



UNIBAIL-RODAMCO-WESTFIELD

COMBINED GENERAL MEETING OF UNIBAIL-RODAMCO-WESTFIELD SE HELD ON MAY 17, 2019

RESULTS OF VOTES

Resolutions within the authority of the Ordinary General Meeting:

Number of shares with voting rights	138,371,423
Number of voting rights	138,371,423
Number of shareholders present, represented or having voted by post	1,591
Number of voting rights present, represented or having voted by post	82,704,808
Quorum	59.77%

Resolutions within the authority of the Extraordinary General Meeting:

Number of shares with voting rights	138,371,423
Number of voting rights	138,371,423
Number of shareholders present, represented or having voted by post	1,581
Number of voting rights present, represented or having voted by post	82,705,183
Quorum	59.77%

Resolutions within the authority of the Ordinary General Meeting	For	Against	Expressed voting rights ¹	Results
1. Approval of the statutory financial statements for the year ended December 31, 2018	99.99%	0.01%	82,378,684	Adopted
2. Approval of the consolidated financial statements for the year ended December 31, 2018	99.99%	0.01%	82,378,434	Adopted
3. Allocation of profit for the year ended December 31, 2018, setting of the dividend and its date of payment	99.90%	0.10%	82,453,114	Adopted
4. Approval of the Statutory Auditors' special report on related party agreements and commitments governed by Articles L. 225-86 et seq. of the French Commercial Code	99.98%	0.02%	82,453,174	Adopted
5. Approval of the total remuneration and benefits of any kind due or granted for the year ended December 31, 2018 to Mr Christophe Cuvillier, as Group Chief Executive Officer	73.98%	26.02%	82,567,599	Adopted
6. Approval of the total remuneration and benefits of any kind due or granted for the year ended December 31, 2018 to Mr Olivier Bossard, Mr Fabrice Mouchel, Ms Astrid Panosyan, Mr Jaap Tonckens and Mr Jean-Marie Tritant, members of the Management Board	78.78%	21.22%	82,448,816	Adopted
7. Approval of the total remuneration and benefits of any kind due or granted for the year ended December 31, 2018 to Mr Colin Dyer, as Chairman of the Supervisory Board	99.30%	0.70%	82,428,712	Adopted

¹ Due to the legal form of Unibail-Rodamco-Westfield SE as a European company, please note :
Abstentions are not taken into account in the results
Expressed voting rights = sum of votes For + Against

8. Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the Group Chief Executive Officer	72.79%	27.21%	82,618,757	Adopted
9. Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the member(s) of the Management Board, other than the Chairman	77.27%	22.73%	82,448,523	Adopted
10. Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the members of the Supervisory Board	98.13%	1.87%	82,427,985	Adopted
11. Renewal of the term of office of Mr Jacques Stern as member of the Supervisory Board	99.13%	0.87%	82,399,094	Adopted
12. Authorization to be granted to the Management Board to enable the Company to purchase its shares in accordance with Article L. 225-209 of the French Commercial Code	99.29%	0.71%	82,421,624	Adopted

Resolutions within the authority of the Extraordinary General Meeting	For	Against	Expressed voting rights¹	Results
13. Modification of the corporate name, introduction of the Company acronym and amendment of Article 3 of the Articles of Association of the Company	99.93%	0.07%	82,454,709	Adopted
14. Authorization to be granted to the Management Board to reduce the share capital by the cancelling shares bought back by the Company in accordance with Article L. 225-209 of the French Commercial Code	96.63%	3.37%	82,453,692	Adopted
15. Delegation of authority to be granted to the Management Board to issue ordinary shares and/or securities giving immediate access and/or in the future to the share capital of the Company or one of its subsidiaries with pre-emptive subscription rights	98.73%	1.27%	82,453,622	Adopted
16. Delegation of authority to be granted to the Management Board to issue ordinary shares and/or securities giving immediate access and/or in the future to the share capital of the Company or one of its subsidiaries without pre-emptive subscription rights, through a public offer	96.74%	3.26%	82,402,446	Adopted
17. Delegation of authority to be granted to the Management Board to increase the number of securities to be issued in the event of a share capital increase, with or without pre-emptive subscription rights, pursuant to the fifteenth and sixteenth resolutions	95.33%	4.67%	82,401,546	Adopted
18. Delegation of powers to be granted to the Management Board to issue ordinary shares and/or securities giving access to the share capital of the Company, without pre-emptive subscription rights, in payment for assets contributed to the Company	98.58%	1.42%	82,454,529	Adopted

¹ Due to the legal form of Unibail-Rodamco-Westfield SE as a European company, please note :
Abstentions are not taken into account in the results
Expressed voting rights = sum of votes For + Against

19. Delegation of authority to be granted to the Management Board to increase the share capital by issuing ordinary shares and/or securities giving access to the share capital of the Company reserved for participants in Company savings plan (Plan d'Épargne d'Entreprise), without pre-emptive subscription rights, in accordance with Articles L. 3332-18 et seq. of the French Labour Code	99.45%	0.55%	82,401,994	Adopted
20. Authorization to be granted to the Management Board to grant options to purchase and/or to subscribe for shares in the Company and/or Stapled Shares, without pre-emptive subscription rights, to the benefit of employees and executive officers of the Company and its subsidiaries	78.14%	21.86%	82,622,761	Adopted
21. Authorization to be granted to the Management Board to grant Performance Shares in the Company and/or Stapled Shares to the benefit of employees and executive officers of the Company and/or its subsidiaries	86.58%	13.42%	82,451,407	Adopted

Resolutions within the authority of the Ordinary General Meeting	For	Against	Expressed voting rights¹	Results
22. Powers for formalities	99.95%	0.05%	82,397,516	Adopted

¹ Due to the legal form of Unibail-Rodamco-Westfield SE as a European company, please note :
Abstentions are not taken into account in the results
Expressed voting rights = sum of votes For + Against