

## GOVERNANCE AND NOMINATION COMMITTEE CHARTER

This charter was adopted pursuant to Article 5.2 of the charter (the “**SB Charter**”) of the Supervisory Board (the “**SB**”) of **UNIBAIL-RODAMCO SE** (the “**Company**”) and was last amended on December 6, 2018.

### **Article 1. Responsibilities**

1.1. Notwithstanding Article 5.1 of the SB Charter, the Governance and Nomination Committee (the “**GNC**”) advises the SB in relation to its responsibilities and prepares resolutions of the SB in relation thereto.

1.2. The responsibilities of the GNC shall include:

#### **A. Governance**

1.3. Reviewing and assessing the adequacy of the Company’s corporate governance practices and rules and evaluating the Company’s compliance with its corporate governance rules through an annual Compliance Report;

1.4. Identifying and advising the SB on emerging corporate governance issues or significant developments in the applicable laws and/or corporate governance practices;

1.5. Making recommendations to the SB on all matters of corporate governance and on any corrective action to be taken; including advising on the SB’s and SB committees’ organisation, memberships, functions, duties and responsibilities.

1.6. Evaluating, developing and recommending to the SB (changes in) the group’s corporate governance policies and arrangements appropriate for the Company and consistent with best practices;

1.7. Reviewing and advising the SB on insider and related party transactions and /or conflict of interest matters involving SB or MB members;

1.8. Ensuring that the Company’s corporate governance policies and the Company’s practices are transparently described in the Company’s registration document and on the Company’s website;

1.9. Annually evaluating the functions of the Group Compliance Officer and recommending to the SB the (re-)appointment of the Group Compliance Officer, upon proposal of the CEO.

#### **B. Nomination**

1.10. Preparing the profile and selection criteria and appointment procedures for the Company’s (independent) SB members;

1.11. Preparing the profile and selection criteria for the Company’s MB members;

- 1.12. Periodically evaluating the scope and composition of the MB, the SB and its committees, and proposing possible changes in the profile of the SB and, as the case may be, in the composition of the SB committees in relation thereto;
- 1.13. Periodically evaluating the functioning of the individual SB (committee) members, the MB Chairman and the recommendations by the MB Chairman on the performance of the other MB members, and reporting the results thereof to the SB;
- 1.14. Proposing the (re-)appointments of members of the SB and MB;
- 1.15. Supervising the policy of the MB in relation to the selection and appointment criteria for senior management; reviewing the Company's human resources policy;
- 1.16. Preparing the annual SB self-assessment process: the SB itself; the SB in relation to the MB; the Secretariat supporting the SB;
- 1.17. Such other nomination and related matters as may come to the attention of the GNC.

## **Article 2. Composition, Expertise and Independence of the GNC**

- 2.1. The GNC shall consist of at least four members.
- 2.2. At least 3/4 of the members of the GNC shall be independent within the meaning of Article 3.4 of the SB Charter.
- 2.3. The GNC shall be assisted by the Chief Resources Officer (the "CRO") and, as the case may be, the SB Secretary.

## **Article 3. Chairman**

- 3.1. The Chairman of the GNC, appointed by the SB, shall be primarily responsible for the proper functioning of the GNC. He/she shall act as the spokesperson of the GNC and shall be the main contact for the SB and the MB.

## **Article 4. GNC Meetings (committee calendar, participants, minutes)**

- 4.1. The GNC will hold a meeting at least two times a year and whenever one or more SB or MB members request a meeting. GNC meetings are generally held at the Company's registered office, but may also take place elsewhere.
- 4.2. GNC meetings shall be convened by the SB Secretary on behalf of the SB or MB member(s) requesting the meeting. Where practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be received by the GNC members at least 3 days prior to the meeting.
- 4.3. Meetings of the GNC shall be attended by its members and by the persons invited by the Chairman of the GNC. The MB Chairman and the CRO shall attend the meetings unless the GNC expresses a wish to meet without them.
- 4.4. The meetings of the GNC shall be held in English and minutes of the meeting shall be prepared in English

- 4.5. Minutes of the meeting shall be prepared. These minutes shall generally be adopted in the next meeting. The minutes shall be signed for adoption by the Chairman of the GNC and shall be dispatched to all members of the SB as soon as practically possible.
- 4.6. The SB shall be informed of the deliberations and findings of the GNC in the first SB meeting following the relevant committee meeting.
- 4.7. The GNC will perform an annual review of its functioning and report the conclusions to the SB.