

This is a translation into English of the official Dutch version of a deed of amendment to the articles of association. In the event of a conflict between the English and Dutch texts, the Dutch text shall prevail.

**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION
WFD UNIBAIL-RODAMCO N.V.**

On this day, the [*day*] day of [*month*] two thousand and nineteen, appeared before me, Paul Cornelis Simon van der Bijl, civil law notary in Amsterdam:

[*person appearing*].

The person appearing declared that the general meeting of shareholders of **WFD Unibail-Rodamco N.V.**, a public limited liability company under Dutch law, having its corporate seat in Amsterdam (address: Schiphol Boulevard 315, World Trade Center Schiphol - Tower F, seventh floor, 1118 BJ Schiphol; trade register number: 70898618) (the "**Company**") held on eleventh day of June two thousand and nineteen (the "**AGM**") decided to amend the Company's articles of association partially.

A copy of [an extract from] the minutes of the AGM (the "[**Extract**][**Minutes**]") shall be attached to this Deed as an annex.

The Company's articles of association were most recently amended by a deed executed on the seventh day of June two thousand and eighteen before Paul Cornelis Simon van der Bijl, aforementioned.

In order to carry out the abovementioned resolution, the person appearing declared to amend the Company's articles of association partially, as set out below:

- **Article 2.1 shall come to read as follows:**
"2.1 The Company's name is **Unibail-Rodamco-Westfield N.V.**"
- **Article 2.2 shall be renumbered to article 2.3 and a new article 2.2 shall be included which shall come to read as follows:**
"2.2 The Company may use other trade names, including **URW N.V.**"
- **Article 31.3 shall come to read as follows:**
"31.3 Unless a greater majority is required by law or by these articles of association, all resolutions of the General Meeting shall be passed by Simple Majority. If applicable law requires a greater majority for resolutions of the General Meeting and allows the articles of association to provide for a lower majority, those resolutions shall be passed with the lowest possible majority, except if these articles of association explicitly provide otherwise. Unless a greater part of the Company's issued share capital is required by law or by these articles of association, resolutions of the General Meeting can only be adopted if at least twenty percent (20%) of the Company's issued share capital is represented at the General Meeting. A second meeting as referred to in Section 2:120(3) DCC cannot be convened."

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Finally, the person appearing declared that, as evidenced by the [Extract][Minutes], the person appearing has been authorised to execute this Deed.

The person appearing is known to me, civil law notary.

This Deed was executed in Amsterdam on the date mentioned in its heading.

After I, civil law notary, had conveyed and explained the contents of the Deed in substance to the person appearing, the person appearing declared that to have taken note of the contents of the Deed, to be in agreement with the contents and not to wish them to be read out in full. Following a partial reading, the Deed was signed by the person appearing and by me, civil law notary.