

unibail-rodamco

COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF UNIBAIL-RODAMCO SE HELD ON APRIL 26, 2012

RESULTS OF VOTES

Number of shares with voting rights	91,878,013
Number of voting rights	91,878,013
Number of shareholders present, represented or having voted by post	1,775
Number of voting rights present, represented or having voted by post	58,673,057
Quorum	63.85%

Resolutions for the Ordinary General Meeting	For	Against	Abstention ¹	Expressed voting rights²	Results
1. Approval of the 2011 annual accounts	99.99%	0.01%	-	58,529,499	Adopted
2. Approval of the 2011 consolidated accounts	99.99%	0.01%	-	58,529,322	Adopted
3. Allocation and distribution of profits	99.99%	0.01%	-	58,528,590	Adopted
4. Regulated agreements and commitments	99.99%	0.01%	-	58,157,333	Adopted
5. Renewal of the term of office of Ms. Marry Harris as a member of the Supervisory Board	99.97%	0.03%	-	58,528,979	Adopted
6. Renewal of the term of office of Mr. Jean-Louis Laurens as a member of the Supervisory Board	99.96%	0.04%	-	58,528,809	Adopted
7. Renewal of the term of office of Mr. Alec Pelmore as a member of the Supervisory Board	99.96%	0.04%	-	58,528,799	Adopted
8. Appointment of Ms Rachel Picard as member of the Supervisory Board	99.97%	0.03%	-	58,528,979	Adopted
9. Authorisation to be granted to the Management Board to enable the Company to deal in its own shares	99.96%	0.04%	-	58,529,481	Adopted

Resolutions for the Extraordinary General Meeting	For	Against	Abstention	Expressed voting rights	Results
10. Delegation of authority to the Management Board to reduce the share capital by the cancellation of treasury shares	99.94%	0.06%	-	58,559,250	Adopted
11. Delegation of authority to the Management Board to decide to : (i) increase the share capital by the issue of ordinary shares and/or securities giving access to the share capital of the Company or its subsidiaries, maintaining preferential subscription rights (droit préférentiel de souscription), or (ii) issue of securities giving the right to the allotment of debt instruments, maintaining preferential subscription rights	99.80%	0.20%	-	58,529,640	Adopted

Due to the legal form of Unibail-Rodamco SE as a European company, please note :

¹ Abstentions are not taking into account in the results

² Expressed voting rights = sum of votes For + Against + Abstention

Resolutions for the Extraordinary General Meeting	For	Against	Abstention	Expressed voting rights	Results
12. Delegation of authority to the Management Board to decide to (i) increase the share capital by the issue of ordinary shares and/or securities giving access to the share capital of the Company and/or its subsidiaries, cancelling preferential subscription rights, and/or (ii) issue securities giving the right to the allotment of debt instruments, cancelling preferential subscription rights	97.27%	2.73%	-	58,567,048	Adopted
13. Delegation of authority to the Management Board to increase the number of securities to be issued in the event of a capital increase, while maintaining or cancelling preferential subscription rights, in accordance with the 11 th and 12 th resolutions	97.77%	2.23%	-	58,566,570	Adopted
14. Delegation of authority to the Management Board to issue ordinary shares and/or negotiable securities giving access to the share capital of the Company as consideration for contributions in kind received by the Company up to the limit of 10% of the Company's share capital	99.08%	0.92%	-	58,530,866	Adopted
15. Delegation of authority to the Management Board to decide upon capital increases through the issuance of shares or negotiable securities giving access to the capital of the Company reserved for participants of company savings plans (French plans d'épargne d'entreprise), cancelling the preferential subscription rights in favour of such participants	98.84%	1.16%	-	58,562,177	Adopted
16. Delegation of authority to the Management Board to allot performance shares to members of the salaried staff and company officers of the Company and its subsidiaries.	96.95%	3.05%	-	58,536,363	Adopted
17. Amendment of article 18 of the Article of Association –Convening of General Meetings – Electronic voting	99.99%	0.01%	-	58,527,622	Adopted

Resolution for the Ordinary General Meeting	For	Against	Abstention	Expressed voting rights	Results
18. Powers for formalities	99.99%	0.01%	-	58,516,280	Adopted

In their allocation to the Annual General Meeting, M. Robert van Oordt, Chairman of the Supervisory Board, and M. Guillaume Poitrinal, Chairman of the Management Board and CEO, summarized the highlights of the 2011 financial year and presented the outlook of the Group. M. Robert van Oordt chaired his last General Assembly and introduced M. Robert ter Haar as the new Chairman of the Supervisory Board.

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