coordinates the Group's data protection strategy with the Privacy Counsel responsible for compliance with the California Consumer Privacy Act for the Group's activities in the State of California (USA);
  - Monitors and ensures with the support of corporate and local legal departments and through the network of Local Data Protection Referents the compliance with data protection regulation and in particular European Regulation N°. 2016/679, the General Data Protection Regulation (GDPR); and
  - Implement an inter-departemental approach that includes all the teams potentially involved in personal data management and data protection, in particular IT (including IT Security), Marketing and Digital, Legal and Human Resources departments.
- The management, in project mode, of personal data questions, allowing a "privacy by design" approach by the teams in charge of projects or services likely to involve the collection or use of personal data (IT, HR, marketing, brands, legal, etc.).

- A Data Protection Committee composed of the Chief Customer Officer, the Group General Counsel, the Group IT Director, the Group DPO, Group Director of Digital Transformation, Group Head of Cybersecurity & IT Governance whose purpose is to ensure the proper application of the Group strategy relating to data protection, to review the impact assessments of certain projects and the risks of exposure of the data collected, to manage and monitor any data breach, and to adopt the risk management measures deemed appropriate. It may welcome any other relevant member regarding what is at stake.

3.4.7.2 MANAGE DATA PROTECTION ON A DAILY BASIS IN A RESPONSIBLE MANNER

Mindful of its responsibilities in this area, the Group is committed to ensuring effective protection and reasonable processing of the personal data collected.

A DAILY THOROUGHNESS

URW Group continuously endeavors to improve its knowledge of tools used and type of data processing. Such knowledge is used to implement robust organizational measures at project management level.

This applies to new projects or activities that could potentially lead to the processing of personal data as well as for processing currently underway. These processes aim to strengthen the analysis and consideration of risks, particularly in terms of personal data security and processing. It follows that Data Protection Impact Assessment (DPIA) is an important tool of implementing the accountability principle. A DPIA is performed to analyze the type of risk related to the project or activity involving personal data and to recommend measures to mitigate or prevent a risk. The process is also used to take the personal data protection into account as of the design stage of an application or processing ("Privacy by design"). It can imply recommendations to minimize the amount of data collected in light of the related purpose, defining appropriate retention periods, presenting information notice or obtaining consent where required, deploying data security and confidentiality measures

In addition, significant efforts are made in terms of awareness and training on the management of personal data: each employee receives online GDPR training, and the most exposed departments are provided with personalized face-to- face training.

The Group has set up an appropriate incident response procedure and a procedure for managing data subject requests to exercise their rights (access, rectification and opposition, right to data portability, withdrawal of consent, …). URW Group has deployed an integrated management tool in the United States, enabling it to respond quickly and appropriately to the requests of people exercising their rights in terms of personal data.

The Group has also settled a tool to digitalize records of Data processing activities & data protection impact assessments made. Implementation of the tool within all the countries is in progress and strengthen our accountability obligations regarding Data protection.

This management also involves strengthening the Group's relationships with its partners, suppliers and providers so that they engage in a compliance process. The Group aims to only use subcontractors that provide guarantees as to their appropriate technical and organizational measures to ensure that processing and processing methodes meet GDPR requirements and guarantee the protection of the data subject's rights.

A REASONED AND CONTROLLED USE OF DATA PROTECTION

Beyond the establishment of an internal framework suitable for ensuring compliance with regulations, the effective application of this framework is subject to regular monitoring and internal audit missions carried out by the Group's dedicated teams.

SUPPORT AN EVER-CHANGING LEGAL CONTEXT

Beyond the European Regulation on the Protection of Personal Data, each Member State of the European Union has interpreted the provisions of the GDPR by the enactment of national standards and by the jurisprudence developed by its national authorities (courts and local data protection authorities). At the same time, the State of California (USA) and the united Kingdom (following Brexit), in which the Group operates, have implemented their own regulations.

This multiplication of applicable standards and regulations, combined with objectives or philosophies that may diverge, makes it increasingly complex to monitor regulatory developments. This is one of URW's endeavors to take up this major challenge on a daily basis, in order to maintain global compliance taking into account local specificities.

3.5 REPORT OF THE SUPERVISORY BOARD ON CORPORATE GOVERNANCE

In accordance with Article L. 22-10-20 of the French Commercial Code, at its meeting held on March 3, 2022, the Supervisory Board agreed on the corporate governance report which will be submitted at the next General Meeting, at the same time as the observations of the SB concerning the Management Board report and the financial statements, it being specified that the observations are presented in the Convening notice of the 2022 General Meeting.

The report of the Supervisory Board on corporate governance is included in the paragraph 3 of the Management report available on Section 8.6.3.

CHAPTER 4.

Activity review

(1) The Management Discussion & Analysis ("MD&A") is based on the Financial statements prepared on a proportionate basis.

4.1 MANAGEMENT DISCUSSION AND ANALYSIS[1]

4.1.1 BUSINESS REVIEW AND 2021 RESULTS

4.1.1.1 ACCOUNTING PRINCIPLES AND SCOPE OF CONSOLIDATION

ACCOUNTING PRINCIPLES

Unibail-Rodamco-Westfield's ("URW" or "the Group") consolidated financial statements as at December 31, 2021, were prepared in accordance with International Financial Reporting Standards ("IFRS") as applicable in the European Union as at that date.

The Group also prepares financial statements in a proportionate format, in which the joint-controlled entities are accounted for on a proportionate basis, instead of being accounted for using the equity method under IFRS. The business review and results are presented based on the financial statements on a proportionate basis, with no impact on the net results.

For rent relief granted to tenants in relation to the COVID-19 pandemic and where such relief qualifies as a lease modification because the tenant agrees concessions (e.g. extension of a lease term or higher Sales Based Rent ("SBR"), IFRS 16 applies. Under IFRS 16, the relief is treated as a lease incentive, which is straight-lined over the expected term of the lease as a reduction of the Gross Rental Income ("GRI").

Rent relief signed or expected to be signed, granted without any counterpart from the tenants is considered as a reduction of the receivables and is charged to the income statement as a reduction of the GRI.

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by the management in the evolving context of the COVID-19 pandemic and of difficulties in assessing its impact and future prospects. In this context, management has taken into account these uncertainties on the basis of reliable information available at the date of the preparation of the consolidated financial statements, particularly with regards to the fair value of investment properties and financial instruments, the estimation of the provision for rent relief and doubtful debtors, as well as the testing of goodwill and intangible assets.

Due to inherent uncertainties associated with estimates, the Group reviews those estimates based on regularly updated information. Actual results might eventually differ from estimates made at the date of the preparation of the consolidated financial statements. In particular, no further lockdowns have been assumed, post December 2021 (beyond the ones known to date).

96% of URW's property portfolio and intangible assets related to the Shopping Centres, Offices & Others, Convention & Exhibition ("C&E") and Services segments were valued by independent appraisers as at December 31, 2021.

SCOPE OF CONSOLIDATION

The principal changes in the scope of consolidation since December 31, 2020, are:

- The foreclosure of Westfield Citrus Park and Westfield Countryside in January 2021;
- The disposal of the SHiFT office building located in Issy-les-Moulineaux in January 2021;
- The foreclosure of Westfield Sarasota in February 2021;
- The disposal of the Les Villages 3, 4 and 6 office buildings in March 2021;
- The disposal of a 60% stake in Aupark in May 2021; this asset is now jointly controlled by URW and WOOD & Company, the acquirer, and therefore accounted for using the equity method under IFRS and at 40% in the consolidated financial statements under proportionate (for the investment property and the financial debt);
- The acquisition of the 47.4% remaining stake in Westfield Trumbull and Westfield Palm Desert in May 2021;
- The foreclosure of Westfield Broward in June 2021;
- The disposal of a 45% stake in Westfield Shopping City Süd in July 2021, still fully consolidated;
- The sale and leaseback of 7 Adenauer office building in September 2021;
- The disposal of Palisade residential building at Westfield UTC in October 2021;
- The disposal of a 51% stake in Aquaboulevard and Le Sextant in October 2021, which URW jointly controls and is now accounted for using the equity method; and
- The disposal of a 70% stake in Triangle development project in October 2021, in which URW has significant influence and which is now accounted for using the equity method; and
- The foreclosure of Westfield Palm Desert in October 2021.

OPERATIONAL REPORTING

URW operates in nine regions: France, the United States of America ("US"), Central Europe, Spain, the United Kingdom ("UK"), the Nordics, Austria, Germany and The Netherlands. These regions were grouped in five main regions, i.e. Southern Europe (France, Spain, Italy), Northern Europe (Sweden, Denmark, The Netherlands), Central and Eastern Europe (Germany, Austria, Poland, Czech Republic, Slovakia), UK and US.

As Southern Europe (France) has substantial activities in all three business lines of the Group, this region is itself divided into three segments: Shopping Centres, Offices & Others and C&E[2]. The other regions operate almost exclusively in the Shopping Centres segment. In the US, the Group also operates an airport terminal commercial management business.

(1) The MD&A is based on the financial statements prepared on a proportionate basis.
(2) C&E includes the Les Boutiques du Palais retail asset.

4.1.1.2 COVID-19 AND THE IMPACT ON URW'S BUSINESS

This section provides a brief overview of the impact of the COVID-19 crisis on URW's operations in FY-2021.

OVERVIEW OF RESTRICTIONS IN FY-2021

The operations in URW shopping centres were particularly impacted by lockdown periods and restrictions in the first half of 2021, while operations were generally able to take place with loosened restrictions in H2-2021, except year-end which was impacted by a resurgence of the pandemic.

During the first half of the year, most of the Group's European centres had to close at various points, except for "essential" retailers and excluding the centres in Sweden and parts of Spain which remained open throughout the period, albeit with certain restrictions on F&B, cinemas and fitness. In the US, all of the centres were open throughout the first half, however restrictions on sectors like Food & Beverage ("F&B"), Entertainment and Fitness were only progressively eased during February and March.

During H2-2021, the Group's centres and all retail sectors were generally allowed to trade including indoor dining and entertainment, albeit with some remaining capacity limits or other sanitary requirements (such as a COVID-19 pass/proof of vaccination being required for dining or entertainment in several markets).

Late November and December saw some tightening of government rules, following the emergence of the "Omicron variant". Most notably, this saw the reintroduction of government guidance to work from home, restrictions for non-vaccinated persons to access shopping centres and the imposition of three further lockdowns: in Austria from November 23 to December 12, after which in Vienna restaurants remained closed and a quasi-lockdown has remained in force for unvaccinated people; in Slovakia from November 25 to December 8, and in The Netherlands, with non-essential stores and restaurants closed from December 18 until January 14, 2022, after which non-essential stores were allowed to reopen, but F&B reopened later on January 26, 2022.

At year-end, restrictions have been limited in particular due to the progress made on vaccination in all the regions the Group operates.

Overall, the Group's shopping centres were closed for an average of 68[1] days in H1 (vs. 67 days in H1-2020), including 92 days in Europe (vs. 60 days in 2020) and 69 days for the full year 2021 (vs. 93 days in 2020), including 94 days in Europe (vs. 84 days in 2020).

As at February 10, 2022, all of the Group's centres are able to trade with few local restrictions in place.

FOOTFALL[2] AND TENANT SALES[3]

Overall, FY-2021 footfall figures were impacted by the lockdowns and the restrictions described above, however they showed a strong recovery when the centres were open, with higher conversion rates driving even stronger tenant sales performance versus 2019 and 2020 levels.

(1) Weighted by shopping centres' Net Rental Income ("NRI") in 2019.
(2) Footfall data does not include Zlote Tarasy as it is not managed by URW. Footfall in URW's shopping centres in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, newly acquired assets and assets under heavy refurbishment. Carrousel du Louvre is excluded. For the US, it includes the 19 centres for which at least one year of comparable Springboard or ShopperTrak data is available.
(3) European tenant sales data does not include Zlote Tarasy as it is not managed by URW. Tenant sales performance in URW's shopping centres (except The Netherlands) in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, newly acquired assets and assets under heavy refurbishment. Primark sales are based on estimates. Carrousel du Louvre is excluded. Excluding Auto branch for Europe and Auto and Department Stores for the US.

European footfall

In Europe, FY-2021 overall footfall compared to 2019 decreased by -34% but increased by +5% compared to 2020 and despite more days of closure in 2021. Sweden and Spain outperformed other countries, with footfall at 77% and 76% of 2019 levels, respectively, due to less severe restrictions.

After the reopening of centres in Q2-2021, a strong recovery was seen. In Q3-2021, when all centres and sectors were able to trade throughout the period, footfall in Europe reached 79% of 2019 levels and increasing further in Q4-2021 to 82% of 2019 levels, and 84% excluding the lockdown periods in Austria, Slovakia and The Netherlands.

In total, H2-2021 footfall was 81% of 2019 levels (+23% compared to H2-2020) and 82% excluding the lockdown periods in Austria, Slovakia and The Netherlands.

US footfall

Due to data limitations, footfall is not available for all centres(1) in the US. For those assets for which reliable data is available, footfall in FY-2021 reached 72% of 2019 levels and 74% by excluding CBD assets which footfall is affected by work from home policies. This reflected an improvement in the second half to 78% of 2019 levels, following 65% in H1-2021, which remained affected by closures and restrictions affecting F&B, Entertainment and Fitness.

European tenant sales

While tenant sales were impacted by the various closures and restrictions (-27% decline compared to FY-2019 but an increase of +9% compared to FY-2020), they again showed very encouraging resilience in periods when the Group's tenants were able to trade, outperforming footfall trends.

In Q3-2021, when all centres were open throughout the period, the Group's Continental European tenant sales achieved 92% of Q3-2019 levels. The UK saw a strong improvement from 72% to 80% of 2019 levels between June and Q3, as work from home had gradually decreased. Sales in Q4-2021 continued to be strong despite the spread of new variants, reaching 91% in Continental Europe (93% excluding the lockdowns periods in Austria, Slovakia and The Netherlands) and 84% in the UK.

In Q4-2021, France, Sweden and Central Europe showed strong resilience at 95%, 96% and 93% of 2019 levels, respectively, while Germany was impacted by specific restrictions on access to shopping centres in December, limited to vaccinated or recovered people at 85%.

In total, H2-2021 sales were 90% of H2-2019 levels, respectively 92% for Continental Europe and 83% for the UK. Sales were up +26% vs. H2-2020, +21% for Continental Europe and +56% for the UK.

Despite an overall improvement across Europe, sales performance in H2-2021 differed by sectors following reopening. In particular, Entertainment was -20%, F&B -13%, Fashion -12%, Health & Beauty -3% and Food Stores & Mass Merchandise -2%, while Sport was +5% above H2-2019 levels.

US tenant sales(2)

All of the Group's US centres were open throughout the year, although tenant sales were still impacted in the first quarter by ongoing closure or limitation of sectors such as F&B, Entertainment and Fitness. These restrictions were generally imposed in California, Maryland area and NY/NJ (the Group's key US markets), for longer than in other parts of the US.

Tenant sales reached 94% of 2019 levels in FY-2021. This includes 87% in H1 and increasing to 100% in H2 after the removal of the restrictions. H2-2021 tenant sales even reached 106% of H2-2019 levels for the non-CBD Flagship assets(3).

While this recovery was initially well supported in highly discretionary categories such as Luxury (+43% in 2021 vs. 2019) and Jewellery (+19% in 2021 vs. 2019), it became more broad-based over the year, with almost all categories near to or above 2019 levels in H2, including the key Fashion category (101% in H2-2021 vs. H2-2019). In the F&B sector, which was one of the most impacted, an improvement was seen from -23% in H1, to -4% in H2, while Entertainment remained impacted (-26%(4) in H2-2021 vs. H2-2019).

(1) Includes the 19 centres for which at least one year of comparable Springboard or ShopperTrak data is available.
(2) On standing assets, excluding extensions (Westfield Valley Fair). Excluding Auto and Department stores branches.
(3) I.e. excluding Westfield World Trade Center and Westfield San Francisco Centre.
(4) Restated for the Westfield UTC and Westfield Montgomery cinema closures (Chapter 7 of Arclight), AMC cinema's signed and about to open in February and March 2022.

Group tenant sales summary

Overall, and as seen in 2020, tenant sales generally outperformed footfall reflecting higher conversion rates and average baskets. The table below summarises the Group's tenant sales growth during FY-2021:

	Tenant Sales Growth (%)			
Region	H1-2021 vs. H1-2019	H2-2021 vs. H2-2019	FY-2021 vs. FY-2019	FY-2021 vs. FY-2020
France	(53%)	(7%)	(28%)	+2%
Spain	(29%)	(10%)	(18%)	+30%
Central Europe	(43%)	(5%)	(22%)	+16%
Austria	(43%)	(19%)	(29%)	(1%)
Germany	(61%)	(12%)	(34%)	(10%)
Nordics	(25%)	(5%)	(14%)	+9%
The Netherlands	N.A.	N.A.	N.A.	N.A.
Total Continental Europe	**(46%)**	**(8%)**	**(25%)**	**+6%**
UK	(60%)	(17%)	(36%)	+28%
Total Europe	**(48%)**	**(10%)**	**(27%)**	**+9%**
US	(13%)	0%	(6%)	+69%
Total Group	**(38%)**	**(7%)**	**(21%)**	**+24%**

RENT RELIEF AND GOVERNMENT SUPPORT

Throughout the crisis, URW recognised the issues the Group's tenants faced due to administrative closures or trading restrictions and the need to provide relief, generally limited to the period of closure and based on the principle of a fair sharing of the burden. These negotiations were focused on providing a one-off rent relief, not on permanently changing lease terms or structures.

In some geographies (including the UK, Germany and certain US municipalities), legal remedies for non-payment of rent have also been temporarily limited during the crisis, while in Austria and Poland, existing and new laws respectively, even prohibited the charging of rents during closure periods. A new law in Poland applicable as from H2-2021 also provided for a 50% discount of rents to be applied over the three months following reopening.

In Sweden, Denmark, Czech Republic, Germany and Slovakia, the government created state subsidy programmes focused specifically on supporting retail tenants. In France, the government announced in November a new scheme to help retailers pay rent during the 2021 closure periods. URW helped its tenants access these subsidies whenever possible.

As a result of the negotiations and measures described above, URW recorded a total cash impact from COVID-19-related rent relief of €301 Mn in FY-2021 (vs. €313 Mn in FY-2020) which equated to 1.6 months (1.7 months for FY-2020). €252 Mn of the rent relief granted in 2020 and 2021 has been charged to the income statement in 2021 (€246 Mn for FY-2020). The balance will be straight-lined in future periods.

BANKRUPTCIES

Tenant insolvency procedures have affected 281 stores in the Group's portfolio in FY-2021 (vs. 652 in FY-2020), representing 2.4% of the stores in URW's portfolio (5.2% for full year 2020). The total leasing revenues (including service charges), which remain exposed to tenants currently in some form of bankruptcy procedure amount to €36 Mn(1) over c. 73,000 sqm of retail space. The significant reduction in the level of bankruptcies was seen consistently across the Group's markets.

RENT COLLECTION AND DEFERRED RENT

As at December 31, 2021, 85% of invoiced FY-2021 rents and service charges(2) had been collected in Europe and 90%(3) in the US, representing 86% overall for the Group. Rent collection was impacted in Europe by the various lockdowns in H1-2021 and recovered in Q3 and Q4. The remainder related to lockdown periods was fully covered by rent relief or doubtful debtor provisions.

(1) Group share. Stores still occupying premises at end of December 2021.
(2) It should be noted that the rent collection rate is calculated compared to 100% of rents and service charges invoiced, reflecting no adjustment for deferred or discounted rent in the denominator.
(3) Rents invoiced net of adjustments.

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As at February 3, 2022, the FY-2021 collection rate had increased to 88%.

Overall rent collection by quarter in 2021 is shown below[1]:

	Rent collection (%)				
Region	Q1-2021	Q2-2021	Q3-2021	Q4-2021	2021
Continental Europe	80%	80%	94%	91%	86%
UK	80%	94%	93%	93%	90%
Total Europe	**80%**	**82%**	**94%**	**91%**	**87%**
US	91%	93%	93%	87%	91%
Total URW	**83%**	**85%**	**93%**	**90%**	**88%**

The rent collection for the Q4-2021 is below Q3-2021 levels due to technical delays and retailers which continue to optimise their treasury.

The total accounts receivable[2] from retail activities decreased by -€62.4 Mn vs. December 31, 2020. The accounts receivable are net of €94.8 Mn provisions booked in the result for the year (vs. €202.7 Mn in FY-2020), including €97.3 Mn for Shopping Centres only.

COVID-19 IMPACT ON EARNINGS FOR FY-2021

The **Adjusted Recurring Earnings per Share ("AREPS)** decreased from €7.28 per share to €6.91 per share, i.e. -€0.37 per share (-5.2%).

The main driver for earnings evolution was the disposal programme completed in 2020 and 2021, as part of the Group's deleveraging plan for a total amount of -€0.68 per share.

Rebased for the disposals, the AREPS would have increased by +€0.31 per share (+4.7%). This increase is mainly due to deliveries +€0.28 per share and C&E result +€0.15 per share, partly offset by increase in financial expenses -€0.11 per share, while retail operating performance was almost stable.

(1) Based on cash collection as at February 3, 2022, and assets at 100%.
(2) On a proportionate basis, including Shopping Centres, Offices & Others and C&E.

4.1.1.3 BUSINESS REVIEW BY SEGMENT

The Business review by segment presented below has been prepared based on the Group's European perimeter. A separate section contains the US Business review. Unless otherwise indicated, all references are to URW's European operations and relate to the period ended December 31, 2021. As described above, all the Group's operations were significantly affected by the outbreak of COVID-19 pandemic.

EUROPE – SHOPPING CENTRES

Activity

Leasing activity

Leasing activity[(1)] in 2021 showed a sizeable increase in volume compared to 2020, at a level comparable to 2019, despite the ongoing impact of the COVID-19 crisis. In 2021, URW signed 1,437 leases (vs. 971[(2)] in 2020 and 1,442 in 2019) on standing assets for €240.9 Mn of MGR (vs. €151.0 Mn in 2020 and €250.5 Mn in 2019). These 1,437 leases include 583 leases (41%) with a maturity below or equal to three years to monitor vacancy (vs. 428 in 2020) without impacting long-term asset values. As operating conditions improved in H2-2021, the proportion of short-term deals decreased from 43% in H1-2021 to 39% in H2-2021.

The MGR uplift on renewals and relettings was -0.5% (+1.7% in 2020) in Continental Europe and -2.2% (+1.6% in 2020) in Europe, driven by the decrease in Germany (-19.3%) and the UK (-7.6%). In the context of a challenging market characterised by conditions more favourable for tenants than landlords at the beginning of the year, the Group has selectively undertaken shorter term leases, to speed up negotiations and to mitigate vacancy until economic conditions improve. As a result, deals longer than 36 months have a MGR uplift of +4.6% for Continental Europe and +2.0% for Europe, while for leases between 12 and 36 months[(3)] MGR uplifts were more affected at -7.4% for Continental Europe and -9.5% for Europe.

	Lettings / relettings / renewals excluding Pipeline						
				MGR uplift		MGR uplift on deals above three years firm duration	
Region	Number of leases signed	sqm	MGR (€ Mn)	€ Mn	%	€ Mn	%
France	261	95,546	58.6	(0.7)	(1.4%)	0.3	1.3%
Spain	195	40,375	26.2	2.0	8.7%	1.2	8.5%
Southern Europe	**456**	**135,921**	**84.8**	**1.3**	**1.8%**	**1.6**	**3.9%**
Central Europe	285	96,523	37.2	2.1	6.7%	2.9	13.6%
Austria	142	41,362	17.6	(0.2)	(1.1%)	0.8	7.8%
Germany	121	129,051	15.7	(3.2)	(19.3%)	(1.1)	(11.0%)
Central and Eastern Europe	**548**	**266,936**	**70.5**	**(1.3)**	**(2.0%)**	**2.5**	**6.0%**
Nordics	171	55,985	22.4	(0.7)	(3.1%)	0.2	2.9%
The Netherlands	90	33,574	8.8	(0.2)	(3.6%)	(0.0)	(0.6%)
Northern Europe	**261**	**89,558**	**31.2**	**(0.9)**	**(3.2%)**	**0.2**	**1.8%**
Total Continental Europe	**1,265**	**492,415**	**186.6**	**(0.9)**	**(0.5%)**	**4.3**	**4.6%**
UK	172	72,908	54.3	(3.9)	(7.6%)	(1.5)	(3.7%)
Total Europe	**1,437**	**565,323**	**240.9**	**(4.8)**	**(2.2%)**	**2.8**	**2.0%**

Figures may not add up due to rounding.

Leading retailers continue to show confidence in the value of URW's shopping centres, and the trend remains towards larger and better flagship stores which can provide a full service offering to customers. This was demonstrated in 2021 by the Group signing 71 leases (38 renewals, 33 lettings) with its existing European top 20 tenants.

Notable examples of this in the second half include the key opening of the new Zara in Westfield Les 4 Temps, which represents the largest Zara store in Western Europe (outside of Spain), and the signing of new flagship stores for Sephora at Westfield Mall of Scandinavia and for Nike at Westfield London.

The Group continued to introduce flagship stores of dynamic brands in growing sectors such as Sports (Nike, JD Sports), Automotive, Experiencing and Gaming. Overall and despite the impact of the COVID-19 pandemic, the number of F&B and Entertainment tenants across the Group's European centres was higher as at December 2021 than at December 2019, consistent with strong consumer demand for experiences. A number of important deals were signed in these sectors, including Gamestate (an arcade gaming concept) in Westfield CentrO, Five Guys in Westfield La Part-Dieu, Popeyes (for their first UK store) in Westfield Stratford City, and a multi-site deal with Lobsta in Westfield Les 4 Temps, Westfield Forum des Halles, and Westfield Vélizy 2.

The Group also signed 47 leases in 2021 with "DNVB" tenants (Digitally Native Vertical Brands). For example, Chiquelle, a well-known Swedish e-commerce brand, opened its first physical store in Westfield Mall of Scandinavia. In addition, Amazon 4-star opened its first store in a Westfield centre outside of the US at Westfield London, while Xiaomi opened its first store in Vienna in Westfield Donau Zentrum.

(1) Leasing activity includes only deals with maturity >= 12 months, consistently with prior periods.
(2) Including 12 deals for the five French assets sold in H1-2020.
(3) Usual 3/6/9 leases in France are included in the short-term leases.

Commercial Partnerships

Despite an ongoing impact from the COVID-19 crisis, the Commercial Partnerships ("CP") activity in Europe amounted to €37.1 Mn, recording a +22% recovery compared to FY-2020, albeit remaining below 2019 levels (-18%).

As a first ever in the industry, URW successfully launched its global livestreaming platform live.westfield.com in partnership with Lady Gaga to premiere her new album, "Love For Sale".

As a result, more than 600,000 fans were connected live, online and in 21 in-mall fanzones over the world, generating 200 million social impressions in the month leading to the event and 1.6 Mn views over two weeks on the concert video replay.

Key developments during FY-2021 include:

Media[(1)]**:** Retail, beauty, tech and FMCG categories continued to be very dynamic and to drive spend. The Group continued the roll-out of programmatic "Drive to Store" technology in the UK, France and Spain, and launched new media products including the market-first 3D ("Deepscreen") technology on large format screens in the UK, Sweden, The Netherlands and France. Trend towards experiential media continues, with brands investing in special builds and interactive DOOH campaigns.

Retail[(2)]**:** The core demand for kiosks remained strong, with a higher quality tenant mix, such as Google which opened a pop-up store in Westfield La Maquinista.

Brand Experience[(3)]**:** Brand Experience saw a strong recovery in H2-2021, in particular thanks to Beauty with pan European activations from Dior (Czech Republic, Poland, UK, Nordics) and Paco Rabanne (France, UK, Poland, Czech Republic) and long-term brand partnerships signed with Afterpay in the US, and Clearpay and Disney in the UK with plans to extend into Europe in 2022.

Marketing & Communication

The Group maintained and further enhanced its online activities throughout the year.

The Group's CRM database at the end of the period stood at 17.9 million (vs. 14.7 million), of which 9.5 million are loyalty members (vs. 10.8 million, as a result of records deleted due to the evolution of the legal framework for data retention). The Group's apps have been downloaded 3.1 million times and URW has 9.8 million followers on social media (vs. 7.6 million).

An additional six assets in four European markets were branded as Westfield destinations in September 2021. The new branded centres are La Part-Dieu in Lyon, La Maquinista and Glories in Barcelona, Donau Zentrum and Shopping City Süd in Vienna and CentrO in Oberhausen. At December 2021, 19 Flagship shopping centres in Europe are branded as Westfield, attracting both established retailers and emerging brands in a rapidly evolving retail, lifestyle and entertainment environment, providing opportunities to leverage significant consumer audiences for multiplatform marketing and commercial activities.

Innovation

In 2021, the Group developed and tested new innovative omnichannel services for visitors and retailers such as La Station@Westfield at Westfield Vélizy 2 in France (an automated delivery hub opened 24/7 developed with FM Logistic) and several initiatives in F&B in the US such as a pilot in Westfield Valley Fair with Kitchen United and an investment in Servy with deployment in the major airports operated by the Group.

URW Link further intensified relationships with promising start-ups:

- Following deployment in Europe in 2020, the partnership with "Too Good to Go" was launched in the US. Overall, more than 242,000 meals were saved in 2021 in URW assets across Europe and the US. URW re-invested twice in "Too Good to Go" in 2021 to contribute to its launch in the US;
- Two solutions to encourage second-hand shopping were tested: "CrushOn" in Westfield Les 4 Temps and "The Second Life" in Westfield Forum des Halles, with promising results.

URW also continued its partnership with blisce/, a tier-1 Venture Capital growth fund backing innovative & mission-driven direct-to-consumer tech companies.

(1) Includes large format Digital Screens, Digital Totems, and Non-digital communication.
(2) Includes temporary Kiosks, Seasonal Markets, Pop-ups, and Car Services.
(3) Includes Experiential, Brand Partnerships, Event Sponsorship.

Net Rental Income

Total consolidated Net Rental Income ("NRI") was €1,052.4 Mn for Continental Europe (-9.1%) and €1,153.5 Mn for Europe (-6.7%), as a result of negative like-for-like evolution, as well as the disposals completed in 2020 and in 2021.

In 2021, the NRI was mainly impacted by vacancy and downlifts on renewals and relettings, in particular on short-term deals while doubtful debtors provisions (+€14.6 Mn) and the rent relief granted or expected to be granted for 2021 (+€4.8 Mn) were slightly lower than in 2020.

	Net Rental Income (€Mn)		
Region	2021	2020	%
France	417.2	491.7	(15.2%)
Spain	126.2	124.8	1.1%
Southern Europe	**543.4**	**616.5**	**(11.9%)**
Central Europe	161.5	191.1	(15.5%)
Austria	88.3	86.1	2.5%
Germany	91.2	114.1	(20.0%)
Central and Eastern Europe	**341.0**	**391.3**	**(12.9%)**
Nordics	107.3	100.8	6.5%
The Netherlands	60.6	49.6	22.2%
Northern Europe	**167.9**	**150.3**	**11.7%**
Total NRI - Continental Europe	**1,052.4**	**1,158.2**	**(9.1%)**
UK	101.1	78.0	29.6%
Total NRI - Europe	**1,153.5**	**1,236.2**	**(6.7%)**

Figures may not add up due to rounding.

The total net change in NRI amounted to -€82.7 Mn in Europe (including -€105.8 Mn in Continental Europe) and breaks down as follows:

- +€13.1 Mn due to deliveries with positive impact of Westfield Mall of the Netherlands and Fashion Pavilion in Westfield La Maquinista, partly offset by Westfield La Part-Dieu;
- +€6.4 Mn due to positive currency effects (GBP and SEK);
- +€3.4 Mn due to exceptional and other items;
- -€2.6 Mn due to assets moved to the pipeline, primarily in France (mainly projects in Westfield Les 4 Temps and Westfield Forum des Halles), the UK, Spain and Austria;
- -€47.8 Mn due to disposals of assets, mainly in France (five shopping centres in H1-2020 and Bobigny 2) and the disposal of a 60% stake in Aupark in May 2021; and
- -€55.2 Mn of like-for-like NRI growth in Europe (-5.1% vs. -22.3% in 2020) (-€75.0 Mn in Continental Europe (-7.5% vs. -19.1% in 2020)).

	Net Rental Income (€Mn) Like-for-like			Net Rental Income Like-for-like without COVID-19 accounting treatment[(a)]
Region	2021	2020	%	%
France	346.8	376.6	(7.9%)	(6.3%)
Spain	112.9	113.8	(0.7%)	8.3%
Southern Europe	**459.8**	**490.4**	**(6.2%)**	**(3.1%)**
Central Europe	146.7	170.3	(13.9%)	(5.9%)
Austria	85.2	86.1	(1.1%)	(1.1%)
Germany	91.2	114.1	(20.0%)	(18.3%)
Central and Eastern Europe	**323.2**	**370.5**	**(12.8%)**	**(8.6%)**
Nordics	103.0	99.6	3.5%	3.5%
The Netherlands	39.6	40.1	(1.2%)	(1.1%)
Northern Europe	**142.7**	**139.7**	**2.1%**	**2.1%**
Total NRI Lfl - Continental Europe	**925.6**	**1,000.6**	**(7.5%)**	**(4.3%)**
UK	95.0	75.2	26.4%	27.0%
Total NRI Lfl - Europe	**1,020.6**	**1,075.8**	**(5.1%)**	**(2.1%)**

Figures may not add up due to rounding.
(a) Excluding reversals, straightlining and write-off accruals related to COVID-19 rent relief.

Like-for-like NRI based on cash rent relief and excluding accounting reversals and straightlining impacts was -4.3% for Continental Europe and -2.1% for Europe.

	Net Rental Income Like-for-like evolution (%)					
Region	Indexation	Renewals, relettings net of departures	COVID-19 rent discounts	Doubtful debtors	Other	Total
France	0.5%	(4.3%)	(1.8%)	3.4%	(5.6%)	(7.9%)
Spain	(0.1%)	(2.9%)	(2.2%)	4.3%	0.2%	(0.7%)
Southern Europe	**0.3%**	**(4.0%)**	**(1.9%)**	**3.6%**	**(4.3%)**	**(6.2%)**
Central Europe	1.2%	(3.3%)	(1.0%)	3.0%	(13.8%)	(13.9%)
Austria	1.8%	(7.4%)	8.0%	(1.0%)	(2.5%)	(1.1%)
Germany	0.8%	(7.9%)	(4.9%)	(8.3%)	0.3%	(20.0%)
Central and Eastern Europe	**1.2%**	**(5.7%)**	**(0.1%)**	**(1.4%)**	**(6.8%)**	**(12.8%)**
Nordics	0.5%	(3.6%)	4.7%	2.6%	(0.8%)	3.5%
The Netherlands	1.3%	(9.2%)	5.4%	(0.9%)	2.1%	(1.2%)
Northern Europe	**0.7%**	**(5.2%)**	**4.9%**	**1.6%**	**0.1%**	**2.1%**
Total NRI Lfl - Continental Europe	**0.7%**	**(4.8%)**	**(0.3%)**	**1.5%**	**(4.6%)**	**(7.5%)**
UK	0.0%	(21.4%)	14.4%	12.7%	20.7%	26.4%
Total NRI Lfl - Europe	**0.7%**	**(5.9%)**	**0.7%**	**2.2%**	**(2.8%)**	**(5.1%)**

Figures may not add up due to rounding.

Like-for-like NRI decreased by -7.5% (-19.1% in 2020) in Continental Europe, and includes:

- +0.7% of indexation (+1.3% in 2020);
- -4.8% of "Renewals and relettings net of departures" (-1.2% in 2020), as a result of increased vacancy and negative reversion on relettings and renewals on short-term deals;
- -0.3% due to rent relief granted to tenants in all regions due to COVID-19 (-11.6% in 2020). The COVID-19 rent discounts impact was overall stable compared to 2020 with differences between countries, depending on local restrictions (positive impact in Austria and Northern Europe, and a remaining negative impact in Germany and Southern Europe). The P&L impact of rent relief in 2021 for the like-for-like perimeter of Continental Europe was -€3.0 Mn (including straightlining impact) vs. -€146.6 Mn in 2020;
- +1.5% due to the provisions for doubtful debtors (vs. -3.5% in 2020), reflecting the improvement of cash collection during 2021 and a decrease in the number of bankruptcies in several countries; and
- -4.6% in "Other" (vs. -4.2% in 2020), mainly due to lower key money in France, Write-off of accruals related to COVID-19 rent relief with counterpart in Poland, lower recharge of service charges due to vacancy, partly offset by higher variable revenues (in particular parking and Commercial Partnerships).

In the UK, like-for-like NRI increased by +26.4% (vs. -49.3% in 2020), mainly driven by lower rent relief agreed or estimated in 2021 (+14.4%), significant reversals in doubtful debtors (+12.7%) with a better collection rate and lower bankruptcies, as well as an initial recovery in parking revenues and SBR, and an insurance claim covering losses of revenues in "Other" (+20.7%, including +5.6% related to SBR and +9.0% related to the insurance claim), partially offset by a negative impact of renewals and relettings (-21.4%) impacted by CVAs, administrations and higher vacancy. Excluding the insurance claim covering loss of revenue, the like-for-like NRI growth in the UK was +17.4%.

Vacancy

The Estimated Rental Value ("ERV") of vacant space in operation in the portfolio was €65.8 Mn in Continental Europe (€79.3 Mn as at December 31, 2020) and €96.4 Mn in Europe (€108.5 Mn as at December 31, 2020), a decrease reflecting the positive impact of leasing actions during 2021.

The EPRA vacancy rate[1] in Continental Europe was 4.0% and 10.6% in the UK (mainly due to Westfield London). These levels are below vacancy as at December 31, 2020, for Continental Europe (4.9%) in all countries and below June 30, 2021 level (5.0%), confirming the positive trend reported as at September 30, 2021. The vacancy rate in the UK increased from 9.7% as at December 31, 2020, to 12.2% as at June 30, 2021, due to the bankruptcies suffered and retailers remaining closed after the various lockdowns in the UK, but decreased to 10.6% as at December 31, 2021, thanks to leasing activity, including short-term deals signed. Overall for Europe, the vacancy was 4.9%, below the December 31, 2020 level of 5.6%.

	Vacancy			
	Dec. 31, 2021		June 30, 2021	Dec. 31, 2020
Region	€Mn	%	%	%
France	23.9	3.6%	3.6%	3.7%
Spain	7.1	3.6%	6.0%	4.4%
Southern Europe	**30.9**	**3.6%**	**4.2%**	**3.9%**
Central Europe	7.3	3.0%	5.6%	5.5%
Austria	0.7	0.7%	1.6%	2.6%
Germany	9.6	4.6%	6.6%	5.2%
Central and Eastern Europe	**17.7**	**3.1%**	**5.2%**	**4.8%**
Nordics	10.3	7.4%	8.0%	9.3%
The Netherlands	6.9	6.7%	8.0%	9.7%
Northern Europe	**17.2**	**7.1%**	**8.0%**	**9.4%**
Total - Continental Europe	**65.8**	**4.0%**	**5.0%**	**4.9%**
UK	30.6	10.6%	12.2%	9.7%
Total - Europe	**96.4**	**4.9%**	**6.1%**	**5.6%**

Excluding pipeline.
Figures may not add up due to rounding.

Lease Expiry Schedule

	Lease expiry schedule			
Europe (Shopping Centres)	MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	46.0	3.3%	46.0	3.3%
2022	215.3	15.4%	129.3	9.2%
2023	305.0	21.8%	142.8	10.2%
2024	225.9	16.2%	121.2	8.7%
2025	203.7	14.6%	149.7	10.7%
2026	141.7	10.1%	126.4	9.0%
2027	84.6	6.1%	112.6	8.1%
2028	37.3	2.7%	93.4	6.7%
2029	19.4	1.4%	87.9	6.3%
2030	23.2	1.7%	99.0	7.1%
2031	27.4	2.0%	91.1	6.5%
2032	18.0	1.3%	33.6	2.4%
Beyond	50.4	3.6%	165.1	11.8%
Total	**1,398.0**	**100%**	**1,398.0**	**100%**

Figures may not add up due to rounding.

(1) EPRA vacancy rate: ERV of vacant spaces divided by ERV of total surfaces.

EUROPE - OFFICES & OTHERS

Office property market as at December 31, 2021[1]

Take-up

Take-up in the Paris region in 2021 amounted to 1.85 million sqm, an increase of +32% compared to 2020 (1.40 million sqm), albeit still -18% below the ten-year average (2.27 million sqm).

All sub-regions saw a similar trend, except (i) Peri-Défense and Inner Rim South where the take-up is below 2020 levels; and (ii) Paris CBD and La Défense where the take-up is above the ten-year average. Indeed, in the context of remote working, companies are targeting modern and efficient office space in key business districts, as strategic locations to attract and retain talent, albeit on reduced footprints.

Available area & vacancy rate

The immediate supply in the Paris region increased by +10% year-on-year to almost 4 million sqm. At the end of 2021, the level of new or refurbished supply reached 1,091,000 sqm, which represents 27% of the overall supply (vs. 24% at the end of 2020).

The Paris region vacancy rate increased from 6.7% at the end of 2020 to 7.4% at the end of 2021, with significant discrepancies between areas (e.g. the Paris CBD vacancy rate decreased from 3.6% to 3.1%, while La Défense increased from 11.3% to 14.2% and Peri-Défense from 17.9% to 19.0%).

Rental values

The market showed an increasing differentiation in terms of rental levels based on the quality of location and of the assets. The prime rent in the CBD slightly increased in 2021 and stands at €930/sqm/year. In La Défense, the highest rent reached €600/sqm/year at URW's Trinity tower with tenant incentives in line with market practice, the highest face rent level in 20 years, while the increase of immediate and future supply is putting pressure on rental values for non-prime, second-hand and refurbished buildings.

Rent incentives reached 30% in La Défense (vs. 27% in 2020) and 17% in Paris CBD (vs. 13% in 2020).

Activity

Consolidated NRI amounted to €53.4 Mn, a -28.1% decrease due primarily to the impact of the 2020 and 2021 disposals.

	Net Rental Income (€Mn)		
Region	2021	2020	%
France	34.9	56.0	(37.7%)
Nordics	9.9	10.2	(2.7%)
Other countries	8.6	8.1	5.7%
Total NRI	**53.4**	**74.3**	**(28.1%)**

Figures may not add up due to rounding.

The decrease of -€20.9 Mn breaks down as follows:

- -€23.6 Mn due to the impact of the disposal of SHiFT, Les Villages 3, 4 & 6 and Le Blériot;
- +€0.6 Mn resulting mainly from assets in the pipeline (mostly due to Gaîté Parking);
- +€0.4 Mn mainly due to Pullman Montparnasse;
- +€0.3 Mn due to currency effects of SEK; and
- The like-for-like NRI growth was +€1.4 Mn (+3.3%), mainly thanks to leasing in Versailles Chantiers and CNIT performance.

	Net Rental Income (€Mn) Like-for-like		
Region	2021	2020	%
France	26.3	25.7	2.4%
Nordics	8.9	8.4	5.7%
Other countries	8.5	8.2	3.4%
Total NRI Lfl	**43.7**	**42.3**	**3.3%**

Figures may not add up due to rounding.

In France, 99% of 2021 rents billed were collected.

47,044 weighted square metres ("wsqm") were leased in standing assets, including 35,477 wsqm in France and 8,612 wsqm in the Nordics.

The ERV of vacant office space in operation amounted to €16.9 Mn, representing an EPRA vacancy rate of 19.8% (27.2% as at December 31, 2020), of which €14.6 Mn or 21.7% (30.6% as at December 31, 2020) in France, thanks to Trinity leasing progress. In particular, leases were signed in 2021 with Sopra Steria, Technip, Altitude, Welkin & Meraki (a premium flexible office space player), Mylan, HDI and Mersen on Trinity, which is currently 63.5% let (with an average rent of c. €560/sqm[2]).

(1) Sources: Immostat; BNP Paribas Real Estate.
(2) Lease incentives in line with typical incentives given in La Défense.

Lease Expiry Schedule

Europe (Offices & Others)	Lease expiry schedule MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	0.6	0.8%	0.6	0.8%
2022	11.2	15.8%	6.1	8.7%
2023	6.0	8.6%	5.3	7.5%
2024	8.2	11.6%	1.6	2.2%
2025	15.5	21.9%	11.6	16.4%
2026	2.6	3.7%	2.1	3.0%
2027	0.9	1.2%	11.8	16.6%
2028	5.3	7.5%	5.0	7.1%
2029	1.7	2.5%	2.5	3.5%
2030	5.6	7.9%	7.3	10.3%
2031	10.7	15.2%	10.7	15.1%
2032	0.2	0.2%	0.8	1.2%
Beyond	2.2	3.1%	5.3	7.5%
Total	**70.6**	**100%**	**70.6**	**100%**

Figures may not add up due to rounding.

CONVENTION & EXHIBITION

The year 2021 was considerably impacted by COVID-19, with a ban on all events until May 19, 2021 (except for exams and private sales) and capacity restrictions applying until end of June.

From June 30, all events were allowed with no capacity constraints, however a negative COVID-19 test or proof of vaccination remains required for attendees at all events.

In response to the challenges, Viparis maintained strong cost-saving measures in 2021, including instituting "partial activity" for its employees, reducing operating and administrative costs, renegotiating ground rents with its landlords and reducing or delaying all non-essential capital expenditures.

In total, 349 events were held in Viparis venues through December 31, of which 107 exhibitions, 44 congresses and 198 corporate events compared to the 236 and 705 events held respectively in 2020 and 2019. For the second half of 2021, Viparis hosted 278 events (o/w 102 exhibitions, 39 congresses and 137 corporate events) vs. 294 events at the same period in 2019 (o/w 104 exhibitions, 42 congresses and 148 corporate events).

Despite international travel restrictions and after nearly 15 months of closure, the recovery in 2021 showed that large exhibitions and congresses are essential for business (B2B events) and continue to attract customers (B2C events).

In particular, H2-2021 saw the following major events held:

- The "Congrès de la Société de Réanimation de Langue Française" (SRLF) at Palais des Congrès de Paris with 2,500 attendees (vs. 3,120 in 2019);
- SILMO Paris, the international show for optical professionals at Paris Nord Villepinte with 500 exhibitors mainly from Europe (due to Asian travel restrictions) and 19,000 attendees (vs. 36,000 in 2019) (o/w 37% international vs. 56% in 2019);
- The 20th edition of Salon des Maires et Collectivités Locales at Porte de Versailles with 45,300 attendees (vs. 48,000 in 2019) and 945 exhibitors (743 exhibitors in 2019);
- The 14th edition of Foire d'Automne attracted 74,000 visitors (+30% vs. previous edition in 2019); and
- ADF congress, the key European congress for dental surgery with more than 25,000 attendees (27,000 in 2019) and 350 exhibitors (373 in 2019).

As at December 31, 2021, signed and pre-booked events in Viparis venues for 2022 amounted to c. 89% of its expected 2022 rental income, in line with previous years, and 81% of 2018 pre-bookings level for the year.

Viparis' recurring Net Operating Income ("NOI") amounted to €55.2 Mn compared to €12.1 Mn in FY-2020 and €156.9 Mn in FY-2019. The decrease compared to FY-2019 is directly attributable to the impact of COVID-19.

US BUSINESS REVIEW

Leasing activity

In the period ended December 31, 2021, 962 leases were signed on standing assets, representing 4,074,775 sq. ft. and $130.3 Mn of MGR compared to 532 leases in FY-2020.

The uplift on relettings and renewals was -11.0%. In the context of a challenging market characterised by conditions more favourable for tenants than landlords at the beginning of the year, the Group has selectively undertaken shorter term leases including a higher SBR component, to speed up negotiations and to mitigate vacancy until economic conditions improve. As a result, deals longer than 36 months have a MGR uplift of +1.0%, while for leases between 12 and 36 months MGR uplifts were more affected at -17.8%. The Shopping Centres SBR increased from $20.6 Mn in 2019 (2.8% of NRI) to $59.3 Mn in 2021 (10.5% of NRI), of which $15.4 Mn is related to renewals, relettings and full SBR deals signed in 2021. On an annualised basis, these deals are expected to generate $25.7 Mn of SBR, compensating almost fully the $26.1 Mn of MGR reduction on those deals.

As market conditions improved, the proportion of short-term deals decreased in the course of the year, representing 72% of H1 deals vs. 56% of H2 deals, and 65% for the full year.

The letting pipeline on standing assets has a solid level of activity with 228 deals approved[(1)], broadly consistent with the 2019 level.

The tenant mix continued to evolve with the introduction of new retailers and a number of important deals signed with DNVBs, including Razer, in Westfield Century City, Westfield Garden State Plaza, and Westfield UTC, Peloton in Westfield Garden State Plaza, Westfield Topanga, Westfield Galleria at Roseville, and Westfield Old Orchard, Rhone in Westfield Century City, Allbirds in Westfield Century City and Westfield Garden State Plaza, and Knix in Westfield UTC.

With the US market recovery running ahead of Europe (due to an earlier removal of restrictions), strong demand was seen in Entertainment and F&B. Key signings in these sectors included The Escape Game in Westfield Century City, CAMP in Westfield Century City, Bowlero in Westfield Valley Fair, and a multi-site F&B deal with SBE featuring multiple brands and centres, for seven stores in total, including Krispy Rice in Westfield Santa Anita, Westfield Galleria at Roseville and Westfield UTC.

Reflecting the strong growth in the Luxury sector, the Group also made a number of important signings in this space, including Gucci, in Westfield Garden State Plaza, Westfield Topanga, and Westfield Galleria at Roseville, Marc Jacobs in Westfield Valley Fair, and Louis Vuitton in Westfield UTC. The arrival of Gucci at Westfield Galleria at Roseville in particular anchors this centre as the key luxury destination in Sacramento.

In addition, a number of key stores were opened during this period, including Chanel Fragrance & Beauty in Westfield Valley Fair, Ferragamo in Westfield Topanga, JD Sports in Westfield Valley Fair and Westfield North County, and Sweetgreen in Westfield World Trade Center.

Commercial Partnerships and Marketing

Commercial Partnerships revenue in FY-2021 amounted to $46.2 Mn, an increase of +$6.1 Mn (+15%) from FY-2020 albeit behind 2019 (-$34.7 Mn (-43%)) due to the continuing impact of COVID-19, particularly in New York.

Commercial Partnerships activity resumed in 2021 and was strong in H2, after a beginning of the year still impacted by COVID-19. In H2-2021, a number of prime product launches were organised by prime brands such as cars, fashion, and luxury brands, including Infinity and IWC. Leading brands also organised events in URW centres such as H&M and Heineken, with a beer garden in The Oculus. A Netflix Army of The Dead pop-up experience was also organised in Westfield Century City and Westfield Garden State Plaza.

Airports

Airport activity continued to be impacted by COVID-19 but showed an improvement vs. 2020. Enplanements and sales accelerated in H2 with significantly more strength in Domestic traffic than International. 2021 enplanements were +85% (+104% Domestic, +29% International) vs. 2020 and -35% (-18% Domestic, -68% International) vs. 2019.

(1) Subject to signed LOI or terms agreed.

Net Rental Income and Vacancy

The total net change in NRI amounted to +$33.6 Mn and breaks down as follows:
- +$38.5 Mn related to shopping centres and airports; and
- -$4.9 Mn related to offices and residential.

Excluding airports, the like-for-like NRI increased by +$44.3 Mn, i.e. +12.7%. Like-for-like NRI Shopping Centres was mainly driven by lower doubtful debtors thanks to better collection, higher SBR, parking income and commercial partnerships, partly offset by vacancy and downlifts in particular on short-term deals.

NRI Airports decreased by -$33.0 Mn, impacted by tenants' abatements in H2-2021 recognised in full, while abatements received from the airport authorities were recognised in the financial lease over the firm duration of the concession.

Converted into euros, the +$33.6 Mn, i.e. +6.2% NRI increase in the US represented +€12.2 Mn i.e. +2.6% due to the strengthening of the euro against US Dollar over the period.

As at December 31, 2021, the Financial vacancy[1] was 11.0% ($133.0 Mn), down by -210 bps from December 31, 2020 (13.1%, i.e. $162.1 Mn), of which 10.9% (-160 bps) in Flagships (negatively impacted by Westfield World Trade Center and Westfield San Francisco Centre, 9.3% excluding these two centres) and 11.3% (-300 bps) in Regionals. The decrease in vacancy was driven by the proactive leasing approach of the Group.

Occupancy on a Gross Lettable Area ("GLA")[2] basis was 90.5% as at December 31, 2021 (up by +100 bps from December 31, 2020).

Lease Expiry Schedule

	Lease expiry schedule			
US (Shopping Centres + Offices & Others)	MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	3.7	0.7%	3.7	0.7%
2022	14.6	2.8%	14.6	2.8%
2023	69.4	13.2%	69.4	13.2%
2024	54.6	10.4%	54.6	10.4%
2025	57.9	11.0%	57.9	11.0%
2026	54.3	10.4%	54.3	10.4%
2027	53.4	10.2%	53.4	10.2%
2028	50.5	9.6%	50.5	9.6%
2029	60.9	11.6%	60.9	11.6%
2030	33.1	6.3%	33.1	6.3%
2031	25.3	4.8%	25.3	4.8%
2032	23.4	4.5%	23.4	4.5%
Beyond	23.9	4.5%	23.9	4.5%
Total	**524.9**	**100%**	**524.9**	**100%**

Figures may not add up due to rounding.

(1) Financial vacancy in accordance with the EPRA methodology.
(2) GLA occupancy taking into account all areas, consistent with financial vacancy.

4.1.1.4 CORPORATE SOCIAL RESPONSIBILITY ("CSR")

In 2021, the Group delivered another major set of results on its industry-leading CSR commitments – the *Better Places 2030* programme – and reinforces the level of CSR integration in its activities. URW pursues its strong emphasis on its *Better Places 2030* strategy with tangible implementation of projects around each of its three pillars:

- Better Spaces
  - The Group has joined the Net Zero Initiative ("NZI") to develop a framework for collective carbon neutrality, and URW's commitments for biodiversity have been recognised by the Act4nature international multi-stakeholders steering committee;
  - The Group pursued the roll-out of energy management tools across US and European assets to further optimise energy consumption and the delivery of outstanding renewable energy projects such as Westfield Shopping City Süd where the largest photovoltaic system on the roof of a shopping centre in Europe is under construction;
  - The Group's shopping centres have now more than 1,000 parking spaces equipped with electric vehicle chargers, including fast chargers.

- Better Communities
  - In the context of the COVID-19 pandemic, URW pursued its massive effort to support communities by providing space for vaccination centres. As at year-end, 1.5 million vaccinations have been administered at URW assets;
  - Beyond the pandemic, URW actively integrated responsible consumption alternatives during the year by welcoming new second-hand stores (e.g., Beyond Retro in the UK and Sweden), sustainable and/or inclusive brands such as Allbirds, Reformation (US) or the announced opening of Café Joyeux (coffee shops which train and employ learning-disabled people) in Westfield Parly 2;
  - The Group also provided consumers with sustainable solutions through its partnership with Too Good To Go (over 242,000 meals saved during the year) as well as solutions to collect pre-used fashion such as The Second Life in Westfield Forum des Halles in France.

- Better Together
  - The URW Diversity and Inclusion ("D&I") framework of Be You at URW has been further embedded with the signature of the 'Be You at URW Charter' by all MB and EC members, including a commitment for 40% or more of leadership positions occupied by women by 2025 (34% in 2021 from 32% in 2020);
  - To drive change internally, the Group continued to deliver active training programmes covering topics such as climate change (including dedicated training for EC members), forced labour in the supply chain or 'unconscious bias';
  - Wellbeing webinars continued to be delivered and offered to all employees and the Group conducted a new Employee Pulse Survey to help shape effective plans for an even better working culture going forward.

This year again, the Group's ambitious CSR agenda was recognised by equity and debt investors as a value creation driver for its stakeholders. In 2021, URW inclusion in the main ESG indices was confirmed and the Group's CSR achievements were registered in ratings and awards, including:

- **CDP:** the Group renewed its position in the A-list of organisations committed to tackling climate change for the 4th year in a row;
- **MSCI ESG:** confirmed AAA rating;
- **ISS ESG Corporate:** retained B rating (prime status);
- **Sustainalytics:** URW ranked 1st in the RE industry worldwide by Sustainalytics with a "Negligible" risk rating;
- **EPRA sBPR Award:** For the 10th time in a row, URW received the EPRA Gold Award in 2021 for completing its 2020 reporting in accordance with the EPRA Sustainability BPR.

These recognitions are the proof that URW maintained a high engagement level and performance on CSR throughout the COVID-19 crisis.

For more information on Better Places 2030 and detailed 2021 CSR performance, please refer to Chapter 2.

4.1.1.5 2021 RESULTS

The results of the Group presented below are based on the Consolidated income statement in a proportionate format, in which the joint-controlled entities are accounted for on a proportionate basis instead of being accounted for using the equity method under IFRS. The Group has structured its internal operational and financial reporting according to this proportionate format.

Unless otherwise indicated, all references below relate to the period ended December 31, 2021, and the comparisons relate to the same period in 2020.

Gross Rental Income

The Gross Rental Income ("GRI") amounted to €2,346.3 Mn (€2,451.7 Mn), a decrease of -4.3%. This decrease resulted mainly from rental downlifts and higher vacancy in connection with the COVID-19 crisis and the impact of disposals in the course of 2020 and 2021.

	Gross Rental Income (€Mn)		
Region	2021	2020	%
France	481.9	566.5	(14.9%)
Spain	145.3	146.6	(0.9%)
Southern Europe	**627.2**	**713.0**	**(12.0%)**
Central Europe	191.2	203.9	(6.2%)
Austria	112.3	97.0	15.8%
Germany	116.0	131.6	(11.9%)
Central and Eastern Europe	**419.5**	**432.5**	**(3.0%)**
Nordics	121.2	115.8	4.6%
The Netherlands	79.9	63.6	25.7%
Northern Europe	**201.1**	**179.4**	**12.1%**
Subtotal Continental Europe - Shopping Centres	**1,247.8**	**1,325.0**	**(5.8%)**
UK	169.2	141.7	19.4%
Subtotal Europe - Shopping Centres	**1,417.0**	**1,466.7**	**(3.4%)**
Offices & Others	59.5	83.7	(29.0%)
C&E	96.8	81.0	19.5%
Subtotal Europe	**1,573.3**	**1,631.4**	**(3.6%)**
US - Shopping Centres	759.0	801.6	(5.3%)
US - Offices & Others	14.0	18.8	(25.6%)
Subtotal US	**773.0**	**820.4**	**(5.8%)**
Total URW	**2,346.3**	**2,451.7**	**(4.3%)**

Figures may not add up due to rounding.

Net Rental Income

Total NRI amounted to €1,724.2 Mn (€1,790.2 Mn), a decrease of -3.7%.

	Net Rental Income (€Mn)		
Region	2021	2020	%
France	417.2	491.7	(15.2%)
Spain	126.2	124.8	1.1%
Southern Europe	**543.4**	**616.5**	**(11.9%)**
Central Europe	161.5	191.1	(15.5%)
Austria	88.3	86.1	2.5%
Germany	91.2	114.1	(20.0%)
Central and Eastern Europe	**341.0**	**391.3**	**(12.9%)**
Nordics	107.3	100.8	6.5%
The Netherlands	60.6	49.6	22.2%
Northern Europe	**167.9**	**150.3**	**11.7%**
Subtotal Continental Europe - Shopping Centres	**1,052.4**	**1,158.2**	**(9.1%)**
UK	101.1	78.0	29.6%
Subtotal Europe - Shopping Centres	**1,153.5**	**1,236.2**	**(6.7%)**
Offices & Others	53.4	74.3	(28.1%)
C&E	31.5	6.1	420.3%
Subtotal Europe	**1,238.4**	**1,316.6**	**(5.9%)**
US - Shopping Centres	479.0	462.5	3.6%
US - Offices & Others	6.7	11.2	(40.1%)
Subtotal US	**485.7**	**473.6**	**2.6%**
Total URW	**1,724.2**	**1,790.2**	**(3.7%)**

Figures may not add up due to rounding.

Net property development and project management income was €36.8 Mn (€34.8 Mn), as a result of URW's Design, Development & Construction ("DD&C") activity in the US and the UK. The increase is mainly attributable to projects progress and deliveries.

Net property services and other activities income from Property Management services in France, the US, the UK, Spain and Germany was +€27.7 Mn (+€3.6 Mn), including +€23.7 Mn of on-site property services in Viparis and +€22.7 Mn of Property Management services related to shopping centres, partly offset by the amortisation of Viparis assets for -€18.7 Mn. The increase of +€24.1 Mn resulted mainly from Viparis and Property Management services in 2021 vs. 2020. However, these activities continued to be impacted by COVID-19.

Contribution of companies accounted for using the equity method(1) amounted to +€18.9 Mn (-€178.9 Mn), of which -€49.0 Mn for the non-recurring activities, mainly impacted by negative valuation movements (mainly in the US, France and Central Europe). The recurring Contribution of companies accounted for using the equity method was €67.9 Mn (€50.2 Mn), with a positive impact of the contribution of the 45.8% stake in the five shopping centres disposed in May 2020, and a decrease of the contribution of Central Europe due to Zlote Tarasy (impacted by rent relief).

Administrative expenses (including Development expenses) amounted to -€215.9 Mn (-€218.5 Mn), a decrease of +€2.6 Mn due to cost savings and a decrease of expenses, offset by the negative impact of currency and 7 Adenauer sale and leaseback. As a percentage of NRI from shopping centres and offices, administrative expenses were 12.8%, vs. 12.2% in 2020, as a result of the lower NRI partly compensated by cost savings.

The Group launched a number of cost-saving initiatives to generate both short and long-term savings. In addition to the gross administrative expense savings of c. €80 Mn achieved in 2020 (vs. 2019), the Group further reduced in 2021 its gross administrative expenses by €28 Mn, in line with its target. This amount was not reflected in the net administrative expenses due to lower capitalisation of development costs.

Acquisition and other costs amounted to a non-recurring amount of -€8.9 Mn (-€83.4 Mn), mainly due to the re-branding of shopping centres in Continental Europe.

Results on disposal of investment properties were +€210.6 Mn (-€85.7 Mn), reflecting the impact of the disposals of SHiFT, Les Villages 3, 4 and 6, Le Blériot and 7 Adenauer in France (valued at historical cost as at December 2020), Q-Huset office building in Täby and a land plot in Solna in Sweden, a land plot in Osnabrück in Germany, the disposal of a 60% stake in Aupark in Slovakia and the disposal of Palisade residential building at Westfield UTC. The disposal of a 45% stake in Westfield Shopping City Süd in Austria is not reflected in the income statement but directly in the shareholders equity as there is no change of control for this asset.

The gain in the US is due to the sale of Palisade residential and to the foreclosures of Westfield Sarasota, Westfield Citrus Park, Westfield Countryside, Westfield Broward and Westfield Palm Desert net of the derecognition of the mortgage debt financing these assets, generating in total an accounting capital gain.

Valuation movements on assets amounted to -€2,065.8 Mn (-€6,552.4 Mn), of which -€2,003.7 Mn (-€6,493.2 Mn) for investment properties and -€62.0 Mn (-€59.2 Mn) for services.

Main decreases come from the US shopping centres (-€1,049.0 Mn) and the UK (-€364.9 Mn).

For more information, please refer to the section "*Property portfolio and Net Asset Value*".

The -€62.0 Mn of valuation movements in services include the amortisation for the US and UK related to DD&C and property management and airport contracts recognised as intangible assets in the Consolidated statement of financial position. These are amortised over the duration of these contracts.

Impairment of goodwill amounted to -€156.4 Mn(2) in 2021 vs. -€1,620.0 Mn(3) in 2020, including -€145.2 Mn for Central Europe and -€11.2 Mn for Germany.

The value of the goodwill allocated to France Retail and Austria was found justified as at December 31, 2021.

(1) Contribution of companies accounted for using the equity method represents URW's share of the Net recurring result for the period of entities accounted for using the equity method which are not joint-controlled (and therefore not retreated on a proportionate basis) and interest received on loans granted to these entities. This corresponds to five shopping centres and a hotel in France (as of May 30, 2020), Triangle in France, Zlote Tarasy and Gropius Passagen in Europe and to the Blum/Centennial and Starwood Ventures entities in the US.
(2) On a proportionate basis. Under IFRS, the impairment of the goodwill amounted to -€145.9 Mn in 2021. The difference is due to a partial impairment of goodwill of Westfield CentrO.
(3) On a proportionate basis. Under IFRS, the impairment of the goodwill amounted to -€1,596.1 Mn in 2020. The difference is due to a partial impairment of goodwill of Westfield CentrO.

Financing result
Net financing costs (recurring) totalled -€512.3 Mn (after deduction of capitalised financial expenses of €58.4 Mn allocated to projects under construction) (-€486.5 Mn). This increase of -€25.8 Mn includes the impact of measures taken to preserve liquidity during COVID-19 crisis and increased financial costs following the downgrades of URW's rating in 2020 and 2021, as well as the increase in financial leases and in shareholders loans.

URW's average cost of debt for the period was 2.0% (1.7% in 2020). URW's financing policy is described in section "*Financial resources*".

Non-recurring financial result amounted to -€96.9 Mn, mainly due to the mark-to-market of derivatives and exchange rate losses resulting from the revaluation of bank accounts and revaluation of debt issued in foreign currencies, partially offset by the revaluation of preferred shares. URW recognises the change in value of its derivatives directly in the income statement.

Income tax expenses are due to the Group's activities in countries where specific tax regimes for property companies[1] do not exist or are not used by the Group.

The total income tax expenses for 2021 amounted to a credit of +€44.3 Mn. Income tax allocated to the recurring net result amounted to -€14.6 Mn (-€19.7 Mn), mainly due to a tax credit in the US and the continuous impact of COVID-19 resulting in a decrease of taxes due by companies in a regular tax regime. Non-recurring income tax amounted to a credit of +€59.0 Mn (+€313.1 Mn) mainly due to the reversal of deferred tax liabilities as a consequence of the negative valuation movements.

External non-controlling interests amounted to +€19.2 Mn comprising recurring and non-recurring external non-controlling interests. The recurring external non-controlling interests amounted to -€111.0 Mn (-€98.7 Mn) and mainly relate to French shopping centres (-€81.6 Mn, mainly Westfield Les 4 Temps, Westfield Parly 2 and Westfield Forum des Halles), to the stake of the CCIR in Viparis (+€6.0 Mn) and to URW Germany and Ruhr Park (-€20.4 Mn). The non-recurring non-controlling interests amounted to +€130.2 Mn (+€560.8 Mn), due primarily to the impact of negative valuation movements.

Net result for the period attributable to the holders of the Stapled Shares was a loss of -€972.1 Mn (-€7,212.6 Mn). This figure breaks down as follows:

- €1,005.3 Mn of recurring net result (€1,056.6 Mn) (as a result of COVID-19 crisis, increase in vacancy, disposals in 2020 and 2021 and the increase of net financing costs); and
- -€1,977.4 Mn of non-recurring net result[2] (-€8,269.2 Mn) mainly because of negative valuation movements and negative mark-to-market of financial instruments, partially offset by capital gains on disposals.

The Adjusted Recurring Earnings[3] reflect a profit of €957.2 Mn.

The average number of shares outstanding was 138,545,360 (138,437,274). The increase is mainly due to the issuance of performance shares in 2020 and 2021. The number of shares outstanding as at December 31, 2021 was 138,594,416.

EPRA Recurring Earnings per Share ("REPS") came to €7.26 (€7.63), a decrease of -4.9%.

Adjusted Recurring Earnings per Share (AREPS)[3] came to €6.91 (€7.28), a decrease of -5.2% due mainly to the disposals made in 2020 and 2021, as well as the increased cost of debt, partly compensated by deliveries and C&E performance, while the retail operating performance was almost stable. Rebased for the disposals made in 2020 and 2021, the AREPS would have increased by +4.7%.

4.1.1.6 CONSOLIDATED STATEMENT OF CASH FLOWS

The consolidated statement of cash flows was prepared only in IFRS, not on a proportionate basis.

Unless otherwise indicated, all references below relate to the period ended December 31, 2021, and the comparisons relate to the same period in 2020.

CASH FLOW FROM OPERATING ACTIVITIES

The total cash flow from operating activities increased to +€1,720.6 Mn (+€1,423.1 Mn), reflecting the decrease of NRI due in part to disposals, more than compensated by a positive Change in working capital requirement at +€215.2 Mn (+€1.1 Mn) due to improving cash collection from tenants and higher Dividend income and result from companies accounted for using the equity method or non-consolidated (+€271.2 Mn vs. +€138.5 Mn).

(1) For example, in France: SIIC (Société d'Investissements Immobiliers Cotée); and in the US: REITs.
(2) Include valuation movements, disposals, mark-to-market and termination costs of financial instruments, including bond tender premiums, impairment of goodwill or reversal of negative goodwill and other non-recurring items.
(3) Under IFRS, the Hybrid Securities are accounted for as shareholders' equity. The AREPS are calculated based on the Recurring net result for the period attributable to the holders of the Stapled Shares minus the coupon on the Hybrid Securities (from June 1, 2018).

CASH FLOW FROM INVESTMENT ACTIVITIES

The cash flow from investment activities was +€620.8 Mn (+€81.8 Mn), reflecting a decrease in Amounts paid for works and acquisition of property assets to -€888.9 Mn (-€1,164.3 Mn) and cash flow surplus generated by the Disposal of shares or Disposal of investment properties (+€1,778.3 Mn in total in 2021 vs. +€1,520.0 Mn in 2020).

CASH FLOW FROM FINANCING ACTIVITIES

The net cash outflow from financing activities during the year amounted to -€2,243.2 Mn (+€116.5 Mn) reflecting debt repayment, including early repayment, in excess of new funds raised, due to positive cash flow generation from operating and investment activities while slightly increasing the cash on hand from €2,127.8 Mn to €2,239.7 Mn (including overdrafts).

4.1.1.7 POST-CLOSING EVENTS

Further to the agreement entered into on December 20, 2021, URW completed on February 1, 2022, the sale of Solna Centrum to Alecta Fastigheter for an agreed Total Acquisition Cost of €272 Mn.

On February 7, 2022, the Group also agreed the sale of a 45% stake in Westfield Carré Sénart to Société Générale Assurances and BNP Paribas Cardif for an implied offer price of c. €1.0 Bn (at 100%), in line with the last appraisal value. URW has granted the buyers a rental guarantee of up to €13.5 Mn (at 45%) for a duration of up to three years from closing of the transaction. As part of the transaction, a consortium of banks has underwritten a secured financing package of up to €310 Mn for the joint venture. The IFRS net debt reduction for URW is expected to amount to €280 Mn[1]. URW will continue to control and manage the asset, which will remain fully consolidated. This deal was completed and cashed-in on February 16, 2022.

Upon closing of these transactions, URW has completed €2.5 Bn, i.e. 62% of the previously announced €4.0 Bn European disposal programme, which is expected to be completed by year-end 2022.

4.1.1.8 DIVIDEND

Following last year decision and the confirmed impact of the pandemic on the Group's 2021 results as well as the Group's commitment to deleverage, the Group suspends the payment of a dividend for its fiscal years 2021 and 2022.

Once the Group has completed its deleveraging programme, it will resume paying a dividend (at a significant and sustainable payout ratio), which will grow in line with the performance of its reshaped portfolio.

Given the statutory results of URW SE in 2021, the Group has no obligation to pay a dividend in 2022 for the fiscal year 2021 under the SIIC regime and other REIT regimes it benefits from. It anticipates not to have such an obligation for the fiscal year 2022 as well. Consequently, URW SE's SIIC distribution obligation, standing at €1,020.8 Mn as at December 31, 2021 (relating to fiscal years 2020 and 2021), will be delayed until URW SE has sufficient statutory results to meet this obligation.

4.1.1.9 OUTLOOK

The positive sales performance upon reopening of the centres, the sustained leasing activity for shopping centres and offices, the vacancy reduction, and the recovery of the C&E activity, demonstrate the appeal of the Group's assets.

Thanks to the improvement in operating environment during the second half of the year and the Group's proactive leasing strategy, URW is well-positioned to capitalise on the continued growth in 2022.

In this context, the Group forecasts its 2022 AREPS to be in the range of €8.20 to €8.40.

The main drivers of this guidance are:

- The impact of project deliveries in 2021 and 2022;
- The impact of like-for-like operations, with, in particular, reduced rent relief, improved rent collection and higher variable income streams;
- Partly offset by the impact of disposals closed in 2021 and 2022;
- The related increase in income tax amount and non-controlling interests; and
- Remaining impact of the crisis on financial expenses due to higher cash position.

In 2022, the rental income will be influenced by the level of tenant sales, due to the proactive short-term leasing strategy the Group has adopted, and the time lag in vacancy reduction. The C&E NOI is not expected to reach pre-COVID levels in 2022.

This guidance is premised on the Group's current expectation of no reintroduction of major COVID-19 related restrictions impacting the Group's operations during the year.

As operating conditions are expected to continue to improve as of 2022 and beyond, and subject to no substantial deterioration of the macro-economic and geo-strategic environment, URW is well positioned to resume its growth trajectory.

For information purposes, at this stage, with regard to the armed conflict in Ukraine, URW would like to point out that it operates neither in Ukraine nor in the Russian Federation, and that the direct effects of the current international sanctions applicable against Russian entities or nationals are not considered to have a significant impact. In parallel, the Group remains attentive to the indirect effects of the conflict and sanctions, among others, on its retailers and their supply chains, on the increased inflation and consumption impact, on the financial and investment markets environment as well as on the countries close to Ukraine where URW operates.

(1) Subject to closing adjustments. Computed as net proceeds less debt raised to finance the JV and fully consolidated.

4.1.2 INVESTMENTS AND DIVESTMENTS

Through December 31, 2021, URW invested €946.8 Mn[(1)], Group share, in capital expenditures in assets and on construction, extension and refurbishment projects, compared to €1,092.1 Mn in 2020, a slowdown mainly due to the measures taken to reduce capital expenditures in the context of COVID-19.

4.1.2.1 TOTAL CAPITAL EXPENDITURES

The total investments break down as follows:

	Proportionate			
	2021		2020	
(€Mn)	100%	Group share	100%	Group share
Shopping Centres	738.0	698.9	917.5	850.6
Offices & Others	230.8	230.8	229.7	229.7
Convention & Exhibition	27.4	17.1	22.9	11.8
Total Capital Expenditure	**996.2**	**946.8**	**1,170.1**	**1,092.1**

Figures may not add up due to rounding.

4.1.2.2 SHOPPING CENTRES

URW invested €698.9 Mn[(2)] in its Shopping Centre portfolio:

- Acquisitions amounted to €36.8 Mn, mainly in France;
- €261.6 Mn was invested in construction, extension and refurbishment projects, including mainly: Les Ateliers Gaîté, Westfield Topanga and Garbera redevelopments and extensions and Westfield Hamburg (see "*Development projects*");
- €256.8 Mn was invested in enhancement and improvement projects on standing assets, including mainly Westfield Mall of the Netherlands, Westfield La Part-Dieu, Westfield Les 4 Temps and Westfield London;
- Replacement Capex amounted to €67.8 Mn; and
- Financial interest, eviction costs, external letting fees and other costs were capitalised for €34.8 Mn, €21.6 Mn, €7.0 Mn and €12.5 Mn, respectively.

This does not include the increase in the Group's stake from 10% to 50% in a project in Poland (Centrum Ursynów) for a total amount of €36.4 Mn, and the acquisition of the 47.4% stake in Westfield Trumbull and Westfield Palm Desert for a total amount of €7.3 Mn.

4.1.2.3 OFFICES & OTHERS

URW invested €230.8 Mn in its Offices & Others portfolio:

- Acquisitions amounted to €0.2 Mn;
- €191.4 Mn was invested in construction and refurbishment projects, mainly in France (the Triangle office building, the Pullman Montparnasse hotel and Gaîté office), the UK (Westfield Stratford City and Westfield London) and Germany (Westfield Hamburg offices, residential and hotels) (see also section "*Development projects*");
- €10.4 Mn was invested in enhancement and improvement projects on standing assets, mainly in France and the US;
- Replacement Capex amounted to €1.6 Mn; and
- Financial interest and other costs capitalised amounted to €27.2 Mn.

4.1.2.4 CONVENTION & EXHIBITION

URW invested €17.1 Mn in its Convention & Exhibition portfolio:

- €0.8 Mn was invested for construction works at Porte de Versailles;
- €11.9 Mn was invested in enhancement and improvement projects on standing assets, mainly in CNIT, Porte de Versailles and Les Boutiques du Palais;
- Replacement Capex amounted to €3.8 Mn; and
- Financial interest and other costs capitalised amounted to €0.6 Mn.

4.1.2.5 DISPOSALS

In 2021, URW made significant progress with its deleveraging and portfolio streamlining objectives.

The European disposals that were closed during the period include:

- The SHiFT office building in Paris for a Net Disposal Price ("NDP") of €620 Mn;
- The Les Villages 3, 4 and 6 office buildings in Paris for a NDP of €215 Mn;
- A 60% interest in Aupark in Bratislava for an agreed TAC of €450 Mn[(3)] (at 100%), while the remaining 40% will be disposed through pre-agreed stakes in 2022, 2023 and 2024;
- A 45% interest in Westfield Shopping City Süd in Vienna for an implied offer price of €1,065 Mn[(4)] (at 100%);
- The sale and leaseback of 7 Adenauer office building in Paris for a NDP of €249 Mn;
- A 51% interest Aquaboulevard and Le Sextant in Paris with proceeds equating €88 Mn;
- A 70% interest in the Triangle Tower development project; and
- Several minor assets: the Le Blériot office building in Paris, the Q-Huset office building in Täby, and land plots in Osnabrück and Solna for a total NDP of €92 Mn.

(1) On a proportionate basis, Group share.
(2) Amount capitalised in asset value.
(3) In light of the impact of the ongoing COVID-19 pandemic, URW has provided a three-year rent guarantee equal to a maximum circa 2% of the Gross Market Value ("GMV") and a participative loan including an earn-out mechanism, with a maximum amount at risk equal to circa 2% of the GMV, and a potential earn-out to URW, which applies should the returns to the purchasers be lower than or exceed the agreed levels.
(4) In light of the impact of the ongoing COVID-19 pandemic, URW has granted the joint venture a two-year rental guarantee capped at circa 2% of the implied offer price (at 100%).

In total, disposals completed for European assets in 2021 amounted to €1.9 Bn, with an average premium to last unaffected book value of +6.7%.

In addition, the Group signed agreements for the disposal of:

- Solna Centrum in Stockholm, which was completed and cashed-in on February 1, 2022; and
- A 45% stake in Westfield Carré Sénart to Société Générale Assurances and BNP Paribas Cardif on February 7, 2022. This deal was completed and cashed-in on February 16, 2022.

Upon the closing of these transactions, URW has completed €2.5 Bn (including €1.1 Bn for the retail and €1.4 Bn for the Offices & Others) of its €4.0 Bn European disposal programme, representing 62%, at an average NIY of 4.4% (including 4.8% for the Retail and 3.9% for the Offices & Others), a premium to the last unaffected appraisal of +6.2% (including +1.6% for the retail and +12.3% for the Offices & Others).

In line with its strategy, the Group will continue the asset and property management for several of those assets, including Westfield Shopping City Süd, Aupark and Westfield Carré Sénart and development management for the Triangle project, allowing URW to charge management fees to its JV partners and with that increase the return on investment for those assets.

A number of disposal processes are ongoing across Europe and for US Regional assets as part of the Group deleveraging programme.

The Group also continued efforts to streamline its US portfolio. In this context, URW completed the disposal of its 50% stake in the Palisade residential building at Westfield UTC for a purchase price of $238 Mn (at 100%), which reflected a +15% premium to the latest appraisal.

In addition, URW voluntarily foreclosed on five regional malls (Westfield Citrus Park, Westfield Countryside, Westfield Sarasota[1], Westfield Broward and Westfield Palm Desert) in the US and asked the servicer of its loans for the appointment of a receiver. After appointment of the receiver, URW was no longer the owner of these assets, not liable for the debt and could not recognise the revenues generated by these assets anymore. This resulted in the derecognition of $411 Mn (in IFRS and $477 Mn on a proportionate basis) of non-recourse debt from URW's balance sheet and a positive net capital gain of +€44 Mn.

In total, disposals and foreclosures completed in Europe and in the US in 2021 amounted to €2.3 Bn and €2.9 Bn including Solna Centrum and Westfield Carré Sénart.

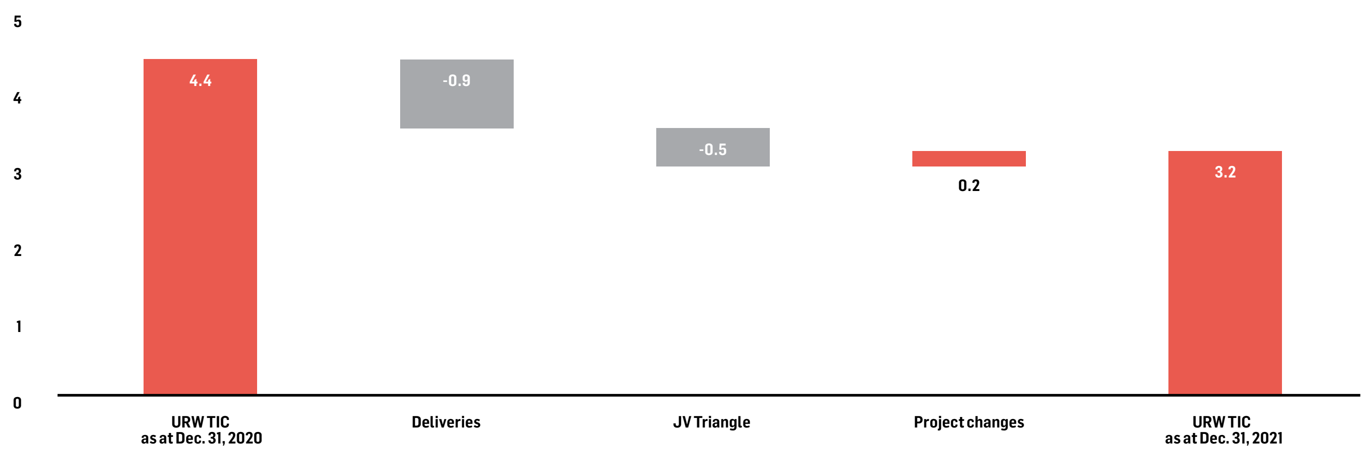
4.1.3 DEVELOPMENT PROJECTS AS AT DECEMBER 31, 2021

As at December 31, 2021, URW's share of the Total Investment Cost ("TIC"[2] and "URW TIC"[3]) of its development project pipeline amounted to €3.2 Bn[4], corresponding to a total of 0.6 million sqm of Gross Lettable Area ("GLA"[5]) to be re-developed or added to the Group's standing assets.

4.1.3.1 PIPELINE VARIATIONS SINCE DECEMBER 31, 2020

The development pipeline decreased by **-€1.2 Bn**, down from **€4.4 Bn** as at December 31, 2020:

In €Bn



(1) The special servicers agreed to release URW from all obligations under the Westfield Sarasota loan and any associated guarantees, in return for a one-off payment of $10.9 Mn.
(2) 100% TIC is expressed in value at completion. It equals the sum of: (i) all capital expenditures from the start of the project to the completion date and includes: land costs, construction costs, study costs, design costs, technical fees, tenant fitting-out costs paid for by the Group, letting fees and related costs, eviction costs and vacancy costs for renovations or redevelopments of standing assets; and (ii) opening marketing expenses. It excludes: (i) step rents and rent-free periods; (ii) capitalised financial interests; (iii) overhead costs; (iv) early or lost NRI; and (v) IFRS adjustments.
(3) URW TIC: 100% TIC multiplied by URW's percentage stake in the project, adjusted by specific own costs and income, if any.
(4) This includes the Group's share of projects fully consolidated, and projects accounted for using the equity method, excluding Viparis projects and commitments on the roads for the Westfield Milano project.
(5) GLA equals Gross Lettable Area of projects at 100%.

PROJECTS DELIVERED IN 2021

Since December 31, 2020, the Group has delivered five projects representing a URW TIC of €0.9 Bn and a total GLA of 162,289 sqm:

in H1-2021:

- The 87,053 sqm Westfield Mall of the Netherlands retail extension and renovation;
- The Fashion Pavilion project in Westfield La Maquinista in Spain; and
- Two restructuring projects in the US: the Lord & Taylor box at Westfield Annapolis and the reconfiguration of the previous JC Penney box at Westfield Garden State Plaza.

in H2-2021:

- The 51,835 sqm and 957-room Pullman Paris Montparnasse hotel, operated by Accor, which includes a 4,000 sqm conference centre in the heart of Paris opened on December 27, 2021. This project is part of the Gaîté Montparnasse project, one of the most ambitious and largest urban development projects in Paris, which includes a shopping centre, one of the largest food halls in Europe with 20 restaurants and bars (operated by Food Society), 13,000 sqm of co-working space (operated by Wojo), 62 housing units built in wood, a 40-child daycare centre, a library and an urban logistics centre.

The average letting[(1)] of these deliveries stands at 94% as at December 31, 2021.

JV PARTNERSHIP

As part of the Group's strategy to join with strategic partners on select development projects, URW signed a co-investment partnership with AXA IM Alts to dispose of 70% of the Triangle project while keeping a 30% stake and providing property, asset and project management services to the JV owning the project. Triangle is an environmental-friendly 180-metre-high tower designed by world-renowned architects Herzog & de Meuron. It will combine office space with a conference centre with an auditorium, a cultural centre, a new shopping gallery, and a four-star hotel. A wide range of services will be available on-site, including a nursery and health centre.

PROJECT CHANGES

Since December 31, 2020, there have been changes in the delivery dates of various projects and related URW TIC, notably due to disruptions as a consequence of COVID-19 restrictions and the overheated construction market causing the TIC of Lightwell, Les Ateliers Gaîté and Westfield Hamburg - Überseequartier to increase.

(1) GLA signed, all agreed to be signed and financials agreed.

4.1.3.2 PIPELINE PROJECTS AS AT DECEMBER 31, 2021

SUMMARY OF PIPELINE PROJECTS

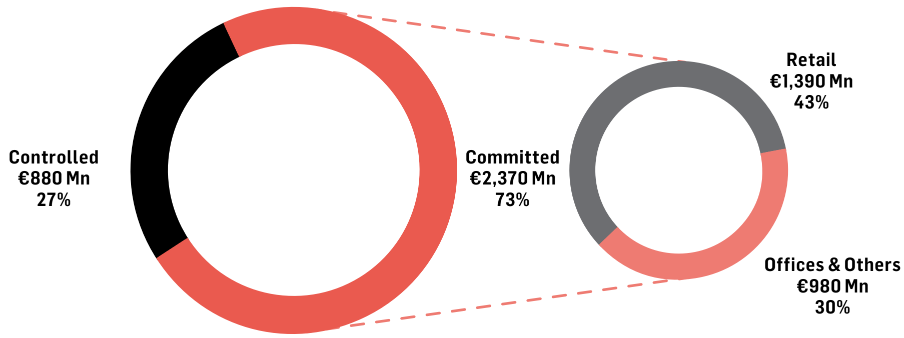
Development Projects[1]	Business	Country	Type	URW Ownership	100% GLA (sqm)	100% TIC (€Mn)	URW TIC (€Mn)	URW Cost to Date (€Mn)	Yield on Cost[2]	Opening date[3]	Project Valuation
WESTFIELD TOPANGA RESTRUCTURING (*)	Shopping Centres	US	Extension/ Renovation	55%	16,654 sqm	240				H1-2022	Fair Value
LES ATELIERS GAÎTÉ[4]	Shopping Centres	France	Redevelopment/ Extension	100%	33,254 sqm	220				H1-2022	Fair Value
GAÎTÉ MONTPARNASSE OTHERS	Offices & Others	France	Redevelopment/ Extension	100%	13,101 sqm	80				H1-2022	Fair Value
GARBERA EXTENSION[5]	Shopping Centres	Spain	Extension/ Renovation	100%	19,594 sqm	130				H1-2023	Fair Value
WESTFIELD HAMBURG - ÜBERSEEQUARTIER RETAIL	Shopping Centres	Germany	Greenfield/ Brownfield	100%	95,401 sqm	790				H2-2023	At Cost
WESTFIELD HAMBURG - ÜBERSEEQUARTIER OTHERS	Offices & Others	Germany	Greenfield/ Brownfield	100%	76,249 sqm	510				H2-2023	At Cost
CHERRY PARK RESIDENTIAL	Offices & Others	UK	Greenfield/ Brownfield	25%	87,440 sqm	800				H2-2024	Fair Value
TRIANGLE	Offices & Others	France	Greenfield/ Brownfield	30%	91,440 sqm	660				H1-2026	At Cost
Others					33,677 sqm	160					
Total Committed Projects							**2,370**	**1,300**	**5.5%**		
LIGHTWELL	Offices & Others	France	Redevelopment/ Extension	100%	35,029 sqm	140				H2-2024	Fair Value
SISTERS	Offices & Others	France	Greenfield/ Brownfield	100%	90,434 sqm	710				Post-2026	At Cost
Others					2,323 sqm	40					
Total Controlled Projects							**880**	**100**			
URW TOTAL PIPELINE							**3,250**	**1,400**			

(1) Figures subject to change according to the maturity of projects.
(2) URW share of the expected stabilised NRI divided by the URW TIC increased by rent incentives (step rents and rent-free periods), and for redevelopment projects only, the Gross Market Value of the standing assets at the launch of the project.
(3) In the case of staged phases in a project, the date corresponds to the opening date of the main phase.
(4) Formerly named Gaîté Montparnasse Retail.
(5) Including Extension Phase 1 opened on November 24, 2021.

(*) Units acquired for the project are included in the TIC at their acquisition cost.

DETAILED OVERVIEW

URW DEVELOPMENT PIPELINE BY GROUPING
(€3,250 Mn)



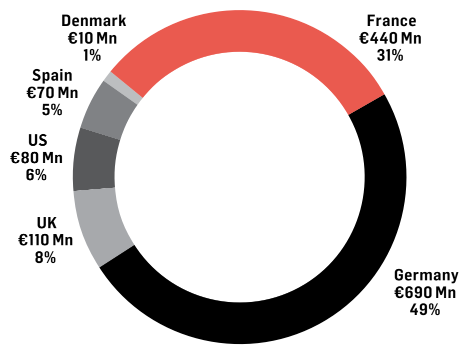
Compared to December 31, 2020, the Committed pipeline now includes the 8,454 sqm second phase of the Garbera extension project following the successful delivery of first phase (11,182 sqm, 95% pre-let[(1)]), a restructuring project at Westfield Forum des Halles and the Triangle project (at 30%) following the start of construction works at year-end.

55% of the total Committed pipeline URW TIC was already spent as at December 31, 2021, representing an amount of €1,300 Mn, of which €865 Mn was on the Retail pipeline and €435 Mn on Offices & Others[(2)].

Of the €1,070 Mn still to be invested for Committed projects, €400 Mn has already been contracted.

Only 11% of the total Controlled pipeline URW TIC was spent, representing an amount of €100 Mn, including land costs, mainly on Offices & Others projects.

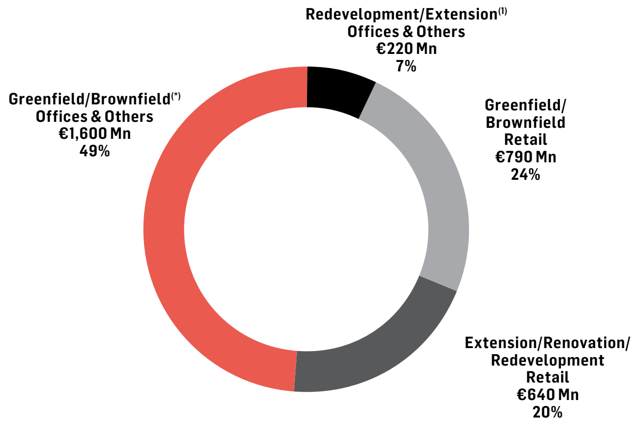
URW COST TO DATE PER COUNTRY
(€1,400 Mn)



(1) Excluding one large unit reletting in restructuring of standing part of the asset.
(2) Figures may not add up due to rounding.

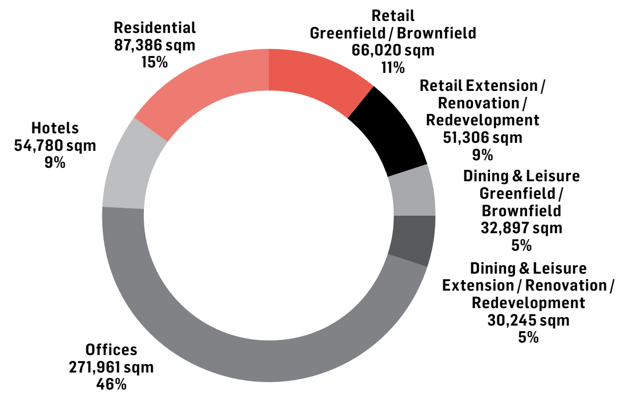
URW DEVELOPMENT PIPELINE PER TYPE AND BUSINESS(1)

URW TIC
(€3,250 Mn)



(1) Including Residential and Hotel units.

GLA
(594,596 Sqm)



The Group has an increasing focus on mixed-use projects (notably including offices & hotels), such as Gaîté Montparnasse or Westfield Hamburg - Überseequartier projects. The latter encompasses retail, office and residential, and now accounts for 44% of URW TIC. Its retail part is 47% pre-let. In terms of GLA, the Retail sector now accounts for only 30% of pipeline GLA (and 44% of TIC), of which 10% relates to dining and leisure extensions, while offices account for 46%, residential for 15% and hotels for 9%. The Group's presence in areas with substantial interest from other investors and developers for urban regeneration is expected to reinforce the respective catchment areas and the position of URW's destinations.

As evidenced by the Triangle transaction, the Group's strategy, particularly for the Offices & Others controlled projects, is to join with strategic capital partners prior to launching these projects, in order to reduce the capital allocation on the balance sheet of the Group, whilst leveraging on existing projects and generating development and management fees.

4.1.3.3 DELIVERIES EXPECTED IN 2022 AND PRE-LETTING PROGRESS

Five projects representing a URW TIC of c. €0.5 Bn, of which €0.4 Bn has been spent already, are scheduled to be delivered in 2022:

- Les Ateliers Gaîté;
- "Rue de la Boucle" project at Westfield Forum des Halles;
- Gaîté Montparnasse Office project;
- Westfield Topanga extension on former Sears box; and
- Westfield Les 4 Temps Porte de Paris.

The average pre-letting(2) on those 2022 deliveries stands at:

- 72% for Retail; and
- 100% for Offices & Others.

4.1.3.4 INVESTMENTS IN 2021

See section "*Investments and divestments*".

4.1.4 PROPERTY PORTFOLIO AND NET ASSET VALUE AS AT DECEMBER 31, 2021

URW's NRV amounted to €159.60 per share as at December 31, 2021, a decrease of -€7.20 per share (-4.3%) compared to the NRV as at December 31, 2020 (€166.80 per share).

The NRV includes €5.64 per share of goodwill not justified by the fee businesses or tax optimisations and which is mainly related to the Westfield acquisition. Net of this goodwill, the NRV would be €153.96 per share.

URW's NDV amounted to €110.30 per share as at December 31, 2021, a decrease of -€0.20 per share (-0.2%) compared to the NDV as at December 31, 2020 (€110.50 per share). URW's NDV does not include any goodwill.

MATERIAL VALUATION UNCERTAINTY DUE TO COVID-19

For hotels, as from the December 31, 2020 valuation, the appraisers in Europe and in the US included a material valuation uncertainty statement in the appraisal reports. Since the valuation as at June 30, 2021, this statement was withdrawn.

(1) Figures may not add up due to rounding.
(2) GLA signed, all agreed to be signed and financials agreed.

4.1.4.1 PROPERTY PORTFOLIO

Unless otherwise indicated, the data presented in the property portfolio are on a proportionate[1] basis as at December 31, 2021, and comparisons are with values as at December 31, 2020.

The total GMV of URW's portfolio[2] amounted to €54.5 Bn (€56.3 Bn), a decrease of -3.3%, of which -2.4% in H1-2021 and -0.9% in H2-2021. On a like-for-like basis, the GMV decreased by -4.1% (or -€1,956 Mn), of which -2.3%[3] (or -€1,104 Mn) in H1-2021 and -1.8% (or -€852 Mn) in H2-2021.

INVESTMENT MARKET RETAIL AND OFFICE

Total real estate investment volumes in Continental Europe[4] were well above the ten-year average levels with €261.3 Bn transacted in 2021, 16% above the €224.8 Bn in 2020. In the UK, total investment volumes[4] amounted to €77.9 Bn in 2021, up +42% from €55.0 Bn in 2020.

Total retail investment volumes[4] in Continental Europe were €23.0 Bn (down -22%), including shopping centre transactions accounting for 31% of this amount (vs. 32% in 2020).

Total retail investment volumes[4] in the UK were €10.3 Bn (up +35%), including shopping centre transactions accounting for 15% of this amount (vs. 22% in 2020).

US retail investment volumes saw a +95% year-on-year increase in November YTD, with total transactions reported by Real Capital Analytics of $64.3 Bn. For shopping centres, the increase in deal volume was +127%.

Total office investment volumes[4] in Continental Europe were €76.5 Bn in 2021, -8% lower than in 2020.

URW's portfolio

Asset portfolio valuation (including transfer taxes)[a]	Dec. 31, 2021		Like-for-like change net of investment – 2021[b]		Dec. 31, 2020	
	€Mn	%	€Mn	%	€Mn	%
Shopping Centres	47,109	86%	(1,841)	(4.4%)	47,905	85%
Offices & Others	3,510	6%	93	6.3%	4,409	8%
Convention & Exhibition	2,655	5%	(50)	(1.9%)	2,701	5%
Services	1,199	2%	(158)	(12.2%)	1,299	2%
Total URW	**54,473**	**100%**	**(1,956)**	**(4.1%)**	**56,314**	**100%**

Figures may not add up due to rounding.

(a) On a proportionate basis, including transfer taxes and transaction costs (see Section "Proportionate, IFRS and Group share figures for the property portfolio" for IFRS and Group share figures).
The portfolio valuation includes:
- The appraised or at cost value of the entire property portfolio, whether fully consolidated or under joint control (for URW's share);
- The fair value of the Westfield trademark; and
- The equity value of URW's investments in assets not controlled by URW (Zlote Tarasy, Gropius Passagen, Foncière Crossroads, Triangle and the Blum/Centennial and Starwood Ventures entities). The equity value of URW's share investments in assets not controlled by URW amounted to €1,195 Mn (€1,189 Mn).

The valuations consider the negative cash flows related to rents paid on concessions or leaseholds, which are accounted for as financial debt in the consolidated statement of financial position.
The portfolio neither includes €1.0 Bn of goodwill not justified by the fee business, nor financial assets such as the cash and cash equivalents on the Group's consolidated statement of financial position as at December 31, 2021.

(b) Excluding the currency effect, investment properties under construction, assets not controlled by URW, assets at bid value and changes in scope (including acquisitions, disposals and deliveries of new projects) through December 31, 2021. Changes in scope consist mainly of the:
- Acquisition of the 47.4% remaining stake in the JVs holding two assets in the US: Westfield Palm Desert and Westfield Trumbull;
- Disposal of a 60% stake in Aupark in Slovakia;
- Disposal of the SHiFT, Village 3, Village 4, Village 6, Le Blériot and 7 Adenauer office buildings in France;
- Disposal of an office building in Täby Centrum in Sweden;
- Disposal of a 51% stake in Aquaboulevard and Le Sextant in Paris;
- Disposal of a 70% stake in the development project of Triangle Tower in Paris;
- Foreclosure of five assets in the US: Westfield Broward, Westfield Citrus Park, Westfield Countryside, Westfield Palm Desert and Westfield Sarasota; and
- Delivery of Westfield Mall of the Netherlands, Westfield Annapolis restructuring, Westfield Garden State Plaza restructuring, Westfield La Maquinista Fashion Pavilion and the hotel project at Gaîté Montparnasse.

The like-for-like change in the portfolio valuation is calculated excluding the changes described above.

(1) The sum of the GMV for the assets fully consolidated, the ownership at share of the GMV of assets jointly controlled accounted for using the equity method and the equity values for assets not controlled by URW.
(2) Including the Group's services business, the airport activities, the Westfield trademark, transfer taxes and transaction costs. Does not include the goodwill not justified by the fee business nor the impact of the application of IFRS 16.
(3) The change compared to the -2.3% (or -€1,094 Mn) communicated in H1-2021 is due to changes in the like-for-like perimeter, which consists mainly of the removal of Solna Centrum, Garbera, 7 Adenauer, Le Sextant, Westfield North County, Westfield South Shore and Palisade at Westfield UTC.
(4) Source: Cushman & Wakefield, estimates as at January 24, 2022.

URW Valuation as at Dec. 31, 2020 (€Mn)	**56,314**	
Like-for-like revaluation	(1,956)	
Revaluation of non like-for-like assets	(182)	(a)
Revaluation of shares	(14)	(b)
Capex/Acquisitions/Transfers	1,063	(c)
Disposals	(1,939)	(d)
Constant Currency Effect	1,187	(e)
URW Valuation as at Dec. 31, 2021 (€Mn)	**54,473**	

Figures may not add up due to rounding.

(a) Non like-for-like assets include IPUC valued at cost or at fair value, assets delivered in 2021 and assets at bid value.
(b) Revaluation of the shares in companies holding the assets not controlled by URW.
(c) Includes the acquisition of the 47.4% remaining stake in the JVs holding Westfield Palm Desert and Westfield Trumbull.
(d) Value as at December 31, 2020, of the assets disposed or foreclosed.
(e) Currency impact of +€1,187 Mn, including +€987 Mn in the US and +€257 Mn in the UK, partly offset by -€58 Mn in the Nordics, before offsets from foreign currency debt and hedging programmes.

Appraisers

In March 2021, as part of the rotation recommended by RICS, URW signed new appraisal mandates with two international and qualified appraisal firms, Cushman & Wakefield and Jones Lang LaSalle, to value its Shopping Centre and Offices & Others portfolio. In Continental Europe, URW rotated the assets appraised by these two firms: in H1-2021, the appraisers were rotated for Central Europe, Spain, Nordics, France Offices & Others and The Netherlands and in H2-2021, URW rotated appraisers for France Shopping Centres, Germany and Austria.

URW has allocated properties across independent appraisers by region for comparison and benchmarking purposes. The valuation process has a centralised approach, intended to ensure that capital market views on the Group's portfolio are taken into account. Assets are appraised twice a year (in June and December), except services companies, which are externally appraised once a year.

Appraiser	Regions appraised as at Dec. 31, 2021	% of total portfolio Dec. 31, 2021	% of total portfolio Dec. 31, 2020
Cushman & Wakefield	France/Germany/Austria/Nordics/Spain/UK[a]/US	46%	49%
Jones Lang LaSalle	France/Germany/Central Europe/The Netherlands/Italy	33%	29%
Duff & Phelps	US	8%	8%
PwC[b]	France/Germany/UK/US	8%	8%
Other appraisers	Central Europe/US	2%	1%
At cost, under sale agreement or internal		4%	4%
		100%	100%

Figures may not add up due to rounding.

(a) The Group's UK Shopping Centre portfolio was valued by Cushman & Wakefield and Avison Young.
(b) PwC assesses the Convention & Exhibition venues as well as all of the Group's services activities and the Westfield trademark.

Fees paid to appraisers are determined prior to the valuation process and are independent from the value of properties appraised. A detailed report, dated and signed, is produced for each appraised property. None of the appraisers have received fees from URW representing more than 10% of their turnover.

Valuation methodology

Appraisal methods used by appraisers are compliant with international standards and guidelines as defined by RICS, IVSC (International Valuation Standards Council) and FSIF (Fédération des Sociétés Immobilières et Foncières).

Valuation scope

96% of URW's portfolio was appraised by independent appraisers as at December 31, 2021.

Investment Properties Under Construction ("IPUC") for which a value could be reliably determined are required to be accounted for at fair value and were assessed by external appraisers.

IPUC are taken at fair value once management considers that a substantial part of the project's uncertainty has been eliminated, such that a reliable fair value can be established.

The Gaîté offices have been carried at fair value since June 30, 2019, Les Ateliers Gaîté since December 31, 2019, and the "Rue de la Boucle" project at Westfield Forum des Halles since June 30, 2021. The Garbera extension was assessed at fair value for the first time as at December 31, 2021.

Since and as a result of the acquisition accounting for the Westfield transaction, the main projects in the US, the UK and Italy were carried at fair value as at December 31, 2021.

Refer to the table in the Section "*Development projects as at December 31, 2021*" for the valuation method used for each development project in the Group's pipeline.

The remaining assets of the portfolio (4%) were valued as follows:

- At cost for IPUC for which a reliable value could not yet be established. These include assets under development: Westfield Hamburg - Überseequartier, as well as most development projects included in the "Controlled" category (see Section "*Development projects as at December 31, 2021*" for more details);
- Internal valuations were performed by URW as at December 31, 2021, for a few minor office assets in the US; and
- At bid value for assets subject to an agreement pursuant to which these will be disposed: mainly Solna Centrum.

The total value of the IPUC amounted to €3.1 Bn, of which €1.6 Bn valued at fair value and €1.5 Bn valued at cost (73% of the value at cost was tested with an external valuation as at December 31, 2021).

Unless otherwise indicated, valuation changes and references to asset values include transfer taxes and transaction costs.

		Valuation including transfer taxes in (€Mn)		
Appraiser	Sector	Dec. 31, 2021	June 30, 2021	Dec. 31, 2020
Cushman & Wakefield	Shopping Centres/Offices & Others	18,021	19,071	20,408
Jones Lang LaSalle	Shopping Centres/Offices & Others	17,727	17,097	16,202
PwC	Shopping Centres/C&E	2,795	2,815	2,812
Other appraisers	Shopping Centres	3,187	3,210	3,363
Impact of the assets valued by two appraisers	Shopping Centres	(2,339)	(2,389)	(2,512)
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others	1,685	1,496	2,254
Total Europe		**41,076**	**41,302**	**42,527**
Cushman & Wakefield	Shopping Centres/Offices & Others	6,955	6,929	7,168
Duff & Phelps	Shopping Centres/Offices & Others	4,246	4,545	4,612
PwC	Shopping Centres	263	250	580
Other appraisers	Shopping Centres	390	351	60
Internal valuation	Shopping Centres/Offices & Others	46	195	-
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others	297	120	68
Total US		**12,198**	**12,390**	**12,487**
Services		**1,199**	**1,274**	**1,299**
Total URW		**54,473**	**54,966**	**56,314**

Figures may not add up due to rounding.

Shopping Centre portfolio

The value of URW's Shopping Centre portfolio is the value of each individual asset as determined by the Group's appraisers, except as noted above.

The Westfield trademark is split by the region in which the Group operates Westfield branded shopping centres and is included within the Flagships category valuation. The airport activity is included within Flagships in the US.

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Evolution of URW's Shopping Centre portfolio valuation

The value of URW's Shopping Centre portfolio amounted to €47,109 Mn (€47,905 Mn).

URW Valuation as at Dec. 31, 2020 (€Mn)	**47,905**
Like-for-like revaluation	(1,841)
Revaluation of non like-for-like assets	(218)
Revaluation of shares	(14)
Capex/Acquisitions/Transfers	833
Disposals	(638)
Constant Currency Effect	1,083
URW Valuation as at Dec. 31, 2021 (€Mn)	**47,109**

Figures may not add up due to rounding.

Based on an asset value excluding estimated transfer taxes and transaction costs, the Shopping Centre division's Net Initial Yield ("NIY") increased from 4.5% to 4.6% yoy.

The Potential Yield including the leasing of vacant space at ERV increased from 5.0% to 5.1%.

For the US, the NIY and the Potential Yield were impacted by the foreclosure of the five assets in 2021 which had higher NIY and Potential Yield than the average US shopping centres. The NIY as at December 31, 2020, restated for these five assets would have been at 4.0% (vs. 4.2%) for the US and 4.5% for the Group. The Potential Yield as at December 31, 2020, restated for these five assets would have been at 4.7% (vs. 4.9%) for the US and 4.9% (vs. 5.0%) for the Group.

	Dec. 31, 2021				Dec. 31, 2020			
Shopping Centre portfolio by region	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Potential Yield	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Potential Yield
France	13,673	13,178	4.4%	4.7%	13,781	13,281	4.4%	4.6%
Spain	3,585	3,504	4.9%	5.2%	3,596	3,514	4.6%	4.9%
Southern Europe	**17,258**	**16,682**	**4.5%**	**4.8%**	**17,376**	**16,796**	**4.5%**	**4.7%**
Central Europe	4,798	4,755	5.3%	5.5%	5,059	5,014	5.1%	5.4%
Austria	2,277	2,266	4.7%	4.9%	2,290	2,279	4.6%	4.8%
Germany	3,319	3,153	5.0%	5.3%	3,447	3,269	4.7%	5.0%
Central and Eastern Europe	**10,393**	**10,174**	**5.0%**	**5.3%**	**10,795**	**10,562**	**4.8%**	**5.1%**
Nordics	3,031	2,972	4.3%	4.7%	3,095	3,034	4.1%	4.5%
The Netherlands[(a)]	1,820	1,682	5.1%	5.5%	1,658	1,560	5.3%	6.2%
Northern Europe	**4,851**	**4,653**	**4.5%**	**5.0%**	**4,753**	**4,594**	**4.4%**	**5.0%**
Subtotal Continental Europe	**32,503**	**31,509**	**4.7%**	**5.0%**	**32,924**	**31,951**	**4.6%**	**4.9%**
UK	2,594	2,462	5.3%	6.2%	2,776	2,633	5.2%	6.1%
Subtotal Europe	**35,097**	**33,970**	**4.7%**	**5.1%**	**35,700**	**34,585**	**4.6%**	**5.0%**
US	12,012	11,909	4.2%	5.1%	12,205	12,099	4.2%	4.9%
Total URW	**47,109**	**45,879**	**4.6%**	**5.1%**	**47,905**	**46,683**	**4.5%**	**5.0%**

Figures may not add up due to rounding.

(a) Restated from Westfield Mall of the Netherlands delivered in 2021, the NIY for the Netherlands as at December 31, 2021 would have been 5.7% and the Potential Yield as at December 31, 2021 would have been 6.2%.

The following table shows the breakdown for the US Shopping Centre portfolio, which was significantly impacted by a positive currency impact of +€952 Mn:

	Dec. 31, 2021				Dec. 31, 2020			
US Shopping Centre portfolio by category	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Potential Yield	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Potential Yield
Flagships US[(a)]	10,392	10,291	3.7%	4.6%	10,066	9,962	3.7%	4.3%
Regionals US	1,620	1,618	6.7%	8.0%	2,139	2,137	6.1%	7.7%
Total US	**12,012**	**11,909**	**4.2%**	**5.1%**	**12,205**	**12,099**	**4.2%**	**4.9%**

Figures may not add up due to rounding.

(a) The airport activities and the Westfield trademark for the US are included in the valuation of the US Flagships for a total amount of €601 Mn as at December 31, 2021, and for a total amount of €580 Mn as at December 31, 2020.

In USD, the valuation including transfer taxes of the US Shopping Centre portfolio decreased by -9.2% from $14,993 Mn to $13,612 Mn.

The following table shows the bridge of the US Shopping Centre portfolio in USD from December 31, 2020, to December 31, 2021, with the split by category:

	Total US	Flagships US[(a)]	Regionals US
URW Valuation as at Dec. 31, 2020 ($Mn)	**14,993**	**12,352**	**2,641**
Like-for-like revaluation	(1,053)	(624)	(429)
Revaluation of non like-for-like assets	(215)	(87)	(128)
Revaluation of shares	(23)	-	(23)
Capex/Acquisitions/Transfers	261	129	133
Disposals	(351)	-	(351)
URW Valuation as at Dec. 31, 2021 ($Mn)	**13,612**	**11,770**	**1,843**

Figures may not add up due to rounding.

(a) The airport activities and the Westfield trademark for the US are included in the valuation of the US Flagships for a total amount of $681 Mn as at December 31, 2021, and for a total amount of $711 Mn as at December 31, 2020.

Sensitivity

The table below shows the sensitivity on URW's Shopping Centre portfolio value for assets fully consolidated or under joint control, excluding assets under development, the Westfield trademark and the airport activities.

Sensitivity	Impact in €Mn	Impact in %
+25 bps in NIY	(2,255)	(5.2%)
+25 bps in DR	(748)	(1.7%)
+10 bps in ECR	(639)	(1.5%)
-5% in appraisers' ERV	(1,740)	(4.0%)

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Like-for-like analysis

On a like-for-like basis, the value of URW's Shopping Centre portfolio, after accounting for works, capitalised financial expenses and eviction costs, decreased by -€1,841 Mn (-4.4%), of which -€1,036 Mn (-2.5%[1]) in H1-2021 and -€805 Mn (-1.9%) in H2-2021. This decrease was the result of a yield impact of -3.4% and a rent impact of -1.0%.

The valuations are supported by the achieved or agreed disposal prices of stakes in Aupark, Westfield Shopping City Süd and Westfield Carré Sénart, as well as the disposal of Solna Centrum.

	Shopping Centres – Like-for-like ("LfL") change				Shopping Centres - Like-for-like ("LfL") change by semester			
2021	LfL change 2021 (€Mn)	LfL change 2021 (%)	LfL change 2021 - Rent impact	LfL change 2021 - Yield impact	LfL change H1-2021 (€Mn)	LfL change H1-2021 (%)	LfL change H2-2021 (€Mn)	LfL change H2-2021 (%)
France	(144)	(1.1%)	0.1%	(1.2%)	(112)	(0.9%)	(32)	(0.3%)
Spain	(66)	(2.1%)	3.6%	(5.7%)	(48)	(1.5%)	(18)	(0.6%)
Southern Europe	**(210)**	**(1.3%)**	**0.9%**	**(2.2%)**	**(159)**	**(1.0%)**	**(50)**	**(0.3%)**
Central Europe	(38)	(1.0%)	2.5%	(3.5%)	(93)	(2.4%)	56	1.5%
Austria	(50)	(2.2%)	0.9%	(3.1%)	(59)	(2.6%)	8	0.4%
Germany	(231)	(7.5%)	(0.6%)	(6.8%)	(142)	(4.6%)	(89)	(3.0%)
Central and Eastern Europe	**(319)**	**(3.4%)**	**1.1%**	**(4.6%)**	**(294)**	**(3.2%)**	**(25)**	**(0.3%)**
Nordics	(48)	(1.6%)	3.4%	(5.0%)	(47)	(1.6%)	(1)	0.0%
The Netherlands	(1)	(0.1%)	(4.9%)	4.9%	(1)	(0.1%)	0	0.0%
Northern Europe	**(49)**	**(1.3%)**	**1.0%**	**(2.3%)**	**(48)**	**(1.2%)**	**(1)**	**0.0%**
Subtotal Continental Europe	**(577)**	**(2.0%)**	**1.0%**	**(3.0%)**	**(501)**	**(1.7%)**	**(76)**	**(0.3%)**
UK	(374)	(14.0%)	(11.2%)	(2.8%)	(242)	(9.1%)	(132)	(5.2%)
Subtotal Europe	**(951)**	**(3.0%)**	**(0.3%)**	**(2.7%)**	**(743)**	**(2.4%)**	**(208)**	**(0.7%)**
US	(890)	(8.2%)	(3.1%)	(5.2%)	(293)	(2.7%)	(597)	(5.5%)
Total URW	**(1,841)**	**(4.4%)**	**(1.0%)**	**(3.4%)**	**(1,036)**	**(2.5%)**	**(805)**	**(1.9%)**

Figures may not add up due to rounding.

The 53 Flagship shopping centres represent 91% of URW's retail exposure (excluding assets under development, the airport activities and the Westfield trademark).

	Shopping Centres - Like- for-like ("LfL") change by category				Shopping Centres - Like-for-like ("LfL") change by semester			
2021	LfL change 2021 (€Mn)	LfL change 2021 (%)	LfL change 2021 - Rent impact	LfL change 2021 - Yield impact	LfL change H1-2021 (€Mn)	LfL change H1-2021 (%)	LfL change H2-2021 (€Mn)	LfL change H2-2021 (%)
Flagships Continental Europe	(500)	(1.9%)	1.1%	(3.0%)	(472)	(1.8%)	(28)	(0.1%)
Flagships UK	(371)	(14.1%)	(11.4%)	(2.7%)	(240)	(9.1%)	(131)	(5.2%)
Subtotal European Flagships	**(870)**	**(3.0%)**	**(0.3%)**	**(2.7%)**	**(712)**	**(2.4%)**	**(159)**	**(0.6%)**
Flagships US	(527)	(5.7%)	(2.2%)	(3.6%)	(143)	(1.6%)	(384)	(4.1%)
Subtotal Flagships	**(1,398)**	**(3.6%)**	**(0.7%)**	**(2.9%)**	**(855)**	**(2.2%)**	**(543)**	**(1.4%)**
Regionals (Europe and US)	(443)	(11.7%)	(2.6%)	(9.1%)	(181)	(4.8%)	(262)	(7.1%)
Total URW	**(1,841)**	**(4.4%)**	**(1.0%)**	**(3.4%)**	**(1,036)**	**(2.5%)**	**(805)**	**(1.9%)**

Figures may not add up due to rounding.

Non like-for-like analysis

The value of URW's non like-for-like Shopping Centre portfolio, after accounting for works, capitalised financial expenses and eviction costs, decreased by -€218 Mn (-4.8%), mainly due to the shopping centre projects at fair value (including a negative impact on Westfield Milano), the depreciation on projects valued at cost and the Airport business and the Westfield trademark, partly compensated by the standing shopping centres delivered in 2021 (including Westfield Mall of the Netherlands). The latter benefitted from a positive revaluation of +€91 Mn in 2021 following its successful delivery.

(1) The change compared to the -€1,068 Mn (-2.5%) communicated in H1-2021 is due to changes in the like-for-like perimeter, which consists mainly of the removal of Solna Centrum, Garbera, Westfield North County and Westfield South Shore.

Offices & Others portfolio

Evolution of URW's Offices & Others portfolio valuation

The Offices & Others portfolio includes the offices, the hotels (except the hotels at Porte de Versailles) and the residential projects.

The total value of URW's Offices & Others portfolio amounted to €3,510 Mn (€4,409 Mn).

URW Valuation as at Dec. 31, 2020 (€Mn)	**4,409**
Like-for-like revaluation	93
Revaluation of non like-for-like assets	64
Revaluation of shares	0
Capex/Acquisitions/Transfers	199
Disposals	(1,301)
Constant Currency Effect	46
URW Valuation as at Dec. 31, 2021 (€Mn)	**3,510**

Figures may not add up due to rounding.

The split by region of the total Offices & Others portfolio was the following:

	Dec. 31, 2021		Dec. 31, 2020	
Valuation of Offices & Others portfolio (including transfer taxes)	**€Mn**	**%**	€Mn	%
France	2,097	60%	3,025	69%
Nordics	174	5%	179	4%
Other countries	495	14%	462	10%
Subtotal Continental Europe	**2,765**	**79%**	**3,666**	**83%**
UK	559	16%	460	10%
Subtotal Europe	**3,324**	**95%**	**4,126**	**94%**
US	186	5%	283	6%
Total URW	**3,510**	**100%**	**4,409**	**100%**

Figures may not add up due to rounding.

For occupied offices and based on an asset value excluding estimated transfer taxes and transaction costs, the Offices & Others division's NIY was stable at 4.9%.

	Dec. 31, 2021			Dec. 31, 2020		
Valuation of occupied office space	**Valuation including transfer taxes (€Mn)**	**Valuation excluding estimated transfer taxes (€Mn)**	**Net Initial Yield**	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield
France	1,416	1,370	4.7%	1,744	1,683	4.5%
Nordics	141	138	6.6%	143	139	8.0%
Other countries	154	151	5.5%	131	129	6.6%
Subtotal Continental Europe	**1,711**	**1,659**	**5.0%**	**2,018**	**1,950**	**4.9%**
UK	81	76	n.m.	74	70	n.m.
Subtotal Europe	**1,792**	**1,735**	**5.0%**	**2,092**	**2,020**	**4.9%**
US	66	63	3.8%	193	187	5.1%
Total URW	**1,858**	**1,799**	**4.9%**	**2,285**	**2,208**	**4.9%**

Figures may not add up due to rounding.

Sensitivity

The table below shows the sensitivity on URW's Offices & Others portfolio value occupied and vacant spaces for assets fully consolidated or under joint control, excluding assets under development.

Sensitivity	Impact in €Mn	Impact in %
+25 bps in NIY	(140)	(6.5%)

Like-for-like analysis

The value of URW's Offices & Others portfolio, after accounting for the impact of works and capitalised financial expenses, increased by +€93 Mn (+6.3%) on a like-for-like basis, of which +€28 Mn (+1.9%[(1)]) in H1-2021 and +€65 Mn (+4.3%) in H2-2021, due to a rent impact of +6.6% and a yield impact of -0.3%. This increase was mainly due to the increase in value of the Trinity office building in France which is currently 63.5% let, the increase in value of the Nordics portfolio, supported by the disposal price of an office building in Täby, and the increase in value of the German and Austrian portfolios. The increase in France was supported by the disposal price of 7 Adenauer.

	Offices & Others - Like-for-like ("LfL") change				Offices & Others - Like-for-like ("LfL") change by semester			
2021	LfL change 2021 (€Mn)	LfL change 2021 (%)	LfL change 2021 - Rent impact	LfL change 2021 - Yield impact	LfL change H1-2021 (€Mn)	LfL change H1-2021 (%)	LfL change H2-2021 (€Mn)	LfL change H2-2021 (%)
France	94	9.1%	14.4%	(5.3%)	31	3.0%	63	5.9%
Nordics	5	15.9%	6.7%	9.2%	4	14.6%	0	1.1%
Other countries	25	16.1%	2.0%	14.2%	2	1.5%	23	14.4%
Subtotal Continental Europe	**124**	**10.2%**	**12.7%**	**(2.5%)**	**38**	**3.1%**	**86**	**6.8%**
UK	1	1.9%	1.0%	0.9%	(0)	(0.0%)	1	1.8%
Subtotal Europe	**125**	**9.7%**	**12.2%**	**(2.5%)**	**38**	**2.9%**	**87**	**6.5%**
US	(32)	(17.6%)	(30.2%)	12.6%	(10)	(5.2%)	(23)	(12.6%)
Total URW	**93**	**6.3%**	**6.6%**	**(0.3%)**	**28**	**1.9%**	**65**	**4.3%**

Figures may not add up due to rounding.

(1) The change compared to the +€71 Mn (+3.6%) communicated in H1-2021 is due to changes in the like-for-like perimeter, which consists mainly of the removal of Solna Centrum offices, 7 Adenauer, Le Sextant and Palisade at Westfield UTC.

Convention & Exhibition portfolio

Valuation methodology

The valuation methodology adopted by PwC for the venues is mainly based on a discounted cash flow model applied to the total net income projected over the life of the concession or leasehold (net of the amounts paid for the concession or leasehold) if it exists, or otherwise over a ten-year period, with an estimate of the asset value at the end of the given time period, based either on the residual contractual value for concessions or on capitalised cash flows over the last year, including the remaining capital expenditures to be spent on Porte de Versailles (€198 Mn).

Evolution of the Convention & Exhibition valuation

The value of URW's Convention & Exhibition venues, including transfer taxes and transaction costs, amounted to €2,655 Mn (€2,701 Mn).

URW Valuation as at Dec. 31, 2020 (€Mn)	**2,701**	(a)
Like-for-like revaluation	(50)	
Revaluation of non like-for-like assets	(27)	
Capex/Acquisitions/Transfers	31	
URW Valuation as at Dec. 31, 2021 (€Mn)	**2,655**	(a)

Figures may not add up due to rounding.

(a) Excluding the Convention & Exhibition space in Carrousel du Louvre and CNIT, 100%-owned by URW, the valuation for Viparis (including Palais des Sports, Les Boutiques du Palais and the hotels at Porte de Versailles) was €2,584 Mn as at December 31, 2020, and €2,549 Mn as at December 31, 2021.

On a like-for-like basis, net of investments, the value of Convention & Exhibition venues decreased by -€50 Mn (-1.9%), of which -€37 Mn (-1.4%) in H1-2021 and -€14 Mn (-0.5%) in H2-2021. This decrease was mainly driven by the increase in Weighted Average Cost of Capital to reflect the uncertainty of the current environment.

Services

The Services portfolio is composed of URW's French, German, UK and US property services companies.

URW's Services portfolio is appraised annually by PwC as at each year-end to include all significant fee business activities in the portfolio at their market value for the calculation of URW's NAV. In URW's Consolidated statement of financial position, intangible assets are not revalued but recognised at cost less amortisation charges and/or impairment losses booked.

The value of the Services portfolio decreased by -€158 Mn (-12.2%) on a like-for-like basis, of which -€60 Mn (-4.7%) in H1-2021 and -€98 Mn (-7.7%) in H2-2021. The negative like-for-like revaluation was mainly impacted by the decrease of the DD&C business in the US following the delivery of various projects and the Property Management Fee business in the US and the UK.

URW Valuation as at Dec. 31, 2020 (€Mn)	**1,299**
Like-for-like revaluation	(158)
Constant Currency Effect	58
URW Valuation as at Dec. 31, 2021 (€Mn)	**1,199**

Figures may not add up due to rounding.

Proportionate, IFRS and Group share figures for the property portfolio

The figures presented previously in the chapter are on a proportionate basis.

The following tables also provide the IFRS GMV and the Group share level (in GMV) for URW's assets:

	Proportionate		IFRS		Group share	
URW Asset portfolio valuation – Dec. 31, 2021	**€Mn**	**%**	**€Mn**	**%**	**€Mn**	**%**
Shopping Centres	47,109	86%	45,099	86%	40,519	88%
Offices & Others	3,510	6%	3,269	6%	3,236	7%
Convention & Exhibition	2,655	5%	2,656	5%	1,381	3%
Services	1,199	2%	1,199	2%	1,124	2%
Total URW	**54,473**	**100%**	**52,223**	**100%**	**46,259**	**100%**
URW Asset portfolio valuation – Dec. 31, 2020	**€Mn**	**%**	**€Mn**	**%**	**€Mn**	**%**
Shopping Centres	47,905	85%	45,948	85%	41,799	86%
Offices & Others	4,409	8%	4,241	8%	4,223	9%
Convention & Exhibition	2,701	5%	2,703	5%	1,410	3%
Services	1,299	2%	1,299	2%	1,218	3%
Total URW	**56,314**	**100%**	**54,192**	**100%**	**48,649**	**100%**
URW Like-for-like change – net of Investments - 2021	**€Mn**	**%**	**€Mn**	**%**	**€Mn**	**%**
Shopping Centres	(1,841)	(4.4%)	(1,077)	(3.2%)	(1,009)	(3.5%)
Offices & Others	93	6.3%	102	7.4%	93	6.9%
Convention & Exhibition	(50)	(1.9%)	(50)	(1.9%)	(34)	(2.4%)
Services	(158)	(12.2%)	(158)	(12.2%)	(153)	(12.5%)
Total URW	**(1,956)**	**(4.1%)**	**(1,184)**	**(3.0%)**	**(1,102)**	**(3.3%)**
URW Like-for-like change – net of Investments - 2021 – Split rent/yield impact	**Rent impact %**	**Yield impact %**	**Rent impact %**	**Yield impact %**	**Rent impact %**	**Yield impact %**
Shopping Centres	**(1.0%)**	**(3.4%)**	**0.0%**	**(3.2%)**	**(0.2%)**	**(3.2%)**
Offices & Others	**6.6%**	**(0.3%)**	**10.8%**	**(3.4%)**	**10.9%**	**(4.0%)**
URW Net Initial Yield	**Dec. 31, 2021**	Dec. 31, 2020	**Dec. 31, 2021**	Dec. 31, 2020	**Dec. 31, 2021**	Dec. 31, 2020
Shopping Centres[(a)]	4.6%	4.5%	4.6%	4.5%	4.6%	4.5%
Offices & Others - occupied space[(b)]	4.9%	4.9%	4.9%	4.9%	5.0%	4.9%

Figures may not add up due to rounding.

(a) Shopping centres under development and shopping centres not controlled by URW are not included in the calculation. Shopping centres held by companies accounted for using the equity method are not included in the calculation of IFRS and Group share but are included in the proportionate for the ones under joint control.
(b) Offices under development and offices not controlled by URW are not included in the calculation. Offices held by companies accounted for using the equity method are not included in the calculation of IFRS and Group share but are included in the proportionate for those in joint control.

Bridge between Proportionate and IFRS as at Dec. 31, 2021 €Mn	**Asset portfolio valuation (including transfer taxes)**
Total URW on a proportionate basis	**54,473**
(-) Assets joint-controlled on a proportionate basis	(9,342)
(+) Share investments in assets joint-controlled	7,092
Total URW under IFRS	**52,223**

Figures may not add up due to rounding.

Additional valuation parameters – IFRS 13

URW complies with the IFRS 13 fair value measurement and the position paper[1] on IFRS 13 established by EPRA, the representative body of the publicly listed real estate industry in Europe.

Considering the limited public data available, the complexity of real estate asset valuations, as well as the fact that appraisers use in their valuations the non-public rent rolls of the Group's assets, URW believes it is appropriate to classify its assets under Level 3. In addition, unobservable inputs, including appraisers' assumptions on growth rates and ECR, are used by appraisers to determine the fair value of URW's assets.

In addition to the disclosures provided above, the following tables provide quantitative data in order to assess the fair valuation of the Group's assets.

Shopping Centres

All shopping centres are valued using the discounted cash flow and/or yield methodologies using compound annual growth rates as determined by the appraisers.

Shopping Centres – Dec. 31, 2021		Net Initial Yield	Rent in € per sqm[a]	Discount Rate[b]	Exit Capitalisation Rate[c]	CAGR of NRI[d]
France	Max	6.9%	855	9.5%	10.7%	16.5%
	Min	3.8%	158	5.8%	4.0%	-0.5%
	Weighted average	4.4%	555	6.1%	4.3%	4.4%
Central Europe	Max	7.6%	604	8.5%	8.6%	3.9%
	Min	4.8%	127	6.7%	5.0%	2.1%
	Weighted average	5.3%	386	7.2%	5.3%	3.0%
Spain	Max	8.7%	545	11.8%	8.0%	3.8%
	Min	4.4%	126	7.0%	4.5%	2.6%
	Weighted average	4.9%	356	7.4%	4.8%	3.3%
Nordics	Max	5.0%	428	7.3%	5.2%	5.7%
	Min	3.8%	270	6.4%	4.3%	3.9%
	Weighted average	4.3%	370	6.7%	4.6%	4.4%
Germany	Max	8.1%	468	8.9%	7.0%	3.8%
	Min	4.3%	153	6.2%	4.4%	2.2%
	Weighted average	5.0%	282	6.7%	4.8%	3.3%
Austria	Max	4.9%	404	6.4%	4.4%	2.9%
	Min	4.6%	328	6.3%	4.4%	2.3%
	Weighted average	4.7%	364	6.4%	4.4%	2.6%
The Netherlands	Max	8.1%	365	8.4%	7.6%	5.3%
	Min	4.4%	151	5.5%	4.6%	1.9%
	Weighted average	5.1%	279	6.1%	5.2%	4.3%
US	Max	8.1%	1,736	9.5%	8.0%	13.1%
	Min	3.1%	288	5.8%	4.3%	1.8%
	Weighted average	4.2%	617	6.7%	5.0%	6.4%
UK	Max	5.8%	614	7.8%	6.5%	3.0%
	Min	4.9%	561	7.5%	6.3%	2.5%
	Weighted average	5.3%	584	7.6%	6.4%	2.8%

NIY, DR and ECR weighted by GMV. Vacant assets, assets considered at bid value and assets under restructuring are not included in Min and Max calculation. Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in this table.

(a) Average annual rent (MGR + SBR) per asset per sqm.
(b) Rate used to calculate the net present value of future cash flows.
(c) Rate used to capitalise the exit rent to determine the exit value of an asset.
(d) CAGR of NRI determined by the appraiser (between six and ten years depending on duration of DCF model used).

(1) EPRA Position Paper on IFRS 13 - Fair value measurement and illustrative disclosures, February 2013.

The data for The Netherlands are positively impacted by the delivery of Westfield Mall of the Netherlands which was included in the computations as from 2021.

The data for the US are positively impacted by the foreclosure of the five assets. In addition, the currency effect had a positive impact on the rent in € per sqm of +8.6% for the US and of +6.4% for the UK.

For the US, the split between Flagships and Regionals was as follows:

Shopping Centres – Dec. 31, 2021		Net Initial Yield	Rent in € per sqm[(a)]	Discount Rate[(b)]	Exit Capitalisation Rate[(c)]	CAGR of NRI[(d)]
US Flagships	Max	6.2%	1,736	8.0%	6.5%	13.1%
	Min	3.1%	315	5.8%	4.3%	2.3%
	Weighted average	3.7%	732	6.3%	4.7%	6.8%
US Regionals	Max	8.1%	636	9.5%	8.0%	10.3%
	Min	5.0%	288	7.0%	5.8%	1.8%
	Weighted average	6.7%	389	8.6%	6.7%	4.8%

NIY, DR and ECR weighted by GMV. Vacant assets, assets considered at bid value and assets under restructuring are not included in Min and Max calculation. Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in this table.

(a) Average annual rent (MGR + SBR) per asset per sqm.
(b) Rate used to calculate the net present value of future cash flows.
(c) Rate used to capitalise the exit rent to determine the exit value of an asset.
(d) CAGR of NRI determined by the appraiser (ten years).

The CAGR of NRI in tables above is based on 2021 NRI, which was impacted by the COVID-19 crisis. Compared to 2019, the average CAGR of NRI assumed by appraisers has decreased from 3.4% in the December 2019 valuations to 2.5% in the December 2020 valuations, 2.3% in the June 2021 valuations, and 2.2% in the December 2021 valuations including reductions in all regions in particular in the US and the UK, partly compensated by a slight NRI growth in The Netherlands following the Westfield Mall of the Netherlands delivery.

	CAGR of NRI - Starting from Dec. 31, 2019				CAGR of NRI determined by the appraisers in the DCF			
Shopping Centres	Valuations as at Dec. 31, 2021	Valuations as at June 30, 2021	Valuations as at Dec. 31, 2020	Valuations as at Dec. 31, 2019	Valuations as at Dec. 31, 2021	Valuations as at June 30, 2021	Valuations as at Dec. 31, 2020	Valuations as at Dec. 31, 2019
France	2.8%	3.0%	3.0%	3.7%	4.4%	4.3%	3.8%	3.7%
Central Europe	1.8%	1.8%	1.9%	2.5%	3.0%	3.2%	2.7%	2.5%
Spain	1.9%	2.1%	2.2%	3.1%	3.3%	3.6%	5.1%	3.1%
Nordics	2.6%	2.7%	3.0%	3.4%	4.4%	4.8%	4.7%	3.4%
Germany	2.0%	2.1%	2.3%	2.8%	3.3%	3.4%	3.2%	2.8%
Austria	1.7%	1.6%	1.7%	2.5%	2.6%	2.6%	2.5%	2.5%
The Netherlands[(a)]	4.1%	4.3%	2.2%	3.2%	4.3%	4.2%	2.6%	3.2%
US Flagships	2.6%	2.9%	3.1%	4.2%	6.8%	5.8%	4.4%	4.2%
US Regionals	1.0%	1.9%	2.2%	3.6%	4.8%	6.5%	3.8%	3.6%
UK	0.8%	0.9%	1.6%	3.0%	2.8%	1.8%	4.2%	3.0%
Average URW	**2.2%**	**2.3%**	**2.5%**	**3.4%**	**4.3%**	**4.2%**	**3.8%**	**3.4%**

(a) Impacted by the delivery of Westfield Mall of the Netherlands. Restated from Westfield Mall of the Netherlands, the 2021 CAGR of NRI starting from 2019 for The Netherlands would be 2.0% and 2.2% for the Group.

The NRI of the exit year used by appraisers in December 2021 valuations slightly increased in Continental Europe (+0.5%) compared to the exit year NRI of the December 2020 valuations and decreased in the US (-5.0%) and in the UK (-7.7%).

4.1.4.2 EPRA NET ASSET VALUE METRICS CALCULATION

The EPRA measures[1] are calculated by adjusting the equity attributable to the holders of the Stapled Shares, as shown in the Consolidated statement of financial position (under IFRS), for the items as described below. These apply differently to each metric.

EQUITY ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES

As at December 31, 2021, the Equity attributable to the holders of the Stapled Shares (which excludes both the Hybrid securities and the External non-controlling interests) came to €16,927 Mn.

The Equity attributable to the holders of the Stapled Shares incorporated the net recurring profit in the period of €1,005 Mn and the net negative impact in the period of -€1,977 Mn as a result of negative valuation movements and the negative mark-to-market of financial instruments.

REVALUATION TO FAIR VALUE OF INVESTMENT PROPERTIES, DEVELOPMENT PROPERTIES HELD FOR INVESTMENT AND OTHER NON-CURRENT INVESTMENTS

No adjustment was made for the purpose of the EPRA NRV, EPRA NTA and EPRA NDV calculation. The operating asset of URW (7 Adenauer, Paris 16th), previously held at cost under IAS 16, was sold on September 2021.

DEFERRED TAX IN RELATION TO FAIR VALUE MOVEMENTS IN INVESTMENT PROPERTY

In the Group's IFRS consolidated accounts, deferred tax on property assets was calculated in accordance with accounting standards as at December 31, 2021.

As a result, and consistent with the EPRA methodology, for the purpose of the EPRA NRV calculation, deferred taxes (€1,866 Mn) were added back for the calculation of EPRA NRV, and for the calculation of the EPRA NTA. For the EPRA NTA calculation, -€933 Mn of effective deferred taxes were then deducted. The EPRA NDV was not adjusted.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value adjustment of financial instruments recorded in the IFRS consolidated statement of financial position was added back by URW for the EPRA NRV and EPRA NTA calculation for a total amount of €711 Mn (excluding exchange rate hedging) and remained at the IFRS value for the EPRA NDV.

Fair value movements of foreign currency hedging instruments (fair value hedges or net investment hedges) recorded in the balance sheet and associated with foreign exchange retranslation remains in all three NAV metrics (NRV, NTA and NDV) to offset the movement in the underlying investment being hedged.

GOODWILL AS A RESULT OF DEFERRED TAXES

Goodwill booked on the balance sheet as a result of deferred taxes as at December 31, 2021, was excluded for an amount of -€177 Mn from the EPRA NRV, EPRA NTA and EPRA NDV.

OTHER GOODWILL AS PER THE IFRS BALANCE SHEET

Goodwill booked on the balance sheet (which is mainly related to the Westfield acquisition) was deducted for an amount of -€903 Mn from the EPRA NTA and EPRA NDV (net of the goodwill resulting from deferred taxes already deducted).

INTANGIBLES AS PER THE IFRS BALANCE SHEET

Intangible assets have been deducted for an amount of –€845 Mn from the EPRA NTA.

FAIR VALUE OF FIXED INTEREST RATE DEBT

The value of the fixed rate debt on the balance sheet of the Group is equal to the nominal value of the UR debt and the fair value of the Westfield debt at the accounting combination date (May 31, 2018). Taking fixed rate debt at its fair value would have a negative impact of -€513 Mn as at December 31, 2021. This impact was taken into account in the EPRA NDV calculation.

REVALUATION OF INTANGIBLES TO FAIR VALUE

When the fair value of an intangible asset can reliably be determined and is not already included within goodwill or otherwise recorded on the balance sheet, it is added to the EPRA NRV. The basis of valuation is disclosed. URW uses an external valuer at least annually to determine the valuation of such intangible assets and discloses the name of the firms undertaking the valuations. Care is taken that no double counting takes place with the goodwill on the balance sheet.

The appraisal of property services companies in France, the US, the UK and Germany, the airport activities (excluding LAX and Chicago), the Westfield trademark and of the operations ("fonds de commerce") of Viparis Porte de Versailles, Paris Nord Villepinte, Palais des Congrès de Paris and Palais des Congrès d'Issy-les-Moulineaux, meet the criteria of this adjustment and have been so valued. This gave rise to an unrealised capital gain of +€1,105 Mn, which was added only for the purpose of the EPRA NRV calculation.

REAL ESTATE TRANSFER TAX

As at December 31, 2021, the transfer taxes and costs deducted from asset values in the statement of financial position (in accordance with IFRS) amounted to €1,753 Mn. This amount is taken into account in the EPRA NDV. For the purpose of the EPRA NRV calculation, this amount was added back.

For the purpose of the EPRA NTA calculation, the Group used the optimised net property value. Transfer taxes and transaction costs are estimated after taking into account the likely disposal scenario: sale of the asset or of the company that owns it. As at December 31, 2021, these estimated transfer taxes and other transaction costs compared to transfer taxes and costs already deducted from asset values on the statement of financial position (in accordance with IFRS) came to a positive net adjustment of +€475 Mn.

FULLY DILUTED NUMBER OF SHARES

Dilution from securities giving access to share capital as at December 31, 2021, was computed for such instruments "in the money" and having fulfilled the performance conditions.

In accordance with IFRS, financial instruments and the ORNANEs were recorded on URW's statement of financial position at their fair value with the impact of the change in fair value included in the income statement and thus in the equity attributable to the holders of the Stapled Shares.

The ORNANEs issued in 2015 were not restated for the EPRA measures calculation as they were "out of the money" as at December 31, 2021, and therefore had no impact on the number of shares.

(1) Refer to the EPRA website for more detail: https://www.epra.com/application/files/3115/7287/4349/EPRA_BPR_Guidelines_241019.pdf.

The exercise of "in the money" stock options and performance shares with the performance conditions fulfilled as at December 31, 2021, would have led to a rise in the number of shares by +418,750, without any impact on the equity attributable to the holders of the Stapled Shares as they relate only to performance shares.

As at December 31, 2021, the fully-diluted number of shares taken into account for the EPRA measures calculations was 139,013,166.

URW'S EPRA NRV

URW's EPRA NRV stood at €22,186 Mn or €159.60 per share (fully diluted) as at December 31, 2021. The EPRA NRV per share decreased by -€7.20 (or -4.3%) compared to December 31, 2020.

The decrease of -€7.20 compared to December 31, 2020, was the sum of: (i) -€3.56 per share of changes in Equity attributable to the holders of the Stapled Shares representing the sum of: (a) -€13.81 per share representing the revaluation of investment properties, the impairment of goodwill and intangible assets and the capital gains on disposals, (b) the Recurring Earnings Per Share of +€7.26, and (c) other effects of +€2.99 per share (mainly related to a positive FX impact of +€4.03 per share); and (ii) -€3.64 per share of changes due to NAV adjustments representing the sum of: (a) -€1.57 per share of impact of fair value of financial instruments adjustment, (b) -€1.12 per share of impact of deferred taxes on Balance sheet, (c) the loss of the revaluation of the operating asset (7 Adenauer) of URW for -€0.39 per share, and (d) -€0.56 per share of other effects.

URW'S EPRA NTA

URW's EPRA NTA stood at €17,122 Mn or €123.20 per share (fully diluted) as at December 31, 2021. The EPRA NTA per share decreased by -€4.90 (or -3.8%) compared to December 31, 2020.

The decrease of -€4.90 compared to December 31, 2020, was the sum of: (i) -€3.56 per share of changes in Equity attributable to the holders of the Stapled Shares representing the sum of: (a) -€13.81 per share representing the revaluation of investment properties, the impairment of goodwill and intangible assets and the capital gains on disposals, (b) the Recurring Earnings Per Share of +€7.26, and (c) other effects of +€2.99 per share (mainly related to a positive FX impact of +€4.03 per share); and (ii) -€1.34 per share of changes due to NAV adjustments representing the sum of: (a) -€1.57 per share of impact of fair value of financial instruments adjustment, (b) -€0.56 per share of impact of deferred taxes on Balance sheet and effective deferred taxes, (c) the loss of the revaluation of the operating asset (7 Adenauer) of URW for -€0.39 per share, and (d) +€1.18 per share of other effects.

URW'S EPRA NDV

URW's EPRA NDV stood at €15,335 Mn or €110.30 per share (fully diluted) as at December 31, 2021. The EPRA NDV per share decreased by -€0.20 (or -0.2%) compared to December 31, 2020.

The decrease of -€0.20 compared to December 31, 2020 was the sum of: (i) -€3.56 per share of changes in Equity attributable to the holders of the Stapled Shares representing the sum of: (a) -€13.81 per share representing the revaluation of investment properties, the impairment of goodwill and intangible assets and the capital gains on disposals, (b) the Recurring Earnings Per Share of +€7.26, and (c) other effects of +€2.99 per share (mainly related to a positive FX impact of +€4.03 per share); and (ii) +€3.36 per share of changes due to NAV adjustments representing the sum of: (a) +€2.53 per share of impact of fair value adjustment of fixed interest rate debt, (b) the loss of the revaluation of the operating asset (7 Adenauer) of URW for -€0.39 per share, and (c) +€1.21 per share of impact of impairment or changes in goodwill.

4.1.4.3 EPRA NET ASSET VALUE METRICS TABLE

	Dec. 31, 2021		
(€Mn)	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**16,927**	**16,927**	**16,927**
Include/Exclude:*			
i) Hybrid instruments	-	-	-
Diluted NAV	**16,927**	**16,927**	**16,927**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	-	-	-
ii.b) Revaluation of IPUC(1) (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments(2)	0	0	0
iii) Revaluation of tenant leases held as finance leases(3)	0	0	0
iv) Revaluation of trading properties(4)	0	0	0
Diluted NAV at Fair Value	**16,927**	**16,927**	**16,927**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP(5) detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	1,866	1,866	-
v.b) Effective deferred taxes on capital gains	-	(933)	-
vi) Fair value of financial instruments	711	711	-
vii) Goodwill as a result of deferred tax	(177)	(177)	(177)
viii.a) Goodwill as per the IFRS balance sheet (net of vii)	-	(903)	(903)
viii.b) Intangibles as per the IFRS balance sheet	-	(845)	-
Include:*			
ix) Fair value of fixed interest rate debt	-	-	(513)
x) Revaluation of intangibles to fair value	1,105	-	-
xi) Real estate transfer tax(6)	1,753	475	-
NAV	**22,186**	**17,122**	**15,335**
Fully diluted number of shares	139,013,166	139,013,166	139,013,166
NAV per share	**€159.60**	**€123.20**	**€110.30**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.
* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

	Dec. 31, 2020		
(€Mn)	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**17,394**	**17,394**	**17,394**
Include/Exclude:*			
i) Hybrid instruments	-	-	-
Diluted NAV	**17,394**	**17,394**	**17,394**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	54	54	54
ii.b) Revaluation of IPUC(1) (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments(2)	0	0	0
iii) Revaluation of tenant leases held as finance leases(3)	0	0	0
iv) Revaluation of trading properties(4)	0	0	0
Diluted NAV at Fair Value	**17,447**	**17,447**	**17,447**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP(5) detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	2,023	2,023	-
v.b) Effective deferred taxes on capital gains	-	(1,011)	-
vi) Fair value of financial instruments	929	929	-
vii) Goodwill as a result of deferred tax	(200)	(200)	(200)
viii.a) Goodwill as per the IFRS balance sheet (net of vii)	-	(1,049)	(1,049)
viii.b) Intangibles as per the IFRS balance sheet	-	(876)	-
Include*:			
ix) Fair value of fixed interest rate debt	-	-	(865)
x) Revaluation of intangibles to fair value	1,113	-	-
xi) Real estate transfer tax(6)	1,836	522	-
NAV	**23,148**	**17,785**	**15,334**
Fully diluted number of shares	138,786,602	138,786,602	138,786,602
NAV per share	**€166.80**	**€128.10**	**€110.50**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.
* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

	EPRA NRV		
(€Mn)	Dec. 31, 2021	June 30, 2021	Dec. 31, 2020
Equity attributable to the holders of the Stapled Shares (IFRS)	**16,927**	**17,223**	**17,394**
Include/Exclude:*			
i) Hybrid instruments	-	36	-
Diluted NAV	**16,927**	**17,259**	**17,394**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	-	86	54
ii.b) Revaluation of IPUC(1) (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments(2)	0	0	0
iii) Revaluation of tenant leases held as finance leases(3)	0	0	0
iv) Revaluation of trading properties(4)	0	0	0
Diluted NAV at Fair Value	**16,927**	**17,345**	**17,447**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP(5) detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	1,866	1,900	2,023
v.b) Effective deferred taxes on capital gains	-	-	-
vi) Fair value of financial instruments	711	692	929
vii) Goodwill as a result of deferred tax	(177)	(177)	(200)
viii.a) Goodwill as per the IFRS balance sheet (net of vii)	-	-	-
viii.b) Intangibles as per the IFRS balance sheet	-	-	-
Include:*			
ix) Fair value of fixed interest rate debt	-	-	-
x) Revaluation of intangibles to fair value	1,105	1,106	1,113
xi) Real estate transfer tax(6)	1,753	1,800	1,836
EPRA NRV	**22,186**	**22,667**	**23,148**
Fully diluted number of shares	139,013,166	139,559,639	138,786,602
EPRA NRV per share	**€159.60**	**€162.40**	**€166.80**
% of change over six months	**(1.7%)**	**(2.6%)**	**(15.3%)**
% of change over one year	**(4.3%)**	**(17.6%)**	**(27.1%)**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.
* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

Evolution of EPRA NRV, EPRA NTA and EPRA NDV – per share (fully diluted)		EPRA NRV	EPRA NTA	EPRA NDV
As at Dec. 31, 2020, per share		**€166.80**	**€128.10**	**€110.50**
Recurring Net Result		**7.26**	**7.26**	**7.26**
Revaluation of Investment Properties[a]		(13.83)	(13.83)	(13.83)
Shopping Centres	(14.54)			
Offices & Others	1.07			
Convention & Exhibition	(0.37)			
Depreciation or impairment of intangibles		(0.44)	(0.44)	(0.44)
Impairment of goodwill		(1.05)	(1.05)	(1.05)
Capital gain on disposals[b]		1.51	1.51	1.51
Subtotal revaluations, impairments and capital gain on disposals		**(13.81)**	**(13.81)**	**(13.81)**
Mark-to-market of debt and financial instruments		(0.68)	(0.68)	(0.68)
Taxes on non-recurring result		0.33	0.33	0.33
Other non-recurring result		(0.06)	(0.06)	(0.06)
Subtotal non-recurring financial expenses, taxes and other		**(0.41)**	**(0.41)**	**(0.41)**
Distribution		-	-	-
Other changes in Equity attributable to the holders of the Stapled Shares		**3.40**	**3.40**	**3.40**
Total changes in Equity attributable to the holders of the Stapled Shares		**(3.56)**	**(3.56)**	**(3.56)**
Impact of potential issuance of Stock Options and number of shares		-	-	-
Revaluation of Investment Properties (operating assets)[b]		(0.39)	(0.39)	(0.39)
Impact of deferred taxes on Balance sheet and effective deferred taxes		(1.12)	(0.56)	-
Impact of fair value of financial instruments adjustment		(1.57)	(1.57)	-
Impact of impairment or changes in goodwill as per the IFRS balance sheet		0.17	1.21	1.21
Impact of real estate transfer tax		(0.60)	(0.34)	-
Impact from intangibles assets		(0.06)	0.23	-
Impact of fair value adjustment of fixed interest rate debt		-	-	2.53
Impact of change in the number of fully-diluted Stapled Shares		(0.07)	0.07	-
Total changes due to NAV adjustments		**(3.64)**	**(1.34)**	**3.36**
As at Dec. 31, 2021, per share (fully diluted)		**€159.60**	**€123.20**	**€110.30**

Figures may not add up due to rounding.

(a) Revaluation of property assets is -€12.69 per share on a like-for-like basis, of which -€11.05 due to the yield effect and -€1.64 due to the rent effect.
(b) Capital gain on disposals includes the sale and leaseback of 7 Adenauer. It should be netted from the revaluation of Investment Properties (operating assets), which was included in the NAV calculation as at December 31, 2020.

4.1.5 FINANCIAL RESOURCES[1]

In 2021, the rates and credit markets were characterised by volatility driven by macroeconomic factors, the evolution of the COVID-19 pandemic globally and Central Banks' announcements.

In the first half-year, accelerated vaccine rollout, positive signs towards global economic recovery and Central Banks easing policy supported the credit markets despite the surge of the COVID-19 delta variant. In this context, URW took advantage of the favourable market conditions to launch a €1.25 Bn dual tranche bond (long seven-year and 12-year maturities).

In the second half, volatility increased with new variants concerns and Central Banks adopting a more hawkish position in view of increasing inflation. Specifically:

- The ECB announced its plan to discontinue PEPP net purchases in March 2022;
- The Fed started its tapering in November 2021, while indicating plans for rates hike starting in 2022;
- The Bank of England increased, in mid-December 2021, its Bank Rate for the first time since the beginning of the pandemic.

Overall, in 2021, URW raised €5,551 Mn of medium to long-term funds in the bond and bank markets including credit facility renewals. As at December 31, 2021, the Group had €12.1 Bn of cash on hand and undrawn credit lines (€12.3 Bn on a proportionate basis).

To optimise the use of its cash, the Group proactively reimbursed in anticipation €1,099 Mn of debt in 2021 including:

- €400 Mn of two Euro mortgage loans maturing in December 2021 and in December 2023;
- €257 Mn of the EMTN bond maturing in October 2022; and
- $500 Mn of the 144A bond maturing in April 2022.

As at December 31, 2021:

- The Interest Coverage Ratio ("ICR") was 3.3x (3.5x);
- The Funds From Operations ("FFO") to Net Financial Debt Ratio ("FFO/NFD") was 5.0% (4.8%);
- The Loan-to-Value ("LTV") ratio[2] was 43.3%[3] (44.7%).

The average cost of debt for the period was 2.0% (1.7%), representing the blended average cost of 1.5% for Euro and SEK denominated debt and 3.9% for USD and GBP denominated debt.

4.1.5.1 DEBT STRUCTURE AS AT DECEMBER 31, 2021[4]

	IFRS		Proportionate[5]	
	Dec. 31, 2021	Dec. 31, 2020	**Dec. 31, 2021**	Dec. 31, 2020
Gross debt[6][7]	€24,856 Mn	€26,385 Mn	€26,926 Mn	€28,324 Mn
Cash on hand	€2,256 Mn	€2,138 Mn	€2,442 Mn	€2,270 Mn
Net debt[8]	**€22,600 Mn**	**€24,248 Mn**	**€24,484 Mn**	**€26,054 Mn**

In 2021, the decrease in net debt is primarily a result of:

- The completion of disposals mainly SHiFT, the Les Villages 3, 4 and 6 office buildings, the 60% stake in Aupark, 7 Adenauer, the 45% stake in Westfield Shopping City Süd, and the 51% stake in Aquaboulevard and Le Sextant;
- The foreclosure of five US assets (Westfield Sarasota, Westfield Citrus Park, Westfield Broward, Westfield Countryside and Westfield Palm Desert), following which URW will not own the assets and will not be liable for the $411 Mn[9] non-recourse mortgage debt secured by these assets;
- Retained cashflow over the period;

Partly offset by:

- The full consolidation of Westfield Trumbull (US) non-recourse mortgage debt following the acquisition of the JV partners' 47% stake in this asset. As at December 31, 2021, a corresponding debt amount of $152 Mn was accounted for on an IFRS and proportionate basis (vs. $0 Mn on a IFRS and $80 Mn on proportionate basis as at December 31, 2020);
- Capital expenditures spent over the period; and
- Foreign exchange evolution on the debt raised in USD, GBP and SEK (impact of €359 Mn)[10][11].

Pro-forma for the receipt of the proceeds from the disposal of Solna Centrum and a 45% stake in Westfield Carré Sénart, the net financial debt would decrease to €22,063 Mn (and €23,947 Mn on a proportionate basis).

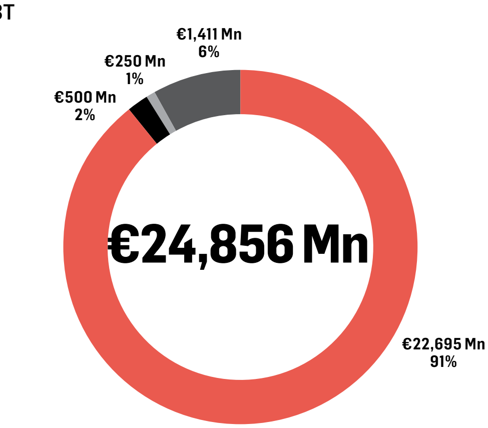
The medium to long-term corporate debt issued by the various URW entities is cross guaranteed. No loans are subject to prepayment clauses linked to the Group's credit ratings.[12]

(1) As the Group's financial covenants are calculated in accordance with IFRS, unless otherwise indicated, the financial information in this section is presented in accordance with IFRS. The Group also provides such information on a proportionate basis (see comparative tables). For definitions, refer to the Glossary. Unless otherwise indicated, comparisons to ratios, debt outstanding, average cost of debt, the amount of undrawn credit lines and cash on hand relate to December 31, 2020.
(2) Net financial debt as shown on the Group's balance sheet, after the impact of derivative instruments on debt raised in foreign currencies/total assets, including transfer taxes (44.8% excluding transfer taxes).
(3) Excluding €960 Mn of goodwill not justified by fee business as per the Group's European bank debt leverage covenants (€1,031 Mn on a proportionate basis).
(4) Hybrid securities are accounted for as equity. The hybrid securities are deeply subordinated perpetual instruments with a coupon deferral option and are required to be classified as equity under IFRS. Details on the hybrid securities are available at: https://images-urw.azureedge.net/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/INVESTORS/Financing-Activity/Bond-Issues/Prospectuses-Hybrid/20180423-2018-Prospectus-Hybrid_onlyEN.ashx?revision=035329ae-9e2d-4980-a5c7-97b97e3f2fd1
(5) The sum of: (i) IFRS debt, and (ii) the Group's share of debt at joint ventures in joint control accounted for using the equity method under IFRS, most of which is secured by assets held in joint ventures.
(6) After impact of derivative instruments on debt raised in foreign currencies. Excluding financial leases accounted as debt under IFRS 16.
(7) The gross financial debt includes €500 Mn of net share settled bonds convertible into new and/or existing URW Stapled Shares (ORNANE) issued in April 2015 and maturing on January 1, 2022.
(8) Excluding partners' current accounts.
(9) $477 Mn on proportionate basis as at December 31, 2020.
(10) Based on following exchange rates as at December 31, 2021: EUR/USD 1.1326, EUR/GBP 0.8403 and EUR/SEK 10.2503 vs. exchange rates as at December 31, 2020: EUR/USD 1.2271, EUR/GBP 0.8990 and EUR/SEK 10.0343.
(11) On a proportionate basis: €470 Mn.
(12) Barring exceptional circumstances (change of control).

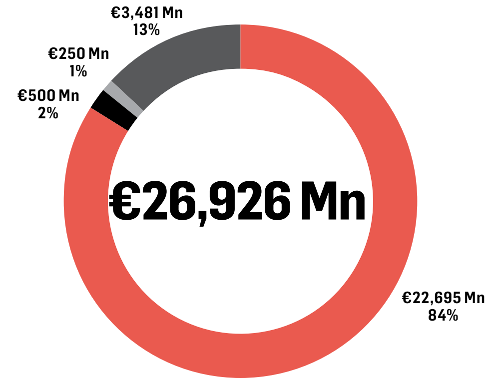
GROSS DEBT BREAKDOWN AS AT DECEMBER 31, 2021[1]

Breakdown by financing sources

IFRS DEBT



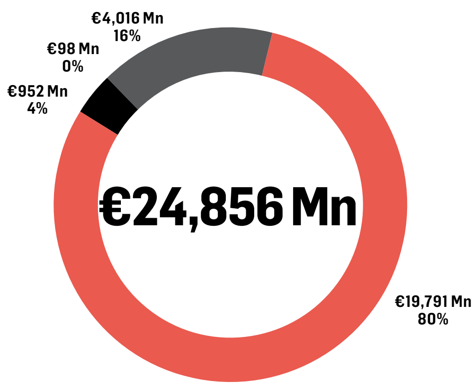
PROPORTIONATE DEBT



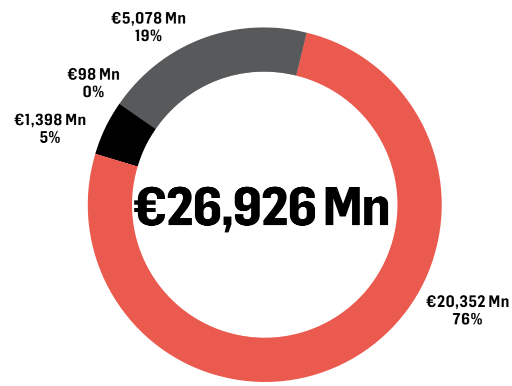
EMTN & Bonds | Convertible Bonds | Short-term paper | Bank loans, mortgages and overdrafts

Breakdown by currency

IFRS DEBT



PROPORTIONATE DEBT



EUR | GBP | SEK | USD

FUNDS RAISED

Bond market

Despite the challenging market conditions, the Group secured additional liquidity and increased its debt maturity, through the following public EMTN Bonds issued on May 25, 2021:

- €650 Mn with a 0.75% coupon and seven-year and five-month maturity; and
- €600 Mn with a 1.375% coupon and 12-year maturity.

In total, €1,250 Mn of bonds were issued with a weighted average maturity of 9.6 years and a weighted average coupon of 1.05%.

Short to medium-term paper

URW also accessed the money markets by issuing short-term paper. The average outstanding amount of short-term paper[2] in 2021 was €682 Mn below 2020 (€1,364 Mn on average in 2020) due to higher liquidity position in 2021.

Credit facility and cash

The signing of €3,950 Mn of credit facilities were completed in 2021, including:

- The largest sustainability-linked revolving credit facility for a REIT in Europe, for an amount of €3,100 Mn, with a five-year maturity. The credit facility replaces €1,600 Mn of credit lines that were scheduled to mature in 2021 and €800 Mn due to mature in 2022, 2023 and 2024. It includes new funding for an amount of €700 Mn either from new banks or existing banks increasing their exposure to URW;
- A €850 Mn of bilateral credit facilities with an average maturity of four years.

(1) Figures may not add up due to rounding.
(2) Neu CP.

Mortgage debt

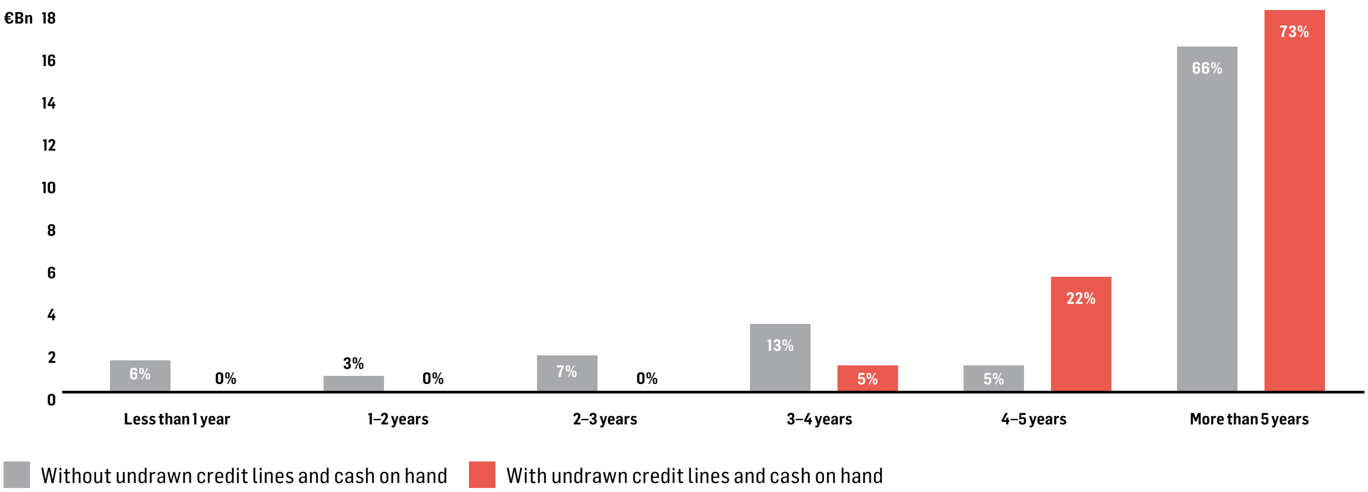
- In the context of the disposal of a 45% stake in Westfield Shopping City Süd, a non-recourse mortgage loan was put in place on July 21, 2021, for a total amount of €351 Mn with a seven-year maturity at a current cost of 1.39%. This debt will be fully consolidated in URW's accounts[(1)].
- Mortgage debt was also raised by JV's consolidated under the equity method, in which URW has joint control:
  - €229.5 Mn in the Aupark JV in which URW has a 40% stake, (€92 Mn in URW's proportionate debt); and
  - €103.8 Mn in the Aquaboulevard and Le Sextant JV in which URW has a 49% stake, (€51 Mn in URW's proportionate debt).

DEBT MATURITY AS AT DECEMBER 31, 2021

The average maturity of the Group's debt, taking into account the undrawn credit lines[(2)] and cash on hand, stood at 8.6 years and at 7.6 years without taking into account the undrawn credit lines and cash on hand.

The following chart illustrates the split by maturity date of URW's net financial debt as at December 31, 2021.

DEBT MATURITY PROFILE AS AT DECEMBER 31, 2021



LIQUIDITY NEEDS

Overall, URW's debt repayment needs for the next 12 months are fully covered by the cash on hand as shown in the table below:

Liquidity needs over next 12 months	IFRS	Proportionate
Bonds	€523 Mn	€523 Mn
Convertible bonds	€500 Mn	€500 Mn
Short-term paper	€250 Mn	€250 Mn
Bank loans, Mortgage & overdraft	€259 Mn	€610 Mn
Total liquidity needs	**€1,532 Mn**	**€1,882 Mn**
Cash on hand	***€2,256 Mn***	***€2,442 Mn***

As at December 31, 2021, the total amount of undrawn credit lines[(3)] was €9,859 Mn (€9,240 Mn), including a $3.2 Bn (c. €2.8 Bn) multi-currency revolving credit facility.

The average residual maturity of these undrawn credit lines stands at 2.8 years.

The credit facilities maturing over the next 12 months amount to €704 Mn. URW is contemplating opportunities to extend or renew part of these lines.

AVERAGE COST OF DEBT

The average cost of debt as at December 31, 2021, was 2.0% (1.7%), representing the blended average cost of 1.5% for Euro and SEK denominated debt and 3.9% for USD and GBP denominated debt.

This average cost of debt was in particular impacted by:

- The cost of carry of the undrawn credit lines and of the cash kept on its balance sheet;
- The cost of the mortgage debt put in place in the context of partial disposals;
- The impact of rating downgrades in 2020 and 2021 on the cost of the Group's credit lines and financing;
- The coupons of bonds raised in 2020 and 2021 to increase the Group's liquidity position; and
- Lower use of the Group's short-term paper programme.

(1) As Westfield Shopping City Süd will remain fully consolidated, the €351 Mn non-recourse debt raised by the JV, held at 55% by URW and owning the asset, is fully consolidated at 100% in URW's IFRS and proportionate debt.
(2) Subject to covenants.
(3) Subject to covenants.

4.1.5.2 RATINGS

URW has a solicited rating from both Standard & Poor's ("S&P") and Moody's.

On March 4, 2021, Moody's downgraded URW's long-term rating from "Baa1" to "Baa2" and changed the outlook from "rating under review for downgrade" to "stable".

On May 14, 2021, S&P published a credit update confirming the "BBB+" long-term rating of the Group and its "Negative" outlook.

On November 18, 2021, S&P published a bulletin with no action on the long-term rating of the Group.

4.1.5.3 MARKET RISK MANAGEMENT

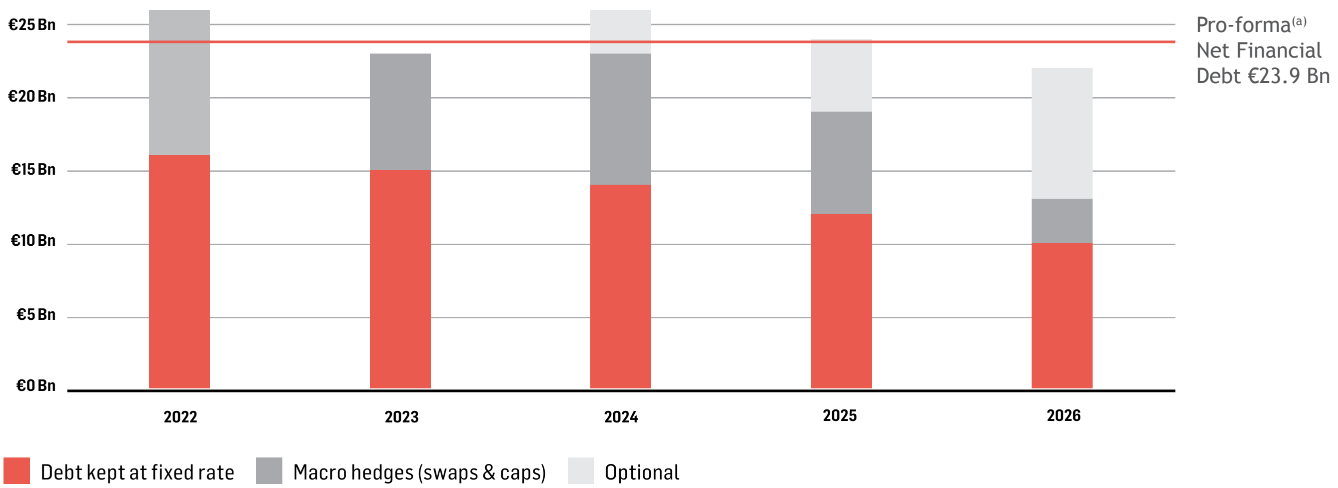
Market risks can generate losses resulting from fluctuations in interest rates, exchange rates, raw material prices and share prices. URW's risk mainly relates to interest rate fluctuations on the debt it has taken out to finance its investments and maintain the cash position it requires and exchange rate fluctuations due to the Group's activities in countries outside the Eurozone, in particular in the US and the UK. URW risk management policy is described in the notes to the consolidated financial statements.

INTEREST RATE RISK MANAGEMENT

In 2021, the Group swapped to floating rate €1.25 Bn of bonds issued and adjusted its hedging position for a cost of €86.6 Mn in view of its current disposal and investment plans, the existing debt(1) and hedging programme as well as the debt the Group expects to raise in the coming years.

As a consequence, the Group's net interest rate position is fully hedged for 2021 and the following years.

ANNUAL PROJECTION OF AVERAGE HEDGING AMOUNTS AND FIXED RATE DEBT UP TO 2026 (AS AT DECEMBER 31, 2021)



(a) Pro-forma for the receipt of the proceeds from disposal of Solna Centrum and a 45% stake in Westfield Carré Sénart.

N.B.: *The hedging instruments used to hedge the variable rate debt and the fixed rate debt immediately converted into variable rate debt, through the Group's macro hedging.*

Measuring interest rate exposure

Based on the estimated average proportionate net debt position of URW in 2022, if interest rates(2) (Euribor, Libor, Stibor) were to rise/decrease, the recurring result would be impacted by:

	Euros(3)	USD	GBP	Total eq. EUR
-25 bps interest rate	+€21.4 Mn	+$0.3 Mn	£0.0 Mn	+€21.7 Mn
+25 bps interest rate	(€21.4 Mn)	($0.3 Mn)	£0.0 Mn	(€21.7 Mn)
+100 bps interest rate	(€32.1 Mn)	($1.4 Mn)	£0.0 Mn	(€33.4 Mn)
+200 bps interest rate	(€32.7 Mn)	($2.8 Mn)	£0.0 Mn	(€35.1 Mn)

The impact of rate increase on the recurring financial expenses would remain limited in case of an increase of +100 bps or +200 bps thanks to hedging instruments in place.

(1) On a proportionate basis.
(2) The impact on exchange rates due to this theoretical increase or decrease of 25 bps in interest rates is not taken into account. The theoretical impact of a rise or decrease in interest rates is calculated relative to the applicable rates as at December 31, 2021: 3m Euribor (-0.572%), 3m USD Libor (0.209%) and 3m GBP Libor (0.262%).
(3) Including SEK.

FOREIGN EXCHANGE RISK MANAGEMENT

The Group is active in countries outside the Eurozone. When converted into euros, the income and value of the Group's investments may be influenced by fluctuations in exchange rates against the euro. The Group's policy objective is to apply a broadly consistent(1) LTV by currency allowing it to match part of the foreign currency asset value and income with debt and financial expenses in the same currency, thus reducing the exchange rate effects on the Group's balance sheet and earnings. Foreign exchange risk can be hedged by either matching investments in a specific currency with debt in the same currency or using derivatives to achieve the same risk management goal.

IFRS - *In millions**	Euros(2)	USD	GBP	Total eq. EUR
Assets(3)	37,701	12,792	2,713	**52,223**
Net Financial Debt	17,716	4,470	788	**22,600**
IFRS LTV	**47.0%**	**34.9%**	**29.0%**	**43.3%**

Proportionate - *In millions**	Euros(2)	USD	GBP	Total eq. EUR
Assets(4)	38,357	14,081	3,096	**54,473**
Net Financial Debt	18,215	5,625	1,095	**24,484**
Proportionate LTV(5)	**47.5%**	**39.9%**	**35.4%**	**44.9%**

* *In local currencies.*

The Group's FX main exposures are in USD, GBP and SEK. A change of 10% of EUR/USD, EUR/GBP or EUR/SEK (i.e. a +10% increase of EUR against the USD, GBP or SEK in 2022) would have an impact on shareholders' equity and on the recurring net result as follows:

	Impact on	
in € Mn	Shareholder's Equity	Net Recurring Result
+10% in EUR/USD	(552.3)	(17.5)
+10% in EUR/GBP	(134.3)	(9.9)
+10% in EUR/SEK	(186.6)	(7.4)

The impact on the recurring net result (or conversely a positive impact in case of a decrease of EUR vs. these currencies) would be offset by the FX hedging that the Group has put in place against EUR/USD, EUR/GBP, EUR/SEK fluctuations.

4.1.5.4 FINANCIAL STRUCTURE

Financial ratios - IFRS	2021	H1-2021	2020
Net debt	€22,600 Mn	€23,467 Mn	€24,248 Mn
GMV	€52,223 Mn	€52,798 Mn	€54,192 Mn
LTV	43.3%	44.4%	44.7%
ICR	3.3x	2.9x	3.5x
Net debt/EBITDA	13.7x	16.6x	14.6x
FFO/Net debt	5.0%	4.3%	4.8%

Financial ratios - Proportionate	2021	H1-2021	2020
Net debt	€24,484 Mn	€25,306 Mn	€26,054 Mn
GMV	€54,473 Mn	€54,966 Mn	€56,314 Mn
LTV	44.9%	46.0%	46.3%
ICR	3.0x	2.7x	3.1x
Net debt/EBITDA	14.4x	17.3x	15.2x
FFO/Net debt	4.5%	3.9%	4.4%

The LTV ratio(6) decrease is mainly due to the net debt reduction partly offset by lower valuations.

Pro-forma for the receipt of the proceeds from the disposal of Solna Centrum and a 45% stake in Westfield Carré Sénart, the LTV would stand at 42.5% (and 44.2% on a proportionate basis).

Although it is not part of URW's corporate debt covenants, the Group has set itself a Net debt/EBITDA(7) target of 9x. The 2021 Net debt/EBITDA of 13.7x takes into account the COVID-19 impact on EBITDA.

(1) On a proportionate basis.
(2) Including SEK.
(3) Including transfer taxes and excluding €960 Mn of goodwill not justified by fee businesses.
(4) Including transfer taxes and excluding €1,031 Mn of goodwill not justified by fee businesses.
(5) 46.7% excluding transfer taxes.
(6) Excluding €960 Mn of goodwill not justified by fee businesses as per the Group's European leverage covenants (€1,031 Mn on a proportionate basis).
(7) On last 12-month basis.

FINANCIAL COVENANTS - SUMMARY

Corporate debt and credit facilities

The Group's corporate debt covenants levels and corresponding current ratios are set at:

	Dec. 31, 2021	Europe Credit facility covenants level	US Credit facility covenants level	Rule 144A and Reg S Bonds covenants level
LTV[(1)]	43.3%	< 60%	< 65%	< 65%
ICR	3.3x	> 2x	> 1.5x	> 1.5x
FFO/NFD	5.0%	> 4%	N.A.	N.A.
Secured debt ratio	2.2%	N.A.	< 50%	< 45%
Unencumbered leverage ratio	1.9x	N.A.	> 1.5x	> 1.25x

These covenants are tested twice a year based on the Group's IFRS financial statements. As at December 31, 2021:

- 100% of the Group's credit facilities and loans allow a LTV of up to 60% for the Group or the borrowing entity, as the case may be;
- 100% of the Group's credit facilities and loans require an ICR > 2x for the Group or the borrowing entity, as the case may be;
- 71% of the Group's credit facilities and loans include an FFO/NFD covenant. These require an FFO/NFD above 4% for the Group or the borrowing entity, as the case may be.

Due to the exceptional circumstances linked to the COVID-19 pandemic with the significant closure of URW shopping centres and C&E in H1-2021 and its impact on the Group's operations, a waiver of the FFO/Net financial debt ratio test in H1 and FY-2021 has been granted by URW's lending banks for its corporate bank debt. This ratio remained above the minimum level required under the credit facilities' covenants.

Secured debt non-recourse

The non-recourse mortgage debt raised by certain entities of the Group includes financial covenants:

	Covenant level range	% of non-recourse mortgage incl. this feature in such covenant
Debt Yield covenants	7%-7.5%	21%
ICR covenants	1.25x-3.5x	46%
LTV covenants	55%-125%	58%

- Any breach under these covenants would not lead to a cross-default on the Group's borrowings.
- In any case in Europe, due to the exceptional circumstances linked to COVID-19 pandemic, waivers on cashflow related financial covenants have been granted on various secured mortgage loans on European assets for periods ranging between six months and 18 months.
- In the US, as a result of the COVID-19 pandemic, the financial covenants of some mortgage loans were not met leading to a funding of cash reserves. This situation does not generate a default of these loans. In any case, defaults under these loans are not expected to have a material adverse effect on the Group's finances.

Short-term debt

There are no financial covenants (such as loan-to-value or interest coverage ratios) in the Neu MTN, the Neu CP and the ECP programmes of URW.

(1) Ratio calculated based on European bank debt covenant.

4.1.5.5 LTV RECONCILIATION WITH THE BALANCE SHEET (B/S)

A) UNDER IFRS:

(€Mn)	Dec. 31, 2021 IFRS	June 30, 2021 IFRS	Dec. 31, 2020 IFRS
Amounts accounted for in B/S	**50,665.3**	**51,507.5**	**52,759.8**
Investment properties at fair value	38,642.1	39,054.7	39,623.6
Investment properties at cost	1,355.8	1,367.9	1,324.1
Shares and investments in companies accounted for using the equity method	8,286.2	8,404.2	8,370.3
Other tangible assets	145.9	128.9	279.2
Goodwill	1,079.2	1,225.1	1,248.1
Intangible assets	844.8	871.8	876.3
Properties or shares held for sale	311.3	454.9	1,038.2
Adjustments	**1,557.8**	**1,290.6**	**1,431.7**
Transfer taxes	1,782.7	1,807.3	1,842.7
Goodwill not justified by fee business(1)	(959.9)	(1,105.9)	(1,128.8)
Revaluation intangible and operating assets	1,421.2	1,495.0	1,454.2
IFRS adjustments, including	(686.1)	(905.8)	(736.4)
Financial leases	*(784.9)*	*(994.1)*	*(828.8)*
Other	*98.8*	*88.3*	*92.4*
Total assets, including Transfer Taxes (=A)	**52,223.1**	**52,798.1**	**54,191.5**
Total assets, excluding Transfer Taxes (=B)	**50,440.4**	**50,990.8**	**52,348.8**
Amounts accounted for in B/S			
Net share settled bonds convertible into new and/or existing shares (ORNANE)	500.3	602.4	600.3
Non-current bonds and borrowings	24,774.6	24,688.3	24,310.5
Current borrowings and amounts due to credit institutions	1,073.7	2,140.6	2,584.1
Liabilities directly associated with properties or shares classified as held for sale	0.0	0.0	203.5
Total financial liabilities	**26,348.6**	**27,431.4**	**27,698.4**
Adjustments			
Mark-to-market of debt	11.5	20.4	47.3
Current accounts with non-controlling interests	(1,420.3)	(1,318.7)	(1,269.2)
Impact of derivative instruments on debt raised in foreign currency	(38.2)	(16.2)	(8.7)
Accrued interest issue fees	(45.3)	45.2	(82.5)
Total financial liabilities (nominal value)	**24,856.3**	**26,162.1**	**26,385.1**
Cash & cash equivalents	(2,256.1)	(2,695.4)	(2,137.6)
Net financial debt (=C)	**22,600.2**	**23,466.6**	**24,247.5**
LTV ratio including Transfer Taxes (=C/A)	**43.3%**	**44.4%**	**44.7%**
LTV ratio excluding Transfer Taxes (=C/B)	**44.8%**	**46.0%**	**46.3%**

Figures may not add up due to rounding.

(1) Adjustment of goodwill according to bank covenants.

B) ON A PROPORTIONATE BASIS:

(€Mn)	Dec. 31, 2021 Proportionate	June 30, 2021 Proportionate	Dec. 31, 2020 Proportionate
Amounts accounted for in B/S	**52,684.3**	**53,458.1**	**54,659.5**
Investment properties at fair value	47,611.3	48,095.2	48,579.4
Investment properties at cost	1,423.1	1,431.7	1,382.0
Shares and investments in companies accounted for using the equity method	1,194.6	1,172.3	1,188.7
Other tangible assets	148.9	131.8	280.0
Goodwill	1,150.3	1,300.7	1,314.7
Intangible assets	844.8	871.5	876.5
Properties or shares held for sale	311.3	454.9	1,038.2
Adjustments	**1,788.9**	**1,507.5**	**1,654.4**
Transfer taxes	2,007.5	2,030.0	2,069.9
Goodwill not justified by fee business(1)	(1,031.1)	(1,181.4)	(1,195.4)
Revaluation intangible and operating assets	1,418.2	1,492.4	1,453.2
IFRS adjustments, including	(605.8)	(833.4)	(673.2)
Financial leases	*(794.1)*	*(1,002.9)*	*(837.3)*
Other	*188.3*	*169.5*	*164.1*
Total assets, including Transfer Taxes (=A)	**54,473.2**	**54,965.6**	**56,314.0**
Total assets, excluding Transfer Taxes (=B)	**52,465.6**	**52,935.7**	**54,244.1**
Amounts accounted for in B/S			
Net share settled bonds convertible into new and/or existing shares (ORNANE)	500.3	602.4	600.3
Non-current bonds and borrowings	26,485.7	26,641.5	26,211.0
Current borrowings and amounts due to credit institutions	1,427.0	2,158.8	2,614.2
Liabilities directly associated with properties or shares classified as held for sale	0.0	0.0	203.5
Total financial liabilities	**28,413.0**	**29,402.7**	**29,629.0**
Adjustments			
Mark-to-market of debt	22.0	31.1	61.3
Current accounts with non-controlling interests	(1,420.3)	(1,318.7)	(1,269.2)
Impact of derivative instruments on debt raised in foreign currency	(38.2)	(16.2)	(8.7)
Accrued interest issue fees	(50.1)	42.1	(88.0)
Total financial liabilities (nominal value)	**26,926.3**	**28,140.9**	**28,324.2**
Cash & cash equivalents	(2,442.4)	(2,835.2)	(2,270.3)
Net financial debt (=C)	**24,483.8**	**25,305.7**	**26,053.9**
LTV ratio including Transfer Taxes (=C/A)	**44.9%**	**46.0%**	**46.3%**
LTV ratio excluding Transfer Taxes (=C/B)	**46.7%**	**47.8%**	**48.0%**

Figures may not add up due to rounding.

(1) Adjustment of goodwill according to bank covenants.

4.1.6 EPRA PERFORMANCE MEASURES

In compliance with the EPRA[1] Best Practices Recommendations[2], URW summarises the Key Performance measures of 2021 and 2020 below.

4.1.6.1 EPRA EARNINGS

EPRA earnings are defined as “recurring earnings from core operational activities” and are equal to the Group’s definition of recurring earnings.

A) SYNTHESIS

		2021	2020
EPRA Earnings	€Mn	1,005.3	1,056.6
EPRA Earnings/share	€/share	7.26	7.63
Growth EPRA Earnings/share	%	(4.9%)	(40.0%)

B) BRIDGE BETWEEN EARNINGS PER IFRS STATEMENT OF INCOME AND EPRA RECURRING EARNINGS

Recurring Earnings per Share	2021	2020
Net Result of the period attributable to the holders of the Stapled Shares (€Mn)	**(972.1)**	**(7,212.6)**
Adjustments to calculate EPRA Recurring Earnings, exclude:		
(i) Changes in value of investment properties, development properties held for investment and other interests	(1,197.3)	(4,837.2)
(ii) Profits or losses on disposal of investment properties, development properties held for investment and other interests	208.3	(86.3)
(iii) Profits or losses on sales of trading properties including impairment charges in respect of trading properties	-	-
(iv) Tax on profits or losses on disposals	(7.6)	0.0
(v) Impairment of goodwill	(145.9)	(1,596.1)
(vi) Changes in fair value of financial instruments and associated close-out costs	(95.1)	(569.1)
(vii) Acquisition and other costs on share deals and non-controlling joint venture interests	(8.9)	(83.4)
(viii) Deferred tax in respect of EPRA adjustments	55.7	301.0
(ix) Adjustments (i) to (viii) above in respect of joint ventures (unless already included under proportional consolidation)	(916.8)	(1,958.9)
(x) External non-controlling interests in respect of the above	130.2	560.8
EPRA Recurring Earnings	**1,005.3**	**1,056.6**
Average number of shares	**138,545,360**	**138,437,274**
EPRA Recurring Earnings per Share (REPS)	**€7.26**	**€7.63**
EPRA Recurring Earnings per Share growth	**(4.9%)**	**(40.0%)**

Figures may not add up due to rounding.

(1) EPRA: European Public Real estate Association.
(2) Best Practices Recommendations. See www.epra.com.

4.1.6.2 EPRA NRV, NTA AND NDV

For a more detailed description of the EPRA NRV, NTA and NDV new metrics, please see the "*Property portfolio and Net Asset Value*", included in this chapter.

A) SYNTHESIS

		Dec. 31, 2021	Dec. 31, 2020	Change
EPRA NRV	€/share	159.60	166.80	(4.3%)
EPRA NTA	€/share	123.20	128.10	(3.8%)
EPRA NDV	€/share	110.30	110.50	(0.2%)

B) DETAILED CALCULATIONS AS AT DECEMBER 31, 2021

	Dec. 31, 2021		
	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**16,927**	**16,927**	**16,927**
Include/Exclude:*			
(i) Hybrid instruments	-	-	-
Diluted NAV	**16,927**	**16,927**	**16,927**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	-	-	-
ii.b) Revaluation of IPUC(1) (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments(2)	0	0	0
iii) Revaluation of tenant leases held as finance leases(3)	0	0	0
iv) Revaluation of trading properties(4)	0	0	0
Diluted NAV at Fair Value	**16,927**	**16,927**	**16,927**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP(5) detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	1,866	1,866	-
v.b) Effective deferred taxes on capital gains	-	(933)	-
vi) Fair value of financial instruments	711	711	-
vii) Goodwill as a result of deferred tax	(177)	(177)	(177)
viii.a) Goodwill as per the IFRS balance sheet (net of vii))	-	(903)	(903)
viii.b) Intangibles as per the IFRS balance sheet	-	(845)	-
Include:*			
ix) Fair value of fixed interest rate debt	-	-	(513)
x) Revaluation of intangibles to fair value	1,105	-	-
xi) Real estate transfer tax(6)	1,753	475	-
NAV	**22,186**	**17,122**	**15,335**
Fully diluted number of shares	139,013,166	139,013,166	139,013,166
NAV per share	**€159.60**	**€123.20**	**€110.30**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.
* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

C) DETAILED CALCULATIONS AS AT DECEMBER 31, 2020

	Dec. 31, 2020		
	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**17,394**	**17,394**	**17,394**
Include/Exclude:*			
i) Hybrid instruments	-	-	-
Diluted NAV	**17,394**	**17,394**	**17,394**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	54	54	54
ii.b) Revaluation of IPUC(1) (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments(2)	0	0	0
iii) Revaluation of tenant leases held as finance leases(3)	0	0	0
iv) Revaluation of trading properties(4)	0	0	0
Diluted NAV at Fair Value	**17,447**	**17,447**	**17,447**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP(5) detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	2,023	2,023	-
v.b) Effective deferred taxes on capital gains	-	(1,011)	-
vi) Fair value of financial instruments	929	929	-
vii) Goodwill as a result of deferred tax	(200)	(200)	(200)
viii.a) Goodwill as per the IFRS balance sheet (net of vii))	-	(1,049)	(1,049)
viii.b) Intangibles as per the IFRS balance sheet	-	(876)	-
Include:*			
ix) Fair value of fixed interest rate debt	-	-	(865)
x) Revaluation of intangibles to fair value	1,113	-	-
xi) Real estate transfer tax(6)	1,836	522	-
NAV	**23,148**	**17,785**	**15,334**
Fully diluted number of shares	138,786,602	138,786,602	138,786,602
NAV per share	**€166.80**	**€128.10**	**€110.50**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.
* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

4.1.6.3 EPRA NET INITIAL YIELDS

The following table provides the Group yields according to the EPRA Net Initial Yield definitions per segment for URW's Net Initial Yields (on a proportionate basis):

A) SYNTHESIS

	Dec. 31, 2021		Dec. 31, 2020	
	Shopping Centres[3]	Offices & Others[3]	Shopping Centres[3]	Offices & Others[3]
URW yields	**4.6%**	**4.9%**	**4.5%**	**4.9%**
Effect of vacant units		(1.3%)		(1.1%)
Effect of EPRA adjustments on NRI	0.1%	0.0%	0.1%	0.0%
Effect of estimated transfer taxes and transaction costs	(0.1%)	(0.1%)	(0.1%)	(0.1%)
EPRA topped-up yields[1]	**4.6%**	**3.5%**	**4.5%**	**3.7%**
Effect of lease incentives	(0.2%)	(0.7%)	(0.2%)	(0.9%)
EPRA Net Initial Yields[2]	**4.3%**	**2.8%**	**4.4%**	**2.8%**

Figures may not add up due to rounding.

(1) EPRA topped-up yield: EPRA Net Initial Yield adjusted in respect of the expiration of rent-free periods (or other unexpired lease incentives such as discounted rent periods and step rents).
(2) EPRA Net Initial Yield: annualised rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the Gross Market Value of the portfolio.
(3) Assets under development or not controlled by URW, the trademark and the airport activities are not included in the calculation.

B) DETAILED CALCULATION

		Dec. 31, 2021		Dec. 31, 2020	
		Shopping Centres[1]	Offices & Others[1]	Shopping Centres[1]	Offices & Others[1]
EPRA topped-up NRI (A)	€Mn	1,979	74	1,983	107
Valuation including transfer taxes (B)	€Mn	43,426	2,137	43,843	2,876
EPRA topped-up yields (A/B)	%	**4.6%**	**3.5%**	**4.5%**	**3.7%**
EPRA NRI (C)	€Mn	1,877	59	1,914	81
Valuation including transfer taxes (B)	€Mn	43,426	2,137	43,843	2,876
EPRA Net Initial Yields (C/B)	%	**4.3%**	**2.8%**	**4.4%**	**2.8%**

(1) Assets under development or not controlled by URW, the trademark and the airport activities are not included in the calculation.

4.1.6.4 EPRA VACANCY RATE

The EPRA vacancy rate is defined as the ERV of vacant spaces divided by the ERV of total space (let plus vacant).

A) SYNTHESIS

EPRA vacancy rate – total URW		Dec. 31, 2021	Dec. 31, 2020
ERV of vacant space (A)	€Mn	236.8	295.5
ERV of the whole portfolio (B)	€Mn	3,079.5	3,170.0
EPRA vacancy rate (A/B)	%	**7.7%**	**9.3%**

B) DETAIL PER REGION

EPRA vacancy rate – per region	Dec. 31, 2021	Dec. 31, 2020
Shopping Centres - Continental Europe		
France	3.6%	3.7%
Central Europe	3.0%	5.5%
Spain	3.6%	4.4%
Nordics	7.4%	9.3%
Austria	0.7%	2.6%
Germany	4.6%	5.2%
The Netherlands	6.7%	9.7%
Total Shopping Centres - Continental Europe	**4.0%**	**4.9%**
UK	10.6%	9.7%
Total Shopping Centres - Europe	**4.9%**	**5.6%**
Offices & Others		
France	21.7%	30.6%
Total Offices & Others - Continental Europe	**19.8%**	**27.2%**
US - Shopping Centres	**11.0%**	**13.1%**
US Flagships	10.9%	12.5%
US Regionals	11.3%	14.3%
US - Offices & Others	**43.6%**	**28.4%**
Total US	**11.8%**	**13.6%**
Total Shopping Centres	**7.0%**	**8.3%**
Total Offices & Others	**25.2%**	**27.4%**
Total URW	**7.7%**	**9.3%**

4.1.6.5 EPRA COST RATIOS

EPRA references (€Mn)		Proportionate 2021	2020
	Include:		
(i-1)	General expenses	**(215.8)**	(215.8)
(i-2)	Development expenses	(0.1)	(2.6)
(i-3)	Operating expenses	(442.2)	(514.1)
(ii)	Net service charge costs/fees	(76.2)	(66.4)
(iii)	Management fees less actual/estimated profit element	-	-
(iv)	Other operating income/recharges intended to cover overhead expenses	-	-
(v)	Share of Joint Ventures expenses	(7.9)	(28.8)
	Exclude (if part of the above):		
(vi)	Investment Property Depreciation	-	-
(vii)	Ground rents costs	-	-
(viii)	Service charge costs recovered through rents but not separately invoiced	216.4	206.1
	EPRA Costs (including direct vacancy costs) (A)	**(525.9)**	**(621.6)**
(ix)	Direct vacancy costs	(76.2)	(66.4)
	EPRA Costs (excluding direct vacancy costs) (B)	**(449.6)**	**(555.2)**
(x)	GRI less ground rents	2,216.6	2,368.4
(xi)	Less: service fee and service charge costs component of GRI (if relevant)	(216.4)	(206.1)
(xii)	Add Share of Joint Ventures (GRI less ground rents)	96.2	102.3
	GRI (C)	**2,096.5**	**2,264.6**
	EPRA Cost Ratio (including direct vacancy costs) (A/C)	**25.1%**	**27.5%**
	EPRA Cost Ratio (excluding direct vacancy costs) (B/C)	**21.4%**	**24.5%**

Figures may not add up due to rounding.

(1) The calculation is based on the EPRA recommendations and is applied on Shopping Centres and Offices & Others sectors.

4.1.6.6 CAPITAL EXPENDITURE

	Proportionate			
	2021		2020	
(€Mn)	100%	Group share	100%	Group share
Acquisitions[(1)]	37.1	37.1	16.0	15.7
Development[(2)]	456.6	453.9	704.2	681.1
Like-for-like portfolio[(3)]	386.9	352.3	328.4	283.9
Other[(4)]	115.6	103.6	121.4	111.3
Total Capital Expenditures	**996.2**	**946.8**	**1,170.1**	**1,092.1**
Conversion from accruals to cash basis	81.5	36.1	124.6	111.8
Total Capital Expenditures on cash basis	**1,077.7**	**982.9**	**1,294.7**	**1,203.9**

Figures may not add up due to rounding.

(1) In 2021, includes mainly acquisitions in France.
(2) In 2021, includes mainly the capital expenditures related to investments in the Les Ateliers Gaîté, Pullman Montparnasse hotel, Gaîté office, Westfield Topanga and Garbera redevelopments and extensions projects and to the Westfield Hamburg - Überseequartier and Triangle new development projects.
(3) In 2021, includes mainly the capital expenditures related to Westfield Mall of the Netherlands, Westfield La Part-Dieu, Westfield Les 4 Temps and Westfield London. Capital expenditure on the like-for-like portfolio includes capital expenditure spent on extension and works on standing assets or refurbishments recently delivered. In 2021, URW spent €84.7 Mn on replacement capex, Group share.
(4) In 2021, includes eviction costs and tenant incentives, external letting fees (internal letting fees are included in Administrative expenses), capitalised interest relating to projects and other capitalised expenses of €22.0 Mn, €9.3 Mn, €55.4 Mn and €16.9 Mn, respectively (amounts in Group share).

4.2 OTHER INFORMATION

4.2.1 GROUP CONSOLIDATED DATA

LEASING ACTIVITY – SHOPPING CENTRES

Region	Lettings/relettings/renewals excluding Pipeline						
	Number of leases signed[(a)]	sqm	MGR (€Mn)	MGR uplift		MGR uplift on deals above three-year firm duration	
				€Mn	%	€Mn	%
Continental Europe	1,265	492,415	186.6	(0.9)	(0.5%)	4.3	4.6%
UK	172	72,908	54.3	(3.9)	(7.6%)	(1.5)	(3.7%)
Total Europe	**1,437**	**565,323**	**240.9**	**(4.8)**	**(2.2%)**	**2.8**	**2.0%**
US	962	378,559	110.1	(11.9)	(11.0%)	0.4	1.0%
Total URW	**2,399**	**943,882**	**351.0**	**(16.7)**	**(5.2%)**	**3.2**	**1.8%**

Figures may not add up due to rounding.

(a) Excluding leases below one year. The number of leases signed for the Group was 1,503 in 2020 and 2,359 in 2019.

Region	Lettings/re-lettings/renewals excluding Pipeline					
	Number of deals above three-year firm duration			Number of deals below or equal to three-year firm duration		
	H1-2021	H2-2021	FY-2021	H1-2021	H2-2021	FY-2021
Continental Europe	326	406	732	263	270	533
UK	54	68	122	20	30	50
Total Europe	**380**	**474**	**854**	**283**	**300**	**583**
US	155	178	333	400	229	629
Total URW	**535**	**652**	**1,187**	**683**	**529**	**1,212**

Figures may not add up due to rounding.

NET RENTAL INCOME BY SEGMENT

Segment	Net Rental Income (€Mn)			
	2021	2020	Change (%)	Like-for like change (%)
Shopping Centres	1,632.5	1,698.7	(3.9%)	(1.2%[(a)])
Offices & Others	60.2	85.5	(29.7%)	(6.6%)
Convention & Exhibition	31.5	6.1	n.m	n.m
Total URW	**1,724.2**	**1,790.2**	**(3.7%)**	**(1.6%[(b)])**

Figures may not add up due to rounding.

(a) Excluding Airports.
(b) Including Airports.

NET RENTAL INCOME – SHOPPING CENTRES

Region	Net Rental Income (€Mn) 2021	2020	%
NRI - Continental Europe	1,052.4	1,158.2	(9.1%)
NRI UK	101.1	78.0	29.6%
Total NRI - Europe	**1,153.5**	**1,236.2**	**(6.7%)**
NRI US including Airports	479.0	462.5	3.6%
Total NRI - URW including Airports	**1,632.5**	**1,698.7**	**(3.9%)**

Figures may not add up due to rounding.

Region	Net Rental Income (€Mn) Like-for-like 2021	2020	%
Lfl NRI - Continental Europe	925.6	1,000.6	(7.5%)
Lfl NRI UK	95.0	75.2	26.4%
Total Lfl NRI - Europe	**1,020.6**	**1,075.8**	**(5.1%)**
Lfl NRI US excluding Airports	345.1	306.3	12.7%
Total Lfl NRI - URW excluding Airports	**1,365.7**	**1,382.1**	**(1.2%)**

Figures may not add up due to rounding.

	Net Rental Income Like-for-like evolution (%)					
Region	Renewals, relettings net of departures & indexation	COVID-19 rent discounts	Sales Based Rent	Other	Total	Total excl. Straight lining[(a)]
Lfl NRI - Continental Europe	(4.0%)	(0.3%)	0.0%	(3.2%)	(7.5%)	(4.3%)
Lfl NRI UK	(21.4%)	14.4%	5.6%	27.8%	26.4%	27.0%
Total Lfl NRI - Europe	**(5.3%)**	**0.7%**	**0.4%**	**(1.0%)**	**(5.1%)**	**(2.1%)**
Lfl NRI US excluding Airports	(13.8%)	1.7%	7.7%	17.1%	12.7%	9.5%
Total Lfl NRI - URW excluding Airports	**(7.2%)**	**0.9%**	**2.0%**	**3.0%**	**(1.2%)**	**0.5%**

Figures may not add up due to rounding.

(a) Excluding reversals, straightlining and write-off accruals related to COVID-19 rent relief.

NET RENTAL INCOME – OFFICES & OTHERS

Region	Net Rental Income (€Mn) 2021	2020	Change (%)	Like-for like change (%)
France	34.9	56.0	(37.7%)	2.4%
Nordics	9.9	10.2	(2.7%)	5.7%
Other countries	8.6	8.1	5.7%	3.4%
Total NRI - Europe	**53.4**	**74.3**	**(28.1%)**	**3.3%**
US	6.7	11.2	(40.1%)	(47.4%)
Total NRI - URW	**60.2**	**85.5**	**(29.7%)**	**(6.6%)**

Figures may not add up due to rounding.

VACANCY – SHOPPING CENTRES

	Vacancy			
	Dec. 31, 2021		June 30, 2021	Dec. 31, 2020
Region	€Mn	%	%	%
Continental Europe	65.8	4.0%	5.0%	4.9%
UK	30.6	10.6%	12.2%	9.7%
Total Europe	**96.4**	**4.9%**	**6.1%**	**5.6%**
US	112.5	11.0%	14.0%	13.1%
Total URW	**208.9**	**7.0%**	**8.9%**	**8.3%**

Figures may not add up due to rounding.

LEASE EXPIRY SCHEDULE

	Lease expiry schedule			
Total URW (Shopping Centres + Offices & Others)	MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	50.2	2.5%	50.2	2.5%
2022	241.0	12.1%	150.0	7.5%
2023	380.5	19.1%	217.4	10.9%
2024	288.6	14.5%	177.3	8.9%
2025	277.2	13.9%	219.2	11.0%
2026	198.7	10.0%	182.9	9.2%
2027	138.9	7.0%	177.7	8.9%
2028	93.1	4.7%	148.9	7.5%
2029	82.0	4.1%	151.3	7.6%
2030	61.9	3.1%	139.3	7.0%
2031	63.5	3.2%	127.1	6.4%
2032	41.6	2.1%	57.9	2.9%
Beyond	76.4	3.8%	194.3	9.7%
Total	**1,993.5**	**100%**	**1,993.5**	**100%**

Figures may not add up due to rounding.

4.2.2 CONSOLIDATED INCOME STATEMENT BY SEGMENT AND REGION

Net result by segment on a proportionate basis (€Mn)		2021 Recurring activities	2021 Non-recurring activities	2021 Result	2020 restated[2] Recurring activities	2020 restated[2] Non-recurring activities	2020 restated[2] Result
SHOPPING CENTRES							
SOUTHERN EUROPE	Gross rental income	627.2	-	627.2	713.0	-	713.0
	Operating expenses and net service charges	(83.8)	-	(83.8)	(96.5)	-	(96.5)
	Net rental income	**543.4**	**-**	**543.4**	**616.5**	**-**	**616.5**
	Contribution of companies accounted for using the equity method	37.3	(8.6)	28.7	20.7	(72.5)	(51.8)
	Gains/losses on sales of properties	-	(11.5)	(11.5)	-	(54.9)	(54.9)
	Valuation movements on assets[2]	-	(364.5)	(364.5)	-	(1,930.9)	(1,930.9)
	Impairment of goodwill	-	-	-	-	(104.6)	(104.6)
	Result from operations Shopping Centres Southern Europe	**580.7**	**(384.5)**	**196.2**	**637.3**	**(2,162.9)**	**(1,525.6)**
US	Gross rental income	759.0	-	759.0	801.6	-	801.6
	Operating expenses and net service charges	(280.0)	-	(280.0)	(339.1)	-	(339.1)
	Net rental income	**479.0**	**-**	**479.0**	**462.5**	**-**	**462.5**
	Contribution of companies accounted for using the equity method	5.2	(17.2)	(12.0)	(1.2)	(99.4)	(100.6)
	Gains/losses on sales of properties	-	57.7	57.7	-	(28.5)	(28.5)
	Valuation movements on assets	-	(1,049.0)	(1,049.0)	-	(2,046.0)	(2,046.0)
	Impairment of goodwill	-	-	-	-	(710.4)	(710.4)
	Result from operations Shopping Centres US	**484.2**	**(1,008.5)**	**(524.3)**	**461.3**	**(2,884.3)**	**(2,423.0)**
CENTRAL AND EASTERN EUROPE	Gross rental income	419.5	-	419.5	432.5	-	432.5
	Operating expenses and net service charges	(78.5)	-	(78.5)	(41.2)	-	(41.2)
	Net rental income	**341.0**	**-**	**341.0**	**391.3**	**-**	**391.3**
	Contribution of companies accounted for using the equity method	25.5	(23.4)	2.1	30.6	(57.2)	(26.6)
	Gains/losses on sales of properties	-	4.6	4.6	-	(0.2)	(0.2)
	Valuation movements on assets	-	(311.5)	(311.5)	-	(754.0)	(754.0)
	Impairment of goodwill	-	(156.4)	(156.4)	-	(102.3)	(102.3)
	Result from operations Shopping Centres Central and Eastern Europe	**366.5**	**(486.7)**	**(120.2)**	**422.0**	**(913.7)**	**(491.8)**
NORTHERN EUROPE	Gross rental income	201.1	-	201.1	179.4	-	179.4
	Operating expenses and net service charges	(33.1)	-	(33.1)	(29.1)	-	(29.1)
	Net rental income	**167.9**	**-**	**167.9**	**150.3**	**-**	**150.3**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	56.9	56.9	-	(0.4)	(0.4)
	Valuation movements on assets	-	14.5	14.5	-	(456.8)	(456.8)
	Impairment of goodwill	-	-	-	-	(132.2)	(132.2)
	Result from operations Shopping Centres Northern Europe	**167.9**	**71.4**	**239.4**	**150.3**	**(589.4)**	**(439.1)**
UK	Gross rental income	169.2	-	169.2	141.7	-	141.7
	Operating expenses and net service charges	(68.1)	-	(68.1)	(63.7)	-	(63.7)
	Net rental income	**101.1**	**-**	**101.1**	**78.0**	**-**	**78.0**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	-	-	-	-	-
	Valuation movements on assets[2]	-	(364.9)	(364.9)	-	(1,002.8)	(1,002.8)
	Impairment of goodwill	-	-	-	-	(320.5)	(320.5)
	Result from operations Shopping Centres UK	**101.1**	**(364.9)**	**(263.8)**	**78.0**	**(1,323.2)**	**(1,245.2)**
TOTAL RESULT FROM OPERATIONS SHOPPING CENTRES		**1,700.5**	**(2,173.2)**	**(472.8)**	**1,748.9**	**(7,873.6)**	**(6,124.7)**

(1) Non-recurring activities include valuation movements, disposals, mark-to-market and termination costs of financial instruments, bond tender premiums, impairment of goodwill or recognition of negative goodwill, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.
(2) Following the transfer of one asset from UK region to France region in 2021, 2020 figures were accordingly restated.

Net result by segment on a proportionate basis (€Mn)		2021 Recurring activities	2021 Non-recurring activities	2021 Result	2020 restated[2] Recurring activities	2020 restated[2] Non-recurring activities	2020 restated[2] Result
OFFICES & OTHERS							
FRANCE	Gross rental income	37.2	-	37.2	62.0	-	62.0
	Operating expenses and net service charges	(2.3)	-	(2.3)	(6.0)	-	(6.0)
	Net rental income	**34.9**	**-**	**34.9**	**56.0**	**-**	**56.0**
	Contribution of companies accounted for using the equity method	(0.0)	0.2	0.1	-	-	-
	Gains/losses on sales of properties	-	74.3	74.3	-	(0.3)	(0.3)
	Valuation movements on assets	-	135.7	135.7	-	26.9	26.9
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Offices & Others France	**34.9**	**210.1**	**245.0**	**56.0**	**26.7**	**82.7**
OTHER COUNTRIES	Gross rental income	36.3	-	36.3	40.6	-	40.6
	Operating expenses and net service charges	(11.0)	-	(11.0)	(11.1)	-	(11.1)
	Net rental income	**25.3**	**-**	**25.3**	**29.4**	**-**	**29.4**
	Contribution of companies accounted for using the equity method	-	-	-	0.0	-	0.0
	Gains/losses on sales of properties	-	28.5	28.5	-	(1.4)	(1.4)
	Valuation movements on assets	-	21.5	21.5	-	(56.6)	(56.6)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Offices & Others Other countries	**25.3**	**50.0**	**75.3**	**29.4**	**(58.1)**	**(28.6)**
TOTAL RESULT FROM OPERATIONS OFFICES & OTHERS		**60.1**	**260.2**	**320.3**	**85.4**	**(31.4)**	**54.1**
CONVENTION & EXHIBITION							
FRANCE	Gross rental income	96.8	-	96.8	81.0	-	81.0
	Operating expenses and net service charges	(65.3)	-	(65.3)	(74.9)	-	(74.9)
	Net rental income	**31.5**	**-**	**31.5**	**6.1**	**-**	**6.1**
	On-site property services net income	**23.7**	**-**	**23.7**	**6.0**	**-**	**6.0**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Valuation movements, depreciation, capital gains	(18.7)	(85.6)	(104.3)	(18.2)	(272.9)	(291.1)
	Impairment of goodwill	-	-	-	-	(8.2)	(8.2)
TOTAL RESULT FROM OPERATIONS C&E		**36.5**	**(85.6)**	**(49.1)**	**(6.1)**	**(281.1)**	**(287.2)**
Net property development and project management income		36.8	(17.7)	19.1	34.8	(36.1)	(1.3)
Other property services net income		22.7	(44.3)	(21.6)	15.8	(23.1)	(7.4)
Impairment of goodwill related to the property services		-	-	-	-	(241.8)	(241.8)
Corporate expenses		(214.4)	-	(214.4)	(213.7)	-	(213.7)
Depreciation of other tangible assets		(1.4)	-	(1.4)	(2.1)	-	(2.1)
Development expenses		(0.1)	-	(0.1)	(2.6)	-	(2.6)
Acquisition and other costs		-	(8.9)	(8.9)	-	(83.4)	(83.4)
NET OPERATING RESULT		**1,640.7**	**(2,069.6)**	**(428.9)**	**1,660.4**	**(8,570.6)**	**(6,910.3)**
Result from non-consolidated companies		2.5	-	2.5	1.0	-	1.0
Financing result		(512.3)	(96.9)	(609.2)	(486.5)	(572.5)	(1,059.0)
RESULT BEFORE TAX		**1,130.9**	**(2,166.5)**	**(1,035.6)**	**1,174.9**	**(9,143.1)**	**(7,968.2)**
Income tax expenses		(14.6)	59.0	44.3	(19.7)	313.1	293.4
NET RESULT FOR THE PERIOD		**1,116.3**	**(2,107.5)**	**(991.3)**	**1,155.3**	**(8,830.0)**	**(7,674.8)**
External non-controlling interests		(111.0)	130.2	19.2	(98.7)	560.8	462.2
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		**1,005.3**	**(1,977.4)**	**(972.1)**	**1,056.6**	**(8,269.2)**	**(7,212.6)**

(1) Non-recurring activities include valuation movements, disposals, mark-to-market and termination costs of financial instruments, bond tender premiums, impairment of goodwill or recognition of negative goodwill, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.
(2) Following the transfer of one asset from UK region to France region in 2021, 2020 figures were accordingly restated.

CHAPTER 5.

Financial statements as at December 31, 2021

On February 7, 2022, the Management Board prepared the consolidated financial statements of Unibail-Rodamco-Westfield SE (URW SE) for the year ended December 31, 2021, and the Supervisory Board authorised their publication on February 9, 2022.

These consolidated financial statements will be submitted to the approval of the Annual General Meeting expected to be held on May 11, 2022.

5.1 CONSOLIDATED FINANCIAL STATEMENTS

The financial statements are presented in millions of euros, rounded to the nearest hundred thousand. As a result, there may be slight differences between rounded figures.

5.1.1 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(€Mn)	Notes	2021	2020
Gross rental income	4.2.1/4.4.1	1,833.4	1,897.7
Ground rents paid	*4.2.1/4.4.2*	*(39.1)*	*(13.7)*
Service charge income	*4.2.1/4.4.2*	*299.4*	*317.4*
Service charge expenses	*4.2.1/4.4.2*	*(356.3)*	*(363.7)*
Property operating expenses	*4.2.1/4.4.2*	*(365.7)*	*(389.4)*
Operating expenses and net service charges		(461.7)	(449.5)
Net rental income		**1,371.8**	**1,448.2**
Property development and project management revenue		195.0	251.9
Property development and project management costs		(158.2)	(217.2)
Net property development and project management income	**4.4.4**	**36.8**	**34.8**
Property services and other activities revenues		191.9	179.1
Property services and other activities expenses		(163.5)	(175.5)
Net property services and other activities income	**4.2.1/4.4.3**	**28.4**	**3.6**
Share of the result of companies accounted for using the equity method		(570.5)	(1,652.4)
Income on financial assets		25.1	24.8
Contribution of companies accounted for using the equity method	**6.2**	**(545.4)**	**(1,627.6)**
Corporate expenses		(212.1)	(207.4)
Depreciation of other tangible assets		(1.4)	(2.1)
Development expenses		(0.1)	(2.6)
Administrative expenses	**4.4.5**	**(213.5)**	**(212.1)**
Acquisition and other costs	**4.4.6**	**(8.9)**	**(83.4)**
Proceeds from disposal of investment properties		1,794.1	656.3
Carrying value of investment properties sold		(1,585.8)	(742.7)
Result on disposal of investment properties and loss of control[1]	**3.4.2**	**208.3**	**(86.3)**
Valuation gains on assets		580.8	71.3
Valuation losses on assets		(1,778.1)	(4,908.5)
Valuation movements on assets	**5.5**	**(1,197.3)**	**(4,837.2)**
Impairment of goodwill	**5.4**	**(145.9)**	**(1,596.1)**
NET OPERATING RESULT		**(465.7)**	**(6,956.4)**
Result from non-consolidated companies		2.5	1.0
Financial income		*212.2*	*248.1*
Financial expenses		*(678.1)*	*(679.7)*
Net financing costs	7.2.1	(465.9)	(431.5)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	7.2.2/7.3	(2.9)	1.8
Fair value adjustments of derivatives, debt and currency effect	7.2.2	(91.4)	(570.9)
Debt discounting		(0.9)	-
RESULT BEFORE TAX		**(1,024.1)**	**(7,955.9)**
Income tax expenses	8.2	32.9	281.1
NET RESULT FOR THE PERIOD		**(991.3)**	**(7,674.8)**
Net result for the period attributable to:			
• The holders of the Stapled Shares		(972.1)	(7,212.6)
• External non-controlling interests	3.5.2	(19.2)	(462.2)
NET RESULT FOR THE PERIOD		**(991.3)**	**(7,674.8)**
Net result for the period attributable to the holders of the Stapled Shares analysed by amount attributable to:			
• Unibail-Rodamco-Westfield SE members		(446.8)	(5,791.0)
• Unibail-Rodamco-Westfield N.V. members		(525.3)	(1,421.6)
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		**(972.1)**	**(7,212.6)**
Average number of shares (undiluted)	12.2	138,545,360	138,437,274
Net result for the period (Holders of the Stapled Shares)		(972.1)	(7,212.6)
Net result for the period per share (Holders of the Stapled Shares) (€)		**(7.02)**	**(52.10)**
Net result for the period restated (Holders of the Stapled Shares)[2]		(969.2)	(7,214.4)
Average number of shares (diluted)	12.2	140,189,353	140,603,298
Diluted net result per share (Holders of the Stapled Shares) (€)[3]		**(7.02)**	**(52.10)**

Net comprehensive income (€Mn)	Notes	2021	2020
NET RESULT FOR THE PERIOD		**(991.3)**	**(7,674.8)**
Foreign currency differences on translation of financial statements of subsidiaries and net investments in these subsidiaries		560.0	(553.9)
Other comprehensive income that may be subsequently recycled to profit or loss		**560.0**	**(553.9)**
Employee benefits		1.4	(0.2)
Fair Value of Financial assets		(2.7)	(14.9)
Other comprehensive income not subsequently recyclable to profit or loss		**(1.3)**	**(15.1)**
OTHER COMPREHENSIVE INCOME		**558.7**	**(569.0)**
NET COMPREHENSIVE INCOME		**(432.5)**	**(8,243.8)**
External non-controlling interests		(18.8)	(462.2)
NET COMPREHENSIVE INCOME (HOLDERS OF THE STAPLED SHARES)		**(413.8)**	**(7,781.6)**

(1) The result on disposal of investment properties and loss of control includes both the result on disposal of assets and the result on disposal of shares.
(2) The impact of the fair value of the ORNANE and the related financial expenses are restated from the net result of the period if it has a dilutive impact.
(3) In case of a negative net result for the period, the diluted net result per share is equal to the net result for the period per share.

5.1.2 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(€Mn)	Notes	Dec. 31, 2021	Dec. 31, 2020
NON CURRENT ASSETS		**51,189.9**	**52,878.6**
Investment properties	**5.1**	**39,997.9**	**40,947.8**
Investment properties at fair value		*38,642.1*	*39,623.6*
Investment properties at cost		*1,355.8*	*1,324.1*
Shares and investments in companies accounted for using the equity method	6	8,286.2	8,370.3
Other tangible assets	5.2.2	145.9	279.2
Goodwill	5.4.2	1,079.2	1,248.1
Intangible assets	5.3.2	844.8	876.3
Investments in financial assets	7.3.1	370.7	303.6
Deferred tax assets	8.3	22.3	26.5
Derivatives at fair value	7.4	442.9	826.8
CURRENT ASSETS		**3,729.5**	**4,399.2**
Properties or shares held for sale		311.3	1,038.2
Inventories		37.4	32.0
Trade receivables from activity	7.6.3	532.5	539.4
Tax receivables		184.8	213.2
Other receivables		407.4	438.9
Cash and cash equivalents	7.3.9	2,256.1	2,137.6
TOTAL ASSETS		**54,919.4**	**57,277.8**
Equity attributable to the holders of the Stapled Shares		**16,927.1**	**17,393.5**
Share capital		693.0	692.4
Additional paid-in capital		13,483.6	13,480.7
Consolidated reserves		3,710.4	10,980.8
Hedging and foreign currency translation reserves		12.2	(547.8)
Consolidated result		(972.1)	(7,212.6)
• ***Equity attributable to Unibail-Rodamco-Westfield SE members***		***17,320.6***	***17,375.3***
• ***Equity attributable to Unibail-Rodamco-Westfield N.V. members***		***(393.5)***	***18.2***
Hybrid securities		1,988.5	1,988.5
External non-controlling interests		3,458.1	3,413.0
TOTAL SHAREHOLDERS' EQUITY		**22,373.7**	**22,795.0**
NON CURRENT LIABILITIES		**28,987.9**	**29,655.4**
Non-current commitment to external non-controlling interests	3.5.1	95.0	94.5
Net share settled bonds convertible into new and/or existing shares (ORNANE)	7.3.4	-	497.7
Non-current bonds and borrowings	7.3.9	24,774.6	24,310.5
Non-current lease liabilities	7.3.3	752.6	796.6
Derivatives at fair value	7.4	1,067.2	1,502.3
Deferred tax liabilities	8.3	1,893.4	2,007.8
Non-current provisions	9	55.5	74.6
Guarantee deposits		200.9	206.2
Amounts due on investments		54.1	102.2
Other non-current liabilities		94.6	63.0
CURRENT LIABILITIES		**3,557.8**	**4,827.4**
Liabilities directly associated with properties or shares classified as held for sale		-	203.5
Current commitment to external non-controlling interests		4.8	6.1
Amounts due to suppliers and other creditors		**1,244.7**	**1,185.3**
Amounts due to suppliers		*229.0*	*211.8*
Amounts due on investments		*473.7*	*479.9*
Sundry creditors		*542.0*	*493.6*
Other current liabilities	10	667.4	681.0
Net share settled bonds convertible into new and/or existing shares (ORNANE)	7.3.4	500.3	102.6
Current borrowings and amounts due to credit institutions	7.3.9	1,073.7	2,584.1
Current lease liabilities	7.3.3	32.3	32.2
Current provisions	9	34.6	32.7
TOTAL LIABILITIES AND EQUITY		**54,919.4**	**57,277.8**

5.1.3 CONSOLIDATED STATEMENT OF CASH FLOWS

Consolidated statement of cash flows (€Mn)	Notes	2021	2020
OPERATING ACTIVITIES			
Net result		**(991.3)**	**(7,674.8)**
Depreciation & provisions[1]		9.3	73.0
Impairment of goodwill		145.9	1,596.1
Changes in value of property assets		1,197.3	4,837.2
Changes in value of financial instruments		95.1	569.1
Charges and income relating to stock options and similar items		12.5	12.8
Net capital gains/losses on disposal of investment properties[2]		(208.3)	86.3
Share of the result of companies accounted for using the equity method	6.2	570.5	1,652.4
Income on financial assets	6.2	(25.1)	(24.8)
Dividend income from non-consolidated companies		(2.5)	(1.0)
Net financing costs	7.2.1	465.9	431.5
Income tax charge (income)		(32.9)	(281.1)
Cash flow before net financing costs and tax		**1,236.4**	**1,276.9**
Income on financial assets		25.1	24.8
Dividend income and result from companies accounted for using the equity method or non-consolidated		271.2	138.5
Income tax paid		(27.3)	(18.2)
Change in working capital requirement		215.2	1.1
TOTAL CASH FLOW FROM OPERATING ACTIVITIES		**1,720.6**	**1,423.1**
INVESTMENT ACTIVITIES			
Property activities		**625.0**	**65.8**
Acquisition of subsidiaries, net of cash acquired	3.4.1	(28.2)	(70.1)
Amounts paid for works and acquisition of property assets	5.6	(888.9)	(1,164.3)
Repayment of property financing		14.6	19.6
Increase of property financing		(250.8)	(239.4)
Disposal of shares	3.4.2	854.7	1,026.7
Disposal of investment properties		923.6	493.3
Financial activities		**(4.2)**	**16.0**
Acquisition of financial assets		(9.8)	(10.1)
Repayment of financial assets		5.9	18.4
Change in financial assets		(0.3)	7.7
TOTAL CASH FLOW FROM INVESTMENT ACTIVITIES		**620.8**	**81.8**
FINANCING ACTIVITIES			
Capital increase of parent company		3.6	2.8
Purchase of own shares		-	(0.5)
Change in capital from companies with non-controlling shareholders		4.3	4.5
Hybrid securities		-	(0.3)
Distribution paid to parent company shareholders	12.3	-	(747.4)
Dividends paid to non-controlling shareholders of consolidated companies		(74.7)	(93.6)
Coupon on the Hybrid Securities		(48.1)	(48.1)
New borrowings and financial liabilities		1,832.5	5,669.6
Repayment of borrowings and financial liabilities		(3,437.6)	(4,082.8)
Financial income	7.2.1	204.6	242.7
Financial expenses	7.2.1	(662.2)	(628.8)
Other financing activities	7.3.7	(65.6)	(201.6)
TOTAL CASH FLOW FROM FINANCING ACTIVITIES		**(2,243.2)**	**116.5**
Change in cash and cash equivalents during the period		**98.2**	**1,621.4**
Net cash and cash equivalents at the beginning of the year		**2,127.8**	**486.0**
Effect of exchange rate fluctuations on cash held		**13.7**	**20.4**
Net cash and cash equivalents at period-end	7.3.9	**2,239.7**	**2,127.8**

(1) Includes straight lining of key money and lease incentives.
(2) Includes capital gains/losses on property sales, disposals of short term investment and disposals of operating assets.

5.1.4 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(€Mn)	Share capital	Additional paid-in capital	Consolidated reserves	Hedging & foreign currency translation reserves[1]	Consolidated net result	Equity attributable to the holders of the Stapled Shares	Hybrid Securities[2]	External non-controlling interests	Total Shareholders' equity
Equity as at Dec. 31, 2019	**691.9**	**13,478.2**	**10,671.4**	**6.1**	**1,103.3**	**25,950.8**	**1,988.8**	**3,912.9**	**31,852.5**
Profit or loss of the period	-	-	-	-	(7,212.6)	(7,212.6)	-	(462.2)	(7,674.8)
Other comprehensive income	-	-	(15.1)	(553.9)	-	(569.0)	-	-	(569.0)
Net comprehensive income	**-**	**-**	**(15.1)**	**(553.9)**	**(7,212.6)**	**(7,781.6)**	**-**	**(462.2)**	**(8,243.8)**
Earnings appropriation	-	-	1,103.3	-	(1,103.3)	-	-	-	-
Dividends related to 2019	-	-	(747.4)	-	-	(747.4)	-	(93.6)	(841.0)
Stock options, Performance shares and Company Savings Plan	0.5	2.5	(0.1)	-	-	2.9	-	-	2.9
Share-based payment	-	-	14.3	-	-	14.3	-	-	14.3
Purchase of treasury shares	-	-	(0.5)	-	-	(0.5)	-	-	(0.5)
Hybrid Securities	-	-	-	-	-	-	(0.3)	(0.2)	(0.5)
Coupon on the Hybrid Securities	-	-	(48.1)	-	-	(48.1)	-	-	(48.1)
Transactions with non-controlling interests	-	-	1.3	-	-	1.3	-	56.1	57.4
Changes in scope of consolidation and other movements	-	-	1.7	-	-	1.7	-	-	1.7
Equity as at Dec. 31, 2020	**692.4**	**13,480.7**	**10,980.8**	**(547.8)**	**(7,212.6)**	**17,393.5**	**1,988.5**	**3,413.0**	**22,795.0**
Profit or loss of the period	-	-	-	-	(972.1)	(972.1)	-	(19.2)	(991.3)
Other comprehensive income	-	-	(1.7)	560.0	-	558.3	-	0.4	558.7
Net comprehensive income	**-**	**-**	**(1.7)**	**560.0**	**(972.1)**	**(413.8)**	**-**	**(18.8)**	**(432.5)**
Earnings appropriation	-	-	(7,212.6)	-	7,212.6	-	-	-	-
Dividends related to 2020	-	-	-	-	-	-	-	(74.7)	(74.7)
Stock options, Performance shares and Company Savings Plan	0.6	2.9	-	-	-	3.5	-	-	3.5
Share-based payment	-	-	13.3	-	-	13.3	-	-	13.3
Treasury shares	-	-	0.3	-	-	0.3	-	-	0.3
Hybrid Securities	-	-	-	-	-	-	-	-	-
Coupon on the Hybrid Securities	-	-	(48.1)	-	-	(48.1)	-	-	(48.1)
Transactions with non-controlling interests	-	-	(23.3)	-	-	(23.3)	-	138.6	115.3
Changes in scope of consolidation and other movements	-	-	1.7	-	-	1.7	-	-	1.7
Equity as at Dec. 31, 2021	**693.0**	**13,483.6**	**3,710.4**	**12.2**	**(972.1)**	**16,927.1**	**1,988.5**	**3,458.1**	**22,373.7**

(1) The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. The hedging reserve is used to record the effect of hedging net investments in foreign operations.
(2) In 2018, URW issued €2,000 Mn of hybrid securities. These hybrid securities are deeply subordinated perpetual instruments with a coupon deferral option and are accounted for in equity. This issuance was made in two tranches:
- €1,250 Mn with a 2.125% coupon and callable after 5.5 years; and
- €750 Mn with a 2.875% coupon and callable after eight years.

5.2 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SIGNIFICANT EVENTS

1.1 SIGNIFICANT EVENTS OF 2021

1.1.1 COVID-19 PANDEMIC

The COVID-19 pandemic continued to have a significant impact on URW's business over the course of 2021.

OVERVIEW OF RESTRICTIONS IN 2021

The operations in URW shopping centres were particularly impacted by lockdown periods and restrictions in the first half of 2021, while operations were generally able to take place with loosened restrictions in H2-2021, except year-end which was impacted by a resurgence of the pandemic.

During the first half of the year, most of the Group's European centres had to close at various points, except for "essential" retailers and excluding the centres in Sweden and parts of Spain that remained open throughout the period, albeit with certain restrictions on Food & Beverage ("F&B"), cinemas and fitness. In the US, all of the centres were open throughout the first half, however restrictions on sectors like F&B, entertainment and fitness were only progressively eased during February and March.

During H2-2021, the Group's centres and all retail sectors were generally allowed to trade including indoor dining and entertainment, albeit with some remaining capacity limits or other sanitary requirements (such as a COVID-pass/proof of vaccination being required for dining or entertainment in several markets).

Late November and December saw some tightening of government rules, following the emergence of the "Omicron variant". Most notably, this saw the reintroduction of government guidance to work from home, restrictions for non-vaccinated people to access shopping centres and the imposition of some further lockdowns in Austria, Slovakia and The Netherlands.

At year-end, restrictions have been limited in particular thanks to the progress made on vaccination in all the regions in which the Group operates.

RENT RELIEF AND GOVERNMENT SUPPORT

Throughout the crisis, URW recognised the issues the Group's tenants faced due to administrative closures or trading restrictions and the need to provide relief, generally limited to the period of closure and based on the principle of a fair sharing of the burden. These negotiations were focused on providing a one-off rent relief, not on permanently changing lease terms or structures.

In some geographies (including the UK, Germany and certain US municipalities), legal remedies for non-payment of rent have also been temporarily limited during the crisis, while in Austria and Poland, existing and new laws respectively, even prohibited the charging of rents during closure periods. A new law in Poland applicable as from H2-2021 also provided for a 50% discount of rents to be applied over the 3 months following reopening.

In Sweden, Denmark, Czech Republic, Germany and Slovakia, the government created state subsidy programmes focused specifically on supporting retail tenants. In France, the government announced in November a new scheme to help retailers pay rent during the 2021 closure periods. URW helped its tenants access these subsidies whenever possible.

ACCOUNTING PRINCIPLES

The accounting principles used are the same as those applied for the preparation of the annual consolidated financial statements as at December 31, 2020.

As at December 31, 2021, rent relief signed or expected to be signed regarding 2021 closures amounted to an estimated cash impact of €250 Mn (€301 Mn under proportionate), €212 Mn of which has been charged to the income statement during this period (€252 Mn under proportionate). The difference will be straight-lined in future periods.

The Group carried out a detailed review of all tenants receivables as at December 31, 2021, and the provision for doubtful debtors was estimated according to IFRS 9 (see note 7.6.3. "Credit risk").

The total accounts receivable from Retail activities (gross amounts) decreased by -€43.6 Mn vs. December 31, 2020 (-€62.4 Mn under proportionate). During 2021, €67.8 Mn (€97.3 Mn under proportionate) of accounts receivable provision, net of reversals, were charged to the income statement, for the Shopping Centres, under the item "Property operating expenses".

As at December 31, 2021, the provision for doubtful debtors in the Consolidated statement of financial position amounted to €234.3 Mn (€317.0 Mn under proportionate) compared to €207.0 Mn (€285.1 Mn under proportionate) at the end of December 31, 2020.

1.1.2 ACQUISITIONS/DISPOSALS IN 2021

ACQUISITIONS

The Group acquired the remaining 47.4% stake in Westfield Trumbull and Westfield Palm Desert in May 2021 for a total amount of €7.3 Mn and the associated entities previously in joint control are fully consolidated from this date. The revaluation of the previously held investment amounts to €13.2 Mn ($16.0 Mn) and was booked in the "Result on disposal of investment properties and loss of control" in the Consolidated statement of comprehensive income.

The Group increased its stake from 10% to 50% in the jointly owned company CH Warszawa U SP. z.o.o., owner of a project in Poland (Centrum Ursynów) for a total amount of €36.4 Mn.

DISPOSAL OF A 60% STAKE IN AUPARK

On April 28, 2021, URW entered into an agreement for the phased disposal of Aupark Bratislava, a 59,600 sqm Flagship destination in Slovakia. WOOD & Company, as transaction leader, together with its joint venture partner Tatra Asset Management ("the Purchasers"), initially acquired a 60% interest on the basis of an agreed Total Acquisition Cost ("TAC") of €450 Mn (at 100%). The remaining 40% will be acquired through pre-agreed stakes in 2022, 2023 and 2024 ("Tranches two, three, four"). The joint venture formed by URW and the Purchasers has also refinanced the existing debt of Aupark by obtaining non-recourse bank financing of €229.5 Mn. In light of the impact of the ongoing COVID-19 pandemic, URW has provided:

- A three-year rent guarantee equal to a maximum c. 2% of the Gross Market Value ("GMV"); and
- A participative loan including an earn-out mechanism, with a maximum amount at risk equal to c. 2% of the GMV, and a potential earn-out to URW, which apply should the returns to the Purchasers be lower than or exceed the agreed levels.

This transaction was completed on May 27, 2021.

The joint venture is governed by a board of directors with six members, three of which are designated by URW and three designated by the Purchasers. The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of the asset.

Decision on these relevant activities require the approval of both partners.

URW will continue to manage the property, together with WOOD & Company, until the asset has been fully acquired by the Purchasers and the earn-out mechanism settled, in return for market standard property and asset management fees.

As a result, URW has joint control over the joint venture which is accounted for using the equity method.

The new shareholders benefit from call option windows every six months on all the shares in the respective entity still held by URW, and URW benefits from put options on shares to be acquired by the Purchasers for tranches two to four.

In case the Purchasers default on their obligation to acquire the pre-agreed stakes, URW has a drag along right for not less than 80% of the agreed valuation of Aupark and is entitled to take over the control of the joint venture.

The net disposal result amounted to +€6.9 Mn, including the value of the rental guarantee and the transaction costs.

The revaluation of the 40% previously held investments for +€14.9 Mn and the exit of the goodwill for -€23.0 Mn are also part of the net disposal result.

DISPOSAL OF A 45% STAKE IN WESTFIELD SHOPPING CITY SÜD

On July 21, URW closed the disposal of a 45% minority stake in Westfield Shopping City Süd (138,600 sqm owned GLA) in Vienna (Austria) to Crédit Agricole Assurances. URW retains a controlling stake in the JV holding the asset and remains the asset and property manager. The implied offer price for the asset is €1,065 Mn (at 100%), representing a discount of -3% to the last unaffected appraisal value (December 31, 2020). In light of the impact of the ongoing COVID-19 pandemic, URW has granted the joint venture a two-year rental guarantee capped at circa 2% of the implied offer price (at 100%). The JV put in place a non-recourse seven-year mortgage loan at a 1.39% cost for a total amount of €351 Mn corresponding to a Loan-To-Value ("LTV") below 35% at closing.

URW benefits from a earn-out clause in case the existing receivables at date of closing, which were not reflected in the purchase price, are recovered post-closing. Within a three-year period from closing, 45% of net amount paid by tenants after closing on these receivables will be paid to URW shareholders as an earn-out. This earn-out is calculated on a quarterly basis.

URW has kept the control of the asset which continues to be fully consolidated (see note 3.3 Description of significant controlled partnerships). As a consequence, the result of the transaction was recorded in the equity attributable to the holders of the Stapled Shares for -€20.9 Mn including the value of the rental guarantee and the transaction costs.

FORECLOSURE OF US ASSETS

With respect to several regional malls in the US, URW defaulted on the loans and asked the servicer of its loans for the appointment of a receiver. During 2021, these assets were taken over by their respective mortgage lenders, the receiver was appointed by the relevant court which transferred the management and control of each related asset and derecognised as of the date of the respective receivership.

Since the appointment dates, URW is no longer the owner of these assets, is not liable for the debt and does not recognise the revenues generated by these assets. This includes Westfield Citrus Park and Westfield Countryside in Florida with an effective transfer on January 13, 2021, the Westfield Sarasota in Florida with an effective transfer on February 23, 2021, Westfield Broward in Florida, with an effective transfer on June 23, 2021 and Westfield Palm Desert in California on October 14, 2021. The special servicers agreed to release URW from all obligations under the Westfield Sarasota loan and any associated guarantees, in return for a payment of €9.2 Mn ($10.9 Mn).

However, for Westfield Palm Desert and Westfield Boward, URW is still at risk for financial guarantees associated with the loans until final foreclosure by the bank.

The expected credit loss of €40.8 Mn ($48.2 Mn) for the financial guarantee contracts related to Westfield Broward and Westfield Palm Desert is recognised within the disposal result.

The loss of control led to a profit of €44.4 Mn ($52.5 Mn) recorded in the "Result on disposal of investment properties and loss of control" in the Consolidated statement of comprehensive income.

DISPOSAL OF OFFICE BUILDINGS

On January 21, 2021, further to an agreement entered into on October 12, 2020, URW announced the completion of the disposal of the SHiFT office building, located in Issy-les-Moulineaux (Paris region), to a consortium of French institutional buyers (Primonial REIM, La Française and EDF Invest). The Disposal Price(1) of the transaction is €620 Mn.

On March 17, 2021, URW announced the completion of the disposals of the Les Villages 3, 4 and 6 office buildings, located in La Défense (Paris region) to French institutional investors. Agreements for the disposals were signed in December 2020. Village 3 was sold to an institutional fund managed by La Française Real Estate Managers on March 4, 2021. Village 4 and 6 were sold to institutional funds managed by Perial AM on March 17, 2021. The total Net Disposal Price(2) of both transactions is €215 Mn.

On September 16, 2021 Unibail-Rodamco-Westfield completed the sale and leaseback agreement with a French institutional investor for the 7 Adenauer office building in Paris (URW's global headquarters, accounted for at cost). The Net Disposal Price of €249 Mn represents a premium to the last unaffected book value. Further to the new standard lease on the building, 7 Adenauer will remain its global headquarters. The rights retained by the Group amounted to €25 Mn and are booked as a right of use within the Other tangible assets and the total disposal result amounted to €86 Mn. A lease liability of €44 Mn was recognised in the consolidated financial statements.

PARTNERSHIP WITH AXA FOR THE TRIANGLE TOWER PROJECT IN PARIS

On November 1, 2021, URW signed a co-investment partnership with AXA IM Alts, a global leader in alternative investments acting on behalf of clients, for the Triangle Tower, a major new development in Paris. URW ownership is 30% and AXA IM Alts owns the remaining 70% in the newly created JV (SNC Triangle Renan).

The JV is governed by the steering committee in which the partner has the majority and is also the chairman. The AMO Manager (AXA's affiliate) holds large powers and has the control over the leasing, the financing and the follow up of the building's construction. The initial annual budget as well as the business plan are approved by a simple majority, thus by the partner. Only a limited number of reserved matters require the approval of URW.

As a result URW only exercises a significant influence on the new entity which will be accounted for using the equity method.

OTHER DISPOSALS

URW also disposed of several minor assets:
- Le Blériot, an office building located in the Paris region;
- The Q-Huset office building located in Täby;
- URW's 50% stake in the Palisade residential building at Westfield UTC; and
- 51% stake in Aquaboulevard and Le Sextant in October 2021, which URW jointly controls and is now accounted for using the equity method.

1.2 SIGNIFICANT EVENTS OF 2020

1.2.1 COVID-19 PANDEMIC

CLOSING AND REOPENING OF THE GROUP'S SHOPPING CENTRES

The COVID-19 pandemic has significantly impacted URW's business in 2020.

The operations in URW shopping centres in 2020 were impacted by a series of lockdown and restriction periods that affected the assets and activities of the Group.

During H1, due to the COVID-19 first wave, most of the Group's shopping centres had to close in mid-March, except for "essential" retailers, with the closure period varying by location. All of the Group's European centres had reopened by June 15, although restrictions, primarily on leisure and the Food & Beverage sector, have remained in some regions. In the US, all of the Group's centres, except Westfield World Trade Center, had reopened by July.

However, on July 13, California again ordered all indoor operations of shopping centres to close. The Californian centres outside Los Angeles reopened on September 2, while the Group's five L.A. centres remained closed until October 7. Westfield World Trade Center reopened on September 9.

During H2, following the increase in COVID-19 cases seen globally since September 2020, the authorities imposed new restrictions and/or lockdown periods mainly in Q4 in most of the Group's regions, which impacted the opening of URW's shopping centres. In many countries only "essential" retailers and those able to offer curbside pick-up or fulfil delivery orders from the store could continue to trade. In the US, various municipalities imposed limitations on the capacity both within centres (typically between 20% and 50% depending on the state and county) and within individual stores.

TENANT NEGOTIATIONS AND RENT RELIEF

From the start of the COVID-19 crisis, the Group first adopted a global policy of allowing temporary deferral of rents, before starting discussions with tenants about the terms of any support, such as rent relief, offered by URW.

In some geographies (including the UK, Germany and certain US municipalities), legal remedies for non-payment of rent have been temporarily limited, which also hampered the enforceability of rents. In certain regions, existing laws (Austria) or new laws (Poland) even prohibited rents during the closure period.

In Sweden, Denmark, Czech Republic and Slovakia, the government created state subsidy programmes focused specifically on supporting retail tenants.

(1) Total Acquisition Cost (TAC) reduced by the Transaction Tax incurred by the buyer. As per standard market practice, the remaining lease incentives will be paid by the vendor.
(2) Net Disposal Price: Total Acquisition Cost incurred by the acquirer minus all transfer taxes and transaction costs.

Once negotiations commenced, they were done on a case-by-case basis. They recognise the issues the Group's tenants faced due to administrative closures or trading restrictions and the need to provide relief, are generally limited to the period of closure and are based on the principle of a fair sharing of the burden. In many cases they entail concessions by tenants in exchange for such relief.

ACCOUNTING PRINCIPLES

For rent relief granted to tenants in relation to the COVID-19 pandemic and where such relief qualifies as a lease modification because the tenant agrees concessions (e.g. extension of a lease term or higher Sales Based Rent), IFRS 16 applies, under which, the relief is treated as a lease incentive which is straight-lined over the expected term of the lease as a reduction of the Gross Rental Income.

Rent relief for which a counterpart is expected and not yet signed are part of the receivables on which an expected credit loss is calculated.

As a reminder, the provision for doubtful debtors is recorded in the Net rental income (NRI) as an Operating expense.

In accordance with IFRS 16, rent relief without changes to the lease contract, imposed by laws in force before an event giving rise to the relief, such as in Austria, or pursuant to a provision in the existing lease contract allowing for rent modification, is directly charged to the income statement as a reduction of the Gross Rental Income.

Rent relief signed or expected to be signed, granted without any counterpart from the tenants are considered as a reduction of the receivables and are charged to the income statement as a reduction of the Gross Rental Income in 2020.

As at December 31, 2020, the Group estimates it is close to 90% through the rent relief negotiation process in Europe[(1)] for the first COVID-19 wave.

In the US, the Group completed rent relief negotiations with tenants representing approximately 87% of the leasing revenue by December 31, 2020[(2)].

As at December 31, 2020, rent relief signed or expected to be signed regarding 2020 closures (including the second wave until December 31) amounted to an estimated cash impact of €313 Mn[(3)], €246 Mn of which have been charged to the income statement during this period. The difference will be straight-lined over the expected term of the lease.

The Group carried out a detailed review of all the tenants receivables as at December 31, 2020, and the provision for doubtful debtors was estimated according to IFRS 9 (see note 7.6.3. "Credit risk").

The total accounts receivable (net of provision for doubtful debtors) from the Group's tenants increased by €26.4 Mn vs. December 31, 2019 (€92.2 Mn under proportionate). Over fiscal year 2020, €126.6 Mn (€202.7 Mn under proportionate) of accounts receivable provision were charged to the income statement under the item "property operating expenses".

As at December 31, 2020, the provision for doubtful debtors in the Consolidated statement of financial position amounted to €207.0 Mn (€285.1 Mn under proportionate) compared to €88.2 Mn (€107.3 Mn under proportionate) at the end of December 31, 2019.

VALUATION OF INVESTMENT PROPERTIES

As for each closing, investment properties have been valued by external independent appraisers as described in the note 5.1 "Investment properties".

For the valuation as at June 30, 2020, the appraisers in Europe and in the US included a material valuation uncertainty statement in the appraisal reports. For the valuation as at December 31, 2020, this statement was withdrawn from the appraisal reports, except for the hotels which represented €0.5 Bn of the Group's GMV. However, according to the appraisers, this material valuation uncertainty does not mean their hotel valuations cannot be relied upon.

In 2020, valuation of investment properties decreased by -€4,722.3 Mn (-€6,437.5 Mn on a proportionate basis).

RECOVERABLE VALUE OF GOODWILL

The Group also performed an impairment test of goodwill as at December 31, 2020, based on assumptions described in the note 5.4 "Goodwill" and recognised an impairment of -€1,596.1 Mn on a cumulated basis.

LIQUIDITY POSITION

In 2020, all financial markets were affected by the COVID-19 pandemic. The credit markets were severely hit, with a significant increase in credit spreads and a few periods in which markets were effectively closed.

However, the extraordinary scale of the intervention by Central Banks (ECB, US Federal Reserve and the Bank of England) supported the credit markets and the access to liquidity for issuers. Moreover, market sentiment improved at year end following the announcement of vaccine candidates in November 2020.

Against this backdrop, URW raised €4,750 Mn of medium to long-term funds in the bond and bank markets including credit facilities extension. As at December 31, 2020, the Group had €11.4 Bn of cash on hand and undrawn credit lines (€11.5 Bn on a proportionate basis).

(1) As a percentage of Minimum Guaranteed Rents (MGR) and includes tenants with financial terms agreed.
(2) Includes tenants with financial terms agreed.
(3) On a proportionate basis.

1.2.2 DISPOSAL OF FIVE FRENCH SHOPPING CENTRES AND OTHER CHANGES IN THE SCOPE OF CONSOLIDATION

On May 29, 2020, URW completed the disposal of a portfolio of five shopping centres in France to the entity, "Foncière Crossroads", formed by Crédit Agricole Assurances, La Française and URW. The consortium of investors comprised Crédit Agricole Assurances and La Française, which holds 54.2% of Foncière Crossroads, and URW 45.8%. Foncière Crossroads owns the following assets: Aéroville and So Ouest in the Paris region, Rennes Alma in Rennes, Toison d'Or in Dijon and Confluence in Lyon.

The implied offer price for the assets at 100% was €2,032 Mn. A syndicate of banks funded an underwritten €1.0 Bn secured financing for the new entity, with a seven-year maturity.

In light of the COVID-19 crisis and reflecting URW's confidence in the strength of these assets, the Group made some adjustments to provide comfort to the co-investors.

The net proceeds amounted to €1.5 Bn and the net disposal result to -€58.8 Mn, including the fair market value of the rental guarantees and the transaction costs.

According to the governance of Foncière Crossroads (see note 6.4. "Associates"), the Group has a significant influence on it and as a result Foncière Crossroads has been accounted for using the equity method from May 30, 2020.

The other changes in the scope of consolidation were the following :

- The disposal of Westfield Meriden, a non-core shopping centre in the US on June 5, 2020;
- The disposal of units owned in Bobigny 2 in France on June 23, 2020;
- The acquisition of the 50% remaining stake in JVs holding five assets in Florida (Westfield Brandon, Westfield Broward, Westfield Citrus Park, Westfield Countryside and Westfield Sarasota) on October 30, 2020;
- The disposal of Westfield Siesta Key, a non-core shopping centre in the US on October 30, 2020; and
- The disposal of Westfield Sunrise, a non-core shopping centre in the US on December 31, 2020.

NOTE 2. ACCOUNTING POLICIES

In accordance with EC regulation no. 1606/2002 of July 19, 2002, on the application of international accounting standards, URW has prepared its consolidated financial statements for the financial year ending December 31, 2021, under International Financial Reporting Standards (IFRS) as adopted in the European Union and applicable at this date.

These can be consulted on the website:
http://ec.europa.eu/finance/company-reporting/ifrs-financialstatements/index_en.htm.

2.1 IFRS BASIS ADOPTED

The accounting principles and methods used are the same as those applied for the preparation of the annual consolidated financial statements as at December 31, 2020, except for the application of the new obligatory standards and interpretations described below.

STANDARDS, AMENDMENTS AND INTERPRETATIONS EFFECTIVE AS OF JANUARY 1, 2021

- Amendments to IFRS 16 Leases: COVID-19-Related Rent Concessions beyond 30 June 2021;
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2; and
- Amendments to IFRS 4 Insurance Contracts – deferral of IFRS19 to 1st January, 2023.

These standards, amendments and interpretations do not have a significant impact on the Group's accounts as at December 31, 2021.

URW has applied the IFRIC recommendation related to the application of IAS 19 for the past service costs. The impact on URW's consolidated accounts is not significant.

STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT MANDATORILY APPLICABLE AS OF JANUARY 1, 2021

The following text has been adopted by the European Union as at December 31, 2021, but not applied in advance by the Group:

- IFRS 17: Insurance Contracts, including Amendments to IFRS 17;
- Amendments to:
  - IFRS 3 Business Combinations;
  - IAS 16 Property, Plant and Equipment;
  - IAS 37 Provisions, Contingent Liabilities and Contingent Assets;
- Annual Improvements 2018-2020.

The following texts were published by the IASB but have not yet been adopted by the European Union:

- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and Classification of Liabilities as Current or Non-current - Deferral of Effective Date;
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies;
- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates;
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction; and
- Amendments to IFRS 17 Insurance contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information.

The measurement of the potential impacts of these texts on the consolidated accounts of URW is ongoing; no significant impacts are expected.

2.2 ESTIMATES AND ASSUMPTIONS

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by the management in the evolving context of the COVID-19 pandemic and of difficulties in assessing its impact and future prospects. In this context, management has taken into account these uncertainties on the basis of reliable information available at the date of the preparation of the consolidated financial statements, particularly with regards to the fair value of investment properties and financial instruments, the estimation of the provisions for rent relief and doubtful debtors, as well as the testing of goodwill and intangible assets.

Due to inherent uncertainties associated with estimates, the Group reviews those estimates based on regularly updated information. Actual results might eventually differ from estimates made at the date of the preparation of the consolidated financial statements.

The most significant judgements and estimates are set out in the following notes: for the valuation of investment properties, in Note 5.1 "Investment properties", for the intangible assets and goodwill, in Notes 5.3 "Intangible assets" and 5.4 "Goodwill", for provision for rent relief in Note 4.4.1 "Gross rental income", for provision for doubtful debtors in Note 7.6.3 "Credit risk", and for fair value of financial instruments in Note 7.4 "Hedging instruments" respectively. Actual future results or outcomes may differ from these estimates. The property portfolio and intangible assets related to the Shopping Centres, Offices & Others and Convention & Exhibition segments are valued by independent appraisers. Appraisers make their independent assessments of current and forward-looking cash-flow profiles and usually reflect risk either in the cash-flow forecasts (e.g. future rental levels, growth, investment requirements, void periods and incentives), in the applied required returns or discount rates or in the yield applied to capitalise the exit rent to determine an exit value.

2.3 CLIMATE CHANGE AND RISKS

Climate change mitigation and resilience are part of the priorities of the Group Corporate Social Responsibility (CSR) strategy, Better Places 2030, and form an essential component of the CSR risks analysis. URW analyses the physical and transitional risks associated with climate change. These risks are in turn integrated into the Enterprise Risk Management framework. As a consequence, the main management measures are designed and discussed as part of this framework.

The Group has set ambitious Green House Gas (GHG) emission reduction targets as part of Better Places 2030, addressing its entire value chain including the wide scope of indirect carbon emissions resulting from construction works, transportation of visitors and employees, and energy consumption of tenants, committing to reduce significantly its global GHG emissions.

On top of addressing climate change mitigation, Better Places 2030 also addresses climate adaptation through the resilience of its assets to climate change both for development projects (integrated into the sustainability design guidelines) and its standing assets.

The implementation of this programme is reflected in URW's financial statements, mainly through its investment strategy and the implementation of expenditures and expenses specifically incurred to meet environmental challenges.

Indeed, the projects associated with mitigation and adaptation to climate change are incorporated in the Group five-year budget for standing assets and development projects to ensure alignment between CSR objectives and business decisions.

The Group has also started to implement a sustainable financing strategy.

GREEN LOANS

During 2021, URW signed the largest sustainability-linked revolving credit facility for a real estate investment trust (REIT) in Europe, for an amount of €3.1 Bn, with a five-year maturity.

Its margin is linked to the Sustainable Target Score of the Group. This score is based on key performance indicators (KPIs) including energy intensity, carbon emission reductions, the percentage of assets with BREEAM In-Use certification and the percentage of URW employees that have participated in CSR training.

The score will be evaluated annually over five years and if URW achieves or exceeds the objectives, the interest rate of the credit facility will be reduced.

Independently of reaching its targets, the Group has pledged to invest the equivalent amount of the potential savings from this credit facility in internal CSR projects within the Group.

In December 2021, the total credit lines featuring with green or sustainable indicators stands at €4.1 Bn.

GREEN BONDS

The Group has decided to develop a stringent Green Bond framework to finance new development projects, and/or standing assets which meet all social and environmental criteria for the construction and operational phases defined in the "Use of Proceeds" procedure. Green Bonds are only used to finance resilient "best in class" assets, in line with a clear procedure for allocating funds ("Procedure for asset analysis, selection and monitoring under the "Green Bonds" system").

Green Bonds were issued in February 2014 and April 2015 based on this framework.

As at December 31, 2021, the outstanding nominal value of Green Bonds amounts to €1.1 Bn.

NOTE 3. SCOPE OF CONSOLIDATION

3.1 ACCOUNTING PRINCIPLES

3.1.1 SCOPE AND METHODS OF CONSOLIDATION

The scope of consolidation includes all companies controlled by URW and all companies in which the Group exercises joint control or significant influence.

According to IFRS 10, an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The Group considers all facts and circumstances when assessing whether it controls an investee. The control over an investee is reassessed if facts and circumstances indicate that there are changes to one or more of the elements mentioned above.

The method of consolidation is determined by the type of control exercised:

- Control: the companies are fully consolidated;
- Joint control: is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The classification of a joint arrangement as a joint operation or a joint venture depends upon the rights and obligations of the parties to the arrangement;
  - A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Each party shall account for the assets which it has rights to, liabilities which it has obligations for, revenues and expenses relating to its interests in a joint operation;
  - A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint ventures are accounted for using the equity method.
- Significant influence: accounted for using the equity method. Significant influence is the power to participate in the financial and operating policy decisions of the investee but it is not control or joint control of those policies. It is presumed where an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, unless it can be clearly demonstrated that this is not the case.

3.1.2 FOREIGN CURRENCY TRANSLATION

GROUP COMPANIES WITH A FUNCTIONAL CURRENCY DIFFERENT FROM THE PRESENTATION CURRENCY

The Group's consolidated financial statements are presented in euros. The financial statements of each consolidated Group company are prepared in its functional currency. The functional currency is the currency of the principal economic environment in which it operates.

The results and financial position of all the Group entities that have a functional currency different from the presentation currency, the euro, are translated into the presentation currency as follows:

- The assets and liabilities, including goodwill and fair value adjustments arising on consolidation, are translated into euros at the foreign exchange rate at the closing date;
- Income and expenses and other comprehensive income (OCI) are translated into euros at rates approximating the foreign exchange rates ruling at the dates of the transactions;
- All resulting exchange rate differences are recognised as a separate component of equity (currency translation reserve); and
- When a Group company is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

FOREIGN CURRENCY TRANSACTIONS

The Group's entities can realise operations in a foreign currency which is not their own functional currency. These transactions in foreign currencies are translated into euros at the spot exchange rate on the date of the transaction. At the closing date, monetary assets and liabilities denominated in foreign currency are translated into functional currency at the exchange rate on that date. Foreign exchange differences arising on translation or on settlement of these transactions are recognised in the income statement account, with the exception of:

- Unrealised translation results on net investments; and
- Unrealised translation results on intercompany loans that, in substance, form part of the net investment.

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instruments relating to the effective portion of the hedge are recognised directly in equity, whereas those relating to the ineffective portion are recognised in the income statement account.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currency are translated using the exchange rate on the date of transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into euros at exchange rates on the dates the fair value was determined, and are reported as part of the fair value gain or loss.

3.1.3 BUSINESS COMBINATIONS

To identify whether a transaction is a business combination the Group notably considers whether an integrated set of activities is acquired besides the investment property. The criteria applied may include the number of property assets held by the target company, the extent of the acquired processes and, particularly, the auxiliary services provided by the acquired entity. If the acquired assets are not a business, the transaction is recorded as an asset acquisition.

Business combinations are accounted for using the acquisition method. The acquisition is recognised at the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

Acquisition costs incurred are recorded as expenses. For the companies accounted for using the equity method, acquisition costs are capitalised in the value of the shares.

At the date of acquisition and in accordance with IFRS 3 Revised, identifiable assets, liabilities and contingent liabilities of the acquired company are valued individually at their market value regardless of their purpose based upon current best estimates at such date. It is possible that further adjustments to initial evaluation may be recognised within twelve months of the acquisition in accordance with IFRS rules.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through the income statement.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Subsequent changes to the fair value of any contingent consideration classified as liability will be recognised in the income statement.

Under IFRS 3 Revised, the acquisition of additional shares from non-controlling shareholders is regarded as an equity transaction and therefore no additional goodwill is recognised.

Consequently, when non-controlling shareholders have an agreement to sell, non-controlling interests are reclassified as debt at the present value of the exercise price. The difference between the latest value and the net carrying value of the non-controlling interests is recognised as Equity attributable to the holders of the Stapled Shares. Any subsequent change in debt is also accounted for as Equity attributable to the holders of the Stapled Shares. Income from non-controlling interests and dividends are recorded in Equity attributable to the holders of the Stapled Shares.

3.2 CONSOLIDATION OF UNIBAIL-RODAMCO-WESTFIELD N.V.

After the completion of the Westfield acquisition by Unibail-Rodamco-Westfield SE (formerly Unibail-Rodamco SE), Unibail-Rodamco-Westfield N.V. (formerly WFD Unibail-Rodamco N.V.), is held 60% directly by Unibail-Rodamco-Westfield shareholders (Stapled Share principle) and 40% directly by URW SE.

As a result of the Stapled Share Principle and consistent with the legal set up of the transaction and governance of URW N.V., the entity and its subsidiaries are fully consolidated.

The holders of the Stapled Shares are entitled to the same rights and obligations with respect to URW SE and URW N.V. As a consequence, the 60% economic interest in URW N.V. directly held by such holders is reflected under the caption "Net result for the period attributable to the holders of the Stapled Shares", which is split between:

- "Net result of the period attributable to the holders of the Stapled Shares analysed by amount attributable to Unibail-Rodamco-Westfield SE members", and
- "Net result for the period attributable to the holders of the Stapled Shares analysed by amount attributable to Unibail-Rodamco-Westfield N.V. members" on the face of the consolidated statement of comprehensive income.

On the face of the statement of financial position, the caption "Equity attributable to the holders of the Stapled Shares" is split between "Equity attributable to Unibail-Rodamco-Westfield SE members" and "Equity attributable to Unibail-Rodamco-Westfield N.V. members".

3.3 DESCRIPTION OF SIGNIFICANT CONTROLLED PARTNERSHIPS

The significant controlled partnerships are presented below.

VIPARIS AND PROPEXPO

The Viparis entities are equally held by Unibail-Rodamco-Westfield SE and its partner, the CCIR (Paris-Ile-de-France Regional Chamber of Commerce and Industry). The relevant activities for these entities are the management of the Convention & Exhibition venues. The managing director, who holds the executive powers for the management of these relevant activities, is designated by Unibail-Rodamco-Westfield SE.

The chairman, who has a non-executive role, is nominated by the partner and has no casting vote.

Each partner has the same number of directors in the management board. In the event of a tie vote, the directors designated by the Group have a casting vote.

There is no casting vote held by other governance or supervisory bodies (shareholders' general meetings) which could question this control.
The Group therefore considers that it has the full control of the Viparis entities and thus the Viparis entities are fully consolidated.

Propexpo is a real estate company which owns part of the Viparis assets and is equally held by Unibail-Rodamco-Westfield SE and CCIR.

The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of these assets.

The managing director, a Group company, cannot be removed without the agreement of the Group.

The executive chairman is designated by the Group, whereas the non-executive vice-president is designated by the CCIR.

There is no casting vote held by other governance or supervisory bodies (shareholders' general meetings) which could question this control.

The governance of both Propexpo, managed by the Group, and the Viparis entities which control the on-site property services are defined by the shareholders' agreement between the Group and CCIR as with respect to Viparis.

Propexpo is therefore fully consolidated.

UNIBAIL-RODAMCO-WESTFIELD GERMANY GMBH

Unibail-Rodamco-Westfield Germany GmbH is jointly held by the Group (51%) and by Canada Pension Plan Investment Board (CPPIB) (49%).

The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of these assets.

The Group is entitled to nominate three members of Unibail-Rodamco-Westfield Germany GmbH's Supervisory Board and CPPIB two members. According to the governance, the Group controls Unibail-Rodamco-Westfield Germany GmbH which is therefore fully consolidated.

WESTFIELD PARLY 2 SHOPPING CENTRE

The Westfield Parly 2 shopping centre (Paris region) is held by the Group and the Abu Dhabi Investment Authority.

The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of the Westfield Parly 2 shopping centre.

The managing director of Westfield Parly 2 is a URW company designated for an indefinite term, which holds powers in order to administrate the companies and obtain the authorisations needed for their activities.

There is no casting vote held by other governance or supervisory bodies (management boards, shareholders' general meetings) which could question this control.

As a result, the Group controls the asset and is therefore fully consolidated.

WESTFIELD FORUM DES HALLES SHOPPING CENTRE & PARKING

The Westfield shopping centre and the parking Forum des Halles located in Paris are held by the Group (65%) and an insurance company, AXA (35%).

The managing director is a URW company designated for an indefinite term, which holds powers in order to administrate the company and obtain the authorisations needed for its activities and cannot be removed without the agreement of the Group.

These assets are therefore fully consolidated.

WESTFIELD LES 4 TEMPS SHOPPING CENTRE

The asset is held for 53.3% by the Group and for 46.7% by two insurance companies.

The managing director is a URW company designated for an indefinite term, which holds large powers in order to administrate the company and obtain the authorisations needed for its activities and cannot be removed without the agreement of the Group.

The asset is therefore fully consolidated.

WESTFIELD SHOPPING CITY SÜD

The asset is held for 55% by the Group and for 45% by Crédit Agricole Assurances.

The managing directors are appointed by URW and cannot be removed without the agreement of the Group. They hold large powers in order to administrate the company and obtain the authorisations needed for its activities.

Reserved matters requiring the approval of the partner are set with high thresholds, and are protective for the partner.

The asset is therefore fully consolidated.

3.4 SHARE DEALS: ACQUISITIONS AND DISPOSALS

3.4.1 ACQUISITIONS OF BUSINESSES, NET OF CASH ACQUIRED (CONSOLIDATED STATEMENT OF CASH FLOWS)

(€Mn)	2021	2020
Acquisition price of shares	(41.0)	(87.1)
Cash and current accounts	12.8	17.0
Acquisition of consolidated shares	**(28.2)**	**(70.1)**[(1)]

(1) Refers mainly to the acquisition of the 50% remaining stake in JVs holding five assets in Florida.

3.4.2 RESULT ON DISPOSAL OF INVESTMENT PROPERTIES AND LOSS OF CONTROL

The result on disposal of investment properties includes both the result on disposal of assets and the result on disposal of shares.

(€Mn)	2021	2020
Net capital gains/losses on disposal of assets	**31.1**	**(38.5)**
Proceeds from disposal of assets	*1,346.5*[(1)]	*501.6*
Carrying values of disposed assets	*(1,315.4)*	*(540.1)*
Net capital gains/losses on disposal of shares	**177.2**	**(47.9)**
Proceeds from disposal of shares	*447.6*	*154.7*
Carrying values of disposed shares	*(270.4)*	*(202.6)*
Net capital gains/losses on disposal of investment properties and loss of control	**208.3**	**(86.3)**

(1) The difference between the proceeds from disposal of assets in the Consolidated statement of comprehensive income and the disposal of investment properties in the Consolidated statement of cash flows corresponds mainly to the proceeds from disposals of foreclosed assets in the US described in note 1.1.2., which had a very limited cash impact.

DISPOSAL OF SHARES/CONSOLIDATED SUBSIDIARIES (CONSOLIDATED STATEMENT OF CASH FLOWS)

(€Mn)	2021	2020
Net price of shares sold	545.4[(2)]	154.7
Cash and current accounts	309.3	872.0
Disposal of shares/consolidated subsidiaries[(1)]	**854.7**	**1,026.7**

(1) In 2021, corresponds mainly to the sales of Aupark, Westfield Shopping City Süd and 7 Adenauer. In 2020, corresponds mainly to the disposal of five French shopping centres described in note 1.2.2.
(2) The disposal result of Westfield Shopping City Süd is booked within the Shareholders' equity (see note 1.1.2 Acquisitions / Disposals in 2021) and as a result is not shown in the proceeds from disposal of shares in the Consolidated statement of comprehensive income.

3.5 NON-CONTROLLING INTERESTS AND COMMITMENT TO PURCHASE NON-CONTROLLING INTERESTS

3.5.1 COMMITMENT TO PURCHASE NON-CONTROLLING INTERESTS

The convertible redeemable preference shares, included in the captions "Non-current commitment to external non-controlling interests" and "Current commitment to external non-controlling interests", refer mainly to the preference shares held by the former partners in Westfield San Francisco Centre.

They are measured at fair value through profit or loss.

3.5.2 NON-CONTROLLING INTERESTS

In 2021, the non-controlling interests in the consolidated statement of comprehensive income comprised mainly non-controlling interests in the following entities:

- Several shopping centres in France geographical zone (€42.4 Mn, mainly Westfield Les 4 Temps, Westfield Parly 2 and Westfield Forum des Halles);
- Convention & Exhibition entities (-€40.2 Mn); and
- Several shopping centres in Germany (-€28.0 Mn).

3.6 DESCRIPTION OF SIGNIFICANT JOINT OPERATIONS

WESTFIELD LONDON

Westfield London is jointly controlled by the Group and Commerz Real Investmentgesellschaft (CRI) since all the major decisions relating to the relevant activities of the company (leasing strategy, standard form lease agreements, operating expenses and capital expenses), require the approval of both partners. Each year, the annual budget plan comprising gross income and operating expenses, capital expenditure, rent levels projected to be achieved on review of rents under each lease, proposed new lettings and the projected net income, shall be approved by both partners. The arrangements between CRI and URW give equal rights to both partners in the assets and the liabilities of the partnership.

Therefore, Westfield London is a Joint Operation company.

NOTE 4. NET RECURRING RESULT AND SEGMENT REPORTING

4.1 ACCOUNTING PRINCIPLES

Segment information is presented in respect of the Group's divisions and geographical segments, based on the Group's management and internal reporting structure and in accordance with IFRS 8.

Contributions of affiliates are also presented according to the Group's divisions and geographical segments.

Since the joint-controlled entities represent a significant part of the Group's operations in the US and the UK, the Group's management and internal reporting structure segment information is prepared in a proportionate format, in which the joint-controlled entities are accounted for on a proportionate basis instead of being accounted for using the equity method under IFRS. The Group and its joint ventures use consistent accounting policies.

Therefore, the segment information presented in this section is prepared in a proportionate format.

BUSINESS SEGMENTS

The Group presents its result by segment: Shopping Centres, Offices & Others and Convention & Exhibition.

The Convention & Exhibition segment comprises management of exhibition venues (Viparis), the shopping centre "Les Boutiques du Palais" and the management of the hotels at Porte de Versailles.

GEOGRAPHICAL SEGMENTS

Geographical segments are determined on the basis of the Group's definition of a home region. A home region is defined as a region with more than one billion € in property investment, a local organisation dedicated to all three business lines: the "owner function" (asset selection and management including pipeline), Shopping Centres management, the finance function and a regional consolidated reporting.

The following are considered home regions based on specific operational and strategic factors:

- France, including France, Belgium and Italy;
- Spain;
- United States;
- Central Europe, including the Czech Republic, Poland and Slovakia;
- Austria;
- Germany;
- Nordics, including Sweden and Denmark;
- The Netherlands; and
- United Kingdom.

The following notes are presented on a proportionate basis.

4.2 CONSOLIDATED FINANCIAL STATEMENTS ON A PROPORTIONATE BASIS

4.2.1 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME ON A PROPORTIONATE BASIS

Consolidated income statement (€Mn)	2021 IFRS	Proportionate	Total 2021 Proportionate	2020 IFRS	Proportionate	Total 2020 Proportionate
Gross rental income	1,833.4	512.9	2,346.3	1,897.7	554.1	2,451.7
Ground rents paid	*(39.1)*	*(0.6)*	*(39.7)*	*(13.7)*	*(0.2)*	*(14.0)*
Service charge income	*299.4*	*61.4*	*360.8*	*317.4*	*68.4*	*385.8*
Service charge expenses	*(356.3)*	*(80.7)*	*(437.0)*	*(363.7)*	*(88.5)*	*(452.3)*
Property operating expenses	*(365.7)*	*(140.5)*	*(506.2)*	*(389.4)*	*(191.7)*	*(581.2)*
Operating expenses and net service charges	(461.7)	(160.4)	(622.1)	(449.5)	(212.1)	(661.6)
Net rental income	**1,371.8**	**352.4**	**1,724.2**	**1,448.2**	**342.0**	**1,790.2**
Property development and project management revenue	195.0	-	195.0	251.9	-	251.9
Property development and project management costs	(158.2)	-	(158.2)	(217.2)	-	(217.2)
Net property development and project management income	**36.8**	**-**	**36.8**	**34.8**	**-**	**34.8**
Property services and other activities revenues	191.9	(0.0)	191.9	179.1	(0.0)	179.1
Property services and other activities expenses	(163.5)	(0.6)	(164.1)	(175.5)	0.1	(175.4)
Net property services and other activities income	**28.4**	**(0.7)**	**27.7**	**3.6**	**0.0**	**3.6**
Share of the result of companies accounted for using the equity method	(570.5)	573.1	2.6	(1,652.4)	1,456.9	(195.5)
Income on financial assets	25.1	(8.9)	16.2	24.8	(8.2)	16.6
Contribution of companies accounted for using the equity method	**(545.4)**	**564.2**	**18.9**	**(1,627.6)**	**1,448.7**	**(178.9)**
Corporate expenses	(212.1)	(2.4)	(214.4)	(207.4)	(6.3)	(213.7)
Depreciation of other tangible assets	(1.4)	-	(1.4)	(2.1)	-	(2.1)
Development expenses	(0.1)	(0.0)	(0.1)	(2.6)	(0.0)	(2.6)
Administrative expenses	**(213.5)**	**(2.4)**	**(215.9)**	**(212.1)**	**(6.3)**	**(218.5)**
Acquisition and other costs	**(8.9)**	**(0.1)**	**(8.9)**	**(83.4)**	**-**	**(83.4)**
Proceeds from disposal of investment properties	1,794.1	4.2	1,798.3	656.3	1.1	657.4
Carrying value of investment properties sold	(1,585.8)	(2.0)	(1,587.8)	(742.7)	(0.4)	(743.1)
Result on disposal of investment properties and loss of control(1)	**208.3**	**2.3**	**210.6**	**(86.3)**	**0.6**	**(85.7)**
Valuation gains on assets	580.8	71.5	652.4	71.3	6.2	77.5
Valuation losses on assets	(1,778.1)	(940.0)	(2,718.1)	(4,908.5)	(1,721.4)	(6,629.9)
Valuation movements on assets	**(1,197.3)**	**(868.5)**	**(2,065.8)**	**(4,837.2)**	**(1,715.2)**	**(6,552.4)**
Impairment of goodwill	**(145.9)**	**(10.5)**	**(156.4)**	**(1,596.1)**	**(23.9)**	**(1,620.0)**
NET OPERATING RESULT	**(465.7)**	**36.7**	**(428.9)**	**(6,956.4)**	**46.1**	**(6,910.3)**
Result from non-consolidated companies	2.5	(0.0)	2.5	1.0	(0.0)	1.0
Financial income	*212.2*	*-*	*212.2*	*248.1*	*1.1*	*249.3*
Financial expenses	*(678.1)*	*(46.4)*	*(724.5)*	*(679.7)*	*(56.0)*	*(735.7)*
Net financing costs	(465.9)	(46.4)	(512.3)	(431.5)	(54.9)	(486.5)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	(2.9)	-	(2.9)	1.8	-	1.8
Fair value adjustments of derivatives, debt and currency effect	(91.4)	(1.8)	(93.1)	(570.9)	(3.4)	(574.3)
Debt discounting	(0.9)	-	(0.9)	-	-	-
RESULT BEFORE TAX	**(1,024.1)**	**(11.5)**	**(1,035.6)**	**(7,955.9)**	**(12.3)**	**(7,968.2)**
Income tax expenses	32.9	11.5	44.3	281.1	12.3	293.4
NET RESULT FOR THE PERIOD	**(991.3)**	**0.0**	**(991.3)**	**(7,674.8)**	**0.0**	**(7,674.8)**
Net result for the period attributable to:						
• The holders of the Stapled Shares	(972.1)	(0.0)	(972.1)	(7,212.6)	0.0	(7,212.6)
• External non-controlling interests	(19.2)	0.0	(19.2)	(462.2)	(0.0)	(462.2)
NET RESULT FOR THE PERIOD	**(991.3)**	**0.0**	**(991.3)**	**(7,674.8)**	**0.0**	**(7,674.8)**

(1) The result on disposal of investment properties and loss of control includes both the result on disposal of assets and the result on disposal of shares.

4.2.2 CONSOLIDATED STATEMENT OF FINANCIAL POSITION ON A PROPORTIONATE BASIS

Consolidated statement of financial position (€Mn)	Dec. 31, 2021 IFRS	Proportionate	Dec. 31, 2021 Proportionate	Dec. 31, 2020 IFRS	Proportionate	Dec. 31, 2020 Proportionate
NON CURRENT ASSETS	**51,189.9**	**2,030.9**	**53,220.8**	**52,878.6**	**1,908.7**	**54,787.3**
Investment properties	**39,997.9**	**9,036.5**	**49,034.4**	**40,947.8**	**9,013.7**	**49,961.5**
Investment properties at fair value	*38,642.1*	*8,969.2*	*47,611.3*	*39,623.6*	*8,955.8*	*48,579.4*
Investment properties at cost	*1,355.8*	*67.3*	*1,423.1*	*1,324.1*	*57.9*	*1,382.0*
Shares and investments in companies accounted for using the equity method	8,286.2	(7,091.6)	1,194.6	8,370.3	(7,181.6)	1,188.7
Other tangible assets	145.9	3.0	148.9	279.2	0.8	280.0
Goodwill	1,079.2	71.1	1,150.3	1,248.1	66.6	1,314.7
Intangible assets	844.8	-	844.8	876.3	0.2	876.5
Investments in financial assets	370.7	11.3	382.0	303.6	9.0	312.6
Deferred tax assets	22.3	-	22.3	26.5	-	26.5
Derivatives at fair value	442.9	0.6	443.5	826.8	-	826.8
CURRENT ASSETS	**3,729.5**	**389.7**	**4,119.2**	**4,399.2**	**323.8**	**4,723.0**
Properties or shares held for sale	311.3	0.0	311.3	1,038.2	0.0	1,038.2
Inventories	37.4	11.0	48.4	32.0	10.7	42.7
Trade receivables from activity	532.5	136.3	668.8	539.4	162.5	701.9
Tax receivables	184.8	1.8	186.6	213.2	5.2	218.4
Other receivables	407.4	54.3	461.7	438.9	12.7	451.6
Cash and cash equivalents	2,256.1	186.3	2,442.4	2,137.6	132.7	2,270.3
TOTAL ASSETS	**54,919.4**	**2,420.6**	**57,340.0**	**57,277.8**	**2,232.5**	**59,510.3**
Equity attributable to the holders of the Stapled Shares	**16,927.1**	**-**	**16,927.1**	**17,393.5**	**-**	**17,393.5**
Share capital	693.0	-	693.0	692.4	-	692.4
Additional paid-in capital	13,483.6	-	13,483.6	13,480.7	-	13,480.7
Consolidated reserves	3,710.4	-	3,710.4	10,980.8	-	10,980.8
Hedging and foreign currency translation reserves	12.2	-	12.2	(547.8)	-	(547.8)
Consolidated result	(972.1)	-	(972.1)	(7,212.6)	-	(7,212.6)
• ***Equity attributable to Unibail-Rodamco-Westfield SE members***	***17,320.6***	**-**	***17,320.6***	***17,375.3***	**-**	***17,375.3***
• ***Equity attributable to Unibail-Rodamco-Westfield N.V. members***	***(393.5)***	**-**	***(393.5)***	***18.2***	**-**	***18.2***
Hybrid securities	1,988.5	-	1,988.5	1,988.5	0.0	1,988.5
External non-controlling interests	3,458.1	-	3,458.1	3,413.0	-	3,413.0
TOTAL SHAREHOLDERS' EQUITY	**22,373.7**	**-**	**22,373.7**	**22,795.0**	**0.0**	**22,795.0**
NON CURRENT LIABILITIES	**28,987.9**	**1,860.7**	**30,848.6**	**29,655.4**	**2,024.8**	**31,680.2**
Non-current commitment to external non-controlling interests	95.0	2.0	97.0	94.5	1.9	96.4
Net share settled bonds convertible into new and/or existing shares (ORNANE)	-	-	-	497.7	-	497.7
Non-current bonds and borrowings	24,774.6	1,711.1	26,485.7	24,310.5	1,900.5	26,211.0
Non-current lease liabilities	752.6	8.6	761.2	796.6	8.5	805.1
Derivatives at fair value	1,067.2	0.2	1,067.4	1,502.3	-	1,502.3
Deferred tax liabilities	1,893.4	121.4	2,014.8	2,007.8	101.8	2,109.6
Non-current provisions	55.5	0.2	55.7	74.6	0.3	74.9
Guarantee deposits	200.9	16.9	217.8	206.2	11.0	217.2
Amounts due on investments	54.1	0.3	54.4	102.2	0.8	103.0
Other non-current liabilities	94.6	-	94.6	63.0	0.0	63.0
CURRENT LIABILITIES	**3,557.8**	**559.9**	**4,117.7**	**4,827.4**	**207.6**	**5,035.1**

Consolidated statement of financial position (€Mn)	Dec. 31, 2021 IFRS	Proportionate	Dec. 31, 2021 Proportionate	Dec. 31, 2020 IFRS	Proportionate	Dec. 31, 2020 Proportionate
Liabilities directly associated with properties or shares classified as held for sale	-	-	-	203.5	-	203.5
Current commitment to external non-controlling interests	4.8	0.1	4.9	6.1	3.6	9.7
Amounts due to suppliers and other creditors	**1,244.7**	**186.1**	**1,430.8**	**1,185.3**	**169.4**	**1,354.7**
Amounts due to suppliers	*229.0*	*46.4*	*275.4*	*211.8*	*43.3*	*255.1*
Amounts due on investments	*473.7*	*44.7*	*518.4*	*479.9*	*45.1*	*525.0*
Sundry creditors	*541.9*	*95.0*	*636.9*	*493.6*	*81.0*	*574.6*
Other current liabilities	667.4	19.8	687.2	681.0	3.1	684.0
Net share settled bonds convertible into new and/or existing shares (ORNANE)	500.3	-	500.3	102.6	-	102.6
Current borrowings and amounts due to credit institutions	1,073.7	353.3	1,427.0	2,584.1	30.1	2,614.2
Current lease liabilities	32.3	0.6	32.9	32.2	-	32.2
Current provisions	34.6	-	34.6	32.7	1.5	34.2
TOTAL LIABILITIES AND EQUITY	**54,919.4**	**2,420.6**	**57,340.0**	**57,277.8**	**2,232.5**	**59,510.3**

4.3 NET RECURRING RESULT DEFINITION

The income statement by segment is split between recurring and non-recurring activities. The non-recurring result before tax consists of the valuation movements on investment properties, fair value adjustments on derivatives and debts, termination costs of financial instruments on the full cancelled commitment period when the maturity of the financial instrument is beyond the current reporting period, bond tender premiums, currency gains/losses on revaluation of balance sheet items, the net result on disposals, impairment of goodwill or recognition of negative goodwill, as well as costs directly related to a business combination and other non-recurring items.

The income tax is split between recurring taxes and non-recurring taxes.

Recurring tax is the outcome of:

- The amount of income tax effectively due on recurring income, after deduction of any tax losses;
- Plus/minus changes in a deferred tax asset recognised on tax losses stemming from recurring income (excluding those caused by a change in tax rate and/or those caused by a use of such deferred tax asset by non-recurring profits); and
- Plus/minus changes in deferred tax assets not related to tax losses and deferred tax liabilities relating to recurring result (excluding those caused by a change in tax rate and/or those caused by a use of such deferred tax asset by non-recurring profits).

4.4 NET RESULT BY SEGMENT ON A PROPORTIONATE BASIS

Net result by segment on a proportionate basis (€Mn)		2021 Recurring activities	2021 Non-recurring activities(1)	2021 Result	2020 restated(2) Recurring activities	2020 restated(2) Non-recurring activities(1)	2020 restated(2) Result
SHOPPING CENTRES							
FRANCE	Gross rental income	481.9	-	481.9	566.5	-	566.5
	Operating expenses and net service charges	(64.7)	-	(64.7)	(74.8)	-	(74.8)
	Net rental income	**417.2**	**-**	**417.2**	**491.7**	**-**	**491.7**
	Contribution of companies accounted for using the equity method	37.3	(8.6)	28.7	20.7	(72.5)	(51.8)
	Gains/losses on sales of properties	-	(11.5)	(11.5)	-	(56.9)	(56.9)
	Valuation movements on assets(2)	-	(314.0)	(314.0)	-	(1,623.7)	(1,623.7)
	Impairment of goodwill	-	-	-	-	(0.8)	(0.8)
	Result from operations Shopping Centres France	**454.5**	**(334.0)**	**120.5**	**512.5**	**(1,753.8)**	**(1,241.4)**
SPAIN	Gross rental income	145.3	-	145.3	146.6	-	146.6
	Operating expenses and net service charges	(19.1)	-	(19.1)	(21.7)	-	(21.7)
	Net rental income	**126.2**	**-**	**126.2**	**124.8**	**-**	**124.8**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	0.0	0.0	-	2.0	2.0
	Valuation movements on assets	-	(50.5)	(50.5)	-	(307.3)	(307.3)
	Impairment of goodwill	-	-	-	-	(103.8)	(103.8)
	Result from operations Shopping Centres Spain	**126.2**	**(50.5)**	**75.7**	**124.8**	**(409.1)**	**(284.2)**
UNITED STATES	Gross rental income	759.0	-	759.0	801.6	-	801.6
	Operating expenses and net service charges	(280.0)	-	(280.0)	(339.1)	-	(339.1)
	Net rental income	**479.0**	**-**	**479.0**	**462.5**	**-**	**462.5**
	Contribution of companies accounted for using the equity method	5.2	(17.2)	(12.0)	(1.2)	(99.4)	(100.6)
	Gains/losses on sales of properties	-	57.7	57.7	-	(28.5)	(28.5)
	Valuation movements on assets	-	(1,049.0)	(1,049.0)	-	(2,046.0)	(2,046.0)
	Impairment of goodwill	-	-	-	-	(710.4)	(710.4)
	Result from operations Shopping Centres United States	**484.2**	**(1,008.5)**	**(524.3)**	**461.3**	**(2,884.3)**	**(2,423.0)**
CENTRAL EUROPE	Gross rental income	191.2	-	191.2	203.9	-	203.9
	Operating expenses and net service charges	(29.7)	-	(29.7)	(12.8)	-	(12.8)
	Net rental income	**161.5**	**-**	**161.5**	**191.1**	**-**	**191.1**
	Contribution of companies accounted for using the equity method	24.2	(15.2)	9.0	28.9	(46.5)	(17.6)
	Gains/losses on sales of properties	-	6.8	6.8	-	0.1	0.1
	Valuation movements on assets	-	(38.1)	(38.1)	-	(270.4)	(270.4)
	Impairment of goodwill	-	(145.2)	(145.2)	-	(0.3)	(0.3)
	Result from operations Shopping Centres Central Europe	**185.7**	**(191.7)**	**(6.0)**	**220.0**	**(317.1)**	**(97.0)**
AUSTRIA	Gross rental income	112.3	-	112.3	97.0	-	97.0
	Operating expenses and net service charges	(24.0)	-	(24.0)	(10.9)	-	(10.9)
	Net rental income	**88.3**	**-**	**88.3**	**86.1**	**-**	**86.1**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	-	-	-	-	-
	Valuation movements on assets	-	(53.5)	(53.5)	-	(237.2)	(237.2)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres Austria	**88.3**	**(53.5)**	**34.8**	**86.1**	**(237.2)**	**(151.0)**
GERMANY	Gross rental income	116.0	-	116.0	131.6	-	131.6
	Operating expenses and net service charges	(24.8)	-	(24.8)	(17.5)	-	(17.5)
	Net rental income	**91.2**	**-**	**91.2**	**114.1**	**-**	**114.1**
	Contribution of companies accounted for using the equity method	1.4	(8.2)	(6.9)	1.8	(10.8)	(9.0)
	Gains/losses on sales of properties	-	(2.2)	(2.2)	-	(0.3)	(0.3)
	Valuation movements on assets	-	(219.9)	(219.9)	-	(246.4)	(246.4)
	Impairment of goodwill	-	(11.2)	(11.2)	-	(102.0)	(102.0)
	Result from operations Shopping Centres Germany	**92.6**	**(241.5)**	**(149.0)**	**115.8**	**(359.5)**	**(243.7)**

(1) Non-recurring activities include valuation movements, disposals, mark-to-market and termination costs of financial instruments, bond tender premiums, impairment of goodwill or recognition of negative goodwill, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.
(2) Following the transfer of one asset from United Kingdom region to France region in 2021, 2020 figures were accordingly restated.

Net result by segment on a proportionate basis (€Mn)		2021 Recurring activities	2021 Non-recurring activities(1)	2021 Result	2020 restated(2) Recurring activities	2020 restated(2) Non-recurring activities(1)	2020 restated(2) Result
SHOPPING CENTRES							
NORDICS	Gross rental income	121.2	-	121.2	115.8	-	115.8
	Operating expenses and net service charges	(13.9)	-	(13.9)	(15.1)	-	(15.1)
	Net rental income	**107.3**	**-**	**107.3**	**100.8**	**-**	**100.8**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	57.0	57.0	-	(0.0)	(0.0)
	Valuation movements on assets	-	(29.9)	(29.9)	-	(288.0)	(288.0)
	Impairment of goodwill	-	-	-	-	(132.2)	(132.2)
	Result from operations Shopping Centres Nordics	**107.3**	**27.0**	**134.4**	**100.8**	**(420.2)**	**(319.5)**
THE NETHERLANDS	Gross rental income	79.9	-	79.9	63.6	-	63.6
	Operating expenses and net service charges	(19.3)	-	(19.3)	(14.0)	-	(14.0)
	Net rental income	**60.6**	**-**	**60.6**	**49.6**	**-**	**49.6**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	(0.0)	(0.0)	-	(0.4)	(0.4)
	Valuation movements on assets	-	44.4	44.4	-	(168.8)	(168.8)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres The Netherlands	**60.6**	**44.4**	**105.0**	**49.6**	**(169.2)**	**(119.6)**
UNITED KINGDOM	Gross rental income	169.2	-	169.2	141.7	-	141.7
	Operating expenses and net service charges	(68.1)	-	(68.1)	(63.7)	-	(63.7)
	Net rental income	**101.1**	**-**	**101.1**	**78.0**	**-**	**78.0**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	-	-	-	-	-
	Valuation movements on assets(2)	-	(364.9)	(364.9)	-	(1,002.8)	(1,002.8)
	Impairment of goodwill	-	-	-	-	(320.5)	(320.5)
	Result from operations Shopping Centres United Kingdom	**101.1**	**(364.9)**	**(263.8)**	**78.0**	**(1,323.2)**	**(1,245.2)**
TOTAL RESULT FROM OPERATIONS SHOPPING CENTRES		**1,700.5**	**(2,173.2)**	**(472.8)**	**1,748.9**	**(7,873.6)**	**(6,124.7)**
OFFICES & OTHERS							
FRANCE	Gross rental income	37.2	-	37.2	62.0	-	62.0
	Operating expenses and net service charges	(2.3)	-	(2.3)	(6.0)	-	(6.0)
	Net rental income	**34.9**	**-**	**34.9**	**56.0**	**-**	**56.0**
	Contribution of companies accounted for using the equity method	(0.0)	0.2	0.1	-	-	-
	Gains/losses on sales of properties	-	74.3	74.3	-	(0.3)	(0.3)
	Valuation movements on assets	-	135.7	135.7	-	26.9	26.9
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Offices & Others France	**34.9**	**210.1**	**245.0**	**56.0**	**26.7**	**82.7**
OTHER COUNTRIES	Gross rental income	36.3	-	36.3	40.6	-	40.6
	Operating expenses and net service charges	(11.0)	-	(11.0)	(11.1)	-	(11.1)
	Net rental income	**25.3**	**-**	**25.3**	**29.4**	**-**	**29.4**
	Contribution of companies accounted for using the equity method	-	-	-	0.0	-	0.0
	Gains/losses on sales of properties	-	28.5	28.5	-	(1.4)	(1.4)
	Valuation movements on assets	-	21.5	21.5	-	(56.6)	(56.6)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Offices & Others Other countries	**25.3**	**50.0**	**75.3**	**29.4**	**(58.1)**	**(28.6)**
TOTAL RESULT FROM OPERATIONS OFFICES		**60.1**	**260.2**	**320.3**	**85.4**	**(31.4)**	**54.1**

(1) Non-recurring activities include valuation movements, disposals, mark-to-market and termination costs of financial instruments, bond tender premiums, impairment of goodwill or recognition of negative goodwill, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.
(2) Following the transfer of one asset from United Kingdom region to France region in 2021, 2020 figures were accordingly restated.

Net result by segment on a proportionate basis (€Mn)		2021 Recurring activities	2021 Non-recurring activities[1]	2021 Result	2020 restated[2] Recurring activities	2020 restated[2] Non-recurring activities[1]	2020 restated[2] Result
CONVENTION & EXHIBITION							
FRANCE	Gross rental income	96.8	-	96.8	81.0	-	81.0
	Operating expenses and net service charges	(65.3)	-	(65.3)	(74.9)	-	(74.9)
	Net rental income	**31.5**	**-**	**31.5**	**6.1**	**-**	**6.1**
	On-site property services net income	**23.7**	**-**	**23.7**	**6.0**	**-**	**6.0**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Valuation movements, depreciation, capital gains	(18.7)	(85.6)	(104.3)	(18.2)	(272.9)	(291.1)
	Impairment of goodwill	-	-	-	-	(8.2)	(8.2)
TOTAL RESULT FROM OPERATIONS C&E		**36.5**	**(85.6)**	**(49.1)**	**(6.1)**	**(281.1)**	**(287.2)**
Net property development and project management income		36.8	(17.7)	19.1	34.8	(36.1)	(1.3)
Other property services net income		22.7	(44.3)	(21.6)	15.8	(23.1)	(7.4)
Impairment of goodwill related to the property services		-	-	-	-	(241.8)	(241.8)
Corporate expenses		(214.4)	-	(214.4)	(213.7)	-	(213.7)
Depreciation of other tangible assets		(1.4)	-	(1.4)	(2.1)	-	(2.1)
Development expenses		(0.1)	-	(0.1)	(2.6)	-	(2.6)
Acquisition and other costs		-	(8.9)	(8.9)	-	(83.4)	(83.4)
NET OPERATING RESULT		**1,640.7**	**(2,069.6)**	**(428.9)**	**1,660.4**	**(8,570.6)**	**(6,910.3)**
Result from non consolidated companies		2.5	-	2.5	1.0	-	1.0
Financing result		(512.3)	(96.9)	(609.2)	(486.5)	(572.5)	(1,059.0)
RESULT BEFORE TAX		**1,130.9**	**(2,166.5)**	**(1,035.6)**	**1,174.9**	**(9,143.1)**	**(7,968.2)**
Income tax expenses		(14.6)	59.0	44.3	(19.7)	313.1	293.4
NET RESULT FOR THE PERIOD		**1,116.3**	**(2,107.5)**	**(991.3)**	**1,155.3**	**(8,830.0)**	**(7,674.8)**
External non-controlling interests		(111.0)	130.2	19.2	(98.7)	560.8	462.2
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		**1,005.3**	**(1,977.4)**	**(972.1)**	**1,056.6**	**(8,269.2)**	**(7,212.6)**

(1) Non-recurring activities include valuation movements, disposals, mark-to-market and termination costs of financial instruments, bond tender premiums, impairment of goodwill or recognition of negative goodwill, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.
(2) Following the transfer of one asset from United Kingdom region to France region in 2021, 2020 figures were accordingly restated.

4.4.1 GROSS RENTAL INCOME

REVENUE RECOGNITION

ACCOUNTING TREATMENT OF INVESTMENT PROPERTY LEASES

Assets leased are recorded in the statement of financial position as investment property assets. Gross rental revenue is recorded on a straight-line basis over the expected term of the lease. In case of an Investment Property Under Construction (IPUC), revenues are recognised once spaces are delivered to tenants.

For rent relief granted to tenants in relation to the COVID-19 pandemic and where such relief qualifies as a lease modification because the tenant agrees concessions (e.g. extension of a lease term or higher Sales Based Rent), IFRS 16 applies, under which, the relief is treated as a lease incentive which is straight-lined over the expected term of the lease as a reduction of the Gross Rental Income. Rent relief for which a counterpart is expected and not yet signed are part of the receivables on which an expected credit loss is calculated.

In accordance with IFRS 16, rent relief without changes to the lease contract or imposed by laws in force, such as in Austria, or pursuant to a provision in the existing lease contract allowing for rent modification, is directly charged to the income statement as a reduction of the Gross Rental Income.

Rent relief signed or expected to be signed, granted without any counterpart from the tenants are considered as a reduction of the receivables and are charged to the income statement as a reduction of the Gross Rental Income.

RENTS AND KEY MONEY

Gross rental income consists of rents and similar income (e.g. occupancy compensation, key money, parking revenues) invoiced for Shopping Centres and Offices & Others properties over the period.

Under IFRS 16, the effects of rent-free periods, step rents, other rents incentives and key money are spread over the expected term of the lease.

Gross rental income from the Convention & Exhibition segment includes turnover generated by the rental of exhibition space and the provision of unavoidable associated support services to this space.

GROSS RENTAL INCOME BY SEGMENTS ON A PROPORTIONATE BASIS

(€Mn excluding taxes)	2021	2020
Shopping Centres	**2,176.0**	**2,268.2**
France	481.9	566.5
Spain	145.3	146.6
United States	759.0	801.6
Central Europe	191.2	203.9
Austria	112.3	97.0
Germany	116.0	131.6
Nordics	121.2	115.8
The Netherlands	79.9	63.6
United Kingdom	169.2	141.7
Offices & Others	**73.5**	**102.5**
France	37.2	62.0
Other countries	36.3	40.6
Convention & Exhibition	**96.8**	**81.0**
Total	**2,346.3**	**2,451.7**

Gross rental income amounted to €2,346.3 Mn (€2,451.7 Mn as at December 31, 2020), a decrease of -4.3%. This decrease is mainly due to the negative impact of COVID-19 (rent relief, bankruptcies and increase of vacancy) and the disposals of assets in 2020 and 2021.

MINIMUM GUARANTEED RENTS UNDER LEASES ON A PROPORTIONATE BASIS

As at December 31, 2021, minimum future rents due under leases until the next possible termination date break down as follows:

Minimum future rents per year (€Mn)

Year	Shopping Centres	Offices & Others	Total
2022	1,706.2	76.4	1,782.6
2023	1,408.1	62.5	1,470.7
2024	1,115.0	57.8	1,172.8
2025	857.7	37.1	894.8
2026	667.6	32.8	700.4
2027	511.0	30.3	541.4
2028	377.4	27.0	404.4
2029	281.8	22.3	304.1
2030	212.7	20.5	233.2
2031	173.1	10.3	183.4
2032	112.2	2.5	114.7
Beyond	97.1	2.4	99.6
Total	**7,519.9**	**381.9**	**7,901.9**

4.4.2 OPERATING EXPENSES AND NET SERVICE CHARGES

The operating expenses and net service charges are composed of ground rents paid, net service charge expenses and property operating expenses.

GROUND RENTS PAID

GROUND LEASEHOLDS

Ground leaseholds are accounted for in accordance with IFRS 16 as described in note 5.1.1 "Investment properties - Accounting principles".

Buildings constructed on land under a lease agreement are recognised in accordance with the accounting principles described in note 5.1.1 "Investment properties - Accounting principles".

Ground rents correspond to variable lease payments (or straight-lining of initial payments) for properties built on land subject to leasehold or operated under an operating contract (concession). This item mainly applies to the Convention & Exhibition venue of Le Bourget and Porte de Versailles in Paris, to some shopping centres, in particular in France and to the airports in the US.

SERVICE CHARGE INCOME AND SERVICE CHARGE EXPENSES

In line with IFRS 15, the Group presented service charge income and service charge expenses separately.

The net of charges re-invoiced to tenants relates mainly to vacant premises.

PROPERTY OPERATING EXPENSES

These expenses comprise service charges borne by the owner, works-related expenses, litigation expenses, charges relating to doubtful accounts and expenses relating to property management, and expenses related to venue sites of the Convention & Exhibition segment.

4.4.3 NET PROPERTY SERVICES AND OTHER ACTIVITIES INCOME

REVENUE RECOGNITION

The net property services and other activities income consists of on-site property services, airport activities and other property services net income.

Revenues are recognised in accordance with IFRS 15.

Convention & Exhibition's contracts consist of occupancy agreements or short-term lease including provision of premises and services. Both provision of premises and services form an indivisible whole and should be combined into a single contract (and single performance obligation) for the purposes of IFRS 15 revenue recognition.

Revenues are recognised over the duration of premises lease according to the pro rata temporis method.

Other property services net income is recognised when the services are provided.

Revenues from other activities mainly cover:
- Fees for leasing, property management and maintenance services provided to Offices & Others and Shopping Centres. These fees are invoiced by property service companies for their property management activities on behalf of owners outside the Group; and
- Fees for property services received by companies in the Convention & Exhibition segment.

Other expenses comprise charges relating to property services, general costs and depreciation charges for related fixed assets.

(€Mn)	2021	2020
Net other income	**27.7**	**3.6**
Convention & Exhibition	5.0	(12.2)
Other property services	22.7	15.8

4.4.4 NET PROPERTY DEVELOPMENT AND PROJECT MANAGEMENT INCOME

REVENUE RECOGNITION

Property development and project management income relates to Development, Design and Construction (DD&C) business which provides three types of services: provision of design, development and ultimately construction of a property project.

Based on the analysis of existing contracts, DD&C services are not distinct as the customer cannot benefit from each service on its own or together with other resources readily available to the customer, because the services are bundled to generate a single commercial outcome. As such, the Group takes the view that the three types of contracts should be combined into a single contract (and single performance obligation) for the purposes of IFRS 15 revenue recognition.

Revenues from DD&C business consist of fixed price contracts. URW has elected to use the input method of calculating revenue over time, which in this case is costs incurred.

Expenses comprise construction costs and related project management costs.

4.4.5 ADMINISTRATIVE EXPENSES

This item comprises personnel costs, head office and Group administrative expenses, expenses relating to development projects and not capitalised and depreciation charges relating mainly to URW's headquarters in Paris and in the regions.

4.4.6 ACQUISITION AND OTHER COSTS

In 2021, acquisition and other costs amounted to -€8.9 Mn (-€83.4 Mn in 2020) and mainly comprise the re-branding costs of shopping centres in Continental Europe.

In 2020, this item comprised the integration costs of Westfield, including severance costs in the US and the UK, the re-branding of ten shopping centres in Continental Europe, consulting, IT system integration and the shutdown of the Sydney office. This also included -€44.6 Mn of non-recurring expenses related to the fees and expenses paid for the unrealised rights issue in November 2020.

4.5 OTHER INFORMATION BY SEGMENT ON A PROPORTIONATE BASIS

4.5.1 RECONCILIATION BETWEEN THE RESULTS BY SEGMENT AND THE INCOME STATEMENT OF THE PERIOD ON A PROPORTIONATE BASIS

FOR 2021

(€Mn)	Net rental income	Net property development and project management income, net property services and other activities income	Contribution of companies accounted for using the equity method	Administrative expenses	Result on disposal of investment properties and loss of control	Valuation movements on assets	Acquisition and other costs	Impairment of goodwill	Total
Shopping Centres									
France	417.2	-	28.7	-	(11.5)	(314.0)	-	-	120.5
Spain	126.2	-	-	-	0.0	(50.5)	-	-	75.7
United States	479.0	-	(12.0)	-	57.7	(1,049.0)	-	-	(524.3)
Central Europe	161.5	-	9.0	-	6.8	(38.1)	-	(145.2)	(6.0)
Austria	88.3	-	-	-	-	(53.5)	-	-	34.8
Germany	91.2	-	(6.9)	-	(2.2)	(219.9)	-	(11.2)[2]	(149.0)
Nordics	107.3	-	-	-	57.0	(29.9)	-	-	134.4
The Netherlands	60.6	-	-	-	(0.0)	44.4	-	-	105.0
United Kingdom	101.1	-	-	-	-	(364.9)	-	-	(263.8)
Total Shopping Centres	**1,632.5**	-	**18.8**	-	**107.8**	**(2,075.4)**	**-**	**(156.4)**	**(472.8)**
Offices & Others									
France	34.9	-	0.1	-	74.3	135.7	-	-	245.0
Others	25.3	-	-	-	28.5	21.5	-	-	75.3
Total Offices & Others	**60.2**	-	**0.1**	-	**102.8**	**157.2**	-	-	**320.3**
C&E[1]									
France	31.5	5.0	-	-	-	(85.6)	-	-	(49.1)
Not allocated	-	**59.5**	-	**(215.9)**	-	**(62.0)**	**(8.9)**	-	**(227.4)**
Total 2021	**1,724.2**	**64.5**	**18.9**	**(215.9)**	**210.6**	**(2,065.8)**	**(8.9)**	**(156.4)**	**(428.9)**

(1) Convention & Exhibition segment.
(2) Corresponds to the impairment of Westfield CentrO.

FOR 2020[2]

(€Mn)	Net rental income	Net property development and project management income, net property services and other activities income	Contribution of companies accounted for using the equity method	Administrative expenses	Result on disposal of investment properties and loss of control	Valuation movements on assets	Acquisition and other costs	Impairment of goodwill	Total
Shopping Centres									
France[2]	491.7	-	(51.8)	-	(56.9)	(1,623.7)	-	(0.8)	(1,241.4)
Spain	124.8	-	-	-	2.0	(307.3)	-	(103.8)	(284.2)
United States	462.5	-	(100.6)	-	(28.5)	(2,046.0)	-	(710.4)	(2,423.0)
Central Europe	191.1	-	(17.6)	-	0.1	(270.4)	-	(0.3)	(97.0)
Austria	86.1	-	-	-	-	(237.2)	-	-	(151.0)
Germany	114.1	-	(9.0)	-	(0.3)	(246.4)	-	(102.0)	(243.7)
Nordics	100.8	-	-	-	(0.0)	(288.0)	-	(132.2)	(319.5)
The Netherlands	49.6	-	-	-	(0.4)	(168.8)	-	-	(119.6)
United Kingdom[2]	78.0	-	-	-	-	(1,002.8)	-	(320.5)	(1,245.2)
Total Shopping Centres	**1,698.7**	-	**(178.9)**	-	**(84.0)**	**(6,190.5)**	-	**(1,370.0)**	**(6,124.7)**
Offices & Others									
France	56.0	-	-	-	(0.3)	26.9	-	-	82.7
Others	29.4	-	0.0	-	(1.4)	(56.6)	-	-	(28.6)
Total Offices & Others	**85.4**	-	**0.0**	-	**(1.7)**	**(29.7)**	-	-	**54.1**
C&E[1]									
France	6.1	(12.1)	-	-	-	(272.9)	-	(8.2)	(287.2)
Not allocated	**-**	**50.5**	-	**(218.5)**	-	**(59.2)**	**(83.4)**	**(241.8)**	**(552.4)**
Total 2020	**1,790.2**	**38.4**	**(178.9)**	**(218.5)**	**(85.7)**	**(6,552.4)**	**(83.4)**	**(1,620.0)**	**(6,910.3)**

(1) Convention & Exhibition segment.
(2) Following the transfer of one asset from United Kingdom region to France region in 2021, 2020 figures were accordingly restated.

4.5.2 STATEMENT OF FINANCIAL POSITION BY SEGMENT ON A PROPORTIONATE BASIS

FOR 2021

(€Mn)	Investment properties	Goodwill	Shares and investments in companies under the equity method	Other non current assets	Properties or shares held for sale	Other current assets	Total Assets	Total Liabilities excluding shareholders' equity
Shopping Centres								
France	12,422.9	731.0	430.4	54.2	-	228.5	13,866.9	528.2
Spain	3,489.9	-	-	35.1	-	39.8	3,564.9	274.2
United States	11,339.2	-	52.1	285.8	-	328.9	12,006.1	742.1
Central Europe	4,105.3	102.3	670.8	25.4	-	30.6	4,934.4	648.8
Austria	2,187.9	72.9	-	0.0	-	11.8	2,272.6	475.3
Germany	3,113.7	233.9	21.4	22.4	-	102.6	3,493.9	357.3
Nordics	2,717.7	-	-	13.7	174.4	48.5	2,954.2	503.2
The Netherlands	1,665.8	-	-	3.0	-	34.6	1,703.4	58.5
United Kingdom	2,384.9	-	-	190.7	-	176.1	2,751.8	324.5
Total Shopping Centres	**43,427.3**	**1,140.1**	**1,174.7**	**630.2**	**174.4**	**1,001.4**	**47,548.1**	**3,912.1**
Offices & Others								
France	1,909.1	-	19.9	94.6	-	41.9	2,065.4	50.4
Others	1,196.1	-	-	(0.0)	136.9	18.9	1,351.9	100.8
Total Offices & Others	**3,105.1**	**-**	**19.9**	**94.6**	**136.9**	**60.9**	**3,417.4**	**151.3**
C&E(1)								
France	2,501.9	-	-	140.7(2)	-	97.3	2,740.0	172.7
Not allocated	**-**	**10.3**	**-**	**976.0(3)**	**-**	**2,648.3(4)**	**3,634.5**	**30,730.3**
Total Dec. 31, 2021	**49,034.4**	**1,150.3**	**1,194.6**	**1,841.5**	**311.3**	**3,807.9**	**57,340.0**	**34,966.3**

(1) Convention & Exhibition segment.
(2) Relates mainly to tangible and intangible assets.
(3) Refers mainly to the derivatives and intangible assets.
(4) Includes mainly cash and cash equivalents.

FOR 2020[1]

(€Mn)	Investment properties	Goodwill	Shares and investments in companies under the equity method	Other non-current assets	Properties or shares held for sale	Other current assets	Total Assets	Total Liabilities excluding shareholders' equity
Shopping Centres								
France[1]	12,525.0	731.0	424.8	60.7	-	273.8	14,015.2	559.6
Spain	3,509.7	-	-	35.7	-	40.4	3,585.8	265.7
United States	11,623.5	-	59.8	301.0	146.9	355.7	12,486.8	750.0
Central Europe	4,347.0	255.4	679.5	15.9	-	42.4	5,340.2	681.6
Austria	2,221.2	72.9	-	0.0	-	24.1	2,318.2	499.5
Germany	3,212.9	245.1	24.7	23.9	26.1	124.7	3,657.4	371.5
Nordics	2,952.7	-	-	0.0	-	33.8	2,986.5	517.8
The Netherlands	1,550.1	-	-	9.4	-	29.4	1,588.9	42.6
United Kingdom[1]	2,557.8	-	-	215.9	-	168.6	2,942.3	312.4
Total Shopping Centres	**44,500.0**	**1,304.4**	**1,188.7**	**662.5**	**172.9**	**1,092.9**	**48,921.4**	**4,000.7**
Offices & Others								
France	1,771.1	-	-	191.5[3]	796.9	42.5	2,802.1	67.9
Others	1,237.6	-	-	(0.0)	68.3	20.3	1,326.2	85.4
Total Offices & Others	**3,008.7**	**-**	**-**	**191.5**	**865.2**	**62.8**	**4,128.3**	**153.3**
C&E[2]								
France	2,452.8	-	-	134.9[4]	-	68.5	2,656.2	156.6
Not allocated	**-**	**10.3**	**0.0**	**1,333.4[5]**	**-**	**2,460.7[6]**	**3,804.4**	**32,404.6**
Total Dec. 31, 2020 restated[1]	**49,961.5**	**1,314.7**	**1,188.7**	**2,322.4**	**1,038.2**	**3,684.9**	**59,510.3**	**36,715.3**

(1) Following the transfer of one asset from UK region to France region in 2021, 2020 figures were accordingly restated.
(2) Convention & Exhibition segment.
(3) Corresponds mainly to the operating assets among which the Group's headquarters.
(4) Relates mainly to tangible and intangible assets.
(5) Refers mainly to the derivatives and intangible assets.
(6) Includes mainly cash and cash equivalents.

4.5.3 INVESTMENTS BY SEGMENT ON A PROPORTIONATE BASIS

	2021			2020		
(€Mn)	Investments in investment properties at fair value	Investments in investment properties at cost[2]	Total investments	Investments in investment properties at fair value	Investments in investment properties at cost[2]	Total investments
Shopping Centres						
France[3]	265.6	20.8	286.4	321.7	21.3	342.9
Spain	9.0	21.8	30.8	42.5	29.4	72.0
United States	128.4	2.0	130.4	140.6	15.0	155.6
Central Europe	15.3	3.7	19.0	13.1	3.9	17.0
Austria	19.8	0.3	20.1	24.5	-	24.5
Germany	13.4	108.4	121.9	16.2	105.9	122.2
Nordics	20.2	11.8	32.1	14.3	2.3	16.6
The Netherlands	71.1	-	71.1	131.9	0.0	131.9
United Kingdom[3]	22.4	3.9	26.2	29.1	5.9	34.9
Total Shopping Centres	**565.3**	**172.7**	**738.0**	**733.8**	**183.8**	**917.5**
Offices & Others						
France	86.0	41.7	127.7	111.1	18.5	129.6
Others	53.1	50.0	103.1	38.9	61.1	100.0
Total Offices & Others	**139.1**	**91.7**	**230.8**	**150.0**	**79.6**	**229.7**
C. & E.[1]						
France	27.4	-	27.4	22.9	-	22.9
Total	**731.9**	**264.4**	**996.2**	**906.7**	**263.4**	**1,170.1**

(1) Convention & Exhibition segment.
(2) Before transfer between category of investment property.
(3) Following the transfer of one asset from United Kingdom region to France region in 2021, 2020 figures were accordingly restated.

NOTE 5. INVESTMENT PROPERTIES, TANGIBLE AND INTANGIBLE ASSETS, GOODWILL

5.1 INVESTMENT PROPERTIES

5.1.1 ACCOUNTING PRINCIPLES

INVESTMENT PROPERTIES (IAS 40 & IFRS 13)

In accordance with IAS 40, investment properties are shown at their market value. According to IFRS 13, the fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). Expectations about future improvements or modifications to be made to the property interest to reflect its highest and best use have to be considered in the appraisal, such as the renovation of or an extension to the property interest.

URW complies with the IFRS 13 fair value measurement rule and the position paper(1) on IFRS 13 established by EPRA, the representative body of the publicly listed real estate industry in Europe.

Transaction costs incurred for an asset deal are capitalised in the value of the investment property. Capitalised expenses include capital expenditures, evictions costs, capitalised financial interests, external letting fees invoiced by third parties and other internal costs related to development projects.

In accordance with IFRS 16 and IAS 40, the right-of-use assets arising from leased property which meet the definition of an investment property are measured at fair value.

Investment Properties Under Construction (IPUC) are covered by IAS 40 and are eligible to be measured at fair value. In accordance with the Group's investment properties valuation method, they are measured at fair value by a qualified external appraiser twice a year. Projects for which the fair value is not reliably determinable are measured at cost until such time that a fair value measurement becomes reliable, or until one year before the construction completion.

According to the Group, a development project is eligible for a fair value measurement once all three of the following criteria are fulfilled:

- All administrative authorisations needed to complete the project are obtained;
- The construction has started and costs are committed toward the contractor; and
- Substantial uncertainty in future rental income has been eliminated.

If the time to delivery is less than one year, the project is accounted for at fair value.

For properties measured at fair value, the market value adopted by URW is determined on the basis of appraisals by qualified independent external experts, who value the Group's portfolio as at June 30 and December 31 of each year. The gross value is reduced by disposal costs and transfer taxes(2), depending on the country and on the tax situation of the property, in order to arrive at a net market value.

For the Shopping Centres and Offices & Others portfolios, the independent appraisers determine the fair market value based on the results of two methods: the discounted cash flow methodology as well as the yield methodology. Furthermore, the resulting valuations are cross-checked against the initial yield, value per sqm and the fair market values established through actual market transactions.

Appraisers have been given access to all information relevant for valuations, such as the Group's confidential rent rolls, including information on vacancy, break options, expiry dates and lease incentives, performance indicators (e.g. footfall and sales where available), letting evidence and the Group's cash flow forecasts from annually updated detailed asset business plans. Appraisers make their independent assessments of current and forward looking cash flow profiles and usually reflect risk either in the cash flow forecasts (e.g. future rental levels, growth, investment requirements, void periods and incentives, rent relief and lower variable rents in the context of the COVID-19 pandemic), in the applied required returns or discount rates and in the yield applied to capitalise the exit rent to determine an exit value.

The sites of the Convention & Exhibition portfolio are qualified as Investment property.

For the Convention & Exhibition portfolio, the valuation methodology adopted is mainly based on a discounted cash flow model applied to the total net income projected over the life of the concession, or over the life of the long-term lease (notably the Porte de Versailles long-term lease) or leasehold if it exists, or otherwise over a ten-year period, with an estimate of the asset value at the end of the given time period, based either on the residual contractual value for concessions or on capitalised cash flows over the last year. The valuations carried out by the appraisers took into account total net income, which comprised net rents and ancillary services, as well as net income from car parks. The cost of maintenance works, major repairs, refurbishments, redevelopments and extensions, as well as concession or leasehold fees, are included in projected cash flow figures.

The income statement for a given year (Y) records the change in value for each property, which is determined as follows:
market value Y – [market value Y-1 + amount of works and other costs capitalised in year Y].

Capital gains on disposals of investment properties are calculated by comparison with their latest market value recorded in the closing statement of financial position for the previous financial year.

Properties under construction carried at cost are subject to impairment tests, determined on the basis of the estimated recoverable value of the project. The recoverable value of a project is assessed, for significant projects by a qualified external appraiser and for others internally by the Development & Investment teams through the expected delivery date, expected development costs, and considering a market exit capitalisation rate and the expected net rents. When the estimated recoverable value is lower than net book value, an impairment provision is recorded.

Properties held for sale are identified separately in the statement of financial position.

(1) EPRA position paper on IFRS 13 – Fair value measurement and illustrative disclosures, February 2013.
(2) Transfer taxes are valued on the assumption that the property is sold directly, even though the cost of these taxes would, in certain cases, be reduced if the property's holding company would be sold.

5.1.2 INVESTMENT PROPERTIES AT FAIR VALUE - IFRS BASIS

(€Mn)	Dec. 31, 2021	Dec. 31, 2020[1]
Shopping Centres	**33,797.0**	**34,893.3**
France	11,971.6	12,087.3
Spain	3,348.7	3,302.3
United States	5,151.1	5,354.4
Central Europe	3,692.6	4,160.7
Austria	2,187.9	2,221.2
Germany	1,804.8	1,899.0
Nordics	2,705.2	2,940.1
The Netherlands	1,665.8	1,550.1
United Kingdom	1,269.3	1,378.2
Offices & Others	**2,343.6**	**2,278.1**
France	1,754.9	1,633.1
Other countries	588.7	645.0
Convention & Exhibition	**2,501.4**	**2,452.2**
Total	**38,642.1**	**39,623.6**

(1) Following the transfer of one asset from UK region to France region in 2021, 2020 figures were accordingly restated.

The decrease is explained in the table below.

(€Mn)	Shopping Centres	Offices & Others	Convention & Exhibition	Total investment properties	Properties held for sale	Total
Dec. 31, 2019	**38,971.4**	**2,977.3**	**2,641.2**	**44,589.9**	**2,066.6**	**46,656.5**
Acquisitions	16.5	2.1	-	18.6	-	18.6
Entry into scope of consolidation	540.8	-	-	540.8	-	540.8
Capitalised expenses	586.3	118.9	22.8	728.0	-	728.0
Disposals/exits from the scope of consolidation	(84.9)	(38.9)	-	(123.8)	(2,066.6)	(2,190.4)
Reclassification and transfer of category	(150.4)	(764.8)	5.1	(910.1)	907.7	(2.5)
Discounting impact	1.3	-	-	1.3	-	1.3
Valuation movements	(4,458.3)	(0.9)	(216.9)	(4,676.2)	-	(4,676.2)
Currency translation	(529.2)	(15.7)	-	(544.8)	-	(544.8)
Dec. 31, 2020	**34,893.3**	**2,278.1**	**2,452.2**	**39,623.6**	**907.7**	**40,531.3**
Acquisitions	0.3	-	-	0.3	-	0.3
Entry into scope of consolidation	183.0	-	-	183.0	-	183.0
Capitalised expenses[1]	408.4	92.9	27.4	528.8	(0.9)	527.9
Disposals/exits from the scope of consolidation[2]	(670.3)	(118.7)	-	(789.0)	(912.3)	(1,701.3)
Reclassification and transfer of category[3]	(307.7)	(96.2)	128.3	(275.6)	270.4	(5.2)
Discounting impact	1.2	-	-	1.2	-	1.2
Valuation movements[4]	(1,176.8)	167.2	(106.6)	(1,116.2)	-	(1,116.2)
Currency translation	465.6	20.2	-	485.9	5.5	491.4
Dec. 31, 2021	**33,797.0**	**2,343.6**	**2,501.4**	**38,642.1**	**270.4**	**38,912.5**

(1) Capitalised expenses mainly relate to:
- Shopping Centres in France and The Netherlands;
- Offices in France; and
- Convention & Exhibition sites such as Parc des Expositions in Porte de Versailles.

(2) Includes the disposals of SHiFT, Les Villages 3, 4 and 6 and Le Blériot in France, Q-Huset office building in Täby in Sweden, the disposal of a 60% stake in Aupark in Slovakia as well as the US assets under foreclosure (Westfield Sarasota, Westfield Citrus Park, Westfield Countryside, Westfield Broward and Wesfield Palm Desert) (see note 1.1.2 Acquisitions /Disposals in 2021).

(3) Includes:
- The reclassification from IPUC at cost to IPUC at fair value (mainly Garbera extension); and
- The revaluation of the financial lease in Le Bourget (€128.3 Mn) and LAX Airport (-€238.0 Mn).

(4) The negative valuation movements in the Shopping Centres resulted mainly from an increase of discount rates and exit capitalisation rates.

VALUATION ASSUMPTIONS AND SENSITIVITY OF THE FULLY CONSOLIDATED ASSETS

Considering the limited public data available, the complexity of real estate asset valuations, as well as the fact that appraisers use in their valuations the non-public rent rolls of the Group's assets, URW believes it is appropriate to classify its assets under Level 3 as per IFRS 13. The COVID-19 pandemic has no impact on the methodology applied. In addition, unobservable inputs, including appraisers' assumption on growth rates and exit capitalisation rates, are used by appraisers to determine the fair value of URW's assets.

As at December 31, 2021, 96% of URW's portfolio was appraised by qualified independent appraisers.

The net outstanding balances of deferred lease incentives and key money amortised over the expected term of the lease, which corrected the appraisal value, represented -€151.3 Mn (-€130.6 Mn as at December 31, 2020).

The following tables provide a number of quantitative elements used by the appraisers to assess the fair valuation of the Group's assets.

SHOPPING CENTRES

All shopping centres are valued using the discounted cash flow (DCF) and/or yield methodologies.
The table below only includes fully consolidated assets.

Shopping Centres – Dec. 31, 2021		Net Initial Yield	Rent in € per sqm[a]	Discount Rate[b]	Exit Captialisation Rate[c]	CAGR of NRI[d]
France	Max	6.9%	855	9.5%	10.7%	16.5%
	Min	3.8%	158	5.8%	4.0%	(0.5%)
	Weighted average	4.4%	552	6.1%	4.3%	4.5%
Central Europe	Max	7.6%	604	8.5%	8.6%	3.9%
	Min	4.8%	236	6.7%	5.0%	2.1%
	Weighted average	5.2%	405	7.1%	5.2%	3.0%
Spain	Max	8.7%	545	11.8%	8.0%	3.8%
	Min	4.4%	126	7.0%	4.5%	2.6%
	Weighted average	4.9%	356	7.4%	4.8%	3.3%
Nordics	Max	5.0%	428	7.3%	5.2%	5.7%
	Min	3.8%	270	6.4%	4.3%	3.9%
	Weighted average	4.3%	370	6.7%	4.6%	4.4%
Germany	Max	8.1%	468	8.9%	7.0%	3.8%
	Min	4.3%	213	6.2%	4.4%	2.2%
	Weighted average	5.0%	301	6.8%	4.9%	3.3%
Austria	Max	4.9%	404	6.4%	4.4%	2.9%
	Min	4.6%	328	6.3%	4.4%	2.3%
	Weighted average	4.7%	364	6.4%	4.4%	2.6%
The Netherlands	Max	8.1%	365	8.4%	7.6%	5.3%
	Min	4.4%	151	5.5%	4.6%	1.9%
	Weighted average	5.1%	279	6.1%	5.2%	4.3%
US	Max	8.1%	1,736	9.5%	7.5%	12.1%
	Min	3.4%	324	6.0%	4.3%	3.0%
	Weighted average	4.1%	716	6.5%	4.9%	7.1%

Net Initial Yield (NIY), Discount Rate (DR) and Exit Capitalisation Rate (ECR) weighted by GMV. Vacant assets, assets considered at bid value and assets under restructuring are not included in Min and Max calculation. Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in this table neither is the UK asset.

(a) Average annual rent (Minimum Guaranteed Rent (MGR) + Sales Based Rent (SBR)) per asset per sqm.
(b) Rate used to calculate the net present value of future cash flows.
(c) Rate used to capitalise the exit rent to determine the exit value of an asset.
(d) Compound Annual Growth Rate (CAGR) of Net Rental Income (NRI) determined by the appraiser (between six and ten years depending on the duration of the DCF model used).

A change of +25 basis points in NIY, the main output of the appraisal models, would result in a downward adjustment of -€1,796 Mn (or -5.2%) of URW's Shopping Centre portfolio value for assets fully consolidated (excluding assets under development, the Westfield trademark and the airport activities).

A change of +25 basis points in DR would have a negative impact of -€580 Mn (or -1.7%) on URW's Shopping Centre portfolio value for assets fully consolidated (excluding assets under development, the Westfield trademark and the airport activities).

A change of +10 basis points in ECR would have a negative impact of -€526 Mn (or -1.5%) on URW's Shopping Centre portfolio value for assets fully consolidated (excluding assets under development, the Westfield trademark and the airport activities).

A decrease of -5% in appraisers' Estimated Rental Value (ERV) assumptions for the leases to be signed during the model period would have a negative impact of -€1,316 Mn (or -3.8%) on URW's Shopping Centre portfolio value for assets fully consolidated (excluding assets under development, the Westfield trademark and the airport activities).

OFFICES & OTHERS

A change of +25 basis points in NIY, the main output of the appraisal models, would result in a downward adjustment of -€127 Mn (-6.3%) of URW's Offices & Others portfolio value for assets fully consolidated (occupied and vacant spaces, excluding assets under development).

CONVENTION & EXHIBITION

A change of +25 basis points in the weighted average cost of capital (WACC) as determined at December 31, 2021, would result in a downward adjustment of -€96.7 Mn (or -4.5%) of the Convention & Exhibition portfolio value.

5.1.3 INVESTMENT PROPERTIES UNDER CONSTRUCTION AT COST – IFRS BASIS

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Shopping Centres	**897.2**	**875.9**
France	229.0	258.2
Spain	140.3	206.5
United States	38.2	33.5
Central Europe	34.4	36.2
Austria	-	-
Germany	410.8	302.6
Nordics	12.5	12.6
The Netherlands	-	-
United Kingdom	32.0	26.3
Offices & Others	**458.6**	**448.3**
France	106.0	137.9
Other countries	352.6	310.4
Convention & Exhibition	-	-
Total	**1,355.8**	**1,324.1**

As at December 31, 2021, assets under construction valued at cost are notably:
- Office developments such as Sisters in La Défense; and
- Mixed-used projects such as Westfield Hamburg - Überseequartier.

Assets still stated at cost were subject to impairment tests as at December 31, 2021. Allowances were recorded for a total amount of €40.1 Mn in 2021.

(€Mn)	Gross value	Impairment	Total investment properties at cost	Properties held for sale	Total
Dec. 31, 2019	**1,322.1**	**(178.7)**	**1,143.3**	**61.5**	**1,204.8**
Acquisitions	-	-	-	-	-
Capitalised expenses	251.9	-	251.9	-	251.9
Disposals/exits from the scope of consolidation	(3.3)	-	(3.3)	(0.7)	(4.1)
Reclassification and transfer of category	(13.7)	-	(13.7)	33.7	20.0
Impairment / reversal	-	(46.2)	(46.2)	-	(46.2)
Currency translation	(9.4)	1.5	(7.9)	-	(7.9)
Dec. 31, 2020	**1,547.6**	**(223.4)**	**1,324.1**	**94.4**	**1,418.5**
Acquisitions(1)	12.1	-	12.1	-	12.1
Capitalised expenses(2)	249.7	-	249.7	0.2	249.9
Disposals/exits from the scope of consolidation(3)	(93.1)	-	(93.1)	(62.4)	(155.5)
Reclassification and transfer of category(4)	(105.5)	(1.0)	(106.6)	8.7	(97.8)
Write off	(8.4)	8.4	-	-	-
Impairment / reversal	-	(40.1)	(40.1)	-	(40.1)
Currency translation	10.8	(1.1)	9.6	-	9.6
Dec. 31, 2021	**1,613.1**	**(257.3)**	**1,355.8**	**40.9**	**1,396.7**

(1) Mainly acquisition of building rights which were then sold over the period.
(2) Capitalised expenses mainly refer to investments in development projects Westfield Hamburg - Überseequartier and Triangle before its disposal.
(3) Includes the disposal of the Triangle development project, now accounted for using the equity method (see note 1.1.2 Acquisitions /Disposals in 2021).
(4) Includes the reclassification from IPUC at fair value to IPUC at cost (mainly Garbera extension).

5.2 TANGIBLE ASSETS

5.2.1 ACCOUNTING PRINCIPLES

Under the preferential method proposed by IAS 16, operating assets are valued at their historic cost, less cumulative depreciation and any decrease in value. Depreciation is calculated using the "component accounting" method, where each asset is broken down into major components based on their useful life. The four components of a property are the main structure, the facade, technical equipment and finishing fixtures and fittings, depreciated respectively over 60, 30, 20 and 15 years for Offices & Others properties and 35, 25, 20 and 15 years for Shopping Centres assets.

If the appraisal value of a property is lower than net book value, an impairment provision is recorded.

5.2.2 CHANGES IN TANGIBLE ASSETS

Net value (€Mn)	Operating assets[1]	Furniture and equipment	Right-of-use assets	Total
Dec. 31, 2019	**144.7**	**125.8**	**74.1**	**344.5**
Acquisitions and capitalised expenses	0.4	19.1	-	19.5
Reclassification	-	(15.9)	(11.7)	(27.6)
Disposals/exits from the scope of consolidation	-	(4.7)	-	(4.7)
Depreciation	(2.0)	(24.4)	(10.2)	(36.7)
Impairment/reversal	-	(11.1)	-	(11.1)
Currency translation	-	(5.4)	0.5	(4.9)
Dec. 31, 2020	**143.2**	**83.4**	**52.6**	**279.2**
Acquisitions and capitalised expenses	0.1	16.5	-	16.5
Reclassification	-	(0.6)	25.4	24.7
Disposals/exits from the scope of consolidation	(141.9)	(1.2)	-	(143.1)
Depreciation	(1.4)	(24.0)	(12.5)	(37.9)
Impairment/reversal[2]	-	2.6	-	2.6
Currency translation	-	3.7	0.1	3.8
Dec. 31, 2021	**-**	**80.4**	**65.5**	**145.9**

(1) Related to the headquarters of the Group located at 7 Place Adenauer (Paris) (see note 1.1.2 Acquisitions /Disposals in 2021).
(2) Impairment/reversal on Viparis assets according to the external appraisals.

5.3 INTANGIBLE ASSETS

5.3.1 ACCOUNTING PRINCIPLES

INTANGIBLE ASSETS (IAS 38)/IMPAIRMENT OF ASSETS (IAS 36)

An intangible asset is recognised when it is identifiable and separable and can be sold, transferred, licensed, rented, or exchanged, either individually or as part of a contract with an attached asset or a liability, or which arises from contractual or other legal rights regardless of whether those rights are transferable or separable. After initial recognition, intangible assets are recognised at cost less any amortisation charges and impairment losses.

Intangible assets with a finite life are amortised on a linear basis over the life of the asset.

Intangible assets with an indefinite useful life are not amortised.

The useful life of intangible asset is reviewed each year.

An impairment test is carried out whenever there is an indication of impairment and, at least annually, for intangible assets with an indefinite useful life. The impairment test consists of comparing the book value with the recoverable amount of the intangible. The recoverable amount of an asset is the maximum between its fair value less disposal costs and its value in use. The fair value of each asset is individually determined by qualified independent external appraisers using the DCF methodology. If the appraisal value of an intangible asset is lower than net book value, an impairment is recorded.

The intangible assets arise from:
- The Property Management (PM) business in the US and the UK;
- The Development, Design & Construction (DD&C) business in the US and the UK;
- The Airport activities in the US;
- The Westfield trademark;
- Rights and exhibitions: mainly Viparis entities; and
- Other intangible assets.

Intangible assets for PM, DD&C and Airport relate to the value of the customer contracts identified for these activities at the date of acquisition of Westfield. They correspond to contracts with shopping centres held through joint-ventures in accordance with IFRS 11 and to contracts with airport operators and/or local authorities. Customer contracts were separately analysed for Flagship and Regional centres as they present different features.

The incremental value of the Westfield trademark corresponds to the portion of the trademark value that is not captured in the shopping centre values.

The useful life of the PM contracts with Flagship centres are considered indefinite since the PM contracts have no termination date and URW shall remain the sole property manager as long as it is the co-owner of the shopping centres. The useful life of the Westfield trademark is also considered indefinite. As a consequence, all these assets are not amortised and tested for impairment.

Other assets are amortised over their remaining useful life:
- PM contracts with Regionals: three years;
- DD&C contracts: between one to four years; and
- Airport activities: three years.

5.3.2 CHANGES IN INTANGIBLE ASSETS

Net value (€Mn)	PM / DD&C / Airport[2]	Trademark	Rights and exhibitions	Other intangible assets	Total
Dec. 31, 2019	**377.3**	**425.8**	**165.3**	**16.0**	**984.4**
Acquisitions	-	-	-	8.9	8.9
Amortisation	(72.3)	-	(2.0)	(15.9)	(90.2)
Impairment / reversal	13.1	-	(44.6)	-	(31.5)
Currency translation	(22.1)	-	-	(1.4)	(23.6)
Reclassification	-	-	-	28.2	28.2
Dec. 31, 2020	**296.0**	**425.8**	**118.7**	**35.9**	**876.3**
Acquisitions	-	-	-	8.0	8.0
Amortisation	(31.9)	-	(2.0)	(15.7)	(49.6)
Impairment / reversal[1]	(30.1)	-	18.4	-	(11.7)
Currency translation	20.0	-	-	1.3	21.3
Reclassification	-	-	-	0.6	0.6
Dec. 31, 2021	**253.9**	**425.8**	**135.1**	**30.0**	**844.8**

(1) The amount of impairment mainly relates to the PM business in the UK, partly offset by the reversal of impairment of the Convention & Exhibition's intangible assets.
(2) As at December 31, 2021, the Airport activities in the US are fully amortised as well as the DD&C in the UK.

One of the main assumptions used to value the PM, DD&C and the Trademark is the DR which stands between 8.0% and 10.0%.

PM AND DD&C

A change of +25 basis points in the DR of the PM and DD&C's intangible assets as determined at December 31, 2021, would result in an additional impairment of -€9.4 Mn.

A change of -10 basis points in the long term growth rate of the PM and DD&C's intangible assets as determined at December 31, 2021, would result in an additional impairment of -€2.8 Mn.

TRADEMARK

For the Trademark, the impairment test performed was based on an independent external appraisal and no impairment was required.

A change of +25 basis points in the DR of the Trademark as determined at December 31, 2021, would not lead to any impairment of the intangible assets. An impairment would be necessary with a change of +26 basis points in the DR.

A change of -10 basis points in the long-term growth rate of the Trademark as determined at December 31, 2021, would not lead to any impairment of the intangible assets. An impairment would be necessary with a change of -36 basis points in the long term growth rate.

RIGHTS AND EXHIBITIONS

As at December 31, 2021, impairment tests were performed on the intangible assets relating to the Viparis entities based on the valuations of independent external appraisers and a reversal of impairment of +€18.4 Mn was recognised.

A change of +25 basis points in the WACC of Viparis intangible assets as determined at December 31, 2021, would result in a negative adjustment of -€29.3 Mn (-6.5%) on the appraisal value of the intangible assets and would lead to an additional impairment of -€10.4 Mn.

5.4 GOODWILL

5.4.1 ACCOUNTING PRINCIPLES

The accounting rules for business combinations comply with IFRS 3 Revised.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

IFRS 3 (revised) stipulates a maximum period of 12 months from the acquisition date for the accounting of the acquisition to be finalised: adjustments to values applied must be related to facts and circumstances existing at the acquisition-date. Therefore, beyond this 12-month period, any earn-out adjustment must be recognised in income for the fiscal year unless the additional consideration is an equity instrument.

Where a business is acquired in stages, the previous investment is remeasured at fair value at the date if and when the control is transferred. Any difference between fair value and net book value of this investment is recognised in income.

Any change in the Group's interest in an entity that results in a loss of control is recognised as a gain/loss on disposal and the remaining interest is remeasured at fair value with the change being recognised in income.

A transaction that does not affect control (additional acquisition or disposal) is accounted for as an equity transaction between the Group share and the non-controlling interest share without an impact on profit or loss and/or a goodwill adjustment.

GOODWILL SUBSEQUENT MEASUREMENT AND IMPAIRMENT

Goodwill is carried at cost less any accumulated impairment losses. In compliance with IAS 36, the Group performs impairment testing to determine if there is any indication of impairment, at least once a year or whenever there is an indication of impairment. For the purposes of this test, assets are grouped into Cash Generating Units (CGUs).

CGUs are standardised groups of assets whose continued use generates cash inflows that are largely separate from those generated by other asset groups.

An impairment loss must be recognised whenever the recoverable value of the goodwill is less than its carrying amount. Impairment losses relating to the value of goodwill cannot be reversed.

GOODWILL RELATING TO OPTIMISED VALUE OF DEFERRED TAXES

Goodwill may arise on acquiring an asset via a share deal, where the Group inherits the fiscal basis of the assets. It is measured by the difference between the deferred taxes accounted for in the balance sheet according to IAS 12, and an estimate of the effective taxes to be paid in case of a share deal. Therefore, in this case the impairment test consists in a comparison between the accounting value of the goodwill and the potential tax optimisation existing at the date of reporting.

GOODWILL RELATING TO FEE BUSINESS

This goodwill relates to the following activities: PM, Airport and DD&C.

Impairment tests are performed annually or when an impairment indicator is identified and are based on valuations performed by independent external appraisers, using the DCF method.

The values attributable to the PM business were allocated to the United States (US), the United Kingdom (UK) and Germany, the values attributable to the DD&C business were allocated to the US and the UK and the value of the Airport activities was allocated to the US, based on independent external valuation.

The goodwill relating to the fee business in the US and the UK was fully impaired during fiscal year 2020.

GOODWILL RELATING TO SYNERGIES AND WORKFORCE

Goodwill relating to the Westfield Corporation acquisition has been allocated per geographical segment as it is the lowest level within the Group at which goodwill is monitored.

The allocation per geographical segment was performed based on the cost and revenue synergies expected to be generated as a result of the business combination.

The expected cost and revenue synergies were allocated to the US, the UK, France Retail, Spain, Central Europe and the Nordics.

The amount related to the value of the workforce acquired was allocated to the US and the UK.

The goodwill allocated to the US, the UK, Spain and the Nordics was fully impaired during fiscal year 2020.

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Impairment test:

Since the geographical segments are the lowest level within the URW company at which goodwill is monitored, for internal management purposes, the impairment test is performed at geographical segment level and, as a result, in accordance with IAS 36 for a group of CGUs.

The geographical segments to which goodwill has been allocated are tested for impairment by comparing the net asset value of the geographical segment (as presented in the note 4.5.2 "Statement of financial position by segment on a proportionate basis") with the recoverable value which is determined as the higher of the fair value less cost of disposal and its value in use.

The recoverable value is determined on value in use based on the DCF derived from the five-year Business Plan ("5YBP") approved by the Management Board and the Supervisory Board.

Although using the same method and impairment test model as the ones used by the Group in 2019 and 2020, current uncertainties about the impact of COVID-19 on the broader economy, the shape of the economic recovery and the impact on the business of the Group were taken into account in the cash flows and in the main assumptions used for the impairment tests.

The Group performs comprehensive impairment tests of the goodwill allocated to each geographical segment at the end of December, based on:

- The results of the five-Year Business Plan ("5YBP") exercise for 2022-2026 per geographical segment (including detailed profit and loss statements, proposed capital expenditures and disposals);
- The discount rates before tax per geographical segment based on a calculation of the WACC per region which reflect the current market assessment of the interest rates and the specific risks associated with each geographical segment as at December 31, 2021. These discount rates were also compared with the discount rates used by appraisers for the valuation of Investment Properties as at December 31, 2021, and the consistency between those was ensured;
- An allocation of the Group's corporate administrative expenses to the geographical segments, as a percentage of their respective NRI; and
- A DCF calculation for each geographical segment on a ten-year basis, consistent with the method applied by the Group's appraisers, and a discounted terminal value, to which a long-term growth rate estimated as at December 31, 2021, is applied.

A comparison has been performed for each geographical segment, between:

- The value in use of the geographical segment at the end of December, as determined above; and
- The net asset value of the geographical segment at the end of December, including the intangible assets and goodwill allocated, based on the segment reporting disclosed in the note 4.5.2 "Statement of financial position by segment on a proportionate basis".

GOODWILL RELATING TO THE ABILITY TO GENERATE DEVELOPMENT PROJECTS

This goodwill relates to URW Germany business.

Impairment tests performed on this goodwill are based on an independent external appraisal, performed once a year as at December 31, or when there is an indication of impairment, and using the DCF method.

5.4.2 CHANGES IN GOODWILL

As at December 31, 2021, the goodwill breaks down as follows:

Net Value (€Mn)	Dec. 31, 2020	Disposal	Impairment	Currency translation	Dec. 31, 2021
Optimised value of deferred taxes	199.5	(23.0)	-	-	176.6
Fee business	119.3	-	-	-	119.3
Synergies, workforce and ability to generate development projects	929.3	-	(145.9)	-	783.4
Total URW	**1,248.1**	**(23.0)**	**(145.9)**	**-**	**1,079.2**

The allocation of the goodwill per geographical segment breaks down as follows:

(€Mn)	France Retail	Central Europe	Austria	Germany	Other	Total
Goodwill Dec. 31, 2020	**731.0**	**255.4**	**72.9**	**178.5**	**10.3**	**1,248.1**
Disposal	-	(23.0)	-	-	-	(23.0)
Impairment	-	(145.2)	-	(0.7)	-	(145.9)
Currency translation	-	-	-	-	-	-
Goodwill Dec. 31, 2021	**731.0**	**87.3**	**72.9**	**177.8**	**10.3**	**1,079.2**

The Group performs an impairment test for each category of goodwill.

GOODWILL RELATING TO OPTIMISED VALUE OF DEFERRED TAXES

The decrease of -€23.0 Mn in Central Europe is due to the impact of the disposal of a 60% stake in Aupark, which goodwill was justified by tax optimisation (see note 1.1.2 Acquisitions /Disposals in 2021).

As at December 31, 2021, no additional impairment was recognised.

GOODWILL RELATING TO FEE BUSINESS

As at December 31, 2021, no additional impairment was recognised.

GOODWILL RELATING TO SYNERGIES, WORKFORCE AND ABILITY TO GENERATE DEVELOPMENT PROJECTS

As at December 31, 2021, an impairment of -€0.7 Mn was recognised for the goodwill relating to the ability to generate development projects in Germany.

As at December 31, 2021, an impairment of -€145.2 Mn was recognised in Central Europe.

The main assumptions for calculating the enterprise value are the weighted average costs of capital (WACC), the long-term growth rates (LTGR) and the CAGR of NRI displayed in the table below.

	France Retail	Central Europe
Dec. 31, 2020		
WACC before tax in %	*6.00%*	*6.85%*
LTGR in %	*1.40%*	*2.30%*
CAGR of NRI in %	*3.82%*	*2.66%*
Dec. 31, 2021		
WACC before tax in %	*6.00%*	*8.00%*
LTGR in %	*1.40%*	*2.20%*
CAGR of NRI in %	*4.41%*	*2.98%*

An increase in the WACC, a decrease in the LTGR or a decrease in the CAGR of NRI as determined at December 31, 2021, would not necessarily result in a value in use lower than the net asset value as the net asset value includes investment properties which are carried at fair value. These changes would reduce the fair value of those properties and ultimately the net asset value.

Therefore, the impact of such changes should be viewed on a combined basis on the value in use and the net asset value to appreciate the net effect on the financial statements.

A change of +25 basis points in the WACC as determined at December 31, 2021, without any change in the LTGR and in the CAGR of NRI would not lead to any additional impairment of goodwill.

A change of -10 basis points in the LTGR as determined at December 31, 2021, without any change in the WACC and in the CAGR of NRI would not lead to any additional impairment of goodwill.

A change of -50 basis points in the CAGR of NRI as determined at December 31, 2021, without any change in the WACC and in the LTGR would not lead to any additional impairment of goodwill.

5.5 VALUATION MOVEMENTS ON ASSETS

This item reflects changes in market valuation of investment properties, impairment and reversal on tangible and intangible assets and amortisation of fair value of assets recorded for the purpose of purchase price allocation.

(€Mn)	2021	2020
Investment properties at fair value	**(1,116.2)**	**(4,676.2)**
Shopping Centres	*(1,176.8)*	*(4,458.3)*
Offices & Others	*167.2*	*(0.9)*
Convention & Exhibition	*(106.6)*	*(216.9)*
Investment properties at cost	**(40.1)**	**(46.2)**
Tangible and intangible assets	**(41.0)**	**(114.9)**
Total	**(1,197.3)**	**(4,837.2)**

5.6 AMOUNTS PAID FOR WORKS AND ACQUISITION OF PROPERTY ASSETS (CONSOLIDATED STATEMENT OF CASH FLOWS)

In 2021, amounts paid for works and acquisition of property assets amount to €888.9 Mn. They comprise acquisitions, transaction capitalised costs, works and capitalised expenses and are adjusted for the changes on amounts due on investments of the period.

NOTE 6. SHARES AND INVESTMENTS IN COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

6.1 ACCOUNTING PRINCIPLES

The accounting principles are detailed in note 3.1.1 "Scope and methods of consolidation".

Following WFD's acquisition, the Group has significant co-ownership interest in a number of properties, mainly in the US through property partnerships or trusts. These joint ventures are accounted for using the equity method. The Group and its joint ventures use consistent accounting policies.

6.2 SHARES AND INVESTMENTS IN COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Shares in companies accounted for using the equity method	7,370.5	7,617.2
Loans granted to companies accounted for using the equity method	915.7	753.0
Total shares and investments in companies accounted for using the equity method[(1)]	**8,286.2**	**8,370.3**

(1) Mainly relates to Shopping Centres companies.

SHARE OF THE RESULT OF COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD AND INCOME ON FINANCIAL ASSETS

The contribution of affiliates breaks down as follows:

	2021			2020		
(€Mn)	Recurring activities	Non-recurring activities[(1)]	Result	Recurring activities	Non-recurring activities[(1)]	Result
Total share of income from companies accounted for using the equity method	346.3	(916.8)	(570.5)	306.4	(1,958.9)	(1,652.4)
Total interests on loans granted to companies accounted for using the equity method	25.1	-	25.1	24.8	-	24.8

(1) Correspond mainly to the fair value adjustment and related deferred tax on the underlying investment properties.

6.3 JOINT VENTURES

According to IFRS 11, joint ventures are those entities in which the Group has joint control established by contractual agreement and rights to the net assets of the arrangement.

6.3.1 DESCRIPTION OF THE MAIN JOINT VENTURES ACCOUNTED FOR USING THE EQUITY METHOD

The main jointly controlled assets accounted for using the equity method are the following:

Name of investment	Geographical area	% Interest as at Dec. 31, 2021	% Interest as at Dec. 31, 2020
Westfield Stratford City	United Kingdom	50.0%	50.0%
Metropole Zlicin	Central Europe	50.0%	50.0%
Westfield Rosny 2	France	26.0%	26.0%
Westfield CentrO	Germany	50.0%	50.0%
Paunsdorf Center	Germany	25.5%	25.5%
Westfield Annapolis	United States	55.0%	55.0%
Westfield Culver City	United States	55.0%	55.0%
Westfield Garden State Plaza	United States	50.0%	50.0%
Westfield Montgomery	United States	50.0%	50.0%
Westfield Santa Anita	United States	49.3%	49.3%
Westfield Southcenter	United States	55.0%	55.0%
Westfield Topanga	United States	55.0%	55.0%
Westfield UTC	United States	50.0%	50.0%
Westfield Valley Fair	United States	50.0%	50.0%
Aupark Bratislava	Central Europe	40.0%	100%

The significant joint-ventures accounted for using the equity method are presented below:

WESTFIELD STRATFORD CITY (LONDON, UNITED KINGDOM)

Westfield Stratford City is a joint venture with Canneth Limited Partnership Inc.

The partnership is governed through a business manager, which is a company jointly owned by both partners. This business manager has significant powers to conduct the business. The budget, capital expenditures, and a number of major decisions relating to the debt financing, approval of any refurbishment and development, disposals, require the approval of both partners. Therefore under IFRS 10, Westfield Stratford City is jointly controlled by both partners.

PARTNERSHIPS IN THE UNITED STATES

Per the co-ownership and PM agreements with its joint venture partners, the Group is restricted from exercising control over these interests even though the Group has more than 50% ownership interest and voting rights. Major decisions require the approval of both the Group and the joint venture partners and operating and capital budgets must be approved by the management committee (both owners have equal representation on this committee). The Group therefore has joint control over the investments and they are accounted for using the equity method.

WESTFIELD CENTRO (GERMANY)

Westfield CentrO, a leading shopping centre located in Oberhausen, is jointly held by the Group and Canada Pension Plan Investment Board (CPPIB).

The joint venture is governed by a board of directors with six members, three of which are designated by URW and three designated by CPPIB.

The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of these assets.

The decision-making process for all these relevant activities required the approval of both partners.

Therefore these companies which are joint ventures are accounted for using the equity method.

6.3.2 CONSOLIDATED FINANCIAL POSITION OF THE JOINT VENTURES

The main items of the statements of financial position and income statement of joint ventures are presented in aggregate in the tables below. These items are stated in Group share including restatements for consolidation purposes.

SHOPPING CENTRES AND CONVENTION & EXHIBITION COMPANIES

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Investment properties	9,036.5	9,013.7
Other non-current assets	14.9	10.0
Current assets	389.7	323.8
Total assets	**9,441.1**	**9,347.5**
Restated shareholders' equity	6,551.7	6,786.0
Deferred tax liabilities	121.4	101.8
Internal borrowings	468.8	329.0
External borrowings[(1)]	2,073.6	1,939.1
Other non-current liabilities	19.6	14.0
Current liabilities	206.0	177.7
Total liabilities	**9,441.1**	**9,347.5**

(1) Includes current and non-current borrowings.

(€Mn)	2021	2020
Net rental income	352.4	342.0
Change in fair value of investment properties	(868.5)	(1,715.2)
Net result	(573.1)	(1,456.9)

6.3.3 VALUATION ASSUMPTIONS AND SENSITIVITY

The following tables provide a number of quantitative data in order to assess the fair valuation of the Group's assets accounted for using the equity method.

SHOPPING CENTRES

All shopping centres are valued using the DCF and/or yield methodologies.

Shopping Centres – Dec. 31, 2021		Net Initial Yield	Rent in € per sqm[(a)]	Discount Rate[(b)]	Exit Capitalisation Rate[(c)]	CAGR of NRI[(d)]
Europe	Max	6.7%	916	8.7%	6.8%	3.8%
	Min	4.4%	127	6.2%	4.3%	2.3%
	Weighted average	5.3%	364	7.0%	5.5%	2.8%
US	Max	8.1%	965	9.5%	8.0%	13.1%
	Min	3.1%	288	5.8%	4.3%	1.8%
	Weighted average	4.2%	561	6.8%	5.1%	6.0%

NY, DR and ECR weighted by GMV. Vacant assets, assets considered at bid value and assets under restructuring are not included in Min and Max calculation. Assets under development or not controlled by URW are not included in this table. The UK assets are included in the table.

(a) Average annual rent (MGR + SBR) per asset per sqm.
(b) Rate used to calculate the net present value of future cash flows.
(c) Rate used to capitalise the exit rent to determine the exit value of an asset.
(d) Compounded Annual Growth Rate of NRI determined by the appraiser (between six and ten years depending on duration of DCF model used).

A change of +25 basis points in NIY, the main output of the appraisal models, would result in a downward adjustment of -€459 Mn (or -5.2%) to URW's Shopping Centre portfolio value for assets under joint control (excluding assets under development).

A change of +25 bps in DR would have a negative impact of -€168 Mn (or -1.9%) on URW's standing Shopping Centre portfolio value for assets under joint control (excluding assets under development).

A change of +10 bps in ECR would have a negative impact of -€113 Mn (or -1.3%) on URW's standing Shopping Centre portfolio value for assets under joint control (excluding assets under development).

A decrease of -5% in appraisers' ERV assumptions for the leases to be signed during the model period would have a negative impact of -€424 Mn (or -4.8%) on URW's standing Shopping Centre portfolio value for assets under joint control (excluding assets under development).

6.4 ASSOCIATES

Associates are those entities, not controlled by the Group, but in which it has a significant influence according to IAS 28 R.

6.4.1 DESCRIPTION OF THE MAIN ASSOCIATES ACCOUNTED FOR USING THE EQUITY METHOD

The main associates relate to the following assets:

- Foncière Crossroads which owns the shopping centres Aéroville and So Ouest in the Paris region, Rennes Alma in Rennes, Toison d'Or in Dijon, Confluence in Lyon and Novotel Lyon Confluence;
- Zlote Tarasy complex (Warsaw);
- Gropius Passagen (Berlin); and
- Starwood I, Starwood II and Blum (US).

FIVE SHOPPING CENTRES IN FRANCE HELD THROUGH A CONSORTIUM OF INVESTORS FORMED BY CRÉDIT AGRICOLE ASSURANCES, LA FRANÇAISE AND URW

On May 29, 2020, URW completed the disposal of a portfolio of five shopping centres in France (Aéroville and So Ouest in the Paris region, Rennes Alma in Rennes, Toison d'Or in Dijon and Confluence in Lyon) to the entity "Foncière Crossroads" formed by Crédit Agricole Assurances, La Française and URW.

URW has currently agreed to hold a 45.8% stake in Foncière Crossroads and manages the shopping centres on behalf of Foncière Crossroads through long-term management contracts.

Foncière Crossroads is governed by a Chairman. URW cannot be designated as the chairman as long as it manages the shopping centres. The proportion of the voting rights needed to make decisions about the relevant activities of Foncière Crossroads is achieved by more than one combination of the parties agreeing.

As a result, URW has only a significant influence on Foncière Crossroads which is accounted for using the equity method.

ZLOTE TARASY COMPLEX

The Group is the sole limited partner in a partnership which holds 100% of a holding company (Warsaw III) which owns 100% of Zlote Tarasy complex (Warsaw). In compliance with the restrictions imposed on URW by the Polish competition authorities in connection with the acquisition by the Group of the shopping centres Westfield Arkadia and Wilenska in July 2010, the management of Warsaw III and the shopping centre and parking is not performed by the Group. Consequently, the Group does not control this asset and its investment in the Zlote Tarasy complex is accounted for using the equity method.

6.4.2 CONSOLIDATED FINANCIAL POSITION OF ASSOCIATES

The main items of the statements of financial position and income statement of associates are presented in aggregate in the tables below. These items are stated in Group share including restatements for consolidation purposes.

SHOPPING CENTRES COMPANIES

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Investment properties(1)	1,832.9	1,944.2
Other non-current assets	25.2	3.4
Current assets	115.8	104.6
Total assets	**1,973.9**	**2,052.2**
Restated shareholders' equity	747.6	764.7
Deferred tax liabilities	113.3	112.0
Internal borrowings	447.0	424.0
External borrowings	569.2	647.0
Other non-current liabilities	48.0	42.6
Current liabilities	48.8	61.9
Total liabilities	**1,973.9**	**2,052.2**

(1) Decrease mainly driven by associates disposals and foreclosures of shopping centres in the US.

(€Mn)	2021	2020
Net rental income	91.0	74.5
Change in fair value of investment properties	(51.7)	(211.7)
Net result	2.6	(195.5)

6.5 TRANSACTIONS WITH RELATED-PARTIES (JOINT VENTURES AND ASSOCIATES)

The consolidated financial statements include all companies in the Group's scope of consolidation.

The Parent Company is Unibail-Rodamco-Westfield SE.

To the Group's knowledge, there are neither shareholders' pacts nor persons or groups of persons exercising or who could exercise control over the Group.

The main related party transactions relate to transactions with companies accounted for using the equity method.

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Shopping Centres and Convention & Exhibition companies		
Loans(1)	963.1(2)	754.1
Recognised interest	25.1	24.8
Current account in debit	18.4	19.1
Current account in credit	(35.0)	(28.9)
Asset management fees invoiced and other fees	204.2	186.4

(1) Corresponds to 100% of the financing in the joint ventures and associates.
(2) Of which €915.7 Mn (€753.0 Mn in 2020) corresponding to the Group stake in the financing of joint ventures and associates.

All of these transactions are based on market prices.

No transactions with related parties had a material impact on the Group's consolidated financial statements.

NOTE 7. FINANCING AND FINANCIAL INSTRUMENTS

7.1 ACCOUNTING PRINCIPLES

7.1.1 FINANCIAL INSTRUMENTS (IAS 32/ IFRS 7/IFRS 9/IFRS 13)

CLASSIFICATION AND MEASUREMENT OF NON-DERIVATIVE FINANCIAL ASSETS AND LIABILITIES

Under IFRS 9, on initial recognition, a financial asset is classified and measured at amortised cost, at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value Through Profit and Loss (FVTPL). The classification of financial assets under IFRS 9 is based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

The financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interests on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income ("OCI"). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets for the Group:

FINANCIAL ASSETS AT FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

FINANCIAL ASSETS AT AMORTISED COST

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses if needed. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

FINANCIAL ASSETS AT FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

EQUITY INVESTMENTS AT FVOCI

These assets are subsequently measured at fair value though profit or loss except in the case of an irrevocable election to classify them at fair value through OCI that cannot be reclassified.

Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

FINANCIAL LIABILITIES

Interest bearing financial liabilities are initially measured at fair value, less transaction costs directly attributable to the issue, and after initial booking at amortised cost using the effective interest rate.

Being a financial debt with an embedded derivative, and based on the option provided by IFRS 9, the ORNANE convertible bonds, net of write-off of the issuance costs, are accounted for fully, at inception, at fair value, on a separate line in the statement of financial position, with subsequent changes recorded on a separate line in the income statement, except for the impact of the variation of the credit spread which is accounted for OCI. The interest expenses are recorded based on the contractual interest rates and are classified in the statement of comprehensive income on the line "Net financing costs".

Other non-derivative financial liabilities are recognised at FVTPL.

CLASSIFICATION AND MEASUREMENT OF FINANCIAL DERIVATIVES AND HEDGE ACCOUNTING

The Group uses derivative financial instruments to hedge its exposure to movements in interest and currency exchange rates.

All financial derivatives are recorded as financial assets or liabilities at fair value on the statement of financial position. Fair value variations of financial derivatives, apart from those designated as cash flow hedges or as net investment hedges (see below), are recognised in the income statement for the period.

URW has a macro-hedging strategy for its debt. Except for some currency derivatives, it has chosen not to use the hedge accounting proposed by IFRS 9. All such derivatives are therefore measured at their market value and any fair value variations are recorded in the income statement.

Changes in the fair value of forward exchange contracts that economically hedge monetary assets and liabilities in foreign currencies and for which no hedge accounting is applied, are recognised in the income statement.

Both the changes in fair value of the forward contracts and the foreign exchange gains and losses relating to the monetary items are recognised as part of the "financing result" as these instruments are designated as hedging instruments.

HEDGING INSTRUMENTS

The Group, which holds a group of financial assets or financial liabilities, is exposed to market risks and credit risks of every single counterparty as defined in IFRS 7. The Group applies the exception provided by IFRS 13 (§ 48) which permits to measure the fair value of a group of financial assets or a group of financial liabilities on the basis of the price that would be received to sell or transfer a net position towards a particular risk in an orderly transaction between market participants at the measurement date under current market conditions.

To determine the net position, the Group takes into account existing arrangements to mitigate the credit risk exposure in the event of default (e.g. a master netting agreement with the counterparty). The fair value measurement takes into consideration the likelihood that such an arrangement would be legally enforceable in the event of default.

Valuation of derivatives takes into account the Credit Valuation Adjustment (CVA) and the Debit Valuation Adjustment (DVA).

CVA, calculated for a given counterparty, is the product of:

- The total mark-to-market the Group has with this counterparty, in case it is positive;
- The probability of default of this counterparty over the average maturity, weighted by the nominal of the derivatives recorded with them. This probability of default is taken from the Bloomberg model, based on market data and derived from the Credit Default Swaps of the banks; and
- The loss given default following market standard.

DVA based on URW's credit risk corresponds to the loss that the Group's counterparties may face in case of the Group's default. It is the product of:

- The total mark-to-market the Group has with a counterparty, in case it is negative;
- The probability of default of the Group over the average maturity, weighted by the nominal of the total portfolio of derivatives. The Group's probability of default is derived from the Credit Default Swaps of URW and taken from the Bloomberg model; and
- The loss given default following market standard.

7.1.2 BORROWING COSTS GENERATED BY CONSTRUCTION PROJECTS (IAS 23)

Borrowing costs directly attributable to the acquisition or construction of an asset are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest costs capitalised are calculated using the Group's weighted average costs of borrowing applied to the average value of the work completed during each quarter, unless specific financing exists for the project. In this case, the specific interest costs of the project are capitalised.

Capitalisation of borrowing costs starts when the asset is qualified as an IPUC and/or as inventory and ends when the project is transferred to standing investment property at the delivery date to the tenant or earlier when the project is technically completed or when an asset is available for sale.

7.1.3 DISCOUNTING OF DEFERRED PAYMENTS

Long-term liabilities and receivables are discounted when this has a significant impact.

- Deferred payments on assets deals, share deals, acquisitions of lands have been discounted up to the payment date;
- Provisions for material liabilities taken under IAS 37 are discounted over the estimated duration of the disputes they cover; and
- Guarantee deposits received from tenants have not been discounted given the negligible impact of discounting.

7.2 FINANCING RESULT

7.2.1 NET FINANCING COSTS

(€Mn)	2021	2020
Security transactions	2.9	2.0
Other financial interest	14.7	10.4
Interest income on derivatives	194.6	235.8
Subtotal financial income	**212.2**	**248.1**
Security transactions	(0.3)	(2.1)
Interest on bonds and EMTNs	(485.3)	(506.4)
Interest and expenses on borrowings	(59.3)	(52.3)
Interest on lease liability	(46.9)	(46.4)
Interest on preferred shares	(6.0)	(12.0)
Interest on partners' advances	(24.5)	(21.5)
Other financial interest	(5.5)	(6.5)
Interest expenses on derivatives	(91.5)	(75.8)
Financial expenses before capitalisation of financial expenses	**(719.3)**	**(722.9)**
Capitalised financial expenses	41.2	43.3
Subtotal net financial expenses	**(678.1)**	**(679.7)**
Total net financial costs	**(465.9)**	**(431.5)**

Financial income and expenses from the consolidated statement of cash flows correspond to cash amounts of financial interest paid and received during the period. They do not include any non-cash items such as accrued interest and amortisation of issuance costs.

7.2.2 FAIR VALUE ADJUSTMENT OF DERIVATIVES, DEBTS AND CURRENCY EFFECT

(€Mn)	2021	2020
Mark-to-market of the ORNANEs	(2.9)	1.8
Currency impact	(29.3)	(83.6)
Restructuring of debt, hedges and mark-to-market of derivatives	(28.4)	(438.4)
Debt discounting and other items	(34.5)	(48.9)
Total non-recurring financial result	**(95.1)**	**(569.1)**

7.3 FINANCIAL ASSETS AND LIABILITIES

7.3.1 INVESTMENT IN FINANCIAL ASSETS

Change in investments in financial assets is mainly due to vendor loans agreed on during asset disposals in France and Central Europe and equity interests in unlisted investments in the US.

7.3.2 MAIN FINANCING TRANSACTIONS IN 2021

BOND MARKET:

Despite the challenging market conditions, the Group secured additional liquidity and increased its debt maturity, through the following public EMTN Bonds issued on May 25, 2021:

- €650 Mn with a 0.75% coupon and seven-year and five-month maturity; and
- €600 Mn with a 1.375% coupon and 12-year maturity.

In total, €1,250 Mn of bonds were issued with a weighted average maturity of 9.6 years and a weighted average coupon of 1.05%.

SHORT TO MEDIUM TERM PAPER:

URW also accessed the money markets by issuing short-term paper.

The average outstanding amount of short-term paper[1] in 2021 was €682 Mn below 2020 (€1,364 Mn on average in 2020) due to higher liquidity position in 2021.

CREDIT FACILITY AND CASH:

The signing of €3,950 Mn of credit facilities were completed in 2021, including:

- The largest sustainability-linked revolving credit facility for a REIT in Europe, for an amount of €3,100 Mn, with a five-year maturity. The credit facility replaces €1,600 Mn of credit lines that were scheduled to mature in 2021 and €800 Mn due to mature in 2022, 2023 and 2024. It includes new funding for an amount of €700 Mn either from new banks or existing banks increasing their exposure to URW; and
- A €850 Mn of bilateral credit facilities with an average maturity of four years.

MORTGAGE DEBT:

- In the context of the disposal of a 45% stake in Westfield Shopping City Süd, a non-recourse mortgage loan was put in place on July 21, 2021, for a total amount of €351 Mn with a seven-year maturity at a current cost of 1.39%. This debt is fully consolidated in URW's accounts[2].
- Mortgage debt was also raised by JV's consolidated under the equity method, in which URW has joint control:
  - €229.5 Mn in the Aupark JV in which URW has a 40% stake, (€92 Mn in URW's proportionate debt); and
  - €103.8 Mn in the Aquaboulevard and Le Sextant JV in which URW has a 49% stake, (€51 Mn in URW's proportionate debt).

REIMBURSEMENT OF DEBT:

To optimise the use of its cash, the Group proactively reimbursed in anticipation €1,099 Mn of debt in 2021 including:

- €400 Mn of two euro mortgage loans maturing in December 2021 and December 2023;
- €257 Mn of the EMTN bond maturing in October 2022; and
- $500 Mn of the 144A bond maturing in April 2022.

(1) Neu CP.
(2) As Westfield Shopping City Süd will remain fully consolidated, the €351 Mn non-recourse debt raised by the JV, held at 55% by URW and owning the asset, is fully consolidated at 100% in URW's IFRS and proportionate debt.

7.3.3 FINANCIAL DEBT BREAKDOWN AND OUTSTANDING DURATION TO MATURITY

	Current	Non-current		Total	Total
Outstanding duration to maturity (€Mn)	Less than 1 year	1 year to 5 years	More than 5 years	Dec. 31, 2021	Dec. 31, 2020
Net share settled bonds convertible into new and/or existing shares (ORNANE)	**500.3**	**-**	**-**	**500.3**	**600.3**
Principal debt	500.0	-	-	500.0	602.9
Mark-to-market of debt	0.3	-	-	0.3	(2.6)
Accrued interest	-	-	-	-	-
Bonds and EMTNs	**584.9**	**6,359.3**	**15,849.6**	**22,793.8**	**22,861.3**
Principal debt(1)	522.6	6,363.6	15,846.8	22,733.0(1)	22,808.5(1)
Accrued interest	242.9	-	-	242.9	239.8
Issuance costs	(86.5)	-	-	(86.5)	(81.1)
Bonds redemption premium	(91.5)	-	-	(91.5)	(98.3)
Mark-to-market of debt	(2.6)	(4.4)	2.8	(4.1)	(7.5)
Bank borrowings	**238.8**	**584.4**	**560.9**	**1,384.2**	**1,927.6**
Principal debt	242.8	591.3	560.9	1,395.1	1,932.7(2)
Accrued interest	5.4	-	-	5.4	32.6
Borrowings issue fees	(25.0)	-	-	(25.0)	(10.5)
Bank overdrafts & current accounts to balance out cash flow	16.4	-	-	16.4	9.8
Mark-to-market of debt	(0.8)	(6.9)	-	(7.7)	(37.1)
Other financial liabilities	**250.0**	**108.4**	**1,312.0**	**1,670.3**	**2,309.2**
Interbank market instruments and negotiable instruments	250.0	-	-	250.0	1,040.0
Accrued interest on interbank market instruments and negotiable instruments	-	-	-	-	-
Current accounts with non-controlling interests(3)	-	108.4	1,312.0	1,420.3	1,269.2
Lease liabilities	**32.3**	**183.4**	**569.2**	**784.9(4)**	**828.8**
Total financial debt	**1,606.3**	**7,235.5**	**18,291.7**	**27,133.5**	**28,527.2**
Including liabilities directly associated with Properties or Shares classified as held for sale	-	-	-	-	203.5
Total financial debt net of liabilities directly associated with Properties or Shares classified as held for sale	**1,606.3**	**7,235.5**	**18,291.7**	**27,133.5**	**28,323.7**

(1) Include currency impacts on debt raised in foreign currency for an amount of +€38.2 Mn as at December 31, 2021 (+€8.7Mn as at December. 31, 2020). The amount shown in the Financial Resources note (€22,694.8 Mn) corresponds to the amount of bonds after impact of derivatives instruments on debt raised in foreign currencies.
(2) Including mortgage debt under foreclosure in the US.
(3) They are considered as non-current as they are financing the related assets.
(4) During H2-2021, URW has entered into a new amendment with the Airport Authorities of Los Angeles which provide for rent reliefs related to the minimum annual guaranteed rent for certain months. Based on the terms of the amendment, URW applied the rent relief as a lease modification accounting according to IFRS 16 to remeasure the lease liability and the right of use asset based on information known (i.e. enplanements) as of December 31, 2021. Going forward, lease liability (the minimum in-substance fixed lease payments) and the right of use will have to be remeasured at each closing period to take into account the evolution of the enplanements.

The variation of financial debt by flows breaks down as follows:

		Cash flows(1)			Non-cash flows				
	Dec. 31, 2020	Increase(2)	Decrease	Variation of accrued interest(3)	Variation of scope(4)	Currency translation	Fair value impact	Others(5)	Dec. 31, 2021
ORNANE	600.3	-	(102.9)	-	-	-	2.9	-	500.3
Bonds and EMTNs	22,861.3	1,228.0	(1,700.7)	(13.6)	-	377.4	3.8	37.5	22,793.8
Bank borrowings	1,927.6	327.2	(715.7)	(13.9)	(225.7)	51.4	9.1	24.0	1,384.2
Other financial liabilities	2,309.2	216.8	(855.0)	-	(0.5)	-	-	(0.1)	1,670.3
Lease liabilities	828.8	18.1	(21.8)	-	-	25.1	-	(65.3)	784.9
Total	**28,527.2**	**1,790.2**	**(3,396.1)**	**(27.5)**	**(226.2)**	**453.9**	**15.8**	**(3.9)**	**27,133.5**

(1) The cash flows differ from those in the Consolidated statement of cash flows mainly due to the variation of guarantee deposits received.
(2) Net of bonds and EMTNs issuance costs and issue fees.
(3) The variation of accrued interest is included in lines Financial income / Financial expenses of the Consolidated statement of cash flows.
(4) The variation of scope includes the change of consolidation method from equity to full consolidation of the O'Connor 2 portfolio following the acquisition of its JV partner's shares (47.4%) in two US assets (Westfield Palm Desert and Westfield Trumbull) and the deconsolidation of O'Connor 1 portfolio (Westfield Broward, Westfield Citrus Park, Westfield Countryside and Westfield Sarasota) and Westfield Palm Desert.
(5) The variation of Others includes straight-lining of premiums and fees on EMTNs and Bank borrowings and change in recognition of lease liabilities in application of IFRS16.

MATURITY OF CURRENT AND NON-CURRENT PRINCIPAL DEBT

(€Mn)	Current	Non-current					Total
	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	More than 5 years	Dec. 31, 2021
ORNANE	500.0	-	-	-	-	-	500.0
Bonds and EMTNs	522.6	597.7	1,576.7	3,032.6	1,156.6	15,846.8	22,733.0
Bank borrowings	242.8	200.0	150.0	134.5	106.8	560.9	1,395.1
Interbank market instruments and negotiable instruments	250.0	-	-	-	-	-	250.0
Lease liabilities	32.3	37.8	46.4	39.4	59.7	569.2	784.9
Total	**1,547.6**	**835.5**	**1,773.1**	**3,206.5**	**1,323.1**	**16,976.9**	**25,663.0**

7.3.4 NET SHARE SETTLED BONDS CONVERTIBLE INTO NEW AND/OR EXISTING SHARES (ORNANE)

As at December 31, 2021, the ORNANEs are presented in the table below.

(€Mn)	Debt at fair value	Fair value recognised in the profit and loss
ORNANE issued in 2014	-	(0.3)
ORNANE issued in 2015	500.3	(2.6)
Total	**500.3**	**(2.9)**

7.3.5 CHARACTERISTICS OF BONDS AND EMTNS (EXCLUDING ORNANE)

Issue date	Rate	Currency	Amount at Dec. 31, 2021 (€Mn)	Maturity
November 2010	Fixed rate 4.17%	EUR	41.0	November 2030
October 2011	Fixed rate 4.10%	EUR	27.0	October 2031
November 2011	Fixed rate 4.05%	EUR	20.0	November 2031
May 2012	Fixed rate 3.196%	EUR	425.0	May 2022
February 2013	Fixed rate HKD swapped back into EUR	HKD	79.2	February 2025
March 2013	Fixed rate HKD swapped back into EUR	HKD	66.2	March 2025
June 2013	Fixed rate 2.500%	EUR	467.0	June 2023
October 2013	Fixed rate HKD swapped back into EUR	HKD	45.3	October 2025
November 2013	Fixed rate CHF swapped back into EUR	CHF	130.7	November 2023
February 2014	Fixed rate 2.50%	EUR	643.7	February 2024
March 2014	Fixed rate 3.08%	EUR	20.0	March 2034
April 2014	Fixed rate 3.08%	EUR	30.0	April 2034
June 2014	Fixed rate 2.50%	EUR	600.0	June 2026
September 2014	Fixed rate 3.75%	USD	882.9	September 2024
September 2014	Fixed rate 4.75%	USD	441.5	September 2044
April 2015	Fixed rate 1.375%	EUR	655.0	April 2030
April 2015	Fixed rate 1.00%	EUR	500.0	March 2025
October 2015	Float rate (Erb3M + 81bps)	EUR	50.0	October 2024
November 2015	Fixed rate 2.066%	EUR	30.0	November 2030
November 2015	Fixed rate HKD swapped back into EUR	HKD	84.9	November 2025
December 2015	Fixed rate 2.1% during 3 years then Constant Maturity Swap 10 years (floored at 0% capped at 4%)	EUR	70.0	December 2030
March 2016	Fixed rate 1.375%	EUR	500.0	March 2026
March 2016	Float rate (Erb6M+0%, floored at 0.95%, capped at 3%)	EUR	20.0	March 2027
April 2016	Fixed rate 1.125%	EUR	500.0	April 2027
April 2016	Fixed rate 2%	EUR	500.0	April 2036
November 2016	Fixed rate 0.875%	EUR	500.0	February 2025
December 2016	Fixed rate HKD swapped into EUR	HKD	56.6	November 2026
February 2017	Fixed rate 1.5%	EUR	600.0	February 2028

Issue date	Rate	Currency	Amount at Dec. 31, 2021 (€Mn)	Maturity
March 2017	Fixed rate 2.125%	GBP	357.0	March 2025
March 2017	Fixed rate 2.625%	GBP	595.0	March 2029
May 2017	Fixed rate 1.5%	EUR	500.0	May 2029
May 2017	Fixed rate 2.0%	EUR	500.0	May 2037
June 2017	Fixed rate 0.875% SEK	SEK	58.5	June 2022
June 2017	Float rate SEK (Stib3M + 80bps)	SEK	39.0	June 2022
May 2018	Fixed rate 1.125%	EUR	800.0	September 2025
May 2018	Fixed rate 1.875%	EUR	900.0	January 2031
May 2018	Fixed rate 2.25%	EUR	500.0	May 2038
June 2018	Structured coupon linked to CMS 15 year	EUR	40.0	June 2033
September 2018	Fixed rate 4.125%	USD	441.5	September 2028
September 2018	Fixed rate 4.625%	USD	441.5	September 2048
December 2018	Fixed rate 2%	EUR	100.0	December 2033
February 2019	Fixed rate 1.75%	EUR	750.0	February 2034
February 2019	Fixed rate 1%	EUR	750.0	February 2027
June 2019	Fixed rate 3.5%	USD	662.2	June 2029
July 2019	Fixed rate 1.75%	EUR	500.0	July 2049
October 2019	Fixed rate 2.875%	USD	662.2	January 2027
October 2019	Fixed rate 0.875%	EUR	750.0	March 2032
April 2020	Fixed rate 2.625%	EUR	800.0	April 2030
April 2020	Fixed rate 2.125%	EUR	600.0	April 2025
June 2020	Fixed rate 2%	EUR	750.0	June 2032
December 2020	Fixed rate 0.625%	EUR	1,000.0	May 2027
December 2020	Fixed rate 1.375%	EUR	1,000.0	December 2031
May 2021	Fixed rate 0.75%	EUR	650.0	October 2028
May 2021	Fixed rate 1.375%	EUR	600.0	May 2033
Total			**22,733.0**	

7.3.6 COVENANTS

As at December 31, 2021, the LTV[(1)] ratio amounted to 43.3% (44.7% as at December 31, 2020).

The Interest Coverage Ratio ("ICR") for the period stood at 3.3x[(2)] (3.5x as at December 31, 2020).

The Group's corporate debt covenants levels and corresponding current ratios are set at:

Financial ratios	31/12/21	Europe Credit facility covenants level	US Credit facility covenants level	US Bond covenants level
LTV	43.3%	< 60%	< 65%	< 65%
ICR	3.3x	> 2x	> 1.5x	> 1.5x
FFO/NFD[(3)]	5.0%	> 4%	n.a	n.a
Secured debt ratio[(4)]	2.2%	n.a	< 50%	< 45%
Unencumbered leverage ratio[(5)]	1.9x	n.a	> 1.5x	> 1.25x

These covenants are tested twice a year based on the Group's IFRS financial statements.

(1) Loan-to-Value (LTV) = Net financial debt / Total assets excluding €960 Mn of goodwill as per the Group's European leverage covenants, including transfer taxes. The proportionate ratio LTV ratio was 44.9%.
(2) Proportionate ICR of 3.0x.
(3) Funds From Operations: on an annualised basis, the recurring EBITDA minus (i) net recurring financial expenses and (ii) tax on recurring operating result.
(4) Secured debt/Total assets.
(5) Unencumbered assets/unsecured debt.

As at December 31, 2021:
- 100% of the Group's credit facilities and loans allow a LTV of up to 60% for the Group or the borrowing entity, as the case may be;
- 100% of the Group's credit facilities and loans require an ICR > 2x for the Group or the borrowing entity, as the case may be;
- 71% of the Group's credit facilities and loans include an FFO/NFD covenant. These require an FFO/NFD above 4% for the Group or the borrowing entity, as the case may be.

Due to the exceptional circumstances linked to the COVID-19 pandemic with the significant closure of URW shopping centres and C&E in H1-2021 and its impact on the Group's operations, a waiver of the FFO/Net financial debt ratio test in H1 and FY-2021 has been granted by URW's lending banks for its corporate bank debt. This ratio remained above the minimum level required under the credit facilities' covenants.

SECURED DEBT NON-RECOURSE:

The non-recourse mortgage debt raised by certain entities of the Group includes financial covenants:

	Covenant level range	% of non-recourse mortgage incl. this feature in such covenant
Debt Yield[(1)] covenants	7%-7.5%	21%
ICR covenants	1.25x-3.5x	46%
LTV covenants	55%-125%	58%

- Any breach under these covenants would not lead to a cross-default on the Group's borrowings;
- In any case in Europe, due to the exceptional circumstances linked to COVID-19 pandemic, waivers on cashflow related financial covenants have been granted on various secured mortgage loans on European assets for periods ranging between six months and eighteen months;
- In the US, as a result of the COVID-19 pandemic, the financial covenants of some mortgage loans on were not met leading to a funding of cash reserves. This situation does not generate a default of these loans.

In any case, defaults under these loans are not expected to have a material adverse effect on the Group's finances.

SHORT TERM DEBT:

- There are no financial covenants (such as loan-to-value or interest coverage ratios) in the Neu MTN, the Neu CP and the ECP programmes of URW.

7.3.7 OTHER FINANCING ACTIVITIES

In the consolidated statement of cash flows, "Other financing activities" comprise mainly costs paid on derivatives purchase and disposal and margin calls on derivatives.

7.3.8 DEBT MARKET VALUE

The market value of URW's fixed-rate and index-linked debt is presented in the table below.

	Dec. 31, 2021		Dec. 31, 2020	
(€Mn)	Carrying value	Market value	Carrying value	Market value
Fixed-rate and index-linked debt				
Fixed-rate and index-linked borrowings, interbank instruments and negotiable market instruments	23,993.6[(1)]	24,608.3	25,683.5[(1)]	26,670.8

(1) ORNANE included, at market value (see note 7.3.4 "Net share settled bonds convertible into new and/or existing shares (ORNANE)").

Financial debt is valued at market value based on market rates and on spread issuers at each closing date.

(1) Debt Yield: ratio of the net operating income to the outstanding loan amount, net of certain cash as defined in the relevant mortgage loan documentation.

7.3.9 NET FINANCIAL DEBT

Net financial debt is determined as below:

NET FINANCIAL DEBT

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Amounts accounted for in balance sheet		
Net share settled bonds convertible into new and/or existing shares (ORNANE)	500.3	600.3
Non-current bonds and borrowings	24,774.6	24,310.5
Current borrowings and amounts due to credit institutions	1,073.7	2,584.1
Liabilities directly associated with Properties or Shares classified as held for sale	-	203.5
Total financial liabilities	**26,348.6**	**27,698.3**
Adjustments		
Mark-to-market of debt	11.5	47.3
Current accounts with non-controlling interests	(1,420.3)	(1,269.2)
Impact of derivatives instruments on debt raised in foreign currency	(38.2)	(8.7)
Accrued interests/issuance fees	(45.3)	(82.5)
Total financial liabilities (nominal value)	**24,856.3**(1)	**26,385.1**(1)
Cash and cash equivalents	**(2,256.1)**(1)	**(2,137.6)**(1)
Net financial debt	**22,600.2**	**24,247.5**

(1) Bank overdrafts and current accounts to balance out cash flow are included in the total financial liabilities, in 2021 for €16.4 Mn and in 2020 for €9.8 Mn.

NET CASH AT PERIOD-END

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Marketable securities(1)	12.4	10.9
Short term deposit(2)	1,200.0	945.0
Cash	1,043.6	1,181.8
Total asset	**2,256.1**	**2,137.6**
Bank overdrafts and current accounts to balance out cash flow	(16.4)	(9.8)
Total Liabilities	**(16.4)**	**(9.8)**
Net cash at period-end	**2,239.7**(3)	**2,127.8**

(1) This item includes investments in money-market SICAV (marketable securities) denominated in SEK at FVTPL.
(2) All short-term deposit are denominated in euros.
(3) The high level of cash as at December 31, 2021 aims to cover URW's debt repayment needs corresponding to the bonds and bank loans outstanding as at December 31, 2021, and maturing within 1 year of €1,532 Mn (including €1,023 Mn of bonds and ORNANE).

7.4 HEDGING INSTRUMENTS

CHANGE IN DERIVATIVES

(€Mn)	Dec. 31, 2020	Amounts recognised in the Statement of Comprehensive Income: Fair value adjustments of derivatives	Amounts recognised in the Statement of Comprehensive Income: Other comprehensive income	Changes in scope of consolidation	Acquisitions	Disposals	Reallocation	Dec. 31, 2021
Assets								
Derivatives at fair value Non-Current	**826.8**	**(363.3)**	**-**	**-**	**7.6**	**(28.2)**	**-**	**442.9**
• *Without a hedging relationship*	*826.8*	*(363.3)*	*-*	*-*	*7.6*	*(28.2)*	*-*	*442.9*
• *Other derivatives*	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*-*
Liabilities								
Derivatives at fair value Non-Current	**1,502.3**	**(348.3)**	**-**	**-**	**-**	**(86.8)**	**-**	**1,067.2**
• *Without a hedging relationship*	*1,502.3*	*(348.3)*	*-*	*-*	*-*	*(86.8)*	*-*	*1,067.2*
Net	**(675.5)**	**(15.0)**	**-**	**-**	**7.6**	**58.6**	**-**	**(624.2)**

7.5 MANAGEMENT OF EXCHANGE RISKS

7.5.1 MEASURE OF EXPOSURE TO FOREIGN EXCHANGE RISKS AS AT DECEMBER 31, 2021

The Group is active in countries outside the Eurozone. When converted into euros, the income and value of the Group's investments may be influenced by fluctuations in exchange rates against the euro. The Group's policy objective is to apply a broadly consistent LTV by currency allowing it to match part of the foreign currency asset value and income with debt and financial expenses in the same currency, thus reducing the exchange rate effects on the Group's balance sheet and earnings. Foreign exchange risk can be hedged by either matching investments in a specific currency with debt in the same currency or using derivatives to achieve the same risk management goal.

7.5.2 EXPOSURE SENSITIVITY TO CURRENCY EXCHANGE RATE

MEASURE OF THE EXPOSURE TO OTHER RISKS AS AT DECEMBER 31, 2021 (€MN)

Currency	Assets	Liabilities	Net exposure	Hedging instruments	Exposure net of hedges
USD	11,023	(4,948)	**6,076**	-	**6,076**
GBP	2,372	(895)	**1,477**	-	**1,477**
SEK	2,593	(540)	**2,053**	-	**2,053**
Other	508	(602)	**(93)**	463	**370**
Total	**16,497**	**(6,985)**	**9,512**	**463**	**9,975**

EXPOSURE SENSITIVITY TO CURRENCY EXCHANGE RATE

Before hedging, the main exposures kept are in USD, GBP and SEK. A change of 10% of EUR/USD, EUR/GBP or EUR/SEK (i.e. a 10% increase of EUR against the USD, GBP or SEK in 2022) would have an impact on shareholders' equity and the net recurring result as follows:

(€Mn)	Dec. 31, 2021: Net recurring result gain/(loss)	Dec. 31, 2021: Equity gain/(loss)	Dec. 31, 2020: Net recurring result gain/(loss)	Dec. 31, 2020: Equity gain/(loss)
Impact of an increase of +10% in the EUR/USD exchange	(17.5)	(552.3)	(10.6)	(554.3)
Impact of an increase of +10% in the EUR/GBP exchange	(9.9)	(134.3)	(5.4)	(175.9)
Impact of an increase of +10% in the EUR/SEK exchange	(7.4)	(186.6)	(7.7)	(184.0)

The impact on the net recurring result (or conversely a positive impact in case of a decrease of EUR vs. these currencies) would be offset by the FX hedging that the Group has put in place against EUR/USD, EUR/GBP and EUR/SEK fluctuations.

7.6 RISK MANAGEMENT POLICY

7.6.1 MARKET RISK

Market risks can generate losses resulting from fluctuations in interest rates, exchange rates, raw material prices and share prices. URW's risk mainly relates to interest rate fluctuations on the debt it has taken out to finance its investments and maintain the cash position it requires and exchange rate fluctuations due to the Group's activities in countries outside the Eurozone, in particular in the US and the UK.

The Group, through its activities, may be exposed to market risks which can generate losses as a result of fluctuations in stock markets. The Group is either: (i) directly exposed to fluctuations in stock prices due to the ownership of shares or financial instruments, or, (ii) indirectly exposed to fluctuations in stock prices, due to the ownership of funds, investment instruments or share based derivatives which are directly correlated with the price of the asset underlying such derivatives.

LIQUIDITY RISK

The following table shows the Group's contractually agreed interest payments and repayments of the non-derivative financial liabilities (excluding leases liabilities and current accounts) and the derivatives with positive and negative fair values. Amounts in foreign currency were translated at the closing rate at the reporting date. The payments of the floating-rate interests have been calculated on the basis of the last interest rates published on December 31, 2021.

Commercial paper have been allocated at the earliest period of redemption even if they are rolled over. All other borrowings have been allocated by date of maturity.

	Carrying amount[1]	Less than one year		One year to five years		More than five years	
(€Mn)	Dec. 31, 2021	Interest	Redemption	Interest	Redemption	Interest	Redemption
Bonds, borrowings and amounts due to credit institutions							
Bonds and EMTNs	(23,233.1)	(327.0)	(1,022.6)	(1,145.8)	(6,363.6)	(1,294.5)	(15,846.8)
Bank borrowings and other financial liabilities[2]	(1,645.1)	(6.0)	(492.9)	(7.9)	(591.3)	(0.6)	(560.9)
Financial derivatives							
Derivative financial liabilities							
Derivatives without a hedging relationship	(1,067.2)	(8.8)	-	(1,059.4)	-	(2,407.7)	-
Derivative financial assets							
Derivatives without a hedging relationship	442.9	154.0	-	458.0	42.4	309.2	(4.2)

(1) Corresponds to the amount of principal debt (see note 7.3.3 "Financial debt breakdown and outstanding duration to maturity").
(2) Excludes current accounts with non-controlling interests and lease liabilities.

The average maturity of the Group's debt, taking into account the undrawn credit lines[1] and cash on hand, stood at 8.6 years and at 7.6 years without taking into account the undrawn credit lines and cash on hand.

URW's debt repayment needs for the next 12 months (€1,532 Mn) are fully covered by the cash on hand (€2,256 Mn) and available undrawn credit lines[2] (€9,859 Mn) including a $3,186 Mn (c. €2,813 Mn) multi-currency revolving credit facility.

The amount of bonds, ORNANE, mortgage, bank loans, current accounts and overdrafts outstanding as at December 31, 2021, and maturing or amortising within one year is €1,282 Mn (including €1,023 Mn of bonds and ORNANE). The amount of short-term paper maturing in the next 12 months is €250 Mn.

The credit facilities maturing over the next 12 months amount to €704 Mn. URW is contemplating opportunities to extend or renew part of these lines.

URW's long-term refinancing policy consists of diversifying the Group's expiry schedules and financial resources. Accordingly (on IFRS basis), bonds & EMTN issues represented 91% of financial nominal debt at December 31, 2021, bank loans, mortgages and overdrafts 6%, convertible bonds 2% and short-term paper 1%.

(1) Subject to covenants.
(2) Subject to covenants.

COUNTERPARTY RISK

Due to its use of derivatives to minimise its interest and exchange rate risk, the Group is exposed to potential counterparty defaults. The counterparty risk is the risk of replacing the derivative transactions at current market rates in the case of default. To limit counterparty risk, URW relies solely on major international banks for its hedging operations.

In case of derivative termination, netting can apply as a result of existing agreements between the Group and the banks. The related amounts of derivative instruments, including accrued interests, would be €30.7 Mn for assets and €694.3 Mn for liabilities.

7.6.2 INTEREST RATE RISK MANAGEMENT

AVERAGE COST OF DEBT

The average cost of debt corresponds to the ratio between "recurring financial expenses (excluding the ones on financial leases and partners' current accounts) + capitalised financial expenses (excluding non-recurring financial expenses such as mark-to-market and termination costs of financial instruments including bonds repurchased, currency impact)" and "average net debt over the period".

The average cost of debt as at December 31, 2021, was 2.0% (1.7% as at December 31, 2020), representing the blended average cost of 1.5% for Euro and SEK denominated debt and 3.9% for USD and GBP denominated debt.

This average cost of debt was in particular impacted by:
- The cost of carry of the undrawn credit lines and of the cash kept on its balance sheet;
- The cost of the mortgage debt put in place in the context of partial disposals;
- The impact of rating downgrades in 2020 and 2021 on the cost of the Group's credit lines and financing;
- The coupons of bonds raised in 2020 and 2021 to increase the Group's liquidity position; and
- Lower use of the Group's short term paper programme.

MEASURING INTEREST RATE RISK

As at December 31, 2021, the measuring interest risk is as follow:

	Financial liabilities	
(€Mn)	Fixed rate	Variable rate(1)
Less than 1 year	1,492.8	39.0
1 year to 2 years	797.7	-
2 years to 3 years	1,676.7	50.0
3 years to 4 years	3,167.2	-
4 years to 5 years	1,263.4	-
More than 5 years	15,826.8	580.9
Total	**24,224.6**	**669.9**

(1) Including index-linked debt.

The Group does not have a micro-hedging strategy, except when both currency exchange risk and interest rate risk are hedged, which enables it not to correlate its liquidity risk and interest rate risk management. Consequently, the maturities of the debts and hedging instruments can be dissociated and the outstanding derivatives instruments can hedge a part of the fixed rate debt maturing in the following years.

The interest cost of outstanding debt was fully hedged as at December 31, 2021, through both:
- Debt kept at a fixed rate; and
- Hedging in place as part of URW's macro hedging policy.

The hedging balance as at December 31, 2021, breaks down as follows:

(€Mn)	Outstanding total at Dec. 31, 2021	
	Fixed rate	Variable rate[1]
Financial liabilities before hedging programme	**(24,224.6)**	**(669.9)**
Micro-hedging	10,611.2	(10,611.2)
Financial liabilities after micro-hedging[2]	**(13,613.4)**	**(11,281.1)**
Swap rate hedging[3]		-
Net debt not covered by swaps		**(11,281.1)**
Cap and floor hedging		12,342.9
Hedging balance	**-**	**1,061.8**

(1) Including index-linked debt.
(2) Partners' current accounts are not included in variable-rate debt.
(3) Forward hedging instruments are not accounted for in this table.

In 2021, the Group swapped to floating rate €1.25 Bn of bonds issued and adjusted its hedging position for a cost of €86.6 Mn in view of its current disposal and investment plans, the existing debt[1] and hedging programme as well as the debt the Group expects to raise in the coming years.

As a consequence, the Group's interest rate position is fully hedged for 2021 and the following years.

MEASURING INTEREST RATE EXPOSURE

Based on the estimated average proportionate debt position of URW in 2022, if interest rates[2] (Euribor, Libor, Stibor) were to rise/decrease by 25 bps, the recurring net result would be impacted by:

	Euros (€Mn)[3]	USD ($Mn)	GBP (£Mn)	Total eq. EUR (€Mn)
-25 bps interest rate	21.4	0.3	-	21.7
+25 bps interest rate	(21.4)	(0.3)	-	(21.7)
+100 bps interest rate	(32.1)	(1.4)	-	(33.4)
+200 bps interest rate	(32.7)	(2.8)	-	(35.1)

The impact of rate increase on the recurring financial expenses would remain limited in case of an increase of +100 bps or +200 bps thanks to hedging instruments in place.

7.6.3 CREDIT RISK

Credit risk arises from cash and equivalents as well as credit exposures with respect to rental customers. Credit risk is managed on a Group level. The Group structures the level of credit risk it accepts by placing limits on its exposure to a single counterparty, or groups of counterparties, and to geographical and industry segments. Such risks are subject to at least an annual review, and often more frequently. The Group has policies in place to ensure that rental contracts are made with customers with an appropriate credit history.

The Group's tenants may be impacted by COVID-19 depending on the restrictions in place, government support and their industry.

The main tenants of URW's Office properties in France are blue-chip companies. The tenant profile minimizes insolvency risks.

In the Shopping Centres segment, the risk of insolvency is spread widely across a large number of tenants.

When tenants sign their lease agreements, they are typically required to provide financial guarantees, such as a deposit, first-demand guarantee or a surety bond amounting to between three and six months' rent.

Payments for ancillary services provided by the Convention & Exhibition segment are generally received in advance, thereby reducing the risk of unpaid debt.

Late payment reminders are automatically issued in respect of late payments and penalties are applied, in normalized context. Such late payments are monitored by a special "default" Committee in each business segment which decides on the pre-litigation or litigation action to be taken.

According to IFRS 9, the estimated provision corresponds to the amount which the company does not expect to recover. Though, when collecting a tenant deposit or obtaining a bank guarantee, URW partially covers the possible future losses.

(1) On a proportionate basis.
(2) The impact on exchange rates due to this theoretical increase or decrease of 25 bps in interest rates is not taken into account. The theoretical impact of a rise or decrease in interest rates is calculated relative to the applicable rates as at December 31, 2021: 3m Euribor (-0.572%), 3m USD Libor (0.209%) and 3m GBP Libor (0.262%).
(3) Including SEK.

URW's provision policy meets the simplified model of IFRS 9:

- The estimated losses are calculated on a homogeneous segment of receivables;
- The rate of estimated loss reflects the best estimation of the expected future losses, on the considered client segment: URW respects the notion of back testing (comparisons are performed with historical rates of losses) and if needed, the rates are adjusted to take into account any new trigger event; and
- Historical data are reviewed to better reflect the actual situation and integrate the best estimates for the near future.

The Group applies the following rules to calculate the provision for doubtful accounts as at December 31, 2021:

- Receivables from tenants under bankruptcies proceedings were fully depreciated;
- Doubtful debt provisions are defined on the basis of an estimated default rate based on a forward looking approach. This percentage of default may be refined by the tenant segment and position of the Shopping Centre in its catchment area. Ultimately, this default is rationalised based on recent events like tenants bankruptcies in 2021 and also the evolution of shop closures in the past quarters; and
- This percentage was applied on the amount of receivables from which security deposit and deferred amounts not yet due were deducted.

The amounts of tenants receivables and the related provisions for doubtful debtors from the retail activities have decreased during the period (see note 1.1.1 COVID-19 pandemic). This decrease was mitigated by an increase in receivables from the Congress & Exhibition activity, following the recovery in activity.

Over fiscal year 2021, the Group has provisioned €65.3 Mn of doubtful receivables (€94.8 Mn under proportionate) which have been charged to the income statement under the item "property operating expenses".

As at December 31, 2021, the gross amount of receivables amounted to €766.8 Mn and the provision for doubtful debtors to -€234.3 Mn compared to €746.4 Mn and -€207.0 Mn, respectively, at the end of December 2020.

7.7 CARRYING VALUE OF FINANCIAL INSTRUMENTS PER CATEGORY

FAAC: Financial Asset at Amortised Cost
FAFVOCI: Financial Asset at Fair Value through Other Comprehensive Income
FAFVTPL: Financial Asset at Fair Value Through Profit or Loss
FLAC: Financial Liabilities at Amortised Cost
FLFVTPL: Financial Liabilities at Fair Value Through Profit or Loss

Dec. 31, 2021 (€Mn)	Categories in accordance with IFRS 9	Carrying amount Dec. 31, 2021	Amounts recognised in statement of financial position according to IFRS 9: Amortised cost	Fair value recognised in equity	Fair value recognised in profit & loss	Fair value
Assets						
Investments in financial assets	FAAC/FAFVOCI/FAFVTPL	370.7	160.2	28.9	181.6	370.7
Derivatives at fair value	FAFVTPL	442.9	-	-	442.9	442.9
Trade receivables from activity[1]	FAAC	320.6	320.6	-	-	320.6
Other receivables[2]	FAAC	334.9	334.9	-	-	334.9
Cash and cash equivalents	FAAC/FAFVTPL	2,256.1	1,200.0	-	1,056.1	2,256.1
		3,725.2	**2,015.7**	**28.9**	**1,680.6**	**3,725.2**
Liabilities						
Commitment to non-controlling interests	FLFVTPL	99.8	-	-	99.8	99.8
Financial debts (excluding *ORNANE*)	FLAC	26,633.2	26,633.2	-	-	27,247.9
Net share settled bonds convertible into new and/or existing shares (*ORNANE*)	FLFVTPL	500.3	-	-	500.3	500.3
Derivatives at fair value	FLFVTPL	1,067.2	-	-	1,067.2	1,067.2
Non-current amounts due on investments	FLAC	54.1	54.1	-	-	54.1
Other non-current liabilities	FLAC/FAFVTPL	94.6	32.6	-	62.0	94.6
Amounts due to suppliers and other current debt[3]	FLAC	1,220.8	1,220.8	-	-	1,220.8
		29,670.0	**27,940.8**	**-**	**1,729.3**	**30,284.7**

(1) Excluding rent-free periods and step rents.
(2) Excluding prepaid expenses, service charges due and tax receivables.
(3) Excluding deferred income, service charges billed and tax liabilities.

Dec. 31, 2020 (€Mn)	Categories in accordance with IFRS 9	Carrying amount Dec. 31, 2020	Amounts recognised in statement of financial position according to IFRS 9			Fair value
			Amortised cost	Fair value recognised in equity	Fair value recognised in profit & loss	
Assets						
Investments in financial assets	FAAC/FAFVOCI/FAFVTPL	303.6	98.8	24.0	180.8	303.6
Derivatives at fair value	FAFVTPL	826.8	-	-	826.8	826.8
Trade receivables from activity[1]	FAAC	374.1	374.1	-	-	374.1
Other receivables[2]	FAAC	339.8	339.8	-	-	339.8
Cash and cash equivalents	FAFVTPL	2,137.6	945.0	-	1,192.6	2 137.6
		3,981.9	**1,757.7**	**24.0**	**2,200.2**	**3,981.9**
Liabilities						
Commitment to non-controlling interests	FLFVTPL	100.4	-	-	100.4	100.4
Financial debts (excluding *ORNANE*)	FLAC	27,926.9	27,926.9	-	-	28,914.2
Net share settled bonds convertible into new and/or existing shares (*ORNANE*)	FLFVTPL	600.3	-	-	600.3	600.3
Derivatives at fair value	FLFVTPL	1,502.3	-	-	1,502.3	1,502.3
Non-current amounts due on investments	FLAC	102.2	102.2	-	-	102.2
Other non-current liabilities	FLAC	63.0	63.0	-	-	63.0
Amounts due to suppliers and other current debt[3]	FLAC	1,158.4	1,158.4	-	-	1,158.4
		31,453.4	**29,250.5**	**-**	**2,203.0**	**32,440.8**

(1) Excluding rent-free periods and step rents.
(2) Excluding prepaid expenses, service charges due and tax receivables.
(3) Excluding deferred income, service charges billed and tax liabilities.

"Trade receivables from activity", "Other receivables", "Cash and cash equivalents" and "Amounts due to suppliers and other current debt" mainly have short-term maturity. Consequently, their carrying amounts at the reporting date approximate the fair value.

7.7.1 FAIR VALUE HIERARCHY OF FINANCIAL ASSETS AND LIABILITIES

IFRS 13 establishes a hierarchy of valuation techniques for financial instruments. The following categories are identified:

- Level 1: financial instruments quoted in an active market;
- Level 2: financial instruments whose fair value is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets; and
- Level 3: financial instruments whose fair value is determined in whole or in part using a valuation technique based on assumptions that are not supported by prices from observable current market transactions in the same instrument (i.e. without modification or repackaging) and not based on available observable market data. The COVID-19 pandemic has no impact on the methodology applied.

(€Mn)	Total	Fair value measurement at Dec. 31, 2021 Level 1	Level 2	Level 3
Assets				
Fair value through profit or loss				
Investments in financial assets	181.6	-	-	181.6
Derivatives	442.9	-	442.9	-
Marketable securities	12.4	12.4	-	-
Fair value through equity				
Financial assets	28.9	-	-	28.9
Derivatives	-	-	-	-
Total	**665.8**	**12.4**	**442.9**	**210.4**
Liabilities				
Fair value through profit or loss				
Commitment to non-controlling interests	99.8	-	-	99.8
ORNANE	500.3	500.3	-	-
Derivatives	1,067.2	-	1,067.2	-
Other non-current liabilities	62.0	-	-	62.0
Total	**1,729.3**	**500.3**	**1,067.2**	**161.8**

7.7.2 NET GAIN/LOSS BY CATEGORY

URW closely monitors its financial risk linked to its activity and the financial instruments it uses. The Group identifies and regularly evaluates its different risk exposures (liquidity, interest rates, and currency exchange rates) in order to implement the adopted strategy.

2021 (€Mn)	From interest	Net gain/(loss) in profit & loss	Net gain/(loss) in equity
Investments in financial assets	10.5	10.5	(2.7)
Derivatives at fair value through profit and loss	103.1	103.1	-
Financial liabilities at amortised cost	(620.7)	(620.7)	-
	(507.1)	**(507.1)**	**(2.7)**
Capitalised expenses		41.2	
Net financial expenses		**(465.9)**	

2020 (€Mn)	From interest	Net gain/(loss) in profit & loss	Net gain/(loss) in equity
Investments in financial assets	6.6	6.6	(14.9)
Derivatives at fair value through profit and loss	160.0	160.0	-
Financial liabilities at amortised cost	(641.3)	(641.3)	-
	(474.8)	**(474.8)**	**(14.9)**
Capitalised expenses		43.3	
Net financial expenses		**(431.5)**	

NOTE 8. TAXES

8.1 ACCOUNTING PRINCIPLES

8.1.1 INCOME TAX EXPENSES

The Group companies are taxable according to the tax rules of their country. In some countries, special tax regimes for public property companies exist.

Calculation of income tax expenses is based on local rules and rates.

8.1.2 DEFERRED TAX

Deferred taxes are recognised in respect of all temporary differences between the carrying amount and tax base of assets and liabilities at each financial year-end.

Deferred tax assets or liabilities are calculated based on total temporary differences and on tax losses carried forward, using the local tax rate that will apply on the expected reversal date of the concerned differences, if this rate has been set. Otherwise, they are calculated using the applicable tax rate in effect at the financial year-end date. Within a given fiscal entity or group and for a given tax rate, debit balances are recorded to assets for the amount expected to be recoverable over a foreseeable period. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be used.

The main deferred tax liabilities relate to:

- The mark-to-market of investment properties, resulting in the recognition of a deferred tax liability for non-tax-exempt assets; and
- The recognition of intangible assets at the acquisition date identified on Viparis entities, particularly Viparis-Porte de Versailles and Paris Nord Villepinte, as well as on Westfield entities.

8.1.3 TAX REGIMES

Different tax regimes exist in the following countries.

FRANCE - SIIC REGIME (SOCIÉTÉ D'INVESTISSEMENT IMMOBILIER COTÉE)

URW elected to participate in the SIIC regime from the creation of the regime on January 1, 2003. Its French subsidiaries eligible for SIIC status have also opted for this regime. The SIIC regime is based on the concept of tax transparency, meaning that rental income and capital gains made from divestments are not subject to income tax at the level of the Group's French property companies, but upon distribution to URW's shareholders. The SIIC regime requires that URW and its SIIC subsidiaries distribute 95% of their recurring income and 100% of their dividend income received from SIIC or equivalent subsidiaries before the end of the following tax year, and 70% of their capital gains before the end of the second tax year following the year in which the gain was generated.

The SIIC regime limits the dividend payment to the statutory distribution capacity and the unpaid SIIC obligation as a result of the capping mechanism is carried forward until the statutory distribution capacity is restored.

The SIIC regime only applies to real estate rental activities, therefore other income generated by URW and its SIIC subsidiaries' ancillary activities remains subject to income tax.

SPAIN - SOCIMI REGIME (SOCIEDADES ÁNONIMAS COTIZADAS DE INVERSIÓN EN EL MERCADO INMOBILIARO)

URW entered the SOCIMI - regime in 2013 with most of its Spanish subsidiaries which own standing-assets. The SOCIMI regime provides for a tax rate of 0% on recurring income provided that certain requirements - some of them related to the shareholders of URW - are fulfilled. Capital gains realised within the SOCIMI regime are taxed at 0%, and capital gains related to the period before entering into the regime are taxed at the moment of realisation. Based on the SOCIMI regime, the company has to fulfil distribution obligations of at least 80% of its profits annually, as well as 50% of its capital gains, provided that the remaining 50% is reinvested in the real estate sector within a three-year period.

THE NETHERLANDS - FBI/FII REGIME (FISCALE BELEGGINGSINSTELLING/FISCAL INVESTMENT INSTITUTION)

The requirements for companies to qualify for the FBI regime are partly related to their activities and their shareholding base. For the main part of the Group's Dutch real estate, following an agreement with the Dutch tax authorities, the FBI regime is not applied. Unibail-Rodamco-Westfield N.V., which owns the majority of the US portfolio, does apply the FBI/FII regime. An FBI/FII has to distribute its income, calculated according to the rules for corporate income tax, on a yearly base.

UNITED KINGDOM – UNITED KINGDOM REIT

URW applies the United Kingdom REIT regime for part of its United Kingdom real estate portfolio. Based on the regime, various restrictions apply, among them the requirement that at least 75% of the REIT's net profit must be derived from the property rental business, and 75% of the REIT's assets must be used in the property rental business or be held as cash. At least 90% of the income from the property rental business must be distributed within 12 months after the end of the accounting period. There's no distribution obligation for gains arising from the disposal of real estate used in the property rental business.

UNITED STATES – UNITED STATES REIT

URW has elected to apply the REIT regime for the main part of its United States portfolio. Like in other REIT regimes, there's an asset test (75%) along with various securities ownership limits, and in addition there is a combined income test: at least 75% of the gross income must be derived from real estate property rental or from interest on mortgages on real estate property, whereas at least 95% of the gross income must come from a combination of real estate related sources and passive sources, such as dividends and interest. United States law requires the REIT to annually distribute at least 90% of its ordinary taxable income.

8.2 INCOME TAX EXPENSES

(€Mn)	2021	2020
Recurring deferred and current tax on:		
• Allocation / reversal of provision concerning tax issues	(0.9)	0.2
• Other recurring results	(14.4)	(20.1)
Total recurring tax	**(15.3)**	**(19.9)**
Non-recurring deferred and current tax on:		
• Change in fair value of investment properties and impairment of intangible assets	65.7	249.7
• Other non-recurring results	(17.5)	51.3
Total non-recurring tax	**48.2**	**301.0**
Total tax	**32.9**	**281.1**
Total tax paid	(27.3)	(18.2)

(€Mn)	2021	2020
Current tax	(5.4)	19.4
Deferred tax	38.3	261.7
Total tax	**32.9**	**281.1**

Reconciliation of effective tax rate	%	2021	2020
Profit (loss) before tax, impairment of goodwill and result of associates		**(307.7)**	**(4,707.4)**
Income tax using the average tax rate	23.0%	70.6	1,179.7
Tax exempt profits (including SIIC, SOCIMI and REIT regimes)	33.1%	101.9	(557.0)
Non-deductible costs	(2.9)%	(8.9)	(12.9)
Effect of tax provisions	(0.6)%	(1.8)	0.2
Effect of non-recognised tax losses	(42.4)%	(130.3)	(322.0)
Effect of change in tax rates	(0.2)%	(0.5)	(5.7)
Effect of currency translation in tax	(2.3)%	(7.2)	0.2
Other	3.0%	9.2	(1.5)
Total tax	**10.7%**	**32.9**	**281.1**

8.3 DEFERRED TAXES

2021 CHANGE

(€Mn)	Dec. 31, 2020	Net variation	Reclassification	Currency translation	Change in scope of consolidation	Dec. 31, 2021
Deferred tax liabilities	**(2,052.5)**	**66.2**	**-**	**(4.0)**	**72.3**	**(1,918.0)**
Deferred tax on investment properties	(1,864.4)	62.5	-	(4.8)	72.3	(1,734.4)
Deferred tax on intangible assets	(188.1)	3.7	-	0.8	-	(183.6)
Other deferred tax	**44.8**	**(25.5)**	**1.5**	**4.3**	**(0.5)**	**24.6**
Tax loss carry-forward(1)	63.0	(19.5)	2.2	(0.1)	0.3	45.9
Other(1)	(18.2)	(6.0)	(0.7)	4.4	(0.8)	(21.3)
Total deferred tax liabilities	**(2,007.8)**	**40.7**	**1.5**	**0.3**	**71.8**	**(1,893.4)**
Deferred tax assets						
Tax loss carry-forward	29.9	3.2	(2.2)	0.4	-	31.3
Other deferred tax assets(1)	11.7	(3.9)	-	0.2	-	8.0
Provision on tax loss carry-forward	(15.2)	(1.7)	-	(0.1)	-	(17.0)
Total deferred tax assets	**26.5**	**(2.4)**	**(2.2)**	**0.5**	**-**	**22.3**

(1) Deferred tax assets and liabilities within a same tax group are offset.

2020 CHANGE

(€Mn)	Dec. 31, 2019	Net Variation	Reclassification	Currency translation	Change in scope of consolidation	Dec. 31, 2020
Deferred tax liabilities	**(2,303.6)**	**250.3**	**-**	**0.7**	**-**	**(2,052.5)**
Deferred tax on investment properties	(2,084.4)	214.2	-	5.8	-	(1,864.4)
Deferred tax on intangible assets	(219.1)	36.1	-	(5.1)	-	(188.1)
Other deferred tax	**27.6**	**26.4**	**(13.1)**	**3.9**	**-**	**44.8**
Tax loss carry-forward(1)	53.8	22.3	(13.2)	0.1	-	63.0
Other(1)	(26.2)	4.1	0.1	3.8	-	(18.2)
Total deferred tax liabilities	**(2,276.0)**	**276.7**	**(13.1)**	**4.6**	**-**	**(2,007.8)**
Deferred tax assets						
Tax loss carry-forward	35.0	(18.3)	13.2	-	-	29.9
Other deferred tax assets(1)	8.6	3.3	-	(0.2)	-	11.7
Provision on tax loss carry-forward	(15.2)	-	-	-	-	(15.2)
Total deferred tax assets	**28.4**	**(15.0)**	**13.2**	**(0.2)**	**-**	**26.5**

(1) Deferred tax assets and liabilities within a same tax group are offset.

Deferred tax liabilities on properties refer to:
1) those countries where there is no REIT regime (like the SIIC-regime in France), providing a tax exemption on recurring income and capital gains on property sales with an obligation to distribute part of their net result, or
2) to countries where such tax efficient status does exist, but where the structure of URW in its current form and under current legislation would lead to tax amounts to be paid in case of capital gains on property sales.

UNRECOGNISED DEFERRED TAX ASSETS

The table below presents the tax basis on which no deferred tax assets were recognised:

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Temporary differences investment properties	-	-
Tax loss carry-forwards not recognised	2,070.2	1,735.7
Total unrecognised tax-basis	**2,070.2**	**1,735.7**

DETAIL OF UNRECOGNISED TAX LOSSES AT THE END OF 2021 INTO FINAL YEAR OF USE:

(€Mn)	
2022	0.1
2023	13.1
2024	24.3
2025	44.2
2026	3.1
Unlimited	1,985.4
Total	**2,070.2**

The tax losses are to a large extent related to negative financial results on French SIIC entities (€980.5 Mn), next to losses caused by impairments in some other countries (mainly United States and The Netherlands). Deferred tax assets have not been recognised because it is not probable that future taxable profit will be available against which these losses can be offset.

NOTE 9. PROVISIONS

The determination of the amount of provisions for liabilities and charges requires the use of estimates, assumptions and judgement made by management based on information available or situations prevalent at the date of preparation of the accounts, information and situation which may vary from subsequent actual events, as well as on the basis of estimated conditions at a given date.

2021 CHANGE

(€Mn)	Dec. 31, 2020	Allocations	Reversals used	Reversals not used	Foreign currency translation impact	Other movements	Dec. 31, 2021
Non-current provisions	**74.6**	**3.3**	**(5.2)**	**(17.2)**	**3.2**	**(3.3)**	**55.5**
Non-current provisions excluding employee benefits	58.3	2.8	(4.6)	(17.2)[1]	3.2	-	42.5
Employee benefits	16.3	0.5	(0.6)	-	-	(3.3)	13.0
Current provisions	**32.7**	**10.5**	**(1.2)**	**(7.4)**	**0.6**	**(0.5)**	**34.6**
Total	**107.3**	**13.8**	**(6.4)**	**(24.6)**	**3.8**	**(3.8)**	**90.1**

(1) Relates mainly to the reversal of tax provisions.

NOTE 10. OTHER CURRENT LIABILITIES

Other current liabilities break down as follows:

(€Mn)	Dec. 31, 2021	Dec. 31, 2020
Tax and social liabilities	453.1	471.6
Other liabilities	214.2	209.4
Total other current liabilities	**667.4**	**681.0**

NOTE 11. EMPLOYEE REMUNERATION AND BENEFITS

11.1 HEADCOUNT

The average number of employees of the Group's companies breaks down as follows:

Regions	2021	2020
France(1) (2)	989	1,097
Spain	120	137
United States	718	929
Central Europe	143	146
Austria	55	64
Germany	422	474
Nordics	104	113
The Netherlands	81	95
United Kingdom(2)	259	319
Australia	-	1
Total	**2,889**	**3,374**

(1) Of which Viparis: 334/370.
(2) Following the transfer of one asset from United Kingdom region to France region in 2021, 2020 figures were accordingly restated.

11.2 PERSONNEL COSTS

(€Mn)	2021	2020
Personnel costs	383.6	421.0
Employee benefits(1)	13.3	14.3
Total	**396.9**	**435.3**

(1) Expenses relating to the Company Savings Plan, stock options and performance shares, recognised with an equivalent increase in equity.

EMPLOYEE PROFIT SHARING

Employees belonging to the UES ("*Unité Économique et Sociale*"- Social and Economic Group) comprising notably Unibail Management and Espace Expansion, and employees of Unibail-Rodamco-Westfield SE benefit from a common employee profit-sharing plan and a common profit-sharing agreement introduced in 1999. The common profit-sharing agreement was renewed in 2017, then extended for a period of one year covering the 2021 financial year. The profit-sharing agreement is based on the annual growth of the net recurring result and of the EPRA NNNAV, weighted for the activity in France and adjusted for indexation.

Employees belonging to the UES Viparis benefit from a common employee profit-sharing plan and a common profit-sharing agreement introduced in 2008. The profit-sharing agreement was renewed in 2020.

11.3 EMPLOYEE BENEFITS

11.3.1 PENSION PLAN

ACCOUNTING PRINCIPLES

Under IAS 19 Revised, a company must recognise all commitments made to its employees (i.e. current or future, formal or informal, cash payments or payments in kind). The cost of employee benefits must be recorded during the vesting period.

POST-EMPLOYMENT BENEFITS

Pension schemes may be defined contribution or defined benefit schemes.

Under defined contribution schemes, the employer only pays a contribution, with no commitment from the Group regarding the level of benefits to be provided. The contributions paid are recorded as expenses for the year.

Under defined benefit schemes, the employer makes a formal or implied commitment to an amount or level of benefits and therefore carries the medium- or long-term risk. A provision is recorded to liabilities to cover all of these pension commitments. This provision is assessed regularly by independent actuaries using the projected unit credit method, which takes into account demographic assumptions, early retirements, salary increases and discount and inflation rates.

In the majority of the Group companies, pensions due under the various compulsory retirement schemes to which employers contribute are managed by specialist external organisations. Defined contributions paid into these various compulsory retirement schemes are recognised in the income statement for the period.

Provisions are recorded for retirement allowances relating to defined benefit schemes based on the net present value of these future allowances. According to IAS 19 Revised, the actuarial gains and losses are accounted for in the OCI. In 2021, the Group has applied the IFRIC recommendation related to the application of IAS 19 for the past service costs.

LONG-TERM BENEFITS

These are benefits paid to employees more than 12 months after the end of the financial year during which the corresponding service was provided. The same valuation method is used as for post-employment benefits.

With the exception of provision for retirement allowances and long-service awards, no commitments relating to long-term or post-employment benefits need to be accrued.

Provisions for pension liabilities (€Mn)	Dec. 31, 2021	Dec. 31, 2020
Retirement allowances	10.2	13.0
Pension plans with defined benefit[1]	2.8	3.3
Total	**13.0**	**16.3**

(1) The provision corresponds to the remaining obligation to the defined benefit contract in The Netherlands.

11.3.2 SHARE-BASED PAYMENTS

ACCOUNTING PRINCIPLES

Under IFRS 2, all transactions relating to share-based payments must be recognised in the income statement. This is the case for URW's Company Savings Plan, stock option plan, performance shares plan.

Shares issued under the company savings plan are offered at a discount to the share price. This discount represents an employee benefit and is recorded in the income statement for the period, with a corresponding increase in equity.

Stock options granted to employees are stated at their fair value on the date of allocation. As the transactions are equity-settled share-based payments, this value remains unchanged, even if the options are never exercised. The value applied to the number of options finally exercised at the end of the vesting period (estimation of the turnover) is recorded as an expense, with a corresponding increase in equity which is spread over the vesting period (i.e. the period during which employees must work for the Company before they can exercise the options granted to them).

The stock options and performance shares, all subject to performance condition, have been valued using a Monte Carlo model.

The additional expenses incurred by the Company Savings Plan, stock option plan, performance shares plans are classified under personnel expenses.

COMPANY SAVINGS PLAN

Subscription to the Company Savings Plan is offered to employees in France who have been with the Group for more than three months. The subscription period is opened once per year, after the share capital increase reserved to employees has been authorised by the Management Board, which also sets the subscription price. The subscription price is equal to the average of the opening share prices on the Eurolist of Euronext Paris over the 20 trading days preceding the decision of the Management Board, less a 30% discount. The Group also makes a top-up contribution applied exclusively to voluntary contributions (including profit-sharing), made by employees to the Group URW Fund (fund fully vested in Stapled Shares as from June 2018). These voluntary contributions are limited to a maximum of one quarter of the annual salary with a cap of €25,000 (for shares acquired at the discount).

The total cost of subscriptions to the Company Savings Plan (employer contribution and difference between the subscription price and the share price on the date of the capital increase) amounted to €3.0 Mn in 2021 compared to €2.0 Mn in 2020.

STOCK OPTION PLANS

There are currently five plans for stock options granted to Directors and employees of the Group. The plans granted as from 2019 have a duration of eight years[(1)] and may be exercised at any time, in one or more instalments, as from the third anniversary of the date of their allocation[(2)].

All plans are subject to both internal and external performance conditions.

The external performance is assessed on the basis of the Total Shareholders Return (TSR) of URW's shares (with dividends reinvested) against a Reference Index[(3)] and a CSR external rating. These KPIs weight 45% and 5% of the total performance achievement respectively.

The internal performance is assessed on the basis of the attainment of URW's Adjusted Recurring Earnings per Share (AREPS) guidance communicated to investors[(4)], and on the level of achievement of the CSR agenda Better Places 2030, Group-wide[(5)]. These KPIs weight 45% and 5% of the total performance achievement respectively.

The performance-related stock-options allocated in May 2021 were valued at €3.64 for those with a TSR condition and at €4.50 for those with non-market performance conditions (i.e. AREPS and internal/external CSR), using a Monte Carlo model. This valuation is based on an initial exercise price of €69.41, the share price at the date of allocation of €68.82, a vesting period of three years, an estimated duration of 3.7 years, a market volatility of 18.22%, a dividend assumption for 2023, 2024 and 2025, a risk-free interest rate of -0.446% and a volatility of the reference composite index of 13.02% with a correlation reference composite index/URW of 67.87%.

Stock options are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to stock options came to €1.8 Mn in 2021 and €2.3 Mn in 2020.

(1) The duration was seven years for the plans granted before 2019.
(2) The exercise was possible only as from the fourth anniversary of the grant date for the plans granted before 2019.
(3) For the 2018 performance, the TSR taken into account is the one of Unibail-Rodamco before the Westfield acquisition against index EPRA Eurozone "retail and office".
(4) For the 2018 performance, the performance is assessed on the attainment of the Recurring Earning Per Share (REPS) guidance on the scope of Unibail-Rodamco standalone.
(5) For the 2018 performance, the assessment is based on the scope Unibail-Rodamco standalone and on the integration of the US, the UK and Italy into URW's CSR agenda.

The table below shows allocated stock options not exercised at the period-end:

Plan		Exercise period[1]	Adjusted subscription price (€)[2]	Number of options granted	Adjustments in number of options[2]	Number of options cancelled	Number of options exercised	Potential additional number of shares[3]
2011 plan (n°7)	2014	from 04/03/2018 to 03/03/2021	186.10	606,087	-	582,621	23,466	-
2015 plan (n°8)	2015	from 04/03/2019 to 03/03/2022	256.81	615,860	-	234,617	-	381,243
	2015	from 05/09/2019 to 04/09/2022	238.33	7,225	-	7,225	-	-
	2016	from 09/03/2020 to 08/03/2023	227.24	611,608	-	196,149	1,913	413,546
	2017	from 08/03/2021 to 07/03/2024	218.47	611,611	-	161,087	-	450,524
2018 plan (n°9)	2018	from 06/03/2022 to 05/03/2025	190.09	630,135	-	153,010	-	477,125
2019 plan (n°10)	2019	from 20/03/2022 to 19/03/2026	144.55	748,372	-	169,435	-	578,937
2020 plan (n°11)	2020	from 22/03/2023 to 21/03/2027	92.03	885,291	-	180,295	-	704,996
2021 plan (n°12)	2021	from 19/05/2024 to 18/05/2029	69.41	950,295	-	47,202	-	903,093
Total				**5,666,484**	-	**1,731,641**	**25,379**	**3,909,464**

(1) Under assumption that the performance and presence conditions are satisfied. If the first day of the exercise period is a non-business day, the retained date will be the next business day. If the end of the exercise period is a non-business day, the retained date will be the first preceding business day.
(2) Adjustments reflect distribution paid from retained earnings.
(3) All the options are subject to presence and performance conditions.

The table below shows the number and weighted average exercise prices of stock options:

	2021		2020	
	Number	**Weighted average price (€)**	Number	Weighted average price (€)
Outstanding at the beginning of the period	3,779,904	175.05	3,186,184	197.66
Allocated over the period	950,295	69.41	885,291	92.03
Cancelled over the period	(820,735)	164.95	(291,571)	170.00
Exercised over the period	-	-	-	-
Average share price on date of exercise	-	-	-	-
Outstanding at the end of the period	3,909,464	151.49	3,779,904	175.05
Of which exercisable at the end of the period	1,245,313	-	1,225,032	-

PERFORMANCE SHARE PLAN

All the shares are subject to both external and internal performance conditions, except those allocated in May 2018 which are only subject to internal performance conditions. The performance conditions are the same as for the stock-options described above.

The awards allocated in May 2021 were valued at €27.36 for those with a TSR condition and at €60.72 for those with non-market conditions (i.e. AREPS and internal/external CSR), using a Monte Carlo model.

This valuation is based on the share price at the date of allocation of €68.82, a vesting period of three years, a market volatility of 18.66%, a volatility of the reference composite index of 13.27% with a correlation reference composite index/URW of 67.06%, a dividend assumption for 2023, 2024 and 2025, and a risk-free interest rate of -0.51%.

Performance shares are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to performance shares came to €9.1 Mn in 2021 and €10.5 Mn in 2020.

The table below shows allocated performance shares not exercised at the period-end:

Starting date of the vesting period[1]	Number of performance shares allocated	Number of performance shares cancelled	Number of performance shares acquired	Potential additional number of shares[2]
2016	36,745	7,918	28,827	-
2017	39,770	16,269	23,501	-
March 2018	82,539	41,178	16,910	24,451
May 2018	38,130	7,273	21,800	9,057
March 2019	172,174	38,944	-	133,230
March 2020	489,440	99,682	-	389,758
May 2021	371,846	18,474	-	353,372
Total	1,230,644	**229,738**	**91,038**	**909,868**

(1) For French tax residents: a minimum vesting period of three years, and a minimum holding period of two years once vested.
For non-French tax residents: a minimum vesting period of four years without any requirement to hold the shares.
Plans granted in May 2021, March 2020 and March 2019: a minimum vesting period of three years for the French and non-French tax residents without any requirement to hold the shares.
(2) The acquisition of the shares is subject to presence and performance conditions.

11.3.3 REMUNERATION OF THE MANAGEMENT BOARD/SENIOR MANAGEMENT TEAM AND THE SUPERVISORY BOARD

REMUNERATION OF THE MANAGEMENT BOARD/SENIOR MANAGEMENT TEAM

In 2020, the total amount relates to the total remuneration of the Senior Management Team which comprises the members of the Management Board. Starting 2021, a new organisation has been adopted by URW. An extended Management Board has replaced the former Senior Management Team.

(K€) Paid in:	2021[1]	2020[2]
Fixed income	3,249	5,077
Short-term incentive	1,573	6,876
Other benefits[3]	799	3,817
Total	**5,621**	**15,770**

(1) Corresponds to the remuneration of the Management Board members (i.e. five members).
(2) Corresponds to the remuneration of the Senior Management Team members (i.e. eight members).
(3) Supplementary Contribution Scheme, company car and other additional benefits.

In 2021, members of the Management Board were allocated a total of 129,625 performance stock options, all subject to performance condition, and 50,706 performance shares.

Regarding the 2021 performance achievements, the Management Board members will receive in 2022 a total Short-Term Incentive ("STI") amounting to €4,222 K. The payment for those who were Management Board members in 2021 will be made after the approval of the annual General Meeting ("AGM").

REMUNERATION OF THE SUPERVISORY BOARD:

The remuneration of the Supervisory Board amounts to €771,625 for the 2021 fiscal year.

TRANSACTIONS INVOLVING SUPERVISORY BOARD MEMBERS OR MANAGEMENT BOARD MEMBERS (INCLUDING LOANS OR GUARANTEES GRANTED):

The 2021 AGM approved the settlement agreement entered between the Company and Mr Cuvillier to settle the conditions and consequences of the termination of his MB mandate. This settlement agreement included usual provisions related to confidentiality, cooperation, non-disparagement, tax preparation assistance for a three-year period and a termination indemnity of €936.5 K which was paid in May 2021.

NOTE 12. SHARE CAPITAL AND DIVIDENDS

12.1 CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may issue new debt or buy back existing outstanding debt, adjust the amount of dividends paid to shareholders (subject to the Group's fiscal status under the SIIC regime in France), return capital to shareholders, issue new shares or buy back outstanding shares or sell assets to reduce debt.

The Group has disclosed the debt ratio LTV which is calculated as the net financial nominal debt expressed as a percentage of the portfolio valuation (including transfer taxes). As at December 31, 2021, net financial debt stood at €22,600 Mn[(1)], excluding partners' current accounts and after taking cash surpluses into account (€2,256 Mn).

As at December 31, 2021, the total portfolio valuation amounts to €52,223 Mn, including transfer taxes.

As at December 31, 2021, the calculated ratio amounted to 43.3%, compared to 44.7% as at December 31, 2020.

12.2 NUMBER OF SHARES

ACCOUNTING PRINCIPLES

The Earnings per Share indicator is calculated by dividing net result (Holders of the Stapled Shares) by the weighted average number of ordinary shares in circulation over the period.

To calculate diluted Earnings per Share, the average number of shares in circulation is adjusted to take into account the conversion of all potentially dilutive ordinary shares, in particular stock options and performance shares during the vesting period, as well as the bonds redeemable for shares (*ORA*) and the net share settled bonds convertible into new and/or existing shares (*ORNANE*).

The dilutive impact is determined using the treasury stock method, which assumes that proceeds from the exercise of options are used to repurchase Company shares at their market value. The market value corresponds to the average monthly share price weighted by trading volumes. The theoretical number of shares that may be purchased at the market value is deducted from the total number of shares resulting from the exercise of rights. This number is then added to the average number of shares in circulation and hence constitutes the denominator.

The ORNANE being accounted as a debt at fair value, the impact of the variation of their fair value and the related financial expenses are restated from the net result when taking into account the dilutive impact.

CHANGE IN SHARE CAPITAL

	Total number of shares
As at Jan. 1, 2020	**138,378,605**
Capital increase reserved for employees under Company Savings Plan	69,150
Shares granted	24,630
As at Dec. 31, 2020	**138,472,385**
Capital increase reserved for employees under Company Savings Plan	74,055
Shares granted	47,976
As at Dec. 31, 2021	**138,594,416**

AVERAGE NUMBER OF SHARES DILUTED AND UNDILUTED

	2021	2020
Average number of shares (undiluted)	**138,545,360**	**138,437,274**
Dilutive impact		
Potential shares via stock options[(1)]	-	-
Attributed performance shares (unvested)[(1)]	418,750	314,217
Potential shares via ORNANE	1,225,243	1,851,806
Average number of shares (diluted)	**140,189,353**	**140,603,298**

(1) Corresponds only to stock options and attributed performance shares which are in the money and for which the performance condition is fulfilled.

(1) After impact of derivatives instruments on debt raised in foreign currencies.

12.3 DIVIDENDS

Given the statutory results of Unibail-Rodamco-Westfield SE in 2021, the Group has no obligation to pay a dividend in 2022 for the fiscal year 2021 under the SIIC regime and other REIT regimes it benefits from. Consequently, Unibail-Rodamco-Westfield SE's SIIC distribution obligation, standing at €1,020.8 Mn as at December 31, 2021, will be delayed until Unibail-Rodamco-Westfield SE has sufficient statutory results to meet this obligation.

On May 15, 2020, Unibail-Rodamco-Westfield SE's combined General Meeting of shareholders resolved to distribute a dividend of €5.40 per Stapled Share.

The cash dividend amounted to €747.4 Mn. An interim dividend of €747.4 Mn was paid on March 26, 2020. Taking a prudent view of the uncertainties about the duration and the impact of the COVID-19 pandemic, the Group decided not to propose to the combined General Meeting the planned final dividend of €5.40 per Stapled Share, in order to further increase the Group's strong liquidity.

In accordance with the combined Ordinary and Extraordinary General Meeting held on May 17, 2019, a dividend of €1,493.9 Mn (€10.80 per Stapled Share) was paid in cash to the shareholders, of which €746.9 Mn as an interim dividend on March 29, 2019, and the remaining balance of €747.0 Mn on July 5, 2019.

NOTE 13. OFF-BALANCE SHEET COMMITMENTS AND CONTINGENT LIABILITIES

All significant commitments are shown below. The Group does not have any complex commitments.

The amounts are disclosed under IFRS.

13.1 COMMITMENTS GIVEN

Commitments given (€Mn)	Description	Maturities	Dec. 31, 2021	Dec. 31, 2020
1) Commitments related to the scope of the consolidated Group			**24.0**	**18.0**
Commitments for acquisitions	• Purchase undertakings and earn-out	2022 to 2026	5.9	0.3
Commitments given as part of specific transactions	• Warranties and bank letters of credit given in the course of the ordinary business	2022+	18.0	17.7
2) Commitments related to Group financing			**1,683.6**	**1,931.8**
Financial guarantees given	• Mortgages and first lien lenders(1)	2022+	1,195.0	1,557.7
	• Guarantees relating to entities under the equity method or not consolidated(2)	2022+	488.6	374.1
3) Commitments related to Group operational activities			**1,587.2**	**1,230.9**
Commitments related to development activities	• Properties under construction: residual commitments for works contracts and forward purchase agreements(3)	2022+	1,062.9	656.9
	• Residual commitments for other works contracts	2022+	0.3	3.4
	• Commitments subject to conditions precedent	2022 to 2028	214.3	251.3
Commitments related to operating contracts	• Commitments for construction works(4)	2022 to 2064	209.5	221.6
	• Rental of premises and equipment	2022+	22.3	9.1
	• Other	2022+	77.8	88.5
Total commitments given			**3,294.7**	**3,180.7**

(1) The outstanding balances at the reporting date of the debts and drawn credit lines which are secured by mortgages.
(2) Corresponds to guarantees provided by the Group in the US relating to associates under equity method or entities under foreclosure, for a portion of the principal amount of the loans greater than the Group's stake.
(3) In 2021, comprises financial guarantees given to the City of Paris regarding the Triangle Tower project.
(4) Under the 50-year lease contract to operate Porte de Versailles (Paris), an amount of €497.0 Mn for renovation works and €227.2 Mn for maintenance works have to be spent (i.e. €724.2 Mn, representing an initial commitment of €362.1 Mn (Group share), of which €526.3 Mn has already been invested).

COMMITMENTS RELATING TO GROUP FINANCING

- The €2,000 Mn hybrid securities issued on April 16, 2018 are deeply subordinated perpetual instruments with a coupon deferral option. The coupon is to be paid when a mandatory payment event occurs, such as the approval of a dividend payment, though the Group can suspend payments while making the minimum required REIT distributions.
- Westfield America Limited Partnership, Urban Shopping Centers and Westfield Growth have guaranteed loans entered into by joint ventures for a portion of the principal amount of the loans greater than their stake in the joint ventures.

  The Group as one of the General Partners of Urban Shopping Centers has committed to maintain and allocate to Urban's minority limited partners a certain amount of qualified non-recourse debt.

OTHER UNQUANTIFIABLE COMMITMENTS GIVEN RELATED TO THE SCOPE OF THE CONSOLIDATED GROUP

- For a number of recent acquisitions of properties in France, Unibail-Rodamco-Westfield SE has committed to the French tax authorities to retain these interests for at least five years, in accordance with the SIIC tax regime.
- For a number of disposals, the Group granted usual representations and warranties to the purchasers.
- The agreements in connection with joint investments with partners may include usual clauses like (i) a lock-up period during which the shareholders have to retain their interest in shared subsidiaries or (ii) arrangements pursuant to which the parties can organise the exit of the shareholders (e.g.: right of first offer, tag-along right in case the partner sells its shares to a third party).

OTHER COMMITMENTS GIVEN RELATED TO GROUP OPERATIONAL ACTIVITIES

- The Group's 50% subsidiary SCI Propexpo has committed that the Espace Champerret venue in Paris, France, will continue to be used as an exhibition hall until 2066.
- In a number of countries in which the Group operates, specific tax regimes for real estate companies exist. For many companies of the Group, eligible for such regimes, the Group has opted to use such regimes. Although the details of those regimes are not exactly the same for all countries, one of the standard elements is a requirement to distribute all/nearly all of the recurring income, a large part of the capital gains and all dividends received from other companies that have opted for the application of such specific regime.

  URW SE's SIIC distribution obligation stands at €1,020.8 Mn as at December 31, 2021: it will be delayed until URW SE has sufficient statutory results to meet this obligation.
- In 2014, the City of Brussels selected Unibail-Rodamco-Westfield as the co-developer, with its partners BESIX and CFE, of the NEO project. BESIX has the possibility to increase its interest in the Mall of Europe from 12.5% to 20%.

  CFE has an option to sell its shares in the Mall of Europe to Unibail-Rodamco-Westfield from December 31 following the opening of the shopping centre and during a period of 1 year. If the put is not exercised, the Group has an option to buy CFE's shares in the Mall of Europe.

  BESIX has an option to sell its shares in the Mall of Europe to Unibail-Rodamco-Westfield from the end of the second full year after the opening of the shopping centre and lasting 38 months from such date.

  Unibail-Rodamco-Westfield SE together with the parent companies of BESIX and CFE provided guarantees to the City of Brussels with respect of all payment obligations of the joint ventures which will develop the project.

  Several counter guarantees were provided between Unibail-Rodamco-Westfield SE, BESIX and CFE, to ensure that each joint venture shall not bear any financial consequence beyond its programme and that the ultimate shareholder shall not bear more than its share in each joint venture.

13.2 COMMITMENTS RECEIVED

Commitments received (€Mn)	Description	Maturities	Dec. 31, 2021	Dec. 31, 2020
1) Commitments related to the scope of the consolidated Group			**2.5**	**8.6**
Commitments for acquisitions	• Sales undertakings	2022	2.5	8.6
2) Commitments related to Group financing			**9,859.0**	**9,239.7**
Financial guarantees received	• Undrawn credit lines(1)	2022 to 2026	9,859.0	9,239.7
3) Commitments related to Group operational activities			**793.6**	**587.1**
Other contractual commitments received related to operations	• Bank guarantees on works and others	2022+	15.5	19.5
	• Other(2)	2022 to 2028	339.5	168.0
Assets received as security, mortgage or pledge, as well as guarantees received	• Guarantees received relating to Hoguet regulation (France)	2022	104.5	108.4
	• Guarantees received from tenants	2022+	255.0	225.5
	• Guarantees received from contractors on works	2022+	79.1	65.7
Total commitments received			**10,655.2**	**9,835.3**

(1) These agreements contain financial covenants based on the Group's IFRS financial statements (see section 7.3.6. Covenants). Certain credit lines are also subject to an early prepayment clause (in full or in part) in the event of a change in ownership or a series of disposals reducing portfolio assets below a given threshold. A total amount of €138 Mn is secured by mortgages as at December 31, 2021.
(2) In 2021, mainly comprises counter-guarantees received from JV's partners in the Triangle Tower project.

13.3 CONTINGENT LIABILITIES

The Group is involved in an arbitration procedure with PEAB involving claims regarding the development of Westfield Mall of Scandinavia. The process involves claims by both sides and is expected to take time to resolve. Based on the risk analysis, no provision was recorded in the consolidated accounts.

The Group is subject to a tax audit in France which resulted in a notification of reassessments. The vast majority of reassessments under proposal are denied by the Group and no provision was recorded in the consolidated accounts based on the risk analysis performed by the Group and its tax advisors.

NOTE 14. SUBSEQUENT EVENTS

Further to the agreement entered into on December 20, 2021, URW completed on February 1, 2022, the sale of Solna Centrum to Alecta Fastigheter for an agreed Total Acquisition Cost of €272 Mn.

On February 7, 2022, the Group also agreed the sale of a 45% stake in Westfield Carré Sénart to Société Générale Assurances and BNP Paribas Cardif for an implied offer price of c. €1.0 Bn (at 100%), in line with the last appraisal value. URW has granted the buyers a rental guarantee of up to €13.5 Mn (at 45%) for a duration of up to three years from closing of the transaction. As part of the transaction, a consortium of banks has underwritten a secured financing package of up to €310 Mn for the joint venture. The IFRS net debt reduction for URW is expected to amount to €280 Mn[1]. URW will continue to control and manage the asset, which will remain fully consolidated.

(1) Subject to closing adjustments. Computed as net proceeds less debt raised to finance the JV and fully consolidated.

NOTE 15. LIST OF THE MAIN CONSOLIDATED COMPANIES

List of the main consolidated companies	Country	Method[1]	% interest Dec. 31, 2021	% control Dec. 31, 2021	% interest Dec. 31, 2020
Unibail-Rodamco-Westfield SE	**France**	**FC**	**100.00**	**100.00**	**100.00**
WCL Finance Pty Limited	Australia	-	Liquidated	Liquidated	100.00
Westfield Corporation Limited	Australia	FC	100.00	100.00	100.00
Westfield Investments Pty Limited	Australia	-	-	-	100.00
Donauzentrum Besitz- u. Vermietungs GmbH	Austria	FC	100.00	100.00	100.00
Shopping Center Planungs- und Entwicklungsgesellschaft mbH & Co. Werbeberatung KG	Austria	FC	55.00	55.00	100.00
UR Invest GmbH	Austria	FC	55.00	55.00	100.00
URW Invest GmbH	Austria	FC	100.00	100.00	-
Centrum Cerny Most as	Czech Republic	FC	100.00	100.00	100.00
Centrum Chodov	Czech Republic	FC	100.00	100.00	100.00
Doria	France	FC	100.00	100.00	100.00
Financière 5 Malesherbes	France	FC	100.00	100.00	100.00
Lyon Garibaldi	France	FC	100.00	100.00	100.00
Rodamco France	France	FC	100.00	100.00	100.00
SA Uni-Expos	France	FC	100.00	100.00	100.00
SA Union Internationale Immobilière	France	FC	100.00	100.00	100.00
SCI Chesnay Pierre 2	France	FC	50.00	50.00	50.00
SCI du Forum des Halles de Paris	France	FC	65.00	65.00	65.00
SCI Propexpo	France	FC	50.00	50.00	50.00
SCI SCC de La Défense	France	FC	53.30	53.30	53.30
SNC CC Francilia	France	FC	100.00	100.00	100.00
SNC Viparis - Porte de Versailles	France	FC	50.00	100.00	50.00
Uni-commerces	France	FC	100.00	100.00	100.00
CentrO companies	Germany	EM-JV	50.00	50.00	50.00
Unibail-Rodamco-Westfield Germany GmbH	Germany	FC	51.00	51.00	51.00
SARL Red Grafton 1	Luxembourg	FC	65.00	65.00	65.00
Crystal Warsaw Sp zoo	Poland	FC	100.00	100.00	100.00
GSSM Warsaw Sp zoo	Poland	FC	100.00	100.00	100.00
Zlote Tarasy partnership	Poland	EM-A	100.00	-	100.00
Aupark as	Slovakia	EM-JV	40.00	40.00	100.00
Unibail-Rodamco Retail Spain	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Steam SLU	Spain	FC	51.11	100.00	51.11
Rodamco AB	Sweden	FC	100.00	100.00	100.00
Rodamco Centerpool AB	Sweden	FC	100.00	100.00	100.00
Rodamco Handel AB	Sweden	FC	100.00	100.00	100.00
Rodamco Northern Europe AB	Sweden	FC	100.00	100.00	100.00
Rodamco Sverige AB	Sweden	FC	100.00	100.00	100.00
Rodamco Täby Centrum KB	Sweden	FC	100.00	100.00	100.00
Rodamco Austria BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Central Europe BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Czech BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Deutschland BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Europe Properties BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Retail Deutschland BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Nederland Winkels BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco TH BV	The Netherlands	FC	100.00	100.00	100.00
URW UK Olympic 1 to 3	The Netherlands	FC	100.00	100.00	100.00
URW UK Olympic 4 and 5	The Netherlands	FC	100.00	100.00	-
URW UK Shepherds 1 to 13	The Netherlands	FC	100.00	100.00	100.00

List of the main consolidated companies	Country	Method[(1)]	% interest Dec. 31, 2021	% control Dec. 31, 2021	% interest Dec. 31, 2020
URW UK Shepherds 14 and 15	The Netherlands	FC	100.00	100.00	-
Unibail-Rodamco-Westfield N.V.	The Netherlands	FC	100.00	100.00	100.00
Stratford City Shopping Centre n°1 & 2 Limited	United Kingdom	EM-JV	50.00	50.00	50.00
Westfield Europe Limited	United Kingdom	FC	100.00	100.00	100.00
Westfield UK & Europe Finance PLC	United Kingdom	FC	100.00	100.00	100.00
White City Acquisitions Limited	United Kingdom	FC	100.00	100.00	100.00
Head Acquisition LP	United States	FC	100.00	100.00	-
New WTC Retail Member LLC	United States	FC	100.00	100.00	100.00
Urban Shopping Centers LP	United States	FC	100.00	100.00	-
URW America	United States	FC	100.00	100.00	100.00
URW US Services, Inc.	United States	FC	100.00	100.00	100.00
URW WEA LLC	United States	FC	100.00	100.00	100.00
WEA Finance, LLC	United States	FC	100.00	100.00	100.00
WEA Holdings, LLC	United States	FC	100.00	100.00	100.00
Westfield America, LP	United States	FC	100.00	100.00	100.00
Westfield DDC, LLC	United States	FC	100.00	100.00	100.00
Westfield Head, LP	United States	FC	100.00	100.00	100.00
Westfield, LLC	United States	FC	100.00	100.00	100.00
WHL USA Acquisitions, Inc.	United States	FC	100.00	100.00	100.00

(1) FC: full consolidation method, EM-JV: joint ventures under the equity method, EM-A: associates under the equity method.

NOTE 16. RELATIONSHIP WITH THE STATUTORY AUDITORS

Statutory Auditors

- Ernst & Young Audit
  Commencement date of first term of office: AGM of May 13, 1975;
  Persons responsible: Jean-Yves Jégourel since May 2017 and Antoine Flora since December 2020.

- Deloitte & Associés
  Deloitte & Associés succeeded Deloitte Marque & Gendrot which was appointed on April 28, 2005;
  Persons responsible: Emmanuel Gadret since May 2019 and Sylvain Durafour since July 2021.

The six-year term of office for Ernst & Young Audit and Deloitte & Associés comes to an end as at the AGM approving the 2022 accounts.

FEES OF STATUTORY AUDITORS EXCLUDING THEIR NETWORKS FOR THE 2021 AND 2020 FISCAL YEARS:

Statutory Auditors' fees Dec. 31, 2021 (€Mn)	Ernst & Young Audit		Deloitte & Associés	
	2021	2020	2021	2020
Audit and half-year review of the consolidated and non-consolidated financial statements (*Parent company + controlled companies*[(1)])	1.2	1.2	1.3	1.5
Non-audit services[(2)] (*Parent company + controlled companies*[(1)])	0.4	1.0	0.2	0.7
Total	**1.6**	**2.2**	**1.5**	**2.2**

(1) The controlled companies correspond to the fully consolidated companies as well as the jointly controlled companies.
(2) Relates to the non-audit services in accordance with legal and regulatory requirements and to the non-audit services provided at the request of the company. The amounts correspond to (i) comfort letters issued in connection with bond issuances of the Group, (ii) the certificate CSR, and (iii) other services.

5.3 STATUTORY FINANCIAL STATEMENTS AS AT DECEMBER 31, 2021

5.3.1 INCOME STATEMENT AS AT DECEMBER 31, 2021

(€ thousand)	Notes	2021	2020
Revenue		**148,346**	**164,924**
Production of stock		(2,384)	5,735
Reversals of depreciation, amortisation, impairment and expense transfers		46,063	18,310
Other income		1,836	993
Total operating income	**21**	**193,861**	**189,962**
Other purchases and external charges		134,128	144,591
Taxes and related		4,953	4,584
Wages and salaries		5,684	1,204
Payroll taxes		2,970	1,493
Depreciation and amortisation of non-current assets - operating items		39,877	37,342
Impairment of non-current assets - operating items		0	50,406
Impairment of current assets - operating items		1,061	1,777
Provisions - operating items		814	6,754
Other operating expenses		3,895	4,649
Total operating expenses	**22**	**193,382**	**252,800**
1 - OPERATING RESULT		**479**	**(62,838)**
Investment income		319,252	174,769
Income from other marketable securities and receivables on non-current assets		266,711	299,115
Other interest income		328,901	362,396
Reversals of impairment and expense transfers		1,109,369	80,485
Foreign exchange gains		23,255	65,288
Net income from sales of marketable securities		0	26
Total financial income	**23**	**2,047,488**	**982,079**
Depreciation, amortisation and impairment - financial items		891,451	3,270,833
Interest expenses		787,020	692,318
Foreign exchange losses		26,797	45,548
Net expenses on sales of marketable securities		244	8
Total financial expenses	**24**	**1,705,512**	**4,008,707**
2 - FINANCIAL RESULT		**341,976**	**(3,026,628)**
3 - RECURRING RESULT BEFORE TAX		**342,455**	**(3,089,466)**
Non-recurring income on management transactions		1,054	419
Non-recurring income on capital transactions		1,697,364	489,670
Reversals of impairment and expense transfers		1,194	0
Total non-recurring income		**1,699,612**	**490,089**
Non-recurring expenses on management transactions		623	51,508
Non-recurring expenses on capital transactions		1,945,293	31,297
Depreciation, amortisation and provisions - non-recurring items		6,030	9,230
Total non-recurring expenses		**1,951,946**	**92,035**
4 - NON-RECURRING RESULT	**25**	**(252,334)**	**398,054**
Employee profit-sharing		1	3
Income tax	26	(525)	(382)
Total income		**3,940,961**	**1,662,130**
Total expenses		**3,850,316**	**4,353,163**
5 - NET RESULT		**90,645**	**(2,691,033)**
Average number of shares (undiluted)		138,545,360	138,437,274
RESULT FOR THE PERIOD PER SHARE IN EUROS		**0.65**	**(19.44)**

5.3.2 BALANCE SHEET AS AT DECEMBER 31, 2021

ASSETS

(€ thousands)	Notes	12/31/2021	Depr., amort., impair.	12/31/2021 Net	12/31/2020
Intangible assets	**3**	**285**	**285**	**0**	**0**
Tangible assets	**3**	**1,569,521**	**382,393**	**1,187,128**	**1,081,234**
Financial assets		**33,357,526**(1)	**5,444,985**	**27,912,541**	**28,327,356**
Investments in subsidiaries	4	19,249,194	5,227,546	14,021,648	14,763,193
Other long-term investments	5	0		0	14,918
Loans	5	14,108,192	217,439	13,890,753	13,549,106
Other financial assets	5	140		140	139
TOTAL NON-CURRENT ASSETS		**34,927,332**	**5,827,663**	**29,099,669**	**29,408,590**
Stocks		3,351		3,351	5,735
Advances and downpayments		**1,381**		**1,381**	**1,046**
Receivables	**6**	**5,240,208**(2)	**2,514**	**5,237,694**	**5,816,866**
Trade receivables from activity		64,375	2,364	62,011	58,770
Other receivables		4,936,048	150	4,935,898	5,409,712
Difference of assessment of derivatives		239,785		239,785	348,384
Cash and cash equivalents	**7**	**1,934,974**		**1,934,974**	**1,876,998**
Prepaid expenses	**8**	**102**		**102**	**167**
TOTAL CURRENT ASSETS		**7,180,016**	**2,514**	**7,177,502**	**7,700,812**
Deferred charges	9	178,234		178,234	173,172
Unrealised foreign exchange losses	10	127,829		127,829	313,081
TOTAL ASSETS		**42,413,411**	**5,830,177**	**36,583,234**	**37,595,655**

(1) Current and liquid financial assets (€ thousands): 3,026,455.
(2) Current and liquid receivables (€ thousands): 5,066,830.

LIABILITIES AND EQUITY

(€ thousands)	Notes	12/31/2021	12/31/2020
Shareholders' equity	**12**	**11,936,033**	**11,762,653**
Share capital		692,972	692,362
Additional paid-in capital		13,483,642	13,480,690
Legal reserve		69,144	69,144
Other reserves		100,679	27,314
Retained earnings		(2,521,794)	169,237
Result for the period		90,645	(2,691,033)
Untaxed provisions		20,745	14,939
Other equity	**13**	**2,000,000**	**2,000,000**
Hybrid securities		2,000,000	2,000,000
Provisions for contingencies and expenses	**14**	**160,807**	**326,212**
Borrowings and financial liabilities		**22,379,458**(1)	**23,475,986**
Convertible bonds	15	500,000	602,911
Other bonds	15	18,302,296	18,181,393
Bank borrowings and debt	15	56,132	154,251
Other borrowings and financial liabilities	15	3,022,094	4,112,736
Advances and downpayments received		1,385	1,439
Other liabilities	16	453,583	406,491
Deferred income	17	43,968	16,765
Unrealised foreign exchange gains	**18**	**106,936**	**30,804**
TOTAL LIABILITIES AND EQUITY		**36,583,234**	**37,595,655**

(1) Current and liquid liabilities (€ thousands): 4,201,635.

5.3.3 BREAKDOWN OF BALANCE SHEET AND INCOME STATEMENT BY ENTITY

INCOME STATEMENT

(€ thousands)	France	Dutch permanent establishment	Total
Total operating income	154,512	39,349	193,861
Total operating expenses	166,677	26,705	193,382
1 - OPERATING RESULT	**(12,165)**	**12,644**	**479**
Total financial income	2,043,327	4,161	2,047,488
Total financial expenses	1,359,822	345,690	1,705,512
2 - FINANCIAL RESULT	**683,505**	**(341,529)**	**341,976**
3 - RECURRING RESULT BEFORE TAX	**671,340**	**(328,885)**	**342,455**
Total non-recurring income	1,699,612	0	1,699,612
Total non-recurring expenses	1,951,893	53	1,951,946
4 - NON-RECURRING RESULT	**(252,281)**	**(53)**	**(252,334)**
Employee profit-sharing	1	0	1
Income tax	(525)	0	(525)
Total income	3,897,451	43,510	3,940,961
Total expenses	3,477,868	372,448	3,850,316
5 - NET RESULT	**419,583**	**(328,938)**	**90,645**

ASSETS

(€ thousands)	France	Dutch permanent establishment	Total
Intangible assets	0	0	0
Tangible assets	717,592	469,536	1,187,128
Financial assets	19,023,739	8,888,802	27,912,541
TOTAL NON-CURRENT ASSETS	**19,741,331**	**9,358,338**	**29,099,669**
Stocks	3,351	0	3,351
Advances and downpayments	1,381	0	1,381
Receivables	3,623,861	1,613,833	5,237,694
Cash and cash equivalents	1,931,947	3,027	1,934,974
Prepaid expenses	102	0	102
TOTAL CURRENT ASSETS	**5,560,642**	**1,616,860**	**7,177,502**
Deferred charges	178,234	0	178,234
Unrealised foreign exchange losses	125,692	2,137	127,829
TOTAL ASSETS	**25,605,899**	**10,977,335**	**36,583,234**

LIABILITIES AND EQUITY

(€ thousands)	France	Dutch permanent establishment	Total
Shareholders' equity	12,264,971	(328,938)	11,936,033
Other equity	2,000,000	0	2,000,000
Provisions	158,670	2,137	160,807
Borrowings and financial liabilities	21,770,844	608,614	22,379,458
Unrealised foreign exchange gains	106,936	0	106,936
TOTAL LIABILITIES AND EQUITY	**36,301,421**	**281,813**	**36,583,234**

5.4 NOTES TO THE STATUTORY FINANCIAL STATEMENTS

Unibail-Rodamco-Westfield SE has been listed on the Paris Stock Exchange since 1972, and has been included in the CAC 40 index since June 18, 2007, and the Euronext 100 and AEX indices since February 2010. On January 1, 2003, the Company opted for SIIC tax status as a real estate investment company. Unibail-Rodamco-Westfield SE has had a permanent establishment based in the Netherlands since 2007.

NOTE 1 ACCOUNTING POLICIES

1.1 APPLICATION OF ACCOUNTING POLICIES

The statutory financial statements are presented in accordance with the French General Chart of Accounts and the French Commercial Code.

The general accounting policies were applied in accordance with the principles of:

- Consistent accounting method;
- Independence of financial years; and
- Rules for preparing statutory financial statements, based on a going concern assumption.

1.2 BASIS OF MEASUREMENT

Non-current assets are recognised as assets when all the following conditions are simultaneously met:

- It is probable that the Company will benefit from the corresponding future economic benefits; and
- The cost or value of the assets can be measured with sufficient reliability.

1.2.1 INTANGIBLE ASSETS

GROSS VALUE

Intangible items are measured at acquisition or production cost. They mainly comprise business goodwill.

IMPAIRMENT

When the net book value is higher than the present value being assessed in particular using profitability criteria, the difference is booked as an impairment.

1.2.2 TANGIBLE ASSETS

GROSS VALUE

Since January 1, 2005, tangible assets are recognised at acquisition or construction cost (purchase price plus ancillary expenses) and divided into four components: Main structure, Façade, Technical equipment, Miscellaneous fixtures and fittings. For assets acquired or built between 1997 and 2004, the cost also includes financial expenses arising during the construction period.

DEPRECIATION OF BUILDINGS AND FIXTURES

Depreciation is calculated on a straight-line basis over the estimated useful life:

OFFICES & OTHERS

- Main structure: 60 years
- Façade: 30 years
- Technical equipment: 20 years
- Miscellaneous fixtures and fittings: 15 years

SHOPPING CENTRES

- Main structure: 35 years
- Façade: 25 years
- Technical equipment: 20 years
- Miscellaneous fixtures and fittings: 15 years

CONVENTION & EXHIBITION

- Main structure: 40 years
- Façade: 40 years
- Technical equipment: 30 years
- Miscellaneous fixtures and fittings: 10 years

The depreciation periods applicable to the “Offices & Others” portfolio were used for the CNIT complex, which covers the three segments (“Offices & Others”, “Shopping Centres” and “Convention & Exhibition”).

IMPAIRMENT OF TANGIBLE ASSETS

Tangible assets are measured consistently by both external and internal appraisers, as follows:

INVESTMENT PROPERTY

At the end of each reporting period, investment property is assessed at market value. This valuation is carried out by independent real estate appraisers.

Any loss in value of investment property is calculated by comparing the net book value and the appraisal value net of transfer taxes (“value excluding taxes”).

Impairment charged can only be reversed when the net book value falls below the appraisal value.

BUILDINGS UNDER CONSTRUCTION

If the project has been valued by an independent appraiser, impairment is calculated in the same way as for investment property.

If the project has not been valued by an independent appraiser, its value is determined internally by the Development & Investment teams through a market Exit Capitalisation Rate and the estimated net rentals at completion. Impairment is booked when this value is lower than the estimated total investment.

1.2.3 FINANCIAL ASSETS

Financial assets are recognised at acquisition cost on the balance sheet.

Technical losses from mergers or merger transactions via dissolution without liquidation allocated to investments in subsidiaries are recognised in this item.

Investments in subsidiaries are determined on the basis of their value in use corresponding to the price the Company would accept to pay to purchase these shares.

The value in use includes unrealised capital gain on assets or properties held by the subsidiaries, such properties being measured at each year end by independent appraisers. These valuations take into account rentals, the last real estate transactions and their Net Initial Yield. The value in use also includes the valuation of the intangible assets made by independent appraisers, which are owned by the subsidiaries, and based on the Discounted Cash Flows on these activities.

When the value in use is lower than the acquisition cost plus any technical loss related to said investments in subsidiaries, an impairment is booked first on the merger loss and subsequently on the investment in subsidiaries.

1.2.4 ACQUISITION FEES AND TRANSFER TAXES

Since January 1, 2018, the Company has decided to capitalise the costs of transfer taxes, fees or commissions and legal expenses related to the acquisition cost of tangible, intangible and financial assets. For tangible and intangible assets, these costs and taxes are spread across the corresponding components of the related asset and depreciated over the components useful life.

1.2.5 STOCKS

GROSS VALUE

Inventories represent buildings constructed under sale before completion.

Inventories and work-in-progress are valued at the actual cost of acquisition or construction or at their probable realisation value if the latter is lower.

Financial costs are excluded from the valuation of stocks.

The revenue and the margin are recognised using the percentage-of-completion basis. This progress is certified by the project manager and served on the buyer by an “authentic” deed.

IMPAIRMENT

Each building is valued at market value. If the construction completion value become lower than the realisable value, a depreciation is recorded at the end of the financial year.

1.2.6 TRADE RECEIVABLES

Receivables are recorded at their nominal value.

Uncollected receivables are recognised in “Doubtful receivables” whenever there is a risk of non-collection and if applicable, depreciated to take into account the eventual cash collection difficulties, according to the available information at year-end closing.

The provisions are calculated by lease on the amount payable excluding VAT, and the guarantee deposits and working capital called from tenants and completed by the rental discounts not issued at year-end closing. The rate applied to calculate the provision depends on the geographical segment of the asset and the risk situation of the tenants.

Due to the particular context of 2020 and 2021, the Group agreed to rent adjustments which resulted in rental discounts. These discounts were granted with or without consideration (in particular, the postponement of the break-option).

The impact of signed or not signed but expected discounts without consideration was noted as a reduction in revenue for the year.

The impact of signed discounts with consideration is spread from the date of signature over the residual fixed term of the lease, reducing the revenue.

The balance of receivables from tenants for which discounts are expected with consideration are included in the base of the receivables with a risk of cash collection.

DISCOUNTED RENT PERIODS AND STEP RENTS

When a lease includes rent adjustment clauses, such as discounted rent periods and step rents, the overall impact of these adjustments granted over the firm term of the lease is recognised over the lease term. This is calculated as from the date the asset is made available if this predates the effective date of the lease. The impact is recognised in a receivable sub-account.

1.2.7 BOND ISSUANCE COSTS

Bond and EMTN issuance costs along with bond premiums are recognised on an actuarial basis over the term of the debt.

1.2.8 PROVISIONS

Provisions are defined as liabilities of uncertain timing or amount. A liability represents an obligation with regard to a third party which is likely or certain to result in an outflow of resources to the third party, with no equivalent consideration expected in return.

1.2.9 MARKETABLE SECURITIES

Marketable securities are measured at historical cost. At the end of the reporting period, the amount shown on the balance sheet is compared with the last known redemption price and a provision for impairment booked if the redemption price is lower than the book value in the balance sheet.

1.2.10 RENTAL INCOME

CALCULATION OF SALES-BASED RENT

The sales-based rents invoiced are estimated on the basis of the turnover certificates sent by the tenants the previous year. This amount is subject to an invoice/credit note upon receipt of the certified turnover certificate obtained from the tenants between April and June of the following year. At the year-end closing, the Company adjusts, if necessary, the amount of sales-based rents recognised according to the turnover declared by the tenants.

REBILLING OF MAJOR WORKS

The part of capitalised works rebilled to tenants is recognised in prepaid income over a three-year period, corresponding to the average firm term of the leases.

KEY MONEY

Key money is recognised over the fixed term of the lease.

1.2.11 FOREIGN CURRENCY TRANSACTIONS

Foreign currency income and expenses are booked at their equivalent value in euros at the value date. Foreign currency receivables and payables are translated into euros and recognised on the balance sheet based on the closing exchange rate. Any resulting differences are included in unrealised foreign exchange gains or losses.

A contingency and expense provision is booked for any unrealised losses.

In the event the Company has entered into a perfect and symmetric hedging as soon as foreign currency transactions are issued (the setting up of a currency swap for the same amount and the same issue and maturity dates as the hedged currency transaction), the transactions are recognised at the exchange rate set by the hedging transaction.

1.3 OTHER ACCOUNTING PRINCIPLES

1.3.1 FINANCIAL COSTS RELATING TO CONSTRUCTION OPERATIONS

Financial costs relating to major restructuring or construction operations are expensed as incurred.

1.3.2 FORWARD FINANCIAL INSTRUMENTS

Unibail-Rodamco-Westfield SE uses a variety of derivative instruments including swaps and caps to manage overall interest rate and/or currency risk.

Premiums paid upon signing an agreement are booked as a financial instrument asset on the balance sheet and recognised on an actuarial basis over the term of the agreement.

Interest income or expenses are booked in the income statement as incurred.

Financial instruments are recognised according to the intention with which the corresponding transactions were carried out.

Regarding hedging transactions:

- When the forward financial instruments are restructured with the initial counterparty or cancelled and new hedge instruments are set up with a new counterparty, the balancing cash adjustments are booked in the transitional cash instrument accounts as required under French accounting rules, while the set-up balancing cash is considered as a cash instrument. The unrealised and realised results related to these hedging instruments are recognised in the income statement over the residual life of the hedged item on a symmetrical basis with the income and charges of the hedged item.

Regarding isolated positions:

- Changes in value are recognised in the balance sheet;
- A provision is booked for unrealised losses; and
- Any balancing cash adjustments arising on renegotiating these instruments are recognised directly in the income statement.

The instruments in portfolio at the end of financial year are recorded in off-balance sheet financial commitments for the nominal value of the contracts.

1.3.3 INCOME TAX

Unibail-Rodamco-Westfield SE as well as most of its eligible French subsidiaries opted for the SIIC regime. Rental income and gains from the disposal of real estate investments are exempt from income tax if minimum distribution obligations are met. Unibail-Rodamco-Westfield SE and its SIIC subsidiaries are required to distribute at least:

- 95% of their recurring income and 100% of their dividend income received from SIIC or equivalent subsidiaries (e.g. SOCIMI), before the end of the financial year following the year in which the income was recognised or received; and
- 70% of capital gains, before the end of the second tax year following the year in which the gain was generated.

Unibail-Rodamco-Westfield SE also reports a taxable sector for its non-SIIC ancillary activities.

The Company is subject to a tax audit in France which resulted in a notification of reassessments. The vast majority of reassessments under proposal are denied by the Company and a €0.8 Mn provision was recorded in the statutory accounts based on the risk analysis performed by the Company and its tax advisors.

1.3.4 TREASURY SHARES

Treasury shares are classified when repurchased, either in financial assets, or in a “treasury shares” sub-account of marketable securities, when the shares have been purchased for allocation to employees. As at December 31, 2021, the Company has no treasury shares.

1.4 CLIMATE CHANGE AND RISKS

Climate change mitigation and resilience are part of the priorities of the Group Corporate Social Responsibility (CSR) strategy, Better Places 2030, and form an essential component of the CSR risks analysis. URW analyses the physical and transitional risks associated with climate change. These risks are in turn integrated into the Enterprise Risk Management framework. As a consequence, the main management measures are designed and discussed as part of this framework.

The Group has set ambitious Green House Gas (GHG) emission reduction targets as part of Better Places 2030, addressing its entire value chain including the wide scope of indirect carbon emissions resulting from construction works, transportation of visitors and employees, and energy consumption of tenants, committing to reduce significantly its global GHG emissions.

On top of addressing climate change mitigation, Better Places 2030 also addresses climate adaptation through the resilience of its assets to climate change both for development projects (integrated into the sustainability design guidelines) and its standing assets.

The implementation of this programme is reflected in URW's financial statements, mainly through its investment strategy and the implementation of expenditures and expenses specifically incurred to meet environmental challenges.

Indeed, the projects associated with mitigation and adaptation to climate change are incorporated in the Group five-year budget for standing assets and development projects to ensure alignment between CSR objectives and business decisions.

The Group has also started to implement a sustainable financing strategy.

GREEN LOANS

During 2021, URW signed the largest sustainability-linked revolving credit facility for a real estate investment trust (REIT) in Europe, for an amount of €3.1 Bn, with a five-year maturity.

Its margin is linked to the Sustainable Target Score of the Group. This score is based on key performance indicators (KPIs) including energy intensity, carbon emission reductions, the percentage of assets with BREEAM In-Use certification and the percentage of URW employees that have participated in CSR training. The score will be evaluated annually over five years and if URW achieves or exceeds the objectives, the interest rate of the credit facility will be reduced. Independently of its targets, the Group has pledged to invest the equivalent amount of the potential savings from this credit facility in internal CSR projects within the Group.

In December 2021, the total credit lines featuring with green or sustainable indicators stands at €4.1 Bn.

GREEN BONDS

The Group has decided to develop a stringent Green Bond framework to finance new development projects, and/or standing assets that meet all social and environmental criteria for the construction and operational phases defined in the "Use of Proceeds" procedure. Green Bonds are only used to finance resilient "best in class" assets, in line with a clear procedure for allocating funds ("Procedure for asset analysis, selection and monitoring under the "Green Bonds" system").

Green Bonds were issued in February 2014 and April 2015 based on this framework.

As at December 31, 2021, the outstanding nominal value of Green Bonds amounts to €1.1 Bn.

NOTE 2 HIGHLIGHTS OF THE REPORTING PERIOD

2.1 SIGNIFICANT EVENTS OF 2021

PROPERTY BUSINESS

- On January 21, 2021, further to an agreement entered into on October 12, 2020, URW completed the disposal of the SHiFT office building, located in Issy-les-Moulineaux (Paris region), to a consortium of French institutional buyers (Primonial REIM, La Française and EDF Invest) for a disposal price of €620 Mn (positive impact of €334.4 Mn in non-recurring items, see note 25).
- On June 16, 2021, the Company sold an office building located in Rueil-Malmaison (Paris region) to SCCV Rueil Louis Blériot for a Disposal Price of €13.8 Mn (impact of €4.1 Mn in non-recurring items, see note 25).
- On November 2, 2021, the final delivery of the Pullman Paris Montparnasse hotel.
- As at December 31, 2021, reversals of depreciation on the shopping centre Les Ateliers Gaîté and the Pullman Paris Montparnasse hotel and Stadshart Amstelveen complex were booked for a total amount of €29.1 Mn compared whit a provision of €50.4 Mn in 2020 presented in operating result.
- The COVID-19 pandemic did not have a significant impact on the Company's own real estate activities.

HOLDING COMPANY BUSINESS

- On June 30, 2021, the Company sold 1,172,045,367 shares in Westfield Corporation Limited to Westfield Corporations Limited (share buyback) for a sale price of €676.2 Mn (negative impact of €940.4 Mn in non-recurring items, see note 25, partially compensated by a reversal of provision for an amount of €884.9 Mn, see note 23.4).
- On July 9, 2021, the Company recorded the final completion of the merger and the dissolution of its wholly-owned subsidiary Iseult. For accounting and tax view, the merger had a retroactive effect as from January 1, 2021.
- On July 29, 2021, the Company recorded the final completion of the merger and the dissolution of its wholly-owned subsidiary GPI. For accounting and tax view, the merger had a retroactive effect as from January 1, 2021.
- On September 16, 2021, the Company completed the sale of its shares in SCI Sept Adenauer, which owns the 7 Adenauer building in Paris, to GPINVEST 17 for a sale price of €212.0 Mn (positive impact of €211.2 Mn in recurring items, see note 25).
- On October 15, 2021, the Company reduced its stake in SCI Le Sextant by 51% to create a joint venture with Avia Armand (positive impact of €44.8 Mn in non-recurring items, see note 25).
- On October 31, 2021, Unibail-Rodamco-Westfield SE wided-up Village 3 Défense, Village 4 Défense and Village 6 Défense, resulting in a total accounting surplus of €96.5 Mn show in non-recurring items.
- Due to the decrease of the fair value of the assets held by subsidiaries in the US and in UK, the Company booked impairment related to the concerned subsidiaries for a total amount of €577.4 Mn (see note 4) and an impairment on subsidiary loan for an amount of €217.4 Mn (see note 5).

FINANCIAL RESOURCES

In 2021, Unibail-Rodamco-Westfield SE secured additional, through the following public EMTN Bonds:

- On May 25, 2021:
  - €650 Mn with a 0.75% coupon and 7-year and 5-month maturity;
  - €600 Mn with a 1.375% coupon and 12-year maturity.

In total, €1,250 Mn of bonds were issued with a weighted average maturity of 9.6 years and a weighted average coupon of 1.05%.

- On December 23, 2021, redemption of €257.0 Mn (in nominal) of an outstanding public bond due in 2022.

Unibail-Rodamco-Westfield SE also accessed the money markets by issuing short-term paper.

The average outstanding amount of short-term paper in 2021 was €682 Mn below 2020 (€1,364 Mn on average in 2020) due to higher liquidity position in 2021.

As at December 31, 2021, the total amount of undrawn credit lines came to €6,908 Mn.

Unibail-Rodamco-Westfield SE also restructured its portfolio of derivatives in H2-2021.

The restructuring mainly consisted in:

- The cancellation of €3.8 Bn of swaps and $1.3 Bn of swaps related to 2022 with a balancing payment for a total amount of €93.3 Mn. This amount is recognised in the balance sheet assets under the item "Difference on assessment of derivatives" (see note 6); and
- The cancellation of £500 Mn of caps, without the quality of hedging transactions, with a balancing payment received for a total amount of €7.0 Mn. This amount is recognised in the income statement under the item "Income on caps, floors and swaps".

2.2 SIGNIFICANT EVENTS OF 2020

2020 was principally marked by:

- On May 29, the contribution by the Company to its subsidiary Uni-Commerces of the shares held in the companies Aéroville, Eiffel Levallois Commerces and Randoli under the preferential regime set out by article 210 B of the French tax code for a total contribution value of €444.6 Mn, as part of the sale by the Group of a portfolio of five shopping centres in France to the Foncière Crossroads (formerly JVCO Road) formed by Crédit Agricole Assurances, La Française and URW.

NOTE 3. INTANGIBLE AND TANGIBLE ASSETS

CHANGES IN THE GROSS VALUE OF INTANGIBLE AND TANGIBLE ASSETS IN 2021

(€ thousands)	Gross value Opening balance	Acquisitions Additions Contributions Merger[1]	Interaccount transfers[2]	Disposal or contribution in kind[3]	Gross value Closing balance
INTANGIBLE ASSETS	**285**				**285**
Tangible assets					
Land	341,495	26,000		(26,000)	341,495
Buildings	811,398	183,977	242,625	(183,977)	1,054,023
General installations	593				593
Other tangible assets	286				286
Non-current assets under construction	297,846	114,278	(241,660)	(98)	170,366
Advances and downpayments	1,644	2,079	(965)		2,758
TOTAL TANGIBLE ASSETS	**1,453,262**	**326,334**		**(210,075)**	**1,569,521**
TOTAL	**1,453,547**	**326,334**	**0**	**(210,075)**	**1,569,806**

- The main movements in tangible assets during the year relate to:
  - The restructuring works of shopping centre Les Ateliers Gaîté and the Pullman Paris Montparnasse hotel ("Gaîté Montparnasse" project) recognised in "non-current assets under construction" in 2021 for €82.9 Mn;
  - The works of CNIT property complex recognised in "non-current assets under construction" in 2021 for €31.4 Mn; and
  - The impact of the merger of the subsidiaries Iseult ("SHiFT" asset) and GPI ("Le Blériot" asset) for a total amount of €209.9 Mn;
- Deliveries:
  - Of the Pullman Paris Montparnasse hotel in November for €183.3 Mn;
  - Of some units of the shopping centre Les Ateliers Gaîté for €53.0 Mn;
  - Of works in the Stadshart Amstelveen complex owned by the Dutch permanent establishment for €3.1 Mn; and
  - Of works in CNIT property complex for €1.1 Mn.
- The sale of the "SHiFT" office building, located in Issy-les-Moulineaux (Paris region), on January 21, 2021, for a gross book value of €208.5 Mn and acquired by way of merger from Iseult company with retroactive effect on January 1, 2021 for the same value; and
- The sale of "Le Blériot" office building, located in Rueil-Malmaison (Paris region), for a gross book value of €1.5 Mn.

CHANGES IN DEPRECIATION, AMORTISATION AND IMPAIRMENT IN 2021

TANGIBLE ASSETS

(€ thousands)	Depreciation and amortisation Opening balance	Increases due to merger	Expense in the period	Decreases due to sales	Interaccount transfers	Depreciation and amortisation Closing balance
Buildings	315,699	24,278	39,877	(24,660)		355,194
General installations	593					593
Other tangible assets	236					236
TOTAL DEPRECIATION AND AMORTISATION	**316,528**	**24,778**	**39,877**	**(24,660)**		**356,023**

The increase in depreciation on tangible assets by merger is due to the mergers with retroactive effect to January 1, 2021 of Iseult ("SHiFT" office building) for €22.8 Mn and GPI ("Le Blériot" office building) for €1.4 Mn.

The decrease in depreciation on tangible assets is due to the disposal of the "SHiFT" building for €23.2 Mn and "Le Blériot" for €1.4 Mn.

IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Interaccount transfers	Closing balance
			Unused	Used		
Impairment of other intangible assets	285					285
Impairment of properties	55,500		(29,130)			26,370
TOTAL IMPAIRMENT	**55,785**		**(29,130)**	**-**		**26,655**
TOTAL DEPRECIATION, AMORTISATION AND IMPAIRMENT	**372,313**	**39,877**	**(53,790)**	-		**382,678**

As at December 31, 2021, reversals of provision were booked on Stadshart Amstelveen complex for an amount of €14.8 Mn and on the shopping centre Les Ateliers Gaîté and Pullman Paris Montparnasse hotel for an amount of €14.3 Mn.

The remaining impairment on properties as at December 31, 2021, relates to Dutch assets. The allowances and reversals have been booked in operating result.

NOTE 4. FINANCIAL ASSETS

EQUITY INVESTMENTS

(€ thousands)	Gross value Opening balance	Increases due to acquisitions or capital increases(1)	Decreases due to capital redemptiom or sale(2)	Decreases due to merger transactions via dissolution without liquidation(3)	Gross value Closing balance
Group subsidiary investments	19,691,526	642,137	(1,642,756)	(38,636)	18,652,271
Technical loss on group subsidiary investments	585,374				585,374
Long-term investments	11,430				11,430
Other investments	119				119
TOTAL	**20,288,449**	**642,137**	**(1,642,756)**	**(38,636)**	**19,249,194**

Changes in “Group subsidiary investments” result mainly from:

- The increase in the value of the shares of Unibail-Rodamco TH BV and Rodamco Europe Properties BV for €590.7 Mn and €50.9 Mn respectively following the contribution in kind of receivables received in the context of the share buyback of Westfield Corporation Limited;
- The share buyback by Westfield Corporation Limited for €1,616.6 Mn;
  - The decrease in stake in SCI Le Sextant for €25.2 Mn;
  - The sale of shares in SCI Sept Adenauer to GPINVEST 17 for €0.7 Mn;
- The merger of Iseult into Unibail-Rodamco-Westfield SE (-€20.6 Mn);
  - The merger of GPI into Unibail-Rodamco-Westfield SE (-€10.6 Mn); and
  - The dissolution of Village 3 Défense (-€2.3 Mn), Village 4 Défense (-€2.7 Mn) and Village 6 Défense (-€2.3 Mn).

IMPAIRMENT

(€ thousands)	Gross value Opening balance	Expense in the period	Reversals in the period		Gross value Closing balance
			Non-used	Used	
Impairment of Group subsidiary investments	5,475,366	593,598	(6,363)	(884,942)	5,177,659
Impairment of merger losses	49,884				49,884
Impairment of long-term investments	0				0
Impairment of other equity investments	6				6
TOTAL	**5,525,256**	**593,598**	**(6,363)**	**(884,942)**	**5,227,549**

As at December 31, 2021, due to the decrease of the fair value of the assets held by subsidiaries in the US and in UK, the Company booked impairments related to the following shares:
- Westfield Corporation Limited: €123.3 Mn;
- Rodamco Europe Properties BV: €172.5 Mn;
- Unibail-Rodamco TH BV: €168.5 Mn;
- Unibail-Rodamco-Westfield NV: €70.4 Mn (an additional impairment was booked on subsidiary loan for an amount of €217.4 Mn, see note 5); and
- WHL Acquisition USA Inc.: €42.7 Mn.

As at December 31, 2021, the Company also booked impairments related to the following shares (subsidiaries in France and Spain):
- Doria: €10.0 Mn;
- Beg Investissements: €3.0 Mn;
- Proyectos Inmobiliarios Kansar III SL: €2.7 Mn; and
- Sistemas Edgerton II SL: €0.2 Mn.

The Company also booked the following reversals of provision:
- Westfield Corporation Limited: €884.9 Mn following the buyback of 1,172,045,367 of its shares by Westfield Corporation Limited partially offsetting the negative non-recurring result of €940.4 Mn (see note 25);
- Global Etsy Investments SL: €2.0 Mn;
- GPI: €1.9Mn following the merger of the subsidiary into Unibail-Rodamco-Westfield SE;
- Gaîté Parkings: €1.2 Mn;
- Unibail-Rodamco Participations: €0.9 Mn; and
- Proyectos Inmobiliarios Time Blue SL: €0.3 Mn.

Details of equity investments are presented below.

SUBSIDIARIES AND INVESTMENTS

Company (€Mn)	Share Capital	Shareholders' equity other than share capital before income allocation	Capital held (%)	Gross carrying amount of shares	Merger loss	Net carrying amount of shares	Loans and advances not yet repaid	Deposits and guarantees given	Revenue excl. VAT	2021 statutory result	Dividends received in 2021 and included in income
1. Subsidiaries (more than 50 % owned)											
3BORDERS			99.90%				6				
AQUABON	1		100.00%	1		1	1		1	1	1
BEG INVESTISSEMENTS		1	99.98%	4	21	14	15		2		1
BELWARDE1			100.00%								
BUREAUX DE LA TOUR CRÉDIT LYONNAIS			99.99%	17		17	12		3	1	1
CNIT DÉVELOPPEMENT			99.90%				88	18			
COBRAQ			100.00%								
DORIA	6	(40)	90.34%	246		209	80	200		8	
EDIFICACIONES DENHAN IV SL			100.00%								
ESPACE EXPANSION IMMOBILIÈRE			99.93%								
FETUNO			100.00%								
FINANCIÈRE 5 MALESHERBES			99.98%	118		118	66			(1)	
GAÎTE BUREAUX			99.99%	20		20	53			(1)	
GAÎTE PARKINGS		8	99.99%	16		14	15		1	1	1
GALILÉE-DÉFENSE	11		99.99%	11		11	80			(3)	
GLOBAL ETSY INVESTMENTS SL	14	6	100.00%	23		23	26		3	(2)	
IMMOBILIÈRE LIDICE			100.00%								
MADISON PROPERTIES GROUP SL			100.00%								
MALTESE			99.98%				41		6	3	3
MARCEAU BUSSY-SUD			99.99%				4		1	1	1
MONTHERON			99.90%				1				
NOTILIUS			99.90%				1	2			
PROYECTOS INMOBILIARIOS KANSAR III SL	22	15	100.00%	37		34	39		3	(7)	
PROYECTOS INMOBILIARIOS TIME BLUE SL			51.11%	1		1					
R.E. FRANCE FINANCING			100.00%	7		0	839				
RODAMCO EUROPE PROPERTIES BV	670	6,234	100.00%	7,182		6,845	1,646			(18)	
RODAMCO FRANCE	146	377	100.00%	655	523	1,178	186		4	56	81
RODAMCO PROJECT I BV		3	100.00%	3		3					
SA CROSSROADS PROPERTY INVESTORS			100.00%								
SCI TOUR TRIANGLE			99.91%				7			(7)	
SISTEMAS EDGERTON II SL	3	(1)	100.00%	6		1	4			(1)	
SISTEMAS INMOBILIARIOS EL ACEITUNAL SL			100.00%								
SOCIÉTÉ DE TAYNINH	15	2	97.68%	21		17					
SOCIÉTÉ FONCIÈRE IMMOBILIÈRE			100.00%	4		0					
SOUTH PACIFIC REAL ESTATE SL			100.00%								
TRIANGLE RENAN PARTICIPATION(1)			100.00%				79	122			
TRINITY DÉFENSE			99.90%				310		3	(19)	
U&R MANAGEMENT BV		1	100.00%							1	
UNIBAIL-RODAMCO PARTICIPATIONS			100.00%	5		5	21			2	
UNIBAIL-RODAMCO REAL ESTATE SL	14	4	100.00%	23		23	62		6	(1)	
UNIBAIL-RODAMCO RETAIL SPAIN SLU	50	87	100.00%	773		773	1		114	40	34
UNIBAIL-RODAMCO SIF France	22	(30)	100.00%	22	42	0	6				
UNIBAIL-RODAMCO SPAIN SL	48	66	100.00%	150		150	42		40	181	

Company (€Mn)	Share Capital	Shareholders' equity other than share capital before income allocation	Capital held (%)	Gross carrying amount of shares	Merger loss	Net carrying amount of shares	Loans and advances not yet repaid	Deposits and guarantees given	Revenue excl. VAT	2021 statutory result	Dividends received in 2021 and included in income
UNIBAIL-RODAMCO STEAM SL	4	27	51.11%	210		210			41	5	7
UNIBAIL-RODAMCO TH BV	2,972	(526)	100.00%	4,718		1,996				(2,125)	
UNI-COMMERCES	924	531	99.99%	1,601		1,601	1,049		28	258	168
UNIWATER		9	100.00%	22		22			2	24	
UR VERSAILLES CHANTIERS			99.90%				45		4	2	2
UR-PHOBOS		(1)	100.00%	6		0					
VALOREXPO			100.00%								
VILLAGE 5 DÉFENSE	5	13	100.00%	5		5	35		3	1	1
VILLAGE 7 DÉFENSE	2	8	100.00%	2		2	11		3	2	2
VILLAGE 8 DÉFENSE			100.00%				3				
WESTFIELD CORPORATION LIMITED	259	228	100.00%	1,250		442			1	(638)	1
TOTAL I	**5,188**	**7,022**		**17,159**	**586**	**13,735**	**4,874**	**342**	**269**	**(2,236)**	**304**
2. Investments (between 10% to 50% owned)											
GENIEKIOSK			50.00%	1		1					
LA ROUBINE	3		50.00%	1		1	1				
SCI LE SEXTANT		(2)	49.00%	5		5	7		3	2	2
SIAGNE NORD	5	4	22.48%	2		2					
SP POISSY RETAIL ENTERPRISES			50.00%			0					
UNIBAIL-RODAMCO-WESTFIELD NV	116	2,072	40.22%	957		0	2,267			(66)	
WHL USA ACQUISITIONS INC.	452	(192)	25.20%	527		267				(97)	
TOTAL II	**576**	**1,882**		**1,493**	**0**	**276**	**2,275**	**0**	**3**	**(161)**	**2**
Other Investments				**11**		**11**					**1**
TOTAL	**5,764**	**8,904**		**18,663**	**586**	**14,022**	**7,149**	**342**	**272**	**(2,397)**	**307**

(1) Company created in 2021.

NOTE 5. LOANS AND OTHER FINANCIAL ASSETS

(thousands of currency units)	Currency	12/31/2020	Increases	Decreases	Impact of exchange rate fluctuations	12/31/2021
Other long-term investments (bonds issued by subsidiaries)	**EUR**	**14,833**		**(14,833)**		**0**
Receivable from other long-term investments	**EUR**	**85**		**(85)**		**0**
Loans to subsidiaries						
Loans to subsidiaries in EUR	EUR	8,795,697	1,906,005	(2,012,690)		8,689,012
Loans to subsidiaries in CZK	CZK	9,019,400				9,019,400
Loans to subsidiaries in DKK	DKK	300,000				300,000
Loans to subsidiaries in GBP	GBP	0				0
Loans to subsidiaries in PLN	PLN	1,302,044	127,673	(16,918)		1,412,799
Loans to subsidiaries in SEK	SEK	9,187,500	500,000			9,687,500
Loans to subsidiaries in USD	USD	3,821,407	590,450	(200,700)		4,211,157
TOTAL EURO EQUIVALENT VALUE OF LOANS TO SUBSIDIARIES	**EUR**	**13,495,058**	**2,503,880**	**(2,179,957)**	**243,774**	**14,062,755**
Accrued on subsidiaries loans	**EUR**	**54,048**	**45,436**	**(54,047)**		**45,437**
Other loans	**EUR**	**139**	**1**			**140**
TOTAL	**EUR**	**13,564,163**	**2,549,317**	**(2,248,922)**	**243,774**	**14,108,332**

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Closing balance
			Non-used	Used	
Impairment on subsidiary loans	0	217,439			217,439
TOTAL	**0**	**217,439**	**0**	**0**	**217,439**

The impairment on subsidiary loans on the assets side of the balance sheet as at December 31, 2021, relates to the subsidiary Unibail-Rodamco-Westfield NV.

The maturity of loans to subsidiaries as at December 31, 2021 is as follows:

One year or less:	€2,981 Mn
Between one and five years:	€8,156 Mn
More than five years:	€2,981 Mn
TOTAL	**€14,063 Mn**

NOTE 6. RECEIVABLES

(€ thousands)	12/31/2021	12/31/2020
Receivables from Group and associated companies	4,668,392	5,170,857
Difference of assessment of derivatives	239,785	348,384
Accrued income on derivatives	128,077	119,717
Sundry debtors	99,751	71,441
Trade receivables	50,194	46,120
VAT receivables	34,788	36,423
Other tax receivables	789	2,172
Employee receivables	4,251	11,148
Doubtful or disputed receivables	14,181	15,000
TOTAL	**5,240,208**	**5,821,262**

"Receivables from Group and associated companies" mainly relate to current account financing granted to Group companies and profit and losses from subsidiaries.

"Difference on assessment of derivatives" corresponds to the balancing cash adjustments relating to the cancellation of swaps or swaptions. This item includes the amount of balancing cash adjustment not yet amortised relating to the derivatives restructured in previous financial years for €146.5 Mn. An additional amount related to 2021 transactions is included in this item for €93.3 Mn.

"Sundry debtors" primarily corresponds to funds received from tenants in relation to service charges.

"Trade receivables" mainly relate to accrued receivables and the outstanding balance of rent-free periods and step rents.

The decrease in the "Employee receivables" item is explained by the fact that, in 2020, in order to enable several Group employees to meet margin calls in connection with the bank financing of the exercise of URW stock options, the Company granted them, during year 2020, short-term loans, with interest, combined with a guarantee to enable the bank financing to be extended. As at December 31, 2021, the outstanding loans amounted to €3.0 Mn and the guarantee amounted €1.0 Mn.

The "Doubtful or disputed receivables" as at December 31, 2021 partly includes the 2020 second quarter receivables bought by the Company from companies contributed to Uni-Commerces as part of the operation to create a joint venture between Crédit Agricole Assurances, La Française and URW.

IMPAIRMENT OF RECEIVABLES

			Reversals in the period			
(€ thousands)	Opening balance	Expense in the period	Non-used	Used	Other movements	Closing balance
Impairment of doubtful receivables	2,350	1,061	(1,047)			2,364
Impairment of subsidiary current accounts	2,046		(1,896)			150
TOTAL	**4,396**	**1,061**	**(2,943)**	**0**	**0**	**2,514**

NOTE 7. CASH AND CASH EQUIVALENTS

(€ thousands)	12/31/2021	12/31/2020
Term deposit	1,199,384	895,330
Bank accounts with a debit balance	682,704	892,691
Cash instruments	52,886	88,977
TOTAL	**1,934,974**	**1,876,998**

There is no difference between the book value of term deposit on the balance sheet and their market value.

"Cash instruments" mainly relate to premiums on caps not yet amortised.

NOTE 8. PREPAID EXPENSES

(€ thousands)	12/31/2021	12/31/2020
General expenses	102	167
TOTAL	**102**	**167**

NOTE 9. DEFERRED CHARGES

(€ thousands)	12/31/2021	12/31/2020
Charges on bank loans and borrowings	16,117	4,495
Charges on bonds	66,150	63,190
Charges on convertible bonds	3	866
Charges on hybrid securities	4,465	6,320
Bond issue premium	91,499	98,301
TOTAL	**178,234**	**173,172**

NOTE 10. UNREALISED FOREIGN EXCHANGE LOSSES

(€ thousands)	12/31/2021	12/31/2020
Subsidiary loans in CZK	0	681
Subsidiary loans in PLN	5,390	18,029
Subsidiary loans in SEK	113,476	96,183
Subsidiary loans in USD	1,273	197,800
Group debt in CZK	0	16
Group debt in DKK	1	0
Group debt in GBP	7,689	223
Group debt in SEK	0	149
TOTAL	**127,829**	**313,081**

NOTE 11. ACCRUED INCOME

(€ thousands)	12/31/2021	12/31/2020
Financial assets	45,436	54,133
Other trade receivables	35,661	27,806
Trade payables	874	1,015
Taxes	20,239	16,944
Group and associates	6,086	7,788
Other receivables	127,056	119,451
TOTAL	**235,352**	**227,137**

NOTE 12. CHANGES IN SHAREHOLDERS' EQUITY AS AT DECEMBER 31, 2021

Number of shares: 138,594,416

Par value: €5

(€ thousands)	Before allocation of net result 12/31/2020	Allocation of 2020 net result	2021 changes	Before allocation of net result 12/31/2021	Proposed allocation of 2021 net result	After allocation of 2021 net result
Share capital	**692,362**		610(1)	692,972		692,972
Reserves	**13,577,147**	**0**	**76,318**	**13,653,465**	**0**	**13,653,465**
Additional paid-in capital: issue premium	2,644,867		2,953(1)	2,647,820		2,647,820
Additional paid-in capital: contribution premium	10,835,822			10,835,822		10,835,822
Legal reserve	69,144			69,144		69,144
Other reserves	23,509		73,365(2)	96,874		96,874
Reserve for euro translation	3,805			3,805		3,805
Retained earnings	**169,237**	**(2,691,033)**	**2**	**(2,521,794)**	**90,645(3)**	**(2,431,149)**
Net result	**(2,691,033)**	**2,691,033**	**90,645**	**90,645**	**(90,645)**	**0**
Regulated provisions	**14,939**		**5,806**	**20,745**		**20,745**
TOTAL SHAREHOLDERS' EQUITY	**11,762,652**	**0**	**173,381**	**11,936,033**	**0**	**11,936,033**
Dividend		**0**				

(1) Changes in share capital and share premium relate mainly to the capital increase reserved for employees carried out under the Company Savings Plan and the issue of Performance Shares.
(2) Changes in other reserves relate mainly to the dissolution of Village 3 Défense, Village 4 Défense and Village 6 Défense and the merger of Iseult.
(3) Proposal for the allocation of the result to be submitted to the next Annual General Meeting (AGM) based on 138,594,416 shares as at 12/31/2021 (€ thousands):

- net result for the period	90,645
- previous retained earnings balance	(2,521,794)
- **net result available for distribution**	**0**
- **new retained earnings balance**	**(2,431,149)**

Due to the lack of net result available for distribution, the SIIC obligation created in 2021, i.e. €808.3 Mn (included SIIC obligation inherited from the mergers), and the residual SIIC obligation created in the previous years for €212.5 Mn, will be carried forward until Unibail-Rodamco-Westfield SE reports positive results available for distribution. The total amount of the SIIC obligations carried forward is €1,020.8 Mn.

CHANGE IN THE NUMBER OF SHARES COMPRISING THE SHARE CAPITAL

	Number of shares
As at 01/01/2020	**138,378,605**
Capital increase reserved for employees under the Company Savings Plan	69,150
Exercise of stock options	0
Performance shares grants	24,630
As at 12/31/2020	**138,472,385**
Capital increase reserved for employees under the Company Savings Plan	74,055
Exercise of stock options	0
Performance shares grants	47,976
AS AT 12/31/2021	**138,594,416**

NOTE 13. OTHER EQUITY

(€ thousands)	12/31/2021	12/31/2020
Hybrid securities	2,000,000	2,000,000
TOTAL	**2,000,000**	**2,000,000**

To finance the cash component of the acquisition of the Westfield Corporation Group on June 7, 2018, in April 2018, Unibail-Rodamco-Westfield SE issued €2,000 Mn of hybrid securities classed as "Other equity" in accordance with the OEC opinion 28 (July 1994).

This issuance was made in two tranches:
- €1,250 Mn with a 2.125% coupon and callable after 5.5 years; and
- €750 Mn with a 2.875% coupon and callable after 8 years.

NOTE 14. PROVISIONS FOR CONTINGENCIES AND EXPENSES

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Closing balance
			Non-used	Used	
Provisions for operating contingencies	3,982	223	(1,195)		3,010
Provisions for foreign exchange losses	313,281	30,206	(198,162)	(17,496)	127,829
Other operating provisions	8,949	21,302	(283)		29,968
TOTAL	**326,212**	**51,731**	**(199,640)**	**(17,496)**	**160,807**

Changes in "Provisions for operating contingencies" result mainly from a provision reversal for €1.0 Mn related to the transaction closed on May 29, 2020.

Changes in "Provisions for foreign exchange losses" for an amount of €185.5 Mn reflect provisions for unrealised foreign exchange losses following the decrease in value of the Swedish krona and the pound sterling and the reversal of provision regarding unrealised foreign exchange losses following the increase in the US dollar, in the Polish zloty and in the Czech krona (see notes 23.4 and 24.1).

Changes in "Other operating provisions" mainly relate to the risk provision on the subsidiary Unibail-Rodamco SIF France for €20.2 Mn, due to the negative shareholder's equity linked to the decrease of the fair value of its assets it holds and provision for taxes for €0.8 Mn.

NOTE 15. BORROWINGS AND FINANCIAL LIABILITIES

(thousands of currency units)	Currency	12/31/2020	Increases	Decreases	Impact of exchange rate fluctuations	12/31/2021
Convertible bonds (ORNANE)	**EUR**	**602,911**	**0**	**(102,911)**		**500,000**
Principal outstanding	EUR	602,911	0	(102,911)		500,000
Accrued interest	EUR	0	0	0		0
Other bonds	**EUR**	**18,181,393**	**1,438,824**	**(1,317,921)**		**18,302,296**
Principal outstanding	EUR	17,993,543	1,250,000	(1,130,071)		18,113,472
Accrued interest	EUR	187,850	188,824	(187,850)		188,824
Bank loans and borrowings	**EUR**	**154,251**	**4,511**	**(102,630)**		**56,132**
Principal outstanding	EUR	150,000	0	(100,000)		50,000
Accrued interest	EUR	2,145	3,122	(2,145)		3,122
Bank accounts with a credit balance	EUR	2,106	1,389	(485)		3,010
Accrued interest	EUR	0	0	0		0
Miscellaneous borrowings and financial liabilities	**EUR**	**4,112,736**	**1,485,871**	**(2,593,793)**	**17,280**	**3,022,094**
Deposits and guarantees	EUR	4,251	2,802	(2,255)		4,798
Other borrowings						
Other borrowings in EUR	EUR	543,207	0	0		543,207
Other borrowings in GBP	GBP	222,200	0	0		222,200
Other borrowings in USD	USD	41,003	0	(41,003)		0
TOTAL EURO EQUIVALENT VALUE OF OTHER BORROWINGS	**EUR**	**823,777**	**0**	**(33,414)**	**17,280**	**807,643**
Payables on other borrowings	EUR	4,677	4,875	(4,677)		4,875
Medium-term notes	EUR	0	0	0		0
Payables on medium-term notes	EUR	0	0	0		0
Commercial paper	EUR	1,040,000	998,000	(1,788,000)		250,000
Payables on commercial paper	EUR	0	0	0		0
Payables on hybrid securities	EUR	19,777	19,777	(19,777)		19,777
Subsidiary current accounts	EUR	2,208,236	432,687	(737,814)		1,903,109
Transfer of subsidiaries' earnings	EUR	12,018	27,730	(7,856)		31,892
TOTAL	**EUR**	**23,051,291**	**2,929,206**	**(4,117,255)**	**17,280**	**21,880,522**

Changes in the “Convertible bonds (ORNANE)” item result from the redemption of the remaining ORNANE 2014 maturing in 2021 for an amount of €102.9 Mn.

Changes in the “Other bonds” item result from bond issues under the EMTN programme for an overall amount of €1,250 Mn in 2021, the redemption of two bond tranches maturing in 2021 for an amount of €873 Mn, and the total redemption of one bond tranche maturing in 2022 for an amount of €257 Mn.

Changes in the “bank loans and borrowings” item mainly relate to the final maturity of a bank loan for an amount of €100 Mn.

Changes in the “Other borrowings” item mainly relate to the total repayment of a loan with the subsidiary Westfield Corporation Limited for $41.0 Mn (or €33.4 Mn).

As at December 31, 2021, the “Subsidiary current accounts” item comprises financing granted mainly by the following subsidiaries:

- Rodamco Europe Properties BV: €526 Mn;
- Rodamco Sverige AB: €210 Mn;
- SCI Propexpo: €176 Mn;
- Rodamco Europe Finance BV: €168 Mn;
- Uni-Expos: €91 Mn; and
- UR ÜSQ Development GmbH: €86 Mn.

It also includes €3.6 Mn in VAT credits relating to companies within the VAT consolidation scope. This amount was repaid to these companies in January 2022.

CHARACTERISTICS OF BONDS AND EMTNS

Issue date (based on value date)	Interest rate	Amount outstanding as at 12/31/2021 (€ Mn)	Maturity
November 2010	Fixed rate 4.17%	41	November 2030
October 2011	Fixed rate 4.10%	27	October 2031
November 2011	Fixed rate 4.05%	20	November 2031
May 2012	Fixed rate 3.196%	425	May 2022
February 2013	Fixed rate 3.10% for a par value of HKD 700 million	69	February 2025
March 2013	Fixed rate 3.28% for a par value of HKD 585 million	58	March 2025
June 2013	Fixed rate 2.5%	467	June 2023
October 2013	Fixed rate 3.9% for a par value of HKD 400 million	38	October 2025
November 2013	Fixed rate 2.00% for a par value of CHF 135 million	109	November 2023
February 2014	Green Bond fixed rate 2.5%	644	February 2024
March 2014	Fixed rate 3.08%	20	March 2034
April 2014	Fixed rate 3.08%	30	April 2034
June 2014	Fixed rate 2.5%	600	June 2026
April 2015	Fixed rate 1.375%	655	April 2030
April 2015	Green Bond fixed rate 1.00%	500	March 2025
September 2015	Floating rate (Euribor 3M + 0.81%)	50	October 2024
November 2015	Fixed rate 2.066%	30	November 2030
November 2015	Fixed rate 3.095% for a par value of HKD 750 million	90	November 2025
December 2015	Fixed rate 2.1% during 3 years then Structured coupon linked to CMS 10 years (floored at 0%, capped at 4%)	70	December 2030
March 2016	Fixed rate 1.375%	500	March 2026
March 2016	Floating rate (Euribor 6M floored at 0.95%, capped at 3.00%)	20	March 2027
April 2016	Fixed rate 1.125%	500	April 2027
April 2016	Fixed rate 2.0%	500	April 2036
November 2016	Fixed rate 0.875%	500	February 2025
December 2016	Fixed rate 2.74% for a par value of HKD 500 million	61	November 2026
February 2017	Fixed rate 1.5%	600	February 2028
May 2017	Fixed rate 1.5%	500	May 2029
May 2017	Fixed rate 2.0%	500	May 2037
May 2018	Fixed rate 1.125%	800	September 2025
May 2018	Fixed rate 1.875%	900	January 2031
May 2018	Fixed rate 2.25%	500	May 2038
June 2018	Structured coupons linked to CMS 15 years	40	June 2033
December 2018	Fixed rate 2.00%	100	December 2033
February 2019	Fixed rate 1.75%	750	February 2034
February 2019	Fixed rate 1.00%	750	February 2027
July 2019	Fixed rate 1.75%	500	July 2049
October 2019	Fixed rate 0.875%	750	March 2032
April 2020	Fixed rate 2.625%	800	April 2030
April 2020	Fixed rate 2.125%	600	April 2025
June 2020	Fixed rate 2.0%	750	June 2032
December 2020	Fixed rate 0.625%	1,000	May 2027
December 2020	Fixed rate 1.375%	1,000	December 2031
May 2021	Fixed rate 0.75%	650	October 2028
May 2021	Fixed rate 1.375%	600	May 2033
TOTAL		**18,114**	

ORNANE 2015 ISSUE

In 2015, Unibail-Rodamco-Westfield SE issued 1,441,462 bonds redeemable in cash and/or new and/or existing shares (ORNANEs) at a par value of €346.87 per bond, corresponding to an issue premium of 37% over the benchmark Unibail-Rodamco-Westfield SE share price on Euronext, for a total amount of €500 Mn.

These ORNANE bonds are admitted to trading on the Euronext Paris market and were described in the prospectus approved by the French financial markets authority (*Autorité des Marchés Financiers* – AMF) under no. 15-144.

MAIN CHARACTERISTICS OF THE ORNANE 2015 ISSUE

The bonds do not bear any interest and will be redeemed at par on January 1, 2022. They may be redeemed early as from January 1, 2018 at Unibail-Rodamco-Westfield SE's discretion, and may also be redeemed early at the bondholders' discretion, in accordance with the provisions of the issue note (*note d'opération*) submitted to the AMF for approval. In the event their share rights are exercised, bondholders will receive an amount in cash and, where applicable, new and/or existing Unibail-Rodamco-Westfield SE shares. The Company will also have the option to deliver new and/or existing shares only.

As at December 31, 2021, 1,441,462 ORNANE 2015 are outstanding.

MATURITY OF BORROWINGS AND FINANCIAL LIABILITIES

(€ thousands)	One year or less	Between one and five years	More than five years	Total
Other bonds	**1,113,824**	**5,085,472**	**12,603,000**	**18,802,296**
Convertible bonds (ORNANE)	500,000	0	0	500,000
Accrued interest	0	0	0	0
Bonds	425,000	5,085,472	12,603,000	18,113,472
Accrued interest	188,824	0	0	188,824
Bank loans and borrowings	**6,132**	**50,000**	**0**	**56,132**
Bank loans	0	50,000	0	50,000
Accrued interest on bank loans	3,122	0	0	3,122
Bank accounts with a credit balance	3,010	0	0	3,010
Miscellaneous borrowings and financial liabilities	**2,757,658**	**264,436**	**0**	**3,022,094**
Deposits and guarantees	4,798	0	0	4,798
Other borrowings	543,207	264,436	0	807,643
Payables on other borrowings	4,875	0	0	4,875
Medium-term notes	0	0	0	0
Payables on medium-term notes	0	0	0	0
Commercial paper	250,000	0	0	250,000
Payables on commercial paper	0	0	0	0
Payables on hybrid securities	19,777	0	0	19,777
Subsidiary current accounts	1,903,109	0	0	1,903,109
Transfer of subsidiaries' earnings	31,892	0	0	31,892
TOTAL	**3,877,614**	**5,399,908**	**12,603,000**	**21,880,522**

CONTRACTUAL OBLIGATIONS RELATING TO BORROWINGS AND EMTNS

No borrowings are subject to early repayment clauses linked to the Company's debt ratings, barring exceptional circumstances such as a change of control.

The bonds are not subject to any contractual covenants based on financial ratios that could trigger early redemption.

The funds raised with the Green Bond issue must be used to fund projects or assets meeting certain criteria such as for obtaining BREEAM certification.

A significant share of bank loans and credit facilities contains financial covenants such as LTV, ICR and FFO/NFD ratios, as well as a prepayment clause in the event of a material adverse change.

As at December 31, 2021, the LTV ratio for the Unibail-Rodamco-Westfield Group amounted to 43.3%, (versus 44.7% as at December 31, 2020).

The ICR ratio[1] for the Unibail-Rodamco-Westfield Group stood at 3.3x for 2021 (versus 3.5x in 2020).

As at December 31, 2021, the FFO[2]/NFD ratio for the Unibail-Rodamco-Westfield Group amounted to 5.0%.

The Unibail-Rodamco-Westfield Group's banking covenants levels in Europe are usually set at a maximum LTV of 60%, a minimum ICR of 2x, a minimum FFO/NFD of 4%. These covenants are tested twice a year based on the Group's IFRS financial statements.

As at December 31, 2021, 100% of the Group's credit facilities and bank loans allowed a loan-to-value ratio of up to 60% of total assets or the value of the borrowing entity's assets.

As at December 31, 2021, 100% of the Group's credit facilities and bank loans include a FFO/NFD covenant. These require an FFO/NFD above 4% for the Group.

INTEREST RATE RISK

Unibail-Rodamco-Westfield SE is exposed to interest rate fluctuations on its floating-rate borrowings which finance its investment policy and maintain sufficient financial liquidity. The Company's management policy regarding interest rate risk is to minimise the impact that changes in interest rates could have on earnings and cash flow and optimise the overall cost of debt. In order to implement this strategy, Unibail-Rodamco-Westfield SE uses derivative instruments (mainly caps and swaps) to hedge its interest rate exposure. All transactions are managed centrally and independently.

As at December 31, 2021, net financial liabilities amounted to €18,228 Mn (excluding current accounts and hybrid securities). The nominal amount of net financial liabilities (excluding current accounts) was €18,031 Mn. In all, 54% of net financial debt liabilities relates to debt issued at floating rates or fixed-rate debt immediately swapped for floating-rate debt. The amount outstanding is partially hedged by caps and interest rate swaps.

COUNTERPARTY RISK

The derivative instruments put in place to limit interest rate risks expose the Company to the risk that its counterparties may default on their obligations. To limit counterparty risk, Unibail-Rodamco-Westfield SE only contracts hedges with leading international financial institutions.

NOTE 16. OTHER LIABILITIES

(€ thousands)	12/31/2021	12/31/2020
Amounts due to suppliers	68,826	72,657
Employee payables	2,776	2,224
Social security and similar payables	2,025	1,209
Income tax payables	41	0
VAT payables	2,470	3,820
Other tax payables	203	216
Amounts due on investments	62,677	47,238
Other liabilities	**314,565**	**279,127**
On property activities	127,820	81,623
On derivatives	186,280	195,903
Other sundry liabilities	465	1,601
TOTAL	**453,583**	**406,491**

The "Amounts due on investments" item mainly consists of accrued payables relating to works on the shopping centre Les Ateliers Gaîté and the Pullman Paris Montparnasse hotel for €43.5 Mn.

Changes in the "Other liabilities on property activities" item result mainly from the delegated project management contracts on the shopping centre Les Ateliers Gaîté (+€19.4 Mn) and the balance as at December 31, 2021 of the escrow account set up in the context of the sale of the SHiFT office building for an amount of €22.9 Mn.

(1) Interest Coverage Ratio = Recurring EBITDA/Recurring net financial expenses (including capitalised interest). Recurring EBITDA is calculated as total recurring operating income and other income, less general expenses and excluding depreciation, amortisation and impairment.
(2) Funds from Operations: on an annualised basis, the recurring EBITDA minus (i) recurring net financial expenses and (ii) tax on recurring operating result.

NOTE 17. DEFERRED INCOME

(€ thousands)	12/31/2021	12/31/2020
Property business	2,114	1,364
Interest on discounted commercial papers	167	1,549
Deferred recognition of issue premium on EMTN	477	1,625
Deferred recognition of issue premium on ORNANE bonds	1	372
Balancing cash adjustment on Group debt	64	85
Arrangement fee on subsidiary loans	41,145	11,770
TOTAL	**43,968**	**16,765**

The increase in "Subsidiary loan origination fees" item is due to fees received for a total amount of €32.6 Mn following the signing of amendments to loan agreements with Unibail-Rodamco-Westfield NV.

NOTE 18. UNREALISED FOREIGN EXCHANGE GAINS

(€ thousands)	12/31/2021	12/31/2020
Subsidiary loans in CZK	25,348	6,893
Subsidiary loans in DKK	190	166
Subsidiary loans in GBP	0	0
Subsidiary loans in PLN	115	0
Subsidiary loans in SEK	5,068	8,218
Subsidiary loans in USD	76,182	0
Group debt in DKK	0	9
Group debt in GBP	0	12,555
Group debt in PLN	0	134
Group debt in SEK	33	0
Group debt in USD	0	2,829
TOTAL	**106,936**	**30,804**

NOTE 19. ACCRUED CHARGES

ACCRUED CHARGES INCLUDED IN THE BALANCE SHEET

(€ thousands)	12/31/2021	12/31/2020
Miscellaneous borrowings and financial liabilities	216,597	214,449
Trade receivables	6,738	8,335
Trade payables	94,755	89,880
Employee payables	2,482	1,927
Social security and similar payables	1,687	860
Tax payables	930	1,694
Subsidiary current accounts	76	56
Other liabilities	31,304	12,932
TOTAL	**354,569**	**330,133**

The increase in the "Other liabilities" item mainly results from the increase in the accrued interest on interest of swaps (+€17.4 Mn).

NOTE 20. MATURITY OF RECEIVABLES AND PAYABLES AT THE END OF THE REPORTING PERIOD

MATURITY OF RECEIVABLES

(€ thousands)	Gross	Maturity: One year or less	Maturity: More than one year
Receivable on non-current assets			
Other long-term investments	0	0	0
Loans[(1)]	14,108,192	3,026,455	11,081,737
Other	139	0	139
Current asset receivables			
Trade receivables from activity			
Doubtful or disputed receivables	14,181	14,181	0
Other trade receivables from activity	50,194	3,219	46,975
Other receivables			
Employee receivables	4,251	4,251	0
State and public entities	35,577	35,577	0
Receivables from group and associated companies	4,668,392	4,668,392	0
Accrued income on derivatives	128,077	128,077	0
Sundry debtors	99,751	99,751	0
Difference of assessment of derivatives	239,785	113,382	126,403
Prepaid expenses			
Overheads	102	102	0
TOTAL	**19,348,641**	**8,093,387**	**11,255,254**

(1) Loans granted during the financial year 2,549,316
Loans repaid during the financial year 2,234,089

MATURITY OF LIABILITIES

(€ thousands)	Gross	Maturity: One year or less	Maturity: Between one and five years	Maturity: More than five years
Convertible bonds[(2)]	500,000	500,000	0	0
Other bonds[(2)]	18,302,296	613,824	5,085,472	12,603,000
Bank loans and borrowings[(2)]	56,132	6,132	50,000	0
Miscellaneous borrowings and financial liabilities[(2)]	3,022,094	2,757,658	264,436	0
Advances and downpayments received	1,385	1,385	0	0
Amounts due to suppliers	68,826	68,826	0	0
Tax and social security liabilities				
Employee payables	2,776	2,776	0	0
Social security and similar payables	2,025	2,025	0	0
State and public entities	2,714	2,714	0	0
Amounts due on investments	62,677	62,677	0	0
Other liabilities	314,565	176,284	75,265	63,016
Deferred income				
Property business	2,114	2,114	0	0
Interest on discounted commercial papers	167	167	0	0
Deferred recognition of issue premium on EMTN	477	477	0	0
Deferred recognition of issue premium on ORNANEs	1	1	0	0
Balancing cash adjustment on Group debt	64	20	44	0
Arrangement fee on subsidiary loans	41,145	4,555	9,697	26,893
TOTAL	**22,379,458**	**4,201,635**	**5,484,914**	**12,692,909**

(2) Liabilities contracted during the financial year 2,248,000
Liabilities repaid during the financial year 3,154,396

NOTE 21. OPERATING INCOME

21.1 REVENUE

(€ thousands)	2021	2020
Property business	**47,005**	66,273
Offices & Others segment	(6,442)	14,258
Shopping Centres segment	37,503	36,559
Convention & Exhibition segment	15,944	15,456
Other rebilled items	**101,341**	**98,651**
TOTAL	**148,346**	**164,924**

In 2021, "Offices & Others segment" includes a negative amount of €21.9 Mn relating to the deferral of rent-free periods for the SHiFT office building sold in 2021.

"Other rebilled items" consist in particular of rebilled items relating to the Group Service Charges agreement.

21.2 REVERSALS OF DEPRECIATION, AMORTISATION, IMPAIRMENT AND EXPENSE TRANSFERS

(€ thousands)	2021	2020
Reversals of impairment	**30,177**	**1,079**
Reversals of provisions for disputes	0	1,000
Reversals of impairment of doubtful receivables	1,047	79
Reversals of impairment of buildings	29,130	0
Rebilled expenses and expense transfers	**15,886**	**17,231**
TOTAL	**46,063**	**18,310**

Reversals of impairment of buildings relate to Stadshart Amstelveen complex for an amount of €14.8 Mn and the shopping centre Les Ateliers Gaîté and Pullman Paris Montparnasse hotel for an amount of €14.3 Mn.

Rebilled expenses and expense transfers in 2021 relate to:
- Rebilled rental expenses for €11.5 Mn;
- Rebilled taxes for €2.0 Mn;
- Rebilled construction work for €1.2 Mn;
- Rebilled marketing fees for €1.1 Mn; and
- Rebilled management fees for €0.1 Mn.

21.3 OTHER INCOME

(€ thousands)	2021	2020
Key money	362	253
Speciality leasing fee	568	676
Other	906	64
TOTAL	**1,836**	**993**

NOTE 22. OPERATING EXPENSES

22.1 OTHER PURCHASES AND EXTERNAL CHARGES

(€ thousands)	2021	2020
1 - EQUIPMENT, MATERIALS AND WORKS	**3,896**	**10,342**
2 - PURCHASES OF CONSUMABLES	**279**	**303**
3 - EXTERNAL SERVICES	**12,505**	**11,916**
Property business	**10,540**	**10,591**
Leases and rental expenses	8,816	8,491
Maintenance and repair	1,588	1,940
Insurance	136	160
General expenses	**1,965**	**1,325**
Leases and rental expenses	110	136
Maintenance and repair	16	23
Insurance	1,359	865
Miscellaneous	480	301
4 - OTHER EXTERNAL SERVICES	**117,448**	**122,030**
Property business	3,037	2,493
General expenses	114,411	119,537
TOTAL	**134,128**	**144,591**

"Equipment, materials and works" concern the construction costs linked to the sale in the future state of completion relating to the residential building of Gaîté Montparnasse project.

"Other external services – general expenses" mainly consists of rebilled items relating to the Group Service Charges agreement.

22.2 TAXES AND RELATED

(€ thousands)	2021	2020
Taxes on remuneration	676	278
Property taxes	3,725	3,457
Other taxes	552	849
TOTAL	**4,953**	**4,584**

22.3 PERSONNEL EXPENSES

(€ thousands)	2021	2020
Wages and salaries	5,684	1,204
Payroll taxes	2,970	1,493
TOTAL	**8,654**	**2,697**

Members of the Unibail-Rodamco-Westfield Management Board are remunerated by Unibail-Rodamco-Westfield SE. The increase of the period corresponds to the increase from two to five members of the Management Board.

Under the Group Service Charges agreement, Management Board charges are partly rebilled to the Group's various entities.

22.4 DEPRECIATION AND AMORTISATION OF NON-CURRENT ASSETS

(€ thousands)	2021	2020
Tangible assets	39,877	37,342
TOTAL	**39,877**	**37,342**

22.5 IMPAIRMENT AND PROVISION EXPENSES

(€ thousands)	2021	2020
Non-current assets	0	50,406
Current assets	1,061	1,777
Contingencies and expenses	814	6,754
TOTAL	**1,875**	**58,937**

22.6 OTHER OPERATING EXPENSES

(€ thousands)	2021	2020
Attendance fees	772	1,185
Eviction and termination indemnities paid	259	646
Irrevocable receivables and miscellaneous operating lease expenses	2,864	2,818
TOTAL	**3,895**	**4,649**

NOTE 23. FINANCIAL INCOME

23.1 INVESTMENT INCOME

(€ thousands)	2021	2020
Subsidiary income transferred	16,141	28,447
Dividends	300,423	143,554
Other	2,688	2,768
TOTAL	**319,252**	**174,769**

Income transfers from tax-transparent companies relate mainly to SCI Sept Adenauer, SCI Le Sextant and Maltese.

Only the profits of tax-transparent subsidiaries with a clause in their articles of association providing for the automatic transfer of result are booked at year-end. If a subsidiary makes a loss, this loss is recognised at year-end as a financial expense under “Interest expenses”, irrespective of the nature of any clause in their articles of association regarding providing for the transfer of result.

The main dividends collected in 2021 in respect of 2020 earnings were:

- Uni-Commerces: €168 Mn (€96 Mn in 2020);
- Rodamco France: €81 Mn (€12 Mn in 2020);
- Unibail-Rodamco Retail Spain SL: €34 Mn (€11 Mn in 2020); and
- Unibail-Rodamco Steam SL: €7 Mn (€8 Mn in 2020).

23.2 INCOME FROM OTHER MARKETABLE SECURITIES AND RECEIVABLE ON NON-CURRENT ASSETS

(€ thousands)	2021	2020
Income from loans to subsidiaries	266,711	299,115
TOTAL	**266,711**	**299,115**

In 2021, contributing subsidiaries were primarily, URW America Inc. (€24 Mn), Unibail-Rodamco-Westfield NV (€24 Mn), Unibail-Rodamco Polska Sp zoo (€22 Mn), Wood Sp zoo (€21 Mn), R.E. France Financing (€20 Mn), Westfield America LP (€19 Mn), Rodamco Retail Deutschland BV (€15 Mn) and Unibail-Rodamco Spain SL (€10 Mn).

23.3 OTHER INTEREST INCOME

(€ thousands)	2021	2020
Bank fees	199	105
Interest on subsidiary current accounts	24,512	32,158
Income on caps, floors and swaps	299,914	324,632
Deferred recognition of fees on subsidiary loans	5,157	4,890
Deferred recognition of premium on convertible bonds	371	371
Interest on marketable securities	(1,273)	191
Other financial income	21	49
TOTAL	**328,901**	**362,396**

In 2020, “Income on caps, floors and swaps” item included a balancing payment received of €27.2 Mn following the cancellation of £500 Mn of swaps.

23.4 REVERSALS OF IMPAIRMENT AND EXPENSE TRANSFERS

(€ thousands)	2021	2020
Reversal of provisions for subsidiaries	891,534	24,541
Reversals of provisions for foreign exchange gains and losses	215,658	47,917
Reversal of provision on current account	1,896	0
Reversal of provision for risk on subsidiary	281	8,027
TOTAL	**1,109,369**	**80,485**

In 2021, following the share buyback of 1,172,045,367 by Westfield Corporation Limited, the Company recorded a reversal of the provision of €884.9 Mn on the shares in Westfield Corporation Limited.

In 2021, following the merger of the subsidiary GPI into Unibail-Rodamco-Westfield SE, the Company also recorded a reversal of provision of €1.9 million on the shares in GPI.

As at December 31, 2021, the Company also booked reversal of provision on the shares in Global Etsy Investments SL (€2.0 Mn), in Gaîté Parkings (€1.2 Mn), in Unibail-Rodamco Participations (€0.9 Mn) and in Proyectos Inmobiliarios Time Blue SL (€0.3 Mn).

As at December 31, 2021, reversals of the provision for unrealised foreign exchange losses were recorded following the increase in the US dollar and in the Polish zloty.

23.5 FOREIGN EXCHANGE GAINS

(€ thousands)	2021	2020
USD foreign exchange gains	16,874	13,402
GBP foreign exchange gains	4,201	47,885
SEK foreign exchange gains	1,188	1,279
PLN foreign exchange gains	701	2,564
CZK foreign exchange gains	282	129
DKK foreign exchange gains	7	29
AUD foreign exchange gains	2	0
TOTAL	**23,255**	**65,288**

NOTE 24. FINANCIAL EXPENSES

24.1 DEPRECIATION, AMORTISATION AND IMPAIRMENT – FINANCIAL ITEMS

(€ thousands)	2021	2020
Depreciation and amortisation		
Bond issue premium	12,499	12,777
Provisions for contingencies		
Currency risk on loans	30,206	206,741
Risk on subsidiary	20,487	**0**
Impairment and provisions		
On shares (including merger losses)	593,596	3,034,443
On receivables from equity investments	217,439	0
On current account	0	1,896
On treasury shares	0	228
Deferred charges		
Charges on borrowings	14,505	11,823
Charges on convertible bonds (ORNANE)	863	926
Charges on hybrid securities	1,856	1,999
TOTAL	**891,451**	**3,270,833**

As at December 31, 2021, provisions were booked for shares held in subsidiaries (see note 4).

24.2 INTEREST EXPENSES

(€ thousands)	2021	2020
Bank fees	207	7
Fees on deposits and confirmed credit facilities	14,693	9,579
Interest on borrowings	10,130	22,307
Interest on negotiable debt securities	(2,856)	(1,993)
Interest on bonds	298,743	290,850
Interest on current accounts	314	256
Interest on bonds redeemable in shares	0	0
Interest on hybrid securities	48,125	48,179
Charges on caps, floors and swaps	381,402	296,772
Redemption premium on bond repurchases	4,416	14,385
Other financial charges	0	0
Transfer of subsidiary income	31,846	11,976
TOTAL	**787,020**	**692,318**

As at December 31, 2021, the "Charges on caps, floors and swaps with third parties" item includes the 2021 amortisation of the balancing cash adjustment relating to hedging swaps arranged in previous years.

24.3 FOREIGN EXCHANGE LOSSES

(€ thousands)	2021	2020
PLN foreign exchange losses	18,252	103
USD foreign exchange losses	4,637	6,006
SEK foreign exchange losses	2,035	1,969
GBP foreign exchange losses	1,611	14,101
CZK foreign exchange losses	246	96
DKK foreign exchange losses	13	11
AUD foreign exchange losses	3	23,262
TOTAL	**26,797**	**45,548**

NOTE 25. NON-RECURRING ITEMS

(€ thousands)	2021	2020
Capital gains and losses on sales of tangible assets	338,501	37,602
Capital gains and losses on sales of financial assets	(682,119)	418,143
Capital gains and losses on dissolution of subsidiaries without liquidation in a merger transaction (TUP)	96,482	(585)
Regulated provisions	(5,806)	(5,823)
Other non-recurring income and expenses	608	(51,283)
TOTAL	**(252,334)**	**398,054**

As at December 31, 2021, "Capital gains and losses on sales of tangible assets" mainly includes:

- The net proceeds on the disposal of the SHiFT office building for a total amount of €334.4 Mn; and
- The net proceeds on the disposal of the Le Blériot office building for a total amount of €4.1 Mn.

As at December 31, 2021, "Capital gains and losses on sales of financial assets" mainly includes:

- The net loss from the share buyback by Westfield Corporation Limited for an amount of €940.4 Mn;
- The net proceeds on the disposal of the SCI Sept Adenauer shares for a total amount of €211.2 Mn; and
- The net proceeds on the disposal of 51% of the Le Sextant shares for a total amount of €44.8 Mn.

As at December 31, 2021, "Capital gains and losses on dissolution of subsidiaries without liquidation in a merger transaction ("TUP")" primarily relates to:

- The net profit from the total transfer of assets ("TUP") from Village 3 Défense for an amount of €38.4 Mn;
- The net profit from the total transfer of assets ("TUP") from Village 4 Défense for an amount of €36.9 Mn; and
- The net profit from the total transfer of assets ("TUP") from Village 6 Défense for an amount of €21.2 Mn.

NOTE 26. INCOME TAX

(€ thousands)	2021	2020
Income tax	(525)	(382)
TOTAL	**(525)**	**(382)**

In 2021, the negative amount of income tax corresponds to an expected refund from French Tax Administration related to the COVID-19 rental discounts granted to tenants.

NOTE 27. RELATED PARTY INFORMATION

All agreements between Unibail-Rodamco-Westfield SE and Group companies were entered into at arm's length conditions, with the exception of those detailed below.

Balance sheet line concerned	Related party	Type of relationship	Balance sheet amount with the related party (€ thousands)	Type of transaction
ASSETS				
Other receivables				
	3BORDERS	Ultimate parent company	5,629	Non-interest-bearing current account
	BURES-PALAISEAU	Ultimate parent company	1,995	Non-interest-bearing current account
	CENTRE COMMERCIAL FRANCILIA	Ultimate parent company	125,828	Non-interest-bearing current account
	CNIT DEVELOPPEMENT	Ultimate parent company	88,058	Non-interest-bearing current account
	FINANCIÈRE 5 MALESHERBES	Ultimate parent company	66,203	Non-interest-bearing current account
	GAÎTE BUREAUX	Ultimate parent company	15,124	Non-interest-bearing current account
	GAÎTE PARKINGS	Ultimate parent company	15,469	Non-interest-bearing current account
	GALILÉE-DÉFENSE	Ultimate parent company	74,919	Non-interest-bearing current account
	MALTESE	Ultimate parent company	40,841	Non-interest-bearing current account
	MARCEAU BUSSY SUD	Ultimate parent company	4,383	Non-interest-bearing current account
	MONTHÉRON	Ultimate parent company	1,294	Non-interest-bearing current account
	NOTILIUS	Ultimate parent company	580	Non-interest-bearing current account
	SCI BUREAUX DE LA TOUR CRÉDIT LYONNAIS	Ultimate parent company	12,267	Non-interest-bearing current account
	TRINITY DÉFENSE	Ultimate parent company	22,034	Non-interest-bearing current account
	TOUR TRIANGLE	Ultimate parent company	6,770	Non-interest-bearing current account
	UR VERSAILLES CHANTIERS	Ultimate parent company	45,013	Non-interest-bearing current account
	VILLAGE 8 DÉFENSE	Ultimate parent company	2,880	Non-interest-bearing current account
	YETA	Ultimate parent company	9,458	Non-interest-bearing current account
LIABILITIES				
Miscellaneous borrowings and financial liabilities				
	COBRAQ	Ultimate parent company	20	Non-interest-bearing current account
	FETUNO	Ultimate parent company	20	Non-interest-bearing current account

NOTE 28. OFF-BALANCE SHEET COMMITMENTS

28.1 FINANCIAL INSTRUMENTS

		2021		2020	
(€ thousands)		Currency	EUR	Currency	EUR
Financial instruments					
Interest rate EUR			17,265,000		16,815,000
Interest rate USD		6,000,000	5,297,545	6,000,000	4,889,577
Currency swaps					
	CHF	135,000	109,276	135,000	109,276
	CZK	3,564,683	140,000	3,564,683	140,000
	HKD	2,935,000	315,437	2,935,000	315,437
	PLN	852,000	200,000	852,000	200,000
Caps and floors					
• purchases EUR			17,000,000		23,550,000
• sales EUR			0		8,750,000
• purchases GBP		800,000	952,064	1,860,000	2,068,896
• sales GBP		0	0	560,000	622,894
• purchases USD		0	0	1,250,000	1,018,662
• sales USD		0	0	1,250,000	1,018,662
Swaption calls					
• sales			12,500,000		12,500,000
Foreign exchange forward					
• purchases CZK		0	0	1,125,255	42,883
• purchases DKK		0	0	317,307	42,660
• purchases GBP		0	0	82,161	90,480
• purchases PLN		0	0	868,759	193,092
• purchases SEK		0	0	668,765	66,372

Commitments relating to forward interest rate financial instruments are presented as follows:
- Commitments relating to firm transactions are shown at the face value of the contracts; and
- Commitments relating to conditional transactions are shown at the face value of the underlying instrument.

(€ thousands)		Currency		Notional ≤ 1 year (€)	Notional > 1 year (€)
FIRM TRANSACTIONS					
Interest rate swaps				**1,200,000**	**21,362,544**
Microhedges	Fixed-rate lender/Floating-rate borrower			200,000	8,935,000
Microhedges	Fixed-rate lender/Floating-rate borrower	USD	1,000,000	0	882,924
Microhedges	Floating-rate lender/Floating-rate borrower			0	130,000
Microhedges	Floating-rate lender/Floating-rate borrower	USD	1,000,000	0	882,924
Macrohedges	Fixed-rate lender/Floating-rate borrower	USD	2,000,000	0	1,765,848
Macrohedges	Floating-rate lender/Fixed-rate borrower			1,000,000	7,000,000
Macrohedges	Floating-rate lender/Fixed-rate borrower	USD	2,000,000	0	1,765,848
Isolated positions	Fixed-rate lender/Floating-rate borrower				
Currency and interest rate swaps				**0**	**764,713**
Microhedges	Fixed-rate lender/Floating-rate borrower	CHF	135,000	0	109,276
Microhedges	Fixed-rate lender/Fixed-rate borrower	CZK	3,564,683	0	140,000
Microhedges	Fixed-rate lender/Floating-rate borrower	HKD	2,935,000	0	315,437
Microhedges	Fixed-rate lender/Fixed-rate borrower	PLN	852,000	0	200,000
CONDITIONAL TRANSACTIONS					
Caps and floors					
	purchases			**9,452,064**	**8,500,000**
Macrohedges					
				8,500,000	8,500,000
		GBP	800,000	952,064	0
OPTIONAL TRANSACTIONS					
Swaption calls	**sales**			**0**	**12,500,000**

Borrowings with floating rate or swapped fixed-rate contracted by Unibail-Rodamco-Westfield SE are hedged by interest rate swaps and caps. Income and expenses arising on these transactions are recognised on an accrual basis in the income statement.

The net fair value of these hedges amounts to -€1,048 Mn.

No provision is booked for this fair value since it concerns hedging instruments.

28.2 OTHER COMMITMENTS GIVEN AND RECEIVED

All material commitments are disclosed below.

	2021		2020	
(€ thousands)	Currency	(€)	Currency	(€)
Other commitments received				
EUR refinancing agreements obtained and not used		6,907,500		6,257,500
Guarantees received in EUR		27,544,414		26,505,184
Guarantees received in CHF	135,000	130,675	135,000	124,977
Guarantees received in HKD	2,935,000	332,265	2,935,000	308,486
TOTAL		**34,914,854**		**33,196,147**
Other commitments given				
EUR refinancing agreements given and not used		521,870		530,175
GBP refinancing agreements given and not used	120,000	142,810	120,000	133,477
PLN refinancing agreements given and not used	12,385	2,694	339	74
USD refinancing agreements given and not used	145,450	158,926	505,200	411,702
Committed works without added tax not realised		21,823		132,508
Guarantees given in EUR		1,730,432		1,526,481
Guarantees given in GBP	1,550,000	1,844,623	1,550,000	1,724,080
Guarantees given in SEK	2,416,670	235,766	4,250,000	423,547
Guarantees given in USD	4,500,000	3,973,159	4,500,000	3,667,183
TOTAL		**8,632,103**		**8,549,227**

Guarantees given relate to deposits and first demand commitments, including as part of the financing granted by banks to subsidiaries.

Since 2018, further to the acquisition of the Westfield Corporation, cross-guarantees have been set up between the companies of the Westfield Group and Unibail-Rodamco-Westfield SE.

NOTE 29. OPTIONS GRANTING ACCESS TO THE SHARE CAPITAL AND PERFORMANCE SHARES

The table below shows allocated stock options not exercised at the period-end.

Plan		Exercise period (1)	Adjusted subscription price (€)(2)	Number of options granted	Adjustments in number of options(2)	Number of options cancelled	Number of options exercised	Potential additional number of shares(3)
2011 plan (n° 7)	2014	from 04/03/2018 to 03/03/2021	186.10	606,087	-	582,621	23,466	-
2015 plan (n°8)	2015	from 04/03/2019 to 03/03/2022	256.81	615,860	-	234,617	-	381,243
	2015	from 05/09/2019 to 04/09/2022	238.33	7,225	-	7,225	-	-
	2016	from 09/03/2020 to 08/03/2023	227.24	611,608	-	196,149	1,913	413,546
	2017	from 08/03/2021 to 07/03/2024	218.47	611,611	-	161,087	-	450,524
2018 plan (n°9)	2018	from 06/03/2022 to 05/03/2025	190.09	630,135	-	153,010	-	477,125
2019 plan (n°10)	2019	from 20/03/2022 to 19/03/2026	144.55	748,372	-	169,435	-	578,937
2020 plan (n°11)	2020	from 22/03/2023 to 21/03/2027	92.03	885,291	-	180,295	-	704,996
2021 plan (n°12)	2021	from 19/05/2024 to 18/05/2029	69.41	950,295	-	47,202	-	903,093
Total				**5,666,484**	**-**	**1,731,641**	**25,379**	**3,909,464**

(1) Assuming that the performance and presence conditions are satisfied. If the first date of the exercise period is not a business day, the exercise period will begin on the next business day. If the end of the exercise period is not a business day, the exercise period will end on the next business day.
(2) Adjustments reflect dividends paid out of reserves and retained earnings.
(3) All options are subject to performance conditions.

The table below details the Performance Shares granted and not exercised at the period end:

Starting date of the vesting period(1)	Number of Performance Shares allocated	Number of Performance Shares cancelled	Number of Performance Shares acquired	Potential additional number of shares(2)
2016	36,745	7,918	28,827	-
2017	39,770	16,269	23,501	-
March 2018	82,539	41,178	16,910	24,451
May 2018	38,130	7,273	21,800	9,057
March 2019	172,174	38,944	-	133,230
March 2020	489,440	99,682	-	389,758
May 2021	371,846	18,474	-	353,372
Total	**1,230,644**	**229,738**	**91,038**	**909,868**

(1) For French tax residents:
- A minimum vesting period of three years, and a minimum holding period of two years once vested;
- For non-French tax residents: a minimum vesting period of four years without any requirement to hold the shares.

(2) The acquisition of the shares is subject to performance condition.

NOTE 30. OTHER INFORMATION

30.1 SUBSEQUENT EVENTS

On February 16, 2022, the direct subsidiaries of URW SE, Financière 5 Malesherbes and Espace Expansion Immobilière Group sold 45% of their stake in Westfield Carré Sénart to Société Générale Assurances and BNP Paribas Cardif for a sale price of €281 Mn. URW SE has granted the buyers a rental guarantee of up to €13.5 Mn for a duration of up to three years from closing of the transaction.

30.2 PLEDGED SHARES OF UNIBAIL-RODAMCO-WESTFIELD SE HELD BY THIRD PARTIES

As at December 31, 2021, 4,009,685 administered registered shares are pledged. There are no fully registered shares.

30.3 REMUNERATION OF MANAGEMENT BOARD MEMBERS

(€ thousands) Paid in:	2021(1)	2020(2)
Fixed income	3,249	1,967
Short-term incentive	1,573	2,881
Other benefits(3)	799	715
TOTAL	**5,621**	**5,563**

(1) Corresponds to the remuneration of the Management Board members in 2021 (i.e. five members).
(2) Corresponds to the remuneration of the Management Board members in 2020 (i.e. two members).
(3) Supplementary Contribution Scheme, company car and other additional benefits.

In 2021, Management Board members were awarded a total of 129,625 stock options, all of which were subject to performance condition, along with 50,706 Performance Shares.

The Management Board consisted of two members since June 7, 2018 until December 31, 2020. Starting 2021, a new organisation has been adopted by URW. An extended Management Board has been set up increasing from 2 to 5 members.

Regarding the 2021 performance achievements, the Management Board Members will receive in 2022 a total Short-Term Incentive (“STI”) amounting to €4,222 K. The payment for those who were Management Board Members in 2021 will be made after the approval of the annual General Meeting (“AGM”).

30.4 REMUNERATION OF SUPERVISORY BOARD MEMBERS

Remuneration accruing to Supervisory Board members represented €771,625 for 2021.

30.5 2021 HEADCOUNT

The average headcount during 2021 was one person. As at December 31, 2021, the Company had one employee.

30.6 TRANSACTIONS INVOLVING SUPERVISORY BOARD MEMBERS OR MANAGEMENT BOARD MEMBERS

The 2021 Annual General Meeting approved the settlement agreement entered between the Company and Mr Cuvillier to settle the conditions and consequences of the termination of his MB mandate. This settlement agreement included usual provisions related to confidentiality, cooperation, non-disparagement, tax preparation assistance for a three year period and a termination indemnity of €936.5 K which was paid in May 2021.

5.5 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders.

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

UNIBAIL-RODAMCO-WESTFIELD SE

Statutory auditors' report on the consolidated financial statements

Year ended December 31, 2021

To the Annual General Meeting of Unibail-Rodamco-Westfield SE

OPINION

In compliance with the engagement entrusted to us by the annual general meeting, we have audited the accompanying consolidated financial statements of Unibail-Rodamco-Westfield SE for the year ended December 31, 2021.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2021 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

INDEPENDENCE

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors for the period from January 1, 2021 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

JUSTIFICATION OF ASSESSMENTS – KEY AUDIT MATTERS

Due to the global crisis related to the Covid-19 pandemic, the financial statements for this period have been prepared and audited under special circumstances. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and on the performance of audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

VALUATION OF THE INVESTMENT PROPERTY PORTFOLIO, INCLUDING INVESTMENT PROPERTIES UNDER CONSTRUCTION, EITHER HELD DIRECTLY OR WITHIN JOINT VENTURES (CF. NOTES 4.2.1, 4.2.2, 5.1 AND 5.5 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified

The Group directly owns or owns via joint ventures a portfolio of properties, which includes shopping centres, offices and convention & exhibition sites. The fair value of this portfolio as at 31 December 2021 is €47,923 Mn in the segment reporting information on a proportionate basis (under which the joint-controlled entities are accounted for on a proportionate basis instead of being accounted for using the equity method under IFRS) of which €38,953 Mn is directly held by consolidated companies and indirectly €8,969 Mn for the Group share by joint ventures. The Group also holds a portfolio of Investment Properties Under Construction (IPUC) held at cost amounting to €1,423 Mn. The total value of investment properties represents 86% of the Group's consolidated assets.

In accordance with the notes 4.2.1 and 5.5 of the consolidated financial statements, the net balance of the valuation movement amounts to -€1,197 Mn in IFRS net income for the 2021 financial year (including -€1,156 Mn relating to investment properties) and to -€2,066 Mn in the consolidated result on a proportionate basis presented in the segment reporting (including -€2,025 Mn relating to investment properties held by consolidated companies and indirectly by joint ventures).

In accordance with note 5.1 of the consolidated financial statements, the fair value of the investment property portfolio of the Group is valued by independent external appraisers as at June 30 and December 31. The valuation of investment properties involves the use of different valuation methods using unobservable parameters in accordance with the requirements of IFRS 13 and IAS 40. Consequently, the valuation is highly dependent on estimates and assumptions and requires significant judgment from the management and external appraisers mandated by the group.

The valuations account for the property-specific information including current tenancy agreements and rental income, condition, location of the property, vacancy, performance indicators, business data and cash flow forecasts, future income prospects and rent relief in the current context of the COVID-19 pandemic. They also require judgmental assumptions such as indexation, yields and estimated rental value, which are influenced by prevailing market yields and comparable market transactions.

For IPUC, other factors such as projected costs to complete for developments, ability to let and the expected delivery date are also considered for the calculation of the recoverable value of IPUC valued at cost.

The valuation of the investment property portfolio, including investment properties under construction, either held directly or within joint ventures is thus considered as a key audit matter due to the significance of the balance to the financial statements as a whole, combined with the level of judgment associated while determining the fair value.

Our response

- We obtained an understanding of management's controls over the process implemented to determine the valuation of investment properties.
- We assessed the competence and independence of the external appraisers mandated by the group.
- We also evaluated the suitability of the valuation methodology applied by the external appraisers and the scope of assets appraised.
- The audit team, with the involvement of our real estate valuation specialists, attended meetings with the management and the external appraisers during which the valuations and the key assumptions were discussed and challenged.
- In the context of the Covid-19, we assessed how the appraisers have considered local restrictions by governments, rent relief, vacancies, trading restrictions and risk of tenant failure, in the valuations.
- We analysed, involving our real estate valuation specialists, assumptions such as indexation, yields, estimated rental value and valuation movement of properties across the portfolio on a year-on-year basis, by reference to our understanding of their local market, external market data, published benchmarks and asset specific considerations, used in our audit approach.
- We considered with lease agreements and asset budgets, established by the management, the consistency of the underlying lease data and capital expenditure used by the external appraisers in their valuation of the investment properties on a sample basis.
- For the most significant IPUC, we obtained external valuations prepared by independent external appraisers. We conducted meetings with development directors and project managers and performed procedures described above on Investment Properties at fair value with a focus on forecast cost to complete. We analysed the risks and the impairment recorded, if any;
- Additionally, we considered the appropriateness of the disclosures in the consolidated financial statements in respect of investment properties.

RECOVERABLE AMOUNT OF INTANGIBLE ASSETS WITH AN INDEFINITE USEFUL LIFE AND GOODWILL RELATED TO THE WESTFIELD ACQUISITION (CF. NOTES 5.3 AND 5.4 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified

As at December 31, 2021, intangible assets and goodwill in relation to the June 2018 acquisition of Westfield amount, respectively, to €679 Mn and €731 Mn equivalent to 2.6% of group consolidated assets.

As at December 31, 2021, only goodwill allocated to the geographical segment France (€731 Mn) is not impaired.

Intangible assets with an indefinite useful life relate to the property business of Flagship centres in the United States and the Westfield trademark.

Intangible assets with an indefinite useful life and goodwill are subject to either annual impairment tests or tests performed when an impairment indicator is identified.

As mentioned in note 5.4 of the notes to the consolidated financial statements, goodwill has been allocated to geographical segments, which qualify as a Group of Cash Generating Units ("CGUs"). Each group of CGUs is the lowest level at which goodwill is monitored for internal management purposes.

An impairment loss is recognized whenever the recoverable value of the group of CGUs to which goodwill has been allocated is less than its carrying amount.

During 2021, the intangible assets and goodwill have been impaired by €40 Mn and €145 Mn, respectively.

The recoverable value is the maximum of fair value less disposal costs and its value in use. Value in use is based on the Discounted Cash Flows derived from the Business Plan approved by the Management Board and the Supervisory Board. The main assumptions related to the value in use of each group of Cash Generating Units are cash flow projections, Compound Annual Growth Rate ("CAGR") of Net Rental Income, discount rates based on the weighted average cost of capital and long-term growth rates.

Intangible assets with an indefinite useful life are evaluated by independent appraisers using the discounted cash flow (DCF) methodology. An impairment is booked when the appraisal value is lower than the net book value.

The recoverable amount of intangible assets with an indefinite useful life and goodwill related to the Westfield acquisition is therefore a key audit matter due to the level of judgment required by the management, combined with the significance of the balance to the financial statements.

Our response

The audit team, with the involvement of our valuation specialists, analysed the methodology used for the impairment tests of the intangible assets with an indefinite useful life and the goodwill, and management's key assumptions. Our audit procedures led us in particular to:

- Analyse the procedures implemented by management to determine the recoverable amount for group of CGUs and intangible assets with an indefinite useful life.
- Obtain an understanding of the methodology applied by the management to perform the impairment tests.
- Assess the identification of the Group of CGUs by management as regard to accounting standards.
- Attend meetings with our valuation specialists, management and management's external appraiser and challenge the key parameters used to assess the valuation of intangible assets with an indefinite useful life and to perform the impairment test of goodwill.
- Corroborate the underlying figures used in the Business Plan approved by the Management Board and the Supervisory Board with the figures which are used as a basis for the cash-flow projections including assumptions related to the COVID-19 pandemic.
- Assess the consistency of key assumptions used for the determination of recoverable values, and especially the discount rates, CAGR of Net Rental Income and Long-Term Growth Rate ("LTGR"), by comparing them to market information.
- Examine the mathematical accuracy of the templates used for the calculation of the recoverable amount.
- Consider the appropriateness of the disclosures in the consolidated financial statements.

EVALUATION AND ACCOUNTING FOR RENT RELIEF AND PROVISION FOR EXPECTED CREDIT-LOSSES ON RECEIVABLES IN THE CONTEXT OF THE COVID-19 PANDEMIC (CF. NOTES 1.1.1, 4.4.1 AND 7.6.3 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified	Our response
As a result of the COVID-19 pandemic, URW operations continued to be impacted in 2021 by lockdowns and local restrictions increasing tenant default risk. Consequently, the group adopted a global policy to support tenants such as deferral of rents or rent relief with or without counterparts (e.g. extension of a lease term or higher sales-based rent). As at December 31, 2021, the expense in the statement of comprehensive income related to rent relief amounted to €212 Mn (€252 Mn under proportionate) and a provision for expected credit losses on receivables have been charged for an amount of €65.3 Mn (€94.8 Mn under proportionate). The notes 1.1.1. "COVID-19 pandemic" and 4.4.1. "Gross Rental Income" to the consolidated financial statements describe the choice in accounting policies applied by the group to account for rent relief. The note 7.6.3. "Credit risk" to the consolidated Financial Statements describes how credit risk was considered by the management to determine the provision for expected credit losses on rent receivables. Accruals for rent relief to be signed require estimates from the management notably to estimate whether a counterpart will be received or not and the amount of the rent relief. Provision for expected credit losses on rent receivables requires estimation using historical and forecast information available at the balance sheet date according to IFRS 9. Due to the evolving context of the COVID-19 crisis, trading restrictions and of government's action to support some Group's tenants, this estimation is more complex. As a result, there is a higher than usual uncertainty around forecast information related to footfall, tenant's ability to pay rents and expected rent relief. As the evaluation and accounting treatment of rent relief and the calculation of expected credit losses on receivables involve the adoption of accounting policies and estimates from the management with significant uncertainty due to the COVID-19 pandemic, it is considered as a key audit matter.	• We obtained an understanding of the Group's process and controls in place to identify and record rent relief and provision for doubtful debtors. • We analysed the accounting policies implemented by the Group to account for rent relief and the consistency of the policies across different geographical segments. • We assessed the assumptions adopted by the management for estimating expected credit losses and rent relief to be signed. • On a sample basis, we tested rent relief and counterparts received from tenants to supporting evidence such as credit notes or amendments to lease contracts to verify the accuracy of the amount recorded in the accounts and the appropriateness of the accounting treatment. • We assessed the appropriateness and the compliance with IFRS 9 of the methodology implemented by the management to determine the probability of default based on information available for each shopping centre and where applicable by tenant. • We assessed the adequacy of the disclosures in the financial statements with respect to the estimation of the rent relief at year-end and the provision for expected credit losses on rent receivables.

ACCOUNTING FOR FINANCIAL DEBT AND RELATED DERIVATIVE FINANCIAL INSTRUMENTS (CF. NOTES 7.3.6, 7.4 AND 7.5 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified	Our response
As at December 31, 2021, the financial debt of Unibail-Rodamco-Westfield stood at €27,134 Mn. The debt mainly includes bond issues and EMTN (Euro Medium Term Notes) for a principal amount of €22,733 Mn. In addition, financial debt held by the joint ventures amounted to €2,073 Mn. The financial debt represents 50% of the Group's consolidated liabilities. As mentioned in notes 7.4 and 7.5 to the consolidated financial statements, the Group uses derivatives financial instruments, mainly interest rate swaps and caps and cross-currency swaps, to hedge its exposure to movements in interest and currency exchange rates related to its financial indebtedness. These derivatives for which no hedge accounting has been applied are carried at fair value through profit and loss, for amounts on the balance sheet of €443 Mn (asset) and €1,067 Mn (liability). During the year, the Group incurred €466 Mn in net financial costs and the mark-to-market adjustments on derivatives amounted to -€15 Mn. The Group's gearing, liquidity needs, financial covenants (please refer to note 7.3.6. to the consolidated financial statements) are calculated on the basis of this portfolio of financial debt. The accounting for financial debt and related derivatives financial instruments is considered as a key audit matter due to the significance of the balance to the financial statements as a whole and their impact on the calculation of financial covenants.	• We obtained an understanding of the procedures for the valuation and the accounting of the financial debt and related derivatives. • We obtained and analysed loan contracts on a sample basis to understand the terms and conditions and the way those characteristics were reflected in the consolidated financial statements. We also performed analytical procedures on the related financial expenses. • On a sample basis, we obtained the confirmation with third parties of the nominal amount of debts. • We analysed the calculation of the financial ratios and the related disclosures (note 7.3.6 to the consolidated financial statements) and the appropriateness of the presentation of the financial debt in the statement of the financial position. • On a sample basis, we obtained the confirmation from the counterparties of the occurrence and terms of the derivatives. For a sample of financial instruments, we analysed their valuation, and we involved our internal valuation specialists to independently calculate the fair value of the financial instruments and compare the outcome to the values prepared by the management. • Additionally, we considered the appropriateness of the information disclosed in the consolidated financial statements in respect of IFRS 7 "Financial Instruments: Disclosures" requirements.

SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group given in the management report of the management board.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the information relating to the Group given in the management report, it being specified that, in accordance with Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

FORMAT OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS INTENDED TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the chairman of the management board, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF (*Autorité des marchés financiers*) are in agreement with those on which we have performed our work.

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as statutory auditors of Unibail-Rodamco-Westfield SE by the annual general meeting held on April 27, 2011 for Deloitte & Associés and on May 13,1975 for ERNST & YOUNG Audit.

As at December 31, 2021, Deloitte & Associés was in 17th consecutive year of mandate taking into account the acquisitions or mergers with firms that have previously taken place, and ERNST & YOUNG Audit in its 47th consecutive year of mandate.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were prepared by the management board.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

REPORT TO THE AUDIT COMMITTEE

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 23, 2022
The Statutory Auditors
French original signed by

Deloitte & Associés
Emmanuel Gadret

Ernst & Young Audit
Jean-Yves Jégourel Antoine Flora

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5.6 STATUTORY AUDITORS' REPORT ON THE STATUTORY FINANCIAL STATEMENTS

This is a translation into English of the statutory auditors' report on the financial statements of the company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

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

UNIBAIL-RODAMCO-WESTFIELD SE

Statutory auditors' report on the statutory financial statements

Year ended 31 December 2021

To the Annual General Meeting of Unibail-Rodamco-Westfield SE,

OPINION

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying financial statements of Unibail-Rodamco-Westfield SE for the year ended December 31, 2021.

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 December 31, 2021 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "*Statutory Auditors' Responsibilities for the Audit of the Financial Statements*" section of our report.

INDEPENDENCE

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors for the period from January 1, 2021 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

JUSTIFICATION OF ASSESSMENTS KEY AUDIT MATTERS

Due to the global crisis related to the COVID 19 pandemic, the financial statements for this period have been prepared and audited under special circumstances. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and on the performance of audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

EVALUATION OF INVESTMENTS IN SUBSIDIARIES AND RELATED RECEIVABLES (CF. NOTES 1.2.3, 4 AND 5 TO THE FINANCIAL STATEMENTS)

RISK IDENTIFIED

As at December 31, 2021, Unibail-Rodamco-Westfield SE held investments in subsidiaries and related receivables, which have a gross value of €19,249 Mn and €14,108 Mn respectively, impaired for an amount of €5,228 Mn and €217 Mn respectively, including an expense of €81 Mn in the income statement of the period. The net book value of the investments in subsidiaries and related receivables represents 76% of the total assets of the company.

Investments in subsidiaries are generally companies, which own one or several investment properties or holding companies, which indirectly own such companies.

As described in note 1.2.3. to the financial statements, an impairment is booked when the value in use of an investment in a subsidiary is lower than its acquisition cost plus any technical loss related to investment in this subsidiary.

The value in use of investments in subsidiaries includes the unrealised capital gain on properties or assets held by the subsidiaries, such properties being valued at year-end by independent appraisers. These valuations take into account rentals, the latest real estate transactions and their net initial yield. The value in use also includes the valuation of the intangible assets owned by the subsidiaries, made by independent appraisers based on the Discounted Cash Flows.

Consequently, the evaluation of the investments in subsidiaries and related receivables is considered to be a key audit matter due to the judgment required by management to evaluate the assets held by the subsidiaries and the importance of these balances to the financial statements.

OUR RESPONSE

We analysed the management's controls over the process implemented to calculate the value in use of investments in subsidiaries and related receivables.

Concerning the unrealised gains on assets owned by these subsidiaries, we examined the consistency of the market value of the assets held with those calculated by the external appraisers. Our audit procedures on the value of the underlying assets included:
- examining the valuation process of investment properties and intangible assets applied by management;
- evaluating the competence of the external appraisers including their qualifications and expertise, as well as their independence;
- attending meetings with the external appraisers in the presence of our valuation specialists, during which the valuations of the assets and the key assumptions retained were challenged;
- assessing assumptions such as indexation, yields and estimated rental value by reference to our understanding of their local market, external market data, published benchmarks and asset specific considerations, used in our audit approach, to evaluate the appropriateness of the valuations adopted by the Group;
- analysed the key assumptions used to determine the recoverable value of the intangible assets, notably the cash-flow projections, discount rates, and long-term growth rates challenging their coherence with available market information.

We also verified the mathematical accuracy of the calculations of the value in use of the investments in subsidiaries and related receivables and the correct application of percentages of ownership of the net equity values of the subsidiaries. We analysed the appropriate calculation of the impairment on the investments in subsidiaries and related receivables accounted for Additionally, we assessed the appropriateness of the disclosures made in the notes to the financial statements regarding investments in subsidiaries and related receivables.

ACCOUNTING FOR FINANCIAL DEBT AND DERIVATIVE FINANCIAL INSTRUMENTS (CF. NOTES 1.3.2, 6, 15, 24 AND 28 TO THE FINANCIAL STATEMENTS)

RISK IDENTIFIED

As at December 31, 2021, Unibail-Rodamco-Westfield SE had financial liabilities of €21,881 Mn as described in note 15 “Borrowings and financial liabilities” to the financial statements.

Unibail-Rodamco-Westfield SE uses derivative financial instruments, mainly interest rate swaps, caps and cross-currency swaps, to hedge its exposure to fluctuations in interest and currency exchange rates. This portfolio of derivatives is described in note 28.1 “Financial instruments” to the financial statements.

Note 1.3.2 to the financial statements describes the main accounting policies applied by the company to account for the derivative financial instruments and specifically details that they are accounted for according to the intention with which the corresponding transactions were carried out.

During the year, Unibail-Rodamco-Westfield SE restructured part of its derivative financial instrument portfolio as described in note 2.1 “Significant events of 2021”. Notes 6 and 24 describe the impact on the accounts of this restructuring.

The Group's gearing, liquidity needs, financial covenants (please refer to note 15 to the financial statements) are calculated on the basis of this portfolio of financial debt.

Accounting for financial debt and derivative financial instruments is considered as a key audit matter due to the significance of the balances to the financial statements as a whole and their impact in the calculation of financial covenants.

OUR RESPONSE

We analysed management's controls over the accounting for financial debt and derivative financial instruments.

We analysed a representative sample of contracts in order to understand their terms and conditions. We also analysed the characteristics of these loans in the financial statements and performed analytical procedures on the financial expenses.

On a sample basis, we obtained the confirmation with third parties of the nominal amount of debts. We performed confirmation procedures directly with third parties of the derivative financial instruments and examined the position of the derivatives presented in the off-balance sheet disclosure. We also performed analytical procedures on the expenses and revenues related to the derivative financial instruments.

We analysed the portfolio of derivative financial instruments of the company and their presentation (hedging or isolated open position) and we analysed the accounting treatment applied to the restructuring conducted during the year.

We analysed the calculation of the financial ratios and the related disclosures.

Additionally, we assessed the appropriateness of the disclosures made in the notes to the financial statements regarding the financial debt and derivative financial instruments.

SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND IN THE OTHER DOCUMENTS PROVIDED TO THE SHAREHOLDERS WITH RESPECT TO THE FINANCIAL POSITION AND THE FINANCIAL STATEMENTS

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 other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (Code de commerce).

REPORT ON CORPORATE GOVERNANCE

We attest that the Supervisory Board's report on corporate governance sets out the information required by articles L.225-37-4, L.22-10-9 and L.22-10-10 of the French Commercial Code (Code de commerce).

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (Code de commerce) relating to remunerations and benefits allocated to or received by the members of the management board and of the supervisory board 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 controlled companies included in the scope on consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a public purchase or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code (Code de commerce), we have verified their compliance with the source documents communicated to us. Based on our work, we have no observations to make on this information.

OTHER INFORMATION

In accordance with French law, we have verified that the required information relating to 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.

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REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

FORMAT OF PRESENTATION OF THE FINANCIAL STATEMENTS INTENDED TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (Code monétaire et financier), prepared under the responsibility of the Chairman of the management board, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (Autorité des marchés financiers) agree with those on which we have performed our work.

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as statutory auditors of Unibail-Rodamco-Westfield SE by the Annual General Meeting held on April 27, 2011 for Deloitte & Associés and on May 13, 1975 for ERNST & YOUNG Audit.

As at December 31, 2021, Deloitte & Associés was in its 17th consecutive year of mandate taking into account the acquisitions or mergers with firms that have previously taken place, and ERNST & YOUNG Audit in its 47th consecutive year of mandate.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the company or to cease operations.

The audit committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were prepared by the management board.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the company or the quality of management of the affairs of the company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation

REPORT TO THE AUDIT COMMITTEE

We submit to the audit committee, a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the audit committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the audit committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the audit committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 23, 2022
The Statutory Auditors
French original signed by

Deloitte & Associés	Ernst & Young Audit
Emmanuel Gadret	Jean-Yves Jégourel Antoine Flora

5.7 STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

UNIBAIL-RODAMCO-WESTFIELD SE

This is a free translation into English of the Statutory Auditors' special report on regulated agreements with third parties that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

Shareholders' Meeting to be held to approve the financial statements for the year ended 31 December 2021

To the Shareholders' meeting of Unibail-Rodamco-Westfield SE,

In our capacity as Statutory Auditors of your company, we hereby present to you our report on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, as well as the reasons justifying that such agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements, if any. It is your responsibility, pursuant to article R.225-58 of the French Commercial Code (*Code de Commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in article R.225-58 of the French Commercial Code relating to the implementation during the past year of agreements previously approved by the Shareholders' Meeting, if any.

We performed the procedures that we considered necessary with regard to the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

AGREEMENTS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDERS' MEETING

We hereby inform you that we have not been advised of any agreement authorized and entered into during the year to be submitted to the approval of the Shareholders' Meeting pursuant to Article L. 225-86 of the French Commercial Code.

AGREEMENTS PREVIOUSLY APPROVED BY THE SHAREHOLDERS' MEETING

Pursuant to Article R. 225-57 of the French Commercial Code, we have been informed that the following agreement, previously approved by prior Shareholders' Meetings, has remained in force during the year.

SETTLEMENT AGREEMENT ENTERED INTO BETWEEN YOUR COMPANY AND MR CHRISTOPHE CUVILLIER

Executive involved:
Mr Christophe Cuvillier, Group Chief Executive Officer and member of the Management Board until December 31, 2020

Purposes:
On November 18, 2020, upon the recommendation of the Remuneration Committee, the Supervisory Board authorised a settlement agreement between your company and Mr Christophe Cuvillier, Group Chief Executive Officer, to settle amicably and finally the terms and consequences of terminating his term of office. This settlement agreement was signed on December 15, 2020, authorized by the November 18, 2020 Supervisory Board and approved by the May 12, 2021 General Meeting.

This settlement agreement includes an irrevocable and mutual waiver of any proceeding or legal action in connection with the fulfilment and / or early termination of the mandate of Mr Christophe Cuvillier.

This agreement also incorporates the usual stipulations relating to confidentiality, cooperation, non-denigration as well as limited and temporary tax aid up to 15,000 euros.

Terms and conditions:
In accordance with the settlement agreement concluded with Mr. Christophe Cuvillier, a termination indemnity of 936.5 thousand euros was paid to Mr. Christophe Cuvillier in May 2021.

The usual stipulations of the settlement agreement relating to confidentiality, cooperation, non-denigration and temporary tax aid up to 15,000 euros continued in 2021 for a period of 36 months expiring on December 31, 2023.

Paris-La Défense, March 23, 2022
The Statutory Auditors
French Original signed by

Deloitte & Associés
Emmanuel Gadret

Ernst & Young Audit
Jean-Yves Jégourel   Antoine Flora

5.8 OTHER INFORMATION

5.8.1 SUPPLIER AND CUSTOMER PAYMENT DATES

5.8.1.1 SUPPLIER PAYMENT TERMS FOR UNIBAIL-RODAMCO-WESTFIELD SE

	Article D. 441 I.-1°: Supplier invoices due and not paid as at 12/31/2021					
	0 day	Between 1 day and 30 days	Between 31 days and 60 days	Between 61 days and 90 days	more than 91 days	Total (1 day and more)
(A) Period of late payment						
Number of invoices concerned	77	14	6	2	53	75
Total of all invoices concerned including VAT in € thousands	1,982	128	2	12	247	390
Percentage of the total amount of purchases including VAT in the year	0.67%	0.04%	0.00%	0.00%	0.08%	0.13%
(B) Invoices excluded from (A) and related to litigious and unrecognised debts						
Number of invoices excluded	0					
Total amount of all invoices excluded in € thousands	0					
(C) Payment periods used (contractual or legal payment period - article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used for the calculation of the late payment						"- Contractual payment periods x - Legal payment periods"

5.8.1.2 CUSTOMER PAYMENT TERMS FOR UNIBAIL-RODAMCO-WESTFIELD SE

	Article D. 441 I.-1°: Customer invoices due and not paid as at 12/31/2021					
	0 day	Between 1 day and 30 days	Between 31 days and 60 days	Between 61 days and 90 days	more than 91 days	Total (1 day and more)
(A) Period of late payment						
Number of invoices concerned	9	24	140	31	1,108	1,303
Total of all invoices concerned including VAT in € thousands	1,386	1,026	-139	-229	9,855	10,513
Percentage of the revenue including VAT of the year	0.87%	0.64%	-0.09%	-0.14%	6.16%	6.57%
(B) Invoices excluded from (A) and related to disputed and unrecognised receivables						
Number of invoices excluded	0					
Total amount of all invoices excluded in € thousands	0					
(C) Payment periods used (contractual or legal payment period - article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used for the calculation of the late payment						"x- Contractual payment periods - Legal payment periods"

5.8.2 RESULTS FOR UNIBAIL-RODAMCO-WESTFIELD SE OVER THE PAST FIVE FINANCIAL YEARS

	2021	2020	2019	2018	2017
Capital at year-end					
Share capital (in € thousands)	692,972	692,362	691,893	691,443	499,283
Number of shares outstanding	138,594,416	138,472,385	138,378,605	138,288,601	99,856,676
Number of convertible bonds outstanding	1,441,462	1,798,716	1,798,716	3,182,968	3,184,318
Results of operations (in € thousands)					
Net sales	148,346	164,924	185,524	164,797	52,684
Income before tax, depreciation, amortisation and provisions	(111,387)	603,363	1,364,662	2,741,600	1,220,448
Corporate income tax	(525)	(382)	(115)	0	(30,593)
Net income	90,645	(2,691,033)	(46,426)	1,457,493	1,191,830
Distributed profit	0[(1)]	0	747,356	1,493,901	1,079,164
Per share data (€)					
Income after tax, before depreciation, amortisation and provisions	(0.81)	4.35	9.86	19.83	12.53
Income after tax, depreciation, amortisation and provisions	0.65	(19.43)	(0.34)	10.54	11.94
Per share dividend	0[(1)]	0.00	5.40	10.80	10.80
Employee data					
Number of employees	1	1	1	1	1
Total payroll (in € thousands)	5,684	1,204	2,061	(2,834)	11,930
Total benefits (in € thousands)	2,970	1,493	2,584	478	5,676

(1) To be submitted to the next Annual General Meeting to be held in 2022 on the basis of 138,594,416 shares as at 12/31/2021.

CHAPTER 6.

Risk factors and internal control

6.1 RISK MANAGEMENT FRAMEWORK

6.1.1 RISK MANAGEMENT POLICY AND ORGANISATION

The Risk Management Policy at Unibail-Rodamco-Westfield ("URW" or "the Group") is designed to:

- Identify and analyse the main potential threats in order to anticipate risks proactively;
- Set up and implement appropriate mitigating measures in order to monitor and/or reduce the identified risks;
- Secure decision-making and Group processes to achieve business objectives;
- Create and preserve the Group's value, assets, brand and reputation;
- Ensure consistency of decisions with the Group's values and strategy; and
- Bring the Group's staff together behind a shared vision of risk management.

URW is based on a matrix organisation within five regions: Central Europe, Southern Europe, the UK, Northern Europe and the US, composed of 12 countries (Austria, Czech Republic, Denmark, France, Germany, the Netherlands, Poland, Sweden, Slovakia, Spain, the UK and the US) under the stewardship of five regional Chief Operating Officers, and a Corporate Centre organised around five main functions, i.e. Developer, Owner, Operator, Resourcer and Financer. The decision-making process is accomplished through committees and collegial decision-making. The segregation of duties within URW is based on the separation between execution and control. URW does not outsource core activities, except for some parts of its IT system. In five regions, the Group's main activities are investment and divestment, asset management, operating management (including leasing and property management), construction, refurbishment and exhibition management, which are briefly described below. The organisational structure is also based on a set of delegations that define the roles and responsibilities of managers. Moreover, URW utilises internal committees where decisions are based on a risk-analysis approach.

MAIN ACTIVITIES OF THE GROUP, INCLUDING CORE PROCESSES AND SUPPORTING FUNCTIONS

INVESTMENT/DIVESTMENT AND DEVELOPMENT

Investment is one of the major processes at URW as it is one of the first steps in the value creation process. It starts with deal sourcing (the search for market opportunities), which is based on brokers, off-market relationships, and connections with local communities. Once an investment opportunity is identified it undergoes a strict review and approval procedure with multiple steps through compliance and demanding internal decision-making processes, in alignment with URW's investment strategy.

Under the supervision of the Chief Investment Officer ("CIO"), the Investment Department is responsible for the value creation process and is in charge of evaluating and advising periodically on the basis of the aforementioned information whether the property needs to be disposed of or not.

For divestments, a highly structured process is in place to provide the most complete and accurate information (data room) to maximise the selling price and minimise the guarantees and representations, as well as the potential liabilities.

For the development of new property, each region has its own Development Department, which manages development projects with the Corporate Centre. The decision-making process is applicable as mentioned above. Construction is ordered and executed (preparation of bid tender, call for offer, selection of building contractors, etc.) under the responsibility of the CIO, the Managing Director of Development and the regional Chief Operating Officers. Construction is undertaken by experienced construction companies, which are managed and controlled by a professional third-party design and project management team.

ASSET MANAGEMENT

Under the responsibility of the five Chief Operating Officers reporting to the Chief Executive Officer ("CEO"), this activity focuses on value creation in URW's asset portfolio and consists of defining the strategy for each asset (five-year business plan). In line with the contract terms and conditions, the Accounting Department invoices and collects the rents and pays expenses related to the management of the building.

OPERATING MANAGEMENT

Operating Management is organised and managed at the regional level by their respective Chief Operating Officer. It mainly focuses on property leasing, implementation/monitoring of the five-year business plan and property management, including security and technical maintenance (facility management).

CONVENTION & EXHIBITION MANAGEMENT ("C&E")

C&E management includes activities such as letting areas in URW's exhibition site portfolio to exhibition organisers, as well as mandatory services (technical installations, electricity) and ancillary services (parking facilities, WIFI connection).

CONSTRUCTION AND REFURBISHMENT

Construction and refurbishment consist of the following activities:

- Control of construction costs and management of construction contracts;
- Definition of the Group Corporate Social Responsibility ("CSR") development policy;
- Selection and monitoring construction and refurbishment companies; and
- Supervision of construction until grand opening.

6.1.2 GROUP ENTERPRISE RISK MANAGEMENT FRAMEWORK

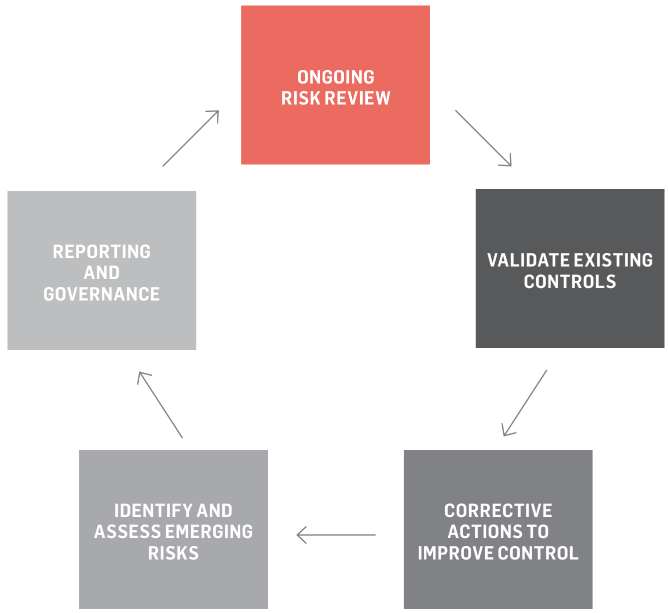
Since the completion of the Westfield transaction in June 2018, the Enterprise Risk Management ("ERM") framework has continued to evolve. All key risks have been reviewed and assessed internally, and action plans for improvement have been established. Fifteen identified key risks were presented to and reviewed by the Audit Committee and Supervisory Board ("SB") in 2021 through a bi-annual (half-year and full-year) assessment.

Our ERM framework focuses on:

- Risks inventory;
- Risk control methodology; (including monitoring of appropriate mitigating measures and action plans);
- Risk mapping;
- Governance; and
- Functional organisation.

URW has a Group-wide robust Risk Management programme, providing reasonable assurance on levels of control. It remains oriented towards ongoing and continuous risk assessment and improvement in controls.

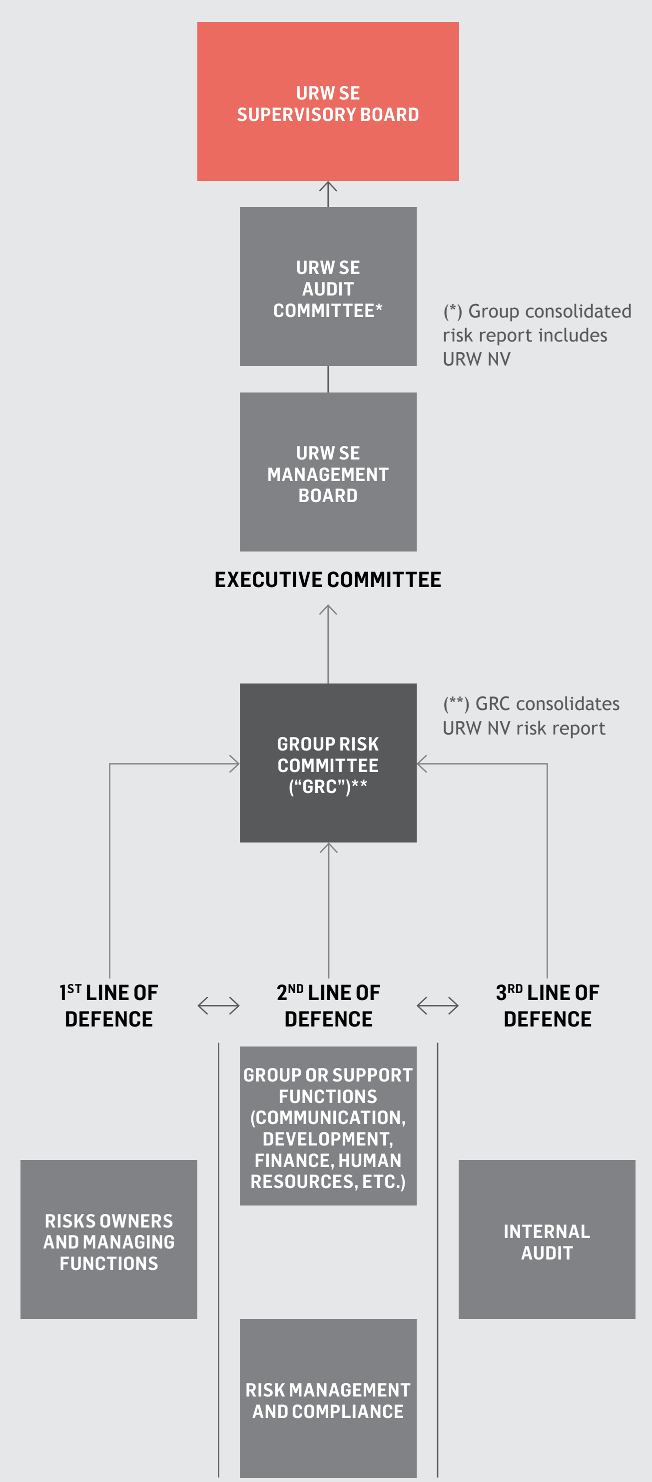
OVERVIEW OF GROUP ERM KEY RESPONSIBILITIES



Governance continues to enhance and support the importance of ERM by establishing oversight responsibilities. URW has worked on the alignment and coherence of the Risk Management governance bodies, considering market best practices, regional and sector benchmarks and market investors' expectations.

On December 6, 2018, upon the recommendation of the Audit Committee ("AC"), the Supervisory Board ("SB") approved the Risk Management framework. In 2021, two AC and SB meetings related to risk management took place. To prepare for these meetings, three preparatory calls were organised with the AC Chairman, the Chief Resources Officer and the Risk Management department.

The URW ERM framework and three lines of defence are organised as follows:



Overview of the three lines of defence are in line with COSO ERM standards.

To detect main specific Group risks and design appropriate risk management measures in relation with any unique local considerations, the Group's ERM framework includes a local US Risk Management Committee.

The responsibilities of this local committee include:
- Support the development of a risk culture within the regions, promoting open discussion regarding risk and integrating Risk Management into the organisation and among employees;
- Monitoring effective implementation of identified mitigating measures and action plans;
- Providing input to management regarding the URW platforms' risk appetite and tolerance;
- Embedding ERM in all activities within the business;
- Discussing the identification and evaluation of risks with local risk owners;
- Supporting improvement in risk control, management measures and monitor action plans;
- Reviewing risk initiatives against the Compliance Book to align assessment and establish training priorities;
- Remaining aware of any material evolution of an existing risk or any new or emerging risk; and
- Providing validation in preparation for review by the Group Risk Committee.

The GRC handles risk monitoring at Group level. It is composed of the following senior executives:
- Chief Financial Officer (Chairperson);
- Group General Counsel;
- Group Director of Security, Risk and Crisis Management;
- Group Director of Internal Audit and Group Compliance Officer;
- Head of Risk Management Europe;
- Group Director of Insurances; and
- Risk Owners as required.

The primary responsibility of the GRC is to oversee and approve the Group-wide risk mapping and key management measures and to assist the Management Board ("MB") in:
- Establishing that all executive teams have identified and assessed the risks that the Group faces in all regions where it operates and established a risk management system to address those risks;
- Validating the level of control over a given risk and, in conjunction with the MB and/or other internal committees, validating that such risks are in line with the Group's Risk strategy;
- Ensuring that the division of risk-related responsibilities for each risk owner is clearly defined, and that risk owners are routinely performing risk assessments and gap analysis to maintain awareness of all risks; and
- Elevating to the MB and SB any emerging and developing risks.

To fulfil its responsibilities and duties, the GRC:

- Supports the development of a risk culture within the Group, promotes open discussion regarding key risks, integrates risk management into the organisation's objectives and compensation structure, and creates a corporate culture such that people at all levels manage risks rather than ignoring them or accepting them without proper risk analysis;
- Provides input to management and the Executive Committee regarding the Group risk appetite and tolerance;
- Monitors the organisation's risk profile (risk mapping); and
- Approves the Risk Management policy and plan, which includes:
  - The Company's Risk Management structure;
  - Standards and methodology applied to assess risks;
  - Risk management measures (Risk Management guidelines); and
  - Training and awareness programmes or information.

The Risk Management Organisation reviewed the Group's key risks and associated action plans in collaboration with risk owners. Review and challenge of key risks by the AC and SB continues into 2022.

A description of the key risks monitored by this internal control system is outlined below. The GRC met twice in 2021. Its main achievements are:

- The review of the Group's risk mapping;
- The review and follow-up of action plans; and
- The approval of business decisions with risk exposures.

6.1.3 INTERNAL CONTROL SYSTEM

The Group's internal control system covers all of the Group's activities and geographies. It is based on a set of principles that aims to provide reasonable assurance that the following internal control objectives are met:

- Transactions are executed effectively and optimised;
- Protection of the Group's assets;
- Financial information is reliable; and
- All operations comply with prevailing legislation, external regulations and URW's internal rules.

The Group's internal control system is in line with the general principles of the Internal Control System reference framework by the AMF (*Autorité des Marchés Financiers*: the French financial market authority) and is based on:

- A set of standardised procedures;
- Accountability of managers in charge of the business, finance and control;
- A committee-based, decision-making process for acquisitions, disposals, refurbishment/construction projects, and leasing; and
- Segregation of duties between execution and control.

The Group's control environment detailed in the Compliance Book for Governance, Organisation & Corporate Rules describes:

- The Group organisation structure: a matrix organisation with a double reporting line at corporate and regional levels, including the US platform;
- Governance for Unibail-Rodamco-Westfield SE ("URW SE") and its subsidiaries as well as for Unibail-Rodamco-Westfield N.V. ("URW") and its subsidiaries;
- A framework of core processes and internal rules covering investment and divestment, development, leasing activities and support functions, notably finance and human resources;
- A Code of Ethics, reshaped in 2020, covering the Group's core values and rules of conduct, with particular emphasis on ethical behaviour, prohibition of corruption, conflicts of interests, confidentiality and transactions involving on Stapled Shares; and
- An anti-corruption programme that includes, among other things, risk mapping, which has been updated in 2021 and a due diligence process of business partners before entering into business relationships.

In addition to the Compliance Book, the Group's control environment comprises:

- Job descriptions and an appraisal system based on performance targets;
- A set delegation of authority and responsibility rules and limits that span all the Group's activities and that should be finalised in the US;
- General and specific procedures applicable at corporate level and in the different regions where the Group is present; and
- Less formal instructions and recommendations that nevertheless form an integral part of the internal control system.

The internal control system assessment is carried out by the Group Internal Audit Department (composed of eight colleagues located in France and in the US), which conducts regular assignments covering all the Group's activities pursuant to the annual audit plan approved by the MB and the SB.

The CEO or (the Chairperson of) the AC can also ask the Group Internal Audit Department to carry out 'flash' assignments in order to provide a rapid response to urgent issues and/or the treatment of new risks or problems. Final audit reports are addressed to the MB and to each department involved in the audit. A summary of audit findings is provided to the AC on a quarterly basis.

URW's Internal Audit Charter sets out the different missions of the audit function. To ensure its independence, the Internal Audit Department reports to the CEO and to the Chairman of the AC.

A description of the main risks monitored by this internal control system are set out hereafter.

6.2 MAIN RISK FACTORS

In accordance with European Regulation No. 2017/1129 of June 14, 2017 on the prospectus to be published in the event of a public offering of securities or with a view to the admission of securities to trading on a regulated market, risk factors presented, hereafter, are limited to specific risks of the Group and remain significant after application of the risk management measures.

Nevertheless, the risk factors discussed in this section are not exhaustive and there may be other risks, either potential unidentified or emerging/developing identified risks, or risks not specific enough to the Group and/or of which the occurrence is not considered likely to have a material adverse effect on URW, its operations, financial position and/or results, share price or guidance/outlook as at the date of filing of the Universal Registration Document. In addition, given the geographical scope of URW activities, the potential impact of a same type of risk may differ from one country to another.

The Group risk mapping is reviewed and updated, if necessary, on a recurring basis under the supervision of the Group Risk Committee. The Group risk mapping is discussed by the AC and the SB.

Given the extremely uncertain and worrying developments in the European and international geopolitical situation in the context of the armed conflict in Ukraine, the group's risk mapping and/or their assessment are likely to undergo a rapid unfavorable change linked to the major economic, financial, social and environmental impacts - whether identified or not - of the conflict or its potential extension, which could have a very significant and negative effect on the group's business operations, its budgetary and earnings forecasts, as well as on its stated strategy.

6.2.1 RATINGS OF THE MAIN SPECIFIC RISK FACTORS

The Group risk inventory, used for Group risk mapping, is composed of 15 Group-specific risks organised into five categories. The risks presented below are rated within each category in descending order of impact to the Group (first ones being the most impactful) and probability.

This rating is based on:
(i) The potential net impact corresponding to the potential (financial/legal/reputational) impact after risk management measures have been put in place (net impact); and
(ii) The potential net likelihood of the risk event, after risk management measures have been put in place (net likelihood).

This rating, and specifically the likelihood, is the result of the Group management assessment performed through the ERM framework described in Section 6.1.2 Group Enterprise Risk Management framework and depends on the subjective assessments of management.

Legend used below:

Rating			
Net impact	●●● High net impact	●●○ Medium net impact	●○○ Low net impact
Net likelihood	■■■ Likely	■■□ Possible	■□□ Unlikely

Risk Factors categories	Risk Factors	Rating after risk management measures: Net impact	Net likelihood	Section
Category #1: Business sector and operational risks	Retail market evolution/disruption	●●●	■■■	6.2.2.1.A
	M&A, investment and divestment	●●●	■■■	6.2.2.1.B
	Leasing and commercial partnerships	●●●	■■■	6.2.2.1.C
	Development, design and construction management	●●●	■■□	6.2.2.1.D
	IT System and data: continuity and integrity	●●○	■■□	6.2.2.1.E
	Brand and reputation	●●○	■□□	6.2.2.1.F
Category #2: Financial and tax risks	Access to capital and financial market disruption	●●●	■■■	6.2.2.2.A
	Accuracy of forecasts and guidance	●●●	■■□	6.2.2.2.B
	Real estate investment trust ("REIT") status and tax compliance	●●○	■□□	6.2.2.2.C
Category #3: Environmental and social responsibility risks	Recruitment, retention and succession plan	●●●	■■■	6.2.2.3.A
	Climate change and societal risks	●●○	■■□	6.2.2.3.B
Category #4: Security, health and safety risks	Terrorism and major security	●●●	■■□	6.2.2.4.A
	Health and Safety	●●●	■■□	6.2.2.4.B
Category #5: Legal and regulatory risks	Legal and regulatory	●●○	■■□	6.2.2.5.A
	Corruption, money laundering and fraud	●●○	■□□	6.2.2.5.B

6.2.2 DETAILED MAIN RISK FACTORS

6.2.2.1 CATEGORY #1: BUSINESS SECTOR AND OPERATIONAL RISKS

A. RETAIL MARKET EVOLUTION AND DISRUPTION

As a global developer and operator of commercial assets, any mid- to long-term deterioration in economic conditions with implications for the leasing market and/or investments may have a significant impact on the level of the Group's activities, the value of its assets, its results and its investment and development strategy.

As at December 31, 2021, the Group had a portfolio valued at €54.5 Bn of which 86% are in retail (85 shopping centres including 53 flagships in the most dynamic cities in Europe and in the US) presented in two continents and in 12 countries. Considering its real estate profile and exposure, the Group's results of operations and/or its core business strategy could be adversely affected by its inability to continue to lease space in its assets on economically favourable terms, to adapt its offer and customer experience to new trends and expectations, or to develop and implement new business models, or by tenant default. At a macro-economic level, the emergence of new COVID-19 variants could prolong the pandemic and induce renewed economic disruptions. Global growth is estimated at 5.9% in 2021 and is expected to moderate to 4.4% in 2022. The estimates incorporate anticipated effects of mobility restrictions, border closures, and health impacts from the spread of the Omicron variant. These vary by country depending on susceptibility of the population, the severity of mobility restrictions, the expected impact of infections on labour supply, and the importance of contact-intensive sectors(1).

Analysts anticipated 4.3% in Continental Europe, 4.7% in the UK and 5.6% in the US of GDP (Gross Domestic Product) increases for 2021 and respectively predict 4%, 2.3% and 4% in 2022(2). Society and consumption are also evolving very significantly (people will live, work and buy differently post-COVID-19, and be more mindful of their choices, etc.).

Analysts also anticipate rising inflation for 2022. Such inflation may adversely affect the consumption power and consequently the global turnover of retailers. That could impact negatively the retailer's capabilities to continue to invest into their new concepts and in digital innovation and, as a consequence, the attractiveness of their commercial offer. Increasing inflation rates in the countries where the Group operates may trigger some social tensions as well as retail market disruptions.

In addition, unemployment rates could significantly impact the Retail Market business, however analysts anticipate lower unemployment rates(2) for 2022 in Continental Europe (6.2%), in the UK (5%) and in the US (3.5%).

Worldwide, the e-commerce business increased by 30% in 2020 and analysts predict a slower increase of 11% in 2021 compared with 2020 (respectively in Continental Europe by 13%, in the UK by 9% and in the US by 9%(3)).

It is difficult to predict the extent to which these trends will continue, even after the COVID-19 pandemic is neutralised, however analysts predict similar rates of increase of e-commerce sales in Continental Europe, UK and the US(3). The emergence of Omicron in late November may impact these forecasts.

The value of the Group's real estate assets (calculated using the fair value method) is sensitive to variations in the appraisers' principal assumptions (yield, rental value, occupancy rates) and is, therefore, subject to material variations that may impact the Group. The rental income of some Group assets may depend on flagship stores/department stores and could suffer a material adverse impact if one or more of these tenants were to terminate their leases, fall into bankruptcy or equivalent scheme triggering financial impacts or fail to renew their leases, and/or their location were considered to lack attractiveness, and/or in the event of consolidation between these retail sector companies.

The operations in URW shopping centres were particularly impacted by lockdown periods and restrictions in the first half of 2021, while operations were generally able to take place with loosened restrictions in H2-2021, except year-end which was impacted by a resurgence of the pandemic. Overall, FY-2021 footfall figures showed a strong recovery when the centres were open, with higher conversion rates driving even stronger tenant sales performance versus 2019 and 2020 levels.

In Europe, FY-2021 overall footfall compared with 2019 decreased by -34%, but increased by +5% compared with 2020 and despite more days of closure in 2021. Sweden and Spain outperformed other countries, with footfall at 77% and 76% of 2019 levels, respectively, due to less severe restrictions.

In the US, footfall is not available for all centres(4). For those assets for which reliable data is available, footfall in FY-2021 reached 72% of 2019 levels and 74% excluding CBD assets for which footfall is affected by work from home policies.

(1) Source: IMF, World Economic Outlook Update, January 18, 2022.
(2) Source: IMF, OECD as at January 28, 2022.
(3) Source: Euromonitor E-Commerce Data.
(4) Includes the 19 centres for which at least one year of comparable Springboard of ShopperTrak data is available.

Main risk factors	Main risk management measures
• Continued changes in the retail sector due to competition from online retail as well as demographic and cultural changes. Anchor department stores and many fashion retailers may change their brick and mortar strategies including store closures; • Inability to adapt to quickly changing shopper and retailer preferences, office and convention exhibition patterns and preferences, could negatively impact achieving leasing and revenue targets which could have an adverse impact on overall Group financial results; • URW's current strategy may fail to meet changing retail and real estate market conditions; and • Competition with other participants in the real estate industry could have an adverse impact on Group income and its ability to acquire properties, develop land and secure tenants effectively.	The Group has put in place numerous measures to adapt to new consumer trends and attract them: • Annual research performed in each geography (Europe and the US) to understand and anticipate shifts in retail, demographic and cultural changes; • Appointment of a Chief Customer Officer as part of a new customer-centric approach including enhanced digital strategy, resizing of outstanding assets to adapt retail surfaces and implementation of mixed-use and densification; • Merchandising and positioning assessments for each flagship asset to future proof the strategy of the asset and adapt the retail mix to new needs; • Close collaboration with retailers to understand their strategy; • Expansion of leasing into new types of tenants, including more Food & Beverage, Entertainment, Health & Wellness and Luxury, as well as Digital native vertical brands; • Dedicated redevelopment plan, including development of event spaces, digital infrastructure and modular tenant spaces (white boxes for pop-ups); • Development of new delivery channels in response to sanitary restrictions/closing (click and collect area, "Colis@Westfield"); and "The Pass@Westfield" in all French Westfield shopping centres to help visitors plan their shopping by booking a slot at their favourite retailers (200+ participating tenants); • Continued development of shopper services to adapt to new customer expectations and shopper preferences; • Loyalty programmes and events in malls to enhance the customer shopping experience, secure URW's share of wallet and improve customer profiles and journey in the mall; • Disposal of non-core or non-competitive assets according to the divestment programme[1]. • Significant financial support plan (including rent reliefs and deferrals) to help retailers during the COVID crisis and protect the retailer portfolio.

B. MERGERS & ACQUISITIONS, INVESTMENT AND DIVESTMENT

Part of URW's core business model is value creation through investment and divestment of assets. The profitability of these transactions depends on the accuracy of initial financial assumptions, market conditions (including available financing and investors' appetite), tax environment, quality and attractiveness of assets, and legal and regulatory considerations.

The Group may face a risk of illiquidity of the market, which may imply inability to achieve the targeted timing for disposal and/or to obtain satisfactory pricing terms and/or not achieve the full execution of its disposal programme. The execution of the disposal programme may be subject to the satisfaction or waiver of JV partners approval and obtaining merger control approval. There is no certainty that these conditions will be satisfied or waived in the necessary timeframe and therefore disposal may be delayed or not complete.

In addition, a slowdown of the investment market or degraded market conditions as well as the potential for a prolonged global recession could negatively impact the availability of capital and may further challenge URW's ability to implement its disposal programme and/or to develop joint venture partnerships.

As at December 31, 2021, the evolution of the Group asset portfolio valuation reflects the impact of COVID-19: €65,341 Mn as at December 31, 2019, €60,350 Mn as at June 30, 2020, €56,314 Mn as at December 31, 2020, and €54.5 Mn as at December 31,2021.

The COVID-19 pandemic may affect the attractiveness of URW assets that have been identified for divestment and have suffered a negative impact as investors may reassess their overall strategy and risk appetite. As the retail market remains under adverse pressure due to uncertainty related to COVID-19, appraisal values of shopping centres could be lowered.

If the €4 Bn asset disposal plan is not completed in due time or for the announced amount of proceeds, there may be an adverse impact on the reputation of the Group and/or the market price of the Stapled Shares due to amplified media scrutiny in connection with public announcement of the disposal plan. As at February 10, 2022, 62% of the €4 Bn disposal target has been achieved on European assets. In addition, the Group continued the portfolio streamlining strategy in the US, combined, this resulted in an IFRS debt reduction of €1.6 Bn in 2021.

(1) Refer to 6.2.2.1.B – M&A investment/divestment risks.

Main risk factors	Main risk management measures
• Misalignment with Group strategy and incorrect underwriting (asset valuation and forecast); • Information leakage and market rumours; and • Failure to execute the announced €4 Bn disposal plan and the US strategic portfolio reduction programme.	• Group decision-making process closely involves the MB and SB for major projects based on internal rules and corporate charters; • Project teams closely involved in the transactions in order to determine whether the transaction is worth investigating and pursuing. Legal, financial, technical and commercial reviews of these transactions are always presented to an Investment Committee for approval before any binding commitment; • Due diligence carried out with the assistance of external advisors; • Financing strategy in place to mitigate the level of pressure on deleveraging and preserve access to refinancing market; and • Recurring strategic review between MB and SB to ensure full alignment on Group strategy.

For further information related to investments/divestments, please refer to Section 4.1.2 Investments/Divestments of the 2021 Universal Registration Document.

C. LEASING AND COMMERCIAL PARTNERSHIPS

As a real estate company holding with one of the largest asset portfolios in the world, letting and rent collection is the core business of the Group. In an ever more complex economic environment the Group's ability to achieve leasing targets at the expected level of rent, and then collect rents depends on the solvency of its tenants (retailers).

The opening restrictions, temporary closure of Shopping Centres and venues, in addition to health and safety measures imposed in the countries where the Group operates have negatively impacted the retailers' sales and created a risk of a potential increase in retailer insolvencies and bankruptcies. The outbreak-related health and safety measures implemented are likely to have direct consequences on letting and rent and/or service charges collection by the Group, or standing leases renegotiations at the tenant initiative, which may have a significant adverse effect on its financial results depending on the number and size of the assets concerned, the scope and the evolution of the situation. As at December 31, 2021, 85% of invoiced FY-2021 rents and service charges had been collected in Europe and 90% in the US, representing 86% overall for the Group.

Although the pandemic is still very much present with the ongoing threat of new variants, the level of disruption is expected to be considerably lower than it was in 2020/2021, and new rent reliefs are not foreseen.

In terms of renewals, due to the challenging market, the Group has selectively undertaken shorter-term leases to speed up negotiations and to mitigate vacancy until economic conditions improve, while protecting mid/long-term rental values.

Main risk factors	Main risk management measures
• Improper management of rent relief, store closings, and tenant allowances; • Tenant financial insolvency/default and store closings. (Tenant insolvency procedures have affected 281 stores in the Group's portfolio in FY-2021); and • Failure to achieve Group synergies in terms of leasing and commercial partnerships targets.	• Leasing targets (e.g. prices, deadlines and prospective tenants) are defined within each region of the URW Group in collaboration with a Group-level team and approved by the Executive Committee. Major leases in terms of value and/or special terms and conditions must be internally approved in advance by Leasing Directors and Regional Managing Directors; • Regular meeting with leasing team and finance team members to review deals to ensure adequacy with Group strategy and strong internal control processes to approve allowances for tenants as well as levels of rent; • Group provided tenants flexibility on opening hours without applying contractual penalties; • Marketing campaigns around health and safety compliance; • Local frameworks to monitor solvency of new tenants and regular checks of existing tenant solvency; • Most tenants provide financial guarantees (deposit, first-demand guarantee or surety bond equal to a multiple of the monthly rent); • Robust debt collection process; • Constant review of the tenancy report (vacancies, tenants in distress, new deals, and lease expiration schedule over next three years); • Monthly meetings with directors of development, construction, leasing and operating management to monitor the progress of project completion and to adjust tenant space delivery schedules accordingly; and • Implementation of a global International Leasing platform to develop the transcontinental sourcing/roadmap between Europe and US platforms.

For further information related to leasing and commercial partnerships, please refer to Sections 4.1.1 Business review of the 2021 Universal Registration Document.

D. DEVELOPMENT, DESIGN AND CONSTRUCTION MANAGEMENT

As a developer, with a focus on continued differentiation and innovation strategy, URW has implemented a selective development policy focused on key iconic projects as a refurbishment pipeline in the Office, Shopping Centre, Hotel, Residential, and Convention & Exhibition property segments. Moreover, the Group develops a mix-use development and densification of standing assets strategy. This development/extension/renovation pipeline involves significant investment of financial capital, human resources and senior leadership time and attention. It represents a huge opportunity in terms of capturing or protecting market share in the relevant competitive markets and of creating a flagship model to distinguish URW from the competition. Such a pipeline may, however, imply significant cost and potential inability to design appropriate assets and/or deliver in due time in compliance with the project business plan which would negatively impact the Group.

As at December 31, 2021, the development project pipeline amounted to €3.2 Bn with a total 0.6 million sqm of Gross Lettable Area ("GLA") to be re-developed or added to the Group's standing assets. This represents a decrease in the development pipeline by -€1.2 Bn, down from €4.4 Bn as at December 31, 2020.

The Group has an increasing focus on mixed-use projects (notably including offices & hotels). The Group's strategy, particularly for the Offices & Others controlled projects, is to join with strategic capital partners prior to launching these projects, in order to reduce the capital allocation on the balance sheet of the Group, while leveraging on existing projects and generating development and management fees.

Five projects representing a Total Investment Cost of ca. €0.5 Bn (of which €0.4 Bn has been spent already) are scheduled to be delivered in 2022. The average pre-letting[(1)] stands at 72% for the retail deliveries and at 100% for the offices and others.

Main risk factors	Main risk management measures
• Ineffective development strategy, investment decision and approval process; • Failure to obtain required external authorisations; • Not reaching post-development leasing and revenue targets; • Failure to comply with the construction quality, costs and delivery date; and • Inability to secure adequate funding for a project (through joint venture partner or other).	• Group's decision-making process for any investment decision for a development project; • The status of the project, its budget and returns are reviewed on a regular basis (quarterly by the Controlling Department/pipeline reviews and annual five-year business plans by the Executive Committee); • Process of restructuring of the US Design, Development and Construction team to align with Europe model accelerated to be more agile and focused on disciplined processes and cost containment. Ongoing transition of business models for the US and the UK to come closer to Europe business models; • Accelerating plans to move towards more mixed-use projects; • Third-party specialist advisors and consultants are employed throughout the pre-development phase to assist in identifying potential hurdles with external stakeholders and developing action plans to successfully navigate the issue; • Employment of construction experts within its own organisation who ensure design specifications, control of construction and renovation costs comply with the Group's Environmental Quality Charter and any regulations applicable to owners; • Strong third parties claim management process. In addition, insurance policies cover Group responsibilities; • For projects developed with a JV partner, pre-development design and construction plans, pro-forma leasing estimates and returns, and construction time schedules are developed and shared with JV partners to increase the quality of the relationships, mitigate misalignment with JV partners and ensure successful funding of the project; • Clear communication to JV partners/stakeholders regarding any COVID-related project delays to ensure a good relationship; • Strategy to partner with third-party investors to reduce Group risk exposure, capitalise on additional know-how and capture part of the development margin; • Establishment of contractual agreements to pre-order in anticipation of critical materials shortages, minimising the risk of delivery constraints of the supply chain; • Improved procurement process to reinforce a group-wide cross-border supply chain; • Early involvement in the construction phase of third parties supporting the claim management process. In addition, insurance policies cover Group responsibilities; • Standardisation and industrialisation of construction methods to better control the cost and schedule of the projects; and • Establishment of an internal team of experts to conduct project reviews in the design stage to identify improvements and efficiencies to ensure a cost and schedule-effective project.

For further information related to the development pipeline, please refer to Section 4.1.3 Development Projects as at December 31, 2021, of the 2021 Universal Registration Document.

(1) GLA signed, all agreed to be signed and financials agreed.

E. INFORMATION TECHNOLOGY SYSTEM AND DATA: CONTINUITY AND INTEGRITY

To support URW business & digital objectives, the Group IT Department partners with all business units to provide and maintain the technology to suit business needs. Overall, the Group IT Department provides more than 100 applications and supports more than 4,000 users globally.

As all business units strongly rely on IT, the latter is required to be continuously available and data must be protected at all times, from internal and external threats as well as accidental events.

In the event of such risk occurring within URW, these would lead to a partial or complete unavailability leading to process and activities disorganisation, and/or regulatory impacts (market regulation, personal data protection).

Main risk factors	Main risk management measures
• Cyber-risk and inadequacy between IT and cyberthreats; • Unavailability of critical IT systems; • Incapacity to guarantee the integrity of data and reports generated by IT systems; and • Inadequacy between IT and business needs/operations.	URW's IT risk management approach is largely based on: • Strong governance involving IT, risk management, legal, internal audit, business stakeholders and management to review IT activities and investment, including a dedicated committee to also monitor cyber-risks on daily operations; • Information Systems Security strategy and technology designed and rolled out to prevent cyber-risks, detect security incidents, and respond quickly to remediate cybersecurity incidents; • Integration of cybersecurity aspects in all IT projects and contractual commitments with IT vendors; • A Group Cyber Crisis framework is in place, with specific response procedures in case of a major IT security event/crisis, and are linked to the General Data Protection Regulation ("GDPR")/CCPA Data Breach notification process; • Regular IT audits to test our protective and detective measures; and • IT Disaster Recovery Plan implemented, and tested, on a yearly basis.

F. BRAND AND REPUTATION

The Westfield brand and URW's reputation are valuable assets which provide competitive advantages with respect to consumers, retailers, investors, and prospective employees among others. Due to the new Group marketing strategy, which included the implementation of a global "Westfield" brand for the Group's Flagship and other eligible assets, the Group has heightened awareness that any risk that potentially creates negativity or damages its reputation could negate these competitive advantages. Incidents such as terrorism and major security incidents, corrupt or illegal behaviour, breaches of trust or integrity, involvement in a controversial project, or a social media crisis (as at December 31, 2021, the Group's apps have been downloaded 3.1 million times and URW has 9.8 million followers on social media) are examples.

As at December 31, 2021, the Group operates 85 Shopping Centres including 53 Flagships and 39 Westfield branded assets. Consumer loyalty (representing 9.5 Mn customers world-wide) could be impacted if, despite the health and safety measures in place, there are perceptions that URW Shopping Centres are not safe and clean or not in compliance with health and safety mandates. The brand could be further impacted negatively if large retailers with multiple staff were to face an outbreak within the Group's centres, as the public may perceive URW as being responsible. Retailer/client relations may impact the Group's reputation should it be inconsistent in dealing with requests for lease negotiations.

Main risk factors	Main risk management measures
• Inability to develop and maintain the Westfield-brand success story in support of the global flagship strategy; • Failure to implement a clear, legal and responsible consumer data policy; and • Failure to properly respond and manage crisis event on media, social network, etc.	• Globalisation of the marketing strategy with the Westfield-brand leverage and marketing management at shopping centre level to facilitate the adaptation; • Focused and measured approach in place for the rebranding in Europe, definition of "50 attributes" to comply with the Westfield brand standard; • Appointment of Chief Customer Officer and development of the global brand strategy; • External agency for new creative development in Europe to develop a new creative campaign to establish the Westfield brand; • Data privacy GDPR and CCPA regulation or anti-corruption regulations covered by specific frameworks in place (see Section 6.2.2.5.A Legal and Regulatory risks); • Social media monitoring; • Centres continue with "Working Together" campaigns to communicate safety measures during COVID-19 outbreaks; • Successful Christmas marketing campaigns (#WorkingTogether and Come Together); and • Corporate Communications team to manage communications with media and/or social media with support from the Corporate Crisis team via a formal framework, policy, procedures and training.

6.2.2.2 CATEGORY # 2: FINANCIAL AND TAX RISKS

A. ACCESS TO CAPITAL AND FINANCIAL MARKETS DISRUPTION

Given URW's business model as a REIT and its current level of financial indebtedness following the 2018 Westfield Transaction (as at December 31 2021, €24,856 Mn)(1), URW faces recurring needs for (re)financing for its corporate purpose including funding for the development pipeline and construction activities, large-scale capital improvement and maintenance projects for standing assets, and other potential operational financing needs. As such, URW is exposed to risks related to the availability of funds due to volatility in credit markets, exposure to fluctuations in interest rates and foreign exchange (FX), and exposure to counterparty risk that could limit access to necessary funding, and which could negatively impact operations and financial results of the Group.

Restrictions imposed to prevent the spread of the COVID-19 virus (designated as a pandemic by the World Health Organization on March 11, 2020) has limited the operations of URW in several of its markets and impacted its cash flows. It also impacted the potential interest of investors for retail asset class.

In light of the evolving situation, URW had taken precautionary measures needed to ensure its access to liquidity. As at December 31, 2021, the Group had €2,256 Mn(2) in cash on hand and €3,950 Mn undrawn credit lines.

Main risk factors	Main risk management measures
• **Rising cost of access to funds due to increase in spreads, change of rating, appeal of the company/its sector for investors (debt and equity) or banks, dramatic increase in interest rates, adverse currency exchange rate movements, or disruption and volatility of capital markets.** Notably, the Group is exposed to: • Interest rate risks: – May have a significant impact on financial expenses; and – Although the Group's exposure to variable rates is hedged through derivatives, these hedges could be insufficient or affect the valuation of derivative instruments. • The foreign exchange rate between the Euro and other currencies impact: – The value of operational and financial expenses, and thus overall asset value, when translated into euros; – The results and/or the statement of financial position of Group; and – The Group's ability to meet its commitments in respect of those securities and, more generally, its commitments with respect to debt.	• The Group Asset & Liability Management ("ALM") Committee meets on a quarterly and ad-hoc basis. It receives regular information on significant changes in the financial environment; • The ALM Committee defined the Group Treasury Policy implemented by the Group Treasury Department, which manages and monitors interest rate risk and foreign exchange risk; • The Group Treasury Department regularly provides a comprehensive report on the Group's interest rates, position, exposure to foreign currency, liquidity projections, compliance with bank loans and facilities covenants, availability under the Group's committed credit lines. It also proposes (re)financing or hedging operations (if applicable), and details of any (re)financing operations or transactions (hedging operations, share buy-backs, etc.); • Internal policies and procedures maintain a conservative approach to investments and risk mitigation is not allowing for speculative positions to be put in place; • The Group exposure to FX rates fluctuation is partly hedged by either matching investments in a specific currency with debt in the same currency or using derivatives to achieve the same risk management goal; and • Robust internal procedure ensuring the segregation of duties between execution of market trading and control functions of such transactions.
To hedge part of this risk, the Group uses derivatives and debt in foreign currency. Such instruments may not hedge the underlying assets or activities perfectly, and as a result changes in the currency exchange and/or interest rates may have an impact on the cash flows, the results and/or the financial position. • Market risks, which can generate losses as a result of fluctuations in stock markets. The Group is either: – Directly exposed to fluctuations in stock prices due to the ownership of shares or financial instruments; or – Indirectly exposed to fluctuations in stock prices, due to the ownership of funds, investment instruments or share-based derivatives that are directly correlated with the price of the asset underlying such derivatives. • The use of financing instruments on international markets exposes the Group to extraterritorial regulations may have a significant adverse effect on the Group's overall financial results; • Limited access to funds, in case of unfavourable capital market or URW credit deterioration.	

(1) On an IFRS basis. €26,926 Mn on a proportionate basis.
(2) On an IFRS basis. €2,442 Mn on a proportionate basis.

Main risk factors	Main risk management measures
The Group's strategy depends on its ability to raise financial resources, either in the form of debt (mainly bank loans, bonds, credit lines and commercial paper) or equity capital, so that it can finance its general operating requirements and its investments. Certain events such as: disruption in the debt or equity capital markets; a reduction in the lending capacities of banks; changes affecting the real estate property market or investor appetite for property companies; a downgrade in URW's credit rating; deterioration of URW's financial result; a decrease in EBITDA and operating cash flows; a decline of URW's assets valuation or a change in URW's ownership structure could affect/limit the ability of the Group to raise required funding, or could increase the cost of such funding and lead to an increase in the Group's financial expenses. In addition, some financing contracts are subject to financial covenants that require the Group to respect certain financial ratios levels (including Loan to Value, Interest Coverage Ratio, FFO/Net Debt and/or debt yield ratios among others) which may be affected by the occurrence of the Group's performance deterioration, adverse market movements, or other material adverse changes. Failure to comply with any of Group' financial covenants could result in an event of default, which, if not cured or waived, could accelerate the related debt and in some cases trigger a cross default, which could have a material adverse effect on the Group's debt, including potential default on URW's debt. URW has a solicited rating from both Standard & Poor's (S&P) and Moody's. On March 4, 2021, Moody's downgraded URW's long-term rating from "Baa1" to "Baa2" and changed the outlook from "rating under review for downgrade" to "stable". On May 14, 2021, S&P published a credit update confirming the "BBB+" long term rating of the Group and its "Negative" outlook. On November 18, 2021, S&P published a bulletin with no action on the long term rating of the Group.	• Sensitivity to liquidity risk is monitored in line with the Group Treasury policy defined by the ALM Committee; • The Group Treasury Department regularly provides a comprehensive report on the Group's liquidity projections, key financial indicators and availability under the Group's committed credit lines; • Regular monitoring of covenants; • Regular dialogue with rating agencies with a proactive monitoring of credit metrics; • Active reduction of non-staff expense and defer non-essential capital expenditure; and • Diversification of sources/counterparties.
• **Reliability of counterparties or failure to monitor and manage counterparty risk** Many major international financial institutions are counterparties to the interest rate and/or foreign exchange rate and deposits contracted by the Group. In case of the default by a counterparty, the Group could: • Lose all or part of its deposits; • Lose the benefit from hedges signed with such counterparties. This could then: • Result in an increase in interest rate and/or currency exposures; • Have a significant adverse effect on the Group, its results and its financial position.	• Credit monitoring of counterparty and minimum financial ratings thresholds as condition of continued transactions.
• **Risks related to liquidity crisis, Euro break-up, country default, or political instability** Considering its level of debt and of need for (re)financing, the following risks and their potential impacts could be detrimental to the Group and could negatively affect the markets and businesses in which the Group operates: • Credit liquidity crisis; • A sovereign debt crisis; • The exit of the Eurozone or the EU by a country where the Group operates (e.g. UK/Brexit). Those risks could also negatively affect: • The Group's operations and profitability; • The solvency of the Group and of its counterparties; and • The value and liquidity of the securities issued by URW.	• Regular market monitoring and sensitivity analysis to assess liquidity, rates and FX risks; • Undrawn back-up facilities €9,859 Mn as at December 31, 2021; and • Diversification of sources of funding/counterparties.

For further information related to financial markets, please refer to Section 4.1.5 Financial Resources of the 2021 Universal Registration Document.

B. RISK RELATED TO FINANCIAL FORECASTS AND GUIDANCE

The unpredictable impact of the evolving COVID-19 situation and future health and safety measures adopted by governments or local authorities, as well as the extreme volatility of market conditions, are likely to create or increase risks and uncertainties on the validity of the assumptions and estimates on which forecasts and guidance prepared by the Group are based and on the level of accuracy and precision of such forecasts and guidance. The COVID-19 pandemic has had a significant impact on economic and market conditions in 2020 and 2021. While the ongoing roll out of successful vaccines suggests that this crisis will pass, its impact is anticipated to continue, but lessen, throughout 2022. As at 10 February, 2022, all of the Group's centres were able to trade with few local restrictions in place.

Main risk factors	Main risk management measures
• Failure to release financial forecasts and predict accurate guidance.	• Decision to not publish or withdraw a financial publication; • Standardisation of KPI definitions for items such as net/gross rental income, net service charges, etc.; • Group Glossary developed to provide common definitions; • Quarterly Flash Report and five-Year Business Plans are reviewed by the Group Controlling Department; • Forecasts are systematically compared with the budget and reviewed with Operating Managers and Shopping Centre Managers. Regular and harmonised reporting systems are documented to ensure the detection of deviations; • Dedicated Finance teams systematically review forecast vs. budget; • External third-party auditors review the financial results for compliance with IFRS and US GAAP accounting standards; • Analytical accounting reporting on each property, event and exhibition to monitor budget execution; and • Multiple checks are carried out: verification of consolidation methods and resulting adjustments, reports of external auditors analysed and Group financial statements mare reviewed by the Statutory Auditors before being presented and explained to the MB, the Advisory Committee and ultimately to the SB.

C. REIT STATUS AND TAX COMPLIANCE

As an international Group, URW is subject to various taxes in the countries in which it operates. URW's aim is to be in full compliance with all tax obligations worldwide in respect of all processes and transactions it undertakes. Considering its core business and activities, as a real estate company, URW benefits from a special status as REIT regime for real estate investors in five countries in which it operates (France, the Netherlands, Spain, the UK and the US). While a REIT regime leads to a lower tax rate at the level of the REIT, as a result a REIT is obliged to distribute most of its income, which is subsequently taxable for shareholders. To the extent that URW opts to make use of such regimes, it is obliged to meet local requirements, which differ per country. Moreover, further to the Westfield transaction, the expanded tax structuring complexity combined with the stapling principle now in place between URW SE and URW NV raise potential risks of failure to comply with tax requirements and/or to face challenges from/litigation with one or several local tax authorities.

Any failure to comply with the material tax requirements imposed by the local REIT regimes or any material change or loss of a local REIT regime could have a significant adverse effect on the Group, its results or financial position. Although REIT opponents are of the belief that shifting the tax obligation from shareholders (REIT) to the companies holding the real estate would increase tax revenues, URW's view is that it might well lead to lower tax revenues as it would shift a certain current tax on obligatory dividends to a less certain tax revenue at corporation level. A potential risk of the repeal of a REIT regime is assessed as more prominent in some European countries, whereas REIT structures are viewed more favourably in the US where the focus is on proper income classification.

More generally, the high levels of debt that governments have incurred as a result of various public subsidy programmes in dealing with the COVID-19 crisis has resulted in significant budgetary deficits. As governments look to recover from these fiscal challenges, there is a risk of an increase in taxes generally.

Following last year's decision and the confirmed impact of the pandemic on the Group's 2021 results, as well as the Group's commitment to deleverage, the Group has announced on February 10, 2022, to suspend the payment of a dividend for its fiscal years 2021 and 2022. Based on the anticipated statutory numbers for URW for those years, the absence of a dividend would be compatible with the SIIC regime and other REIT regimes it benefits from.

Main risk factors	Main risk management measures
• Loss of REIT status or other tax benefits due to external factors; • Improper interpretation and/or application of tax law and REIT requirements; breakdown of URW processes to follow tax law and REIT requirements; and • Failure on tax determination, reporting, tax remittance (other than theoretical disagreement).	• Tax employees are experienced and in a process of continuous training in order to increase awareness of potential errors; • Risk assessment of the potential loss caused by changes in tax regulation; • The Group is member of EPRA (in the EU) and NAREIT (in the US) industry groups, which promote modern and predicable REIT regimes; • Active legal teams (both internally and through external counsel review) to monitor and anticipate potential changes in REIT regimes and/or regulations as well as any changes to tax laws generally; • Review of tax calculation accuracy through consistency tests and checks reviewed internally at the Group level and through external advisory firms; • Review tax prerequisites for deals to go to the Investment Committee and explore potential to add formal sign-off processes (potentially including the Investment process) to the Compliance Book; and • Tax employees are in continuous dialogue with and provide training to local colleagues to monitor and review the characteristics of ongoing operations and transactions to ensure that the REIT income thresholds are adhered to.

6.2.2.3 CATEGORY #3: ENVIRONMENTAL AND SOCIAL RESPONSIBILITY RISKS

A. RECRUITMENT, RETENTION AND SUCCESSION PLAN

Considering the very competitive talent market (including the very low unemployment rates in some local markets) as well as the need to retain talent and knowledge, URW may face important risks related to recruitment, retention and succession of talents. Aligned to the global Great Resignation across all geographies, industries, and market segments, URW's employee turnover and resignations are reaching a peak level. The Group is actively working to listen to employees, reinforce the strong cultural elements, make critical pivots to employee engagement, and position URW to attract and retain the talent needed to succeed.

The Group is adapting the level of resources to the reprioritization of projects and processes simplification the Group is making, whilst leveraging as much as possible the natural turnover and restructuring opportunities.

Main risk factors	Main risk management measures
• Failure to recruit appropriate talent to maintain strategic capabilities; • Failure to retain key employees; and • Failure to set up and update a formal succession plan.	The Group Human Resources Department maintains its strategy to focus recruitment efforts on highly talented people with: • Developing and supporting URW's "employer brand" in particular with an increased presence on social media; • Implementation of 'Levelling' system to better support career evolution, and ensure fair compensation for every role; • Enhanced long-term incentive programme to increase retention and attractiveness; • Maintaining (and expanding to the US and the UK) its highly successful graduate programme; • Monitoring continued attractiveness of compensation and benefits packages; • Partnering with the best head-hunting firms to regularly map best external talent; • Developing a strong co-optation programme; • Rolling out regular engagement surveys to design and implement relevant action plans to make URW a great place to work; • Designing and implementing ambitious people oriented policies on flexible working, wellbeing, diversity & inclusion and sustainable work environment ("Work Greener!"); • Providing permanent learning and development opportunities (e.g. international mobility, cross-functional mobility, rolling out of the URW Academy in the UK and the US); • New global talent review in place, including systematic 360° feedback for all employees, using the same framework and same tools across the Group; and • New extensive Global Succession Planning process rolled out, to identify potential successors for all positions reporting to a MB member, all positions reporting to a Chief Operating Officer, all heads of key functions, and other selected key positions.

For further information related to Human Resources, please refer to Section 2.4.1 Empowering our people of the 2021 Universal Registration Document.

B. CLIMATE CHANGE AND SOCIETAL RISKS

Considering the size of its tangible assets portfolio, URW places climate change and societal risks at the heart of its strategy with an integrated commitment to reduce its carbon footprint. The Group has developed a global CSR strategy based on environmental best practices, social fairness and transparent governance. URW's programme "Better Places 2030" aims to address the main challenges faced by the Group with its operational activities in all geographies.

As developer and operator of retail assets, URW is potentially impacted by climate change and societal risks. Indeed, each of URW's real estate assets is potentially exposed to damages caused by any potential impact of climate change including natural disasters as well as by any global local acceptability-related concerns for standing assets or development projects. For more details on natural disasters, please refer to 6.2.2.4. Security, health and Safety risks and to 6.3 Transferring risk to insurers.

Main risk factors	Main risk management measures
URW may face new risks related to climate change and its corporate CSR in several areas: • Non-resilience of assets facing climate change; • Loss of access to green financing instruments and decrease in Environmental, Social and Governance ("ESG") ratings; • Contracting with services providers, suppliers or subcontractors not complying with regulations and standards of their profession; • Link to controversial activities of one or several tenants negatively affecting URW's brand and reputation; • Slowing local economic development and affecting local jobs (local acceptability); • Not identifying/controlling existing pollution in development project; • Limited availability and increase in price of fossil fuels; • Increased regulation on building energy efficiency; and • Lack of budget for managing the CSR strategy.	• Group climate change risk assessment covering all standing assets and the development pipeline, in line with task force on Climate-related Financial Disclosures recommendations, covering both transitional and physical risks; • Answering to the most recognised non-financial rating agencies, monitoring questionnaire evolutions and benchmarking of scores, and organisation of ESG roadshows and meetings with investors, and direct dialogue on sustainability issues with investors; • Identification and quotation of environmental, social and ethical risks inherent to all the Group purchasing categories (Group supply chain CSR risk mapping), to design tailored mitigation action plans; • Group Considerate Construction Charter applicable for all development projects describing the Group's requirements and recommendations to optimise worksites' environmental quality; • Reflecting consumer trends in tenanting mix, and notably increasing sustainable and healthy alternatives in the shopping centres; signing voluntary and contractual agreements on sustainability issues with tenants; and initiatives led in collaboration with tenants to raise visitors' awareness of the environmental and social impact of consumption choices; • Extensive public consultations held for all development and extension projects; • Building long-term partnerships with the territory's stakeholders (local residents, public authorities, and associations) and measurement and enhancement of the direct and indirect socio-economic impact of the Group's assets; • Supporting employment through the 'URW for Jobs' programme; • Empowering entrepreneurship, supporting business creation and retail innovation (e.g. space provision, exposure to customers, long-term partnerships, financial support, participation to entrepreneurship networks, mentorship, etc.);

Main risk factors	Main risk management measures
	• Pre-acquisition due diligence process, including environmental risks and soil pollution; • Energy efficiency targets and energy management action plans in all standing assets, involving daily energy optimisation actions as well as investments in energy efficient equipment; • Environmental management system in place to improve environmental performance of assets; • Shift towards electricity supply from renewable energy sources for all assets, and development of on-site renewable energy production capacity; • Engaging with stakeholders to improve energy efficiency and source renewable energy: tenants and suppliers (e.g. Green leases, PPA contracts, and energy performance contracts with maintenance providers); • CSR agenda defined and overviewed at the highest governance levels: Group CEO, Management Board (MB) and Group Executive Committee, and the Supervisory Board (SB); • Integration of the CSR agenda in core business processes; and • Effective implementation verified through external audits and certification schemes.

For further information on the Global Corporate Social Responsibility policy, please refer to Section 2.1.2.2 CSR risks and opportunities of the 2021 Universal Registration Document.

6.2.2.4 CATEGORY #4: SECURITY, HEALTH AND SAFETY RISKS

A. TERRORISM AND MAJOR SECURITY INCIDENT

The core business of URW is based on 85 Shopping Centres in 12 countries open to the public with a significant annual footfall. As such, it is important that the Group maintain an appropriate level of safety and security to welcome customers. Additionally, the “Westfield” brand has been rolled out in Europe, which heightens the awareness of remaining vigilant in monitoring and mitigating as best as possible security and safety concerns on a global basis. The global brand, the iconic status of some assets as well as the Group’s footprint in more exposed countries increase the level of threats on the Group assets.

Should a serious security, safety or terrorism event occur resulting in casualties or property damage, URW could experience a negative impact on operations, financial results, and brand and reputation.

By their nature, and despite the measures put in place by the Group independently, and in close cooperation with law enforcement in all countries, the Group property assets are potentially exposed to acts of terrorism and potential active shooter situations, which may have serious consequences. In addition, URW assets could be impacted by local societal risks, such as protests, with reduction of footfall and impacts on operations.

While the threats of a terrorist attack are highest in the UK and Continental Europe, the risk of an active shooter is most likely in the US.

Main risk factors	Main risk management measures
• Failure to develop and implement a security programme that: (i) Remains aware of terrorist threats or other major security concerns - including active shooter; and (ii) Mitigates the impact of a major security incident including terrorist attack/active shooter event; and • Failure to develop and implement an effective Group crisis management framework.	• Dedicated Group organisation for security and crisis management (Group Security and Crisis Management Committee); • Global security governance and guidelines (including development projects), security policies and procedures implemented at all locations with appropriate physical security measures and access control; • Local security referents network to manage and standardise the Group’s practices in line with local regulations; • Routine interaction with counter-terrorism, national intelligence services, and local law enforcement to remain aware of emerging terrorist threats or other security concerns; • Shopping centres conduct terrorist attack/active shooter crisis response exercises in collaboration with law enforcement; • Global incident notification/escalation process; and • Crisis management policy and framework including annual crisis training and exercise campaigns.

B. HEALTH AND SAFETY ("H&S") (INCLUDING PANDEMIC AND NATURAL DISASTERS)

As real estate owner, URW has responsibility for ensuring the safety and wellbeing of shoppers, retailers, and employees. This means maintaining proper building and equipment maintenance protocols to minimise the risk of injury or illness, protect the environment and mitigate the impact of unexpected events on the assets and on business continuity.

Each country where URW operates has a specific set of health and safety laws, and regulations. Developing and implementing an effective compliance framework, monitoring and complying with new or evolving Health, Safety and Environment ("HSE") laws and regulations, and ensuring compliance with Group HSE policies is of critical importance in managing this risk. In Europe, we accomplish this primarily through a third-party audit with expertise in health and safety and with internal teams in the US.

In certain regions in which URW operates the Group has significant exposure to natural disasters – e.g. earthquakes in California, hurricanes in Florida and flooding in the Netherlands. For assets potentially exposed to natural disasters, emergency response plans are defined by the local management team with support by regional and corporate teams.

COVID-19-related specific risk:

As the assets owned and managed by URW are places open to the public in significant numbers, in the event of a pandemic, they are significantly exposed to operational disruption.

In the context of the COVID-19 pandemic (designated as a pandemic by the World Health Organization on March 11, 2020), the Group has business continuity plans managed by a dedicated team in order to anticipate and, if necessary, lead the Group's response in terms of human resources management, operational management, business continuity, compliance and communication. Precautionary measures are taken based on government recommendations, to which specific measures may be added, including prioritising the protection of customers, tenants, providers and employees of the Group. Communication on the measures adopted is provided to customers, tenants, service providers, Group employees and other relevant stakeholders, as necessary.

The Group's Convention & Exhibition division was considerably impacted by COVID-19 in 2021, with a ban on all events until May 19, (except for exams and private sales) and capacity restrictions in place until the end of June. From June 30, all events were allowed with no capacity constraints, however a negative COVID-19 test or proof of vaccination remains required for attendees at all events.

In response to the challenges, Viparis maintained strong cost-saving measures in 2021, including instituting "partial activity" for its employees, reducing operating and administrative costs, renegotiating ground rents with its landlords and reducing or delaying all non-essential capital expenditures.

Overall, the Group's shopping centres were closed for an average of 68 days in H1 (vs. 67 days in H1-2020), including 92 days in Europe (vs. 60 days in 2020) and 69 days for the full year 2021 (vs. 93 days in 2020), including 94 days in Europe (vs. 84 days in 2020).

As at 10 February, 2022, all of the Group's centres are able to trade with few local restrictions in place. Although the pandemic is still very much present with the ongoing threat of new variants, the level of disruption is expected to be considerably lower than it was in 2020/2021.

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Main risk factors	Main risk management measures
• Failure to implement effective strategies that seek to minimise, prevent, and mitigate life safety incidents; • Failure to implement processes that may mitigate and manage the impact of any natural disaster (earthquake, flooding and uninsured risk); and • Injury or loss of life due to failure to comply with sanitary, health and safety regulations.	**For Europe portfolio** • Annual third-party audit conducted on assets to verify regulatory compliance with health and safety laws and regulations; • Qualified external advisors/contractors with up-to-date knowledge of the assets and of local regulation validate compliance with regulations; • External Audit by Bureau Veritas (third-party vendor) with the assistance of epidemiologists based on latest recommendations of health authorities; • "Safe and Healthy Places" label awarded to all assets in the European Portfolio by Bureau Veritas demonstrating appropriate COVID-19 measures are in place for the reassurance of tenants and customers; • Internal documentation processes to justify the compliance with sanitary protocols; and • Regular (weekly or bi-monthly) external reviews of compliance with sanitary protocols by bailiffs or external legal counsels. **For US portfolio** • Verification that contractors' health and safety procedures are appropriate and that their staff have the proper licences, equipment and training; • External Audit by Bureau Veritas (third-party vendor) with the assistance of epidemiologists based on latest recommendations of health authorities; • "SafeGuard" certification awarded to all assets in the US Portfolio by Bureau Veritas demonstrating appropriate COVID-19 measures are in place for the reassurance of tenants and customers; • Centre management conducts routine property tours and identifies hazardous conditions and implements corrective actions; • Maintenance and inspection conducted by third-party contractors of all relevant equipment subject to regulation; • Internal documentation processes to justify the compliance with sanitary protocols; and • Fire safety systems are routinely inspected as required by local fire regulations; Corporate and Construction Health and Safety policies incorporate regulations and are based on industry-accepted best practices in the absence of a specific governing regulation. **Natural disaster**(1) • Periodic assessment of European and US assets most exposed to natural disasters (flooding, storms and earthquakes) to validate response plans; • French and Spanish assets are covered for 100% of their insured values according to the local regulation; assets in other EU regions are covered with a limit of €200 Mn per country and in the aggregate annually for natural disasters; specific sub-limit of €25 Mn for flood damages in The Netherlands, due to insurance market limitation; US assets are covered against hurricane damage with a limit of $1.35 Bn in the annual aggregate, against storm with a limit of $1 Bn in the annual aggregate, flood with a limit of $500 Mn in the annual aggregate, against earthquake with a limit of $500 Mn in the annual aggregate, sub-limited in the annual aggregate to $400 Mn for California and $250 Mn for Pacific Northwest, due to insurance market limitations; • Periodic review on prevention/protection plans and risk mitigations for the most exposed assets; and • Each centre in a natural catastrophe zone conducts emergency preparedness drills each year.

(1) For further details, please refer to Section 6.3 Transferring risk to the insurers.

6.2.2.5 CATEGORY #5: LEGAL AND REGULATORY RISKS

A. LEGAL AND REGULATORY

URW operates in highly regulated countries. Moreover, operations also require to comply with a myriad of laws and regulations related to the URW Group activities in areas such as leasing, asset and property management, various licensing and permits, construction and maintenance, health and safety, personal data privacy, financial and securities markets, and anti-trust regulations, as well as with some extraterritorial regulations. As such, the risk of failing to detect, anticipate, implement and comply with applicable laws and regulation may result in legal/regulatory breach, regulatory investigation, negative reputational impact and/or liabilities resulting in fines and penalties, damages, the loss of licences, and/or any potential legal action. URW also operates in highly litigious countries, where the Group is potentially exposed to the risk of major litigations, including class actions.

The countries where the Group operates have implemented a series of (exceptional or ongoing) measures to deal with the COVID-19 pandemic in a wide variety of legal and regulatory areas affecting (among others) businesses' activities, employment, real estate, and health and safety matters. As such, the Group has to comply with a new and evolving set of laws and regulations increasing the risk of breach, which may result in regulatory investigation, negative reputational impact or could result in fines, penalties and/or any potential legal action. Moreover, tenants and providers may try to challenge existing contracts to exit or to reduce any contractual obligations including financial.

The constant and increasing evolution of the legislative and regulatory production creates a legal instability and makes it difficult to detect and anticipate the direct or indirect impacts on the Group's activity, especially in terms of CSR (e.g. taxonomy, emissions trading scheme, extra-financial communication). the challenge for the Group is to be able to actively participate in the elaboration of these regulations in order to put into perspective the specificity of the real estate sector and the potential impacts, as well as to allow the emergence of new business opportunities.

In the course of its activities, the Group collects and processes diverse personal data from customers, employees, business partners and service providers. The Group is subject to data protection laws such as the General Data Protection Regulation (GDPR in Europe) and the California Consumer Protection Act (CCPA in the US). Failure to protect this personal data could result in regulatory investigation, legal (class) actions, fines and penalties as well as negatively impacting the Group's reputation.

The COVID-19 crisis management and the measures implemented by the Group may be challenged by stakeholders, particularly in highly litigious countries where the Group is potentially exposed to the risk of major litigation, including class actions. At the date of this document, there are no notified class actions or significant complaints related to breaches in sanitary protocols and no action against the management of the crisis.

Main risk factors	Main risk management measures
• Non-compliance with laws and regulations at governmental, federal, state, province, local country or sector level.	• Deployment of the Group's legal policy, a set of internal procedures and standard forms to state, province, local country or sector level, secure contractual frame, reduce litigation exposure to protect Group interests and ensure compliance with applicable regulations; • Legal Department organisation around (i) three geographical platforms (Continental Europe, UK, US), and (ii) a Group Legal Support (corporate and security law, data & brand protection); • Comprehensive legal training on complex or new regulations to raise awareness and develop learning curve from pending litigation; • External advisors and law firms provide constant updates on both emerging legislation and recent case law on specific matters; • Group in-house lawyers are specialists in jurisdictions in which the Group operates and set the network of external counsel and experts as required; and • Through its action within the various national professional organisations, the Group endeavours to anticipate any legislative initiatives likely to have an impact on its business.
• Inability to detect and anticipate new regulation (including changes or evolutions) with (potential) impact on retail sector and/or the Group.	• Group workshops on Group/local mapping co-lead by legal and Public Affairs departments; • Definition of group/local priorities, timelines and institutional calendars to develop and coordinate strategy; • Interaction with other stakeholders, public authorities and professional organisations; and • Setting up an internal coordinated organisation to detect and address new regulations.
• As a publicly traded global company, URW is required to comply with various stock market/exchange regulations and requirements with respect to full and proper disclosure and transparency to provide clear, real and objective information.	• The Market Abuse Regulation related to insider trading is detailed in the URW Insider Trading Rules procedure, setting out common principles applying to the qualification of inside information, the disclosure of such information, trading bans during pre-defined periods of time and disclosure requirements for designated persons; and • A Group Disclosure Committee is responsible for qualifying inside information, if any.
• In the course of its activities, URW collects and processes diverse personal data from customers, employees, business partners and service providers. Failure to protect this personal data could result in fines and penalties as well as negatively impacting URW's reputation.	• The Group has developed and updated a robust and effective Data Privacy Protection programme to comply with GDPR (EU) and the California Consumer Protection Act ("CCPA") (US); • Appointment of one Head of Group Data & Brand Protection, Data Privacy Officers and Local Data Protection Correspondents network set up, as well as a Group Data Protection Committee; • Organisational and technical processes: retention period policy, data breach notification process, update of the employee privacy policy. IT Security Department included in the framework; • Group-wide e-learning training on GDPR and CCPA for each employee and specific trainings for business population (marketing, IT, HR); • Signature of data processing agreement with major IT contracts service providers; and • Processes and registers were implemented.
• Failure to prevent or mitigate material negative impact of any regulatory investigations and/or litigation: in the normal course of URW's business activities, the Group could be subject to legal, administrative, arbitral and/or regulatory proceedings.	• Set out an escalation process; • Internal alert process to inform the Group General Counsel, recurring reporting on (potential) material litigations and escalation process for litigation strategy; • Claim management process for development projects; • Set of preventive internal programmes to comply with the main applicable regulations and effectiveness review on a recurring basis; and • "Dawn raid" policy for any unexpected on-site investigation.

B. CORRUPTION, MONEY LAUNDERING AND FRAUD RISKS

URW conducts its core business in 12 countries and drives its real estate activity with a wide variety of stakeholders, business partners, and other intermediaries. Due to the nature of URW's business activities and relationship with business partners, as well as its wide geographical scope of operations, URW faces numerous stringent international and national anti-bribery, corruption, money laundering and fraud laws and regulations.

Main risk factors	Main risk management measures
Non-compliance with international/national anti corruption and influence peddling regulations: • As a global company, URW must comply with the highest standards in this particular field and also with anti-corruption regulations such as the French Sapin II law, the Foreign Corrupt Practices Act ("FCPA") (US) or the UK Bribery Act ("UKBA) (UK). Failure to comply with anti-corruption regulations and lack of transparency can lead to: material reputational damages; financial, administrative or disciplinary sanctions; and may have a negative impact on investors' trust; and • Non-compliance with international/national anti-money laundering laws; Failure to prevent and detect fraud against URW: the Group could be exposed to attempted fraud (identity theft for example); or embezzlement in the course of its business.	• A rigorous 'zero tolerance' principle based on an effective Anti-Corruption Programme ("ACP") applicable in all entities controlled by the Group[1] based on the eight pillars of the French Sapin II law. In addition, the ACP incorporates provisions of international conventions and national laws and regulations applicable to the Group's business activities; • An alert system (whistleblowing procedure) supported by an external and confidential platform is in place within the Group and also available for contractors; • Interactions with business partners are monitored by a "Know Your Partner" procedure to evaluate third parties' exposure to the corruption and influence peddling risks; • Local Compliance Correspondents support the coordination of the ACP and manage processes and procedures in each region; • Dedicated classroom training for most exposed departments and an e-learning module mandatory for all URW staff describing the general principles related to business ethics and the prevention of corruption, bribery and influence peddling; • The Group has implemented a secure payments procedure and has formalised the rules for opening, changing and closing bank accounts; • Awareness of fraud scenarios is raised in departments throughout the year and illustrated by real cases; and • In the case of attempted fraud, the Group Compliance Officer systematically shares the information via email with all concerned employees, including a reminder of preventive procedures.

(1) Except for Viparis which implemented a tailored ACP in compliance with the Sapin II Law provisions.

6.3 TRANSFERRING RISK TO INSURERS

The Group is covered by insurance programmes, which are underwritten by leading insurance companies located in various markets (Europe, the US and the UK).

These programmes are actively monitored by the Group Insurance Department in liaison with local teams and insurance brokers.

Under the property damage and terrorism programmes, all the Group's property assets are insured, for their reconstruction value as well as for business interruptions and loss of rent subject to limitations of coverage with respect to natural catastrophe risks due to limited insurance market capacities (for more details, refer to the table below). All assets are regularly assessed by internal or external property insurance valuers.

In accordance with insurance market practices, property damage insurance programme requires physical damages to trigger a coverage of financial loss or business interruption. For pandemics, in the current legal and contractual, such cover is not granted and not available on the insurance market.

Under the insurance programme, French and Spanish assets are insured against terrorism for their reconstruction cost, and for business interruptions and loss of rent according to compulsory national insurance mechanisms (*Gareat* in France and *Consorcio de Compensación de Seguros* in Spain). Assets located in other countries are insured against terrorism under a dedicated programme that includes a limit per claim based on the asset that has the highest insured value with respect to rebuilding cost and loss of rent.

The Group has also taken out general liability insurance policies that cover financial damages resulting from third-party claims.

Type of insurance	Coverage and main limits based on 2020 Group insurance programmes
Property damage and loss of rent/business interruption,	Coverage: 'all-risks' basis (subject to named exclusions) and terrorism. Basis of compensation: • Reconstruction costs for building, replacement cost for equipment; and • Loss of rent or business interruption with a compensation period of between 12 and 60 months, depending on the asset. Limits of compensation: • Continental Europe: - Earthquake: limit of €200 Mn per country in the annual aggregate; - Flood: limit of €200 Mn per country in the annual aggregate sub-limited to €25 Mn in the annual aggregate for the Netherlands (dike failure is excluded, which is market practice), - These sub-limits above do not apply for assets located in countries where compulsory national insurance mechanisms exist: *Régime catastrophes naturelles* in France and *Consorcio de Compensación de Seguros*, in Spain; and - Terrorism: limit of €900 Mn per occurrence covering material damages and loss of rent/business interruption following a terrorist attack, except French and Spanish assets which are insured for their full values according to *Gareat* in France and *Consorcio de Compensación de Seguros* in Spain. • The UK: limits are based on the declared values per occurrence covering all material damages and loss of rent/business interruption, including losses following terrorism events which are covered by Pool Re. The programme includes sub-limits.

Type of insurance	Coverage and main limits based on 2020 Group insurance programmes
	• The US: limit of $1.35 Bn per occurrence covering all material damages and loss of rent/ business interruption including terrorism events. The programme includes sub-limits notably for natural catastrophe risks. - Earthquake: the overall programme sub-limit for earthquakes is $500 Mn per occurrence and annual aggregate subject to additional inner sub-limits of: - Sub-limit of $400 Mn for California earthquakes: this limit applies to all locations in California. A retention per location of 5% of total insured values would be applicable; - Sub-limit of $250 Mn for Pacific Northwest earthquakes: this limit applies to SouthCenter in Tukwila, WA. A retention per location of 3% of total insured values would be applicable; - Windstorm/hurricane: limit of $1 Bn in the annual aggregate. A deductible of $50,000 per location would be applicable, except for assets located in Florida where a retention per location of 5% of the total insured values would be applicable; and - Flood: sub-limit of $500 Mn in the aggregate with $500,000 deductible per location for properties in designated flood zones. In the US in particular, the combination of the concentration of many assets in the same area with a high exposure to natural catastrophe risks and the limited capacity available from insurers to cover these risks exposes URW SE and its controlled subsidiaries to retain a significant share of these risks as uninsured.
General civil liability	Coverage: 'all-risks' basis (subject to named exclusions) for damage caused to third parties. The programme includes sub-limits, for example to cover liability claims following a terrorist attack.
General environmental liability	Coverage for damage caused to third parties by accidental or gradual pollution.

Main construction projects and renovation works on properties are covered by contractors' All Risks policies for their total construction cost. Defects affecting the works are covered by decennial insurance in France, Inherent Defect Insurance for large construction or extension projects in Continental Europe, or by contractors' warranties in the US and in the UK.

The 2021 premium amounted to €45 Mn[(1)], excluding construction insurance premiums. Most of these premiums were invoiced to third parties (e.g. co-owners, tenants).

Except for loss of income due to COVID-19, the Group did not incur any major uninsured losses in 2021.

At the end of 2021, in a hardening market context, the Group's insurance programme was successfully renegotiated covering the Group portfolio with placement in the European, UK and US insurance markets with effect from January 1, 2022.

(1) Only for Insurances directly managed by URW, excluding premiums reinvoiced from third parties.

CHAPTER 7.

Information on the Company, shareholding and the share capital

7.1 INFORMATION ON THE COMPANY

7.1.1 GENERAL INFORMATION

The corporate name of the Company is "Unibail-Rodamco-Westfield SE" and its acronym is "URW SE". The Company was incorporated on July 23, 1968 for a period of 99 years, i.e. up to July 22, 2067.

Its registered office is at 7, place du Chancelier Adenauer, 75016 Paris (France) and it is registered in the Paris trade and companies register under number 682 024 096.

Its LEI is 969500SHQITWXSIS7N89.

Its financial year runs from January 1 to December 31.

Information about the Company is available on its website: www.urw.com.

The content of the website is not an integral part of this Universal Registration Document, any prospectuses or any documents which refer to it unless certain information has been expressly included for reference purposes.

7.1.2 LEGAL FORM AND APPLICABLE LAW

Originally constituted as a public limited company with a Board of Directors, the Company was converted on May 21, 2007 into a public limited company with a Management Board and Supervisory Board, then, on May 14, 2009, into a European company with a Management Board and Supervisory Board pursuant to the provisions of European Council Regulation no. 2157/2001/EC of October 8, 2001, applicable to European companies and by the laws and regulations in force in France.

7.2 SHARE CAPITAL AND OTHER SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL

7.2.1 SHARE CAPITAL – FORM OF SHARES

As at December 31, 2021, the Company's share capital is €692,972,080 divided into 138,594,416 fully paid-up ordinary shares on a par value of €5 each. Company shares may be registered or bearer shares at the shareholder's discretion subject to the requirements set out in Article 9 of the Articles of Association.

In June 2018, the shares of the Company were stapled with the class A shares of Unibail-Rodamco-Westfield N.V. (hereinafter together, the "Stapled Shares"), a public limited liability company ("*naamloze vennootschap*") incorporated under the laws of The Netherlands, with its registered office located in Amsterdam and registered with the Dutch commercial register under number 70898618.

For more information about the Stapled Shares, please refer to Article 6 of the Articles of Association of the Company or Section 7.6.2.

7.2.2 SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL

Securities granting access to the capital of the Company are described below.

7.2.2.1 CDI (CHESS DEPOSITARY INTERESTS)

The term "CDI" designates Australian CHESS (clearing house electronic subregister system) depositary interests that represent beneficial ownership in Stapled Shares registered in the name of or on behalf of CDN (CHESS Depositary Nominees Pty Limited, a subsidiary of the Australian Securities Exchange (ASX)). CDI are admitted for trading on the Australian regulated market (ASX).

Twenty CDI collectively represent a beneficial interest in one Stapled Share. CDN enables holders of CDI to exercise(1) the voting rights attached to the Stapled Shares. The CDI can be converted into Stapled Shares at any time, and inversely.

As at December 31, 2021, 196,303,060 CDIs (corresponding to 9,815,153 Stapled Shares) were outstanding, representing 7.08% of share capital.

7.2.2.2 PERFORMANCE SHARES AND PERFORMANCE STOCK OPTIONS

The long-term remuneration plan of the Company combines two remuneration elements in Stapled Shares: the majority are granted as Performance Shares, while a small portion are Performance Stock Options. This is intended to strengthen the engagement of beneficiaries in their contribution to the Group's performance (see Section 3.3.4).

As at December 31, 2021, the number of potential Stapled Shares to be theoretically issued after taking into account cancellations (assuming the required performance and presence conditions are attained and excluding any cancellations that may occur during the course of the plan) represents 0.63% of the fully diluted share capital with regard to the Performance Shares and 2.73% of the fully diluted share capital with regard to the Performance Stock Options.

(1) Holders of CDI can either (i) ask CDN to vote in a given way, or (ii) request that CDN grant the holder with power to vote at the General Meeting.

7.2.2.3 ORNANE (BONDS REDEEMABLE IN CASH AND/OR IN NEW AND/OR EXISTING SHARES)

Since the General Meeting of ORNANE holders on April 20, 2018, the redemption of ORNANE is carried out in new and/or existing Stapled Shares.

– 2014 ORNANE ISSUANCE OF JUNE 25, 2014

On June 25, 2014, the Company issued 1,735,749 2014 ORNANE at a nominal value per unit of €288.06, representing a nominal amount of €500 Mn.

In accordance with paragraph 4.9.7 of the *Note d'opération* under visa No. 14-296 from the French Financial Markets Authority on June 17, 2014 ("*Note d'opération*"), all bonds convertible into new shares and/or exchangeable for existing share were redeemed in cash on July 1, 2021. Any holder who has not exercised their right to allocation of Stapled Shares have received an amount corresponding to the par value, i.e. €288.06 per bond, in accordance with paragraph 4.9.1 of the *Note d'opération*.

As at December 31, 2021, no 2014 ORNANE is outstanding.

For more details on the 2014 ORNANE, please refer to the *Note d'opération*.

– 2015 ORNANE ISSUANCE OF APRIL 15, 2015

On April 15, 2015, the Company issued 1,441,462 2015 ORNANE at a nominal value per unit of €346.87, representing a nominal amount of €500 Mn.

In accordance with paragraph 4.9.7 of the *Note d'opération* under visa No. 15-144 from the French Financial Markets Authority on April 8, 2015 ("*Note d'opération*"), all bonds convertible into new shares and/or exchangeable for existing share were redeemed in cash on January 1, 2022. Any holder who has not exercised their right to allocation of Stapled Shares have received an amount corresponding to the par value, i.e. €346.87 per bond, in accordance with paragraph 4.9.1 of the *Note d'opération*.

As at December 31, 2021, 1,441,462 2015 ORNANE were outstanding. As of January 1, 2022, as a result of redeem, no ORNANE 2015 is outstanding.

For more details on the 2015 ORNANE, please refer to the *Note d'opération*.

7.2.3 OTHER SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL

None.

7.2.4 CHANGES IN UNIBAIL-RODAMCO-WESTFIELD SE SHARE CAPITAL DURING THE PAST FIVE YEARS

Since January 1, 2017, the Company's share capital has changed as follows:

	Date	Movements in the share capital	Number of shares issued	Number of shares	Total share capital	Premium resulting from transaction
2017	31/03/2017	Reimbursement of ORA	74	99,393,859	€496,969,295	€14,178.40
	31/03/2017	Creation of PS (2013 tranche)	25,323	99,419,182	€497,095,910	€0.00
	31/03/2017	Exercise of SO (2010-2013 tranches)	292,980	99,712,162	€498,560,810	€47,288,266.00
	30/06/2017	Exercise of SO (2011-2013 tranches)	124,677	99,836,839	€499,184,195	€20,416,087.88
	05/07/2017	Increase of share capital reserved for employees	30,562	99,867,401	€499,337,005	€5,555,237.35
	30/09/2017	Exercise of SO (2011-2012 tranches)	10,556	99,877,957	€499,389,785	€1,463,841.77
	23/10/2017	Share cancellations	(34,870)	99,843,087	€499,215,435	(€7,088,135.08)
	31/12/2017	Exercise of SO (2011-2012 tranches)	5,778	99,848,865	€499,244,325	€807,583.00
	31/12/2017	Reimbursement of ORNANE	7,811	99,856,676	€499,283,380	n/a
2018	31/03/2018	Creation of PS (2014 tranche)	26,240	99,882,916	€499,414,580	€0.00
	31/03/2018	Exercise of SO (2011-2014 tranches)	22,416	99,905,332	€499,526,660	€3,116,778.25
	26/04/2018	Exercise of SO (2012 and 2014 tranches)	3,263	99,908,595	€499,542,975	€570,934.30
	26/04/2018	Increase of share capital reserved for employees	40,388	99,948,983	€499,744,915	€5,912,244.23
	22/05/2018	Exercise of SO (2013-2014 tranches)	14,010	99,962,993	€499,814,965	€2,529,576.40
	07/06/2018	Increase of share capital in remuneration for a non-cash contribution	38,319,974	138,282,967	€691,414,835	€8,005,573,107.00
	30/09/2018	Reimbursement of ORA	63	138,283,030	€691,415,150	€9,067.06
	30/09/2018	Exercise of SO (2012-2014 tranches)	3,596	138,286,626	€691,433,130	€565,538.12
	31/12/2018	Reimbursement of ORA	50	138,286,676	€691,433,380	€7,185.02
	31/12/2018	Exercise of SO (2012 tranche)	1,925	138,288,601	€691,443,005	€256,293.92
2019	31/03/2019	Creation of PS (2015 tranche)	8,340	138,296,941	€691,484,705	€0.00
	31/03/2019	Exercise of SO (2012 tranche)	8,713	138,305,654	€691,528,270	€1,152,586.09
	30/04/2019	Creation of PS (2016 tranche)	18,432	138,324,086	€691,620,430	€0.00
	30/04/2019	Increase of share capital reserved for employees	47,337	138,371,423	€691,857,115	€4,988,961.42
	08/07/2019	Reimbursement of ORA	131	138,371,554	€691,857,770	€0.00
	08/07/2019	Reimbursement of ORA	7,051	138,378,605	€691,893,025	€0.00
2020	31/03/2020	Creation of PS (2017 tranche)	14,235	138,392,840	€691,964,200	€0.00
	04/06/2020	Creation of PS (2016 tranche)	10,395	138,403,385	€692,016,175	€0.00
	04/06/2020	Increase of share capital reserved for employees	69,150	138,472,385	€692,361,925	€2,503,435.89
2021	31/03/2021	Creation of PS (2017-2018 tranches)	23,990	138,496,375	€692,481,875	€0.00
	24/06/2021	Creation of PS (2018 LTISI* tranche)	23,986	138,520,361	€692,601,805	€0.00
	24/06/2021	Increase of share capital reserved for employees	74,055	138,594,416	€692,972,080	€3,191,029.95

Note: increases in the share capital associated with the exercise of Performance Stock Options (SO) and creation of Performance Shares (PS), cancellation of shares and reimbursements of bonds redeemable in shares (ORA) and bonds redeemable in cash and/or in new and/or existing shares (ORNANE), are stated by a statement of the Management Board.

* LTISI : Additional Performance Shares granted in 2018 related to the successful integration of Westfield.

7.3 SHARE BUY-BACK PROGRAMME

7.3.1 AUTHORISATION TO BUY BACK SHARES

The Combined General Meeting of May 12, 2021 (eighteenth resolution), pursuant to Articles L. 22-10-62 and seq. of the French Commercial Code and in compliance with Regulation no. 596/2014 of the European Parliament and of the European Council of April 16, 2014 on market abuse, authorised the Management Board, for a period of 18 months, to buy back Company shares up to the legal limit of 10% of the total number of outstanding shares adjusted for any change in the share capital during the authorisation period, with the aim of:

(i) cancelling all or part of the Company shares thus purchased, under the conditions provided by Article L. 22-10-62 of the French Commercial Code and subject to a general meeting's authorisation in force to reduce the share capital;
(ii) holding Company shares that can be allotted to its executive officers and employees and to its affiliated companies under the terms and conditions provided by law, in particular in the context of stock option plans, free grants of existing shares, shareholding plans or company savings plans or inter-company (or similar plan) in respect of profit-sharing and/or any other forms of granting shares to employees and/or executive officers of the Group;
(iii) holding shares of the Company to allot them upon the exercise of rights attached to negotiable securities giving access to the share capital by way of redemption, conversion, exchange, presentation of a warrant, or in any other manner;
(iv) stimulating the market or the liquidity of the shares of the Company through an investment intermediary in the context of a liquidity contract; and
(v) implementing any new market practice which might be approved by the French Financial Market Authority and, more generally, carrying out any transaction permitted under the regulations in force.

The maximum share buy-back purchase price is fixed at €110 per Stapled Share, excluding costs, based on a par value of €5 per share. The total cost of the share buy-back programme cannot exceed €1.5 Bn.

This authorisation cannot be used by the Management Board during the period of a public offer.

General Meeting of May 11, 2022

At the General Meeting to be held on May 11, 2022, the Management Board will propose to shareholders that they renew this authorisation for a period of 18 months on the following terms and conditions, and in accordance with Article L. 22-10-62 and seq. of the French Commercial Code, i.e. a maximum share buy-back purchase price at €110 per share excluding costs, based on a par value of €5 per share. The total cost of the share buy-back programme must not exceed €1.5 Bn pursuant to the share capital as at December 31, 2021 (i.e. 138,594,416 shares).

This new authorisation, subject to approval at the General Meeting to be held on May 11, 2022, would replace and supersedes the authorisation granted on May 12, 2021. This authorisation should not be used by the Management Board during the period of a public offer.

7.3.2 REVIEW OF THE USE OF THE AUTHORISATION TO REDEEM SHARES AND INFORMATION ON THE TRANSACTIONS CARRIED OUT DURING THE FINANCIAL YEAR ENDING DECEMBER 31, 2021

Pursuant to the authorisation granted by the General Meeting of May 17, 2018, Unibail-Rodamco-Westfield SE has appointed, on May 7, 2019, Rothschild Martin Maurel Bank to implement a liquidity facility in accordance with the provisions of the legal framework in force.

For the implementation of this facility, €15 Mn in cash was allocated to the liquidity account.

During the 2021 financial year, no Stapled Share was purchased and 4,000 Stapled Shares were sold for a total price of €242,200 (i.e. an average purchase price of €60.55). The lump sum amount for the management of the contract borne by Unibail-Rodamco-Westfield SE in 2021 amounted to €125,000.

The following resources were held on the liquidity account, on December 31, 2021:

- 0 Stapled Share
- €14,741,407.19

URW has announced on January 5, 2022 that it has terminated the liquidity facility entrusted to Rothschild Martin Maurel with effect from December 31, 2021 after the close of trading, as this agreement has not been used during the last months of 2021.

Furthermore, during the 2021 financial year, the Company did not proceed with the acquisition of any other shares, other than those acquired under the liquidity facility, under the share buy-back programme. The Company has not used any derivative products as part of its share buy-back programme.

7.3.3 SITUATION AS AT DECEMBER 31, 2021

As at December 31, 2021, no treasury share is held by the Company.

7.4 INFORMATION ON THE SHAREHOLDING

7.4.1 OWNERSHIP OF CAPITAL AND VOTING RIGHTS

As at December 31, 2021, the Company's share capital comprises 138,594,416 fully paid-up ordinary shares with a par value of €5 each. One single voting right is attached to each share in accordance with the "one share, one vote" principle.

The Company's shareholding structure has changed as follows during the last three financial years:

	Year-end 2019			Year-end 2020			**Year-end 2021**		
Shareholder	Number of shares	% of share capital	% of voting rights	Number of shares	% of share capital	% of voting rights	**Number of shares**	**% of share capital**	**% of voting rights**
Companies controlled by Mr Xavier Niel (Rock Investment and NJJ Holding)	-	-	-	7,512,813	5.43	5.43	20,294,670	14.64	14.64
Executive officers[(1)]	120,854	0.09	0.09	109,437	0.08	0.08	204,508	0.15	0.15
Company savings plan[(2)]	311,357	0.23	0.23	392,089	0.28	0.28	442,088	0.32	0.32
Treasury shares[(3)]	0.00	0.00	0.00	4,000	0.00	0.00	0.00	0.00	0.00
Others shareholders	137,946,394	99.69	99.69	130,454,046	94.21	94.21	117,653,150	84.89	84.89
Total	**138,378,605**	**100.00**	**100.00**	**138,472,385**	**100.00**	**100.00**	**138,594,416**	**100.00**	**100.00**

Figures may not add up due to rounding.
(1) Executive officers endorse the two members of the Management Board as at December 31, 2019 and December 31, 2020, and the five members of the Management Board as at December 31, 2021. The amount does not take into account the units in the Company Savings Plan held by executive officers.
(2) Including units in the Company Savings Plan held by the Management Board members.
(3) Treasury shares held under share buy-back programmes and/or the liquidity contract. Shares held by Unibail-Rodamco-Westfield SE are stripped of voting rights.

There has not been any significant variation of the share capital as at December 31, 2021.

As at December 31, 2021, in accordance with the declarations of crossing of thresholds made to the French Financial Markets Authority, the shareholders holding a number of shares or voting rights representing 5% or more of the total number of shares or voting rights of the Company are the following:

Shareholder	Number of shares and derivatives including the URW Stapled Shares as underlying	**% of share capital including the URW Stapled Shares as underlying**	Number of voting rights including the URW Stapled Shares as underlying	**% of voting rights including the URW Stapled Shares as underlying**
NJJ Holding	32,206,982	23.24	32,206,982	23.24
Société Générale	11,141,884	8.04	11,141,884	8.04
BlackRock Inc.	11,098,164	8.01	11,098,164	8.01
The Goldman Sachs Group Inc.	9,246,540	6.68	9,246,540	6.68

7.4.2 INFORMATION REGARDING OWNERSHIP THRESHOLD DISCLOSURES SINCE JANUARY 1, 2021

Legal threshold disclosures notified prior to January 1, 2021, can be viewed on the French Financial Markets Authority ("AMF") website and threshold disclosures notified to the Company are available at the registered office of the Company.

In addition to the thresholds provided by Article 9 bis of the Articles of Association of the Company, i.e. a number of shares or voting rights representing 2% or more (or any further multiple thereof) of the total number of shares or voting rights of the Company, respectively (see Section 7.6.8) and in accordance with Article L. 233-7 of the French Commercial Code, any individual or entity acting on his, or its, own or in concert who comes to acquire a percentage of the share capital or voting rights of the share capital of the Company which is equal to or greater than 5%, 10%, 15%, 20%, 25%, 30%, 33.3%, 50%, 66.6%, 90% or 95% is required to notify the Company and the AMF at the latest before the closing of the forth trading day following the crossing of such threshold, the total number of shares or voting rights he, or it, holds. Notification must also be given, within the same time frame, when the number of shares or voting rights falls below one of these thresholds.

Failing this, the voting rights attached to all shares exceeding the threshold that have not been disclosed are suspended in the shareholders' meetings until such time as the situation has been regularised and for a period of two years after the date of due notification. Under the same conditions, the voting rights attached to such shares exceeding the threshold that ought to have been declared may not be exercised or transferred by the defaulting shareholder (Article L. 233-14 Paragraphs 1 & 2 of the French Commercial Code).

A standard notification form notifying the crossing of legal thresholds is available on the AMF website.

Based on the legal and statutory threshold crossings disclosed to the Company and/or the AMF by the shareholders, the latest positions notified are identified hereafter for the financial year ended December 31, 2021:

Shareholder	Number of shares	% of share capital(1)	Number of voting rights	% of voting rights
The Goldman Sachs Group, Inc (disclosed on 05/01/2020 - increase)	9,246,540	6.68	9,246,540	6.68
NJJ Holding (disclosed on 11/01/2021 - increase)	9,557,097	6.9018	9,557,097	6.9018
Société Générale (disclosed on 15/01/2021 - increase)	8,906,362	6.43	8,906,362	6.43
BlackRock Inc. (disclosed on 22/01/2021 - increase)	11,098,164	8.01	11,098,164	8.01
The Goldman Sachs Group, Inc (disclosed on 02/02/2021 - decrease)	3,625,878	2.62	3,625,878	2.62
UBS Group AG (disclosed on 16/02/2021 - increase)	2,946,737	2.32	2,946,737	2.32
Caisse des Dépôts et consignations (disclosed on 18/02/2021 - increase)	2,792,239	2.01	2,792,239	2.01
UBS Group AG (disclosed on 24/02/2021 - decrease)	n/c(1)	n/c(1)	n/c(1)	n/c(1)
NJJ Holding (disclosed on 26/02/2021 - increase)	15,789,685	11.40	15,789,685	11.40
Caisse des Dépôts et consignations (disclosed on 02/03/2021 - increase)	2,232,239	1.61	2,232,239	1.61
NJJ Holding (disclosed on 06/04/2021 - increase)	21,461,745	15.50	21,461,745	15.50
NJJ Holding (disclosed on 23/04/2021 - increase)	24,281,982	17.5759	24,281,982	17.5759
AMUNDI (disclosed on 10/08/2021 - decrease)	2,763,903	1.99	2,763,903	1.99
AMUNDI (disclosed on 20/09/2020 - increase)	2,780,359	2	2,780,359	2
NJJ Holding (disclosed on 08/10/2021 - increase)	32,206,982	23.24	32,206,982	23.24
AMUNDI (disclosed on 13/10/2021 - decrease)	2,768,210	1.99	2,768,210	1.99
AMUNDI (disclosed on 14/10/2021 - increase)	2,779,452	2	2,779,452	2
Société Générale (disclosed on 8/11/2021 - increase)	11,141,884	8.04	11,141,884	8.04
AMUNDI (disclosed on le 26/11/2021 - decrease)	2,740,507	1.97	2,740,507	1.97
AMUNDI (disclosed on 08/12/2021 - increase)	2,773,277	2	2,773,277	2
AMUNDI (disclosed on 20/12/2021 - decrease)	2,686,530	1.93	2,686,530	1.93

(1) Not communicated.

7.4.3 SHAREHOLDERS' AGREEMENT

To the best of the Company's knowledge, there is no shareholders' agreement, nor any person or group of persons exercising or capable of exercising control over the Company.

7.5 FINANCIAL AUTHORISATIONS

Pursuant to Article L. 225-37-4 of the French Commercial Code as referenced in Article L. 225-68, the following table summarises the use, between January 1, 2021 and December 31, 2021, of the authorisations currently in force granted by general meetings to increase the share capital. All or parts of financial authorisations approved by the General Meeting of May 15, 2020, or by the General Meeting of November 10, 2020 for the share capital increase reserved for participants of Companies Savings Plans, were in force on January 1, 2021, and were superseded and replaced by new authorisations granted by the General Meeting of May 12, 2021. These authorisations supersede, with effect as from the same date, if applicable, the unused part of any authority previously granted to the Management Board for the same purpose (in grey within the table).

Type of authorisation(1)	Date of General Meeting(4) and resolution	Authorisation expiry date	Amount(2)	Beneficiaries	Issue terms and conditions	Amounts(2) used(5)	Outstanding authorisation(2) as at 31/12/2021(6)
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities with PSR(3)	15/05/2020 resolution no. 18 (period of validity: 18 months)	15/11/2021	€100,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital +€2,000,000,000 (nominal value) in debt instruments(2)	Shareholders	Authorisation to the Management Board to fix the amount and conditions	0	0(4)
	12/05/2021 resolution no. 20 (period of validity: 26 months)	12/07/2023				0	entire authorisation
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities without PSR(3) *via* a public offer	15/05/2020 resolution no. 19 (period of validity: 18 months)	15/11/2021	€60,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital +€2,000,000,000 (nominal value) in debt instruments(2)	Shareholders and/or third parties	Authorisation to the Management Board to fix the amount and conditions; cancellation of the PSR(3) with a priority term	0	0(4)
	12/05/2021 resolution no. 21 (period of validity: 26 months)	12/07/2023	€68,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital +€2,000,000,000 (nominal value) in debt instruments(2)			0	entire authorisation
Increase of the number of shares or securities to be issued in the case of an increase in the share capital with or without PSR(3)	15/05/2020 resolution no. 20 (period of validity: 18 months)	15/11/2021	Maximum threshold of 15% for the first issue and within the global limit fixed in respect of the initial issue of debt instruments(2)	Subscribers to the issue	Authorisation to the Management Board to increase the number of shares and/or negotiable securities giving access to the share capital to be issued at the same terms and conditions as the initial issue	0	0(4)
	12/05/2021 resolution no. 22 (period of validity: 26 months)	12/07/2023				0	entire authorisation
Increase in the share capital without PSR(3) by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities as consideration for capital contributions in kind	17/05/2020 resolution no. 21 (period of validity: 18 months)	15/11/2021	Capital contribution in the form of securities: 10% of the authorised share capital as at the issuance(2)	Subscribers to the issue	Authorisation to the Management Board to fix the amount and conditions including the power to cancel PSR(3)	0	0(4)
	12/05/2021 resolution no. 23 (period of validity: 26 months)	12/07/2023				0	entire authorisation

(1) For more details, please refer to the resolutions themselves.
(2) Up to: the maximum aggregate nominal amount of the capital increases is set at €150 Mn ; the maximum aggregate nominal amount of debt securities is set at €2 Bn. These amounts were maintained by the Combined General Meeting of May 12, 2021.
(3) Pre-emptive subscription rights.
(4) The authorisations/delegations granted by the Combined General Meeting of May 12, 2021 supersede, with effect as from the same date, the unused part of any authority previously granted to the Management Board for the same purpose.
(5) Number of shares, bonds or Performance Stock Options issued/ subscribed for or granted.
(6) Nominal value, number of shares/bonds, Performance Stock Options or Performance Shares.

Type of authorisation[1]	Date of General Meeting[4] and resolution	Authorisation expiry date	Amount[2]	Beneficiaries	Issue terms and conditions	Amounts[2] used[5]	Outstanding authorisation[2] as at 31/12/2021[6]
Increase in the share capital reserved for participants of Companies Savings Plans without PSR[3]	10/11/2020 resolution no. 2 (period of validity: 18 months)	10/05/2021	Maximum nominal value of €2,000,000	Participants in the Company Savings Plan	Authorisation to the Management Board to fix the terms 20% discount applies based on the average share price over previous 20 trading days	0	0[4]
	12/05/2021 resolution no. 24 (period of validity: 18 months)	12/11/2022			Authorisation to the Management Board to fix the terms 30% discount applies based on the average share price over previous 20 trading days	74,055	325,945
Increase in the share capital reserved for managers and employees - Performance Stock Options plan	17/05/2019 Performance Plan no. 11 resolution no. 20 (period of validity: 38 months)	17/07/2022	Maximum: • 1% of the fully diluted share capital per year • 3% of the total diluted capital over the authorisation validity period	Employees and corporate officers of the Group	Authorisation to the Management Board to fix the terms Performance and presence conditions are mandatory No discount applied	885,291	0[4]
	12/05/2021 resolution no. 25 (period of validity: 38 months)	12/07/2024	Maximum: • 1% of the fully diluted share capital per year • 2.6% of the total diluted capital over the authorisation validity period			950,295	2,778,462
Increase in the share capital reserved for managers and employees - Performance Shares plan	17/05/2019 Performance Plan no. 4 resolution no. 21 (period of validity: 38 months)	17/07/2022	0.8% of the total diluted capital over the authorisation validity period	Employees and corporate officers of the Group	Authorisation to the Management Board to fix the terms Performance and presence conditions are mandatory	489,440	0[4]
	12/05/2021 resolution no. 26 (period of validity: 38 months)	12/07/2024	1.2% of the total diluted capital over the authorisation validity period			371,846	1,349,119

(1) For more details, please refer to the resolutions themselves.
(2) Up to: the maximum aggregate nominal amount of the capital increases is set at €150 Mn; the maximum aggregate nominal amount of debt securities is set at €2 Bn. These amounts were maintained by the Combined General Meeting of May 12, 2021.
(3) Pre-emptive subscription rights.
(4) The authorisations/delegations granted by the Combined General Meeting of May 12, 2021 supersede, with effect as from the same date, the unused part of any authority previously granted to the Management Board for the same purpose.
(5) Number of shares, bonds or Performance Stock Options issued/ subscribed for or granted.
(6) Nominal value, number of shares/bonds, Performance Stock Options or Performance Shares.

7.6 ARTICLES OF ASSOCIATION OF THE COMPANY AND CHARTERS

The main statutory provisions are given hereafter. Furthermore, the Management Board, the Supervisory Board, the Audit Committee, the Governance, Nomination and Remuneration Committee each have their own Charter. The Articles of Association and the Charters of these committees are available on the Company's website (www.urw.com) and at its registered office.

As of the date of the filing of this Universal Registration Document, the Articles of Association were last updated on June 24, 2021.

7.6.1 CORPORATE OBJECT (ARTICLE 2 OF THE ARTICLES OF ASSOCIATION)

The Company's corporate object in France and abroad is:

- Investment through the acquisition, development, construction, ownership of land, buildings, property assets and rights, and the fitting out of property complexes, with a view to renting them out;
- The management, rental, leasing, divestment or exchange of the above assets, either directly, or through taking investments or interest ownerships, or by creating partnerships, companies or consortia;
- More generally, any financial, securities or property transactions directly or indirectly connected with the foregoing object or likely to facilitate its achievement; and
- Acquiring, owning, divesting investments in any French or foreign legal entities with an activity directly or indirectly linked to the corporate object of the Company or which would favour its development.

7.6.2 STAPLED SHARE PRINCIPLE (ARTICLE 6 OF THE ARTICLES OF ASSOCIATION)

A Stapled Share comprises a share of the Company and a Unibail-Rodamco-Westfield N.V. class A share ("Unibail-Rodamco-Westfield N.V. class A share").

The Company, Unibail-Rodamco-Westfield N.V. company, and all the controlled entities appearing in the consolidated financial statements of the Company and/or of Unibail-Rodamco-Westfield N.V. constitute the "Stapled Group".

In order to achieve a situation where holders of the Company's shares – other than any entity of the Stapled Group – hold an interest in both the Company and in Unibail-Rodamco-Westfield N.V., as if they held an interest in a single (combined) company:

- None of the shares of the Company can be (i) issued to, or subscribed for by, others than any entity of the Stapled Group, (ii) transferred to or, subject to applicable law, pledged or otherwise encumbered by others than any entity of the Stapled Group, or (iii) released from any encumbrance by others than any entity of the Stapled Group, in each case except together with a Unibail-Rodamco-Westfield N.V. class A share, in the form of a Stapled Share;
- No right to subscribe for one or more Company shares can be (i) granted to or exercised by others than any entity of the Stapled Group, (ii) terminated by others than any entity of the Stapled Group, (iii) transferred to or, subject to applicable law, pledged or otherwise encumbered by others than any entity of the Stapled Group, or (iv) released from any encumbrance by others than any entity of the Stapled Group, in each case except together with a corresponding right to subscribe for an equal number of Unibail-Rodamco-Westfield N.V. class A shares in the form of an equal number of Stapled Shares;
- All shareholders, other than any entity of the Stapled Group, must refrain from (i) acquiring any Company shares, (ii) acquiring, exercising or terminating any right to subscribe for one or more Company shares, or (iii) creating or acquiring a usufruct, pledge or other encumbrance over any Company share or any right to subscribe for one or more Company shares, in each case except (if it concerns a Company share) together with a Unibail-Rodamco-Westfield N.V. class A share, respectively, in the form of a Stapled Share or (if it concerns a right to subscribe for one or more Company shares) together with a corresponding right to subscribe for an equal number of Unibail-Rodamco-Westfield N.V. class A shares in the form of an equal number of Stapled Shares; and
- Subject to applicable law, the Management Board and the Supervisory Board shall take all necessary actions to ensure that, at all times, the number of Company shares issued and held by others than any entity of the Stapled Group is equal to the number of Unibail-Rodamco-Westfield N.V. class A shares issued and held by others than any entity of the Stapled Group.

The Stapled Share Principle can only be terminated by virtue of a resolution passed by the Extraordinary General Meeting of the Company to amend the Articles of Association. A resolution by the Extraordinary General Meeting of the Company deciding such an amendment shall only become effective after the Management Board has confirmed that the Unibail-Rodamco-Westfield N.V. general meeting has passed a resolution to terminate the Stapled Share Principle as included in the Unibail-Rodamco-Westfield N.V. Articles of Association.

7.6.3 SIIC REGULATION

Since 2003, the Company and its eligible subsidiaries opted for and became subject to the tax regime applicable to Listed Property Investment Companies (SIIC) introduced by the 2003 French Finance Act (Article 208 C of the French General Tax Code). This regime is based on the principle of fiscal transparency: in relation to rental activities and gains from divestments, income tax is borne at shareholder level and not at the level of the Company[1].

7.6.4 STATUTORY OBLIGATIONS PERTAINING TO CHANGES IN THE COMPANY'S SHARE CAPITAL AND CATEGORIES OF SHARE RIGHTS

None.

(1) For more details, please refer to note 8 of Section 5.2.

7.6.5 CORPORATE GOVERNANCE STRUCTURE (ARTICLES 10 TO 16 OF THE ARTICLES OF ASSOCIATION)

The Company is managed by a Management Board ("MB") and a Supervisory Board ("SB").

Details of the composition and the functioning of the MB and the SB are set out in Section 3.2.

7.6.5.1 THE MANAGEMENT BOARD (ARTICLES 10 TO 12 OF THE ARTICLES OF ASSOCIATION AND CHARTER OF THE MANAGEMENT BOARD)

The MB is the collegial decision-making body of Unibail-Rodamco-Westfield SE. It is composed of a maximum of seven members appointed for a four-year term by the SB which elects one of them as Chairman. The Management Board consisted of five members as at January 1, 2022.

With respect to third parties, the MB is granted the widest possible powers to act in all circumstances in the name of the Company, subject to those expressly attributed by law to the SB and to general meetings of shareholders and within the limits of the corporate purpose and those which require prior authorisation from the SB (see Section 7.6.5.2.1).

– EXCERPTS OF THE CHARTER OF THE MB

Upon a proposal by the Chairman of the MB and with the authorisation of the SB, the MB members may share the management tasks.

The Chairman of the MB has overall competence except for those duties expressly assigned to another member of the MB.

The responsibilities and functions of the members of the MB other than the CEO are as follows:

- The Chief Financial Officer (CFO) is responsible for tax matters, generating profits through the optimization of the cost of capital, and investor relations. As such, he is in charge of the overall financial function within the Group (financial control, consolidation, (re)financing, tax, the budget and 5-year plan, coordination of asset valuations and investor relations).
- The Chief Resources and Sustainability Officer (CRSO) is in charge of Human Resources, Information Technology, Organisation and CSR functions, within the Group.
- The Chief Investment Officer (CIO) is responsible for the investment/divestment process and defining the co-ownership and co-investment strategy; and coordinating corporate development (mergers and acquisitions, strategic alliances and joint venture developments). He is responsible for challenging the business strategy, in particular: asset and development strategy, major restructurings, extensions or refurbishments. The CIO also leads the Offices business.
- The Chief Customer Officer (CCO) is responsible for defining the marketing strategy, encompassing innovation, branding and digital pillars, leveraging customer insights and business intelligence. The CCO is also responsible for developing new revenues: bolstering commercial partnerships, media and sponsoring; accelerating on data collection, processing and monetisation; and developing game changers' deals and strategic relationships with selected retailers.

7.6.5.2 THE SUPERVISORY BOARD (ARTICLES 13 TO 16 OF THE ARTICLES OF ASSOCIATION AND CHARTER OF THE SUPERVISORY BOARD)

The SB exercises permanent oversight and control over the MB and the general affairs of the Company as provided by law, the Articles of Association and its Charter. The SB has 8 to 14 members appointed for a term of three years.

Retention of an SB member is subject to the condition that he/she is not over the age of 75. If an SB member reaches this age limit while in office, they will be considered as having resigned at the next Ordinary Annual General Meeting which will be held after the end of the year during which they reached the age of 75. During this general meeting, the shareholders may appoint his/her successor.

The number of SB members having exceeded the age of 70 cannot be greater than one-third of the SB members.

The SB elects a Chairman and a Vice-Chairman from among its members who are tasked with convening the Board and directing the discussions. The SB Chairman's and Vice-Chairman's terms may not exceed their terms as SB members.

The SB meets as often as the interest of the Company so requires.

7.6.5.2.1 LIMITATIONS ON THE POWERS OF THE MANAGEMENT BOARD BY THE SUPERVISORY BOARD (ARTICLE 11 OF THE ARTICLES OF ASSOCIATION AND CHARTER OF THE SUPERVISORY BOARD)

Pursuant to Article 11.5 of the Company's Articles of Association and the SB Charter (Appendix E), the SB's prior approval must be obtained for certain MB decisions and operations, in particular:

– EXCERPTS AND SUMMARIES OF CERTAIN PROVISIONS OF THE CHARTER OF THE SB

- All acquisitions (including the acquisition of real estate and of all or part of shareholdings) and any investments (including capital expenditures for internal development), directly or via the intermediary of legal entities exceeding €25 Mn (consolidated figure). The threshold is raised to €500 Mn (consolidated figure) for assets and/or activities located within countries or sectors in which the Group operates. This threshold is raised to €700 Mn (consolidated figure) for urgent operations and decisions, subject to prior agreement between the Chairman of the MB, the Chairman and the Vice-Chairman of the SB;
- Asset disposals (including disposals of real estate and of all or part of shareholdings) directly or via the intermediary of legal entities exceeding €500 Mn (consolidated figure). This threshold is raised to €700 Mn (consolidated figure) for urgent operations and decisions, subject to prior agreement between the Chairman of the MB, the Chairman and the Vice-Chairman of the SB;
- Indebtedness or the creation of guarantees in excess of €500 Mn (consolidated figure), threshold raised to €1 Bn for corporate financial debt refinancing purposes;
- Outsourcing accountability to third parties for asset management and real estate management or other asset management or real estate management representing more than 25% of the total value of the Company's participations and investments;
- Transfers of all or part of the Company's business to third parties in excess of €500 Mn (consolidated figure);
- Any significant changes in the Group's governance and/or organisation, the allocation of responsibilities within the MB, the approval of changes to the Charter of the MB, the relocation of the Group's corporate functions and any action affecting the Company's entitlement to the tax regime applicable to Listed Property Investment Company (SIIC) tax treatment or any other real estate tax-exempt status in a foreign country;
- Any general Remuneration Policy within the Group and any remuneration of the MB members;
- Any shareholdings or interests in other companies or activities and any disposals of or changes to such a shareholding or interest (including any changes to the shareholding of the Company in Unibail-Rodamco-Westfield N.V. exceeding €25 Mn (consolidated figure). The threshold is raised to €500 Mn (consolidated figure) for assets and/or activities located within countries or a sector in which the Group operates. This threshold is raised to €700 Mn (consolidated figure) for urgent operations and decisions, subject to prior agreement between the Chairman of the MB, the Chairman and the Vice-Chairman of the SB;
- Any off-balance sheet commitments by the Company exceeding €25 Mn (consolidated figure). The threshold is raised to €500 Mn for off-balance sheet commitments for assets and/or activities located within countries or a sector in which the Group operates. This threshold is raised to €700 Mn for urgent operations and decisions, subject to prior agreement between the Chairman of the MB, the Chairman and the Vice-Chairman of the SB;
- All proposals to the general meeting to amend the Articles of Association of the Company;
- Any proposal to (re)appoint or dismiss the Statutory Auditors of the Company or of one of its main subsidiaries and any review of the fees of the Statutory Auditors;
- Any proposal to the general meeting to delegate power for the issue or redemption of Company shares, in line with the Stapled Share Principle;
- Any alterations to the Company's dividend allocation policy and proposals by the MB in the distribution of interim or full dividends;
- Any shareholdings or interests in, or contracts with, other companies or activities under which the Company or activity would obtain the right to appoint members of the SB;
- Any decisions to submit applications for a moratorium of file petitions for the bankruptcy of the Company or any of the Groups;
- Any proposal to dissolve or wind up the Company or one of its main subsidiaries;
- Any signing of an agreement involving or likely to involve a conflict of interest between a member of the MB or the SB on the one hand and the Company on the other hand in the meaning of Articles L. 225-86 and seq. of the French Commercial Code;
- Any alteration to the insider trading rules in force within the Company;
- Approval of the Group's strategy and its annual budget, as submitted to the SB for approval when submitting the financial statements for the financial year completed; and
- In accordance with Article L. 229-7 of the French Commercial Code, the rules stated in Articles L. 225-86 to L. 225-90 of the Code, regarding regulated agreements subject to the prior authorisation of the SB, with the exception of agreements on current transactions and signed under normal conditions, are applicable to the Company.

The SB must also, pursuant to its Charter, be informed of current transactions involving amounts in excess of €300 Mn but below €500 Mn.

7.6.5.2.2 THE SPECIALISED COMMITTEES OF THE SUPERVISORY BOARD

Two specialised committees are responsible for assisting the Supervisory Board to carry out its duties: the Audit Committee and the Governance, Nomination and Remuneration Committee. All SB members participate in one of these committees. The committees function under separate charters.

Details of the composition, missions and diligences of the committees are set out in Section 3.2.2.3.

7.6.6 GENERAL MEETINGS (ARTICLES 18 AND 19 OF THE ARTICLES OF ASSOCIATION)

The general meetings of shareholders are convened and conducted pursuant to French law and European regulations. All shareholders, evidencing the ownership of their shares, have the right to participate, either in person or through a representative, provided that they have been shareholders for at least two business days prior to the date of the general meeting.

The terms and conditions of participation in general meetings are set out in Article 18 of the Company's Articles of Association.

There is one voting right per share. There are currently neither preference shares nor shares with double voting rights.

7.6.7 REQUIREMENTS PERTAINING TO THE DISTRIBUTION OF PROFITS (ARTICLE 21 OF THE ARTICLES OF ASSOCIATION)

The distributable profit in any given year is equal to the sum of the net profit and any retained earnings, less any prior year losses and amounts transferred to reserves. In addition to the Distributable Profits, the General Meeting of shareholders may expressly resolve to distribute sums from other distributable reserves and/or contribution premiums.

Pursuant to the SIIC regime, the payment of a dividend may give rise to the imposition of a withholding tax (currently at a rate of 20%) on the Company pursuant to Article 208-C-II-ter of the French General Tax Code calculated on the basis of the total dividend paid to any shareholders holding (directly or indirectly) 10% or more of the share capital ("Shareholder Concerned"[1]), if the Shareholder Concerned, as a legal person who is a non-French tax resident, is not subject to a tax equivalent to the French corporate income tax to be paid by French companies on SIIC dividends distributed by the Company (the "Shareholder Subject to Withholding Tax"). Any Shareholder Concerned is deemed to be a Shareholder Subject to Withholding Tax unless it provides the Company with a satisfactory and unreserved legal opinion certifying that it is not a Shareholder Subject to Withholding Tax. If this is not possible and in compliance with Article 21 of the Articles of Association, this tax will be borne by the Shareholder Subject to Withholding Tax. The withholding amount is either offset against its dividend or reimbursed a *posteriori*.

7.6.8 STATUTORY SHAREHOLDER THRESHOLD AND OBLIGATION TO REGISTER SHARES (ARTICLES 9 AND 9 BIS OF THE ARTICLES OF ASSOCIATION)

In addition to the thresholds provided by French law[2], under Article 9 bis of the Articles of Association of Unibail-Rodamco-Westfield SE, any shareholder that comes to hold, alone or in concert with other shareholders, a number of shares equal to or greater than 2% of the total number of shares in issue or of the voting rights, or any further multiple thereof, must, no later than ten stock exchange days after exceeding each of the holding thresholds, advise the Company in writing of the total number of shares or voting rights held, sent by registered letter with proof of receipt requested to the registered office of the Company. Notification must also be given when the number of shares or voting rights falls below one of these thresholds under the same conditions and within the same time limit.

Moreover, pursuant to Article 9 of the Company's Articles of Association, a Shareholder Concerned[1] must register the totality of its shares (owned directly or *via* an entity it controls pursuant to Article L. 233-3 of the French Commercial Code) and provide evidence to the Company by registered letter with proof of receipt within five stock exchange days of reaching such threshold. A Shareholder Concerned that fails to comply with the above requirements may lose the right to participate in and/or vote at general meetings of the Company in accordance with the provisions of Article 9 Paragraph 4 of the Articles of Association.

Pursuant to the provisions of Article 9 bis, the Shareholder Concerned shall declare under its own responsibility whether it has to be considered as a Shareholder Subject to Withholding Tax (*Actionnaire à Prélèvement*) under Article 208-C-II of the French Tax Code, which is the case when the Shareholder Concerned (i) is not resident in France for taxation purposes; and, (ii) is not subject, in its country of residence, to a tax equal to at least two-thirds of the level of taxation applicable in France. Any Shareholder Concerned declaring it should not to be considered as a Shareholder Subject to Withholding Tax shall provide the Company with a satisfactory and unreserved legal opinion certifying that it is not a Shareholder Subject to Withholding Tax. Any change in the Shareholder Concerned's position should be notified to the Company within ten trading days prior to the payment of any distribution.

Any shares exceeding the threshold that have not been disclosed in accordance with the requirements specified under the first and third paragraphs above shall be disqualified for voting purposes at all general meetings held for a period of two years after the date of the notice confirming the requisite disclosure has finally been made, (i) if the failure to disclose has been duly noted and (ii) if requested by one or more shareholders holding at least 2% of the Company's share capital in accordance with the terms of the law (unless the voting rights have already been stripped pursuant to Article 9 Paragraph 5 of the Articles of Association).

Similarly, the voting rights attached to any shares that have not been disclosed in accordance with these requirements may not be exercised or delegated by the holder either in person or by proxy.

Declarations are to be sent to the Investor Relations Department: individual.investor@urw.com.

(1) A "Shareholder Concerned" is any shareholder, other than a natural person, that owns, directly or through entities acting as intermediaries that it controls within the meaning of Article L. 233-3 of the French Commercial Code, at least the percentage of rights to a dividend specified in Article 208 C-II-ter (10%) of the French General Tax Code.
(2) For more details, please refer to Section 7.4.2.

7.7 INVESTMENT BY THE COMPANY OUTSIDE THE UNIBAIL-RODAMCO-WESTFIELD GROUP

In accordance with Article L. 233-6 of the French Commercial Code, the Company has not made any significant investment in a company with its registered office in France during the financial year ending December 31, 2021.

7.8 ELEMENTS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER

The Stapled Share Principle, which is part of the Articles of Association of the Company (for more details, please refer to Section 7.6.2) contains restrictions on transfers of Company shares.

Any holder of Stapled Shares will hold both Unibail-Rodamco-Westfield SE shares and class A Unibail-Rodamco-Westfield N.V. shares. Consequently, any holder of Stapled Shares must comply with both the French public offer rules and the Dutch public offer rules. Due to Unibail-Rodamco-Westfield SE's shareholding in Unibail-Rodamco-Westfield N.V., one Stapled Share does not represent the same percentage of voting rights in Unibail-Rodamco-Westfield SE as it does in Unibail-Rodamco-Westfield N.V. As a result, a holder of Stapled Shares may cross the 30% threshold for a mandatory public offer for all outstanding Unibail-Rodamco-Westfield SE shares without being subject to a statutory requirement to make a mandatory offer for all outstanding Unibail-Rodamco-Westfield N.V. shares at the same time.

However, due to the Stapled Share Principle, an offeror that is not an entity of the Unibail-Rodamco-Westfield Group can only acquire Unibail-Rodamco-Westfield SE shares in the form of Stapled Shares, which could result in a requirement for the offerer to launch a parallel public offer for all outstanding Unibail-Rodamco-Westfield N.V. shares.

In addition, all information pursuant to Article L. 22-10-11 of the French Commercial Code that is likely to have an effect in the event of a public offer is included in this Chapter 7 and, regarding the change in control, in Section 4.1.5.1.

CHAPTER 8.

Additional information

8.1 STATEMENT OF THE PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

We confirm that the information contained in this Universal Registration Document gives, to the best of our knowledge, an accurate and fair view of the Company and the information contained within is free from any material misstatement.

We confirm that, to the best of our knowledge, the financial statements have been prepared in accordance with the applicable accounting and financial reporting standards and give an accurate and fair view of the financial situation of the Company and of the entities taken as a whole included in the scope of consolidation and that the enclosed management report presents a fair view of the development and performance of the business, the results and of the financial situation of the Company and of the entities taken as a whole included in the scope of consolidation and describes the main risks and uncertainties to which they are exposed.

Paris, March 23, 2022

Jean-Marie Tritant
Chairman of the Management Board
Chief Executive Officer

Fabrice Mouchel
Member of the Management Board
Chief Financial Officer

8.2 STATUTORY AUDITORS

The Statutory Auditors of the Company are the following:

Ernst & Young Audit

Mr Jean-Yves Jégourel and Mr Antoine Flora
1/2, Place des Saisons
92400 Courbevoie Paris La Défense 1

Commencement date of the first term of office:
General Meeting of May 13, 1975

Deloitte & Associés

Mr Emmanuel Gadret
6, Place de la Pyramide
92908 Paris La Défense Cédex

Commencement date of the first term of office[(1)]:
General Meeting of April 27, 2011

The expiry of the term of office of Ernst & Young Audit and Deloitte & Associés will be at the General Meeting held to approve the 2022 accounts.

8.3 HISTORICAL INFORMATION ON FINANCIAL YEARS 2019 AND 2020

Pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2019, the following information is incorporated by reference in this 2021 Universal Registration Document:

8.3.1 FOR 2019 FINANCIAL YEAR

The 2019 Universal Registration Document was filed with the French Financial Markets Authority on March 25, 2020, under number D. 20-0172.

The financial information, the consolidated financial statements for the year 2019 and the Statutory Auditors' report on these financial statements appear respectively in Chapter 4 (on pages 202 to 263) and Chapter 5 (on pages 264 to 391).

Information not included in this Universal Registration Document are either not applicable to the investor or are covered in another section of this Universal Registration Document.

8.3.2 FOR 2020 FINANCIAL YEAR

The 2020 Universal Registration Document was filed with the French Financial Markets Authority on March 25, 2021, under number D. 21-0172.

The financial information, the consolidated financial statements for the year 2020 and the Statutory Auditors' report on these financial statements appear respectively in Chapter 4 (on pages 215 to 284) and Chapter 5 (on pages 286 to 412).

Information not included in this Universal Registration Document are either not applicable to the investor or are covered in another section of this Universal Registration Document.

8.4 DOCUMENTS AVAILABLE TO THE PUBLIC

The following documents are available on the website at www.urw.com:

- The registration documents and the universal registration documents in the form of annual reports, as well as their updates, which are filed with the French Financial Markets Authority; and
- The financial press releases of the Group.

Unibail-Rodamco-Westfield SE's Articles of Association, statutory and consolidated financial statements may be consulted at the headquarters of the Company, 7, Place du Chancelier Adenauer – 75016 Paris, on the website www.urw.com or obtained upon request from the Company.

(1) Deloitte & Associés succeeded Deloitte Marque & Gendrot, which was appointed on April 28, 2005.

8.5 GLOSSARY

Average cost of debt: recurring financial expenses (excluding the ones on financial leases and the ones related to partners' current accounts) + capitalised financial expenses (excluding non-recurring financial expenses, such as mark-to-market and termination costs of financial instruments including bonds repurchased, currency impact)/average net debt over the period.

Buyer's Net Initial Yield: annualised contracted rent (including indexation) and other incomes for the next 12 months, net of operating expenses, divided by the TAC.

Committed projects: projects for which Unibail-Rodamco-Westfield owns the land or building rights and has obtained all necessary administrative authorisations and permits, approvals of Joint-Venture partners (if applicable), approvals of URW's internal governing bodies to start superstructure construction works and on which such works have started.

Controlled projects: projects in an advanced stage of studies, for which URW controls the land or building rights, and all required administrative authorisations have been filed or are expected to be filed shortly. There can be no assurance these will become "Committed" projects, as this will be subject to having obtained all required administrative approvals, as well as those of Joint-Venture partners (if applicable), and of URW's internal governing bodies to start superstructure works.

Debt Yield: ratio of the net operating income to the outstanding loan amount, net of certain cash as defined in the relevant mortgage loan documentation.

Discount Rate (DR): the Discount Rate is the rate used in a "discounted cash flow" model to calculate the present value of future cash flows (positive or negative) that is to say converting such future cash-flows in today's monetary value.

EPRA Net Reinstatement Value ("NRV"): assumes that entities never sell assets and aims to represent the value required to rebuild the entity.

EPRA Net Tangible Assets ("NTA"): assumes that entities buy and sell assets, thereby crystallising certain levels of unavoidable deferred tax.

EPRA Net Disposal Value ("NDV"): represents the shareholder's value under a disposal scenario, where deferred tax, financial instruments and other certain adjustments are calculated to the full extent of their liability, net of any resulting tax.

EPRA NIY: annualised rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the Gross Market Value of the portfolio. For a reconciliation of URW's NIY with the EPRA Net Initial Yield definitions, refer to the EPRA Performance Measures.

EPRA topped-up yield: EPRA Net Initial Yield adjusted in respect of the expiration of rent-free periods (or other unexpired lease incentives such as discounted rent periods and step rents).

EPRA vacancy rate: Estimated Rental Value (ERV) of vacant spaces divided by ERV of total space (let + vacant).

Exit Cap Rate (ECR): the rate used to estimate the resale value of a property at the end of the holding period. The expected Net Rental Income (NRI) per year is divided by the ECR (expressed as a percentage) to get the terminal value.

Flagships: assets of a certain size and/or with footfall in excess of 10 million per year, substantial growth potential for the Group based on their appeal to both retailers and visitors, iconic architecture or design and a strong footprint in their area.

Financial statements under IFRS: the Group's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as applicable in the European Union as at closing date.

Financial statements on a proportionate basis: they are prepared based on the financial statements under IFRS, except for the joint-controlled entities, which are consolidated on a proportionate basis, instead of being accounted for using the equity method (as applicable under IFRS). Unibail-Rodamco-Westfield believes that these financial statements on a proportionate basis give stakeholders a better understanding of the underlying operations of URW and the joint-controlled entities, as they represent a significant part of the Group's operations in the US and the UK.

Foreclosure: the action of a lender seeking to take the collateral on a loan when loan payments are not made, leading to a transfer of the asset and the extinction of the corresponding mortgage debt.

Funds From Operations (FFO): on an annualised basis, the recurring EBITDA minus (i) recurring net financial expenses and (ii) tax on recurring operating result.

Group Share: the part that is attributable to the Group after deduction of the parts attributable to the minority interests.

Interest Cover Ratio (ICR): Recurring EBITDA/Recurring Net Financial Expenses (including capitalised interest). Recurring EBITDA is calculated as total recurring operating results and other income minus general expenses, excluding depreciation and amortisation.

Like-for-like Net Rental Income (Lfl NRI): net rental income excluding acquisitions, divestments, transfers to and from pipeline (extensions, brownfields or redevelopment of an asset when operations are stopped to enable works), all other changes resulting in any change to the square meters and currency exchange rate differences in the periods analysed.

Loan-to-Value (LTV): net financial debt, excluding current accounts with non-controlling interests/total assets (whether under IFRS or on a proportionate basis), including or excluding transfer taxes and excluding goodwill not justified by fee business.

Minimum Guaranteed Rent uplift (MGR uplift): difference between new MGR and indexed old MGR. Indicator calculated on renewals and re-lettings only.

Net Disposal Price (NDP): Total Acquisition Cost incurred by the acquirer minus all transfer taxes and transaction costs.

Net Initial Yield (NIY): annualised contracted rent (including indexation) and other incomes for the next 12 months, net of operating expenses, divided by the asset value net of estimated transfer taxes and transaction costs. Shopping centres under development or not controlled by URW, the Westfield trademark and the airport activities are not included in the calculation of NIY.

Net Initial Yield on occupied space: annualised contracted rent (including latest indexation) and other incomes for the next 12 months, net of operating expenses, divided by the value of occupied space net of estimated transfer taxes and transaction costs. Assets under development are not included in this calculation.

Non-recurring activities: non-recurring activities include valuation movements, disposals, mark-to-market and termination costs of financial instruments, bond tender premiums, impairment of goodwill or recognition of negative goodwill, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.

Occupancy Cost Ratio (OCR): (rental charges + service charges including marketing costs for tenants, all including VAT)/(tenants' sales, including VAT). As tenant turnover is not known for all tenants for The Netherlands, no reliable OCR can be calculated for this country. Primark sales are estimates.

ORNANE ***(Obligations Convertibles ou Échangeables en Actions Nouvelles ou Existantes)***: net share settled bonds convertible into new and/or existing shares.

Peer group components: the external independent advisor gave guidance to the Supervisory Board and the Governance, Nomination and Remuneration Committee on the Fixed Income for the Management Board members using a blended benchmarking approach, primarily based on the following two peer groups:
France General Industry (CAC40); Selected European and UK Real Estate (11 companies): Vonovia, Deutsche Wohnen, Klépierre, Landsec, Gécina, British Land, Foncière des Régions, Swiss Prime Site, Hammerson, Derwent London, Altarea Cogedim.

Other peer groups were used for information and qualitative benchmarking only:
Selected US Real Estate (9 companies): Simon Property Group, GGP, Ventas, Realty Income Corporation, Regency Centers Corporation, Federal Realty Investment Trust, Macerich Company, Kimco Realty Corporation, National Retail Properties, Brixmor Property Group.

Potential Yield: annualised contracted rent (including indexation) and other incomes for the next 12 months, net of operating expenses + the ERV of vacant space, divided by the asset value net of estimated transfer taxes and transaction costs. Shopping centres under development or not controlled by URW, the Westfield trademark and the airport activities are not included in the calculation of Potential Yield.

Reference Index: the TSR Performance Benchmark Index includes companies with more than 50% of their activity focused in Retail or Office and operating in the same countries as URW. Following Westfield's acquisition, the composition of the index has been adjusted by the Governance, Nomination and Remuneration Committee to reflect URW's new geographical and activity scopes. The Reference Index is composed of 25 companies (10 Eurozone Retails, 3 France Offices, 4 UK Retail and 8 US Retail), all sub-index weighted to reflect the weight of each business line in URW Gross Market Value, as follows (as long as the index includes the concerned company over the nesting period of the plan):
Sub-Index Eurozone Retail (63% weight) – Klépierre, Carmila, Deutsche EuroShop, Citycon, EuroCommercial Property, Mercialys, Wereldhave, Vastned Retail, Retail Estates, LAR España Real Estate;
Sub-Index France Offices (7% weight) - Covivio, Icade, Gecina;
Sub-Index UK Retail (8% weight) – British Land, Landsec, Hammerson, NewRiver REIT;
Sub-Index US Retail (22% weight) – Simon Property Group, Macerich, CBL & Associates, Pennsylvania Centers, Regency Centers, Federal Realty Investment, Kimco Realty, Brixmor Property Group.

Replacement capital expenditure (Replacement Capex): replacement Capex relates to works either on equipment or the structure of a standing asset. The primary purpose of Replacement Capex is to ensure that the asset is in good working order and/or to make minor improvements. These investments can be triggered by obsolescence, maintaining technical performance at market levels or compliance with regulatory requirements. These amounts do not include Replacement Capex spent as part of the TIC of extension and/or renovation projects on which the Group's standard Return On Investment (ROI) is expected.

Rotation rate: (number of re-lettings and number of assignments and renewals with new concepts)/number of stores. Short-term leases are excluded.

SBR: Sales Based Rent.

Secured debt ratio: Secured debt/Total assets.

SIIC: *Société d'Investissement Immobilier Cotée* (in France).

Tenant sales: performance in URW's shopping centres (excluding The Netherlands) in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, acquisition of new assets and assets under heavy refurbishment.

Total Acquisition Cost (TAC): the total amount a buyer shall pay to acquire an asset or a company. TAC equals the price agreed between the seller and the buyer plus all transfer taxes and transaction costs.

Total Investment Cost (TIC): Total Investment Cost equals the sum of: (i) all capital expenditures from the start of the project to the completion date and includes: land costs, construction costs, study costs, design costs, technical fees, tenant fitting-out costs paid for by the Group, letting fees and related costs, eviction costs and vacancy costs for renovations or redevelopments of standing assets; and (ii) opening marketing expenses. It excludes: (i) step rents and rent-free periods; (ii) capitalised financial interests; (iii) overhead costs; (iv) early or lost Net Rental Income; and (v) IFRS adjustments.

Unencumbered leverage ratio: Unencumbered assets/unsecured debt.

Valuation of occupied office space: valuation based on the appraiser's allocation of value between occupied and vacant spaces.

Viparis' recurring Net Operating Income ("NOI"): "Net rental income" and "On-site property services operating result" + "Recurring contribution of affiliates" of Viparis venues.

Yield impact: the change in potential yields (to neutralise changes in vacancy rates) and taking into account key money.

Yield on cost: URW share of the expected stabilised Net Rental Income divided by the URW Total Investment Cost increased by rent incentives (step rents and rent-free periods), and for redevelopment project only, the Gross Market Value of the standing asset at the launch of the project.

8.6 CROSS-REFERENCE TABLES

8.6.1 CONCORDANCE TABLE OF THE UNIVERSAL REGISTRATION DOCUMENT

This concordance table is based on the headings set out in Annexes I and II of Delegated Regulation (EU) 2019/980 of the Commission of March 14, 2019 and refers to the sections of this Universal Registration Document in which the relevant information can be found.

Information	Section of the Universal Registration Document
8. CAPITAL RESOURCES	
8.1. Capital information	5.1.4
8.2. Cash flows	5.1.3
8.3. Funding needs and funding structure	4.1.5
8.4. Restrictions on the use of capital resources	2.5
8.5. Anticipated sources of funds	4.1.5.1
9. REGULATORY ENVIRONMENT	
9.1. Description of the regulatory environment and any measures or factors of an administrative, economic, budgetary, monetary, or political nature	4.1.1.2
10. TRENDS INFORMATION	
10.1. Description of major trends and any significant changes in the Group's financial performance since the end of the last financial year	4.1.1 - 4.1.2 - 5.2 (note 1)
10.2. Events likely to have a material impact on the outlook	4.1.1.7 - 4.1.1.9
11. PROFIT FORECASTS OR ESTIMATES	
11.1. Published profit forecasts or estimates	4.1.1.9
11.2. Statement outlining key forecasting assumptions	4.1.1.9
11.3. Statement of comparability with historical financial information and compliance with accounting policies	5.2 (note 2)
12. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES	
12.1. Information concerning Management Board and Supervisory Board members	3.2
12.2. Conflicts of interests	3.2.2.5
13. REMUNERATION AND BENEFITS	
13.1. Remuneration paid and benefits in kind	3.3.2
13.2. Provisions for pensions and retirement benefits	5.2 (note 11)
14. BOARD PRACTICES/FUNCTIONING OF SUPERVISORY AND MANAGEMENT BODIES	
14.1. Expiry date of terms of office	3.2
14.2. Service contracts between members of the administrative, management or supervisory bodies and the issuer	n/a
14.3. Information on the Audit Committee and the Remuneration Committee	3.2.2.3
14.4. Statement of compliance with the corporate governance regime	3.1
14.5. Potential significant impacts on corporate governance	n/a
15. EMPLOYEES	
15.1. Number of employees	2.4
15.2. Profit sharing and stock options	3.3.4
15.3. Agreement for employees to subscribe to the share capital	5.2 (note 11)
16. MAJOR SHAREHOLDERS	
16.1. Shareholders holding more than 5% of the share capital at the time of publication of the Universal Registration Document	7.4
16.2. Existence of different voting rights	7.6.4
16.3. Ownership or control of the issuer, directly or indirectly	7.4
16.4. Arrangements known to the issuer, the operation of which may result in a change of control	n/a
17. RELATED PARTY TRANSACTIONS	5.2 (note 6.5)
18. FINANCIAL INFORMATION CONCERNING ASSETS AND LIABILITIES, FINANCIAL POSITION AND RESULTS	
18.1. Historical financial information	8.3
18.1.1. Audited historical financial information covering the latest three financial years and the audit report	5.1-5.6, 8.3
18.1.2. Change of accounting reference date	n/a
18.1.3. Accounting standards	5.2 (note 2)
18.1.4. Change of accounting framework	5.2 (note 2)
18.1.5. Financial information under French accounting standards	5.3 - 5.4
18.1.6. Consolidated financial statements	5.1 - 5.2
18.1.7. Dates of the latest financial information	5.1 - 5.2

Information	Section of the Universal Registration Document
18.2. Interim and other financial information	n/a
18.2.1. Quarterly or half-yearly financial information	n/a
18.3. Audit of historical annual financial information	
18.3.1. Independent audit of historical annual financial information	5.5 - 5.6 - 5.7
18.3.2. Other audited information	5.7
18.3.3. Sources of information not audited by the statutory auditors	n/a
18.4. Pro forma financial information	n/a
18.5. Dividend policy	
18.5.1. Description of dividend distribution policy and any applicable restrictions	4.1.1.8 - 4.1.1.9
18.5.2. Amount of dividend per share	4.1.1.8
18.6. Governmental, legal and arbitration proceedings	n/a
18.7. Significant change in financial position	n/a
19. ADDITIONAL INFORMATION	
19.1. Share capital	
19.1.1. Amount of issued capital, number of shares issued and fully paid up and nominal value per share, number of shares authorised	7.2
19.1.2. Shares not representing capital	n/a
19.1.3. Number, book value and nominal value of treasury shares	7.3.3
19.1.4. Information concerning securities giving access to share capital	7.2.2
19.1.5. Information on the conditions governing any acquisition rights and/or obligations attached to the subscribed but not paid-up capital, or on any undertaking to increase the share capital	n/a
19.1.6. Information on the share capital of Group companies subject to option	n/a
19.1.7. Historical information of share capital	7.2.4
19.2. Memorandum and Articles of Association	
19.2.1. Register and corporate purpose	7.6
19.2.2. Rights, privileges and restrictions attached to each class of shares	7.6
19.2.3. Arrangement having the effect of delaying, deferring or preventing a change of control	7.6
20. MATERIAL CONTRACTS	n/a
21. DOCUMENTS AVAILABLE	8.4

8.6.2 CROSS-REFERENCE TABLE OF THE FINANCIAL REPORT

The below table of contents sets out the main categories required under the General Regulation of the French Financial Markets Authority (AMF).

Category of Article 222-3 of the AMF General Regulations	Section of the Universal Registration Document
1. FINANCIAL STATEMENTS	5.3
2. CONSOLIDATED FINANCIAL STATEMENTS	5.1
3. MANAGEMENT REPORT	8.6.3
4. RESPONSIBLE PERSONS	
4.1. Persons responsible for the information included in the Annual Financial Report	8.1
4.2. Declaration of the persons responsible for the Annual Financial Report	8.1
5. STATUTORY AUDITORS' REPORTS	
5.1. Statutory Auditors' report on the statutory financial statements	5.6
5.2. Statutory Auditors' report on the consolidated financial statements	5.5

8.6.3 CROSS-REFERENCE TABLE OF THE MANAGEMENT REPORT (INCLUDING THE CORPORATE GOVERNANCE REPORT)

A paragraph related to the armed conflict in Ukraine was not included in the management report approved on February 7, 2022, but have been added for the purpose of the 2021 Universal Registration Document.

The management report prepared pursuant to Article L. 225-100 of the Commercial Code, updated by Ordonnance no. 2019-1234 of November 27, 2019, is included in this Universal Registration Document. It contains the following information, and specially the corporate governance report (unless otherwise stated, the articles in brackets refer to the relevant articles of the Commercial Code).

Management report		Section of the Universal Registration Document
1. SITUATION AND BUSINESS OF THE GROUP		
1.1. Situation of the Company during the past financial year and an objective and exhaustive analysis of the development of the business, results and financial situation of the Company and the Group, in particular its debt situation, in relation to the volume and complexity of business	Articles L. 225-100-1, I., 1°, L. 232-1, II, L. 233-6 and L. 233-26	4.1.1
1.2. Key performance indicators of a financial nature	Article L. 225-100-1, I., 2°	4.1.1
1.3. Key performance indicators of a non-financial nature relating to the specific activity of the Company and the Group, in particular information relating to environmental and personnel issues	Article L. 225-100-1, I., 2°	2.2 - 2.4
1.4. Significant events occurring between the balance sheet date and the date on which the Management Report is prepared	Articles L. 232-1, II. and L. 233-26	4.1.1.7
1.5. Identity of the main shareholders and holders of voting rights at general meetings, and changes during the year	Article L. 233-13	7.4.1
1.6. Existing branches	Article L. 232-1, II	n/a
1.7. Significant equity investments in companies having their registered office in France	Article L. 233-6 al. 1	7.7
1.8. Disposals of cross-shareholdings	Articles L. 233-29, L. 233-30 and R. 233-19	n/a
1.9. Foreseeable changes in the situation of the Company and the Group, and future prospects	Articles L. 232-1, II and L. 233-26	4.1.1.9
1.10. Research and development activities	Articles L. 232-1, II and L. 233-26	n/a
1.11. Table showing the Company's results for each of the last five financial years	Article R. 225-102	5.8.2
1.12. Information on payment terms for suppliers and customers	Article D. 441-4	5.8.1
1.13. Amount of inter-company loans granted and statement by the statutory auditor	Articles L. 511-6 and R. 511-2-1-3	n/a
2. INTERNAL CONTROL AND RISK MANAGEMENT		
2.1. Description of the main risks and uncertainties facing the Company	Article L. 225-100-1, I., 3°	Chapter 6
2.2. Information on the financial risks related to the effects of climate change and presentation of the measures the Company is taking to reduce them by implementing a low-carbon strategy in all components of its activity	Article L. 22-10-35, 1°	2.1.2.2
2.3. Main features of the internal control and risk management procedures implemented by the Company and the Group for the preparation and processing of accounting and financial information	Article L. 22-10-35, 2°	6.1.3
2.4. Information on the objectives and policy regarding the hedging of each main category of transactions and on the exposure to price, credit, liquidity and treasury risks, including the use of financial instruments	Article L. 225-100-1., 4°	6.2.2
2.5. Anti-corruption programme	Law no 2016-1691 of December 9, 2016 called « Sapin 2 »	3.4.5
2.6. Vigilance plan and report on its implementation	Article L. 225-102-4	n/a
3. REPORT ON CORPORATE GOVERNANCE		
REMUNERATION INFORMATION		
3.1. Remuneration policy for corporate officers	Article L. 22-10-8, I., paragraph 2	3.3.1
3.2. Remuneration and benefits of any kind paid during the year or granted in respect of the year to each corporate officer	Article L. 22-10-9, I., 1°	3.3.2.2
3.3. Relative proportion of fixed and variable remuneration	Article L. 22-10-9, I., 2°	3.3.2.2
3.4. Use of the possibility of requesting the return of variable remuneration	Article L. 22-10-9, I., 3°	3.3.1.1

Management report		Section of the Universal Registration Document
3.5. Commitments of any kind made by the Company for the benefit of its corporate officers, corresponding to items of remuneration, indemnities or benefits due or likely to be due as a result of the assumption, termination or change in their functions or subsequent to the exercise thereof	Article L. 22-10-9, I., 4°	3.2.2.5 – 3.3.1.1
3.6. Remuneration paid or granted by a Company included in the scope of consolidation within the meaning of Article L. 233-16 of the French Commercial Code	Article L. 22-10-9, I., 5°	n/a
3.7. Ratios between the level of remuneration of each executive officer and the average and median remuneration of the Company's employees	Article L. 22-10-9, I., 6°	3.3.2.1
3.8. Annual changes in remuneration, Company performance, average remuneration of the Company's employees and the aforementioned ratios over the last five financial years	Article L. 22-10-9, I., 7°	3.3.2.1
3.9. Explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the Company and how the performance criteria have been applied	Article L. 22-10-9, I., 8°	3.3.2.1
3.10. Manner in which the vote of the last ordinary general meeting provided for in II of Article L. 225-100 (until December 31, 2020) and I of Article L. 22-10-34 (as of January 1, 2021) of the French Commercial Code was taken into account	Article L. 22-10-9, I., 9°	3.3.2.1
3.11. Deviation from the procedure for the implementation of the remuneration policy and any deviation from it	Article L. 22-10-9, I., 10°	3.3
3.12. Application of the provisions of the second paragraph of Article L. 225-45 of the French Commercial Code (suspension of the payment of directors' remuneration in the event of failure to comply with the gender mix of the Supervisory Board)	Article L. 22-10-9, I., 11°	3.2.2.1
3.13. Grant and retention of performance stock options to executive officers	Article L. 225-185	3.3.1.1
3.14. Grant and retention of performance shares to executive officers	Articles L. 225-197-1 and L. 22-10-59	3.3.1.1
GOVERNANCE INFORMATION		
3.15. List of all mandates and functions exercised in any Company by each of the corporate officers during the financial year	Article L. 225-37-4, 1°	3.2.1.1 – 3.2.2.1
3.16. Agreements between an executive officer or significant shareholder and a subsidiary	Article L. 225-37-4, 2°	3.2.2.5
3.17. Summary table of valid delegations of authority granted by the General Meeting for capital increases	Article L. 225-37-4, 3°	7.5
3.18. General management procedures	Article L. 225-37-4, 4°	3.2.1
3.19. Composition, preparation and organisation of the Board's work	Article L. 22-10-10, 1°	3.2.2
3.20. Application of the principle of balanced representation of women and men on the Board	Article L. 22-10-10, 2°	3.2.2.1
3.21. Possible limitations by the Supervisory Board on the powers of the Chief Executive Officer	Article L. 22-10-10, 3°	7.6.5.2.1
3.22. Reference to a corporate governance code and application of the "comply or explain" principle	Article L. 22-10-10, 4°	3.1
3.23. Special terms and conditions for the participation of shareholders in the General Meeting	Article L. 22-10-10, 5°	n/a
3.24. Assessment process of the current agreement – Implementation	Article L. 22-10-10, 6°	3.2.2.5
3.25. Information likely to have an impact in the event of a takeover bid or exchange offer	Article L. 22-10-11	7.8
3.26. For public limited companies with a supervisory board: Observations of the Supervisory Board on the report of the Management Board and on the accounts for the financial year	Article L. 225-68, last paragraph	2022 Notice of Meeting
4. SHAREHOLDING AND CAPITAL		
4.1. Structure, changes in the Company's share capital and crossing of thresholds	Article L. 233-13	7.4
4.2. Acquisition and sale by the Company of its own shares	Article L. 225-211	7.3
4.3. Employee share ownership at the last day of the financial year (proportion of capital represented)	Article L. 225-102, 1st paragraph	7.4.1
4.4. Mention of any adjustments for securities giving access to the capital in the event of share buybacks or financial transactions	Articles R. 228-90 and R. 228-91	n/a
4.5. Information on transactions by officers and related parties in the Company's securities	Article L. 621-18-2 of the French Monetary and Financial Code	3.3.3.5
4.6. Amounts of dividends distributed in respect of the previous three financial years	Article 243 bis of the French General Tax Code	5.2 - (note 12.3)

Management report		Section of the Universal Registration Document
5. EXTRA-FINANCIAL PERFORMANCE STATEMENT (EFPS)		
5.1. Business model	Articles L. 225-102-1 and R. 225-105, I	1.1 - 1.3 - 1.4 - 1.5 - 2.1 - 4.1
5.2. Description of the main risks related to the Company's or Group's business, including, where relevant and proportionate, risks created by business relationships, products or services	Articles L. 225-102-1 and R. 225-105, I. 1°	2.1.2.2
5.3. Information on how the Company or Group takes into account the social and environmental consequences of its activity, and the effects of this activity on respect for human rights and the fight against corruption (description of the policies applied and due diligence procedures implemented to prevent, identify and mitigate the main risks related to the Company's or Group's activity)	Articles L. 225-102-1, III, R. 225-104 and R. 225-105, I. 2°	2.1.2.2 - 2.1.5.1 - 3.4.1
5.4. Results of the policies applied by the Company or Group, including key performance indicators	Articles L. 225-102-1 and R. 225-105, I. 3°	2.1.2.2 - 2.1.4.1- 2.2 - 2.3 - 2.4
5.5. Social information (employment, work organisation, health and safety, labour relations, training, equal treatment)	Articles L. 225-102-1 and R. 225-105, II. A. 1°	2.4
5.6. Environmental information (general environmental policy, pollution, circular economy, climate change)	Articles L. 225-102-1 and R. 225-105, II. A. 2°	2.2
5.7. Societal information (societal commitments in favour of sustainable development, subcontracting and suppliers, fair practices)	Articles L. 225-102-1 and R. 225-105, II. A. 3°	2.3
5.8. Anti-corruption information	Articles L. 225-102-1 and R. 225-105, II. B. 1°	2.1.5.1 - 3.4.1
5.9. Information on actions in favour of human rights	Articles L. 225-102-1 and. 225-105, II. B. 2°	2.1.5.1 - 2.4.3.4
5.10. Specific information:		
• Policy of prevention of the risk of technological accidents carried out by the Company;		
• The Company's ability to cover its civil liability to property and persons as a result of the operation of such facilities; and	Article L. 225-102-2	n/a
• Means provided by the Company to ensure the management of compensation for victims in the event of a technological accident involving its responsibility.		
5.11. Collective agreements concluded within the Company and their impact on the Company's economic performance and on the working conditions of employees	Articles L. 225-102-1, III and R. 225-105	2.4.3.4
5.12. Independent Third Party Certification of the Information in the *Déclaration de Performance extra-financière*	Articles L. 225-102-1, III and R. 225-105-2	2.6.2
6. OTHER INFORMATION		
6.1. Additional tax information	Articles 223 quater and 223 quinquies of the French General Tax Code	n/a
6.2. Injunctions or monetary penalties for anti-competitive practices	Article L. 464-2	n/a

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