UNIBAIL-RODAMCO-WESTFIELD

Universal Registration Document 2023

Unibail-Rodamco-Westfield SE

UNIBAIL-RODAMCO-WESTFIELD

Universal Registration Document

2023

AMF

AUTORITÉ DES MARCHÉS FINANCIERS

This Universal Registration Document has been filed on March 19, 2024, 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.

1.

CHAPTER 1

PRESENTATION OF THE GROUP

1.1 KEY FACTS

3
Main activities
Shopping Centres
Offices & Others
Convention & Exhibition

12
Countries

72
Shopping Centres

~900 Mn
Visits

2,631
Employees

€49.6 Bn
Gross Market Value

€146.7
EPRA Net Reinstatement Value per share

€2.5 Bn
Development pipeline

€2,210 Mn
Net Rental Income

€2,199 Mn
EBITDA(1)

€9.62
AREPS(2)

9.3x
Net debt/EBITDA

(1) Earnings Before Interest, Taxes, Depreciation, and Amortisation (EBITDA).
(2) Adjusted Recurring Earnings Per Share. The Adjusted Recurring Earnings 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.

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 2 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 *Société d'Investissement Immobilier Cotée* ("SIIC"). Unibail opts for the 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 4 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 10 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 non-core 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.

2014
Partnership with Canada Pension Plan Investment Board on Centro shopping centre (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".

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 is listed on the ASX, enabling Australian investors to make direct investments in the US retail property market.

1998
Westfield acquires 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 9 prime town centre and urban locations.

2002
Westfield becomes one of the largest retail property groups in the US with the acquisition of 9 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 5 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.

2022
Continued deleveraging with €2.8 Bn of European and US disposals. Delivery of Les Ateliers Gaîté shopping centre and Gaîté Montparnasse office project, completing the Gaîté Montparnasse mixed-use complex. Launch of Westfield Rise in Europe, an in-house retail media agency.

2023
Strong operating performance with main KPIs back to or better than pre-COVID levels. Continued deleveraging with 11 transactions secured as at 2023 results publication on February 8, 2024. Successful return to the bond market at attractive conditions with first-of-its-kind hybrid exchange followed by a successful green bond issuance. "Better Places" sustainability roadmap shared with the market including net zero targets approved by the Science Based Targets initiative ("SBTi"). Shareholder distribution reinstated with a proposed cash payment of €2.50 per share to be paid in 2024, subject to approval by the Annual General Meeting of Unibail-Rodamco-Westfield SE held on April 30, 2024. Jacques Richier appointed as Chairman of the Supervisory Board, succeeding Léon Bressler.

1.3 STRATEGY AND BUSINESS MODEL

INTRODUCTION – REINVENT BEING TOGETHER

Unibail-Rodamco-Westfield ("URW" or "the Group") is an owner, developer and operator of sustainable, high-quality real estate assets in the most dynamic cities in Europe and the United States. Founded in 1968, Unibail merged with Rodamco Europe in 2007 to form Unibail-Rodamco, and in 2018 the company acquired Westfield Corporation ("Westfield") to become Unibail-Rodamco-Westfield.

The Group owns and operates 72 shopping centres in 12 countries, 49 of which are Flagships[(1)]. 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.

As at December 31, 2023, the Group's proportionate total portfolio value stood at €49.6 Bn, of which 86% in Shopping Centres, 6% in Offices & Others, 5% in Convention & Exhibition venues and 2% in Services.

See section 1.4 for a breakdown of the Group's business segments and section 1.5 for a full list of the Group assets.

URW'S BUSINESS STRATEGY

URW's purpose is to create sustainable places that Reinvent Being Together, in line with its Better Places sustainability roadmap. URW is a committed partner in the regeneration of cities and urban environmental transformation by creating and operating unique sustainable places that connect people through extraordinary experiences.

CREATING AND OPERATING UNIQUE SUSTAINABLE PLACES

The destinations created by URW participate in shaping and improving the cities in which the Group is present. URW anticipates consumer trends to ensure its assets meet evolving demand, while delivering on its commitment to make positive contributions to the social, environmental and economic well-being of its communities.

URW concentrates on Flagship destinations in the leading cities and catchment areas, attracting new and differentiated retailers through active tenant rotation, and driving footfall by offering high-quality services and executing on a dynamic customer engagement strategy.

The Group also develops high-quality mixed-use assets with high sustainability standards in the best cities and catchment areas. Recent projects include the redevelopment of Westfield Mall of the Netherlands, the mixed-use redevelopment at Les Ateliers Gaîté and Westfield Hamburg Überseequartier – Europe's largest inner-city development project – which will be delivered in April 2024. The Group's strategy also includes maximising the value of its portfolio by adding office, residential, hotel or other uses. Recent projects include the refurbishment of Lightwell, an office building at La Défense, and Coppermaker Square, a residential scheme in London.

CONNECTING PEOPLE THROUGH EXTRAORDINARY MEANINGFUL SHARED EXPERIENCES

The Group's assets attracted c. 900 million visits in 2023, allowing URW to provide a unique platform for retailers and brands. This visitor base strengthens the Group's consumer insights, making URW a critical partner for such operators globally.

The Group's Westfield brand is the only global B2B and B2C brand for retail, leisure, entertainment and dining destinations. URW continues to leverage the Westfield brand, by introducing it to its Continental European Flagship assets, and has rebranded 20 centres since 2019.

URW's unrivalled portfolio also provides a unique platform to generate new revenue streams from advertising, brand experience and data by turning URW's footfall into qualified audiences highly valued by retailers and brands. Westfield Rise, the Group's in-house retail media agency, serves as a one-stop-shop for brands and media-buyers to creative innovative and measurable campaigns across URW's platform. The Group also progressed on the roll-out of its first-party data collection system based on a disruptive AI technology, that enables a GDPR[(2)] compliant qualification of mall audiences and further monetisation through Westfield Rise. Based on this technology, the Group provides brands and retailers valuable performance reports that allow them to target relevant audiences and boost their performance. This system is now live in 13 Westfield shopping centres (4 countries) and will be live in 20 Westfield shopping centres (9 countries) by year-end 2024.

In a context where consumers have greater sustainability-related expectations and count on brands to support them on their sustainability journey, URW has developed the Sustainable Retail Index ("SRI") to provide transparency and support the sustainable evolution of retail. Co-developed with Good On You, a global sustainable-brand ratings company, the SRI provides a dynamic view on retailers' sustainability commitments, ambitions and performance at a company, product and store-operations level. This initiative helps the Group to ensure its offer corresponds to their ever-increasing expectation for sustainable places and products. To complement that demand, URW has dynamic programmes throughout the Westfield platform that support a wide array of onsite experiences, such as the Westfield Good Festival, a flagship event that connects consumers around sustainability-driven experiences and provides a forum for brands and retailers to share their sustainable journeys.

(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.
(2) General Data Protection Regulation.

PUTTING PEOPLE AT THE HEART OF EVERYTHING URW DOES

URW empowers its talented professionals to be sustainable and creative change-makers in a rapidly evolving retail environment. Their skills, engagement and teamwork are key to driving performance and generating superior value.

The teams' 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 promotes 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 embedded in its values, "Together at URW".

CONTINUED FOCUS ON DELEVERAGING STRATEGY AND BALANCE SHEET MANAGEMENT

Against the backdrop of unfavourable real estate investment market conditions, where activity was down by around -50% in Europe and in the US, the Group completed or secured further disposals and foreclosures in 2023, leading to a net debt reduction of €1.0 Bn on an IFRS basis and €1.3 Bn on a proportionate basis[(1)]. Since 2021, the total IFRS net debt reduction contribution from disposals amounted to €5.1 Bn[(2)] at Group level with €3.6 Bn in Europe and €1.5 Bn in the US.

In Europe, URW completed the sale of the "V" office building in Versailles, a 50% stake in Hôtel Salomon de Rothschild in Paris, Polygone Riviera in Cagnes-sur-Mer and Novotel Lyon Confluence, all in France. In addition, on January 30, 2024, URW closed the sale of Equinoccio in Spain.

In the US, the Group also continued efforts to streamline its US portfolio with the sale of Westfield North County, Westfield Brandon, Westfield Mission Valley shopping centres and Westfield Valencia Town Center. On October 26, 2023, the Group foreclosed on San Francisco Centre, handing over control of the asset (asset value of $301 Mn as at June 30, 2023), and the companies holding it were thus deconsolidated together with the allocated debt of $340 Mn. In H2-2023, URW signed a Sale, Purchase and Escrow Agreement with a $30 Mn non-refundable cash deposit for the disposal of Westfield Oakridge. The transaction is expected to be completed in Q2-2024.

URW remains committed to deleverage through disposals in Europe, in line with its long-standing capital recycling policy, and in the US.

The radical reduction of the Group's US financial exposure remains its path forward. URW's operational performance, in particular in the US, its contained cost of debt, ample liquidity position and capex control give it flexibility on when it executes this plan.

The Group is currently in active discussions with potential buyers for €1 Bn of assets in Europe and in the US.

The Group undertakes select development projects and, as at the end of 2023, had a total development pipeline of €2.5 Bn. The committed pipeline was €2.4 Bn, of which 90% will be delivered in 2024 and €0.7 Bn remains to be spent.

The Group has a strong liquidity position with €13.6 Bn[(3)] including €5.5 Bn of cash on hand as at December 31, 2023, covering its financing needs for more than the next 36 months. The Group's average cost of debt amounted to 1.8% in 2023 and average debt maturity stood at 7.8 years[(4)].

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

URW is a committed partner in the regeneration of cities by accelerating their environmental transformation. Sustainability is at the very heart of URW's business strategy.

In 2023, URW announced an evolution of its Better Places sustainability roadmap. The updated roadmap builds on URW's sustainability leadership and performance with a core focus on the continued reduction of carbon emissions across its value chain. More broadly, the roadmap is designed to future proof URW's portfolio, support the sustainable evolution of retail and unlock value creation opportunities.

Key highlights:

- New greenhouse gas ("GHG") emissions reduction targets:
  - -90% reduction in Scopes 1 & 2 by 2030 and committed neutralisation plan of 10% residual emissions through carbon removal projects (net zero on Scopes 1 & 2);
  - Investment in Mirova's Climate Fund for Nature to protect biodiversity and address residual emissions; and
  - -90% reduction in Scopes 1, 2 & 3 by 2050 with 10% neutralisation plan (net zero on Scopes 1, 2 & 3).
- Net zero climate targets are in line with the Intergovernmental Panel on Climate Change ("IPCC") scientific consensus and approved by the SBTi based on its Corporate Net Zero Standard. URW is the first retail real estate company in the EU and sixth CAC 40 company to obtain SBTi approval of net zero targets;
- Increase in renewable electricity production in Europe to 50 MWp by 2030, allowing to generate the equivalent to 30% of common-area electricity needs;
- Accelerated mobility action plan to reach at least 4,000 electric vehicles ("EV") charging points by 2030 in Europe;
- Comprehensive environmental plan with quantified targets covering biodiversity, waste and water reduction;

(1) Including disposals and foreclosures completed or secured by February 8, 2024.
(2) €5.6 Bn on a proportionate basis.
(3) On an IFRS basis.
(4) Taking into account the undrawn credit lines (subject to covenants) and cash on hand.

- 2 innovative retail initiatives:
  - Better Places Certification to assess and promote the sustainable performance of URW's retail assets using 94 criteria, including existing certifications, covering all environmental and social dimensions; and
  - Sustainable Retail Index to provide insight into the progress of retailers in their environmental transition.
- Organising a Westfield Good Festival or at least 1 annual campaign or event to raise sustainable awareness by 2025 in all assets; and
- Reaching 15,000 people annually with the Group's community support programme.

In January 2024, the Group released the first Impact Study[1] for a European retail REIT, measuring the positive footprint its shopping centres have at a European, country and asset level, based on 4 pillars: economic, environmental, social and the common good.

More information on the Group's sustainability strategy – including impacts, risks and opportunities – can be found in Chapter 3 and Chapter 6.

DISTRIBUTION

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

The Group will propose to the Annual General Meeting ("AGM")[2] a cash distribution of €2.50/share for fiscal year 2023 to be paid on May 16, 2024.

This proposal is based on 2023 achievements, the improved visibility of the Group's operating performance, the delivery of its main committed projects in 2024, the limited forecasted Capex beyond 2024, its credit metrics and its liquidity position.

Standard & Poor's ("S&P") and Moody's confirmed the proposed cash distribution would have no impact on the current rating of the Company.

Going forward, the Group intends to significantly increase the distribution based on operating performance, deleveraging progress and valuations evolution. The Group remains fully committed to continue deleveraging through disposals, including the radical reduction of its financial exposure in the US, and disciplined capital allocation.

As at December 31, 2023, the total statutory retained losses of URW SE (parent company) is negative at -€2,927 Mn, including a loss of -€585 Mn in 2023. Given the negative statutory results of URW SE, the Group has no obligation to pay a dividend in 2024 for the fiscal year 2023 under the SIIC regime and other REIT regimes it benefits from. The dividend distribution obligation resulting from the French SIIC regime will be delayed until URW has sufficient statutory results to meet this obligation. As a consequence, the distribution will be made out of premium, which amounted to €13.5 Bn in URW's statutory accounts as at December 31, 2023. This premium distribution will not reduce the carry forward SIIC dividend payment obligation standing at €2,001 Mn as at December 31, 2023, and will qualify as an equity repayment[3] for French tax purposes (Article 112-1 of the French Tax Code).

2024 GUIDANCE

The Group has seen a continuous improvement in its operating performance, now back to or better than pre-COVID levels in all its sectors. The increasing appeal for prime retail assets should support the Group's performance even in a macro-economic environment that remains uncertain.

In parallel, the Group has continued to sell non-strategic assets and is committed to further deleveraging.

Thanks to the positive dynamic seen in 2023, the significant deliveries due in 2024 and the benefit of the Paris Olympic and Paralympic Games, the Group forecasts its 2024 AREPS to be in a range of €9.65 – €9.80.

The main drivers of this guidance are:

- Consistent operating performance in retail following a strong 2023;
- Contribution from the delivery of €2.1 Bn of projects covering retail, office and residential;
- Increasing variable income revenues, including Westfield Rise;
- The impact of large biennial events and of the Olympics, supporting C&E activity in 2024;
- Ongoing cost discipline;
- Cost of funding slightly up with full year effect of funds raised in 2023 and lower expected cash remuneration;
- Full year impact of the hybrid cost following the Exchange Offer completed in 2023 of the Perp-NC23 into a new hybrid instrument and the remaining Perp-NC23 coupon reset; and
- The impact of disposals as part of its ongoing deleveraging plan.

This guidance does not include major disposals in the US in the context of the radical reduction of its financial exposure.

The Group assumes no major deterioration of the macro-economic and geopolitical environment.

(1) The impact study is available here: https://www.urw.com/en/press/press-news/2024/measuring-the-impact-of-our-destinations-in-europe
(2) Held on April 30, 2024.
(3) For the tax treatment please refer to relevant financial advisors.

MEDIUM-TERM OUTLOOK

At its 2022 Investor Day, URW announced that it expected European retail Net Rental Income ("NRI") and EBITDA to reach stabilised pre-COVID levels(1) on a run rate basis in 2023 with full effect in 2024. Excluding the impact of foreign exchange ("FX"), disposals, pipeline and Design, Development and Construction ("DD&C") on a like-for-like basis, EBITDA increased by +6.7% in 2023 vs. 2022 and was back to pre-COVID level of 2019. In 2024 and beyond, the Group's Offices & Others business will benefit from the full letting of recently completed projects as well as new deliveries (such as Lightwell project to be delivered in H1-2024).

The C&E activity was supported in 2023 by the return of major in person events and the significant consumer demand for experience. It will benefit in 2024 from the positive impact of large biennial events and of the Paris Olympic and Paralympic Games.

URW's portfolio is at the forefront of the changes in a rapidly evolving retail environment. The impact of these changes on physical retail includes the rationalisation of store footprints, the increased 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.

Physical stores are a vital part of leading brands' omnichannel and drive-to-store strategy, a role reinforced and validated by the post-pandemic recovery. Consumer spend will continue to benefit both physical and online retail, making stores in prime locations hugely valuable for customer engagement, marketing, branding and order fulfillment purposes, regardless of where the transaction takes place.

Stores are an opportunity for retailers to truly differentiate themselves, enabling them to create places where they can express the deeper meaning and identity of the brand, offer great experiences, provide expert advice, as well as serving as customer service and fulfilment hubs. Physical stores also allow retailers to benefit from a "halo effect" of additional online spending within the geographic catchment area after opening a shop. In addition, physical stores allow omnichannel retailers to reduce costs thanks to both delivery (Click & Collect) and return of products in store, resulting in improved margins.

Traditional retailers like Inditex, H&M and Foot Locker are reducing their total number of stores by closing smaller stores, concentrating on the most productive locations that drive offline and online profitability. URW shopping centres, which are key for retailers' brand image and an integral part of their omnichannel and drive-to-store strategy, are benefitting from this trend.

Digital Native Vertical Brands ("DNVBs") have also embraced omnichannel retail and recognised the need for physical locations to attract the increasingly critical, selective and experience-oriented customers, and build a relationship with them. DNVBs such as Freshly Cosmetics in Garbera, Horace in Westfield La Part-Dieu and Vuori at Westfield Century City have all elected to open stores in URW centres, acknowledging the quality of the Group's assets.

Furthermore, the Group has focused on leveraging the expansion of its dining, leisure and entertainment offer across its portfolio, a footfall driver and dwell time catalyst. URW continues to attract exciting leisure operators such as Elite Experience in Westfield Shopping City Süd, Galaxie Barev in Westfield Chodov, S2 foodhall at Westfield Mall of Scandinavia, Topanga Social at Westfield Topanga and Toca Social in Westfield London.

Besides, the retail industry is increasingly adopting sustainable practices. Retailers accelerate their transition towards sustainability to meet the needs of consumers, ensuring their offer corresponds to their ever-increasing expectation for sustainable places and products.

Westfield Rise, the Group's in-house retail media agency in Europe, is benefitting from the increased footfall and the roll-out of an AI audience qualification solution to increase its revenues from media advertising, brand experience and data partnerships. The progress achieved in 2023 puts Westfield Rise in the position to reach its 2024 target of a net margin at 100% of €75 Mn, with 42% of budgeted revenue already secured.

(1) 2019 retail NRI and EBITDA on stabilised European portfolio.

1.3 Strategy and business model

OUR VISION

CREATING SUSTAINABLE PLACES THAT REINVENT BEING TOGETHER

IN A RAPIDLY CHANGING CONTEXT

STRUCTURAL CHANGES IN RETAIL

TRANSITION TOWARD A MORE SUSTAINABLE ECONOMY

WILL BE DELIVERED BY 3 STRATEGIC OBJECTIVES

WE CREATE AND OPERATE UNIQUE SUSTAINABLE PLACES by strengthening our core business to focus on the best assets in the most dynamic cities in Europe and the US, by maximising the value of our assets, and by accelerating the environmental transition of cities.

WE CONNECT PEOPLE THROUGH EXTRAORDINARY MEANINGFUL SHARED EXPERIENCES by amplifying the Westfield brand and customer experience, by building new revenue platforms, and by fully integrating sustainability into our full value chain.

WE PUT PEOPLE AT THE HEART OF EVERYTHING by bolstering our dynamic, purpose-driven culture where business and people thrive, by attracting, engaging and retaining top talent that will drive our sustainable business ambition and by maximising URW's positive impact on our communities.

THAT MOBILISE OUR RESOURCES

EMPLOYEES

- **2,631** skilled employees
- **74%** Continental Europe, **9%** UK, **17%** US
- **46%** male, **54%** female

ASSETS

- **72** shopping centres with 7.2 Mn sqm GLA[1], of which 49 Flagships
- **8** office buildings[2] with 0.2 Mn sqm GLA[1]
- **10** Convention & Exhibition venues with 0.7 Mn sqm GLA[1]

CAPITAL

- **€49.6 Bn** total GMV[3]
- **€20.0 Bn** net debt[4]
- **1.8%** average cost of debt
- **7.8 years** average debt maturity[5]
- **41.8%** LTV[6]
- **€20.8 Bn** shareholders' equity

INTELLECTUAL PROPERTY

- Westfield's international brand equity
- Group signature destination concepts
- An internal concept studio
- Westfield Rise, the in-house retail media agency

(1) Gross Lettable Area ("GLA"). 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) On an IFRS basis.
(5) Taking into account the undrawn credit lines (subject to covenants) and cash on hand.
(6) On an IFRS basis, excluding goodwill not justified by fee business as per the Group's European leverage covenants.

FOCUS ON VALUE CREATION AND DELEVERAGING

BUILDING AND RENOVATION
- **€2.5 Bn** development pipeline, of which €2.1 Bn will be delivered in 2024
- Ambitious mixed-use projects, fully integrated in their communities, such as Westfield Hamburg-Überseequartier
- 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 **2,277** leases signed in 2023

PROPERTY MANAGEMENT
- Ensure **premium quality** services for our visitors

NEW REVENUE GROWTH
- Generate **increased revenue** from media advertising, brand experiences and data and services, in particular through Westfield Rise

INVESTMENT AND DIVESTMENT
URW is strongly committed to deleveraging through disposals and select capital allocation
- Disposals in Europe, in line with its long-standing recycling capital policy
- Radically reduce its financial exposure to the US
- Control investment and CAPEX deployment with focused development pipeline

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

TO PRODUCE OPTIMAL OUTPUTS

ASSETS
- **71%** of owned and managed shopping centres are certified BREEAM In-Use, of which **75%** were rated "Excellent" or "Outstanding" for Building Management (Part 2)
- **100%** of Group portfolio supplied with green electricity
- **-30%** reduction in energy intensity(1)
- **-81%** reduction in carbon emissions from Scopes 1 & 2(1) and **-43%** from Scopes 1, 2 & 3(1)

SHAREHOLDERS AND CREDITORS
- **€9.62** AREPS
- **€146.70** EPRA NRV per share
- Distribution(2) reinstatement in 2024 with **€2.50** per share(3)
- **9.3x** Net debt/EBITDA, below 2019 level

SALES AND FOOTFALL
- **+6.4%** tenant sales growth compared to 2022
- **+4.9%** footfall growth compared to 2022

EMPLOYEES
- **12.7%** of employees were promoted
- **8.4%** of employees made a lateral career move within the Group
- **93%** of employees participated in sustainability learning
- **42.5%** of women in senior roles in 2023

SOCIO-ECONOMIC FOOTPRINT
- **€10 Bn** contribution to European GDP generated by URW shopping centres in Europe in 2022(4)
- **133,000** jobs supported by URW centres in Europe(4)

COMMUNITIES
- **€13 Mn** to support 600 charities and NGOs on topics such as employment and skills, social inclusion and environment
- **2,600** people supported via job placements and targeted training through the URW for Jobs initiative

MOBILITY
- URW as a catalyst for accelerating low-carbon mobility, with more than **1,500** EV chargers installed

(1) From 2015 baseline.
(2) Equity repayment, pursuant to article 112-1 of the French General Tax Code.
(3) Subject to approval by Annual General Meeting of Unibail-Rodamco-Westfield SE to be held on April 30, 2024, to be paid on May 16, 2024.
(4) Analysis based on 2022 figures for Europe. Methodology defined by PwC Strategy& to measure the total impact of the centres. The impact study is available here: https://www.urw.com/en/press/press-news/2024/measuring-the-impact-of-our-destinations-in-europe

1.4 BUSINESS OVERVIEW

BUSINESS SEGMENTS

SHOPPING CENTRES

As at December 31, 2023, URW owned 72 shopping centres, of which 49 are Flagships. URW's strategy is built upon continuously reinforcing the attractiveness of its assets by redesigning them (upgrading the layout), re-tenanting them (renewing the tenant mix) and re-marketing them (enhancing the shopping experience through special events).

Total proportionate Net Rental Income ("NRI") of the Shopping Centre portfolio in 2023 amounted to €2,030.9 Mn, an increase of +0.5%. This growth is mainly driven by indexation, leasing activity and higher variable income, partly offset by disposals.

	NRI (€ Mn)		
Region	**2023**	2022	%
France	525.5	507.0	3.6%
Spain	169.0	188.3	(10.2%)
Central Europe	248.8	217.2	14.6%
Austria	111.8	109.5	2.1%
Germany	126.3	128.1	(1.4%)
Nordics	102.2	98.8	3.4%
The Netherlands	77.5	76.8	1.0%
UK	134.4	116.3	15.6%
US	535.3	578.8	(7.5%)
Total NRI	**2,030.9**	2,020.9	0.5%

Figures may not add up due to rounding.

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 2023, the proportionate NRI from Offices & Others amounted to €83.8 Mn, a +14.5% increase compared to 2022, due primarily to the leasing activity progress at Trinity in La Défense, the ramp-up of the Pullman Montparnasse hotel and the delivery of Gaîté Montparnasse offices in 2022.

	NRI (€ Mn)		
Region	**2023**	2022	%
France	65.8	53.5	22.9%
Other countries	14.4	15.5	(7.1%)
US	3.6	4.1	(12.8%)
Total Net Rental Income	**83.8**	73.2	14.5%

Figures may not add up due to rounding.

CONVENTION & EXHIBITION

The Convention & Exhibition ("C&E") 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, but operated and fully consolidated by URW.

In total, 455 events were held in Viparis venues through the year, compared to the 69 and 705 events held in 2021 and 2019, respectively. Viparis' Net Operating Income ("NOI") amounted to €131.7 Mn in 2023 compared to €190.2 Mn in 2022, which was positively impacted by a €25 Mn contribution from the French State, and €156.9 Mn in 2019. The comparison between 2019 and 2023 is impacted by the shift of certain biannual shows from odd years to even years.

PORTFOLIO BREAKDOWN

NET RENTAL INCOME AND RECURRING NET RESULT

Reported Adjusted Recurring Earnings Per Share ("AREPS") amounted to €9.62, up +3.3% from 2022, an increase of +€0.31. The main drivers of earnings evolution were the strong operational performance in retail and Offices, reduced administrative and financial expenses, partly offset by disposals, lower C&E activity due to seasonality of the business and increased cost of the hybrids.

(€ Mn)	FY-2023	FY-2022	Growth	Like-for-like growth*
Shopping Centres	2,030.9	2,020.9	0.5%	8.0%[(a)]
Offices & Others	83.8	73.2	14.5%	22.1%
Convention & Exhibition	95.4	132.3	(27.9%)	n.m.
Net Rental Income	2,210.1	2,226.3	(0.7%)	7.3%[(b)]
Recurring Net Result (Group share)	1,408.9	1,339.3	5.2%	

Figures may not add up due to rounding.
* "Like-for-like Net Rental Income": 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-2023	FY-2022	Growth
Recurring EPS	10.14	9.66	5.0%
Adjusted recurring EPS	9.62	9.31	3.3%

VALUATION SPLIT PER ACTIVITY

	Proportionate		IFRS		Group share	
Asset portfolio valuation – Dec. 31, 2023	€ Mn	%	€ Mn	%	€ Mn	%
Shopping Centres	42,775	86%	41,269	86%	36,539	88%
Offices & Others	3,155	6%	2,881	6%	2,855	7%
Convention & Exhibition	2,572	5%	2,574	5%	1,333	3%
Services	1,072	2%	1,072	2%	1,015	2%
Total	**49,574**	**100%**	**47,796**	**100%**	**41,742**	**100%**

Figures may not add up due to rounding.

1. 1.4 Business overview

VALUATION SPLIT PER ACTIVITY AND REGION

Valuation of Shopping Centre portfolio	Dec. 31, 2023 € Mn	Dec. 31, 2023 %	Dec. 31, 2022 € Mn	Dec. 31, 2022 %
France	12,521	29%	13,409	30%
Spain	3,583	8%	3,627	8%
Central Europe	4,954	12%	4,837	11%
Austria	2,147	5%	2,254	5%
Germany	3,196	7%	3,104	7%
Nordics	2,564	6%	2,649	6%
The Netherlands	1,623	4%	1,662	4%
UK	2,489	6%	2,359	5%
US	9,697	23%	11,310	25%
Total	**42,775**	**100%**	45,209	100%

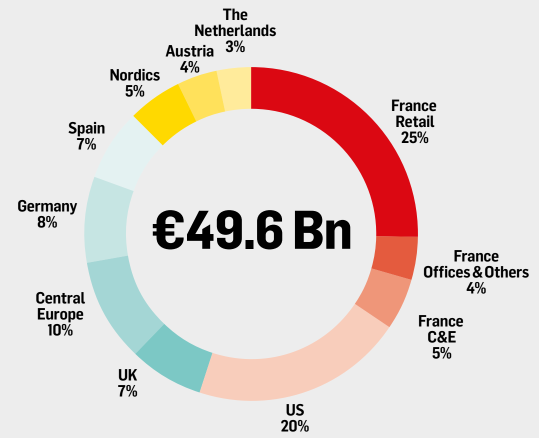
Figures may not add up due to rounding.

Valuation of Offices & Others portfolio	Dec. 31, 2023 € Mn	Dec. 31, 2023 %	Dec. 31, 2022 € Mn	Dec. 31, 2022 %
France	1,853	59%	2,136	64%
Other countries	703	22%	531	16%
UK	529	17%	492	15%
US	69	2%	186	6%
Total	**3,155**	**100%**	3,346	100%

Figures may not add up due to rounding.

The chart below shows the split of proportionate Gross Market Value ("GMV") per region as at December 31, 2023:

GROSS MARKET VALUE



Figures may not add up due to rounding.

DEVELOPMENT PIPELINE

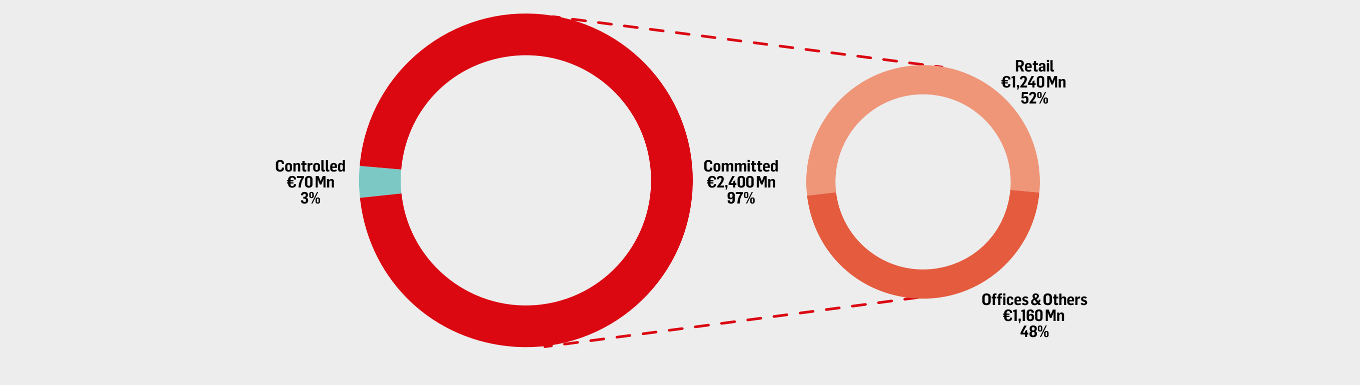
The table below shows the evolution of URW's development pipeline between December 31, 2022 and December 31, 2023:

(€ Bn)	Dec. 31, 2023	Dec. 31, 2022
Committed projects[(a)]	2.4	2.4
Controlled projects[(b)]	0.1	0.7
URW Total Investment Cost	**2.5**	**3.1**

(a) 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.

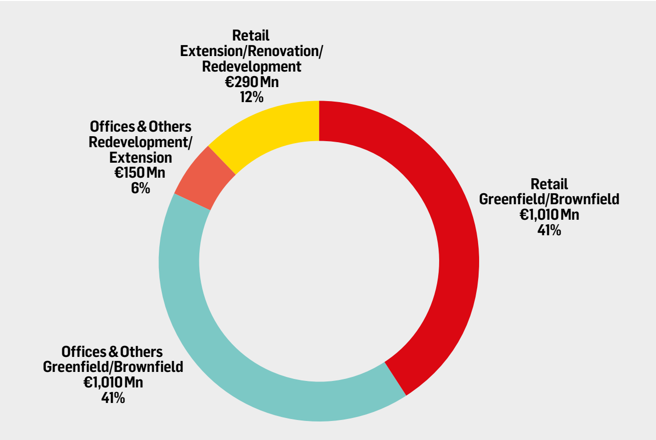
(b) Controlled: projects at an advanced stage of studies, for which URW controls the land or building rights, and all required administrative authorisations have been filed or are expected to be filed shortly. There can be no assurance these will become "Committed" projects, as this will be subject to 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)]

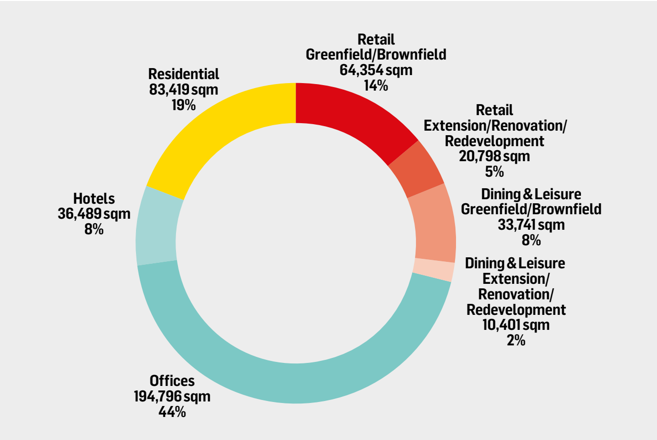


DEVELOPMENT PIPELINE BY CATEGORY AND REGION[(1)]

URW TOTAL INVESTMENT COST (€2,470 MN)



GROSS LETTABLE AREA (443,999 SQM)



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

1.5 PORTFOLIO

1.5.1 FRANCE: SHOPPING CENTRES

Portfolio as at December 31, 2023	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 Les 4 Temps (La Défense) Auchan, C&A, H&M, Apple, Zara; 234 units and a cinema complex	140,000	4,234[1]	11.4[*]	1992 1995 1999 2011 2016 2019 2020 2021	(C) 1981 (R) 2006/08 (R) 2020/23	96.6%	134,900	53%	100%	134,900	FC
Westfield Vélizy 2 (Vélizy-Villacoublay) Auchan, Printemps, Fnac, Apple; 186 units and a cinema complex	131,800	6,460	8.3[*]	1994 2007	(R) 2005/07 (C) 2019	95.6%	94,200	100%	100%	94,200	FC
Westfield Parly 2 (Le Chesnay-Rocquencourt) Printemps, BHV, Fnac, Decathlon, Truffaut, Apple; 185 units and a cinema complex	130,000	4,620	8.4[*]	2004 2012 2018	(C) 1969/87 (R) 2011 (R) 2015 (C) 2017 (C) 2019	96.6%	104,300	50%	100%	104,300	FC
Westfield Carré Sénart (Lieusaint) Carrefour, Galeries Lafayette, Apple, H&M, Fnac; 205 units, a cinema complex	122,400	6,310	3.6[*]	1999	(C) 2002 (C) 2012 (R) 2017 (C) 2019	93.5%	96,300	55%	100%	96,300	FC
Westfield Rosny 2 (Rosny-sous-Bois) Carrefour, Galeries Lafayette, Fnac, C&A, Apple; 171 units and a cinema complex	113,700	6,180	11.1[*]	1994 2001 2010 2016 2018	(C) 1973 (R) 1997 (C) 2011 (R) 2016	97.8%	32,600 28,600 20,200	26% 100% 50%	26% 100% 100%	8,500 28,600 20,200	FC & EM-JV
Aéroville (Tremblay-en-France) Auchan, H&M, New Yorker, Furet du Nord, Pathé, La Tête Dans Les Nuages; 204 units and a cinema complex	85,100	4,700	4.0[*]	n/a	(C) 2013	n/a	85,100	46%	n/a	n/a	EM-A
Westfield Forum des Halles (Paris 1st) Fnac, UGC, H&M, Zara, LEGO, Bershka, Monoprix, Intersport, Nike; 161 units and a cinema complex	77,500	1,417	15.2[*]	1994 2010 2016 2022	(C) 1979/86 (R) 1996 (C) 2016 (R) 2022	98.8%	77,500	65%	100%	77,500	FC
So Ouest (Levallois-Perret) Leclerc, Boulanger, H&M; 105 units and a cinema complex	57,300	1,740[1]	8.7	2006 2010	(C) 2012	n/a	51,300	46%	n/a	n/a	EM-A
Ulis 2 (Les Ulis) Carrefour, Action, Normal, Intersport; 96 units and a cinema complex	53,700	2,734[1]	2.5	1994	(C) 1973 (R) 1998	95.2%	24,900	100%	100%	24,900	FC
Les Ateliers Gaîté (Paris 14th) Darty, Leclerc, Food Society, Mr Bricolage; 56 units	29,500	1,370[2]	5.1[*]	1998	(C) 1976 (R) 2000/01 (R) 2022	92.0%	29,500	100%	100%	29,500	FC
CNIT (La Défense) Fnac, Decathlon, Monoprix; 27 units	29,100	880[3]	11.7[*]	1999	(C) 1989 (R) 2009	94.1%	29,100	100%	100%	29,100	FC
L'Usine Mode et Maison (Vélizy-Villacoublay) Action, Galeries Lafayette; 62 units	21,100	1,220	6.2	2005	(C) 1986 (R) 2011	67.4%	21,100	100%	100%	21,100	FC
Carrousel du Louvre (Paris 1st) Autogrill, Ladurée, Swatch, Pandora, Comédie Française, Fragonard; 36 units	13,400	669[1][4]	6.8	1999	(C) 1993 (R) 2009	94.3%	13,400	100%	100%	13,400	FC
Sub-total Shopping Centres in the Paris region										**682,500**	

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) Gaîté Montparnasse car parks are shared between Pullman hotel, Gaîté shopping gallery and offices.
(3) Car parks are owned by CNIT C&E and are shared between CNIT C&E, CNIT Offices and CNIT Retail.
(4) The Carrousel du Louvre car park is shared between the shopping centre and the exhibition space.

Portfolio as at December 31, 2023	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	161,800	3,090	3.9(*)	2004 2016	(C) 1975 (R) 2001/02 (C) 2009/10 (R) 2011 (C)/(R) 2020	96.5%	118,900	100%	100%	118,900	FC
La Toison d'Or (Dijon) Primark, Carrefour, Zara, Boulanger, Cultura, Apple; 167 units	79,100	3,700	1.2(*)	1994 2017	(C) 1990 (C) 2013	n/a	49,600	46%	n/a	n/a	EM-A
Westfield Euralille (Lille) Carrefour, Primark, Zara, H&M, Intersport; 132 units	68,000	2,910(1)	3.7(*)	1993	(C) 1994 (R) 2015	96.5%	51,800	76%	100%	51,800	FC
Rennes Alma (Rennes) Carrefour, Printemps, Zara, Conforama; 115 units	55,800	2,690	1.3(*)	2005 2007 2020	(C) 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	53,500	1,490	2.7		(C) 2012	n/a	53,500	46%	n/a	n/a	EM-A
La Valentine (Marseille) Printemps, Darty; 70 units	30,000	1,600	1.4	2007 2017 2018	(C) 1982 (R) 1999 (R) 2015	97.9%	9,800	100%	100%	9,800	FC
Sub-total Shopping Centres in the French provinces										**180,500**	

Portfolio as at December 31, 2023	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
Other holdings in France											
Bel-Est (Bagnolet) Auchan; 58 units	48,900	2,000	3.8	2010	(C) 1992	80.7%	500 5,000	100% 35%	100% 35%	500 1,750	FC & EM-JV
Aquaboulevard (Paris 15th) Decathlon, water park, fitness centre, event area, McDonald's; 3 units and a cinema complex	40,600	948	n/a	2006 2008 2009 2022 (Gaumont cinema)	(C) 1990	100.0%	38,400	49%	49%	18,800	EM-JV
Maine Montparnasse (Paris 15th) 1 unit	35,500	1,900	n/a	2007	n/a	0.0%	190	100%	100%	190	FC
Villabe (Villabe) Carrefour; 56 units	35,400	2,900	1.3	2010 2012 2013 2015	(C)1992	78.5%	3,500 5,800	100% 49%	100% 49%	3,500 2,800	FC & EM-JV
Sub-total Other holdings in France										**27,540**	
Total (according to the scope of consolidation)										**890,540**	

Catchment area: determined according to CACI gravity model (*) or less than 30 minutes from the Shopping Centre.

(1) Car parks not owned by URW.

1.5.2 FRANCE: CONVENTION & EXHIBITION

Portfolio as at December 31, 2023	Total floor space (sqm)	Parking spaces	Year of acquisition	Construction (C)/ Refurbishment (R) date	% URW's share	% of consolidation	Total floor space according to consolidation (sqm)	Description	Consolidation method
Property and Operation									
Paris Nord Villepinte	246,300	12,700	2008	(C) 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	3,900	2000	(C) Hall 5 in 2003 (R) Pavillion 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[1] (Paris 17th)	48,700	1,780[2]	2008	(C) 1993	50%	100%	48,700	82 meeting rooms, 18 conference rooms of which 4 auditoriums	FC
CNIT (La Défense)	19,700	1,100[3]	1999	(R) 2007	100%	100%	19,700	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	(C) 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	8,500	2008	(C) 1952 (R) 2005 (R) Hall 3 in 2023	50%	100%	n/a	4 exhibition halls, 7 conference rooms of which 1 auditorium and 1 exhibition hall under construction	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	25%	n/a	n/a	8 18th century rooms, 1 reception room	EM-A
Palais des Sports (Paris 15th)	n/a	n/a	2002	(C) 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)							**573,700**		

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

1.5.3 FRANCE: OFFICES & OTHERS

Portfolio as at December 31, 2023	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 floor 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	79.6%	13,400	49%	49%	6,600	Direct Energie, Just EAT	EM-JV
Sub-total Paris CBD									**6,600**		
Paris – La Défense											
Trinity	50,000	315	2012	(C) 2020	96.6%	49,200	100%	100%	49,200	Crédit Mutuel Arkéa, Technip FN-Power, Sopra Steria, Altitude, Mylan	FC
CNIT (Offices)	38,500	1,123[(1)]	1999	(R) 2009	98.2%	38,500	100%	100%	38,500	SNCF, ESSEC, IFSI, Châteauform	FC
Les Villages de l'Arche	19,800	841	1999	(R) 2006 (R) 2020[(2)]	29.8%	19,800	100%	100%	19,800	Gegensis, SMI, Groupe Lucien	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	n/a	100%	100%	n/a		FC
Sub-total Paris – La Défense									**118,300**		
Paris and Western Paris region											
Pullman Paris-Montparnasse (Hotel) (Paris 14)	51,300	n/a	1998	(R) 2012 (R) 2021	100.0%	51,300	100%	100%	51,300	Pullman Hotel	FC
Gaîté-Montparnasse (offices) (Paris 14)	12,500	n/a	1998	(C) 2022	100.0%	12,500	100%	100%	12,500	Wojo	FC
29, rue du Port (Nanterre)	8,200	90	2010	(C) 1989	100.0%	8,200	100%	100%	8,200	Xylem Water Solutions France	FC
Sub-total Paris and Western Paris region									**72,000**		
Other											
Tour Rosny (Rosny-sous-bois)	13,600	200	2017 2018	(C) 1975	48.1%	13,600	100%	100%	13,600		FC
Sub-total Other									**13,600**		
Total (according to the scope of consolidation)									**210,500**		

(1) Car parks are owned by CNIT C&E and shared between CNIT C&E, CNIT Offices and CNIT retail.
(2) For part of Village 5.
(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, 2023	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
Czech Republic											
Centrum Cerny Most (Prague) Decathlon, Peek & Cloppenburg, H&M, M&S, Nespresso 182 units and a cinema complex (Cinestar)	107,600	3,720	2.7	2000	(C) 1997 (C) 2013	98.1%	107,600	100%	100%	107,600	FC
Westfield Chodov (Prague) H&M, Peek & Cloppenburg, M&S, Zara, Victoria's Secret, Rituals 297 units and a cinema complex (Cinema City)	101,600	3,429	3.5	2005 2014	(C) 2005 (C)(R) 2014 (C)(R) 2017	98.1%	101,600	100%	100%	101,600	FC
Metropole Zlicin (Prague) Peek & Cloppenburg, Reserved, Rituals, Gant 129 units and a cinema complex (Cinema City)	54,100	1,800	1.8	2017	(C) 2002 (C) 2004	100.0%	54,100	50%	50%	27,050	EM-JV
Sub-total Shopping Centres in Czech Republic										**236,250**	
Poland											
Westfield Arkadia (Warsaw) Zara, Peek & Cloppenburg, H&M, Victoria's Secret, Douglas, Mango 221 units and a cinema complex (Cinema City)	117,500	3,900	4.3	2010	(C) 2004 (C) 2017	99.4%	79,800	100%	100%	79,800	FC
Westfield Mokotow (Warsaw) Carrefour, Peek & Cloppenburg, H&M, Zara, Euro/RTV AGD 220 units and a cinema complex (Cinema City)	68,300	2,226	3.9	2003 2011	(C) 2000 (C) 2002 (C) 2006 (C) 2013	97.4%	68,300	100%	100%	68,300	FC
Zlote Tarasy(1) (Warsaw) Van Graaf, Zara, Reserved, H&M, Peek & Cloppenburg 185 units and a cinema complex (Cinema City)	66,400	1,132	2.7	2007 2012 2013	(C) 2007	n/a	66,400	100%	n/a	n/a	EM-A
Wroclavia (Wroclaw) Peek & Cloppenburg, H&M, Reserved, Zara, Carrefour, CCC 176 units and a cinema complex (Cinema City)	65,300	1,960	1.4		(C) 2017	99.1%	65,300	100%	100%	65,300	FC
CH Ursynow (Warsaw) Auchan, OBI, Zdrofit, Euro/RTV AGD 29 units	46,700	1,682	1.7	2014	(C) 1998	96.1%	46,700	50%	50%	23,400	EM-JV
Wilenska (Warsaw) Euro/RTV AGD, New Yorker, Reserved, Pepco, Deichmann 83 units	41,300	1,100	3.2	2010	(C) 2002	98.5%	19,600	100%	100%	19,600	FC
Sub-total Shopping Centres in Poland										**256,400**	
Slovak Republic											
Aupark (Bratislava) Peek & Cloppenburg, Zara, H&M, Douglas, Lindex 204 units and a cinema complex (Cinema City)	59,200	1,883	1.2	2006 2011 2018	(C) 2001 (R) 2015	97.0%	59,200	13%	13%	7,700	EM-JV
Sub-total Shopping Centres in Slovak Republic										**7,700**	
Total (according to the scope of consolidation)										**500,350**	

Catchment area: less than 30 minutes from the shopping centre.

(1) Not managed by URW.

1.5.5 CENTRAL EUROPE: OFFICES & OTHERS

Portfolio as at December 31, 2023	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
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, 2023	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											
Westfield Parquesur (Madrid) Apple, IKEA, Primark, Leroy Merlin, MediaMarkt, Fnac; 239 units and a cinema complex	159,000	5,800	4.6	1994	(C) 1989 (R) 2005 (R) 2023	99.1%	130,300	100%	100%	130,300	FC
Bonaire (Valencia) Primark, Zara, C&A, Cinesa Luxe, Fnac; 150 units and a cinema complex	135,000	5,208	1.5	2001	(C) 2001 (R) 2003 (R) 2012 (R) 2016	99.3%	57,600	100%	100%	57,600	FC
Westfield La Maquinista (Barcelona) Zara, MediaMarkt, Dyson, Apple, Leroy Merlin; 222 units and a cinema complex	94,500	4,614	3.6	2008	(C) 2000 (C) 2010 (R) 2012 (R) 2021 (R) 2022 (R) 2023	98.7%	79,700	51%	100%	79,700	FC
La Vaguada (Madrid) Zara, IKEA, Nike, Fnac, JD Sports, Sfera; 241 units and a cinema complex	87,000	3,600	5.3	1995	(C) 1983 (R) 2003 (R) 2023	98.0%	39,800	100%	100%	39,800	FC
Westfield Glòries (Barcelona) H&M, Zara, IKEA, Pull&Bear, Fnac, Uniqlo; 136 units and a cinema complex	70,100	2,476[(1)]	2.7	1998	(C) 1995 (R) 2001 (R) 2014/15 (R) 2016 (R) 2017	100.0%	42,200	100%	100%	42,200	FC
Garbera (San Sebastian) MediaMarkt, Forum, H&M, Zara, Primark; 80 units and a cinema complex	59,400	3,600	0.5	2002	(C) 1997 (R) 2002 (R) 2014 (R) 2021 (R) 2022 (R) 2023	96.1%	45,200	100%	100%	45,200	FC
Splau (Barcelona) Primark, MediaMarkt, Zara, Mercadona, Ilusiona; 157 units and a cinema complex	56,000	2,848	2.3	2011	(C) 2010	99.5%	56,000	100%	100%	56,000	FC
Equinoccio (Madrid) Decathlon, Ilusiona, Casa, Pepco, Fit Up; 34 units and a cinema complex	36,800	1,476	5.2	1998	(C) 1998 (R) 2000/08 (C) 2012 (R) 2015	87.0%	33,800	100%	100%	33,800	FC
Total (according to the scope of consolidation)										**484,600**	

Catchment area: less than 30 minutes from the shopping centre.
(1) Car parks partly owned by URW.

1.5.7 SPAIN: OFFICES & OTHERS

Portfolio as at December 31, 2023	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
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, 2023	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	106,000	3,700	1.7		(C) 2015	93.7%	106,000	100%	100%	106,000	FC
Westfield Täby Centrum (Greater Stockholm) Apple, Filmstaden, H&M, ICA, SATS; 258 units and a cinema complex	85,100	2,670	0.9	1997	(C) 1968/69 (R) 1975 (R) 1992 (R) 2015	93.2%	85,100	100%	100%	85,100	FC
Nacka Forum (Greater Stockholm) H&M, Jumpyard, MediaMarkt, SATS, MIO; 130 units	56,200	1,750	1.0	1996	(C) 1990 (R) 1997 (R) 2008	94.6%	56,200	100%	100%	56,200	FC
Sub-total Shopping Centres in Sweden										**247,300**	
Denmark											
Fisketorvet (Copenhagen) Føtex Hypermarket, Silvan, Bahne, Sport24; 105 units and a cinema complex	56,100	1,600	1.1	2000	(C) 2000 (R) 2013	90.8%	56,100	100%	100%	56,100	FC
Sub-total Shopping Centres in Denmark										**56,100**	
Total (according to the scope of consolidation)										**303,400**	

Catchment area: less than 30 minutes from the shopping centre.

1.5.9 NORDICS: OFFICES & OTHERS

Portfolio as at December 31, 2023	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
Sweden								
Nacka Forum (Greater Stockholm)	14,300	1996	(C) 1990 (R) 1997 (R) 2008	14,300	100%	100%	14,300	FC
Täby Centrum (Greater Stockholm)	10,700	1997	(C) 1968/69 (R) 1975 (R) 1992	10,700	100%	100%	10,700	FC
Total (according to the scope of consolidation)							**25,000**	

1.5.10 AUSTRIA: SHOPPING CENTRES

Portfolio as at December 31, 2023	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 (Vienna) Zara, H&M, Primark, Peek & Cloppenburg, MediaMarkt; 302 units and a cinema complex	205,400	9,704	2.1	2008	(C) 1976 (C) 2002 (C) 2012 (R) 2013 (R) 2023	96.4%	143,700	55%	100%	143,700	FC
Westfield Donau Zentrum (Vienna) Interspar, Zara, H&M, Peek & Cloppenburg, C&A; 257 units, a cinema complex and hotel	127,600	3,000	1.8	2003	(C) 1975 (C) 2000 (C) 2006 (C) 2008 (C) 2010 (R) 2012	98.3%	127,600	100%	100%	127,600	FC
Total (according to the scope of consolidation)										**271,300**	

Catchment area: less than 30 minutes from the shopping centre.

1.5.11 AUSTRIA: OFFICES & OTHERS

Portfolio as at December 31, 2023	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
Austria								
Donauzentrum (Vienna)	10,000	2003	(C) 1975 (C) 1985	10,000	100%	100%	10,000	FC
Shopping City Süd (Vienna)	9,000	2008	(C) 1989	9,000	55%	100%	9,000	FC
Total (according to the scope of consolidation)							**19,000**	

1.5.12 GERMANY: SHOPPING CENTRES

Portfolio as at December 31, 2023	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) Galeria Karstadt Kaufhof, H&M, Mango, Sinn, TK Maxx, Wormland, Zara; 216 units and a cinema complex	259,700	12,000	3.1	2014	(C) 1996	98.5%	252,900	50%	50%	126,800	EM-JV
Ruhr Park (Bochum) Baltz, Galeria Karstadt Kaufhof, H&M, Kaufland, MediaMarkt, New Yorker, Sinn; 160 units and a cinema complex	118,800	4,750	3.2	2012	(C) 1964 (R) 2015	98.9%	110,100	65%	100%	110,100	FC
Paunsdorf Center (Leipzig) C&A, Decathlon, H&M, Kaufland, MediaMarkt, Müller; 175 units	113,700	7,300	0.8	2012	(C) 1994 (R) 2012	88.9%	113,700	25.5%	50%	56,900	EM-JV
Gropius Passagen (Berlin) Kaufland, MediaMarkt, Müller, Primark, Woolworth; 145 units and a cinema complex	95,200	2,014	3.0	2012	(C) 1964 (R) 1997 (R) 2019	n/a	95,200	10.5%	n/a	n/a	EM-A
Höfe am Brühl (Leipzig) Fischer, H&M, MediaMarkt, Müller, New Yorker, Lidl; 129 units	50,600	820	0.8	2012	(C) 2012	93.2%	50,600	51%	100%	50,600	FC
Pasing Arcaden (Munich) C&A, Esprit, H&M, Hit, MediaMarkt, Müller, ALDI; 141 units	46,300	950	2.1	2012	(C) 2011 (C) 2013	96.1%	46,300	51%	100%	46,300	FC
Palais Vest (Recklinghausen) C&A, H&M, Kaufland, MediaMarkt, Reserved; 117 units	45,900	970	2.2	2012	(C) 2014	91.3%	45,900	51%	100%	45,900	FC
Minto (Mönchengladbach) H&M, Mango, Müller, Saturn, Sportscheck, Superdry; 124 units	41,300	905	1.3		(C) 2015	97.7%	41,300	51%	100%	41,300	FC
Total (according to the scope of consolidation)										**477,900**	

Catchment area: less than 30 minutes from the shopping centre.

1.5.13 GERMANY: OFFICES & OTHERS

Portfolio as at December 31, 2023	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
Germany								
Pasing Arcaden (Munich)	6,800	2012		6,800	51%	100%	6,800	FC
Höfe am Brühl (Leipzig)	4,900	2012	(C) 2012	4,900	51%	100%	4,900	FC
Total (according to the scope of consolidation)							**11,700**	

1.5.14 THE NETHERLANDS: SHOPPING CENTRES

Portfolio as at December 31, 2023	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
The Netherlands											
Westfield Mall of the Netherlands (the Hague region) Albert Heijn, Jumbo, MediaMarkt, Peek & Cloppenburg, Zara; 259 units and a cinema complex	125,500	3,776(1)	4.0	1990	(C) 1971 (R) 2021	96.6%	114,300	100%	100%	114,300	FC
Stadshart Zoetermeer (Zoetermeer) Albert Heijn XL, HEMA, Kruidvat, MediaMarkt, Primark; 123 units	84,100	3,214(1)	2.4	1983	(C) 1983 (R) 2005	95.8%	53,900	100%	100%	53,900	FC
Stadshart Amstelveen (Amstelveen) Albert Heijn, De Bijenkorf, H&M, HEMA, Zara; 151 units	81,800	2,775(1)	2.7	2005	(C) 1960 (R) 1998	97.2%	59,200	100%	100%	59,200	FC
Sub-total Shopping Centres in The Netherlands										**227,400**	
Other holdings in the Netherlands											
In den Vijfhoek (Oldenzaal) Albert Heijn, Blokker, Action, Library; 21 units	7,800	70(2)	n/a	1980	(C) 1980 (R) 2021	n/a	7,800	100%	100%	7,800	FC
Zoetelaarpassage (Almere) Tanger supermarket, Casino; 19 units	6,500	450(2)	n/a	1983	(C) 1983 (R) 2015	n/a	6,500	100%	100%	6,500	FC
Sub-total Other holdings in The Netherlands										**14,300**	
Total (according to the scope of consolidation)										**241,700**	

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

1.5.15 THE NETHERLANDS: OFFICES & OTHERS

Portfolio as at December 31, 2023	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
The Netherlands								
Stadshart Amstelveen (Amstelveen)	6,100	2005/2016	(C) 1999	5,500	100%	100%	5,500	FC
Stadshart Zoetermeer (Zoetermeer)	5,700	1983/2005	n/a	5,600	100%	100%	5,600	FC
Total (according to the scope of consolidation)							**11,100**	

1.5.16 UNITED STATES: SHOPPING CENTRES

Portfolio as at December 31, 2023	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
United States Flagships incl. CBD centres											
Westfield Valley Fair (Santa Clara, California) Cartier, Louis Vuitton, Gucci, Tiffany, Apple, Eataly, Prada, Longchamp; 351 units	180,100	8,508	2.0	1998	(C) 1986 (R) 2002 (R) 2013 (R) 2016 (R) 2020	91.9%	98,000	50%	50%	49,000	EM-JV
Westfield Garden State Plaza (Paramus, New Jersey) Gucci, Louis Vuitton, Burberry, Versace, Apple; 302 units and AMC Theatre	178,700	10,831	2.6	1996	(C) 1957 (R) 1997 (R) 2007 (R) 2014	90.5%	102,000	50%	50%	51,000	EM-JV
Westfield Southcenter (Seattle, Washington) Abercrombie, Express, Lululemon, Sephora, Victoria's Secret; 218 units and AMC Theatre	153,500	6,916	1.1	2002	(C) 1968 (R) 2008 (R) 2012	90.8%	72,500	55%	55%	39,900	EM-JV
Westfield Topanga (Canoga Park, California) Apple, Tesla, Tiffany, Nespresso, Lululemon; 251 units and AMC Theatre	148,800	6,143	1.0	1994	(R) 1994 (R) 2006 (R) 2008 (R) 2019	91.8%	79,700	55%	55%	43,800	EM-JV
Westfield Old Orchard (Skokie, Illinois) Louis Vuitton, Tiffany, Lululemon, Peloton, Aritzia; 139 units	129,500	7,608	1.3	2002	(C) 1956 (R) 2007 (R) 2011 (R) 2013	93.1%	69,700	100%	100%	69,700	FC
Westfield Galleria at Roseville (Roseville, California) Gucci, Macy's, Louis Vuitton, Apple, Restoration Hardware; 225 units, acquisition of Seritage Box	127,500	6,612	1.4	2002	(C) 2002 (R) 2008 (R) 2018	92.5%	78,300	100%	100%	78,300	FC
Westfield Century City (Los Angeles, California) Nordstrom, Eataly, Tiffany, Tesla, Equinox, Tag Heuer, Aritzia, Lululemon; 239 units and AMC Theatre	123,200	4,888	1.5	2002	(C) 1964 (R) 2006 (R) 2013 (R) 2017	95.4%	89,900	100%	100%	89,900	FC
Westfield UTC (San Diego, California) Hermes, Chanel, Tesla, Aritzia, Lululemon; 218 units and AMC Theatre	115,000	4,756	1.2	1998	(C) 1977 (R) 1998 (R) 2007 (R) 2012 (R) 2017	96.9%	88,400	50%	50%	44,200	EM-JV
Westfield Montgomery (Bethesda, Maryland) Apple, Bath & Body Works, Lululemon, Tesla, Sephora; 211 units and AMC Theatre	104,900	5,689	0.9	1994	(C) 1968 (R) 2001 (R) 2014 (R) 2016	89.5%	64,900	50%	50%	32,400	EM-JV
Westfield Culver City (Culver City, California) Macy's, H&M, Adidas, Victoria's Secret; 160 units	100,000	4,285	1.0	1998	(C) 1975 (R) 2009 (R) 2012	94.2%	64,300	55%	55%	35,400	EM-JV
Westfield World Trade Center[(1)] (New York, New York) Apple, Longines, Eataly, H&M, Banana Republic; 143 units	36,600	n/a	6.4	2012	(C) 2016	79.9%	36,600	100%	100%	36,600	FC
Sub-total Flagship Shopping Centres in the US										**570,200**	

(1) Including Fulton.

Portfolio as at December 31, 2023	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
United States Regional centres											
Westfield Wheaton (Wheaton, Maryland) Aldo, Footlocker, Costco, H&M; 169 units and AMC Theatre	139,500	6,110	0.6	1997	(C) 1960 (R) 2005 (R) 2013 (R) 2016	93.7%	67,600	53%	53%	35,600	EM-JV
Westfield Annapolis (Annapolis, Maryland) Aldo, Express, Crate & Barrel, Sephora; 225 units and AMC Theatre	130,900	6,540	0.9	1994	(C) 1980 (R) 2007	85.6%	73,700	55%	55%	40,500	EM-JV
Westfield Oakridge (San Jose, California) Apple, Aldo, Sephora, Vans; 186 units and Century Theatre	108,300	4,357	0.7	1998	(C) 1973 (R) 2003	89.7%	74,800	55%	55%	41,100	EM-JV
Westfield Plaza Bonita (National City, California) H&M, Aldo, Forever 21, Pandora; 182 units and AMC Theatre	96,200	4,572	0.7	1994	(C) 1981 (R) 2008 (R) 2011	93.3%	56,800	55%	55%	31,200	EM-JV
Westfield Fashion Square (Sherman Oaks, California) Apple, Bath & Body Works, Macy's, Lululemon, Tesla; 143 units	80,600	3,888	0.7	2002	(C) 1961 (R) 2012	88.2%	33,900	50%	50%	17,000	EM-JV
Sub-total Regional Shopping Centres in the US										**165,400**	
Total (according to the scope of consolidation)										**735,600**	

1.5.17 UNITED STATES: OFFICES & OTHERS

Portfolio as at December 31, 2023	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
United States								
Wheaton Office (Wheaton, Maryland)	18,700	1997		18,700	53%	53%	9,800	EM-JV
San Francisco Centre (San Francisco, California)	9,800	1996	(R) 2006	9,800	100%	100%	9,800	FC
Old Orchard Office (Skokie, Illinois)	7,600	2002	(C) 1956	7,600	100%	100%	7,600	FC
Corbin Office (New York, New York)	2,900	2014		2,900	100%	100%	2,900	FC
Total (according to the scope of consolidation)							**30,100**	

1.5.18 UNITED KINGDOM: SHOPPING CENTRES

Portfolio as at December 31, 2023	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
United Kingdom											
Westfield London (London, Shepherds Bush) John Lewis, M&S, Vue; 453 units and a cinema complex	236,400	5,200	4.1	2008	(C) 2008 (R) 2018	89.8%	236,400	50%	50%	118,200	JO
Westfield Stratford City (London, Stratford) John Lewis, M&S, Waitrose, Vue, Aspers Casino; 314 units and a cinema complex	188,300	4,700	3.0	2011	(C) 2011 (C) 2023	96.6%	181,400 6,900	50% 100%	50% 100%	90,700 6,900	FC & EM-JV
Sub-total Shopping Centres in the UK										**215,800**	
Other holdings											
Whitgift (Croydon) M&S, Boots, New Look, River Island, Superdry, The Entertainer; 166 units	137,700	2,039	1.9	2013	(C) 1968	n/a	137,700	100%	100%	137,700	FC
Centrale (Croydon) House of Fraser, H&M, Zara, Next, Sports Direct, Metro Bank; 75 units	74,100	950	1.9	2013	(C) 1988 Drummond Centre (R) 2004	n/a	74,100	100%	100%	74,100	FC
Sub-total Other holdings in the UK										**211,800**	
Total (according to the scope of consolidation)										**427,600**	

Catchment area: calculated by CACI.

1.5.19 UNITED KINGDOM: OFFICES & OTHERS

Portfolio as at December 31, 2023	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
United Kingdom								
Westfield London (London)	13,600	2008	(C) 2018	13,600	50%	50%	6,800	JO
Total (according to the scope of consolidation)							**6,800**	

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, 2023 (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, 2023.

DATE OF INSPECTION

The properties were inspected in the timeframe of January 2023 and December 2023.

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 2023	Valuation including transfer taxes[(a)] (€ Mn)
Cushman & Wakefield	Shopping Centres/Offices & Others	47	47	18,081
Jones Lang Lasalle	Shopping Centres/Offices & Others	44	44	16,607
PricewaterhouseCoopers	Shopping Centres/Convention & Exhibition	12	11	2,766
Other appraisers	Shopping Centres	3	3	3,113
Impact of the assets valued by two appraisers	Shopping Centres			(2,301)
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others			469
Total portfolio		**106**	**105**	**38,735**

Figures may not add up due to rounding.
(a) On a proportionate basis

AGGREGATED TOTAL VALUE FOR ALL LEASEHOLD AND ALL FREEHOLD PROPERTIES

	Valuation including transfer taxes[(a)] (€ Mn)
Freehold	35,255
Leasehold	3,480
Total portfolio	**38,735**

(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 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.

VALUATION APPROACH/IMPACT

Properties that do not meet the sustainability characteristics expected in the market may represent a higher investment risk. Changes to legislation and market perception may affect prospects for rental and capital growth, and susceptibility to obsolescence. This view is supported by the RICS in their recently published guidance note “Sustainability and ESG in commercial property valuation and strategic advice (3rd Edition)”.

As of today, we are currently collecting some ESG information and KPIs on properties being valued in EMEA and we are analysing the transactional market evidence to understand what importance is given to each ESG factor and how they are or were priced by buyers in ongoing or recent transactions. At this stage, there is limited information available to rationalise the exact impact of ESG and its components on market values, as many investors recently finalised their strategy and only started to collect KPIs. Some local and EU regulations are also recent, what does not provide sufficient experience to fully embrace the potential implications and possible solutions to comply with these regulations.

The existence of a green premium for the more sustainable buildings is a matter of ongoing market monitoring, investigation and debate. Appropriate levels of market evidence have yet to be established to demonstrate fully whether additional value can be ascribed to retail assets. This investment market monitoring is also to assess where a brown discount is appropriate. As yet in the market we observe the yield gap between prime and more secondary assets to be widening with secondary assets often by definition to have lower EPC ratings.

Additionally, we consider that it is likely that further legislation and regulation will be introduced in coming years. Alongside this, occupiers and investors in some sectors are becoming more attentive to the sustainability aspects of the buildings they choose to occupy or purchase.

In assessing our Market value, we have also considered the most recently transacted shopping centres and their ESG performance (Westfield Carré Sénart, Crossroads portfolio, Westfield Shopping City Süd, Aupark and Almere). We would consider that these transactions give indications on what yields can be achieved for shopping centres with a similar sort of ESG performances.

In our study we have considered where the information provided is a positive or negative outlier relative to the average and assessed whether this matches the overall quality assessment of the asset to determine whether there is reduced or enhanced risk at an asset level.

Overall, there is a lack of market evidence to show that there is a value impact for the sector at the valuation date but we will continue to track the risk profiles of the assets and work with URW in assessing the data set available.

We observe that URW is well advanced on ESG topics compared to their peers and was able to provide us with a significant amount of information to allow us to analyse the ESG performances of the portfolio.

MARKET CONDITIONS EXPLANATORY NOTE

As at the date of valuation and at the time this report was drafted, there are a number of negative factors recognised as influencing property markets, exerting downward pressure on property values and reducing liquidity. These include:

GLOBAL ECONOMY

The wider global economy is facing several additional negative factors that are contributing to significant cost inflation and causing interest rates to increase.

MARKET ACTIVITY

The property markets can mostly be described as functioning, but there is evidence that both transaction activity, and the sentiment of buyers and sellers, are changing in a number of markets and property sectors. There is a general perception of a changing real estate market and there is a risk that continued volatility, coupled with rising interest rates, will have a material and direct impact on pricing as yields continue to increase. Evidence is emerging of wider bid spreads and price renegotiations, with some transactions being terminated.

UKRAINE

The full extent of the war in Ukraine and its wider long-term implications, whilst unknown, are contributing to the volatility in global stock markets, high cost inflation, and supply chain delays, particularly within Europe.

For the avoidance of doubt, due to the functioning nature of the market, 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.

This explanatory note has been included to ensure transparency and to provide further insight as to the market context under which the valuation opinion was prepared. In recognition of the potential for market conditions to move rapidly, we highlight the critical importance of the valuation date and advise you to keep the valuation under regular and early review.

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, 2023 (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, 2023.

DATE OF INSPECTION

The properties were inspected in the timeframe of January 2023 and December 2023.

1.7 Overview of valuation reports prepared by URW SE's independent external appraisers for the American assets

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 2023	Valuation including transfer taxes[(a)] (€ Mn)
Cushman & Wakefield	Shopping Centres/Offices & Others	7	7	6,150
Kroll	Shopping Centres/Offices & Others	9	9	3,014
PricewaterhouseCoopers	Shopping Centres	1		158
Other appraisers	Shopping Centres			243
Internal valuation	Offices & Others			35
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others			166
Total portfolio		**17**	**16**	**9,767**

(a) On a proportionate basis

AGGREGATED TOTAL VALUE FOR ALL LEASEHOLD AND ALL FREEHOLD PROPERTIES

	Valuation including transfer taxes[(a)] (€ Mn)
Freehold	7,388
Leasehold	2,378
Total portfolio	**9,767**

(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 2 main legal entities:

- Unibail-Rodamco-Westfield SE ("URW SE") with a registered office in France; and
- Unibail-Rodamco-Westfield N.V. ("URW NV"), with a registered office in The Netherlands.

The shares of URW SE and the Class A shares of URW NV are stapled together (the "Stapled Shares") such that holders hold an interest in both URW SE and URW NV 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 URW SE and a shareholder of URW NV:

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

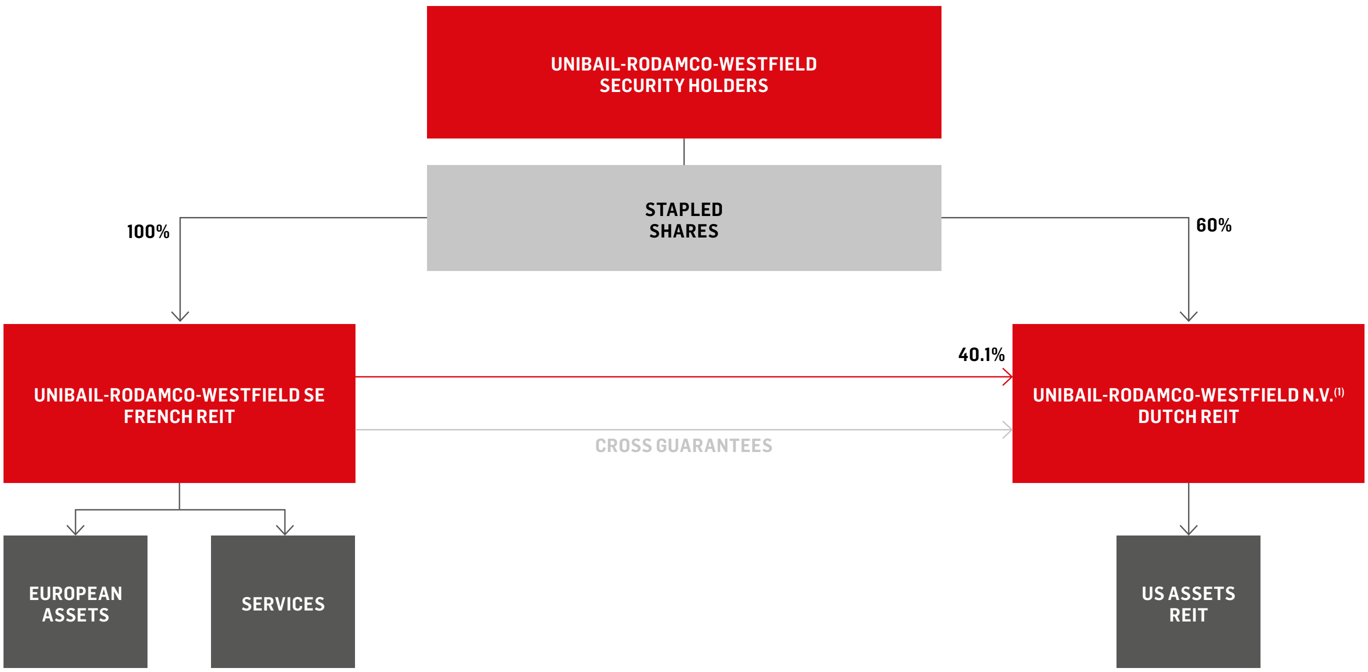
The Stapled Shares are traded on the regulated market of Euronext Paris. The Group has obtained the approval of the Euronext Listing Board on February 28, 2023 to change its market of reference from Euronext Amsterdam to Euronext Paris and delist the URW Stapled Shares from Euronext Amsterdam, while maintaining their listing on 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 ("SIIC") regime in France, the *Sociedades Anónimas Cotizadas de Inversión en el Mercado Inmobiliario* ("SOCIMI") regime in Spain, the Fiscal Investment Institution (*fiscale beleggingsinstelling*, "FII") regime for URW NV 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 Chief Executive Officer and Chief Financial Officer of URW SE to the Supervisory Board of URW NV, and appointment of the URW US Chief Operating Officer, who is the Chairman of the Management Board of URW NV, to the Executive Committee of the URW Group.

URW SE fully consolidates URW NV and its controlled undertakings and URW SE's consolidated financial statements therefore represent a comprehensive overview of the Group.

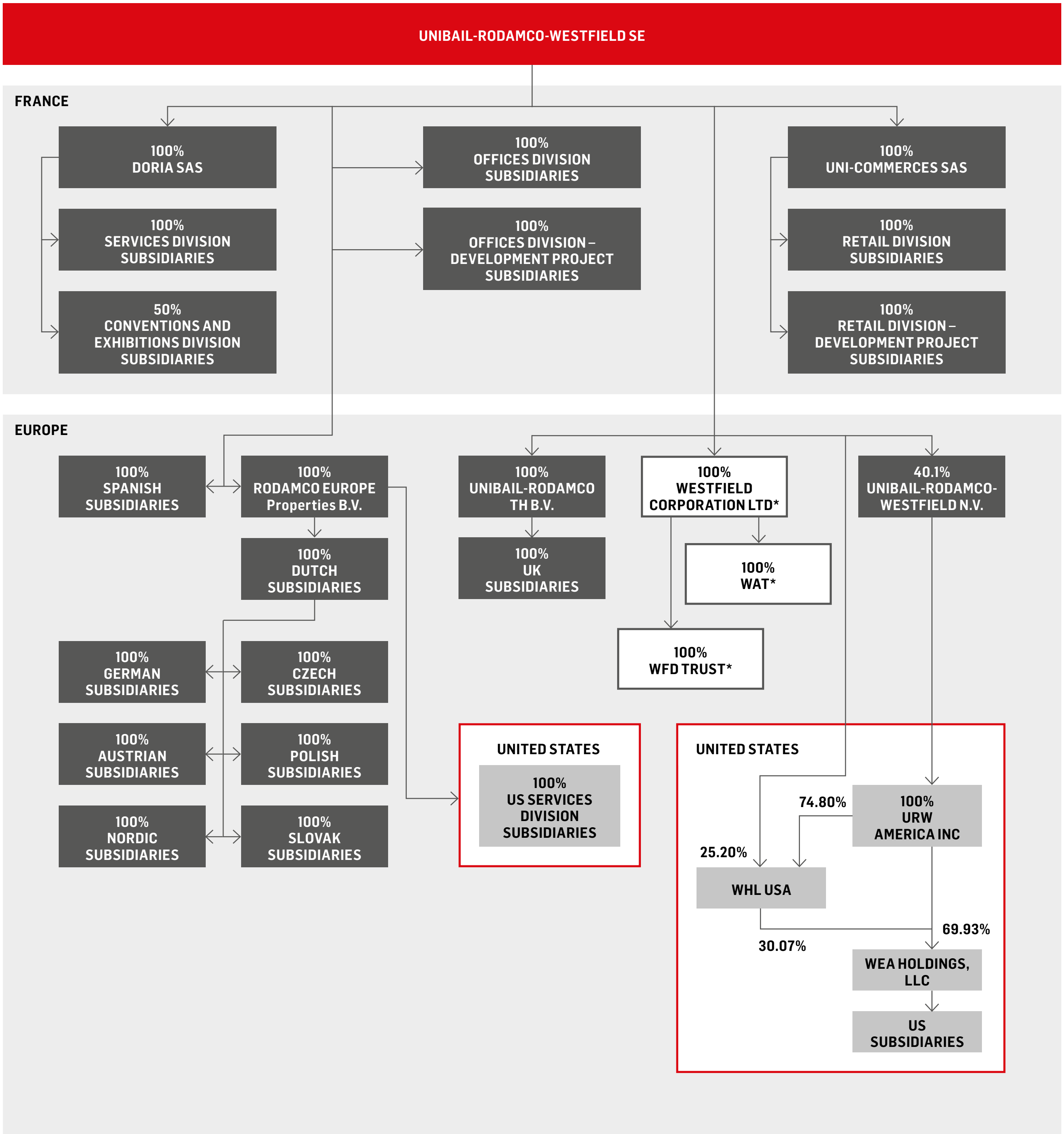
For any further information related to URW NV, please refer to its Annual Report available on the website (https://www.urw-nv.com/en/investors/financial-information).



(1) Also owns a few Dutch assets.

1.9 SIMPLIFIED GROUP ORGANISATIONAL CHART STRUCTURE

As at December 31, 2023, the Group is structured as follows:



United States part of the Group.

* Australian entities.

CHAPTER 2

CORPORATE GOVERNANCE AND REMUNERATION

2.1 GOVERNANCE PRINCIPLES – AFEP-MEDEF CODE

Unibail-Rodamco-Westfield SE ("URW SE") voluntarily refers to the Afep-Medef Corporate Governance Code of Listed Companies in the version of December 2022 (the "Afep-Medef Code" or "Code"). The Code is available on the AFEP (*Association française des entreprises privées*, French Association of Large Companies) 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 ("MB"). 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, ("AMF")*) 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 7, 2024, 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.

2.2 MANAGEMENT AND SUPERVISORY BODIES

Since 2007, the Company has adopted a dual governance structure: a European company with MB and SB, considering that such structure meets the best standards in corporate governance.

It ensures a balanced structure between efficient and responsive management by the MB and control by the SB, whose diverse composition guarantees its independence and the quality of its supervision.

2.2.1 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.

2.2.1.A COMPOSITION OF THE MANAGEMENT BOARD

As of December 31, 2023, the MB is composed of 5 members and chaired by Mr Jean-Marie Tritant. The business address of the MB members is the Company's registered address, 7, Place du Chancelier Adenauer, 75016 Paris. The MB members are appointed for a period of 4 years, until the general meeting deciding on the accounts of the past financial year held in the year in which these functions expire.

MB members	Nationality	Age	Gender	Main function	Starting date	Expiry date of the term of office
Jean-Marie Tritant	French	56	M	Chief Executive Officer ("CEO") MB Chairman	January 1, 2021	GM 2025
Sylvain Montcouquiol	French	49	M	Chief Resources and Sustainability Officer ("CRSO") MB member	January 1, 2022	GM 2026
Fabrice Mouchel	French	53	M	Chief Financial Officer ("CFO") MB member	January 5, 2021	GM 2025
Vincent Rouget	French	43	M	Chief Strategy and Investment Officer ("CSIO") MB member	June 1, 2023	GM 2027
Anne-Sophie Sancerre	French	45	F	Chief Customer and Retail Officer ("CCRO") MB member	May 2, 2023	GM 2027

MR JEAN-MARIE TRITANT

MB CHAIRMAN – CHIEF EXECUTIVE OFFICER

BORN ON:
November 10, 1967

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
51,764(1)

- Graduate of Burgundy – Business School (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 Chief Operating Officer effective from April 25, 2013, and as President US in June 7, 2018; and
- Appointed as MB Chairman and CEO as of January 1, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Companies
- Representative of URW SE as member of the French Fédération des Entreprises Immobilières;
- Non-Executive Director of Pavillon de l'Arsenal;
- Representative of URW SE on the Board of Directors of Société Paris-Île-de-France Capitale Économique; and
- Representative of URW 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 Companies
- Chairman of Uni-Expos S.A; and
- Director of Viparis Holding S.A.

Foreign Company
- *The Netherlands*: SB Chairman of Unibail-Rodamco-Westfield N.V. ("URW NV").

PREVIOUS MANDATES DURING THE LAST 5 YEARS

French Company
- n/a

Foreign Company
- MB Chairman of URW NV

(1) Excluding 5,033 Stapled Shares held via the Company Savings Plan.

PREVIOUS MANDATES DURING THE LAST 5 YEARS (continued)

- 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. and 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 and 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 U.S. 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 (N°.1) LLC, Stratford City Offices (N°.2) LLC, Stratford City Shopping Centre (N°.1) LLC, Stratford City Shopping Centre (N°.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 (N°. 1) LLC and White City Investments (N°. 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 Queensland PTY LTD, WFA Finance (Aust) PTY Limited and WFD Finance PTY Limited.

MR FABRICE MOUCHEL

MB MEMBER – CHIEF FINANCIAL OFFICER

BORN ON:
April 16, 1970

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
31,811(1)

- Graduate of HEC Business School, Master's Degree in Law and Bar diploma (*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 Unibail-Rodamco SE MB as Deputy CFO on April 25, 2013, and as Group Finance Director on June 7, 2018; and
- Appointed as MB member and CFO 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 URW NV, Joint Director of Unibail-Rodamco Investments B.V., Unibail-Rodamco Investments 2 B.V., Cijferzwaan B.V., Dotterzwaan B.V., Real Estate Investments Poland Coöperatief U.A., Rodamco Project I BV, Stichting Rodamco, Traffic UK B.V., Rodamco Europe Finance B.V. and Rodamco Nederland Winkels B.V., Deputy Board Member of Unibail Rodamco Poland 5 B.V., Director of U&R Management B.V;
- *Sweden*: Member of the Board of Directors of Rodamco Sverige AB;
- *Australia*: Director of Cavemont Pty Limited, Descon Invest Pty Limited, Westfield Corporation Limited, Westfield American Investments Pty Limited, Westfield Capital Corporation Finance Pty Ltd, Westfield Queensland Pty. Ltd, WCL Finance Pty Limited, WCL Management Pty Limited and Westfield America Management Pty Ltd;
- *Austria*: Managing Director of DZ-Donauzentrum Besitz- und Vermietungs-GmbH, Shopping Center Planungs- und Entwicklungsgesellschaft m.b.H. & Co. Werbeberatung KG, Shopping Center Planungs- und Entwicklungsgesellschaft mbH, Shopping City Süd Erweiterungsbau Gesellschaft m.b.H. & Co. Anlagenvermietung KG, Unibail-Rodamco Austria Verwaltungs GmbH, URW Invest GmbH and Unibail-Rodamco Invest GmbH;
- *Germany*: Vice-President of the SB of Unibail-Rodamco-Westfield Germany GmbH, Managing Director of Rodamco Deutschland GmbH;
- *Ireland*: Director of Liffey River Financing Ltd.;
- *Luxembourg*: Director of Crossroads Property Investors S.A.

PREVIOUS MANDATES DURING THE LAST 5 YEARS

French Company
- n/a

Foreign Companies
- Managing Director of SCS Liegenschaftsverwertung GmbH and SCS Motor City Errichtungsges.m.b.H.;
- Supervisory Board Member of Rodamco Deutschland GmbH and Director of Rodamco Deutschland GmbH & Co Süd Liegenschafts KG;
- Director of Westfield Investments Pty Limited, Nauthiz Pty Ltd, 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, Fidele Pty Ltd, Westfield R.S.C.F. Management Pty Ltd and Westfield Developments Pty Ltd.

(1) Excluding 8,885 Stapled Shares held via the Company Savings Plan.

MR SYLVAIN MONTCOUQUIOL

MB MEMBER – CHIEF RESOURCES AND SUSTAINABILITY OFFICER

BORN ON:
October 2, 1974

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
9,020[(1)]

- Graduate Engineer from École 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 organisational and operational excellence projects;
- Became Group Director of Organisation of Unibail-Rodamco in 2007;
- Appointed Group Director of Human Resources and Organisation, and member of the Group Management Team, in 2014;
- Appointed Executive Managing Director of Human Resources and Organisation of Unibail-Rodamco-Westfield, and member of the Group Executive Committee, in January 2021; and
- Appointed MB member and CRSO 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 and Espace Expansion Immobilière SAS;
- Supervisory Board Member of Uni-Expos SA;
- Deputy Managing Director of URW Brands SAS and Unibail-Rodamco Participations SAS;
- Vice-Chairman of Unibail-Management SAS.

Foreign Company
- n/a

PREVIOUS MANDATES DURING THE LAST 5 YEARS

French Company
- Chairman of Unibail Management SAS.

Foreign Company
- n/a

(1) Excluding 7,013 Stapled Shares held via the Company Savings Plan.

MR VINCENT ROUGET

MB MEMBER – CHIEF STRATEGY AND INVESTMENT OFFICER

BORN ON:
January 8, 1980

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
25,000[(1)]

- Graduate of HEC Paris with a Master of Science in Management;
- Started his career at Morgan Stanley as an Analyst, Investment Banking Division in 2003;
- Associate, Global Capital Markets, US Convertible Team at Morgan Stanley from 2006 to 2007;
- Associate/Principal/Managing Director at Aermont Capital LLP from 2007 to 2015;
- Partner of Aermont Capital LLP from 2015 to 2023;
- President of Aermont Capital SAS from 2018 to 2023; and
- Appointed MB member and CSIO as of June 1, 2023.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- n/a

Foreign Company
- n/a

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Companies
- Chairman of Amroy SAS, Immobilère Lidice SAS and Unibail-Rodamco Participations SAS;
- Deputy Managing Director of Unibail Management SAS.

Foreign Companies
- *Belgium*: Director of Mall of Europe;
- *The Netherlands*: Joint Director of Rodamco Europe Beheer BV, Rodamco Nederland BV, Unibail Rodamco Cascoshop Holding BV, Unibail Rodamco Nederland Winkels BV, Unibail Rodamco Poland 2 BV, Unibail Rodamco Poland 4 BV, Unibail Rodamco Retail Investments 1 BV, Unibail Rodamco TH B.V., URW Italy B.V., URW Nederland Winkels 1 BV, URW Nederland Winkels 2 BV, URW UK Olympic 1 BV, URW UK Olympic 2 BV, URW UK Olympic 3 BV, URW UK Olympic 4 BV, URW UK Olympic 5 BV, URW UK Olympic 6 B.V., URW UK Olympic 7 B.V., URW UK Olympic 8 B.V., URW UK Shepherds 1 BV, URW UK Shepherds 2 BV, URW UK Shepherds 3 BV, URW UK Shepherds 4 BV, URW UK Shepherds 5 BV, URW UK Shepherds 6 BV, URW UK Shepherds 7 BV, URW UK Shepherds 8 BV, URW UK Shepherds 9 BV, URW UK Shepherds 10 BV, URW UK Shepherds 11 BV, URW UK Shepherds 12 BV, URW UK Shepherds 13 BV, URW UK Shepherds 14 BV, URW UK Shepherds 15 BV, URW Winkels BV, Rodamco Europe Properties BV, Rodamco Central Europe BV, Broekzele investments B.V., Rodamco Espana BV, Rodamco Austria BV, Rodamco Czech BV and Rodamco Deutschland BV;
- *Spain*: Managing Director, Member and Secretary of the Board of Directors of Unibail Rodamco Steam SL and Proyectos Inmobiliarios Time Blue, and Chairman of the Board of Directors of Alonso Y Calle SA, Circlow, Essential Whites SLU, Global Etsy Investments, Proyectos Inmobiliarios Kansar III SLU, Proyectos Inmobiliarios New Visions SLU, Sistemas Edgerton, South Pacific Real Estate SLU, Unibail Rodamco Ocio SLU, Unibail Rodamco Palma SLU, Unibail Rodamco Real Estate SLU, Unibail Rodamco Retail Spain SLU, Unibail Rodamco Spain SLU, Westfield Energy SL and Westfield Rise Spain SL;
- *Czech Republic*: Managing Director of Centrum Praha Jih – Chodov s.r.o., CGI Metropole, s.r.o., Energie CČM s.r.o. and Energie MET s.r.o., Chairman of the Supervisory Board of Beta Development, s.r.o., and Member of the Board of Directors of Centrum Černý Most a.s., Centrum Chodov, a.s. and Černý Most II, a.s.;
- *Poland*: Member of the Management Board of GSSM Warsaw and WSSM Warsaw;
- *Slovakia*: Member of the Board of Aupark a.s.;
- *Denmark*: Chairman of the Board of Directors of URW Fisketorvet A/S;
- *Sweden*: Chairman of the Board of Directors of Anlos Fastighets AB, Eurostop Holding AB, Murof A AB, Murof B AB, Murof C AB, Murof D AB, Murof Holding AB, Piren AB, Rodamco AB, Rodamco Fisketorvet AB, Rodamco Handel AB, Rodamco Nacka AB, Rodamco Northern Europe AB, Rodamco Projekt AB, Rodamco Scandinavia Holding AB, Rodamco Täby AB, URW Nacka AB, URW Nacka Holding AB, URW Täby AB and URW Täby Holding AB.

PREVIOUS MANDATES DURING THE LAST 5 YEARS

French Companies
- President of Aermont Capital SAS;
- Member of the Investment Committee of Aermont Group, responsible for Continental Europe investments;
- Member of the Supervisory Board of LP Promotion, a top 10 residential developer in France;
- Member of the Advisory Board of Wilma Immobilien, a leading residential developer in Germany; and
- Member of the Supervisory Board of Marignan, a top 10 residential developer in France.

Foreign Company
- Chairman of the Board of Directors of Rodamco Centerpool AB.

(1) Moreover, Vincent Rouget holds indirectly 20,000 stapled shares via his personal holding company.

MRS ANNE-SOPHIE SANCERRE

MB MEMBER – CHIEF CUSTOMER AND RETAIL OFFICER

BORN ON:
October 2, 1978

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
9,416(1)

- Graduate from Sciences Po Paris, holds a degree in Finance and Accounting from Paris-Dauphine University and a Master's Degree in Corporate Strategy and Finance from Edinburgh Napier University;
- Equity research analyst and Investment Banking Associate at Morgan Stanley (2003-2008);
- Joined Unibail in 2008 as Responsible for mergers and acquisitions;
- Became Head of Investor Relations from 2010 to 2011;
- Group Investment and M&A Director from 2011 to 2014;
- Director of Operations and Investments Shopping Centres France from 2014 to 2016;
- Managing Director Retail France from 2016 to 2020;
- CEO for Southern Europe, from 2021 to April 2023; and
- Appointed MB member and CCRO as of May 2, 2023.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- Director of Etablissement public des fonds de prévoyance militaire et aéronautique.

Foreign Company
- n/a

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Companies
- CEO of Société de Tayninh SA (listed company);
- Deputy Managing Director of Unibail-Rodamco Participations SAS; and
- Chairman of Unibail Management SAS, Unibail Marketing & Multimedia SAS, URW Brands SAS.

Foreign Companies
- *Italy*: Director of Westfield Milan S.p.A.;
- *Belgium*: Director of Unibail-Rodamco Belgium.

PREVIOUS MANDATES DURING THE LAST 5 YEARS

French Companies
- CEO of Union Internationale Immobiliere SA and Societe D'exploitation Des Parkings Et Du Forum Des Halles De Paris SA;
- Chairman of Espace Expansion SAS, Societe Fonciere Immobiliere SAS and Volumes LPD SAS;
- Manager of Geniekiosk SARL;
- Deputy Managing Director of Belwarde 1 SAS, Uni-Commerces SAS, Rodamco France SAS and Unibail Management SAS; and
- Director of SemPariSeine.

Foreign Companies
- Chairman of the Board of Directors of Proyectos Inmobiliarios Time Blue, Unibail Rodamco Steam SL, Managing Director of Unibail Rodamco Retail Spain SLU and Unibail Rodamco Spain SLU and Member and Secretary of the Board of Directors of Alonso Y Calle Sa, Circlow, Essential Whites SLU, Global Etsy Investments, Proyectos Inmobiliarios Kansar III SLU, Proyectos Inmobiliarios New Visions SLU, Sistemas Edgerton, South Pacific Real Estate SLU, Unibail Rodamco Ocio SLU, Unibail Rodamco Palma SLU, Unibail Rodamco Real Estate SLU, Unibail Rodamco Retail Spain SLU, Unibail Rodamco Spain SLU, Westfield Energy SL and Westfield Rise Spain SL.

(1) Excluding 3,344 Stapled Shares held via the Company Savings Plan.

2.2.1.A.1 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 securities and prohibition of hedging (described in section 2.2.2.B.) in accordance with the Afep-Medef Code and Article L. 225-185 of the French Commercial Code. Moreover, the MB members have undertaken not to engage in hedging transactions in the Company's securities.

2.2.1.A.2 MANAGEMENT BOARD SUCCESSION PLAN

The MB's succession plan was successfully implemented several times.

At the beginning of 2023, the SB and the CEO initiated discussions with a view to the succession of 2 members of the MB. The SB has implemented the succession plan and appointed Ms Anne-Sophie Sancerre to replace Ms Caroline Puechoultres as CCRO. No internal candidates have been identified for the second member of the MB; candidates have been searched for outside of the URW Group and presented to the CEO and the SB members. After study, analysis, exchanges and interviews, Mr Vincent Rouget was selected to replace Mr Olivier Bossard, as CSIO.

Recent evolutions have confirmed the relevance of robust medium and short-term succession planning, ensuring that there is no vacancy at the level of the MB, while guaranteeing real fluidity in the changes in governance to ensure the smooth and secure continuity of the Group's activity.

The succession plan, extended to members of the Executive Committee ("EC"), was reviewed and discussed by the GNRC and the SB in July and December 2023. Except in the event that a faster update is required, the succession plan is reviewed annually.

The standard selection process for candidates is as follows: the GNRC, in the presence of the Chairman of the MB and the CRSO, (i) defines the profile of potential candidates with regard to the Group's strategy and targeted diversity, (ii) analyses potential successors within the Group, and (iii) studies the market with external consultants for positions without potential successors. The GNRC then recommends to the SB either an internal recruitment or the search for an external candidate with the desired profile (mandate with the recruitment firm, pre-selection of candidates, interviews with potential candidates, selection of a list of final candidates) and finally selects a candidate of each gender for each profile.

2.2.1.B MANAGEMENT BOARD FUNCTIONING

A. ROLE OF THE MANAGEMENT BOARD

The 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 SB 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 the Group 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 COOs who lead locally the retail asset strategy and 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 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) and governance, allowing a smooth and secure continuity of the Group's activity.
- The CRSO oversees Human Resources, Information Technology, Organisation and ESG functions, within the Group;
- The Chief Strategy & Investment Officer (CSIO) is responsible for structuring, developing, with the CEO, and executing the Group strategy and 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). The CSIO is responsible for challenging the business strategy, in particular: asset and development strategy, major restructurings, extensions or refurbishments. The CSIO also leads the Offices business at European level.
- The Chief Customer and Retail Officer (CCRO) is responsible for integrating all aspects of the customer experience, evolving the offer and accelerating the growth trajectory of the emerging media and digital capabilities, and leads Marketing, Westfield Rise, Digital & Data, International Leasing, Strategic Partnerships, Concept Studio and the SCM & PMPS Centres of Excellence.

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.

B. MANAGEMENT BOARD ACTIVITIES IN 2023

The MB met 17 times during the year ended December 31, 2023, and deliberated on the following subjects:

Principal responsibilities of the MB	Key areas addressed, managed and/or implemented in 2023
Group strategy	• Follow-up and adjustment of the Group strategy; • Investment and divestment operations in 2023; • Monitoring of the strategic disposals (costs and revenue) and investment transactions; • Digital and IT strategy, tools and projects; • Decision to list the company on Euronext Paris and to delist it from Euronext Amsterdam; and • Redesign of the environmental, social and governance ("ESG") ambition and strategy – to place them at the heart of the Group strategy.
Group financial policy, financial performance and reporting	• Review and closing of the 2022 consolidated and statutory financial statements and reporting on the consolidated half-year and quarterly accounts for the 2023 financial year; • Group 5-year business plan, budget and monitoring costs & capex of the Group; • Financial resources, balance sheet, financing Euro Medium Term Notes ("EMTNs") and liquidity management; • Follow up of rating agencies; • Green bond and hybrid exchange offers; • The Group's dividend distribution payment policy and annual allocation/distribution of profits; and • Closing of the forecast management documents and preparation of the quarterly activity reports for the SB.
Internal audit, risk management and control systems	• Internal audits, internal control system and compliance matters; • Risk management and risk mapping; and • Energy crisis response plan.
Governance and compliance with relevant laws and regulations	• Monitoring and promoting of the Group's Anti-Corruption Programme and the Group's Compliance Programme; • Group Insurances Programme; • Grant and follow-up of endorsements and guarantees; • Compliance Book update; • Analysis of the impact of new exceptional regulations related to Ukraine war; and • Compliance with regulatory/legal requirements and changes.
Company remuneration policy and performance assessments	• Employee remuneration policy of the Group with a focus on Group senior management; • Review of the Executive Committee's performance and remuneration; • Grant of Performance Stock Options ("SO") and Performance Shares ("PS"); and • Share capital increase reserved for employees.
Human resources	• Talent development and management; • Diversity and inclusion policy; • Pulse employee satisfaction survey: monitoring and analysis; • 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 ("AGM") and related documentation (agenda, resolutions, MB report, etc.), answer to written questions and shareholder requests; • General Meeting; • Group communication; and • 2022 Universal Registration Document and 2023 HY Financial Report.

2.2.2 THE SUPERVISORY BOARD ("SB")

2.2.2.A SUPERVISORY BOARD COMPOSITION AND DIVERSITY

The SB consists of 10 members, of which 8 members are independent, as at December 31, 2023. Mr Jacques Richier has succeeded to Mr Léon Bressler as SB Chairman following the May 11, 2023, General Meeting.

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.

2.2.2.A.1 EVOLUTION OF THE COMPOSITION OF THE SUPERVISORY BOARD

A. CHANGES OCCURRING IN 2023 PURSUANT TO THE MAY 11, 2023, GENERAL MEETING

IN THE SUPERVISORY BOARD COMPOSITION

- Mr Jacques Richier was appointed as SB member and SB Chairman for a period of 3 years;
- Ms Sara Lucas was appointed as an SB member for a 1-year mandate;
- To ensure a staggered renewal, the mandate of Ms Susana Gallardo as an SB member was renewed for a period of 1 year, and those of Mr Roderick Munsters and Mr Xavier Niel were renewed for a period of 3 years; and
- The mandates of Mr Léon Bressler and Mr John McFarlane as SB members were not renewed due to the attainment of the statutory age limit.

IN THE COMPOSITION OF THE COMMITTEES

- Ms Sara Lucas and Mr Jacques Richier joined the Audit Committee ("AC"); and
- Ms Susana Gallardo, Mr Xavier Niel and Mr Roderick Munsters were renewed as members of the Governance, Nomination & Remuneration Committee (GNRC). Mr Roderick Munsters was renewed as GNRC Chairman.

B. CHANGES PROPOSED IN 2024

IN THE SUPERVISORY BOARD COMPOSITION

Upon the GNRS's recommendation, the SB will propose at the April 30, 2024, General Meeting the renewals of the SB mandates of Ms Susana Gallardo, Ms Sara Lucas and Ms Aline Sylla-Walbaum for a period of 3 years.

The SB believes that it currently has the appropriate size, range of relevant knowledge and experience, and a balanced diversity to carry out its functions in the most appropriate way and upon the recommendation of the GNRC, has decided not to propose an additional candidate for appointment at the April 30, 2024, General Meeting.

IN THE COMPOSITION OF THE COMMITTEES

- Ms Susana Gallardo and Ms Aline Sylla-Walbaum would be renewed as GNRC members; and
- Ms Sara Lucas would be renewed as AC member.

For more details, please refer to the convening notice 2024, available on the Company's website.

2.2.2.A.2 COMPOSITION OF THE SUPERVISORY BOARD AS AT DECEMBER 31, 2023

The SB composition reflects a strong commitment in terms of independence (80% independent), gender diversity (60% women/40% men) and international exposure (30% non-French with 6 nationalities represented), and the wide-ranging experience and expertise of its members. The average SB member age is 58.7. The current composition aligns with the Group's strategy through their relevant active executive or senior leadership experience, and expertise in real estate/asset management, retail and hospitality, international markets (including the Continental Europe, the US and the UK), ESG/sustainability, corporate governance/remuneration, risk oversight/compliance, finance and restructuring/disposals, among other areas. The skills and expertise are summarised in the biographies of the SB members and detailed in the experience matrix presented then after.

A. OVERVIEW OF SUPERVISORY BOARD COMPOSITION AS AT DECEMBER 31, 2023

Mr Jacques Richier***
SB Chairman
AC member**
French

Diversity
60% Female
40% Male

Mr Roderick Munsters***
GNRC Chairman*
Canadian and Dutch

Attendance
98%

Ms Cécile Cabanis***
SB Vice-Chair
AC Chair**
French

Ms Aline Sylla-Walbaum***
GNRC member*
French

Independence
80%

Ms Sara Lucas***
AC member**
British and French

Ms Dagmar Kollmann***
GNRC member*
Austrian

Average age
58.7

Ms Julie Avrane***
AC member**
French

Nationalities
6

Mr Xavier Niel
GNRC member*
French

Ms Susana Gallardo***
GNRC member*
Spanish

Mr Michel Dessolain
AC member**
French

* Governance, Nomination and Remuneration Committee.
** Audit Committee.
*** Independent.

B. SUPERVISORY BOARD MEMBERS AS AT DECEMBER 31, 2023

Name	Shares held[1]	Committee	Age	Gender	Nationality	Independence	First appointed	Term expires at GM	SB seniority at year-end 2023
Mr Jacques Richier *SB Chairman*	1,755	AC	68	M	French	Independent	2023	2026	0.6
Ms Cécile Cabanis *SB Vice-Chair and AC Chair*	2,087	AC	52	F	French	Independent	2020	2025	3
Mr Roderick Munsters *GNRC Chairman*	1,000	GNRC	60	M	Dutch and Canadian	Independent	2017	2026	6.6
Ms Julie Avrane	1, 200	AC	52	F	French	Independent	2020	2025	3
Mr Michel Dessolain	47,741	AC	68	M	French	Non-independent	2022	2025	1.6
Ms Susana Gallardo	100	GNRC	59	F	Spanish	Independent	2020	2024	3.1
Ms Dagmar Kollmann	725	GNRC	59	F	Austrian	Independent	2014	2025	9.5
Ms Sara Lucas	200	AC	58	F	British and French	Independent	2023	2024	0.6
Mr Xavier Niel	1	GNRC	56	M	French	Non-independent	2020	2026	3.1
Ms Aline Sylla-Walbaum	1,057	GNRC	51	F	French	Independent	2021	2024	2.6

(1) For details related to holding shares, please refer to the biography of the relevant SB member.

The average seniority of SB members as of December 31, 2023, is 3.4 years.

C. SUPERVISORY BOARD MEMBER INFORMATION AND MANDATES HELD AS AT DECEMBER 31, 2023

The biography of each SB member includes a description of the competences and key expertise. All SB members have multiple skills and experiences, as described in the experience matrix then after.

The business address of the SB members is the Company's registered address, 7, Place du Chancelier Adenauer, 75016 Paris.

MR JACQUES RICHIER

CHAIRMAN OF THE SUPERVISORY BOARD

MEMBER OF THE AUDIT COMMITTEE
Independent

BORN ON:
February 12, 1955

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1,755

- HEC MBA (France), DEA in Materials Physics, and engineering degree from INSA Lyon (France);
- Started his career as searcher at the Lawrence Berkeley Lab (US);
- He held various positions from 1985 to 2000 at Azur Assurances as IT Manager and Chief Operating Officer, Managing Director in 1997, then Chief Executive Officer in 1998;
- He joined Swiss Life France in 2000 and became CEO in 2003;
- In 2008, he was appointed Managing Director of AGF (became Allianz France), then in 2010 Chief Executive Officer of Allianz France;
- He is also Municipal Councillor of the Nice City Hall, and was Vice-President of France Assureurs from 2016 to 2019 (formerly *Fédération Française de l'Assurance,* the French Insurance Federation); and
- Since 2021, he has been Chairman of the Board of Directors of Allianz France.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- Vice-Chairman of the Board of Directors of IDI S.C.A (France), representing Allianz IARD;

Other companies
- Chairman of the Board of Directors of Allianz France S.A. (France) and other mandates within Allianz France Group;
- Supervisory Board Member and Chairman of the Nomination & Remuneration Committee of Diot-Siaci S.A.S. (France); and
- Censor in the Board of Directors of Rothschild Martin Maurel S.A. (France).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- Supervisory Board member of Siaci Saint-Honoré S.A.S. (France, non-listed);
- Supervisory Board Member of Gimar S.C.A. (France, non-listed) (end of mandate at December 31, 2023);
- Supervisory Board member of Acropole Holding S.A.S (France, non-listed);
- Director of Suez S.A.S (France, listed);
- Director of Georgia Healthcare Group Plc (UK, listed); and
- Managing Director of Allianz France S.A. (France, non-listed).

Further experience:

- Relevant leadership experience:
  - Relevant and strong operational and leadership experience as former Managing Director and CEO of Azur Assurances, Swiss Life, and Allianz France. Formerly sat and is currently sitting as non-executive member at several Boards such as Allianz France, IDI SCA, Rothschild Martin Maurel, Diot-Siaci, Gimar, Georgia Healthcare Group and Suez.
- International experience:
  - International and strong perspective in various executive and non-executive positions for more than 35 years (Suez, Georgia Healthcare and Allianz France (subsidiary of Allianz SE, which is among the world's leading insurance groups)).
- Insurances experience:
  - Extensive responsibility for oversight and management of insurance in executive and non-executive positions at Azur Assurances, Swiss Life and Allianz France; and
  - Excellent knowledge of the insurance industry, having worked actively in many positions in this sector for more than 35 years.
- Finance experience:
  - Extensive knowledge in financial markets and financial analysis, as CEO of insurance companies, operating internationally, managing complex insurance regulatory finance aspects; and
  - Substantial expertise in financial matters linked to investment and private equity acquired in several positions.
- Public affairs and regulatory experience:
  - A significant and longstanding expertise in regulatory and public affairs, as well as expertise in lobbying; a recognised actor in various French federations and movements (Movement of the Enterprises of France (Mouvement des entreprises de France, MEDEF), France Assureurs).
- Corporate governance:
  - Significant expertise in governance, due to a long career in the insurance sector and through non-executive and committee roles, dealing with and responsible for HR, governance, remuneration and growth. In his different committee roles, he was responsible of such topics.
- Risk oversight and compliance:
  - Through his different management positions, including as CEO of various companies, has recognised experience in risk management and compliance topics.
- Expertise in ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Led ESG topics at Allianz France as CEO, both on sustainable finance and on strategic issues. Initiated the ESG process with employees, then investors, and raised awareness among distribution networks. Oversight of the implementation of the ESG strategy, and of development of offers with environmental value; and
  - Participated for France Assureurs in the renewal of the commitment to sustainable development by approving the profession's new ESG charter as Vice-President.

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 she has an MBA from INSEAD;
- Former Senior Partner with McKinsey & Company in France; and
- Prior to joining McKinsey in France, she worked for 2 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
- Permanent representative of the Strategic Equity Fund at the Board of Directors of Valeo S.E. (France), and at the Audit and Risks Committee;
- Independent Director of Bureau Veritas S.A., member of its Audit and Risks Committee, and Chair of the Strategic Committee (France); and
- Independent Director of Exail Technologies S.A. (formerly Groupe Gorgé S.A.) (France).

Other companies
- Director of Group Monnoyeur S.A.S. and Chair of its ESG Committee (France); and
- Director of Group Crouzet S.A.S. (France);

PREVIOUS MANDATE DURING THE LAST 5 YEARS

- Director of the start-up Cubyn S.A.S. (France).

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; and
  - A Board member of Valeo, Bureau Veritas, Monnoyeur Group, Group Crouzet and Exail Technologies.
- Financial expertise:
  - Board member of Valeo and member of its Audit and Risks Committee, and representative of the Strategic Equity Fund; and
  - 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:
  - More than 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, and she 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, cybersecurity and ESG development.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Sits on the Audit and Risk Committees of Valeo and of Bureau Veritas that follow the extra-financial indicators and delivery of such ESG indicators, and Chairs the ESG Committee of Monnoyeur Group.

MS CÉCILE CABANIS

VICE-CHAIR OF THE SUPERVISORY BOARD

CHAIR OF THE AUDIT COMMITTEE
Independent

BORN ON:
December 13, 1971

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
2,087

- Deputy CEO of Tikehau Capital S.C.A. since September 1, 2021;
- Former CFO, Technology & Data, Sustainability & Procurement, and former Vice-Chair of the Board of Directors and former member of the Executive Committee of Danone S.A. (listed, France); she served in a range of key positions in finance since joining Danone S.A. in 2004;
- Former Deputy Director Mergers & Acquisitions at France Télécom;
- Began her career in 1995 at L'Oréal in South Africa, as Logistics Manager and Head of Management Control, then in France as an internal auditor; and
- Graduated from the Institut National Agronomique Paris-Grignon as an agricultural engineer.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed companies
- Deputy CEO at Tikehau Capital S.C.A. (France); and
- Independent Director and member of the Audit and Risk Committee at Schneider Electric S.E. (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); and
- Member of the Board of the French Anti-trust Authority (France).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- CFO and member of the Executive Committee of Danone S.A. (France) (listed);
- Vice-Chair of the Board of Directors of Danone S.A. (France) (listed);
- Member of the Supervisory Board of Teract S.A., (France, listed); and
- 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 specialised 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; and
  - 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 CFO of Danone, as Director and Chair of the Audit and Risks Committee of Schneider Electric S.E. and as 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.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Extensive experience in ESG matters as former Chief Financial Officer Technology & Data, Sustainability & Procurement at Danone, in charge of strategy, data transformation, sustainability and strategic resources cycle. Sponsor of inclusive diversity for Danone, leading the first listed "*entreprise à mission*"; and
  - Currently Deputy CEO at Tikehau Capital, leading the Human Capital and ESG functions, and the impact funds platform.

MR MICHEL DESSOLAIN

MEMBER OF THE AUDIT COMMITTEE Non-independent

BORN ON:
December 2, 1955

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
47,741(1)

- Holds a Master's Degree in Law and is a Graduate of École Spéciale des Travaux Publics du Bâtiment et de l'Industrie and of the Institut de la Construction et de l'Habitat (France);
- Started his career at La Caisse des Dépôts & Consignation as a project manager, then as a property expert; he was later appointed as a development manager at Habitat;
- Joined Unibail in 1997 as General Manager of the Shopping Centre Division, then became Chief Operating Officer following the merger with Rodamco in 2007;
- Appointed to the Unibail-Rodamco SE Management Board from 2007 to 2012 as Chief Strategy Officer and Co-CEO of Mfi AG (Unibail-Rodamco's German subsidiary) from 2011 to 2015;
- Was Chairman of the French Shopping Centre Council ("CNCC") from 2013 to 2017;
- Was Managing Director of the Convention & Exhibition business of URW SE from 2015 to 2018 then COO Europe from 2018 to 2021; and
- Former Special Advisor to the Chairman of the MB of URW SE from 2021 until March 31, 2022.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- n/a

Other companies
- Managing Director of Sydes S.A. (Belgium);
- Non-executive Director at Electra S.A.S. (France);
- Non-executive Director at Inmémori S.A.S. (France); and
- Non-executive Director at Besix Red S.A. (Belgium).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- *France*: Chairman of the Management Board of Uni-Expos and Director of Viparis Holding;
- *Germany*: SB member of Unibail-Rodamco-Westfield Germany GmbH, and Director of CentrO Management GmbH, Neue Mitte Oberhausen Projektentwicklung Beteiligungs GmbH, CentrO Grundstücksentwicklungs GmbH, CentrO Projektentwicklungs GmbH, CentrO Oberhausen GmbH, SL Oberhausen Beteiligungs GmbH and Mfi AG;
- *Belgium*: Representative of Unibail-Rodamco Belgium N.V. (itself Director of Mall of Europea), of Unibail-Rodamco Belgium N.V. (itself Director of Mall of Europe) and of Unibail-Rodamco Belgium N.V.;
- *Australia*: Director of Cavemont Pty. Limited, Westfield Developments Pty Ltd, Westfield R.S.C.F. Management Pty Limited, WCL Finance Pty Limited, Fidele Pty Limited, Westfield America Management Limited and Westfield Corporation Limited;
- *Italy*: Director of Westfield Milan S.p.A.;
- *Spain*: Chairman of Proyectos Inmobiliaros New Visions, S.L., Essential Whites, S.L., Proyectos Inmobiliarios Time Blue, S.L. and Unibail Rodamco Steam, S.L.; and
- *UK*: Director of Retail Utilities Solutions Limited, Stratford CCH Limited, Stratford City Car Park Limited, Stratford City JV Business Manager Limited, Stratford City Shopping Centre (N°.1) General Partner Limited, Stratford City Shopping Centre (N°.1) Nominee A Limited, Stratford City Shopping Centre (N°.1) Nominee B Limited, Stratford City Shopping Centre (N°.2) General Partner Limited, Stratford City Shopping Centre (N°.2) Nominee A Limited, Stratford City Shopping Centre (N°.2) Nominee B Limited, Stratford Retail Shopping Centre Investments (N°.1) General Partner Limited, Stratford Retail Shopping Centre Investments (N°.2) General Partner Limited, Stratford Utilities Limited, Westfield Europe Limited and White City Acquisitions Limited, White City Developments Limited.

(1) These 47,741 Stapled Shares are held directly by Mr Dessolain, who also holds 55,000 Stapled Shares through his personal holding company (Sydes S.A.), for a total of 102,741 Stapled Shares. In addition, Mr Dessolain holds 2,284 shares in the URW fund.

Further experience:

- Relevant leadership experience:
  - Operational and leadership experience as a former member of the Management Board of Unibail-Rodamco SE and COO Europe of URW SE, holding several Group executive roles including COO, CSO, Co-CEO of Mfi AG in Germany and Managing Director of Viparis, as well as an Executive Director at Habitat.
- International experience:
  - Experience in worldwide real estate due to expertise in URW shopping centres, which are widely located in Europe, the UK and the US, and also as Head of International Development at Habitat at the start of his career; and
  - Experience as COO Europe from 2018 to 2021, and member of the Management Board of Unibail-Rodamco SE, and recently as former Special Advisor to the Chairman of the MB of URW SE; a major and recognised player in the field of shopping centres (Continental Europe, UK and US).
- Real estate experience:
  - Extensive real estate experience at URW from 1997 to 2022; first as COO, then as CSIO and then as COO Europe.
- Public affairs:
  - Significant and strong expertise in communications and government and public affairs, as Chairman of CNCC (2 mandates), a major player in relations between legislators, operators and tenants in France, and through his interactions with political actors and the various legislative bodies across Europe in his roles as Chief Strategy Officer and CEO Europe of URW Group.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Extensive responsibility for oversight and reporting all relevant ESG topics as Managing Director of UR-LAB, the URW Group's research and innovation structure specifically created in 2012 to accelerate the Group global innovation capacity of URW and Viparis, notably on ESG issues such as carbon footprint reduction;
  - As a permanent guest of the MB of URW SE, is actively involved in the constant reviews of ESG-related objectives and programmes through interaction with the ESG teams; and
  - On energy transition matters, actively supporting the top management as a Board member of Electra, European ultra-fast chargers development company.
- Finance:
  - Extensive responsibility for oversight and reporting all financial topics as COO Europe of URW. He also managed various financial topics as project manager at La Caisse des Dépôts & Consignation; and
  - As a permanent guest of the MB of URW SE, is actively involved in the constant reviews of finance-related issues.

Supervisory Board member proposed for renewal at the 2024 General Meeting.

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 Programme); 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; and
- Began her career in finance at Banco de Europa as a money market trader.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- Non-executive Director, and Vice-Chair of the Board of Directors of FL Entertainment N.V. (The Netherlands).

Other companies
- Chair-elect of the Family Council of Landon Grupo Corporativo (Spain);
- Director of Goodgrower S.A. (Spain);
- Member of the Advisory Board of Universitat International de Catalunya in Barcelona (Spain); and
- Director of the Fundacion Aurea (Spain).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- Director of Abertis Infraestructuras S.A. (Spain), ended in 2018;
- Director of Saba Infraestructuras S.A. (Spain), ended in 2019; and
- Chair of Fundacion Bienvenido (Spain), ended in 2022.

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; and 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); and former Director of Criteria Caixa and Chair of its Audit Committee.
- Real estate/asset management:
  - Member of the Investment Committee of her family office for more than 20 years with large investments in real estate, fixed income and equity investments as well as private equity.
- International experience:
  - Significant knowledge of the Spanish and European market through a 29-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, the US and Asia.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Active member since 2014 of the ESG Committee of Abertis, world leader in toll highways, operating in 12 countries. In charge of the reporting to the Board on the general policy, objectives and programmes relating to corporate social responsibility: to ensure the adoption and effective application of the aforesaid corporate social responsibility policy; to monitor the degree of compliance with the same and with corporate social responsibility strategy and practices; and to review the aforesaid policy, ensuring that it is orientated towards value creation. Oversees and evaluates the process of establishing relations with different stakeholders. Coordinates the process of reporting on non-financial information and on diversity, pursuant to the applicable regulations and in line with international reference standards. Responsible of the review and draft the annual Corporate Social Responsibility Report prior to its submission to the Board of Directors; and
  - Recommends the strategy relating to the Abertis Foundation's contributions and subjects them to compliance with the corporate social responsibility programmes adopted by the company.

(1) Ms Susana Gallardo holds 1,950 Stapled Shares, of which 1,850 are held through her personal controlled company (Susanvest S.L.U.).

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); and
- Former MB Chair, Country Head and CEO – Germany and Austria, Morgan Stanley Bank AG (Germany).

OTHER CURRENT FUNCTIONS AND MANDATES

Listed companies
- Supervisory Board member and Audit Committee Chair of Deutsche Telekom AG (Germany);
- Non-executive Director of Coca-Cola Europacific Partners plc (UK); and
- Non-executive Director and Audit Committee Chair of Paysafe Ltd (New York, US).

Other companies
- Supervisory Board Chair of Citigroup Global Markets Europe AG (Germany); and
- Commissioner of the Monopolies Commission (Germany).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- Supervisory Board Vice-Chair and Audit Committee Chair of Deutsche Pfandbriefbank AG (Germany);
- Supervisory Board member of Bank Gutmann AG (Austria);
- Supervisory Board Vice-Chair and Audit Committee Chair of HRE Holding AG (Germany); and
- Supervisory Board member of KfW IPEX-Bank GmbH (Germany).

Further experience:
- Relevant active executive or senior leadership experience:
  - Over 20 years' senior management experience as CEO of Morgan Stanley Bank AG; through key transactions and M&A deals in consumer, industrial and service sectors, 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 the 5 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 AG.
- International experience:
  - Multi-national, multi-cultural background; worked in senior positions in the US, 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.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Extensive expertise in governance, sustainability, diversity, talent and change management, resulting from both executive and non-executive positions over more than 30 years;
  - Extensive responsibility for development and oversight, strategic focus and reporting all relevant ESG topics in current and past membership on Supervisory Boards/Boards of Directors (Germany, France/Netherlands, UK, US), including detailed work in Presidential, Audit, Nomination, Remuneration and Personnel Committees;
  - Chair of Audit Committees of Deutsche Telekom AG, HRE Holding AG, PBB AG and Paysafe Ltd with responsibility for ESG Reporting;
  - Member of successive global and pan-European Steering Committees for Diversity and Talent Management as well as Change Management at Morgan Stanley; and
  - Co-Development of significant investment funds/specialist advisory to Europe's largest institutional equity investors with focus on sustainability starting in the 1990s.

Supervisory Board member proposed for renewal at the 2024 General Meeting.

MS SARA LUCAS

MEMBER OF THE AUDIT COMMITTEE
Independent

BORN ON:
May 23, 1965

NATIONALITIES:
British, French

NUMBER OF STAPLED SHARES HELD:
200

- BCs Hons in Land Management (Real Estate) from the University of Reading (UK);
- Started her career as Associate Director, from 1986 to 1994, at DTZ Debenham Thorpe (London, UK), in leasing advisory for offices, business and industrial sectors;
- She joined Weatherall Green & Smith ("WGS") (Paris, France) in 1994, and set up the Valuation department of WGS for which she became Head of Valuation and member of the MBO team for the recovery of activities in Europe in 1996;
- From 1998 to 2005, she held various positions at Savills Plc (Paris, France), responsible for cross-border expertise and acquisition consulting in Europe, then member of the European Board of Directors, for the business expansion strategy in France;
- From 2005 to 2011, she was Director for Real Estate Finance at the Royal Bank of Scotland in Paris (France);
- She joined Grosvenor in 2011 (Paris, France), first at Grosvenor Fund Management, as Head of Portfolio Management from 2011 to 2015, and then Managing Director from 2015 to 2017. She was appointed to the Executive Committee of Grosvenor Europe in 2017; and
- Since 2019, she holds the position of Chief Executive Officer of Grosvenor Property Europe.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- n/a

Other companies
- Chief Executive Officer of Grosvenor Property Europe (UK) and other mandates within Grosvenor; and
- Director of Grosvenor Europe (UK), President of French structures.

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- n/a

Further experience:
- Relevant active executive or senior leadership experience:
  - Operational and executive experience in various roles since the late 1980s, and on Boards of Directors, particularly in banking and commercial real estate.
- International experience:
  - Has worked as a Director in France and the UK, and has acquired a vast knowledge of the European real estate market through various positions. Participated in the takeover of the European activities of WGS, and is Chief Executive Officer at Grosvenor Property Europe, managing a team across 5 countries; and
  - Head of Portfolio Management, responsible for fund strategy at Grosvenor Fund Management with assets in France, Spain, Italy, Sweden and Portugal.
- Finance experience:
  - Responsible for all property market, asset and valuation input for Credit Committees and facility reviews for France & Benelux, established and chaired cross boarder valuation group for the Royal Bank of Scotland.
- Real estate/asset management experience:
  - Long-recognised expertise in commercial real estate and asset valuation since the late 1980s;
  - Responsibilities in asset portfolio valuation at WGS, and at the Royal Bank of Scotland; and
  - Expertise at Grosvenor Property Europe in overseeing portfolio strategy, asset management and joint ventures.
- Expertise in restructuring/disposals/divestments:
  - Definition and implementation of major change in strategy at Grosvenor Property Europe initiated in 2022; and
  - Responsible for the coordination of the French, Swedish, Spanish and Italian asset disposal strategies and the reporting practices at Grosvenor Fund Management.
- ESG Expertise (competencies in social, environmental, climate and governance matters) and sustainability:
  - At Grosvenor Property Europe, creation of a working group on Diversity & Inclusion, implementation of an ambitious Net Zero Carbon strategy approved by the Science Based Targets initiative ("SBTi"), and publication of a roadmap for a 50% reduction by 2030; and
  - As a member of the Executive Committee of Grosvenor (London), oversees the Group's strategy, including ESG policy and talent development.

MR RODERICK MUNSTERS

GNRC CHAIRMAN
Independent

BORN ON:
July 19, 1963

NATIONALITIES:
Canadian, Dutch

NUMBER OF STAPLED SHARES HELD:
1,000

- Master's in Economics and Finance, Tilburg University (The Netherlands);
- Current Advisory Board member of the Dutch State Treasury Agency, which finances the Dutch State by managing the national debt;
- Former Global CEO of Edmond de Rothschild Asset Management S.A. (France);
- Former CEO of Robeco Group N.V. (The Netherlands);
- Former Executive Director and CIO of ABP Pension Fund (The Netherlands) and APG All Pensions Group (The Netherlands);
- Former Managing Director and CIO of PGGM Pension Fund (The Netherlands); and
- Various positions in the Investment Department of N.V. Interpolis Insurance (The Netherlands).

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- n/a

Other companies
- Supervisory Board Chair of Athora Netherlands N.V. (The Netherlands);
- Independent non-executive Director of European Bank of New York Mellon (Belgium);
- Advisor of the Financial Investments Strategy Committee of Capital Guidance (Switzerland); and
- Non-executive Director of Wisayah Global Investment Company (Saudi Arabia).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- Non-executive Board member of Moody's Investors Service – EU & UK (UK);
- Supervisory Board member of PGGM Asset Management (The Netherlands); and
- Supervisory Board member of Edmond de Rothschild Asset Management S.A. (France).

Further experience:
- Relevant active executive or senior leadership expertise:
  - More than 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:
  - Over 30 years' hands-on and executive experience for over 30 years, with 15 years as CIO at Europe's 2 largest pension funds, ABP and PGGM, and 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; also as 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 as an independent non-executive Director at Moody's Investors Service – EU, and as a CEO, responsible for audit and compliance in various markets, an in-depth knowledge of global financial markets, including various alternative investment strategies; and
  - As former member of the Capital Markets Committee of the Dutch Authority for the Financial Markets, extensive expertise in financial and capital markets.
- Corporate governance and remuneration expertise:
  - Founding Board member and former Chairman (10 years) of Dutch Institutional Corporate Governance platform; 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.
- ESG (competencies in social, environmental, climate and governance matters) 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 2 of Europe's largest pension funds, PGGM and ABP; and
  - As a member of various Supervisory Boards 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 the telecommunications industry since the end of the 1980s; and
- Recognised 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

Listed companies
- Director of the Board of Teract S.A. (France); and
- Director of KKR Management LLC (US).

Other companies
- Chairman of the Board of Directors of Group Iliad;
- Supervisory Board member of Mediawan S.A.S.;
- Chairman of NJJ Holding, NJJ Boru, NJJ Immobilier, NJJ Strategy, NJJ Telecom Europe, SE 51, NJJ Vosges, Freebox, Iliad Holding, Invest SB and La Compagnie des Immeubles Parisiens;
- Manager (*gérant*) of SCI Paris Grenelle and Elysées Capital;
- Supervisory Board member of NJJ Boru, of La Société Éditrice du Monde and of Le Nouvel Observateur du Monde;
- Director of Eircom Holdings Ireland Ltd (Ireland);
- Director of Monaco Telecom;
- Director of Salt Mobile AG (Switzerland); and
- Director of Telma Comores Holding (Comores).

PREVIOUS MANDATES DURING THE LAST 5 YEARS[(2)]

- COO of Iliad S.A.;
- 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., Sons Holdco S.A.S., Station F S.A.S. and Square Vergennes S.A.S.;
- Manager of OH4S, SCI Light and Lagny Immobilier;
- Chairman of the SB of BlackPills S.A.S.;
- Co-Manager of Diderot S.A.S. and Kléber Levallois S.N.C.; and
- Member of the Board of Salt Network S.A. (Switzerland) and Groupe Nice-Matin.

Further experience:
- Relevant active executive or senior leadership experience:
  - Founder and Chairman of the Board of Directors of Iliad S.A., 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, which is an active early-stage investor that has invested in hundreds of start-up companies around the world; and
  - In 2013, created 42, a school that trains computer specialists in France and the United States;
  - In 2017, opened Station F, a start-up 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 20,286,422 Stapled Shares through a controlled company Rock Investment, as subsidiary of NJJ Holding. In addition, 15,548,086 shares by assimilation are also held by Rock Investment through financial instruments.
(2) In companies domiciled in France, unless specifically mentioned if abroad.

Supervisory Board member proposed for renewal at the 2024 General Meeting.

MS ALINE SYLLA-WALBAUM

GNRC MEMBER
Independent

BORN ON:
June 12, 1972

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1,057

- 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) since January 2022;
- 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; and
- Started her 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
- Director of Musée National des arts Asiatiques Guimet (France); and
- Chair of the Supervisory Board of Société Éditrice du Monde S.A. (France).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- Supervisory Board member of Lagardère SCA (France) (listed);
- Director of Musée d'Orsay (France);
- Vice-Chair of the Board of Directors of Orchestre de Paris (France);
- Director of Louvre-Lens museum (France); and
- Director of Institut Imagine (France).

Further experience:
- Relevant active executive or senior leadership experience:
  - Operational and leadership experience as Global Managing Director (Luxury) of Christie's; and as a former member of the Supervisory Board, Audit Committee and the Appointments, Remuneration and ESG Committee at Lagardère S.C.A.
- International experience:
  - Experience in worldwide luxury markets (jewellery, watches, wine and handbags) in current role as General Manager Europe & Strategic projects at Chaumet and at Christie's, and in former roles as Global Managing Director – Luxury, based in Paris (previously in London), and Managing Director of France.
- Real estate experience:
  - Extensive real estate experience at Unibail-Rodamco, 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.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability expertise:
  - Environmental & Climate: at UR, in charge of institutional communication regarding ESG and supervision of investor relations regarding ESG, and as Deputy CEO of URD, environmental certification of development projects (LEED, BREEAM);
  - Social: member of the Lagardère GNRC covering talent development, succession planning, diversity, remuneration policy and best practices; at Christie's, co-Lead of the Global Diversity and Inclusion internal committee; and at Chaumet, lead for engagement projects and involved in the Responsible Jewellery Council assessment; and
  - Governance: member of the Lagardère Audit Committee, supervising compliance and risk assessment, and subsequently member of the GNRC, overseeing the complete scope of governance.

2.2.2.A.3 DIVERSITY POLICY OF THE SUPERVISORY BOARD MEMBERS

The Supervisory Board ("SB") annually reviews its own composition considering many elements.

As part of its annual assessment, the GNRC and the SB conduct a review of SB member profile to ensure that the SB is able to fulfil its responsibilities and obligations in the best possible conditions. The profile reflects the desired composition of the SB, in particular about the strategy pursued by the Group and the objectives to be achieved (including through the SB succession plan) in order to form and maintain a predominantly independent SB, distinguishing itself by the diversity of its members in terms of gender, age and nationality, as well as their skills, expertise and experience.

The SB and the GNRC consider that SB members collectively have the right balance of skills, expertise and experience to ensure effective oversight of activities and to provide relevant advice to the Management Board to fulfil their obligations in the interest of the Company. As part of its effectiveness evaluation, the SB has initiated a reflection to enrich in the mid-term perspective its composition, with profiles bringing particular skills in ESG/sustainability in line with the Group's objectives, and in cybersecurity or digital, subjects that are equally important in light of the international challenges and risks and the strategic innovations launched by the Group.

A. SIZE OF THE SUPERVISORY BOARD

In accordance with the law, the SB has between 8 and 14 members. The SB considers that the current number of 10 members is relevant for the Company and allows for optimum functioning. The SB wishes to have enough members to have diverse profiles, with eclectic perspectives and horizons while preserving a real proximity between its members, allowing quality of discussions and agility, essential for its proper functioning. As of December 31, 2023, the SB comprises 10 members.

B. AGE/SENIORITY

The SB makes sure during discussions on (i) the SB succession plan, (ii) the typical profiles/competencies of SB members as established in its Charter and (iii) the SB assessment, to respect a diversity in the age of its members and in the desired average target age. This approach is consistent with the statutory age limit of 75 and the age limit of less than 70 for up to two-thirds of SB members.

	As at December 31, 2023
Average age of SB members	58.7 years
Average seniority of SB members	3.4 years

C. DIVERSITY (GENDER, NATIONALITY AND CULTURE)

The SB composition seeks a balanced representation of women and men. In accordance with Article L. 22-10-3 paragraph 1 of the French Commercial Code, the proportion of the members of the SB of each sex must be at least 40%. At year-end 2023, the SB comprises of 60% of women and 40% of men. The SB shall be composed of profiles of different nationalities in order to have broad and multi-cultural points of view especially with natives of countries in which the Group operates.

	As at December 31, 2023
Proportion of women	60%
Proportion of men	40%
Number of nationalities within the SB	6

D. SKILLS OF THE SUPERVISORY BOARD MEMBERS

The SB has identified 9 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 Group, the Group's strategy for the medium and long-term and the related risks:

- **Experience in international or local markets** due to the Group's flagship shopping centre portfolio, particularly across Continental Europe and the UK;
- **Expertise in finance**, including audit, financing/banking or tax expertise, as the Company's operations involve complex financing transactions, debt management and refinancing in different countries and currencies, and requires the monitoring of tax and accounting measures;
- **Experience in leadership** in a company in France or abroad with a significant size is crucial to understand the challenges the Group has to face, as part of the CAC40;
- **Experience in retail, real estate and asset management** to understand and challenge the Group's strategy, including real estate development, investment, leasing, and asset management;
- **Expertise in restructuring/disposals/divestments** is a priority for the Group given the focus on deleveraging;
- **Expertise in ESG/sustainability** is essential because environmental and societal matters are at the heart of the Group's strategy, as a lever for progress and as an element of competitiveness;
- **Expertise in digital/e-commerce** to support and understand the development of the digital strategy in the Group's assets, and to understand all challenges associated with the evolution of e-commerce and digital as opportunities and growth drivers;
- **Expertise in risk/compliance** to oversee and advise on risk structure and management, compliance, internal control systems, and to ensure adequate risk management policies are in place; and
- **Expertise in corporate governance/remuneration** to maintain a high level of corporate governance requirements, in particular, executive compensation.

SUPERVISORY BOARD MEMBER EXPERIENCE MATRIX

Skills/experience	Jacques Richier[1]	Julie Avrane[1]	Cécile Cabanis[1]	Michel Dessolain[1]	Susana Gallardo[2]	Dagmar Kollmann[2]	Sara Lucas[1]	Roderick Munsters[2]	Xavier Niel[2]	Aline Sylla-Walbaum[2]	%
Executive or Board member	●	●	●	●	●	●	●	●	●	●	100
Retail/real estate/asset management	●		●	●	●	●	●	●	●	●	90
Finance/audit	●	●	●	●		●	●	●	●		80
ESG/sustainability	●	●	●	●	●	●	●	●		●	90
Digital/e-commerce	●	●	●	●					●	●	60
Corporate governance and remuneration	●	●	●			●	●	●	●		70
Risks/compliance	●	●	●			●	●	●		●	70
Restructuring/disposals/ divestments	●	●	●	●		●	●		●		70
International experience	●	●	●	●	●	●	●	●	●	●	100

(1) Audit Committee.
(2) Governance, Nomination and Remuneration Committee.

E. INDEPENDENCE 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 2 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 5 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 5 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 5 years.
6	Not a member of the SB 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 short-term incentives ("STI") or long-term incentives ("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 with relevant criteria taken into account, including the nature and type of business, and to assess the independence of that particular member of the SB.

MEMBER INDEPENDENCE ANALYSIS AS AT DECEMBER 31, 2023

80% of the SB members, i.e. 8 of the 10 members, have been qualified as independent by the SB as at December 31, 2023.

At its meeting on February 7, 2024, the SB conducted an independence analysis of each of its members in accordance with the 10 criteria as detailed previously, for which the outcomes are detailed below:

SB members As at 31/12/2023	Criterion 1 Not an employee or executive officer within the previous 5 years	Criterion 2 No crossed mandates	Criterion 3 No significant business relationship (details then after)	Criterion 4 No close family ties	Criterion 5 Not an auditor of the company within the previous 5 years	Criterion 6 Not a member of the SB for more than 12 years	Criterion 7 Not received personal financial remuneration from the company (no STI or LTI)	Criterion 8 Not representing any major shareholder of the company (>10%)	Criterion 9 No crossed links with the MB	Criterion 10 Not representing a MB member within the previous 12 months	Qualification determined by the SB
Mr Jacques Richier[(1)]	✓	✓	✓	✓	✓	0.6	✓	✓	✓	✓	Independent
Ms Cécile Cabanis[(1)]	✓	✓	✓	✓	✓	3	✓	✓	✓	✓	Independent
Mr Roderick Munsters[(2)]	✓	✓	✓	✓	✓	6.6	✓	✓	✓	✓	Independent
Ms Julie Avrane[(1)]	✓	✓	✓	✓	✓	3	✓	✓	✓	✓	Independent
Mr Michel Dessolain[(1)]	⃠	✓	✓	✓	✓	1.6	⃠	⃠	✓	✓	Non-independent
Ms Susana Gallardo[(2)]	✓	✓	✓	✓	✓	3.1	✓	✓	✓	✓	Independent
Ms Dagmar Kollmann[(2)]	✓	✓	✓	✓	✓	9.5	✓	✓	✓	✓	Independent
Ms Sara Lucas[(1)]	✓	✓	✓	✓	✓	0.6	✓	✓	✓	✓	Independent
Mr Xavier Niel[(2)]	✓	✓	✓	✓	✓	3.1	✓	⃠	✓	✓	Non-independent
Ms Aline Sylla-Walbaum[(2)]	✓	✓	✓	✓	✓	2.6	✓	✓	✓	✓	Independent
Independence rate											**80% (8/10)**

(1) Audit Committee.
(2) Governance, Nomination and Remuneration Committee.

Upon the recommendation of the GNRC, the SB qualified 8 SB members as independent and qualified Mr Dessolain and Mr Niel as non-independent members.

Regarding Mr Niel, based on his own statement, he held directly or indirectly a significant part of the share capital and voting rights of the Company, i.e. 14.59% of the share capital through a controlled company (Rock Investment) and 11.18% of the share capital through assimilation or derivatives therefore, the SB confirmed that Mr Niel did not meet criterion n°8, representing more than 10% of the Company's capital.

Regarding Mr Dessolain, the SB noted that he did not meet criteria n°1, n°7 and n°8, having been an employee of URW until March 2022, receiving remuneration in this respect (benefitted from PS and SO, acquired during salary), and having been proposed by a major shareholder of the Group.

INDEPENDENCE ANALYSIS OF THE CHAIRMAN OF THE SUPERVISORY BOARD, MR JACQUES RICHIER

The French Financial Markets Authority ("AMF") recommends that the independence of an SB Chairman be justified in detail. In a dual corporate governance structure in which the SB's role is to 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 Jacques Richier, SB Chairman.

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. Moreover, as SB Chairman in a two-tier governance structure, Mr Jacques Richier has no executive function and is not involved in day-to-day operations nor the operational decisions of the Group. Other than the remuneration received for his contribution provided as an SB and AC member, 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.

Accordingly, upon the recommendation of the GNRC, after an in-depth analysis of the 10 independence criteria mentioned above, including the criterion n°3 detailed then after, the SB concluded that Mr Jacques Richier is independent.

IN DEPTH ANALYSIS OF THE BUSINESS RELATIONSHIP

A quantitative and qualitative detailed analysis of the business relationship was carried out by the GNRC, then presented to the SB, to assess the independence of Mr Jacques Richier, given his role as SB Chairman, and of Ms Julie Avrane, Ms Cécile Cabanis, Mr Michel Dessolain, Ms Dagmar Kollmann, and Mr Xavier Niel given their other roles outside the Group.

There is no direct or indirect business relationship between URW Group and respectively, Ms Susana Gallardo, Mr Roderick Munsters, Ms Sara Lucas and Ms Sylla-Walbaum hence, no further detailed assessment was made on this criterion n°3.

In assessing whether an SB member is independent in accordance with the Afep-Medef Code and the SB Charter, one criterion (criterion n°3) to be fulfilled is that an SB member must not be a customer, supplier, investment banker or commercial banker that is material for the URW Group, or for which the URW Group represents a significant part of the entity's activity.

In accordance with AMF requirements and the Afep-Medef Code, in considering the materiality, the SB shall examine the financial relationship between URW and the specific entity for which the SB member held a mandate, when possible, in absolute and relative amounts, the continuity in duration and intensity of the relationship and the position of the SB member in the company, the legal entities signing contracts and the number of stores and the percentage it represented out of all stores in the consolidated Group portfolio in 2023.

ANALYSIS OF MR JACQUES RICHIER'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Mr Jacques Richier as at December 31, 2023.

After verification, it is noted that URW does not have any business relationships with Gimar SCA and Rothschild Martin Maurel.

URW does have business relationships with IDI SCA, Allianz France Group and Diot-Siaci.

IDI SCA

A lease was signed in March 2022 with Culturespaces for Westfield Hamburg, between Unibail-Rodamco ÜSQ Rouge B GmbH & Co. KG. and Culturespaces Germany GmbH (with IDI SCA in its capital since February 2022 (i.e.before Mr Richier's appointment at URW).

In addition, Mr Richier's independence has also been qualitatively analysed.

Specifically, (i) he is not implicated in the day-to-day operations nor the operational decisions of the companies; (ii) the contracts are entered into between subsidiaries and not at the parent level, are routine agreements and are entered into on an arm's length basis; and (iii) discussions on a specific service contract terms and negotiations never rise to the SB level.

ALLIANZ FRANCE GROUP

The business relationships between Allianz France and URW are very limited. Allianz France is one of URW's insurers for the following marginal covers: (i) pension and health expenses for expatriate/inpatriate employees, and (ii) health costs of French employees working abroad (mainly IGP). The global Allianz France premiums are marginal and represent 0.8% of the amount of insurance premiums of URW Group in 2023.

In addition, Mr Richier's independence has also been qualitatively analysed.

Specifically, (i) he is not implicated in the day-to-day operations nor the operational decisions of the companies; (ii) the contracts are entered into between subsidiaries and not at the parent level, are routine agreements and are entered into on an arm's length basis; and (iii) discussions on a specific service contract terms and negotiations never rise to the SB level.

DIOT-SIACI

Diot-Siaci is URW's historical insurance broker and has been for over 25 years. It is the main insurance broker of URW Group, without being exclusive.

The 2023 commissions or fees paid to Diot-Siaci represent 2.28% of the total amount of insurance premiums of URW Group.

In addition, Mr Richier's independence has also been qualitatively analysed.

Specifically, (i) he is not implicated in the day-to-day operations nor the operational decisions of the companies; and (ii) discussions on a specific service contract terms and negotiations never rise to the SB level.

Given the foregoing, the business relationships between URW, IDI SCA, Allianz France Group and Diot-Siaci are qualified as non-material. Therefore, based on the work of the GNRC, the SB concluded that Mr Jacques Richier is independent with respect to this criterion n°3.

ANALYSIS OF MS JULIE AVRANE'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Ms Julie Avrane as at December 31, 2023.

After verification, it is noted that URW does not have any business relationships with Valeo, Exail Technologies and Group Crouzet. URW does have business relationships with Bureau Veritas and Monnoyeur Group.

MONNOYEUR GROUP

The URW IT and Development teams have a license with Trimble, an IT tool that is distributed by Arkance, a subsidiary of Monnoyeur. The original agreement was executed in 2015, renewed in 2019, ended during year 2023, and represented less than 0.3% of spending on IT of the Group in 2023.

In addition, Ms Avrane's independence has also been qualitatively analysed.

Specifically, (i) she is not and has never been an employee or executive director of URW or Monnoyeur Group, nor of one of their consolidated subsidiaries; (ii) she is not implicated in the day-to-day operations nor the operational decisions of the companies; and (iii) discussions on a specific service contract terms and negotiations never rise to the SB level.

BUREAU VERITAS

The relationship has been in place since at least 2014 for contracts for asbestos cleanup, since 2011 for HSE audits in France, since 2019 for audits in Europe, from 2020 for "Health and Safety place" audit. The 2023 total fee represents less than 1% of URW's total spending on service charges in 2023.

In addition, Ms Avrane's independence with respect to Bureau Veritas has also been qualitatively analysed.

Specifically, (i) she is not and has never been an employee or executive director of Bureau Veritas and URW, nor of one of their consolidated subsidiaries; (ii) she is not implicated in the day-to-day operations nor the operational decisions of the companies; and (iii) discussions on a specific service contract terms and negotiations never rise to the SB level.

Given the foregoing, the business relationships between URW, Bureau Veritas and the Monnoyeur Group are qualified as non-material. Therefore, based on the work of the GNRC, the SB concluded that Ms Julie Avrane is independent with respect to this criterion n°3.

ANALYSIS OF MS CÉCILE CABANIS' BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Ms Cécile Cabanis as at December 31, 2023.

After verification, it is noted that URW does not have any business relationships with Tikehau Capital, Mediawan, Société Éditrice du Monde and France Medias Monde. URW does have business relationships with Schneider Electric.

SCHNEIDER ELECTRIC

The relationship has been in place since at least 1998, (i) Schneider Electric is used as an energy broker in very few URW Group centres in 2023; (ii) URW does not pay Schneider Electric a direct fee, instead a negotiated broker rate was established which is included in supply contracts as part of the respective energy rates; and (iii) the total fees are marginal vs. URW's total spending on service charges in 2023.

In addition, Ms Cabanis' independence has also been qualitatively analysed.

Specifically, (i) she is a non-executive of Schneider Electric and of URW SE; (ii) she is not and has never been an employee or executive director of the Groups, and is not implicated in the day-to-day operations nor the operational decisions of the companies; and (iii) the contracts between the companies are entered into between subsidiaries of each group and not at the parent level.

Given the foregoing, the business relationships between URW and Schneider Electric are qualified as non-material. Therefore, based on the work of the GNRC, the SB concluded that Ms Cécile Cabanis is independent with respect to this criterion n°3.

ANALYSIS OF MR MICHEL DESSOLAIN'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Mr Michel Dessolain as at December 31, 2023.

After verification, it is noted that URW does not have any business relationships with Electra, Besix Red and Inmémori. URW does have business relationships with Sydes.

SYDES

A consulting contract between Sydes (represented by Michel Dessolain and Viparis Holding (subsidiary of URW SE for Convention & Exhibition business) was concluded in March 2023, for a duration of 3 months. The 2023 total fees were marginal vs. URW's total spending on consulting in 2023.

In addition, Mr Dessolain's independence has also been qualitatively analysed.

Specifically, (i) he is a non-executive SB member of URW SE; (ii) he is not implicated in the day-to-day operations nor the operational decisions of URW; (iii) the fees paid are marginal compared to Group-wide expenses in consulting; and (iv) the contract between entities are routine agreements and are entered into on an arm's length basis.

Given the foregoing, the business relationships between URW and Sydes are qualified as non-material. Therefore, based on the work of the GNRC, the SB concluded that Mr Michel Dessolain is independent with respect to this criterion n°3. It is however reminded that Michel Dessolain is non-independent, the SB having noted that he did not meet criteria n°1, n°7 and n°8.

ANALYSIS OF MS DAGMAR KOLLMANN'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Ms Dagmar Kollmann as at December 31, 2023.

After verification, it is noted that URW does not have any business relationships with Paysafe Ltd and Citigroup Global Markets Europe.

URW does have business relationships with Deutsche Telekom AG, and Coca-Cola Europacific Partners plc.

DEUTSCHE TELEKOM AG

As at December 31, 2023, the number of stores within the URW portfolio is not significant, representing less than 1% of the total stores of URW Group. The business relationship began in 1999.

In addition, Ms Kollmann's independence has also been qualitatively analysed.

Specifically, (i) she is a non-executive SB member of Deutsche Telekom AG and of URW SE; (ii) she is not and has never been an employee or executive director of the Groups and is not implicated in the day-to-day operations nor the operational decisions of the companies; (iii) the lease contracts between the companies are entered into between subsidiaries of each group and not at the parent level; and (iv) discussions on specific lease terms and negotiations never rise to the SB level, therefore, she does not participate in negotiations nor have an impact on any negotiations between the entities.

COCA-COLA EUROPACIFIC PARTNERS PLC ("COCA-COLA")

URW does not typically work with brands directly, rather coordinating with their advertising agencies. All contracts in 2023 were signed and negotiated between URW subsidiaries and Coca-Cola's various advertising agencies, (i) Coca-Cola has a long-term brand partnership in place since 1996, with a renewable 5-year term; and (ii) the 2023 total fees were marginal vs. the total fees received in commercial partnerships.

In addition, Ms Kollmann's independence has also been qualitatively analysed.

Specifically, (i) she is a non-executive SB member of Coca-Cola and of URW SE; (ii) she is not and has never been an employee or executive director of the Groups and is not implicated in the day-to-day operations nor the operational decisions of the companies; and (iii) the contracts are entered into between subsidiaries of URW, and not at the parent level neither SB level, and in the case of Coca-Cola, via its PR agency.

Given the foregoing, the business relationships between URW, Deutsche Telekom AG and Coca-Cola are qualified as non-material. Therefore, based on the work of the GNRC, the SB concluded that Ms Dagmar Kollmann is independent with respect to this criterion n°3.

ANALYSIS OF MR XAVIER NIEL'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Mr Xavier Niel as at December 31, 2023.

After verification, it is noted that URW does not have any business relationships with Teract, KKR Management and Mediawan. URW does have business relationships with Groupe Iliad.

ILIAD GROUP (FREE 5G)

As at December 31, 2023, the number of stores within the URW portfolio is not significant, representing less than 1% of the total stores of URW Group. The business relationship began in 2013.

Specifically, URW has relationships with Groupe Iliad as a service provider and as a tenant. Since 2015, Free has antenna contracts in some URW shopping centres. The contracts are typically for 5-year terms, renewable. In 2023, Free had antenna contracts in very few of URW Group Centres, and the 2023 total fees are marginal vs. the total fees received in commercial partnerships. With respect to both companies, the total fees paid are marginal compared to each group's total service fees expenses/revenues or total turnover. Discussions on the contract terms and conditions and their negotiation never rise to the SB level of either company and Mr Niel does not participate in discussions and does not have an impact on the relationship between the entities.

Given the foregoing, the business relationships between URW and Groupe Iliad/Free 5G are determined to be non-material. Therefore, based on the work of the GNRC, the SB concluded that Mr Xavier Niel is independent with respect to this criterion n°3. It is however reminded that Xavier Niel is non-independent, the SB having noted that he did not meet criterion n°8.

F. EMPLOYEE OR EMPLOYEE SHAREHOLDER REPRESENTATION ON THE SUPERVISORY BOARD

Pursuant to Article L. 225-79-2 of the French Commercial Code, companies above certain thresholds must provide for employee representatives within their Supervisory Board. 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 1 or several employee shareholder representatives to their Supervisory Board. At December 31, 2023, the URW Group remains below the above mentioned thresholds.

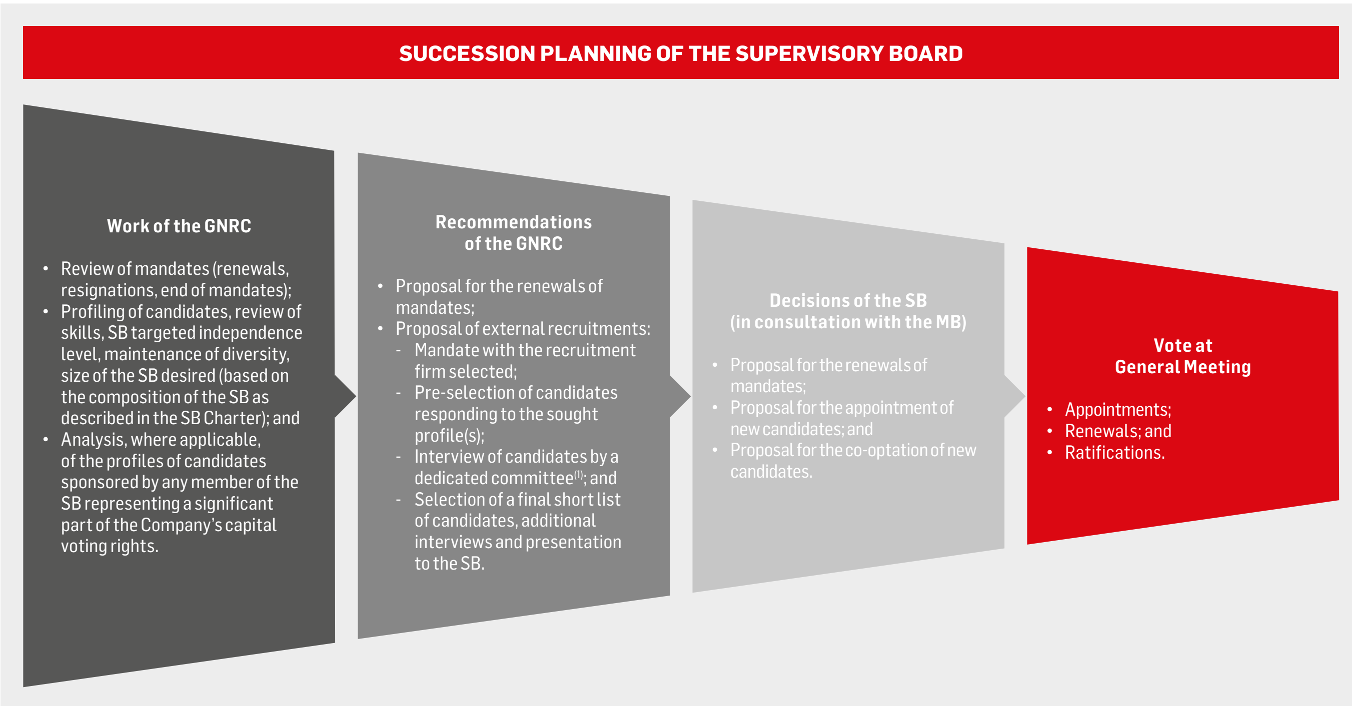
Although the Company is not subject to the legal obligations regarding employee representation on the SB, the Group is committed to employee dialogue and works with employee representatives. In addition, since 2009, the European Employees Committee ("EEC") has received information regarding the Group's economic situation and has discussed all issues regarding the Group's employees, including Group strategy, strategic transaction, ESG 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.

2.2.2.A.4 SUCCESSION PLANNING OF THE SUPERVISORY BOARD

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 EC) and from the SB is an identified risk factor for the Company.

The SB succession planning is 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 SUPERVISORY BOARD MEMBER CANDIDATE SELECTION PROCESS



(1) GNRC members and CEO/CRSO; and SB Vice-Chair when dealing with the SB Chair recruitment.

As every year, the SB succession plan has been reviewed in order to remain proactive and operational in its implementation under all circumstances.

At the February 7, 2024, SB meeting, the SB has decided to propose the renewal of the mandates of Ms Susana Gallardo, Ms Sara Lucas and Ms Aline Sylla-Walbaum at the 2024 General Meeting, for 3-year terms.

TRANSITION AT SB CHAIRMANSHIP

From the March 9, 2023, SB meeting, in order to ensure an efficient transition and integration, Mr Jacques Richier attended as a guest at meetings of the AC and the SB under strict confidentiality rules, and was able to attend customised onboarding and training programmes. In this perspective, he met with key managers to discuss the specificities of the Group and the various challenges it will face in the coming years. Numerous visits of assets were scheduled and are ongoing. Several meetings were also held with the former SB Chair and various SB members to ensure a smooth and optimal transition.

2.2.2.B SUPERVISORY BOARD FUNCTIONING

The functioning of the 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.

2.2.2.B.1 SUPERVISORY BOARD MEETINGS IN 2023

In 2023, the SB held 9 meetings (including 3 ad hoc meetings) and 3 specific days dedicated to the Group's strategy (strategic retreat and Sustainability Workshop).

ATTENDANCE OF MEMBERS TO SUPERVISORY BOARD AND COMMITTEE MEETINGS

SB members as at December 31, 2023	SB 9 meetings	AC 5 meetings	GNRC 7 meetings
Mr Jacques Richier (mandate started on May 11, 2023)	100% (5/5)	100% (2/2)	–
Ms Cécile Cabanis	100% (9/9)	100% (5/5)	–
Mr Roderick Munsters	100% (9/9)	–	100% (7/7)
Ms Julie Avrane	100% (9/9)	100% (5/5)	–
Mr Michel Dessolain	100% (9/9)	100% (5/5)	–
Ms Susana Gallardo	89% (8/9)	–	100% (7/7)
Ms Dagmar Kollmann	100% (9/9)	–	100% (7/7)
Ms Sara Lucas (mandate started on May 11, 2023)	100% (5/5)	100% (2/2)	–
Mr Xavier Niel	100% (9/9)	–	100% (7/7)
Ms Aline Sylla-Walbaum	89% (8/9)	–	86% (6/7)
Average attendance rate[(1)]	**98%**	**100%**	**97%**

The member attendance rate was 98%[(1)] for all SB meetings in 2023, including ad hoc and regular meetings, for members sitting as at December 31, 2023.

The members of the SB were systematically informed of the work and recommendations of the 2 specialised committees and the work of the Statutory Auditors. The minutes and documents of all meetings of the AC, the GNRC and the SB are exclusively and systematically made available through a secured digital platform.

The SB members who were not able to participate in all the meetings of the SB and the Committees were able to examine the subjects dealt with and the minutes of the meetings via the secured platform where all documents are made available for each meeting and contact the MB for any request on a particular subject.

2.2.2.B.2 STRATEGIC RETREAT

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, competition and market developments in-depth, and to interact directly with the local management teams. In 2023, the SB travelled to Hamburg (Germany) to meet with local teams, visit the construction site of Westfield Hamburg Überseequartier and meet with key players of brands operating in its centres, local institutional representatives, consultants specialised in divestment and managers of rating agencies.

The SB and the MB focused on (i) the new ESG and sustainability strategy, (ii) the Group balance sheet and deleveraging progress in both Europe and the US (divestment projects related to the Group's debt reduction), (iii) the expectations and approaches of rating agencies, and (iv) the Adjusted Recurring Earnings per Share ("AREPS") guidance. A market outlook was presented and discussed with external speakers. The SB also reviewed the new revenues and data strategy, focusing on retail media and data (diagnosis and future opportunities).

Throughout 2023, in-depth discussions were held on the Group's strategic objectives, challenges and opportunities. An SB Sustainability Workshop was held in July 2023, to cover URW's ambition to embed sustainability at the core of its business model, where the proposed key building blocks of the future sustainability strategy were challenged, ahead of the Better Places communication as presented and published by the MB on October 10, 2023.

2.2.2.B.3 EXECUTIVE SESSIONS (MEETINGS WITHOUT MANAGEMENT BOARD MEMBERS)

In addition to informal gatherings, 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 (through "executive sessions"). Five non-executive sessions were held in 2023. The subjects discussed are diverse and members of the SB can express themselves openly on any subject of their choice in order to guarantee total freedom of expression.

Topics on the agenda notably included SB independence; SB self-assessment process and feedback/action plan; SB succession plan, in particular the succession of the SB Chair; MB compensation, objectives, succession plan and assessment; new ESG sustainability strategy; strategic seminar and trainings contents; treatment of 2023 hybrid; and the challenges and results of the Group's HR Policy.

(1) The attendance rate of the SB members who sat in 2023, including the members who left at the May 11, 2023, General Meeting is 92% for all ad hoc and regular SB meetings (Mr Bressler: 100% for AC meetings and 75% (3/4) for SB meetings; Mr McFarlane: 100% for AC meetings and 50% (2/4) for SB meetings, as he was not able to attend the ad hoc meetings).

2.2.2.B.4 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, ESG and sustainability, and also crisis management. New members also meet with key people within the organisation (members of the Executive Committee, Directors of departments/regions, employees invited to the various committees), and conduct site visits of Group assets as well as main competitors.

In view of the appointment of the 2 new members of the SB at the 2023 General Meeting, an intensive programme was specifically set up, the SB Chairman's one being more intense with visits to almost all the Group's assets (UK, Continental Europe and US), and meetings with the SB and MB members, senior executives, the Statutory Auditors and specialised consultants. The SB Chairman was also able to attend as a guest at several meetings of the SB and the AC prior to his appointment on May 11, 2023. The GNRC evaluated the quality of the onboarding programme of the SB Chairman who was able to discuss it in detail with the SB.

2.2.2.B.5 SUPERVISORY BOARD MEMBERS ONGOING TRAININGS

An annual half day training session is organised for all SB members, often associated with the visit of one or more Group's assets.

After visiting the Lightwell project (low-carbon restructuring of the building) and other assets located in La Défense (CNIT, 4 Temps and Trinity Tower), the SB visited Paris Expo Porte de Versailles and the construction site of the Triangle Tower.

Year 2023 included 3 trainings during which a significant amount of time was devoted to questions and answers.

In 2023, the session focused on: (a) Data Protection at URW and worldwide considerations presented by the Group General Counsel and the Group Director of New Technology & Business Law and Group Data Protection Officer; (b) artificial intelligence and URW IT considerations presented by the CRSO and the Group Director of IT; and (c) the Climate Fresk facilitated by an international expert specialised in climate emergency, the CRSO and the Group Director of Sustainability.

2.2.2.B.6 SUPERVISORY BOARD ANNUAL ASSESSMENT PROCESS

In accordance with the Afep-Medef Code, an assessment of the SB is carried out annually with a more formal assessment carried out every 3 years, possibly conducted by a specialised consultant, which was the case in 2022. For 2023, upon recommendation of the GNRC, the SB has conducted its formal assessment internally.

IMPLEMENTATION OF 2022 EVALUATION RECOMMENDATIONS

The areas of improvement identified during the 2022 assessment process, conducted by an external and independent consultant, were continuously challenged and remained a priority in 2023.

To this end, upon the proposal of the GNRC Chairman, 2 members of the SB were designated as project leaders of an action plan prepared especially in early 2023, in close collaboration with the GNRC Chairman, the CRSO and the Group General Counsel. Two working meetings, also in the presence of the SB Chairman, were held in advance of the restitutions and discussions that took place in GNRC and SB meetings in July and December 2023.

This action plan outlined the below elements.

On Strategy, the project leaders outlined the importance of interactive and value-added discussions on the strategy. They also pointed out the desire to (i) refer to best practices, (ii) possibly extend the duration of the SB strategic offsite, (iii) provide the SB with training/discussions with recognised experts, (iv) clarify expectations on certain issues, and (v) organise live interactions with regional managers to focus on national markets.

In terms of Governance, they highlighted the need to ensure leading-edge governance and the quality of a robust onboarding programme for the new SB Chairman, based on best practices. Among other topics, the designation of a potential SB member as ESG leader was suggested.

On Management Culture, it was proposed to further increase the bond within the SB through more informal gatherings and exchanges, including site visits.

With regard to the Functioning, the main objectives were (i) to ensure a better efficiency of the meetings, with simplified documentation, based on best practices and in close relation with the SB and the committee Chairs, and (ii) arrange interviews for each SB member with the SB Chairman.

Finally, follow-up and feedback to the SB were requested to verify the status of progress and whether further action would be required.

At the July and December 2023 GNRC and SB meetings (executive sessions), the status of the action plan was extensively discussed. The major conclusions were discussed at the end of 2023. Of the 18 proposed recommendations, 14 have been effectively implemented, 2 are under consideration, and the last 2 have not found consensus.

2023 SUPERVISORY BOARD ASSESSMENT

The SB, upon recommendation of the GNRC, has decided to carry out the 2023 evaluation internally, via the secured platform dedicated to this purpose and used during evaluations prior to 2022.

CONDUCT OF THE ASSESSMENT

After discussion, in order to have a suitable and relevant questionnaire, the SB approved the content of the evaluation questionnaire in early October 2023. The questionnaire was sent out and then completed anonymously and with confidentiality ensured in October 2023 by each member of the SB, the CEO and the CRSO. This was followed in November 2023 by individual interviews for all with the SB Chairman. The SB questionnaire comprised of 92 questions raising many subjects such as its functioning, its members/composition (skills, background, ESG expertise), its committees (ESG-specific responsibilities), the SB and committee Chairs, strategy, culture, succession planning, independence, etc...

At meetings held in December 2023, the results were discussed by the GNRC and then the SB, via a report and a rating grid.

RESULTS AND AREAS FOR IMPROVEMENT

Key findings.

The evaluation of the effectiveness of the SB and subsequent analysis concluded that the SB assessed its overall functioning at 4.5/5, 4.5/5 for the Audit Committee and 4.6/5 for the GNRC. The SB considers positively its overall effectiveness in progression to 8.8/10 in 2023 vs. 8.5/10 in 2022, and its managerial culture to 9/10 in 2023 vs. 8.6/10 in 2022.

The SB considers that it has a high level of expertise in terms of culture and behaviour with a range of skills and experiences deemed relevant and satisfactory. The SB is perceived by its members as a high-quality board, well organised, structured and chaired by a respected and recognised personality. The interactions between the SB and the MB are also perceived as high quality, maintaining trust, accessibility and transparency, with respective roles respected.

Positive results from questionnaires and individual interviews with the SB Chairman.

The dual structure is considered effective and consistent with the type of governance chosen, with a strengthened dynamic since the arrival of the new SB Chairman. The relations between the Chairman of the SB, the MB and the Chairs of the specialised committees are considered to be strong, with solid leadership and competent leaders, working in a fluid and cooperative way.

Significant progress has been made on the overall SB documentation, including the introduction of executive summaries. The strategy, including the ESG and sustainability strategy, is discussed in depth at frequent intervals, with improved time spent on discussions, and clarifications made. Succession plans, onboarding programmes, trainings and SB secretariat are described as strong.

Points to improve and points of attention.

The SB highlighted some areas for improvement, such as obtaining documents or press reviews, recurring or additional, between SB meetings, if necessary, on news items and/or major issues. Documentation may be too detailed on certain topics. Regarding the digital strategy, administrative cost management, market trends, operational risks, construction and asset management, more discussions would be appreciated. On strategy and deleveraging projects, the SB stressed the importance of continuing to explore any debt reduction options, and discussing urban and offices strategies. It is also recommended to have discussions with the Regional Managers at least twice a year. Other points of attention were raised such as digital expertise and diversity of nationalities within the SB.

Action plan.

Like in 2023, the SB decided to set up an action plan for 2024, under the responsibility of the same project managers than in 2023. The action plan includes recommendations on the 4 pillars of the evaluation (strategy, governance, culture and functioning). Many have already been implemented or are being established. Monitoring will be carried out during the year to assess the progress of this action plan.

2.2.2.C SUPERVISORY BOARD ACTIVITIES

2.2.2.C.1 RESPONSIBILITIES OF THE SUPERVISORY BOARD

Principal responsibilities of the Supervisory Board	Key areas discussed, reviewed and/or approved in 2023
Group strategy	• Investment and divestment operations in 2023; • Regular updates: on share price evolution, business activities and operational performance (operations, finance, human resources, legal, ESG, development, IT, compliance/risk management, etc.); • Finalisation and approval of the new ESG strategy proposed by the MB; and • Digital and data strategy.
Group financial policy and financial performance and reporting	• Review and discussion of the deleveraging programme and Group liquidity forecast; • 2024 Group Budget, costs and capex of the Group; • Follow-up on net asset value ("NAV") and EPRA performance measures; • Financial commitments and guarantees; • Provisions for risks and litigation; • Consolidated accounts and quarterly financial statements; • The Group's 5-year Business Plan, financial resources and financing (EMTN), and liquidity needs (2023 hybrid exchange offer and green bond); • 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; • Relations with rating agencies; • Liquidity forecasts and Loan-to-Value ("LTV") ratio; and • Follow up on goodwill and tenant negotiations and collection.

Principal responsibilities of the Supervisory Board	Key areas discussed, reviewed and/or approved in 2023
Internal audit, risk management and control systems	• Monitoring Group risk management, internal audit, compliance, and insurance programmes; • 2023 internal audit plan; • Internal audits, internal control system and compliance matters; • In-depth review of the Group's risk management and risk mapping; and • 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 Programme (including the Group Anti-Corruption Programme ("ACP") and Anti-Money Laundering Policy) and completing ACP training; • Group's compliance with the Afep-Medef Code; • Review of the High Committee on Corporate Governance ("HCGE") and AMF 2022 reports; • Annual review of the independence of SB members; • Regular updates on regulatory/legal changes; • Updates to the SB and MB Charters; and • Review of related party agreements and monitoring of current related party agreements.
Succession planning	• Annual review of the SB and committee composition and rotation, and harmonisation of the rotation of SB mandates; • Succession planning (including SB Chair succession) and overall composition of the SB, MB and EC; • Decision to not appoint new members at the 2024 General Meeting; and • Recruitment, appointments and onboarding of new SB members, establishment and follow up of a tailored onboarding and integration programme for the new SB Chair.
Group Remuneration Policy and performance assessments	• 2023 MB and EC members remuneration (including fixed income, level of attainment of annual STI and LTI targets); • 2023 LTI envelope and Company Savings Plan; • 2032 MB Remuneration Policy (including market benchmark); and • Annual evaluation of the functioning and efficiency of the SB (self-assessment process) and the MB, and action plan to follow up improvements led by the SB Chair, the GNRC Chair and 2 appointed project leaders.
ESG	• ESG new strategy; • MSCI and ISS indicators; and • Non-financial information disclosure.
Human resources	• Talent management; and • Review of inclusion and diversity policy.
Shareholder outreach and engagement	• Extensive shareholder and proxy advisor engagement and feedback (relating to FY and HY results), analysis of 2023 General Meeting voting results, corporate governance roadshow and communications; • Updates on shareholder composition; • 2023 General Meeting materials (agenda, resolutions, etc.); and • Universal Registration Document 2022 (SB Chairman's report, governance, MB/SB Remuneration Policy, risk management and internal control systems, etc.).

2.2.2.C.2 2023 KEY TOPICS OF THE SUPERVISORY BOARD

The following key topics are an important part of the Group's strategy and are carefully 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):

- New ESG/Sustainability Chapter – Chapter 3;
- New remuneration criteria and governance; and
- Group strategy, including the disposal programme – section 1.3.

In addition to its prerogatives, the SB discussed in particular all the major actions carried out in 2023.

On ESG and sustainability, the SB reviewed (i) the material ahead of the October 10, 2023, Sustainability Investor Event, in light of the new ESG strategy, (ii) the non-financial information disclosure, and the upcoming Corporate Sustainability Reporting Directive ("CSRD"), and (iii) the new ESG strategy's key performance indicators ("KPIs") and target considerations in preparation of the 2024 MB Remuneration Policy.

On representative bodies, the SB focused on (i) the recent MB evolution (2 new members were appointed on May 2 and June 1, 2023) and related remunerations decisions, and (ii) the 2 new SB members appointments proposed at the 2023 AGM, including the new SB Chairman.

On governance, the SB (i) worked on the SB Effectiveness action plan, where monitoring and follow up for improvement were led by the SB and GNRC Chairs and the 2 project leaders appointed in that purpose, and (ii) discussed nationalities and languages representations within CAC40 and URW.

On business, the SB discussed on several occasions the deleveraging/divestment strategy (Europe and US).

On financial and organisation topics, the SB focused on (i) the timeline coordination of URW SE and URW NV accounts publications, (ii) the perpetual non-call 2023 ("Perp-NC23") hybrid instrument treatment and exchange offer, (iii) the AREPS evolution, (iv) the single listing Euronext Paris and Euronext Amsterdam delisting, and (v) the restructuring efforts and simplification of the Group's operating structure and model.

2.2.2.C.3 ENVIRONMENTAL AND SOCIAL GOVERNANCE

ESG is a core component of URW's long-term competitive strategy and is at the heart of the Group business model (for more details, please refer to section 1.3 of this Universal Registration Document).

2.2.2.C.4 DIVERSITY AND INCLUSION

In addition to the governance bodies (Management Board and Supervisory Board), URW is committed to applying its diversity and inclusion policy to all Group employees. In this respect, the SB annually reviews the Group's Diversity Policy (as detailed in section 2.4.2.2) and more specifically the gender policy on the balanced representation of women and men within the governance bodies. In 2021, URW has defined a "leadership" group, which includes employees with a level 15 or higher position, and any member of a national or regional management team below level 15.

The goal for the leadership group is to reach a minimum of 40% women by 2025. In addition, a diversity target must be set in the annual variable compensation and long-term variable compensation for all members of the Management Board and the Executive Committee. These subjects are reviewed and challenged by the GNRC in order to ensure that the Group achieves its objectives under the supervision of the SB.

For more information on these objectives, see section 2.4.2.B of this Universal Registration Document.

2.2.2.C.5 COMPANY SHAREHOLDER ENGAGEMENT POLICY

The Group's shareholder base being diverse, this diversity is reflected in the composition of the SB, of which 80% of members are 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 formalise 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 3 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 10–15 investor conferences they attend globally each year and the Investor Day (the last one was held in March 2022) and the Sustainability investor event held on October 10, 2023, during which the MB presented a comprehensive evolution of Better Places to support the environmental transition of cities and retail. These discussions are focused on the Group's strategy, financial information and performance. In 2023, the team undertook around 360 meetings with 88 existing investors representing over 54% of the institutional shareholder base, and over 170 potential investors;

(ii) ESG and non-financial performance for which the ESG team, together with the Investor Relations team, meets with investors' dedicated ESG teams or non-financial rating agencies, and specifically this year, the new Better Places 2030 strategy was presented to investors on October 10, 2023, immediately followed by a roadshow with the ESG teams of the main investors; and

(iii) Corporate governance involving Legal, Compensation and Benefits, Investor Relations and ESG 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 a specific period (April).

Roadshows are held after release of the Universal Registration Document and the AGM convening notice and prior to the AGM of shareholders, in order to discuss all the resolutions proposed to shareholders' vote. If the investor so requests, the dialogue may be opened with the Chairman of the SB, or the GNRC and AC Chairs. Information from these meetings is shared with the GNRC and the SB to better understand the issues, opposition or support expressed with respect to key topics and points of interest raised by shareholders, and to encourage informed reflection. The Company implements a similar policy of dialogue with the main voting advisory agencies and investor organisations.

In April 2023, the SB conducted a major engagement campaign with shareholders on governance and compensation issues before the General Meeting. No specific topics on which the Company had the opportunity to exchange were identified at the end of the year, therefore it was decided not to conduct a second exchange campaign at the end of 2023.

2.2.2.D SPECIALISED SUPERVISORY BOARD COMMITTEES

In accordance with Article 5 of the SB Charter, the SB has 2 specialised committees: the Audit Committee and the GNRC, 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 temporarily 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 transactions above the €500 Mn threshold, as specified in the SB Charter.

The SB Vice-Chair is involved in the succession planning of the SB Chair, throughout the full process.

2.2.2.D.1 AUDIT COMMITTEE

A. AUDIT COMMITTEE COMPOSITION

The AC is chaired by Ms Cécile Cabanis and consists of 5 members, 4 members including the AC Chair being independent.

The AC members are selected by the SB, upon the recommendation of the GNRC.

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.

Ms Julie Avrane
Independent member

Ms Cécile Cabanis
Independent Chair

Mr Jacques Richier
Independent member

Mr Michel Dessolain
Non-independent member

Ms Sara Lucas
Independent member

40% 60%

PERCENTAGE OF INDEPENDENT MEMBERS

80%

AVERAGE ATTENDANCE

100%

B. 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 Performance Management and Controlling, the Group Director of Security, Risks and Crisis Management, the Group Director of Consolidation 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 3 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.

C. AUDIT COMMITTEE ACTIVITIES

The AC met 5 times in 2023 (3 times in the presence of the Statutory Auditors). Membership attendance was 100% for all AC meetings. Two sessions outside the presence of the Management Board and Executive Directors were held in 2023, where the Adjusted Recurring Earnings per Share ("AREPS") guidance and the general functioning of the AC were discussed.

The AC deals with recurring issues, such as accounting and financial elements (interim and annual financial statements), internal control, risk management and NAV. 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 ESG topics such as climate change, societal risks and the Group insurance programme. Preparatory meetings are systematically scheduled with the AC Chair and URW's internal teams on financial results, risk management, non-financial information disclosure, and various specific topics related to the Group's current business.

An ad hoc meeting was added in March 2023 to further address the non-financial performance statement in the presence of the independent external auditor who presented its findings (mapping, assessment and review of non-financial risks; methodology; and completeness/fairness of information).

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.

STATUTORY AUDITORS

The mandates of Ernst & Young Audit ("EY") and Deloitte Associés, the Company's Statutory Auditors, expired at the Company's General Meeting held on May 11, 2023, where it was not possible to propose the renewal of the mandate of EY, due to the achievement of the maximum duration cumulated of a Statutory Auditor's mandate.

Only the renewal of Deloitte Associés' mandate was proposed in accordance with best governance practices to enable a smooth transition and continuity in the audit function, while KPMG was proposed to succeed to EY, following a robust selection process led by the Chair of the AC. KPMG was selected because of its excellent analytical tools, a precise and relevant understanding of the URW Group and the commercial real estate sector, and the leadership of the teams met.

The anticipation of this decision has enabled the EY and KPMG teams to organise an effective transition between the 2 firms and to allow optimal continuity of the Company's audit, essential to the smooth functioning of the Group. KPMG partners were able to attend the AC meetings as observers from December 2022, the SB and the MB meetings from February 2023 (and have access to the appropriate documentation for their subjects), and to work jointly with the URW teams and the Statutory Auditors in place on the main files.

During the ad hoc AC meeting scheduled early March 2023 in presence of the Statutory Auditors the AC (i) discussed and focused on the current legal requirements for URW's non-financial statement (*Déclaration de Performance extra-financière* ("DPEF"), French Declaration of Extra-Financial Performance) (applicable to FY-2022) and (ii) reviewed the FY-2022 performance overview on selected Better Places 2030 KPIs and European Taxonomy KPIs, to ensure their robustness. The AC also discussed the scope and main findings of the third-party verifier, Ms Catherine Saire from Deloitte, and was provided with URW's reporting methodology and informed on the main outcomes of the European Taxonomy as well as upcoming regulation related to sustainability reporting.

From 2024, an additional meeting of the AC dedicated to the non-financial information disclosure will be scheduled systematically in March.

Principal responsibilities of the AC	Key areas discussed, reviewed and/or recommended for approval to the SB in 2023
Group financial policy	• Strategic initiatives relating to the balance sheet, including deleveraging and access to capital; • 2023 Group Budget, costs and capex; • Follow-up on NAV and EPRA performance measures; • The Group's 5-year Business Plan, financial resources and financing (EMTN) (hybrid 2023 exchange offer and green bond); • The Group's dividend distribution policy and annual allocation and distribution of profits; • Relationships with the rating agencies; • Review of related party agreements and monitoring of current related party agreements; • Relationship with the Statutory Auditors, including auditor's reporting for the coming year; and • Non-audit services provided by the Statutory Auditors (including the amount of fees related thereto).
Financial and non-financial performance	• Follow up on NAV, goodwill and tenant negotiations and rent collection; • Consolidated accounts and quarterly financial statements; • NAV, corporate risks and off-balance sheet commitments; • Financial commitments and guarantees; • Provisions for risks and litigation; • Regular tax updates; • Launch of the CSRD; • Review of non-financial information disclosure process; • Audition and hearing of the third-party verifier; • Development pipeline; and • Liquidity forecasts and 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; • 2023 internal audit plan; • Internal audits, internal control system and compliance matters; • In-depth review of the Group's risk management and risk mapping, this includes the risks in ESG and cyber security; and • Focused review of selected risk management topics.
AC governance	• Annual evaluation of the functioning and efficiency of the AC (self-assessment process); and • Integration of the Statutory Auditors.
Shareholder outreach and engagement	• Shareholder engagement and feedback.

2.2.2.D.2 GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE ("GNRC")

The GNRC considers that having a single committee dedicated to both nomination and remuneration makes it possible to improve the effectiveness of the debates, given the interdependence of the vast majority of the subjects dealt with and the strictly identical composition of the 2 former committees (one for nomination and one for remuneration). The composition, functioning and responsibilities of the GNRC are governed by the GNRC Charter, which is established by the SB.

A. GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE COMPOSITION

The GNRC is chaired by Mr Roderick Munsters and consisted of 5 members, 4 members being independent, as at December 31, 2023.

Ms Susana Gallardo
Independent member

Mr Roderick Munsters
Independent Chair

Ms Dagmar Kollmann
Independent member

Mr Xavier Niel
Non-independent member

Ms Aline Sylla-Walbaum
Independent member

PERCENTAGE OF INDEPENDENT MEMBERS

80%

40% **60%**

AVERAGE ATTENDANCE

97%

B. 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 meets outside the presence of the MB whenever it considers it necessary and does so on a regular basis, at the end of meetings when possible.

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. Additionally, other persons may be invited to attend by the GNRC Chairman, notably the Group Director of Compensation and Benefits, the Group People Officer and the Group Director of Corporate and Securities Law, for the topics under their expertise. Members receive the meeting documents, which include a detailed agenda and comprehensive papers, at least 3 days before each meeting. The SB is informed of the GNRC's proceedings and recommendations at its meeting directly following that of the GNRC.

C. GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE ACTIVITIES

The GNRC met 7 times in 2023 (including 3 ad hoc meetings).

Five meetings were held outside the MB's presence in 2023, where the following topics were discussed: SB and specialised committees' effectiveness and related action plan, SB succession planning and 2023 appointments, SB profile and experience matrix, and searches and appointments of 2 new MB members.

The member attendance rate was 97% 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 and top management succession planning, and (g) the Remuneration Policy for the Chairman of the MB and the other members of the MB (fixed income, annual variable remuneration, long-term variable remuneration and other benefits) and the SB Remuneration Policy.

Principal responsibilities of the GNRC	Key areas discussed, reviewed and/or recommended for approval to the SB in 2023
Governance and compliance with relevant laws and regulations	• Annual Group compliance report and review and updates to the Group compliance programme (including the ACP and Anti-Money Laundering Policy); • The Group's compliance with the Afep-Medef Code, analysis of HCGE and AMF 2022 reports for compliance and implementation/follow-up of corrective actions in 2023; • Annual review of the independence of SB members, with a focus on business relationships; • Regular updates on regulatory/legal changes, monitoring of European ESG legislation CSRD, taxonomy, Corporate Sustainability Due Diligence Directive); • Updates to the SB and MB Charters; and • Annual evaluation of the functioning and effectiveness of the SB and GNRC (self-assessment process, including approach).
Succession planning	• Annual review of the SB and committee skills and profile, composition and rotation; • Succession planning and overall composition of the SB, MB and EC; • Search and appointment of 2 new MB members in 2023; • SB member selection/recruitment process; appointments of 2 new SB members in 2023 (selection process for the recruitment consultant, and interviews with the potential candidates); and • Establishment of an intensive onboarding programme for the new SB Chair and the new SB member.
Human resources	• Talent management, with a focus on pulse internal survey results on engagement and well-being at work; and • Annual review of diversity and inclusion policy, and of the action plans put in place by HR.
Shareholder outreach and engagement	• Extensive shareholder engagement and feedback (including as relates to governance and remuneration); • AGM materials (agenda, resolutions, etc.); and • Universal Registration Document 2022 (corporate governance).
Company Remuneration Policy and performance assessments	• 2023 MB member remuneration (including fixed income, level of attainment of annual STI and LTI targets, specifically redesign of ESG targets); • 2023 LTI envelope and Company Savings Plan; • 2024 MB and SB Remuneration Policies, with a focus on the remuneration of the SB Chair; and • Annual evaluation of the functioning and performance of the MB.

2.2.2.E ADDITIONAL INFORMATION RELATED TO MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS

2.2.2.E.1 STATEMENTS OF THE MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

A. 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 5 years:

- Been convicted of fraud;
- Been associated as an executive with a bankruptcy, receivership or liquidation; or
- Been found guilty of an offence and/or publicly and officially sanctioned by a statutory or regulatory authority.

B. NO HEDGING TRANSACTIONS ON SECURITIES

The MB members have undertaken not to engage in hedging transactions on the URW securities until the end of their mandate.

2.2.2.E.2 CONFLICTS OF INTEREST

A. NO CLOSE FAMILY RELATIONSHIPS

To the knowledge of the Company, there are no family ties between the SB or MB members of the Company.

B. 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.

In addition, 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 is invited to follow and review the internal compliance e-learning module.

The SB and the MB are also subject to the rules established in the Group's Code of Ethics and Anti-Corruption Programme, applicable to all Group employees (for more details, please see section 3.4 of this Universal Registration Document).

C. PROCEDURE FOR THE IDENTIFICATION AND MONITORING OF RELATED PARTY AGREEMENTS AND COMMON AGREEMENTS 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 website. This procedure is reviewed annually by the SB and an awareness campaign is also conducted among URW teams.

D. 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 2023 financial year.

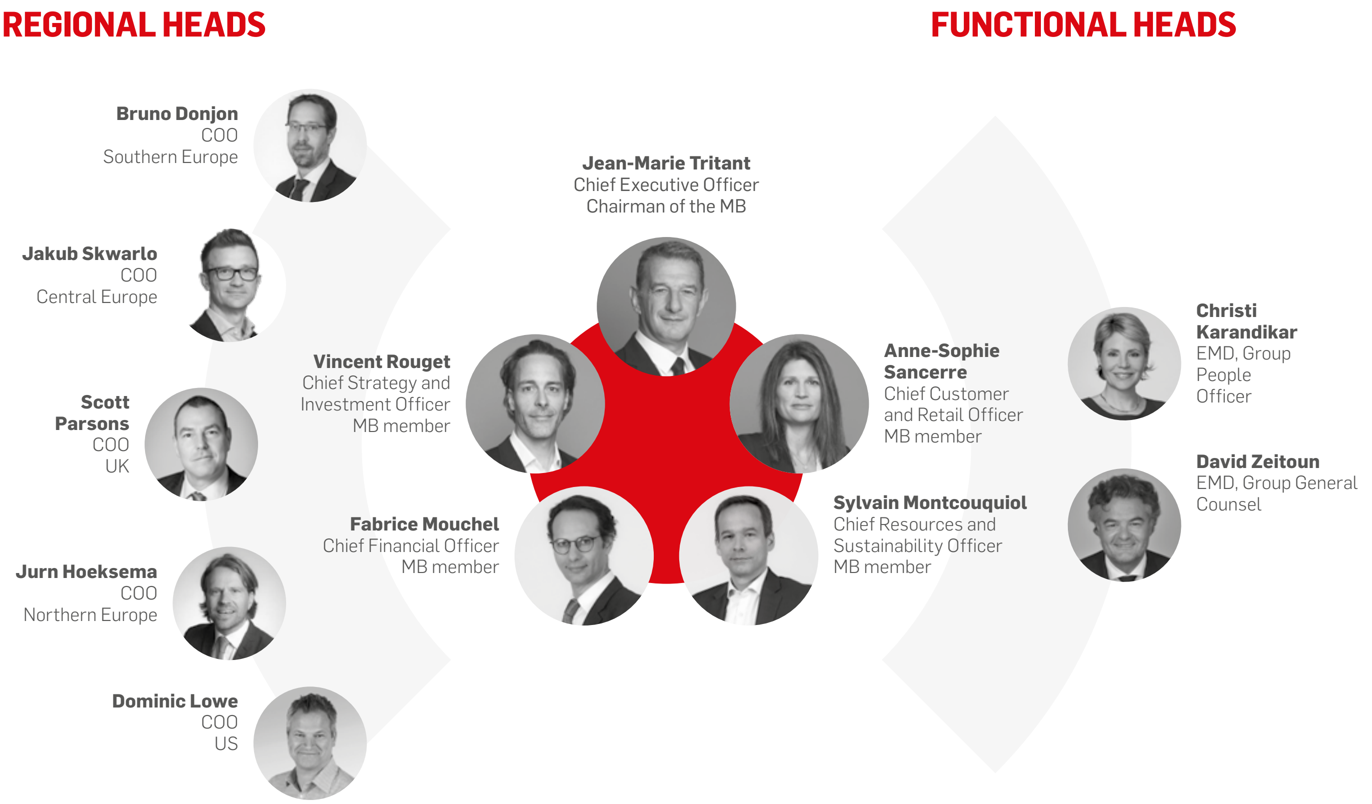
Moreover, 1 related party agreement continued during the 2023 financial year. Indeed, the usual stipulations of the settlement agreement with Mr Christophe Cuvillier (authorised by the Supervisory Board on November 18, 2020, and ratified by the General Meeting of May 12, 2021) relating to confidentiality, cooperation, non-disparagement and temporary tax assistance continued in 2021 and for a period of 36 months, expiring on December 31, 2023.

This information is included in the special Statutory Auditors' report (see section 5.8).

E. 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 2 years of their appointment a number of URW Stapled Shares at least equal to 1 year of SB member remuneration received according to the SB remuneration in force (excluding variable component and other expenses). As at December 31, 2023, all SB members comply with this share ownership requirement, on the basis of the value of the share at the date of the shares acquisition.

2.2.3 THE EXECUTIVE COMMITTEE



Chaired by Mr Jean-Marie Tritant, as CEO, as of December 31, 2023, the EC is made up of the Group's 12 main executives, representing the geographical areas in which the Group operates as well as the corporate functional units.

The EC is in charge to implement in a concrete and coherent way the financial and strategic orientations set by the MB in consultation with the SB. The EC meets on average quarterly to evoke the performance objectives, define the short, medium and long-term challenges, the structural initiatives and the advancement of strategic priorities of the Group.

2.3 MANAGEMENT AND SUPERVISORY BOARDS REMUNERATION

A WORD FROM THE GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE CHAIRMAN

Dear shareholders,

The year 2023 saw both strong operational results and a new governance for the Group, with the nomination of our new Supervisory Board Chair, Jacques Richier, at the 2023 General Meeting, and 2 important successions undertaken within the Management Board.

On April 21, 2023, the Chief Investment Officer, Olivier Bossard, and the Chief Commercial Officer ("CCO"), Caroline Puechoultres, stepped down from their Management Board mandate. The scope of their roles was reviewed, and the succession was ensured with Anne-Sophie Sancerre, formerly Chief Operating Officer, Southern Europe Region, being promoted to the role of CCRO on May 2, and Vincent Rouget, joining the Group in the capacity of CSIO from June 1.

Supervisory Board remuneration update

At the May 11, 2023 AGM, Léon Bressler, who reached the statutory age limit, stepped down from his Chairman mandate, and Jacques Richier was appointed with a 98.9% shareholder vote. I would like to express the SB's gratitude to Léon for his invaluable contribution to the Group as a SB Chairman, and to welcome Jacques to the SB.

At the 2023 General Meeting, to allow for a competitive SB Chairman remuneration, a thorough benchmarking was conducted for roles of non-executive Chairpersons in the CAC 40 and Next 40, and in a selection of European real estate companies. Based on the results of this study, the SB Chair Remuneration Policy was updated to a base annual remuneration of €350 K, a level that would allow the Group to attract a suitable candidate for that position. Jacques Richier was appointed SB Chair at the remuneration allowed by the policy. The overall envelope for the SB remuneration was increased to €1.6 Mn, to provide future flexibility.

Management Board Remuneration Policy update

The fixed income ("FI") element for the new MB members appointed in 2023 has been set taking account of their respective responsibilities and experience. The remunerations proposed by the SB, upon GNRC recommendation (respectively €600 K for the CCRO and €750 K for the CSIO), reflect the change in responsibilities compared to that of their predecessors, the context of their respective nominations (the CCRO being promoted internally and the CSIO being hired externally) and the market practice for their respective roles. Their short- and long-term incentive opportunities are identical to those of other MB members. Their 2023 remuneration will be subject to a binding ex-post vote at the upcoming AGM.

The MB Remuneration Policy presented for AGM approval is stable compared to that of previous years, with no change in structure from previous years. The maximum Short-Term Incentive opportunity remains 150% of the fixed income of MB members, and the LTI grant size range remains 100% to 150% of the FI.

The mix of STI performance measures is adjusted to the current strategic priorities of the Group, i.e. deleveraging (with the introduction of a Net debt/EBITDA ratio and a Disposals metric) and cost discipline (with an up-weighted, challenging Gross Administrative cost reduction target).

As already announced, to reflect the growing importance of the Group's ESG commitments in the overall strategy, the weight of the sustainability metrics is proposed to be increased in the Long-Term Incentives. Reflecting the diversity of the Group's ESG commitments announced at the Better Places investor meeting on October 10, 2023, a 10-metric Sustainability Scorecard is proposed, with a combination of environmental, sustainable retail and diversity performance measures. The overall weight of ESG metrics in the LTI will increase from 20% to 25%.

Management Board remuneration decisions

In early 2023, the performance condition of the 2020 LTI was assessed. The 2020-2022 performance period is the last LTI performance period including the pandemic-affected year 2020, for which the AREPS metric was considered not achieved. With the 2021-2022 period having AREPS achieved above the top of the guidance provided to shareholders, the AREPS component, weighted 45%, vests 30%. With ESG metrics, both weighted 5%, fully achieved, the final LTI vesting stands at 40%.

The SB, upon GNRC recommendation, proposed a LTI 2023 grant size set at 150% of fixed income for MB members. This grant size, at the high end of the range allowed by the Remuneration Policy, was decided to reflect the challenging long-term plan to turn around the business around deleveraging and cost reduction, alongside an ambitious growth plan with the launch of Westfield Rise.

Termination conditions leaving Management Board members

Both MB members having stepped down had an employment contract before their nomination. At the time of their nomination, the MB severance policy was not in force, and they both chose to keep a suspended employment contract alongside their mandate. Therefore, when they stepped down from the MB, their employment contracts were reinstated. Caroline Puechoultres served her notice period before receiving an indemnity for the severance of her employment contract. Olivier Bossard remained in the Group in the capacity of Advisor to the CEO.

Assessment of the 2023 performance

Strong operational performance was delivered in 2023. AREPS stands at €9.62, above the top of the €9.30–€9.50 guidance provided in February 2023. The Group's liquidity position remains strong, with attractive debt financing rates, and strong financing visibility for the years to come. The liquidity objective is outperformed. Rent collection is now back in line with pre-COVID levels, and the Group's cost structure is significantly below budget.

The Group also delivered excellent performance with regards to sustainability, with a 36.5% reduction in greenhouse gas ("GHG") emissions between 2022 and 2023, largely due to sobriety measures during winter 2022-2023, and a continued effort to promote and hire women to senior management positions that lead to 57% of new entrants being women.

Net debt has kept reducing, by €950 Mn in 2023. The objective is partially achieved in a particularly difficult market for disposals.

Overall, when taking individual performance into account, the CEO STI performance is at 114.3% of target, and STI performance for other MB members averages 112%.

Note that the say-on-pay tables present the remuneration of 7 MB members, including 2 having left their MB role during 2023 and 2 having stepped up to their role during 2023. Their remuneration reflects their tenure as MB members during 2023.

Renewal of the Supervisory Board mandates

The renewal for a 3-year mandate for Ms Gallardo, Lucas and Sylla-Walbaum will be proposed for approval at the 2024 General Meeting.

* * *

We look forward to receiving your support on the remuneration-related votes at the 2024 General Meeting. The GNRC is committed to an open dialogue with shareholders, and I personally remain available to engage with any shareholder who would want to do so.

Yours sincerely,

Roderick Munsters
Chairman of the Governance, Nomination and Remuneration Committee

2.3.1 REMUNERATION POLICY

2.3.1.A MANAGEMENT BOARD REMUNERATION POLICY

The following Remuneration Policy applicable to the MB members as from 2024 will be submitted for shareholder approval (resolutions n° 16 and n° 17). The Remuneration Policy will be applicable as from January 1 of the year of the shareholder approval.

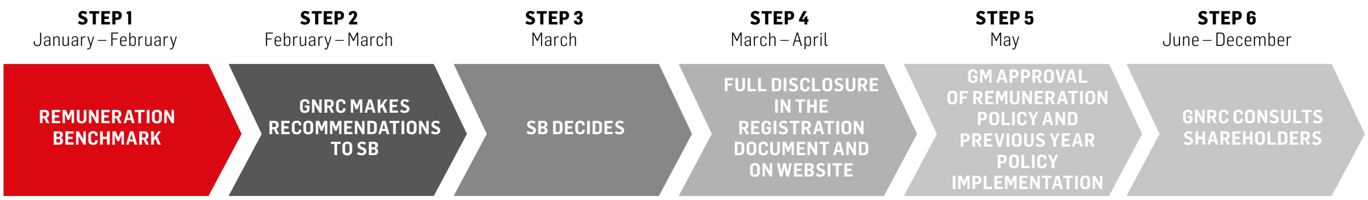
GOVERNANCE AND DECISION-MAKING PROCESS

The remuneration of the MB members is determined by the SB, upon recommendation of the Governance, Nomination and Remuneration Committee ("GNRC"), and in accordance with the Afep-Medef Code as revised in December 2022.

The SB designs the Group Remuneration Policy in line with best-in-class market practice and shareholder interests.

This policy ensures the alignment of the MB with shareholders and with Group strategy by:
- Creating a direct and explicit link between Group performance and each MB 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:



2.

2.3 Management and Supervisory Boards Remuneration

The Remuneration Policy of MB members relies on:

5 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 MB	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 MB members' interests with those of shareholders and stakeholders

5 GUIDING PRINCIPLES

BEST REMUNERATION GOVERNANCE STANDARDS	BALANCED COMPREHENSIVE REMUNERATION ASSESSMENT	PAY FOR SUSTAINABLE PERFORMANCE	TRANSPARENCY	INDEPENDENT EXTERNAL BENCHMARKING
The SB 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 cornerstone 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 SB 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 SB:

INCLUDED

- ✓ Reasonable and balanced remuneration based on benchmarks provided by an external independent advisor
- ✓ Cap on STI
- ✓ Cap on overall LTI allocation
- ✓ 3-year vesting for PS
- ✓ 3-year vesting for SO
- ✓ Stringent performance conditions over a 3-year performance period
- ✓ ESG-related performance measures in STI and LTI
- ✓ Obligation to retain shares
- ✓ Clawback and 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 SO subscription price
- × No profit-sharing scheme
- × No reward for underperformance
- × No grant of LTI without performance conditions

(1) The rule related to the absence of employment contract applies as of the 2022 General Meeting to any future MB member.

SUMMARY OF MAIN REMUNERATION FEATURES FOR 2024

The table below summarises the MB Remuneration Policy applicable in 2024, subject to General Meeting approval.

A complete review of the MB Remuneration Policy was completed in 2021, and the new resulting policy was approved at the 2022 General Meeting on May 11, 2022.

The 2024 Remuneration Policy remains largely unchanged from the 2023 and 2022 ones. The weightings of STI performance metrics have been adjusted to focus the MB on the Group's 2024 strategic priorities. Cost discipline metrics are proposed to be up-weighted in 2024 in the STI, and the ESG metrics are up-weighted in the LTI, reflecting the Group's enhanced sustainability commitments presented to shareholders on October 10, 2023.

The resulting proposed Remuneration Policy is summarised below.

Elements	Purpose and link to strategy	Operation	CEO	CFO	CSIO	CCRO	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.	The FI is based on an external benchmark. In the event of the nomination of a new member, the same rules apply. However, for a new MB member hired externally, the SB may adjust the FI level based on the position, profile and other relevant information.				
Short-Term incentive ("STI")	Drive short-term strategy and reward achievement of annual financial and operational objectives.	Four main components: • AREPS • Other financial objectives to be determined each year depending on strategic priorities • ESG/Diversity and 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.	**Key Performance Indicators** 75% Financial: 30% AREPS; 25% TSR vs. peer group; 20% TSR vs. growth target 25% ESG: 25% URW Sustainability Scorecard	• 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 SO exercised and 30% of PS 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[1]	Protecting Company interests with pre-defined 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 SB 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 SB 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) Not applicable to the MB members who have a suspended employment contract at the moment of loss of office.

FIXED INCOME

The FI is determined at the start of each mandate, and, in line with the recommendations of the Afep-Medef Code, shall remain unchanged during an MB 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 MB members.

The FI is determined taking into consideration:
- The level and complexity of the role;
- The profile, experience and career within the Group or elsewhere; and
- The comparative remuneration analyses for similar functions and responsibilities based on external benchmarks.

To set the remuneration at the right level, the SB 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 CAC 40 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:
- France General Industry (CAC 40 and Next 40);
- 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, their FI is set according to the same benchmarks and principles.

In line with the above-described policy, the FI for the new MB members appointed in 2023 has been set taking account of their respective responsibilities and experience, which differ from that of the departing MB members, the CCRO being promoted internally and the CSIO being hired externally. The FI of MB members for 2024 has been set as follows:

MB position	Name	Fixed income
Chief Executive Officer	Jean-Marie Tritant	**€1,000,000**
Chief Finance Officer	Fabrice Mouchel	**€750,000**
Chief Strategy and Investment Officer	Vincent Rouget	**€750,000**
Chief Customer and Retail Officer	Anne-Sophie Sancerre	**€600,000**
Chief Resources and Sustainability Officer	Sylvain Montcouquiol	**€500,000**

SHORT-TERM INCENTIVES

The payment of the STI of MB members is subject to prior approval by the General Meeting (ex-post vote).

STRUCTURE AND PERFORMANCE MEASURES

The structure of the STI is the same for all MB members, and broadly unchanged from the previous policy.

The table below summarises the approach that will be taken by the SB to assess the 2024 performance of MB members. The GNRC and the SB will take account of results delivered vs. guidance, budgets and plans according to agreed payout formulae. The SB, 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 SB, upon recommendation of the GNRC, to ensure the alignment between the implementation of the Remuneration Policy and the performance of the MB member and the Group. Any exercise of discretion by the SB 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 2024, a particular focus has been set on operational financial priorities, with cost discipline (Gross Administrative cost reduction, weighted 25%) and deleveraging (Net debt/EBITDA ratio and Disposals, both weighted 10%).

Performance measure	Description	2024 weighting
AREPS	Payment linked to the AREPS achievement vs. guidance and budget.	**30%**
Financial priorities	Selected financial performance measures, reflecting priorities for the year. The financial objectives for 2024 are: • Gross Administrative cost (25%); • Net debt/EBITDA (10%); and • Disposals (10%).	**45%**
ESG/Diversity & Inclusion	The objectives for 2024 are: • Reduction in greenhouse gas emissions (5%); and • Proportion of women among employees hired or promoted to executive positions (5%).	**10%**
Individual	Three individual objectives, specific to each MB member.	**15%**

Targets are commercially sensitive and are therefore disclosed retrospectively.

LONG-TERM INCENTIVES

The SB considers that long-term remuneration in the form of PS and SO is particularly appropriate as these instruments align the MB members' interests with those of shareholders. The SB 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 547 in 2023 (i.e. c. 20% of total staff).

The vesting is calculated according to the plan rules described below. However, the SB, 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 SB to ensure the alignment between the implementation of the Remuneration Policy and the performance of the Group. Any exercise of discretion by the SB 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 SB, 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 MB 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 3-year vesting period. In addition, MB members have a retention obligation in Stapled Shares.

In 2024, as announced last year, the LTI design is adjusted to reflect the increasing importance of our long-term sustainability commitments. The overall weighting of the sustainability-related performance measures increases to 25%. The performance measure will be based on the URW Sustainability Scorecard, reflecting the Group's progression towards 10 long-term, ambitious goals, consistent with the commitments made at the October 10, 2023, sustainability investor meeting. The weights of other performance measures are rebalanced, with AREPS at 30%, relative TSR at 25% and absolute TSR at 20%.

The Group aims at granting the regular LTI plan each year shortly after the publication of the Full-Year results, in line with AMF and Afep-Medef recommendations.

<table>
<tr><th colspan="2">Element</th><th colspan="2">Description</th><th>Comments</th></tr>
<tr><td colspan="2">Value</td><td colspan="2">Grant size range: 100% to 150% of FI (IFRS value)
Target grant size: 125% of FI</td><td>The grant size is determined each year by the SB, upon recommendation from the GNRC, depending on past and expected future Company performance and market conditions prevailing at the time of the grant.</td></tr>
<tr><td colspan="2">Performance period</td><td colspan="2">3 years</td><td>Performance vesting is assessed once at the end of the 3-year performance period, both for SO and PS.</td></tr>
<tr><td colspan="2">Vesting period</td><td colspan="2">3 years</td><td>The MB members' presence is required[1] at the time of vesting for PS and at exercise for SO. Exceptions are allowed in the event of retirement, death or disability.</td></tr>
<tr><td colspan="2">Exercise period (SO only)</td><td colspan="2">5 years</td><td>Options are exercisable between the 3rd and the 8th anniversary of the grant, subject to performance conditions.</td></tr>
<tr><td rowspan="2">Performance condition</td><td>Financial</td><td>25% TSR vs. peer group
20% TSR vs. growth targets
30% AREPS vs. guidance</td><td rowspan="2">All performance conditions achievements calculated with a progressive vesting formula</td><td rowspan="2">Performance conditions redesigned to further align our long-term incentives with our sustainability commitments. See details about the URW Sustainability Scorecard below.</td></tr>
<tr><td>ESG</td><td>25% URW Sustainability Scorecard</td></tr>
<tr><td colspan="2">Share retention obligation</td><td colspan="2">30% of vested PS
30% of net gain on SO at exercise</td><td>Retention obligation applies up to a Stapled Share ownership equivalent to 300% of FI for the CEO and 200% for other MB members, until the end of their last mandate as MB member. See further details below.</td></tr>
<tr><td colspan="2">Additional notes</td><td colspan="2">No discount on SO exercise price</td><td></td></tr>
</table>

(1) 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 SB, the presence condition can be partially waived on a time-pro rata basis to the vesting period.

PERFORMANCE CONDITIONS APPLICABLE TO PERFORMANCE SHARES AND PERFORMANCE STOCK OPTIONS IN 2024

KPIs		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 TSR (share price growth, dividends reinvested) outperformance vs. TSR of a 25-company international real estate peer group (see details in Glossary)	25%	At index	Between index and index + 300bps	Index +300bps or above
TSR vs. growth target	URW Stapled Share 3-year TSR vs. pre-determined growth objectives	20%	20%	Between 20% and 30%	30% or above
AREPS	3-year compounded AREPS vs. 3-year compounded guidance range	30%	Bottom of compounded guidance	Between bottom and top of compounded guidance	Top of compounded guidance or above
URW Sustainability Scorecard	Aggregate score of the URW Sustainability Scorecard at the end of 2026 (see details of the scorecard below)	25%	40	Between 40 and 68	68

(1) Vesting calculated on a straight-line basis between Threshold and Stretch.

THE URW SUSTAINABILITY SCORECARD

At the October 10, 2023, Sustainability Investor Days, the Group announced a comprehensive evolution of the Better Places initiative, to support the environmental transition of cities and retail. Among these initiatives, the Group developed a carbon reduction plan approved by the Science-Based Targets Initiative, and expanded its environmental targets to energy, waste, climate adaptation and community impact. It also introduced a Better Places certification for its shopping centres and a sustainable retail index initiative for retailers to support the sustainable evolution of the retail industry. In total, a set of 29 metrics was presented at the Investor Days.

The GNRC, with the support of the URW Sustainability team, selected 10 metrics out of these 29 to form the URW Sustainability Scorecard, described below. Each selected metric has a baseline, with a start year (some metrics were introduced as soon as 2015, others more recently) and an initial value, measured on that year. Similarly, these metrics have a final target year and value. The final year is usually 2030, sometimes sooner, and the value is the ambitious, long-term goal already communicated at Investor Days. Each year, the actual achievement will be compared to the start and end value, based on a regular progression between zero for the baseline value and 100 for the final target value. The baseline is an average score of 40, no vesting for the Sustainability Scorecard metric shall be paid at or below this level. The 2026 goal is an average score of 68, reflecting an average progression of 28 points across all metrics.

The vesting for the 2024–2026 LTI URW Sustainability Scorecard metric will depend on the overall score at the end of 2026. Performance-vesting will start at an overall score of 40 and will progress on a linear scale. Full vesting will be reached for an overall score of 68 or above.

		Baseline (score = 0)		Final target (score = 100)		2026 goal	
Metric	Definition	Year	Value	Year	Value	Value	Score
Greenhouse Gas emissions (own)	Reduction in scope 1 & 2 emissions	**2015**	0%	**2030**	90%	66%	**73**
Greenhouse Gas emissions (total)	Reduction in scope 1, 2 & 3 emissions	**2015**	0%	**2030**	50%	37%	**73**
Energy Intensity	Reduction of energy consumption by square metre in common areas	**2015**	0%	**2030**	50%	37%	**73**
EV charger installation	Number of EV chargers installed in our European portfolio	**2022**	1,183	**2030**	4,000	2,000	**29**
Waste recycling	Recycling rate	**2022**	41%	**2030**	70%	51%	**33**
Water reuse	% of assets with water reuse solutions in place	**2022**	0%	**2030**	100%	50%	**50**
Sustainable Retail Index	% of eligible revenues covered by the SRI	**2022**	0%	**2027**	100%	80%	**80**
Better Places certification	% of European standing assets certified in Europe	**2022**	0%	**2027**	100%	80%	**80**
Executive Gender Balance	% of senior management positions held by women	**2019**	32%	**2026**	40%	40%	**100**
Social Impact	3-year average number of people supported through training, social inclusion and employment opportunities	**2023**	0	**2026**	15,000	15,000	**100**
URW Sustainability score	Average of all scores above for 2026	**2023**	40			68	**100**

SHARE RETENTION AND INVESTMENT OBLIGATIONS

To align the interests of MB members with shareholders and pursuant to a SB decision (in line with the Afep-Medef Code), MB members must meet retention and investment requirements in URW Stapled Shares. The ownership requirement is 300% of the gross annual FI for the CEO and 200% for other MB members. Until that requirement is met, when LTIs are delivered, MB members must retain shares: at least 30% of their PS vested, and 30% of their net gain on SO at exercise. MB 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

The SCS consists of an annual contribution paid into a blocked savings account available to MB 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. FI for year N plus STI for year N-1)
Other Management Board members	€45,000	

OTHER BENEFITS

MB 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 or a car allowance.

INDEMNITY IN THE EVENT OF LOSS OF OFFICE

The CEO and other MB 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 MB 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 STI paid to the MB member being at least on average equal to a threshold performance of 75% of the target STI in the last 3 financial years available. For MB members with less than 3 STI payouts, the threshold performance level will be 50% (and the maximum indemnity reduced – see below). In the absence of fulfilment 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 FI, as MB member at the date on which his/her functions cease, and (ii) the average STI received or receivable in respect of his/her last 2 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 3 years of tenure at the MB.

DEFINITION OF THE AMOUNT OF THE INDEMNITY

Within this limit, the SB 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 MB member's tenure in the Group (as an employee and as an MB member) and the MB member's proximity to retirement age. The SB shall disclose, explain and justify its decision in respect of the used criteria and circumstances.

EXCLUSION FOR MANAGEMENT BOARD MEMBERS WITH A SUSPENDED EMPLOYMENT CONTRACT

MB 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 MB 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 MB member would receive a monthly indemnity up to 1 times the Monthly Reference Compensation, as defined above.

The scope of non-compete agreement is determined by the SB at the departure of the MB member. The SB shall disclose, explain and justify its decision in respect of the used criteria and circumstances.

Upon termination of any MB member, the SB 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 24 times the Monthly Reference Compensation.

CLAWBACK AND 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 MB 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 SB, upon recommendation of the GNRC, would assess the relevant MB 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).

2.3.1.B SUPERVISORY BOARD REMUNERATION POLICY

The following Remuneration Policy applicable to the SB members has been in place since the 2023 General Meeting, when it was submitted and approved. It will be submitted to shareholders' vote at the 2024 General Meeting (resolution 18).

GOVERNANCE AND DECISION-MAKING PROCESS

The annual remuneration of the SB members is intended to attract and retain high-calibre individuals with the right degree of expertise and experience. The SB Remuneration Policy is determined by the SB, upon recommendation of the GNRC and, for the SB Chair's remuneration, in his absence. The annual Remuneration Policy for SB members is in principle 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 practice.

While attendance is mandatory for the SB Chair, SB member attendance is also essential to the proper functioning of the SB and its committees. Accordingly, a significant portion (67%) of the annual remuneration received by the other SB members is based on attendance at both SB 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 SB members will not be paid the attendance-based portion for those meetings attended by video conference above this threshold. To account for the time spent on international travel, all SB members also receive an out-of-country indemnity for time spent on their duties as SB members outside their country of residence.

To ensure a high standard of supervision and monitoring of the Group strategy as well as to avoid any potential conflict of interest, the SB members are prohibited from receiving any remuneration related to Group performance. To promote alignment between SB members and shareholder interests, all SB members are required to hold, within 2 years of appointment, a number of Stapled Shares at least equal to 1 year of compensation as defined by the SB 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 current applicable policy has been reviewed in depth in 2023 for the first time since the Westfield acquisition in 2018. The policy allows for the remuneration of the SB Chair to be up to €350k, to be consistent with the French and European real estate market practices. A benchmark was carried out on the French and European real estate market for the remuneration of an independent non-executive SB Chair. More specifically, in order to consider relevant and comparable data, the top 80 French listed companies (members of the CAC 40 and Next 40 indices combined) and European peers in the real estate sector were analysed. Both markets presented a median remuneration of €400k.

To allow for reasonable flexibility in the future, the SB remuneration envelope was set at €1.6 Mn, and approved at the 2023 General Meeting. The remuneration structure in the table below applies since January 1, 2023.

Compensation		Fixed compensation	Variable compensation	Total
Supervisory Board	Chairman	€350,000		€350,000
	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[(1)]

(1) All SB members must hold within 2 years of their nomination a number of URW stapled shares at least equal to 1 year of their SB remuneration in force (excluding variable component and other expenses). As at December 31, 2023, all SB members comply with this share ownership requirement, on the basis of the value of the share at the date of the share acquisition.

2.3.2 CORPORATE OFFICERS REMUNERATION REPORT

This report on the remuneration of the corporate officers will be submitted to the General Meeting to be held on April 30, 2024 (resolution n° 15). The payment of remuneration to the SB members in 2023 is subject to this resolution being approved.

This report also provides all details on resolutions 6 to 14 to be submitted for separate approval. The payment of the STI for 2023 of the CEO and the other MB members is subject, respectively, to resolutions 6 to 12 being approved.

This remuneration report consists of 2 sections:

- The information to be disclosed pursuant to Article L. 22-10-9 of the French Commercial Code (when not included in the 2023 Say-On-Pay); and
- The 2023 remuneration of the MB and SB members resulting from the strict implementation of the approved Remuneration Policy; these remunerations will be subject to a specific binding vote at the 2024 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 2023 General Meeting, the GNRC considered the MB members' performance against the financial and strategic non-financial performance measures which had been set to reflect the Group's priorities for 2023. Separately, performance against each MB member's personal objectives was assessed on an individual basis. The GNRC determined the outcomes of the 2023 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 2024 General Meeting for shareholder approval[(1)].

(1) Further details can be found in the 2024 General Meeting notice.

2.3.2.A INFORMATION TO BE DISCLOSED PURSUANT TO ARTICLE L. 22-10-9 OF THE FRENCH COMMERCIAL CODE

COMPLIANCE WITH THE REMUNERATION POLICY IN 2023

The implementation of the approved Remuneration Policy is monitored by the SB with the assistance of the GNRC. In 2023, the Remuneration Policy was fully implemented with no deviation or exception, as summarised in the table below:

		CEO	CFO	CIO (until Apr. 21, 2023)	CSIO (from June 1, 2023)	CCO (until Apr. 21, 2023)	CCRO (from May 2, 2023)	CRSO
Variable pay maxima respected	Maximum annual 2023 STI payout (% of FI)				150%			
	Actual annual 2023 STI payout (% of FI)	126%	124%	124%	n/a	124%	n/a	124%
	Maximum annual 2023 LTI grant (% of FI)				150%			
	LTI 2023 grant value (% of FI)	150%	150%	150%	n/a	–	n/a	150%
Principles respected	Actual 2023 STI calculated according to KPIs presented at 2023 General Meeting				Yes			
	LTI vesting in 2023 calculated according to vesting formula				Yes			
	LTI 2023 performance criteria in line with approved Remuneration Policy				Yes			
	FI unchanged since start of each Management Board member's term				Yes			
	Supplementary Contribution Scheme 2023 paid according to defined formula				Yes			
	Benefits 2023 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(1)	Yes	Yes	Yes	Yes	No	No	Yes

(1) The requirement is tested on December 31, 2023, with the latest available closing share price at that date. See MB members' Stapled Share ownership in Section 2.3.3.C. The Stapled Shares retention obligation applies until the shareholding requirement is met.

EXCEPTIONAL EVENTS

In accordance with Article L. 22-10-9 of the French Commercial Code, the SB confirms that the following events happened in 2023:

Application of clawback/malus	**No**
New Management Board member	**Yes** (2 MB members appointed)
Change in Management Board members' responsibilities	**Yes** (for the roles of both new members)
Adjustment of the Management Board member remuneration by the SB (using the flexibility allowed by 2023 approved Policy)	**Yes** (for the 2 appointed members)

On April 21, 2023, the CCO, Caroline Puechoultres and the CIO, Olivier Bossard, stepped down from their MB mandates. Effective May 2, 2023, Anne-Sophie Sancerre was appointed to the MB as CCRO and on June 1, 2023, Vincent Rouget was appointed to the MB as CSIO.

GENDER EQUITY AMONG THE SUPERVISORY BOARD

The current composition of the SB reflects the Group commitment to promote gender parity. Its 60% female/40% 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.

SHAREHOLDER ENGAGEMENT

The SB is committed to active shareholder engagement. Extensive and proactive consultation with shareholders on the Remuneration Policy has been a long-standing practice.

Any evolution of the MB or SB Remuneration Policy is subject to extensive consultation with shareholders and proxy advisors. Each year, during the run-up to the Annual General Meeting, several meetings are conducted with our main shareholders and various proxy advisors to present the evolutions of the governance, the remuneration policies, and an update on our sustainability initiatives.

At the 2023 General Meeting, the ex-ante vote on the CEO remuneration policy was approved by 92.7% of shareholder votes (95.5% for the other MB members).

REMUNERATION RATIOS AND PERFORMANCE EVOLUTION

The table below sets out the 5-year history of the ratio between the total remuneration paid or granted to each MB member[(1)] and that of the remuneration of French employees.

Due to the very limited headcount of URW SE, calculations have been made over the employees of the fully owned entities having French employees within the URW Group, for a total of 373 employees on December 31, 2023, on a like-for-like basis[(2)]. This allows for a set of ratios statistically relevant and able to reflect the link between the MB members and the employees under their direct management.

These ratios are calculated based on the Afep-Medef recommended methodology.

Compensation		2019	2020	2021	2022	2023
CEO	Total remuneration paid or granted	€4,129,005	€4,077,112	€2,230,778	€3,546,884	€3,886,311
	Multiple of average remuneration	39.5	38.9	24.9	33.0	35.2
	Multiple of median remuneration	60.2	59.5	37.1	47.5	46.9
CIO/CSIO[(3)]	Total remuneration paid or granted	n/a[(4)]	n/a[(4)]	€1,113,290	€2,240,293	€2,534,502
	Multiple of average remuneration	n/a[(4)]	n/a[(4)]	11.7	20.9	22.9
	Multiple of median remuneration	n/a[(4)]	n/a[(4)]	17.4	30.0	30.6
CFO	Total remuneration paid or granted	€2,312,156	€2,293,339	€1,568,021	€2,576,422	€2,810,041
	Multiple of average remuneration	22.1	21.9	16.5	24.0	25.4
	Multiple of median remuneration	36.5	33.5	24.5	34.5	33.9
CRSO[(5)]	Total remuneration paid or granted	n/a[(4)]	n/a[(4)]	€1,113,448	€1,698,817	€1,755,978
	Multiple of average remuneration	n/a[(4)]	n/a[(4)]	11.7	15.8	15.9
	Multiple of median remuneration	n/a[(4)]	n/a[(4)]	17.4	22.7	21.2
CCO/CCRO[(3)]	Total remuneration paid or granted	n/a[(4)]	n/a[(4)]	€556,557	€1,512,034	€1,921,658
	Multiple of average remuneration	n/a[(4)]	n/a[(4)]	5.8	14.1	17.4
	Multiple of median remuneration	n/a[(4)]	n/a[(4)]	8.7	20.2	23.2
Company remuneration	Average	€104,409	€104,867	€95,151	€107,339	€110,514
	Median	€68,534	€68,484	€63,980	€74,674	€82,907
URW performance (€ Mn)	Net Rental Income	€2,491	€1,790	€1,724	€2,226	€2,210
	Adjusted Recurring Earnings	€1,712	€1,009	€957	€1,291	€1,337

(1) The pay ratios above are calculated based on the compensation paid and granted in 2023. The compensation items taken into account for the MB members are the FI paid in 2023 (by MB role, see note 3 below), the STI related to 2022 performance and paid in 2023, the LTI granted in 2023 and the various benefits in kind received in 2023 and disclosed in the Say-On-Pay tables (e.g. company car). In accordance with the Afep-Medef recommendation, the SCS 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 LTIs granted in 2023 (SO and PS) are valued based on the IFRS 2 methodology.

(2) Total remuneration of all French fully owned entities of URW Group (i.e. excludes employees working for JVs). For comparability year after year, out of the 429 employees of fully owned entities, excluded are expatriates, suspended contracts, apprentices and employees not 'like-for-like' (less than 2 years of service). A total of 371 French employees (as of December 31, 2023) 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.

(3) The combined remunerations of Olivier Bossard and Vincent Rouget are considered for the CIO/CSIO role, and the combined remunerations of Caroline Puechoultres and Anne-Sophie Sancerre are considered for the CCO/CCRO role.

(4) There was no MB member with this function during this period, therefore no pay ratio is calculated.

(5) The 2022 figure is the total remuneration paid or granted to the CRSO in that year (i.e. including the STI paid to Astrid Panosyan in 2022 as former Chief Resources Officer ("CRO") until December 31, 2021). The total remuneration actually paid or granted to Sylvain Montcouquiol in 2022 amounts to €955,086.

2.3.2.B CORPORATE OFFICERS REMUNERATION IN 2023

The following remuneration elements paid or granted in 2023 are submitted for approval to the shareholders through a binding vote.

2.3.2.B.1 MANAGEMENT BOARD REMUNERATION

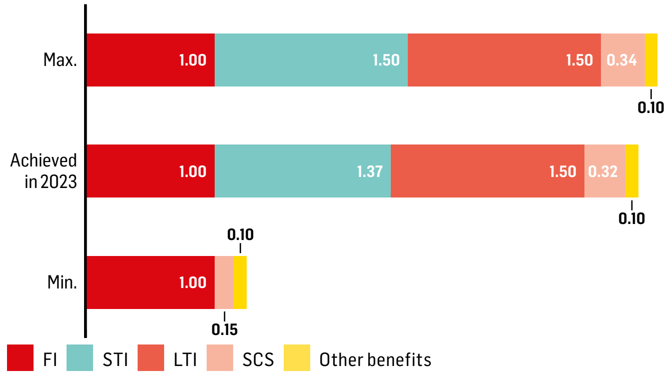
The following remuneration elements, paid during, or granted for, 2023 to the CEO and the other MB members, are submitted for approval to the shareholders through a binding vote. These remuneration elements include those paid by URW SE and all its affiliates. The payment of the STI of the MB members will be conditioned to shareholder approval at the 2024 General Meeting (resolutions 13 and 14).

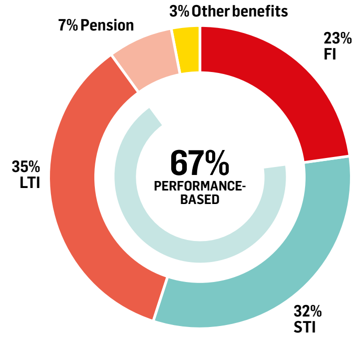
2023 PERFORMANCE OVERVIEW

A summary of the performance assessment of each of the quantitative STI components applicable to all MB members is presented in the table below:

Performance measure		Weight	Description	Threshold (37.5% payout, zero below)	Target (100% payout)	Stretch (125% payout, capped above)	2023 Achieved	2023 Score	Comments
FINANCIAL	AREPS	**35%**	Adjusted Recurring Earnings per Share	€9.30	€9.54	€9.64	€9.62	**120.5%**	AREPS outperformed guidance provided (€9.30–€9.50).
	Net debt	**10%**	Proportionate Net debt as of Dec. 31, 2023	€21.42 Bn	€20.71 Bn	€20.42 Bn	€21.20 Bn	**56.8%**	Net debt reduced from €22.1 Bn to €21.2 Bn largely due to disposals during 2023.
	Liquidity	**5%**	Ratio between cash available at year end and debt repayments due in the upcoming year	1.0 x	1.3 x	1.5 x	2.93 x	**125.0%**	Good visibility on the upcoming debt repayments.
	Rent collection	**5%**	Rent collected vs. invoiced (before discounts)	90%	95%	97%	97.4%	**125.0%**	Rent collection (calculated here as of December 31, 2023) kept improving from 2022 (96.3%).
	Gross admin costs	**15%**	Gross administrative costs (excluding restructuring costs)	€557 Mn	€543 Mn	€537 Mn	€511 Mn	**125.0%**	Significant cost savings achieved in a high-inflation context.
ESG	Diversity & Inclusion	**5%**	% of females in new 40% entrants to URW leadership positions (hires and promotions)	40.0%	54.3%	60.0%	56.5%	**109.8%**	13 female new executives (4 hires, 9 promotions) out of 23 (10 hires, 13 promotions), i.e. 56.5%.
	GHG equivalent emissions	**5%**	Greenhouse gas emissions on Scopes 1 and 2 in tonnes of CO_2 equivalent (tCO_2e)	46,243	44,518	43,828	29,365	**125.0%**	The GHG emissions reduced significantly in 2023, largely due to sobriety measures in a high energy cost context.
	TOTAL	**80%**						**113.55%**	

MR JEAN-MARIE TRITANT, CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE MANAGEMENT BOARD





Element	Description	Amounts
Annual fixed income ("FI") paid in respect of 2023	MB members' FI is set for the duration of their mandate.	**€1,000,000**

Short-term incentive ("STI") paid in 2024 in respect of 2023 (subject to shareholder vote)

Target STI: *120% of FI* *€1,200,000*

Performance measure	Weight	Description of key achievements	Achievement	Amounts
Financial and ESG	80%	Please refer to the table above	113.55%	€1,090,049
Qualitative	20%	See below	117.50%	€282,000
Total	**100%**		**114.34%**	**€1,372,049**
Previous STI (paid in 2023 in respect of 2022):			*€1,256,238*	

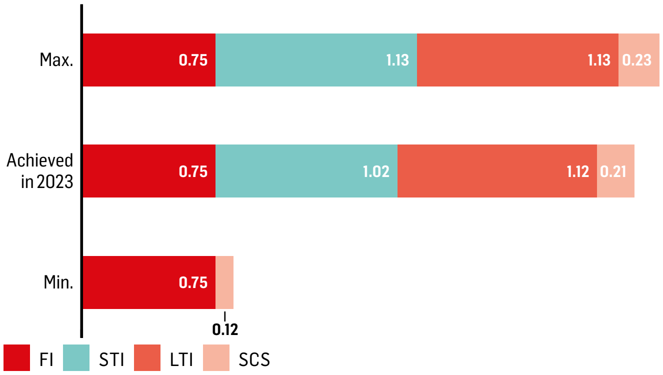
Key qualitative achievements	Overall score: 117.50%
Strategy definition	Operational performance consolidated, while implementing the new Better Place sustainability strategy, and launching the retail media business. Planned a cost discipline and process streamlining project to prepare the Group for future growth.
Stakeholder relations	Presented a good outlook to financial stakeholders, with strong operational performance across geographies, the deleveraging progress, and an innovative hybrid refinancing. High CEO involvement in roadshows and investor conferences.
Operational effectiveness	Streamlined regional organisations, drove efficiencies in the US organisation while delivering strong operational performance. Launched a reorganisation project with productivity initiatives and planning for non-core activities disposals.
Leadership and culture change	Led a meaningful evolution of the MB and the EC, bringing in new talent, giving runway to the executive team to work on the future.

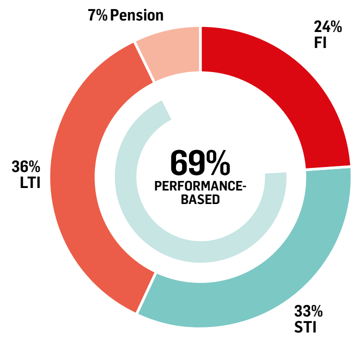
Long-term incentives ("LTI") granted in 2023 — The LTI policy provides for a grant value between 100% and 150% of FI. For 2023, the SB, upon GNRC recommendation, decided that the grant size would be 150% of FI. **€1,499,983**

Instrument	Vesting period	Total duration	# units granted	% of total grant	IFRS value
Performance shares	3 years	8 years	46,658	7.78% (vs. max. 10%)	€1,219,433
Performance stock options	3 years	8 years	70,000		€280,550

Element	Description	Amounts
Supplementary contribution scheme ("SCS") paid in 2023	MB members benefit from the SCS, an annual contribution paid into a blocked savings account, available at the end of their last mandate as MB member of URW SE. The CEO amount is defined as: • A fixed amount of €90,000 plus 10% of the FI; and • A variable amount of 10% of the STI paid in respect of the previous year.	**€315,624**
Life/health insurance	The CEO benefits from an international health insurance policy.	**not material**
Benefits in kind	The CEO benefits from a company car and an International Assignment Extra-Compensation.	**€130,090**

MR FABRICE MOUCHEL, CHIEF FINANCIAL OFFICER





Element	Description	Amounts
Annual fixed income ("FI") paid in respect of 2023	MB members' FI is set for the duration of their mandate.	**€750,000**

Short-term incentive ("STI") paid in 2024 in respect of 2023 (subject to shareholder vote)

Target STI: *120% of FI €900,000*

Performance measure	Weight	Description of key achievements	Achievement	Amounts
Financial and ESG	80%	Please refer to the table above	113.55%	€817,537
Qualitative	20%	See below	115.00%	€207,000
Total	**100%**		**113.84%**	**€1,024,537**

Previous STI (paid in 2023 in respect of 2022): €928,678

Key qualitative achievements	Overall score: 115.0%
Financing and liquidity	Innovative Hybrid financing solution implemented, keeping financing cost under control, protecting the grading and maintaining access to the bond market.
Performance management	Performance management processes in place, helping drive impactful change by developing an overall understanding of the Group's business and performance.
Organisation	Profound transformation of Finance organisation and IT under way, providing a clear vision and strategy for the Finance team, with strong team cohesion in the change process.
Leadership and culture change	Strong relationships with and highly respected by key stakeholders, supported by excellent communication skills.

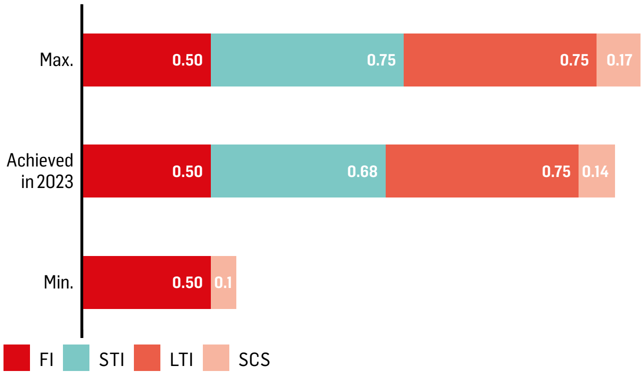
Long-term incentives ("LTI") granted in 2023

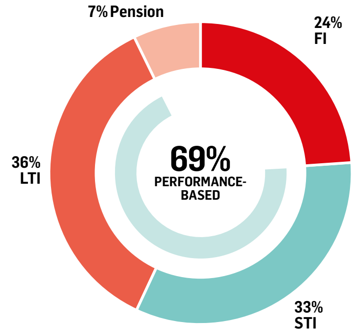
The LTI policy provides for a grant value between 100% and 150% of FI. For 2023, the SB, upon GNRC recommendation, decided that the grant size would be 150% of FI. **€1,124,974**

Instrument	Vesting period	Total duration	# units granted	% of total grant	IFRS value
Performance shares	3 years		34,993	7.78% (vs. max. 8%)	€914,562
Performance stock options	3 years	8 years	52,500		€210,412

Element	Description	Amounts
Supplementary contribution scheme ("SCS") paid in 2023	MB members benefit from the SCS, an annual contribution paid into a blocked savings account, available at the end of their last mandate as MB member of URW SE. The CFO amount is defined as: • A fixed amount of €45,000 plus 10% of the FI; and • A variable amount of 10% of the STI paid in respect of the previous year.	**€212,868**
Life/health insurance	The CFO benefits from an international health insurance policy.	**not material**
Benefits in kind	The CFO benefits from a company car.	**€6,389**

MR SYLVAIN MONTCOUQUIOL, CHIEF RESOURCES AND SUSTAINABILITY OFFICER





Element	Description	Amounts
Annual fixed income (“FI”) paid in respect of 2023	MB members' FI is set for the duration of their mandate.	**€500,000**

Short-term incentive (“STI”) paid in 2024 in respect of 2023 (subject to shareholder vote)

Target STI: *120% of FI* *€600,000*

Performance measure	Weight	Description of key achievements	Achievement	Amounts
Financial and ESG	80%	Please refer to the table above	113.55%	€545,024
Qualitative	20%	See below	110.00%	€132,000
Total	**100%**		**112.84%**	**€677,024**

Previous STI (paid in 2023 in respect of 2022): €497,695

Key qualitative achievements	Overall score: 110.00%
Sustainability strategy	Delivered an expanded Better Places Strategy, supported by a comprehensive and rigorous approach, and vetted by the Science-Based Targets Initiative, WWF and Bureau Veritas, including a compelling and realistic Roadmap to Carbon Neutrality.
Corporate culture	Strong improvement in employee engagement and reduction in resignation rate, with new ways of working introduced.
Company transformation	Structured and disciplined approach to organisation streamlining and agility improvement project, now on track to deliver meaningful results in 2024. Significant organisation improvements in the US, UK and Northern Europe.
Leadership and culture change	Anchored sustainability at the core of the Company culture, driving change with authentic and engaged communication.

Long-term incentives (“LTI”) granted in 2023

The LTI policy provides for a grant value between 100% and 150% of FI. For 2023, the SB, upon GNRC recommendation, decided that the grant size would be 150% of FI. **€749,991**

Instrument	Vesting period	Total duration	# units granted	% of total grant	IFRS value
Performance shares	3 years		23,329	7.78% (vs. max. 7%)	€609,717
Performance stock options	3 years	8 years	35,000		€140,275

Element	Description	Amounts
Supplementary contribution scheme (“SCS”) paid in 2023	MB members benefit from the SCS, an annual contribution paid into a blocked savings account, available at the end of their last mandate as MB member of URW SE. The CRSO amount is defined as: • A fixed amount of €45,000 (prorated) plus 10% of the FI; and • A variable amount of 10% of the STI paid in respect of the previous year.	**€144,769**
Life/health insurance	The CRSO benefits from a health insurance policy.	**not material**
Benefits in kind	The CRSO benefits from a company car.	**€8,291**

MS ANNE-SOPHIE SANCERRE, CHIEF CUSTOMER AND RETAIL OFFICER (SINCE MAY 2, 2023)

Charts comparing the MB members' package structure to the minimum and maximum payable will be presented for a full year tenure.

Element	Description				Amounts
Annual fixed income ("FI") paid in respect of 2023	MB members' FI is set for the duration of their mandate. The CCRO's FI presented here reflects her tenure for 8 months in 2023.				**€400,000**
Short-term incentive ("STI") paid in 2024 in respect of 2023 (subject to shareholder vote)	Performance measure	Weight	Description of key achievements	Achievement	
	Financial and ESG	80%	Please refer to the table above	113.55%	€436,020
	Qualitative	20%	See below	110.00%	€105,600
	Total	**100%**		**112.84%**	**€541,620**
Target STI: *120% of FI €480,000*	*Previous STI (paid in 2023 in respect of 2022):*			*n/a*	
	Key qualitative achievements			Overall score: 110.00%	
	Retail media business	Advanced technology solutions rolled out, with a business roadmap in place to achieve the mid- and long-term net margin goals.			
	Digital	Digital content strategy delivered, building on a single website and app for visitors, with enhanced features.			
	Business model	Clear direction set, mid-term roadmap for the business model defined and team organisation changes ongoing under the CCRO's leadership.			
	Leadership and culture change	Strong, inspirational leadership and company commitment demonstrated, recognised widely inside and outside the Group.			
Long-term incentives ("LTI") granted in 2023	The LTI policy provides for a grant value between 100% and 150% of FI. Anne-Sophie Sancerre did not receive LTI since the start of her CCRO mandate.				**n/a**
Supplementary contribution scheme ("SCS") paid in 2023	MB members benefit from the SCS, an annual contribution paid into a blocked savings account, available at the end of their last mandate as MB member of URW SE. The CCRO amount is defined as: • A fixed amount of €45,000 (prorated) plus 10% of the FI; and • A variable amount of 10% of the STI paid in respect of the previous year.				**€69,620**
Life/health insurance	The CCRO benefits from a health insurance policy.				**not material**
Benefits in kind	The CCRO benefits from a company car.				**€4,495**

MR VINCENT ROUGET, CHIEF STRATEGY & INVESTMENT OFFICER (SINCE JUNE 1, 2023)

Charts comparing the MB members' package structure to the minimum and maximum payable will be presented for a full year tenure.

Element	Description	Amounts
Annual fixed income ("FI") paid in respect of 2023	MB members' FI is set for the duration of their mandate. The CSIO's FI presented here reflects his tenure for 7 months during 2023.	**€437,500**

Element	Performance measure	Weight	Description of key achievements	Achievement	Amounts
Short-term incentive ("STI") paid in 2024 in respect of 2023 (subject to shareholder vote) Target STI: *120% of FI €525,000*	Financial and ESG	80%	Please refer to the table above	113.55%	€476,896
	Qualitative	20%	See below	110.00%	€115,500
	Total	**100%**		**112.84%**	**€592,396**
	Previous STI (paid in 2023 in respect of 2022):			*n/a*	

Key qualitative achievements	Overall score: 110.00%
Deleveraging	Played a meaningful role in securing transactions and structured deals.
Future growth	Refined strategic and investment vision for the Group, bringing new perspectives to our investors.
Capital allocation	Set a clear vision and approach for the Asset Management team, now well recognised across the organisation.
Leadership and culture change	Established as a driven, energetic and insightful leader.

Element	Description	Amounts
Long-term incentives ("LTI") granted in 2023	The LTI policy provides for a grant value between 100% and 150% of FI. The CSIO joined after the 2023 LTI grant date.	**n/a**
Supplementary contribution scheme ("SCS") paid in 2023	MB members benefit from the SCS, an annual contribution paid into a blocked savings account, available at the end of their last mandate as MB member of URW SE. The CSIO amount is defined as: • A fixed amount of €45,000 (prorated) plus 10% of the FI; and • A variable amount of 10% of the STI paid in respect of the previous year.	**€70,000**
Life/health insurance	The CSIO benefits from a health insurance policy.	**not material**
Benefits in kind	The CSIO benefits from a company car.	**€3,521**

MR OLIVIER BOSSARD, CHIEF INVESTMENT OFFICER (UNTIL APRIL 21, 2023)

Charts comparing the MB members' package structure to the minimum and maximum payable will be presented for a full year tenure.

<table>
<tr><th>Element</th><th colspan="5">Description</th><th>Amounts</th></tr>
<tr><td>Annual fixed income (“FI”) paid in respect of 2023</td><td colspan="5">The CIO's FI presented here reflects his tenure for 3.75 months in 2023.</td><td>€203,125</td></tr>
<tr><td rowspan="7">Short-term incentive (“STI”) paid in 2024 in respect of 2023 (subject to shareholder vote)

Target STI: 120% of FI €243,750</td><td>Performance measure</td><td>Weight</td><td colspan="2">Description of key achievements</td><td>Achievement</td><td></td></tr>
<tr><td>Financial and ESG</td><td>80%</td><td colspan="2">Please refer to the table above</td><td>113.55%</td><td>€221,416</td></tr>
<tr><td>Qualitative</td><td>20%</td><td colspan="2">See below</td><td>100.00%</td><td>€48,750</td></tr>
<tr><td>Total</td><td>100%</td><td colspan="2"></td><td>110.84%</td><td>€270,166</td></tr>
<tr><td colspan="4">Previous STI (paid in 2023 in respect of 2022):</td><td>€802,905</td><td></td></tr>
<tr><td colspan="4">Key qualitative achievements</td><td>Overall score: 100.00%</td><td></td></tr>
<tr><td>Overall assessment</td><td colspan="4">In the context of the CIO's stepping down from his MB duties on April 21, 2023, the SB, upon GNRC recommendation, assessed his performance as on-target.</td><td></td></tr>
<tr><td rowspan="4">Long-term incentives (“LTI”) granted in 2023</td><td colspan="5">The LTI policy provides for a grant value between 100% and 150% of FI. For 2023, the SB, upon GNRC recommendation, decided that the grant size would be 150% of FI.</td><td>€974,997</td></tr>
<tr><td>Instrument</td><td>Vesting period</td><td>Total duration</td><td># units granted</td><td>% of total grant</td><td>IFRS value</td></tr>
<tr><td>Performance shares</td><td>3 years</td><td rowspan="2">8 years</td><td>30,328</td><td rowspan="2">7.78% (vs. max. 8%)</td><td>€792,640</td></tr>
<tr><td>Performance stock options</td><td>3 years</td><td>45,500</td><td>€182,357</td></tr>
<tr><td>Supplementary contribution scheme (“SCS”) paid in 2023</td><td colspan="5">MB members benefit from the SCS, an annual contribution paid into a blocked savings account, available at the end of their last mandate as MB member of URW SE. The CIO amount is defined as:
• A fixed amount of €45,000 (prorated) plus 10% of the FI; and
• A variable amount of 10% of the STI paid in respect of the previous year.</td><td>€114,665</td></tr>
<tr><td>Life/health insurance</td><td colspan="5">The CIO benefits from a health insurance policy.</td><td>not material</td></tr>
<tr><td>Benefits in kind</td><td colspan="5">The CIO benefits from a company car.</td><td>€2,322</td></tr>
</table>

MS CAROLINE PUECHOULTRES, CHIEF CUSTOMER OFFICER (UNTIL APRIL 21, 2023)

Charts comparing the MB members' package structure to the minimum and maximum payable will be presented for a full year tenure.

<table>
<tr><th>Element</th><th colspan="4">Description</th><th>Amounts</th></tr>
<tr><td>Annual fixed income ("FI") paid in respect of 2023</td><td colspan="4">The CCO's FI presented here reflects her tenure for 3.75 months in 2023.</td><td>€203,125</td></tr>
<tr><td rowspan="8">Short-term incentive ("STI") paid in 2024 in respect of 2023 (subject to shareholder vote)

Target STI: 120% of FI €243,750</td><td>Performance measure</td><td>Weight</td><td>Description of key achievements</td><td>Achievement</td><td></td></tr>
<tr><td>Financial and ESG</td><td>80%</td><td>Please refer to the table above</td><td>113.55%</td><td>€221,416</td></tr>
<tr><td>Qualitative</td><td>20%</td><td>See below</td><td>100.00%</td><td>€48,750</td></tr>
<tr><td>Total</td><td>100%</td><td></td><td>100.84%</td><td>€270,166</td></tr>
<tr><td colspan="3">Previous STI (paid in 2023 in respect of 2022):</td><td>€681,031</td><td></td></tr>
<tr><td colspan="3">Key qualitative achievements</td><td>Overall score: 100.00%</td><td></td></tr>
<tr><td>Overall assessment</td><td colspan="3">In the context of the CCO's stepping down from her MB duties on April 21, 2023, the SB, upon GNRC recommendation, assessed her performance as on-target.</td><td></td></tr>
<tr><td colspan="5"></td></tr>
<tr><td>Long-term incentives ("LTI") granted in 2023</td><td colspan="4">In the context of the CCO stepping down from her MB mandate, there was no LTI grant proposed.</td><td>€0</td></tr>
<tr><td>Supplementary contribution scheme ("SCS") paid in 2023</td><td colspan="4">MB members benefit from the SCS, an annual contribution paid into a blocked savings account, available at the end of their last mandate as MB member of URW SE. The CCO amount is defined as:
• A fixed amount of €45,000 (prorated) plus 10% of the FI; and
• A variable amount of 10% of the STI paid in respect of the previous year.</td><td>€102,478</td></tr>
<tr><td>Life/health insurance</td><td colspan="4">The CCO benefits from a health insurance policy.</td><td>not material</td></tr>
<tr><td>Benefits in kind</td><td colspan="4">The CCO benefits from a company car.</td><td>€2,407</td></tr>
</table>

REMUNERATION OF THE CHAIRMAN OF THE SUPERVISORY BOARD

The following remuneration elements, paid during or granted for financial year 2023 to the SB Chairman, are submitted to the approval of the shareholders (resolutions 13 and 14).

MR LÉON BRESSLER, CHAIRMAN OF THE SUPERVISORY BOARD (UNTIL MAY 11, 2023)

Mr Bressler asked to have his remuneration limited to one symbolic euro per year for the duration of his mandate.

MR JACQUES RICHIER, CHAIRMAN OF THE SUPERVISORY BOARD (FROM MAY 11, 2023)

	2022	2023
Supervisory Board Chairman remuneration (inclusive of chairmanship, committee membership, attendance-based compensation and out-of-country indemnities)	n/a	**€237,005**

2.3.3 SUPPLEMENTARY INFORMATION

2.3.3.A 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 present:

- The gross remuneration received in respect of the financial years 2019 through to 2023, 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 1); and
- The gross remuneration paid during 2022 and 2023 respectively, and including the STI that was paid in Year N due in respect of the previous year (Table 2).

Considering that all the MB members were appointed in 2022 or 2023, the tables below include 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 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 and AGM approval.

Mr Jean-Marie Tritant
Chief Executive Officer and Chairman of the MB since January 1, 2021

	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Fixed income	n/a	n/a	€1,000,000	€1,000,000	€1,000,000
Short-term incentive(1)	n/a	n/a	€1,282,470	€1,256,238	€1,372,000
Pension	n/a	n/a	€190,000	€318,247	€315,624
Other benefits	n/a	n/a	€47,881	€114,402	€130,090
Remuneration due in respect of the financial year	**n/a**	**n/a**	**€2,520,351**	**€2,688,887**	**€2,817,763**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	6.7%	4.8%
Annual SO IFRS valuation allocated during the financial year(2)	n/a	n/a	€135,984	€79,890	€280,550
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	-41.3%	251.2%
Annual PS IFRS valuation allocated during the financial year(2)	n/a	n/a	€563,995	€1,070,122	€1,219,433
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	89.7%	14.0%
Total	**n/a**	**n/a**	**€3,220,330**	**€3,838,899**	**€4,317,746**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	19.2%	12.5%

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1. For 2023, subject to 2024 General Assembly's approval.
(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 ("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

	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Fixed income	n/a	n/a	€744,048	€750,000	€750,000
Short-term incentive(1)	n/a	n/a	€956,228	€928,678	€1,024,537
Pension	n/a	n/a	€119,405	€215,623	€212,868
Other benefits	n/a	n/a	€6,467	€7,673	€6,389
Remuneration due in respect of the financial year	**n/a**	**n/a**	**€1,826,148**	**€1,901,973**	**€1,993,794**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	4.2%	4.8%
Annual SO IFRS valuation allocated during the financial year(2)	n/a	n/a	€101,988	€59,918	€210,412
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	-41.2%	251.2%
Annual PS IFRS valuation allocated during the financial year(2)	n/a	n/a	€423,005	€802,603	€914,562
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	89.7%	13.9%
Total	**n/a**	**n/a**	**€2,351,141**	**€2,764,494**	**€3,118,768**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	17.6%	12.8%

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1. For 2023, subject to 2024 General Assembly's approval.
(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 ("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 Sylvain Montcouquiol
Chief Resources and Sustainability Officer and MB Member since January 1, 2022

	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Fixed income	n/a	n/a	n/a	€400,000	€500,000
Short-term incentive[1]	n/a	n/a	n/a	€497,695	€677,024
Pension	n/a	n/a	n/a	€85,000	€144,770
Other benefits	n/a	n/a	n/a	€10,081	€8,291
Remuneration due in respect of the financial year	**n/a**	**n/a**	**n/a**	**€992,776**	**€1,330,085**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	34.0%
Annual SO IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€31,956	€140,275
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	339.0%
Annual PS IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€428,049	€609,717
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	42.4%
Total	**n/a**	**n/a**	**n/a**	**€1,452,781**	**€2,080,077**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	43.2%

(1) STI indicated in column “Year N” is STI due in respect of Year N and paid Year N+1. For 2023, subject to 2024 General Assembly’s approval.
(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 (“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 Vincent Rouget
Chief Strategy and Investment Officer and MB member since June 1, 2023

	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Fixed income	n/a	n/a	n/a	n/a	€437,500
Short-term incentive[1]	n/a	n/a	n/a	n/a	€592,396
Pension	n/a	n/a	n/a	n/a	€70,000
Other benefits	n/a	n/a	n/a	n/a	€3,521
Remuneration due in respect of the financial year	**n/a**	**n/a**	**n/a**	**n/a**	**€1,103,417**
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	n/a	n/a	n/a	n/a	n/a
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	n/a	n/a	n/a	n/a	n/a
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	n/a
Total	**n/a**	**n/a**	**n/a**	**n/a**	**€1,103,417**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	n/a

(1) STI indicated in column “Year N” is STI due in respect of Year N and paid Year N+1. For 2023, subject to 2024 General Assembly’s approval.

2.

2.3 Management and Supervisory Boards Remuneration

Ms Anne-Sophie Sancerre
Chief Customer and Retail Officer and MB member since May 2, 2023

	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Fixed income	n/a	n/a	n/a	n/a	€400,000
Short-term incentive(1)	n/a	n/a	n/a	n/a	€541,620
Pension	n/a	n/a	n/a	n/a	€69,620
Other benefits	n/a	n/a	n/a	n/a	€4,495
Remuneration due in respect of the financial year	**n/a**	**n/a**	**n/a**	**n/a**	**€1,015,735**
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	n/a	n/a	n/a	n/a	n/a
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	n/a	n/a	n/a	n/a	n/a
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	n/a
Total	**n/a**	**n/a**	**n/a**	**n/a**	**€1,015,735**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	n/a

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1. For 2023, subject to 2024 General Assembly's approval.

Mr Olivier Bossard
Chief Investment Officer and MB member until April 21, 2023

	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Fixed income	n/a	n/a	€639,683	€650,000	€203,125
Short-term incentive(1)	n/a	n/a	€833,606	€802,905	€270,166
Pension	n/a	n/a	€108,968	€193,361	€114,665
Other benefits	n/a	n/a	€7,311	€9,167	€2,322
Remuneration due in respect of the financial year	**n/a**	**n/a**	**€1,589,568**	**€1,655,433**	**€590,278**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	4.1%	-64.3%
Annual SO IFRS valuation allocated during the financial year(2)	n/a	n/a	€88,389	€51,929	€182,357
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	-41.2%	251.2%
Annual PS IFRS valuation allocated during the financial year(2)	n/a	n/a	€366,588	€695,591	€792,640
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	89.7%	14.0%
Total	**n/a**	**n/a**	**€2,044,545**	**€2,402,953**	**€1,565,275**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	17.5%	-34.9%

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1. For 2023, subject to 2024 General Assembly's approval.
(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 ("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 Caroline Puechoultres
Chief Customer Officer and MB member until April 21, 2023

	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Fixed income	n/a	n/a	€201,286	€550,008	€203,125
Short-term incentive[1]	n/a	n/a	€321,399	€681,031	€270,166
Pension	n/a	n/a	€45,833	€132,140	€102,478
Other benefits	n/a	n/a	€3,032	€8,108	€2,407
Remuneration due in respect of the financial year	**n/a**	**n/a**	**€571,550**	**€1,371,287**	**€578,176**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	140%	-57.8%
Annual SO IFRS valuation allocated during the financial year[2]	n/a	n/a	€0	€43,940	n/a
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	€0	€588,579	n/a
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	n/a	n/a
Total	**n/a**	**n/a**	**€571,550**	**€2,003,806**	**€578,176**
Evolution year N vs. year N-1 (in %)	n/a	n/a	n/a	250.6%	-71.1%

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1. For 2023, subject to 2024 General Assembly's approval.
(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 ("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.

DETAILS OF THE REMUNERATION PAID IN 2022 AND 2023 (TABLE 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 2022		Financial year 2023	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Fixed income	€1,000,000	€1,000,000	€1,000,000	€1,000,000
Short-term incentive	€1,256,238	€1,282,470	€1,372,000	€1,256,238
Pension	€318,247	€318,247	€315,624	€315,624
Other benefits	€114,402	€114,402	€130,090	€130,090
Total direct remuneration	**€2,688,887**	**€2,715,119**	**€2,817,514**	**€2,701,952**
SO IFRS valuation allocated during the financial year[1]	€79,890	€79,890	€280,550	€280,550
PS IFRS valuation allocated during the financial year[1]	€1,070,122	€1,070,122	€1,219,433	€1,219,433
Total	**€3,838,899**	**€3,865,131**	**€4,317,697**	**€4,201,935**

(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 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 2022		Financial year 2023	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Fixed income	€750,000	€750,000	€750,000	€750,000
Short-term incentive	€928,678	€956,228	€1,024,537	€928,678
Pension	€215,623	€215,623	€212,868	€212,868
Other benefits	€7,673	€7,673	€6,389	€6,389
Total direct remuneration	**€1,901,974**	**€1,929,524**	**€1,993,794**	**€1,897,935**
SO IFRS valuation allocated during the financial year[1]	€59,918	€59,918	€210,412	€210,412
PS IFRS valuation allocated during the financial year[1]	€423,005	€423,005	€914,562	€914,562
Total	**€2,384,897**	**€2,412,447**	**€3,118,768**	**€3,022,909**

(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 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.

2.

2.3 Management and Supervisory Boards Remuneration

Mr Sylvain Montcouquiol Chief Resources & Sustainability Officer and MB Member since January 2, 2022	Financial year 2022		**Financial year 2023**	
	Amounts granted	Amounts paid	**Amounts granted**	**Amounts paid**
Fixed income	€400,000	€400,000	€500,000	€500,000
Short-term incentive	€497,695	€0	€677,024	€497,695
Pension	€85,000	€85,000	€144,770	€144,770
Other benefits	€10,081	€10,081	€8,291	€8,291
Total direct remuneration	**€992,776**	**€495,081**	**€1,330,085**	**€1,150,756**
SO IFRS valuation allocated during the financial year(1)	€31,956	€31,956	€140,275	€140,275
PS IFRS valuation allocated during the financial year(1)	€428,049	€428,049	€609,717	€609,717
Total	**€1,452,781**	**€955,086**	**€2,080,077**	**€1,900,748**

(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 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 Vincent Rouget Chief Strategy and Investment Officer and MB member since June 1, 2023	Financial year 2022		**Financial year 2023**	
	Amounts granted	Amounts paid	**Amounts granted**	**Amounts paid**
Fixed income	n/a	n/a	€437,500	€437,500
Short-term incentive	n/a	n/a	€592,396	n/a
Pension	n/a	n/a	€70,000	€70,000
Other benefits	n/a	n/a	€3,251	€3,251
Total direct remuneration	**n/a**	**n/a**	**€1,103,147**	**€510,751**
SO IFRS valuation allocated during the financial year	n/a	n/a	n/a	n/a
PS IFRS valuation allocated during the financial year	n/a	n/a	n/a	n/a
Total	**n/a**	**n/a**	**€1,103,147**	**€510,751**

Ms Anne-Sophie Sancerre Chief Customer and Retail Officer and MB member since May 2, 2023	Financial year 2022		**Financial year 2023**	
	Amounts granted	Amounts paid	**Amounts granted**	**Amounts paid**
Fixed income	n/a	n/a	€400,000	€400,000
Short-term incentive	n/a	n/a	€541,620	n/a
Pension	n/a	n/a	€69,620	€69,620
Other benefits	n/a	n/a	€4,495	€4,495
Total direct remuneration	**n/a**	**n/a**	**€1,015,735**	**€474,115**
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
Total	**n/a**	**n/a**	**€1,015,735**	**€474,115**

(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 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 until April 21, 2023	Financial year 2022		**Financial year 2023**	
	Amounts granted	Amounts paid	**Amounts granted**	**Amounts paid**
Fixed income	€650,000	€650,000	€203,125	€203,125
Short-term incentive	€802,905	€833,606	€270,166	€802,905
Pension	€193,360	€193,360	€114,665	€114,665
Other benefits	€9,167	€9,167	€2,322	€2,322
Total direct remuneration	**€1,655,432**	**€1,686,133**	**€590,278**	**€1,123,017**
SO IFRS valuation allocated during the financial year(1)	€51,929	€51,929	€182,357	€182,357
PS IFRS valuation allocated during the financial year(1)	€695,591	€695,591	€792,640	€792,640
Total	**€2,402,952**	**€2,433,653**	**€1,565,275**	**€2,098,014**

(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 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 Caroline Puechoultres Chief Customer Officer and MB member until April 21, 2023	Financial year 2022		**Financial year 2023**	
	Amounts granted	Amounts paid	**Amounts granted**	**Amounts paid**
Fixed income	€550,008	€550,008	€203,125	€203,125
Short-term incentive	€681,031	€321,399	€270,166	€681,031
Pension	€132,140	€132,140	€102,478	€102,478
Other benefits	€8,108	€8,108	€2,407	€2,407
Total direct remuneration	**€1,371,287**	**€1,011,655**	**€578,176**	**€989,041**
SO IFRS valuation allocated during the financial year(1)	€43,940	€43,940	n/a	n/a
PS IFRS valuation allocated during the financial year(1)	€588,579	€588,579	n/a	n/a
Total	**€2,003,806**	**€1,644,174**	**€578,176**	**€989,041**

(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 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.

PERFORMANCE STOCK OPTIONS

PERFORMANCE STOCK OPTIONS GRANTED DURING FINANCIAL YEARS 2019 TO 2023 (TABLE 4 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

On March 13, 2023, the SB, upon the recommendation of the GNRC, granted to Group employees and MB members a total of 819,684 SO, representing 0.59% of the fully diluted share capital on December 31, 2023.

203,000 SO were allocated to the MB members, of which 70,000 (8.5% of the total granted) to the CEO, 52,500 (6.4%) to the CFO, 45,500 (5.6%) to the CIO and 28,000 (4.3%) to the CRSO as detailed in the table below:

	SO Plan 2019	SO Plan 2020	SO Plan 2021	SO Plan 2022	SO Plan 2023
Date of grant	March 19, 2019	March 21, 2020	May 18,2021	March 8, 2022	**March 13, 2023**
Opening of exercise period (at the opening of trading day)	March 20, 2022	March 22, 2023	May 20, 2024	March 10, 2025	March 13, 2026
End of exercise period (at the end of the trading day)	March 19, 2027	March 21, 2028	May 18, 2029	March 8, 2030	March 13, 2031
Exercise price per SO	€144.55	€92.03	€69.41	€66.68	€58.98
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 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 2021 vs. 2020 in value	Number of SO granted	Value of SO granted(1)	Variation 2022 vs. 2021 in value	**Number of SO granted**	**Value of SO granted(1)**	**Variation 2023 vs. 2022 in value**
Jean-Marie Tritant CEO	n/a	n/a	n/a	n/a	n/a	n/a	42,500	€135,984	n/a	70,000	€79,890	(41.3%)	**70,000**	**€280,550**	**251.2%**
Fabrice Mouchel CFO	n/a	n/a	n/a	n/a	n/a	n/a	31,875	€101,988	n/a	52,500	€59,918	(41.2%)	**52,500**	**€210,412**	**251.2%**
Sylvain Montcouquiol CRSO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	28,000	€31,956	n/a	**28,000**	**€140,275**	**339.0%**
Vincent Rouget CSIO	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**
Anne-Sophie Sancerre CCRO	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**
Olivier Bossard CIO	n/a	n/a	n/a	n/a	n/a	n/a	27,625	€88,389	n/a	45,500	€51,929	(41.2%)	**45,500**	**€182,357**	**251.2%**
Caroline Puechoultres CCO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	38,500	€43,940	n/a	**0**	**€0**	**(100%)**

n/a means that the individual was not MB member of URW SE at the date of grant.

(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 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.

PERFORMANCE STOCK OPTIONS EXERCISED BY MANAGEMENT BOARD MEMBERS DURING FINANCIAL YEAR 2023 (ARTICLE L. 225–184 OF THE FRENCH COMMERCIAL CODE) (TABLE 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 Fabrice Mouchel CFO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mr Sylvain Montcouquiol CRSO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mr Vincent Rouget CSIO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Ms Anne-Sophie Sancerre CCRO	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
Ms Caroline Puechoultres CCO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

PERFORMANCE SHARES

The detail of the plans in force applicable to employees and MB members is presented in section 2.3.4.

On March 13, 2023, a total of 589,748 PS and Retention Shares ("RS") were granted to Group employees and MB members of which 46,658 PS (7.9%) to the CEO, 34,993 (5.9%) to the CFO, 30,328 (5.1%) to the CIO, and 23,329 (4.0 %) to the CRSO.

The grant of PS to MB members is presented in detail in Tables 6 and 7 in accordance with the recommendations of the Afep-Medef Code.

DETAILS OF THE PERFORMANCE SHARES GRANTED TO EACH MANAGEMENT BOARD MEMBER DURING FINANCIAL YEAR 2023 (ARTICLE L. 225-197-4 OF THE FRENCH COMMERCIAL CODE) (TABLE 6 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

	PS Plan 2023 (March 13, 2023)				
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	46,658	€1,219,433	March 13, 2026	March 13, 2026	Mandatory
Mr Fabrice Mouchel	34,993	€914,562	March 13, 2026	March 13, 2026	Mandatory
Mr Sylvain Montcouquiol	23,329	€609,717	March 13, 2026	March 13, 2026	Mandatory
Mr Vincent Rouget	n/a	n/a	n/a	n/a	n/a
Ms Anne-Sophie Sancerre	n/a	n/a	n/a	n/a	n/a
Mr Olivier Bossard	30,328	€792,640	March 13, 2026	March 13, 2026	Mandatory
Ms Caroline Puechoultres	n/a	n/a	n/a	n/a	Mandatory
TOTAL	**135,308**	**€3,536,352**			

(1) The value corresponds to the value of the PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by 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.

(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 will be forfeited.

PERFORMANCE SHARES BECOMING AVAILABLE FOR SALE BY EACH MANAGEMENT BOARD MEMBER DURING FINANCIAL YEAR 2023 (TABLE 7 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

MB members	Plan number and date	Number of PS vesting and immediately available for sale in 2023
Mr Jean-Marie Tritant	PS Plan 2020	8,490
	PS Plan 2021	n/a
	PS Plan 2022	n/a
	PS Plan 2023	n/a
Mr Fabrice Mouchel	PS Plan 2020	5,306
	PS Plan 2021	n/a
	PS Plan 2022	n/a
	PS Plan 2023	n/a
Mr Sylvain Montcouquiol	PS Plan 2020	1,904
	PS Plan 2021	n/a
	PS Plan 2022	n/a
	PS Plan 2023	n/a
Mr Olivier Bossard	PS Plan 2020	6,368
	PS Plan 2021	n/a
	PS Plan 2022	n/a
	PS Plan 2023	n/a
Ms Caroline Puechoultres	PS Plan 2022	n/a

DETAILS OF PERFORMANCE SHARES VESTED DURING 2023 FOR MANAGEMENT BOARD MEMBERS WHO WERE MEMBERS AT THE DATE OF VESTING

MB member	Plan number	Number of PS granted before performance condition	Achievement of the performance condition	Number of PS being fully vested during the 2023 financial year
Mr Jean-Marie Tritant CEO	Plan PS 2020	21,225	40%	8,490
	Plan PS 2021 Plan PS 2022 Plan PS 2023			
Mr Fabrice Mouchel CFO	Plan PS 2020	13,265	40%	5,306
	Plan PS 2021 Plan PS 2022 Plan PS 2023			
Mr Sylvain Montcouquiol CRSO	Plan PS 2020	4,760	40%	1,904
	Plan PS 2021 Plan PS 2022 Plan PS 2023			
Mr Olivier Bossard CIO	Plan PS 2020	15,918	40%	6,368
	Plan PS 2021 Plan PS 2022 Plan PS 2023			
Ms Caroline Puechoultres CCO	Plan PS 2022			

PERFORMANCE SHARES VESTING IN 2023 – 2020 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 3rd 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 MB and upon the recommendation of the GNRC, the SB 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 SB 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.

Taking the above into account, the 2020 PS vesting calculation is presented below. The same calculation applies to determine what proportion of the 2020 SO became available for exercise in 2023.

Performance measure	Description	Target	Achieved	Weight	Score	Vesting	Comments
AREPS 2020	AREPS 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%	0%	0%	Although the AREPS was achieved within the range provided on November 1, 2020, the GNRC considered the year 2020 not achieved.
AREPS 2021–2022		2021–2022 compounded AREPS guidance: Bottom €13.55 (€5.35+€8.20), Top €15.60 (€7.20+€8.40)	€16.22	30%	100%	30%	In 2021 and 2022, the AREPS achieved were €6.91 and €9.31. The compounded figure (€16.22) is above the top of the compounded guidance.
TSR vs. Reference Index	URW TSR evolution compared to the Reference Index	Outperformance of Reference Index	No	45%	0%	0%	
ESG Rating	URW ranking vs. sector peers by ISS-ESG	PRIME rating each of the 3 years	Yes	5%	100%	5%	URW was rated “Prime” by ISS-ESG in 2020, 2021 and 2022.
ESG Goal	Achievement rate of the Better Places 2030 Group-wide	Achieve commitments on Continental Europe and integration of Westfield in the ESG agenda	Yes	5%	100%	5%	The Better Places agenda 2020–2022 was assessed as fully achieved by the SB.
TOTAL				**100%**		**40%**	

INFORMATION ABOUT THE PERFORMANCE STOCK OPTIONS ON DECEMBER 31, 2023 (TABLE 8 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

Plans	SO Plan 2017	SO Plan 2018	SO Plan 2019	SO Plan 2020	SO Plan 2021	SO Plan 2022	**SO Plan 2023**
Date of AGM authorisation	April 23, 2014	April 25, 2017	May 17, 2018	May 17, 2019	May 12, 2021	May 12, 2021	May 11, 2022
Date of grant	March 7, 2017	March 5, 2018	March 19, 2019	March 21, 2020	May 18, 2021	March 8, 2022	March 13, 2023
Total number of Performance Stock Options granted	611,611	630,135	748,372	885,291	950,295	1,217,386	819,684
Effective grant as a % of the fully diluted shares(1)	0.61%	0.62%	0.53%	0.62%	0.66%	0.79%	0.59%
Effective grant to the Management Board members(2) as a % of the fully diluted shares(1)	0.15%	0.15%	0.05%	0.07%	0.09%	0.16%	0.15%
To Management Board members(2):	**148,750**	**151,000**	**69,700**	**98,400**	**129,625**	**234,500**	**203,000**
Mr Jean-Marie Tritant	22,950	25,500	n/a	n/a	42,500	70,000	70,000
Mr Fabrice Mouchel	18,700	17,000	n/a	n/a	31,875	52,500	52,500
Mr Sylvain Montcouquiol	n/a	n/a	n/a	n/a	n/a	28,000	35,000
Mr Vincent Rouget	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Ms Anne-Sophie Sancerre	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mr Olivier Bossard	20,400	20,400	n/a	n/a	27,625	45,500	45,500
Ms Caroline Puechoultres	n/a	n/a	n/a	n/a	n/a	38,500	0
End of vesting period (at the opening of the trading day)(3)(4)	March 8, 2021	March 6, 2022	March 20, 2022	March 22, 2023	May 20, 2024	March 10, 2025	March 13, 2026
Expiry date (at the end of the trading day)(3)(4)	March 7, 2024	March 5, 2025	March 19, 2027	March 21, 2028	May 18, 2029	March 8, 2030	March 13, 2031
Strike price (€)	€218.47	€190.09	€144.55	€92.03	€69.41	€66.68	€58.98
Exercise terms and conditions	See section 2.3.4	See section 2.3.4	See section 2.3.4	See section 2.3.4	See section 2.3.4	See section 2.3.4	See section 2.3.4
Number of Performance Stock Options subscribed	0	0	0	0	0	0	0
Number of Performance Stock Options cancelled	272,475	295,847	301,456	606,668	175,047	202,421	6,928
OUTSTANDING STOCK OPTIONS	**339,136**	**334,288**	**446,916**	**278,623**	**775,248**	**1,014,965**	**812,756**

n/a means that the participant was not an MB member at date of grant.

(1) On the basis of the fully diluted shares as at December 31, N-1.
(2) For MB members at the grant date.
(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 ON DECEMBER 31, 2023 (TABLE 9 OF AFEP-MEDEF RECOMMENDATIONS)

Plans	PS Plan 2019	PS Plan 2020	PS Plan 2021	PS Plan 2022	**PS Plan 2023**
Date of AGM authorisation	May 17, 2018	May 17, 2019	May 12, 2021	May 12, 2021	May 11, 2022
Date of grant	March 19, 2019	March 21, 2020	May 18, 2021	March 8, 2022	March 13, 2023
Total number of Performance Shares granted	172,174	489,440	371,846	808,872	589,758
To Management Board members[(1)]:	**16,029**	**54,389**	**50,706**	**155,810**	**135,308**
Mr Jean-Marie Tritant	n/a	n/a	16,625	46,510	46,658
Mr Fabrice Mouchel	n/a	n/a	12,469	34,883	34,993
Mr Sylvain Montcouquiol	n/a	n/a	n/a	18,604	23,329
Mr Vincent Rouget	n/a	n/a	n/a	n/a	n/a
Ms Anne-Sophie Sancerre	n/a	n/a	n/a	n/a	n/a
Mr Olivier Bossard	n/a	n/a	10,806	30,232	30,328
Ms Caroline Puechoultres	n/a	n/a	n/a	25,581	0
Starting date of the vesting period	March 19, 2019	March 21, 2020	May 18, 2021	March 8, 2022	March 13, 2023
Vesting date and if any starting date of the holding period[(2)]					
for French tax residents[(3)]	March 19, 2022	March 21, 2023	May 20, 2024	March 10, 2025	March 13, 2026
for non-French tax residents[(3)]	March 19, 2022	March 21, 2023	May 20, 2024	March 10, 2025	March 13, 2026
End of holding period (at the end of the trading day)[(2)]					
for French tax residents[(3)]	n/a	n/a	n/a	n/a	n/a
for non-French tax residents[(4)]	n/a	n/a	n/a	n/a	n/a
Performance conditions	Yes	Yes	Yes	Yes	Yes
Number of Performance Shares vested (unavailable)	–	–	–	–	–
Number of Performance Shares vested (available)	50,092	107,535	–	–	–
Number of cancelled/expired PS	122,082	381,905	68,726	77,283	5,411
OUTSTANDING PERFORMANCE SHARES (UNVESTED)	**0**	**0**	**303,120**	**731,589**	**584,347**

n/a means that the participant was not an MB member at the date of grant.

(1) For MB members at grant date.
(2) Provided that the performance and presence conditions are met.
(3) Holding period is no longer applicable to French tax residents since 2019 grant.
(4) Holding period is not applicable.

INFORMATION REQUIRED BY THE AMF ON THE SITUATION OF MANAGEMENT BOARD MEMBERS ON DECEMBER 31, 2023 (TABLE 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 Sylvain Montcouquiol, CRSO	AGM 2026	Suspended	Yes	No	No	No
Mr Fabrice Mouchel, CFO	AGM 2025	No	Yes	No	No[(1)]	No[(1)]
Mr Vincent Rouget, CSIO	AGM 2027	No	Yes	No	No	No[(1)]
Ms Anne-Sophie Sancerre, CCRO	AGM 2027	No	Yes	No	No	No[(1)]
Mr Olivier Bossard, CIO	April 21, 2023	Suspended[(2)]	Yes	No	No	No
Ms Caroline Puechoultres, CCO	April 21, 2023	Suspended[(2)]	Yes	No	No	No

(1) As the CEO, the CFO, the CSIO and the CCRO have no employment contract, a severance package and, if needed, a non-compete indemnity can be decided by the Supervisory Board, according to the Remuneration Policy approved at the 2023 AGM.
(2) On April 21, 2023, Mr Olivier Bossard and Ms Caroline Puechoultres stepped down from their MB mandates. Their suspended employment contract were reactivated. As at December 31, 2023, Mr Olivier Bossard was employed by Unibail Management, a subsidiary of URW SE, and Ms Caroline Puechoultres was no longer employed by the Group.

2.3.3.B SUPERVISORY BOARD MEMBERS REMUNERATION 2022/2023

REMUNERATION OF THE SUPERVISORY BOARD MEMBERS FOR 2022 AND 2023 FINANCIAL YEARS

SB members	2022[1]	2023[1]
Mr Léon Bressler, SB Chairman until May 11, 2023	**€1**	**€1**
Mr Jacques Richier, SB Chairman since May 11, 2023	**n/a**	**€237,005**
Ms Julie Avrane, SB and AC member	€97,500	€99,000
Ms Cécile Cabanis, SB Vice-Chair and AC Chair	€130,800	€136,500
Mr Michel Dessolain, SB and AC member	€61,121	€106,500
Ms Susana Gallardo, SB and GNRC member	€106,000	€102,444
Ms Dagmar Kollmann, SB and GNRC member	€99,100	€106,500
Ms Sara Lucas, SB and AC member since May 11, 2023	n/a	€55,536
Mr John McFarlane, SB and AC member until May 11, 2023	€119,000	€48,937
Mr Roderick Munsters, SB member and GNRC Chairman	€122,500	€128,000
Mr Xavier Niel[2], SB and GNRC member	€1	€1
Ms Aline Sylla-Walbaum, SB and GNRC member	€88,657	€90,201
TOTAL	**€824,680**	**€1,110,625**
Percentage used of the annual envelope approved by AGM	58.91%	69.41%

(1) Including the out-of-country indemnities, if any, and before withholding tax.
(2) Upon his own request, the total amount of SB 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.

2.3.3.C SHARE AND LTI HOLDINGS (ARTICLE 15 OF APPENDIX 1 OF REGULATION EC 980/2019)

NUMBER OF SHARES, SO AND PS HELD BY MB MEMBERS ON DECEMBER 31, 2023

The table below summarises the share ownership of MB members on December 31, 2023 (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	56,797	258,159	109,793
Mr Fabrice Mouchel	40,696	188,470	82,345
Mr Sylvain Montcouquiol	16,033	97,089	46,754
Mr Vincent Rouget	45,000	–	–
Ms Anne-Sophie Sancerre	12,760	64,155	25,020

(1) Including the Stapled Shares equivalent to the number of units held in the Company Savings Plan or Stapled Shares owned via a personal investment fund.

2.3.3.D TOP 10 STOCK OPTION AND PERFORMANCE SHARE GRANTS AND EXERCISES (TABLE 9 – AMF RECOMMENDATIONS)

TOP 10 PERFORMANCE STOCK OPTION GRANTS/EXERCISES IN 2023 (ARTICLE L. 225-184 OF THE FRENCH COMMERCIAL CODE)

	Top 10 of SO grants in 2023[1][2]	Top 10 SO exercises in 2023[1]
Number of granted Performance Stock Options/subscribed options[2]	141,498	n/a
Weighted average price	€58.98	n/a
LTI Plan 2017	–	–
LTI Plan 2018	–	–
LTI Plan 2019	–	–
LTI Plan 2022	–	–
LTI Plan 2023	141,498	–

(1) Excluding MB 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 10 PERFORMANCE SHARE GRANTS/AVAILABLE IN 2023 (ARTICLE L. 225-197-4 OF THE FRENCH COMMERCIAL CODE)

	Top 10 of PS grants in 2023[1][2]	Top 10 PS being definitively available in 2023[1][2]
Number of Performance Shares granted/available	94,316	38,303

(1) Excluding MB 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 option holders list may vary.

2.3.4 PERFORMANCE STOCK OPTIONS, PERFORMANCE AND RETENTION 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.

As from 2023, the LTI is made up of 3 equity compensation instruments: SO and PS, both subject to performance and presence conditions for all participants, as well as RS only subject to presence condition.

While PS and SO are allocated to employees and MB members in recognition of exemplary performance, for key roles within the Group and for their long-term contribution to the Group's performance, RS are exclusively granted to employees below MB and Executive Committee, to help with the retention of our top talents and high potentials at middle to senior management levels. The introduction of RS was made possible by resolution 23 at the 2022 AGM, whereby shares with only a presence condition can be granted as long as more than 50% of all shares granted remain subject to performance conditions. This resolution was approved by 94.71% of shareholder votes.

The SB determines each year the threshold below which only RS are granted and the ratio of SO and PS above this threshold. Grants are not automatic in number nor frequency. They vary from year to year, both in terms of participants and of instruments allocated. In 2023, there were 547 LTI participants, i.e. c. 20% of the Group employees.

In accordance with the Afep-Medef Code, the holding and equity investment obligations applicable to MB members are described in section 2.3.1.A.

2.3.4.A PERFORMANCE STOCK OPTIONS, PERFORMANCE AND RETENTION SHARE PLANS

AUTHORISATION PRIOR TO THE GENERAL MEETING OF SHAREHOLDERS

The General Meeting of shareholders authorises the MB to allocate SO, PS and RS 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 MB 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 SB, upon recommendation of the GNRC:

- Determines the overall envelope of SO, PS and RS 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 MB member; and
- Sets the share retention and investment obligations for MB 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 SB;
- 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, in line with the rules set out in the French Commercial Code.

2.3.4.B GENERAL CONDITIONS APPLICABLE TO GRANTS OF PERFORMANCE STOCK OPTIONS, PERFORMANCE SHARES AND RETENTION SHARES TO EMPLOYEES AND MANAGEMENT BOARD 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 10 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 and RS;
- Stringent performance conditions, calculated over a long period (minimum 3 years), directly linked to the Group's performance and long-term strategy;
- A cap on the grants to the CEO and to each MB member; and
- A cap on the overall grant to restrict the potential dilutive effect and the financial cost to the Group.

CURRENT AUTHORISATIONS – POTENTIAL DILUTIVE EFFECT

- **SO current authorisation:** the authorisation of the General Meeting in force for the 2022 SO plan was granted on May 11, 2022 (resolution 22);
- **PS and RS current authorisation:** the authorisation of the General Meeting in force for the 2021 PS plan was granted on May 11, 2022 (resolution 23);
- **Overall potential dilutive effect:** the total number of (i) SO granted but not yet exercised; (ii) PS and RS granted but not yet vested; and (iii) SO, PS and RS 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 RS and non-exercised SO would amount to 3.98% of the fully diluted capital as at December 31, 2023.

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) or (iii) explicit and justified MB or SB decision in exceptional circumstances.

PERFORMANCE CONDITION

The SB 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 MB members[1]. The SO and the PS have a single test of all their performance conditions at the end of the 3-year performance period.

Each year, the regular LTI granted to the MB 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.

(1) For more details on the performance conditions applicable to MB members, please refer to the 2024 Remuneration Policy described in 2.3.1.A.

2.3.4.C TRANSACTIONS OF CORPORATE OFFICERS ON GROUP SHARES (ARTICLE 223-26 OF THE AMF GENERAL REGULATION)

Name	Date	Nature of Transaction	Number	Unit price
Management Board members				
Mr Jean-Marie Tritant Chief Executive Officer	22/03/2023	Performance Shares definitively vested	8,490	€53.29
	04/05/2023	Subscription of units of the Company Savings Plan	2,314	€40.29
Mr Fabrice Mouchel Chief Financial Officer	22/03/2023	Performance Shares definitively vested	5,306	€53.29
	04/05/2023	Subscription of units of the Company Savings Plan	2,314	€40.29
Mr Sylvain Montcouquiol Chief Resources & Sustainability Officer	22/03/2023	Performance Shares definitively vested	1,904	€53.29
	04/05/2023	Subscription of units of the Company Savings Plan	2,314	€40.29
Mr Vincent Rouget Chief Strategy and Investment Officer	23/06/2023	Acquisition of shares	15,000	
	29/09/2023	Acquisition of shares	10,000	
Ms Anne-Sophie Sancerre Chief Customer and Retail Officer	22/03/2023	Performance Shares definitively vested	2,024	€53.29
	02/05/2023	Conversion from bearer shares to registered shares	1,694	
	04/05/2023	Subscription of units of the Company Savings Plan	217.18	€40.29
Supervisory Board members				
Mr Michel Dessolain(1) Supervisory Board Member	22/03/2023	Performance Shares definitively vested	6,898	€53.29
	23/06/2023	Acquisition of shares	200	
Executive Committee members				
Mr Bruno Donjon Executive Committee member	22/03/2023	Performance Shares definitively vested	2,024	€53.29
	04/05/2023	Subscription of units of the Company Savings Plan	380.54	€40.29
Mr Jurn Hoeksema Executive Committee member	22/03/2023	Performance Shares definitively vested	1,072	€53.29
	22/03/2023	Sale of shares	626	
Ms Christi Karandikar Executive Committee member	22/03/2023	Performance Shares definitively vested	1,428	€53.29
	22/03/2023	Sale of shares	404	
Mr Dominic Lowe Executive Committee member	22/03/2023	Performance Shares definitively vested	844	€53.29
	22/03/2023	Sale of shares	508	
Mr Scott Parsons Executive Committee member	22/03/2023	Performance Shares definitively vested	3,208	€53.29
	22/03/2023	Sale of shares	1,680	
Mr Jakub Skwarlo Executive Committee member	22/03/2023	Performance Shares definitively vested	980	€53.29
	22/03/2023	Sale of shares	514	
Mr David Zeitoun Executive Committee member	22/03/2023	Performance Shares definitively vested	2,144	€53.29
	04/05/2023	Subscription of units of the Company Savings Plan	149.05	€40.29

(1) Mr Michel Dessolain was a member of the Executive Committee before his appointment as member of the SB of URW SE during the General Meeting of May 11, 2022.

2.4 ETHICS AND COMPLIANCE WITHIN THE URW GROUP

2.4.1 ETHICS AND COMPLIANCE: A DAILY AND ESSENTIAL REQUIREMENT

Unibail-Rodamco-Westfield ("URW"), through its Code of Ethics updated in December 2023, is committed to strong ethical core values when it comes to how we conduct our day-to-day business in an ethical, transparent and fair manner. The Group has a "zero tolerance" principle against all forms of unethical practices, such as inappropriate, disrespectful or unlawful behaviour, harassment, discrimination, corruption, bribery, influence peddling and human rights violations. The Group's compliance policies and procedures are founded on a risk-based approach, in line with the industry and operational compliance risks. Procedures are put in place to guide our employees in the implementation of the policies.

At URW, every employee is an ambassador of ethics and compliance values and rules.

The promotion of compliance awareness through "tone from the top" approach followed by the senior leadership is an acknowledgement of the important role of ethics and compliance in the Group business and to the collective commitment to do the right thing.

2.4.2 COMPLIANCE GOVERNANCE FRAMEWORK

URW has put in place a robust Compliance Programme with a well-defined compliance framework to ensure good governance. The Group, through its current compliance framework, ensures that local regulatory requirements are respected.

The Group Compliance Committee at Group level is monitoring compliance with laws and policies to effectively assess and remediate any lack of efficiency or gaps in the Compliance Programme, in collaboration with Local Compliance Correspondents ("LCCs").

MANAGEMENT AND SUPERVISORY BOARDS OF URW SE

The Management Board ("MB") of Unibail-Rodamco-Westfield SE ("URW SE") is responsible, under the supervision of the Supervisory Board ("SB"), for compliance with all laws and regulations applicable to the Group. Promoting compliance awareness from the top on a recurring basis is one of the MB and Group Compliance Officer ("GCO")'s responsibility in line with the compliance framework. The GCO reports all material compliance breaches to the SB. The Annual Compliance Report and, if any, dedicated incident reports related to compliance matters, are brought to the attention of the SB for discussion.

2.4.3 COMPLIANCE ORGANISATIONAL FRAMEWORK

GROUP COMPLIANCE COMMITTEE

The Group Compliance Committee is composed of 4 members, including the Chief Resources & Sustainability Officer ("CRSO") (Chairman), the Group General Counsel, the GCO and the Chief Financial Officer ("CFO").

The Group Compliance Committee's main 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 Programme ("ACP") with the Group General Counsel, the GCO, the LCCs (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 Governance, Nomination and Remuneration Committee ("GNRC") 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 GCO is appointed by the SB of URW SE upon recommendation of the Chief Executive Officer ("CEO"). To ensure full independence, the GCO reports to the CEO and the Chairman of the SB. 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 CO URW NV. The GCO's scope of responsibility includes:

- Designing and monitoring the implementation of the Compliance Programme (including the Code of Ethics, ACP, Anti-Money Laundering Policy, the Insider Trading Procedure and whistleblowing policy);
- Promoting compliance awareness for all employees and managers, as well as for the MB and SB, 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 an LCC network to fulfil 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 CO URW NV supports the GCO in implementing and monitoring the Compliance Programme (including the ACP) within the US platform. The CO URW NV provides particular support in the implementation of the "Know Your Partner" ("KYP") 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 LCCs 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 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 policies and procedures. The LCC network is also responsible for conducting trainings to exposed employees, as well as general training for employees in their region on multiple compliance topics.

2.4.4 COMPLIANCE PROGRAMME

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. In December this year, to ensure URW's values and principles remain aligned with URW latest commitments, we have updated the Code of Ethics, specifically the sections concerning human rights, diversity, equity and inclusion. We have also added a section on social responsibility, to reflect the evolution of our sustainable ambition, further embedding our sustainability objectives at the core of our operations and development.

The Code of Ethics also promotes the values of integrity and transparency in the day-to-day activities entailing a strict prohibition on the offering or receiving of illegal sums, and requiring employees to comply with applicable laws and regulations. The code serves as a clear reminder to URW employees on the "zero tolerance" principle applied to any unethical behaviour.

An annual training campaign (e-learning) is organised to raise awareness among employees of the Group's ethical principles and the major compliance risks.

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 any serious threat or harm to the general interest of URW, or breaches to the Group Code of Ethics, 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 the languages of the countries in which the Group operates (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.

2.4.5 ANTI-CORRUPTION PROGRAMME

The Group's ACP aims to combat and prevent corruption, bribery and influence peddling, and has been created 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 a risk mapping of the various operations in the different regions of the Group, such as the regulatory landscape, as well as transactions and relationships with third parties and business partners. The MB of URW strictly enforces the Group's zero-tolerance principle regarding violations of the ACP.

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 assessed in 2022 by an external consultancy firm and updated to better comply with the requirements set out by the French Sapin II Law. 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 is 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 KYP procedure, which consists of a tailor-made due diligence in line with operational, legal and reputational risks identified during the map out of risks. The KYP process is used to assess URW business partners' exposure to corruption and sanctions before entering into any contractual relationships.

Pursuant to the KYP process and the onboarding of third parties, the Group ensures that a compliance clause covering anti-corruption provisions is inserted in their contracts. The compliance clause in contracts serves as a reminder to the third parties of URW's commitment to compliance and ethics.

ACCOUNTING CHECKS

The Group has a collective decision-making process regarding investment, divestment and procurement. The Group applies a "4 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 in an annual mandatory e-training, covering ethics and compliance topics such as the prevention of corruption and influence peddling ("URW ACP"). As of December 31, 2023, 85% 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 training. Several training sessions were held throughout the Group and hosted by the LCC in local languages.

DISCIPLINARY ACTIONS

Disciplinary actions may be taken against employees of URW in cases of proven corruption, bribery or breaches of the ACP, based on the Group's zero tolerance principle and in line with local applicable laws.

ACP ASSESSMENT

To ensure compliance with the ACP and constant improvement, the ACP is part of the scope of the Internal Audit department which performs regular review of the correct application of the KYP procedure.

GIFTS 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 sustainability 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 pre-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.

2.4.6 PREVENTION OF MONEY LAUNDERING AND TERRORISM FINANCING

The procedure for prevention of money laundering and terrorism financing is in line with the applicable laws. Under the aforementioned policy, employees and managers are required to be vigilant and perform due diligences before entering into certain business relationships. These due diligences include identifying the partner company under the KYP process, evaluating the risk profile of the partner/operation, performing sanctions list screening, and identifying potential Ultimate Beneficial Owners ("UBOs") and politically exposed persons through background checks via public databases.

The due diligence under the KYP process consists of screening the third parties against international lists of denied parties and a questionnaire sent and filled by third parties, which allows the Group to determine UBOs and shareholders of third parties and to assess their adherence to local and regional legal requirements. The Compliance team then evaluates, following some internal and/or external background checks and investigations, the risk involved with the said third parties and provides a recommendation to the relevant business owners in line with the applicable policies and findings of the assessment.

2.4.7 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 Programme. 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.

2.4.7.A 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, the 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.

2020-2023 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") who:
  - 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 every 2 months in a dedicated committee to share best market practices;
  - Coordinates the Group's data protection strategy with the Privacy Counsel responsible for compliance with applicable privacy regulations in US states where the Group operates, in particular with the California Consumer Privacy Act;
  - Monitors and ensures, with the support of corporate and local legal departments and through the network of Local Data Protection correspondents, the compliance with data protection regulation and in particular European Regulation N°. 2016/679, the GDPR;
  - Implement an inter-departmental approach that includes all the teams potentially involved in personal data management and data protection, in particular IT, Marketing and Digital, Legal and Human Resources departments; and
  - Report its actions, findings and recommendations to the MB/SB.
- 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.); and
- A Data Protection Committee composed of the Chief Customer and Retail Officer, the Group General Counsel, the General Counsel Continental Europe, Group Director of Customer Engagement, Group Director of Digital services, Group Director of Data, the Group IT Director, the Group DPO, and the Group Head of Cybersecurity & IT Governance whose purpose is to ensure the proper application of the Group strategy and policy relating to data protection, to review the impact assessments of certain projects and the risks 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.

2.4.7.B 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 endeavours to improve its knowledge of tools used and type of data processing. Such knowledge is used to implement robust organisational 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 analyse 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 minimise 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 personalised 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 US, enabling it to respond quickly and appropriately to the requests of people exercising their rights in terms of personal data. The Group will deploy this tool in Europe during the first quarter of 2024.

The Group has also settled a tool to digitalise records of data-processing activities and data protection impact assessments made. Implementation of the tool within all the countries 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 organisational measures to ensure that processing and processing methods 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 UK (following Brexit) and some states in the US such as California, 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 endeavours to take up this major challenge on a daily basis, in order to maintain global compliance taking into account local specificities.

2.5 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 7, 2024, the SB 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 MB report and the financial statements, it being specified that the observations are presented in the convening notice of the 2024 General Meeting.

The report of the SB on corporate governance is included in the paragraph 3 of the management report in section 8.6.3.

3.

CHAPTER 3

SUSTAINABILITY

3.1 BETTER PLACES ROADMAP

Unibail-Rodamco-Westfield ("URW") is committed to its role in the environmental transition, creating unique, dynamic places that are a catalyst for social, economic and environmental vitality. For more than 15 years, the Group has advanced ambitious sustainability[(1)] objectives, starting with its first sustainability report in 2007, and accelerating in 2016 with the launch of Better Places 2030.

On October 10, 2023, URW announced a comprehensive update of the Better Places roadmap and its associated targets.

More than ever, this roadmap is now embedded within the business, driving the Group forward in its commitment to sustainable operations, as URW unlocks value as a partner to cities in urban regeneration and retrofitting projects, as well as through the mixed-use densification of its existing assets[(2)].

Better Places now also leverages the Group's unique position to act as a catalyst for the evolution of the retail industry, setting ambitious targets and bringing greater transparency to the environmental performance of its shopping centres, while innovatively expanding their retail mix.

URW is creating opportunities and value for all of its stakeholders through its impact, which is aligned with its vision to create sustainable places that Reinvent Being Together.

The evolution of Better Places creates a robust science-based roadmap which is a unique commitment to the impact URW can have on the environmental transition of cities. With ambitious targets that cover its entire value chain, the Company has made a step-change – leveraging its historical reduction in carbon emissions to go even further and accelerate even faster.

Better Places includes a net zero commitment that covers Scopes 1, 2 and 3, which has already been approved by the Science Based Targets initiative ("SBTi"). URW is the first retail real estate company in the EU and sixth CAC 40 company to obtain SBTi approval of net-zero targets. Better Places net-zero climate targets are in line with Intergovernmental Panel on Climate Change (IPCC) scientific consensus. With the evolution of Better Places roadmap, URW expanded environmental targets with a focus on biodiversity, water, waste, climate adaptation and community impact.

Comprising 3 pillars – Environmental Transition, Sustainable Experiences and Thriving Communities – the plan is embedded across the Group at an asset, portfolio and corporate level. It relies on a clear governance and is being implemented with support from external stakeholders and recognised key partners such as Good On You, Bureau Veritas and WWF France.

Better Places propels URW forward on a truly transformative journey, creating value for people, the Group's partners and cities, and making impactful progress towards our collective future.

URW's sustainability commitments and performance have been consistently recognised by third parties over time, positioning URW at the forefront of the industry. The Group's environmental, social and governance ("ESG") assessments by extra-financial rating agencies were updated in 2023:

- **GRESB:** with a score of 90/100, URW received a "5 star" rating;
- URW was also 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 for the sixth year in a row;
- **ISS ESG Corporate rating:** URW reconfirmed its B rating and again received Prime status;
- **Corporate Knights:** URW is included in the 2024 Global 100 ranking as one of the 100 most sustainable corporations in the world; and
- **Equileap:** URW ranked in the Equileap Top 100 companies for gender equality globally, as well as in the Top 10 companies in France.

For more details see section 3.4.3 Results of ESG ratings and inclusion in ESG indices.

(1) The term "Sustainability" used across the Sustainability Statement broadly refers to, but is not limited to, various topics such as environmental footprint (carbon emissions, energy, water, waste, biodiversity, etc.), health, local communities, ethics and governance, human rights, gender equality, and dialogue with stakeholders.

(2) For example, URW's major urban regeneration project Westfield Hamburg-Überseequartier is to open in April 2024. Transforming a central part of HafenCity in Hamburg, the new development will blend shops, hotels, restaurants, leisure areas, offices, housing, and a cruise ship terminal, connecting places to live and work with a stunning entertainment offer and innovative retail concepts. The mixed-use development will play an active part in Hamburg's sustainable transformation, connecting future-oriented models for urban living with the historically developed the city's identity.

Scorecard
Environmental Transition

Performance Progress

●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS

Contribute to global **carbon neutrality**, with SBTi approved **net-zero targets** on Scopes 1 & 2 by 2030 and Scopes 1, 2 & 3 from 2050 onward, with a clear priority towards reduction of our GHG emissions.

KEY TARGETS

NET-ZERO TARGETS	2022	2023	PROGRESS
-90% GHG emissions reduction by 2030 (Scopes 1 & 2)[(1)]	**-71.5%**	**-81.1%**	●●○
-50% GHG emissions reduction by 2030 (Scopes 1, 2 & 3)[(1)] **-90%** GHG emissions reduction by 2050 (Scopes 1, 2 & 3)	**-41.3%**	**-42.7%**	●●○
-50% energy-intensity reduction by 2030[(2)]	**-14.0%**	**-30.1%**	●●○
Develop on-site renewable energy with a 50 MWp plan for EU by 2030 NEW	**6.4 MWp**	**13.8 MWp**	●●○
RESIDUAL EMISSIONS NEUTRALISATION			
Develop nature protection and restoration projects to neutralise residual emissions on Scopes 1 & 2 by 2030[(3)] NEW	Commitments in protection and restoration projects have been made by the Group in 2023. First carbon removals expected in 2025/2026		●●○

(1) In absolute value, from a 2015 baseline.
(2) In kWh/sqm of the energy consumption for common areas and common equipment's divided by the total area served with energy from a 2015 baseline.
(3) Residual emissions are emissions sources that remain unabated at the end of reduction plan.

Scorecard
Environmental Transition

Performance Progress

●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS	KEY TARGETS		2022	2023	PROGRESS
Operate an efficient and resilient portfolio that minimises negative impact on resources and on its environment.	**WASTE**				
	Zero waste to landfill by 2025		**32%**	**25%**	●●○
	Engage tenants to reduce waste by -15% by 2030[1]	NEW	**-9%**[2]	**-5%**	●●○
	Reach 70% recycling rate by 2030	NEW	**41%**	**44%**	●●○
	WATER				
	100% of assets in water stressed areas to implement water reuse solutions **by 2025**, and 100% of our portfolio **by 2030**[3][4]	NEW	**N/A**	**N/A**	●○○
	Reduce water consumption intensity by -20% per footfall by 2030[5]		**-12%**	**-13%**	●●○
	BIODIVERSITY				
	100% of our portfolio implements renaturation projects by 2030[6]	NEW	**N/A**	**N/A**	○○○
	CLIMATE RISK				
	100% of exposed assets implement risk mitigation measures by 2030[7]	NEW	**N/A**	100% action plan for exposed asset done in 2023 Mitigation measures to be implemented in the coming years	●●○

(1) From a 2019 reference, including waste from common and private areas of the shopping centres, Like for Like.
(2) Updated figure. The previous figure communicated on Oct. 2023 was -10%.
(3) Appliance or management solution within the shopping centre that allow to limit water consumption from the public network through the reuse of water and/or use of grey/rain water.
(4) Water stressed areas as defined by the WWF in the Water risk filter with the KPI Water scarcity risk.
(5) In L/visit from a 2019 baseline.
(6) Renaturation projects are defined as any project related to the improvement of biodiversity and biophilia in and outside the shopping centres.
(7) Exposed assets are defined following a group study identifying the exposure of our assets to climate risks and their materiality for URW.

Scorecard
Environmental Transition

Performance Progress

●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS

Accelerate **urban regeneration** by designing and retrofitting low-carbon, connected and inclusive Accelerate urban regeneration by designing and retrofitting low-carbon, connected and inclusive urban places.

KEY TARGETS

	2022	2023	PROGRESS
DEVELOPMENT			
-35% GHG emissions reduction related to construction(1)	**-12.2%** (EU) **0%** (US)	**-8.2%** (EU) **-6.8%** (US)	●●○
100% of our major development projects to be certified at least BREEAM Excellent (or equivalent)(2)	**100%**	**80%**	●●●
Achieve biodiversity net gain for all our development projects(3)	**100%**	**100%**	●●●
MOBILITY			
URW as a catalyst for accelerating low-carbon mobility, including a **4,000+ EV charger plan in the EU**	**1,183**(4)	**1,236**	●●○

Challenges such as climate change, scarcity of resources and social cohesion have an increasingly direct impact on the places where communities live. Environmental transition has become the number one priority of cities, implementing major programmes around energy efficiency, climate adaptation, biodiversity, mobility and human-centred design.

Transforming existing real estate, creating heart-of-city sustainable districts, and delivering and operating low-carbon smart buildings is the core of our ambition. URW is committed to accelerating urban regeneration, by developing and operating efficient and resilient destinations that have a positive impact on the environment.

With its evolved Better Places roadmap, URW is going further in its net zero trajectory, committing to reduce greenhouse gas ("GHG") emissions by -90% for Scopes 1 and 2 and -50% for Scopes 1, 2 and 3 by 2030, and to cut total emissions across the Group's entire value chain including Scope 3 by -90% by 2050[5]. In addition to the reduction effort, URW will neutralise its Scope 1 and 2 residual emissions through a €5 Mn investment in the Mirova Climate Fund for Nature and a €350K investment over 3 years in the WWF Nature Impact Fund while also contributing to protect and restore biodiversity at scale.

These targets have been approved by the SBTi as a pathway to achieving net zero by 2050 and are aligned with the UN's Intergovernmental Panel on Climate Change ("IPCC") scientific consensus.

Through building-retrofit projects and new business opportunities in renewable electricity production and electric vehicle ("EV") charging, the Group will be able to generate additional avoided emissions.

URW is also working with retailers to help them reduce their energy consumption, while developing a comprehensive mobility action plan ensuring the Group's destinations are well connected to public transport and have the infrastructure to support electric mobility.

URW is committed to contributing to the transformation of lifestyles in order to protect shared natural resources. Therefore, the Group also made new, ambitious commitments around biodiversity, water and waste – all designed to make its destinations active agents of urban regeneration and the environmental transition.

(1) In $kgCO_2e$/sqm built, from a 2015 baseline.
(2) Equivalent environmental certification related to development projects including LEED.
(3) The Biodiversity Net gain calculation will be done using the Biodiversity metric released by DEFRA.
(4) Updated figure to consider only EV chargers accessible to visitors
(5) All 3 targets in absolute value, from a 2015 baseline.

Scorecard
Sustainable Experience

Performance Progress

●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS	KEY TARGETS		2022	2023	PROGRESS
Increase and promote to our partners and visitors the **sustainability performance of our places**.	**BETTER PLACES CERTIFICATION** **10** assets certified by end of 2024(1) **100%** of our assets(1) certified by 2027	NEW	N/A	N/A	●○○
Evaluate, to actively monitor and grow the share of **sustainable offer and sustainability-driven brands** in our assets.	**SUSTAINABLE RETAIL INDEX** Rolled out on **70%** of eligible URW revenues by end of 2024(1)(2) Rolled out on **100%** of eligble URW revenues by 2027(1)(2)	NEW	N/A	57%	●●○
Integrate **sustainability-driven initiatives** at the core of the customer journey.	**SUSTAINABILITY-DRIVEN CUSTOMER JOURNEY** **100%** of assets to organise a **Westfield Good Festival** or at least one annual campaign or event to raise sustainable awareness by 2025(1)	NEW	N/A	100%	●●●

With 900 million visits to URW's centres each year globally, the Group has a unique ability to support the sustainable evolution of retail while meeting the changing needs of consumers.

The Better Places certification will offer visitors a comprehensive view of the sustainability performance of each asset. To create the certification, URW partnered with Bureau Veritas Solutions and WWF France to outline 94 key criteria covering a broad range of environmental and social dimensions including but not limited to, Health & Safety, Energy & Climate, Water, Communities, Mobility, Biodiversity and Waste. The Better Places certification has been finalized in 2023 and will be rolled-out on first assets in 2024.

Not only focused on its own performance, URW also wants to continue to be the preferred partner of brands and tenants who are themselves committed to the environmental transition. Co-developed with Good On You, a global sustainable-brand ratings company, and the critical expertise of WWF France, the Sustainable Retail Index is an innovative and dynamic approach that will support the sustainable evolution of retail, providing insights into retailers' sustainability journeys.

These programmes help the Group meet the needs of consumers, ensuring the offer corresponds to their ever-increasing expectation for sustainable places and products. To complement that demand, URW also develops on-site experiences such as the Westfield Good Festival. This flagship event connects consumers around sustainability-driven experiences and provides a forum for brands and retailers to share their sustainable journeys.

(1) Standing European Retail assets.
(2) Revenues in Minimum Guaranteed Rents; Eligible revenues in the following categories: Fashion Apparel, Sport Apparel, Jewelry, Bags & Footwear & Accessories, Health and Beauty, Home, Culture & Tech, Food & Beverage.

Scorecard
Thriving Communities

Performance Progress

●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS	KEY TARGETS		2022	2023	PROGRESS
Driving **positive economic and social impact** within our communities through employment, training and social inclusion	**A CATALYST FOR ECONOMIC & SOCIAL IMPACT**				
	15,000 people supported annually through training, social inclusion and employment opportunities	NEW	N/A	N/A	●●○
Grow a **diverse, skilled and engaged community** of employees to lead sustainable change.	**AN INTERNAL COMMUNITY OF SUSTAINABILITY & DIVERSITY CHANGE-MAKERS**				
	100% URW employees[(1)] have at least one **annual sustainable business transformation objective**		100%	99%	●●○
	A minimum of **95%** of URW employees complete a sustainability course annually		99%	93%	●●○
	Maintain **40%** of senior management positions held by women		39%	43%	●●●
	80%+ of employees engaged in meaningful community volunteering programmes by 2025		62%	49%	●○○

As welcoming and inclusive places where people of all backgrounds connect, the Group's destinations are catalysts for economic and social vitality, supporting social cohesion.

URW's people-centric destinations help to regenerate urban districts and have a tremendously positive impact on how their surrounding communities live. In Paris, London, Hamburg and New York, our destinations are central to people's lives, offering an innovative mix of stores, restaurants, entertainment and services – as well as green spaces and public facilities, services, office space and coworking outposts, and housing.

Whether by regenerating industrial land in the heart of a city or by attracting investment to an existing commercial area, the Group's projects create thousands of direct and indirect jobs, bringing new life and economic vigour to the city.

URW also actively works on maximising its impact by developing meaningful community projects and partnerships that support jobs, offer training, promote social inclusion, and increase access to health and culture.

As the Group designed in the course of 2023 its new target to support 15,000 people annually through training, social inclusion and employment opportunities, first performance figures are expected at 2024 year-end.

This philosophy is based on a corporate culture firmly rooted in sustainability, in which employees have the tools to become engaged sustainability and diversity change-makers.

To achieve this, the Group provides sustainability training, maintains a uniting culture that integrates sustainability objectives, and promotes meaningful community volunteering experiences. Dedicated to being more diverse and inclusive, URW is a place where all team members can have a positive impact on the environmental transition of cities and our communities.

(1) All employees having formalised objectives in the Group Human Resources performance assessment tool.

BETTER EVENTS 2030 – VIPARIS SUSTAINABILITY ROADMAP

Viparis is a real estate venues and services company owned jointly with the Chamber of Commerce and Industry of Paris Île-de-France. This activity is exclusively located in France and operates the Group's Convention & Exhibition venues (see section 1.4 Business overview).

With more than 10 million visitors annually, 800 events and 12 sites[(1)], 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 Better Places, Viparis decided to step up its sustainability policy by launching its "Better Events 2030" strategic plan. It was the result of listening to Viparis' internal and external stakeholders, materialising their input in a materiality matrix and carrying out its first carbon footprint for 2016. While aligned with the main pillars of URW's Better Places roadmap, Viparis integrates the specific features of the event sector, and the access to robust data to set 2016 as its baseline year.

This sustainability policy has been revised in 2021, outlining Viparis' major issues and commitments for the coming years and revolves around 3 pillars:

1. Better for the Environment: with a target of reducing its carbon and ecological footprints, Viparis aims to build and operate sustainable buildings that 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' sustainability 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 contribute to the UN's sustainable development goals ("SDGs") and to do its part on its own scale. At the end of 2021, Viparis became signatory of the Net Zero Carbon Events pledge, an international and voluntary initiative from the event sector, gathering industry stakeholders to construct an industry-wide roadmap towards net zero by 2050, and emissions reductions by 2030 in line with the Paris Agreement. Therefore, in 2022 and 2023, Viparis defined a new target of reducing GHG emissions by -45% by 2030[(2)] compared to 2019 as a new baseline year. The Viparis sustainability policy is set out in a dedicated document, available on Viparis' website within the sustainable development section: www.viparis.com.

(1) Carrousel du Louvre and the CNIT are mixed-use assets with both Convention & Exhibition and retail (Shopping Centres) areas, which reporting figures have all been reported under the Shopping Centres (retail) category; and there are 2 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 3.2.1.A.1 General basis for preparation of the Sustainability Statement).

(2) All scopes included, except visitor travel, in line with science-based targets methodology. The target was defined by an international climate consultancy, using SBTi methodology (not submitted to the SBTi).

BETTER FOR THE ENVIRONMENT

Better for the Environment
Viparis

COMMITMENTS	KEY TARGETS	2022	2023	PROGRESS
Contribute to global carbon neutrality	**2030 TARGETS FOR GHG EMISSION REDUCTION**			
	Reduction of GHG emissions (scopes 1, 2 & 3)	**-0,16%** 2022/2019[1] **-10%** 2019/2016 Signatory of the Net Zero Carbon Events Pledge[2] Mission to determine carbon objectives in line with the SBTi methodology	**-27%**[1]	●●○
	-45% of GHG emissions in 2030 compared to 2019 (scopes 1 and 2)	**-18%**	**-22%**	●●○
Build and operate sustainable buildings	40% reduction in energy intensity in 2030 compared to 2014[3]	**-23%**	**-28%** Energy audits performed over every venue	●●○
	Reduction of energy consumption in 2030 compared to 2014	**-30%**	**-36%**	●●○
	100% of new buildings being environmentally certified[4]	**100%**	**100%**	●●●
	Reduce carbon emissions related to halls-pavilions construction (on a like-a-like basis)		**-49%** GHG emissions PCE[5]	●●○
Respect nature and its resources	**PROTECTING AND PROMOTING BIODIVERSITY**			
	Re-introduce biodiversity	**100%** of venues with biodiversity value implementing Viparis' biodiversity charter 2 initiatives (new insect hotels, new bird boxes) Signatory of Paris Action Climate Biodiversity charter	**100%** of venues with biodiversity value implementing Viparis' biodiversity charter Reflexion in-progress for a new biodiversity ambition	●●○
	Raising public and employees awareness of biodiversity	Workshop with children to install insect hotels	Participation in the World Clean Up Day	●●○

(1) 2020 and 2021 were unusual years due to COVID crisis. In 2022, there was an increase of emissions related to logistics. Excluding emissions related to logistics and visitor travel, in 2022, GHG emissions were reduced by 9,59% compared to 2019. In 2023, there was a decrease of emissions related to visitor travel explained by the number of visitors and a modal shift in the mean of transport. In addition, emissions related to logistics decreased due to a reduction in the distance traveled by light commercial vehicles.
(2) Between 2016 and 2019, on a like-a-like basis, GHG emissions had been reduced by 10%, all scopes included.
(3) The energy intensity ratio indicator and energy consumption indicator are calculated based on energy consumption and square meters per day of occupation of a calendar year (from January to December). Espace Grande Arche and Hotel Salomon de Rothschild have been removed from this calculation due to operation by a lessee for a long period of time and construction work in progress. Results in 2023 are preliminary estimates.
(4) Excluding renovation. Certifications such as BREEAM – level Very Good and HQE – level Excellent.
(5) On a like-a-like basis, GHG emissions related to construction products and equipment only for the new Hall 3 Paris Le Bourget.

Performance Progress
●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS	KEY TARGETS	2022	2023	PROGRESS
Respect nature and its resources (continued)	**LIMITING WASTE & FIGHTAGAINST FOOD WASTE**			
	Raising public and employees awareness of waste	**2 initiatives:** World Clean Up Day Challenge organized on the thematique of Sustainable Development	**5 initiatives:** Creation of a public CSR communication within the Palais Congrès de Paris "Visite DD" organized with employees World Clean Up Day Implementation of cigarette butts recycling Installation of water fountains available to visitors	●●○
	70% waste recycling by 2030	67% overall valorization (23% of material recovery)(1)	71% overall valorization (26,8% of material recovery)(1)	●●○
Support green mobility	**PROMOTING SOFT MOBILITY**			
	Reduce logistics-related emissions	Off-site logistics(2): **20** events with full off-site logistics. **546** light vehicles were grouped into **66** semis, **480** fewer vehicles arriving at the Palais des Congrès de Paris	Off-site logistics(2) implemented on CNIT Forest Development of a logistics carbon footprint assessment tool	●●○
	Reduction of visitors' mobility carbon footprint with 80% of visitors arriving via sustainable transport means	Implementation of a wifi questionnaire for visitors to determine the mode of transport used 73% of visitors coming by sustainable transport(3)	75% of visitors coming by sustainable transport	●●○

(1) Excluding Le Bourget venue.
(2) Off-site logistics implemented at The Palais des Congrès de Paris and CNIT Forest allowing grouped shipments and cleaner transport between the off-site storage facility and the venue.
(3) Percentage of visitors taking sustainable transport means to go to the event, once arrived in Ile-de-France. Sustainable modes of transport including: public transport, bicycle, walking.

3. 3.1 Better Places roadmap

BETTER HERITAGE

Better Heritage
Viparis

Performance Progress

●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS	KEY TARGETS	2022	2023	PROGRESS
Offer sustainable services	Offer sustainable services	Definition of the "IMPACT programme" to develop new sustainable services. Document: "Accompanying the responsible event"(1)	4 new sustainable services(2)	●●○
Build and operate sustainable buildings	100% of tenders managed by the purchasing team integrating sustainability clauses(3)	**81%**(4)	**100%**	●●●
	CSR weighting increased to 20% in tenders managed by the purchasing department(3)	**15%**	**20%**	●●●
	Evolution of the integration of CSR into already existing partnerships	Mission carried out to develop purchasing in protected sectors and structures for integration		●●○
Involve local stakeholders	**DEVELOP TERRITORIAL ROOTS**			
	Working with suppliers located in the Ile-de-France region (or France)	Near **100%**(5)		●●○
	Work with SME or VSB	**50%**(5)		●●○
	Welcome new startups to the French Event Booster incubator	**7 new startups**(6)	**7 new startups**(7)	●●○
	Developing partnerships with associations on various themes	**5 partnerships**(8)	**7 partnerships**(9)	●●○

(1) Document listing the sustainability solutions of C&E sites and services and training of 100% of the sales teams, project managers and exhibitor service team.
(2) Partnership to advise on material re-use and waste management; mobile dry toilet service; eco-designed booth; eco-designed furniture
(3) Excluding CAPEX purchasing.
(4) Performance in 2022 re-assessed from 50% to 81%.
(5) According to a study carried out in 2022 to develop purchasing in protected sectors and structures for integration. Excluding CAPEX suppliers. It also includes French subsidiaries of foreign groups.
(6) Gel Express, Lomads, Hemett, Charlie Solution, Nefture, Promo Dev/XPLRR, Keru.
(7) ONYO, Circular Place, Boothsquare, Superconnectr, Native Spaces, Teazit, Drop'In.
(8) Nos Quartiers ont des talents, Ecole de la 2nde Chance, DEMA1N, ZeroWaste France and l'Institut Curie.
(9) Nos Quartiers ont des talents, Ecole de la 2nde Chance, Telethon, Le Refuge, Action Contre la Faim, Emmaüs Solidarité and Réseaux Action Climat.

Better at Heart
Viparis

Performance Progress
●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS	KEY TARGETS	2022	2023	PROGRESS
Enrich the employee experience	100% Viparis employees have at least one annual sustainable business transformation objective[1]	**100%**	**99%**	●●○
	100% of new employees followed a CSR training in the year they take up their position[2]	**85%**	**89%**	●●○
	Participation of employees to the World CleanUp Day action and to challenges with a social impact (a donation to Emmaüs Solidarité, Téléthon, Le Refuge,etc.)	World Clean Up Day – 43 Challenges – 182	World Clean Up Day – 46 Challenges – 241	●●○
	Conducting an internal commitment survey[3]	**6.9/10**	**7.4/10**	●●○
	Viparis certified Happy Trainees	**100%** (4th consecutive year)	**100%** (5th consecutive year)	●●●
	Develop well-being at work	Creation of a conviviality space at Paris Expo Porte de Versailles Deployment of digital canteens	Organisation of workshops Quality of Work Life Week Massage sessions for employees New conviviality spaces for employees Weekly fruit boxes distribution Setup of Viparis Awards	●●○

(1) Excluding employees hired after the annual performance review process.
(2) Employee having validated their trial period only (on permanent or fixed-term contracts, excluding internship or work-study contracts).
(3) Internal commitment surveys in connection with employees (Peakon).

BETTER AT HEART

Better at Heart
Viparis

Performance Progress

●●● Achieved ●●○ In progress ●○○ Not achieved

COMMITMENTS	KEY TARGETS	2022	2023	PROGRESS
Embrace diversity	**PROMOTE GENDER EQUALITY**			
	Keep at least 40% of women in management positions	**42.7%** (management) **43.2%** (top management)(1)	**43.3%** (management) **46.9%** (top management)(1)	●●●
	French equality index over 90%	**95%**	**94%**	●●●
	WELCOME INTERGENERATIONAL EXPERIENCE			
	100% of new employees under 30 years old mentored through an internal mentoring system	**100%** mentoring	**100%** mentoring	●●●
	Partnership with the associations “Ecole de la seconde chance” and "Nos Quartiers ont des talents" to welcome trainees and introduce them to the various jobs at Viparis		**4** trainees	●●○
	DEVELOP INCLUSION OF PEOPLE WITH DISABILITIES			
	Raise employees' awareness of disability through dedicated days	Signature of a disability agreement, approved by local administration, with a defined action plan 26 participants in disability cooking workshops, as well as participation in a Vivre[FM] radio with accompaniment by trainees with disabilities Recruitment of a disabled athlete	Awareness-raising activities related to disability during the annual convention and welcoming trainees with disabilities during a day	●●○

(1) Top management according to Viparis' grading.

3.2 SUSTAINABILITY STATEMENT

INTRODUCTION

In preparation for the forthcoming European Union Directive 2022/2464 of December 14, 2022, amending Regulation No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (the "Corporate Sustainability Reporting Directive" or "CSRD"), URW has made proactive efforts to ensure that its 2023 Sustainability Statement aligns as closely as possible with the regulatory disclosure requirements expected for the Group full-year 2024 reporting to be published in 2025.

In addition to this Group Sustainability Statement (Chapter 3 of the Group's 2023 Universal Registration Document), the business model of URW is presented in Chapter 1 "Presentation of the Group".

However, as the CSRD is not enforced for this publication year, this document still contains all requirements of the non-financial statement (*Déclaration de performance extra-financière*, or French Declaration of Extra-Financial Performance ("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. 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 addition to the above, a range of sustainability-related documents, non-financial disclosures, and policies are readily available for public access. These resources can be found on URW's institutional website, providing valuable insights into the Company's sustainability efforts and non-financial performance. This initiative underscores URW's dedication to maintaining open communication with its stakeholders and its unwavering commitment to sustainable practices[1].

3.2.1 GENERAL DISCLOSURES (ESRS 2)

3.2.1.A BASIS FOR PREPARATION

3.2.1.A.1 GENERAL BASIS FOR PREPARATION OF THE SUSTAINABILITY STATEMENT (ESRS 2 BP-1)

URW strived to align its Sustainability Statement with the European Sustainability Reporting Standards ("ESRS"). These standards provide a comprehensive framework for disclosing non-financial information and addressing ESG issues.

The Group Sustainability Statement is based on a double materiality approach, which considers both the impact of URW on the environment and society, and the influence of environmental and social issues on the Company's performance. This approach ensures that the Sustainability Statement is relevant to all stakeholders, including employees, investors, customers and the communities in which the Group operates. It also includes a discussion of the risks and opportunities related to sustainability that the Group is facing.

In preparing this Sustainability Statement, URW collected and consolidated data from across its operations and its supply chain. This Sustainability Statement is subject to audit as required by regulation, with a limited level of assurance, as detailed in the paragraph focusing on audit below.

URW's Sustainability Statement includes regulatory information, performance against all Better Places targets as well as action plans to meet these targets.

SCOPE OF THE SUSTAINABILITY STATEMENT

The Sustainability Statement has been prepared on a consolidated basis and integrates the Viparis activity (fully consolidated by URW). The information presented in the Sustainability Statement covers URW's consolidated scope – unless explicitly stated otherwise, covering the countries where the Group operates: Austria, the Czech Republic, Denmark, France, Germany, Italy, The Netherlands, Poland, Slovakia, Spain, Sweden, the UK and 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.

(1) https://www.urw.com/en/csr/csr-documents.

URW'S REPORTING METHODOLOGY

In order to establish its Sustainability Statement, URW leveraged a dedicated sustainability reporting tool, operational reporting tools, HR information systems as well as financial reporting systems. These complementary tools are used to track results and inform the Group's 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 sustainability reporting framework is reviewed and updated every year to fine-tune its accuracy.

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):
  - Area 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 3.2.2.B.8 Energy consumption and mix) and the energy-related Scopes 1 and 2 carbon intensity of operations (see section 3.2.2.B.9 Gross Scopes 1, 2 and 3 and total GHG emissions) 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 3.2.2.B.9 Gross Scopes 1, 2 and 3 and total GHG emissions);
  - Consolidated building area, corresponding to:
    - the GLA of the property-owning companies for shopping centres; the total floor space according to consolidation for offices; and
    - 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.

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 sustainability reporting scope represents 93% of the total Group portfolio of standing assets in area (sqm) in 2023.

SCOPING EXCEPTIONS FOR ENERGY-RELATED INDICATORS AND BREEAM IN-USE CERTIFICATIONS

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] > 1,000 sqm) during the reporting period are excluded from the sustainability reporting scope of energy-related indicators and of Building Research Establishment Environmental Assessment Method ("BREEAM") In-Use certifications, as works may compromise data reliability and comparability. Assets under significant works are reintegrated in the sustainability reporting scope of energy-related indicators 1.5 years after the works have been delivered. The reporting scope for energy-related indicators represents 83% of the total Group portfolio of standing assets in area (sqm) in 2023.

In practice, in 2023, CH Ursynow is excluded from the reported data, while the office parts of Nacka Forum, Taby Centrum, Stadshart Zoetermeer Stadshart Amstelveen, and the hotel part of the CNIT (Hilton) have been included in the reported data. Resulting overall sustainability and energy-related reporting scopes coverages represent respectively 93% and 83% of the total Group portfolio of standing assets in area (sqm) in 2023.

(1) Gross Leasable Area.

STANDING ASSETS INCLUDED IN THE 2023 OVERALL REPORTING SCOPE FOR ENVIRONMENTAL AND SOCIETAL KPIS

Asset type	Region	Number of assets	Assets	Reporting floor areas for standard energy and carbon[(1)]	Denominators for intensity of use indicators[(2)]	Consolidated building area[(3)]
Retail	Austria	2	Donau Zentrum (including Dux), Shopping City Sud (including Mux)	297,990 sqm	31,486,766 visits	271,300 sqm
	Central Europe	8	Aupark, Centrum Cerny Most, Westfield Chodov, Metropole Zlicin, Westfield Arkadia, Galeria Mokotow, Galeria Wilenska, Wroclavia	666,790 sqm	102,033,079 visits	555,500 sqm
	France	17	Aéroville, Westfield Carré Sénart, 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, Rennes Alma, Westfield Rosny 2, So Ouest, La Toison d'Or, Ulis 2, Westfield Vélizy 2, Les Ateliers Gaîté	1,156,192 sqm	262,687,536 visits	1,197,022 sqm
	Germany	8	Hofe am Bruhl, Pasing Arcaden, Paunsdorf Center, Ruhr Park, Minto, Palais Vest, CentrO, Gropius Passagen	564,209 sqm	77,081,176 visits	756,000 sqm
	The Netherlands	3	Stadshart Amstelveen, Stadshart Zoetermeer, Westfield Mall of the Netherlands	233,416 sqm	30,133,771 visits	227,400 sqm
	Nordics	4	Fisketorvet, Nacka Forum, Westfield Mall of Scandinavia, Taby Centrum	371,598 sqm	36,889,607 visits	303,500 sqm
	Spain	7	Bonaire, Equinoccio, Garbera, La Maquinista, Glòries, Parquesur, Splau	228,915 sqm	79,600,254 visits	445,500 sqm
	UK	2	Westfield London, Westfield Stratford City	392,879 sqm	80,089,255 visits	424,700 sqm
	US	15	Westfield Garden State Plaza, Westfield Topanga, Westfield Southcenter, Westfield Old Orchard, Westfield Valley Fair, Westfield UTC, Westfield Annapolis, Westfield Century City, Westfield Galleria at Roseville, Westfield Culver City, Westfield Montgomery, Westfield Fashion Square (Westfield Wheaton, Westfield Plaza Bonita, Westfield Oakridge	630,615 sqm	179,846,699 visits	1,114,400 sqm
Offices	France	4	Le Sextant, Trinity, Gaîté-Offices, Pullman Montparnasse	126,900 sqm	4,836 occupants	126,900 sqm
Convention & Exhibitions	France	6	Espace Champerret, 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	55,008,271 sqm DOCC	55,008,271 sqm DOCC	632,481 sqm

(1) Shopping Centres and Offices: see the definition of square metres operated served with energy in the sub-section "Definitions and reporting values" of section 3.2.1.A.1 General basis for preparation of the Sustainability Statement. 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 the sub-section "Definitions and reporting values" of section 3.2.1.A.1 General basis for preparation of the Sustainability Statement.
(3) See the definition of consolidated building area in the sub-section "Definitions and reporting values" of section 3.2.1.A.1 General basis for preparation of the Sustainability Statement.

REPORTING SCOPE FOR SOCIAL INDICATORS

Social indicators regarding human resources 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 (US).

REPORTING SCOPE FOR SUSTAINABILITY INDICATORS OF DEVELOPMENT PROJECTS

As part of its Better Places roadmap, the Group is committed to track its sustainability performance beyond the scope of its direct operations. This includes measuring its sustainability performance from the design stage of projects under development. The sustainability reporting of development-related key performance indicators ("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 sustainability roadmap (committed projects[1]) and that exceed the following thresholds in terms of minimal net impacted GLA and total investment cost ("TIC"):

- For Europe:
  - Retail (Shopping Centres) projects of over €50 Mn TIC or over 10,000 sqm GLA; and
  - All other projects (Offices, Convention & Exhibition centres) of over €40 Mn TIC.
- For the US:
  - All projects of over $100 Mn TIC or over 20,000 sqm GLA.

In 2023, the reporting scope of development-related KPIs covered 10 projects.

REPORTING SCOPE OF THE GROUP CARBON FOOTPRINT

As part of its Better Places roadmap and in line with GHG reporting standards, the Group reports its GHG emissions beyond the scope of its direct operations.

In addition to Scopes 1 and 2, to calculate its total carbon footprint including Scope 3, URW has chosen the "operational control" approach for its value chain: consolidation of all the GHG emissions linked with the operations over which the Group has the authority to have an influence and implement its operational policies. Scope 3 emissions include emissions from energy production not included in Scopes 1 and 2, purchased products and services, capital goods, on-site waste, employee commuting, business travel, investments, visitor and customer transport, as well as downstream leased assets (see section 3.2.2.B.9 Gross Scopes 1, 2 and 3 and total GHG emissions, for more detailed information).

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 6 GHG 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"), and therefore all GHG emissions are expressed in carbon equivalent ("CO_2e").

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 sustainability indicators in development projects described above);
  - Group employees and headquarters: all employees with a direct employment contract with the Group (selection rules identical to aforementioned reporting scope for social indicators); and
  - 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 3.2.2.B.9 Gross Scopes 1, 2 and 3 and total GHG emissions.

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 URD, 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. The Better Places sustainability roadmap sets 2015 as its reference year for measuring progress against energy and carbon-related objectives. This baseline year has been defined as the last available year with full data for Better Places 2030 when released in 2016 and has been maintained ever since for consistency and transparency in performance measurement and reporting.

Regarding Viparis and the Convention & Exhibition activity, the sustainability roadmap Better Events 2030 sets 2014 as its reference year for measuring progress against energy, and 2019[2] as reference year for its carbon-related objectives.

(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 Pipeline projects as at December 31, 2023), to better align the reporting with the projects' schedule for implementing sustainability 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.

(2) 2016 is the reference year for Viparis' carbon-related objectives until 2022. This change occurred as a result of its commitment to respect the Net Zero Carbon Events pledge and to use the most accurate data.

CONTINUOUS IMPROVEMENT OF DEFINITIONS AND DATA QUALITY

URW continuously strives to improve the quality and comparability of its sustainability data, as well as its alignment with external reporting standards and frameworks. As a consequence, the following adjustments have occurred on data calculation methodologies and previously reported data.

IDENTIFYING UNCERTAINTY AS REGARDS THE GROUP CARBON FOOTPRINT

Scopes 1 and 2 emissions

Regarding Scopes 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 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 3 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).

Operations

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 around 10 shopping centres across Europe and the US in 2023; 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, lastly, 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, 3 of the 4 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.

Audit

In compliance with the applicable regulation on the disclosure of sustainability information, the data and KPIs of the Group's Sustainability Statement are audited by an independent third-party verifier (see the assurance report in section 3.4.1 Independent third-party's report on consolidated non-financial performance statement).

In 2023, the audit included a comprehensive review of the data reported on selected indicators by a sample of 9 assets, representative of the Group's portfolio: Westfield London[(1)], Westfield CentrO[(2)], Westfield Parly 2, Westfield La Part-Dieu, Westfield Gloriès, Westfield La Maquinista, Westfield Montgomery, Westfield Garden State Plaza and Westfield Wheaton. The indicators were audited with a limited level of assurance. A list of the indicators audited can be found in the auditors' report (section 3.4.1 Independent third-party report on the consolidated non-financial performance statement).

(1) The audit scope being solely about Energy Key Performance Indicators, excluding data related to gas consumption.
(2) The audit scope being solely about energy efficiency, carbon emissions and the BREEAM certification status (Green Covenants).

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 3.3 Green financing of the Group activities). The detailed reporting and assurance report are disclosed in section 3.3.2.G Independent third party's reports on green bond criteria and indicators).

VALUE CHAIN IN THE SUSTAINABILITY STATEMENT

In its Sustainability Statement, URW is considering its value chain through a comprehensive approach.

The value chain for URW means the comprehensive range of activities, resources and relationships that are integral to the Group's business model and the external environment in which it operates. URW's value chain encompasses:

- **Standing assets:** the value chain involves operations and tenant management. Operations include the day-to-day management of the property, ensuring that the facilities are well-maintained, and addressing any issues that arise. Tenant management involves attracting and retaining tenants, negotiating leases and ensuring tenant satisfaction. These activities are crucial as they directly impact the revenue generated by the assets; and
- **Development projects:** means all the processes the Group employs and relies on to develop or renovate assets from the initial conception of a project to its development, management and eventual sale or lease. This includes market research, acquisition of land, design and planning, construction, marketing, leasing, property management and, finally, asset disposal or redevelopment. Each of these stages adds value to the real estate assets, and the total value delivered to the stakeholders (investors, tenants and community) is the sum of these individual stages.

In addition, URW's value chain also considers the communities in which the properties are located and the end consumers who interact with the properties. Community engagement activities, such as local partnerships and community development initiatives, contribute to the social value of the assets. Meanwhile, end consumers, who may be visitors or customers of the tenants, are also a key part of the value chain. Their experience and satisfaction can influence the success of the tenants and, by extension, the performance of the assets.

In 2023, the Group conducted a double materiality analysis including the potential impact of URW's sustainability issues on its value chain, to develop appropriate strategies to address them (see section 3.2.3.B.3 Policies related to value chain workers URW is considering all its key stakeholders in the scope of the Sustainability Statement. This inclusive approach ensures that the interests and concerns of all parties involved in the Company's operations, from employees and customers to investors, suppliers and the communities the Group operates in, are duly considered and addressed.

URW's policies are designed to cover all its stakeholders. These policies, such as the Code of Ethics, the Human Rights Policy, the Responsible Purchasing Charter and the Health & Safety Statement (see latest versions available on URW's institutional website[1]), outline URW's commitments and responsibilities towards its stakeholders and provide a framework for how the Company intends to conduct its business in a sustainable and responsible manner. By integrating these elements into its Sustainability Statement, URW is demonstrating its commitment to sustainable business practices and regular stakeholder engagement.

3.2.1.A.2 DISCLOSURES IN RELATION TO SPECIFIC CIRCUMSTANCES (ESRS 2 BP-2)

This section presents the changes in the reporting scope as well as the evolutions of calculation perimeters, when applicable.

In 2019, the scoping rules for reporting sustainability-related information (presented in section 3.2.1.A.1 General basis for preparation of the Sustainability Statement) 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 recalculated 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 sustainability reporting scope (as defined in section 3.2.1.A.1 General basis for preparation of the Sustainability Statement) of the year 2023, and of that of the year 2022. It is used to assess an indicator's evolution over time, based on a comparable portfolio. The 2022–2023 like-for-like scope represents 91% of the total 2023 standing portfolio area (sqm).

(1) Accessible in the "Policies" section of urw.com/en/csr/csr-documents.

In 2023, the 2015 baseline has been updated to reflect 2 different changes:

- Perimeter: The assets so far considered for the 2015 baseline were not fully aligned with the current definition of the CSR and Energy scopes for annual reporting. The perimeter of assets considered for the Group carbon footprint was then updated; and
- Data: Research has been done by asset teams on 2015 energy-related data (that were incoherent on some assets) and led to updates for a few assets.

This update led to a -1.2% decrease in the total Scopes 1, 2 and 3 carbon footprint for the year 2015.

In 2022, Viparis set 2019 as a new baseline for its GHG emissions reporting, replacing the previous baseline of 2016. This new baseline is more relevant in terms of methodologies used to calculate Viparis' GHG emissions (emissions from logistics is collected through a process of vehicle registration, instead of using estimation). Moreover, a new baseline was necessary to define new objectives according to SBTi methodology.

3.2.1.B GOVERNANCE

3.2.1.B.1 THE ROLE OF THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES (ESRS 2 GOV-1)

3.2.1.B.1.1 COMPOSITION OF THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND THEIR ACCESS TO EXPERTISE AND SKILLS WITH REGARD TO SUSTAINABILITY MATTERS

The governance structure of Unibail-Rodamco-Westfield SE ("URW SE") is detailed in section 2.2 Management and supervisory bodies.

MANAGEMENT BOARD AS AT DECEMBER 31, 2023

As of December 31, 2023, the Management Board ("MB") is composed of 5 members and chaired by Mr Jean-Marie Tritant; for full details please refer to section 2.2.1.2 Composition of the management board. The percentage of women within the MB is of 20% (1 out of 5).

In addition to overseeing the Human Resources, Sustainability and Information Technology departments, Sylvain Montcouquiol, the Chief Sustainability and Resources Officer, supervises the implementation of the Better Places roadmap (Environmental Transition, Sustainable Experiences and Thriving Communities). For more information, please see section 2.2.1 The Management Board.

SUPERVISORY BOARD AS AT DECEMBER 31, 2023

The Supervisory Board ("SB") composition is detailed in section 2.2.2.A.2 Composition of the Supervisory Board.

The competencies and skills of the SB members are available in section 2.2.2.A.3 Diversity policy of the Supervisory Board members. where a detailed experience matrix is provided. A focus is made on the 9 key competencies identified to best carry out the SB duties, in light of the nature and scope of the Group's core business and strategy, with "ESG/Sustainability" skill being part of those 9 essential skills.

90% (9/10) of the SB members have been qualified as ESG/Sustainability experts, with those specific skills (competencies in social, environment, climate and governance matters, and sustainability) being further developed in the biographies of the SB members (see section 2.2.2.A.3 Diversity policy of the Supervisory Board members). It has been discussed and decided within the Governance, Nomination and Remuneration Committee ("GNRC") and the SB to prioritise recruiting SB members with robust ESG/Sustainability expertise to ensure that they can challenge efficiently the ESG/Sustainability strategies proposed by the MB.

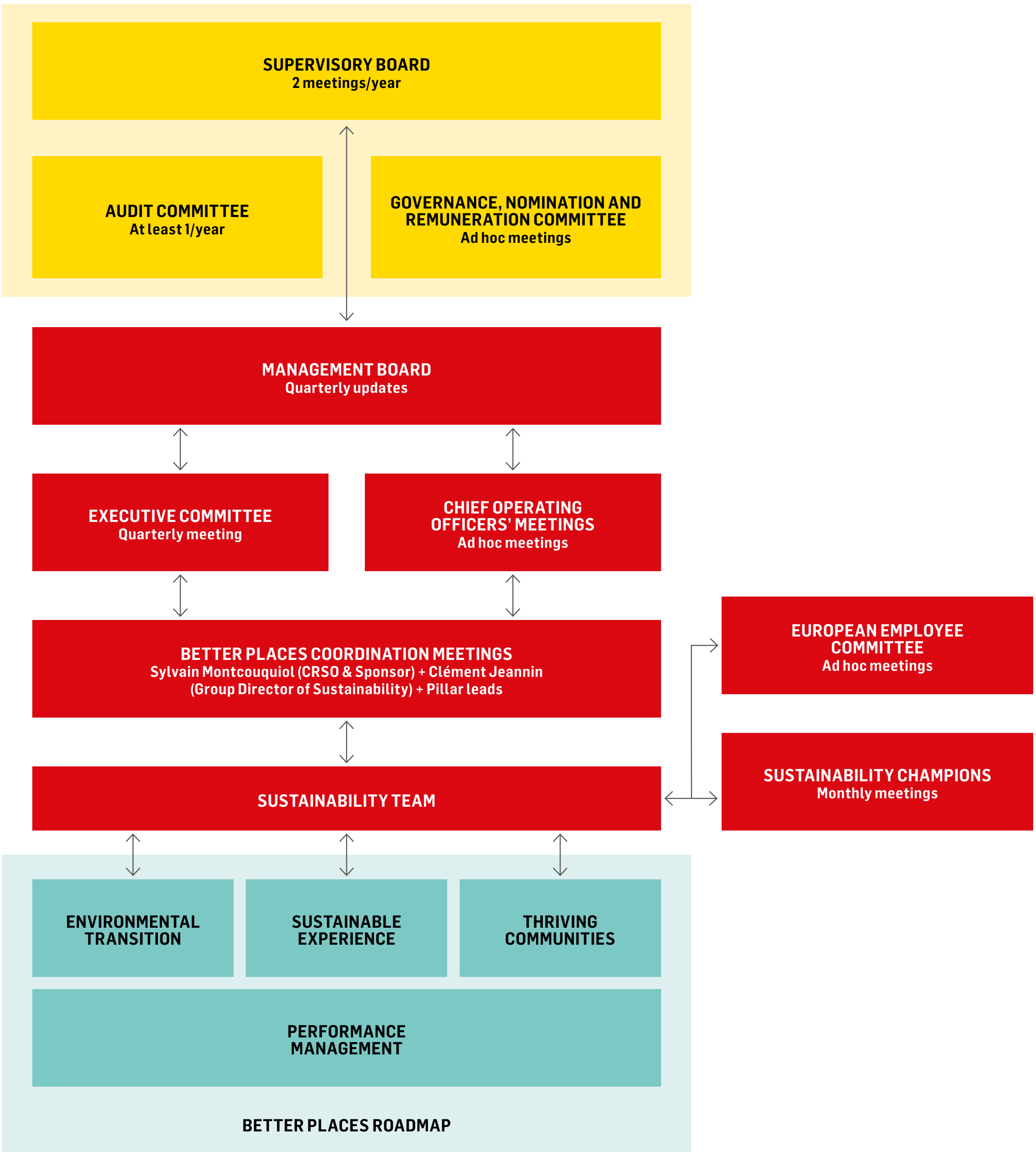
As a consequence, the SB as a whole represents a wide range of ESG/Sustainability expertise, having been in their other/former functions or being currently responsible for, amongst others: sustainable finance and impact funds platforms, implementation of ESG strategies with environmental values (notably on carbon footprint reduction, net zero carbon strategy or energy transition), sustainable developments, resources cycles, extra financial indicators, sustainability standards, Human Capital, environmental certification of development projects, and/or relations with institutional equity investors. Some members also sit on ESG clubs, other boards, or ESG, Strategy or Steering Committees, and/or have executive positions with ESG and sustainability responsibilities. In their different positions they also monitor compliance and business ethics, corporate social responsibility strategy and practices, ensuring non-discrimination, and oversee diversity and talent management, notably change management and related reporting.

3.2.1.B.1.2 ROLES AND RESPONSIBILITIES OF THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES WITH REGARD TO SUSTAINABILITY MATTERS

The sustainability governance and the Better Places programme are built around 2 priorities:

- Monitoring sustainability performance by ensuring that the objectives of the Better Places 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 Roadmap.

As a key topic of the Better Places roadmap, climate change is fully integrated into the sustainability governance described hereafter.



The sustainability governance is structured around the following bodies:

- The Supervisory Board (SB), including its 2 committees (the Audit Committee (AC) and the Governance, Nomination and Remuneration Committee, GNRC), oversees the sustainability programme as part of its regular business reviews and discusses the sustainability roadmap during its strategy sessions.
- The AC is provided with comprehensive information on sustainability matters. It oversees the sustainability reporting process, the effectiveness of internal control and risk management systems in relation to sustainability, and where appropriate, internal audits in relation to sustainability reporting.
- The GNRC oversees social and governance matters. This includes data on URW's Diversity Policy, as well as social and governance practices, compliance, ethics and human resources. It regularly reviews and assesses the effectiveness of the actions in place, making necessary adjustments to enhance the Group's performance. This approach ensures that social and governance matters are integrated into URW's core business strategy, promoting long-term value creation for all stakeholders.
- The Management Board (MB) and the Executive Committee (EC) act as the Group Sustainability Steering Committee by defining the strategy and key Group policies, and by monitoring the implementation of the sustainability programme. They are responsible for advancing URW's Better Places sustainability roadmap and they are actively involved in the decision-making process regarding sustainability initiatives, ensuring that the Group's business operations align with its commitment to sustainable development. They report on progress and results to the SB. The MB and EC are chaired by the Chief Executive Officer ("CEO").
- Chief Operating Officers ("COOs") are members of the EC. There may be instances where ad hoc meetings are convened. These meetings serve to brief them on specific topics that necessitate local input, roll-out and approval. This approach ensures that all of URW's geographical regions are incorporated into the sustainability decision-making process.
- Better Places coordination meetings regroup Sylvain Montcouquiol[(1)], Chief Resources and Sustainability Officer ("CRSO") and member of the MB, Clément Jeannin, Group Director of Sustainability, and the pillar leads of the Better Places roadmap. The meetings are dedicated to follow-up on the action plan of the Better Places roadmap and ensure coordination across all functions and geographies.
- A dedicated Sustainability team is responsible for overseeing and supporting the implementation of the Group's sustainability roadmap across the organisation. This team develops tools and methodologies and supports and trains other corporate teams as well as the country/regional teams. It shares best practices and measures sustainability performance to regularly report on results and progress achieved.
- Sustainability Champions play a crucial role in advancing the Better Places roadmap. They serve as local contact points and references, coordinating sustainability efforts and addressing any specific issues that arise at the local level. These champions act as a bridge between corporate teams and local teams, ensuring that policies defined at the Group level are adequately deployed across all geographies. This structure allows for a smooth flow of information and ensures that sustainability practices are consistently implemented throughout the organisation. They participate in monthly meetings with the Group's Sustainability team. These meetings serve as a platform for Sustainability Champions to stay updated on the latest sustainability initiatives, share best practices and coordinate their efforts. This regular interaction ensures that all Sustainability Champions are aligned with the Group's sustainability goals and can effectively implement them at the local level.
- The European Employee Committee ("EEC") also plays a role in the implementation of the Better Places roadmap. The EEC is informed and/or consulted through ad hoc meetings to ensure that employee representatives are adequately integrated into the overall governance as well as in the implementation of Better Places. The EEC's involvement underscores URW's commitment to transparency in the pursuit of its sustainability targets.

(1) Reports directly to the CEO.

3.2.1.B.2 INFORMATION PROVIDED TO AND SUSTAINABILITY MATTERS ADDRESSED BY THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES (ESRS 2 GOV-2)

Sustainability is a core component of URW's strategy and is at the heart of the Group business model. Sustainability topics are addressed at the SB level in plenary sessions, given its importance and the willingness to associate all SB members in these discussions. Sustainability updates are shared before each SB meeting, and ESG is discussed in depth throughout the year in the presence of the MB and the Group Director of Sustainability, including during the annual strategic seminar, the onboarding programmes of both the SB and MB, and as often as necessary during trainings. In 2023, the SB and the MB respectively met 6 and 12 times to discuss topics linked to the Better Places roadmap.

In 2023, the SB dedicated half a day to a sustainability roadmap workshop where the SB and the MB discussed (i) URW's ambition to embed sustainability at the core of its business model, (ii) sustainability performance against existing targets as well as credential to lead the environment transition, (iii) ongoing transformation and concrete achievements, (iv) the key building blocks of the updated Better Places roadmap and (v) Group sustainability governance.

The Better Places roadmap was also discussed at the annual SB strategic seminar, covering all key topics ahead of the market presentation, including the net zero ambition and all related levers and financing aspects, the sustainable evolution of retail, and community-related ambition and programmes.

The SB training session integrated a sustainability component in 2023 with a Climate Fresk workshop.

Sustainability is addressed and challenged at committee levels, for topics within the responsibility of such committee and as detailed in the tables summarizing those responsibilities (see section 2.2.2.D.2. for the GNRC and section 2.2.2.D.1. for the AC), with systematic feedback shared at SB level by committees chairs following the said committee meetings.

AC'S ACTIVITIES REGARDING SUSTAINABILITY IN 2023:

Sustainability is regularly addressed during AC meetings.

In 2023, it reviewed its process to ensure the quality and relevance of the data made public. The AC challenged (i) the non-financial information, (ii) the non-financial risks mapping, assessment and review, (iii) the reporting methodology and (iv) the external independent audit of the non-financial information (including the internal control and risk management procedures implemented, the completeness and fairness of the information, and the issuance of an independent third-party's report on consolidated non-financial statement, i.e. "limited assurance review"). The AC was also presented with the results of the double materiality analysis conducted by URW as well as an update on the AC's upcoming new responsibilities under the CSRD.

GNRC'S ACTIVITIES REGARDING SUSTAINABILITY IN 2023:

In 2023, the GNRC specifically discussed and worked on the 2024 MB Remuneration Policy with a focus on new Sustainability KPIs and targets to be defined.

The GNRC discussed the sustainability metrics used in short-term incentive ("STI") and long-term incentive ("LTI") targets in the continuity of the 2023 SB sustainability strategy workshop, and the new sustainability roadmap announced in October 2023. The GNRC addressed the weight of sustainability KPIs, in line with URW's sustainability strategy, and the evolution of the KPIs. The Group's Diversity Policy and the SB composition and succession planning were discussed and challenged in depth by the GNRC.

Focus on Viparis sustainability management: As of December 31, 2023, Viparis' Managing Board is composed of 6 members and chaired by Mr Arnaud Burlin. It validates Viparis' sustainability policy, supervises, and makes decisions to ensure its deployment. Mrs Audrey Montecatine is the HR and CSR Executive Director. The Sustainability team defines the sustainability strategy and works with key transversal and operational functions to implement relevant actions in order to achieve Viparis' objectives. Semestrial working groups related to each Better Events 2030 pillar (Better for the Environment, Better Heritage and Better at Heart) are organised with key transversal functions to ensure effective information sharing and monitoring of action plans. In addition, a semestrial Better Events committee takes place between the working groups and is composed of all the participants of the different semestrial working groups and co-chaired by Mr Arnaud Burlin and Mrs Audrey Montecatine. It steers the effective implementation of the carbon reduction strategy and key actions and resolves situations by arbitrating. Since 2016, there is also a community of sustainability ambassadors, with at least one of them in each venue. Monthly meetings between the sustainability manager and each sustainability ambassador are organised to get feedback from the venues and to follow the implementation of specific actions. Sustainability ambassadors also participate in the organisation of ISO 20121 audits.

3.2.1.B.3 INTEGRATION OF SUSTAINABILITY-RELATED PERFORMANCE IN INCENTIVE SCHEMES (ESRS 2 GOV-3)

Remuneration based on performance has been the cornerstone of the Group's Remuneration Policy for many years. This ensures that the interests of the members of the MB are aligned with the long-term value creation objectives of the Group and its shareholders. The STI and LTI of MB members includes an ESG component since 2017, in line with the Group's Better Places roadmap.

In summer 2023, under the guidance of the GNRC and in full alignment with the 2023 Remuneration Policy, it was agreed to review the ESG components of STI and LTI in 2024 so that the weighting of ESG metrics in MB STI and LTI reflect both market practice and the Company's leadership on and commitment to sustainability, and to review the Group's metrics used in light of the evolution of Better Places to support the environmental transition of cities and retail, as announced on October 10, 2023.

It was therefore agreed to:

- Introduce a 10-metric sustainability scorecard, increasing the weight of ESG-related performance indicators from 20% in 2023 to 25% in 2024. On October 10, 2023, URW presented Better Places, an enhanced set of sustainability commitments, to stakeholders. It sets out an exhaustive list of sustainability goals, measuring its success towards the 3 pillars of URW's plan – Environmental Transition, Sustainable Experiences and Thriving Communities. In particular, the Group's net zero commitments have been reviewed and approved by the SBTi. Out of 29 metrics announced in October, the Group selected 9 that could be used for the purpose of a long-term incentive, plus one indicator for the percentage of women in senior management (pipeline); 10 metrics in total (see section 2.3.1. Remuneration policy).

The vast majority of employees (99% in 2023[1]). also integrate sustainability-related objectives into their individual objectives, which are considered in the People Performance Management programme and individual incentives (section 3.2.3.A.3 Policies related to own workforce).

3.2.1.B.4 STATEMENT ON DUE DILIGENCE (ESRS 2 GOV-4)

URW is not subject to French Law 2017-399 of March 27, 2017, on the duty of care of parent companies and ordering companies, and therefore does not publish a due diligence plan. The Company is preparing for compliance with the forthcoming European Corporate Sustainability Due Diligence Directive ("CS3D") which aims to encourage sustainable and responsible business behaviour and to embed human rights and environmental considerations into corporate activities and governance.

The sustainability 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 KPIs. For example:

- The URW due diligence process for asset acquisitions includes a complete audit of technical, regulatory, environmental, and health and safety ("H&S") risks, including soil contamination;
- The Group Enterprise Risk Management ("ERM") framework includes climate change and sustainability risks. Identified among the main risk factors, they are integrated in the Risk Management Programme overviewed by the Group Risk Committee ("GRC"), which reports regularly to the MB and SB (see section 6.1.2 Group Enterprise Risk Management framework);

(1) Among employees having formalised objectives in the Group Human Resources performance assessment tool.

- Development projects are regularly reviewed in light of the Better Places 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;
- All HR processes ensure the promotion of diversity and inclusion and well-being, and learning and development opportunities for employees are a top priority;
- The training path of all employees, including new joiners, includes relevant sustainability content, and specific functions receive in-depth sustainability-related training tailored to their needs (see section 3.2.3.A.3 Policies related to own workforce);
- Individual objectives of Group employees include sustainability objectives (see section 3.2.3.A.3 Policies related to own workforce);
- The short-term incentive plan (STIP) of the MB and EC as well as the long-term incentive plan (LTIP) of all eligible Group employees specifically integrate sustainability-related performance criteria (see section 3.2.3.A.3 Policies related to own workforce); and
- Standing assets' and development projects' business plans integrate sustainability components to ensure alignment with the Better Places targets.

3.2.1.B.5 RISK MANAGEMENT AND INTERNAL CONTROLS OVER SUSTAINABILITY REPORTING (ESRS 2 GOV-5)

RISK MANAGEMENT

Sustainability risks are integrated in the global Group ERM framework, which provides a specific risk governance and control framework (see section 6.1.2 Group Enterprise Risk Management framework, for more details). Related policies and action plans described in the Sustainability Statement reflect the updates made by the Group to mitigate these risks and the associated performance indicators are disclosed.

One of the main 5 risks categories of the Group covers environmental and social responsibility risks (see 6.2.2.C Category #3: environmental and social responsibility risks).

In 2018, in response to the Directive related to the disclosure of non-financial information, URW identified and assessed its main sustainability risks, using the Group risk assessment methodology, taking into account 3 impact criteria: financial, legal and reputational.

In 2023, in anticipation of the EU CSRD, the Group conducted a double materiality analysis covering all URW's activities, including Viparis (see section 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities). This work was undertaken jointly by the Group's Sustainability team and Group Risk Management department.

The sustainability topics were defined on the basis of the sustainability priorities highlighted by the Group's simple materiality analysis (2022 version), the climate risk assessment, the supply chain risk assessment and a benchmark of sustainability topics covered by real estate companies to identify megatrends and sector impacts. The results of the double materiality analysis were integrated to the Group risk management process as reflected in section 6.2.2.C Category #3 Environmental and social responsibility risks.

Climate change risks for the Group (physical and transitional) form a core part of the sustainability risks analysis and are integrated in the double materiality analysis. A more detailed overview of climate risk management and, in particular, of the resilience of assets to physical climate risks is provided in section 3.2.2.B.12 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities.

Viparis engaged in a dynamic risk management assessment in 2018, designing an initial risk map. Since then, dedicated management has been put in place. In 2022, Viparis carried out a deep review of the ERM framework by updating the risk mapping, the list of risk owners and the associated governance. Each identified risk has an associated action plan which is monitored regularly. Today, 6 categories have been identified, distinguishing between major, significant and low risks. Among them, 4 are directly linked to sustainability. The exercise conducted by Viparis is consistent with the results of the Group's double materiality analysis.

INTERNAL CONTROLS

The Group internal control system (see section 6.1.3 Internal control system) covers all of the Group's activities including sustainability. Additionally, as part of its sustainability roadmap, URW has set up a strong and structured governance (see section 3.1.2.A.2 Roles and responsibilities of the administrative, management and supervisory bodies with regard to sustainability matters).

The reporting protocol defines the methodology for calculating the environmental, social and societal indicators of the Group. This reporting protocol provides consistent guidance and rules for all Group entities in terms of organisation and indicator definitions. It ensures the continuity of the reporting process and the reported information in case of changes in the reporting teams and the auditability by the independent third party.

Annually, the Sustainability Performance Management team keeps the sustainability reporting scope up to date, reflecting the Group's portfolio evolutions.

Sustainability reporting relies on two main tools: the HR Information System and the Sustainability Reporting Tool. The HR Information System is managed by Group HR teams and is used to collect HR related information throughout the Group.

The Sustainability Reporting Tool is the main platform for collecting sustainability data at URW. It is linked to other internal Group tools that provide relevant data. Every year, an Annual Reporting Campaign aims to share useful information on the Sustainability Reporting Tool, important deadlines and how the data will be used. The process, which is communicated before the campaign, describes steps for contributors and validators to report their non-financial data through the URW Sustainability Reporting Tool. User guides are provided to explain the process in detail, including how to use the Sustainability Reporting Tool and their responsibility for gathering and entering the required non-financial data.

Every year, the Sustainability Reporting Tool's settings are revised to reflect the changes in KPIs, contributors and validators. This step is essential as it ensures that the relevant contributors are given ownership and held accountable for the data they provide to the tool, based on their specific asset or department. Validators, meanwhile, play a key role in this process. They oversee the correctness of the data entered by the contributors and ensuring the completeness of the reported data. This systematic approach promotes accuracy, accountability and completeness in URW's data reporting process.

The Sustainability team conducts additional verifications to ensure the consistency of the reported data, with a particular emphasis on significant variations and missing data points. Internal controls are documented for auditability of the validation process, either in the Sustainability Reporting Tool directly, in the form of comments tracing the discussion with the contributor, or with the upload of a supporting document, either in a separate standard or specific document to be held and made available for internal or external audit requests.

The sustainability data consolidation is performed at several consolidation levels, managed by different teams: the regional and platform consolidation levels are most often managed directly by the data validators. The Group-level consolidation is managed by corporate Sustainability and People teams who calculate Group level indicators based on the platform results sent by the data validators.

URW's internal controls are regularly reviewed and updated to reflect changes in the Group sustainability roadmap, in sustainability regulations and standards. Existing controls aim to ensure that URW's sustainability reporting remains in line with current legal requirements and best practices, demonstrating URW's commitment to transparency, accountability and sustainable development.

3.2.1.C STRATEGY

3.2.1.C.1 STRATEGY, BUSINESS MODEL AND VALUE CHAIN (ESRS 2 SBM-1)

For detailed information, please refer to:

- URW's business model presented in section 1.3 Strategy and business model;
- URW's Better Places roadmap detailed in section 3.1 Better Places roadmap;
- Sustainability risks detailed in section 6.2.2.C.1 Sustainability risks;
- URW's dialogue with stakeholder presented in section 3.2.1.C.2 Interests and views of stakeholders;
- The double materiality analysis and resulting matrix presented in section 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities;
- URW's headcount detailed in section 3.2.3.A.8 Characteristics of the undertaking's employees; and
- The breakdown of URW's total revenues presented in section 5.1 Consolidated financial statements.

URW operates in a complex value chain that spans across retail (Shopping Centres), mixed-use assets (Offices), and Convention & Exhibition centres (Viparis).

URW's upstream value chain gathers all supply chain players supporting activities of development, and management of standing assets. These players include, by order of importance, services, construction and maintenance, utilities and marketing partners. These suppliers are crucial for URW to develop and maintain the quality and the long-term success of its portfolio.

URW's downstream value chain activities are focused on the use of its assets. The key actors are tenants as well as visitors and customers. URW's tenants, which include a diverse range of hundreds of retailers and brands from very different sectors, lease space in URW's shopping centres and offices. Visitors and customers are the end-users of these spaces, and their engagement is critical for the retention of tenants and the success of URW's assets.

URW is positioned as a developer, owner and operator in its value chain. This position allows URW to control various aspects of its portfolio, from the acquisition and development of new assets to the operation, expansion and management of standing assets.

URW maintains close relationships with its stakeholders, which includes the value chain players mentioned above as well as URW's workforce, financial partners, associations, local communities and public authorities. The workforce and employee representatives are integral to URW's operations and contribute to the Company's success. Local communities are also key stakeholders as they are integrated in the direct environment of URW's assets. Public authorities, such as elected officials and administration, professional federations and regulatory bodies, play a crucial role in the regulatory environment in which URW operates. Financial partners, such as investors and banks, provide the necessary capital for URW to acquire, develop and manage its assets.

In essence, URW's value chain is a complex ecosystem of various business actors and stakeholders, each playing a crucial role in the Company's operations. By effectively managing its value chain, URW is able to deliver sustainable, high-quality real estate assets that meet the needs of its stakeholders and contribute to the vitality and sustainability of local communities.

3.2.1.C.2 INTERESTS AND VIEWS OF STAKEHOLDERS (ESRS 2 SBM-2)

URW regularly engages with stakeholders from the entire value chain to incorporate their interests and their views into the sustainability roadmap. The dialogue with the stakeholders takes various formats such as interviews, satisfactions surveys, meetings and roadshows. The stakeholders' points of view are integrated in the double materiality assessment (and particularly the impact materiality) presented to the AC. The Group's stakeholders dialogue is described in the table below.

	Workforce	Visitors	Tenants	Suppliers	Financial Partners	Local Communities	Public authorities
Who they are	• Employees, employee representatives	• Visitors and customers	• Tenants	• Suppliers, project managers, technical engineers, construction work companies	• Investors, banks	• Local residents, workers, associations	• Elected officials and administration, professional federations, regulatory bodies
Types of dialogue	• Yearly well-being at work survey • CSE and EEC meetings (employees' committees) • Internal communication	• Customer satisfaction and product satisfaction surveys • Customer sustainability survey	• Yearly tenant satisfaction surveys • Regular meetings • URWConnect (application used to engage and get feedback of tenants and their satisfaction)	• Discussion around tenders and contracts • Satisfaction surveys • Technical meetings • Preparation of certifications (e.g. BREEAM In-Use)	• Meetings with investors (Investor Days, roadshows, one-to-one meetings, annual general meetings) • Participation of URW in conferences, including ESG conferences organised by brokers • Publication of official documents (URD, financial results, press releases)	• Local communities' consultation for large development projects and for resilience plans implemented at asset level • Meetings such as Safety Advisory Group meetings, annual transport plans and accessibility meetings • Partnerships, interviews, and meetings	• Consultation during legislative and regulatory process • One-to-one meetings • Visits of shopping centres • Local consultation process • Impact partnerships
Their main expectations	• Placing well-being and health at the core of the strategy • Improving performance on HR/social issues	• Development of sustainability initiatives in assets (sustainable offer and retail mix, sustainable mobility options, participation in renaturation of assets or urban cities) • Large diversified offer with multiple retail categories in one place, with a large price range. Consumers look for products but also services and experiences	• Improve operational efficiency through energy efficiency, mastering the level of service charges and providing information on the asset's performance • Improve the quality of services offered including general information on how the shopping asset is run	• High-quality project management through construction work projects roll-out, maintenance and equipment follow-up, and reporting • Good financial relationships through invoices and orders and partnerships	• Financial performance and stability (including net debt reduction and share price growth) • European and US disposal programme completion	• Community consultation: platform to raise concerns about mobility issues, meet planning requirements and show evidence of full community consultation, and discuss any safety issues • Create a positive impact for the local communities by promoting sustainable transports to reach assets, develop community programmes with local charities/NGOs to address the issues, and drive social impact • Reducing URW's carbon footprint and impact on biodiversity • Through URW's welcoming and inclusive centres, offering a catalyst place for them to reach a maximum number of people	• Policy engagement and compliance: Raise and discuss key issues (taxation, inflation, retail matters, decarbonation), contribute in the legislative and regulatory process and comply with transparency lobbying reporting • Contributing to the economic, environmental, social and societal impact

	Workforce	Visitors	Tenants	Suppliers	Financial Partners	Local Communities	Public authorities
Examples of how URW is responding	• Employee well-being fully integrated in the Better Places roadmap and Group HR strategy • Workshops offering managers the tools to help guide well-being check-in conversations with their teams	• Sustainable alternatives to shopping with brands • Communication on sustainable actions and promoting sustainable practices (sustainable mobility options, water stations, recycling) • Sustainable initiatives in assets such as the Westfield Good Festival	• Meetings with retailers on general aspects such as performance, charges (accountability) and sustainability topics	• Sustainability alignment: sustainability policies, environmental and social targets shared with all main service providers, Responsible Purchasing Charter and associated clause in contracts • Process standardisation: provision of clear processes and documents from URW to follow the processes as well as calls for tender and results of tender	• Strong sales and footfall, outperforming levels • Decreasing net financial debt thanks to disposals achieved and strong operating results: c. 90% of €4.0 Bn European disposals programme completed and ongoing streamlining of US portfolio	• Dedicated community resilience action plan for each centre enabling opportunities into employment; promoting social inclusion or having a positive impact on the local environment for the community • Development consultations with local community through questionnaires on the website and consultations • Annual survey shared with visitors of each centre to share their mode of transport to the centre, and promote sustainable modes of transport, bike storage facilities, etc. • 600 charities and NGOs supported during the year • Partnership with WWF to work on the preservation and the restoration of natural ecosystems in France • Raise visitors awareness of sustainability topics (e.g. WWF partnership on Westfield Good Festival) • Dedicated target in the roadmap on biodiversity net gain	• Membership in representative associations (EPRA, AFEP and ZIA[(1)]) and Think Thank (Palladio Foundation) • Publication of lobbying reporting (notably in France with HATVP[(2)]) • Social and environmental impact projects: measure URW's impact and carry out institutional partnerships on health, inclusion, culture and democracy topics • Team training on public affairs topics, regulations and compliance rules

3.2.1.C.3 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL (ESRS 2 SBM-3)

As detailed in section 3.2.1.D Impact, risk and opportunity management, URW is committed to transparency and accountability in disclosing its material impacts, risks and opportunities. The double materiality analysis conducted in 2023 complemented the previous risk assessments and materiality analyses to identify and assess these factors, considering both internal operations and external environment.

URW's strategy and business model (see section 1.3 Strategy and business model) are designed to be responsive and adaptable to the topics identified as material for URW. The Group continuously monitors and evaluates performance in relation to these impacts and risks and seizes opportunities that align with its strategic objectives (see section 6.2.2.C.1 Sustainability risks).

The Better Places roadmap ensures that URW's strategy and business model are resilient and sustainable, capable of delivering value to its stakeholders while mitigating potential risks. The comprehensiveness and proactive nature of URW's approach enhances its competitiveness and contributes to long-term value creation.

(1) German Property Federation.
(2) https://www.hatvp.fr/fiche-organisation/?organisation=414878389##.

3.2.1.D IMPACT, RISK AND OPPORTUNITY MANAGEMENT

3.2.1.D.1 DESCRIPTION OF THE PROCESS TO IDENTIFY AND ASSESS MATERIAL IMPACTS, RISKS AND OPPORTUNITIES (ESRS 2 IRO-1)

In 2023, URW carried out its double materiality assessment for the Group, across all business segments and activities. An external advisory firm supported the Group in this process to ensure the robustness and neutrality of the methodology. The results of the double materiality analysis were directly integrated in the Group's risk management approach, as presented in section 6.2.2.C Category #3 environmental and social responsibility risks.

METHODOLOGY

The purpose of this double materiality assessment was to assess the materiality of sustainability and ESG topics from 2 complementary perspectives:

- An "impact" perspective, i.e., the negative or positive impacts of the Company and its activities on the environment, the people it works with and the communities it operates in. It considered the scale (level of critically of the issue), the scope (value chain and affected stakeholders), the remediability (ability to mitigate the impact), as well as the likelihood of the impact.
- A "financial" perspective, i.e., the risks or opportunities that environmental and social issues represent for the Company's activity and value. It considered the Company's dependence towards its business relations and stakeholders (i.e., financial partners, tenants or suppliers), as well as the continuity of use or access to resources that are essential for the Company to operate and grow (e.g., raw materials, retention of key talents or development of stricter regulations). The materiality of risks and opportunities has been assessed based on the likelihood of occurrence and the potential magnitude of the financial effects. The financial thresholds considered for the analysis were aligned with the financial impact scales used for the Group risk mapping.

The materiality analysis was conducted in 4 phases:

1. URW identified a list of sustainability topics by conducting a contextual analysis, a sectoral analysis and a selection of applicable international standards that are relevant to the commercial real estate sector and its closest related sectors, such as retail, offices and construction. Key topics of sectors that represent the value chain of URW were integrated in the analysis, including but not limited to, construction materials, engineering, building products and retail.
2. URW then pursued a study of international and sectoral ESG frameworks(1) to understand how sustainability topics impact the Company's business in terms of risks and opportunities. These sector-specific ESG standards provided detailed information on the financial impact of environmental and social issues on the business model. Complementary frameworks provided URW with a structured approach for assessing the likelihood, magnitude and nature of the effects of identified risks and opportunities, through the lens of the continuity of use or access to resources by URW as well as the Group's dependence towards business relations. This phase involved evaluating the potential financial implications of each risk and opportunity for URW, considering their probability of occurrence, and understanding their potential impact on the Company's operations, reputation, as well as its short, medium and long-term prospects. The financial implications were determined in the context of the Group's risk rating thresholds. This comprehensive assessment allowed URW to have a preliminary view of which topics were deemed more material for the Company.

   URW also conducted an analysis of international and sectoral impact frameworks(2), to gauge how the Company's activities directly and indirectly impact the sustainability topics identified. These impact frameworks provided URW with an understanding of how companies of the real estate sector and related sectors potentially impact nature or society. During this phase, URW considered a sustainability issue to be significant from an impact perspective if it related to the Company's tangible or potential influences (influences meaning the impacts associated with URW's own operations and its value chain, both upstream and downstream), whether positive or negative, on individuals or the environment in the short, medium or long term. This includes impacts through the services it provides as a real estate company as well as through its business relationships, throughout URW's value chain.

   The results were complemented by the pre-existing simple materiality analysis and sustainability risk analysis.
3. URW initiated a consultation process involving approximately 20 internal and external stakeholders. The selection of external stakeholders(3) was carried out to ensure a representation of key value chain players for URW. The external stakeholders were: consumer rights organisations, sustainability in real estate experts, representatives from retailers' associations, as well as significant partners, such as construction companies, with whom URW has collaborated on major projects.

(1) SASB, MSCI, DJSI.
(2) ENCORE, the UNEP-FI Sector Impact Map Tool and data from the Shift project.
(3) Stakeholders correspond to a diverse range of organisations and individuals who have a direct or indirect impact on, or are affected by, URW's operations. See 3.2.3.A.1. Interests and views of stakeholders, for more information.

In addition to these external consultations, dialogues were held with internal stakeholders representing various teams and geographies across the Group. These internal stakeholders included members from the Compliance, Operating Management, Development, Sustainability, People and the PMPS departments, along with a member of the MB. Internal consultations actively considered the different activities of the Group and its different subsidiaries, from the core business of retail (Shopping Centres) to mixed-use and offices (Offices), as well as Convention & Exhibition centres. Internal discussions served to supplement and critically evaluate the preliminary drafts of the materiality analysis, thereby ensuring a robust and comprehensive review process.

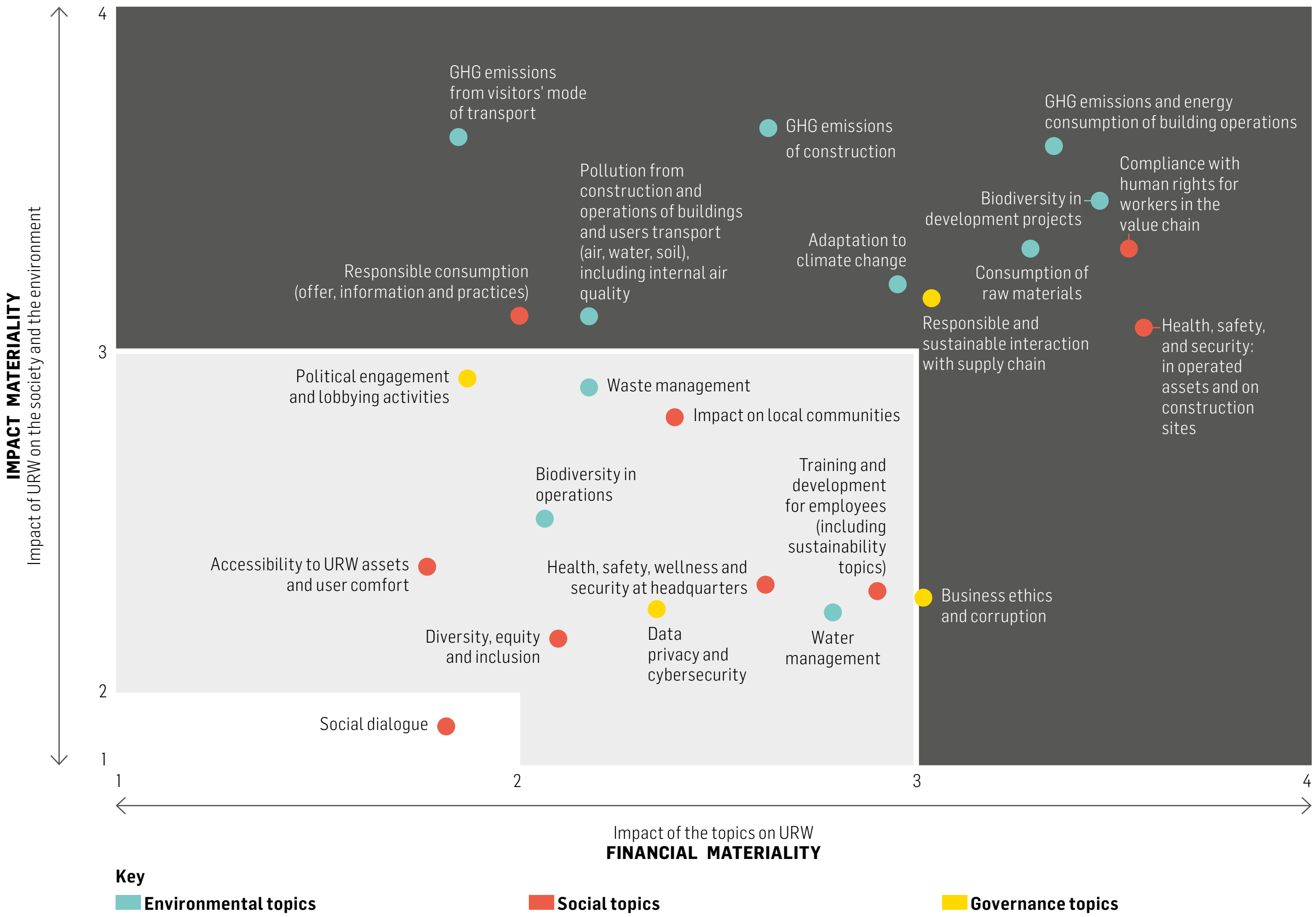
The purpose of these interviews was to proactively introduce the subjects identified for the materiality analysis, and to discern which areas URW should prioritise. This prioritisation took into account both the impact and financial perspectives previously mentioned. The goal was to ensure that URW's focus aligns with the most significant topics from a sustainability and economic standpoint.

4. Following the consolidation of the final results, URW shared a detailed presentation and explanation of the double materiality analysis' methodology with the AC. This included a clear explanation of the differences between the former simple materiality analysis and the new double materiality analysis.

RESULTS

In total, 23 topics were identified among which 12 were identified as material for URW with regard to their level of importance, from a financial and impact perspective. The most material topics are the ones having a high score in both the impact and the financial perspectives (greater than 3 one of the axes in the matrix; located in the dark grey zone).

DOUBLE MATERIALITY MATRIX



3.2.1.D.2 DISCLOSURE REQUIREMENTS IN ESRS COVERED BY THE UNDERTAKING'S SUSTAINABILITY STATEMENT (ESRS 2 IRO-2)

Cross-reference table between the ESRS and the double materiality assessment.

Pillar	ESRS	Topic
Environment	ESRS E1: Climate change	GHG emissions of construction
	ESRS E1: Climate change	GHG emissions and energy consumption of building operations
	ESRS E1: Climate change	GHG emissions from visitors' mode of transport
	ESRS E1: Climate change	Adaptation to climate change
	ESRS E2: Pollution	Pollution from construction and operations of buildings and users transport (air, water, soil), including internal air quality
	ESRS E3: Water and marine ressources	Water management
	ESRS E4: Biodiversity and ecosystems	Biodiversity in development projects
	ESRS E4: Biodiversity and ecosystems	Biodiversity in operations
	ESRS E5: Resource use and circular economy	Consumption of raw materials
	ESRS E5: Resource use and circular economy	Waste management
Social	ESRS S1: Own workforce	Health, safety, wellness and security at headquarters
	ESRS S1: Own workforce	Diversity, equity and inclusion
	ESRS S1: Own workforce	Training and development for employees (including sustainability topics)
	ESRS S1: Own workforce	Social dialogue
	ESRS S2: Workers in the value chain	Compliance with human rights for workers in the value chain
	ESRS S3: Affected communities	Impact on local communities
	ESRS S4: Consumers and end-users	Accessibility to URW assets and user comfort
	ESRS S4: Consumers and end-users	Responsible consumption (offer, information and practices)
	ESRS S4: Consumers and end-users	Health, safety, and security: in operated assets and on construction sites
Governance	ESRS G1: Business conduct	Data privacy and cybersecurity
	ESRS G1: Business conduct	Political engagement and lobbying activities
	ESRS G1: Business conduct	Responsible and sustainable interaction with supply chain
	ESRS G1: Business conduct	Business ethics and corruption

This section is a first attempt to align with CSRD requirements and aims primarily at providing a synthetic and limited insight into each of the topics listed in the double materiality assessment.

DOUBLE MATERIALITY ANALYSIS: ENVIRONMENTAL TOPICS

Environmental topics stand out as the most material for URW, as 7 separate topics out of 10 have been singled out as material. They are all linked to URW's direct activity, all along its value chain.

Therefore, the matrix directly points out URW's impact on the environment, and mostly on climate topics. The topics identified as representing high risks or opportunities for URW are biodiversity in development projects, consumption of raw materials, adaptation to climate change, as well as GHG emissions and energy consumption of building operations.

MOST MATERIAL ENVIRONMENTAL TOPICS

GHG EMISSIONS AND ADAPTATION TO CLIMATE CHANGE (ESRS E1)

For URW, every category of emissions, as well as the process of adapting to climate change, are considered material. Given the direct correlation to URW's core business operations, the double materiality analysis highlighted both significant financial considerations and material impacts. The potential ramifications are considerable as the capacity to maintain an ambitious trajectory to reduce emissions while managing the physical risks associated with climate change is a primary risk for the Group. Operating in multiple countries with large-scale assets necessitates URW's adaptation to the repercussions of climate change.

Considering both the geographical position of the Group's assets, sectoral frameworks and international benchmarks, from a financial standpoint, the sector is vulnerable to the physical risks associated with climate change, such as extreme weather events and long-term shifts in climate patterns. These can lead to property damage, increased insurance costs and potential devaluation of assets. Additionally, there are transition risks associated with the shift towards a low-carbon economy, such as investment costs, policy and legal changes, technological advancements and changing market preferences, which can impact the profitability and viability of real estate investments. The Group conducted a detailed adaptation analysis to identify the main sites at risk, as detailed in section 3.2.2.B.12 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities.

From an impact (environmental and social) perspective, the real estate sector plays a crucial role in the global effort to reduce GHG emissions and adapt to climate change. Both the construction and the operation of buildings account for a significant portion of global GHG emissions, primarily through embodied carbon or energy use.

POLLUTION (ESRS E2)

The pollution potentially resulting from URW's operations, including air pollution from fine particles released during the construction and operation of buildings, as well as water and soil contamination across the value chain due to waste deposits and the occasional use of hazardous materials appear as material. This pollution, which affects both URW's development projects and standing assets, can also lead to detrimental effects on human health and biodiversity. The financial implications are also substantial, as unchecked pollution could impact the Group's reputation and affect potential business opportunities.

Pollution-related costs can directly affect URW's bottom line. These costs can stem from regulatory fines for non-compliance with environmental standards, expenditures for pollution control measures, and potential costs associated with pollution incidents.

The potential impact is high. From an environmental standpoint, the pollution that URW can potentially generate in large construction projects has a significant impact, including possible air pollution, water pollution and soil pollution. The social implications of the pollution that could be caused by URW's operations are equally significant, including health issues related to air pollution, water pollution and noise pollution (mainly due to traffic).

BIODIVERSITY IN DEVELOPMENT PROJECTS (ESRS E4)

Biodiversity holds a central role for URW, given its significant impact on development projects across both the financial and impact dimensions. This is largely due to the upstream value chain, which includes extraction and artificialisation, as well as the stringent regulations and potential reputational risks. Biodiversity is intrinsically connected to other material topics such as GHG emissions and pollution, as well as responsible and sustainable interactions with the supply chain. Biodiversity considerations hold significant materiality in the development projects of URW due to their potential for substantial positive or negative impacts, surpassing those of standing assets. These considerations are integral to all stages of development projects, from initial design to final delivery and opening. Throughout these phases, biodiversity must be addressed in a variety of ways such as impact studies, plans to secure a biodiversity net gain or the sourcing of potential biodiversity offsets.

From an impact perspective, incorporating biodiversity into development projects contributes to the preservation and enhancement of local ecosystems. This can lead to improved air and water quality, natural climate regulation and the protection of wildlife habitats. Developing green spaces can enhance the well-being of local communities, providing recreational areas and improving the aesthetic value of the neighbourhood. Alternatively, if development projects are not meticulously planned and implemented, they can significantly affect local biodiversity.

From a financial standpoint, biodiversity can also have substantial implications for URW. On one hand, there may be costs associated with integrating biodiversity into development projects, such as the investment in green infrastructure or the potential reduction in developable space. On the other hand, properties that incorporate biodiversity can command higher rents and attract more customers, due to the increasing demand for sustainable and green spaces. Furthermore, a better integration of biodiversity considerations can help mitigate regulatory and reputational risks, as environmental regulations become increasingly stringent.

CONSUMPTION OF RAW MATERIALS (ESRS E5)

The consumption of raw materials is material for URW. Although the Group mostly operates standing assets, it still leads large development projects. Such projects require significant amounts of raw materials for construction. The way URW manages its raw material consumption can affect its environmental performance, regulatory compliance, reputation and revenues.

The type and quantity of materials used can both have important cost implications for URW and a substantial impact on the environment, both in terms of resource depletion and the carbon footprint associated with material production and transport. URW's reputation can be significantly influenced by its raw material consumption and supply practices.

Likewise, standing assets regularly consume raw materials. Regular maintenance, major renovations, and upgrades all require multiple types of resources. The choice of materials can affect the building's energy efficiency, longevity and overall environmental impact. Additionally, the cost of raw materials is a significant part of URW's operational expenses. Any increase in the prices of these materials can directly impact URW's profitability. Although, adopting circular economy practices could potentially reduce material consumption while still maintaining growth and welfare creation, thereby reducing costs.

Increasingly stringent environmental regulations and a growing public interest in sustainability mean that companies are under pressure to reduce their consumption of raw materials and to choose more sustainable options.

The potential material impacts of the real estate sector are significant. From an environmental standpoint, the extraction and processing of raw materials can lead to habitat destruction, loss of biodiversity, soil erosion and pollution of water resources. From a social perspective, the extraction of raw materials can have significant impacts on local communities. It can lead to displacement of people, loss of livelihoods, and social conflict. Furthermore, poor working conditions in the extraction and processing industries can lead to H&S issues for workers.

ENVIRONMENTAL TOPICS WITH LIMITED MATERIALITY

WATER MANAGEMENT (ESRS E3)

Water management is a component of URW's Better Places roadmap and targets, including efforts to reduce its water withdrawals while developing more ambitious water reuse solutions. However, it has been identified as less material for URW from both financial and impact materiality perspectives. The assets of the Group's portfolio are not considered as being significant water consumers because consumption is mostly driven by the number of visitors. This means that while water management is a part of URW's sustainability strategy, it is not considered as significant or influential as other factors in terms of its financial implications or the magnitude of its impact. This is due to various reasons such as the nature of URW's operations, the geographical locations of its assets, or the specific environmental challenges it faces.

WASTE MANAGEMENT (ESRS E5)

Waste management is an important aspect of URW's Better Places roadmap and targets, demonstrating its commitment to reducing the volume of waste generated and improving the way it is sorted and recycled. However, it has been identified as less material for URW from both financial and impact materiality perspectives. This is attributed to various factors such as the type of URW's operations and its sector, the geographical locations of its properties, or the specific environmental challenges it encounters.

BIODIVERSITY IN OPERATIONS (ESRS E4)

While biodiversity considerations are more material in the context of development projects for URW, they also play a role in the management of standing assets, albeit to a much lesser extent. In the operations of standing assets, biodiversity is often less material because these assets are already built and their impact on biodiversity is largely determined. Buildings and their landscaping are part of the living environment for urban species and therefore have a potential impact on biodiversity. With upcoming regulatory requirements and a growing demand from citizens for a better living environment, biodiversity is still considered in the management of standing assets. This includes efforts to minimise the impact of these assets on local ecosystems, and the indirect impact of the assets through on-site activities as well as to promote biodiversity where possible via renaturation projects aiming to restore natural elements and promote local flora and fauna within the urban environment.

DOUBLE MATERIALITY ANALYSIS: SOCIAL TOPICS

MOST MATERIAL SOCIAL TOPICS

Out of the 9 social topics discussed covering the social-focused ESRS, 3 were recognised as material for URW. The matrix shows that health and safety in operated assets and construction sites, along with responsible consumption, information and practices, and compliance with human rights for workers in the value chain are deemed material from both financial and impact perspectives.

HEALTH, SAFETY AND SECURITY IN OPERATED ASSETS AND ON CONSTRUCTION SITES (ESRS S1, S2, S3, S4)

H&S and security in operated assets and on construction sites is a topic of significant materiality for URW, both from an impact perspective and a financial standpoint, given its wide-ranging implications across various stakeholder groups and the potential risks involved. From a materiality perspective, the topic is crucial due to its direct impact on URW's workforce, the communities affected by its operations, and its broader value chain, including the workers. The H&S conditions on construction sites and in operated assets can directly affect the well-being of employees and contractors, potentially leading to serious injuries or health issues if not properly managed.

This could result in financial implications for URW, such as increased insurance premiums, compensation claims, fines for regulatory non-compliance, as well as reputational risk that harm its ability to conduct business relationships. The topic is also material from a talent retention perspective. Failures in this area could lead to higher turnover rates and increased recruitment costs, with a direct impact on the ability of URW to operate assets efficiently and to effectively deliver development projects. Conversely, a strong commitment to H&S and security can contribute to a positive work environment, helping to attract and retain talent.

This extends to the communities surrounding URW's operations. Construction activities can pose risks to local residents, while the safety and security of public spaces within operated assets can impact the H&S of visitors and community members. Mismanagement in this area could harm URW's reputation and ability to adequately position its assets as safe and secure lifestyle destinations. Furthermore, H&S and security considerations are also material in URW's value chain. Suppliers and partners are expected to uphold the same high standards, and any failures in this area could disrupt operations, directly damage URW's reputation or lead to legal proceedings in terms of severe mismanagement.

RESPONSIBLE CONSUMPTION (ESRS S4)

As a leading operator of shopping centres, URW's activity is fundamentally linked to the concept of responsible consumption. Although it might be more material today according to the impact perspective than from a financial standpoint, the topic is a cornerstone of URW's operations. The implications of this topic are far-reaching, extending beyond the physical boundaries of the shopping centres and influencing societal consumption habits at large.

The financial implications for URW are twofold, directly and indirectly influencing the Company's competitive standing. Directly, URW's commitment can shape its competitive edge by offering a diverse range of sustainable and health-conscious alternatives to consumers. The rapidly evolving consumer expectations require URW's proactive contribution towards transforming retail practices to be more responsible. Failure to adapt to these changes could directly impact URW's customer traffic and brand image, leading to a decrease in sales and limiting its appeal to brands that prioritize responsible practices. Indirectly, URW's commitment to responsible consumption can enhance its reputation as a socially responsible company. This could attract a broader customer base that values sustainability, potentially leading to increased footfall and higher revenues. Furthermore, it could also attract partnerships with brands that align with URW's responsible practices, thereby expanding its tenant portfolio.

COMPLIANCE WITH HUMAN RIGHTS FOR WORKERS IN THE VALUE CHAIN (ESRS S2)

This topic covers 2 dimensions of paramount importance directly related to the welfare of workers within the value chain: human rights and, by extension, H&S. These issues carry a multitude of risks, including legal (as per the future CS3D), financial and reputational risks. The financial implications and impact perspective of human rights and H&S issues within URW's value chain could be far-reaching.

They extend beyond the immediate legal and financial risks to include long-term impacts on the Company's reputation, relationships and resource access. The impact is considered high given Group construction activities, based on sectoral exposure to modern slavery and H&S.

Legal risks arise from potential violations of human rights laws and regulations. Financial risks are associated with potential fines, penalties and the cost of remediation in case of non-compliance. Reputational risks could stem from instances of forced labour, child labour or any illegal activities associated with human rights violations. Such incidents can damage URW's brand image, leading to loss of customer trust and potentially impacting its market position and financial performance.

SOCIAL TOPICS WITH LIMITED MATERIALITY

HEALTH AND SAFETY, WELLNESS AND SECURITY AT HEADQUARTERS (ESRS S1)

Given the nature of URW's operations, which involve a limited workforce in office settings, the Company is not significantly exposed to health and safety risks in its offices. While health and safety, wellness and security are important aspects of any workplace and proactive management of these issues, their materiality in URW's operations, particularly from a financial standpoint, is relatively low. The potential risks associated with these areas are unlikely to have substantial implications for URW's reputation among stakeholders or its legal compliance.

ACCESSIBILITY TO URW ASSETS AND USER COMFORT (ESRS S4)

The accessibility of URW's assets refers to how easily tenants and visitors can reach and navigate URW's properties. This could involve factors such as location, public transportation links, parking facilities and the layout and design of the properties. User comfort relates to the amenities and services provided at URW's properties, such as seating areas, restrooms, heating and cooling systems, and cleanliness. While these factors are important for attracting and retaining tenants and visitors, they are considered of limited materiality because they are standard expectations in URW's daily activities, and are already integrated in URW's historical business model for both operations and development activities.

DIVERSITY, EQUITY AND INCLUSION (ESRS S1)

Although diversity, equity and inclusion ("DEI") is an integral part of Be You at URW approach, signifying its commitment to creating a diverse, equitable and inclusive environment, it has been identified as less material for URW from both financial and impact materiality perspectives. This suggests that while DEI is embedded in URW's strategy, it is not considered as influential or significant as other factors in terms of its financial implications or the extent of its impact. This is due to a variety of factors such as the nature of URW's operations, its sector, the limits set by its home country for ethnicity-related policies, or the specific social challenges linked to its workforce. Despite its comparatively more limited materiality, DEI continues to be a crucial part of URW's commitment to fostering a better workplace as the value of DEI lies in its potential to enhance the work environment, promote a culture of respect and acceptance, and ultimately contribute to employee well-being and talent retention.

IMPACT ON LOCAL COMMUNITIES (ESRS S3)

Local communities are an important aspect of URW's Better Places roadmap demonstrating its commitment to positively influencing the communities in which it operates. However, it has been identified as less material for URW from both financial and impact materiality perspectives. This implies that while the impact on local communities is incorporated into URW's sustainability strategy, it is not deemed as influential or significant as other factors in terms of its financial consequences or the scale of its impact. For instance, URW's operations might be such that the direct influence of community impact on its financial performance is less pronounced compared to other aspects. It is important to note that while it may not have a significant material impact on URW, the value of community impact lies in its potential to enhance the local environment, promote a culture of respect and acceptance, and ultimately contribute to the overall success and URW's license to operate.

TRAINING AND DEVELOPMENT FOR EMPLOYEES (ESRS S1)

The emphasis on training and development for URW's employees is significant. The Group recognises the value of robust training programmes and continuous learning, and the role it plays in maintaining a competitive edge, fostering innovation and ensuring employee satisfaction. URW places a high emphasis on talent retention, providing career growth opportunities and promoting employee well-being. These initiatives not only contribute to a positive work environment but also help in attracting and retaining top talent. From a risk perspective, inadequate or ineffective training could potentially lead to performance issues, decreased employee satisfaction and a loss of competitive advantage. Therefore, while the materiality of this aspect might be lower when viewed from the broader perspective of the Group, the potential risks associated still underscore its importance.

SOCIAL DIALOGUE (ESRS S1)

URW is a company with a relatively limited number of employees, so it naturally reduces the complexity and scope of social dialogue within the organisation. However, it also presents a unique set of risks because the loss of key personnel could have a significant impact on operations. URW operates exclusively in countries with strict labour laws. These laws provide robust guarantees for collective bargaining and freedom of association. This regulatory environment ensures that employees' rights are protected and that any issues can be effectively addressed through existing legal frameworks. Considering that, URW maintains local mechanisms to guarantee communication channels between URW and the employees in the countries it operates in. Therefore, while maintaining a regular, transparent and inclusive social dialogue is important for URW, its materiality is limited within the context of URW's operations.

DOUBLE MATERIALITY ANALYSIS: GOVERNANCE TOPICS

Out of the governance topics, 2 out of 4 were identified as material.

MOST MATERIAL GOVERNANCE TOPICS

RESPONSIBLE AND SUSTAINABLE INTERACTION WITH THE SUPPLY CHAIN (ESRS G1)

Similar to the importance of considering workers in the value chain, the governance topic with the highest significance on the matrix pertains to URW's entire value chain, specifically focusing on the interactions with the supply chain. This topic is particularly crucial in terms of responsible purchasing, given the upcoming legislation (CS3D). Consequently, the potential impact on URW's operations is substantial, encompassing reputational, legal and financial risks. URW's extensive network of suppliers, a result of its diverse activities, further amplifies the importance of this topic. URW has the potential to influence its entire value chain positively by mitigating environmental and social risks while also maximising URW's positive impact (demonstrating responsible business practices in driving sustainable change and ensuring a fair treatment of its business partners).

BUSINESS ETHICS AND CORRUPTION (ESRS G1)

Business ethics and corruption is a topic of substantial materiality for URW based on overall real estate sector exposure to bribery, corruption and anti-competitive practices. These risks arise from several factors, including the global operations of many entities, the need to manage multiple local agents and subcontractors, the complexity of project financing and project permitting, the magnitude of the contracts involved in building large infrastructure projects and the competitive process necessary to secure contracts with private and public entities.

It has the potential to affect URW's reputation, financial performance and could lead to legal penalties, financial losses and damage to URW's reputation.

In general, any failure in this area could disrupt the activities and harm the reputation of URW.

For URW's workforce, business ethics are crucial in maintaining a fair and respectful workplace. Ethical misconduct can lead to a problematic work environment, affecting employee morale, productivity and talent retention.

GOVERNANCE TOPICS WITH LIMITED MATERIALITY

POLITICAL ENGAGEMENT AND LOBBYING ACTIVITIES (ESRS G1)

Political engagement and lobbying activities are intrinsically linked to URW's sphere of influence. At present, this topic is seen as an opportunity for URW to be acknowledged for its dedication to responsible business practices and to shape policies that align with its commitments. Proactive management of this issue is crucial for URW to mitigate potential risks and maximise its positive influence. However, it is important to note that the materiality of this topic is limited due to URW's primary operations in European countries, where strict legislation on lobbying activities exists. In the United States, URW has established a strict set of guidelines to limit political contributions in line with principles set forth in the Group's Code of Ethics. In the US, the Group has a written Political Contributions Policy in accordance with the US legal framework while it is strictly prohibited in all other countries where the Group operates.

DATA PRIVACY AND CYBERSECURITY (ESRS G1)

Given that URW is a real estate company, its exposure to data privacy and cybersecurity risks is comparatively low. However, URW remains exposed to stringent regulations such as the GDPR in Europe or the California Consumer Privacy Act in the United States. URW manages data, including employee data, supplier data and potentially customer data from its retail (Shopping Centres) operations. Therefore, it is crucial for URW to have robust privacy and cybersecurity measures in place to protect this data and comply with relevant regulations. Cybersecurity remains essential to ensure the integrity of URW's digital infrastructure and prevent disruptions to its operations. A cybersecurity breach could lead to operational downtime, financial losses and damage to URW's reputation.

Presented below is the list of datapoints in cross-cutting and topical standards that derive from other EU legislation:

Disclosure requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Section of the URD
ESRS 2 GOV-1 Board's gender diversity paragraph 21 (d)	Indicator number 13 of Table #1 of Annex 1		Commission Delegated Regulation (EU) 2020/181627, Annex II		3.2.1.B
ESRS 2 GOV-1 Percentage of board members who are independent paragraph 21 (e)			Delegated Regulation (EU) 2020/1816, Annex II		3.2.1.B
ESRS 2 GOV-4 Statement on due diligence paragraph 30	Indicator number 10 of Table #3 of Annex 1				3.2.1.B
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities paragraph 40 (d) i	Indicator number 4 of Table #1 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/245328 Table 1: Qualitative information on Environmental risk and Table 2: Qualitative information on Social risk	Delegated Regulation (EU) 2020/1816, Annex II		3.2.1.B
ESRS 2 SBM-1 Involvement in activities related to chemical production paragraph 40 (d) ii	Indicator number 9 of Table #2 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II		3.2.1.C
ESRS 2 SBM-1 Involvement in activities related to controversial weapons paragraph 40 (d) iii	Indicator number 14 of Table #1 of Annex 1		Delegated Regulation (EU) 2020/181829, Article 12(1) and Delegated Regulation (EU) 2020/1816, Annex II		3.2.1.C
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco paragraph 40 (d) iv			Delegated Regulation (EU) 2020/1818, Article 12(1) and Delegated Regulation (EU) 2020/1816, Annex II		3.2.1.C
ESRS E1-1 Transition plan to reach climate neutrality by 2050 paragraph 14				Regulation (EU) 2021/1119, Article 2(1)	3.2.2.B
ESRS E1-1 Undertakings excluded from Paris-aligned benchmarks paragraph 16 (g)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book – Climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 12.1 (d) to (g), and Article 12.2		3.2.2.B
ESRS E1-4 GHG emission reduction targets paragraph 34	Indicator number 4 of Table #2 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate change transition risk: alignment metrics	Delegated Regulation (EU) 2020/1818, Article 6		3.2.2.B
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors) paragraph 38	Indicator number 5 of Table #1 of Annex 1 and Indicator number 5 of Table #2 of Annex 1				3.2.2.B

Disclosure requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Section of the URD
ESRS E1-5 Energy consumption and mix paragraph 37	Indicator number 5 of Table #1 of Annex 1				3.2.2.B
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors paragraphs 40 to 43	Indicator number 6 of Table #1 of Annex 1				3.2.2.B
ESRS E1-6 Gross Scopes 1, 2 and 3 and total GHG emissions paragraph 44	Indicator number 1 of Table #1 of Annex 1 and Indicator number 2 of Table #1 of Annex 1	Article 449a; Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book – Climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 5(1), 6 and 8(1)		3.2.2.B
ESRS E1-6 Gross GHG emissions intensity paragraphs 53 to 55	Indicator number 3 of Table #1 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate change transition risk: alignment metrics	Delegated Regulation (EU) 2020/1818, Article 8(1)		3.2.2.B
ESRS E1-7 GHG removals and carbon credits paragraph 56				Regulation (EU) 2021/1119, Article 2(1)	3.2.2.B
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks paragraph 66			Delegated Regulation (EU) 2020/1818, Annex II and Delegated Regulation (EU) 2020/1816, Annex II		3.2.2.B
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66 (a) ESRS E1-9 Location of significant assets at material physical risk paragraph 66 (c)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraphs 46 and 47; Template 5: Banking book – Climate change physical risk: Exposures subject to physical risk			3.2.2.B
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes paragraph 67 (c)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraph 34; Template 2: Banking book –Climate change transition risk: Loans collateralised by immovable property – Energy efficiency of the collateral			3.2.2.B
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities paragraph 69			Delegated Regulation (EU) 2020/1818, Annex II		3.2.2.B
ESRS E2-4 Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil paragraph 28	Indicator number 8 of Table #1 of Annex 1, Indicator number 2 of Table #2 of Annex 1, Indicator number 1 of Table #2 of Annex 1, and Indicator number 3 of Table #2 of Annex 1				3.2.2.C

3.2 Sustainability Statement

Disclosure requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Section of the URD
ESRS E3-1 Water and marine resources paragraph 9	Indicator number 7 of Table #2 of Annex 1				3.2.2.D
ESRS E3-1 Dedicated policy paragraph 13	Indicator number 8 of Table 2 of Annex 1				3.2.2.D
ESRS E3-1 Sustainable oceans and seas paragraph 14	Indicator number 12 of Table #2 of Annex 1				3.2.2.D
ESRS E3-4 Total water recycled and reused paragraph 28 (c)	Indicator number 6.2 of Table #2 of Annex 1				3.2.2.D
ESRS E3-4 Total water consumption in m3 per net revenue on own operations paragraph 29	Indicator number 6.1 of Table #2 of Annex 1				3.2.2.D
ESRS 2 – IRO 1 – E4 paragraph 16 (a) i	Indicator number 7 of Table #1 of Annex 1				3.2.2.E
ESRS 2 – IRO 1 – E4 paragraph 16 (b)	Indicator number 10 of Table #2 of Annex 1				3.2.2.E
ESRS 2 – IRO 1 – E4 paragraph 16 (c)	Indicator number 14 of Table #2 of Annex 1				3.2.2.E
ESRS E4-2 Sustainable land / agriculture practices or policies paragraph 24 (b)	Indicator number 11 of Table #2 of Annex 1				3.2.2.E
ESRS E4-2 Sustainable oceans / seas practices or policies paragraph 24 (c)	Indicator number 12 of Table #2 of Annex 1				3.2.2.E
ESRS E4-2 Policies to address deforestation paragraph 24 (d)	Indicator number 15 Table #2 of Annex 1				3.2.2.E
ESRS E5-5 Non-recycled waste paragraph 37 (d)	Indicator number 13 of Table #2 of Annex 1				3.2.2.F
ESRS E5-5 Hazardous waste and radioactive waste paragraph 39	Indicator number 9 of Table #1 of Annex 1				3.2.2.F
ESRS 2 – SBM3 – S1 Risk of incidents of forced labour paragraph 14 (f)	Indicator number 13 of Table #3 of Annex I				3.2.3.A
ESRS 2 – SBM3 – S1 Risk of incidents of child labour paragraph 14 (g)	Indicator number 12 of Table #3 of Annex I				3.2.3.A
ESRS S1-1 Human rights policy commitments paragraph 20	Indicator number 9 of Table #3 of Annex I and Indicator number 11 of Table #1 of Annex I				3.2.3.A
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labour Organization Conventions 1 to 8 paragraph 21			Delegated Regulation (EU) 2020/1816, Annex II		3.2.3.A

Disclosure requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Section of the URD
ESRS S1-1 processes and measures for preventing trafficking in human beings paragraph 22	Indicator number 11 of Table #3 of Annex I				3.2.3.A
ESRS S1-1 workplace accident prevention policy or management system paragraph 23	Indicator number 1 of Table #3 of Annex I				3.2.3.A
ESRS S1-3 grievance/complaints handling mechanisms paragraph 32 (c)	Indicator number 5 of Table #3 of Annex I				3.2.3.A
ESRS S1-14 Number of fatalities and number and rate of work-related accidents paragraph 88 (b) and (c)	Indicator number 2 of Table #3 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II		3.2.3.A
ESRS S1-14 Number of days lost to injuries, accidents, fatalities or illness paragraph 88 (e)	Indicator number 3 of Table #3 of Annex I				3.2.3.A
ESRS S1-16 Unadjusted gender pay gap paragraph 97 (a)	Indicator number 12 of Table #1 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II		3.2.3.A
ESRS S1-16 Excessive CEO pay ratio paragraph 97 (b)	Indicator number 8 of Table #3 of Annex I				3.2.3.A
ESRS S1-17 Incidents of discrimination paragraph 103 (a)	Indicator number 7 of Table #3 of Annex I				3.2.3.A
ESRS S1-17 Non-respect of UNGPs on Business and Human Rights and OECD paragraph 104 (a)	Indicator number 10 of Table #1 of Annex I and Indicator number 14 of Table #3 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II and Delegated Regulation (EU) 2020/1818 Art 12 (1)		3.2.3.A
ESRS 2 – SBM3 – S2 Significant risk of child labour or forced labour in the value chain paragraph 11 (b)	Indicator number 12 of Table #3 of Annex I and Indicator number 13 of Table #3 of Annex I				3.2.3.B
ESRS S2-1 Human rights policy commitments paragraph 17	Indicator number 9 of Table #3 of Annex 1 and Indicator number 11 of Table #1 of Annex 1				3.2.3.B
ESRS S2-1 Policies related to value chain workers paragraph 18	Indicator number 11 of Table #3 of Annex 1 and Indicator number 4 of Table #3 of Annex 1				3.2.3.A
ESRS S2-1 Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines paragraph 19	Indicator number 10 of Table #1 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II and Delegated Regulation (EU) 2020/1818, Art 12 (1)		3.2.3.A

3.2 Sustainability Statement

Disclosure requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Section of the URD
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labour Organization Conventions 1 to 8 paragraph 19			Delegated Regulation (EU) 2020/1816, Annex II		3.2.3.A
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain paragraph 36	Indicator number 14 of Table #3 of Annex 1				3.2.3.B
ESRS S3-1 Human rights policy commitments paragraph 16	Indicator number 9 of Table #3 of Annex 1 and Indicator number 11 of Table #1 of Annex 1				3.2.3.C
ESRS S3-1 Non-respect of UNGPs on Business and Human Rights, International Labour Organization principles and/or OECD guidelines paragraph 17	Indicator number 10 of Table #1 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)		3.2.3.C
ESRS S3-4 Human rights issues and incidents paragraph 36	Indicator number 14 of Table #3 of Annex 1				3.2.3.C
ESRS S4-1 Policies related to consumers and end-users paragraph 16	Indicator number 9 of Table #3 of Annex 1 and Indicator number 11 of Table #1 of Annex 1				3.2.3.D
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines paragraph 17	Indicator number 10 of Table #1 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)		3.2.3.D
ESRS S4-4 Human rights issues and incidents paragraph 35	Indicator number 14 of Table #3 of Annex 1				3.2.3.D
ESRS G1-1 United Nations Convention against Corruption paragraph 10 (b)	Indicator number 15 of Table #3 of Annex 1				3.2.4.C
ESRS G1-1 Protection of whistle-blowers paragraph 10 (d)	Indicator number 6 of Table #3 of Annex 1				3.2.4.C
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws paragraph 24 (a)	Indicator number 17 of Table #3 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II		3.2.4.F
ESRS G1-4 Standards of anti-corruption and anti-bribery paragraph 24 (b)	Indicator number 16 of Table #3 of Annex 1				3.2.4.F

3.2.2 ENVIRONMENTAL INFORMATION

3.2.2.A ENVIRONMENTAL CERTIFICATIONS OF BUILDINGS

DETAILS ON BUILDING ENVIRONMENTAL CERTIFICATIONS

DURING THE OPERATION PHASE

Environmental building certifications are a critical tool to support overall environmental performance of both development projects and standing assets. It is a way to demonstrate performance through established market standards, covering all environmental aspects of buildings.

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. The BREEAM certification is considered to be a good framework to guide the operational teams in the limitation of resources and circular economy concepts.

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.

The Group continued its certification policy in 2023 and now reaches a total of 45 assets BREEAM In-Use certified on Building Management (Part 2), including 3 assets for which the certificates has been received until February 2024 due to BRE delays in the certification process. Among those 45 certified assets, there are 44 shopping centres and 1 office building, accounting for a total certified area of over 3.8 million sqm. This represents a share of 70% of the Group's standing portfolio in number of assets (retail and office assets), and a coverage of 74% in surface area.

RETAIL

As at December 31, 2023, including 3 assets for which the certificates has been received until February 2024 (due to BRE delays in the certification process), the Group had 44 owned and managed shopping centres certified under BREEAM In-Use, of which 7 were rated "Outstanding" for Building Management (Part 2).

Certified shopping centres account for nearly 3.8 million sqm consolidated GLA and correspond to 71% of the Group owned and managed Shopping Centres portfolio in number of buildings, and to a 75% BREEAM In-Use certification coverage in surface area. In 2023, 85% of the Group's European shopping centres and 21% of the Group's US shopping centres are certified, in number of buildings.

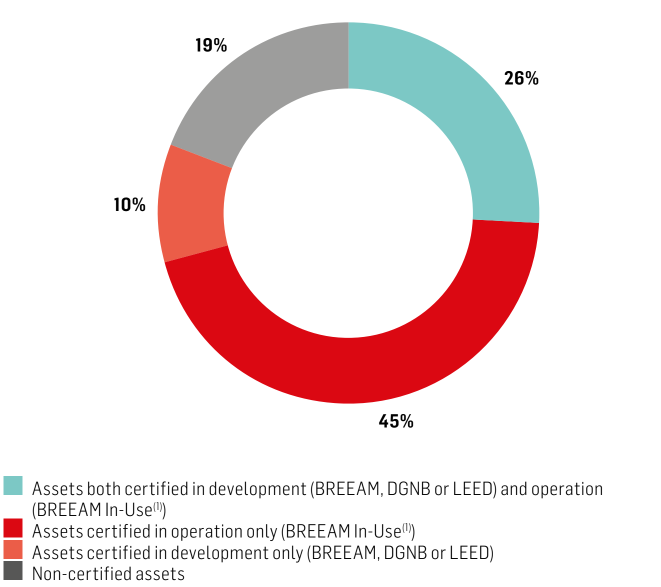
In terms of comparison, 75% of the BREEAM In-Use certificates awarded to the Group's shopping centres achieved the "Excellent" or "Outstanding" level for Building Management (Part 2), compared to an average of just 28%(1) for the European Retail Real Estate market(2), confirming the superior environmental performance of the Group's assets despite the diversity of the portfolio in terms of size, age and location.

(1) In 2022.
(2) Source: BRE Global "BREEAM In-Use" data - Retail assets certified under Part 2, as at December 31, 2022.

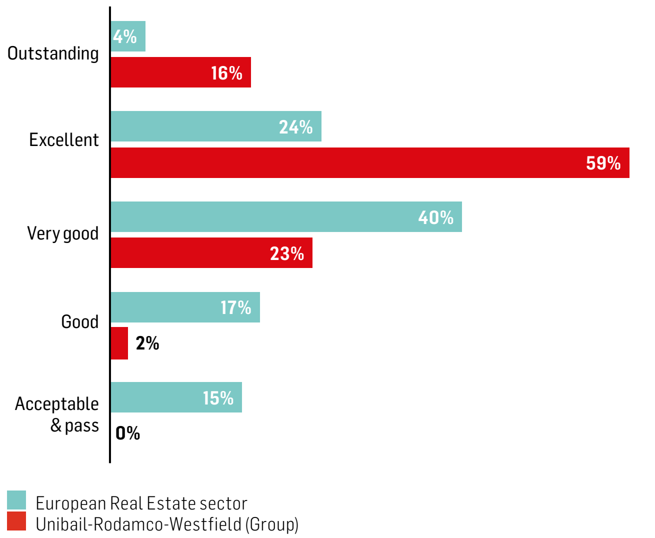
COVERAGE OF BREEAM IN-USE ENVIRONMENTAL CERTIFICATION OF THE GROUP'S STANDING ASSETS IN NUMBER OF ASSETS AND FLOOR AREA – SHOPPING CENTRES (RETAIL)

	Number of assets certified	Surface area certified (sqm GLA)	Certification coverage	
			% (in number)	% (in sqm GLA)
Total certified Retail assets	44	3,790,560	71%	75%
Of which Outstanding (Part 2)	*7*	*648,700*	*11%*	*13%*
Of which Excellent (Part 2)	*26*	*2,193,900*	*42%*	*43%*

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]



(1) Part 2: Building Management.
(2) Source: BRE Global "BREEAM In-Use" data - Retail assets certified under Part 2, as at December 31, 2022.

OFFICES

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

	Number of assets certified	Surface area certified (sqm GLA)	Certification coverage	
2023			% (in number)	% (in sqm)
Total certified Office assets	1	13,300	50%	21%
Of which Excellent or above (Part 2)	*0*	*0.00*	*0%*	*0%*

CONVENTION & EXHIBITION VENUES

Regarding Convention & Exhibition venues, the current ISO 20121 certification covers all the Group's Convention & Exhibition assets in activity (except the new CNIT FOREST, which will be integrated in 2024). Viparis also implements an ambitious building certification programme. In early 2010s, Hall 7 of Paris Nord Villepinte was already certified HQE (High Environmental Quality, the French standard certification scheme for sustainable constructions) – pilot operation. During Paris Expo Porte de Versailles construction project, Pavilion 7 and Pavilion 6 were certified HQE and BREEAM, and the new hotels HQE (Excellent). The new Hall 3 of Paris Le Bourget, certified HQE Excellent, integrated eco-design considerations in its construction, such as less carbon-intensive concrete and bio-based with a wooden frame. A comparative of life-cycle analysis between Pavilion 6 and Hall 3(1) shows a reduction by -49% of carbon emissions(2) per sqm constructed.

ENVIRONMENTAL CERTIFICATIONS OF BUILDINGS DURING THE CONSTRUCTION PHASE

URW, as part of its strategy for development projects set out in the sustainability guidelines, 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 100% of its large development projects (with a certification covering the construction or the refurbishment).

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

NUMBER OF DEVELOPMENT PROJECTS THAT ARE ENGAGED IN AN ENVIRONMENTAL BUILDING CERTIFICATION PROCESS	2023
Number of development projects that are engaged in an environmental building certification process	8
Share of development projects that are engaged in an environmental building certification process	80%

3.2.2.B CLIMATE CHANGE (ESRS E1)

3.2.2.B.1 INTEGRATION OF SUSTAINABILITY-RELATED PERFORMANCE INCENTIVE IN INCENTIVE SCHEMES (ESRS 2 GOV-3)

Progress against climate-related targets set out in the updated Better Places roadmap is factored in the calculation of URW's incentive schemes. For more detailed information, please refer to section 3.2.1.B.3 Integration of sustainability-related performance in incentive schemes.

3.2.2.B.2 TRANSITION PLAN FOR CLIMATE CHANGE MITIGATION (ESRS E1-1)

URW came up with its first climate mitigation approach in 2007, with quantitative targets for the reduction of its carbon emissions and energy consumption. 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(3).

In 2016, the Group took up a new long-term challenge, with its Better Places 2030 programme. In 2016, the Group was the first listed real estate company to address the wide scope of indirect carbon emissions resulting from construction works, transportation of visitors and employees, and energy consumption by tenants.

Unless otherwise stated, the GHG emission figures and targets used in this chapter are expressed using the market-based methodology to highlight the efforts made by the Group in selecting its energy suppliers.

In October 2023, URW communicated its updated Better Places sustainability roadmap including its commitment to contribute to global carbon neutrality with new science-based net zero targets on Scopes 1, 2 and 3. URW became the first retail real estate company in the EU and sixth CAC 40 company to obtain SBTi approval of net zero targets(4).

URW's approach to contribute to global carbon neutrality follows the principles and requirements of both the SBTi criteria for net zero targets (in line with the "Corporate Net-Zero Standard", published in April 2023), and the guidelines set by the Net Zero Initiative. It follows the 3 main objectives:

- REDUCE, by cutting its carbon emissions at the level expected by science;
- AVOID, by helping its value chain reducing their own carbon emissions; and
- REMOVE, by neutralising any residual emissions left after the reduction of its carbon emissions.

Details of URW's main carbon reduction targets, from a 2015 baseline (for more detailed information on the adjustments made to the 2015 baseline, please see section 3.2.1.A.2 Disclosures in relation to specific circumstances):

	Scope	Type	Ambition	Target year	SBTi approved
Net zero – Near term target	1 &2	Absolute	-90%	2030	YES
Net zero – Long term target	1, 2 & 3	Absolute	-90%	2050	YES

URW commits to reach net zero GHG emissions across its value chain by 2050. URW has pledged to reduce its footprint by -90% in absolute terms by 2050 compared to 2015 and to neutralise residual emissions through high-quality and sustainable carbon removal actions. These efforts are compatible with a global 1.5°C pathway, the most ambitious objective of the Paris Agreement. URW's targets and net zero commitment cover the Group's retail (Shopping Centres) and Offices activities globally.

(1) Pavilion 6 of Paris Expo Porte de Versailles and Hall 3 of Paris Le Bourget.
(2) On a like-a-like basis, for carbon emissions related to products and equipment.
(3) In kWh/visit and $kgCO_2$/visit.
(4) At the date of approval by the SBTi on July 6, 2023.

Viparis, URW's Convention & Exhibition joint venture, has a dedicated sustainability roadmap and targets that are aligned with its own materiality assessment. At the end of 2021, Viparis became signatory of the net zero Carbon Events pledge, an international and voluntary initiative from the event sector, gathering industry stakeholders to construct an industry-wide roadmap towards net zero by 2050, and emissions reductions by 2030 in line with the Paris Agreement. Therefore, in 2022 and 2023, Viparis defined a new target of reducing GHG emissions by -45% by 2030[(1)] compared to 2019 as a new baseline year. The Viparis sustainability policy is set out in a dedicated document, available on Viparis' website within the sustainable development section: www.viparis.com.

In order to reach those ambitious commitments, URW has also confirmed its pre-existing carbon reduction sub-targets, still followed by the Group as levers to achieve its main targets:

URW SUB-TARGETS

Name of the target	Scope	Type	Ambition	Target year	SBTi 1.5°C approved
Global target	1, 2 & 3	Absolute	-50%	2030	YES
Operation	Partial Scopes 1, 2 & 3 (Direct emissions from stationary combustion + Indirect emissions from purchased electricity + Indirect emissions from purchased steam/heating/cooling + Energy related activities + Downstream leased assets)	Intensity ($kgCO_2e$/sqm)	-80%	2030	YES
Construction	Partial Scope 3 (Investment)	Intensity ($kgCO_2e$/sqm built)	-35%	2030	NO
Transport	Partial Scope 3 (Customers transportation)	Intensity ($kgCO_2e$/visit)	-40%	2030	YES

For each of those targets and sub-targets, URW:
- Has selected a strong and robust baseline, the year 2015, to reflect the improvements in terms of carbon reduction compared to a common year of all our targets;
- Has a carbon reduction trajectory model, considering both internal and external levers, and relying on hypothesis from external decarbonation scenarios. The models also consider the impact of future internal activity based on hypothesis;
- Has identified and quantified the levers and associated level to reach the expected reduction; and
- Has quantified the costs related to the environmental transition.

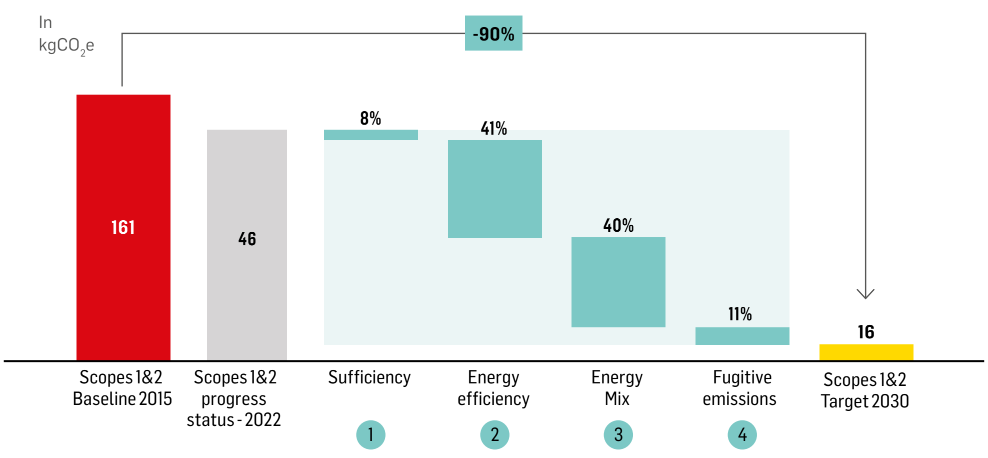
For more detailed information on the adjustments performed on the 2015 baseline, please see section 3.2.1.A.2 Disclosures in relation to specific circumstances.

All those mitigation efforts ensure that URW's business model is compatible with the transition towards a sustainable economy, in line with 1.5°C pathways set in the Paris Agreement and with the objective of achieving global climate neutrality by 2050.

LEVERS AND HYPOTHESIS REGARDING THE REDUCTION OF THE SCOPES 1 AND 2 CARBON EMISSIONS

Scopes 1 and 2 emissions are the emissions within URW's direct control. The figure below details the levers and their associated weight for the 2030 Scopes 1 and 2 objective to reduce by -90% the GHG emissions compared to a 2015 baseline[(2)].

- The plan has been built in 2023 and therefore considers the performance of the year 2022 as a starting point.



(1) All scopes included, except visitor travel, in line with science-based targets methodology. The target was defined by an international climate consultancy, using SBTi methodology (not submitted to the SBTi).
(2) For more detailed information on the adjustments performed on the 2015 baseline, please see section 3.2.1.A.2 Disclosures in relation to specific circumstances.

- Scope 1 emissions are mainly caused by the consumption of natural gas and the leakage of refrigerant fluids at asset level:
  - Regarding emissions from natural gas consumption, URW aims to phase out gas boilers progressively where it is technically feasible and efficient to do so and replace them with heat pumps. Where it is not possible to replace the gas boiler, the Group energy intensity reduction target of -50% in 2030 compared to 2015 in kWh/sqm should largely participate in the reduction of those emissions;
  - Regarding emissions from refrigerant fluid leakage, the combination of the following actions should reduce those emissions by -90% in 2030 compared to 2015:
    - The increase of the air conditioning setpoint;
    - The implementation of leakage sensors;
    - The replacement of the refrigerant fluids while keeping the equipment where it is feasible; and
    - The replacement of systems themselves if needed.
- Scope 2 emissions related to the consumption of electricity as well as district heating and cooling networks:
  - Regarding emissions from electricity consumption, URW will rely on the following strategies:
    - Limit the electricity demand of URW assets through an ambitious energy intensity reduction target of -50% in 2030 compared to 2015 in kWh/sqm;
    - For the residual electricity consumption:
      - Reduce the purchasing demand by increasing the production of renewable electricity on site through photovoltaic ("PV") panels;
      - Where on-site production cannot cover the whole demand, procure electricity from renewable energy sources. Since 2021, 100% of the electricity consumption of URW's common areas and common equipment is from renewable energy sources, either through direct procurement such as power purchasing agreements ("PPAs") or covered by Guarantees of Origins (EU) and Renewable Energy Certificates (US); and
    - Regarding emissions from district heating and cooling networks, several actions are planned and already in motion:
      - URW has set an ambitious energy intensity reduction target of -50% in 2030 compared to 2015 in kWh/sqm which should largely participate in the reduction of those emissions;
      - Tendential decarbonisation of local networks. URW is carefully following current and projected carbon content of those networks and will study the possibility to phase out district networks where feasible in the case where they jeopardise its carbon reduction targets.

LEVERS AND HYPOTHESIS REGARDING THE REDUCTION OF THE SCOPE 3 CARBON EMISSIONS

3 distinct categories represent more than 90% of total Scope 3 emissions:

- **Customer transportation (~70% of Scope 3 in 2015 and 77% of Scope 3 in 2023)**: Emissions will be cut by relying both on external and internal levers. The main external levers are the decarbonisation of thermic vehicles and the improvement of their efficiency. The internal levers URW will rely on to reduce its transport emissions are the following:
  - A reduction of the thermal car modal share – mainly through better connectivity to public transports and the development of soft mobility infrastructures on site (cycle lanes, pedestrian paths, improvement of the visitor experience when coming via sustainable means of transport). With 47% of visitors reaching URW assets using sustainable transport means in 2023, URW builds on the central location and connectivity of its standing assets. The Group also partners with local authorities to increase public transport services in the areas surrounding the assets. For its new development projects, the Group targets a maximum car modal share (excluding EVs) of 50%;
  - An increase in the car occupancy rate, by favouring carpooling to its assets and testing incentive schemes;
  - An increase in the share of EVs with a massive EV chargers' plan for 2030, with the objective to reach more than 4,000 charging points in Europe. URW targets 27% EVs among its visitors coming by car in 2030, supporting the electrification of the vehicle fleet in Europe.

- **Downstream leased assets (~15% of Scope 3 in 2015 and 6% of Scope 3 in 2023):** Emissions will be mainly cut through the engagement of URW with its tenants on their in-store operations based on the following assumptions:
  - Having 80% of URW tenants' electricity consumption coming from renewable energy sources;
  - Reducing by -25% the energy intensity of the tenants' areas.

  For the assumptions above, URW will rely on the following levers to secure their achievement: green leases (launched in 2009), which include requirements in terms of renewable energy procurement and energy efficiency; and the deployment of submetering systems to closely follow the impacts of the tenants' energy efficiency actions. EU energy efficiency directives as well as local building energy efficiency regulations will also support average tenants' energy intensity improvements.

- **Investment (~10% of Scope 3 in 2015 and 8% of Scope 3 in 2023):** Emissions will be reduced through the implementation of low-carbon construction guidelines for new development projects. The guidelines require reduction in the embodied carbon performance of development projects, through the use of low-carbon or bio-sourced materials and with a focus on refurbishments and densification of standing assets which have a lower impact compared to new greenfield projects.

Other Scope 3 emissions (Capital goods, Purchased Goods and Services, Business Travel, Commuting, Waste) will be tackled through specific policies.

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, energy efficiency and sustainable mobility solutions.

All of the Group business areas have been considered as part of the scenario analysis work while designing the Group's climate strategy (Scopes 1, 2 and 3), with a specific focus on the activities generating the largest part of the Group GHG emissions and covered by reduction targets: operations (including tenants' activities), development and transport. URW's transition plan relies on both mid-term and long-term time horizon scenarios. The IEA NZE 2050 scenarios have been used to model URW's emissions linked to energy consumption up to 2050.

As the IEA (International Energy Agency) NZE (Net Zero Emission) 2050 scenario does not cover all Group emissions, it has been supplemented by the IEA B2DS scenario. As a reminder, URW's objectives are aligned with a 1.5°C trajectory. Introducing B2DS ("Below 2 degrees") scenarios is a conservative approach because it implies that the efforts to be generated by URW are greater than those generated by exogenous macro factors. IEA B2DS and IEA CPS (current policies scenario) scenarios have been used for operations and transport carbon reduction targets of the Group. For its construction carbon target, the Group built a custom scenario due to the lack of appropriate existing scenario available. This scenario, with the help of external consultants, has been built out of the IEA B2DS scenario combined with specific cement and steel manufacturing sector information on sector-specific carbon reduction pathways. The scenarios have been identified in order to help the Group assess and confirm its GHG emission reduction targets. It must be noted that the achievement of Group 2030 and 2050 GHG emissions reduction targets on Scope 3 rely on these scenarios. It therefore means that Group targets would likely not be achieved in the case where global GHG emissions of sectors impacting URW's value chain are not in line with the scenarios mentioned above.

Scenarios have been identified in order to help the Group assess and confirm its GHG emission reduction targets and trajectories. They were selected specifically to inform on the Group's ability to achieve its GHG emission reduction targets by applying the levers already identified under different scenarios (feasibility analysis). They have also been used to ensure Group targets are in line with the expectations set forth in the Paris Agreement (ambition validation).

INVESTMENTS PLANNED TO SUPPORT URW BETTER PLACES TRANSITION ROADMAP

In 2023, as part of the update of its Better Places roadmap, URW estimated the costs of the environmental transition for its European activities including UK, until 2030:

Name of the target	CAPEX requirements[1]	Details
Net zero – Near term target	28 M€	Covering both the implementation of the long-term energy action plan to reach the energy intensity target and the energy mix improvement measures (onsite renewable energy).
Operation	No additional CAPEX on top of the net zero – Near Term target	The assumptions taken on the reduction of the carbon emissions related to the energy consumption of the private areas do not represent an increase in CAPEX for URW.
Construction	Limited increase in construction cost	The embodied carbon targets and other environmentally related objectives for development projects should represent a limited increase of the construction costs as long as the requirements are implemented from the very beginning of the design.
Transport	No CAPEX	The installation of EV is currently planned on a leasing basis with no CAPEX.

(1) On average per year over 2024–2030. Europe only. On a proportionate basis.

The capital expenses ("CAPEX") needed to reach URW's 2050 long-term targets has not yet been estimated but as URW prioritize the quick deep reduction of its emissions until 2030, a large part of the remaining emissions to be cut will come from external trends.

LOCKED-IN GHG EMISSIONS

Within URW's carbon footprint, the following equipment or assets and their related GHG emissions could represent locked-in GHG emissions:

- The recently installed (<10 years) gas boilers in URW's assets and associated stationary combustion emissions; and
- URW's assets with a high car modal share and located outside dense urban/suburban areas and the emissions related to the transportation of visitors to those centres.

Both of those sources are already considered and covered by URW's carbon reduction trajectory model and levers, as described above.

HOW THE TRANSITION PLAN IS ALIGNED WITH EU TAXONOMY REQUIREMENTS

URW's transition plan is fully aligned with the delegated act related to climate mitigation within the EU Taxonomy regulation. As the EU Taxonomy technical requirements for asset alignment are mostly related to the improvement of the energy performance of the buildings, the identified levers and associated CAPEX will contribute to the increase in alignment of URW's economic activities.

EU PARIS-ALIGNED BENCHMARKS

URW is not excluded from EU Paris-aligned benchmarks as URW does not fall into any of the excluded activities.

HOW THE TRANSITION PLAN IS EMBEDDED AND ALIGNED WITH THE OVERALL BUSINESS STRATEGY AND FINANCIAL PLANNING

The sustainability 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 KPIs. For example:

- The URW due diligence process for asset acquisitions includes a complete audit of technical, regulatory, environmental and H&S risks, including soil contamination;
- The Group ERM framework includes climate change and sustainability risks. Identified among the main risk factors, they are integrated in the Risk Management Programme overviewed by the GRC, which reports regularly to the MB and SB (see section 6.1.2 Group Enterprise Risk Management framework);
- Development projects are regularly reviewed in light of the Better Places targets and overall sustainability performance is screened during all stages of the design to ensure the alignment of the project with Group expectations;
- Managed assets have an environmental action plan, including actions deemed necessary to reach asset or Group level targets on the following topics: energy and carbon performance, biodiversity, climate risks, waste, mobility and water. These environmental action plans are challenged during annual performance reviews and actions are budgeted in the 5-year business plan of the assets. The implementation of the actions are followed throughout the year by the corporate teams;
- The Internal Audit department conducts regular assessments of management and compliance processes in accordance with the rules set by URW within each business unit;
- All HR processes ensure the promotion of diversity and inclusion and well-being, and learning and development opportunities for employees are a top priority;
- The training path of all employees, including new joiners, includes relevant sustainability content and specific functions receive in-depth sustainability-related training tailored to their needs (see section 3.2.3.A.3 Policies related to own workforce);
- Individual objectives of Group employees include sustainability objectives (see sub-section "Individual Sustainability Objectives" in section 3.2.3.A.3 Policies related to own workforce);
- The STIP of the MB and EC as well as the LTIP of all eligible Group employees specifically integrate sustainability-related performance criteria (see section 3.2.1.B.3 Integration of sustainability-related performance in incentive schemes and sub-section "Individual Sustainability Objectives" in section 3.2.3.A.3 Policies related to own workforce); and
- Standing assets' and development projects' 5-year business plans integrate sustainability components to ensure alignment with the Better Places targets.

DETAILS ON HOW THE TRANSITION PLAN IS APPROVED BY THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

The content of the transition plan has been presented and formally approved by the EC, the MB and the SB of URW in 2023. Any changes to the Group targets or to the main components of the transition plan is subject to validation of the MB, in line with the sustainability governance by the administrative, management and supervisory bodies detailed in section 3.2.1.B.1.1 Composition of the administrative, management and supervisory bodies and their access to expertise and skills with regard to sustainability matters.

VIPARIS TRANSITION PLAN OVERVIEW

In 2018, Viparis committed itself to contribute to global carbon neutrality with ambitious GHG reduction goals compared to 2016 as a reference year. In 2019, Viparis achieved its target to reduce its carbon footprint by -10% on a like-for-like basis compared to 2016. By signing and being a financial supporter of the net zero Carbon Events pledge in November 2021, Viparis took this a step further. A carbon reduction trajectory and new goals were defined in 2022 and 2023 with a specialised consulting company, with a methodology aligned with the SBTi. Viparis set to reduce its carbon footprint by -45% by 2030 compared to 2019 as a new reference year and aims to reach net zero carbon by 2050. In line with the SBTi methodology, these targets include all scopes, but exclude carbon emissions related to visitor travel. However, Viparis keeps monitoring the reduction of carbon emissions related to visitor travel and is committed to support the shift towards more sustainable modes of transport. The difference of targets and baseline year between URW and Viparis are sensible given the specific features of Viparis' events business and access to more accurate data in 2019 than in 2015.

Viparis' carbon reduction target between 2019 and 2030 breaks down into the following 3 complementary objectives:

- Reduce emissions of Scopes 1 and 2 by -45% by 2030. As with URW, Scopes 1 and 2 emissions are mainly caused by the consumption of natural gas, the leakage of refrigerant fluids, the consumption of electricity, as well as district heating and cooling networks. Energy audits were conducted in 2023 on all of Viparis' venues to prioritise investments and fulfil the already existing investments plan (switching to LED, improving building management systems ("BMS"), changing HVAC, etc.). At the same time, energy-saving action plans were implemented during the winter of 2022 and were continued in 2023.
- Reduce emissions of Scope 3 by -45% by 2030. 32% of Viparis' global GHG emissions are due to event logistics, and to reduce it, new optimisation processes are being implemented, such as the off-site logistics for the Palais des Congrès de Paris making it possible to fill 1 semi-trailer with the contents of 8 LCVs and therefore reducing the number of vehicles, traffic jams, and air and noise pollution. Investments represents around 5% of Viparis' global GHG emissions. Viparis is committed to reduce both carbon and environmental impacts of its construction projects. An ambitious environmental certification policy (BREEAM and/or HQE), life cycle assessment ("LCA") calculation at different phases of new projects and the integration of best practices in its environmental policy for construction projects contribute to achieving this goal. The implementation of low-carbon construction rules for new development projects is essential. For example, the new Hall 3 of Paris Le Bourget venue has an LCA nearly halved on a like-for-like basis compared to Pavillon 6 of Paris Expo Porte de Versailles. Other Scope 3 emissions (Purchased Goods and Services, Business Travel, Commuting, Waste) will be tackled through specific policies.
- Reduce emissions from visitor travel with 80% of visitors arriving via sustainable transport means, once arrived in Ile de France. Viparis supports new modes of mobility, with projects for rapid charging hubs and electrification of its parking lots.

3.2.2.B.3 MATERIAL IMPACTS, RISKS AND INTERACTION WITH STRATEGY AND BUSINESS MODEL (ESRS 2 SBM-3)

Please see sections 3.2.1.D.4 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

As explained in 3.2.1.C.1 Strategy, business model and value chain and section 3.2.1.C.3 Material impacts, risks and opportunities and their interaction with strategy and business model, URW's business model and sustainability roadmap directly integrate considerations related to the reduction of the Group's carbon emissions.

3.2.2.B.4 DESCRIPTION OF THE PROCESS TO IDENTIFY AND ASSESS MATERIAL CLIMATE-RELATED IMPACTS, RISKS AND OPPORTUNITIES (ESRS 2 IRO-1)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

Please also refer to section 3.2.2.B.12 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities for the specific details on climate-related impacts, risks and opportunities.

3.2.2.B.5 POLICIES RELATED TO CLIMATE CHANGE MITIGATION AND ADAPTATION (ESRS E1-2)

Policies in place to manage material impacts, risks and opportunities related to climate change mitigation and adaptation are listed in the table below:

Policy	Description of key contents of policy	Description of scope of policy or of its exclusions	Description of most senior level in organisation that is accountable for implementation of policy	Disclosure of third-party standards or initiatives that are respected through implementation of policy	Description of consideration given to interests of key stakeholders in setting policy	Explanation of how policy is made available to potentially affected stakeholders and stakeholders who need to help implement it
Energy efficiency policy	Explanation of the objectives and targets, operational follow-up, budget guidance, dashboards	Group (EU/UK/US) Retail + Offices	The Management Board (MB) and the Executive Committee (EC)	Based on ISO 14 001 and ISO 50 001	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the technical local country teams and the asset teams	The policy is for internal purposes only
GHG emissions reduction policy	Explanation of the objectives and targets, operational follow-up, budget guidance, dashboards	Group (EU/UK/US) Retail + Offices	The Management Board (MB) and the Executive Committee (EC)	SBTi net zero standard	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the technical local country teams and the asset teams	The policy is for internal purposes only
Climate adaptation policy	Explanation of the objectives and targets, operational follow-up, budget guidance, dashboards	Group (EU/UK/US) Retail + Offices + development projects	The Management Board (MB) and the Executive Committee (EC)	TCFD, CSRD and EU taxonomy expectations	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the risk management team, the technical local country teams and the asset teams	The policy is for internal purposes only
Low carbon mobility policy	Explanation of the objectives and targets, operational follow-up, budget guidance, dashboards	Group (EU/UK/US) Retail + Offices	The Management Board (MB) and the Executive Committee (EC)	SBTi standard for carbon reduction ambition	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the technical local country teams and the asset teams	The policy is for internal purposes only
Sustainable development guidelines	Contains the 10 golden rules and the sustainability brief containing all the requirements linked to the sustainability performance of URW's development projects	Group (EU/UK/US) Development projects	The Management Board (MB) and the Executive Committee (EC)	SBTi standard for carbon reduction ambition BREEAM environmental certification for development projects Local regulation such as RE2020 in France	Stakeholders involved: Group sustainability team, the corporate development and construction teams, development and construction local teams in all Group countries	The policy is primarily designed for internal teams an shared with contractors involved in its implementation in development projects
Green leases policy	Contains the clauses URW relies on to engage tenants in the reduction of their energy consumption and related GHG emissions (among other topics)	Group (EU/UK/US) Retail + Offices	The Management Board (MB) and the Executive Committee (EC)	"Annexe environnementale" French regulation	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the corporate and French legal teams, the technical local country teams and the asset teams	The green lease template is systematically shared with tenants on each new deal

More details related to the Group climate adaptation strategy are given in section 3.2.2.G.4 URW share of aligned activities.

3.2.2.B.6 ACTIONS AND RESOURCES IN RELATION TO CLIMATE CHANGE POLICIES (ESRS E1-3)

The actions and resources in relation to climate change are listed in the table below:

Policy	Key actions	Scope	Time horizon	Year of completion	Description	Progress	Resources allocated	Financial resources
Energy efficiency policy	• Reduce energy intensity • Remove gas boilers and replace them by heatpumps • Increase on-site renewable energy	All Group portfolio	2015-2030	2030	All standing assets of URW have a dedicated long term energy action plan to guide them towards Group target	• The Group has updated all its long term energy action plan in 2023 to reflect its new ambition in terms of energy intensity • Live dashboards available within the company to track progress anytime	• Corporate sustainability and technical teams to produce guidance and track performance • Local country and asset teams for implementation	As stated in the Group climate mitigation plan
GHG emissions reduction policy	Set, track and reach Group carbon reduction targets	All Group portfolio	2015-2050	2030 and 2050	All standing assets of URW have a dedicated environmental action plan to guide them towards Group target	• The Group has updated all its environmental action plan in 2023 to reflect its new ambition in terms of carbon reduction • Live dashboards available within the company to track progress anytime		
Climate adaptation policy	Increase the resilience of URW portfolio to climate related risk	All Group portfolio	2015-2030	2030	Evaluate the vulnerability and exposure or the portfolio and implement resilience action plans	• Group adaptation framework being updated • New asset visits done in 2023	• Corporate sustainability and technical teams to produce guidance and track performance • Risk management team • Local country and asset teams for implementation	As stated in the Group climate mitigation plan
Low carbon mobility policy	Improve the connectivity of URW's assets to sustainable means of transport	All Group portfolio	2015-2030	2030	All standing assets of URW have a dedicated mobility action plan to guide them towards Group objectives in terms of soft mobility	• Annual process of updating of the mobility action plan • Sustainability guidelines updated for development projects	• Corporate sustainability and technical teams to produce guidance and track performance • Corporate development teams • Local country and asset teams for implementation	As stated in the Group climate mitigation plan

Policy	Key actions	Scope	Time horizon	Year of completion	Description	Progress	Resources allocated	Financial resources
Sustainable development guidelines	Secure the environmental performance of URW's development projects	All Group portfolio	2015-2030	2030	All major development projects must include the requirements of the guidelines in their design to secure their environmental performance	2023 update of the sustainability guideline to reflect new expectations from EU taxonomy and new embodied carbon thresholds	• Corporate sustainability team to produce guidance and track performance • Concept Studio team • Local country development and construction teams for implementation	As stated in the Group climate mitigation plan
Green leases policy	Manage the environmental requirements with our tenants	All Group portfolio	2015-2030	Permanent	The green leases cover the main environmental topics that are materials for the Group. More details are given below	Green leases and its new versions are implemented year after year within all leases signed	• Corporate sustainability and leasing teams to produce guidance and track performance • Local leasing teams	As stated in the Group climate mitigation plan

FOCUS ON GREEN LEASES

Since 2009, the Group has been committed to an active "green leases" policy. Green leases aim at improving tenants' sustainability 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 tenants to play a role in the environmental performance of the assets, as well as contributes to managing costs related to utilities and waste management.

In that respect, since 2009 and ahead of all existing regulations, all new leases and renewals signed with retail (Shopping Centres) and office (Offices) tenants have had environmental clauses. These first versions of green leases cover 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 lighting), and various measures to save energy and water and sort waste.

This environmental appendix to leases was strengthened in 2017 to reflect the evolution of the Group's ambitions in terms of environmental performance and contributions to the community. 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.

The table hereafter shows the penetration rates of the latest applicable green lease version across the Group assets, both for standing assets and pipeline projects.

2023 NUMBER AND PERCENTAGE OF GREEN LEASES AMONG IN-YEAR SIGNED LEASES AND ACTIVE LEASES (SHOPPING CENTRES (RETAIL) AND OFFICES)

	Retail	Offices
Number of Green leases signed during the year	1,885	13
% of Green leases signed among leases signed during the year	64%	100%
% of Green leases among total active leases at year end	52%	53%

Other topics such as responsible resource consumption, environmental performances, behavioral changes or implementation of operational improvements are often discussed during the regular operation of the shopping centres.

3.2.2.B.7 TARGETS RELATED TO CLIMATE CHANGE MITIGATION AND ADAPTATION (ESRS E1-4)

The main target related to the Group climate adaptation strategy is the following:

- 100% of URW's exposed assets to implement risk mitigation measures by 2030.

More details related to the Group climate adaptation strategy are given in section 3.2.2.G.4 URW share of aligned activities.

The main targets related to climate change mitigation are presented in section 3.2.2.B.2 Transition plan for climate change mitigation. Additional details related to the Group's climate change mitigation sub-targets are presented below.

FOCUS ON REDUCING EMISSIONS FROM CONSTRUCTION OF -35% BY 2030

URW was in 2016 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 kgCO_2e/sqm constructed[1] in 2015 to 552.5 kgCO_2e/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; and
- In the US, of 1,294 kgCO_2e/sqm constructed in 2015 to 841 kgCO_2e/ sqm on average by the end of 2030. This baseline for the US has been calculated in 2019 following the carbon assessments conducted on 4 different projects.

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 commitments regarding construction activities, the Group has created sustainability guidelines for development projects, to lead the development teams from the very beginning of the design phase to the delivery of development projects. The document is split into 2 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; and
- The 10 Golden Rules for sustainable construction, which set the right mindset and directions for the development teams to integrate sustainability topics in projects.

The sustainability guidelines for development projects, approved in 2019, have been rolled out in 2020 throughout the Group. The sustainability 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 2023, the content of the guidelines has been updated to integrate and reflect, among others, the acceleration of the Group towards low-carbon construction and the compliance with the new EU Taxonomy criteria for building development (see section 3.2.2.G.4 URW share of aligned activities). The Group also offers specific trainings for development and construction managers to help them better understand the technical requirements of the Group's sustainability guidelines and new regulations around low-carbon buildings (e.g. training in France for the new RE2020 regulation).

FOCUS ON REDUCING EMISSIONS FROM OPERATIONS OF -80% BY 2030

Achieving its ambitious target of reducing carbon emissions from operations by -80% between 2015 and 2030 draws on 2 levers simultaneously:

- Improving energy efficiency both in common and private areas of the Group's assets.); 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. To accomplish this, the 2 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 –see sub-section "Focus on green leases" in section 3.2.2.B.6 Actions and resources in relation to climate change policies).

Details on the transport target are given in section 3.2.2.B.2 Transition plan for climate change mitigation.

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

3.2.2.B.8 ENERGY CONSUMPTION AND MIX (ESRS E1-5)

The following tables present the energy consumption and mix of the Group.

TOTAL ENERGY CONSUMPTION (MWH AND %)

	Retail	Office	Convention & Exhibition
2023 Total	**546,170**	**6,994**	**39,670**
of which natural gas (Scope 1)	*66,350*	*–*	*6,517*
of which electricity (Scope 2)	*334,687*	*4,239*	*23,808*
of which district heating and cooling (Scope 2)	*145,133*	*2,755*	*9,345*
Of which on-site production (%)	2.5%	0%	0%
Of which off-site purchase (%)	97.5%	100%	100%

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

	Retail	Office	Convention & Exhibition
2023 like-for-like (MWh)	546,170	6,994	39,670
of which natural gas (Scope 1)	*66,350*	*–*	*6,517*
of which electricity (Scope 2)	*334,687*	*4,239*	*23,808*
of which district heating and cooling (Scope 2)	*145,133*	*2,755*	*9,345*
2022 like-for-like (MWh)	650,159	5,788	40,954
of which natural gas (Scope 1)	*75,592*	*–*	*4,642*
of which electricity (Scope 2)	*388,246*	*3,523*	*25,742*
of which district heating and cooling (Scope 2)	*186,321*	*2,265*	*10,570*
2023/2022 change (%)	**-16%**	**21%**	**-3%**
of which natural gas (Scope 1)	*-12%*	*0%*	*40%*
of which electricity (Scope 2)	*-14%*	*20%*	*-8%*
of which district heating and cooling (Scope 2)	*-22%*	*22%*	*-12%*

ENERGY EFFICIENCY OF STANDING ASSETS, PER AREA FOR SHOPPING CENTRES (RETAIL) 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	Office	Convention & Exhibition
	(kWh/sqm)	(kWh/sqm)	(kWh/sqm DOCC[2])
2023 Total	**123**	**112**	**2.0**
2022 like-for-like	147	93	1.5
2023 like-for-like	123	112	2.0
2023/2022 change (%)	**-17%**	**21%**	**36%**

(1) Areas occupied per days of occupancy. Please note that in 2023, the kWh/sqm DOCC indicator is now tracked on a rolling year basis (from October N-1 to September N), which differs from previous years for which it was tracked on a fiscal year basis. The adjustment is meant to align it with the way other energy-related indicators are tracked at Group level, and ensure the consistency with the numerator.

(2) Areas occupied per days of occupancy.

The following table presents the energy consumption and mix of the Group.

LIKE-FOR-LIKE ENERGY CONSUMPTION AND MIX (MWH AND %)

	2022	2023
Fuel consumption from natural gas (MWh)	80,234	72,867
Consumption of purchased or acquired electricity, from fossil sources	0	0
Consumption of purchased or acquired heat, and cooling from fossil sources	121,789	101,527
Total fossil energy consumption	**202,023**	**174,394**
Share of fossil sources in total energy consumption	**29%**	**29%**
Consumption of purchased or acquired electricity from renewable sources (MWh)	404,554	349,255
Consumption of purchased or acquired heat, steam, and cooling from renewable sources (MWh)	77,366	55,706
Consumption of self-generated non-fuel renewable energy	12,957	13,475
Total renewable energy consumption (MWh)	**494,877**	**418,437**
Share of renewable sources in total energy consumption (%)	**71%**	**71%**
Total energy consumption (MWh)	**696,900**	**592,830**

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
2023 total electricity consumption (MWh)	334,687	4,239	23,808
of which green electricity (%)	*100%*	*100%*	*100%*
2023 total district heating & cooling consumption (MWh)	145,133	2,755	9,345
of which renewable energy (%)	*36%*	*42%*	*20%*
2023 total fuels direct energy consumption (MWh)	66,350	–	6,517
of which renewable energy (%)	*0%*	–	*0%*

2023 RENEWABLE ELECTRICITY PRODUCED ON SITE (MWH), WITH BREAKDOWN BETWEEN SALES AND SELF-CONSUMPTION (%)

	Retail	Office	Convention & Exhibition
Total renewable electricity produced on site (MWh)	14,187	–	–
of which self-consumed (%)	96%	–	–
of which sold (%)	4%	–	–

3.2.2.B.9 GROSS SCOPES 1, 2 AND 3 AND TOTAL GHG EMISSIONS (ESRS E1-6)

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 3.2.1.A.1 General basis for preparation of the Sustainability Statement).

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.

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	Emissions from energy production not included in Scopes 1 and 2 (extraction, production and transport of fuel, electricity, hot and cold steam): Upstream emissions and transport and distribution losses 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 and train
	Investments: Expenses related to development projects
	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.

Unless otherwise stated, the GHG emissions figures used in this chapter are expressed according to the "market-based" method in order 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.

The carbon footprint for 2015 is the baseline for tracking the carbon-related objectives of the Better Places strategy. The 2015 Group carbon footprint baseline and the Group carbon footprint evolution in 2022 and 2023 are presented hereafter.

2015, 2022 AND 2023 GROUP CARBON FOOTPRINT FOLLOWING "MARKET-BASED" AND "LOCATION-BASED" METHODS

Location based	Base year 2015	2022	2023	2023 progress from 2022	2030 target	2023 progress from base year
Gross Scope 1 GHG emissions (tCO_2eq)	23,434	20,737	15,835	-24%	–	-32%
Gross Scope 2 GHG emissions (tCO_2eq)	163,220	134,749	102,154	-24%	–	-37%
Gross Scope 1&2 GHG emissions (tCO_2eq)	186,654	155,485	117,989	-24%	–	-37%
Total Gross indirect (Scope 3) GHG emissions (tCO_2eq)	4,938,601	3,069,137	2,953,589,	-4%	–	-40%
Total GHG emissions (location-based) (tCO_2eq)	5,125,254	3,224,622	3,071,578	-5%	–	-40%

Market based	Base year 2015	2022	2023	2023 progress from 2022	2030 target	2023 progress from base year
Gross Scope 1 GHG emissions (tCO_2eq)	23,434	20,737	15,835	-24%	–	-32%
Gross Scope 2 GHG emissions (tCO_2eq)	132,018	25,507	13,530	-47%	–	-90%
Gross Scope 1&2 GHG emissions (tCO_2eq)	155,451	46,243	29,365	-36%	–	-81%
Total Gross indirect (Scope 3) GHG emissions (tCO_2eq)	4,935,623	2,979,582	2,887,799,	-3%	–	-41%
Total GHG emissions	5,091,075	3,025,826	2,917,164	-4%	–	-43%

2019, 2022 AND 2023 VIPARIS CARBON FOOTPRINT FOLLOWING "MARKET-BASED" AND "LOCATION-BASED" METHODS

Location based	Base year 2019	2022	2023	2023 progress from 2022
Gross Scope 1 GHG emissions (tCO_2eq)	–	704	1,478	55%
Gross Scope 2 GHG emissions (tCO_2eq)	–	3,017	2,277	-9%
Total Gross indirect (Scope 3) GHG emissions (tCO_2eq)	–	674,311	406,253	-39%
Total GHG emissions (location-based) (tCO_2eq)	–	678,032	410,008	-39%

Market based	Base year 2019	2022	2023	2023 progress from 2022	2030 target	2023 progress from base year
Gross Scope 1 GHG emissions (tCO_2eq)	1,608	704	1,478	55%	1,968	-32%
Gross Scope 2 GHG emissions (tCO_2eq)	1,971	1,663	1,325	-20%		
Total Gross indirect (Scope 3) GHG emissions (tCO_2eq)	557,958	447,801	406,086	-9%	–	–
Total GHG emissions (market-based) (tCO_2eq)	561,537	450,168	408,889	-9%		

BREAKDOWN OF THE 2023 GROUP CARBON FOOTPRINT BY ACTIVITY (TCO_2e/%)

	URW carbon footprint by activity (tCO_2e)	Viparis carbon footprint by activity (tCO_2e)
Managed Energy (including Scope 3 indirect energy emissions)	48,754	3,312
Tenants' Energy	172,040	–
Construction	230,034	10,137
Visitors' transportation	2,244,848	215,564
Others	221,488	179,737
Total	2,917,164	408,889

GHG INTENSITY BASED ON NET REVENUE FOLLOWING "MARKET-BASED" AND "LOCATION-BASED" METHODS

GHG intensity per net revenue(1)	2022	2023	2023 progress from 2022
Total GHG emissions (location-based) per net revenue (tCO_2e /Monetary unit)	1.75	1.58	-10%
Total GHG emissions (market-based) per net revenue (tCO_2e /Monetary unit)	1.56	1.51	-4%

FOCUS ON SCOPES 1 AND 2 EMISSIONS FROM THE OPERATIONS OF BUILDINGS

As part of its proactive policy on efficient building operation, the Group is monitoring GHG emissions from the energy consumption of the operations of its owned and managed buildings (common areas and common equipment).

To manage the carbon performance of its operational activities, the Group has set indicators to measure the intensity of GHG emissions per area (sqm) for each of its operated shopping centres and offices, and per area occupied per days of occupancy (sqm DOCC) for its operated Convention & 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_2e)(2)

GHG emissions 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
2023 Total (TCO_2E)	**26,974**	**191**	**2,664**
of which direct emissions – Scope 1 (tCO_2e)	*13,635*	*–*	*1,339*
of which indirect emissions – Scope 2 (tCO_2e)	*13,339*	*191*	*1,325*
2022 Like-for-like (tCO_2e)	**39,418**	**55**	**2,547**
2023 Like-for-like (tCO_2e)	**26,974**	**191**	**2,664**
2023/2022 change (%)	-32%	251%	5%

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 (RETAIL) AND OFFICES ($KGCO_2e$/SQM/YEAR), AND BY USAGE FOR CONVENTION & EXHIBITION VENUES (GCO_2e/SQM DOCC(3)/YEAR)

	Retail ($kgCO_2e$/sqm)	Office ($kgCO_2e$/sqm)	Convention & Exhibition (gCO_2e/sqm DOCC)
2023 Total	6.2	3.1	135.6
2022 Like-for-like	9.1	0.9	91.8
2023 Like for-like	6.2	3.1	135.6
2023/2022 Change (%)	-32%	251%	48%

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.

(1) Revenue stands for the Net Rental Income. See sectin 5.1 Consolidated financial statements.
(2) 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.
(3) Occupied surface area per day of occupancy. Please note that in 2023, the gCO_2e/m2 DOCC indicator is now tracked on a rolling year basis (from October N-1 to September N), which differs from previous years where it was tracked on a fiscal year basis. This adjustment is intended to bring the indicator into line with the way other energy-related indicators are tracked at Group level, and to ensure consistency with the numerator.

GHG EMISSIONS GENERATED BY LEAKS OF REFRIGERANT FLUIDS (TONNES OF CO_2e)

	Total (all assets)
2023 GHG emissions linked with refrigerants leaks	1,997

In addition to GHG emissions linked to the energy consumption of its buildings, the Group's main source of direct greenhouse gas emissions linked to the operation of its buildings is refrigerant leaks from refrigeration equipment maintained by the operators of sites owned and managed by the Group.

3.2.2.B.10 GHG REMOVALS AND GHG MITIGATION PROJECTS FINANCED THROUGH CARBON CREDITS (ESRS E1-7)

In relation to URW carbon neutrality strategy (presented in section 3.2.2.B.2 Transition plan for climate change mitigation), and as part of its net zero targets, URW is committed to:

- Increasing the level of avoided emissions within and outside of its value chain, meaning helping other stakeholders reducing their own carbon emissions; and
- Permanently neutralising residual emissions at the net zero target year.

In this regard, the tables below present the details related to those 2 commitments:

DETAILS OF GHG MITIGATION PROJECTS

The table below presents the main current mitigation projects led by URW.

Projects	Type of project	Scope	Timeline of implementation	Expected impact (in tCO_2e)	Calculations assumptions and associated standard
Energy retrofit of Gaité development project	Energy retrofit	Within URW value chain	2022-2023 (delivery)	575 tCO_2e /year from 2023 onwards	Calculations done by external experts
Westfield Hamburg-Überseequartier	Regeneration project	Within URW value chain	Delivery expected by 2024	Calculations ongoing by external experts	Calculations ongoing by external experts
Climate fund for Nature (MIROVA) – based on a contractual agreement	Forest and mangrove conservation projects	Outside URW value chain	2024-2042	250,000	REDD+ certification and associated calculation methodology

In addition to the projects listed above, URW is currently working on a Group methodology to harmonise the calculation of avoided emissions for several additional projects such as the implementation of EV chargers, the energy valorisation of waste, the sale of on-site renewable energy to the grid and parking services for car sharing.

DETAILS OF GHG REMOVAL PROJECTS

The table below presents the main current removal projects led by URW.

Projects	Type of project	Location	Scope	Timeline of implementation	Expected impact (in tCO_2e)	Cancellation of credits	Calculations assumptions and associated standard
Renaturation projects in URW shopping centres	Land-use change – Nature-based project	In URW shopping centres	Within URW value chain	2023-2030	Not quantified	2023: 0 tCO_2e cancelled	Not quantified
Development project using timber	Biogenic	In URW shopping centres	Within URW value chain	2023-2030	Not quantified	2023: 0 tCO_2e cancelled	Not quantified
Climate fund for Nature (MIROVA) – based on a contractual agreement	Land-use change – Forest and mangrove restoration, agroforestry, soil carbon and regenerative agriculture	Country priority list[1]	Outside URW value chain	2024-2042	598,000 in total	2023: 0 tCO_2e cancelled 100% planned to be cancelled in the future according to Net-Zero targets	Credits will be certified and audited to the highest quality standards and in accordance with VCS, CCBS, Gold Standard or SD Vista standards, or equivalent other standard
Nature impact fund (WWF) – based on a contractual agreement	Forest restoration	France	Outside URW value chain	2023-2033	Will be quantified in later years	2023: 0 tCO_2e cancelled 100% planned to be cancelled in the future according to Net-Zero targets	Internal WWF calculation methodology

URW will provide any details on the removal or avoidance projects and the associated calculation assumptions, methodologies and frameworks applied when these are advanced enough and such information is made available.

DETAILS RELATED TO THE NET ZERO TARGETS

As URW is committed to reach net zero on its Scopes 1 and 2 by 2030 and on its Scopes 1, 2 and 3 by 2050, the Group is prioritising the reduction of its own GHG emissions, through ambitious reduction targets (at least -90% by 2030 on Scopes 1 and 2 and by 2050 on Scopes 1, 2 and 3, with both targets from a 2015 baseline in absolute value of carbon emissions equivalent).

In addition, and in accordance with the SBTi Corporate Net-Zero Standard, URW is committed to permanently neutralising residual emissions at the net zero target year and GHG emissions released into the atmosphere thereafter. In this regard, URW already secured the first step of its neutralising strategy, engaging with MIROVA and WWF to increase GHG removals at a level covering the 10% annual residual emissions of its Scopes 1 and 2 from 2030 to 2050. URW will continue exploring opportunities to deal with its Scope 3 residual emissions (for 2050 onwards) prioritising removals within its own value chain.

In any case, URW does not and will not rely on GHG removal credits nor GHG avoidance credits to reach its GHG carbon reduction targets. Those credits will always be counted separately from the Group's own GHG emissions.

3.2.2.B.11 INTERNAL CARBON PRICING (ESRS E1-8)

As of today, URW does not apply any internal carbon pricing scheme.

3.2.2.B.12 ANTICIPATED FINANCIAL EFFECTS FROM MATERIAL PHYSICAL AND TRANSITION RISKS AND POTENTIAL CLIMATE-RELATED OPPORTUNITIES (ESRS E1-9)

URW'S APPROACH TO CLIMATE RISKS AND OPPORTUNITIES

In collaboration with external scientific experts, URW carried out 3 assessments targeting climate-related risks and opportunities at different levels:

1. An analysis at Group level, aimed at identifying and prioritising climate-related risks and opportunities the Group could be exposed to as part of the transition to a low-carbon economy (risks and opportunities of transition) and resulting from climate events (physical risks and opportunities).
2. A deep dive on physical risks that could impact its assets. This assessment covered 95 different assets (Shopping Centres, Convention & Exhibition Centres, Offices) across Europe and was followed-up by 9 site visits to evaluate the local vulnerabilities and support the development of adaptation plans.
3. An analysis to evaluate potential correlations between various business indicators (seasonal attendance, seasonal revenues) and climate events.

(1) Country priority list includes, but is not limited to: Argentina, Australia, Benin, Brazil, Burkina Faso, China, France, Ghana, Greece, India, Indonesia, Ireland, Italy, Ivory Coast, Japan, Malaysia, Mongolia, Morocco, New Zealand, Peru, the Philippines, South Africa, South Korea, Spain, Turkey, the UK and the US.

These studies were conducted to meet the following objectives:

- Integrate in strategic decisions climate-related present and future risks and opportunities, in the short and longer term – in accordance with Task Force on Climate-related Financial Disclosures ("TCFD") recommendations;
- Define adaptation and resilience priorities;
- Lay the first foundations of action/adaptation plans to improve the Group's resilience in the short and medium term; and
- Meet the different requirements of regulations.

To ensure the completeness of the analysis, the assessments are conducted in alignment with the various regulations and sustainability frameworks such as the EU Taxonomy and the TCFD. For climate-related physical risks, the list of indicators studied, as well as the time horizons (baseline, 2030, 2050) and the scenarios (SSP2-4.5, SSP5-8.5) chosen as part of the study are aligned with the various regulatory requirements and recommendations (EU Taxonomy, CDP, TCFD and CSRD among others). For the transition risks and opportunities component, the choice of time horizons (2025, 2030, 2050) and scenarios – Nationally Determined Scenario ("NDC") which corresponds to business as usual and net zero 2050 – followed the same logic.

It is important to note that the objective of the analysis is to assess the most critical scenario. As part of the physical risk component, the analysis is carried out using the reference scenario with the highest level of GHG emissions and a strong dependence on fossil fuels – the SSP5-8.5 scenario. Under this scenario, no policy to limit GHG emissions is considered, leading to an acceleration of climate change and the resulting physical impacts. By using this scenario as a reference for its adaptation plans, URW ensures the resilience of its assets to the worst probable future materialised by the IPCC scenarios.

For the transition risks and opportunities aspect, the logic remains the same, but the more drastic scenario is the net zero by 2050, which will bring the greatest constraints (and opportunities for transformation) for companies – on regulatory, market, technological or even reputational aspects – requiring them to make profound changes in terms of construction and operational approaches, culture or even organisation. Identifying transition risks and opportunities as part of compliance with the Paris Agreement allows URW to anticipate their potential impact on the Group and prepare for them.

CLIMATE-RELATED PHYSICAL RISKS

DEFINITION OF CLIMATE-RELATED PHYSICAL RISKS

The risks related to the physical impacts of climate change are defined as climate physical risks and are classified into acute and chronic. Acute risks refer to hazards that are event-driven, such as cyclones, droughts or floods. Chronic risks refer to long-term shifts in climate patterns that may cause the continuous evolution in climate variables such as increase in average temperatures, sea level rise, water stress, etc.

Climate-related physical risks are defined as a combination of hazard, exposure, vulnerability and impact:

- **Hazard** refers to the type of peril one is dealing with, e.g. coastal flood.
- **Exposure** refers to the location, physical attributes and value of assets or people that could be affected by a certain hazard. It highly depends on the geographical location of assets and operations. For example, being located near a river increases the exposure of an asset to riverine flood.
- **Vulnerability** refers to the predisposition or sensitivity of a specific asset to a hazard.
- **Impact** refers to the consequences of the hazard if it occurs. Physical climate risks can have severe economic and human consequence affecting various facets of the business:
  - Operating expenses ("OPEX"): e.g. increase in raw material costs, higher insurance costs, higher energy and water costs, and/or costs to replace affected stocks;
  - CAPEX: e.g. costs of repairing equipment or buildings, and/or costs of adaptation;
  - Revenues: e.g. business interruption (store closures, etc.), reduced productivity due to heatwaves, and/or changing consumer preferences;
  - Value of assets: e.g. asset impairment or destruction caused by extreme weather events;
  - Reputation and capability to attract capital: due to a perceived lack of resilience of a company. Specifically, rating agencies are placing a growing emphasis on global warming and its impacts on financial markets, e.g. the acquisition by Moody's Corporation of a majority stake in Four Twenty-Seven Inc., a leading provider of data, intelligence and analysis related to physical climate risks;
  - H&S: H&S of employees, suppliers or customers can be hindered by extreme climate conditions and extreme climate events; and
  - Transparency: due to strict existing and future regulation, e.g. CSRD which requires companies to disclose on their sustainability goals and trajectories, and double materiality assessment of the whole value chain.

SITE-SPECIFIC ASSESSMENT

A screening of the climate-related hazards was performed to identify the ones that may affect the business, based on:

- The type of activities, equipment and materials; and
- The geographical footprint of the portfolio.

Risk engineers and industry experts were consulted to perform the screening.

This analysis was done considering the climate-related hazards indicated by the EU Taxonomy for sustainable activities and the CSRD.

For the climate-related perils considered as material, experts identified the most representative climate indicators from its proprietary database (+130 indicators) which are sourced from both open sources and paying models such as JBA, WRI and IIASA. Climate indicator values were retrieved for each asset, based on their location. Up to 10 climate models for each indicator were used by expert scientists to evaluate the evolution of such values due to climate change, according to different scenarios. For the climate risk assessment and the development of adaptation strategies, the scenarios employed for URW's climate risk assessment are:

- **An intermediate GHG emissions scenario: SSP2-4.5**
  Scenario approximately in line with the targets set by each country participating to the Paris Agreement to reduce national emissions (upper end of aggregate Nationally Determined Contributions).
  This scenario is projected to lead to a mid-century warming of 1.6°C to 2.5°C and an end of the century warming of 2.1°C to 3.5°C.
- **A high GHG emissions scenario: SSP5-8.5**
  Scenario with no additional climate policy. This scenario is projected to lead to a mid-century warming of 1.9°C to 3°C, which is the most pessimistic scenario, roughly 0.4°C warmer than the SSP2-4.5 by mid-century. The end of the century warming of this scenario is projected to reach 3.3°C to 5.7°C. It is important to have a high-end scenario to explore what "could" happen, as forcing levels of around 8.5 W/m2 are not implausible. It should be noted that the TCFD and the EU Taxonomy and CSRD both require high-emission scenarios[(1)].

Considering the current commitments for GHG emissions reductions, the scenarios SSP1-2.6 and SSP1-1.9 are considered as not relevant to build adaptation strategies on in the context of an effective ERM framework.

Three timeframes are considered, consistent with the expected lifetime of the activity and the indications of the EU Taxonomy and CSRD:

- **Baseline:** average 1981 and 2010 – To understand current exposure.
- **2030:** average between 2015 and 2044 values – This timeframe is commonly used for defining climate adaptation planning and budgets.
- **2050:** average between 2035 and 2064 values – This timeframe is commonly used for strategic decisions, such as changing the business model or the geographic presence and long-term investments, such as building a new site.

The climate-related physical risks are evaluated under 3 different angles, to move from exposure to impacts, considering vulnerability, depending on the potential impacts:

- **Business interruption**: Risk of income losses in the event that business is halted due to a direct physical loss or damage;
- **Property damage:** Risk of physical asset losses in the event of a destructive peril; and
- **Energy needs:** Risks for increases/decreases of OPEX due to variations in energy requirements.

Then the vulnerability curves are used to translate exposure values (such as metres of flood) into impact values from 0% to 100%.

All assets have been divided into 4 classes (low, medium, high, very high) depending on the cumulated value of property damage, business interruption and energy needs risks.

Finally, the assets have been prioritised based on:

- **Multi-peril approach**

All assets have been divided into 4 classes (low, medium, high, very high) depending on the cumulated value of property damage, business interruption and energy needs risks.

Adopting a multi-peril approach acknowledges the complex and interconnected nature of climate risks. By considering various perils simultaneously, organisations can better understand the cumulative impact on assets, enhancing the ability to develop holistic and resilient adaptation strategies.

- **Consideration of financial value within an iso-risk context**

All assets have been divided into 4 classes (low, medium, high, very high) depending on the total insured value of the asset. Placing financial value within an iso-risk context ensures that assets are assessed relative to their importance within the organisational context, directing resources where they are most needed to safeguard the organisation's economic stability.

- **Evaluation of physical climate risks per specific peril**

Assessing risks on a per-peril basis allows for a detailed understanding of the specific challenges each hazard presents. This granular approach enables targeted mitigation efforts, ensuring that resources are allocated efficiently based on the unique characteristics and vulnerabilities associated with each peril.

The prioritisation was made considering the results for the worst-case scenario (SSP5-8.5) and the 2030 timeframe, which is commonly used for defining climate adaptation planning and budgets.

CLIMATE-RELATED TRANSITION RISKS

Transition risks and opportunities are those associated with the pace and extent at which an organisation manages and adapts to the internal and external pace of change to reduce GHG emissions and transition to renewable energy.

As required by the TCFD, the following transition risks have been analysed for URW:

- **Policy and legal risks**

Policy actions around climate change continue to evolve. Their objectives generally fall into 2 categories – policy actions that attempt to constrain actions that contribute to the adverse effects of climate change or policy actions that seek to promote adaptation to climate change. Some examples include implementing carbon-pricing mechanisms to reduce GHG emissions, shifting energy use toward lower emission sources, adopting energy-efficiency solutions, and promoting more sustainable land-use practices. The risk associated with and financial impact of policy changes depend on the nature and timing of the policy change.

Another important risk is litigation or legal risk. Recent years have seen an increase in climate-related litigation claims being brought before the courts by property owners, municipalities, states, insurers, shareholders and public interest organisations. Reasons for such litigation include the failure of organisations to mitigate impacts of climate change,

(1) ESRS E1 draft guidelines, November 2022.

failure to adapt to climate change and the insufficiency of disclosure around material financial risks. As the value of loss and damage arising from climate change grows, litigation risk is also likely to increase.

- **Technology risk**

Technological improvements or innovations that support the transition to a lower-carbon, energy-efficient economic system can have a significant impact on organisations. For example, the development and use of emerging technologies such as renewable energy, battery storage, energy efficiency, and carbon capture and storage will affect the competitiveness of certain organisations, their production and distribution costs, and ultimately the demand for their products and services from end-users. To the extent that new technology displaces old systems and disrupts some parts of the existing economic system, winners and losers will emerge from this "creative destruction" process. The timing of technology development and deployment, however, is a key uncertainty in assessing technology risk.

- **Market risk**

While the ways in which markets could be affected by climate change are varied and complex, one of the major ways is through shifts in supply and demand for certain commodities, products and services as climate-related risks and opportunities are increasingly taken into account.

- **Reputation risk**

Climate change has been identified as a potential source of reputational risk tied to changing customer or community perceptions of an organisation's contribution to or detraction from the transition to a lower-carbon economy.

As required by the TCFD, the following transition opportunities have been analysed for URW:

- **Resource efficiency**

Reduced operating costs by improving efficiency across production and distribution processes, buildings, machinery/appliances and transport/mobility – in particular in relation to energy efficiency but also including broader materials, water and waste management. Such innovation includes developing efficient heating solutions and circular economy solutions, making advances in LED lighting technology, retrofitting buildings and employing geothermal power.

- **Energy source**

According to the International Energy Agency ("IEA"), to meet global emission-reduction goals, countries will need to transition a major percentage of their energy generation to low-emission alternatives such as wind, solar, wave, tidal, hydro, geothermal, nuclear, biofuels, and carbon capture and storage. Organisations that shift their energy usage toward low-emission energy sources could potentially save on annual energy costs.

- **Products and services**

Organisations that innovate and develop low-emission buildings and new services may improve their competitive position and capitalise on shifting consumer and tenant preferences.

- **Markets**

Organisations that pro-actively seek opportunities in new markets or types of assets may be able to diversify their activities and better position themselves for the transition to a lower-carbon economy. New opportunities can also be captured through underwriting or financing green bonds and infrastructure (e.g. low-emission energy production, energy efficiency, grid connectivity or transport networks).

- **Resilience**

The concept of climate resilience involves organisations developing adaptive capacity to respond to climate change to better manage the associated risks and seize opportunities, including the ability to respond to transition risks and physical risks. Opportunities include improving efficiency, designing new production processes and developing new products. Opportunities related to resilience may be especially relevant for organisations with long-lived fixed assets or extensive supply or distribution networks; those that depend critically on utility and infrastructure networks or natural resources in their value chain; and those that may require longer-term financing and investment.

Risks and opportunities are evaluated in terms of likelihood and impact. As it concerns the impacts, they have been evaluated according to the 2 following metrics:

- Where the importance of the financial driver represents the relevance of the financial term impacted for URW economic sustainability, e.g. How relevant is an increase of cost of raw materials for URW?; and
- The contribution of the risk/opportunity to the driver represents how a climate-driven market, technology and reputational change can influence the financial driver, e.g. How much can carbon taxes contribute to the increase of cost of raw materials?

Transition risks and opportunities are evaluated across the entire value chain, considering how they can influence financial, human and reputational capitals.

3.2.2.C POLLUTION (ESRS E2)

3.2.2.C.1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL POLLUTION-RELATED IMPACTS, RISKS AND OPPORTUNITIES (ESRS 2 IRO-1)

Please refer to the detailed information provided in section 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities.

3.2.2.C.2 POLICIES RELATED TO POLLUTION (ESRS E2-1)

The Group material impacts related to pollution have been identified as the following ones:
- Pollution due to the operations (existing shopping centres) of URW; and
- Pollution due to the construction activities of URW.

It includes the pollution of air linked to carbon monoxide and fine particles emitted by buildings construction and also, for the buildings in operation, through the visitors' transportation. It also covers the pollution of water and soil throughout the value chain linked to waste deposits, leakage and spills of hazardous products.

For those identified pollution sources, URW has set specific policies to mitigate the negative impacts related to those pollutions (see section 3.2.2.C.3 Actions and resources related to pollution).

Policy	Description of key contents of policy	Description of scope of policy or of its exclusions	Description of most senior level in organisation that is accountable for implementation of policy	Disclosure of third-party standards or initiatives that are respected through implementation of policy	Explanation of how policy is made available to potentially affected stakeholders and stakeholders who need to help implement it
Considerate construction charter	Prevent and limit any pollution during construction activities	Development projects through the Group	The Management Board (MB) and the Executive Committee (EC)	See policy on URW website	The policy is public on URW website
Health, Safety ("H&S") and security management	Prevent and limit any pollution within URW operations	Standing portfolio	The Management Board (MB) and the Executive Committee (EC)		The policy is for internal use only

3.2.2.C.3 ACTIONS AND RESOURCES RELATED TO POLLUTION (ESRS E2-2)

The actions and resources in relation to pollution are listed in the table below:

Policy	Key actions	Scope	Time horizon	Year of completion	Description	Progress	Resources allocated
Considerate construction charter	Mitigate pollution of air, water, soil, fauna, and flora	All major development projects throughout the Group	Applicable at all time during the construction phase	NC	This charter describes the requirements and recommendations aimed at optimizing the worksite's Environmental Quality whilst minimizing its forms of pollution both for the staff of contractors working at the site and for the neighboring area and the natural environment	In place since 2011	• Corporate sustainability team to update guidance and track implementation • Corporate development and construction teams • Local country development and construction teams for implementation
Health, Safety ("H&S") and security management	Define the processes in place to follow health and safety risks	Shopping centres in Europe	From 2013 onward for the last version	NC	The document details the processes in place for the annual audits and the expectations from the asset teams to prepare and follow-up on those audits	In place since 2013 (for the latest version)	• Health and safety local teams

Additional details regarding policy, actions and resources to mitigate pollution are presented below.

DETAILS ON POLLUTION PREVENTION, CONTROL AND MITIGATION FOR DEVELOPMENT ACTIVITIES

For all its development projects, the Group complies with all applicable regulation regarding H&S and environmental matters. An assessment of the environmental impact of each project (following applicable regulation) is carried out at a very early stage. There is no provision for environmental risk in the Group's accounting in 2023.

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 therefore applies throughout the Group since then.

The Considerate Construction Charter[1] includes the following requirements:

- Using 100% of timber for development, extension and renovation projects from certified, sustainably managed forests with FSC ("Forest Stewardship Council") or PEFC certification ("Programme for the Endorsement of Forest 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.

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

DETAILS ON POLLUTION PREVENTION, CONTROL AND MITIGATION FOR URW OPERATIONS

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 H&S and environmental risk analysis.

As such, the Group's acquisition process incorporates an assessment of technical, regulatory H&S and environmental risks, including soil pollution, wetland protection and climate change, as part of its preacquisition due diligence.

The prevention of H&S 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 H&S and security at its assets.

The H&S 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.

AIR POLLUTION

Related to the pollution of air linked to the transport of visitors to its shopping centres, URW is committed to reduce the carbon emissions linked to visitor transportation (see section 3.2.2.B.2 Transition plan for climate change mitigation) and to improve the sustainable means of transport connectivity (including the electrification of the vehicle fleet) to reduce the emissions of fine particles due to the use of thermal cars.

POLLUTION RELATED TO WATER AND SOIL THROUGH OPERATIONAL WASTE

With regards to the pollution of water and soil through waste deposit, URW is committed to zero waste to landfill throughout its operation by 2025, to limit the global quantity of waste generated in its shopping centres by 2030 and to improve the total recycle rate of its operational waste to limit any potential impact related to its waste production (see section 3.2.2.C.4 Targets related to pollution and section 3.2.2.F.2 Policies related to resource use and circular economy).

HEALTH AND SAFETY RISK MANAGEMENT

The Group has drawn up an appropriate H&S risk management policy, reinforced in 2023 by the release of the URW Health and Safety Statement[2], 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 H&S risk management policy are air and water quality, asbestos, air pollution, Legionnaires' disease, technical and safety installations, and fire extinguishing and alarm systems.

This Group policy includes, in particular, an annual review of H&S risks at standing assets for both European and US platforms by the GRC, and the inspection and continuous improvement of 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.

(1) Latest version accessible at urw.com/en/csr/csr-documents.
(2) Latest version accessible at urw.com/en/csr/csr-documents.

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 H&S within its assets. In Europe, an independent third-party audit was carried out in 2023, as it is every year, to assess H&S risks for building visitors and occupants at all the Group's assets (Shopping Centres, Offices and Convention & Exhibition centres)[1] 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 4 overall scores which reflect the extent to which H&S 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.

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 2023, 76% of 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 10 years.

ANNUAL HEALTH AND SAFETY RISK MANAGEMENT ASSESSMENT

	Group total	Retail	Office	Convention & Exhibition
2023 H&S external assessment coverage (%)	76%	76%	50%	100%
% 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 H&S 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 H&S 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 H&S 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.D Security, health and safety risks).

Since 2020, the Group reinforced its H&S 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 2023 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.

The progressive reopening of shopping centres following the COVID-19 crisis was accompanied with the creation of the "Working Together" charter emphasising common efforts between URW and its retailers and service providers to ensure H&S 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[2].

Regarding Convention & Exhibition venues, Viparis has drawn up H&S 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. The former Safe V label used during the COVID crisis has been internalised, and all its requirements can be effectively redeployed if necessary.

(1) Except for Gropius Passagen in which URW is holds a minority share.
(2) 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 H&S.

	2023
2023 number of sanctions for non-compliance related to building Health and Safety	3
2023 monetary value of associated fines (€)	5,091

COMPLIANCE WITH ENVIRONMENTAL REGULATION

Penalties for non-compliance with environmental legislation and regulations.

	2023
2023 monetary value of fines for environmental breaches (€)	527
2023 total number of non-monetary sanctions for environmental breaches	0

3.2.2.C.4 TARGETS RELATED TO POLLUTION (ESRS E2-3)

The Group took several commitments to limit its environmental impacts related to pollution:

- Targets related to operational waste
  - See section 3.2.2.F.4 Targets related to resource use and circular economy.
- Targets related to the mitigation of the carbon emissions (including transport related carbon emissions)
  - See section 3.2.2.B.2 Transition plan for climate change mitigation.

3.2.2.C.5 POLLUTION OF AIR, WATER AND SOIL (ESRS E2-4)

The main source of pollutant coming from URW's operations is the GHG emissions, already disclosed within section 3.2.2.B Climate change.

3.2.2.C.6 SUBSTANCES OF CONCERN AND SUBSTANCES OF VERY HIGH CONCERN (ESRS E2-5)

URW does not produce, use, distribute, commercialise nor import/export substances of concern or substances of very high concern.

3.2.2.C.7 ANTICIPATED FINANCIAL EFFECTS FROM MATERIAL POLLUTION-RELATED IMPACTS (ESRS E2-6)

Anticipated financial effects from material pollution-related risks and opportunities are in line with the estimates presented in section 3.2.1.D.2 Disclosure requirements in ESRS covered by the undertaking's Sustainability Statement.

3.2.2.D WATER AND MARINE RESOURCES (ESRS E3)

3.2.2.D.1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL WATER AND MARINE RESOURCE RELATED IMPACTS, RISKS AND OPPORTUNITIES (ESRS 2 IRO-1)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

3.2.2.D.2 POLICIES RELATED TO WATER AND MARINE RESOURCES (ESRS E3-1)

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 practices, the Group is taking active steps to limit water consumption, reduce water waste and maintain water quality.

Each URW asset updates annually its environmental action plan, including a specific section towards the accomplishment of URW targets related to water.

Viparis is also committed to reduce water consumption of its venues and preserve it from pollution. To this end, improved monitoring of water consumption and leak detection processes are implemented and completed with investments in drip irrigation, water-saving taps or toilets, rainwater recovering systems (Palais des Congrès de Paris, Pavilion 6 of Paris Expo Porte de Versailles, Hall 3 of Paris le Bourget), and requirements for cleaning suppliers to use products with ecolabels.

3.2.2.D.3 ACTIONS AND RESOURCES RELATED TO WATER AND MARINE POLICIES (ESRS E3-2)

Please refer to section 3.2.2.D.4 Targets related water and marine resources for more information.

3.2.2.D.4 TARGETS RELATED TO WATER AND MARINE RESOURCES (ESRS E3-3)

In 2023, the Group has committed to new targets on water:

- 100% of retail (Shopping Centres) assets in water stressed areas with water reuse solutions by 2025, and 100% of URW's portfolio by 2030; and
- Reduce water consumption by -20% in intensity per footfall by 2030 from a 2019 baseline.

	Retail
% of retail assets in water stressed areas with water reuse solutions	8%
% of retail assets with water reuse solutions	18%
Water consumption improvement in intensity per footfall compared to 2019	-12.6%

The first target focuses on water stressed areas where water conservation and preservation issues are more material. "Water stressed areas" are defined according to the WWF Water Risk Filter, using the water scarcity risk KPI. For assets located in these areas (12 assets as per the WWF risk filter in 2023), the reuse of water is a priority to limit the consumption of municipal water. The second target has the same objective but with a different timeframe for URW's assets not located in water stressed areas. The Group prioritises the use of non-drinkable or reused water over drinkable water wherever possible. In 2023, 12 shopping centres collected 180,000 m3 of rainwater and groundwater or greywater on site, which was 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.

The third Group target aims at reducing the overall water consumption in URW's assets. As water consumption is highly related to sanitary use, 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. The Group also started rolling out water connected submeters in order to better monitor water consumption. Assets also continued to install hourly controlled valves which turn off water supply in some areas outside of the opening hours to reduce leak risks. Additionally, aerators and other low-flow water features are implemented in assets in accordance with BREEAM requirements.

At existing assets, the Group relies on a close cooperation with tenants to reduce water consumption. Green leases (see sub-section "Focus on green leases" in section 3.2.2.B.6 Actions and resources in relation to climate change policies) and tenants' discussions on site 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.

3.2.2.D.5 WATER CONSUMPTION (ESRS E3-4)

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	Office	Convention & Exhibition
2023 total water consumption	**5,544,030**	**15,157**	**188,240**
of which municipal water (%)	*98.3%*	*100%*	*100%*
of which rainwater (%)	*0.3%*	*0%*	*0%*
of which groundwater (%)	*0.9%*	*0%*	*0%*
of which surface water (%)	*0%*	*0%*	*0%*
of which wastewater from another organisation (grey water) (%)	*0.5%*	*0%*	*0%*
2022 like-for-like	5,284,114	8,540	204,589
2023 like-for-like	5,527,758	15,157	188,240
2023/2022 change (%)	**5%**	**77%**	**-8%**

WATER INTENSITY OF STANDING ASSETS PER USAGE FOR SHOPPING CENTRES (RETAIL) (LITRE/VISIT/YEAR), FOR OFFICES (LITRE/OCCUPANT/YEAR) AND FOR CONVENTION & EXHIBITION VENUES (LITRE/SQM DOCC(1)/YEAR)

	Retail (Litre/visit)	Offices (Litre/occupant)	Convention & Exhibition (Litre/sqm DOCC(1))
2023 total	**6.3**	**3,134**	**3.4**
2022 like-for-like	6.4	2,990	3.4
2023 like-for-like	6.3	3,134	3.4
2023/2022 change (%)	**-1%**	**5%**	**0%**

WATER INTENSITY OF STANDING ASSETS PER MILLION EUR NET REVENUE(2)

	Retail (m^3/M€ net revenue)	Offices (m^3/M€ net revenue)	Convention & Exhibition (m^3/M€ net revenue)
2023 total	2,730	180	1,982

3.2.2.D.6 ANTICIPATED FINANCIAL EFFECTS FROM MATERIAL WATER AND MARINE RESOURCES RELATED RISKS AND OPPORTUNITIES (ESRS E3-5)

URW does not anticipate any material financial effects from material water and marine resources related risks and opportunities.

(1) Areas occupied per days of occupancy. Please note that in 2023, the Litre/sqm DOCC indicator is now tracked on a rolling year basis (from October N-1 to September N), which differs from previous years for which it was tracked on a fiscal year basis. The adjustment is meant to align it with the way other water-related indicators are tracked at Group level, and ensure the consistency with the numerator.

(2) Net revenue represents "Net Rental Income". See section 5.1 Consolidated financial statements.

3.2.2.E BIODIVERSITY AND ECOSYSTEMS (ESRS E4)

3.2.2.E.1 TRANSITION PLAN AND CONSIDERATION OF BIODIVERSITY AND ECOSYSTEMS IN STRATEGY AND BUSINESS MODEL (ESRS E4-1)

As part of its Better Places roadmap, the Group developed its Group biodiversity strategy in 2020 in collaboration with external experts. 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. The results of this study identified the following impacts and dependencies:

IMPACTS on the 5 main drivers for biodiversity loss(1)	DEPENDENCES to ecosystem services
Change in land use ● Land artificialisation, degradation & fragmentation ● Degradation of habitats from material production	**Attractivity** Biophilia
Direct exploitation ● Water consumption ● Wood and other bio-based material consumption	**Climate regulation** Trees cool down the space around them Vegetal areas reduce "urban heat islands" At global scale, this also mitigates extreme weather events (droughts, hurricanes, heavy rains, etc.)
Climate change ● All greenhouse gases emissions	**Risk mitigations** Non-artificialised spaces absorb rain water, limiting the risk of flooding
Pollution ● Plant protection (phytosanitary) products ● Light pollution ● Single use plastics used by tenants and visitors	**Resources supply** Materials for construction Ressources for tenants (raw material and food)
Invasive alien species ● Vegetation choice and maintenance	

Importance of the impacts:

Very high | High | Medium high | Medium low | Low

(1) According to the 2019 IPBES report.

As a consequence, and thanks to the additional work done in 2023 to update the Group's commitments related to biodiversity the Group biodiversity strategy now includes:

2 main objectives:

- 100% new development projects to achieve a biodiversity net gain;
- 100% of standing assets to implement renaturation projects by 2030.

And 2 internal policies:

- 100% development projects to implement a biodiversity action plan;
- 100% standing assets with high biodiversity stakes to implement a biodiversity action plan.

These commitments are detailed in the following sections.

In 2021, URW's commitments to 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.

As part of its sustainability roadmap, Better Events 2030, Viparis carried out concrete actions playing a part in preserving and reintroducing biodiversity, such as greening the terrace of Palais des Congrès d'Issy-les-Moulineaux, increasing the amount of open ground at Paris Expo Porte de Versailles, eco-grazing at the Paris Nord Villepinte venue, setting more than 20 beehives and 21 nesting boxes, and banning the use of phytosanitary products for the maintenance of green spaces at all of its sites. Some of these actions are the result of biodiversity audits carried out by ecologists. Its Biodiversity Charter, implemented on every venue with biodiversity stakes, integrates commitments such as welcoming nature (creating new habitats such as nests, beehives, open ground and green spaces), eco-managing green spaces (such as application of the Eco-jardin label approach banning the use of phytosanitary products, composting green waste, optimising water management, and favouring the use of non-motorised equipment), creating places where people can relax and enjoy nature, communicating the results of biodiversity initiatives, raising public awareness and developing participative and educational approaches, raising employee awareness and developing an internal biodiversity culture. Viparis is also a signatory of the Paris Climate Biodiversity Action Pact.

3.2.2.E.2 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL (ESRS 2 SBM-3)

Please see sections 3.2.1.D.4 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

As explained in 3.2.1.C.1 Strategy, business model and value chain and section 3.2.1.C.3 Material impacts, risks and opportunities and their interaction with strategy and business model, URW's business model and sustainability roadmap actively integrate biodiversity considerations.

3.2.2.E.3 DESCRIPTION OF PROCESSES TO IDENTIFY AND ASSESS MATERIAL BIODIVERSITY AND ECOSYSTEM RELATED IMPACTS, RISKS, DEPENDENCIES AND OPPORTUNITIES (ESRS 2 IRO-1)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

3.2.2.E.4 POLICIES RELATED TO BIODIVERSITY AND ECOSYSTEMS (ESRS E4-2)

The policies in place manage URW's material impacts on biodiversity (related to the development projects and URW's operation on its standing assets). More precisely, they tackle the impact and dependencies identified on the 5 main drivers for biodiversity loss as identified by the Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services ("IPBES") in 2019 and presented in the section 3.2.2.E.1 Transition plan and consideration of biodiversity and ecosystems in strategy and business model. As GHG emissions represent the main impact of URW on biodiversity, two climate-related policies have been added in the table below.

The policies in place in relation to biodiversity and ecosystems are listed in the table below.

Policy	Description of key contents of policy	Description of scope of policy or of its exclusions	Description of most senior level in organisation that is accountable for implementation of policy	Disclosure of third-party standards or initiatives that are respected through implementation of policy	Description of consideration given to interests of key stakeholders in setting policy	Explanation of how policy is made available to potentially affected stakeholders and stakeholders who need to help implement it
Group Biodiversity Strategy	Explanation of the objectives and targets, operational follow-up regarding how the Group limits its impact on Biodiversity	Group policy for shopping centres and development projects EU/UK only and progressively extended to the US	The Management Board (MB) and the Executive Committee (EC)	Based on IPBES and Act4Nature international methodologies	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the corporate development teams, the technical and development local country teams and the asset teams	The policy is for internal purposes only
GHG emissions reduction policy	Explanation of the objectives and targets, operational follow-up, budget guidance, dashboards	Group policy (EU/UK/US) Retail + Offices	The Management Board (MB) and the Executive Committee (EC)	From SBTi standard	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the technical local country teams and the asset teams	The policy is for internal purposes only
Climate adaptation policy	Explanation of the objectives and targets, operational follow-up, budget guidance, dashboards	Group policy (EU/UK/US) Retail + Offices + development projects	The Management Board (MB) and the Executive Committee (EC)	From TCFD, CSRD and EU taxonomy expectations	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the risk management team, the technical local country teams and the asset teams	The policy is for internal purposes only

Details on the content of the biodiversity strategy is presented below.

100% NEW DEVELOPMENT PROJECTS TO ACHIEVE A BIODIVERSITY NET GAIN

The preliminary studies of the Group biodiversity strategy showed that one of the main drivers of biodiversity loss, according to the 2019 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 limiting 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 started from 2022 onwards will use the "Biodiversity Metric 3.0" methodology, 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", according to DEFRA. The Group will also make its best efforts to apply this target for its ongoing projects where it is possible.

The Biodiversity Metric 3.0 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 in which the Group operates.

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.

Since 2022, all new development projects starting their design include biodiversity net gain as part of their objectives. The requirement has been added in the 2023 update of the sustainability guidelines for development projects.

100% DEVELOPMENT PROJECTS TO IMPLEMENT A BIODIVERSITY ACTION PLAN

In addition to the biodiversity net gain target, all large development projects need to implement a biodiversity action plan. 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 guidelines.

Some projects also undertake an Environmental Impact Assessment ("EIA"), which includes an environmental/biodiversity component, as it is a prerequisite 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 (new development) certification.

Within the sustainability guidelines, the Group also commits in using only certified timber (FSC, PEFC or equivalent) within its development projects.

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

BIODIVERSITY ACTION PLANS AT ASSET LEVEL

The Group applies a pragmatic approach on biodiversity to its standing assets. Even though the 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 implementation in 2022 of biodiversity action plans in all High Biodiversity Stakes ("HBS") assets in Europe. Assets are considered HBS if located within 1.5 km from a protected area in Europe. These areas are composed of all the IUCN (management categories I to VI) and Bird Life International (Key Biodiversity Areas) protection areas. As for the creation of the biodiversity action plans of development projects, these standing assets must 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. In the US, biodiversity audits will progressively be deployed in the context of the BREEAM In-Use certification of the US assets.

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 respect to this objective, in 2022, 16 biodiversity audits have been organised for the European HBS assets. From 2023 onwards, the actions identified within those action plans are followed in the environmental action plan of the concerned assets.

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

When possible, URW also focuses on creating "green" spaces, such as green roofs, green walls and green parking lots (greening of part of the parking lots, in particular to limit the waterproofing of these surfaces). The Group also works across its shopping centres to raise awareness among its stakeholders about the importance of biodiversity.

The Group's BREEAM In-Use certification policy (see section 3.2.2.A Environmental certifications of buildings) 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 sustainability team monitors the application of the Group's biodiversity policy and provides operating teams with the necessary support.

100% OF STANDING ASSETS TO IMPLEMENT RENATURATION PROJECTS BY 2030

This new 2023 commitment follows the current expectations of both public authorities and visitors to increase the amount of green spaces in dense urban areas. URW targets to increase the level of biodiversity in all of its shopping centres through renaturation projects. Renaturation projects are defined as any project related to the improvement of biodiversity and biophilia in and outside the shopping centres.

To assess the improvement following the implementation of a renaturation project, URW will use specific biodiversity metrics such as the biodiversity metrics released by DEFRA (the same ones used for development projects), or an equivalent metric having the ability to prove the benefit of the project.

PROTECTION AND RESTORATION OF ECOSYSTEMS OUTSIDE URW'S VALUE CHAIN

In the context of both its net zero targets and Group biodiversity strategy, the Group has invested in 2 initiatives (see section 3.2.2.B.10 GHG removals and GHG mitigation projects financed through carbon credits) to protect and restore biodiversity at scale:

- The Climate Fund for Nature (MIROVA); and
- The Nature Impact Fund (WWF France).

While the WWF France Nature Impact Fund is dedicated to the restoration of French forests, the Climate Fund for Nature managed by MIROVA finances nature-based projects around the world. Nature-based carbon removal projects financed through this fund help to improve biodiversity in several ways. By restoring degraded habitats and increasing the area and connectivity of natural landscapes, the projects can enhance the survival and reproduction of native species, as well as prevent or reduce the invasion of alien species. By improving soil health and water quality, the projects can support the productivity and resilience of ecosystems and their inhabitants. By involving local communities and stakeholders in the design and management of the projects, the projects can also foster social and cultural values related to biodiversity conservation and sustainable use.

A small portion of MIROVA's nature-based projects is dedicated to the protection of existing forests, particularly against deforestation.

Further details about those projects are available publicly on the WWF France and MIROVA websites.

3.2.2.E.5 ACTIONS AND RESOURCES RELATED TO BIODIVERSITY AND ECOSYSTEMS (ESRS E4-3)

The actions and resources in relation to biodiversity and ecosystems are listed in the table below:

Policy	Key actions	Scope	Time horizon	Year of completion	Description	Progress	Resources allocated	Financial resources
Group Biodiversity Strategy	General guidance related to Biodiversity staked within URW activities	All Group portfolio	2020-2030	2030	The Group Biodiversity strategy set the Group objectives in relation to its impacts and dependencies against Biodiversity	• Several calculations of Biodiversity net Gain for development projects show a gain. So far no compensation measures had to be taken. • First renaturation projects took place in France in 2023	• Sustainability and technical teams to produce guidance and track performance • Local country and asset teams for implementation	As stated in the Group climate mitigation plan
GHG emissions' reduction policy	Set, track and reach Group carbon reduction targets	All Group portfolio	2015-2050	2030 and 2050	All standing assets of URW has a dedicated environmental action plan to guide them reaching the Group target	• The Group has updated all its environmental action plan in 2023 to reflect its new ambition in terms of carbon reduction • Live dashboards available within the company to track progress anytime	• Corporate sustainability and technical teams to produce guidance and track performance • Local country and asset teams for implementation	As stated in the Group climate mitigation plan
Climate adaptation policy	Increase the resilience of URW portfolio to climate related risk	All Group portfolio	2015-2030	2030	Evaluate the vulnerability and exposure or the portfolio and implement resilience action plans	• Group adaptation framework being updated • New asset visits done in 2023	• Corporate sustainability and technical teams to produce guidance and track performance • Risk management team • Local country and asset teams for implementation	As stated in the Group climate mitigation plan
Sustainable development guidelines	Secure the environmental performance of URW's development projects	All Group portfolio	2015-2030	2030	All major development projects must include the requirements of the guidelines in their design to secure their environmental performance	• 2023 update of the sustainability guideline to reflect new expectations from EU taxonomy and new embodied carbon thresholds	• Corporate sustainability team to produce guidance and track performance • Corporate development and construction teams • Local country development and construction teams for implementation	As stated in the Group climate mitigation plan

3.2.2.E.6 TARGETS RELATED TO BIODIVERSITY AND ECOSYSTEMS (ESRS E4-4)

The details of the Group's commitments related to biodiversity are presented in section 3.2.1.D.1 Policies related to biodiversity and ecosystems.

In addition, the Group includes in its sustainability guidelines the requirements related to the Do not Significant Harm ("DNSH") criteria for biodiversity within the EU Taxonomy regulation. In this respect the following criteria are followed by the Group's development projects:

- An EIA or screening is completed in accordance with Directive 2011/92/EU334. Where an EIA has been carried out, the required mitigation and compensation measures for protecting the environment are implemented. For sites/operations located in or near biodiversity-sensitive areas (including the Natura 2000 network of protected areas, UNESCO World Heritage sites and Key Biodiversity Areas, as well as other protected areas), an appropriate assessment, where applicable, has been conducted and based on its conclusions the necessary mitigation measures are implemented; and
- The new construction is not built on one of the following:
  - Arable land and crop land with a moderate to high level of soil fertility and below ground biodiversity as referred to in the EU LUCAS survey;
  - Greenfield land of recognised high biodiversity value and land that serves as habitat of endangered species (flora and fauna) listed on the European Red List or the International Union for Conservation of Nature ("IUCN") Red List;
  - Land matching the definition of forest as set out in national law used in the national GHG inventory, or where not available, is in accordance with the Food and Agriculture Organization ("FAO") definition of forest.

3.2.2.E.7 IMPACT METRICS RELATED TO BIODIVERSITY AND ECOSYSTEMS CHANGE (ESRS E4-5)

The table below contains the performance of the reporting year against the Group's objective:

URW objectives	2023 Performance
100% new development projects to achieve a biodiversity net gain	100%
100% of standing assets to implement renaturation projects by 2030	N/A

URW internal policies	2023 Performance
100% development projects to implement a biodiversity action plan	70%
100% standing assets with high biodiversity stakes to implement a biodiversity action plan	100%

3.2.2.E.8 ANTICIPATED FINANCIAL EFFECTS FROM MATERIAL BIODIVERSITY AND ECOSYSTEM RELATED RISKS AND OPPORTUNITIES (ESRS E4-6)

Anticipated financial effects from the consideration of biodiversity in development projects are in line with the estimates presented in section 3.2.A.4.2 Disclosure requirements in ESRS covered by the undertaking's Sustainability Statement.

3.2.2.F RESOURCE USE AND CIRCULAR ECONOMY (ESRS E5)

3.2.2.F.1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL RESOURCE USE AND CIRCULAR ECONOMY RELATED IMPACTS, RISKS AND OPPORTUNITIES (ESRS 2 IRO-1)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

3.2.2.F.2 POLICIES RELATED TO RESOURCE USE AND CIRCULAR ECONOMY (ESRS E5-1)

The policies in place in relation to resource use and circular economy are listed in the table below.

Policy	Description of key contents of policy	Description of scope of policy or of its exclusions	Description of most senior level in organisation that is accountable for implementation of policy	Disclosure of third-party standards or initiatives that are respected through implementation of policy	Description of consideration given to interests of key stakeholders in setting policy	Explanation of how policy is made available to potentially affected stakeholders and stakeholders who need to help implement it
Environmental management system	Include sustainability requirements in all stages of the asset life cycle	Development projects and standing assets of the Group	The Management Board (MB) and the Executive Committee (EC)	Based on ISO 14 001	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the corporate development teams, the technical and development local country teams and the asset teams	The policy is for internal purposes only
Circular economy framework	Include the key concepts of circular economy for the development projects, split in three themes (Circular design, Sustainable sourcing and Ressource management)	Development projects	The Management Board (MB) and the Executive Committee (EC)	Cradle to Cradle Products Innovation Institute	Stakeholders involved: Group sustainability team, the corporate development teams and the development local country teams	The policy is for internal purposes only
Waste management Policy	Include the waste management framework, best practices and KPIs related to waste management in the EU Shopping centres	European standing assets	The Management Board (MB) and the Executive Committee (EC)	None	Stakeholders involved: Group sustainability team, the corporate technical team (PMPS team), the corporate development teams, the technical and development local country teams and the asset teams	The policy is for internal purposes only

ENVIRONMENTAL MANAGEMENT SYSTEM FOR THE DEVELOPMENT PROJECTS

URW, through the implementation of its environmental management system ("EMS") and sustainability guidelines, 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 sustainability strategy in order to minimise their environmental impact. For each project, the EMS covers all 4 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 sustainability 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 "Sustainability Champions" in the development teams was created in 2019 to ensure best practice sharing across countries. The community is led by the Group Corporate Sustainability team (see section 3.2.A.2.1 The role of the administrative, management and supervisory bodies). The animation around sustainability objectives is key in progress towards the 2030 objectives.

PROJECT DESIGN AND REVIEW STAGE

In 2023, the sustainability guidelines was updated in collaboration with the development teams. The sustainability guidelines apply to new developments and extension and 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 or PEFC 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.

Requirements for large projects include, among others:

- Minimum environmental certification level (covering the construction or refurbishment) to obtain BREEAM "Excellent" for projects in Europe or LEED Gold in the US;
- 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;
- Integrate at least 2 circular economy "concepts" from the Group's Circular Economy Framework, based on a technical economic study; and
- Alignment with new EU Taxonomy criteria for the Group's construction projects (new development and refurbishment).

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

- To ensure all projects are working on their own sustainability strategy;
- 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 objectives.

A specific assessment tool has been created to ensure that specific requirements are handled by project teams at the project phase.

As part of its sustainability guidelines, the Group commits to having 100% of its development projects integrate a circular economy design solution by 2025.

In answer to this commitment, a specific requirement to "integrate at least 2 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.

Since 2020, the Group adopted a 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.

As part of its pioneering commitment to reducing its construction carbon footprint by -35% between 2015 and 2030, the Group focuses 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 H&S 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 and therefore also promoting reuse.

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 concrete for all current development projects and reuse of materials or use of materials with recycled content when possible.

The use of wood in URW's development projects is always studied to both reduce the embodied carbon emission of projects and increase the carbon sinks through the lifetime of the projects thanks to the wood's capability to store CO_2 (following the principle of the French Label bas Carbone methodology for buildings, published in 2022).

Circular economy solutions can also lead to carbon savings, through material reuse for example.

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

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 a commitment to give their best efforts to reduce the carbon footprint of the project and the design project managers are asked to pay close attention to this contractual requirement.

WASTE IN URW'S OPERATIONS

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, 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 through tenants' on-site discussions or the communication of site-level waste sorting guidelines. Both supplier purchasing contracts and tenant green leases establish the minimum requirements to be met for waste sorting and recycling. In Europe, 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.

Tenant awareness raising includes 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 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. Waste awareness among tenants was also enhanced with waste ambassadors in each asset in Spain.

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 and composters producing fertiliser for green spaces out of organic waste.

The Group also worked on improving waste service providers contracts, by integrating requirements for higher rates of recycling and 0% waste to landfill in new tenders signed in Spain and France for example. In addition, reverse vending machines available to visitors have been tested in the UK to foster recycling of coffee cups and other small food packaging.

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 3 tests at 3 different-sized exhibitions at the Paris Nord Villepinte convention site. The initial results of these tests were encouraging, with up to 65% waste sorting for one of the exhibitions tested. In 2022, a partnership between a cleaning and waste provider and Viparis at Porte de Versailles venue led to the set-up of an on-site sorting centre, increasing event wastes being recycled. 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 French "Green Growth Commitment" (*Engagement pour la Croissance Verte,* "ECV") was signed between the industry stakeholders and 4 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 events' 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. This study is still ongoing. A food-waste diversion programme implemented at Palais des Congrès de Paris with Moulinot, a company from social and solidarity economy, resulted in 5.8 tonnes of food-waste methanised.

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

	Retail
2023 total waste (metric tonnes)(1)	**108,138**
of which recycled waste (%)	44%
of which recovered waste: waste-to-energy (%)	33%
of which not recovered (%)	23%
2022 like-for-like (metric tonnes)(1)	**104,024**
of which recycled waste (%)	41%
of which recovered waste: waste-to-energy (%)	32%
of which not recovered (%)	27%
2023 like-for-like (metric tonnes)(1)	**107,846**
of which recycled waste (%)	44%
of which recovered waste: waste-to-energy (%)	33%
of which not recovered (%)	23%
2023/2022 CHANGE (%)	**4%**

(1) Non-hazardous 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 & Exhibition business units are excluded from the scope of waste indicators. At Convention & Exhibition venues (business operated by the Viparis subsidiary), waste is either managed by exhibition planners or directly by Viparis' cleaning and waste suppliers. 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.

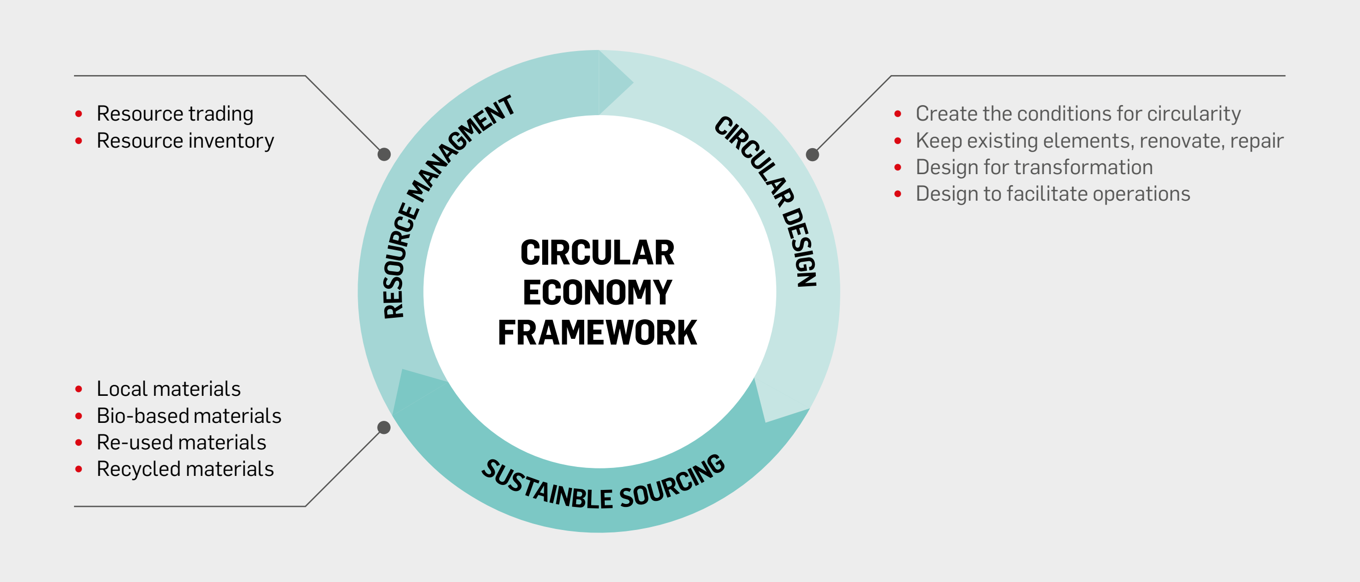
3.2.2.F.3 ACTIONS AND RESOURCES RELATED TO RESOURCE USE AND CIRCULAR ECONOMY (ESRS E5-2)

3.2.2.F.3.1 DETAILS ON THE CIRCULAR ECONOMY FRAMEWORK FOR DEVELOPMENT PROJECTS

The Group Circular Economy Framework aims at integrating circular economy concepts in the design of URW's development projects. Circular economy requirements are part of the sustainability guidelines for the development projects and in this context all development projects must integrate at least 3 concepts from the framework, selecting the ones that will make the most sense for each development project.

The Circular Economy Framework contains 10 concepts split into 3 themes, that will guide the design teams in the selection of the most appropriate topics for its development project:

CIRCULAR ECONOMY FRAMEWORK FOR DEVELOPMENT PROJECTS



3.2.2.F.4 TARGETS RELATED TO RESOURCE USE AND CIRCULAR ECONOMY (ESRS E5-3)

TARGETS RELATED TO OPERATIONAL WASTE:

- Zero waste to landfill by 2025;
- Engage tenants into reducing waste by -15% by 2030 from a 2019 baseline; and
- Reach 70% recycling rate by 2030.

TARGETS RELATED TO RESOURCE USE:

- -35% carbon emissions related to construction by 2030 from a 2015 baseline.

3.2.2.F.5 RESOURCE INFLOWS (ESRS E5-4)

This part is currently being studied by URW and details should be communicated in next year's Universal Registration Document.

3.2.2.F.6 RESOURCE OUTFLOWS (ESRS E5-5)

This part is currently being studied by URW and details should be communicated in next year's Universal Registration Document.

3.2.2.F.7 ANTICIPATED FINANCIAL EFFECTS FROM MATERIAL RESOURCE USE AND CIRCULAR ECONOMY RELATED RISKS AND OPPORTUNITIES (ESRS E5-6)

Anticipated financial effects from the consumption of raw materials are in line with the estimates presented in section 3.2.1.4.2 Disclosure requirements in ESRS covered by the undertaking's Sustainability Statement.

3.2.2.G DISCLOSURES PURSUANT TO ARTICLE 8 OF REGULATION (EU) 2020/852 (TAXONOMY REGULATION)

3.2.2.G.1 CONTEXT

Since January 1, 2021, URW has been subject to the EU Environmental Taxonomy Regulation 2020/852 (the "EU Taxonomy"). The EU Taxonomy introduces a unified classification system to determine the sustainability level of investments, in order to drive capital 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 EU Taxonomy (i.e. "eligible" activities) are to be screened for their environmental impacts, based on the environmental criteria ("Technical Screening Criteria" ("TSC")) defined in the EU Taxonomy Delegated Acts.

To be considered environmentally sustainable, an economic activity has to substantially contribute to at least 1 out of the 6 following "environmental objectives", while not causing harm to the others and complying with "minimal safeguards" related social and ethical standards:

- Climate change mitigation;
- Climate change adaptation;
- Sustainable use and protection of water and marine resources;
- Transition to a circular economy;
- Pollution prevention and control; and
- Protection and restoration of biodiversity and ecosystems.

As at year-end 2023, Delegated Acts have been established for the 6 environmental objectives. The EU Taxonomy represents an important step towards the EU's objective of becoming climate neutral by 2050. The real estate sector is considered eligible under the EU Taxonomy for climate change mitigation, climate change adaptation, as well as transition to a circular economy. This means that the real estate sector, which plays a vital part in the economy, also has a key role to play in the transition towards a low-carbon, climate-resilient future and circular economy.

3.2.2.G.2 APPLICATION TO URW ACTIVITIES

As a real estate player, URW is committed to meeting the requirements set by this new EU Taxonomy and improving its performance in the coming years to contribute to the broader EU environmental transition. As a developer and operator of assets, URW's main eligible activities can be split into the following 3 categories:

- **3.1/7.1: Construction of new buildings:** buildings that URW develops for third parties only[1].
- **3.2/7.2: Renovation[2] of existing buildings:** buildings that URW redevelops exceeding "major renovation" thresholds according to local building regulations implementing Directive 2010/31/EU (works amounting to at least 25% of total asset value – excluding land – or affecting over 25% of the surface of the building envelope).
- **7.7: Acquisition and ownership of buildings:** buildings that URW owns and operates for its own account, including those under development or redevelopment that do not exceed "major renovation" thresholds.

In addition to the above categories, URW purchases equipment and services relating to the following categories, that enable its activities to reduce their GHG emissions:

- **7.3:** Installation, maintenance and repair of energy efficiency equipment;
- **7.4:** Installation, maintenance and repair of charging stations for EVs in buildings (and parking spaces attached to buildings)[3];
- **7.5:** Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings; and
- **7.6:** Installation, maintenance and repair of renewable energy technologies.

These activities, qualified as "individual measures", are further described in the paragraph "Individual measures" of section 3.2.2.G.4 URW share of aligned activities.

The Commission Delegated Regulation (EU) 2021/2178 of July 6, 2021, supplementing the EU Taxonomy specifies the scope, methodology and disclosure requirements for 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 and align its KPIs is based on this regulation, and the associated methodology is presented hereafter.

In addition to the regulatory review performed by the statutory auditors of URW's EU Taxonomy disclosure, the EU Taxonomy methodology, main assumptions and processes used have been submitted by URW to the independent third-party auditors for examination on a voluntary basis.

(1) No asset in this category in 2023. As compared to 2022, none of URW's development projects are matching the definition of the 7.1 category.
(2) URW has considered for the year 2023 that the definition of the renovation indicated in the 7.2 applies also for the 3.2.
(3) No CAPEX in this category for 2023.

3.2.2.G.3 URW SHARE OF ELIGIBLE ACTIVITIES

As the first step of the EU Taxonomy application, companies are to determine which of their activities are "eligible", i.e. covered by the EU Taxonomy Delegated Acts. Three KPIs are disclosed to that end: the share of eligible activities in the Company's turnover, CAPEX and OPEX.

2023 RESULTS OF URW SHARES OF ELIGIBLE ACTIVITIES

TURNOVER (k€)	Eligible activities	Non-eligible activities	Total
Gross rental income ("GRI")	2,249,250	72,879	2,322,129
Service charge income	364,769	0	364,769
Property development and project management revenue	89,973	0	89,973
Property services and other activities revenues	0	284,108	284,108
Total Turnover	**2,703,992**	**356,987**	**3,060,979**
% Total turnover	**88.3%**	**11.7%**	**100%**
% Turnover excluding service charge income	**86.8%**	**13.2%**	**100%**

CAPEX (k€)	Eligible activities	Non-eligible activities	Total
CAPEX on investment properties	1,226,213	13,649	1,239,862
Scope movements on investment properties	112,898	0	112,898
CAPEX on tangible assets	0	32,817	32,817
CAPEX on intangible assets	0	14,219	14,219
Total	**1,339,112**	**60,885**	**1,399,797**
% CAPEX	**95.7%**	**4.3%**	**100%**

OPEX (k€)	Eligible activities	Non-eligible activities	Total
% OPEX	**98.2%**	**1.8%**	**100%**

The slight decrease in the share of eligible revenues between 2022 (figures published in URD 2022) and 2023 is mainly explained by the progression of the Gross rental income derived from the Airports division, driven by the strong recovery of international traffic and US domestic traffic in 2023.

The slight increase in the share of eligible CAPEX on investment properties between 2022 (figures published in URD 2022) and 2023 is mainly linked to the acquisition of Hammerson's 50% stake in the Croydon Partnership.

Financial year 2023 corresponds to the first year of application for which URW reports eligible figures for circular economy.

METHODOLOGY OF KPI CALCULATION

ALLOCATION RULES TO THE DENOMINATORS

- As defined in the aforementioned Delegated Regulation, total turnover and total CAPEX have been determined in accordance with International Financial Reporting Standards ("IFRS") 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 in which analytical breakdowns of operational costs are available;
  - 4 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).

(1) This OPEX category includes a non-significant amount of expenses linked to various assignment fees, among which audits (e.g. energy, sprinklers), environmental certification and H&S-specific assistance, which are not included in the scope of costs addressed in the Delegated Regulation.

ALLOCATION RULE TO THE NUMERATORS: DETERMINING ELIGIBLE ACTIVITIES

- To determine the eligible share of turnover (numerator), a screening of URW revenue categories has been performed according to the Delegated Acts' qualitative definitions of activities covered: among the revenue categories listed above, only gross rental income ("GRI") (revenues from acquisition and ownership of buildings) and revenues from property development and project management (revenues from construction of new buildings) are considered eligible to the EU 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 has been 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 EU Taxonomy. CAPEX on 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; and
- The last step for calculating the turnover, CAPEX and OPEX numerators has been to identify, among all URW activities, asset types or legal entities that would not be considered in the Delegated Acts' scopes. All of URW activities are included in the eligibility numerators except for the Airports activity in the US, on the grounds that URW only operates some very specific areas in these assets (shops in terminals) and does not manage the whole buildings. As a result, turnover, CAPEX and OPEX associated to the US Airports activities have been excluded from the numerators of URW EU Taxonomy-eligible activities.

3.2.2.G.4 URW SHARE OF ALIGNED ACTIVITIES

The second part of the EU Taxonomy application consists of the screening and disclosure of the share of environmentally sustainable or "aligned" activities. 3 KPIs are to be disclosed to that end: the share of aligned activities in the Company's turnover, CAPEX and OPEX.

2023 RESULTS OF URW'S SHARE OF ALIGNED ACTIVITIES

Taxonomy alignment figures calculated in accordance with the templates set by the European Commission: based on total activity (including non-eligible activities) and including service charge income lines, in compliance with the IFRS accounting standards, are presented below.

	Proportion of Turnover/Total Turnover (2023)	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	50.3%	88.3%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

	Proportion of OpEx/Total OpEx (2023)	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	57.8%	98.2%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

	Proportion of CapEx/Total CapEx (2023)	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	82.6%	95.7%
CCA	0%	0%
WTR	0%	0%
CE	0%	4.5%
PPC	0%	0%
BIO	0%	0%

TURNOVER

Economic activities (1)	Codes[a] (2)	Turnover (3) EUR	Proportion of turnover (4) %	Substantial contribution criteria: Climate change mitigation (5) Y; N; N/EL	Climate change adaptation (6) Y; N; N/EL	Water (7) Y; N; N/EL	Pollution (8) Y; N; N/EL	Circular economy (9) Y; N; N/EL	Biodiversity (10) Y; N; N/EL	DNSH criteria (Do No Significant Harm): Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water (13) Y/N	Pollution (14) Y/N	Circular economy (15) Y/N	Biodiversity (16) Y/N	Minimum safeguards (17) Y/N	Taxonomy aligned proportion of turnover, year N-1 (18) %	Category enabling activity (19) E	Category transitional activity) (20) T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Construction of new buildings	CCM 7.1	0	0%	Y	N/EL	N/EL	N/EL	N	N/EL	Y	Y	Y	Y	Y	Y	Y	4.6%		
Acquisition and ownership of buildings	CCM 7.7	1,540,472	50.3%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	18.9%		
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**1,540,472**	**50.3%**	**50.3%**	**0%**	**0%**	**0%**	**0%**	**0%**	Y	Y	Y	Y	Y	Y	Y	**23.5%**		
of which Enabling		0	0%	0%	0%	0%	0%	0%	0%	–	–	–	–	–	–	–	N/A		
of which Transitional		0	0%	0%						–	–	–	–	–	–	–	N/A		
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Acquisition and ownership of buildings	CCM 7.7	1,163,520	38.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		**1,163,520**	**38.0%**	38.0%	0%	0%	0%	0%	0%										
A. Turnover of Taxonomy eligible activities (A.1+A.2)		**2,703,992**	**88.3%**	88.3%	0%	0%	0%	0%	0%										
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy-non-eligible activities		**356,987**	**11.7%**																
TOTAL (A + B)		**3,060,979**	**100.0%**																

(a) The Code constitutes the abbreviation of the relevant objective to which the economic activity is eligible to make a substantial contribution, as well as the Section number of the activity in the relevant Annex covering the objective, i.e.:
- Climate Change Mitigation: CCM
- Climate Change Adaptation: CCA
- Water and Marine Resources: WTR
- Circular Economy: CE
- Pollution Prevention and Control: PPC
- Biodiversity and ecosystems: BIO

CAPEX

Economic activities (1)	Codes[a] (2)	CAPEX (3) EUR	Proportion of CAPEX (4) %	Substantial contribution criteria: Climate change mitigation (5) Y; N; N/EL	Climate change adaptation (6) Y; N; N/EL	Water (7) Y; N; N/EL	Pollution (8) Y; N; N/EL	Circular economy (9) Y; N; N/EL	Biodiversity (10) Y; N; N/EL	DNSH criteria (Do No Significant Harm): Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water (13) Y/N	Pollution (14) Y/N	Circular economy (15) Y/N	Biodiversity (16) Y/N	Minimum safeguards (17) Y/N	Taxonomy aligned proportion of CAPEX, year N-1 (18) %	Category enabling activity (19) E	Category transitional activity (20) T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Construction of new buildings	CCM 7.1	–	0.0%	Y	N/EL	N/EL	N/EL	N	N/EL	Y	Y	Y	Y	Y	Y	Y	0%		
Renovation of existing buildings	CCM 7.2	67,592	4.8%	Y	N/EL	N/EL	N/EL	N	N/EL	Y	Y	Y	Y	Y	Y	Y	7.9%		T
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	3,676	0.3%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	1%	E	
Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	CCM 7.4	–	0.0%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.0%	E	
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM 7.5	836	0.1%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.2%	E	
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	656	0.0%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.2%	E	
Acquisition and ownership of buildings	CCM 7.7	1,082,974	77.4%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	52%		
CAPEX of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**1,155,734**	**82.6%**	**82.6%**	**0%**	**0%**	**0%**	**0%**	**0%**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**61.3%**		
of which Enabling		5,168	0.4%	0.4%	0%	0%	0%	0%	0%	–	–	–	–	–	–	–	1.4%	E	
of which Transitional		67,592	4.8%	4.8%	0%	0%	0%	0%	0%	–	–	–	–	–	–	–	7.9%		T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Construction of new buildings	CE 3.1 / CCM 7.1	–	0.0%	EL	N/EL	N/EL	N/EL	EL	N/EL										
Renovation of existing buildings	CE 3.2 / CCM 7.2	8	0.001%	EL	N/EL	N/EL	N/EL	EL	N/EL										
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	–	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	CCM 7.4	–	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM 7.5	–	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	–	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
Acquisition and ownership of buildings	CCM 7.7	183,370	13.1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
CAPEX of eligible not Taxonomy-aligned activities (A.2)		**183,377**	**13.1%**	**13.1%**	**0%**	**0%**	**0%**	**0%**	**0%**										
A. CapEx of Taxonomy eligible activities (A.1+A.2)		**1,339,112**	**95.7%**	**95.7%**	**0%**	**0%**	**0%**	**0%**	**0%**										
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CAPEX of Taxonomy-non-eligible activities		**60,685**	**4.3%**																
TOTAL (A + B)		**1,399,797**	**100.0%**																

OPEX

Economic activities (1)	Codes[a] (2)	OpEx (3) EUR	Proportion of OpEx (4) %	Substantial contribution criteria: Climate change mitigation (5) Y; N; N/EL	Climate change adaptation (6) Y; N; N/EL	Water (7) Y; N; N/EL	Pollution (8) Y; N; N/EL	Circular economy (9) Y; N; N/EL	Biodiversity (10) Y; N; N/EL	DNSH criteria (Do No Significant Harm): Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water (13) Y/N	Pollution (14) Y/N	Circular economy (15) Y/N	Biodiversity (16) Y/N	Minimum safeguards (17) Y/N	Taxonomy aligned proportion of turnover, year N-1 (18) %	Category enabling activity (19) E	Category transitional activity) (20) T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Acquisition and ownership of buildings	CCM 7.7	83,021.30	57.8%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	21.7%		
OPEX of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**83,021.30**	**57.8%**	**57.8%**	**0%**	**0%**	**0%**	**0%**	**0%**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**Y**	**21.7%**		
of which Enabling		0	0%	0%	0%	0%	0%	0%	0%	–	–	–	–	–	–	–	–	E	
of which Transitional		0	0%	0%						–	–	–	–	–	–	–	–		T
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Acquisition and ownership of buildings	CCM 7.7	58,059.48	40.4%	EL	N/EL	N/EL	N/EL	N/EL	N/EL										
OPEX of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		**58,059.48**	**40.4%**	**40.4%**	**0%**	**0%**	**0%**	**0%**	**0%**										
A. OpEx of Taxonomy eligible activities (A.1+A.2)		**141,080.78**	**98.2%**	**98.2%**	**0%**	**0%**	**0%**	**0%**	**0%**										
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy-noneligible activities		**2,625.67**	**1.8%**																
TOTAL (A + B)		**143,706.46**	**100.0%**																

COMMENT ON 2023 ALIGNMENT FIGURES INCLUDING NON-ELIGIBLE ACTIVITIES

URW's CAPEX alignment share is mainly driven by its development projects, including on assets already present in the standing portfolio. With more than 82% of CAPEX aligned with the climate mitigation objectives, the Group's investments demonstrate URW's commitment to high environment standards and the reinforcement of internal guidelines.

The broadening of the screened perimeter, the update of the Energy Performance Certificates, the improvement of the energy performance of its portfolio and the benchmarks considered for the analysis in 2023 positively contributed to the increase of the share of aligned revenues.

As the alignment figures of URW's OpEx are linked to the screening of assets performed for revenues, they increased in parallel[(1)].

Nevertheless, the EU Taxonomy alignment figures need to be analysed carefully in light of the applicable alignment criteria and do not necessarily reflect the absolute environmental performance of URW's portfolio.

For example on standing assets for the climate mitigation objective, as the assessment of alignment is based on relative comparisons to local regulations and benchmarks which are more stringent in some countries than in others, rather than on absolute terms of performance, some assets with a better energy intensity can be considered as "not aligned" while less performing assets are "aligned".

In 2023, URW broadened its analysis to reduce the portion of eligible turnover that could not be screened to less than 1% (vs 16% in 2022). The key factors to this progression were:

- The efforts by the Group to collect additional data on assets that URW owns but does not directly manage;
- The use of a benchmark to screen the Convention & Exhibition centres portfolio.

The development projects that have been considered not aligned are mainly projects in the US where there are no equivalents to the EU Taxonomy TSC which are based exclusively on EU regulations and standards.

More information on the translation of the EU Taxonomy screening criteria to URW's portfolio and its limitations is given in the next section.

NB: URW has not issued any environmentally sustainable bonds with the purpose of financing EU Taxonomy-aligned activities in 2023. Therefore, URW is not concerned by the disclosure of adjusted turnover and CAPEX KPIs reflecting such bonds.

COMMENT ON 2023 ALIGNMENT FIGURES AMONG ELIGIBLE ACTIVITIES

Taxonomy alignment figures presented in the summary table below have been calculated on the basis of eligible activities[(2)]. Two consolidation methodologies have been applied: assets consolidated in compliance with the IFRS accounting standards using the equity method, and assets consolidated in the proportionate methodology including also joint-controlled entities, in order to valorise the alignment of assets in URW's portfolio that are not accounted for in the IFRS methodology as well. In this specific table, revenue lines corresponding to charges reinvoiced to the tenants (service charges income) have been excluded from numerators and denominators as they are balanced by charges in URW accounts. All URW activities aligned presented here below contribute substantially to the objective of climate change mitigation.

Alignment figures show that among eligible activities, URW has more than 85% of its CAPEX and more than half of its revenues considered as aligned with the EU Taxonomy environmental objectives. URW's turnover alignment share is both driven by its standing assets and the revenues derived from development projects on standing assets, as 57% of its eligible revenues are already aligned with the climate change mitigation objective.

	Alignment figures (among eligible activities) – IFRS			Alignment figures (among eligible activities) – Proportionate		
URW activity (Taxonomy code)	% Revenues	% CapEx	% OpEx	% Revenues	% CapEx	% OpEx
Standing assets (7.7)	54.6%	33.9%	58.8%	59.0%	35.4%	64.0%
Development projects (7.7)	2.4%	47.0%	0%	1.9%	43.9%	0%
Major renovations (7.2)	N/A	5%	0%	N/A	4.6%	0%
Development for 3rd parties (7.1)	0.0%	0%	0%	0%	0%	0%
Individual measures (7.3 to 7.6)	N/A	0.4%	0%	N/A	0.3%	0%
TOTAL	57.0%	86.3%	58.8%	60.9%	84.3%	64.0%

(1) The OpEx of specific aligned assets in 2023 was proportionally higher than the revenues, which led to a slightly higher alignment figure for OpEx as compared to revenues.
(2) These figures have been calculated on a voluntarily basis to provide an additional layer of analysis for URW's taxonomy figures.

ENVIRONMENTAL TECHNICAL SCREENING CRITERIA

The Annexes I and II to the Commission Delegated Regulation (EU) 2020/852 of June 4, 2021, and the Annex III to the Commission Delegated Regulation (EU) 2023/2486 June 27, 2023, supplementing the EU Taxonomy lay down the environmental TSC to be complied with for each eligible activity to be considered aligned with the 6 objectives. These criteria are twofold: criteria for checking the substantial contribution of activities to each environmental objective, and criteria for making sure these activities DNSH to all the other environmental objectives. Since the Delegated Acts have been published, URW teams have worked intensively to translate the regulatory criteria into applicable elements for its own operations and for all its geographical locations, in close coordination with industry groups (EPRA, FEI, FACT, etc.). EU Taxonomy-eligible activities indeed cover a very broad scope of URW activities, but this does not presume the relevance or practicability of the TSC to be applied to all these activities. For example, many of them cannot be screened based on the current published TSC without having recourse to additional information sources (local regulation, industry benchmarks from sectorial private organisations, etc.) or using proxies. Many examples of this situation can be given such as:

- The application to the Group US portfolio of shopping centres, the TSC being based exclusively on EU regulations and standards;
- The lack of availability of some standard elements mentioned by the TSC, such as locally endorsed benchmarks to determine the top 15% of the building stock for commercial properties, and European or French sectoral benchmarks to determine the top 15% of the building stock for asset types in URW's portfolio such as Convention & Exhibition centres; or
- The limited accessibility of data and levers to report and improve on TSC for part of the required scope, such as for assets that URW owns but does not manage (e.g. hotel assets) or for the assets that URW operates but does not own (e.g. concession contracts) or partially owns.

Below is a summary of the TSC criteria for substantial contribution to climate change mitigation applied by URW for each category of its eligible activities, across all its portfolio:

SUBSTANTIAL CONTRIBUTION TO CLIMATE CHANGE MITIGATION

CONSTRUCTION OF NEW BUILDINGS (7.1)

Primary Energy Demand ("PED") 10% lower than national Nearly Zero Energy Building ("NZEB") requirements

- Applicable to all URW projects subject to thermal regulation
- -10% compared with the PED threshold contained in the national energy regulation at the time of the building permit application
- Exception in countries with advanced national energy regulation where the simple respect of the regulation is enough, as in France with RE2020, following discussions with the relevant ministry

AND

Testing for air-tightness and thermal integrity and disclosure of deviations

- Based on effective studies for projects in the construction phase or upon completion
- Based on contractual commitment for projects in the design phase (projects not mature enough for implementing these tests)

AND

Calculation of lifecycle Global Warming Potential (GWP) of the building for each stage

- Application of URW internal Life Cycle Assessment methodology aligned with EN 15978

RENOVATION OF EXISTING BUILDINGS (7.2)

Compliance with requirements for major renovations set in the Energy Performance of Buildings Directive ("EPBD")

- Compliance with local regulation

OR

Reduction of PED of at least 30% (in max. 3 years)

- -30% compared with the initial PED based on an energy audit

ACQUISITION & OWNERSHIP OF BUILDINGS (7.7)

For buildings built before 31 December, 2020: Energy Performance Certificate ("EPC") class A

- Applicable to all countries of URW's portfolio except for Germany, Poland (no letter-based grade levels available in local regulation) and the US (no applicable equivalent in local regulation)

OR

For buildings built before 31 December, 2020: Building is within the top 15% of the national or regional building stock expressed as operational PED

- Application of locally endorsed benchmarks in France, Denmark and the US (provided mainly by local real estate associations)
- Application of a publicly released European-wide coverage benchmark for other countries: using country-level values where they exist (in the UK, Germany, Spain, and Benelux) and a European-level value for the remaining countries

For buildings built after 31 December 2020, same criteria as defined for "Construction"

- Cf. 7.1

AND

For large non-residential building (HVAC systems' rated output of over 290 kW): efficiently operated through energy performance monitoring and assessment

- Screening performed for all aligned assets in URW's portfolio
- Covered through energy consumption monitoring tools, Building Management Systems, and maintenance contacts including energy management

SUBSTANTIAL CONTRIBUTION TO CLIMATE CHANGE ADAPTATION

In application of the specifications mentioned in FAQ 2022/C 385/01 and Delegated Regulation (EU) 2023/2485 of 27 June 2023 amending Delegated Regulation (EU) 2021/2139 of the European Commission, URW has screened its substantial contribution to the objective of climate change adaptation, considering as eligible and aligned with that objective only the CAPEX linked to the adaptation plans to reduce the most important physical climate risks that are material to its assets. These plans are implemented as a result of the climate risk and vulnerability assessment conducted on its assets in compliance with Appendix A of the Taxonomy Delegated Acts, which is described hereafter. No such CAPEX have been reported in 2023.

SUBSTANTIAL CONTRIBUTION TO THE TRANSITION TO A CIRCULAR ECONOMY

On a voluntary basis, URW performed the screening of its alignment with the circular economy section of the EU Taxonomy (3.1. Construction of new buildings and 3.2. Renovation of existing buildings) as the Group strived to translate and analyse all the TSC and DNSH for all its development projects[1].

DO NO SIGNIFICANT HARM CRITERIA

ADAPTATION TO CLIMATE CHANGE

Pursuant to the release of the Climate Delegated Act specifying DNSH criteria on adaptation to climate change, URW has updated in 2022 its climate risk assessment study covering all of the Group's standing assets and development pipeline in Europe and the UK in addition to the assessment previously made in 2019 (covering Europe, UK and US assets, and the development pipeline) (see section 3.2.2.B.12 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities). Those 2 studies confirmed that URW is compliant with the DNSH criteria of the EU Taxonomy. The following steps have been followed during the latest 2022 and 2023 climate risk assessments:

1. The climate experts (external consultants) first performed a screening of the climate-related perils among the ones listed in Appendix A to the Annex I of the Climate Delegated Act to identify the ones most material to the business, based on the type of activities, equipment, materials and the geographical footprint of the portfolio. Risk engineers and industry experts were consulted for feedback on this screening. As a result, the following perils were considered applicable: frost and cold waves, extreme heat, apparent temperature, wildfire, cooling/heating needs, lightning, non-cyclonic wind gusts and tornadoes, riverine flood, coastal flood, extreme precipitations, hail, earthquake and landslide;
2. For the climate-related perils considered as material, the experts identified the most representative climate indicators from a proprietary database of over 130 indicators. Climate indicator values were retrieved for each asset, based on their location. Climate models were then used by scientists to estimate the evolution of such values due to climate change, according to different scenarios aligned with the latest IPCC projections (see below). The climate indicator values were then translated into an impact/damage result ranging from 0% to 100%; and
3. As a follow-up to the risk and vulnerability assessment, risk engineers have performed field visits aimed at assessing the adequacy of adaptation measures already in place and at identifying new measures to be implemented. 9 assets, identified as the ones potentially most at risk from a climate change and business perspective considering both their multi-peril score and business performances, have been selected for the field visits for the years 2022 and 2023. The measures identified for these assets could then be extended to the other assets facing similar risks. For each of those 9 assets, adaptation plans have been designed by risk engineers following the site visits and each solution has been associated with a proposed timeframe of implementation depending on the evaluation of the risks. Following those reports, URW has included the proposed solutions in the environmental action plans of each asset to monitor the implementation of the identified measures over time.

The climate scenarios selected by the experts to perform the climate change related risk analysis up to mid-century (2050) are the SSP2-4.5 ("middle of the road") and SSP5-8.5 ("pessimistic") scenarios:

- SSP2-4.5 is in line with today's climate policies and 2030 NDCs targets; and
- SSP5-8.5 is the most pessimistic scenario which was selected to avoid any unanticipated event impacting the Group's assets.

3 timeframes have been considered for the analysis, consistent with the expected lifetime of the activity and the indications of the EU Taxonomy:

- Baseline: average between 1981 and 2010 values;
- 2030: average between 2015 and 2044 values; and
- 2050: average between 2035 and 2064 values.

(1) It is not reflected in any of the tables in 2023.

OTHER DNSH CRITERIA

For development projects classified in ownership of buildings (7.7), there are no additional applicable DNSH criteria other than the one on climate change adaptation. For refurbishments and construction of new buildings for third parties (7.1/7.2 and 3.1/3.2), the analysis of the compliance with DNSH criteria other than climate change adaptation has been done at project-level with 2 separated workstreams depending on the status of the project:

- For ongoing projects: projects were screened and analysed in their current development stage and, when possible, the technical criteria and/or studies related to the DNSH on water, circular economy and pollution prevention were added to the design specifications of the project to ensure its future compliance. When the projects were too advanced to change their design features, they have been considered as "not aligned" with the EU Taxonomy DNSH criteria if these criteria were not secured; and
- For new projects: an update of the Group design guidelines adding the DNSH criteria on water, circular economy, climate change adaptation and pollution prevention has been performed. As no CAPEX have been reported to substantially contribute to the objective of climate-change adaptation, the DNSH for climate change mitigation have not been screened in 2023.

INDIVIDUAL MEASURES

The Commission Delegated Regulation (EU) 2021/2178 of July 6, 2021, translating Article 8 of the EU Taxonomy provides for the integration of purchased "individual measures" in CAPEX and OPEX alignment figures of non-aligned assets. Individual measures correspond to activities purchased that enable the target activities to become low carbon or to lead to GHG emissions reductions, notably activities listed in points 7.3 to 7.6 of Annex I to the Climate Delegated Act, such as the installation of solar panels on a building rooftop. As part of its Better Places roadmap and asset-level environmental action plans, URW plans investments in all the aforementioned categories: energy efficiency equipment, charging stations for EVs in buildings, instruments for measuring and controlling energy performance of buildings, and renewable energy technologies (see section 3.2.2.B.2 Transition plan for climate change mitigation). Related CAPEX spent in 2023 have been isolated and screened in accordance with the TSC of Annex I to the Climate Delegated Act for substantial contribution and DNSH where applicable:

- Substantial contribution: the compliance of the activities disclosed in category 7.3 with the minimum requirements set for individual components and systems in the applicable national measures implementing Directive 2010/31/EU and the energy labels of energy efficiency equipment have been checked where applicable (in the US the regulatory equivalents have been looked at, and no label screening has been performed as no such regulation exists); and
- DNSH: for individual measures installed in assets identified as most vulnerable to physical climate risks, the materiality of the risk for that measure has been assessed (based on equipment location, etc.) as well as the coverage by the mitigation action plan where necessary. For energy efficiency equipment (7.3), the compliance with the criteria of Appendix C to Annex I to the Climate Delegated Act regarding pollution prevention has been verified. In particular, for insulation materials, the compliance of local regulation regarding asbestos with EU Taxonomy criteria has been checked.

In 2023, URW's individual measures stand for 0.4% of the Group CAPEX, as presented in the alignment table at the top of this section.

MINIMUM SAFEGUARDS

In addition to engaging in activities that are eligible and aligned with the EU Taxonomy based on the environmental TSC, URW complies with the 4 aspects of the Minimum Safeguards ("MS"), as described in the Article 3 (c) and Article 18 of the EU Taxonomy Regulation and further specified in the Final Report on Minimum Safeguards published in October 2022 by the EU Platform on Sustainable Finance. URW's analysis actively considered the updated OECD Guidelines for Multinational Enterprises.

HUMAN RIGHTS

Regarding human rights guarantees and due diligence in its own workforce, ethics and respect for human rights are among the core values of the Group. URW is strictly committed to upholding all fundamental individual rights and labour rights protections, as underpinned by its Human Rights Policy[1] (see sections 3.2.3.A.3 Policies related to own workforce and 3.2.3.B.3 Policies related to value chain workers), as well as safeguarding the H&S and the well-being of its employees through enforced internal frameworks such as a dedicated Group framework for H&S risk management, URW's Health and Safety Statement, and the Group's Your Wellbeing framework (see sections 3.2.3.A.3 Policies related to own workforce, 3.2.3.B.3 Policies related to value chain workers and 3.2.2.C.3 Actions and resources related to pollution). URW only operates in countries with high standards of human rights protections and the infringement of human rights in its own workforce has not been identified as a material risk factor in the Group's risk assessment (see section 6.2.1 Ratings of the main specific risk factors). Yet, and as a safeguard, internal procedures are in place to anticipate, identify and prevent any infringement on employees' human rights and freedoms. These include, for instance, clear rules against any form of discrimination along with anti-harassment and anti-bullying practices including a whistleblowing hotline accessible 24/7 to all employees. The Group indeed stands against racism, discrimination, and bias of any kind, striving to ensure that everyone feels equally welcome and embraced. These principles are clearly stated in the Group Code of Ethics applicable to all employees[2]. The Group has a zero-tolerance principle for violations of these rules (see section 2.4.1 Ethics and compliance: a daily and essential requirement).

(1) See URW's website for the latest version of the document.
(2) https://www.urw.com/en/Group/corporate-governance/code-of-ethics

URW makes sure to cultivate a sound work environment in which employees thrive (see section 3.2.3.A.3 Policies related to own workforce)). In particular, the Group's Be You at URW framework aims to fully embed URW's commitment to ensure equal opportunities and greater diversity and inclusion across the business (see section 3.2.3.A.3.3 Fairness, diversity and inclusion).

URW equally cares about the protection of human rights in its value chain, and tackles this issue through the implementation of a due diligence process that identifies sustainability risks (including social and human rights risks) across its different purchasing categories and addresses them through mitigation actions (see section 3.2.3.B.3 Policies related to value chain workers). For example, main tenders are subject to a "Know your partner" screening process, and all contracts require the acceptance of the Group's General Purchasing Conditions, including provisions on human rights and labour standards based on the International Labour Organization ("ILO") conventions and international human rights standards. In 2023, URW raised the human rights, labour standards and H&S standards applicable to its suppliers by rolling-out a Responsible Purchasing Charter, which is in line with the principles outlined in the United Nations Global Compact ("UNGC"), the United Nations Guiding Principles for Business and Human Rights ("UNGP"), and the OECD Guidelines for Multinational Enterprises. The gradual phases of the document's roll-out aim at covering purchases for all controlled activities and subsidiaries, in every country where URW operates.

Specifically for the UK, URW enforces a scoring matrix as part of its Modern Slavery due diligence, complemented by a dedicated questionnaire to assess suppliers against multiple criteria related to subcontractors, modern slavery and labour rights. The Group aims to continuously raise the level of vigilance and strengthen its procedures to identify, prevent, mitigate and remedy any human right impact in its supply chain.

BRIBERY/CORRUPTION

The Group has implemented robust internal mechanisms to anticipate, monitor and counter any risks of engaging in practices that could amount to corruption or bribery, such as the Anti-Corruption Programme ("ACP"), the Anti-Money Laundering Programme, and the Group Code of Ethics. Additionally, all employees (including part-time employees) and contractors, to the extent applicable to their mission, are trained to identify and distinguish situations that could be associated with corruption, with a clear communication of our zero-tolerance principle for any violation. For further information on the Group's policies and commitments against corruption, bribery and fraud, please refer to section 2.4 Ethics and compliance within the URW Group, and section 6.2.2.E.1 Regulatory and compliance.

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 2023, the Groupe operated 72 shopping centres in 12 different countries, in Continental Europe, the UK, and the US. The Group does not use investment routes through non-cooperative countries[(1)] or territories to locate income in low tax jurisdictions. The Group complies with the spirit and the letter of tax law and regulations. The Group's tax policy, URW's Approach to Tax, which is published on its website and is regularly updated, describes the principles governing URW's approach to tax and the processes in place to ensure efficiency of these principles. In essence, the tax position of URW reflects the geographical location of its real estate portfolio and is consistent with the normal course of its business operations. The tax strategy and tax risks are followed and monitored by a team of internal and external experts and discussed with an internal committee whose members include the Chief Executive Officer and the Chief Financial Officer, the Group's auditors, the Group's Audit Committee and the Group's Supervisory Board. The aim of the Group is to operate the business with low levels of tax risks. This is being done by ensuring that the tax consequences of arrangements entered into are being understood, including the way those arrangements will likely be viewed by relevant tax authorities. Only arrangements that are considered as acceptable to the relevant tax authorities are implemented.

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/tax-information.

TAX FOOTPRINT

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[(2)]. 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.

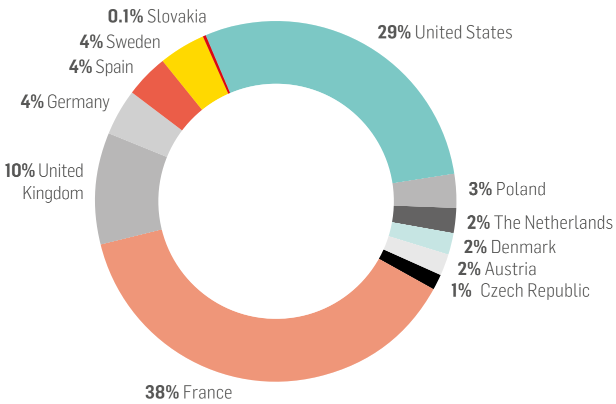
The tax position of URW reflects the geographical location of its activities. The Group declares profits and pays taxes where its activities are carried out. This translates into payments to local or national tax authorities of corporate income tax, business taxes and taxes withheld on dividend payments[(3)].

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

The Group's tax position mirrors the location of its investments. Considering its €50 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 2023, on a proportionate basis, the subsidiaries of the URW Group paid €289 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 2023



FAIR COMPETITION

The Group implements policies to anticipate and avoid engaging in any practice that could amount to a violation of fair competition and antitrust regulations (See section 6.2.2.E.1Legal and Regulatory). Most exposed employees are educated in and are expected to comply with all competition and anti-trust laws as well as internal policies such as the Code of Ethics. Potential anti-trust violations and competition-related risks are identified through a dedicated process involving legal and compliance teams before and during any acquisition procedure of an asset (see section 6.2.2.A.2 Mergers & Acquisitions, Investment and Divestment). URW fully cooperates with local authorities to preserve market integrity. 2 situations requiring special attention are still monitored by local legal teams: Viparis subsidiary in France exercising a significant leadership on exhibition centres in the Greater Paris area, with a strict supervision process by the French General Directorate for Fair Trading, Consumer Affairs and Fraud Control ("DGCCRF") and the Zlote Tarasy Complex in Poland which is an asset URW does not directly manage because of the restrictions imposed by Polish authorities to preserve fair competition in the Warsaw area (see "Zlote Tarasy complex" paragraph in section 6.4.1 Description of the main associates accounted for using the equity method).

URW LIABILITY AND ABSENCE OF CONVICTIONS

URW has developed an internal tracking methodology to scan news outlets and relevant platforms to identify whether the Group is involved in any ongoing litigation or proceeding. URW has not been convicted for any human rights or modern slavery violations. None of the OECD National Contact Points[1] ("NCP") received a referral concerning URW, and the Group was not identified in any allegation on the Business and Human Rights Resource Centre's ("BHRRC") website[2]. URW has not been assigned or convicted for any offence related anti-trust regulations or corruption. URW has never been found guilty of tax evasion in any of the countries it operates in.

NUCLEAR AND FOSSIL GAS RELATED ACTIVITIES

	Nuclear energy related activities	
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
	Fossil gas related activities	
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels	NO
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

(1) Please refer to the following website: https://mneguidelines.oecd.org/database/?hf=10&b=0&q=unibail-rodamco-westfield
(2) Please refer to the following website: https://www.business-humanrights.org/en/companies/unibail/

3.2.3 SOCIAL INFORMATION

3.2.3.A OWN WORKFORCE (ESRS S1)

3.2.3.A.1 INTERESTS AND VIEWS OF STAKEHOLDERS (ESRS 2 SBM-2)

To understand how URW actively considers the views of its stakeholders through a multifaceted dialogue with them, please see sections 3.2.1.C.1 Strategy, business model and value chain and 3.2.1.C.3 Material impacts, risks and opportunities and their interaction with strategy and business model.

3.2.3.A.2 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL (ESRS 2 SBM-3)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

As explained in 3.2.1.C.1 Strategy, business model and value chain and section 3.2.1.3.C Material impacts, risks and opportunities and their interaction with strategy and business model, URW recognises that its workforce is a key asset and the impacts, risks and opportunities associated with it are closely linked to the Company's strategy and business model.

For more information on the components of the Group's workforce, please refer to section 3.2.3.A.8 Characteristics of the undertaking's employees.

For more information on URW's limited exposure to (based on the findings of the Global Slavery Index) and policies to prevent child labour and forced labour in its operations, including its workforce, please refer to the sub-section "Modern Slavery" in section 3.2.3.B.6 Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions.

3.2.3.A.3 POLICIES RELATED TO OWN WORKFORCE (ESRS S1-1)

The Group affirms an unwavering commitment to ethical business practices through the introduction of a comprehensive Social Policy. This framework embodies dedication to human rights, responsible labour practices, and the creation of a workplace that champions diversity, inclusion and safety. By adopting and implementing these principles, URW not only meets but exceeds the expectations of stakeholders and contributes to positive societal change.

Our Values

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 roadmap 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 in early 2023 to better reflect the evolution of the Company's 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; and
- OWNERSHIP – We are action-oriented and accountable.

A. HUMAN RIGHTS AND LABOUR CONDITIONS

As expressed in its Human Rights Policy and its Health and Safety Statement, URW is committed to upholding the highest standards of human rights and labour rights protections, as well as safeguarding the H&S and well-being of its employees through enforced internal frameworks, ensuring that every individual within URW's sphere of influence is treated with dignity and respect.

URW complies with the core conventions and labour standards set by the ILO and is aligned with the OECD Guidelines for Multinational Enterprises, setting the standard for responsible business conduct and respect for human rights in the Group's global operations. 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 rules that reinforce employee rights and endorse respect and ethical conduct in business dealings (collective agreements, Code of Ethics, Compliance Book, ACP, etc.).

Although the infringement of human rights in its own workforce has not been identified as a material risk factor in the Group's risk assessment (see section 6.2.1 Ratings of the main specific risk factors), internal procedures are in place to anticipate, identify and prevent any infringement on employees' human rights and freedoms. These include, for instance, clear rules against any form of discrimination along with anti-harassment and anti-bullying practices including a whistleblowing hotline, the URW Integrity Line, accessible 24/7 to all employees (see section 3.2.3.A.6 Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions).

Since 2004, URW has been a member of the UNGC, which promotes ethical conduct and fundamental moral values in business. URW strives to adopt, support and apply in its sphere of influence the 10 principles of the UNGC concerning human rights, labour, environment and anti-corruption. URW complies with the respective Australian and UK Modern Slavery Acts. As clearly outlined in its UK and Group Modern Slavery Statements (see www.urw.com), URW strictly prohibits any form of forced labour or child labour in any part of its business operations or supply chain, with dedicated due diligence mechanisms. Regular audits and continuous improvement efforts across the Group's supply chain demonstrate indeed URW's dedication to transparency and ethical labour practices.

B. OCCUPATIONAL HEALTH AND SAFETY

As explained in the Group Health & Safety Statement, H&S is prioritised and integrated into all aspects of the Company's planning and operations. To this end, URW continually strives to promote a culture of wellness, achieve regulatory compliance and improve existing practices.

URW's commitment to H&S is reflected in various robust initiatives including the access to physical and mental wellness programmes and healthcare resources for employees, as well as information and training to empower and educate employees at all levels regarding H&S. More targeted measures also exist at local levels, such as occupational health (medical examinations of employees in accordance with legal requirements) and an anonymous and free psychological helpline.

The Group pursued its risk prevention training strategy in 2023, with a focus on "HR management" training. These sessions raise new managers' awareness of collaborative management and of internal HR processes. These sessions are provided by the HR team and aim to develop a common learning culture. Training on psychosocial risks have also been provided to new managers throughout the year.

C. FAIRNESS, DIVERSITY AND INCLUSION

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.

Diversity and inclusion forms a key part of the Group's Better Places roadmap. With representation in 13 countries and 2 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 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 and benefits, talent reviews, and learning and development. The URW Equal Opportunity Statement ensures that the 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.

The Be You at URW framework aims to fully embed the Group's commitment to drive even greater diversity and inclusion across the business. The Be You at URW approach focuses on 4 key areas:

1

LEADERSHIP AND COMMITMENT

2

INCLUSION POLICIES AND PERFORMANCE

3

EMPLOYEE DEVELOPMENT AND LEARNING

4

CULTURE AND EMPLOYEE ENGAGEMENT

The Group's Diversity & Inclusion framework – Be You at URW – is embedded through the Be You at URW Charter, signed by all MB and EC members, which includes a commitment to have 40% or more of senior positions occupied by women by 2025, and Diversity & Inclusion objectives in the STI and LTI plans for all MB and EC members. In 2023, the Group progressed towards its gender diversity goals, with 42.5% share of women in senior roles in 2023 compared to 39% in 2022.

In line with recognising the importance of Diversity, Equity and Inclusion ("DEI") governance, URW has a decision-maker at MB level accountable for DEI. Senior decision-makers are informed of URW's diversity and inclusion performance through frequent progress meetings and annual DEI updates to the GNRC and SB. In every region where URW operates, active Be You at URW Networks help to strengthen the focus on diversity and inclusion by organising and delivering activities to raise awareness on diversity and champion inclusive actions, behaviours and mindsets.

The Group Employee Pulse Survey was again rolled out to all employees in 2023, including a focus and measure on Diversity & Inclusion. 80% of employees participated in the survey, with approximately 70% of respondents indicating positive sentiment toward URW's commitment to diversity and creating an environment of inclusion. A Group survey is 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.

Viparis is a signatory of the French Diversity Charter, and signed an agreement with public authorities on disability, including recruitment, job retention, information and awareness-raising initiatives. There is well-balanced gender parity at Viparis, reflecting an open recruitment policy. Moreover, Viparis received a score of 94/100 in the French Gender Equality Index in 2023 for the year 2022. In addition, Viparis is a signatory of the *Charte des Femmes de l'Immobilier*, which promotes concrete actions and objectives in areas including equal pay, training and recruitment.

Group and regional 2023 achievements across the 4 pillars of the Be You at URW framework are outlined below:

LEADERSHIP AND COMMITMENT

- URW confirmed its long-term commitment to maintain a minimum of 40% female leaders as part of its accelerated sustainability vision "Better Places". In 2023, women represented 56.5% of new senior leaders; significant progress which contributed to the number of women in top management increasing from 25% in 2016 to 42.5% in 2023;
- The United Nations Women's Empowerment Principles ("UN WEPs") CEO Statement of Support was signed, demonstrating a public commitment to continue prioritising gender equality at URW(1);
- In 2023, URW rolled-out a Human Rights Policy to formalise and reinforce the Group's commitment to international human rights and labour standards. It serves as a set of guarantees and guiding framework for its employees;
- Sustainability and Diversity & Inclusion objectives are in place for the MB and EC (in 2023, 10% of STI and 20% of LTI);
- URW's CEO participated in the #TakeMySeat campaign, created by SISTA and UN Women France, designed to increase the visibility of women working in the tech world;
- A European Diversity Charter has been promoted throughout the Group since 2012 to fight all forms of discrimination and harassment;
- URW is a signatory of the #StOpE initiative to raise awareness against sexism within companies;
- URW in France is a signatory of the Manifesto for the inclusion of disabled people into economic life, and partners with Tremplin and Arpejeh to support young people with disabilities;
- A Group-level long-term partnership is in place with LGBTQIA+ inclusion charity Stonewall;
- Commitments in the UK with Real Estate Balance and the Race at Work Charter to support gender and racial equality in the workplace; and
- Dutch Diversity Charter signatory in The Netherlands.

INCLUSION POLICIES AND PERFORMANCE

- Gender balance succession planning in all countries (including discussions on high potentials to improve gender balance in top management);
- Group policy for flexibility at work (up to 2 days weekly homeworking, flexi work, family-friendly policies, support for caregiver employees);
- Inclusion of the URW Equal Opportunity Statement on all job descriptions, job adverts and 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 91/100 in the French Index for Workplace Equality for 2023(2);
- Parental leave support in all URW regions. This includes Shared Parental Leave in the UK and extended second parent parental leave beyond legal requirements in France and Sweden;
- In partnership with the first daycare group in France, URW offers places in daycare to French employees based on a specific number per year;
- In Austria, URW offers childcare vouchers for daycare or kindergarten support;
- US commitment to present a diverse candidate slate for open positions; and
- International and regional recognition:
  - *URW ranked in the Equileap Top 100 companies for gender equality globally, as well as in the Top 10 companies in France(3);*
  - *Top Employer awards in Germany, Austria and Central Europe (Poland, Slovakia and Czechia);*
  - *Happy Trainees Index in France;*
  - *"Best for Families" and "Top 30 Employer" awards from Working Families Association (UK);* and
  - *Finalist for "Equity, Diversity & Inclusion (EDI) Programme of the Year" award granted by Property Week in the UK;*
  - *Socially Responsible Corporate of the Year awarded to Westfield London by the West London Business Awards 2024 (UK).*

(1) https://www.urw.com/fr-fr/presse/actualites/2023/committed-to-women-s-empowerment.
(2) https://egapro.travail.gouv.fr/consulter-index?query=UNIBAIL.
(3) https://equileap.com/wp-content/uploads/2024/02/Equileap_2024_Gender_Equality_Report_Developed_Markets.pdf.

EMPLOYEE DEVELOPMENT AND LEARNING

- Action plans involving monitoring of KPIs, including the advancement of Better Places targets related to the workforce, have been designed to increase the share of women in senior management positions and build a diverse succession pipeline across the Group;
- Advanced inclusion learning offer in 2023:
  - A Global Allyship Programme rolled-out across all URW's regions, including a Group 1.5-hour webinar on the key tools to build and develop a mindset of allyship, followed by a partnership with a cutting-edge digital tool focused on "eDoing" to help teams integrate allyship habits into daily work in a simple and easy way;
  - Inclusion practice workshops as part of the URW Manager Programme, as well as a new e-learning module on URW's learning platform for hiring managers to learn how to reduce unconscious bias in recruitment;
  - 2 inclusion-focused Group-wide keynotes during the 2023 URW Learning Week, including the importance of creating a sense of belonging in the workplace as well as how understanding different intercultural dimensions builds a stronger workforce;
  - Focused intercultural learning for regional Be You at URW Network leads.
- Group-wide "Supporting Inclusion at URW" unconscious bias training for employees in all regions included in newcomer onboarding; and
- International Graduate Programme ("IGP") partnership with Historically Black Colleges & Universities in the US.

CULTURE AND EMPLOYEE ENGAGEMENT

- Active employee resource groups – the Group's Be You at URW Networks – in every region focused on promoting diversity and creating inclusive workplaces where people feel safe to be their best selves;
- Increased positive sentiment in Group Employee Pulse Survey towards URW's commitment to diversity and inclusion (70% positive);
- Group International Women's Day campaign on digital screens in 48 Westfield shopping centres celebrating the women who are making a positive impact in the communities where URW operates. The initiative was mirrored within all headquarters, showcasing exceptional colleagues at URW;
- Corporate participation in a 2023 LGBTQIA+ Inclusion study with Oliver Wyman; a dedicated collection of resources offered to all employees during Pride Month; and Pride activities in Austria, France, Germany, Spain, the UK and the US;
- Fresk on Sexism (anti-sexism) initiatives in France; and
- Race equality initiatives from Be You at URW Networks in the UK and US, with a focus in France from 2022.

D. GROUP ATTRACTIVENESS

ATTRACTING THE BEST TALENTS WITH INTERNALLY-CUSTOMISED PROGRAMMES

URW has always been committed to attracting the best talents by fostering professional development, promoting cross-functional and international mobilities, and offering exciting career opportunities at all levels, be it for graduates or professionals. To support the development of top talents, URW is building internally-customised programmes:

- **The International Graduate Programme ("IGP")**

The Group's IGP is long-standing proof of URW's commitment to development, a key lever in terms of external attractiveness and an efficient onboarding and learning path for newcomers. As URW focuses on recruiting the best graduates from top international schools for the IGP, the Group also continues its efforts in recruiting experienced and diverse profiles. Bringing new sets of capabilities and diversifying its leadership and management styles are key success factors for the Group.

The IGP allows recent graduates to discover URW's unique approach to commercial real estate. They get to acquire first-hand knowledge of the Company's business fundamentals, build a strong network, as well as access a springboard to a promising career shaping the future of the Company.

Highlights of the programme:

- A permanent contract that starts with a 1-year immersion programme;
- 3 assignments of 4 months in different departments (asset management, operations and more) including 1 international mission;
- Direct and frequent exposure to URW's top management; and
- A unique opportunity to play a part in urban regeneration and retail transformation.

In 2023, 46 graduates joined the IGP. The international exposure remains a key part of the programme:

- 2 webinar sessions have been organised with the IGP during the year on intercultural awareness.
- The IGP cohort was reunited for a 4-day seminar in Paris and in Amsterdam in June 2023 where they participated in Q&A sessions with the Board, visited the Group's iconic assets, and were trained through pitching sessions and business games.

Many international recruitment actions are organised to attract and recruit the best candidates for the IGP, among which:

- Like last year, URW participated in the CEMS (The Global Alliance in Management Education) forum held in Barcelona in November 2023, organised more than 30 interviews on site, delivered a seminar on negotiating skills for 20 international students and attended the fair to meet with the 1,000 participants of this event.

URW also organised 2 events during the year with the aim of introducing potential candidates to the real estate business. One event happened in Paris with 25 CEMS students' representatives who visited the Group's headquarters and an asset in La Défense district, and the other happened in Barcelona. These asset visits are one of the powerful tools that URW is rolling-out to deploy an effective Employer Brand strategy.

INSPIRING OUR PEOPLE BY OPENING THEIR MIND TO SUSTAINABILITY WHILE CARING

SUSTAINABILITY TRAINING AND EDUCATION

Global and regional trainings are regularly organised to reinforce the Group's sustainability roadmap and sustainability processes, and to empower and encourage employees to deliver sustainable actions.

The sustainability ambition of the Group is embedded across all newcomer programmes, including the URW Fundamentals experience as well as the onboarding path. URW Fundamentals includes an internally-created gamified sustainability workshop where employees learn how to reframe real estate development from a sustainability standpoint. The onboarding path includes Climate Fresk workshops and digital sustainability modules; this curriculum continues to be deployed to all newcomers across the Group. In addition, dedicated technical training is offered to all relevant staff members, covering topics such as sustainable consumption, carbon neutrality and sustainable development.

In June 2023, the Group launched its second global Learning Week, which included an opportunity for employees to deepen their understanding of sustainable urban regeneration with a keynote hosted by an external expert and urban strategy leader; approximately 250 employees participated. Regional Learning Week initiatives included trainings to highlight the impact of carbon emissions on key departments, such as mobility and digital fresks. In September 2023, URW hosted a Leadership Working Session for the Group's senior manager population. This full 2-day programme focused on sustainability and included a deep-dive into URW's accelerated Better Places roadmap, with a focus on the Better Places certification, Sustainable Retail Index, social impact and carbon neutrality. The programme is being replicated in every country, for all employees. In 2023, 683 employees participated in a 1-day "Building Tomorrow Together" sustainable roadshow.

In March, access to AXA Climate School's digital content library was granted for all URW Group employees. In November, a curated sustainability learning path was launched to all global employees, focused on crucial concepts to enable the effective delivery of URW's sustainability strategy. A HR-specific sustainability learning path was also launched in late 2023.

The third pillar of the Better Places sustainability roadmap – Thriving Communities – focuses on people topics, including diversity and inclusion and employee well-being (please refer to section 3.1 Better Places roadmap for more information). To further embed the Group's commitment to diversity and inclusion, unconscious bias learning workshops continue to be rolled out to all global newcomers as part of the onboarding path. To date, over 2,000 URW employees have participated in this "Supporting Inclusion" training. In 2023, focus was given to adopting an allyship mindset, which is critical to fostering an inclusive workplace. "The Top 3 ways to become a better Ally" global webinar was attended by more than 300 participants. Additionally, URW people managers were invited to participate in virtual inclusion and well-being workshops as part of the URW Manager Programme.

In 2023, URW committed to 95% of Group employees to participate in a sustainability training. This year, 93% of Group employees took part in a sustainability training.

- **The Group Volunteering Programme**

The URW Volunteering Programme offers all employees the opportunity to actively engage in social initiatives developed by the Group, including assisting 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 annually.

The Group's community-oriented activities in 2023 were focused on building stronger communities through strengthening social inclusion, as well as boosting biodiversity around URW's centres. The Group's 2 major yearly social initiatives, URW for Jobs and URW Community Days continued to be supported by the commitment of Group employees.

In 2023, more than half of the Group's employees(1) volunteered to support local communities where the Group operates. This represents 9,025 volunteering hours delivered by URW employees. During the year, regional teams also dedicated time to climate change awareness workshops to help propel an even greater positive impact in the countries and communities where URW operates (see section 3.2.3.A.3.4.2.1 Sustainability training and education).

In addition to volunteering participation hours, more than 6,000 hours were donated by shopping centre management teams across the Group to organise philanthropic initiatives during the year including supporting the most vulnerable communities. More information on the results of these initiatives is included in sub-section "The Group Volunteering Programme" in section 3.2.3.A.3.4.2 Inspiring our people by opening their mind to sustainability while caring.

(1) All employees excluding employees on leave of more than 6 months, newcomers (joining after October 1, 2023) and Viparis employees.

- **Work greener**

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.

The Group's policy is to implement Work Greener programmes across geographies. 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, all of URW's head offices have delivered at least 1 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;
  - France introduced communal office food containers exclusively in glass (yoghurt, sugar), and a weekly redistribution of office food surpluses to charities; and
  - In Germany, coffee grounds from office coffee machines are used as fertiliser.
- **More eco-friendly mobility:**
  - EV charging points in URW's 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 is set up in France to share tips on routes and bike safety;
  - Electric bicycle sharing programmes; and
  - 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; and
  - Reducing water consumption, for example by reducing flush volumes in the office toilets.
- **Reducing paper:**
  - Digitisation and e-invoicing continued in 2023 as well as other processes such as electronic pre-paid lunch cards, electronic pay slips and e-signature processes; and
  - In the US, several printers across the centres are energy efficient models.

WELL-BEING

URW's commitment to fair wages and safe working conditions, expressed in its Human Rights Policy and its Health and Safety Statement, aligns with the Better Places roadmap, ensuring the well-being of its global workforce.

Employee well-being is indeed a key part of the Better Places roadmap and Group people strategy. URW 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, which also benefit contractors working alongside URW employees.

The Group's "Your Well-Being" framework focuses on 3 key areas: Healthy Culture, Healthy Minds and Healthy Bodies. Each country is targeted to roll out a minimum of 5 well-being initiatives relating to all 3 of these areas of focus. This target has been achieved since 2019.

In 2023, the mental and physical well-being of employees continued to be a key URW priority.

The Perspectives 2023 Senior Leadership Development programme included an entire workshop dedicated to well-being. The Group's top senior managers engaged in a session focused on the management of individual and team energy, including tools for sustaining healthy high performance.

As part of its global URW Manager Programme, the Group continued to offer workshops to equip managers with both a deeper understanding and practical tools in order to more confidently navigate complex well-being conversations, including practices that support an empathetic and humanistic approach.

Germany and Austria developed and launched their first Well-being Series. The series encompassed workshops, activities and keynotes on mental and physical health and wellness; sessions took place across 7 locations and included around 300 participants. Northern Europe embedded well-being into a manager conference with a learning session focused on healthy high performance, which was attended by 32 managers. In addition, dedicated well-being workshops were delivered by an external expert in Sweden and The Netherlands; around 140 employees participated. The UK offered a women's health workshop as part of its International Women's Day programme in March 2023 and the US provided 2 financial well-being training sessions focused on reducing financial stress.

The delivery of the "Your Well-Being" framework, and global and local initiatives fostering a healthy working culture, ensures support is given to employees (see examples below).

Viparis has developed a culture of well-being and care for its employees, reflected in the Better at Heart pillar of its sustainability strategy and in its HR policy. In 2023, in addition to actions such as massages, fruit basket distribution and the pursuit of training and personal development policy, Viparis has also carried out work to set up meeting and relaxation points for its employees, notably at Paris Expo Porte de Versailles (2022) and Paris Nord Villepinte (2023), and to renovate workspaces such as the Salles du Carrousel and the Palais des Congrès d'Issy.

– HEALTHY CULTURE

- Work-life balance: the Group's policy for flexibility at work allows up to 2 days homeworking weekly, in addition to flexi work and family-friendly policies in all regions. In some regions, URW encourages informal flexible working hours arrangements, and elsewhere formal agreements on flexible start and finish times are in place;
- Since 2019, the topic of work-life balance has been included in Performance Reviews to encourage conversations with managers; in 2023, a specific question relating to the definition of well-being was added to objective-setting[(1)] process;
- 80% of employees participated in the Group Employee Pulse Survey, which allows all employees to easily give feedback on topics such as well-being support and improving ways of working. Positive sentiment toward well-being at URW increased 5% from 2022 to 2023; and
- 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 2023 for the seventh 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 2023, well-being webinars were delivered in some regions including topics on mental health, menopause awareness and mental health first aid training;
- Subscriptions to the leading meditation and mental health app – Calm – were offered to employees in some regions; and
- A collection of mental well-being resources, including education and tips, was curated and shared globally for World Mental Health Day in October.

– HEALTHY BODIES

- Most countries in which the Group operates offer their employees fresh fruit and 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;
- Employees in all regions are encouraged to exercise more, for instance free gym facilities and subsidised daily gym classes with a trainer are offered on-site to employees in France while in Germany and Austria, they have access to subsidised gym subscriptions;
- Walking challenges took place for teams in Germany, the UK and the US; and
- Viparis also offer their employees fresh fruit and walking challenges/activities. Massages are occasionally offered to employees at their offices.

E. EMPOWERING OUR PEOPLE

TRAINING

The URW Academy pursues its commitment to creating stimulating learning experiences to help employees succeed in their roles and equip them for career mobility, while further contributing to the Company's sustainability goals. The learning and development journey at URW is present at every level, promoting continuous learning from new starters to most senior leaders.

In 2023, the iconic "URW Fundamentals" newcomer onboarding programme was transformed into a hands-on experience providing new employees with a comprehensive understanding of the Group's business while connecting new starters with key leaders. 2 sessions were organised in April and September, welcoming 146 newcomers from every European region and department during 2 days of interactive workshops in the Paris headquarters, and a visit to one of URW's assets.

In addition, the Group organised its second Global Learning Week from June 12–16. 5 global keynotes were held and joined by 1,400 participants collectively, while each of URW's regions also organised a variety of learning experiences hosted by URW's in-house experts and external trainers.

To support the ongoing development of the Group's managers, the URW Manager Programme continued to grow across all regions; approximately 160 managers took part in the programme in 2023. The manager development journey includes learning experiences focused on leadership skills in delegation, coaching, feedback, conflict resolution, emotional intelligence and motivation. The programme also includes diversity and inclusion and well-being topics, and access to a cutting-edge digital tool focused on "eDoing", to help them integrate new managerial practices into the flow of their daily work.

Senior leadership development continues to be a Group priority, and in 2023 2 programmes were offered: Perspectives 2023 and the Leadership Communication Workshop. Country/regional management teams as well as Corporate managers participated locally in both of the 1-day development programmes. The Perspectives 2023 interactive experience was designed with an external leadership advisory partner, to further develop transformational leadership skills. The programme, which included techniques to develop individual leadership styles, a workshop on sustaining energy to amplify impact and tools to further foster a culture of change, was joined by 68 leaders across the Group. The Leadership Communication Workshops were also created in partnership with an external expert, and sessions focused on equipping leaders to more confidently and effectively talk about URW's new vision and mission, using storytelling techniques and empathic and impactful communication skills. 309 leaders attended a session.

As creating an inclusive workplace for all employees is a key priority for the Group, URW continues to make diversity and inclusion training a central tenet of its people development approach. In 2023, 273 employees participated in the "Supporting Inclusion at URW"

(1) All employees having formalised objectives in the Group Human Resources performance assessment tool.

workshop, to explore unconscious bias, and how to make a positive difference in the workplace. In addition, managers were offered new Diversity and Inclusion leadership training, with a 3-hour workshop focused on tools to cultivate healthy workplace environments. Finally, the Group also deployed a Global Allyship Programme across all regions, and more than 350 employees attended a Group-wide webinar in September 2023 hosted by URW's external Inclusion Advisor.

The main focus was again Sustainability learning in 2023. The Group continued to raise awareness about climate change by growing a group of Climate Fresk internal trainers and holding Climate Fresk workshops in all URW countries. To date, 2,120 employees were trained from all regions, including all top managers. URW was the first CAC 40 company and the first commercial real estate group in France to receive the "*Certifié Entreprise Fresque du Climat*" label from its training partner. In addition, starting in March 2023, the Group provided every employee with access to a series of online expert learning modules from the AXA Climate School platform to learn about the impact of business on biodiversity and how to take concrete action. More than 1,100 employees developed their knowledge on the subject, including with a curated 2023 Global Sustainability Learning pathway. A customised learning journey was also designed for the HR/People teams.

To bring further innovative learning experiences, the URW Development team designed a gamification approach to sustainability training with the creation and roll-out of the Group's Sustainable Development Game. Both educational and impactful, more than 200 employees participated in the game in 2023. URW's Operations team also designed and launched The Energy Quest, a sustainability focused board game designed to raise awareness of energy and carbon-related topics within URW's shopping centres. In 2023, 683 participants engaged in the game's missions to achieve ambitious net-zero targets while staying within an assigned budget.

2023 also marked the deployment of a new Learning Management System, enabling employees easier and faster access to relevant resources, with the aim to enhance the learning experience and guide people through their learning journey at URW.

At Viparis, to guarantee equal opportunities, each employee has a training programme dedicated to his or her profession. The Viparis Academy offers personalised training courses for all Viparis professions. They are aimed at all the company's employees, whatever their position. They are designed to ease integration through presentations that enable employees to get to grips with the Viparis ecosystem; promote autonomy in the workplace through the transmission of business methods and tools; ensure day-to-day skills enhancement through customised training for each position; and enable career development through training courses built over 2 to 3 years. To ensure the successful development of URW's employees, all training courses are compulsory. Moreover, during annual talent reviews, but also at any moment during the year, managers and employees can discuss the need for additional training.

CAREER DEVELOPMENT

Internal mobility between functions is strongly encouraged and is conceived as a collaborative process involving employees, managers and the People teams. 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. In 2023, 8.39% of employees made a lateral career move within the Group, 12.70% of employees were promoted and 0.2% of employees conducted an international mobility assignment.

The Group largely enhanced its career and development planning processes thanks to succession planning and the People Performance Programme.

- **Individual Sustainability Objectives**

The Group has committed to 100% of employees[(1)] URW employees to have at least one annual sustainable business transformation objective to help make all employees accountable for the collective success of the sustainability ambition. In 2023, 99% of Group employees[(1)] set at least one sustainable business transformation objective; integrated as part of the objectives used to determine their annual Short-Term Incentive. Appropriate initiatives and targets aligned with Better Places 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 sustainability targets is shared with URW employees Group-wide.

- ***The People Performance Programme***

The People Performance Programme aims at fostering regular feedback within the Company and encouraging self-development and objective thinking all year long. The cornerstone of the programme remains a 360-degree feedback approach, now happening in June, 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 360-degree feedback is based on the corporate values of Boldness, Excellence, Teamwork, Ethics, Passion and Ownership.

Year-end 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. 2,048 employees have been reviewed within the People Performance Programme at the end of 2023 (scope: employees hired before September 30 on a long-term contract).

(1) All employees having formalised objectives in the Group Human Resources performance assessment tool.

- **Succession planning**

A comprehensive succession planning is rolled out every year for executive and leadership positions in the Group, both in Europe and in the US, with a focus on corporate and regional functions. In 2023, 157 leadership positions and their identified successors were reviewed by the MB at a dedicated Group Succession Planning review, preceded by in-depth reviews done in every country, led by HR Directors and COOs. Succession planning contributes to building a strong talent pool, clarifying development opportunities for the identified successors, and foreseeing possible career paths for them. Alongside the Succession Planning review, Top Talents reviews are being carried out. All functions and all levels of experience are considered. The objective of the reviews is 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.

In 2023, a High Potential cohort of 27 participants identified in 2022, have benefitted from high-level and customised experience to accelerate their professional development (digital coaching, seminar, networking, collective coaching sessions and dialogue with external speaker). During the 2023 Succession Planning review, 200 top talents were identified with consideration of potential, performance and willingness to grow.

F. EMPLOYEE MANAGEMENT DIALOGUE

See section 3.2.3.A.4 Processes for engaging with own workforce and workers' representatives about impacts.

3.2.3.A.4 PROCESSES FOR ENGAGING WITH OWN WORKFORCE AND WORKERS' REPRESENTATIVES ABOUT IMPACTS (ESRS S1-2)

URW has a European representative body since 2009, 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.) and the Group's strategy, strategic transactions, sustainability roadmap, and working conditions. This body is also a forum for the exchange of best practices within countries. The 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. 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 EEC has received information regarding the Group's economic situation and has discussed all issues regarding the Group's employees.

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, digitalisation and purchasing power. A total of 41 agreements are currently signed or in force with trade unions in France (including Viparis). These agreements cover a variety of topics such as gender equality, senior and youth employment, working time flexibility and mandatory annual collective bargaining. As of December 31, 2023, 50% of employees were covered by a collective agreement. Various meetings are organised by the Group with the works councils and trade unions (there are variations at local levels according in some cases to the different applicable local regulations).

Viparis also nurtures a regular and open dialogue with its Social and Economic Committee regarding Viparis' strategy, economic and financial situation, social policy, working conditions and employment. To get regular feedback, Viparis' employees are consulted monthly via surveys on recurring themes (autonomy, peer relations, management support, commitment, workload, recognition, freedom of opinion), as well as on an ad hoc basis (e.g. crisis recovery).

The Group Employee Pulse Survey is a valuable tool for URW to gauge the sentiment of its employees and identify areas for improvement. 80% of employees participated in the survey in 2023, providing feedback on various topics such as well-being support and improving ways of working. The survey results are analysed to identify trends and areas of concern. For example, if the survey results indicate a decrease in employee well-being, URW can investigate the causes and implement corrective actions. These might include introducing new wellness programmes, providing additional resources for mental health, or making changes to the work environment.

The increase in positive sentiment toward well-being at URW by 5% from 2022 to 2023 indicates that the actions taken by URW in response to previous survey results have been effective. This continuous feedback loop allows URW to continually adapt and improve its approach to employee well-being. In this way, the Employee Pulse Survey serves as one of the key instruments for URW to adopt corrective actions and enhance its well-being approach for its employees. It ensures that the voices of employees are heard and that their feedback is actively considered for the improvement of the workplace.

3.2.3.A.5 PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR OWN WORKERS TO RAISE CONCERNS (S1-3)

Through its Code of Ethics, URW is committed to strong ethical core values when it comes to how the Group conducts its day-to-day business in an ethical, transparent and fair manner. The Group has a "zero tolerance" principle against all forms of unethical practices, such as inappropriate, disrespectful or unlawful behaviour, harassment, discrimination, corruption, bribery, influence peddling and human rights violations. The Group's compliance policies and procedures are founded on a risk-based approach, in line with the industry and operational compliance risks. Procedures are put in place to guide URW's employees in the implementation of the policies. At URW, every employee is an ambassador of ethics and compliance values and rules. The promotion of compliance awareness through a "tone from the top" is an approach followed by the senior leadership as an acknowledgement of the important role of ethics and compliance in the Group business and to the collective commitment to do the right thing.

A European Diversity Charter has been promoted throughout the Group since 2012 to fight all forms of discrimination and harassment.

In line with The Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law, URW encourages employees and third parties for openness and transparency and will support anyone who raises genuine concerns, even if they turn out to be mistaken. URW is committed to ensuring that reporters do not suffer retaliation and that no one suffers any detrimental treatment as a result of reporting their suspicion that an offence is or may be taking place in any part of URW business or in any of its supply chains or with any of its third parties. Internal procedures are in place to anticipate, identify and prevent any infringement on employees' human rights and freedoms. These include, for instance, clear rules against any form of discrimination along with anti-harassment and anti-bullying practices including a whistleblowing hotline accessible 24/7 to all employees.

All employees and contractors are invited to report cases or suspicions of criminal activity, violations of national and international laws, any serious threat or harm to the general interest of URW, or breaches of the Group Code of Ethics or other internal policies, by using the Group's whistleblowing platform, the Integrity Line. The platform is hosted by an external provider and is available 24/7 from any location worldwide in all spoken languages 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 Group Whistleblowing Policy has been developed to comply with articles 6, 8 and 17 of the French Law No. 2016-1691 of December 9, 2016, called "Sapin II" as well applicable data protection regulation in the relevant jurisdiction.

In line with its Health and Safety Statement, in cases where a near-miss or an accident took place, URW has established communication channels that allow employees to report issues and seek remedy. URW ensures open access to report accidents, near-misses, and potential instances of non-compliance and related protocols for investigation and appropriate corrective actions to the local H&S correspondent, the relevant manager or the local People teams.

Viparis also falls within this approach by implementing its Code of Ethics and a whistleblowing procedure to alert Viparis of any possible infringement of its Code of Ethics or local legislation. This whistleblowing procedure is accessible to different categories of persons, such as employees, external staff (e.g. employees of service providers) and occasional workers (e.g. temporary staff and trainees), as well as direct and indirect suppliers.

3.2.3.A.6 TAKING ACTION ON MATERIAL IMPACTS ON OWN WORKFORCE, AND APPROACHES TO MANAGING MATERIAL RISKS AND PURSUING MATERIAL OPPORTUNITIES RELATED TO OWN WORKFORCE, AND EFFECTIVENESS OF THOSE ACTIONS (ESRS S1-4)

URW's workforce have access to communication channels with their local HR teams and their managers. However, the backbone of URW's grievance mechanism is the Integrity Line, as it provides a guarantee of confidentiality and the option to remain anonymous. The process for handling events reported through the URW Integrity Line is explained in sections 2.4.4 Compliance Programme and 2.4.5 Anti-Corruption Programme.

In 2023, no major events were reported through the URW Integrity Line on matters regarding URW's workforce. This is a testament to URW's commitment to maintaining a high standard of integrity and ethical conduct in its operation, specifically in addressing any material negative impact on employees.

For more information on the Integrity Line, please refer to the 2.4.4 paragraph titled "Whistleblowing platform: URW Integrity Line".

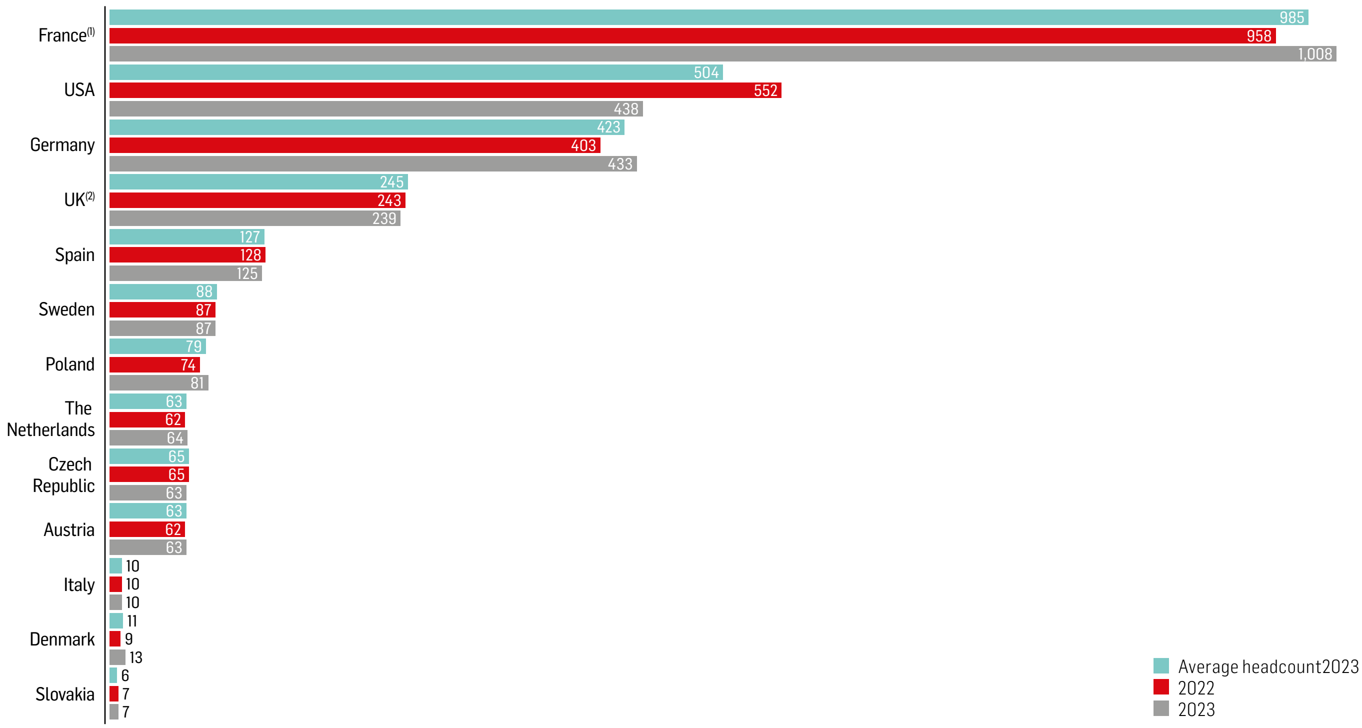
3.2.3.A.7 TARGETS RELATED TO MANAGING MATERIAL NEGATIVE IMPACTS, ADVANCING POSITIVE IMPACTS, AND MANAGING MATERIAL RISKS AND OPPORTUNITIES (ESRS S1-5)

Better Places targets are further detailed in section 3.1. Better Places roadmap.

3.2.3.A.8 CHARACTERISTICS OF THE UNDERTAKING'S EMPLOYEES (ESRS S1-6)

The Group has 2,631 employees as of December 31, 2023, and a monthly average headcount of 2,670 in 2023 (of which 53% are women and 47% are men for the average headcount). For the last 3 years, women represented on average 53% of the total workforce, with an even distribution throughout the countries in which the Group operates. 49 nationalities are represented in the Group, adding to its diversity.

TABLE 1: EVOLUTION AND VARIATION OF HEADCOUNT BREAKDOWN OF EMPLOYEES BY COUNTRY



(1) This figure includes Viparis employees (369 as of December 31, 2023 and 354 average headcount, of which 50% are men and 50% are women in 2023).
(2) This figure includes 2 CAML employees.

Employment by activity

Workforce as of December 31, 2023.

30%	23%	12%	35%	1.7%
On-site	Operations	Convention & Exhibition venues	Support functions	Airports

TABLE 2: INFORMATION ON EMPLOYEE HEADCOUNT BY GENDER

Gender	Headcount
Male	1,205
Female	1,426
Other	0
Not reported	0
Total Employees	2,631

In some Member States it is possible for persons to legally register themselves as having a third, often neutral, gender, which is categorised as "other" in the above table. However, if the undertaking is disclosing data about employees where this is not possible, it may explain this and indicate that the "other" category is not applicable.
Workforce at December 31, 2023.

TABLE 3: TOTAL NUMBER OF EMPLOYEES BY HEADCOUNT, AND BREAKDOWNS BY GENDER AND BY COUNTRY FOR COUNTRIES IN WHICH THE UNDERTAKING HAS 50 OR MORE EMPLOYEES REPRESENTING AT LEAST 10% OF ITS TOTAL NUMBER OF EMPLOYEES

Country	Female	Male	Other*	Not disclosed	Total
France**	547	461	0	0	1,008
Germany	218	215	0	0	433
US	239	199	0	0	438
Other countries	422	330	0	0	752
Total	1,426	1,205	0	0	2,631

* Gender as specified by the employees themselves.
Workforce at December 31, 2023.
** Incl. Viparis.

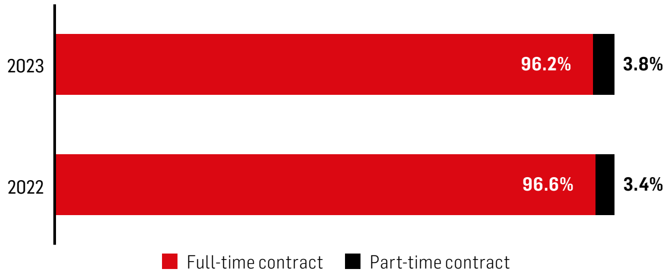
TABLE 4: FULL-TIME/PART-TIME EMPLOYEES, AND BREAKDOWNS BY GENDER AND BY REGION

	Female	Male	Other*	Not disclosed	Total
Number of employees	1,426	1,205	0	0	2,631
Number of permanent employees	1,350	1,141	0	0	2,491
Number of temporary employees	76	64	0	0	140
Number of non-guaranteed hours employees	24	6	0	0	30
Number of full-time employees	1,343	1,188	0	0	2,531
Number of part-time employees	83	17	0	0	100

* Gender as specified by the employees themselves.
Workforce at December 31, 2023.

EMPLOYMENT BY TYPE OF CONTRACT

EMPLOYMENT BY TYPE OF CONTRACT (CONTRACTED HOURS)



Headcount	Central Europe	Northern Europe	Southern Europe	United Kingdom	US	Total
Number of employees	647	164	1,143	239	438	2,631
Number of permanent employees	626	142	1,061	224	438	2,491
Number of temporary employees	21	22	82	15	0	140
Number of non-guaranteed hours employees	0	0	0	0	30	30
Number of full-time employees	593	149	1,120	231	438	2,531
Number of part-time employees	54	15	23	8	0	100

Workforce at December 31, 2023.

RECRUITMENT

Overall recruitment rate for the Group was 18%, with the following details:

Employees by contract type	2022	2023
Permanent contracts	572	458
Fixed-term contracts	79	83
Apprenticeship(1)	52	55
TOTAL	703	596

(1) Excluding internships.

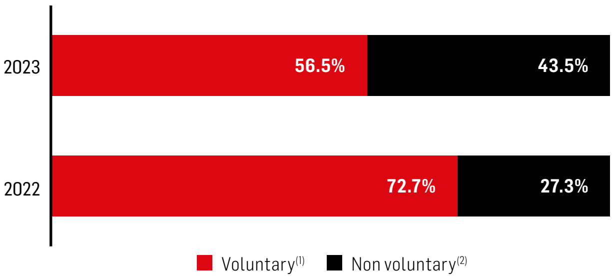
In 2023, the Group recruited 596 employees, among which 77% being permanent contracts.

DEPARTURES

TOTAL NUMBER OF DEPARTURES (EXCLUDING TRAINEES)

Reasons for departure	2022	%	2023	%
Resignations	462	56.8%	238	38.1%
Dismissals	139	17.1%	139	22.2%
Mutual agreements	81	10.0%	61	9.8%
Retirements	13	1.6%	18	2.9%
Departures during probation period	21	2.6%	34	5.4%
Expiry of fixed-term contracts	97	11.9%	88	14.1%
Outsourcing	0	0.0%	45	7.2%
Death	1	0.1%	2	0.3%
TOTAL	**814**	**100.0%**	**625**	**100.0%**

TYPE OF TERMINATION REASONS



(1) Resignation, expiry of fixed term contract, mutual agreement, end of probation period at the initiative of the employee, retirement, death.
(2) Dismissal, end of probation period at the initiative of the employer, expiry of temporary contract, outsourcing, retirement, mutual agreement.

Turnover

Employee turnover in 2023, 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 2023, stood at 19% (compared to 27% in 2022).

3.2.3.A.9 CHARACTERISTICS OF NON-EMPLOYEES IN THE UNDERTAKING'S OWN WORKFORCE (ESRS S1-7)

The Group's workforce, operating across 13 countries, is enriched by the diversity of self-employed contractors. However, due to the vast geographical spread and the nature of their engagement, tracking individual contractor information on a global scale is not yet feasible.

3.2.3.A.10 COLLECTIVE BARGAINING COVERAGE AND SOCIAL DIALOGUE (ESRS S1-8)

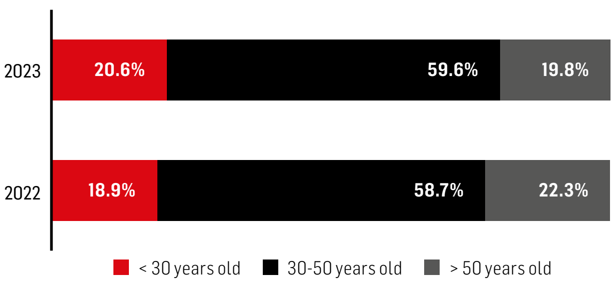
Please refer to section 3.2.3.A.4 Processes for engaging with own workforce and workers' representatives about impacts for more detailed information.

	Collective Bargaining Coverage		Social dialogue
2023 Coverage Rate	Employees – EEA (for countries with more than 50 employees representing more than 10% of total employees)	Employees – Non-EEA (estimate for regions with more than 50 employees representing more than 10% of total employees)	Workplace representation (EEA only) (for countries with more than 50 employees representing more than 10% of total employees)
0-19%		USA	
20-39%		UK	
40-59%			
60-79%	Germany		Germany
80-100%	France		France

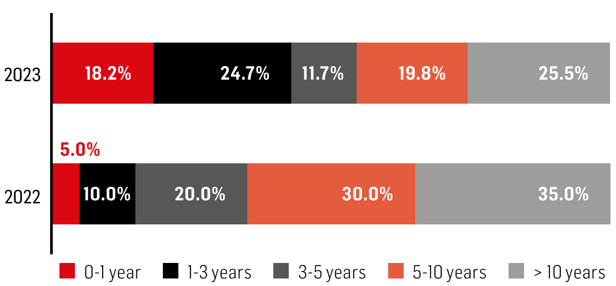
3.2.3.A.11 DIVERSITY METRICS (S1-9)

EMPLOYMENT BY AGE

Workforce at 31 December, 2002

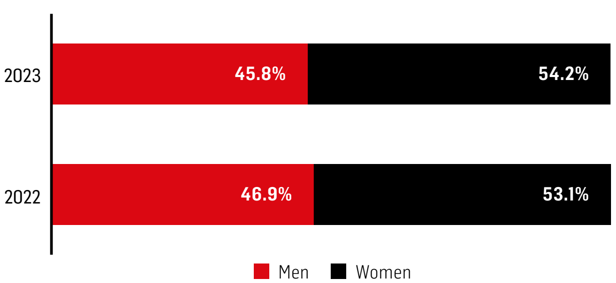


EMPLOYMENT BY SENIORITY (WORKFORCE AT DECEMBER 31, 2023)



EMPLOYMENT BY GENDER

Workforce at 31 December, 2023



PROPORTION OF MANAGEMENT LEVEL POSITIONS HELD BY WOMEN

Workforce as of December 31

	2022		2023	
	Total	Held by Women	**Total**	**Held by Women**
Proportion of senior management level positions(1)	157	62 (39%)	160	68 (42.5%)
Proportion of middle management level positions(2)	702	315 (45%)	699	322 (46.1%)

(1) From 2020, onwards, a senior management level position in URW is defined as those positions at level 15 and above, plus any member of a country (or regional) management team below level 15. For the purpose of the table above, MB members of URW SE and Unibail-Rodamco-Westfield N.V. ("URW NV") are included.
(2) From 2022 onwards, a middle management level position in URW is defined as those positions from level 12 to 14, less any member of a country (or regional) management team.

3.2.3.A.12 ADEQUATE WAGES (ESRS S1-10)

COMPENSATION AND BENEFITS

URW provides a decent salary to enable employees to fulfil their essential and social needs without feeling excluded. This implies affording necessity goods and services (food, housing, health care, clothing) but also education, transport, leisure and savings. URW trusts local Human Resources teams who are fully aware of local economic and legal context to determine as fairly as possible what a decent salary means. The URW 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.

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 URW remuneration competitiveness against relevant markets.

	2021/2022	**2022/2023**
Like-for-like increase in average salary, including Short-Term Incentive	7.39%	8.39%

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.

	URW		
Variable remuneration	2021	2022	**2023**
Received an individual STI*	76.4%	81.3%	72.1%

* Individual Short Term Incentive paid year N/effective headcount at the end of the year N-1.

Salary increase and STI beneficiaries	2022		2023	
Breakdown by gender	Female	Male	**Female**	**Male**
Salary increase beneficiaries(1)	66.2%	62.0%	68.1%	70.0%
STI beneficiaries(2)	82.6%	79.9%	72.1%	72.1%

(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.

	URW		
Variable remuneration	2021	2022	**2023**
Received an individual LTI*	16.9%	20.6%	20.4%

* Long Term Incentives granted year N/average headcount year N.

Total employer gross contribution (Company savings plan) in 2023	**€885,890**

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.

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.

Likewise, Viparis developed a methodology though an external consulting company to give more transparency on wages to employees. This project called "Grading" provides for an employee a global view of Viparis' organisation, knowledge on the minimum market for someone's position, knowledge on market positioning in relation to one's fixed salary, and a clear view of bonus level minimum floor for employees with a variable individual part.

3.2.3.A.13 SOCIAL PROTECTION (ESRS S1-11)

All URW employees are covered by social protection through public programmes or through benefits offered by the Group against loss of income due to any of the following major life events: sickness, unemployment starting from when the own worker is working for the Group, employment injury and acquired disability, parental leave and retirement.

3.2.3.A.14 PERSONS WITH DISABILITIES (ESRS S1-12)

At the end of the year 2023, the Group counts 0.8% of employees recognised as workers with a disability status among which 55% are women and 45% are men. URW is a signatory of the French Manifesto for the inclusion of disabled people into economic life.

Viparis is a signatory of the French Diversity Charter, and signed an agreement with authorities on disability, including recruitment, job adaptation measures, information, administrative assistance and a personalised support hotline, and awareness-raising initiatives.

3.2.3.A.15 TRAINING AND SKILLS DEVELOPMENT METRICS (ESRS S1-13)

PERCENTAGE OF EMPLOYEES THAT PARTICIPATED IN REGULAR PERFORMANCE AND CAREER DEVELOPMENT REVIEWS BY GENDER

	2023
Total number of employees that participated in performance reviews	2,048
Proportion of employees that participated in performance reviews[(1)]	88%
Proportion of female employees[(1)]	91%
Proportion of male employees[(1)]	86%

(1) Based on average headcount for the year, excluding Viparis (see section 3.2.3.A.8).

AVERAGE NUMBER OF TRAINING HOURS PER EMPLOYEE AND BY GENDER

Total training hours attended by employees on permanent and fixed-term contracts.

	2021	2022	2023
Total hours attended	42,472	42,730	50,711
Average number of hours per employee[(1)]	14.70	15.70	19.00
Average number of hours per female[(1)]	14.30	15.53	18.99
Average number of hours per male[(1)]	15.17	15.82	19.01
Total people trained	3,722	3,134	2,848

(1) Based on average headcount for the year, (see section 3.2.3.A.8).

Regarding Viparis, every new employee attends a training course, including sustainable development awareness. In addition, in 2022 and 2023, the Sale, Exhibitor Services and Event Projects Managers teams were trained in sustainability in the event industry and in the sustainability aspects of the Group's sites and services, in order to promote the subject to event organisers. Regular internal challenges are also organised to raise awareness on sustainability topics.

3.2.3.A.16 HEALTH AND SAFETY METRICS (ESRS S1-14)

ACCIDENTS

Accident type	2022 Number of incidents	2023 Number of incidents
Work-related/commuting accidents causing injury	11	14
Work-related/commuting accidents causing death	0	0

The Group pursued its risk prevention training strategy in 2023, with a focus on "HR management" training. These sessions raise new managers' awareness of collaborative management and of internal HR processes. These sessions are provided by the HR team and aim to develop a common learning culture. 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; and
- Causes of work-related accidents are analysed and measures are taken to prevent them from recurring. Injury frequency and severity rates in 2023 were 3.11% and 0.04%, respectively. In 2023, sick leaves represented 13,546 working days (2.3% of total working days) and days of absence for work-related/commuting accidents or illness represented 779 working days (0.13% of total working days).

OCCUPATIONAL HEALTH AND SAFETY

	2022		2023	
	Number of working days	Ratio*	Number of working days	Ratio*
Lost days for work related injuries	278	0.05%	779	0.13%
Lost days for work-related ill health and fatalities from ill health[(1)]	0	0.00%	0	0.0%
Lost days for occupational disease	0	0.0%	0	0%
Lost days for sick leave	13,157	2.1%	13,415	2.3%
Lost days work-related mental illness	0	0.0%	130	0%
Lost days for personal/ family events	4,752	0.8%	3,262	0.55%
Total	18,187	2.96%	17,586	2.96%

* The absenteeism rate is calculated in working days: total number of missed (absentee) days in 2023/(average working days 2023 multiplied by the average headcount 2023).

(1) Note that the number of cases of recordable work-related ill health is subject to legal restrictions on the collection of data.

3.2.3.A.17 WORK-LIFE BALANCE METRICS (ESRS S1-15)

All employees are entitled to family-related leave through the Social Policy and/or collective bargaining agreements.

	2023
Percentage of employees entitled to take family-related leave	100%
Percentage of entitled employees that took family related leave	6.6%
Percentage of female employees	7.2%
Percentage of male employees	5.8%

Family-related leave include maternity leave, paternity leave, parental leave, and carers' leave that is available under national law or collective agreements. For the purpose of this Standard, these concepts are defined as:

(a) maternity leave (also called pregnancy leave): employment-protected leave of absence for employed women directly around the time of childbirth (or, in some countries, adoption);

(b) paternity leave: leave from work for fathers or, where and in so far as recognised by national law, for equivalent second parents, on the occasion of the birth or adoption of a child for the purposes of providing care;

(c) parental leave: leave from work for parents on the grounds of the birth or adoption of a child to take care of that child, as defined by each Member State;

(d) carers' leave from work: leave for workers to provide personal care or support to a relative, or a person who lives in the same household, in need of significant care or support for a serious medical reason, as defined by each Member State.

3.2.3.A.18 REMUNERATION METRICS (PAY GAP AND TOTAL REMUNERATION) (ESRS S1-16)

RATIO AVERAGE COMPENSATION MEN/WOMEN

Workforce as of December 31:

	2022	2023
Senior Management Level[1]	138.5%	140.8%
Middle Management Level	111.1%	109.3%
Other Levels	109.5%	110.7%

UNADJUSTED GENDER PAY GAP

The Group unadjusted gender pay gap, calculated as the difference between average male and average female hourly salary, expressed as a percentage of the average male hourly salary, is 23.9%. This pay gap is largely due to a higher proportion of males at senior levels and females at support and operational levels. When calculating a pay gap adjusted by job level, the average pay gap reduces to 4.3%. With the progress towards promoting and hiring senior females, as well as the remuneration policy in place, the Group is confident that the unadjusted gender pay gap will keep reducing in the years ahead[2].

TOTAL REMUNERATION RATIO

The total remuneration ratio is presented in section 2.3.2 Corporate officers Remuneration report.

3.2.3.A.19 INCIDENTS, COMPLAINTS AND SEVERE HUMAN RIGHTS IMPACTS (ESRS S1-17)

In 2023, there have been no incidents, complaints or severe human rights impacts within URW's operations and workforce. URW will strive to continuously strengthen its internal prevention and mechanisms and commitment to human rights. The Group operates in geographies such as the European Union, the UK and the US, which offer strict human rights protections. These jurisdictions have stringent regulations and standards that the Group adheres to, ensuring the rights of all individuals involved in its operations are respected and protected. URW's proactive approach and adherence to these high standards, complemented by URW's Human Rights Policy and Anti-Slavery and Human Trafficking Policy, have enabled the Group to maintain a robust human rights record.

3.2.3.B WORKERS IN THE VALUE CHAIN (ESRS S2)

3.2.3.B.1 INTERESTS AND VIEWS OF STAKEHOLDERS (ESRS 2 SBM-2)

In the operational ecosystem of URW, value-chain workers play a pivotal role. These individuals encompass the workforce of URW's direct suppliers and, to a lesser extent, the employees of the tenants' stores within URW's centres. Their roles are diverse and span across various stages of URW's operations, from the construction phase to the maintenance stage. They are also involved in the services provided in stores located within URW's centres, contributing to the vibrant retail experience that URW is known for.

In line with URW's Modern Slavery Statement and human rights approach, URW is committed to the elimination of any instance of forced or child labour within its supply chain. URW believes in upholding the dignity of labour and strictly adheres to the principles of human rights.

The interests identified for the workers in URW's value chain are multi-faceted. They include not only the provision of fair working conditions but also the deployment of health and safety measures. Above all, it integrates URW's commitment to the eradication of forced or child labour.

While the involvement of value-chain workers in URW's operations might be indirect, their contribution to URW's success is direct and significant. Therefore, URW strives to ensure their rights and interests are always protected and respected. For more information on URW's approach towards its suppliers and business partners, including their employees, please refer to section 3.2.4.D Management of relationships with suppliers.

(1) Excluding Management Board members to allow like-for-like comparison with 2022 figures.
(2) Specific information on the UK Gender Pay Gap Reports published by URW can be accessed at: https://www.urw.com/en/careers/working-together/diversity-and-inclusion.

3.2.3.B.2 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL (ESRS 2 SBM-3)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

As explained in 3.2.1.C.1 Strategy, business model and value chain and section 3.2.1.C.3 Material impacts, risks and opportunities and their interaction with strategy and business model, URW interacts with a diverse range of value chain workers. These workers can be categorised as follows:

- Workers in URW's upstream value chain: this group includes construction workers, architects and engineers involved in the building and design of URW's assets. It also includes suppliers providing materials for construction and maintenance. In 2023, URW's applicable mechanisms mostly focus on this category of value chain workers.
- Workers in URW's downstream value chain: these are primarily individuals involved in the retail stores operating within URW's shopping centres. They play a crucial role in attracting customers and ensuring a vibrant shopping experience. Additionally, logistics and distribution providers who ensure the smooth operation of the retail stores fall into this category.

A. MAPPING OF SUSTAINABILITY RISKS IN THE SUPPLY CHAIN

URW is committed to protecting human rights, health, safety and the prevention of modern slavery in its value chain. To strengthen its approach to responsible procurement, URW established a mapping of sustainability-related risks 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 allows 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 10 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. The double materiality analysis conducted in 2023 integrated the mapping.

B. RISK MANAGEMENT

URW is committed to managing material impacts, risks and opportunities related to value chain workers through a set of complementary policies (see section 3.2.3.B.3 Policies related to value chain workers). The Group's approach to risk assessment and due diligence is based on the evaluation of any violations with respect to corruption, human trafficking and modern slavery. Any red flags identified are escalated with the Compliance department. Internal Audit is regularly evaluating the correct application of General Purchasing Conditions, and to the extent applicable, of the Responsible Purchasing Charter's clause, in contracts and the due diligence carried out on providers.

As for geographies, URW operates in 13 countries in Europe and the US. Each of these regions has its own unique labour laws and regulations, and URW is committed to complying with all local laws and standards in its operations. URW's policies related to value chain workers ensure that beyond complying with laws and regulations, the Group strives to guarantee the human rights and the prevention of any instance of forced labour and child labour.

The raw materials and commodities involved in URW's operations primarily relate to the real estate and retail sectors, including construction materials for building and maintaining shopping centres, and goods sold by the retail stores within the centres. Please see the results of URW's double materiality analysis in section 3.1.4 Impact, risk and opportunity management, as well as section 3.2.2.F.2 Policies related to resource use and circular economy.

3.2.3.B.3 POLICIES RELATED TO VALUE CHAIN WORKERS (ESRS S2-1)

URW's approach to value chain workers is embodied in an interconnected set of policies on human rights, modern slavery, responsible procurement, and Health & Safety, reflecting URW's commitment to uphold the highest standards in these areas.

A. HUMAN RIGHTS

The Group recognises that its operations can have direct and indirect impacts on human rights and remains committed to make all reasonable endeavours in anticipating and mitigating risks as well as ensuring a positive contribution to the communities where URW operates. URW's Human Rights Policy (see the latest version on URW's website) reinforced the commitment adopted in 2004 by signing the UNGC. It applies to all employees, entities and operations under the umbrella of URW, including subsidiaries and joint ventures. Contractors, clients, visitors, suppliers and business partners are to be fairly treated in line with the principles of the policy. The Group is dedicated to upholding human rights principles throughout its supply chain from corporate headquarters to individual project sites, ensuring consistency and alignment with its core values.

The policy is based on and aligned with international human rights texts and principles(1).

To ensure the protection of human rights in its value chain, URW tackles the issue through complementary due diligence mechanisms that contribute to the identification of sustainability risks (including social and human rights risks) across its different purchasing categories and when necessary, addresses them with corrective actions. For example, main tenders are subject to a "Know Your Partner" screening process, and all contracts require the acceptance of the Group's General Purchasing Conditions, including provisions on human rights and labour standards based on the ILO conventions and international human rights standards. Specifically for the UK, URW enforces a scoring matrix as part of its modern slavery due diligence, based on a dedicated questionnaire to assess suppliers against multiple criteria related to subcontractors, modern slavery and labour rights. The Group aims to continuously raise the level of vigilance and strengthen its procedures to identify, prevent, mitigate and remedy any human rights impact in its supply chain.

B. MODERN SLAVERY AND HUMAN TRAFFICKING

Although, as noted in the Global Slavery Index's findings, the countries in which the URW Group currently operates are rated as low to moderate in terms of the risks of incidences of modern slavery (relative to other geographies), URW's Anti-Slavery and Human Trafficking Policy outlines a zero-tolerance approach to all modern forms of slavery and human trafficking, reflecting URW's commitment to acting ethically and with integrity in all business relationships. URW aims at taking steps to identify, understand and address the risks of forced labour and human trafficking in all its operations and supply chains as well as raising awareness with business partners and undertaking such due diligence as is necessary on its supply chain. The Group makes all reasonable endeavours to implement and enforce effective systems and controls to mitigate the occurrences of forced labour and human trafficking anywhere in URW's business or in any of its supply chains.

Standard supply contracts used by URW include provisions which are specifically targeted at combatting the risk of all modern forms of slavery and human trafficking taking place in URW's supply chain. In addition to the clauses that are mandated by the General Purchasing Conditions (as discussed in section 3.2.4.D Management of relationships with suppliers), standard corporate contracts also include clauses that may require a bidder to:

(a) Specify each sub-contractor's management methods (such as project monitoring and work acceptance);
(b) List the subcontractors (including each company's name, purchase price, selling price and services provided);
(c) Describe its methodology for initiating contract implementation and the various tools for making the most effective use of human resources (including comments on internal and/or geographic changes, and proximity to the bidder's other sites);
(d) Set out its trade training and other programmes, including the scheduling, organisation and frequency of such training;
(e) Explain its policy for integrating hard-to-place individuals experiencing social or work-related problems;
(f) Provide details as to its human resources costs (such as hourly wages and total hours per month/year and confirmation that all employees receive minimum legal wage payments and benefits); and
(g) Report any concerns or offenses via URW's Integrity Line, which is referenced in all contracts between URW and its goods and services providers.

More detailed information can be found in URW's Modern Slavery Statements, on its institutional website(2) as well as on the public registers in Australia(3) and in the UK(4).

C. RESPONSIBLE PROCUREMENT

URW's Responsible Purchasing Charter is a key component of URW's approach to responsible procurement. It aims at leveraging opportunities and reinforcing risk mitigation related to procurement of products and services. The Charter is meant to be shared with all suppliers and is complemented by other actions depending on the purchasing categories. It helps URW to ensure that the Group's suppliers adhere to the same high standards in terms of human rights and modern slavery, in direct reference to applicable international human rights texts and principles(5). In addition to the principles set forth on human rights and labour standards, the Charter addresses the topics of ethics and business integrity as well as environmental standards and performance. It also provides external stakeholders in the value chain open and direct access to the Group's key grievance mechanism in the form of the Integrity Line, clearly stating that the whistleblowing policy of the Group ensures that URW will not discriminate or retaliate against any supplier or any person who reports alleged violations of applicable laws in good faith and with appropriate precision, whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such violations. The whistleblower will not be retaliated against and will benefit from the applicable local regulation regarding protection of whistleblowers.

(1) The International Bill of Human Rights (Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, and the International Covenant on Economic, Social and Cultural Rights), the UNGC, the OECD Guidelines for Multinational Enterprises, the UNGP, the ILO Declaration on Fundamental Principles and Rights at Work, the ILO Fundamental Conventions, the United Nations Convention on the Rights of the Child, the UN WEPs, the Standards of Conduct for Businesses, as well as the United Nations Declaration on the Rights of Indigenous Peoples.
(2) https://www.urw.com/en/csr/csr-documents, please see the dedicated section on Modern Slavery Statements.
(3) https://modernslaveryregister.gov.au/statements, please search "Unibail-Rodamco-Westfield Group".
(4) https://modern-slavery-statement-registry.service.gov.uk/search, please search "Westfield Europe Limited".
(5) The UNGC, the UNGP and the OECD Guidelines for Multinational Enterprises.

Viparis

To achieve its objectives, Viparis builds real partnerships with its service providers, responsible purchasing being a key lever towards sustainable activity. Viparis applies a responsible purchasing charter "Supplier Charter" in its tender, completed in 2023 with a new Responsible Purchasing Policy, requiring from suppliers a strict compliance with legislations, particularly in matters relating to labour law, health and safety, DEI and the environment. Viparis, with its strong roots in the Île-de-France region and its business requiring a high level of responsiveness, has almost exclusively local suppliers, and a significant proportion of small and medium-size enterprises ("SMEs"). This sourcing mitigates risks related to human rights infringements. Moreover, Viparis requires tenders to be evaluated using a CSR questionnaire, in order to weight the CSR score in calls for tender; in 2023, the weighting of CSR criteria in calls for tender has been increased from 15% in 2022 to 20%. Tenders are also subject to a "Know Your Partner" screening, and during the life of the contract, CSR assessments are carried out either via an internal questionnaire or via Ecovadis, in order to subsequently co-construct improvement action plans. In addition, through its ISO 20121 certification, annual internal and external audits are carried out, and regularly concerns the purchasing process. To strengthen the integration of sustainability in its purchasing, 1 employee of Viparis' Purchasing team has been fully trained in responsible purchasing and has created a training course for other purchasers. Finally, an audit of the social economy potential in Viparis' purchasing has been underway since 2022.

URW Airports

The URW Airports division has a Supplier Diversity Network Programme[1] in place to help connect disadvantaged businesses in the airport industry with bidding opportunities. The division strives to position itself as a catalyst for advancement and growth for people of colour, women, LGBTQ individuals, and entrepreneurs and businesses from historically marginalised communities by advocating for, directly supporting, and growing diverse participation and new opportunities across its business, the airport industry, and the communities in which URW Airports operates. The core objective is for URW Airports to invest and develop partnerships to grow new, emerging and established diverse and minority participants across all levels of its business, from leasing and contracting to commercial partnerships. The division strives to cultivate a diverse talent pipeline across its programmes and empower students, employees and disadvantaged youth for career advancement. From supporting veterans with "URW Serves" to unique partnerships like Project Destined, the division aims to meaningfully support the most impactful causes in communities.

D. HEALTH AND SAFETY

URW's Health and Safety Statement complements national policies, procedures, practices and objectives aimed at safeguarding the H&S of people in the workplace. This document explains how URW strives to protect the H&S of its employees, contractors and, to the extent applicable, the visitors in its shopping centres. It provides clear information and guidance to all parties involved in URW's business on their roles and responsibilities for H&S, as well as the initiatives that are in place to support them. For more details on URW's policies related to the H&S of workers in the value chain, please see section 3.2.2.C.3 Action and resources related to pollution and section 6.2.2.D.2 Health and safety (including pandemic and natural disasters).

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 H&S 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 H&S standards a successful bidder must comply with. Tender submissions that do not comply with the technical requirements and the applicable H&S standards are disqualified from the tendering process.

During the construction phase, site H&S and security is continuously monitored by the Management Contractor's teams. H&S Coordinators are appointed in various countries where the Group is active. They are employed by the Construction Manager, with a principal function to coordinate H&S matters between the various stakeholders.

3.2.3.B.4 PROCESSES FOR ENGAGING WITH VALUE CHAIN WORKERS ABOUT IMPACTS (ESRS S2-2)

URW occasionally uses communication and training sessions to engage with its value chain workers. These sessions aim to inform the workers about the impacts of their actions and decisions on the environment, society and the business. For instance, URW systematically seeks the validation of the right to work of employees, workers on the Group's construction sites and workers at the centres, where applicable. In line with the policies presented in section 3.2.3.B.3 Policies related to value chain workers, URW engages its business partners and vendors to fight any occurrence of modern slavery, human rights infringements, or H&S issues that might impact value chain workers or their communities.

URW also employs feedback mechanisms to allow value chain workers to express their concerns and suggestions regarding the impacts of their work. The main feedback mechanisms is the direct access to URW's grievance mechanism, the Integrity Line, as well as an access to the relevant teams managing construction sites.

(1) More information is available at : https://www.urwairports.com/community/

3.2.3.B.5 PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR VALUE CHAIN WORKERS TO RAISE CONCERNS (ESRS S2-3)

The Group's ERM framework and Risk Management Policy cover compliance with human rights for workers in the value chain.

As outlined in URW's Human Rights Policy, human rights risks are captured in the annual Group risk assessment. The purpose of URW's human rights due diligence is to ensure that URW effectively identifies, assesses and addresses potential human rights risks and impacts associated with its operations, when deemed necessary and material through a risk assessment. It is based on multiple complementary internal mechanisms and aims to align with international standards to promote respect for human rights and uphold the Group's corporate responsibility. The Group's annual risk reviews address human rights impacts particularly through human resources and compliance risks. URW strives to conduct a materiality analysis covering all the Group's operations and potential human rights impacts, considering local laws, regulations and socio-political conditions. Upon identifying potential human rights risks and impacts associated with its activities, supply chain and business relationships, URW will make reasonable endeavours to implement corrective actions.

Additionally, the Responsible Purchasing Charter outlines the Group's commitment to addressing and remediating negative impacts in its value chain, as it reiterates the complete access of suppliers and their workers to the URW's Integrity Line. This grievance mechanism provides a confidential channel for employees and all external stakeholders to report any concerns or breaches of the Code of Ethics, URW's policies, as well as any applicable legislation. This ensures that any negative impacts can be promptly identified and addressed by the relevant teams.

Viparis also implements a similar system with its Code of Ethics and whistleblowing process.

3.2.3.B.6 TAKING ACTION ON MATERIAL IMPACTS ON VALUE CHAIN WORKERS, AND APPROACHES TO MANAGING MATERIAL RISKS AND PURSUING MATERIAL OPPORTUNITIES RELATED TO VALUE CHAIN WORKERS, AND EFFECTIVENESS OF THOSE ACTIONS (ESRS S2-4)

The Group is committed to continuous improvement and is always looking for ways to enhance existing practices and deliver better outcomes for value chain workers. The Group's approach to identifying what action is needed in response to a particular actual or potential material negative impact is part of the Group's risk assessment process and based on the results of the double materiality analysis. This process included consultation with stakeholders, analysis of industry trends and consideration of regulatory requirements. H&S and the protection of value chain workers' human rights, including the identification and prevention of any instance of modern slavery in the Company's value chain, stand as the priorities identified.

HUMAN RIGHTS

The Human Rights Policy provides a framework for identifying, preventing and addressing potential human rights abuses. By clearly defining acceptable practices and behaviours, it helps ensure that all workers are treated with dignity and respect, irrespective of their role in the value chain. Moreover, it establishes accountability measures, ensuring that any violations are promptly addressed and remedied. In 2023, the deployment of the Responsible Purchasing Charter, as well as the release and implementation of the Group's Human Rights Policy contributed to safeguarding the rights of value chain workers.

MODERN SLAVERY

Although the countries in which the URW Group currently operates are rated as low to moderate in terms of the risks of incidences of modern slavery (relative to other geographies), the prevalence of overseas workers in the construction industry generally and the sourcing of materials and equipment from higher risk global areas makes the URW Group more susceptible to crimes of modern slavery, servitude, forced labour, deceptive recruiting for labour or services, trafficking of persons and children, and other similar offences occurring in its business and supply chains.

URW partnered with "Stronger Together" to develop 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 developed training was delivered for the second time to all management teams at corporate level and within the regions, as well as the more exposed departments, such as Construction teams, within the Group in English, French and German in 2023.

In the UK context, URW increased training to employees, tenants and Tier One suppliers. The Group extended Westfield business partner due diligence using bespoke Self-Assessment Questionnaires ("SAQs") for higher risk suppliers and contractors to assess against multiple criteria related to subcontractors, modern slavery and labour rights. The Group aims to continuously raise the level of vigilance and strengthen its procedures to identify, prevent, mitigate and remedy any human rights impact in its supply chain. The Group has made contributions to an industry case study that highlights the construction sector's initiatives to eradicate modern slavery. The objective is to disseminate this study among influential individuals in the property industry, thereby fostering change.

HEALTH AND SAFETY

On top of its prevention and mitigation mechanisms to guarantee the health and safety of value chain workers within the Group's areas of control, URW released a Health and Safety Statement in 2023. Please refer to section 3.2.3.B.3 Policies related to value chain workers, for more detailed information.

3.2.3.B.7 TARGETS RELATED TO MANAGING MATERIAL NEGATIVE IMPACTS, ADVANCING POSITIVE IMPACTS, AND MANAGING MATERIAL RISKS AND OPPORTUNITIES (ESRS S2-5)

URW will strive to strengthen its existing policies and underlying mechanisms. These policies will be regularly reviewed and updated to ensure they remain effective and relevant. URW will strive to enhance its due diligence mechanisms with a focus on modern slavery and human rights aspects, as well as reinforce its "Know Your Partner" screening process to conduct thorough verification of new business partners and monitor current business partners. This will help in identifying and mitigating any potential risks.

3.2.3.C AFFECTED COMMUNITIES (ESRS S3)

Communities affected by URW are defined in the context of URW's activity, i.e. as an operator in real estate. In the context of URW, affected communities are the local communities of which URW's assets are an integral part.

As an operator of sustainable places that Reinvent Being Together, URW has an active role to play within communities in which it operates. The Group's economic success is based on a strong relationship and regular consultations with its stakeholders: tenants, customers, investors, local communities, suppliers and contractors, as well as employees.

3.2.3.C.1 INTERESTS AND VIEWS OF STAKEHOLDERS (ESRS 2 SBM-2)

URW is deeply committed to integrating local communities into its operating model for both standing assets and development projects.

For standing assets, URW engages with a variety of local stakeholders via its Community Resilience Action Plans in its approach to generating a positive social impact. Community resilience is a complex, multifaceted concept that involves preparedness against hazards, protection against risks, and the promotion of stable living conditions. URW's Community Resilience Actions Plans are an integral part of the long-term social strategy designed at asset level to contribute to the long-term development of the community. These plans are integrated into the management of URW's standing assets, ensuring that the interests of local communities are considered and prioritised. In terms of social impact, URW is committed to monitoring and improving its influence on a local scale. By measuring its social impact, URW strives to understand the aggregate impacts of its work and collaborate with local communities to achieve greater change. This process is crucial for URW to ensure that its operations are not only profitable but also beneficial to the communities in which it operates.

In terms of development projects, URW has a significant pipeline of mainly mixed-use assets, such as Westfield Hamburg-Überseequartier[(1)]. These projects are designed to regenerate urban areas and retrofit buildings to industry-leading sustainability standards. By doing so, URW not only enhances the built environment but also contributes to the vitality and sustainability of local communities.

Moreover, URW's commitment to sustainability, as demonstrated by its Better Places roadmap, further underscores its dedication to community integration. By setting ambitious environmental goals (please refer to section 3.1 Better Places roadmap for more detailed information on URW's sustainability targets), URW ensures that its operations and developments are not only profitable but also beneficial to the communities in which it operates. In essence, community integration is at the heart of URW's business model, influencing everything from the management of standing assets to the planning and execution of development projects. These relationships are critical to develop and operate assets meeting stakeholders' expectations in all respects (see section 3.2.1.C.2 Interests and views of stakeholders).

3.2.3.C.2 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL (ESRS 2 SBM-3)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

As explained in 3.2.1.C.1 Strategy, business model and value chain and section 3.2.1.C.3 Material impacts, risks and opportunities and their interaction with strategy and business model, as the operator of welcoming and inclusive places where people of all backgrounds connect, URW identified having a positive impact on communities as an opportunity for URW's destinations to be catalysts for economic and social vitality, supporting social cohesion.

3.2.3.C.3 POLICIES RELATED TO AFFECTED COMMUNITIES (ESRS S3-1)

URW is 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; URW is increasingly contributing to the social and economic vitality of the communities it serves. URW drives positive economic and social impact within its communities through employment, training and social inclusion:

- Economic driver: creating thousands of direct or indirect employment through construction and operational spending, indirect employment by tenants' sales and activities, suppliers' activities and local taxes; and
- Social integrator: actively working on maximising its impact by developing meaningful community projects and partnerships that support jobs, offer training, promote social inclusion and increase access to health and culture. In 2023, as part of the Better Places roadmap, URW has for the first time developed an innovation and multidimensional methodology to quantify and qualify the impact of URW shopping centres in Europe. This study, the first one published in the retail real estate industry in the EU, shows the positive footprint the Group has for communities and for citizens in their daily lives[(2)].

(1) Background information about the project can be accessed at: https://www.ueberseequartier.de/en/.
(2) The Impact Report is available at: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/CSR/CSR-Documents/Impact-Study/20240115-URW-Impact-Study-Europe.pdf?h=362&w=625&revision=c68412be-2f7d-475f-9005-84dffb6778cd.

To limit any potential negative on the communities around its development projects, URW enforces a Considerate Construction Charter[1] with rules on waste management, noise levels, traffic rules, as well as the prevention of environmental pollution.

URW's Human Rights Policy[2] equally underlines URW's commitment to generating a positive impact in the communities it operates (see section 3.2.3.B.3 Policies related to value chain workers, for more detailed information).

Viparis

In 2020, the results of a study[3] conducted on the socio-economic impact of the Group's activity in the Paris region (Île-de-France) revealed that 30,000 jobs are estimated to be supported by the events and tourism generated by Viparis' operations. In addition, Viparis acts as an economic partner at a local level by sourcing from near-exclusively local suppliers and a majority of SMEs. Viparis is also co-founder of "French Event Booster", an innovation platform for event industry players, incubating solutions for the future of the event industry, with some of them tackling sustainability issues (material reuse after an event, energy monitoring, ecological mobility service to visitors, etc.). Viparis is involved in actions with local stakeholders such as associations and leisure centres. For example, in 2023, Viparis organised challenges with an awareness-raising and donation dimension ("LGBTQIA+", "Challenge against Hunger" and "AFM Telethon").

3.2.3.C.4 PROCESSES FOR ENGAGING WITH AFFECTED COMMUNITIES ABOUT IMPACTS (ESRS S3-2)

"Community resilience" is the ability of 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 development of the community and, thus, the asset itself.

Each year, the Group's owned and managed shopping centres update their Community Resilience Action Plan. Within the same framework, each shopping centre management team updates the in-depth analysis of the key issues faced by the local community. They identify key stakeholders to work or partner with on these issues, and exchange with them on their vision and strategies to tackle local community issues. The output of this analysis is 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.

URW regularly holds local communities' consultation on its Community Resilience Action Plans implemented at asset level as well as meetings such as safety Advisory Group meetings, annual transport plans and accessibility meetings.

For development projects, from the early phases of planning to the final stages of delivery, URW ensures that local communities are not just considered, but actively consulted. This approach allows URW to understand the unique needs and aspirations of the community, ensuring that each project is tailored to its context.

In addition to reinforcing the dialogue with local stakeholders, these processes enable the Group and each asset to improve the monitoring of its local involvement and enhance its positive impact for the communities. It also brought to light local innovative practices, which will be extended for a greater impact.

Viparis

Viparis is committed to discuss with local stakeholders, including local communities. Local residents' meetings are organised for some of its venues, especially when there are construction projects underway. For example, during construction work, monthly residents' committees allow ongoing contact between Viparis and those who live in the vicinity of Paris Expo Porte de Versailles. At committee meetings, Viparis is attentive to residents' needs and expectations, answers questions and provides information that concerns them.

3.2.3.C.5 PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR AFFECTED COMMUNITIES TO RAISE CONCERNS (ESRS S3-3)

URW considers the impact on local communities as an opportunity for its activities.

All of URW's standing assets regularly engage in consultations with their local communities, as detailed in section 3.2.3.C.4 Processes for engaging with affected communities about impacts.

(1) See www.urw.com/en/csr/csr-documents.
(2) Idem.
(3) 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

3.2.3.C.6 TAKING ACTION ON MATERIAL IMPACTS ON AFFECTED COMMUNITIES, AND APPROACHES TO MANAGING MATERIAL RISKS AND PURSUING MATERIAL OPPORTUNITIES RELATED TO AFFECTED COMMUNITIES, AND EFFECTIVENESS OF THOSE ACTIONS (ESRS S3-4)

In 2023, URW managed to achieve the following key actions:

- A large majority of assets supported at least 1 local charity or NGO-sponsored long-term project;
- 787 social or environmental initiatives were organised in the Group's centres through the provision of spaces, collection of materials or donations, and educational events;
- The Group donated c. €13 Mn in 2023[1] and supported approximately 600 charities and NGOs on topics such as employment and skills, social inclusion and environment;
- The "URW for jobs" initiative organised in more than half of shopping centres across Continental Europe, the UK and the US led to more than 2,600 jobs and qualifying certifications provided through the programme and more than 6,000 training hours provided; and
- The launch of the Group Volunteering Programme (see section 3.2.3.A.3.4.2 Inspiring our people by opening their mind to sustainability while caring).

Examples of existing community resilience projects:

- Westfield Stratford City organised a football match for the young people of Newham aimed at building relationships and preventing youth disenfranchisement. The event took place on October 26, 2023, and welcomed over 100 participants and spectators. Metropolitan Police, Mitie (security contractor), The Safer Business Network, Queen Elizabeth Olympic Park, London Borough of Newham Youth Engagement team, and URW employees were among the stakeholders of the event.
- Centrum Černý Most, in cooperation with Kokoza, an organisation specialising in composting, built a community garden around the shopping centre. It aims to promote social communities, green economies and a healthy lifestyle, as well as educate about ecology and wildlife. 32 raised beds were made available for the shopping centre's neighbours to grow vegetables, small fruits, plants and herbs. Furthermore, the garden is open to local schools and pre-schools for educational projects. In addition, regular workshops focused on eco-sustainability are being organised along with individual gatherings and initiatives. The project, whose aim is to strengthen relationships within the community and raise awareness of the importance of composting, is supported by the Municipality of Prague. The grand opening was held in September 2023.
- Tausch-Rausch store in Pasing Arcaden is an initiative aimed at strengthening the neighbourhood community and encouraging people to exchange things they no longer need instead of throwing them away. The sustainable store concept allows people to bring used clothes, toys or books to give them a second life and possibly find something for themselves, as well. To express the sustainable focus of the project, for the interior design the colourful walls used for another initiative were recycled. The store met with approval from the community and was covered by the local newspapers.
- Westfield Mokotow in cooperation with the foundation "Akcja Menstruacja" launched a campaign aimed at normalisation of topics regarding menstruation and broadening women's access to menstrual hygiene products. 2 schools and a hospital were equipped with dispensers of such products. At the same time, to popularise preventive screening among men, Westfield Mokotow cooperated with health centre MediPark in organising an awareness raising competition, "Moustache of Mokotow". The winners were awarded with 3 medical packages, including prostate cancer examination, and medical consultations on other topics.

Impact on local communities for development projects is illustrated by the case of Westfield Hamburg-Überseequartier. In 2023, URW secured the last phases before the opening of Westfield Hamburg-Überseequartier, its main development project in Europe. Built on a former industrial wasteland that required a large-scale depollution and restructuration effort on 157 hectares, the project exemplifies the positioning of URW as a partner to cities and as a company driven by the impact it generates for communities. Cosmopolitan, open and urban, Westfield Hamburg-Überseequartier is a one-of-a-kind place, not only contributing to the revitalisation of the urban landscape but also helping to create a vibrant community hub that fosters social interaction and economic growth.

3.2.3.C.7 TARGETS RELATED TO MANAGING MATERIAL NEGATIVE IMPACTS, ADVANCING POSITIVE IMPACTS, AND MANAGING MATERIAL RISKS AND OPPORTUNITIES (ESRS S3-5)

Looking beyond 2023, the Group has made the commitment to support its role as a catalyst for economic and social impact with a target of 15,000 people supported annually through training, social inclusion and employment opportunities. The key actions related to it are:

- Continue implementing Community Resilience Action Plans for the Group's assets: building on the 2020 achievement of having 100% of its owned and managed assets with a Community Resilience Action Plan. Community Resilience Action Plans 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;
- Monitor the economic, social and environmental impact of URW shopping centres though a dedicated impact assessment[2];
- Organise upskilling programmes and recruitment events (e.g. URW for Jobs) in URW assets; and
- Work with partners specialised in social inclusion and health programmes, including support for charities and NGOs.

(1) Including donations of the airports division and contributions made at national and corporate levels.
(2) The Impact Report is available at: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/CSR/CSR-Documents/Impact-Study/20240115-URW-Impact-Study-Europe.pdf?h=362&w=625&revision=c68412be-2f7d-475f-9005-84dffb6778cd

3.2.3.D CONSUMERS AND END-USERS (ESRS S4)

As an operator of sustainable places that Reinvent Being Together, URW has a key role to play towards its customers and end-users defined as visitors of the Group's destinations and the tenants operating in its assets.

3.2.3.D.1 INTERESTS AND VIEWS OF STAKEHOLDERS (ESRS 2 SBM-2)

With hundreds of different brands represented in its centres and 900 million visits each year globally, the mapping of the consumers and end-users is quite large. Therefore, this topic is also indirectly linked to many others, such as GHG emissions, pollution, human rights, responsible purchasing and biodiversity.

3.2.3.D.2 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL (ESRS 2 SBM-3)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

As explained in 3.2.1.C.1 Strategy, business model and value chain and section 3.2.1.C.3 Material impacts, risks and opportunities and their interaction with strategy and business model, end consumers and end-users are integrated URW's business model and approach to the value chain.

3.2.3.D.3 POLICIES RELATED TO CONSUMERS AND END-USERS (ESRS S4-1)

URW can support the sustainable evolution of retail while meeting the changing needs of consumers. The Company is committed to integrate sustainability information at every step of the customer journey while supporting the development and promotion of the sustainable offer of tenants, to help customers make better-informed choices via the Sustainable Retail Index launched in 2023. This year, the Group also decided to further engage customers through sustainability-driven experiences, via the Better Places Certification and the Westfield Good Festival. For more detailed information on these newly adopted initiatives, that are still being finetuned both in terms of methodology and deployment, please see section 3.2.3.D.6 Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions.

3.2.3.D.4 PROCESSES FOR ENGAGING WITH CONSUMERS AND END-USERS ABOUT IMPACTS (ESRS S4-2)

To understand sustainability perceptions, needs and expectations within the Group's shopping centres, URW conducts customer surveys with the loyalty database since 2020 with a specific focus on sustainability-related topics. With the Westfield Brand Tracker, URW also tracks sustainability perceptions and expectations for those living within the catchments of Westfield branded assets, on a quarterly basis since the third quarter of 2022. Key takeaways and results from both programmes are leveraged to strengthen the Company's customer actions.

The collaboration with retailers is crucial to match customer needs on local production, sustainable materials, local initiatives and partnerships with local associations or actors.

The yearly tenant satisfaction surveys in each shopping centre were pursued in 2023 in Continental Europe and the UK, to gather the tenants' feedback on key topics such as accessibility, marketing, security, cleaning, services, sustainability and management of the shopping centre. 61% of the tenants participated in the survey (5,400 responses), and they expressed an overall satisfaction of 76%.

The URW "Connect" application importantly improves day-to-day relations between the centres, tenants and suppliers. The application is used regularly 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.

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 the quality of services provided and infrastructure summarised in a framework of 680 points. This "4-Star" label was maintained in Europe in 2023, while the corresponding label called "Service with Style" was pursued in the US portfolio.

3.2.3.D.5 PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR CONSUMERS AND END-USERS TO RAISE CONCERNS (ESRS S4-3)

In addition to the satisfaction surveys used to assess tenants' and customers' views on URW, the Group believes in maintaining open lines of communication with consumers and end-users. To this end, URW has established multiple channels for them to raise concerns. These include customer service desks at URW properties, dedicated email addresses and social media platforms. The Group ensures that all concerns are promptly addressed, and feedback is used to improve its operations and services.

3.2.3.D.6 TAKING ACTION ON MATERIAL IMPACTS ON CONSUMERS AND END-USERS, AND APPROACHES TO MANAGING MATERIAL RISKS AND PURSUING MATERIAL OPPORTUNITIES RELATED TO CONSUMERS AND END-USERS, AND EFFECTIVENESS OF THOSE ACTIONS (ESRS S4-4)

Launched in 2023, URW's Better Places Certification will offer visitors a comprehensive view of the sustainability performance of each asset. To create the certification, the Group partnered with Bureau Veritas Solutions and leveraged the critical eye of WWF France to outline 94 key criteria and a 5-level assessment covering a broad range of environmental and social dimensions including Health and Safety energy and climate, water, communities, mobility, biodiversity and waste.

Not only focused on the Group's own performance, URW also wants to continue to be the preferred partner of brands and tenants who are themselves committed to the environmental transition. Therefore, URW also launched the Sustainable Retail Index. Co-developed with Good On You, a global sustainable-brand ratings company, and the critical expertise of WWF France, the Sustainable Retail Index is an innovative and dynamic approach that will support the sustainable evolution of retail providing insights into retailers' sustainability journey. This new tool will provide transparency and support the sustainable evolution of retail. The Sustainable Retail Index provides a dynamic view on retailers' sustainability commitments, ambitions and performance at a company, product and store-operations level. Ratings will be shared annually at a Group and asset level and integrated into the overall grade for each shopping centre, as part of the Better Places Certification.

These programmes help URW meet the needs of consumers, ensuring the Group's offer corresponds to their ever-increasing expectation for sustainable places and products.

To complement that demand, each shopping centre hosts a wide array of on-site experiences such as the Westfield Good Festival. In 2023, 22 Westfield-branded centres in Europe held the first edition of the Westfield Good Festival, a flagship annual event designed to help customers embrace circularity and sustainable consumption by combining guest experiences, thought leadership conversations and other activations with NGOs and local community groups. It provides a forum for brands and retailers to share their sustainable journeys.

In addition, URW has signed a global partnership with WWF France including a key objective to raise visitor awareness. This partnership will enable URW to raise public awareness on responsible consumption and WWF's missions and encourage them to actively support actions to protect nature and biodiversity. URW will welcome WWF France to speak and communicate in its Westfield centres during key events such as the Westfield Good Festival.

In addition, URW leveraged the Westfield Grand Prix 2023 edition[(1)] to source and support best-in-class or innovative sustainability-driven new concepts and businesses in the Group's centres. In 2023, URW expanded the Westfield Grand Prix, taking place in the UK, France, Spain, Germany and Austria, which recognised and rewarded the sustainable retail champions of tomorrow. The Group had called for entries from young businesses and start-ups across retail, leisure, dining, entertainment, health and well-being, and services, whose solutions facilitate responsible consumption and sustainable living.

3.2.3.D.7 TARGETS RELATED TO MANAGING MATERIAL NEGATIVE IMPACTS, ADVANCING POSITIVE IMPACTS, AND MANAGING MATERIAL RISKS AND OPPORTUNITIES (ESRS S4-5)

The goal for 2024 is to obtain the Better Places Certification for 10 European assets, and for all assets by 2027. The Better Places Certification integrates the Sustainability Retail Index results, which URW plans to deploy to 100% of its eligible revenues by 2027. The eligible revenues are based on the revenues in Minimum Guaranteed Rents ("MGR") from the following categories of retailers: Fashion Apparel, Sport Apparel, Jewellery, Bags & Footwear & Accessories, Health and Beauty, Home, Culture & Technology, and Food & Beverage. By 2025, all assets will host at least 1 annual campaign or event to raise sustainable awareness, such as the Westfield Good Festival. Finally, in 2024, the Westfield Grand Prix will be deployed to a new country.

(1) For more information on the winners of the 2023 edition, please consult the following website: https://www.urw.com/fr-fr/presse/actualites/2023/the-winners-of-the-2023-westfield-grand-prix.

3.2.4 GOVERNANCE INFORMATION – BUSINESS CONDUCT (ESRS G1)

3.2.4.A THE ROLE OF THE ADMINISTRATIVE, SUPERVISORY AND MANAGEMENT BODIES (ESRS 2 GOV-1)

For more detailed information, please refer to sections 3.2.1.B.1.1 Composition of the administrative, management and supervisory bodies and their access to expertise and skills with regard to sustainability matters and 2.2 Management and supervisory bodies.

3.2.4.B DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL IMPACTS, RISKS AND OPPORTUNITIES (ESRS 2 IRO-1)

Please see sections 3.2.1.D.1 Description of the process to identify and assess material impacts, risks and opportunities and 6.1.2 Group Enterprise Risk Management framework, respectively for more detailed information on the double materiality analysis and for the risk identification process.

3.2.4.C BUSINESS CONDUCT POLICIES AND CORPORATE CULTURE (ESRS G1-1)

URW through its Code of Ethics, is committed to strong ethical core values when it comes to how we conduct our day-to-day business in an ethical, transparent and fair manner.

For more detailed information on URW's approach to data protection, please see section 2.4.7 Data protection.

The Group Risk Committee (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.

For more detailed information, please see sections 2.4.4 Compliance programme and section 2.4.5 Anti-Corruption programme.

3.2.4.C.1 ANTI-CORRUPTION PROGRAMME (ACP)

The Group's ACP aims to combat and prevent corruption, bribery and influence peddling, and has been created 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 a risk mapping of the various operations in the different regions of the Group, such as the regulatory landscape, as well as transactions and relationships with third parties and business partners. The Management Board strictly enforces the Group's zero-tolerance principle regarding violations of the ACP.

For more detailed information, please see section 2.4.5 Anti-Corruption Programme.

3.2.4.C.2 WHISTLEBLOWING PLATFORM: URW INTEGRITY LINE

For more detailed information, please see sub-section "Whistleblowing platform: URW Integrity Line" of section 2.4.4 Compliance programme.

The Group Whistleblowing Policy has been developed to comply with articles 6, 8 and 17 of the French Law n° 2016-1691 of December 9, 2016, called "Sapin II"; applicable data protection regulation in the relevant jurisdiction. The monitoring of this Policy is under the responsibility of the GCO in collaboration with the CO of URW NV for the US Platform.

Viparis' Code of Ethics ensures that employees and business partners may report a potential infringement to its Code of Conduct and applicable legislation through a specific channel.

3.2.4.C.3 TRAINING

To raise awareness and entrench the compliance culture within the Group, employees are required to participate in an annual mandatory e-training, covering ethics and compliance topics such as the prevention of corruption and influence peddling (the ACP). As of December 31, 2023, 80% of URW staff have completed the online training. In addition to the online training, the most exposed departments identified in the URW corruption risk mapping (investment, development, public affairs, and procurement) are required to attend classroom training. Several training sessions were held throughout the Group, hosted by the Local Compliance Correspondents (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.

For more detailed information, please see section 2.4.5 Anti-Corruption Programme.

Regarding the Convention & Exhibition activity, Viparis exercises in France a significant leadership on exhibition centres in the Greater Paris area, with a strict supervision process by the French General Directorate for Fair Trading, Consumer Affairs and Fraud Control ("DGCCRF"). Viparis' employees and managers are required to follow regular training courses and an annual online training module on ethics and Viparis' Anti-Corruption Programme ("Viparis ACP"), intended to raise awareness on situations presenting a risk of corruption, to guide and explain how to comply with the Code of Ethics and the Viparis ACP. Viparis carries out appropriate research on its future business partners in order to assess their exposure to the risk of corruption. To this end, Viparis has defined a procedure entitled "Know Your Partner" which sets out the due diligence checks to be carried out according to the risk profile of business partners, and which should be incorporated into Viparis' purchasing process. The Viparis ACP, its related measures and their implementation are periodically reviewed on a random basis, in order to assess and improve their effectiveness in preventing and detecting corruption. The CO may initiate any audits deemed appropriate at any time. The reports include plans for rectification and corrective measures, where appropriate. At least once a year, Viparis' Compliance Committee, Board of Directors and Audit Committee discuss the implementation of the Viparis ACP.

3.2.4.D MANAGEMENT OF RELATIONSHIPS WITH SUPPLIERS (ESRS G1-2)

The sustainability roadmap 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 works on integrating sustainability further in its supply chain. 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. The Group has designed a Responsible Procurement Roadmap and performed a mapping of sustainability risks in its supply chain in 2021. URW became a signatory to the UNGC in 2004, thus committing to adopting, upholding and enacting within its sphere of influence the 10 universally recognised principles relating to human rights, labour laws, environmental protection and anti-corruption. In addition to this, URW annually issues a Modern Slavery Statement available at https://modernslaveryregister.gov.au/. In 2023, the Group rolled-out a Responsible Purchasing Charter and a Human Rights Policy covering its interactions with suppliers.

3.2.4.D.1 PURCHASING MAPPING

Purchases at URW can be split into 3 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 or manager and mostly passed onto tenants as service charges); and
- Capitalised construction works invested in properties for 3 main purposes: new development or enhancement works, maintenance works or reletting works (CAPEX paid by the property owner); these mainly include purchases from constructors, fees for architects, designers and engineering firms, and insurance premiums. Capitalised construction works are non-recurring expenses depending on development activity.

Purchases consist principally of OPEX and CAPEX for the operation and development of properties (overheads being a small part of the overall expenses). OPEX and CAPEX mostly comprise labour-intensive services and to that extent are purchases that cannot be relocated. Most of the supply chain is composed of local companies or subsidiaries that support the local economy. In addition, wherever possible, the buyers favour local purchases in the catchment area of the Group's assets in order to contribute to employment and local economic development.

Please refer to section 3.2.3.B.2 Material impacts, risks and opportunities and their interaction with strategy and business model, for more detailed information on risks.

3.2.4.D.2 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.

In addition to the principles and rules detailed in the Group procedures and Compliance Book (and specifically in the Code of Ethics and the ACP), 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 Acts and 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 CO 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.

In 2023, URW was again identified as a global leader for engaging with its suppliers on climate change, being awarded a position on the 2022 Supplier Engagement Leaderboard by global environmental impact non-profit CDP. URW was recognised to be among the top 8% of organisations assessed by CDP.

Also, in 2014, the Group signed the "Responsible Procurement Charter" in France, an initiative led by the French authorities. This Charter, structured around 10 commitments, aims to promote best practices for more responsible purchases and a more balanced and cooperative relationship between large companies and their providers.

URW strives to reduce payment times for small and medium enterprises in its supply chain, as part of its broader commitment to fostering strong, mutually beneficial relationships with its suppliers.

3.2.4.D.3 RESPONSIBLE PURCHASING CHARTER AND LOCAL APPROACHES

At the Group scale, in 2023, URW rolled-out a Responsible Purchasing Charter (the latest version is available on URW's website) to clearly define its commitments and requirements to direct and indirect suppliers, in terms of human rights guarantees, adequate wages, health & safety, sustainability, fair competition, business integrity and the prevention of any form of corruption. The Charter aims to offer a framework to appropriately monitor URW's suppliers' policies, commitments and, if needed, corrective actions taken. The Charter is meant to be a contractually binding document between URW and its suppliers. For the sake of reciprocity, URW also endeavours to comply with all requirements set forth in this Charter, where applicable to its own operations.

Some local initiatives supplement the Group Responsible Purchasing Charter:

- 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 sub-contractors. 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; and
- In the UK, URW enforces a scoring matrix based on a detailed questionnaire, to underpin its objectives towards the due diligence required by the Modern Slavery Act. The scoring matrix is made of different criteria weighted to provide a score and contribute to an early identification of at-risk suppliers. URW monitor suppliers' commitment to a set of criteria when providing goods or services to URW.

Viparis uses an equivalent of URW's Responsible Purchasing Charter, the "Supplier Charter", in its relations with its suppliers. In 2023, it formalised a Responsible Purchasing Policy to further explain what is required from suppliers regarding business ethics, compliance, social and environmental impacts. Moreover, through its Code of Conduct and its related processes, Viparis enables its business partners and employees to report any infringement. Please see sub-section "Viparis" in the section 3.2.3.B.3 Policies related to value chain workers for more detailed information on Viparis' approach to responsible procurement.

3.2.4.D.4 SELECTION OF SUPPLIERS

On top of the Responsible Purchasing Charter and the local Codes of Conduct, 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. As part of this due diligence, the Group evaluates any violations with respect to environmental misconduct, corruption, illegal employment of migrant workers, child labour, human trafficking and modern slavery, and any red flags identified are escalated with the Compliance department. In addition, these environmental and social factors are of particular importance to the Group in its choice of suppliers.

Each purchasing step is duly documented for traceability. In both Europe and the US, URW uses web-based solutions to manage 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.

3.2.4.D.5 INCLUSION OF SUSTAINABILITY CRITERIA IN CONTRACTUAL CLAUSES

General Purchasing Conditions 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 General Purchasing Conditions ("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 ensures the protection of social and labour rights, including a commitment to comply with the conventions and standards of the ILO and with local employment legislation. 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 3.2.2.B.7 Targets related to climate change mitigation and adaptation.

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, or forced or involuntary labour.

In France, 2 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 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 3.2.3.C.6 Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions). 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.

3.2.4.E PREVENTION AND DETECTION OF CORRUPTION AND BRIBERY (ESRS G1-3)

The Group has implemented robust internal mechanisms to anticipate, monitor and counter any risks of engaging in practices that could amount to corruption or bribery, such as the ACP, the Anti-Money Laundering Programme, and the Group Code of Ethics. Additionally, all employees are trained to identify and distinguish situations that could be associated with corruption, with a clear communication of the Group's zero tolerance principle for any violation.

For further information on the Group's policies and commitments against corruption, bribery and fraud, please refer to sections 2.4 Ethics and compliance within the URW Group, and 6.2.2.E.1 Regulatory and compliance.

For more detailed information, please see section 2.4.5 Anti-Corruption Programme.

3.2.4.F INCIDENTS OF CORRUPTION OR BRIBERY (ESRS G1-4)

Please refer to section 2.4.5 Anti-Corruption Programme for more information on URW's approach.

Corruption and ethical topics are addressed in Viparis' Code of Conduct, ACP and Supplier Charter to prevent and mitigate any related risk. Both Viparis' CO and Compliance Committee ensure an efficient implementation of these processes.

3.2.4.G POLITICAL INFLUENCE AND LOBBYING ACTIVITIES (ESRS G1-5)

3.2.4.G.1 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 Reporting & Accounting Committee, as well as the Regulatory & Taxation Committee.

At regional or country level, the Group is a member of professional organisations such as, in France, the Federation of Commerce Players in Territories ("FACT") 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 listed property federation (*Fédération des Entreprises Immobilières,* "FEI").

In 2023, URW became a member of the Green Building Observatory (*Observatoire de l'Immobilier Durable*, "OID"), a French initiative positioned as an independent exchange space in the real estate sector for sustainable development topics. The OID aims to contribute to the rise of ESG themes in France and internationally, through a programme of actions on the ground and with public authorities.

3.2.4.G.2 POLITICAL INFLUENCE

The Group's political influence is strictly limited to what is allowed by the Code of Ethics and the Political Contribution Policy applicable to the US, and by applicable laws. Political influence activities are primarily aimed at developing the Group's local footprint, promoting the local economy and/or strengthening the urban and social network and are aligned with the Group's sustainability roadmap "Better Places". URW implements a public affairs strategy at Group level with a focus on inflation, taxes, commercial and decarbonation to maintain a level playing field with other sectors on regulations. In the US, the Group's political engagement covers topics primarily related to reducing organised retail crime, systemic homeless and addiction, as well as addressing tax increase measures at the federal, state and local levels.

In Europe, any form of political donation or in-kind or financial contributions are strictly prohibited by the Group. In the US, URW has a network of lobbyists(1) under the authority of the Director of Public Affairs, which provides recommendations and assists URW to make political donations under the strict control of the US General Counsel, in accordance with applicable laws and URW's relevant policies and after authorisation from the US COO. As a corporation doing business in the US, URW is prohibited under federal law and the laws of certain states from making political contributions, including in-kind contributions, and therefore does not make such contributions where such contributions are prohibited. In 2023, URW's political contributions in US equalled €30,000 in aggregate.

Specific charitable contributions or sponsorships are carried out only with charities and entities registered under the local applicable laws. It is not within URW's policy to provide any form of financial support to political parties, trade-unions or religious organisations except to the extent it is permitted by law and in reasonable amounts. 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 is observed if a potential contribution is directed towards a company having an affiliation with a public official. Any contributions above €/$/£15,000 must be pre-validated by the Group CRSO for European operations or by the US COO. An annual list of all the Group's sponsoring and charitable contributions is kept and followed-up at Group level.

URW strictly abides by the legal requirements to annually declare and disclose French lobbying activities on the French High Authority for Transparency in Public Affairs' ("HATVP") dedicated platform, through its French subsidiary Unibail Management SAS (for more information on the reported data, please consult HATVP's website(2)).

3.2.4.H PAYMENT PRACTICES (ESRS G1-6)

For more detailed information on URW's payment practices, please refer to section 5.8.1 Supplier and customer payment dates.

(1) Public information available at: https://www.opensecrets.org/federal-lobbying/clients/summary?cycle=2023&id=D000070754.

(2) For the HATVP, please consult the following link: https://www.hatvp.fr/fiche-organisation/?organisation=414878389## (in French only) and the following link for the EU Transparency Register, its EU-level equivalent: https://ec.europa.eu/transparencyregister/public/consultation/searchControllerPager.do?declaration=unibail&search=search.

3.3 GREEN FINANCING OF THE GROUP ACTIVITIES

3.3.1 SUSTAINABILITY-LINKED FINANCING (LOANS, CREDIT FACILITIES AND MORTGAGE FINANCINGS)

URW has a strong track record in the sustainable finance market. Since 2017, the Group has demonstrated its leadership and commitment to sustainability through the raising of sustainability-linked ("SL") financing, specifically:

- €650 Mn SL credit facility in April 2017 – the first sustainability-linked syndicated credit facility in Europe;
- €400 Mn SL Syndicated credit facility in May 2018;
- €3.1 Bn SL Syndicated credit facility in April 2021 – the largest[1] SL credit facility for a REIT in Europe; and
- €3.0 Bn of SL term loans, credit facilities and mortgage financings[2] in 2022 and 2023; and
- €1.95 Bn SL Syndicated credit facility early February 2024.

These sustainability-linked financings incorporate sustainability indicators (e.g. energy intensity, carbon emission reductions, BREEAM In-Use coverage and certification levels and the percentage of URW employees that have participated in sustainability training) to be evaluated annually over the contract duration.

The achievement of such KPIs entail an obligation of transparency for the Group or the entity holding the asset (in the case of a mortgage financing), as monitoring indicators for these commitments must be externally audited.

Based on the Group's fulfilment of these commitments, the sustainability-linked financings include either a margin adjustment mechanism and/or a "sustainable" account on which the Group has pledged to invest the equivalent amount of the potential savings from these facilities in sustainability projects within the Group.

As at December 31, 2023, the total sustainability-linked term loans and undrawn credit lines represent 66% of term loans and undrawn credit lines. Including the new €1.95 Bn sustainability-linked credit facility signed early February 2024, the percentage of sustainability-linked credit lines increased to 81%.

3.3.2 GREEN FINANCING (BONDS)

3.3.2.A URW'S GREEN FINANCING FRAMEWORKS

The Group currently has 2 frameworks for its green financing:

- A green bond framework ("Green Bond Framework" or "2014 Framework"), launched in 2014, and under which 2 green bonds issued in February 2014 and April 2015 are still outstanding (€1.25 Bn issued of which €1.14 Bn outstanding as at December 31, 2023)). This framework is still used for the reporting and reallocation rules of these bonds' proceeds; and
- A green financing framework ("Green Financing Framework" or "2022 Framework"), launched in November 2022, under which a €750 Mn Green Bond was issued in December 2023 and which will apply for all new green financing issuances going forward.

2014 GREEN BOND FRAMEWORK

The Group originally launched its Green Bond Framework in 2014, approved by Vigeo. It was back then (i) aligned with the International Capital Market Association ("ICMA") Green Bond Principles ("GBP") and (ii) consistent with the Group's sustainability strategy. The funds raised from green bond issuances were used to finance new development projects, and/or standing assets meeting all social and environmental criteria for the construction and operational phases defined in the "Use of Proceeds" procedure, specified hereafter. Green bonds were 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" – "Use of Proceeds" procedure). The following criteria were 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 awarded a BREEAM In-Use certification (or any other equivalent certification) for Part 1 Asset Performance and Part 2 Management Performance 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 had to meet additional criteria structured into 5 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 subcriteria were analysed for the construction phase, and 13 subcriteria were analysed for the operating phase.

Additional criteria and indicators for eligible assets of this framework are published on the issuer's website at the following link: https://www.urw.com/en/investors/financing-activity/sustainable-financing.

(1) As at January 1, 2023.
(2) Including mortgage financing backed by Westfield Centro (at 100%).

2022 UPDATED GREEN FINANCING FRAMEWORK

In November 2022, URW introduced the Green Financing Framework, establishing clear requirements for the financing and/or refinancing of eligible new development projects and the regeneration of standing assets. With this update, URW imposes higher standards on energy performance and raises the eligibility criteria to require standing assets and development projects to meet a BREEAM certification level of at least "Excellent" and be closely connected to public transport. The new eligibility criteria also include EU Taxonomy requirements and carbon emission thresholds (based on the Carbon Risk Real Estate Monitor ("CRREM") Decarbonation Pathways).

The 2022 Framework specifies the eligibility criteria, as well as the allocation and the reporting process to make it easier for investors to understand and track commitments. URW has also formed in 2022 a Green Financing Committee that rules on the Use of Proceeds and support future green financing allocations. The 2022 Framework is aligned with best market practices, including the June 2021 International Capital Market Association ("ICMA") Green Bond Principles as well as the February 2021 Loan Market Association ("LMA") Green Loan Principles, while taking into account the EU Taxonomy TSC. ISS ESG has issued a second party opinion on the framework confirming this alignment.

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/Sustainable-financing.

3.3.2.B OUTSTANDING GREEN BONDS

URW issued the industry's first Green Bond on the euro market in February 2014 ("Green Bond I") and the first international non-Swedish corporate to issue a Green Bond on the SEK market in May 2014 ("Green Bond II"). In April 2015, the Group issued its second Green Bond on the euro market ("Green Bond III"). As at December 31, 2023, the two Green Bonds (Green Bond I and Green Bond III) outstanding under the Green Bond Framework amounted to €1.14 Bn as presented in the table below.

A first Green Bond ("Green Bond IV") under the 2022 Framework was issued in December 2023. Green Bond issuances and the allocation of funds are approved by the Group's Green Financing Committee (see section 6.2.2.B.1 Access to capital and financial markets disruption) using a specific procedure formalised internally.

OUTSTANDING GREEN BONDS ISSUED BY URW AS AT DECEMBER 31, 2023.

	Green bond I (EUR)	Green Bond III (EUR)	Green Bond IV (EUR)
Issuer (legal entity name)	Unibail-Rodamco-Westfield SE	Unibail-Rodamco-Westfield SE	Unibail-Rodamco-Westfield SE
Date	February 26, 2014	April 15, 2015	December 11, 2023
Size	€750 Mn - €106 Mn(1) = €644 Mn	€500 Mn	€750 Mn
Maturity	10 years	10 years	7 years
Coupon	2.5%	1%	4.125%

(1) Tendered in 2020.

3.3.2.C ALLOCATION OF GREEN BOND PROCEEDS ISSUED UNDER THE 2014 FRAMEWORK

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 following paragraph).

In the case of an asset disposal or an asset no longer being eligible 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.

In 2023, the proceeds of Galerie Gaité (Retail) (which no longer meets the eligibility criteria) and Westfield Mall of the Netherlands were reallocated to Westfield Hamburg Überseequartier (Retail).

The 2023 allocation of the proceeds from the 2 outstanding green bonds is detailed below:

	Green Bond I			Green Bond III				
	Westfield Hamburg Überseequartier (Retail)	Trinity	Gaîté Montparnasse (offices)	Westfield Hamburg Überseequartier (Retail)	Trinity	Gaîté Montparnasse (offices)	Westfield Chodov extension	Wroclavia
Business	Shopping Center	Offices	Offices	Shopping Center	Offices	Offices	Shopping Center	Shopping Center
Proceeds allocated to projects(1)	49%	45%	6%	16%	12%	7%	25%	40%
Gross Lettable Area ("GLA") scope of consolidation (sqm)	94,484	49,200	12,500	94,484	49,200	12,500	39,000(2)	65,300(3)
Opening date to public	April 25, 2024	November 13, 2020	September 26, 2022	April 25, 2024	November 13, 2020	September 26, 2022	October 10, 2017	October 17, 2017

(1) Allocation carried out through internal loans.
(2) GLA as at December 31, 2017.
(3) Including a bus station of 7,200 sqm.

3.3.2.D AUDITED CRITERIA – 2014 FRAMEWORK

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 report on the information related to the allocation of funds are presented in the table below and in section 3.3.2.G Independent third party's report on green bond criteria and indicators. In 2023, the audit covered: Trinity, Westfield Hamburg Überseequartier (retail), Gaîté Montparnasse (offices), Westfield Chodov extension and Wroclavia.

CONSTRUCTION PHASE CRITERIA

PREREQUISITE: MINIMUM BREEAM RATING OF "VERY GOOD"

Green Bond I			Green Bond III		
Westfield Hamburg Überseequartier (retail)	Trinity	Gaîté Montparnasse (offices)	Westfield Hamburg Uberseequartier (retail), Trinity, Gaîté Montparnasse (offices)	Westfield Chodov extension	Wroclavia
Excellent[1]	Excellent[2]	Excellent[3]	Excellent (see ratings for those assets in the left columns)	Excellent[4]	Excellent[5]

(1) Achieved an interim overall score of 71% and BREEAM rating of "Excellent" under the 2018 version of BREEAM DE Neubau framework.
(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 80.6% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM Europe commercial office framework.
(4) Achieved a final overall score of 71.9% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM International retail framework.
(5) 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.

17 SUBCRITERIA

		Green Bond I			Green Bond III		
Commitments/ supporting elements	Criteria	Westfield Hamburg Überseequartier (retail)	Trinity	Gaîté Montparnasse (offices)	Westfield Hamburg Uberseequartier (retail), Trinity, Gaîté Montparnasse (offices)	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) or Civil Rights and Political Liberties score based on the SGI (out of 10)**	GE 8.7/10[1]	FR 96.53/100[2]	FR 96.53/100[2]	See criteria for those assets in the left columns	CZ 93.97/100[2]	PL 93.10/100[2]
	Press freedom, stability and political freedom; corruption prevention, independence of the judiciary system and legal certainty. **KPI: country score Vigeo (out of 100) or Robust democracy score based on the SGI (out of 10)**	DE 8.6/10[1]	FR 97.89/100[2]	FR 97.89/100[2]		CZ 87.98/100[2]	PL 79.80/100[2]
Contribution of the eligible assets to the development and wellbeing 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)**	**50 m** Metro line	**150 m** Metro line	**20 m** Metro 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 Hamburg Überseequartier (retail)	Trinity	Gaîté Montparnasse (offices)	Westfield Hamburg Uberseequartier (retail), Trinity, Gaîté Montparnasse (offices)	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 (%)**	-21%[3]	-28%[4]	-28.5%[4]		-9%[5]	-14%[6]
	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 (%)**	78%[7]	100%[7]	100%[7]		90%[7]	99%[7]
Promote social and environmental factors with suppliers/service providers	Promote, if possible, a 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) The Vigeo Country Rating Index, has been substituted in 2023 with the 2022 Sustainable Governance Indicators (SGI), released each year by the Bertelsmann Stiftung. This change was necessary due to the discontinuation of the Vigeo Country Rating index present in the Use of Proceeds. The SGI Index has been chosen due to the following factors:
1. Robustness and Coverage: The SGI provides a robust assessment of governance practices across all countries in which we operate.
2. Annual Updates
3. Accessibility: The SGI is public and freely accessible to everyone.
4. Close alignment with the Use of Proceeds: The two SGI indicators – "Civil Rights and Political Liberties" and "Robust democracy" – are the closest indicators we have found that match the criteria outlined in our green bond's Use of Proceeds, respectively: the "Respect, protection and promotion of freedom and human rights" criteria and the "democratic institutions" criteria.

(2) Source: Vigeo country score – February 2021.
(3) According to dynamic thermal simulation aligned with ENEV. Average energy performance of new buildings range from -11% to -35%.
(4) According to dynamic thermal simulation aligned with RT 2012 requirements or regulatory RT 2012 calculation.
(5) According to dynamic thermal simulation aligned with ASHRAE Energy Standard 3 and local standards 78/2013Sb and ČSN 730540.
(6) According to dynamic thermal simulation aligned with local regulation.
(7) Green leases V1 and V2 signed as at December 31, 2020.

OPERATION PHASE CRITERIA

PREREQUISITE: MINIMUM BREEAM IN-USE SCORE "VERY GOOD" FOR PART 1 ASSET PERFORMANCE ("P1") AND PART 2 MANAGEMENT PERFORMANCE ("P2")

Green Bond I			Green Bond III		
Westfield Hamburg-Überseequartier (retail)	Trinity	Gaîté Montparnasse (offices)	Westfield Hamburg Uberseequartier (retail), Trinity, Gaîté Montparnasse (offices)	Westfield Chodov extension	Wroclavia
Expected in Universal Registration Document 2026	OK - Certification in progress	Expected in Universal Registration Document 2024	See criteria for those assets in the left columns	Obtained: 12/21/2018[1] Re-certified: 01/19/2022[2] (P1): Excellent (P2): Excellent	Obtained: 12/11/2020 [1] Re-certified:[3] 12/11/2023 (P1): Outstanding (P2): Outstanding

(1) According to BREEAM-In-Use International 2015 scheme.
(2) According to BREEAM International In-Use: Commercial Version 6.
(3) Wroclavia's initial level of certification obtained in 2020 was Excellent for P1 and P2, the re-certification led to an improvement to Outstanding for both parts.

13 SUBCRITERIA

		Green Bond I			Green Bond III		
Commitments/ supporting elements	Criteria	Westfield Hamburg-Überseequartier (retail)	Trinity	Gaîté Montparnasse (offices)	Westfield Hamburg Uberseequartier (retail), Trinity, Gaîté Montparnasse (offices)	Westfield Chodov extension	Wroclavia
Contribution of the eligible assets to the development and wellbeing 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 Universal Registration Document 2025	n/a	n/a	See criteria for those assets in the left columns	1,200[1]	1,452[1]
Monitor the environmental impacts of eligible assets	Environmental action plan and follow-up with regular reporting (from one year after opening)	Expected in Universal Registration Document 2025	✓	✓		✓	✓
	Annual audit of health and safety risks (from 2 years after opening) **Indicator: audit annuel des risques (Notation de A à D)**	Expected in Universal Registration Document 2026	A[2]	Expected in URD 2024		A[2]	A[2]
	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_2 eq/visit) **since measured baseline**	Expected in Universal Registration Document 2027	0 % (Baseline 2023)	Expected in URD 2025		-33% kWh/ visit -69% gCO_2eq/ visit (2023/2018)	7-42.2% kWh/ visit 5-62.6% gCO_2eq/visit (2023/2018)

		Green Bond I			Green Bond III		
Commitments/ supporting elements	Criteria	Westfield Hamburg-Überseequartier (retail)	Trinity	Gaîté Montparnasse (offices)	Westfield Hamburg Uberseequartier (retail), Trinity, Gaîté Montparnasse (offices)	Westfield Chodov extension	Wroclavia
Promote sustainable and enduring relationships with tenants and visitors	Organise on-site Sustainability Committee	Expected in Universal Registration Document 2026	n/a	n/a		✓	✓
	Conduct satisfaction survey with retailers **KPI: Overall satisfaction score (out of 100)**	Expected in Universal Registration Document 2025	n/a	n/a		84/100	72/100
	4-Star labelling or equivalent if applicable	Expected in Universal Registration Document 2025	n/a	n/a		✓	✓
	Conduct satisfaction survey with visitors **KPI: Overall satisfaction score (out of 100)**	Expected in Universal Registration Document 2025	n/a	n/a		79/100	50/100
	Relevant safety management (e.g. video protection plan)	Expected in Universal Registration Document 2024	n/a	n/a		✓	✓
Promote social and environmental factors with suppliers	Promote labour rights to suppliers via contractual documentation	Expected in Universal Registration Document 2024	✓	n/a(3)		✓	✓
	Promote environmental and social factors to suppliers via contractual documentation	Expected in Universal Registration Document 2024	✓	n/a(3)		✓	✓
	Promote ethics to suppliers via contractual documentation	Expected in Universal Registration Document 2024	✓	n/a(3)		✓	✓
	Assess regularly compliance with contractual clauses by the main suppliers	Expected in Universal Registration Document 2025	✓	n/a(3)		✓	✓

(1) Source: Shopping centre retailer survey performed by shopping centre management.
(2) Source: HSE risk audit performed by an external third party – see methodology in section 3.2.2.2.3 Actions and resources related to pollution
(3) This criteria is not applicable because URW does not have a contractual relationship with providers on that asset: the only tenant owns the contractual relationships with maintenance, safety and cleaning providers.

3.3.2.E ALLOCATION OF GREEN BONDS UNDER THE 2022 FRAMEWORK

In line with 2.2 Use of Proceeds and 2.3 Project evaluation and selection process of the 2022 Framework, the proceeds are allocated to Eligible Green Assets meeting one of the four Eligible Categories (Construction of new buildings, acquisition and ownership of buildings, significant renovation and individual renovation measures). URW engaged an independent auditor to verify that the assets financed meet the eligibility criteria.

For the first allocation, funds were allocated to Eligible Green Assets under acquisition and ownership of buildings and construction of new buildings.

The 2023 allocation of the proceeds from the outstanding green bonds is detailed below:

	Green Bond IV				
Eligibility Category	Acquisition and ownership of buildings	Construction of new buildings			
Eligible Green Asset	Westfield Mall of the Netherlands	Westfield Hamburg Überseequartier			Lightwell
Business	Retail	Retail	Office	Hotel	Office
Proceeds allocated to projects(1)	26%	15%	26%	24%	9%
Financing/Refinancing	Refinancing	Refinancing	Refinancing	Refinancing	Refinancing
Gross Lettable Area ("GLA") scope of consolidation (sqm)	114,300	94,848	49,774	27,883	31,744
Opening date to public	March 18, 2021	April 25, 2024	April 25, 2024	April 25, 2024	July 31, 2024

(1) Allocation carried out through internal loans.

3.3.2.F AUDITED CRITERIA AND IMPACT REPORT – 2022 FRAMEWORK

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 report on the information related to the allocation of funds are presented in the table below and in section 3.3.2.G Independent third party's reports on green bond criteria[2] and indicators.

In 2023, the audit covered: Westfield Mall of the Netherlands, Westfield Hamburg Überseequartier and Lightwell.

	Green Bond IV				
Eligibility category	Acquisition and ownership of buildings	Construction of new buildings			
Eligible green asset	Westfield Mall of the Netherlands	Westfield Hamburg Überseequartier			Lightwell
Business	Retail	Retail	Office	Hotel	Office
Key performance					
Distance to public transport	< 50m	< 50m			< 150m
Pre-requisite criteria – Accessibility	✓	✓	✓	✓	✓
Eligibility criteria selected	Obtained certification In-use BREEAM "Excellent"	Expected certification new-build BREEAM "Excellent"			Expected certification refurbishment BREEAM "Excellent"
Additional details related to eligibility criteria	The asset is also below the CO_2 emissions thresholds from the Green Financing Framework	The project has been evaluated internally as compliant with the EU taxonomy substantial contribution criteria from the Green Financing Framework			The project has been evaluated internally as compliant with the EU taxonomy substantial contribution criteria from the Green Financing Framework
Impact report					
Energy related KPIs	Energy-related carbon performance (FY2023) = 0.67 $kgCO_2e$/sqm	Average energy performance of new building compared to regulatory standard from -11% to -35%			Energy performance of refurbished building compared to regulatory standard: RT existant – 50%
Avoided emissions	Avoided emissions related to yearly carbon performance from energy: 4,090 tCO_2e per year[2]	Not quantified yet			Improvements of the energy intensity will avoid up to 85 tCO_2e per year[3]

(1) Comparing with the green financing framework threshold for the year 2023 of 30 $kgCO_2$ /sqm/year.
(2) In 2023, 2 criteria have been audited: Breeam "Excellent" and the distance to public transport.
(3) Internal estimates based on improved energy intensity.

3.3.2.G INDEPENDENT THIRD PARTY'S REPORTS ON GREEN BOND CRITERIA AND INDICATORS

REPORT FROM ONE OF THE STATUTORY AUDITORS ON THE INFORMATION RELATED TO THE ALLOCATION, AS OF 31 DECEMBER 2023, 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 31, 2023

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 undertaken a limited assurance engagement on the following information (the "Information"):

- the allocation, as of December 31, 2023, of funds raised through the green bonds issued under number XS1038708522 on February 26, 2014 and under number XS1218319702 on April 15, 2015 (the "Issuing"), which amount to €750m and €500m respectively (of which €1.14bn outstanding as of December 31, 2023), contained in the attached green bonds document[1] (the "Attached Document");
- the projects financed by the Issuing and identified as eligible by the Company (the "Eligible Projects") contained in the Attached Document.

The Information has been prepared in the context of the green bonds offering dated on February 26, 2014 and April 15, 2015 (the "Green Bonds Offerings") and the green bonds framework defined by the Company (the "2014 Green Bonds Framework").

OUR LIMITED ASSURANCE CONCLUSION

Based on the procedures we have performed as described under the section "Summary of the work we performed as the basis for our assurance conclusion" and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Information is not prepared, in all material respects, in accordance with the Company's Green Bonds Framework used and the basis of preparation set out under the section "*Understanding how Unibail-Rodamco-Westfield SE has prepared the Information*".

We do not express an assurance conclusion on information in respect of earlier periods not covered by the Attached Document or on any other information not included in the Attached Document. We have not reviewed and do not provide any assurance over other individual project information reported.

UNDERSTANDING HOW UNIBAIL-RODAMCO-WESTFIELD SE HAS PREPARED THE INFORMATION

The absence of a commonly used generally accepted reporting framework or a significant body of established practices on which to draw to evaluate and measure the sustainability information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Information needs to be read and understood together with the Green Bonds Offerings and the Green Bonds Framework available on the internet site or on demand.

UNIBAIL-RODAMCO-WESTFIELD SE'S RESPONSIBILITIES

Management of Unibail-Rodamco-Westfield SE are responsible for:

- Selecting or establishing suitable criteria for preparing the Information;
- Selecting the Eligible Projects regarding the eligible criteria;
- Preparation of the Information in compliance with the Green Bonds Offerings and the Green Bonds Framework;
- Designing, implementing and maintaining internal control over information relevant to the preparation of the Information that is free from material misstatement, whether due to fraud or error.

OUR RESPONSIBILITIES

We are responsible for:

- Planning and performing the engagement to obtain limited assurance about whether the Information is free from material misstatement, whether due to fraud or error;
- Forming an independent conclusion, based on the procedures we have performed and the evidence we have obtained; and
- Reporting our conclusion to the Directors of Unibail-Rodamco-Westfield SE.

As we are engaged to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information as doing so may compromise our independence.

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 effective use of the funds allocated to the Eligible Projects after such funds have been allocated.

PROFESSIONAL STANDARDS APPLIED

We performed our limited assurance engagement in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes "CNCC"*) applicable to such engagement and International Standard on Assurance Engagements 3000 (Revised) « *Assurance Engagements other than Audits and Reviews of Historical Financial Information* ».

(1) Refer to section 3.3 of the Universal Registration document 2023.

OUR INDEPENDENCE AND QUALITY CONTROL

We have complied with the independence and other ethical requirements of the French Code of Ethics for Statutory Auditors (*code de déontologie*) as well as the provisions set forth in Article L.822-11 of the French Commercial Code (*code de commerce*) and the *International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants* (IESBA Code).

In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements, professional standards and French professional guidance.

Our work was carried out by an independent and multidisciplinary team with experience in sustainability reporting and assurance.

SUMMARY OF THE WORK WE PERFORMED AS THE BASIS FOR OUR ASSURANCE CONCLUSION

We are required to plan and perform our work to address the areas where we have identified a material misstatement of the Information is likely to arise. The procedures we performed were based on our professional judgment.

In carrying out our limited assurance engagement on the Information we:

- Obtained an understanding of the procedures implemented by the Company for producing the Information contained in the Attached Document;
- Assessed the compliance, in all material respects, of the Eligible Projects with the eligibility criteria by performing substantive testing on a sample basis;
- Verified the appropriate segregation of the funds raised from the Issuing and their exclusive allocation to Eligible Projects;
- Performed the necessary reconciliations between the Information and the underlying accounting records;
- Verified that the Information agrees with the data used to prepare the consolidated financial statements for the year ended 31 December 2023;
- Verified the reallocation of the funds raised from the Issuing allocated to other assets in prior years to new Eligible Projects in 2023;
- Verified that the internal loans or financing contracts signed in prior years with the Company's subsidiaries owning Eligible Projects are still in force as of December 31, 2023.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

This report has been prepared within the context described above and may not be used, distributed or referred to for any other purpose.

Paris-La Défense, March 18, 2024

One of the Statutory Auditors,

Deloitte & Associés

French original signed by:

Emmanuel Gadret
Partner

LIMITED ASSURANCE REPORT FROM ONE OF THE STATUTORY AUDITORS ON THE INFORMATION RELATED TO THE ALLOCATION, AS OF 31 DECEMBER 2023, OF FUNDS RAISED THROUGH THE GREEN BONDS ISSUED ON DECEMBER 11, 2023

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 31, 2023

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 undertaken a limited assurance engagement on the following information (the "Information"):

- the allocation, as of December 31, 2023, of funds raised through the green bonds issued on December 11, 2023 (the "Issuing"), which amount to €750m contained in the attached green bonds document[1] (the "Attached Document");
- the projects financed by the Issuing and identified as eligible by the Company (the "Eligible Projects") contained in the Attached Document.

The Information has been prepared in the context of the green bonds offering dated on December 11, 2023 (the "Green Bonds Offering") and the green bonds framework defined by the Company (the "2022 Green Bonds Framework").

OUR LIMITED ASSURANCE CONCLUSION

Based on the procedures we have performed as described under the section "Summary of the work we performed as the basis for our assurance conclusion" and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Information is not prepared, in all material respects, in accordance with the Company's Green Bonds Framework 2022 used and the basis of preparation set out under the section "*Understanding how Unibail-Rodamco-Westfield SE has prepared the Information*".

We do not express an assurance conclusion on information in respect of earlier periods not covered by the Attached Document or on any other information not included in the Attached Document. We have not reviewed and do not provide any assurance over other individual project information reported.

UNDERSTANDING HOW UNIBAIL-RODAMCO-WESTFIELD SE HAS PREPARED THE INFORMATION

The absence of a commonly used generally accepted reporting framework or a significant body of established practices on which to draw to evaluate and measure the sustainability information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Information needs to be read and understood together with the Green Bonds Offering and the Green Bonds Framework 2022 available on the internet site or on demand.

UNIBAIL-RODAMCO-WESTFIELD SE'S RESPONSIBILITIES

Management of Unibail-Rodamco-Westfield SE are responsible for:

- Selecting or establishing suitable criteria for preparing the Information;
- Selecting the Eligible Projects regarding the eligible criteria;
- Preparation of the Information in compliance with the Green Bonds Offering and the Green Bonds Framework 2022;
- Designing, implementing and maintaining internal control over information relevant to the preparation of the Information that is free from material misstatement, whether due to fraud or error.

OUR RESPONSIBILITIES

We are responsible for:

- Planning and performing the engagement to obtain limited assurance about whether the Information is free from material misstatement, whether due to fraud or error;
- Forming an independent conclusion, based on the procedures we have performed and the evidence we have obtained; and
- Reporting our conclusion to the Directors of Unibail-Rodamco-Westfield SE.

As we are engaged to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information as doing so may compromise our independence.

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 effective use of the funds allocated to the Eligible Projects after such funds have been allocated.

PROFESSIONAL STANDARDS APPLIED

We performed our limited assurance engagement in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes "CNCC"*) applicable to such engagement and International Standard on Assurance Engagements 3000 (Revised) « *Assurance Engagements other than Audits and Reviews of Historical Financial Information* ».

(1) Refer to section 3.3 of the Universal Registration document 2023.

OUR INDEPENDENCE AND QUALITY CONTROL

We have complied with the independence and other ethical requirements of the French Code of Ethics for Statutory Auditors (*code de déontologie*) as well as the provisions set forth in Article L.822-11 of the French Commercial Code (*code de commerce*) and the *International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants* (IESBA Code).

In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements, professional standards and French professional guidance.

Our work was carried out by an independent and multidisciplinary team with experience in sustainability reporting and assurance.

SUMMARY OF THE WORK WE PERFORMED AS THE BASIS FOR OUR ASSURANCE CONCLUSION

We are required to plan and perform our work to address the areas where we have identified a material misstatement of the Information is likely to arise. The procedures we performed were based on our professional judgment.

In carrying out our limited assurance engagement on the Information we:

- Obtained an understanding of the procedures implemented by the Company for producing the Information contained in the Attached Document;
- Assessed the compliance, in all material respects, of the Eligible Projects with the eligibility criteria[1] by performing substantive testing on a sample basis;
- Verified the appropriate segregation of the funds raised from the Issuing and their exclusive allocation to Eligible Projects;
- Performed the necessary reconciliations between the Information and the underlying accounting records;
- Verified that the Information agrees with the data used to prepare the consolidated financial statements for the year ended 31 December 2023;
- Verified that the internal loans or financing contracts signed with the Company's subsidiaries owning Eligible Projects are still in force as of December 31, 2023.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

This report has been prepared within the context described above and may not be used, distributed or referred to for any other purpose.

Paris-La Défense, March 18, 2024

One of the Statutory Auditors,

Deloitte & Associés

French original signed by:

Emmanuel Gadret
Partner

(1) BREEAM Certification and Distance to public transport.

3.4 APPENDICES

3.4.1 INDEPENDENT THIRD PARTY'S REPORT ON THE CONSOLIDATED NON-FINANCIAL PERFORMANCE STATEMENT

This is a free English translation of the report by one of the Statutory Auditors issued in French and is provided solely for the convenience of English-speaking readers. 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 DECEMBER 31, 2023

To the Shareholders' Meeting,

In our capacity as Statutory Auditor of your company (hereinafter the "Entity"), appointed as independent third party ("third party") and accredited by the French Accreditation Committee (Cofrac), under number 3-1886 (scope available at www.cofrac.fr), we have conducted procedures to express a limited assurance conclusion on the historical information (observed or extrapolated) in the consolidated non-financial statement, prepared in accordance with the Entity's procedures (hereinafter the "Guidelines"), for the year ended December 31, 2023 (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 the procedures we have performed as described in the section "Nature and scope of procedures" and the evidence we have obtained, nothing has come to our attention that cause us to believe that the non-financial statement is not prepared in accordance with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines, in all material respects.

PREPARATION OF THE NON-FINANCIAL PERFORMANCE STATEMENT

The absence of a commonly used generally accepted reporting framework or a significant body of established practice on which to draw to evaluate and measure the Information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Information needs to be read and understood together with the Guidelines, summarised in the Statement and available on request from its headquarters.

LIMITS INHERENT IN THE PREPARATION THE INFORMATION

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

Management of Unibail-Rodamco-Westfield SE is responsible for:

- selecting or establishing suitable 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 considering those risks and the outcomes of said policies, including key performance indicators and the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- preparing the Statement by applying the Entity's "Guidelines" as referred above; and
- designing, implementing and maintaining internal control over information relevant to the preparation of Information that is free from material misstatement, whether due to fraud or error.

The Statement has been endorsed by the Management of Unibail-Rodamco-Westfield SE.

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 we are engaged to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information as doing so may compromise our independence.

It is not our responsibility to provide a conclusion on:

- the Entity'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), the French duty of care law and 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 our verification programme in application of Articles A. 225-1 et seq. of the French Commercial Code, with our verification program consisting of our own procedures, the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to such engagement, in particular the professional guidance issued by the Compagnie Nationale des Commissaires aux Comptes, *Intervention du commissaire aux comptes – Intervention de l'OTI – déclaration de performance extra-financière*, and acting as the verification programme and with the international standard ISAE 3000 (revised)[1].

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by Article L. 821-28 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 five people between October 2023 and March 2024 and took a total of twenty-two 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 are required to plan and perform our work to address the areas where we have identified that a material misstatement of the Information is likely to arise.

The procedures we performed were based on our professional judgment. In carrying out our limited assurance engagement on the Information:

- We obtained an understanding of all the consolidated entities' activities and the description of the main risks associated;
- We assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, taking into account, where appropriate, best practices within the sector.
- We verified that the Statement includes each category of social and environmental information set out in section III of Article L. 225-102-1, as well as information regarding compliance with human rights and anticorruption and tax avoidance legislation.
- 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 main 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.

(1) ISAE 3000 (revised) - Assurance engagements other than audits or reviews of historical financial information.

- We verified that the Statement presents the business model and a description of the main risks associated with 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 main risks.
- We referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the main risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the main risks and the policies presented; and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important and listed in the 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 of the French Commercial Code, with the limits specified in the Statement.
- We obtained an understanding of internal control and risk management procedures implemented by the Entity 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 the Appendix, we implemented:
  - analytical procedures that consisted in verifying the proper consolidation of collected data as well as the consistency of changes there to;
  - tests of details, using sampling techniques, in order to verify the proper application of definitions and procedures and reconcile the data with supporting documents. This work was carried out on a selection of contributing entities[1] and covers 16% of the headcount and between 12 % and 18% of the consolidated environmental data relating to the key performance indicators and outcomes selected for these tests;
- We assessed the overall consistency of the Statement in relation to our knowledge of all the consolidated entities.

The procedures performed in a limited assurance review are less in extent than for 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 18, 2024

One of the Statutory Auditors,

Deloitte & Associés

Emmanuel Gadret Partner, Audit	**Catherine Saire** Partner, Sustainability Services

(1) Selected sites (environmental information): Westfield La Part-Dieu (France), Westfield Parly 2 (France), Westfield Garden State Plaza (USA), Westfield Montgomery (USA), Westfield Wheaton (USA), Westfield Gloriès (Spain), Westfield La Maquinista (Spain), Westfield London (UK), Westfield CentrO (Germany). Selected countries (social information): Germany.

APPENDIX: IMPORTANT INFORMATION

Social KPIs	
Quantitative Topics	*Qualitative Topics*
• Total headcount • Percentage of women in employee headcount • Percentage of women in senior level management positions • Employee recruitment rate • Turnover rate • Share of employees trained to the Group Code of Ethics • Share of employees that participated in a sustainability training	• Principles and actions implemented regarding management of relationships with suppliers

Environmental KPIs	
Quantitative Topics	*Qualitative Topics*
• Carbon intensity linked to energy consumption of standing assets (Scope 1 & 2 emissions) per area (kgCO_2eq/sqm). • Energy intensity per area (kWh/sqm) • Carbon emissions from Scopes 1 & 2, using "market based" factors, for retail & offices (tCO_2eq) • Carbon emissions from Scope 3, excluding Viparis, using "market-based" and "location-based" factors (tCO_2eq) • Value and share of total energy consumption from renewable sources, with breakdown between onsite production and offsite purchase • Total quantity of waste generated (metric tonnes) and breakdown by disposal routes, with focus on share of waste sent to landfill • Coverage of BREEAM In-Use environmental certification of the Group's standing assets and associated levels	

3.4.2 ALIGNMENT WITH SUSTAINABILITY REPORTING STANDARDS AND FRAMEWORKS

Since 2018, the Group issues its non-financial statement (Déclaration de performance extra-financière, or French Declaration of Extra-Financial Performance ("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. In 2023, URW strived to align the present Sustainability Statement with the European Union Directive 2022/2464 of December 14, 2022, amending Regulation No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (the "Corporate Sustainability Reporting Directive" or "CSRD").

URW's 2023 Sustainability Statement consists of the present Chapter 3 "Sustainability" of the Group's 2023 Universal Registration Document ("URD"), completed with elements in Chapters 1 and 2 (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 compliance with the EU Taxonomy regulation, URW publishes the share of its eligible and aligned activities. The EU 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 and aligned share of turnover, CAPEX and OPEX from URW activities are presented in section 3.2.2.F Disclosures pursuant to Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation).

Since 2018, the Group ensures its alignment with the latest industry guidelines for reporting non-financial information, updated by the FACT the same year to ensure that the reporting done by commercial real estate companies complies with the regulatory requirements on non-financial disclosure and is comparable from one company to another.

The 2023 URW URD also complies with the Best Practices Recommendations on Sustainability Reporting ("sBPR") established by the EPRA. For the twelfth time in a row, URW received the EPRA Gold Award in 2023 for completing its 2022 reporting in accordance with the EPRA sBPR.

Since 2013, URW follows the Global Reporting Initiative ("GRI") guidelines. The 2023 URD has been prepared in accordance with the GRI Standards: Core option. URW's sustainability reporting also follows the Sustainability Accounting Standards Board ("SASB") dedicated sustainability accounting standard for real estate.

The 2023 Group's Sustainability Statement strives to align 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-making and building a more resilient financial system.

Cross-references tables of the Group's 2023 sustainability reporting with EPRA, GRIand SASB frameworks, as well as with the TCFD's core elements of climate-related financial disclosures, are available in the sustainability section of the Group's website.

The Group's Better Places sustainability roadmap is furthermore aligned with the United Nations SDGs. Its contributions to the SDGs are detailed in section 3.4.4 Contribution of Better Places to the United Nations Sustainable Development Goals.

3.4.3 RESULTS OF ESG RATINGS AND INCLUSION IN ESG INDICES

URW again features in recognised non-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 2023.

ESG RATINGS AND RECOGNITIONS

The Group's ESG assessments by extra-financial rating agencies were updated in 2023:

- GRESB: in 2023, with a score of 90/100, the Group received a "5 Star" rating, which recognises entities with the highest performance levels in the GRESB benchmark, and placed in the top 20% of the benchmark;
- CDP (formerly the Climate Disclosure Project): 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 2023 for the sixth year in a row[1];
- Being awarded a position in the Supplier Engagement Leaderboard in 2023 recognising the Group as a global leader for engaging with its suppliers on climate change;
- ISS ESG Corporate rating: URW reconfirmed its B rating and received the "Prime" status awarded to companies with an ESG performance above the sector-specific Prime threshold. URW also conserved its leader position in the first decile rank comparing its performance relatively with its industry peers;
- MSCI ESG ratings: In 2023, URW obtained the rating of AA ("Leader") in the MSCI ESG ratings assessment (last update in July 2023);
- Sustainalytics: URW received an ESG Risk Rating of 5.8 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 third rank and in the first percentile of the Real Estate Industry group assessed by Sustainalytics, as well as at the seventh rank in the global rated universe (15,000+ companies). URW's management score of ESG issues assessed by Sustainalytics is strong (81.0/100) (last update in June 2023). URW has also been included in Sustainalytics' 2023 Top-Rated ESG Companies List across all segments (Global 50 Rated, ESG Industry Top-Rated and ESG Regional Top-Rated);
- Moody's ESG solutions (formerly Vigeo Eiris): in 2023, URW was rated 66/100 for its global ESG performance, positioning the Group at an advanced performance level (Financial Services – Real Estate);
- Inclusion in the 2024 Global 100 ranking by Corporate Knights, an independent and rigorous assessment of public companies with revenue over $1 billion; and
- URW ranked in the Equileap Top 100 companies for gender equality globally, as well as in the Top 10 companies in France[2].

ESG INDICES

In 2023, URW again features in a number of renowned ESG indices, including:

- Euronext ESG indices, among which: World 120, Europe 120, Eurozone 120, France 20, CAC 40 ESG, Euronext CDP Environment ESG Eurozone, Euronext Green Planet France, and Euronext Equileap Gender Equality Eurozone 100 (as confirmed in December 2023, for more details please see Euronext's website[3]);
- The FTSE4Good Index series (since 2005, updated FTSE4Good Index Review in June 2023);
- The list of "Top 10 Performers" of the CAC 40® Governance index (since the creation of the index in 2017, confirmed in December 2023);
- ECPI® indices: ECPI EMU Ethical Equity, ECPI Euro ESG Equity, ECPI Global ESG Gender Equality Index, and ECPI World ESG Equity (reconfirmed as of December 2023); and
- MSCI indexes: MSCI Global Green Building, MSCI World ESG Leaders, MSCI Europe ESG Leaders, MSCI France ESG Universal, and MSCI World Low Carbon Leaders (confirmed in December 2023).

(1) https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/INVESTORS/Press-Releases/Others/2024/20240206-URW-awarded-A-rating-by-CDP-for-actions-to-address-climate-change_onlyEN.pdf?revision=1d991f6c-f5b5-4fe4-9e21-9ece1f432580.
(2) https://equileap.com/wp-content/uploads/2024/02/Equileap_2024_Gender_Equality_Report_Developed_Markets.pdf.
(3) https://live.euronext.com/en/product/equities/FR0013326246-XPAR/market-information#index-weight-off-canvas.

3.4.4 CONTRIBUTION OF BETTER PLACES TO THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

Better Places contributes to the United Nations SDGs as outlined below:

CONTRIBUTION OF BETTER PLACES TO THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

Pillars	Ambitions	SDGs
ENVIRONMENTAL TRANSITION Reduce Scopes 1 & 2 emissions by -90% by 2030	**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 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
	Cut waste, integrate nature and biodiversity Contribute to greener cities by protecting biodiversity and reducing waste volumes	11 Sustainable cities and communities; 15 Life on land
	Optimise water use Reduce water intensity and generalise water reuse solutions	6 Clean water and sanitation
SUSTAINABLE EXPERIENCE Meet the needs and expectations of consumers for sustainable places and products	**Accelerate the transition towards sustainable experiences** Provide transparency and support the evolution of retail	12 Responsible consumption and production
	Promote responsible consumption Promote healthier and more responsible consumption	12 Responsible consumption and production
THRIVING COMMUNITIES Be a catalyst for growth within the communities in which the Group operates Empower URW's employees to become sustainability and diversity change-makers	**Bring together** Promote diversity and inclusion throughout the organisation	5 Gender equality; 10 Reduced inequalities
	Engage with local stakeholders and expand local economies Support local partners and foster local economic development	8 Decent work and economic growth
	Empower Develop and train talent	4 Quality education
	Inspire Make Sustainability a core part of URW's corporate culture	12 Responsible consumption and production

4.

CHAPTER 4

ACTIVITY REVIEW

(1) The Management Discussion & Analysis is based on the Financial statements prepared on a proportionate basis.

4.1 MANAGEMENT DISCUSSION & ANALYSIS[1]

4.1.1 BUSINESS REVIEW AND 2023 RESULTS

4.1.1.A ACCOUNTING PRINCIPLES AND SCOPE OF CONSOLIDATION

ACCOUNTING PRINCIPLES

Unibail-Rodamco-Westfield's ("URW" or "the Group") consolidated financial statements as at December 31, 2023, 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.

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by management in the current uncertain context regarding inflation, interest rates, energy and raw material costs evolution, supply chain disruption resulting from geopolitical and economic environment and difficulties in assessing their impacts 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 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.

99% of URW's property portfolio and intangible assets related to the Shopping Centres, Offices & Others, Convention & Exhibition and Services segments were valued by independent appraisers as at December 31, 2023.

SCOPE OF CONSOLIDATION

The principal changes in the scope of consolidation since December 31, 2022, are:

- The disposal of Westfield North County in February 2023;
- The acquisition of the remaining 50% stake in the Croydon Partnership in April 2023;
- The disposal of Westfield Brandon in May 2023;
- The disposal of "V" office building in May 2023;
- The disposal of a 50% stake in Hôtel Salomon de Rothschild; this asset is now accounted for using the equity method both under IFRS and under proportionate;
- The disposal of Westfield Mission Valley in July 2023;
- The disposal of Westfield Valencia Town Center in September 2023;
- The disposal of Polygone Riviera and Novotel Lyon Confluence in October 2023; and
- The foreclosure of San Francisco Centre in October 2023.

OPERATIONAL REPORTING

URW operates in 9 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 operationally grouped in 5 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 3 business lines of the Group, this region is itself divided into 3 segments: Shopping Centres, Offices & Others, and Convention & Exhibition ("C&E")[2]. The other regions operate almost exclusively in the Shopping Centres segment. In the US, the Group also operates an airport terminals commercial management business.

4.1.1.B OPERATING PERFORMANCE

Over the period, the economic situation continued to be impacted by high inflation and an overall increase in interest rates but a resilient employment market. In this context, URW's assets showed strong activity which goes beyond the post-COVID recovery. Sales and footfall data in the US relate to Flagship assets, as these are the core of URW's activities in the US and as Regional assets, which represent c. 1% of the Group Gross Market Value ("GMV"), are being streamlined.

(1) The Management Discussion & Analysis is based on the Financial statements prepared on a proportionate basis.
(2) C&E includes the Les Boutiques du Palais retail asset.

FOOTFALL[1] AND TENANT SALES[2]

EUROPEAN FOOTFALL

In Europe, 2023 footfall was up +5.2% compared to 2022, including +5.1% in Continental Europe and +6.1% in the UK.

US FOOTFALL

In the US, 2023 footfall[3] increased compared to 2022, up +3.1%, exceeding 2019 levels.

EUROPEAN TENANT SALES

2023 sales showed strong performances, outperforming the footfall evolution. In 2023, tenant sales were up +7.5% in Europe, with Continental Europe at +8.0%, including a positive base effect in Q1 due to remaining restrictions in Q1-2022, and the UK at +5.2%. Sales in Continental Europe are +9.1% above 2019 levels with positive performance in all countries.

URW tenant sales growth was well above average core inflation of 5.6% in 2023 in Europe and national sales indices of +2.3%[4] for Europe, demonstrating that URW centres after catching up are now gaining market share.

2023 saw a strong increase in social and experiential activities, with Fitness +35.7%, Entertainment +16.0%, Food & Beverage +12.1%, while Health & Beauty and Fashion continued to perform strongly at respectively +16.9% and +6.0%.

US TENANT SALES

In the US, 2023 tenant sales[5] increased by +3.0%, or +4.8% excluding Luxury. Overall, 2023 sales came to +19.2% above 2019 levels[6].

This performance compares with an average core inflation of 4.8% in 2023 and national sales index of +4.0%[4].

The performances in 2023 were driven by the experiential sectors with +26.7%[7] for Entertainment, +13.5% for Food & Beverage, +13.4% for Fitness and +8.9% for Health & Beauty, while Fashion was stable (+0.2%), but +16.8% above 2019. Luxury saw a -6.5% decline but remained significantly (+62.3%) above 2019 levels.

GROUP FOOTFALL AND TENANT SALES SUMMARY

The table below summarises the Group's footfall and tenant sales growth in 2023:

	Footfall (%)	Tenant Sales (%)	
Region	2023 vs. 2022	2023 vs. 2022	National Sales Index[4]
France	+4.6%	+7.4%	(1.7%)
Spain	+6.1%	+8.4%	+10.3%
Central Europe	+4.5%	+8.2%	+3.9%
Austria	+5.1%	+9.2%	+0.2%
Germany	+6.0%	+10.6%	+1.2%
Nordics	+0.9%	+4.2%	+4.9%
The Netherlands	+10.1%	n/a	n/a
Total Continental Europe	**+5.1%**	**+8.0%**	**+1.6%**
UK	+6.1%	+5.2%	+5.4%
Total Europe	**+5.2%**	**+7.5%**	**+2.3%**
US Flagships	+3.1%	+3.0%	+4.0%
Total Group[8]	**+4.9%**	**+6.4%**	**+2.7%**

(1) Footfall for all centres in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, newly acquired assets and assets under heavy refurbishment (Ursynów, Croydon, Les Ateliers Gaîté, CNIT and Garbera) or works in the surrounding area (Fisketorvet), excluding Carrousel du Louvre and excluding Zlote Tarasy as this centre is not managed by URW, and excluding, in the US, the centres for which no comparable data of the previous year is available. In addition, footfall has been restated from the disposals which occurred during the period.
(2) Tenant sales for all 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 (Ursynów, Croydon, Les Ateliers Gaîté, CNIT and Garbera) or works in the surrounding area (Fisketorvet), excluding El Corte Inglés sales from Westfield Parquesur and La Vaguada, excluding Zlote Tarasy as this centre is not managed by URW, excluding Carrousel du Louvre and excluding Auto category for Europe and Auto and Department Stores for the US. In addition, sales have been restated from the disposals which occurred during the period.
(3) US Flagships only. US Regionals at -0.9%.
(4) Based on latest national indices available (year-on-year evolution) as at November 2023: France: INSEE; Spain: Instituto Nacional de Estadística; Central Europe: Polish Council of Shopping Centres (Poland), Český Statistický Úřad (Czech Republic); Austria: Eurostat; Germany: Destatis-Genesis; Nordics: Statistikdatabasen (Sweden), Statbank (Denmark); UK: Office for National Statistics; US: U.S. Bureau of Labor Statistics (December).
(5) US Flagships only. US Regionals and US CBD asset (Westfield World Trade Center) at +3.0%.
(6) US Flagships only. US Regionals and US CBD asset at +4.1%.
(7) On the same scope. +90.2% including new openings.
(8) Total Group including Europe and US Flagships. Including US Regionals and CBD asset, total URW sales growth was +6.2% compared to 2022.

BANKRUPTCIES

Bankruptcies have increased in 2023 (355 stores affected) after a record low in 2022 (203) but are below 2019 (448). The number of bankruptcies decreased in H2-2023 (144) compared to H1-2023 (211). Overall, tenant insolvency procedures represented 3.5% of the stores in URW's portfolio in 2023 (1.7% in 2022 and 3.3% in 2019). They represented 2.5% of the Minimum Guaranteed Rent ("MGR") in 2023 (0.6% in 2022 and 2.8% in 2019). France was the most impacted region with 118 units subject to insolvency procedures, representing 6.9% of French units. This increase was mainly due to the end of state support to retailers which were already weak before COVID.

87% of bankrupted units saw their tenant still in place or were relet as end of December, with the remainder impacting vacancy, mainly in Europe.

INFLATION

2023 saw ongoing high inflation, though overall substantially receding, with differences between countries.

URW rents are indexed on a yearly basis in Continental Europe. 2023 indexation contribution to like-for-like Net Rental Income ("NRI") performance was +6.5%, reflecting 2022 inflation due to the usual time lag between contractual indexation and inflation. In the UK and the US, leases are not principally tied to actual Consumer Price Index ("CPI") figures.

On a like-for-like basis, Sales Based Rent ("SBR")[1] increased in total by +3.5% in 2023 vs. 2022, including +64.1% in Continental Europe (+€19.0 Mn), -2.3% in the UK (-€0.2 Mn) and -25.9% in the US (-€15.3 Mn) due to high SBR settlement in 2022 based on 2021 sales and conversion of SBR to MGR in the US, after a strong growth in 2022 vs. 2021 of +50.7% (+€19.8 Mn[2]).

RENT COLLECTION[3]

As at February 1, 2024, 97% of the Group's invoiced 2023 rents and service charges has been collected, with 97% in Europe and 98% in the US.

H1-2023 rents continued to be collected, reaching 98% compared to 96% as at July 21, 2023, and Q3 rent collection reaching 98% vs. 96% as at October 20, 2023.

Overall 2023 rent collection by quarter is shown below[4]:

	Rent collection (%)				
Region	Q1-2023	Q2-2023	Q3-2023	Q4-2023	2023
Continental Europe	97%	98%	98%	96%	97%
UK	99%	99%	98%	96%	98%
Total Europe	**98%**	**98%**	**98%**	**96%**	**97%**
US	98%	98%	98%	97%	98%
Total URW	**98%**	**98%**	**98%**	**96%**	**97%**

Furthermore, during 2023 the Group collected €57.8 Mn[5] in rents related to 2022, improving its collection rate, which increased from 97% reported for the full year 2022 results to 98% at December 2023.

4.1.1.C 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, 2023.

EUROPE – SHOPPING CENTRES

ACTIVITY

LEASING ACTIVITY[6]

In 2023, URW signed 1,517 leases (vs. 1,547[7]) on standing assets for €286.0 Mn of MGR (vs. €290.5 Mn[7]). These 1,517 leases include 1,102 leases (73% of leasing activity) with a maturity above 3 years[8] (vs. 1,074[7] and 69%[7]). 2023 MGR signed on leases above 3 years amounted to €234.2 Mn, i.e. 82% of MGR signed (vs. €226.7 Mn[7] and 78%[7]). The increase in proportion of long-term leases and MGR signed reflects the effectiveness of URW's leasing strategy, the strong appeal for URW assets and the return to a normalised situation.

(1) Shopping centres, excluding airports.
(2) Based on 2021 foreign exchange ("FX") rates.
(3) Retail only, assets at 100%. MGR + Common Area Maintenance ("CAM") in the US, excluding 2023 settlement.
(4) Based on cash collection as at February 1, 2024, and assets at 100%.
(5) Rent, SBR and service charges at 100% including VAT.
(6) Leasing activity includes only deals with maturity ≥ 12 months, consistent with prior periods. Excluding Croydon to be redeveloped and restructured.
(7) Restated for disposed assets.
(8) Usual 3/6/9 leases in France are included in the long-term leases.

The MGR uplift on renewals and relettings was +2.7% on top of indexed passing rents (+5.9%[1] in 2022) in Continental Europe, driven by a strong reversion in Central Europe and Spain, partially offset by a decrease in Austria, Germany and the Nordics where 2023 indexation was particularly high. It was +8.6% before rents indexation with all countries being positive. The MGR uplift on renewals and relettings was +2.1% in the UK and +2.6% for Europe as a whole on top of indexed passing rents.

Deals longer than 36 months had an MGR uplift of +4.4% on top of indexed passing rents (+7.4%[1] in 2022) for Continental Europe and +11.3% before rents indexation, while for leases between 12 and 36 months MGR uplifts were -4.0% (+0.8%[1] in 2022) leading to a flat rent compared to passing rents. MGR uplift on deals longer than 36 months was +3.9% for the UK and +4.3% for Europe as a whole on top of indexed passing rents.

	Lettings/relettings/renewals excluding Pipeline						
				MGR uplift		MGR uplift on deals above 3 years firm duration	
Region	number of leases signed	sqm	MGR (€ Mn)	€ Mn	%	€ Mn	%
France	262	101,552	67.8	0.8	1.4%	1.0	1.9%
Spain	169	39,263	24.4	1.5	7.5%	1.0	7.1%
Southern Europe	**431**	**140,815**	**92.1**	**2.3**	**3.0%**	**2.0**	**3.0%**
Central Europe	339	79,528	48.2	4.8	12.0%	4.7	13.7%
Austria	137	41,834	18.1	(1.1)	(5.8%)	(0.9)	(7.1%)
Germany	213	82,722	32.6	(0.6)	(2.0%)	0.1	0.4%
Central and Eastern Europe	**689**	**204,083**	**98.9**	**3.1**	**3.5%**	**3.9**	**5.7%**
Nordics	133	48,666	19.5	(0.4)	(2.2%)	0.4	3.5%
The Netherlands	83	27,441	11.0	0.3	3.6%	0.5	8.1%
Northern Europe	**216**	**76,107**	**30.5**	**(0.1)**	**(0.5%)**	**0.9**	**5.0%**
Total Continental Europe	**1,336**	**421,004**	**221.5**	**5.2**	**2.7%**	**6.8**	**4.4%**
UK[a]	181	118,160	64.5	1.1	2.1%	1.6	3.9%
Total Europe	**1,517**	**539,164**	**286.0**	**6.3**	**2.6%**	**8.4**	**4.3%**

Figures may not add up due to rounding.
(a) Excluding Croydon to be redeveloped and restructured.

Leading retailers show confidence in the value of URW's shopping centres and recognise the crucial importance of their physical stores within the Group's assets. The trend remains towards prime stores which can provide a full service offering to customers, while improving retailers' financial performance in the context of their "drive-to-store" and omnichannel strategy.

This was demonstrated again in 2023 by notable examples of upsizing of existing stores including Bershka in Westfield Shopping City Süd and Westfield La Part-Dieu, Lacoste in Westfield Parly 2 and Westfield Rosny 2, Rituals in Westfield Mall of the Netherlands and Westfield Donau Zentrum, Uniqlo in Westfield London, Zara in Westfield CentrO, the largest flagship store in Germany, and H&M in Fisketorvet.

URW has also signed leases with retailers entering new markets for them, including IKEA Planning Studio, H&M Home and Guerlain in Westfield Mokotow, Dior Beauté and Signorvino in Westfield Chodov, DJI in Westfield La Maquinista as well as Hobbs and Phase Eight in Westfield Hamburg.

The Group continued to sign leases in 2023 with Digitally Native Vertical Brands ("DNVBs"), including Forever New in Westfield London, Freshly Cosmetics in Garbera, Horace in Westfield La Part-Dieu and Cocunat in La Vaguada, and to attract exciting leisure operators such as Elite Experience in Westfield Shopping City Süd, Leo's in Paunsdorf Center, Galaxie Barev in Westfield Chodov, Toca Social in Westfield London, Smile World at Les Ateliers Gaîté and Nordic Exhibitions in Westfield Täby Centrum.

The Group saw several key store openings in 2023. Sephora selected Westfield London for its UK return. Following the success in Westfield London, Sephora opened its second store in the UK in Westfield Stratford City. Other main openings include IKEA at Westfield Täby Centrum, Samsung in Westfield Mall of the Netherlands, New Balance in Westfield London, Rituals in Westfield Vélizy 2, Westfield Rosny 2 and Westfield Les 4 Temps and the 1,723 sqm S2 foodhall at Westfield Mall of Scandinavia, which blends experience and food in a new form with 650 seats, 14 food concepts and 7 karaoke rooms.

RETAIL MEDIA & OTHER INCOME

Retail Media and other income includes Westfield Rise, the European Retail Media and Brand & Data Partnerships division presented during the Investor Day in March 2022 ("Retail Media"), as well as kiosks, seasonal markets, pop-ups and car park activations ("other income").

Total Retail Media & other income activity in Europe amounted to €63.7 Mn on a proportionate basis (€86.6 Mn in net margin at 100%), up +15.5% compared to 2022. The €86.6 Mn in net margin includes the contribution from Retail Media (€53.3 Mn) and other income (€33.3 Mn).

(1) Restated for disposed assets.

RETAIL MEDIA – WESTFIELD RISE

URW created its own in-house retail media agency "Westfield Rise" in 2022. This business division generates increasing revenues from Media Advertising, Brand Experience and Data & Services. Westfield Rise gross income[1] in Europe was up by +18.8% compared to 2022 and its net margin up +17.4% at €53.3 Mn[1].

The average revenue per visit[2], a key performance indicator in the growing retail media market, stood at €0.08 in 2023, compared to €0.07 in 2022 and €0.05 in 2021, driven by an increase in revenue above the footfall increase.

The progress achieved in 2023 puts URW in the position to reach its 2024 target of a net margin at 100% of €75 Mn for Westfield Rise, with 42% of budgeted revenue already secured.

Media Advertising activity is based on in-mall DOOH[3] media mostly, thanks to URW's massive inventory of 1,735 screens including large format, immersive digital screens and digital totems and proprietary technology. This activity represented two-thirds of Westfield Rise revenue in 2023. Successful campaigns held in 2023 included Coca-Cola, L'Oréal, Disney, Samsung, LVMH, Sephora, Tommy Hilfiger, Victoria's Secret, Maybelline, Google, Warner Bros, Pepsi, Alpro and Volkswagen. Media revenues increased by +18.7% year-on-year outperforming the European OOH market (+5.9% compared to 2022) thanks to a strong like-for-like performance, new screen inventory (in The Netherlands, Czech Republic, Spain and Sweden) and a full year of the new contract on improved commercial terms with Clear Channel France (which started mid-2022).

Brand Experience includes experiential campaigns and long-term brand partnerships. Revenues increased by +18.2% compared to 2022. During 2023, Westfield Rise hosted physical activations across URW shopping centres for brands including L'Oréal, Sephora, Dior, Benefit, Nike, Victoria's Secret, Smart and Renault Alpine. In September, Westfield Rise signed its first global deal with L'Oréal Luxe for a 3-year duration and a coverage in 9 countries (including the US) – the first activation started with YSL MYSLF launch campaign.

Data & Services: Westfield Rise launched the first retail media service in the physical world based on an innovative and proprietary Artificial Intelligence solution. This GDPR-compliant data collection system offers precise audience qualification, measures relevant data metrics to help retailers perform better in Westfield centres, and assess the impact of their media and experiential campaigns. After a test phase in 4 shopping centres (Westfield Les 4 Temps, Westfield Forum des Halles, Westfield Parly 2, Westfield Vélizy 2), the service is now live in 13 shopping centres (4 countries) and will be live in 20 shopping centres (9 countries) by year-end 2024.

OTHER INCOME

Other income performance, which includes mainly the pop-up stores, was up in 2023, with net margin reaching €33.3 Mn, +9.9% compared to 2022.

MARKETING & COMMUNICATION

In 2023, Westfield continued to build on its dynamic brand advertising campaign "More Extra, Less Ordinary" across all the Westfield assets in Europe and the US.

The brand positioning and creative direction highlight how Westfield malls are lifestyle and entertainment destinations, bringing opportunities for people to live meaningful and memorable moments. The brand desire to celebrate its visitors was brought to life through the "Love Month" activation where visitors of Westfield malls were photographed with their loved ones.

Throughout April and May 2023, the Westfield Good Festival took place in all Westfield malls across Europe. The purpose of the festival was to enable URW's retailers to display their sustainability initiatives and for visitors to access information on sustainability, circularity and solutions for them to consume in a more sustainable way. With the motto "A fun step for you, a good change for all", each Westfield Good Festival offered curated experiences designed to educate, support and inspire consumers to adopt a more sustainable lifestyle and act in support of their communities. Partners were also involved, such as retailers, brands and local community groups.

The months of September and October were marked by the launch of Westfield Days. During this event, centres' visitors were able to experience and discover the latest trends in fashion, beauty, tech, food and more. In 8 countries across 13 Westfield centres in Europe, the Westfield Days event reached more than 2.1 million mall visitors and included more than 87 brand partners.

In November, a brand-new mobile app for URW shopping centres (Europe and US) was launched as well as a fully revamped and enriched loyalty programme (Europe), aimed at making customers' interactions with the brand and their shopping centres more personalised, engaging and convenient.

The final highlight of the year was the renewal of the partnership between Westfield and the Walt Disney Company. Both companies crafted together a communication and event campaign supporting the cinema release of the new Walt Disney Animation Studios musical-comedy "Wish", and celebrating Disney's 100-year anniversary.

The Group Customer database counted 15 Mn contacts as at December 31, 2023, including 11.4 Mn qualified account holders.

On social media, the Group shopping malls' accounts (on Facebook, Instagram, YouTube and TikTok) registered a total of 8.6 Mn followers on December 2023 (+3.5% new followers since end of 2022).

(1) At 100%.
(2) Revenue generated by Westfield Rise divided by the footfall of the same period.
(3) Digital Out-Of-Home.

NET RENTAL INCOME

Total consolidated NRI was €1,361.2 Mn for Continental Europe (+2.7%) and €1,495.6 Mn for Europe (+3.7%), as a result of positive like-for-like evolution.

In 2023, the NRI was positively impacted by indexation, leasing activity and higher variable income, partly offset by disposals, the indemnity received in 2022 for El Corte Inglés' early departure and FX impact.

	Net Rental Income (€Mn)		
Region	2023	2022	%
France	525.5	507.0	3.6%
Spain	169.0	188.3	(10.2%)
Southern Europe	**694.6**	**695.4**	**(0.1%)**
Central Europe	248.8	217.2	14.6%
Austria	111.8	109.5	2.1%
Germany	126.3	128.1	(1.4%)
Central and Eastern Europe	**486.9**	**454.8**	**7.1%**
Nordics	102.2	98.8	3.4%
The Netherlands	77.5	76.8	1.0%
Northern Europe	**179.7**	**175.6**	**2.4%**
Total Continental Europe	**1,361.2**	**1,325.8**	**2.7%**
UK[a]	134.4	116.3	15.6%
Total Europe	**1,495.6**	**1,442.1**	**3.7%**

Figures may not add up due to rounding.
(a) Published 2022 NRI was €119.7 Mn, including €3.4 Mn of NRI that has been reclassified to the Offices & Others section in 2023.

The total net change in NRI amounted to +€53.5 Mn in Europe (including +€35.4 Mn in Continental Europe) and breaks down as follows[1]:

- +€11.0 Mn due to assets in pipeline or delivered, primarily in the UK (including Croydon), Spain, France, Austria and Denmark;
- -€0.3 Mn due to exceptional and other items;
- -€10.1 Mn due to negative effect in SEK and in GBP;
- -€36.4 Mn due to projects on standing assets in Spain with the indemnity booked in 2022 related to the early departure of El Corte Inglés units in Westfield Parquesur and La Vaguada allowing the restructure of these units. The restructure delivered in 2023 allowed for the retenanting of these units and the generation of significant uplifts with an effect in 2024;
- -€38.3 Mn due to disposals of assets in France with the disposals of Carré Sénart Shopping Parc in July 2022, Villeneuve 2 in September 2022 and Polygone Riviera in October 2023, The Netherlands with the disposal of Almere Centrum in July 2022, Germany with the sale of Gera Arcaden in July 2022, Central Europe with the disposal of an additional 27% stake in Aupark in August 2022 and the Nordics with the sale of Solna Centrum in February 2022; and
- +€127.6 Mn of like-for-like NRI growth in Europe (+9.7%) (+€115.8 Mn in Continental Europe (+9.7%)).

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

	Like-for-like Net Rental Income (€Mn)		
Region	2023	2022	%
France	492.1	466.8	5.4%
Spain	147.9	134.9	9.7%
Southern Europe	**639.9**	**601.6**	**6.4%**
Central Europe	245.1	208.3	17.7%
Austria	107.5	102.8	4.6%
Germany	126.0	123.7	1.9%
Central and Eastern Europe	**478.7**	**434.8**	**10.1%**
Nordics	114.9	98.1	17.2%
The Netherlands	77.5	60.8	27.5%
Northern Europe	**192.4**	**158.9**	**21.1%**
Total Continental Europe	**1,311.1**	**1,195.3**	**9.7%**
UK	129.1	117.3	10.1%
Total Europe	**1,440.2**	**1,312.5**	**9.7%**

Figures may not add up due to rounding.

	Like-for-like Net Rental Income evolution (%)					
Region	Indexation	Renewals and relettings net of departures	Sales Based Rent	Doubtful debtors	Other	Total
France	3.4%	(0.7%)	1.8%	(1.5%)	2.5%	5.4%
Spain	6.1%	4.9%	0.7%	(1.4%)	(0.7%)	9.7%
Southern Europe	**4.0%**	**0.5%**	**1.5%**	**(1.5%)**	**1.8%**	**6.4%**
Central Europe	11.0%	0.8%	1.2%	(1.4%)	6.1%	17.7%
Austria	11.3%	(1.4%)	(0.2%)	(0.8%)	(4.3%)	4.6%
Germany	4.2%	(1.7%)	3.7%	(5.2%)	0.8%	1.9%
Central and Eastern Europe	**9.1%**	**(0.4%)**	**1.6%**	**(2.3%)**	**2.1%**	**10.1%**
Nordics	7.0%	2.3%	0.4%	(0.7%)	8.3%	17.2%
The Netherlands	10.8%	2.4%	4.0%	3.9%	6.4%	27.5%
Northern Europe	**8.4%**	**2.3%**	**1.8%**	**1.1%**	**7.5%**	**21.1%**
Total Continental Europe	**6.5%**	**0.4%**	**1.6%**	**(1.4%)**	**2.7%**	**9.7%**
UK	0.0%	5.1%	(0.2%)	0.2%	4.9%	10.1%
Total Europe	**5.9%**	**0.8%**	**1.4%**	**(1.3%)**	**2.9%**	**9.7%**

Figures may not add up due to rounding.

Like-for-like NRI increased by +9.7% (+25.0% in 2022[1]) in Europe (including +9.7% in Continental Europe), and includes:

- +5.9% of indexation (+3.2% in 2022), driven by a +6.5% indexation effect in Continental Europe;
- +0.8% of "Renewals and relettings net of departures" (-2.0% in 2022), as a result of the decrease in vacancy in particular in the UK and uplift on relettings/renewals thanks to 2022 and 2023 leasing activity and despite the impact of bankruptcies in France;
- +1.4% due to higher SBR (+1.4% in 2022) thanks to dynamic tenants' sales performances;
- -1.3% due to the provisions for doubtful debtors (+2.0% in 2022), reflecting a higher bankruptcy level this year and the reversal in 2022 of bad debt provisioned in 2021, leading to a positive doubtful debtors contribution in 2022 vs. 2021; and
- +2.9% in "Other" (+20.3% in 2022), mainly due to higher variable revenues (in particular Retail Media and Parking income), utilities revenues in the UK and settlement of discounts (mainly in H1) and of service charges partly offset by higher energy costs.

(1) 2022 was positively impacted by the end of COVID-19 rent reliefs recorded in 2021.

The improvement in vacancy rate or positive MGR uplifts do not simultaneously translate into incremental like-for-like NRI due to, in particular, the time lag between the signing date and the effective date of the lease and the potential delay between the lease end of a departing tenant and the effective date of the lease with a new tenant. After a negative contribution in 2022, leasing had a positive impact on 2023 like-for-like NRI growth on top of high indexation contribution following progress achieved in 2022 and 2023 in terms of vacancy reduction, leases signed and MGR uplift on top of indexation. This was partly offset in 2023 by bankruptcies.

SBR in Europe amounted to €64.9 Mn in 2023 (4.3% of NRI), including €54.0 Mn in Continental Europe (4.0% of NRI) and €10.9 Mn in the UK (8.1% of NRI). This corresponded to a growth of +41.4% compared to 2022 and +47.3% on a like-for-like basis thanks to the good sales performances of URW retailers including inflation.

VACANCY AND OCCUPANCY COST RATIO ("OCR")

The Estimated Rental Value ("ERV") of vacant space in operation in the portfolio was €51.7 Mn in Continental Europe (€49.1 Mn as at December 31, 2022) and €71.2 Mn in Europe (€75.5 Mn as at December 31, 2022). Overall, the EPRA vacancy rate[1] was 3.8%, compared to 4.1% as at December 31, 2022.

Vacancy in the UK[2] decreased from 9.4% to 6.9% as a result of strong leasing activity. Vacancy rate in Westfield London decreased from 12.4% to 9.7% but remained impacted by the 2018 extension (c. 80,000 sqm) while Westfield Stratford City vacancy continued to trend downwards below 4%.

The EPRA vacancy rate in Continental Europe was 3.2% from 3.1% as at December 31, 2022, due to higher bankruptcies in Continental Europe, in particular in France and the Nordics associated to the departure of some international retailers, and expiry of leases in Austria which relied more on short-term deals during COVID. It was below the 3.6% vacancy level in H1-2023 and Q3-2023, thanks to ongoing leasing activity.

	Vacancy			
	Dec. 31, 2023		June 30, 2023	Dec. 31, 2022
Region	€Mn	%	%	%
France	23.0	3.8%	3.8%	3.2%
Spain	3.3	1.5%	2.1%	2.7%
Southern Europe	**26.3**	**3.2%**	**3.3%**	**3.1%**
Central Europe	3.9	1.5%	2.7%	2.4%
Austria	2.8	2.6%	2.6%	1.7%
Germany	6.9	3.6%	4.6%	3.7%
Central and Eastern Europe	**13.7**	**2.5%**	**3.4%**	**2.7%**
Nordics	8.2	6.9%	6.8%	5.0%
The Netherlands	3.5	3.5%	3.5%	3.6%
Northern Europe	**11.7**	**5.3%**	**5.3%**	**4.4%**
Total Continental Europe	**51.7**	**3.2%**	**3.6%**	**3.1%**
UK[a]	19.4	6.9%	8.5%	9.4%
Total Europe	**71.2**	**3.8%**	**4.3%**	**4.1%**

Excluding pipeline.
Figures may not add up due to rounding.
(a) Excluding Croydon to be redeveloped and restructured.

The OCR[3] was at 15.3% for Continental Europe, below its 2019 level of 15.5% as a result of strong retailers' sales performance despite rents indexation, rental uplifts and higher service charges. In the UK[2], the OCR was down at 18.5% vs. 19.9% in 2019, thanks to tenants' sales performance and the benefit from the decrease in business rates in April, in particular in Westfield London.

(1) EPRA vacancy rate: ERV of vacant spaces divided by ERV of total surfaces.
(2) Excluding Croydon to be redeveloped and restructured.
(3) OCR: (rental charges + service charges including marketing costs for tenants, all including VAT)/(tenant sales over last rolling 12 months, including VAT). OCR in The Netherlands mainly relates to Westfield Mall of the Netherlands. Primark sales are estimates.

The OCR does not reflect the increasing role and value of stores for retailers through increased volume of activity and higher EBIT margin generated in store from halo effect, collection (click & collect) or return of products in store supported by retailers.

	OCR		
Region	2023	2022	2019
France	16.0%	15.8%	15.7%
Spain	14.7%	14.4%	13.6%
Southern Europe	**15.8%**	**15.5%**	**15.2%**
Central Europe	15.6%	14.9%	15.4%
Austria	17.3%	17.5%	17.3%
Germany	13.4%	13.2%	15.5%
Central and Eastern Europe	**15.0%**	**14.7%**	**15.8%**
Nordics	14.7%	14.3%	15.8%
The Netherlands[(a)]	14.2%	13.2%	–
Northern Europe	**14.5%**	**13.9%**	**15.8%**
Total Continental Europe	**15.3%**	**15.0%**	**15.5%**
UK[(b)]	18.5%	19.7%	19.9%
Total Europe	**15.7%**	**15.5%**	**16.1%**

Figures may not add up due to rounding.
(a) OCR in The Netherlands mainly relates to Westfield Mall of the Netherlands. Excluding The Netherlands, 2023 OCR for Continental Europe would be 15.4%.
(b) Excluding Croydon to be redeveloped and restructured.

LEASE EXPIRY SCHEDULE

	Lease expiry schedule			
Europe (Shopping Centres)	MGR at date of next break option (€Mn)	As a % of total	MGR at expiry date (€Mn)	As a % of total
Expired	65.8	4.5%	65.8	4.5%
2024	224.1	15.4%	134.3	9.2%
2025	270.4	18.6%	149.5	10.3%
2026	272.4	18.7%	140.2	9.6%
2027	183.1	12.6%	163.9	11.2%
2028	145.2	10.0%	149.6	10.3%
2029	78.9	5.4%	113.6	7.8%
2030	66.0	4.5%	97.4	6.7%
2031	42.0	2.9%	92.2	6.3%
2032	24.9	1.7%	79.1	5.4%
2033	25.7	1.8%	103.6	7.1%
2034	7.2	0.5%	32.8	2.2%
Beyond	51.6	3.5%	135.3	9.3%
Total	**1,457.3**	**100%**	**1,457.3**	**100%**

Figures may not add up due to rounding.

EUROPE – OFFICES & OTHERS

A. OFFICE PROPERTY MARKET AS AT DECEMBER 31, 2023[1]

TAKE-UP

With 1,931,950 sqm of office space rented in 2023, take-up in the Paris region has decreased by -17% compared to 2022 (2,339,300 sqm) and by -11% compared to 10-year average levels (2,174,495 sqm).

Paris represented 46% of the 2023 take-up to date (including 22% for the CBD), and the La Défense and Western Crescent sectors together 28%, as occupiers selected key business districts as strategic locations to attract talent back to the office.

The number of large transactions (> 5,000 sqm) decreased to 56 deals at the end of 2023 (compared to 61 deals in 2022). This was the consequence of the reduction in surface area for large users and of the lengthening in decision-making.

Of the 56 transactions above 5,000 sqm, 90% (in volume) were done in new/restructured buildings, showing tenants' growing interest for environmental criteria and asset quality.

AVAILABLE AREA & VACANCY RATE

Immediate supply in the Paris region increased by +10% year-on-year and reached 4.8 Mn sqm. As at December 31, 2023, the level of new or refurbished supply accounted for 29% of the total immediate supply (30% end of 2022).

The Paris region vacancy rate increased from 7.9% at the end of 2022 to 8.5% at the end of 2023, with significant discrepancies between areas (Paris CBD stood at 2.4%, while La Défense was at 14.9% and Péri-Défense reached 21.8%).

RENTAL VALUES

In this two-tier market, the evolution of rents varied considerably, depending on asset quality, centrality and ESG-rate of the assets. Therefore, rents continued to increase in Paris CBD but were under pressure in areas suffering from the increase of available and future supply, putting pressure on occupancy and rental values for non-prime assets and second-hand buildings.

The highest rent achieved in Paris CBD stood at €1,000/sqm/year and €600/sqm/year in La Défense (for Trinity tower).

Rent incentives increased compared to FY-2022 in Paris CBD (17% vs. 16% in 2022) and in La Défense (35% vs. 32% in 2022) and were overall 23% in the Paris region.

INVESTMENT MARKET

The total volume of office transactions in the Paris region for 2023 reached €4.7 Bn, down by -55% compared to 2022 (€10.4 Bn) and by -68% compared to the last 10-year average.

Large transactions slowed down (36% of deals above €100 Mn vs. 57% in 2022). The demand was still largely fuelled by domestic players which accounted for 77% of total investments (76% in 2022). The Sequana Tower in Issy-les-Moulineaux sold to Valesco (€494 Mn) was the only deal above €250 Mn this year.

Paris represented around 57% of the transactions (stable compared to 2022).

B. ACTIVITY

Consolidated NRI amounted to €80.2 Mn, a +16.1% increase compared to 2022.

	Net Rental Income (€Mn)		
Region	2023	2022	%
France	65.8	53.5	22.9%
Other countries[a]	14.4	15.5	(7.1%)
Total NRI	**80.2**	**69.0**	**16.1%**

Figures may not add up due to rounding.
(a) Published 2022 NRI was €12.1 Mn. €3.4 Mn of NRI has been reclassified from the Shopping Centre to the Offices & Others section in 2023.

The increase of +€11.2 Mn breaks down as follows:
- +€2.9 Mn due to deliveries (mostly due to Gaîté Montparnasse Office);
- -€2.7 Mn due to the impact of the 2022 and 2023 disposals (Solna Centrum, Gera Arcaden offices and "V" office building);
- -€2.2 Mn due to assets in pipeline, in the UK (Stratford) and France (Les Villages);
- -€0.4 Mn due to currency effects of SEK and GBP; and
- The like-for-like NRI growth was +€13.5 Mn (+25.2%), mainly due to leasing activity in Trinity.

(1) Sources: Immostat; BNP Paribas Real Estate.

Region	Like-for-like Net Rental Income (€Mn) 2023	2022	%
France	52.6	38.1	37.9%
Other countries	14.6	15.5	(5.9%)
Total	**67.2**	**53.6**	**25.2%**

Figures may not add up due to rounding.

99% of 2023 rents invoiced in Europe were collected.

19,557 weighted square metres (wsqm) were leased in 2023 in standing assets, including 14,095 wsqm in France, 2,331 wsqm in the Nordics and 1,840 wsqm in Germany.

In Trinity, 4 new leases were signed in 2023 with Teamwill (1,822 wsqm), IRI (1,766 wsqm), Axway (1,783 wsqm) and ARKEA (5,204 wsqm), increasing the letting of this tower to 96% of Gross Lettable Area ("GLA") (with an average rent of €564/sqm/year, and lease incentives below the market average).

Regarding projects, 1,400 wsqm were signed in 2023 with ADLER Smart Solutions in Westfield Hamburg increasing the pre-letting of the office part to be delivered in 2024 to 36% of GLA.

The ERV of vacant office space in operation amounted to €8.7 Mn, representing an EPRA vacancy rate of 11.1% (15.4% as at December 31, 2022), of which €7.2 Mn or 10.3% (15.2% as at December 31, 2022) in France, decreasing mainly due to Trinity leasing progress.

C. LEASE EXPIRY SCHEDULE

Europe (Offices & Others)	Lease expiry schedule: MGR at date of next break option (€Mn)	As a % of total	MGR at expiry date (€Mn)	As a % of total
Expired	0.1	0.1%	0.1	0.1%
2024	3.4	4.7%	2.1	2.8%
2025	5.7	7.8%	5.6	7.6%
2026	15.5	21.1%	15.6	21.2%
2027	3.1	4.2%	3.0	4.1%
2028	2.8	3.9%	2.9	3.9%
2029	2.4	3.3%	2.7	3.6%
2030	3.0	4.1%	3.3	4.5%
2031	8.4	11.4%	8.4	11.4%
2032	13.0	17.7%	13.0	17.7%
2033	10.6	14.4%	10.6	14.4%
2034	4.5	6.1%	4.6	6.3%
Beyond	1.0	1.3%	1.6	2.2%
Total	**73.5**	**100%**	**73.5**	**100%**

Figures may not add up due to rounding.

CONVENTION & EXHIBITION

As expected, 2023 confirmed the recovery of the C&E activity observed in 2022.

The C&E business has a seasonal results pattern, with annual, biennial and triennial shows, and an uneven distribution of shows during the year. 2023 has been impacted by the shift of certain biennial shows from odd years to even years (including BATIMAT, SIMA, EQUIP AUTO). This shift increased the gap between odd and even years.

Viparis' 2023 recurring Net Operating Income ("NOI") amounted to €131.7 Mn, compared to €190.2 Mn in 2022, which was positively impacted by a €25 Mn contribution from the French State, and €156.9 Mn in 2019. The comparison between 2019 and 2023 is impacted by the shift of biannual shows mentioned earlier.

In total, 455 events were held in Viparis venues in 2023 (including 179 exhibitions and 88 congresses) compared to 69 events in 2021 and 705 events held in 2019 (including 241 exhibitions and 96 congresses). In the Congress segment, Viparis saw a strong activity especially during 2023. Palais des Congrès de Paris welcomed The French Dental Association Annual Meeting with more than 28,000 attendees. In addition, Palais des Congrès de Paris hosted the 75th International Bar Association Conference, the world-leading conference for legal professionals with more than 6,000 lawyers of all nationalities. Paris Porte de Versailles welcomed ENLIT, the main European congress for the energy transition in Europe with more than 10,000 attendees, and more than 700 exhibitors.

2023 activity was characterised by the following major events:

ANNUAL SHOWS:

- 59th edition of International Agricultural Show (615,000 visitors);
- La Foire de Paris (400,000 visitors);
- Paris Games Week (180,000 visitors);
- Vivatech (150,000 visitors); and
- 57th edition of *"Véhicules de Loisirs"* (94,000 visitors).

BIENNIAL SHOWS:

- The SIAE *"Salon International de l'Aéronautique et de l'Espace"* (2,500 exhibitors); and
- Milipol Paris, the leading event for homeland security and safety (30,000 visitors and 1,100 exhibitors).

As at December 31, 2023, signed and pre-booked events in Viparis venues for 2024 amounted to c. 94% of its expected rental income for 2024, which is due to be a strong year thanks to seasonality patterns (even year) and additional activity generated by the Olympic and Paralympic Games Paris 2024.

US BUSINESS REVIEW

LEASING ACTIVITY

In 2023, 760 leases were signed on standing assets, representing 2,584,863 sq. ft. and $176.0 Mn of MGR, up compared to $137.3 Mn of MGR signed in 2022[1] (up +28%) on 672 leases (up +13%), representing 2,319,752 sq. ft. (up +11%), illustrating the strong dynamic of the activity. As market conditions improved, the number of long-term deals signed also increased from 343 to 491 (up +43%), representing 65% of 2023 deals, compared to 51% in 2022. MGR signed on leases above 3 years increased by +47% and amounted to 72% vs. 63% in 2022.

The overall uplift on relettings and renewals was +16.8% for the US shopping centres (+8.1%) and +20.6% for Flagships[2]. In 2023, the Group focused on long-term lettings and relettings, while relying on short-term deals in a more selective and limited way mainly on renewals. Deals longer than 36 months had an MGR uplift of +32.7%, including +36.2% for the US Flagships, while for leases between 12 and 36 months, MGR uplifts were slightly negative (-3.4% compared to -19.8% in 2022). The strong uplift signed on long-term deals compensated for the downlift on short-term deals signed during the COVID-19 pandemic. This allowed the Group to increase the revenues secured through MGR and reduce the portion of SBR attached to the short-term leases previously in place.

In total, the Shopping Centres SBR increased from $20.6 Mn in 2019 (3.1% of NRI) to $81.8 Mn in 2022 (13.8% of NRI) and amounted to $54.9 Mn in 2023 (10.3% of NRI). The decrease of -$26.9 Mn in 2023 compared to last year and -$16.1 Mn on a like-for-like basis, is mainly due to high SBR settlement in 2022 based on 2021 sales and conversion of SBR to MGR.

The tenant mix continued to evolve with the introduction of new retailers (Gorjana at Westfield Old Orchard, Westfield UTC and Westfield Valley Fair, Swatch at Westfield UTC, Faherty at Westfield UTC, The North Face and Jo Malone London at Westfield Galleria at Roseville) and DNVBs (Vuori at Westfield Century City, Rothy's at Westfield Galleria at Roseville and Alo at Westfield Topanga).

The Luxury sector has also seen strong progress with a number of important openings such as Celine and Dior at Westfield Topanga, Chanel Beauty at Westfield Century City, Chloé, Valentino and Fendi at Westfield Valley Fair as well as Saint Laurent Paris at Westfield UTC and Westfield Valley Fair.

(1) Restated for disposed assets.
(2) Excluding CBD centres.

RETAIL MEDIA & OTHER INCOME

Retail Media & other income revenue in 2023 amounted to $62.4 Mn, a decrease of -$1.2 Mn (-1.9%) compared to 2022, impacted by disposals. On a like-for-like basis, it increased by +$6.2 Mn, i.e. +12.2%.

Retail Media continued to perform strongly. In 2023, a number of product launches were organised by prime brands in the Automotive and Luxury sectors, including BMW and Jaeger LeCoultre at Westfield Century City.

URW also launched creative campaigns with Disney, Emirates, Dior, Cartier, Chanel, Lucid and L'Oréal.

AIRPORTS

Airport activity showed continuous improvement throughout the year with enplanements in 2023 being +24% higher than the prior year and +2% above the same period in 2019. International traffic strongly recovered in 2023 at +37% vs. the prior year and Domestic traffic in 2023 grew by +14% vs. the prior year, as the recovery had already started to uplift in 2022. Compared to the same period in 2019, International traffic was down -1% and Domestic traffic up +6%.

Retail sales in URW-operated airport terminals for 2023 have surpassed 2022 levels by +36% and pre-pandemic 2019 levels by +9%.

URW was awarded a redevelopment opportunity with long-time partner American Airlines at JFK Terminal 8. The contract was signed in June 2023. The construction within the terminal has started and will be phased over the next 18 months. The project is targeted to achieve substantial completion by Q1-2025.

NET RENTAL INCOME AND VACANCY

Total NRI amounted to $582.7 Mn, a -$30.9 Mn change (-5.0%) compared to 2022 split between[(1)]:

- -$59.5 Mn related to shopping centres impacted by disposals partly offset by an increase in Flagships NRI;
- +$29.0 Mn related to airports; and
- -$0.4 Mn related to offices and residential.

The US Shopping Centre NRI has been impacted by 2022 and 2023 disposals and foreclosure for -$70.8 Mn (Westfield Santa Anita, The Village at Topanga, Westfield Trumbull, Westfield South Shore, Westfield North County, Westfield Brandon, Westfield Mission Valley, Westfield Valencia Town Center and San Francisco Centre).

Overall, the US like-for-like Shopping Centre NRI[(2)] increased by +$12.5 Mn i.e. +2.7% mainly driven by Flagship assets. Like-for-like NRI growth for Flagship assets was +$22.2 Mn i.e. +6.2% driven by net leasing revenue[(3)] of +5.9%, increase in variable income and recovered property taxes[(4)], partly offset by lower SBR and negative impact of doubtful debtors (release in 2022 of moratorium provision booked in 2021). Like-for-like NRI performance for Regionals was -12.3% and -5.2% for CBD assets.

Airports NRI benefited from the ongoing growth of airline traffic in 2023 and the end of the rent abatements it had granted to its tenants in 2022.

Converted into euros, the -$30.9 Mn (-5.0%) NRI decrease in the US represented -€44.0 Mn (-7.5%) due to the strengthening of EUR against USD on average over the period.

As at December 31, 2023, the EPRA vacancy was 8.5% ($88.5 Mn), down by -190 bps from December 31, 2022. The decrease in vacancy was driven by the proactive leasing approach of the Group and change in scope. The vacancy decreased by -90 bps to 7.3% in the Flagships, below its pre-COVID level of 2019 (7.7%). It decreased by -160 bps to 10.1% in the Regionals, along with the vacancy of the CBD assets that decreased by -250 bps to 21.4%.

Occupancy on a GLA[(5)] basis was 93.4% as at December 31, 2023.

The OCR on a rolling 12-month basis stood at 10.7% as at December 31, 2023, compared to 10.5%[(6)] as at December 31, 2022, and 11.8% as at December 31, 2019, reflecting a combination of rental uplifts and strong sales performance. OCR for Flagships stood at 11.4% as at December 31, 2023, below the 2019 level of 11.7%.

(1) Figures may not add up due to rounding.
(2) Excluding airports.
(3) Net MGR and CAM.
(4) Based on Capex spent.
(5) GLA occupancy taking into account all areas, consistent with financial vacancy.
(6) Based on all stores operating for more than 12 months (excluding atypical activities) and not only Specialty stores.

LEASE EXPIRY SCHEDULE

US (Shopping Centres and Offices & Others)	Lease expiry schedule: MGR at date of next break option (€Mn)	As a % of total	MGR at expiry date (€Mn)	As a % of total
Expired	2.6	0.5%	2.6	0.5%
2024	64.1	12.2%	64.1	12.2%
2025	66.6	12.7%	66.6	12.7%
2026	60.7	11.6%	60.7	11.6%
2027	65.3	12.5%	65.3	12.5%
2028	60.9	11.6%	60.9	11.6%
2029	54.0	10.3%	54.0	10.3%
2030	26.5	5.1%	26.5	5.1%
2031	25.5	4.9%	25.5	4.9%
2032	30.9	5.9%	30.9	5.9%
2033	41.7	8.0%	41.7	8.0%
2034	10.3	2.0%	10.3	2.0%
Beyond	14.8	2.8%	14.8	2.8%
Total	**523.9**	**100%**	**523.9**	**100%**

Figures may not add up due to rounding.

4.1.1.D SUSTAINABILITY

In October 2023, URW announced a comprehensive evolution of the Better Places roadmap setting ambitious Science Based Targets initiative ("SBTi")-approved net zero targets in terms of carbon emissions reduction and reinforcing its environmental performance objectives, with the aim to develop and operate places that provide sustainable experiences and contribute to thriving communities. For more information on this updated roadmap, please visit: www.urw.com/2023-sustainability-investor-event, and see the updated Better Places Scorecards in section 3.1 of Chapter 3.

2023 marks another exceptional year in terms of sustainability performance for the Group, as URW continued to deliver high performance on its Better Places roadmap:

- **Environmental Transition**
  - The Group achieved a -43% GHG emissions' reduction in Scopes 1, 2 & 3, in absolute terms compared to 2015[1];
  - This has been partly driven by a reduction of -30% in energy intensity across the portfolio since 2015 thanks to energy savings and investments in energy efficiency across the retail portfolio. URW retail assets are provided with 100% electricity from renewable resources;
  - At year-end, the Group reached 23.8 MWp of installed on-site renewable energy capacity, of which 13.8 MWp in Europe, on track to reach its objective of 50 MWp in Europe by 2030; and
  - The Westfield Topanga renovation received the LEED Platinum certification, the most ambitious level achievable.
- **Sustainable Experience**
  - URW rolled out its innovative Sustainable Retail Index, built in cooperation with Good On You. More than 2,500 stores were assessed and 800 brands rated during the roll-out in the Fashion sector[2]. 82% of the Group's Fashion sector eligible revenues are already engaged in sustainability initiatives with 52% rated "Leader", "Advanced" or "Active";
  - The Health & Beauty methodology has been developed with Good On You in 2023, including wide-scale stakeholder engagement on more than 50 indicators. Health & Beauty retailers will be rated in 2024;
  - Finally, the cooperation with WWF as a critical friend is ongoing on the Fashion methodology review;
  - URW launched the first edition of its Westfield Good Festival in 22 Westfield assets in Europe (equivalent events were held in all other European retail assets). The festival aimed at informing consumers with an emphasis on the circular economy for the first year. This year, key partners such as Douglas, Adidas, IKEA, Primark, Decathlon, SodaStream, Too Good To Go, L'Occitane, Kiko and Innocent took part in the initiative;
  - In 2023, URW expanded the Westfield Grand Prix, a competition recognising and rewarding the sustainable retail champions of tomorrow, to 5 countries: Austria, France, Germany, Spain and the UK. Among the 310 candidates, 9 winners were rewarded; they feature innovative business models in circularity (e.g. Airpaq, a German manufacturer of accessories made from automotive industry waste; and Biicou, a French marketplace for refurbished children's products), durability (e.g. PJ.Lobster, a Spanish manufacturer of long-lasting repairable eyewear) and community (e.g. Known Source, a community-based second-hand fashion retailer).

(1) As at year-end 2023.
(2) Fashion sector: Fashion Apparel, Sport Apparel, Jewellery, Bags & Footwear & Accessories.

- **Thriving Communities**
  - URW donated c. €13 Mn in 2023(1) and supported approximately 600 charities and non-governmental organisations on topics such as employment and skills, social inclusion and environment;
  - Through the URW for Jobs initiative, the Group supported more than 2,600 people via job placements and targeted trainings;
  - 93% of URW's employees participated in a sustainable learning, through the Group's Climate School launched earlier this year, specific sustainability-focused programmes and courses organised in different countries, and/or our annual leadership event centred again on the Group's sustainability transition;
  - In 2023, the Group hosted its annual Community Days with all regions organising initiatives. More than 1,300 URW employees volunteered over 9,000 hours of their time, participating in activities focused on promoting social inclusion and preserving biodiversity around the Group's shopping centres;
  - In 2023, URW advanced its global inclusion learning offer with a Group-wide Allyship Programme, encompassing a webinar and e-doing tool to help teams integrate habits into daily work. Inclusion was embedded throughout key learning activities, including the URW Manager Programme, a Learning Week event and onboarding series;
  - The Group set a commitment that at least 40% of senior management positions(2) would be held by women before the end of 2024. This has already been achieved with 42.5% of such positions held by women in 2023;
  - In addition, URW's employee-led Be You at URW Networks delivered an International Women's Day campaign to celebrate the women positively impacting communities (48 centres and all HQs participated) and teams in Austria, Central Europe, Germany, the UK and the US hosted Pride activities;
  - 80% of URW's global workforce participated in the 2023 Employee Pulse Survey and 70% (vs. 65% in 2022) indicated positive sentiment towards URW's commitment to diversity and creating an environment of inclusion.

- **Green and sustainability-linked financing**
  - The Group issued its first green bond (of €750 Mn) in the Euro bond market since 2015, to finance or refinance Eligible Green Assets in line with the Group's 2022 ambitious Green Financing Framework(3);
  - Eligibility criteria within the framework include among others the BREEAM certification of at least Excellent level, the EU Taxonomy substantial contribution criteria of the climate mitigation Delegated Act or a maximum amount of carbon emissions emitted during the year; and
  - 66%(4) of the Group's funds raised (including credit facility renewals) over 2023 are under a sustainability-linked or green format including 90% in Europe (see section 4.1.5 for more details).

URW is included in the main ESG indices and the Group's sustainability achievements are reflected in the ratings and awards, including to date:

- **Corporate Knights**: inclusion in the 2024 Global (worldwide) 100 Ranking;
- **CDP**: positioned in the A-list of organisations committed to tackling climate change for the 6th year in a row (2024 results on CDP 2023);
- **ISS ESG Corporate**: confirmed B rating (prime status; 1st decile rank);
- **GRESB**: "5 Star" rating, ranked among the top 20 rated entities worldwide;
- **Sustainalytics**: 3rd in the REIT subindustry worldwide with a "Negligible" risk rating;
- **Refinitiv**: positioned among the best of the RE sector with an A score;
- **EPRA sBPR Award**: for the 12th time in a row, URW received the EPRA Gold Award in 2023 for completing its 2022 reporting in accordance with the EPRA Sustainability BPR; and
- **ESG indices**: in addition to maintaining its position in the top 10 of the Euronext CAC 40 Governance Index, URW is a component of the Euronext CAC 40 ESG Index, the Euronext Low Carbon 100 Europe® Paris-Aligned Benchmark Index, the MSCI Global Green Building Index, MSCI Europe Low Carbon Leaders, MSCI World Low Carbon Leaders and the ECPI Global ESG Gender Equality Index.

For more information on Better Places and the detailed 2023 sustainability performance, please refer to the Chapter 3 of this Universal Registration Document as well as the Sustainability section of URW's website.

(1) Including donations of the Airports division and contributions made at national and corporate levels.
(2) Senior management positions: all positions with a job level 15 and above, plus any country/regional management team at job level 14. 160 executives in total as at December 31, 2023.
(3) The Green Financing Framework is available under: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/INVESTORS/Financing-Activity/Sustainable-Financing/Framework/2022/20221116-URW-Green-Financial-Framework-Brochure.ashx
(4) On an IFRS basis.

4.1.1.E 2023 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, 2023, and the comparisons relate to the same period in 2022.

GROSS RENTAL INCOME

Gross Rental Income ("GRI") amounted to €2,872.9 Mn (€2,832.4 Mn), an increase of +1.4%. This increase resulted mainly from a positive leasing contribution and the impact of indexation, as well as higher variable income, partly offset by a negative FX impact, the 2022 and 2023 disposals, seasonality in the C&E activity as well as the indemnity received in 2022 for El Corte Inglés' early departure in Spain.

	Gross Rental Income (€Mn)		
Region	2023	2022	%
France	614.6	569.7	7.9%
Spain	192.7	206.7	(6.8%)
Southern Europe	**807.3**	**776.4**	**4.0%**
Central Europe	246.6	221.3	11.5%
Austria	147.8	137.3	7.7%
Germany	146.7	136.9	7.1%
Central and Eastern Europe	**541.2**	**495.5**	**9.2%**
Nordics	117.9	118.5	(0.5%)
The Netherlands	92.3	93.7	(1.5%)
Northern Europe	**210.2**	**212.2**	**(1.0%)**
Subtotal Continental Europe – Shopping Centres	**1,558.7**	**1,484.2**	**5.0%**
UK[a]	233.1	198.4	17.5%
Subtotal Europe – Shopping Centres	**1,791.8**	**1,682.6**	**6.5%**
Europe – Offices & Others[b]	90.5	77.5	16.8%
C&E	201.1	202.6	(0.7%)
Subtotal Europe	**2,083.4**	**1,962.7**	**6.2%**
US – Shopping Centres	782.3	860.4	(9.1%)
US – Offices & Others	7.3	9.3	(22.3%)
Subtotal US	**789.6**	**869.7**	**(9.2%)**
Total URW	**2,872.9**	**2,832.4**	**1.4%**

Figures may not add up due to rounding.
(a) Published 2022 GRI was €201.8 Mn, including GRI that has been reclassified to the Offices & Others section in 2023.
(b) Published 2022 GRI was €74.1 Mn. GRI has been reclassified from the Shopping Centre to the Offices & Others section in 2023.

NET RENTAL INCOME

Total NRI amounted to €2,210.1 Mn (€2,226.3 Mn), a decrease of -0.7%. This decrease is mainly due to the €25 Mn contribution from the French State to Viparis in 2022 and an increase in doubtful debtors and in utilities costs.

	Net Rental Income (€Mn)		
Region	**2023**	2022	%
France	525.5	507.0	3.6%
Spain	169.0	188.3	(10.2%)
Southern Europe	**694.6**	**695.4**	**(0.1%)**
Central Europe	248.8	217.2	14.6%
Austria	111.8	109.5	2.1%
Germany	126.3	128.1	(1.4%)
Central and Eastern Europe	**486.9**	**454.8**	**7.1%**
Nordics	102.2	98.8	3.4%
The Netherlands	77.5	76.8	1.0%
Northern Europe	**179.7**	**175.6**	**2.4%**
Subtotal Continental Europe – Shopping Centres	**1,361.2**	**1,325.8**	**2.7%**
UK[a]	134.4	116.3	15.6%
Subtotal Europe – Shopping Centres	**1,495.6**	**1,442.1**	**3.7%**
Europe – Offices & Others[b]	80.2	69.0	16.1%
C&E	95.4	132.3	(27.9%)
Subtotal Europe	**1,671.2**	**1,643.4**	**1.7%**
US – Shopping Centres	535.3	578.8	(7.5%)
US – Offices & Others	3.6	4.1	(12.8%)
Subtotal US	**538.9**	**582.9**	**(7.5%)**
Total URW	**2,210.1**	**2,226.3**	**(0.7%)**

Figures may not add up due to rounding.
(a) Published 2022 NRI was €119.7 Mn, including NRI that has been reclassified to the Offices & Others section in 2023.
(b) Published 2022 NRI was €65.7 Mn. NRI has been reclassified from the Shopping Centre to the Offices & Others section in 2023.

Net property development and project management income was +€30.9 Mn (+€32.1 Mn), as a result of URW's Design, Development & Construction ("DD&C") activity in the UK and the US impacted by phasing of projects.

Net property services and other activities income from Property Management services in France, the US, the UK, Spain and Germany was +€77.1 Mn (+€102.7 Mn), including +€37.2 Mn of on-site property services in Viparis (+€57.9 Mn) and +€39.9 Mn of Property Management services related to shopping centres (+€44.8 Mn). The decrease of -€25.6 Mn is mainly due to subsidies received in 2022 by Viparis, and to the impact of shopping centres' disposals on Property Management services.

Contribution of companies accounted for using the equity method[1] amounted to -€5.4 Mn (+€127.2 Mn), of which -€90.8 Mn related to non-recurring activities, mainly due to negative valuation movements (mainly in France, the US and Germany) and the impact of the mark-to-market of derivatives on the financing of JVs. The recurring Contribution of companies accounted for using the equity method was +€85.4 Mn (+€62.3 Mn), with a positive contribution from Central Europe, France and Germany.

General expenses[2] amounted to -€199.4 Mn, a decrease compared to 2022 (-€210.7 Mn) despite inflation and thanks to general and administrative costs savings including staff reduction and office moves in various regions. As a percentage of NRI from shopping centres and offices, general expenses decreased to 9.4%, vs. 10.1% in 2022.

(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 5 shopping centres, a hotel, Triangle and Hôtel Salomon de Rothschild in France, Zlote Tarasy in Central Europe and Gropius Passagen in Germany and to the Blum/Centennial and Starwood Ventures entities in the US.
(2) Administrative expenses, excluding development expenses and depreciation and amortisation presented separately. Corporate expenses in the consolidated statement of comprehensive income correspond to General expenses and Development expenses.

Since 2019, the Group's General expenses decreased by €43.7 Mn, or 18%, from -€243.1 Mn in 2019 (including leasing fees) to -€199.4 Mn despite 20% inflation over the period as a result of efficiency gains on top of the cost reduction driven by asset disposals and reduction of development pipeline. Inflated 2019 General expenses would amount to -€292 Mn, implying a €93 Mn saving compared to 2023 made of productivity gains and change in scope.

The Group will keep optimising its expenses as it pursues its deleveraging effort.

Development expenses stood at -€4.7 Mn in 2023 (-€3.7 Mn).

EBITDA (corresponding to the recurring Net Operating result before depreciation and impairment of assets in the Net result by segment) decreased from €2,209.0 Mn in 2022 to €2,199.3 Mn in 2023 (i.e. -0.4%) due to disposals and C&E 2022 subsidies and negative FX impact. For Europe, EBITDA increased from €1,683.5 Mn to €1,710.6 Mn (+1.6%).

Excluding the impact of FX, disposals, pipeline and DD&C on a like-for-like basis, EBITDA increased by +6.7% in 2023 vs. 2022 and was back to the pre-COVID level of 2019(1).

Acquisition and other costs amounted to a non-recurring amount of -€8.9 Mn (+€2.6 Mn).

Depreciation and impairment of tangible and intangible assets amounted to -€70.1 Mn (-€72.1 Mn), including -€51.5 Mn (-€57.2 Mn) for the recurring activities and -€18.6 Mn (-€14.9 Mn) for the non-recurring activities.

Results on disposal of investment properties were -€21.2 Mn (-€6.8 Mn), reflecting mainly the impact of the disposals or foreclosures of Westfield North County, Westfield Brandon, Westfield Mission Valley, Westfield Valencia Town Center and San Francisco Centre as a result of US disposals completed and foreclosures as well as Polygone Riviera, "V" office building and a stake in Hôtel Salomon de Rothschild in France.

Valuation movements on assets amounted to -€2,674.5 Mn (-€1,605.4 Mn).

Main decreases came from the French shopping centres (-€695.7 Mn), US shopping centres (-€689.4 Mn) and French offices (-€334.0 Mn).

For more information, please refer to the section 4.1.4.

Impairment of goodwill amounted to -€242.1 Mn vs. no impairment in 2022.

Financing result

Net financing costs (recurring) totalled -€484.5 Mn (-€524.1 Mn) (after deduction of capitalised financial expenses of €77.0 Mn (€58.0 Mn) allocated to projects under construction). This decrease of €39.6 Mn is due to the higher interest received on cash placement and the Group's hedging instruments in place limiting the impact of rates increase on cost of gross debt.

URW's average cost of debt for the period was 1.8% (2.0%). URW's financing policy is described in section 4.1.5.

Non-recurring financial result amounted to -€381.9 Mn (+€283.1 Mn), mainly due to the mark-to-market of derivatives and of preferred shares in the US, partly offset by revaluation of debt issued in foreign currencies.

Income tax expenses are due to the Group's activities in countries where specific tax regimes for property companies(2) do not exist or are not used by the Group.

Total income tax expenses for 2023 amounted to -€7.0 Mn (-€66.9 Mn). Income tax allocated to the recurring net result amounted to -€80.6 Mn (-€66.6 Mn), mainly due to the activity recovery. Non-recurring income tax amounted to +€73.6 Mn (-€0.3 Mn), mainly due to the reversal of deferred tax liabilities as a consequence of negative valuation movements.

External non-controlling interests amounted to +€149.6 Mn (-€110.3 Mn) comprising recurring and non-recurring external non-controlling interests. The recurring external non-controlling interests amounted to -€176.8 Mn (-€226.0 Mn), due to the seasonality in C&E activity impacting its results. They mainly relate to French shopping centres (-€110.0 Mn, including Westfield Les 4 Temps, Westfield Parly 2, Westfield Forum des Halles and Westfield Carré Sénart since February 2022), to the stake of the CCIR in Viparis (-€17.9 Mn), to URW Germany and Ruhr Park (-€30.4 Mn) and to Austria and Spain (-€17.2 Mn). The non-recurring non-controlling interests amounted to +€326.3 Mn (+€115.7 Mn), due primarily to negative valuation movements.

Net result for the period attributable to the holders of the Stapled Shares was a loss of -€1,629.1 Mn (+€178.2 Mn). This figure breaks down as follows:

- +€1,408.9 Mn of recurring net result (+€1,339.3 Mn); and
- -€3,038.0 Mn of non-recurring net result(3) (-€1,161.1 Mn) mainly due to negative valuation movements and the negative mark-to-market of financial instruments.

(1) Excluding for C&E seasonality (triennial shows and shift in biannual shows).
(2) For example, in France: SIIC (*Société d'Investissements Immobiliers Cotée*); and in the US: REITs.
(3) Includes 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.

The Adjusted Recurring Earnings[1] taking into account the coupon of hybrid for -€72.4 Mn (-€48.1 Mn) reflect a profit of €1,336.6 Mn (€1,291.2 Mn). The hybrid coupon increased in H2 following the Exchange Offer on the Perp-NC23 hybrid completed in July 2023 and the reset of the remaining Perp-NC23 coupon in October 2023 (see section 4.1.5 for more details).

The average number of shares outstanding was 138,965,717 (138,717,455). The increase is mainly due to the issuance of Performance Shares in 2022 and 2023. The number of shares outstanding as at December 31, 2023, was 139,041,391.

EPRA Recurring Earnings per Share (REPS) came to €10.14 (€9.66), an increase of +5.0%.

Adjusted Recurring Earnings per Share (AREPS)[1] came to €9.62 (€9.31), an increase of +3.3%.

The main drivers for recurring earnings evolution were the strong operational performance in retail and offices, reduced administrative and financial expenses, partly offset by disposals and lower C&E activity due to seasonality of the business.

4.1.1.F CONSOLIDATED STATEMENT OF CASH FLOW

The consolidated statement of cash flow was prepared only in IFRS, not on a proportionate basis.

Unless otherwise indicated, all references below relate to the period ended December 31, 2023, and the comparisons relate to the same period in 2022.

Disposals in the cash flow statement are included in 2 sections, i.e. Dividend income and result from companies accounted for using the equity method, and Disposal of shares or Disposal of investment properties, depending on the accounting treatment of the asset or share sold. Based on accounting rules, the first item is accounted in cash flow from operating activities and the second in the cash flow from investment activities.

The change in cash and cash equivalent for 2023 was +€2,130.5 Mn (+€1,074.2 Mn).

CASH FLOW FROM OPERATING ACTIVITIES

The total cash flow from operating activities decreased to +€2,056.5 Mn (+€2,436.2 Mn). This decrease is mainly due to less disposals of assets accounted for using the equity method (see above) and change in working capital mainly due to income tax advance payment, higher level of activity and a normalised collection rate. Cash flow before net financing cost and tax increased to +€1,710.4 Mn (+€1,678.4 Mn).

CASH FLOW FROM INVESTMENT ACTIVITIES

The total cash flow from investment activities was -€791.4 Mn (+€280.8 Mn) reflecting an increase in Amounts paid for works and acquisition of property assets (-€1,181.0 Mn in 2023 vs. -€904.8 Mn in 2022) and a decrease in Disposal of shares and Disposal of investment properties (+€522.4 Mn in 2023 vs. +€1,319.6 Mn in 2022).

CASH FLOW FROM FINANCING ACTIVITIES

The net cash outflow from financing activities amounted to +€865.4 Mn (-€1,642.8 Mn) reflecting an increase in new borrowings (+€2,409.3 Mn in 2023 vs. +€908.8 Mn in 2022) and a decrease in Repayment of borrowings and financial liabilities (-€769.2 Mn in 2023 vs. -€1,879.0 Mn in 2022).

4.1.1.G POST-CLOSING EVENTS

On January 30, 2024, URW closed the disposal of Equinoccio in Spain to Atitlan for a Total Acquisition Cost ("TAC") of €34 Mn, representing a discount to book value of -3.1%.

4.1.1.H DISTRIBUTION

PROPOSED DISTRIBUTION

The Group will propose to the Annual General Meeting ("AGM")[2] a cash distribution of €2.50 per share to be paid on May 16, 2024.

This proposal is based on 2023 achievements, the improved visibility of the Group's operating performance, the delivery of its main committed projects in 2024, the limited forecasted Capex beyond 2024, its credit metrics and its liquidity position.

Standard & Poor's ("S&P") and Moody's confirmed the proposed cash distribution would have no impact on the current rating of the Company.

Going forward, the Group intends to significantly increase the distribution based on operating performance, deleveraging progress and valuations evolution. The Group remains fully committed to continue deleveraging through disposals, including the radical reduction of its financial exposure in the US, and disciplined capital allocation.

The Group wishes to thank its shareholders for their support over the past three years and express its confidence in the future.

(1) 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).
(2) To be held on April 30, 2024.

ACCOUNTING AND TAX CONSIDERATIONS

As at December 31, 2023, the total statutory retained losses of Unibail-Rodamco-Westfield SE ("URW SE") (parent company) is negative at -€2,927 Mn, including a loss of -€585 Mn in 2023.

Given the negative statutory results of URW SE, the Group has no obligation to pay a dividend in 2024 for the fiscal year 2023 under the SIIC regime and other REIT regimes it benefits from. The dividend distribution obligation resulting from the French SIIC regime will be delayed until URW has sufficient statutory results to meet this obligation.

As a consequence, the distribution will be made out of premium, which amounted to €13.5 Bn in URW's statutory accounts as at December 31, 2023. This premium distribution will not reduce the carry forward SIIC dividend payment obligation standing at €2,001 Mn as at December 31, 2023, and will qualify as an equity repayment[(1)] for French tax purposes (Article 112-1 of the French Tax Code).

4.1.1.I OUTLOOK

The Group has seen a continuous improvement in its operating performance, now back to or better than pre-COVID levels in all its sectors. The increasing appeal for prime retail assets should support the Group's performance even in a macro-economic environment that remains uncertain.

In parallel, the Group has continued to sell non-strategic assets and is committed to further deleveraging.

Thanks to the positive dynamic seen in 2023, the significant deliveries due in 2024 and the benefit of the Paris Olympic and Paralympic Games, the Group forecasts its 2024 AREPS to be in a range of €9.65 – €9.80.

The main drivers of this guidance are:

- Consistent operating performance in retail following a strong 2023;
- Contribution from the delivery of €2.1 Bn of projects covering retail, office and residential;
- Increasing variable income revenues, including Westfield Rise;
- The impact of large biennial events and of the Olympics, supporting C&E activity in 2024;
- Ongoing cost discipline;
- Cost of funding slightly up with full year effect of funds raised in 2023 and lower expected cash remuneration;
- Full year impact of the hybrid cost following the Exchange completed in 2023 of the Perp-NC23 into a new hybrid instrument and the remaining Perp-NC23 coupon reset; and
- The impact of disposals as part of its ongoing deleveraging plan.

This guidance does not include major disposals in the US in the context of the radical reduction of its financial exposure.

The Group assumes no major deterioration of the macro-economic and geopolitical environment.

4.1.2 INVESTMENTS AND DIVESTMENTS

In the period to December 31, 2023, URW invested €1,269.1 Mn[(2)] (Group share) in capital expenditure in assets and on construction, extension and refurbishment projects, compared to €828.5 Mn in 2022.

4.1.2.A TOTAL CAPITAL EXPENDITURES

The total investments break down as follows:

	Proportionate			
	2023		2022	
(€Mn)	100%	Group share	100%	Group share
Shopping Centres	984.3	913.3	616.2	579.1
Offices & Others	327.0	327.0	231.9	231.9
Convention & Exhibition	57.0	28.9	31.8	17.5
Total Capital Expenditure	**1,368.2**	**1,269.1**	**879.8**	**828.5**

Figures may not add up due to rounding.

(1) For the tax treatment please refer to relevant financial advisors.
(2) On a proportionate basis, Group share.

4.1.2.B SHOPPING CENTRES

URW invested €913.3 Mn[1] in its Shopping Centre portfolio:

- Acquisitions amounted to €15.7 Mn, mainly in France and Spain;
- €432.6 Mn was invested in construction, extension and refurbishment projects, including mainly Westfield Hamburg-Überseequartier, Westfield Milano[2], Fisketorvet, Garbera and CNIT Eole redevelopments and extensions (see section 4.1.3);
- €187.1 Mn was invested in enhancement and improvement projects on standing assets, including mainly Westfield Garden State Plaza, Westfield Parquesur, La Vaguada, Westfield Shopping City Süd, Westfield Stratford City and Westfield London;
- €87.1 Mn of Capex related to leasing on standing assets was granted to the tenants as Fitting Out Contribution, mainly driven by the US (€62.9 Mn), relating to 2021 to 2023 leasing activity;
- Replacement Capex amounted to €107.1 Mn; and
- Financial interest, eviction costs, external letting fees and other costs were capitalised for €47.0 Mn, €20.1 Mn, €13.0 Mn and €3.5 Mn, respectively.

4.1.2.C OFFICES & OTHERS

URW invested €327.0 Mn in its Offices & Others portfolio:

- €280.0 Mn was invested in construction and refurbishment projects, mainly in Germany (Westfield Hamburg offices and hotels), France (Lightwell) and the UK (Coppermaker Square) (see also section 4.1.3);
- €17.8 Mn was invested in enhancement and improvement projects on standing assets, mainly in France;
- Replacement Capex amounted to €2.3 Mn; and
- Financial interest and other costs capitalised amounted to €26.9 Mn.

4.1.2.D CONVENTION & EXHIBITION

URW invested €28.9 Mn in its C&E portfolio:

- €15.0 Mn was invested in construction works at Porte de Versailles;
- €5.0 Mn was invested in enhancement and improvement projects on standing assets, mainly in Porte de Versailles, Le Palais des Congrès de Paris and Paris Le Bourget;
- Replacement Capex amounted to €8.5 Mn; and
- Financial interest and other costs capitalised amounted to €0.4 Mn.

The table in previous page includes change in Investment properties as reported in the balance sheet and does not include acquisition of shares. Including the acquisition of share investment, principally the acquisition of the remaining 50% stake in the Croydon Partnership, URW investment in 2023 Group share would be €1,349.0 Mn.

4.1.2.E DISPOSALS

In 2023, the investment market went down by around -50% in Europe and in the US. Despite this unfavourable environment URW has completed or secured €0.9 Bn of IFRS net debt reduction.

On February 1, 2023, the Group completed the sale of its ground lease for Westfield North County located in Escondido, California, to Bridge Group Investments and Steerpoint Capital, effectively transferring ownership and management of the asset. The sale price of $57 Mn (at 100%, URW share 55%) for Westfield North County, which has 30 years left on its ground lease, reflects the property's book value as at December 31, 2022. The asset is a B-rated, 1.25 Mn sq. ft. property, which is 89% leased.

On May 25, 2023, the Group announced further progress in its deleveraging programme with the sale of Westfield Brandon, located in Brandon, Florida and the "V" office building located in Versailles, France.

For Westfield Brandon, the sale price of $220 Mn (URW share 100%) reflected a 10.0% Net Initial Yield ("NIY") and a 4.4% discount to the last unaffected appraisal. Westfield Brandon is an A-minus-rated 107,000 sqm (1.15 Mn sq. ft.) property with occupancy at 84.5%.

For "V", the sale price of €95 Mn was in line with the last unaffected appraisal value, delivered a double-digit internal rate of return and a NIY of 5.7%. Delivered in 2019, "V" is over 15,000 sqm and holds BREEAM "Excellent" construction sustainability rating.

On July 3, 2023, URW completed the sale of a 50% stake in Hôtel Salomon de Rothschild to Paris Society.

On July 21, 2023, the Group announced the completion of the sale of both of the parcels which make up the Westfield Mission Valley shopping centres in San Diego, California. The transaction amounted to a total consideration of $290 Mn (at 100%, URW share 42%), including the sale of Westfield Mission Valley "East" to Lowe Enterprises and Real Capital Solutions, and Westfield Mission Valley "West" to Sunbelt Holdings. The transaction value reflected a combined initial yield of 8.5% on the in-place NOI and a 12% discount to the last unaffected appraisal. Mission Valley is a mature asset which originally opened in the early 1960s, undergoing its last significant renovation in the 1990s. It is a B-minus-rated, 1.5 Mn sq. ft. property with occupancy at 71%.

On September 4, 2023, the Group announced it had sold Westfield Valencia Town Center, a Regional mall in Santa Clarita, California, to Centennial Real Estate ("Centennial") at a total value of $199 Mn (at 100%, URW share 50%), above the $195 Mn debt amount (at 100%, URW share 50%) on the asset. The transaction value reflects a less than 3% discount to its last unaffected appraisal.

On October 18, 2023, the Group completed the sale of Polygone Riviera to Frey, a real estate company specialising in the development and operation of outdoor shopping centres in Europe, for a Net Disposal Price ("NDP") of €272.3 Mn at a 4% discount to last unaffected appraisal.

(1) Amount capitalised in asset value.
(2) Commitment to build roads.

On October 26, 2023, San Francisco Centre was put on foreclosure. The Group lost control of the asset (asset value of $301 Mn as at June 30, 2023) and the companies holding it were thus deconsolidated together with the debt allocated to it ($340 Mn).

On October 31, 2023, the Group completed the sale of Novotel Lyon Confluence in France to a hospitality investor. The NDP reflects a +21.2% premium to the last unaffected appraisal.

In 2023, URW completed €0.8 Bn of net debt reduction through disposals on an IFRS basis and €1.1 Bn on a proportionate basis.

In H2-2023, URW signed a Sale, Purchase and Escrow Agreement with a $30 Mn non-refundable cash deposit for the disposal of Westfield Oakridge. The transaction is expected to be completed in Q2-2024.

Including Westfield Oakridge, the Group has completed or secured €0.9 Bn of net debt reduction on an IFRS basis in 2023 and €5.1 Bn since 2021 (including €3.6 Bn in Europe and €1.5 Bn in the US) and €1.3 Bn on a proportionate basis in 2023 and €5.6 Bn since 2021 (including €3.5 Bn in Europe and €2.1 Bn in the US).

In addition, on January 30, 2024, URW closed the disposal of Equinoccio in Spain to Atitlan for a TAC of €34 Mn.

URW remains committed to deleverage through disposals in Europe, in line with its long-standing recycling capital policy, and in the US.

The radical reduction of the Group's US financial exposure remains its path forward. URW's operational performance, in particular in the US, its contained cost of debt, ample liquidity position and Capex control give it flexibility on when it executes this plan.

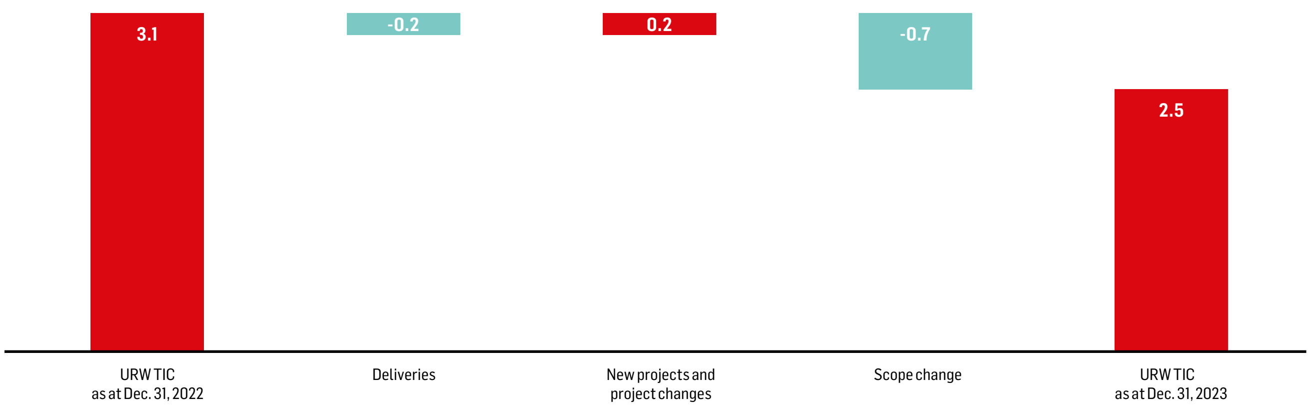
The Group is currently in active discussions with potential buyers for €1 Bn of assets in Europe and in the US.

4.1.3 DEVELOPMENT PROJECTS AS AT DECEMBER 31, 2023

As at December 31, 2023, URW's share of the Total Investment Cost ("TIC"[(1)] and "URW TIC"[(2)]) of its development project pipeline amounted to €2.5 Bn[(3)], corresponding to a total of 0.4 Mn sqm of GLA[(4)] to be redeveloped or added to the Group's standing assets.

4.1.3.A PIPELINE VARIATIONS SINCE DECEMBER 31, 2022

The development pipeline TIC has decreased from **€3.1 Bn** to **€2.5 Bn** as at December 31, 2023, mainly as the Group further reviewed its capital allocation priorities. Consequently, URW removed Sisters from the Controlled projects in view of the current market conditions in La Défense.



(1) 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.

(2) URW TIC: 100% TIC multiplied by URW's percentage stake in the project, adjusted by specific own costs and income, if any.

(3) This includes the Group's share of projects fully consolidated, and projects accounted for using the equity method, excluding remaining Capex on delivered projects, Viparis Capex commitments and commitments on the roads for the Westfield Milano project.

(4) GLA of projects at 100%.

PROJECTS DELIVERED IN 2023

Since December 31, 2022, the Group has delivered 5 projects representing a URW TIC of €0.2 Bn, comprised of:

IN H1-2023:

- The 19,360 sqm extension to Garbera shopping centre in San Sebastian was delivered in May 2023, taking the total site to 59,360 sqm. The second phase of this transformation project included 54 additional stores, while the first phase including a dining & leisure area, 1,200 underground parking spaces and a Primark store opened in 2022; and
- The Westfield Les 4 Temps Porte de Paris renovation of the centre's main plaza "La Clairière" was completed in May 2023. The scheme is led by Zara's largest flagship in France (4,500 sqm) and H&M (3,000 sqm), both of which were extended as part of the first phase, respectively in H2-2021 and in H2-2022.

IN H2-2023:

- Coppermaker Square Retail, a 7,437 sqm leisure development adjacent to Westfield Stratford City delivered as part of the Coppermaker Square residential development which is expected to be completed in H2-2024;
- Restructuring of El Corte Inglés units in 2 assets in Spain, including 14,954 sqm of retail space to extend Inditex brands in Westfield Parquesur, and 23,094 sqm in La Vaguada to host anchors including Primark, Zara, Media Markt and IKEA (units were handed over to tenants in H2-2023 and are expected to open in H1-2024); and
- Multiplex 2.0 at Westfield Shopping City Süd, a 11,211 sqm modern and differentiating cinema and unique indoor entertainment offer in the Vienna region.

The average letting[1] of these deliveries stands at 92% as at December 31, 2023.

PROJECT CHANGES/NEW PROJECT

The URW TIC has seen a decrease since the end of 2022, largely due to the change of scope, deliveries in 2023, slightly offset by the escalating cost of construction as a result of higher inflation mainly triggered by geopolitical crisis. This has affected the availability and affordability of construction materials and works, leading to a growth of the TIC over time.

The Group has decided to remove from its Controlled pipeline the Sisters project, a 90,000 sqm office development in view of the current market in La Défense. URW will continue monitoring the market evolution and retains the option to launch the project in due time. The current book value for Sisters is €23.9 Mn.

It has included a new retail, dining and leisure project of Centrum Černý Most extension as part of its Controlled pipeline for a total estimated TIC of €70 Mn.

4.1.3.B PIPELINE PROJECTS AS AT DECEMBER 31, 2023

SUMMARY OF PIPELINE PROJECTS

Development Projects[a]	Business	Country	Type	URW Ownership	100% Net GLA (sqm)	100% TIC (€Mn)	URW TIC (€Mn)	URW Cost to Date (€Mn)	Yield on Cost[b]	Delivery Date[c]	Project Valuation
WESTFIELD HAMBURG – RETAIL	Shopping Centres	Germany	Greenfield/ Brownfield	100%	94,484	1,010				H1-2024	Fair value
WESTFIELD HAMBURG – OTHERS	Offices & Others	Germany	Greenfield/ Brownfield	100%	77,657	630				H1-2024	Fair value
LIGHTWELL	Offices & Others	France	Redevelopment/ Extension	100%	31,744	150				H2-2024	Fair value
COPPERMAKER SQUARE[d]	Offices & Others	UK	Greenfield/ Brownfield	25%	87,440	810				H2-2024	Fair value
TRIANGLE	Offices & Others	France	Greenfield/ Brownfield	30%	91,179	700				H1-2026	At cost
Others					52,365	270					
Total Committed projects							**2,400**	**1,710**	**4.8%**		
CENTRUM CERNY MOST EXTENSION	Shopping Centres	Czech Republic	Extension/ Renovation	100%	9,130	70				H1-2026	At cost
Total Controlled projects							**70**	**10**			
URW TOTAL PIPELINE							**2,470**	**1,720**			

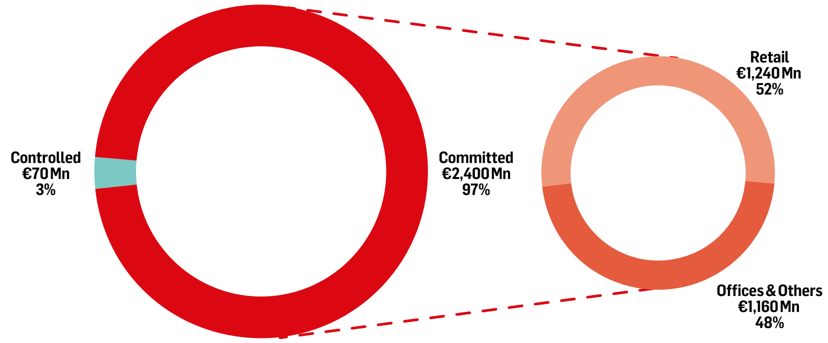
(a) Figures may not add up due to rounding and are subject to change according to the maturity of projects.
(b) URW share of the expected stabilised NRI divided by the URW TIC increased by rent incentives (step rents and rent-free periods), and for redevelopment projects only, the GMV of the standing assets at the launch of the project.
(c) In the case of staged phases in a project, the date corresponds to the delivery date of the main phase.
(d) Formerly Cherry Park Residential.

The URW Yield on Cost on Committed projects has decreased from 5.1% as at December 31, 2022, to 4.8% as at December 31, 2023, mainly due to the cost increase resulting from the inflation and supply chain disruption on Westfield Hamburg-Überseequartier.

(1) GLA signed, all agreed to be signed and financials agreed.

DETAILED OVERVIEW

URW DEVELOPMENT PIPELINE BY GROUPING



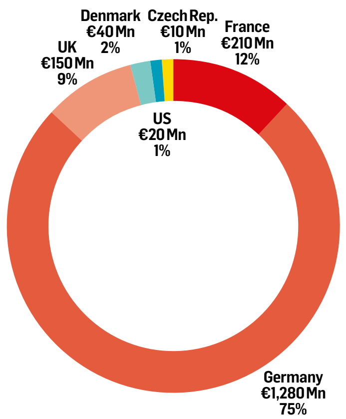
The TIC of the Westfield Hamburg project increased by c. +€110 Mn since December 31, 2022, mainly due to construction and claims. 94% of the construction costs on this project have been secured to date on the retail and office scope(1) to be delivered by H1-2024. The Westfield Hamburg retail project is now 86%(2) pre-let, an improvement compared to 73%(2) last year, and 36% of the office buildings to be delivered in H1-2024 are pre-let to Shell and ADLER Smart Solutions. Ongoing discussions with office prospects are progressing on the other office spaces.

71% of the total Committed pipeline URW TIC was already spent as at December 31, 2023, representing an amount of €1,710 Mn, of which €960 Mn was on the retail pipeline and €750 Mn on Offices & Others. Of the €690 Mn still to be invested for Committed projects, €400 Mn has already been contracted.

Controlled pipeline URW TIC amounts to €70 Mn; out of which €6 Mn has been spent on the Centrum Černý Most extension.

URW COST TO DATE PER COUNTRY

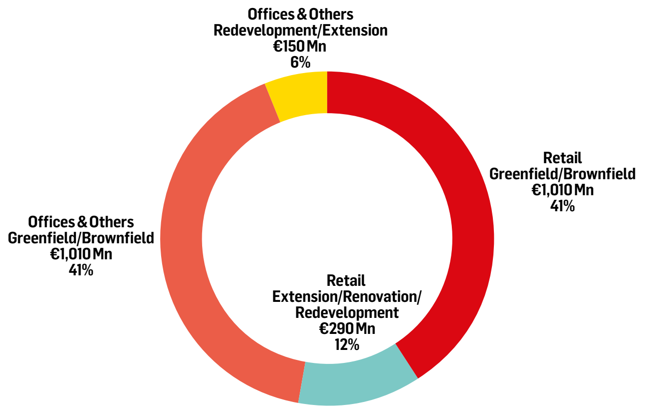
(€1,710 Mn)



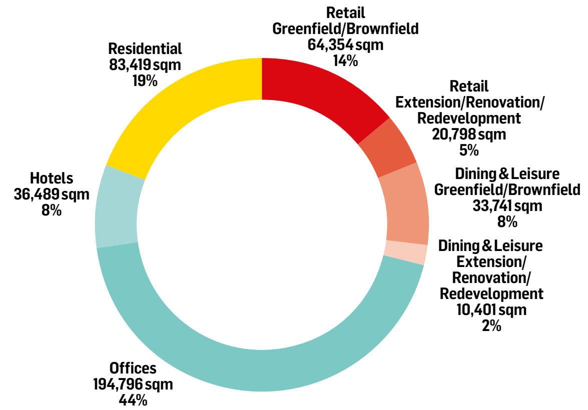
(1) Excluding Tower C for a total amount of €80 Mn.
(2) GLA signed, all agreed to be signed and financials agreed.

URW DEVELOPMENT PIPELINE PER TYPE AND BUSINESS[1]

URW TIC[(a)]
(€2,470 Mn)



GLA[(b)]
(443,999 sqm)



(a) Based on main use of the project, CNIT included in the category Retail Extension/Renovation/Redevelopment.
(b) Based on the split of GLA per project.

The Group has an increasing focus on mixed-use projects (notably including residential, offices and hotels) such as Coppermaker Square next to Westfield Stratford City and Westfield Hamburg. Westfield Hamburg encompasses retail, offices, hotel and residential and now accounts for 68% of URW Committed projects TIC.

4.1.3.C DELIVERIES EXPECTED IN 2024

2024 will be a major year in terms of development with the main key deliveries:

- Westfield Hamburg-Überseequartier, a 172,200 sqm mixed-use project in Hamburg's seaside with retail, offices, hotels and a cruise ship terminal with the first retail handovers started in Q2-2023 and an opening date planned on April 25, 2024;
- Lightwell, a 31,744 sqm restructuring of the Michelet Galilée Tower in La Défense, currently 80% pre-let to Arkema;
- CNIT Eole, a redevelopment of the shopping centre to become the new gateway of Paris La Défense with restructuring over 29,307 sqm including 45 new shops representing 30% of the project, and a new Convention & Exhibition centre for the remainder;
- Old Orchard Lord & Taylor unit, a 11,619 sqm restructuring of a former department store box into 4 large units and 2 small units to host tenants as Zara, Pottery Barn, Arhaus and Puttshack;
- Fisketorvet Dining Experience, a 5,845 sqm refurbishment of the dining area (including 1,533 additional sqm) of the Fisketorvet Mall in Copenhagen, by creating a destination with attractive and renewed offers; and
- Coppermaker Square, a residential project in Stratford (East London), delivering 1,225 apartments will be completed in H2-2024 (including 907 flats already delivered in phases with letting ranging between 62% and 99%).

The average pre-letting[2] of these future deliveries[3] stood at 86% for the retail part and c. 60% for the offices and residential part as at December 31, 2023.

At the end of December 2024, the total URW TIC, reflecting €2.1 Bn deliveries[3] during the year, is expected to reduce to €0.3 Bn[1], composed of €0.3 Bn relating to Committed projects and €0.1 Bn to Controlled, based on current portfolio of projects[4].

4.1.4 PROPERTY PORTFOLIO AND NET ASSET VALUE AS AT DECEMBER 31, 2023

URW's Net Reinstatement Value ("NRV") amounted to €146.70 per share as at December 31, 2023, a decrease of -€9.00 per share (-5.8%) compared to the NRV as at December 31, 2022 (€155.70 per share).

The NRV includes €3.92 per share of goodwill not justified by the fee businesses or tax optimisations, which is mainly related to the Westfield acquisition. Net of this goodwill, the NRV would be €142.78 per share.

URW's Net Disposal Value ("NDV") amounted to €121.90 per share as at December 31, 2023, a decrease of -€26.50 per share (-17.9%) compared to the NDV as at December 31, 2022 (€148.40 per share). URW's NDV includes the mark-to-market of debt and financial instruments but does not include any goodwill.

(1) Figures may not add up due to rounding.
(2) GLA signed, all agreed to be signed and financials agreed.
(3) In the case of staged phases in a project, the date corresponds to the delivery date of the main phase.
(4) Assuming no additions to the URW Development Pipeline until that date.

4.1.4.A PROPERTY PORTFOLIO

Unless otherwise indicated, the data presented in the property portfolio are on a proportionate[1] basis as at December 31, 2023, and comparisons are with values as at December 31, 2022.

The total GMV of URW's portfolio[2] amounted to €49.6 Bn (€52.2 Bn), a decrease of -5.1%. On a like-for-like basis, the GMV decreased by -4.3% (or -€2.0 Bn).

INVESTMENT MARKET RETAIL AND OFFICE

Total real estate investment volumes[3] in Continental Europe stood at around half their 10-year average levels with €232.5 Bn transacted in 2023, down -51% compared to 2022. In the UK, total investment volumes[3] amounted to €41.5 Bn in 2023, down -48% compared to 2022. Retail investment accounted for 17% of all investment activity in 2023 across Continental Europe (16% in 2022 and 14% over the last 5 years).

Total retail investment volumes[3] in Continental Europe were €21.0 Bn (down -45% vs. 2022), including shopping centre transactions down -46% compared to 2022 and accounting for 38% of this amount (39% in 2022).

Total retail investment volumes[3] in the UK were €6.2 Bn (down -24% vs. 2022), including shopping centre transactions down -37% compared to 2022 and accounting for 20% of this amount (25% in 2022).

US retail investment volumes saw a -38% year-on-year decrease in 2023, with total transactions reported by Real Capital Analytics of $57.3 Bn. For shopping centres, the decrease in deal volume year-on-year was -51% at $30.5 Bn.

Total office investment volumes[3] in Continental Europe were €30.7 Bn in 2023, down -62% compared to 2022. In Paris region, total investment volumes[3] were €17.5 Bn in 2023, down -26% compared to 2022.

URW'S PORTFOLIO

Asset portfolio valuation (including transfer taxes)[a]	Dec. 31, 2023		Like-for-like change net of investment – 2023[b]		Dec. 31, 2022	
	€ Mn	%	€ Mn	%	€ Mn	%
Shopping Centres	42,775	86%	(1,638)	(4.0%)	45,209	87%
Offices & Others	3,155	6%	(221)	(10.8%)	3,346	6%
Convention & Exhibition	2,572	5%	(159)	(6.1%)	2,643	5%
Services	1,072	2%	16	1.6%	1,052	2%
Total URW	**49,574**	**100%**	**(2,003)**	**(4.3%)**	**52,250**	**100%**

Figures may not add up due to rounding.

(a) On a proportionate basis, including transfer taxes and transaction costs (see "Proportionate, IFRS and Group share figures for the property portfolio" within this section 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. The Westfield trademark is a corporate intangible asset that is split by region only for analytical purposes; and
- The equity value of URW's investments in assets not controlled by URW (Zlote Tarasy, Gropius Passagen, Foncière Crossroads, Triangle, Hôtel Salomon de Rothschild and the Blum/Centennial and Starwood Ventures entities). The equity value of URW's share investments in assets not controlled by URW amounted to €1,239 Mn (€1,297 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 €0.7 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, 2023.

(b) Excluding the currency effect, investment properties under construction ("IPUC"), assets not controlled by URW, assets at bid value and changes in scope (including acquisitions, disposals and deliveries of new projects) through December 31, 2023. Changes in scope consist mainly of the:
- Disposal of "V" office building, Novotel Lyon Confluence, Polygone Riviera and 50% stake in Hôtel Salomon de Rothschild in France;
- Disposal of Westfield North County, Westfield Brandon, Westfield Mission Valley and Westfield Valencia Town Center in the US;
- Foreclosure of San Francisco Centre in the US;
- Acquisition of the remaining 50% stake in the Croydon Partnership in the UK; and
- Delivery of Garbera extension in Spain.

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) Source: Cushman & Wakefield, estimates as at January 5, 2024.

URW Valuation as at Dec. 31, 2022 (€ Mn)	**52,250**	
Like-for-like revaluation	(2,003)	
Revaluation of non like-for-like assets	(481)	(a)
Revaluation of shares	(67)	(b)
Capex/Acquisitions/Transfers	1,400	
Disposals	(1,230)	(c)
Constant Currency Effect	(295)	(d)
URW Valuation as at Dec. 31, 2023 (€ Mn)	**49,574**	

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 2023 and assets at bid value.
(b) Revaluation of the shares in companies holding the assets not controlled by URW.
(c) Value as at December 31, 2022, of the assets disposed.
(d) Currency impact of -€295 Mn, including -€366 Mn in the US, partly offset by +€69 Mn in the UK and +€2 Mn in the Nordics, before offsets from foreign currency debt and hedging programmes.

APPRAISERS

In March 2021, as part of the rotation recommended by the Royal Institution of Chartered Surveyors ("RICS"), URW signed new appraisal mandates with 2 international and qualified appraisal firms, Cushman & Wakefield and Jones Lang LaSalle, to value its Shopping Centre and Offices & Others portfolios. In Continental Europe, URW rotated the assets appraised by these 2 firms: in H1-2021, the appraisers were rotated for Central Europe, Spain, the 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, 2023	% of total portfolio Dec. 31, 2023	% of total portfolio Dec. 31, 2022
Cushman & Wakefield	France/Germany/Austria/Nordics/Spain/UK[(a)]/US	49%	47%
Jones Lang LaSalle	France/Germany/Central Europe/The Netherlands	34%	34%
Kroll	US	6%	7%
PwC[(b)]	France/Germany/UK/US	8%	8%
Other appraisers	Central Europe/US	2%	2%
At cost, under sale agreement or internal		1%	2%
		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, the Westfield trademark and all of the Group's services companies.

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.

INTEGRATION OF ESG IN URW'S VALUATIONS

ESG factors are impacting investment approaches in real estate markets. Driving forces include legislation change, availability of finance and increasing societal awareness of ESG factors such as climate risk.

A significant amount of information has been made available to the appraisers in relation to several ESG key performance indicators ("KPIs") on an asset-by-asset basis[(1)] in connexion with a new AFREXIM ESG scorecard built by the main valuation firms, international shopping centres' landlords and French institutions representing a diverse scope of retail market participants. Amongst others, these KPIs are the Energy Use Intensity on common areas, BREEAM certificate label part I and II, climate risk studies outcomes, renewable energy on-site production or presence of electric vehicle chargers.

Appraisers have reviewed and considered the information provided in their valuation process. Capex to be spent in the next 5 years for the Energy Action Plan defined by the Group were integrated in the valuation model.

(1) For European shopping centres.

Extensive information relating to the Group's ESG roadmap, including Capex, were shared with the market and appraisers during its Investor Day on October 10, 2023.

This information will be updated on a regular basis so that appraisers can integrate it in their valuations.

VALUATION METHODOLOGY

Appraisal methods used by appraisers are compliant with international standards and guidelines as defined by RICS, IVSC ("International Valuation Standards Council") and FEI (*"Fédération des Entreprises Immobilières"*).

VALUATION SCOPE

99% of URW's portfolio was appraised by independent appraisers as at December 31, 2023.

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.

Lightwell was for the first time valued at fair value as at December 31, 2021. The CNIT Eole has been carried at fair value since June 30, 2022, and the Dining project at Fisketorvet since December 31, 2022. Westfield Hamburg was assessed at fair value for the first time as at June 30, 2023.

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, 2023.

Refer to the table in section 4.1.3 for the valuation method used for each development project in the Group's pipeline.

The remaining assets of the portfolio (1%) were valued as follows:

- At cost, subject to impairment test, for IPUC for which a reliable value could not yet be established. These include assets under development (see section 4.1.3 for more details);
- Internal valuations were performed by URW as at December 31, 2023, for a few minor office assets in the US; and
- At bid value for assets for which the Group has received a purchase offer.

The total value of the IPUC amounted to €2.5 Bn, of which €2.0 Bn valued at fair value and €0.5 Bn valued at cost (36% of the value at cost was tested with an external valuation as at December 31, 2023).

Unless otherwise indicated, valuation changes and references to asset values include transfer taxes and transaction costs.

		Valuation including transfer taxes (€Mn)		
Appraiser	Sector	**Dec. 31, 2023**	June 30, 2023	Dec. 31, 2022
Cushman & Wakefield	Shopping Centres/Offices & Others	18,081	17,963	17,314
Jones Lang LaSalle	Shopping Centres/Offices & Others	16,607	17,302	17,530
PwC	Shopping Centres/C&E	2,766	2,818	2,802
Other appraisers	Shopping Centres	3,113	3,087	3,068
Impact of the assets valued by two appraisers	Shopping Centres	(2,301)	(2,279)	(2,217)
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others	469	472	1,203
Total Europe		**38,735**	**39,363**	**39,701**
Cushman & Wakefield	Shopping Centres/Offices & Others	6,150	6,394	6,927
Kroll	Shopping Centres/Offices & Others	3,014	3,497	3,894
PwC	Shopping Centres	158	176	214
Other appraisers	Shopping Centres	243	308	379
Internal valuation	Offices & Others	35	42	49
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others	166	244	34
Total US		**9,767**	**10,660**	**11,497**
Services		**1,072**	**1,006**	**1,052**
Total URW		**49,574**	**51,029**	**52,250**

Figures may not add up due to rounding.

SHOPPING CENTRE PORTFOLIO

The value of URW's Shopping Centre portfolio is the total value of each individual asset as determined by the Group's appraisers, except as noted above.

The Westfield trademark is split by the regions in which the Group operates Westfield-branded shopping centres and is included within the Flagships category valuation. The airport activity and CBD assets[1] are included within Flagships in the US.

EVOLUTION OF URW'S SHOPPING CENTRE PORTFOLIO VALUATION

The value of URW's Shopping Centre portfolio amounted to €42,775 Mn (€45,209 Mn).

URW Valuation as at Dec. 31, 2022 (€ Mn)	45,209
Like-for-like revaluation	(1,638)
Revaluation of non like-for-like assets	(351)
Revaluation of shares	(74)
Capex/Acquisitions/Transfers	996
Disposals	(1,061)
Constant Currency Effect	(306)
URW Valuation as at Dec. 31, 2023 (€ Mn)	**42,775**

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 NIY stood at 5.3%, including 5.4% in Continental Europe, 6.2% in the UK and 4.9% in the US.

The Potential Yield including the leasing of vacant space at ERV was 5.7%, including 5.7% in Continental Europe, 7.0% in the UK and 5.5% in the US. When compared to the NIY, this metric incorporates the filling in of the currently high level of vacancy in the UK and in the US, at 6.9% and 8.5% respectively.

Based on an asset value excluding estimated transfer taxes and transaction costs, the Shopping Centre division's NIY increased by +40 bps and the Potential Yield by +40 bps, as a result of decreasing like-for-like GMV (-3.7%) and increasing NRI next 12 months (+6.4%), supported by indexation and operating performance.

Excluding the impact of disposals and foreclosures in 2023, the increase in NIY was c. +50 bps.

	Dec. 31, 2023				Dec. 31, 2022			
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	12,521	12,060	4.9%	5.1%	13,409	12,918	4.5%	4.7%
Spain	3,583	3,502	5.8%	6.0%	3,627	3,544	5.0%	5.6%
Southern Europe	**16,104**	**15,561**	**5.1%**	**5.3%**	**17,035**	**16,463**	**4.6%**	**4.9%**
Central Europe	4,954	4,910	6.3%	6.5%	4,837	4,793	5.7%	5.9%
Austria	2,147	2,137	5.3%	5.6%	2,254	2,243	4.9%	5.2%
Germany	3,196	3,012	5.9%	6.2%	3,104	2,950	5.4%	5.7%
Central and Eastern Europe	**10,298**	**10,059**	**6.0%**	**6.2%**	**10,194**	**9,986**	**5.4%**	**5.6%**
Nordics	2,564	2,512	5.1%	5.5%	2,649	2,595	4.8%	5.2%
The Netherlands	1,623	1,468	5.6%	6.0%	1,662	1,536	5.2%	5.6%
Northern Europe	**4,187**	**3,980**	**5.3%**	**5.7%**	**4,311**	**4,131**	**5.0%**	**5.4%**
Subtotal Continental Europe	**30,589**	**29,600**	**5.4%**	**5.7%**	**31,541**	**30,580**	**4.9%**	**5.2%**
UK	2,489	2,359	6.2%	7.0%	2,359	2,236	6.1%	7.0%
Subtotal Europe	**33,078**	**31,958**	**5.4%**	**5.8%**	**33,899**	**32,816**	**5.0%**	**5.3%**
US	9,697	9,516	4.9%	5.5%	11,310	11,217	4.6%	5.2%
Total URW	**42,775**	**41,475**	**5.3%**	**5.7%**	**45,209**	**44,033**	**4.9%**	**5.3%**

Figures may not add up due to rounding.

(1) Westfield World Trade Center.

The following table shows the breakdown for the US Shopping Centre portfolio:

US Shopping Centre portfolio by category	Dec. 31, 2023 Valuation including transfer taxes (€ Mn)	Dec. 31, 2023 Valuation excluding estimated transfer taxes (€ Mn)	Dec. 31, 2023 Net Initial Yield	Dec. 31, 2023 Potential Yield	Dec. 31, 2022 Valuation including transfer taxes (€ Mn)	Dec. 31, 2022 Valuation excluding estimated transfer taxes (€ Mn)	Dec. 31, 2022 Net Initial Yield	Dec. 31, 2022 Potential Yield
Flagships US (incl. CBD assets)[(a)]	9,185	9,004	4.6%	5.2%	10,307	10,214	4.2%	4.8%
Regionals US	512	512	9.4%	11.2%	1,004	1,004	8.6%	9.5%
Total US	**9,697**	**9,516**	**4.9%**	**5.5%**	**11,310**	**11,217**	**4.6%**	**5.2%**

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 €401 Mn as at December 31, 2023, and for a total amount of €568 Mn as at December 31, 2022. However, these activities are not part of the NIY computation.

The yield evolution has been impacted in the US by the disposals and foreclosures completed in 2023.

For Flagships, excluding CBD assets, the NIY stands at 4.8% as at December 31, 2023, vs. 4.4% as at December 31, 2022, and the Potential Yield stands at 5.3% as at December 31, 2023, vs. 4.7% as at December 31, 2022.

The valuation including transfer taxes of the US Shopping Centre portfolio expressed in EUR decreased by -14.3% over the year and by -11.2% in USD, from $12,065 Mn to $10,715 Mn.

The following table shows the bridge of the US Shopping Centre portfolio in USD from December 31, 2022, to December 31, 2023, with the split by category:

	Total US	Flagships US incl. CBD assets[(a)]	Regionals US
URW Valuation as at Dec. 31, 2022 ($ Mn)	**12,065**	**10,993**	**1,072**
Like-for-like revaluation	(506)	(382)	(124)
Revaluation of non like-for-like assets	(189)	(188)	(1)
Revaluation of shares	(29)	–	(29)
Capex/Acquisitions/Transfers	150	138	12
Disposals/Foreclosure	(777)	(412)	(364)
URW Valuation as at Dec. 31, 2023 ($ Mn)	**10,715**	**10,149**	**566**

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 $443 Mn as at December 31, 2023, and for a total amount of $606 Mn as at December 31, 2022.

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.

The percentages below are indicative of evolutions in case of various evolutions of NIY, Discount Rate ("DR"), Exit Capitalisation Rate ("ECR") and appraisers' ERV.

Sensitivity	Impact in € Mn	Impact in %
+25 bps in NIY	(1,783)	(4.5%)
+25 bps in DR	(658)	(1.7%)
+10 bps in ECR	(475)	(1.2%)
-5% in appraisers' ERV	(1,492)	(3.8%)

Sensitivity	Impact in € Mn	Impact in %
-25 bps in NIY	1,959	4.9%
-25 bps in DR	673	1.7%
-10 bps in ECR	503	1.3%
+5% in appraisers' ERV	1,247	3.1%

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 -€1,638 Mn, i.e. -4.0%, and -22% over the last 5 years. This decrease in 2023 compared to 2022 was the result of a yield impact of -9.4% and a rent impact of +5.3%.

The like-for-like change was negative in Continental Europe, at -4.2% compared to 2022 and -16% over the last 5 years, it was positive in the UK at +0.6% compared to 2022 and negative -45% over the last 5 years, and negative in the US at -4.7% compared to 2022 and -30% over the last 5 years.

	Shopping Centres – Like-for-like ("LfL") change				Shopping Centres – Like-for-like ("LfL") change by semester			
2023	LfL change in € Mn	LfL change in %	LfL change – Rent impact	LfL change – Yield impact	LfL change H1-2023 in € Mn	LfL change H1-2023 in %	LfL change H2-2023 in € Mn	LfL change H2-2023 in %
France	(616)	(5.1%)	4.0%	(9.0%)	(282)	(2.3%)	(333)	(2.8%)
Spain	(112)	(3.5%)	5.8%	(9.3%)	(62)	(1.9%)	(50)	(1.6%)
Southern Europe	**(728)**	**(4.7%)**	**4.4%**	**(9.2%)**	**(344)**	**(2.2%)**	**(383)**	**(2.5%)**
Central Europe	84	2.1%	11.7%	(9.6%)	106	2.7%	(22)	(0.5%)
Austria	(152)	(6.8%)	2.4%	(9.2%)	(77)	(3.5%)	(75)	(3.4%)
Germany	(192)	(7.2%)	2.0%	(9.2%)	(73)	(2.7%)	(119)	(4.6%)
Central and Eastern Europe	**(260)**	**(2.9%)**	**6.7%**	**(9.6%)**	**(44)**	**(0.5%)**	**(215)**	**(2.4%)**
Nordics	(142)	(5.4%)	1.8%	(7.2%)	(74)	(2.9%)	(67)	(2.8%)
The Netherlands	(55)	(3.3%)	1.4%	(4.7%)	(7)	(0.4%)	(48)	(2.9%)
Northern Europe	**(197)**	**(4.6%)**	**1.6%**	**(6.2%)**	**(82)**	**(1.9%)**	**(115)**	**(2.8%)**
Subtotal Continental Europe	**(1,184)**	**(4.2%)**	**4.8%**	**(8.9%)**	**(470)**	**(1.7%)**	**(714)**	**(2.5%)**
UK	14	0.6%	4.5%	(3.9%)	(18)	(0.8%)	32	1.4%
Subtotal Europe	**(1,170)**	**(3.8%)**	**4.7%**	**(8.6%)**	**(489)**	**(1.6%)**	**(682)**	**(2.3%)**
US	(468)	(4.7%)	7.2%	(11.9%)	(226)	(2.3%)	(241)	(2.5%)
Total URW	**(1,638)**	**(4.0%)**	**5.3%**	**(9.4%)**	**(715)**	**(1.8%)**	**(923)**	**(2.3%)**

Figures may not add up due to rounding.

The 49 Flagship shopping centres represent 93% 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			
2023	LfL change in € Mn	LfL change in %	LfL change – Rent impact	LfL change – Yield impact	LfL change H1-2023 in € Mn	LfL change H1-2023 in %	LfL change H2-2023 in € Mn	LfL change H2-2023 in %
Flagships Continental Europe	(1,016)	(3.8%)	5.4%	(9.2%)	(392)	(1.5%)	(624)	(2.4%)
Flagships UK	14	0.6%	4.5%	(3.9%)	(18)	(0.8%)	32	1.4%
Subtotal European Flagships	**(1,002)**	**(3.5%)**	**5.3%**	**(8.8%)**	**(411)**	**(1.4%)**	**(592)**	**(2.1%)**
Flagships US (incl. CBD assets)	(353)	(3.8%)	7.4%	(11.2%)	(144)	(1.5%)	(209)	(2.3%)
Subtotal Flagships	**(1,355)**	**(3.6%)**	**5.8%**	**(9.3%)**	**(555)**	**(1.5%)**	**(801)**	**(2.1%)**
Regionals Europe	(168)	(8.3%)	(1.1%)	(7.2%)	(78)	(3.9%)	(90)	(4.7%)
Regionals US	(115)	(18.1%)	5.6%	(23.7%)	(82)	(13.0%)	(32)	(6.0%)
Subtotal Regionals	**(283)**	**(10.6%)**	**1.1%**	**(11.7%)**	**(160)**	**(6.0%)**	**(123)**	**(4.9%)**
Total URW	**(1,638)**	**(4.0%)**	**5.3%**	**(9.4%)**	**(715)**	**(1.8%)**	**(923)**	**(2.3%)**

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 (including projects, the Airport business and the Westfield trademark) decreased by -€351 Mn, after accounting for works, capitalised financial expenses and eviction costs.

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 €3,155 Mn (€3,346 Mn).

URW Valuation as at Dec. 31, 2022 (€ Mn)	**3,346**
Like-for-like revaluation	(221)
Revaluation of non like-for-like assets	(142)
Revaluation of shares	8
Capex/Acquisitions/Transfers	320
Disposals	(162)
Constant Currency Effect	7
URW Valuation as at Dec. 31, 2023 (€ Mn)	**3,155**

Figures may not add up due to rounding.

The split by region of the total Offices & Others portfolio was as follows:

	Dec. 31, 2023		Dec. 31, 2022	
Valuation of Offices & Others portfolio (including transfer taxes)	€ Mn	%	€ Mn	%
France	1,853	59%	2,136	64%
Other countries	703	22%	531	16%
Subtotal Continental Europe	**2,556**	**81%**	**2,667**	**80%**
UK	529	17%	492	15%
Subtotal Europe	**3,085**	**98%**	**3,159**	**94%**
US	69	2%	186	6%
Total URW	**3,155**	**100%**	**3,346**	**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 increased by +100 bps to 5.9%.

	Dec. 31, 2023			Dec. 31, 2022		
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	1,464	1,427	5.8%	1,646	1,600	4.7%
Other countries	197	190	6.4%	205	199	6.2%
Subtotal Continental Europe	**1,661**	**1,618**	**5.9%**	**1,850**	**1,798**	**4.9%**
UK	67	64	n.m.	75	71	n.m.
Subtotal Europe	**1,729**	**1,682**	**5.9%**	**1,926**	**1,870**	**4.9%**
US	28	27	11.5%	67	64	6.8%
Total URW	**1,757**	**1,709**	**5.9%**	**1,992**	**1,934**	**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.

The percentages below are indicative of evolutions in case of various evolutions of NIY.

Sensitivity	Impact in € Mn	Impact in %
+25 bps in NIY	(84)	(4.5%)

Sensitivity	Impact in € Mn	Impact in %
-25 bps in NIY	92	4.9%

LIKE-FOR-LIKE ANALYSIS

The value of URW's Offices & Others portfolio, after accounting for the impact of works and capitalised financial expenses, decreased by -€221 Mn (-10.8%) on a like-for-like basis, due to a yield impact of -14.6% and a rent impact of +3.8%.

	Offices & Others – Like-for-like ("LfL") change				Offices & Others – Like-for-like ("LfL") change by semester			
2023	LfL change in € Mn	LfL change in %	LfL change – Rent impact	LfL change – Yield impact	LfL change H1-2023 in € Mn	LfL change H1-2023 in %	LfL change H2-2023 in € Mn	LfL change H2-2023 in %
France	(164)	(10.0%)	6.4%	(16.4%)	(80)	(4.9%)	(84)	(5.4%)
Other countries	(21)	(8.5%)	(0.9%)	(7.6%)	(9)	(3.8%)	(11)	(4.9%)
Subtotal Continental Europe	**(185)**	**(9.8%)**	**5.3%**	**(15.1%)**	**(89)**	**(4.7%)**	**(95)**	**(5.3%)**
UK	(9)	(12.3%)	0.0%	(12.3%)	(1)	(1.7%)	(8)	(10.4%)
Subtotal Europe	**(194)**	**(9.9%)**	**5.1%**	**(15.0%)**	**(90)**	**(4.6%)**	**(103)**	**(5.5%)**
US	(27)	(35.8%)	(10.7%)	(25.0%)	(14)	(18.2%)	(13)	(21.9%)
Total URW	**(221)**	**(10.8%)**	**3.8%**	**(14.6%)**	**(104)**	**(5.1%)**	**(117)**	**(6.0%)**

Figures may not add up due to rounding.

CONVENTION & EXHIBITION PORTFOLIO

VALUATION METHODOLOGY

The valuation methodology adopted by PwC for the venues is mainly based on a discounted cash flow ("DCF") 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 10-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 (€174 Mn).

EVOLUTION OF URW'S CONVENTION & EXHIBITION PORTFOLIO VALUATION

The value of URW's Convention & Exhibition venues, including transfer taxes and transaction costs, amounted to €2,572 Mn (€2,643 Mn).

URW Valuation as at Dec. 31, 2022 (€ Mn)	**2,643**	**(a)**
Like-for-like revaluation	(159)	
Revaluation of non like-for-like assets	13	
Revaluation of shares	(1)	
Capex/Acquisitions/Transfers/Disposals	77	
URW Valuation as at Dec. 31, 2023 (€ Mn)	**2,572**	**(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 €2,542 Mn as at December 31, 2022, and €2,481 Mn as at December 31, 2023.

On a like-for-like basis, net of investments, the value of the Convention & Exhibition venues decreased by -€159 Mn (-6.1%), of which -€53 Mn (-2.0%) in H1-2023 and -€106 Mn (-4.1%) in H2-2023. This decrease was mainly driven by the increase in Weighted Average Cost of Capital ("WACC").

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 Net Asset Value ("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 increased by +€16 Mn (+1.6%) on a like-for-like basis. The positive like-for-like revaluation was mainly impacted by the strong operational performance of the services companies (mostly U2M, Espace Expansion, Property Management in the US), for which expectations have been revised upwards, partly offset by the increase in discount rates and decrease of the UK DD&C business.

URW Valuation as at Dec. 31, 2022 (€ Mn)	**1,052**
Like-for-like revaluation	16
Constant Currency Effect	4
URW Valuation as at Dec. 31, 2023 (€ Mn)	**1,072**

Figures may not add up due to rounding.

Compared to H1-2023 valuation, cash flows have been revised upwards based on 2023 performance.

PROPORTIONATE, IFRS AND GROUP SHARE FIGURES FOR THE PROPERTY PORTFOLIO

The figures presented previously in the property portfolio 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, 2023	€ Mn	%	€ Mn	%	€ Mn	%
Shopping Centres	42,775	86%	41,269	86%	36,539	88%
Offices & Others	3,155	6%	2,881	6%	2,855	7%
Convention & Exhibition	2,572	5%	2,574	5%	1,333	3%
Services	1,072	2%	1,072	2%	1,015	2%
Total URW	**49,574**	**100%**	**47,796**	**100%**	**41,742**	**100%**
URW Asset portfolio valuation – Dec. 31, 2022	€ Mn	%	€ Mn	%	€ Mn	%
Shopping Centres	45,209	87%	43,430	86%	38,510	88%
Offices & Others	3,346	6%	3,125	6%	3,094	7%
Convention & Exhibition	2,643	5%	2,644	5%	1,372	3%
Services	1,052	2%	1,052	2%	990	2%
Total URW	**52,250**	**100%**	**50,251**	**100%**	**43,967**	**100%**
URW Like-for-like change – net of investments – 2023	€ Mn	%	€ Mn	%	€ Mn	%
Shopping Centres	(1,638)	(4.0%)	(1,213)	(3.7%)	(981)	(3.5%)
Offices & Others	(221)	(10.8%)	(215)	(10.6%)	(210)	(10.6%)
Convention & Exhibition	(159)	(6.1%)	(159)	(6.1%)	(85)	(6.2%)
Services	16	1.6%	16	1.6%	22	2.2%
Total URW	**(2,003)**	**(4.3%)**	**(1,570)**	**(4.1%)**	**(1,254)**	**(3.9%)**
URW Like-for-like change – net of investments – 2023 – split rent/yield impact	Rent impact %	Yield impact %	Rent impact %	Yield impact %	Rent impact %	Yield impact %
Shopping Centres	5.3%	(9.4%)	5.0%	(8.7%)	5.0%	(8.5%)
Offices & Others	3.8%	(14.6%)	4.2%	(14.8%)	4.2%	(14.8%)
URW Net Initial Yield	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2023	Dec. 31, 2022
Shopping Centres[(a)]	5.3%	4.9%	5.3%	4.8%	5.3%	4.9%
Offices & Others – occupied space[(b)]	5.9%	4.9%	5.9%	4.9%	5.9%	5.0%

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, 2023 (€Mn)	Asset portfolio valuation (including transfer taxes)
Total URW on a proportionate basis	**49,574**
(-) Assets joint-controlled on a proportionate basis	(7,680)
(+) Share investments in assets joint-controlled	5,902
Total URW under IFRS	**47,796**

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.

Considering the limited public data available, the complexity of real estate asset valuations, as well as the fact that appraisers use the non-public rent rolls of the Group's assets in their valuations, URW believes it is appropriate to classify its assets under Level 3. In addition, unobservable inputs, including appraisers' assumptions on growth rates, DR 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 DCF and/or yield methodologies using compound annual growth rates ("CAGR") as determined by the appraisers.

Shopping Centres – Dec. 31, 2023		Net Initial Yield	Rent in € per sqm[(a)]	Discount Rate[(b)]	Exit Capitalisation Rate[(c)]	CAGR of NRI[(d)]
France	Max.	7.8%	968	10.0%	20.0%	21.2%
	Min.	3.5%	160	6.7%	4.7%	3.6%
	Weighted average	4.9%	635	6.9%	4.9%	5.2%
Spain	Max.	10.6%	620	14.0%	9.5%	4.2%
	Min.	5.0%	136	7.9%	5.3%	2.7%
	Weighted average	5.8%	411	8.4%	5.6%	3.3%
Central Europe	Max.	9.2%	734	9.8%	9.5%	2.9%
	Min.	6.0%	148	7.5%	5.6%	1.5%
	Weighted average	6.3%	484	7.9%	5.9%	2.0%
Austria	Max.	5.4%	449	7.0%	5.1%	4.4%
	Min.	5.3%	343	7.0%	5.1%	3.0%
	Weighted average	5.3%	393	7.0%	5.1%	3.7%
Germany	Max.	7.6%	528	9.4%	7.3%	5.0%
	Min.	5.0%	158	6.6%	5.0%	1.4%
	Weighted average	5.9%	308	7.3%	5.4%	3.3%
Nordics	Max.	6.4%	467	7.9%	5.9%	4.9%
	Min.	4.6%	296	6.9%	4.9%	3.4%
	Weighted average	5.1%	390	7.1%	5.1%	3.6%
The Netherlands	Max.	8.1%	397	8.3%	7.1%	3.3%
	Min.	5.2%	283	6.5%	5.0%	1.3%
	Weighted average	5.6%	369	6.7%	5.4%	2.9%
UK	Max.	6.4%	631	10.5%	9.8%	23.6%
	Min.	0.8%	44	7.7%	6.6%	1.9%
	Weighted average	6.2%	319	8.0%	6.9%	2.6%
US	Max.	12.2%	1,438	14.0%	12.0%	9.5%
	Min.	3.2%	345	6.8%	5.0%	1.9%
	Weighted average	4.9%	767	7.4%	5.5%	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 (duration of the DCF model used either 6 or 10 years).

(1) EPRA Position Paper on IFRS 13 – Fair value measurement and illustrative disclosures, February 2013.

For the US, the split between Flagships and Regionals was as follows:

Shopping Centres – Dec. 31, 2023		Net Initial Yield	Rent in € per sqm[a]	Discount Rate[b]	Exit Capitalisation Rate[c]	CAGR of NRI[d]
US Flagships incl. CBD assets	Max.	6.1%	1,438	7.8%	6.0%	9.5%
	Min.	3.2%	476	6.8%	5.0%	2.5%
	Weighted average	4.6%	842	7.2%	5.3%	5.0%
US Regionals	Max.	12.2%	593	14.0%	12.0%	4.5%
	Min.	7.8%	345	10.0%	8.3%	1.9%
	Weighted average	9.4%	421	10.9%	9.2%	2.9%

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 (10 years).

The ECR[1] used by appraisers in December 2023 valuations increased by +50 bps on average compared to the ones in December 2022 valuations, including:

- In Continental Europe from 4.7% to 5.3%;
- In the UK from 6.7% to 6.9%; and
- In the US from 5.1% to 5.5% (from 4.8% to 5.3% for the US Flagships and from 8.0% to 9.2% for the US Regionals).

The DR[1] used by appraisers in December 2023 valuations increased by +40 bps on average compared to the ones in December 2022 valuations, including:

- In Continental Europe from 6.9% to 7.3%;
- In the UK stabilised at 8.0%; and
- In the US from 7.0% to 7.4% (from 6.8% to 7.2% for the US Flagships and from 9.5% to 10.9% for the US Regionals).

This increase in ECR and DR in 2023 took place at a time when 10-year risk-free rates decreased on average by -48 bps in the countries where the Group operates, specifically -66 bps in Continental Europe[2] and -13 bps in the UK, when they remained flat in the US.

This increase in ECR and DR is partly compensated by higher cash flow with a 10-year NRI CAGR of 3.9% from 2023 and 4.3% from 2022 (vs. 4.0% for valuations as at December 31, 2022) as a result of the strong operating performance seen in 2023. It includes a CAGR of indexation of 2.4% in Continental Europe.

	CAGR of NRI determined by the appraisers in the DCF	CAGR of NRI – Starting from Dec. 31, 2022	
Shopping Centres	Valuations as at Dec. 31, 2023	Valuations as at Dec. 31, 2023	Valuations as at Dec. 31, 2022
France	5.2%	5.2%	4.9%
Spain	3.3%	5.0%	4.3%
Central Europe	2.0%	3.5%	2.9%
Austria	3.7%	3.3%	3.1%
Germany	3.3%	3.4%	3.3%
Nordics	3.6%	3.7%	3.5%
The Netherlands	2.9%	3.6%	3.9%
UK	2.6%	3.3%	2.5%
US Flagships incl. CBD	5.0%	4.7%	5.0%
US Regionals	2.9%	1.7%	2.3%
Average URW	**3.9%**	**4.3%**	**4.0%**

As a consequence, the NRI of the exit year used by appraisers in December 2023 valuations increased in Continental Europe (+7.9%), in the US (+4.8%) and in the UK (+3.9%) compared to those reflected in December 2022 valuations.

(1) Restated from 2023 disposals.
(2) Weighted by GMV.

4.1.4.B 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, 2023, the Equity attributable to the holders of the Stapled Shares (which excludes both the Hybrid securities and the External non-controlling interests) came to €15,386 Mn.

The Equity attributable to the holders of the Stapled Shares incorporated the net recurring profit in the period of €1,409 Mn and the net negative impact in the period of -€3,038 Mn as a result of negative valuation movements and negative mark-to-market of financial instruments.

FULLY DILUTED NUMBER OF SHARES

Dilution from securities giving access to share capital as at December 31, 2023, was computed for those instruments which were "in the money" and having fulfilled the performance conditions.

In accordance with IFRS, financial instruments 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 exercise of "in the money" Stock Options and Performance Shares with the performance conditions fulfilled as at December 31, 2023 as well as the retention shares would have led to a rise in the number of shares by +1,367,361. The dilution of the exercise of "in the money" Stock Options generates an increase of +€26 Mn on the equity attributable to the holders of the Stapled Shares.

As at December 31, 2023, the fully diluted number of shares taken into account for the EPRA measures calculations was 140,408,752.

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 Net Tangible Assets ("NTA") and EPRA NDV calculation.

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, 2023.

As a result, and consistent with the EPRA methodology, for the purpose of the EPRA NRV calculation, deferred taxes (€1,851 Mn) were added back for the calculation of EPRA NRV, and for the calculation of the EPRA NTA. For the EPRA NTA calculation, -€925 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 €614 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 FX retranslation remains in all 3 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 of -€175 Mn as at December 31, 2023, was excluded 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) of -€670 Mn was deducted 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 of -€783 Mn have been deducted 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 Unibail-Rodamco 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 positive impact of +€2,549 Mn as at December 31, 2023. 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 +€1,097 Mn, which was added only for the purpose of the EPRA NRV calculation.

(1) Refer to the EPRA website for more detail: https://www.epra.com/application/files/3115/7287/4349/EPRA_BPR_Guidelines_241019.pdf.

REAL ESTATE TRANSFER TAX

As at December 31, 2023, the transfer taxes and costs deducted from asset values in the statement of financial position (in accordance with IFRS) amounted to €1,795 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, 2023, 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 +€450 Mn.

URW'S EPRA NRV

URW's EPRA NRV stood at €20,594 Mn or €146.70 per share (fully diluted) as at December 31, 2023. The EPRA NRV per share decreased by -€9.00 (or -5.8%) compared to December 31, 2022.

The decrease of -€9.00 compared to December 31, 2022, was the sum of: (i) -€13.64 per share of changes in Equity attributable to the holders of the Stapled Shares including mainly the Recurring Net Result, the Revaluation of Investment Properties, the Mark-to-market of debt and financial instruments, and the Impairment of goodwill; and (ii) +€4.64 per share of changes due to NAV adjustments, including mainly the impacts of fair value of financial instruments adjustment, of real estate transfer taxes, of intangible assets and of deferred taxes on the Balance sheet.

URW'S EPRA NTA

URW's EPRA NTA stood at €15,773 Mn or €112.30 per share (fully diluted) as at December 31, 2023. The EPRA NTA per share decreased by -€8.70 (or -7.2%) compared to December 31, 2022.

The decrease of -€8.70 compared to December 31, 2022, was the sum of: (i) -€13.64 per share of changes in Equity attributable to the holders of the Stapled Shares including mainly the Recurring Net Result, the Revaluation of Investment Properties, the Mark-to-market of debt and financial instruments, and the Impairment of goodwill; and (ii) +€4.94 per share of changes due to NAV adjustments, including mainly the impacts of fair value of financial instruments adjustment, of impairment or changes in goodwill as per the IFRS balance sheet, intangible assets and of deferred taxes.

URW'S EPRA NDV

URW's EPRA NDV stood at €17,116 Mn or €121.90 per share (fully diluted) as at December 31, 2023. The EPRA NDV per share decreased by -€26.50 (or -17.9%) compared to December 31, 2022.

The decrease of -€26.50 compared to December 31, 2022 was the sum of: (i) -€13.64 per share of changes in Equity attributable to the holders of the Stapled Shares including mainly the Recurring Net Result, the Revaluation of Investment Properties, the Mark-to-market of debt and financial instruments, and the Impairment of goodwill; and (ii) -€12.86 per share of changes due to NAV adjustments corresponding to the impact of fair value adjustment of fixed interest rate debt.

See details in table "Evolution of EPRA NRV, EPRA NTA and EPRA NDV – per share (fully diluted)" in section 4.1.4.C.

4.1.4.C EPRA NET ASSET VALUE METRICS TABLE

	Dec. 31, 2023		
(€Mn)	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**15,386**	**15,386**	**15,386**
Include/Exclude:*			
i) Hybrid instruments/Effect of exercise of Stock Options	26	26	26
Diluted NAV	**15,412**	**15,412**	**15,412**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[(a)] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[(b)]	0	0	0
iii) Revaluation of tenant leases held as finance leases[(c)]	0	0	0
iv) Revaluation of trading properties[(d)]	0	0	0
Diluted NAV at Fair Value	**15,412**	**15,412**	**15,412**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[(e)] detailed below:			
v.a) Reversal of deferred taxes on balance sheet	1,851	1,851	–
v.b) Effective deferred taxes on capital gains	–	(925)	–
vi) Fair value of financial instruments	614	614	–
vii) Goodwill as a result of deferred tax	(175)	(175)	(175)
viii.a) Goodwill as per the IFRS balance sheet (net of vii))	–	(670)	(670)
viii.b) Intangibles as per the IFRS balance sheet	–	(783)	–
Include:*			
ix) Fair value of fixed interest rate debt	–	–	2,549
x) Revaluation of intangibles to fair value	1,097	–	–
xi) Real estate transfer tax[(f)]	1,795	450	–
NAV	**20,594**	**15,773**	**17,116**
Fully diluted number of shares	140,408,752	140,408,752	140,408,752
NAV per share	**€146.70**	**€112.30**	**€121.90**

Figures may not add up due to rounding.
(a) Difference between development property held on the balance sheet at cost and fair value of that development property.
(b) Revaluation of intangibles are presented under adjustment x. Revaluation of Intangibles to fair value is not under this line item.
(c) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(d) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(e) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(f) 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.

(€Mn)	Dec. 31, 2022 EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**17,189**	**17,189**	**17,189**
Include/Exclude:*			
i) Hybrid instruments	–	–	–
Diluted NAV	**17,189**	**17,189**	**17,189**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[(a)] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[(b)]	0	0	0
iii) Revaluation of tenant leases held as finance leases[(c)]	0	0	0
iv) Revaluation of trading properties[(d)]	0	0	0
Diluted NAV at Fair Value	**17,189**	**17,189**	**17,189**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[(e)] detailed below:			
v.a) Reversal of deferred taxes on balance sheet	1,788	1,788	–
v.b) Effective deferred taxes on capital gains	–	(894)	–
vi) Fair value of financial instruments	265	265	–
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	–	(821)	–
Include:*			
ix) Fair value of fixed interest rate debt	–	–	4,596
x) Revaluation of intangibles to fair value	1,018	–	–
xi) Real estate transfer tax[(f)]	1,642	436	–
NAV	**21,725**	**16,884**	**20,706**
Fully diluted number of shares	139,500,420	139,500,420	139,500,420
NAV per share	**€155.70**	**€121.00**	**€148.40**

Figures may not add up due to rounding.
(a) Difference between development property held on the balance sheet at cost and fair value of that development property.
(b) Revaluation of intangibles are presented under adjustment x. Revaluation of Intangibles to fair value is not under this line item.
(c) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(d) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(e) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(f) 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 **Management discussion & analysis**

(€Mn)	EPRA NRV Dec. 31, 2023	June 30, 2023	Dec. 31, 2022
Equity attributable to the holders of the Stapled Shares (IFRS)	**15,386**	**16,419**	**17,189**
Include/Exclude:*			
i) Hybrid instruments/Effect of exercise of Stock Options	26	–	–
Diluted NAV	**15,412**	**16,419**	**17,189**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[a] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[b]	0	0	0
iii) Revaluation of tenant leases held as finance leases[c]	0	0	0
iv) Revaluation of trading properties[d]	0	0	0
Diluted NAV at Fair Value	**15,412**	**16,419**	**17,189**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[e] detailed below:			
v.a) Reversal of deferred taxes on balance sheet	1,851	1,785	1,788
v.b) Effective deferred taxes on capital gains	–	–	–
vi) Fair value of financial instruments	614	309	265
vii) Goodwill as a result of deferred tax	(175)	(177)	(177)
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	1,097	912	1,018
xi) Real estate transfer tax[f]	1,795	1,850	1,642
EPRA NRV	**20,594**	**21,098**	**21,725**
Fully diluted number of shares	140,408,752	139,985,638	139,500,420
EPRA NRV per share	**€146.70**	**€150.70**	**€155.70**
% of change over six months	**(2.7%)**	**(3.2%)**	**(4.7%)**
% of change over one year	**(5.8%)**	**(7.8%)**	**(2.4%)**

Figures may not add up due to rounding.
(a) Difference between development property held on the balance sheet at cost and fair value of that development property.
(b) Revaluation of intangibles are presented under adjustment x. Revaluation of Intangibles to fair value is not under this line item.
(c) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(d) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(e) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(f) 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, 2022, per share		**€155.70**	**€121.00**	**€148.40**
Recurring Net Result		**10.14**	**10.14**	**10.14**
Revaluation of Investment Properties[a]		(17.69)	(17.69)	(17.69)
Shopping Centres	(14.28)			
Offices & Others	(2.98)			
Convention & Exhibition	(0.42)			
Depreciation or impairment of intangibles		(0.14)	(0.14)	(0.14)
Impairment of goodwill		(1.50)	(1.50)	(1.50)
Capital gain on disposals		(0.10)	(0.10)	(0.10)
Subtotal revaluations, impairments and capital gain on disposals		**(19.43)**	**(19.43)**	**(19.43)**
Mark-to-market of debt and financial instruments		(2.57)	(2.57)	(2.57)
Taxes on non-recurring result		0.42	0.42	0.42
Other non-recurring result		(0.06)	(0.06)	(0.06)
Subtotal non-recurring financial expenses, taxes and other		**(2.21)**	**(2.21)**	**(2.21)**
Distribution		**–**	**–**	**–**
Other changes in Equity attributable to the holders of the Stapled Shares		**(2.14)**	**(2.14)**	**(2.14)**
Total changes in Equity attributable to the holders of the Stapled Shares		**(13.64)**	**(13.64)**	**(13.64)**
Impact of potential issuance of Stock Options and number of shares		0.19	0.19	0.19
Revaluation of Investment Properties (operating assets)		–	–	–
Impact of deferred taxes on balance sheet and effective deferred taxes		0.45	0.23	–
Impact of fair value of financial instruments adjustment		2.48	2.48	–
Impact of impairment or changes in goodwill as per the IFRS balance sheet		0.01	1.67	1.67
Impact of real estate transfer tax		1.09	0.10	–
Impact from intangible assets		0.57	0.27	–
Impact of fair value adjustment of fixed interest rate debt		–	–	(14.58)
Impact of change in the number of fully diluted Stapled Shares		(0.15)	0.01	(0.13)
Total changes due to NAV adjustments		**4.64**	**4.94**	**(12.86)**
As at Dec. 31, 2023, per share (fully diluted)		**€146.70**	**€112.30**	**€121.90**

Figures may not add up due to rounding.
(a) Revaluation of property assets is -€13.48 per share on a like-for-like basis, of which -€29.02 due to the yield effect and +€15.54 due to the rent effect.

4.1.5 FINANCIAL RESOURCES[(1)]

2023 was marked by a significant rates increase and high volatility in credit markets, driven by uncertainties around geopolitical tensions, concerns over economic prospects and monetary policy.

However, year-end saw a decrease in rates, as Central Banks hinted the end of these rates hike cycles on the back of decreasing inflation. Thanks to this improved market sentiment, credit markets rallied with bond issuance volumes surging at year-end.

URW took advantage of the favourable market conditions in early December to issue a €750 Mn 7-year green bond, that garnered a strong investor demand, achieving an oversubscription of 6.1 times at peak.

Overall, in 2023, URW raised €3,250 Mn (€3,559 Mn on a proportionate basis) of medium to long-term funds in the bond and bank markets (including credit facilities renewals), further strengthening its liquidity position.

In addition, in June 2023, the Group successfully completed an Exchange Offer on its €1.25 Bn Perp-NC23 hybrid notes into a combination of new hybrid notes and cash, achieving a participation rate of 92%.

As at December 31, 2023, the Group had €13.6 Bn of cash on hand and undrawn credit lines (€13.7 Bn on a proportionate basis) including €5.5 Bn of cash on hand (€5.6 Bn on a proportionate basis).

This liquidity position increased by c. €0.6 Bn compared to the 2022 year-end position which stood at €13.0 Bn (€13.2 Bn on a proportionate basis) including €3.3 Bn (€3.5 Bn on a proportionate basis) of cash on hand. It takes into account €1.1 Bn of financing repayment including partial hybrid repayment in 2023.

As at December 31, 2023:
- The Interest Coverage Ratio ("ICR") was 4.2x (4.2x);
- The Funds From Operations ("FFO") to Net Financial Debt ("NFD") Ratio ("FFO/NFD") was 7.8% (7.6%);
- The Loan-to-Value ("LTV") ratio[(2)] was 41.8%[(3)] (41.2%); and
- The Net debt/EBITDA ratio[(4)] was 9.3x (9.6x).

The average cost of debt for the period was 1.8% (2.0%), representing the blended average cost of 1.2% for Euro denominated debt and 4.2% for USD and GBP denominated debt as a result of improved cash remuneration on an increasing cash position and a stable cost of gross debt thanks to hedges in place.

4.1.5.A DEBT STRUCTURE AS AT DECEMBER 31, 2023[(5)]

The Group's net debt[(6)] both on an IFRS basis (€19,967 Mn) and on a proportionate basis[(7)] (€21,378 Mn) continued to decrease over 2023, primarily as a result of:
- The completion of disposals and foreclosures (€0.8 Bn on an IFRS basis and €1.1 Bn on a proportionate basis);
- Retained cash flow over the period; and
- FX evolution on the debt raised in USD and GBP (impact of €130 Mn and €143 Mn on an IFRS and proportionate basis respectively)[(8)].

Partly offset by:
- Capital expenditure spent over the period; and
- The €155 Mn cash amount used to repay part of the Perp-NC23 hybrid.

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[(9)].

Following its successful Exchange Offer on its Perp-NC23 Hybrid, the total amount of outstanding hybrids issued by the Group decreased from €2,000 Mn to €1,845 Mn.

In addition to the disposals closed in 2023:
- On July 24, 2023, URW has signed a Sale, Purchase and Escrow Agreement with a non-refundable cash deposit for Westfield Oakridge. The transaction is expected to be completed in Q2-2024; and
- On January 30, 2024, URW completed the disposal of Equinoccio.

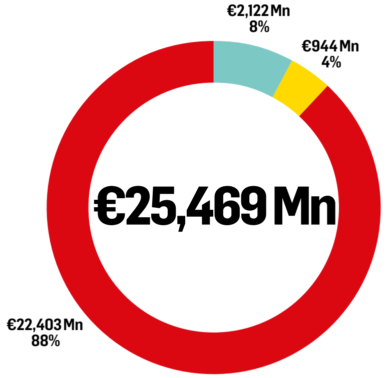
The additional net debt reduction from the sale of these assets would amount in total to €0.2 Bn both on an IFRS and a proportionate basis.

(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 table in section 4.1.5.D). 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, 2022.
(2) Net financial debt (or "net 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 (43.4% excluding transfer taxes).
(3) Excluding €726 Mn of goodwill not justified by fee business as per the Group's European bank debt leverage covenants (€779 Mn on a proportionate basis).
(4) On last 12-month basis.
(5) 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 outstanding hybrid securities are available at: https://www.urw.com/en/investors/financing-activity/bond-issues
(6) After impact of derivative instruments on debt raised in foreign currencies. Excluding financial leases accounted as debt under IFRS 16 and partners' current account.
(7) 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.
(8) Based on following exchange rates as at December 31, 2023: EUR/USD 1.105 and EUR/GBP 0.86905 vs. exchange rates as at December 31, 2022: EUR/USD 1.0666 and EUR/GBP 0.8869.
(9) Barring exceptional circumstances (change of control).

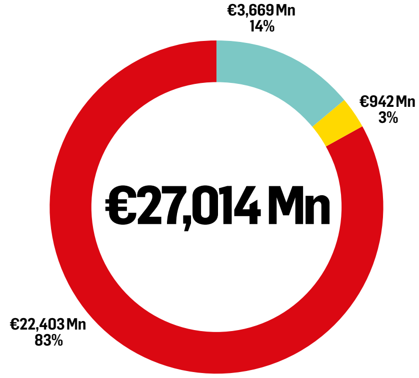
GROSS DEBT BREAKDOWN AS AT DECEMBER 31, 2023[1]

BREAKDOWN BY FINANCING SOURCES

IFRS DEBT



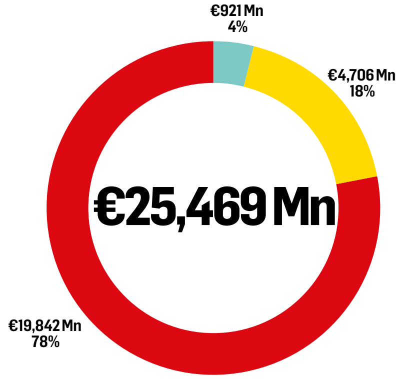
PROPORTIONATE DEBT



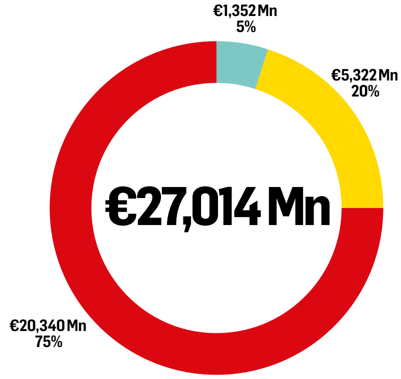
EMTN & Bonds | Mortgages | Bank loans and overdraft

BREAKDOWN BY CURRENCY

IFRS DEBT



PROPORTIONATE DEBT



EUR | GBP | USD

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

FUNDS RAISED

BOND MARKET:

On December 4, 2023, the Group secured additional liquidity through the successful issuance of a green bond of €750 Mn with a 7-year maturity and a 4.125% coupon (i.e. Mid swap +145 bps, corresponding to no new issue premium), URW's first green bond in the Euro bond market since 2015 and its first senior bond issuance since May 2021.

The bond received strong demand from investors, achieving an oversubscription of 6.1 times and an order book of more than €4.5 Bn at peak, reflecting investors' appetite for URW's credit.

The bond's proceeds will finance or refinance Eligible Green Assets in line with the Group's 2022 Green Financing Framework(1). It aligns with the Group's sustainability strategy and its Better Places roadmap(2) shared with the market on October 10, 2023.

BANK DEBT AND CREDIT FACILITY:

In 2023, €1,391 Mn of corporate bank debt and credit facilities were completed, including:

- €300 Mn sustainability-linked term loans with an average maturity of 2.8 years; and
- €1,091 Mn new sustainability-linked bilateral credit facilities with an average maturity of 4.2 years.

Furthermore, the Group extended by one year the maturity of €3,675 Mn existing European credit facilities (including €3,200 Mn under sustainability-linked format).

MORTGAGE DEBT:

Mortgage debt was also raised in 2023 for a total amount of €1,726 Mn(3), including the following asset backed financings:

- Westfield Galleria at Roseville: $275 Mn floating mortgage loan with an equivalent coupon of 6.55%(4) and a 5-year(5) maturity. This debt has been consolidated at 100% in the Group's IFRS and proportionate accounts;
- Paunsdorf Center: €120 Mn fixed mortgage loan with a spread of Mid swap +141 bps and a 5-year maturity to refinance maturing mortgage debt. This debt has been consolidated at share in the Group's proportionate accounts(6);
- Westfield Century City: $925 Mn floating CMBS with a spread of SOFR +280.7 bps and a 5-year(7) maturity. This debt has been consolidated at 100% in the Group's IFRS and proportionate accounts; and
- Westfield Garden State Plaza: $525 Mn fixed CMBS with a spread of US Treasury +234 bps and a 5-year maturity. This debt has been consolidated at share in the Group's proportionate accounts(8).

SHORT TO MEDIUM-TERM PAPER:

URW did not issue any short-term paper, due to the Group's high liquidity position in 2023.

HYBRID INSTRUMENTS:

On June 20, 2023, the Group launched an any-and-all par-for-par Exchange Offer on its €1.25 Bn Perp-NC23 hybrid notes for a combination of (i) new Euro denominated Perp-NC28 hybrid notes with a 7.25% coupon and (ii) a cash amount when applicable.

The first of its kind by a corporate issuer, the Exchange Offer was successfully completed on June 26, 2023(9), with a participation rate of 92%. As a result of this Exchange Offer, the Group's hybrid instruments decreased by 7.8% from €2,000 Mn to €1,845 Mn including:

- €100 Mn of Hybrid Perp-NC23;
- €750 Mn of Hybrid Perp-NC26; and
- €995 Mn of Hybrid Perp-NC28.

As at October 25, 2023, the coupon of the remaining Hybrid Perp-NC23 was reset at 5.142%(10) in line with the contractual provisions and the Group's decision not to exercise its option to call this instrument(11) following the Exchange Offer.

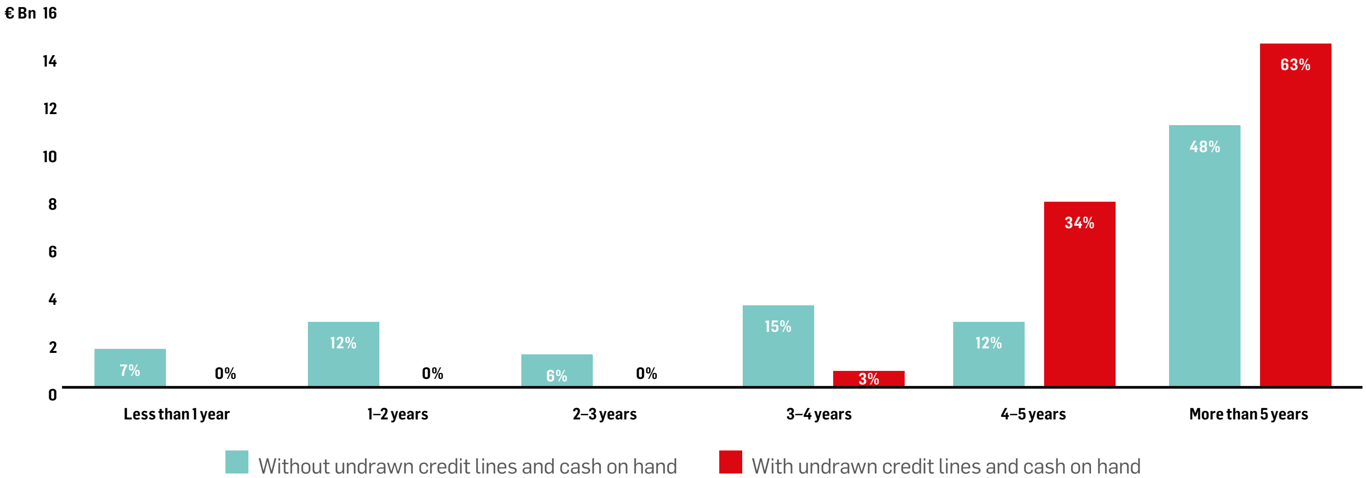
(1) The Green Financing Framework is available under: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/INVESTORS/Financing-Activity/Sustainable-Financing/Framework/2022/20221116-URW-Green-Financial-Framework-Brochure.ashx
(2) The Better Places roadmap is available under: https://www.urw.com/2023-sustainability-investor-event
(3) At 100%.
(4) Including the hedging instrument put in place to limit the Group's exposure to the interest rate movement.
(5) Subject to covenants.
(6) As Paunsdorf Center is consolidated at 50.0% (at share) in URW's proportionate accounts, only €60 Mn (URW share) of the non-recourse debt raised by the asset-owning JV, will be consolidated in URW's proportionate debt. No debt consolidated under IFRS.
(7) Subject to covenants.
(8) As Westfield Garden State Plaza is consolidated at 50.0% (at share) in URW's proportionate accounts, only $262.5 Mn (URW share) of the non-recourse debt raised by the asset-owning JV, will be consolidated in URW's proportionate debt. No debt consolidated under IFRS.
(9) Settlement Date on July 3, 2023.
(10) Equal to the sum of the 5-Year Euro Mid Swaps as at October 23, 2023, and the Relevant Margin (i.e. 1.675% until October 24, 2028).
(11) As announced in the June 20, 2023 press release: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Nasdaq/2023-06-20URW-announces-an-Exchange-Offer-on-its-Perp-NC-2023-hybrid.pdf?revision=a494708a-6369-4026-ab58-3b83927929c1

DEBT MATURITY AS AT DECEMBER 31, 2023

The average maturity of the Group's debt, considering the undrawn credit lines[1] and cash on hand stood at 7.8 years and at 6.2 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, 2023.

DEBT MATURITY PROFILE AS AT DECEMBER 31, 2023



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:

Debt repayment needs over next 12 months	IFRS	Proportionate
Bonds	€1,599 Mn	€1,599 Mn
Bank loans, Mortgage & overdraft	€169 Mn	€326 Mn
Total	**€1,768 Mn**	**€1,924 Mn**
Cash on hand	**€5,502 Mn**	**€5,636 Mn**

Figures may not add up due to rounding.

In addition, as at December 31, 2023:

- The total amount of undrawn credit lines[1] was €8,060 Mn (€9,655 Mn), including a $1.5 Bn (c. €1.3 Bn) multi-currency revolving credit facility;
- The average residual maturity of these undrawn credit lines stands at 3.0 years;
- The credit facilities maturing over the next 12 months amount to €2.1 Bn including the current $1.5 Bn (c. €1.3 Bn) multi-currency revolving credit facility. In early February 2024, the Group renewed part of these credit lines through a new €1.95 Bn sustainability-linked revolving credit facility with a 5-year maturity, extending the average residual maturity of the Group's undrawn credit lines to 4.1 years; and URW is considering opportunities to extend or renew part of the remaining €0.2 Bn maturing lines.

The Group's liquidity (including cash on hand and undrawn credit facilities) covers its debt maturities for more than the next 36 months.

AVERAGE COST OF DEBT

The average cost of debt as at December 31, 2023, was 1.8% (2.0%), representing the blended average cost of 1.2% for EUR denominated debt and 4.2% for USD and GBP denominated debt.

The Group's cost of debt decreased over 2023 despite increase in rates since H2-2022 as a result of improved cash remuneration on its increasing cash position and a stable cost of gross debt thanks to hedges in place.

4.1.5.B RATINGS

URW has a solicited rating from both Standard & Poor's (S&P) and Moody's.

- On April 14, 2023, S&P published a research update confirming the "BBB+" long-term rating of the Group with "stable" outlook.
- On June 2, 2023, Moody's published a credit opinion with no action on the Group's Baa2 long-term rating with "stable" outlook.
- The Group's ratings remained unchanged as a result of the completion of the Exchange Offer, as announced by rating agencies in their respective press releases published on June 20, 2023.
- On December 18, 2023, S&P published a tearsheet with no action on the Group's rating.
- In the context of the reinstatement of its distribution, both rating agencies confirmed in January 2024 that this distribution would have no impact on the Group's rating.

(1) Subject to covenants.

4.1.5.C 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 (i) interest rate fluctuations on the debt it has taken out to finance its investments and maintain the cash position it requires and (ii) exchange rate fluctuations due to the Group's activities in countries outside the Eurozone, in particular in the US and the UK.

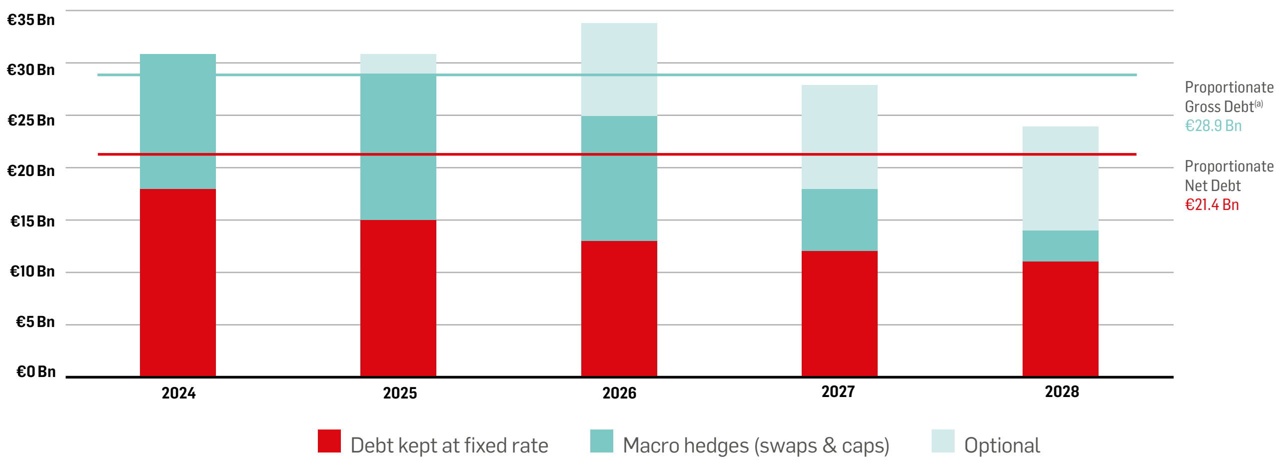
INTEREST RATE RISK MANAGEMENT

Over 2023, the Group adjusted its hedging position in view of its current disposal and investment plans, its existing hedging programme and debt[(1)] as well as the debt the Group expects to raise in the coming years. The cost of these adjustments including new instruments implemented in 2023 was -€19.4 Mn.

The Group's net interest rate position[(2)] is fully hedged for 2024 and the following years.

ANNUAL PROJECTION OF AVERAGE HEDGING AMOUNTS AND FIXED RATE DEBT UP TO 2028

(€ Bn – as at December 31, 2023)



(a) Including a total of €1,845 Mn hybrid instruments.

MEASURING INTEREST RATE EXPOSURE

Over 2023, short-term interest rates increased across currencies by: +178 bps for 3M Euribor, +74 bps for 3M SOFR and +146 bps for 3M Sonia, while long-term treasury rates decreased in Continental Europe -66 bps[(3)], and in the UK -13 bps, when they remained flat in the US.

Based on the Group's budgeted net debt in 2024, if interest rates[(4)] (Euribor, SOFR, SONIA) were to increase/decrease, the Group's recurring result in 2024 would be impacted by:

	Euros	USD	GBP	Total eq. EUR
-50 bps interest rate	(€15.9 Mn)	+$5.1 Mn	£0.0 Mn	**(€11.3 Mn)**
-25 bps interest rate	(€8.0 Mn)	+$2.5 Mn	£0.0 Mn	**(€5.7 Mn)**
+25 bps interest rate	+€8.0 Mn	($2.5 Mn)	£0.0 Mn	**+€5.7 Mn**
+50 bps interest rate	+€15.9 Mn	($5.1 Mn)	£0.0 Mn	**+€11.3 Mn**

As shown in the table above, the impact of a rate increase on the recurring financial expenses would be positive as the hedging instruments in place in 2024 are expected to be above budgeted debt.

(1) On a proportionate basis.
(2) The hedging instruments are used to hedge (i) the variable rate debt and (ii) the fixed rate debt immediately converted into variable rate debt, through the Group's macro hedging.
(3) Weighted by GMV.
(4) The impact on exchange rates due to this theoretical increase/decrease in interest rates is not taken into account. The theoretical impact of an increase/decrease in interest rates is calculated relative to the applicable rates as at December 31, 2023: 3M Euribor (3.909%), 3M SOFR (5.3314%) and 3M SONIA (5.206%).

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 impacted 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. FX 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 Mn[(a)]	Euros[(2)]	USD	GBP	Total eq. EUR
Assets[(3)]	35,553	10,199	2,618	47,796
Net Financial Debt	15,238	4,430	625	19,967
IFRS LTV	**42.9%**	**43.4%**	**23.9%**	**41.8%**

Proportionate – in Mn[(a)]	Euros[(2)]	USD	GBP	Total eq. EUR
Assets[(4)]	36,126	11,000	3,036	49,574
Net Financial Debt	15,663	5,079	972	21,378
Proportionate LTV[(5)]	**43.4%**	**46.2%**	**32.0%**	**43.1%**

(a) In local currencies; figures may not add up due to rounding.

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 2024) would have an impact on shareholders' equity and on the recurring net result as follows:

	Impact on	
(€ Mn)	Shareholders' Equity	Recurring Net Result
+10% in EUR/USD	(335.8)	(22.1)
+10% in EUR/GBP	(129.2)	(13.5)
+10% in EUR/SEK	(161.0)	(8.2)

The impact on the recurring net result would be offset by the FX hedging that the Group has put in place against EUR/USD, EUR/GBP and EUR/SEK fluctuations.

4.1.5.D FINANCIAL STRUCTURE

Financial ratios – IFRS	2023	2022
Net debt	€19,967 Mn	€20,696 Mn
GMV	€47,796 Mn	€50,251 Mn
LTV	41.8%	41.2%
ICR	4.2x	4.2x
Net debt/EBITDA[(6)]	9.3x	9.6x
FFO/Net debt	7.8%	7.6%

Financial ratios – Proportionate	2023	2022
Net debt	€21,378 Mn	€22,425 Mn
GMV	€49,574 Mn	€52,250 Mn
LTV	43.1%	42.9%
ICR	3.9x	3.8x
Net debt/EBITDA[(6)]	9.7x	10.2x
FFO/Net debt	7.3%	7.0%

The LTV ratio[(7)] increased as a result of lower valuations (including negative FX impact) and the partial hybrid repayment in cash partly compensated by the net debt decrease.

Proforma for the receipt of the proceeds from the additional disposal secured[(8)], the LTV would stand at 41.5% and 42.8% on a proportionate basis below 2022 level.

Including the hybrid, the proforma LTV would be respectively 45.3% and 46.6% on a proportionate basis (45.2% and 46.7% respectively in 2022).

As a reminder, the Group discloses its LTV ratio (i) on an IFRS basis in accordance with its European financial covenants requirements and (ii) on a proportionate basis as followed by some credit rating agencies.

In compliance with the EPRA[(9)] Best Practices Recommendations guidelines[(10)], the Group also calculated the EPRA LTV, which stood at 54.4% as at December 31, 2023, as a result of the inclusion of hybrid and minority interests' treatment. For more details please see section 4.1.6.

(1) On a proportionate basis.
(2) Including SEK.
(3) Including transfer taxes and excluding €726 Mn of goodwill not justified by fee business.
(4) Including transfer taxes and excluding €779 Mn of goodwill not justified by fee business.
(5) 45.0% excluding transfer taxes.
(6) On a last 12-month basis.
(7) Excluding €726 Mn of goodwill not justified by fee businesses as per the Group's European leverage covenants (€779 Mn on a proportionate basis).
(8) i.e. the disposals of Westfield Oakridge and Equinoccio.
(9) EPRA: European Public Real Estate Association.
(10) See www.epra.com

ICR stood at 4.2x (3.9x on a proportionate basis), in line with its 2022 level, supported by:

- Increasing like-for-like EBITDA; and
- Decreasing cost of debt and debt amount over 2023.

The 2023 Net debt/EBITDA of 9.3x, takes into account the net debt reduction and the ongoing operating performance of the Group in 2023. It would be 10.2x including the hybrids.

In 2024, the Group's Net debt/EBITDA will benefit from the EBITDA contribution of €2.1 Bn development projects to be delivered in 2024 (including Westfield Hamburg, Lightwell, CNIT Eole and the final phase of Coppermaker Square). The proforma Net debt/EBITDA for the full annual effect from these deliveries and remaining Capex to be spent would stand below 9.0x.

FINANCIAL COVENANTS – SUMMARY

CORPORATE DEBT AND CREDIT FACILITIES:

The Group's corporate debt covenants levels and corresponding current ratios are set at:

	December 31, 2023	Europe Credit facility covenants level	US Credit facility covenants level	Rule 144A and Reg S Bonds covenants level
LTV[1]	41.8%	< 60%	< 65%	< 65%
ICR	4.2x	> 2x	> 1.5x	> 1.5x
FFO/NFD	7.8%	> 4%	n/a	n/a
Secured debt ratio	4.0%	n/a	< 50%	< 45%
Unencumbered leverage ratio	1.8x	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, 2023:

- 100% of the Group's credit facilities and loans allow an 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; and
- 100% 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.

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	5% – 7%	21%
Debt to Rent	8.9x	2%
ICR covenants	1.3x – 3.15x	28%
LTV covenants	55% – 75%	49%

- Any breach under these covenants would not lead to a cross-default on the Group's borrowings; and
- 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 LTV or ICR) 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.E LTV RECONCILIATION WITH THE BALANCE SHEET (B/S)

A) UNDER IFRS

(€Mn)	Dec. 31, 2023 IFRS	June 30, 2023 IFRS	Dec. 31, 2022 IFRS
Amounts accounted for in balance sheet	**46,290.8**	**47,625.3**	**48,957.5**
Investment properties at fair value	36,912.8	37,698.6	37,830.8
Investment properties at cost	405.4	418.3	1,162.6
Shares and investments in companies accounted for using the equity method	6,980.3	7,387.8	7,927.1
Other tangible assets	113.0	124.4	137.3
Goodwill	845.2	957.2	1,079.2
Intangible assets	829.6	839.4	820.5
Properties or shares held for sale	204.5	199.7	0.0
Adjustments	**1,504.7**	**1,340.4**	**1,293.5**
Transfer taxes	1,819.6	1,864.8	1,696.6
Goodwill not justified by fee business[(a)]	(725.9)	(837.9)	(959.9)
Revaluation intangible and operating assets	1,200.8	1,175.3	1,301.5
IFRS adjustments, including	(789.8)	(861.8)	(744.6)
Financial leases	*(977.0)*	*(990.7)*	*(898.9)*
Other	*187.2*	*128.9*	*154.3*
Total assets, including transfer taxes (=A)	**47,795.5**	**48,965.7**	**50,251.0**
Total assets, excluding transfer taxes (=B)	**45,975.9**	**47,100.9**	**48,554.4**
Amounts accounted for in balance sheet			
Net share settled bonds convertible into new and/or existing shares (ORNANE)	0.0	0.0	0.0
Non-current bonds and borrowings	25,082.6	24,510.3	24,778.2
Current borrowings and amounts due to credit institutions	1,835.5	1,143.6	725.7
Liabilities directly associated with properties or shares classified as held for sale[(b)]	0.0	108.6	0.0
Total financial liabilities	**26,918.1**	**25,762.5**	**25,503.9**
Adjustments			
Mark-to-market of debt	(0.8)	3.0	4.5
Current accounts with non-controlling interests	(1,354.9)	(1,393.8)	(1,363.4)
Impact of derivative instruments on debt raised in foreign currency	(24.6)	(57.9)	(65.3)
Accrued interest/Issue fees	(68.9)	18.1	(54.2)
Total financial liabilities (nominal value)	**25,468.8**	**24,332.0**	**24,025.4**
Cash & cash equivalents	(5,502.3)	(3,828.8)	(3,329.1)
Net financial debt (=C)	**19,966.5**	**20,503.3**	**20,696.3**
LTV ratio including transfer taxes (=C/A)	**41.8%**	**41.9%**	**41.2%**
LTV ratio excluding transfer taxes (=C/B)	**43.4%**	**43.5%**	**42.6%**

Figures may not add up due to rounding.
(a) Adjustment of goodwill according to bank covenants.
(b) Only include the financial debt classified as held for sale.

B) ON A PROPORTIONATE BASIS

(€Mn)	Dec. 31, 2023 Proportionate	June 30, 2023 Proportionate	Dec. 31, 2022 Proportionate
Amounts accounted for in balance sheet	**47,838.7**	**49,443.2**	**50,756.5**
Investment properties at fair value	44,056.0	45,196.2	46,153.0
Investment properties at cost	454.9	460.6	1,206.0
Shares and investments in companies accounted for using the equity method	1,239.3	1,294.9	1,296.5
Other tangible assets	115.8	127.3	140.3
Goodwill	893.3	1,018.2	1,140.2
Intangible assets	829.5	839.4	820.5
Properties or shares held for sale	249.9	506.6	0.0
Adjustments	**1,734.9**	**1,585.9**	**1,493.1**
Transfer taxes	2,052.1	2,112.9	1,908.4
Goodwill not justified by fee business[(a)]	(778.8)	(898.9)	(1,020.9)
Revaluation intangible and operating assets	1,198.1	1,172.4	1,298.5
IFRS adjustments, including	(736.4)	(800.4)	(692.9)
Financial leases	*(979.2)*	*(992.9)*	*(908.7)*
Other	*242.8*	*192.5*	*215.8*
Total assets, including transfer taxes (=A)	**49,573.5**	**51,029.1**	**52,249.6**
Total assets, excluding transfer taxes (=B)	**47,521.5**	**48,916.2**	**50,341.1**
Amounts accounted for in balance sheet			
Net share settled bonds convertible into new and/or existing shares (ORNANE)	0.0	0.0	0.0
Non current bonds and borrowings	26,440.2	25,831.5	26,470.5
Current borrowings and amounts due to credit institutions	1,992.9	1,380.0	939.1
Liabilities directly associated with properties or shares classified as held for sale[(b)]	30.6	456.9	0.0
Total financial liabilities	**28,463.7**	**27,668.4**	**27,409.7**
Adjustments			
Mark-to-market of debt	0.2	10.1	13.6
Current accounts with non-controlling interests	(1,354.9)	(1,393.7)	(1,363.4)
Impact of derivative instruments on debt raised in foreign currency	(24.6)	(57.9)	(65.3)
Accrued interest/Issue fees	(70.0)	14.1	(55.2)
Total financial liabilities (nominal value)	**27,014.4**	**26,241.1**	**25,939.4**
Cash & cash equivalents	(5,636.5)	(4,008.0)	(3,514.4)
Net financial debt (=C)	**21,378.0**	**22,233.3**	**22,425.1**
LTV ratio including transfer taxes (=C/A)	**43.1%**	**43.6%**	**42.9%**
LTV ratio excluding transfer taxes (=C/B)	**45.0%**	**45.5%**	**44.5%**

Figures may not add up due to rounding.
(a) Adjustment of goodwill according to bank covenants.
(b) Only include the financial debt classified as held for sale.

4.1.6 EPRA PERFORMANCE MEASURES

In compliance with the EPRA Best Practices Recommendations[1], URW summarises the Key Performance measures of 2023 and 2022 below.

4.1.6.A 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

		2023	2022
EPRA Earnings	€ Mn	1,408.9	1,339.3
EPRA Earnings per share	€/share	10.14	9.66
Growth EPRA Earnings per share	%	5.0%	33.1%

B) BRIDGE BETWEEN EARNINGS PER IFRS STATEMENT OF INCOME AND EPRA RECURRING EARNINGS

Recurring Earnings per share (€Mn)	2023	2022
Net Result of the period attributable to the holders of the Stapled Shares	**(1,629.1)**	**178.2**
Adjustments to calculate EPRA Recurring Earnings, exclude:		
(i) Changes in value of investment properties, development properties held for investment and other interests	(2,246.0)	(1,110.6)
(ii) Profits or losses on disposal of investment properties, development properties held for investment and other interests	(10.3)	30.9
(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	–	(3.6)
(v) Impairment of goodwill	(234.0)	–
(vi) Changes in fair value of financial instruments and associated close-out costs	(369.2)	275.9
(vii) Acquisition and other costs on share deals and non-controlling joint venture interests	(8.9)	2.6
(viii) Deferred tax in respect of EPRA adjustments	70.3	0.5
(ix) Adjustments (i) to (viii) above in respect of joint ventures (unless already included under proportional consolidation)	(566.2)	(472.4)
(x) External non-controlling interests in respect of the above	326.3	115.7
EPRA Recurring Earnings	**1,408.9**	**1,339.3**
Average number of shares	138,965,717	138,717,455
EPRA Recurring Earnings per Share (REPS)	**€10.14**	**€9.66**
EPRA Recurring Earnings per Share growth	**5.0%**	**33.1%**

Figures may not add up due to rounding.

(1) See www.epra.com

4.1.6.B EPRA NRV, NTA AND NDV

For a more detailed description of the EPRA NRV, NTA and NDV new metrics, please see section 4.1.4.

A) SYNTHESIS

		Dec. 31, 2023	Dec. 31, 2022	Change
EPRA NRV	€/share	146.70	155.70	(5.8%)
EPRA NTA	€/share	112.30	121.00	(7.2%)
EPRA NDV	€/share	121.90	148.40	(17.9%)

B) DETAILED CALCULATION AS AT DECEMBER 31, 2023

	Dec. 31, 2023		
(€Mn)	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**15,386**	**15,386**	**15,386**
Include/Exclude:*			
i) Hybrid instruments	26	26	26
Diluted NAV	**15,412**	**15,412**	**15,412**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[a] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[b]	0	0	0
iii) Revaluation of tenant leases held as finance leases[c]	0	0	0
iv) Revaluation of trading properties[d]	0	0	0
Diluted NAV at Fair Value	**15,412**	**15,412**	**15,412**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[e] detailed below:			
v.a) Reversal of deferred taxes on balance sheet	1,851	1,851	–
v.b) Effective deferred taxes on capital gains	–	(925)	–
vi) Fair value of financial instruments	614	614	–
vii) Goodwill as a result of deferred tax	(175)	(175)	(175)
viii.a) Goodwill as per the IFRS balance sheet (net of vii))	–	(670)	(670)
viii.b) Intangibles as per the IFRS balance sheet	–	(783)	–
Include:*			
ix) Fair value of fixed interest rate debt	–	–	2,549
x) Revaluation of intangibles to fair value	1,097	–	–
xi) Real estate transfer tax[f]	1,795	450	–
NAV	**20,594**	**15,773**	**17,116**
Fully diluted number of shares	140,408,752	140,408,752	140,408,752
NAV per share	**€146.70**	**€112.30**	**€121.90**

Figures may not add up due to rounding.
(a) Difference between development property held on the balance sheet at cost and fair value of that development property.
(b) Revaluation of intangibles are presented under adjustment x. Revaluation of Intangibles to fair value is not under this line item.
(c) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(d) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(e) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(f) 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 CALCULATION AS AT DECEMBER 31, 2022

	Dec. 31, 2022		
(€Mn)	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**17,189**	**17,189**	**17,189**
Include/Exclude:*			
i) Hybrid instruments	–	–	–
Diluted NAV	**17,189**	**17,189**	**17,189**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[a] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[b]	0	0	0
iii) Revaluation of tenant leases held as finance leases[c]	0	0	0
iv) Revaluation of trading properties[d]	0	0	0
Diluted NAV at Fair Value	**17,189**	**17,189**	**17,189**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[e] detailed below:			
v.a) Reversal of deferred taxes on balance sheet	1,788	1,788	–
v.b) Effective deferred taxes on capital gains	–	(894)	–
vi) Fair value of financial instruments	265	265	–
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	–	(821)	–
Include:*			
ix) Fair value of fixed interest rate debt	–	–	4,596
x) Revaluation of intangibles to fair value	1,018	–	–
xi) Real estate transfer tax[f]	1,642	436	–
NAV	**21,725**	**16,884**	**20,706**
Fully diluted number of shares	139,500,420	139,500,420	139,500,420
NAV per share	**€155.70**	**€121.00**	**€148.40**

Figures may not add up due to rounding.
(a) Difference between development property held on the balance sheet at cost and fair value of that development property.
(b) Revaluation of intangibles are presented under adjustment x. Revaluation of Intangibles to fair value is not under this line item.
(c) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(d) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(e) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(f) 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.C EPRA NET INITIAL YIELDS

The following table provides the Group yields according to the EPRA NIY definitions per segment for URW's NIY (on a proportionate basis):

A) SYNTHESIS

	Dec. 31, 2023		Dec. 31, 2022	
	Shopping Centres[(c)]	Offices & Others[(c)]	Shopping Centres[(c)]	Offices & Others[(c)]
URW yield	**5.3%**	**5.9%**	**4.9%**	**4.9%**
Effect of vacant units		(0.6%)		(0.7%)
Effect of EPRA adjustments on Net Rental Income	0.1%	0.0%	0.1%	0.0%
Effect of estimated transfer taxes and transaction costs	(0.2%)	(0.2%)	(0.1%)	(0.1%)
EPRA topped-up Net Initial Yield[a)]	**5.2%**	**5.2%**	**4.9%**	**4.2%**
Effect of lease incentives	(0.2%)	(1.0%)	(0.3%)	(1.4%)
EPRA Net Initial Yield[(b)]	**5.0%**	**4.2%**	**4.6%**	**2.7%**

Figures may not add up due to rounding.

(a) EPRA topped-up NIY: EPRA NIY adjusted in respect of the expiration of rent-free periods (or other unexpired lease incentives such as discounted rent periods and step rents).

(b) 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 GMV of the portfolio.

(c) Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in the calculation.

B) DETAILED CALCULATION

		Dec. 31, 2023		Dec. 31, 2022	
		Shopping Centres[(a)]	Offices & Others[(a)]	Shopping Centres[(a)]	Offices & Others[(a)]
EPRA topped-up Net Rental Income (=A)	€ Mn	2,073	98	2,062	95
Valuation including transfer taxes (=B)	€ Mn	39,703	1,877	42,027	2,276
EPRA topped-up Net Initial Yield (=A/B)	**%**	**5.2%**	**5.2%**	**4.9%**	**4.2%**
EPRA Net Rental Income (=C)	€ Mn	1,982	78	1,942	62
Valuation including transfer taxes (=B)	€ Mn	39,703	1,877	42,027	2,276
EPRA Net Initial Yield (=C/B)	**%**	**5.0%**	**4.2%**	**4.6%**	**2.7%**

(a) Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in the calculation.

4.1.6.D EPRA LTV

A) DETAILED CALCULATION AS AT DECEMBER 31, 2023

As at Dec. 31, 2023 EPRA LTV Metric (€Mn)	Group IFRS as reported	Proportionate Consolidation Share of JV	Share of material associates[(a)]	Non-controlling Interest[(b)]	Combined
Include:					
Bonds	22,403	0	0	0	22,403
Hybrids	1,845	0	0	0	1,845
Borrowings from financial institutions	3,066	1,545	500	(512)	4,600
Commercial paper	0	0	0	0	0
Net payables	163	39	0	0	202
Gross debt	**27,476**	**1,585**	**500**	**(512)**	**29,049**
Exclude:					
Cash and cash equivalent	5,502	134	132	(191)	5,577
Net debt (=A)	**21,974**	**1,451**	**369**	**(321)**	**23,472**
Include:					
Investment properties at fair value	36,913	7,143	1,748	(5,644)	40,160
Properties under development	405	49	0	(88)	367
Shares and investments in companies accounted for using the equity method	6,980	(5,741)	(1,214)	0	25
Properties held for sale/Inventories	240	74	0	0	313
Intangibles	2,086	0	0	(283)	1,803
Goodwill	119	0	0	0	119
Financial assets	151	0	0	174	326
Total property value (=B)	**46,895**	**1,526**	**533**	**(5,841)**	**43,113**
LTV ratio (=A/B)	**46.9%**				**54.4%**
Transfer taxes (=C)	**1,820**	**232**	**71**	**(328)**	**1,795**
LTV ratio including transfer taxes (=A/(B+C))	**45.1%**				**52.3%**

Figures may not add up due to rounding.
(a) Corresponds to the share of Crossroads, Zlote Tarasy and Triangle project.
(b) Corresponds to the minority stake into the fully consolidated entities.

B) DETAILED CALCULATION AS AT DECEMBER 31, 2022

As at Dec. 31, 2022 EPRA LTV Metric (€Mn)	Group IFRS as reported	Proportionate Consolidation Share of JV	Share of material associates[(a)]	Non-controlling Interest[(b)]	Combined
Include:					
Bonds	22,341	0	0	0	22,341
Hybrids	2,000	0	0	0	2,000
Borrowings from financial institutions	1,685	1,914	491	(522)	3,567
Commercial paper	0	0	0	0	0
Net payables	276	(4)	0	0	272
Gross debt	**26,302**	**1,910**	**491**	**(522)**	**28,181**
Exclude:					
Cash and cash equivalent	3,329	185	107	(153)	3,468
Net debt (=A)	**22,972**	**1,725**	**384**	**(370)**	**24,712**
Include:					
Investment properties at fair value	37,831	8,322	1,747	(5,834)	42,066
Properties under development	1,163	43	0	(92)	1,114
Shares and investments in companies accounted for using the equity method	7,927	(6,631)	(1,251)	0	46
Properties held for sale/Inventories	44	36	0	0	81
Intangibles	2,182	0	0	(295)	1,887
Goodwill	119	0	0	0	119
Financial assets	251	0	0	176	427
Total property value (=B)	**49,517**	**1,771**	**496**	**(6,044)**	**45,740**
LTV ratio (=A/B)	**46.4%**				**54.0%**
Transfer taxes (=C)	**1,697**	**211**	**73**	**(340)**	**1,641**
LTV ratio including transfer taxes (=A/(B+C))	**44.9%**				**52.2%**

Figures may not add up due to rounding.
(a) Corresponds to the share of Crossroads, Zlote Tarasy and Triangle project.
(b) Corresponds to the minority stake into the fully consolidated entities.

4.1.6.E 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 (€Mn)	Dec. 31, 2023	Dec. 31, 2022
Estimated Rental Value of vacant space (=A)	168.1	221.5
Estimated Rental Value of the whole portfolio (=B)	2,945.1	3,073.5
EPRA vacancy rate (=A/B)	**5.7%**	**7.2%**

B) DETAIL PER REGION

EPRA vacancy rate – per region	Dec. 31, 2023	Dec. 31, 2022
Shopping Centres		
France	3.8%	3.2%
Spain	1.5%	2.7%
Southern Europe	**3.2%**	**3.1%**
Central Europe	1.5%	2.4%
Austria	2.6%	1.7%
Germany	3.6%	3.7%
Central and Eastern Europe	**2.5%**	**2.7%**
Nordics	6.9%	5.0%
The Netherlands	3.5%	3.6%
Northern Europe	**5.3%**	**4.4%**
Subtotal Shopping Centres – Continental Europe	**3.2%**	**3.1%**
UK	6.9%	9.4%
Subtotal Shopping Centres – Europe	**3.8%**	**4.1%**
US Flagships	7.3%	8.2%
US Regionals	10.1%	11.7%
US CBD	21.4%	23.9%
Subtotal Shopping Centres – US	**8.5%**	**10.4%**
Total Shopping Centres	**5.4%**	**6.5%**
Offices & Others		
France	10.3%	15.2%
Other countries	17.2%	16.2%
Subtotal Offices & Others – Continental Europe	**11.1%**	**15.4%**
US	38.5%	57.2%
Total Offices & Others	**15.7%**	**25.7%**
Total URW	**5.7%**	**7.2%**

4.1.6.F EPRA COST RATIOS

EPRA references (€Mn)		Proportionate 2023	2022
	Include:		
(i-1)	Administrative expenses	(231.3)	(243.2)
(i-2)	Development expenses	(4.7)	(3.7)
(i-3)	Operating expenses	(438.0)	(414.5)
(ii)	Net service charge costs/fees	(83.0)	(83.1)
(iii)	Management fees less actual/estimated profit element	0.0	0.0
(iv)	Other operating income/recharges intended to cover overhead expenses	0.0	0.0
(v)	Share of Joint Ventures expenses	(12.3)	(13.3)
	Exclude (if part of the above):		
(vi)	Investment Property depreciation	0.0	0.0
(vii)	Ground rents costs	0.0	0.0
(viii)	Service charge costs recovered through rents but not separately invoiced	253.2	250.4
	EPRA Costs (including direct vacancy costs) (=A)	**(516.2)**	**(507.4)**
(ix)	Direct vacancy costs	(83.0)	(83.1)
	EPRA Costs (excluding direct vacancy costs) (=B)	**(433.2)**	**(424.3)**
(x)	Gross Rental Income less ground rents	2,635.7	2,591.8
(xi)	Less: service fee and service charge costs component of Gross Rental Income (if relevant)	(253.2)	(250.4)
(xii)	Add: Share of Joint Ventures (Gross Rental Income less ground rents)	109.8	97.6
	Gross Rental Income (=C)	**2,492.3**	**2,439.0**
	EPRA Cost Ratio (including direct vacancy costs) (=A/C)	**20.7%**	**20.8%**
	EPRA Cost Ratio (excluding direct vacancy costs) (=B/C)	**17.4%**	**17.4%**

Figures may not add up due to rounding.
Note: The calculation is based on the EPRA recommendations and is applied on Shopping Centres and Offices & Others sectors.

4.1.6.G CAPITAL EXPENDITURE

	Proportionate			
	2023		2022	
(€Mn)	100%	Group share	100%	Group share
Acquisitions[(a)]	21.5	15.7	25.7	25.6
Development[(b)]	759.2	727.6	444.4	433.6
Like-for-like portfolio[(c)]	467.9	414.9	319.0	284.5
Other[(d)]	119.7	111.0	90.7	84.8
Total Capex	**1,368.2**	**1,269.1**	**879.8**	**828.5**
Conversion from accruals to cash basis	(106.4)	(97.4)	147.6	128.4
Total Capex on cash basis	**1,261.9**	**1,171.8**	**1,027.4**	**956.9**

Figures may not add up due to rounding.
(a) In 2023, includes mainly acquisitions in France and Spain.
(b) In 2023, includes mainly the Capex related to investments in Fisketorvet, Garbera, CNIT Eole and Lightwell redevelopments and extensions projects as well as to the Coppermaker Square, Westfield Hamburg and Westfield Milano new development projects.
(c) In 2023, includes mainly the Capex related to Westfield Garden State Plaza, Westfield Shopping City Süd, Westfield Parquesur, La Vaguada, Westfield Stratford City and Westfield London. Capex on the like-for-like portfolio includes Capex spent on extension and works on standing assets or refurbishments recently delivered. In 2023, URW spent €117.9 Mn on replacement Capex, Group share.
(d) In 2023, includes eviction costs and tenant incentives, external letting fees, capitalised interest relating to projects and other capitalised expenses of €21.9 Mn, €14.8 Mn, €70.3 Mn and €4.1 Mn, respectively (amounts in Group share).

4.2 OTHER INFORMATION

4.2.1 GROUP CONSOLIDATED DATA

LEASING ACTIVITY[1] – SHOPPING CENTRES

	Lettings/relettings/renewals excluding Pipeline						
				MGR uplift		MGR uplift on deals above 3 years firm duration	
Region	number of leases signed	sqm	MGR (€ Mn)	€ Mn	%	€ Mn	%
Continental Europe	1,336	421,004	221.5	5.2	2.7%	6.8	4.4%
UK	181	118,160	64.5	1.1	2.1%	1.6	3.9%
Total Europe	**1,517**	**539,164**	**286.0**	**6.3**	**2.6%**	**8.4**	**4.3%**
US	760	240,142	162.8	16.7	16.8%	18.2	32.7%
Total URW	**2,277**	**779,306**	**448.7**	**23.0**	**6.8%**	**26.6**	**10.6%**

Figures may not add up due to rounding.

	Lettings/relettings/renewals excluding Pipeline			
	Number of deals above 3 years firm duration		Number of deals below or equal 3 years firm duration	
Region	**2023**	2022	**2023**	2022
Continental Europe	981	952	355	399
UK	121	122	60	74
Total Europe	**1,102**	**1,074**	**415**	**473**
US	491	343	269	329
Total URW	**1,593**	**1,417**	**684**	**802**

	Lettings/relettings/renewals excluding Pipeline			
	MGR signed on deals above 3 years firm duration (€ Mn)		MGR signed on deals below or equal 3 years firm duration (€ Mn)	
Region	**2023**	2022	**2023**	2022
Continental Europe	181.2	174.6	40.2	46.9
UK	52.9	52.2	11.6	16.8
Total Europe	**234.2**	**226.7**	**51.8**	**63.7**
US	117.0	82.0	45.7	48.4
Total URW	**351.2**	**308.7**	**97.5**	**112.2**

Figures may not add up due to rounding.

NET RENTAL INCOME BY SEGMENT

	Net Rental Income (€Mn)			
Segment	**2023**	2022	Change (%)	Like-for like change (%)
Shopping Centres	2,030.9	2,020.9	0.5%	8.0%[a]
Offices & Others	83.8	73.2	14.5%	22.1%
Convention & Exhibition	95.4	132.3	(27.9%)	n/a
Total URW	**2,210.1**	**2,226.3**	**(0.7%)**	**7.3%[b]**

Figures may not add up due to rounding.
(a) Excluding Airports.
(b) Including Airports.

(1) 2022 figures are restated for disposed assets.

NET RENTAL INCOME – SHOPPING CENTRES

	Net Rental Income (€Mn)		
Region	2023	2022	%
Continental Europe	1,361.2	1,325.8	2.7%
UK[(a)]	134.4	116.3	15.6%
Total Europe	**1,495.6**	**1,442.1**	**3.7%**
US including Airports	535.3	578.8	(7.5%)
Total URW including Airports	**2,030.9**	**2,020.9**	**0.5%**

Figures may not add up due to rounding.
(a) Published 2022 NRI was €119.7 Mn, including NRI from offices that has been reclassified to the Offices & Others section in 2023.

	Like-for-like Net Rental Income (€Mn)		
Region	2023	2022	%
Continental Europe	1,311.1	1,195.3	9.7%
UK	129.1	117.3	10.1%
Total Europe	**1,440.2**	**1,312.5**	**9.7%**
US excluding Airports	450.5	438.6	2.7%
Total URW excluding Airports	**1,890.7**	**1,751.2**	**8.0%**

Figures may not add up due to rounding.

	Like-for-like Net Rental Income evolution (%)					
Region	Indexation	Renewals and relettings net of departures	Sales Based Rent	Doubtful debtors	Other	Total
Continental Europe	6.5%	0.4%	1.6%	(1.4%)	2.7%	9.7%
UK	0.0%	5.1%	(0.2%)	0.2%	4.9%	10.1%
Total Europe	**5.9%**	**0.8%**	**1.4%**	**(1.3%)**	**2.9%**	**9.7%**
US excluding Airports	0.0%	9.1%	(3.5%)	(2.2%)	(0.7%)	2.7%
Total URW excluding Airports	**4.4%**	**2.9%**	**0.2%**	**(1.5%)**	**2.0%**	**8.0%**

Figures may not add up due to rounding.

SALES BASED RENTS

	Sales Based Rents (€ Mn)		
Region	2023	2022	%
Continental Europe	54.0	34.8	55.1%
UK	10.9	11.1	(1.6%)
Total Europe	**64.9**	**45.9**	**41.4%**
US excluding Airports	50.8	77.7	(34.6%)
Total URW excluding Airports	**115.7**	**123.6**	**(6.4%)**

Figures may not add up due to rounding.

RETAIL MEDIA & OTHER INCOME

	Retail Media & other income (€ Mn)		
Region	2023	2022	%
Continental Europe	48.3	40.0	20.8%
UK	15.4	15.2	1.6%
Total Europe	**63.7**	**55.1**	**15.5%**
US	57.7	60.4	(4.4%)
Total URW	**121.3**	**115.5**	**5.1%**

Figures may not add up due to rounding.

NET RENTAL INCOME – OFFICES & OTHERS

	Net Rental Income (€Mn)			
Region	**2023**	2022	Change (%)	Like-for like change (%)
France	65.8	53.5	22.9%	37.9%
Other countries	14.4	15.5	(7.1%)	(5.9%)
Total Europe	**80.2**	**69.0**	**16.1%**	**25.2%**
US	3.6	4.1	(12.8%)	(15.5%)
Total URW	**83.8**	**73.2**	**14.5%**	**22.1%**

Figures may not add up due to rounding.

VACANCY – SHOPPING CENTRES

	Vacancy			
	Dec. 31, 2023		June 30, 2023	Dec. 31, 2022
Region	**€Mn**	**%**	%	%
Continental Europe	51.7	3.2%	3.6%	3.1%
UK	19.4	6.9%	8.5%	9.4%
Total Europe	**71.2**	**3.8%**	**4.3%**	**4.1%**
US	81.9	8.5%	9.9%	10.4%
Total URW	**153.0**	**5.4%**	**6.3%**	**6.5%**

Figures may not add up due to rounding.

LEASE EXPIRY SCHEDULE

	Lease expiry schedule			
Total URW (Shopping Centres and Offices & Others)	MGR at date of next break option (€Mn)	As a % of total	MGR at expiry date (€Mn)	As a % of total
Expired	68.5	3.3%	68.5	3.3%
2024	291.6	14.2%	200.4	9.8%
2025	342.7	16.7%	221.6	10.8%
2026	348.6	17.0%	216.5	10.5%
2027	251.4	12.2%	232.2	11.3%
2028	209.0	10.2%	213.5	10.4%
2029	135.3	6.6%	170.3	8.3%
2030	95.5	4.6%	127.2	6.2%
2031	75.9	3.7%	126.1	6.1%
2032	68.8	3.3%	123.1	6.0%
2033	78.1	3.8%	155.9	7.6%
2034	21.9	1.1%	47.7	2.3%
Beyond	67.4	3.3%	151.7	7.4%
Total	**2,054.7**	**100%**	**2,054.7**	**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)		2023 Recurring activities	2023 Non-recurring activities[(a)]	2023 Result	2022 Recurring activities	2022 Non-recurring activities[(a)]	2022 Result
SHOPPING CENTRES							
SOUTHERN EUROPE	Gross rental income	807.3	–	807.3	776.4	–	776.4
	Operating expenses and net service charges	(112.8)	–	(112.8)	(81.0)	–	(81.0)
	Net rental income	**694.6**	**–**	**694.6**	**695.4**	**–**	**695.4**
	Contribution of companies accounted for using the equity method	36.8	(42.8)	(6.0)	29.1	65.8	94.8
	Gains/losses on sales of properties	–	(38.1)	(38.1)	–	(4.3)	(4.3)
	Valuation movements on assets	–	(839.8)	(839.8)	–	(144.4)	(144.4)
	Impairment of goodwill	–	(183.8)	(183.8)	–	–	–
	Result from operations Shopping Centres Southern Europe	**731.4**	**(1,104.6)**	**(373.2)**	**724.4**	**(82.9)**	**641.5**
US	Gross rental income	782.3	–	782.3	860.4	–	860.4
	Operating expenses and net service charges	(247.0)	–	(247.0)	(281.6)	–	(281.6)
	Net rental income	**535.3**	**–**	**535.3**	**578.8**	**–**	**578.8**
	Contribution of companies accounted for using the equity method	–	(25.4)	(25.4)	0.6	(30.6)	(30.1)
	Gains/losses on sales of properties	–	9.9	9.9	–	(23.0)	(23.0)
	Valuation movements on assets	–	(689.4)	(689.4)	–	(711.9)	(711.9)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres US	**535.3**	**(704.9)**	**(169.6)**	**579.4**	**(765.5)**	**(186.2)**
CENTRAL AND EASTERN EUROPE	Gross rental income	541.2	–	541.2	495.5	–	495.5
	Operating expenses and net service charges	(54.3)	–	(54.3)	(40.7)	–	(40.7)
	Net rental income	**486.8**	**–**	**486.8**	**454.8**	**–**	**454.8**
	Contribution of companies accounted for using the equity method	49.5	(19.3)	30.2	32.9	22.5	55.4
	Gains/losses on sales of properties	–	0.8	0.8	–	7.6	7.6
	Valuation movements on assets	–	(352.7)	(352.7)	–	(260.9)	(260.9)
	Impairment of goodwill	–	(58.3)	(58.3)	–	–	–
	Result from operations Shopping Centres Central and Eastern Europe	**536.4**	**(429.5)**	**106.9**	**487.7**	**(230.7)**	**256.9**
NORTHERN EUROPE	Gross rental income	210.2	–	210.2	212.2	–	212.2
	Operating expenses and net service charges	(30.5)	–	(30.5)	(36.7)	–	(36.7)
	Net rental income	**179.7**	**–**	**179.7**	**175.6**	**–**	**175.6**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	1.4	1.4	–	12.9	12.9
	Valuation movements on assets	–	(238.1)	(238.1)	–	(53.0)	(53.0)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres Northern Europe	**179.7**	**(236.6)**	**(56.9)**	**175.6**	**(40.1)**	**135.5**
UK	Gross rental income	233.1	–	233.1	198.4	–	198.4
	Operating expenses and net service charges	(98.7)	–	(98.7)	(82.2)	–	(82.2)
	Net rental income[(b)]	**134.4**	**–**	**134.4**	**116.3**	**–**	**116.3**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	–	–	–	–	–
	Valuation movements on assets	–	(24.4)	(24.4)	–	(145.7)	(145.7)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres UK	**134.4**	**(24.4)**	**110.0**	**116.3**	**(145.7)**	**(29.4)**
TOTAL RESULT FROM OPERATIONS SHOPPING CENTRES		**2,117.2**	**(2,500.0)**	**(382.8)**	**2,083.4**	**(1,265.1)**	**818.3**

Figures may not add up due to rounding.

(a) 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.

(b) Following a change in classification of one building from retail to office, 2022 figures have been restated for €3.4 Mn.

Net result by segment on a proportionate basis (€Mn)		2023 Recurring activities	2023 Non-recurring activities[a]	2023 Result	2022 Recurring activities	2022 Non-recurring activities[a]	2022 Result
OFFICES & OTHERS							
FRANCE	Gross rental income	70.3	–	70.3	58.7	–	58.7
	Operating expenses and net service charges	(4.5)	–	(4.5)	(5.2)	–	(5.2)
	Net rental income	**65.8**	**–**	**65.8**	**53.5**	**–**	**53.5**
	Contribution of companies accounted for using the equity method	(0.1)	(2.9)	(3.0)	(0.2)	7.2	7.1
	Gains/losses on sales of properties	–	(5.4)	(5.4)	–	(0.3)	(0.3)
	Valuation movements on assets	–	(334.0)	(334.0)	–	(123.7)	(123.7)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Offices & Others France	**65.7**	**(342.3)**	**(276.6)**	**53.3**	**(116.8)**	**(63.5)**
OTHER COUNTRIES	Gross rental income	27.5	–	27.5	28.1	–	28.1
	Operating expenses and net service charges	(9.4)	–	(9.4)	(8.4)	–	(8.4)
	Net rental income[b]	**18.1**	**–**	**18.1**	**19.7**	**–**	**19.7**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	0.1	0.1	–	0.3	0.3
	Valuation movements on assets	–	(86.8)	(86.8)	–	(96.0)	(96.0)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Offices & Others Other countries	**18.1**	**(86.7)**	**(68.7)**	**19.7**	**(95.7)**	**(76.1)**
TOTAL RESULT FROM OPERATIONS OFFICES & OTHERS		**83.8**	**(429.0)**	**(345.2)**	**73.0**	**(212.5)**	**(139.5)**
CONVENTION & EXHIBITION							
FRANCE	Gross rental income	201.1	–	201.1	202.6	–	202.6
	Operating expenses and net service charges	(105.7)	–	(105.7)	(70.3)	–	(70.3)
	Net rental income	**95.4**	**–**	**95.4**	**132.3**	**–**	**132.3**
	On-site property services net income	**37.2**	**–**	**37.2**	**57.9**	**–**	**57.9**
	Contribution of companies accounted for using the equity method	(0.9)	(0.4)	(1.2)	–	–	–
	Valuation movements, depreciation, capital gains	–	(99.3)	(99.3)	–	(69.7)	(69.7)
	Impairment of goodwill	–	–	–	–	–	–
TOTAL RESULT FROM OPERATIONS C&E		**131.7**	**(99.6)**	**32.1**	**190.2**	**(69.7)**	**120.5**
Net property development and project management income		30.9	–	30.9	32.1	–	32.1
Other property services net income		39.9	–	39.9	44.8	(0.0)	44.8
Impairment of goodwill related to the property services		–	–	–	–	–	–
General expenses		(199.4)	–	(199.4)	(210.7)	–	(210.7)
Development expenses		(4.7)	–	(4.7)	(3.7)	–	(3.7)
Acquisition and other costs		–	(8.9)	(8.9)	–	2.6	2.6
NET OPERATING RESULT BEFORE DEPRECIATION AND IMPAIRMENT OF ASSETS		**2,199.3**	**(3,037.5)**	**(838.2)**	**2,209.0**	**(1,544.7)**	**664.2**
Depreciation and impairment of tangible and intangible assets		(51.5)	(18.6)	(70.1)	(57.2)	(14.9)	(72.1)
NET OPERATING RESULT		**2,147.8**	**(3,056.1)**	**(908.3)**	**2,151.8**	**(1,559.7)**	**592.1**
Result from non-consolidated companies		2.9	–	2.9	4.3	–	4.3
Financing result		(484.5)	(381.9)	(866.4)	(524.1)	283.1	(241.0)
RESULT BEFORE TAX		**1,666.3**	**(3,438.0)**	**(1,771.7)**	**1,632.0**	**(1,276.6)**	**355.4**
Income tax expenses		(80.6)	73.6	(7.0)	(66.6)	(0.3)	(66.9)
NET RESULT FOR THE PERIOD		**1,585.7**	**(3,364.4)**	**(1,778.7)**	**1,565.4**	**(1,276.9)**	**288.5**
External non-controlling interests		(176.8)	326.3	149.6	(226.0)	115.7	(110.3)
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		**1,408.9**	**(3,038.0)**	**(1,629.1)**	**1,339.3**	**(1,161.1)**	**178.2**

Figures may not add up due to rounding.

(a) 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.

(b) Following a change in classification of one building from retail to office, 2022 figures have been restated for €3.4 Mn.

CHAPTER 5

FINANCIAL STATEMENTS AS AT DECEMBER 31, 2023

On February 5, 2024, the Management Board ("MB") approved the consolidated financial statements of Unibail-Rodamco-Westfield SE ("URW SE") for the year ended December 31, 2023, and the Supervisory Board ("SB") authorised their publication on February 8, 2024.

These consolidated financial statements will be submitted to the approval of the Annual General Meeting ("AGM") expected to be held on April 30, 2024.

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

Consolidated statement of comprensive income (€Mn)	Notes	2023	2022
Gross rental income	4.2.1/4.4.1	2,322.1	2,231.3
Ground rents paid	*4.2.1/4.4.2*	*(37.7)*	*(38.3)*
Service charge income	*4.2.1/4.4.2*	*364.8*	*320.5*
Service charge expenses	*4.2.1/4.4.2*	*(424.1)*	*(384.6)*
Property operating expenses	*4.2.1/4.4.2*	*(431.8)*	*(353.3)*
Operating expenses and net service charges		(528.7)	(455.7)
Net rental income		**1,793.4**	**1,775.6**
Property development and project management revenue		90.0	162.1
Property development and project management costs		(59.0)	(130.0)
Net property development and project management income	**4.4.4**	**30.9**	**32.1**
Property services and other activities revenues		284.1	289.9
Property services and other activities expenses		(226.1)	(211.8)
Net property services and other activities income	**4.2.1/4.4.3**	**58.0**	**78.0**
Share of the result of companies accounted for using the equity method		(169.6)	(51.8)
Income on financial assets		48.8	31.0
Contribution of companies accounted for using the equity method	**6.2**	**(120.8)**	**(20.8)**
Corporate expenses		(199.3)	(210.4)
Depreciation of other tangible and intangible assets		(31.9)	(32.4)
Administrative expenses	**4.4.5**	**(231.2)**	**(242.8)**
Acquisition and other costs	**4.4.6**	**(8.9)**	**2.6**
Proceeds from disposal of investment properties		356.5	1,046.4
Carrying value of investment properties sold		(366.8)	(1,015.5)
Result on disposal of investment properties and loss of control(1)	**3.4.2**	**(10.3)**	**30.9**
Valuation gains on assets		239.4	403.6
Valuation losses on assets		(2,485.4)	(1,514.2)
Valuation movements on assets	**5.5**	**(2,246.0)**	**(1,110.6)**
Impairment of goodwill	**5.4**	**(234.0)**	**–**
NET OPERATING RESULT		**(968.9)**	**545.0**
Result from non-consolidated companies		**3.0**	**4.3**
Financial income		*558.5*	*245.3*
Financial expenses		*(994.6)*	*(719.3)*
Net financing costs	7.2.1	(436.1)	(474.0)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	7.2.2	–	0.3
Fair value adjustments of derivatives, debt and currency effect	7.2.2	(370.0)	275.0
Debt discounting	7.2.2	0.8	0.6
RESULT BEFORE TAX		**(1,771.2)**	**351.2**
Income tax expenses	8.2	(7.4)	(62.7)
NET RESULT FOR THE PERIOD		**(1,778.7)**	**288.5**
Net result for the period attributable to:			
• The holders of the Stapled Shares		(1,629.1)	178.2
• External non-controlling interests	3.5.2	(149.6)	110.3
NET RESULT FOR THE PERIOD		**(1,778.7)**	**288.5**
Net result for the period attributable to the holders of the Stapled Shares analysed by amount attributable to:			
• Unibail-Rodamco-Westfield SE members		(1,265.6)	269.2
• Unibail-Rodamco-Westfield N.V. members		(363.5)	(91.0)
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		**(1,629.1)**	**178.2**
Average number of shares (undiluted)	12.2	138,965,717	138,717,455
Net result for the period (Holders of the Stapled Shares)		(1,629.1)	178.2
Net result for the period per share (Holders of the Stapled Shares) (€)		**(11.72)**	**1.28**
Net result for the period restated (Holders of the Stapled Shares)(2)		(1,629.1)	177.9
Average number of shares (diluted)	12.2	139,886,062	139,450,787
Diluted net result per share (Holders of the Stapled Shares) (€)(3)		**(11.72)**	**1.28**

Consolidated statement of comprensive income (€Mn)	Notes	2023	2022
NET RESULT FOR THE PERIOD		**(1,778.7)**	**288.5**
Foreign currency differences on translation of financial statements of subsidiaries and net investments in these subsidiaries		(161.8)	125.2
Other comprehensive income that may be subsequently recycled to profit or loss		**(161.8)**	**125.2**
Employee benefits		(0.1)	2.0
Fair Value of Financial assets		1.1	(9.3)
Other comprehensive income not subsequently recyclable to profit or loss		**1.0**	**(7.3)**
OTHER COMPREHENSIVE INCOME(4)		**(160.7)**	**117.9**
NET COMPREHENSIVE INCOME		**(1,939.4)**	**406.4**
External non-controlling interests		(149.6)	109.9
NET COMPREHENSIVE INCOME (HOLDERS OF THE STAPLED SHARES)		**(1,789.8)**	**296.5**

(1) The result on disposal of investment properties 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.
(4) The amount is net of tax.

5.1.2 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Consolidated statement of financial position (€Mn)	Notes	Dec. 31, 2023	Dec. 31, 2022
NON-CURRENT ASSETS		**46,621.4**	**50,177.5**
Investment properties	**5.1**	**37,318.2**	**38,993.4**
Investment properties at fair value		*36,912.8*	*37,830.8*
Investment properties at cost		*405.4*	*1,162.6*
Shares and investments in companies accounted for using the equity method	6.2	6,980.3	7,927.1
Other tangible assets	5.2.2	113.0	137.3
Goodwill	5.4.2	845.2	1,079.2
Intangible assets	5.3.2	829.6	820.5
Investments in financial assets	7.3.1	260.0	365.2
Deferred tax assets	8.3	24.4	23.8
Derivatives at fair value	7.4	250.7	831.0
CURRENT ASSETS		**6,956.7**	**4,458.5**
Properties or shares held for sale	5.1	204.5	–
Inventories		35.3	44.4
Trade receivables from activity	7.5.3	506.5	463.9
Tax receivables		196.6	174.9
Other receivables		511.5	446.2
Cash and cash equivalents	7.3.7	5,502.3	3,329.1
TOTAL ASSETS		**53,578.1**	**54,636.0**
Equity attributable to the holders of the Stapled Shares		**15,385.7**	**17,188.7**
Share capital		695.2	693.8
Additional paid-in capital		13,491.1	13,487.3
Consolidated reserves		2,852.8	2,692.0
Hedging and foreign currency translation reserves		(24.3)	137.4
Consolidated result		(1,629.1)	178.2
• ***Equity attributable to Unibail-Rodamco-Westfield SE members***		***16,066.6***	***17,478.4***
• ***Equity attributable to Unibail-Rodamco-Westfield N.V. members***		***(680.9)***	***(289.7)***
Hybrid securities		1,821.1	1,988.5
External non-controlling interests		3,560.5	3,771.1
TOTAL SHAREHOLDERS' EQUITY		**20,767.3**	**22,948.2**
NON-CURRENT LIABILITIES		**28,973.7**	**29,002.7**
Non-current commitment to external non-controlling interests	3.5.1	28.0	39.4
Non-current bonds and borrowings	7.3.7	25,082.6	24,778.2
Non-current lease liabilities	7.3.3	921.0	843.3
Derivatives at fair value	7.4	796.3	1,097.4
Deferred tax liabilities	8.3	1,781.9	1,828.8
Non-current provisions	9	64.3	67.7
Guarantee deposits		242.1	218.2
Amounts due on investments		24.6	39.1
Other non-current liabilities		32.9	90.6
CURRENT LIABILITIES		**3,837.1**	**2,685.1**
Liabilities directly associated with properties or shares classified as held for sale		–	–
Current commitment to external non-controlling interests	3.5.1	4.8	5.4
Amounts due to suppliers and other creditors		**1,156.0**	**1,147.2**
Amounts due to suppliers		*245.0*	*240.5*
Amounts due on investments		*474.0*	*411.3*
Sundry creditors		*437.0*	*495.4*
Other current liabilities	10	738.3	718.2
Current borrowings and amounts due to credit institutions	7.3.7	1,835.5	725.7
Current lease liabilities	7.3.3	56.0	55.6
Current provisions	9	46.5	33.0
TOTAL LIABILITIES AND EQUITY		**53,578.1**	**54,636.0**

5.1.3 CONSOLIDATED STATEMENT OF CASH FLOWS

Consolidated statement of cash flows (€Mn)	Notes	2023	2022
OPERATING ACTIVITIES			
Net result		**(1,778.7)**	**288.5**
Depreciation & provisions(1)		49.3	15.1
Impairment of goodwill		234.0	–
Changes in value of property assets	5.5	2,246.0	1,110.6
Changes in value of financial instruments		369.2	(275.9)
Charges and income relating to stock options and similar items		18.9	17.8
Net capital gains/losses on disposal of investment properties(2)		10.3	(30.9)
Share of the result of companies accounted for using the equity method	6.2	169.6	51.8
Income on financial assets	6.2	(48.8)	(31.0)
Dividend income from non-consolidated companies		(2.9)	(4.3)
Net financing costs	7.2.1	436.1	474.0
Income tax charge (income)		7.4	62.7
Cash flow before net financing costs and tax		**1,710.4**	**1,678.4**
Income on financial assets		48.8	31.0
Dividend income and result from companies accounted for using the equity method or non-consolidated(3)		414.3	662.1
Income tax paid		(73.4)	(64.7)
Change in working capital requirement		(43.6)	129.4
TOTAL CASH FLOW FROM OPERATING ACTIVITIES		**2,056.5**	**2,436.2**
INVESTMENT ACTIVITIES			
Property activities		**(785.5)**	**297.0**
Acquisition of subsidiaries, net of cash acquired	3.4.1	(72.6)	–
Amounts paid for works and acquisition of property assets	5.6	(1,181.0)	(904.8)
Repayment of property financing		64.5	25.5
Increase of property financing		(118.8)	(143.3)
Disposal of shares	3.4.2	223.6	734.1
Disposal of investment properties	3.4.2	298.8	585.5
Financial activities		**(5.9)**	**(16.2)**
Acquisition of financial assets		(9.4)	(17.2)
Repayment of financial assets		3.5	1.0
Change in financial assets		–	–
TOTAL CASH FLOW FROM INVESTMENT ACTIVITIES		**(791.4)**	**280.8**
FINANCING ACTIVITIES			
Capital increase of parent company		5.1	4.6
Change in capital from companies with non-controlling shareholders		27.2	–
Hybrid securities		(174.7)	–
Distribution paid to parent company shareholders	12.3	–	–
Dividends paid to non-controlling shareholders of consolidated companies		(83.0)	(76.2)
Coupon on the Hybrid Securities		(58.7)	(48.1)
New borrowings and financial liabilities	7.3.3	2,409.3	908.8
Repayment of borrowings and financial liabilities	7.3.3	(769.2)	(1,879.0)
Financial income	7.2.1	528.1	261.5
Financial expenses	7.2.1	(989.2)	(690.0)
Other financing activities	7.3.6	(29.5)	(124.4)
TOTAL CASH FLOW FROM FINANCING ACTIVITIES		**865.4**	**(1,642.8)**
Change in cash and cash equivalents during the period		**2,130.5**	**1,074.2**
Net cash and cash equivalents at the beginning of the year		**3,321.2**	**2,239.7**
Effect of exchange rate fluctuations on cash held		**44.4**	**7.3**
Net cash and cash equivalents at period-end	**7.3.7**	**5,496.1**	**3,321.2**

(1) Includes straightlining of key money and lease incentives.
(2) Includes capital gains/losses on property sales, disposals of short-term investment properties and disposals of operating assets.
(3) In 2023 and 2022, includes respectively €80.5 Mn and €343.2 Mn of distributions made by US companies accounted for using the equity method, following the disposal of their assets.

5.1.4 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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, 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**
Profit or loss of the period	–	–	–	–	178.2	178.2	–	110.3	288.5
Other comprehensive income	–	–	(6.9)	125.2	–	118.3	–	(0.4)	117.9
Net comprehensive income	**–**	**–**	**(6.9)**	**125.2**	**178.2**	**296.5**	**–**	**109.9**	**406.4**
Earnings appropriation	–	–	(972.1)	–	972.1	–	–	–	–
Dividends related to 2021	–	–	–	–	–	–	–	(76.2)	(76.2)
Stock options, Performance shares and Company Savings Plan	0.8	3.7	–	–	–	4.5	–	–	4.5
Share-based payment	–	–	18.0	–	–	18.0	–	–	18.0
Coupon on the Hybrid Securities	–	–	(48.1)	–	–	(48.1)	–	–	(48.1)
Transactions with non-controlling interests	–	–	(10.6)	–	–	(10.6)	–	279.3	268.7
Changes in scope of consolidation and other movements	–	–	1.3	–	–	1.3	–	–	1.3
Equity as at Dec. 31, 2022	**693.8**	**13,487.3**	**2,692.0**	**137.4**	**178.2**	**17,188.7**	**1,988.5**	**3,771.1**	**22,948.2**
Profit or loss of the period	–	–	–	–	(1,629.1)	(1,629.1)	–	(149.6)	(1,778.7)
Other comprehensive income	–	–	1.0	(161.8)	–	(160.7)	–	–	(160.7)
Net comprehensive income	**–**	**–**	**1.0**	**(161.8)**	**(1,629.1)**	**(1,789.8)**	**–**	**(149.6)**	**(1,939.4)**
Earnings appropriation	–	–	178.2	–	(178.2)	–	–	–	–
Dividends related to 2022	–	–	–	–	–	–	–	(83.1)	(83.1)
Stock options, Performance shares and Company Savings Plan	1.4	3.8	–	–	–	5.2	–	–	5.2
Share-based payment	–	–	18.9	–	–	18.9	–	–	18.9
Hybrid Securities	–	–	(7.3)	–	–	(7.3)	(167.4)	–	(174.7)
Coupon on the Hybrid Securities	–	–	(58.7)	–	–	(58.7)	–	–	(58.7)
Transactions with non-controlling interests	–	–	2.6	–	–	2.6	–	20.4	23.0
Changes in scope of consolidation and other movements	–	–	26.1	–	–	26.1	–	1.7	27.8
Equity as at Dec. 31, 2023	**695.2**	**13,491.1**	**2,852.8**	**(24.3)**	**(1,629.1)**	**15,385.7**	**1,821.1**	**3,560.5**	**20,767.3**

(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. In 2023, an amount of -€51.6 was booked in "Other comprehensive income" regarding the 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. As a result of the Exchange Offer and the repayment of €155.2 Mn on July 3, 2023, the Group's hybrid instruments decreased from €2,000 Mn to €1,845 Mn including the tranches as follows:

- €100 Mn of Hybrid Perp NC23 with a 5.14% coupon;
- €750 Mn of Hybrid Perp NC26 with a 2.875% coupon and callable in 2026; and
- €995 Mn of Hybrid Perp NC28 with a 7.25% coupon and callable in 2028.

5.2 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SIGNIFICANT EVENTS

1.1 SIGNIFICANT EVENTS OF 2023

1.1.1 DISPOSALS IN 2023

DISPOSAL OF WESTFIELD NORTH COUNTY

On February 1, 2023, the Group completed the sale of the Westfield North County ground lease located in Escondido, California, to Bridge Group Investments and Steerpoint Capital, transferring ownership and management of the asset. The sale price of $57 Mn (at 100%, URW share 55%) for the asset, which has 30 years left on its ground lease, reflects the property's book value as at December 31, 2022.

DISPOSAL OF WESTFIELD BRANDON

On May 25, 2023, URW disposed of Westfield Brandon Shopping Centre in the US. The sale price of $220 Mn (URW share 100%) reflects a 10.0% net initial yield and a 4.4% discount to the latest unaffected appraisal.

DISPOSAL OF "V" OFFICE BUILDING

On May 25, 2023, the Group announced the disposal of "V" office building in France. The sale price of €95 Mn is in line with the last unaffected appraisal value and delivers a double-digit internal rate of return and a net initial yield of 5.7%.

DISPOSAL OF A STAKE OF 50% IN HÔTEL SALOMON DE ROTHSCHILD

On July 4, 2023, the Group disposed a stake of 50% in Hôtel Salomon de Rothschild. After this operation, the asset is accounted for using the equity method.

DISPOSAL OF WESTFIELD MISSION VALLEY

On July 21, 2023, the Group completed the sale of Westfield Mission Valley Shopping Centres in San Diego, California, for a total amount of $290 Mn (at 100%, URW share 42%), including the sale of Westfield Mission Valley "East" to Lowe Enterprises and Real Capital Solutions, and Westfield Mission Valley "West" to Sunbelt Investment Holdings Inc. The transaction value reflects a combined initial yield of 8.5% on the in-place net operating income ("NOI") and a 12% discount to the last unaffected appraisal.

DISPOSAL OF WESTFIELD VALENCIA

On September 4, 2023, the Group completed the sale of Westfield Valencia Town Center, in Santa Clarita, California, to Centennial Real Estate at a total value of $199 Mn (at 100%, URW share 50%), above the $195 Mn debt amount (at 100%, URW share 50%) on the asset. The transaction value reflects less than 3% discount to its last unaffected appraisal.

DISPOSAL OF POLYGONE RIVIERA

On October 18, 2023, the Group completed the sale of Polygone Riviera to FREY, a real estate company specialising in the development and operation of outdoor shopping centres in Europe, for a Net Disposal Price ("NDP") of €272.3 Mn at a 4% discount to last unaffected book value.

DISPOSAL OF NOVOTEL LYON CONFLUENCE

On October 31, 2023, the Group completed the sale of Novotel Lyon Confluence in France to a hospitality investor. The NDP reflects a +21.2% premium to the latest unaffected appraisal.

The disposal results on the above-mentioned transactions are recorded in the Consolidated statement of comprehensive income:

- For the fully consolidated assets, the Result on disposal of investment properties and loss of control amounts to -€10.3 Mn, including €36.4 Mn of asset deals, and -€46.7 Mn of share deals;
- For the assets accounted for using the equity method, URW's stake in the net disposal result of -€4.8 Mn is recorded within Share of the result of companies accounted for using the equity method.

1.1.2 FORECLOSURE OF US ASSETS

On October 26, 2023, San Francisco Centre was put on foreclosure. The Group lost control of the asset (asset value of $301 Mn as at June 30, 2023) and the companies holding it were thus deconsolidated together with the debt allocated to it ($340 Mn).

1.1.3 ACQUISITIONS IN 2023

On April 21, 2023, URW completed the acquisition of the remaining 50% stake in the Croydon Partnership at a price in line with the last unaffected appraisal value and for a site which comprises a 10-hectare parcel which includes the Whitgift and Centrale shopping centres as well as high street retail frontage, office blocks and multi-storey car parks in the heart of the designated Greater London Authority Opportunity Area in South London.

Thus, the consolidation method used for Croydon Partnership was changed from equity method (before the acquisition) to full consolidation.

The purchase price accounting was based on 100% of the asset corresponding to the stake of 50% acquired and the revalued stake of 50% previously held and led to a positive impact of €3.3 Mn (£2.9 Mn) recorded in Valuation movements on assets in the consolidated statement of comprehensive income.

1.1.4 LISTING ON EURONEXT

Following the request filed by URW with Euronext as announced on February 9, 2023, the Group obtained the approval of the Euronext Listing Board on February 28, 2023, to change its market of reference from Euronext Amsterdam to Euronext Paris and delist the URW Stapled Shares from Euronext Amsterdam, while maintaining their listing on Euronext Paris.

Pursuant to the timing validated by Euronext:

- The change of its market of reference from Euronext Amsterdam to Euronext Paris was effective on April 14, 2023;
- The last day of trading on Euronext Amsterdam was April 27, 2023; and
- The delisting from Euronext Amsterdam was effective on April 28, 2023.

1.1.5 EXCHANGE OFFER ON THE PERPETUAL NON-CALL 2023 ("PERP-NC23") HYBRID INSTRUMENT

On June 20, 2023, the Group launched an any-and-all par-for-par Exchange Offer on its €1.25 Bn hybrid Perp-NC23 notes ("Old Notes") into a combination of (i) new Euro denominated Perp-NC28 hybrid notes with a coupon of 7.25% ("New Notes") and (ii) a cash amount when applicable. The terms and conditions of the New Notes provide the issuer with a call option in 2028.

The first of its kind by a corporate issuer, the Exchange Offer was successfully completed on June 26, 2023[1], with a participation rate of 92%, corresponding to:

- €1.15 Bn of Old Notes validly submitted for exchange and cancelled at the Settlement Date on July 3,2023;
- €995 Mn of New Notes issued at the Settlement Date; and
- €155 Mn of cash paid out at the Settlement Date (the cash amount).

The newly issued perpetual hybrid is defined as an equity instrument as per IAS 32. Accordingly, the Group's overall hybrid portfolio amounts to €1,845 Mn (corresponding to a reduction of 7.8%).

The amount of €155 Mn, as well as the accrued interests of €17 Mn, was paid out at the Settlement Date (July 3, 2023).

1.2 ACQUISITIONS/DISPOSALS OF 2022

DISPOSAL OF SOLNA CENTRUM

URW completed on February 1, 2022, the sale of Solna Centrum to Alecta Fastigheter for an agreed Total Acquisition Cost ("TAC") of €272 Mn. The disposal result amounted to +€23.5 Mn and was recorded in the consolidated statement of comprehensive income.

DISPOSAL OF A 45% STAKE IN THE WESTFIELD CARRÉ SÉNART SHOPPING CENTRE

On February 16, 2022, the Group completed the disposal of a 45% stake in Westfield Carré Sénart to Société Générale Assurances and BNP Paribas Cardif for an implied price of c. €1.0 Bn (at 100%). URW has granted the buyers a rental guarantee of up to €13.5 Mn (at 45%) for a duration of up to 3 years from closing of the transaction. The rental guarantee includes a clawback mechanism for URW in case of overperformance limited to guarantee payments related to the previous periods. The JV put in place a non-recourse 7-year mortgage loan for a total amount of €302 Mn.

URW will continue to control and manage the asset, which will remain fully consolidated. Consequently, the result of the transaction was recorded in the equity attributable to the holders of the Stapled Shares for -€11.9 Mn, including the value of the rental guarantee and the transaction costs.

DISPOSAL OF 2 RESIDENTIAL BUILDINGS AT WESTFIELD HAMBURG

The Group disposed of 2 residential building rights at Westfield Hamburg in January and March 2022, for a NDP of €51 Mn. The disposal result amounted to +€4.5 Mn and was recorded in the consolidated statement of comprehensive income.

(1) With a Settlement Date of July 3, 2023.

SALE OF THE SITE OF THE FORMER PROMENADE MALL

On March 15, 2022, URW announced the sale of the 34-acre site of the former Promenade Mall, located in the San Fernando Valley of Los Angeles, to a group of private investors for $150 Mn (at 100%, URW share 55%), reflecting a 60% premium to the latest appraisal.

As the Company is accounted for using the equity method, URW's stake in the net disposal result of +€19.8 Mn is recorded within Share of the result of companies accounted for using the equity method.

SALE OF GERA ARCADEN

On July 1, 2022, the Group completed the sale of Gera Arcaden to an institutional investor for an agreed NDP of €116 Mn (at 100%, URW share 51%).

The disposal result amounted to +€11.5 Mn and was recorded in the consolidated statement of comprehensive income.

DISPOSAL OF ALMERE

On July 7, 2022, the Group completed the sale of Almere Centrum in The Netherlands to a group of private investors led by the UMB Group for a NDP of €155 Mn in line with the last appraisal value.

SALE OF CARRÉ SÉNART SHOPPING PARC

On July 13, 2022, URW signed and closed the sale of Carré Sénart Shopping Parc to a French institutional investor for an agreed NDP of €120 Mn, above last appraisal value. The disposal result amounted to +€12.1 Mn and was recorded in the consolidated statement of comprehensive income.

DISPOSAL OF WESTFIELD SANTA ANITA

On August 25, 2022, the Group completed the sale of Westfield Santa Anita in Arcadia, California, to an established commercial real estate investor who owns other retail assets in Southern California.

The sale price of $537.5 Mn (at 100%, URW share 49%), reflects a sub-6% net initial yield and a 10.7% discount to the latest unaffected appraisal as of December 2021.

As the Company is accounted for using the equity method, URW's stake in the net disposal result of -€32.4 Mn is recorded within Share of the result of companies accounted for using the equity method.

DISPOSAL OF AN ADDITIONAL 27% STAKE IN AUPARK

On August 31, 2022, WOOD & Company, as transaction leader, together with its joint venture partner Tatra Asset Management acquired 2 complementary stakes ("Tranches 2 and 3") based on appraisal values as at June 30, 2022. As at December 31, 2022, URW holds a remaining 13% interest and has joint control over the joint venture which continues to be accounted for using the equity method. The remaining 13% will be acquired through pre-agreed stake in 2024 ("Tranche 4").

DISPOSAL OF VILLENEUVE 2

On September 30, 2022, URW completed the disposal of Villeneuve 2 shopping centre, located in the Lille region, to Ceetrus. The net disposal result amounted to -€17.1 Mn and was recorded in the consolidated statement of comprehensive income.

DISPOSAL OF THE VILLAGE IN SAN FERNANDO VALLEY

On December 27, 2022, the Group announced that it has completed the sale of The Village, an outdoor lifestyle destination in the San Fernando Valley of Los Angeles, to the Kroenke Organization. The sale price of $325 Mn (at 100%, URW share 55%), reflects a 10.6% discount to the last unaffected appraisal. The net disposal result amounted to -€20.9 Mn and was recorded within the share of the result of companies accounted for using the equity method.

DISPOSAL OF WESTFIELD TRUMBULL AND WESTFIELD SOUTH SHORE SHOPPING CENTRES

On December 30, 2022, the Group announced that it has completed the sale of Westfield Trumbull located in Trumbull, Connecticut, and Westfield South Shore located in Bay Shore, New York, to a commercial real estate investment firm. The combined gross sale price of these wholly owned regional assets at $196 Mn is equal to their gross market value ("GMV").

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, 2023, under IFRS as adopted in the European Union ("EU") 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, 2022, except for the application of the new obligatory standards and interpretations described below.

STANDARDS, AMENDMENTS AND INTERPRETATIONS EFFECTIVE AS OF JANUARY 1, 2023

- IFRS 17 Insurance Contracts, including Amendments to IFRS 17;
- Amendments to:
  - IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies;
  - IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates;
  - IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction; and
  - IFRS 17 Insurance Contracts: Initial Application of IFRS 17 and IFRS 9 – Comparative Information.
- Amendments to IAS 12 Income Taxes: International Tax Reform – Pillar 2 Model Rules.

These standards, amendments and interpretations do not have a significant impact on the Group's accounts as at December 31, 2023.

The Group applied the exemption for the Amendments to IAS 12 Income Taxes: International Tax Reform – Pillar 2 Model Rules.

Pillar 2 is a set of rules entering into force in 2024 designed to ensure large multinational enterprises pay a minimum level of tax (15%) on the income arising in each jurisdiction where they operate. The new legislation provides for a general exemption for REITs subject to certain technicalities. Whereas some legislation clarifications are still expected, the Group reasonably expects the minimum global tax not to have a significant impact on both its REIT and non-REIT activities.

STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT MANDATORILY APPLICABLE AS OF JANUARY 1, 2023

The following text has been adopted by the EU as at December 31, 2023, but not applied in advance by the Group:

- Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback;
- Amendments to IAS 1 Presentation of Financial Statements:
  - Classification of Liabilities as Current or Non-current;
  - Classification of Liabilities as Current or Non-current – Deferral of Effective Date; and
  - Non-current Liabilities with Covenants.

The following texts were published by the International Accounting Standards Board ("IASB") but have not yet been adopted by the EU:

- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements; and
- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability.

The measurement of the potential impacts of these texts on the consolidated accounts of URW is ongoing; no significant impacts are expected.

The pension reform law adopted in France in 2023 has no significant impact on the consolidated accounts of URW.

2.2 ESTIMATES AND ASSUMPTIONS

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by management in the current uncertain context regarding inflation, interest rates, energy and raw material costs evolution, supply chain disruption resulting from geopolitical and economic environment and difficulties in assessing their impacts 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 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 doubtful debtors, in note 7.5.3 “Credit risk”; for rent relief, in note 4.4.1 “Gross Rental Income”; and for fair value of financial instruments, in note 7.4 “Hedging instruments”. Actual future results or outcomes may differ from these estimates. The property portfolio and intangible assets related to the Shopping Centres, Offices & Others, and C&E 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 adaptation are part of the priorities of the Group Sustainability strategy, and form an essential component of the Sustainability 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.

In October 2023, URW announced a comprehensive evolution of the Better Places roadmap setting ambitious SBTi -approved (*The Science Based Targets Initiative*) net-zero targets in terms of carbon emissions reduction and reinforcing its environmental performance objectives, with the aim to develop and operate places that provide sustainable experiences and contribute to thriving communities.

2.3.1 GROUP COMMITMENTS TO SUPPORT THE ENVIRONMENTAL TRANSITION OF CITIES AND RETAIL

ENHANCED CLIMATE COMMITMENTS

URW’s new commitments are focused on enhancing the Group’s greenhouse gas (“GHG”) emissions reduction efforts, introducing a net-zero target on Scopes 1 & 2 in 2030[(1)] and a net-zero target on Scopes 1, 2 & 3 by 2050, all approved by the Science Based Targets initiative (“SBTi”).

The Group aims to reduce by -50% its Scope 1, 2 & 3 GHG emissions across its value chain by 2030, with a target to reduce emissions by -90% in Scopes 1 & 2[(2)].

GROWTH IN RENEWABLE ENERGY PRODUCTION

Since 2021, 100% of URW’s electricity consumption has come from renewable energy sources[(3)]. URW will increase its renewable electricity production capacity through on-site and off-site renewable electricity projects. Benefits to URW include reducing its total carbon footprint and generating a return on investment.

The Group targets 50 MWp of on-site solar capacity by 2030 in Europe (2022: 6.4 MWp[(4)]), with 27 MWp of projects already underway in 24 shopping centres in 10 countries.

The Group’s plan requires limited additional capitalised expenses of €28 Mn[(5)] per year over 7 years thanks to URW’s consistent annual investment in its high-quality assets. This includes a €20 Mn[(6)] annual investment in energy efficiency and carbon reduction, as well as €8 Mn[(7)] a year on identified solar photovoltaic (“PV”) projects. These investments will generate significant financial savings, with full effect from 2030 onwards (€23 Mn per year and a return on investment over 8% for solar PV projects).

(1) From 2015 levels, in absolute value. URW’s Scope 3 GHG emissions include construction activities, operations including tenant energy consumption, and transport from visitors.
(2) From 2015 levels.
(3) Group-wide, common areas, Retail, Offices and C&E.
(4) Total installed renewable energy capacity.
(5) On a proportionate basis.
(6) On a proportionate basis.
(7) On a proportionate basis.

ROBUST EMPLOYEE ENGAGEMENT AND GOVERNANCE FRAMEWORKS

Sustainability is embedded in URW's business strategy, integrated into the highest levels of governance and taken into consideration in key decisions, in particular investments.

The Company's corporate governance has received clear recognition, with top level specific corporate governance sub-scores from ESG rating agencies such as ISS-ESG (B+) and Sustainalytics.

The Group's existing short- and long-term ESG compensation incentives will be aligned with the updated Better Places roadmap. Currently, 10% of the MB and Executive Committee annual Short-Term Incentive ("STI") is contingent on meeting sustainability performance goals, and every recipient of STI has at least one ESG objective. 20% of long-term incentives, received by around 20% of employees, are tied to sustainability performance.

2.3.2 IMPACT ON THE FINANCIAL STATEMENTS

The potential impacts of climate change and risks have been analysed in the context of the 2023 Group Financial Statements closing, based on the above-mentioned facts and assumptions.

INTEGRATION OF ESG IN URW'S VALUATIONS

A significant amount of information has been made available to the appraisers in relation to several ESG KPIs on an asset-by-asset basis[(1)] in connexion with a new AFREXIM ESG scorecard built by main valuation firms, international shopping centres landlords and some French institutions representing a large scope of retail market participants. Amongst others, these KPIs are the Energy Use Intensity on common areas, BREEAM certificate label part I and II, climate risk studies outcomes, renewable energy on-site production or presence of EV chargers. Appraisers have reviewed and considered the information provided in their valuation process. Capex to be spent in the next 5 years for the Energy Action Plan defined by the Group (circa €100 Mn on a proportionate basis) were integrated in the valuation model.

FINANCING ACTIVITY

GREEN LOANS

In 2023, €1,391 Mn of corporate bank debt and credit facilities were completed, including:

- €300 Mn sustainability-linked term loans with an average maturity of 2.8 years; and
- €1,091 Mn new sustainability-linked bilateral credit facilities with an average maturity of 4.2 years.

Furthermore, the Group extended by one year the maturity of €3,675 Mn existing European credit facilities (including €3,200 Mn under sustainability-linked format).

As at December 31, 2023, the total credit lines featuring with green or sustainable indicators stands at €4.70 Bn, and the sustainability-linked term loans amounts to €0.94 Bn.

GREEN BONDS

The Group currently has two frameworks for its green financing:

- A green bond framework, launched in 2014, under which two green bonds issued in February 2014 and April 2015 are still outstanding; and
- A green financing framework ("Framework"), launched in November 2022, which will apply for all new green financing issuances forward. This Framework establishes clear requirements for the financing and/or re-financing of eligible new development projects and the regeneration of standing assets. It imposes higher standards on energy performance and new more stringent eligibility criteria.

On December 4, 2023, the Group secured additional liquidity through the successful issuance of a green bond of €750 Mn with a 7-year maturity and a 4.125% coupon, URW's first green bond in the Euro bond market since 2015 and its first senior bond issuance since May 2021.

The bond's proceeds will finance or refinance Eligible Green Assets in line with the Group's 2022 Green Financing Framework[(2)]. It aligns with the Group's sustainability strategy and its Better Places roadmap[(3)] shared with the market on October 10, 2023.

As at December 31, 2023, the outstanding nominal value of Green Bonds amounts to €1.89 Bn.

(1) For European shopping centres.
(2) The green financing framework is available under: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/INVESTORS/Financing-Activity/Sustainable-Financing/Framework/2022/20221116-URW-Green-Financial-Framework-Brochure.ashx
(3) The Better Places roadmap is available under: https://www.urw.com/2023-sustainability-investor-event

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; and
  - 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; and
- 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 in other comprehensive income (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 in entities in foreign currency; 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 in OCI, 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 and 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 12 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 net comprehensive income.

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 URW SE, Unibail-Rodamco-Westfield N.V. ("URW NV"), is held 60% directly by URW 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 NV, 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 NV. As a consequence, the 60% economic interest in URW NV 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 URW SE members"; and
- "Net result for the period attributable to the holders of the Stapled Shares analysed by amount attributable to URW NV 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 URW 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 C&E venues. The managing director, who holds the executive powers for the management of these relevant activities, is designated by URW 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 MB. 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 URW 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

URW 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 and renovation, as well as the management, servicing and maintenance of these assets.

The Group is entitled to nominate 3 members of URW Germany GmbH's SB, and CPPIB 2 members. According to the governance, the Group controls URW 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 and 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 2 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.

WESTFIELD CARRÉ SÉNART

The asset is held for 55% by the Group and for 45% by Société Générale Assurances and BNP Paribas Cardif.

The managing directors are selected and appointed by URW for an indefinite period. They hold large powers in order to administrate the company and obtain the authorisations needed for its activities. All the decisions, including the budget, which are not reserved matters can be taken by URW without the approval of the minority shareholders. 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 ACQUISITIONS AND DISPOSALS

3.4.1 ACQUISITIONS OF SUBSIDIARIES, NET OF CASH ACQUIRED (CONSOLIDATED STATEMENT OF CASH FLOWS)

(€ Mn)	2023	2022
Acquisition price of shares	(50.1)	–
Cash and current accounts	(22.6)	–
Acquisition of subsidiaries net of cash acquired	**(72.6)**	**–**

3.4.2 RESULT ON DISPOSAL OF INVESTMENT PROPERTIES AND LOSS OF CONTROL

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.

(€ Mn)	2023	2022
Net capital gains/losses on disposal of assets	**36.4**	**18.6**
Proceeds from disposal of assets	*347.1*	*737.4*
Carrying values of disposed assets	*(310.7)*	*(718.8)*
Net capital gains/losses on disposal of shares	**(46.7)**	**12.2**
Proceeds from disposal of shares	*9.4*	*309.0*
Carrying values of disposed shares	*(56.0)*	*(296.7)*
Net capital gains/losses on disposal of investment properties and loss of control	**(10.3)**	**30.9**

DISPOSAL OF SHARES/CONSOLIDATED SUBSIDIARIES, INVESTMENT PROPERTIES IN THE CONSOLIDATED STATEMENT OF CASH FLOWS

(€ Mn)	2023	2022
Net price of shares sold	7.1	597.5[(2)]
Cash and current accounts	216.5	136.6
Disposal of shares/consolidated subsidiaries[(1)]	**223.6**	**734.1**
Disposal of investment properties	**298.8[(3)]**	**585.5[(3)]**

(1) In 2023, refers mainly to the disposal of Polygone Riviera described in note 1.1.
In 2022, refers mainly to the disposals of Solna Centrum, Westfield Carré Sénart, Almere and Aupark described in note 1.2.

(2) The disposal result of Westfield Carré Sénart in 2022 is booked within shareholders' equity (see note 1.2 "Acquisitions/Disposals in 2022") and as a result is not shown in the proceeds from disposal of shares in the consolidated statement of comprehensive income.

(3) In 2023, the difference between the proceeds from disposal of investment properties in the consolidated statement of comprehensive income and the disposal of investment properties in the consolidated statement of cash flows corresponds to some non-cash items mainly in the USA. In 2022, it corresponds mainly to the disposal of Westfield Trumbull for which the financial debt is assumed by the buyer and is deducted from the disposal price of asset.

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 preferred shares held by external parties.

They are measured at fair value through profit or loss.

3.5.2 NON-CONTROLLING INTERESTS

For 2023, this item comprised mainly non-controlling interests in the following entities:
- C&E entities (-€27.1 Mn);
- Several shopping centres and development projects in France and Italy (-€26.9 Mn, mainly Westfield Les 4 Temps, Westfield Parly 2, Westfield Forum des Halles and Westfield Carré Sénart);
- Several shopping centres in Germany, Spain and Austria (-€98.4 Mn); and
- Others +€2.8 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 C&E.

The C&E 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 €1 Bn in property investment, a local organisation dedicated to all 3 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;
- US;
- Central Europe, including the Czech Republic, Poland and Slovakia;
- Austria;
- Germany;
- Nordics, including Sweden and Denmark;
- The Netherlands; and
- UK.

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 statement of comprensive income (€ Mn)	2023 IFRS	Proportionate	Total 2023 Proportionate	2022 IFRS	Proportionate	Total 2022 Proportionate
Gross rental income	2,322.1	550.8	2,872.9	2,231.3	601.1	2,832.4
Ground rents paid	*(37.7)*	*(0.8)*	*(38.5)*	*(38.3)*	*(1.4)*	*(39.7)*
Service charge income	*364.8*	*63.2*	*428.0*	*320.5*	*68.1*	*388.6*
Service charge expenses	*(424.1)*	*(85.4)*	*(509.5)*	*(384.6)*	*(87.1)*	*(471.7)*
Property operating expenses	*(431.8)*	*(111.1)*	*(542.8)*	*(353.3)*	*(129.9)*	*(483.1)*
Operating expenses and net service charges	(528.7)	(134.1)	(662.9)	(455.7)	(150.4)	(606.0)
Net rental income	**1,793.4**	**416.7**	**2,210.1**	**1,775.6**	**450.7**	**2,226.3**
Property development and project management revenue	90.0	0.1	90.1	162.1	0.0	162.1
Property development and project management costs	(59.0)	(0.1)	(59.2)	(130.0)	–	(130.0)
Net property development and project management income	**30.9**	**(0.0)**	**30.9**	**32.1**	**0.0**	**32.1**
Property services and other activities revenues	284.1	0.8	284.9	289.9	0.0	289.9
Property services and other activities expenses	(226.1)	(1.2)	(227.3)	(211.8)	(0.1)	(212.0)
Net property services and other activities income	**58.0**	**(0.4)**	**57.6**	**78.0**	**(0.1)**	**77.9**
Share of the result of companies accounted for using the equity method	(169.6)	132.6	(37.0)	(51.8)	161.0	109.2
Income on financial assets	48.8	(17.3)	31.5	31.0	(13.1)	18.0
Contribution of companies accounted for using the equity method	**(120.8)**	**115.4**	**(5.4)**	**(20.8)**	**147.9**	**127.2**
Corporate expenses[(1)]	(199.3)	(4.9)	(204.2)	(210.4)	(4.0)	(214.4)
Depreciation of other tangible and intangible assets	(31.9)	–	(31.9)	(32.4)	–	(32.4)
Administrative expenses	**(231.2)**	**(4.9)**	**(236.1)**	**(242.8)**	**(4.0)**	**(246.8)**
Acquisition and other costs	**(8.9)**	**(0.0)**	**(8.9)**	**2.6**	**–**	**2.6**
Proceeds from disposal of investment properties	356.5	231.2	587.7	1,046.4	497.4	1,543.8
Carrying value of investment properties sold	(366.8)	(242.2)	(609.0)	(1,015.5)	(535.1)	(1,550.6)
Result on disposal of investment properties and loss of control[(2)]	**(10.3)**	**(11.0)**	**(21.2)**	**30.9**	**(37.7)**	**(6.8)**
Valuation gains on assets	239.4	89.9	329.3	403.6	78.4	482.0
Valuation losses on assets	(2,485.4)	(537.0)	(3,022.4)	(1,514.2)	(588.1)	(2,102.3)
Valuation movements on assets	**(2,246.0)**	**(447.1)**	**(2,693.1)**	**(1,110.6)**	**(509.7)**	**(1,620.3)**
Impairment of goodwill	**(234.0)**	**(8.0)**	**(242.1)**	**–**	**–**	**–**
NET OPERATING RESULT	**(968.9)**	**60.6**	**(908.3)**	**545.0**	**47.1**	**592.1**
Result from non-consolidated companies	**3.0**	**(0.0)**	**2.9**	**4.3**	**(0.0)**	**4.3**
Financial income	*558.5*	*11.8*	*570.3*	*245.3*	*(0.1)*	*245.2*
Financial expenses	*(994.6)*	*(60.2)*	*(1,054.8)*	*(719.3)*	*(50.0)*	*(769.3)*
Net financing costs	(436.1)	(48.4)	(484.5)	(474.0)	(50.1)	(524.1)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	–	–	–	0.3	–	0.3
Fair value adjustments of derivatives, debt and currency effect	(370.0)	(12.6)	(382.6)	275.0	7.2	282.2
Debt discounting	0.8	-	0.8	0.6	–	0.6
RESULT BEFORE TAX	**(1,771.2)**	**(0.5)**	**(1,771.7)**	**351.2**	**4.2**	**355.4**
Income tax expenses	(7.4)	0.5	(7.0)	(62.7)	(4.2)	(66.9)
NET RESULT FOR THE PERIOD	**(1,778.7)**	**(0.0)**	**(1,778.7)**	**288.5**	**0.0**	**288.5**
Net result for the period attributable to:						
• The holders of the Stapled Shares	(1,629.1)	–	(1,629.1)	178.2	–	178.2
• External non-controlling interests	(149.6)	–	(149.6)	110.3	–	110.3
NET RESULT FOR THE PERIOD	**(1,778.7)**	**–**	**(1,778.7)**	**288.5**	**–**	**288.5**

(1) In 2023 and 2022, includes development expenses respectively for -€4.7 Mn and -€3.7 Mn.
(2) 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, 2023 IFRS	Proportionate	Dec. 31, 2023 Proportionate	Dec. 31, 2022 IFRS	Proportionate	Dec. 31, 2022 Proportionate
NON-CURRENT ASSETS	**46,621.4**	**1,510.2**	**48,131.6**	**50,177.5**	**1,823.2**	**52,000.7**
Investment properties	**37,318.2**	**7,192.7**	**44,510.9**	**38,993.4**	**8,365.6**	**47,359.0**
Investment properties at fair value	*36,912.8*	*7,143.2*	*44,056.0*	*37,830.8*	*8,322.2*	*46,153.0*
Investment properties at cost	*405.4*	*49.5*	*454.9*	*1,162.6*	*43.4*	*1,206.0*
Shares and investments in companies accounted for using the equity method	6,980.3	(5,741.0)	1,239.3	7,927.1	(6,630.6)	1,296.5
Other tangible assets	113.0	2.8	115.8	137.3	3.0	140.3
Goodwill	845.2	48.1	893.3	1,079.2	61.0	1,140.2
Intangible assets	829.6	(0.1)	829.5	820.5	–	820.5
Investments in financial assets	260.0	5.2	265.2	365.2	17.2	382.4
Deferred tax assets	24.4	–	24.4	23.8	–	23.8
Derivatives at fair value	250.7	2.5	253.2	831.0	7.0	838.0
CURRENT ASSETS	**6,956.7**	**328.5**	**7,285.2**	**4,458.5**	**402.6**	**4,861.1**
Properties or shares held for sale	204.5	45.3	249.9	–	–	–
Inventories	35.3	28.3	63.6	44.4	36.3	80.7
Trade receivables from activity	506.5	118.5	625.0	463.9	132.4	596.3
Tax receivables	196.6	8.5	205.1	174.9	16.9	191.8
Other receivables	511.5	(6.3)	505.2	446.2	31.7	477.9
Cash and cash equivalents	5,502.3	134.2	5,636.5	3,329.1	185.3	3,514.4
TOTAL ASSETS	**53,578.1**	**1,838.7**	**55,416.8**	**54,636.0**	**2,225.8**	**56,861.8**
Equity attributable to the holders of the Stapled Shares	**15,385.7**	**–**	**15,385.7**	**17,188.7**	**–**	**17,188.7**
Share capital	695.2	–	695.2	693.8	–	693.8
Additional paid-in capital	13,491.1	–	13,491.1	13,487.3	–	13,487.3
Consolidated reserves	2,852.8	–	2,852.8	2,692.0	–	2,692.0
Hedging and foreign currency translation reserves	(24.3)	–	(24.3)	137.4	–	137.4
Consolidated result	(1,629.1)	–	(1,629.1)	178.2	–	178.2
• ***Equity attributable to Unibail-Rodamco-Westfield SE members***	***16,066.6***	–	***16,066.6***	***17,478.4***	**–**	***17,478.4***
• ***Equity attributable to Unibail-Rodamco-Westfield N.V. members***	***(680.9)***	**–**	***(680.9)***	***(289.7)***	**–**	***(289.7)***
Hybrid securities	1,821.1	–	1,821.1	1,988.5	–	1,988.5
External non-controlling interests	3,560.5	–	3,560.5	3,771.1	–	3,771.1
TOTAL SHAREHOLDERS' EQUITY	**20,767.3**	**–**	**20,767.3**	**22,948.2**	**–**	**22,948.2**
NON-CURRENT LIABILITIES	**28,973.7**	**1,466.9**	**30,440.6**	**29,002.7**	**1,820.7**	**30,823.4**
Non-current commitment to external non-controlling interests	28.0	0.9	28.9	39.4	1.5	40.9
Non-current bonds and borrowings	25,082.6	1,357.6	26,440.2	24,778.2	1,692.3	26,470.5
Non-current lease liabilities	921.0	2.1	923.1	843.3	9.1	852.4
Derivatives at fair value	796.3	–	796.3	1,097.4	–	1,097.4
Deferred tax liabilities	1,781.9	82.6	1,864.5	1,828.8	97.1	1,925.9
Non-current provisions	64.3	2.7	67.0	67.7	2.7	70.4
Guarantee deposits	242.1	19.5	261.6	218.2	17.9	236.1
Amounts due on investments	24.6	0.2	24.8	39.1	0.1	39.2
Other non-current liabilities	32.9	1.3	34.2	90.6	–	90.6
CURRENT LIABILITIES	**3,837.1**	**371.8**	**4,208.9**	**2,685.1**	**405.1**	**3,090.2**
Liabilities directly associated with properties or shares classified as held for sale	–	45.3	45.3	–	–	–
Current commitment to external non-controlling interests	4.8	(0.1)	4.7	5.4	0.2	5.6
Amounts due to suppliers and other creditors	**1,156.0**	**151.4**	**1,307.4**	**1,147.2**	**160.2**	**1,307.4**
Amounts due to suppliers	*245.0*	*52.3*	*297.3*	*240.5*	*34.4*	*274.9*
Amounts due on investments	*474.0*	*33.4*	*507.4*	*411.3*	*42.2*	*453.5*
Sundry creditors	*437.0*	*65.7*	*502.7*	*495.4*	*83.6*	*579.0*
Other current liabilities	738.3	17.7	756.0	718.2	30.5	748.7
Current borrowings and amounts due to credit institutions	1,835.5	157.4	1,992.9	725.7	213.4	939.1
Current lease liabilities	56.0	0.1	56.1	55.6	0.7	56.3
Current provisions	46.5	–	46.5	33.0	0.1	33.1
TOTAL LIABILITIES AND EQUITY	**53,578.1**	**1,838.7**	**55,416.8**	**54,636.0**	**2,225.8**	**56,861.8**

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 result and non-recurring result.

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)		2023 Recurring activities	2023 Non-recurring activities(1)	2023 Result	2022 Recurring activities	2022 Non-recurring activities(1)	2022 Result
SHOPPING CENTRES							
FRANCE	Gross rental income	614.6	–	614.6	569.7	–	569.7
	Operating expenses and net service charges	(89.1)	–	(89.1)	(62.6)	–	(62.6)
	Net rental income	**525.5**	**–**	**525.5**	**507.0**	**–**	**507.0**
	Contribution of companies accounted for using the equity method	36.8	(42.8)	(6.0)	29.1	65.8	94.8
	Gains/losses on sales of properties	–	(41.8)	(41.8)	–	(4.3)	(4.3)
	Valuation movements on assets	–	(695.7)	(695.7)	–	(125.4)	(125.4)
	Impairment of goodwill	–	(183.8)	(183.8)	–	–	–
	Result from operations Shopping Centres France	**562.3**	**(964.1)**	**(401.8)**	**536.1**	**(64.0)**	**472.1**
SPAIN	Gross rental income	192.7	–	192.7	206.7	–	206.7
	Operating expenses and net service charges	(23.7)	–	(23.7)	(18.4)	–	(18.4)
	Net rental income	**169.0**	**–**	**169.0**	**188.3**	**–**	**188.3**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	3.7	3.7	–	(0.0)	(0.0)
	Valuation movements on assets	–	(144.1)	(144.1)	–	(19.0)	(19.0)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres Spain	**169.0**	**(140.5)**	**28.6**	**188.3**	**(19.0)**	**169.4**
UNITED STATES	Gross rental income	782.3	–	782.3	860.4	–	860.4
	Operating expenses and net service charges	(247.0)	–	(247.0)	(281.6)	–	(281.6)
	Net rental income	**535.3**	**–**	**535.3**	**578.8**	**–**	**578.8**
	Contribution of companies accounted for using the equity method	–	(25.4)	(25.4)	0.6	(30.6)	(30.1)
	Gains/losses on sales of properties	–	9.9	9.9	–	(23.0)	(23.0)
	Valuation movements on assets	–	(689.4)	(689.4)	–	(711.9)	(711.9)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres United States	**535.3**	**(704.9)**	**(169.6)**	**579.4**	**(765.5)**	**(186.2)**
CENTRAL EUROPE	Gross rental income	246.6	–	246.6	221.3	–	221.3
	Operating expenses and net service charges	2.1	–	2.1	(4.1)	–	(4.1)
	Net rental income	**248.8**	**–**	**248.8**	**217.2**	**–**	**217.2**
	Contribution of companies accounted for using the equity method	46.9	(8.0)	38.9	30.4	26.0	56.4
	Gains/losses on sales of properties	–	2.2	2.2	–	(3.5)	(3.5)
	Valuation movements on assets	–	81.9	81.9	–	72.8	72.8
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres Central Europe	**295.7**	**76.2**	**371.9**	**247.6**	**95.4**	**343.0**
AUSTRIA	Gross rental income	147.8	–	147.8	137.3	–	137.3
	Operating expenses and net service charges	(36.0)	–	(36.0)	(27.8)	–	(27.8)
	Net rental income	**111.8**	**–**	**111.8**	**109.5**	**–**	**109.5**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	–	–	–	–	–
	Valuation movements on assets	–	(149.5)	(149.5)	–	(51.6)	(51.6)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres Austria	**111.8**	**(149.5)**	**(37.8)**	**109.5**	**(51.6)**	**57.9**

(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.

Net result by segment on a proportionate basis (€Mn)		2023 Recurring activities	2023 Non-recurring activities(1)	2023 Result	2022 Recurring activities	2022 Non-recurring activities(1)	2022 Result
SHOPPING CENTRES							
GERMANY	Gross rental income	146.7	–	146.7	136.9	–	136.9
	Operating expenses and net service charges	(20.4)	–	(20.4)	(8.8)	–	(8.8)
	Net rental income	**126.3**	**–**	**126.3**	**128.1**	**–**	**128.1**
	Contribution of companies accounted for using the equity method	2.7	(11.3)	(8.7)	2.5	(3.5)	(1.1)
	Gains/losses on sales of properties	–	(1.5)	(1.5)	–	11.1	11.1
	Valuation movements on assets	–	(285.1)	(285.1)	–	(282.1)	(282.1)
	Impairment of goodwill	–	(58.3)	(58.3)	–	–	–
	Result from operations Shopping Centres Germany	**128.9**	**(356.1)**	**(227.2)**	**130.6**	**(274.5)**	**(143.9)**
NORDICS	Gross rental income	117.9	–	117.9	118.5	–	118.5
	Operating expenses and net service charges	(15.7)	–	(15.7)	(19.7)	–	(19.7)
	Net rental income	**102.2**	**–**	**102.2**	**98.8**	**–**	**98.8**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	1.3	1.3	–	22.9	22.9
	Valuation movements on assets	–	(156.9)	(156.9)	–	(49.1)	(49.1)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres Nordics	**102.2**	**(155.6)**	**(53.4)**	**98.8**	**(26.3)**	**72.6**
THE NETHERLANDS	Gross rental income	92.3	–	92.3	93.7	–	93.7
	Operating expenses and net service charges	(14.8)	–	(14.8)	(17.0)	–	(17.0)
	Net rental income	**77.5**	**–**	**77.5**	**76.8**	**–**	**76.8**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	0.1	0.1	–	(10.0)	(10.0)
	Valuation movements on assets	–	(81.2)	(81.2)	–	(3.9)	(3.9)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres The Netherlands	**77.5**	**(81.1)**	**(3.5)**	**76.8**	**(13.9)**	**62.9**
UNITED KINGDOM	Gross rental income	233.1	–	233.1	198.4	–	198.4
	Operating expenses and net service charges	(98.7)	–	(98.7)	(82.2)	–	(82.2)
	Net rental income(2)	**134.4**	**–**	**134.4**	**116.3**	**–**	**116.3**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	–	–	–	–	–
	Valuation movements on assets	–	(24.4)	(24.4)	–	(145.7)	(145.7)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Shopping Centres United Kingdom	**134.4**	**(24.4)**	**110.0**	**116.3**	**(145.7)**	**(29.4)**
TOTAL RESULT FROM OPERATIONS SHOPPING CENTRES		**2,117.2**	**(2,500.0)**	**(382.8)**	**2,083.4**	**(1,265.1)**	**818.3**
OFFICES & OTHERS							
FRANCE	Gross rental income	70.3	–	70.3	58.7	–	58.7
	Operating expenses and net service charges	(4.5)	–	(4.5)	(5.2)	–	(5.2)
	Net rental income	**65.8**	**–**	**65.8**	**53.5**	**–**	**53.5**
	Contribution of companies accounted for using the equity method	(0.1)	(2.9)	(3.0)	(0.2)	7.2	7.1
	Gains/losses on sales of properties	–	(5.4)	(5.4)	–	(0.3)	(0.3)
	Valuation movements on assets	–	(334.0)	(334.0)	–	(123.7)	(123.7)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Offices & Others France	**65.7**	**(342.3)**	**(276.6)**	**53.3**	**(116.8)**	**(63.5)**
OTHER COUNTRIES	Gross rental income	27.5	–	27.5	28.1	–	28.1
	Operating expenses and net service charges	(9.4)	–	(9.4)	(8.4)	–	(8.4)
	Net rental income(2)	**18.1**	**–**	**18.1**	**19.7**	**–**	**19.7**
	Contribution of companies accounted for using the equity method	–	–	–	–	–	–
	Gains/losses on sales of properties	–	0.1	0.1	–	0.3	0.3
	Valuation movements on assets	–	(86.8)	(86.8)	–	(96.0)	(96.0)
	Impairment of goodwill	–	–	–	–	–	–
	Result from operations Offices & Others Other countries	**18.1**	**(86.7)**	**(68.7)**	**19.7**	**(95.7)**	**(76.1)**
TOTAL RESULT FROM OPERATIONS OFFICES & OTHERS		**83.8**	**(429.0)**	**(345.2)**	**73.0**	**(212.5)**	**(139.5)**

(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 a change in classification of one building from Shopping Centres to Offices & Others, the figures for 2022 were accordingly restated for €3.4Mn.

Net result by segment on a proportionate basis (€Mn)		2023 Recurring activities	2023 Non-recurring activities(1)	2023 Result	2022 Recurring activities	2022 Non-recurring activities(1)	2022 Result
CONVENTION & EXHIBITION							
FRANCE	Gross rental income	201.1	–	201.1	202.6	–	202.6
	Operating expenses and net service charges	(105.7)	–	(105.7)	(70.3)	–	(70.3)
	Net rental income	**95.4**	**–**	**95.4**	**132.3**	**–**	**132.3**
	On–site property services net income	**37.2**	**–**	**37.2**	**57.9**	**–**	**57.9**
	Contribution of companies accounted for using the equity method	(0.9)	(0.4)	(1.2)	–	–	–
	Valuation movements, depreciation, capital gains	–	(99.3)	(99.3)	–	(69.7)	(69.7)
	Impairment of goodwill	–	–	–	–	–	–
TOTAL RESULT FROM OPERATIONS CONVENTION & EXHIBITION		**131.7**	**(99.6)**	**32.1**	**190.2**	**(69.7)**	**120.5**
Net property development and project management income		30.9	–	30.9	32.1	–	32.1
Other property services net income		39.9	–	39.9	44.8	(0.0)	44.8
Impairment of goodwill related to the property services		–	–	–	–	–	–
General expenses		(199.4)	–	(199.4)	(210.7)	–	(210.7)
Development expenses		(4.7)	–	(4.7)	(3.7)	–	(3.7)
Acquisition and other costs		–	(8.9)	(8.9)	–	2.6	2.6
NET OPERATING RESULT BEFORE DEPRECIATION AND IMPAIRMENT OF ASSETS		**2,199.3**	**(3,037.5)**	**(838.2)**	**2,209.0**	**(1,544.7)**	**664.2**
Depreciation and impairment of tangible and intangible assets		(51.5)	(18.6)	(70.1)	(57.2)	(14.9)	(72.1)
NET OPERATING RESULT		**2,147.8**	**(3,056.1)**	**(908.3)**	**2,151.8**	**(1,559.7)**	**592.1**
Result from non consolidated companies		2.9	–	2.9	4.3	–	4.3
Financing result		(484.5)	(381.9)	(866.4)	(524.1)	283.1	(241.0)
RESULT BEFORE TAX		**1,666.3**	**(3,438.0)**	**(1,771.7)**	**1,632.0**	**(1,276.6)**	**355.4**
Income tax expenses		(80.6)	73.6	(7.0)	(66.6)	(0.3)	(66.9)
NET RESULT FOR THE PERIOD		**1,585.7**	**(3,364.4)**	**(1,778.7)**	**1,565.4**	**(1,276.9)**	**288.5**
External non–controlling interests		(176.8)	326.3	149.6	(226.0)	115.7	(110.3)
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		**1,408.9**	**(3,038.0)**	**(1,629.1)**	**1,339.3**	**(1,161.1)**	**178.2**

(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.

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 on a straight-line basis over the expected term of the lease.

According to IFRS 16, a rent relief which is not a lease modification will be directly charged to the income statement as a reduction of the Gross Rental Income. For rent relief which are considered as a lease modification, the accounting treatment depends on whether there's a counterpart received from the tenant or not.

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 C&E 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)	2023	2022
Shopping Centres	**2,574.1**	**2,543.0**
France	614.6	569.7
Spain	192.7	206.7
US	782.3	860.4
Central Europe	246.6	221.3
Austria	147.8	137.3
Germany	146.7	136.9
Nordics	117.9	118.5
The Netherlands	92.3	93.7
UK[(1)]	233,1	198.4
Offices & Others	**97.7**	**86.8**
France	70.3	58.7
Other countries[(1)]	27.5	28.1
Convention & Exhibition	**201.1**	**202.6**
Total	**2,872.9**	**2,832.4**

(1) Following a change in classification of one building from Shopping Centres to Offices & Others, the figures for 2022 were accordingly restated for €3.4Mn.

Gross Rental Income amounted to €2,872.9 Mn (€2,832.4 Mn as at December 31, 2022), an increase of +1.4%.

GROSS RENTAL INCOME BY SEGMENTS ON IFRS BASIS

(€ Mn excluding taxes)	2023	2022
Shopping Centres	**2,033.3**	**1,949.5**
France	603.2	559.4
Spain	192.2	206.3
US	419.3	434.9
Central Europe	229.3	199.8
Austria	147.8	137.3
Germany	97.5	93.1
Nordics	117.9	118.5
The Netherlands	92.3	93.7
UK	133.7	106.4
Offices & Others	**90.2**	**81.4**
France	68.1	56.6
Other countries	22.1	24.8
Convention & Exhibition	**198.6**	**200.5**
Total	**2,322.1**	**2,231.3**

MINIMUM GUARANTEED RENTS UNDER LEASES ON A PROPORTIONATE BASIS

As at December 31, 2023, 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
2024	1,661.0	96.7	1,757.7
2025	1,442.9	92.8	1,535.7
2026	1,135.1	86.2	1,221.3
2027	872.6	70.4	943.0
2028	650.2	66.1	716.3
2029	479.4	61.0	540.4
2030	359.9	55.4	415.3
2031	283.4	51.5	334.8
2032	229.8	43.1	272.9
2033	157.2	30.4	187.6
2034	109.0	19.2	128.1
Beyond	122.5	0.7	123.2
Total	**7,502.9**	**673.4**	**8,176.3**

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 straightlining of initial payments) for properties built on land subject to leasehold or operated under an operating contract (concession). This item mainly applies to the C&E venue of Le Bourget and Porte de Versailles in Paris, to some shopping centres, in particular in France, and to some of the airport activities 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. URW is acting as principal.

The net of charges re-invoiced to tenants relates mainly to vacant premises and caps on service charge.

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 C&E segment.

4.4.3 NET PROPERTY SERVICES AND OTHER ACTIVITIES INCOME

REVENUE RECOGNITION

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.

C&E'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 C&E segment.

Other expenses comprise charges relating to property services, general costs and depreciation charges for related fixed assets.

€ Mn	2023	2022
Net property services and other activities income	**57.5**	**77.9**
On-site property services net income – Convention & Exhibition	37.2	57.9
Depreciation of tangible and intangible assets – Convention & Exhibition	(14.0)	(17.6)
Other property services net income	39.9	44.8
Depreciation of tangible and intangible assets – other property services	(5.6)	(7.1)

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 3 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 3 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 uses 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, not capitalised, and depreciation charges relating to equipment and software of the Group.

4.4.6 ACQUISITION AND OTHER COSTS

In 2023, acquisition and other costs amounted to -€8.9 Mn and mainly comprise costs relating to the acquisition of Croydon in UK and other costs in US.

In 2022, acquisition and other costs amounted to +€2.6 Mn and mainly comprise the re-branding costs of shopping centres in Continental Europe.

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 2023

(€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 shares	Valuation movements on assets	Acquisition and other costs	Impairment of goodwill	**Total net operating result 2023**
Shopping Centres									
France	525.5	–	(6.0)	–	(41.8)	(695.7)	–	(183.8)	(401.8)
Spain	169.0	–	–	–	3.7	(144.1)	–	–	28.6
United States	535.3	–	(25.4)	–	9.9	(689.4)	–	–	(169.6)
Central Europe	248.8	–	38.9	–	2.2	81.9	–	–	371.9
Austria	111.8	–	–	–	–	(149.5)	–	–	(37.8)
Germany	126.3	–	(8.7)	–	(1.5)	(285.1)	–	(58.3)	(227.2)
Nordics	102.2	–	–	–	1.3	(156.9)	–	–	(53.4)
The Netherlands	77.5	–	–	–	0.1	(81.2)	–	–	(3.5)
United Kingdom	134.4	–	–	–	–	(24.4)	–	–	110.0
Total Shopping Centres	**2,030.9**	**–**	**(1.2)**	**–**	**(26.1)**	**(2,144.3)**	**–**	**(242.1)**	**(382.8)**
Offices & Others									
France	65.8	–	(3.0)	–	(5.4)	(334.0)	–	–	(276.6)
Others	18.1	–	–	–	0.1	(86.8)	–	–	(68.7)
Total Offices & Others	**83.8**	**–**	**(3.0)**	**–**	**(5.3)**	**(420.8)**	**–**	**–**	**(345.2)**
C. & E.(1)									
France	95.4	37.2	(1.2)	–	10.1	(109.4)	–	–	32.1
Not allocated	**–**	**51.3**	**–**	**(236.1)**	**–**	**(18.6)**	**(8.9)**	**–**	**(212.3)**
Total	**2,210.1**	**88.5**	**(5.4)**	**(236.1)(2)**	**(21.2)**	**(2,693.1)**	**(8.9)**	**(242.1)**	**(908.3)**

(1) Convention & Exhibition segment.
(2) Includes development expenses respectively -€4.7 Mn.

FOR 2022

(€Mn)	Net rental income[2]	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 shares	Valuation movements on assets	Acquisition and other costs	Impairment of goodwill	Total net operating result 2022
Shopping Centres									
France	507.0	–	94.8	–	(4.3)	(125.4)	–	–	472.1
Spain	188.3	–	–	–	(0.0)	(19.0)	–	–	169.4
United States	578.8	–	(30.1)	–	(23.0)	(711.9)	–	–	(186.2)
Central Europe	217.2	–	56.4	–	(3.5)	72.8	–	–	343.0
Austria	109.5	–	–	–	–	(51.6)	–	–	57.9
Germany	128.1	–	(1.1)	–	11.1	(282.1)	–	–	(143.9)
Nordics	98.8	–	–	–	22.9	(49.1)	–	–	72.6
The Netherlands	76.8	–	–	–	(10.0)	(3.9)	–	–	62.9
United Kingdom	116.3	–	–	–	–	(145.7)	–	–	(29.4)
Total Shopping Centres	**2,020.9**	**–**	**120.1**	**–**	**(6.8)**	**(1,315.9)**	**–**	**–**	**818.3**
Offices & Others									
France	53.5	–	7.1	–	(0.3)	(123.7)	–	–	(63.5)
Others	19.7	–	–	–	0.3	(96.0)	–	–	(76.1)
Total Offices & Others	**73.2**	**–**	**7.1**	**–**	**(0.0)**	**(219.7)**	**–**	**–**	**(139.5)**
C. & E.[1]									
France	132.3	57.9	–	–	–	(69.7)	–	–	120.5
Not allocated	**–**	**52.1**	**–**	**(246.8)**	**–**	**(14.9)**	**2.6**	**–**	**(207.1)**
Total	**2,226.3**	**110.0**	**127.2**	**(246.8)[3]**	**(6.8)**	**(1,620.3)**	**2.6**	**–**	**592.1**

(1) Convention & Exhibition segment.
(2) Following a change in classification of one building from Shopping Centres to Offices & Others, the figures for 2022 were accordingly restated for €3.4Mn.
(3) Includes development expenses for -€3.7 Mn.

4.5.2 STATEMENT OF FINANCIAL POSITION BY SEGMENT ON A PROPORTIONATE BASIS FOR 2023

(€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	11,201.2	547.2	454.7	38.8	–	234.4	12,476.3	386.6
Spain	3,441.4	–	–	34.4	33.9	45.5	3,555.2	292.7
United States	9,216.5	–	–	210.0	135.1	257.5	9,819.1	576.3
Central Europe	4,142.7	87.3	725.5	29.5	71.2	27.6	5,083.8	724.0
Austria	2,056.5	72.9	–	0.1	–	29.5	2,158.9	443.8
Germany	2,965.2	175.6	11.7	29.4	–	87.4	3,269.3	372.3
Nordics	2,436.8	–	–	0.7	–	29.5	2,467.0	425.9
The Netherlands	1,453.2	–	–	5.8	–	9.2	1,468.2	59.6
United Kingdom	2,300.7	–	–	155.7	–	178.3	2,634.7	292.5
Total Shopping Centres	**39,214.2**	**883.0**	**1,191.9**	**504.5**	**240.2**	**898.9**	**42,932.6**	**3,573.8**
Offices & Others								
France	1,578.1	–	38.5	113.7	–	82.1	1,812.4	54.4
Others	1,225.2	–	–	(0.0)	9.7	34.0	1,268.8	130.1
Total Offices & Others	**2,803.3**	**–**	**38.5**	**113.7**	**9.7**	**116.1**	**3,081.2**	**184.4**
C. & E.(1)								
France	2,493.4	–	9.0	123.8(2)	–	142.0	2,768.2	233.8
Not allocated	**–**	**10.3**	**–**	**746.1(3)**	**–**	**5,878.4(4)**	**6,634.8**	**30,657.5**
Total Dec. 31, 2023	**44,510.9**	**893.3**	**1,239.3**	**1,488.1**	**249.9**	**7,035.4**	**55,416.8**	**34,649.5**

(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 2022

(€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	12,040.4	731.0	492.7	52.9	–	169.5	13,486.5	385.3
Spain	3,524.7	–	–	32.0	–	42.9	3,599.7	273.7
United States	10,860.9	–	25.5	291.3	–	397.3	11,575.0	795.2
Central Europe	4,091.4	92.2	727.4	28.6	–	23.1	4,962.6	647.7
Austria	2,159.8	72.9	–	0.0	–	15.4	2,248.1	465.5
Germany	2,908.9	233.9	20.3	17.6	–	134.1	3,314.8	344.1
Nordics	2,521.0	–	–	0.0	–	35.9	2,557.0	410.3
The Netherlands	1,519.0	–	–	2.6	–	16.8	1,538.4	60.5
United Kingdom	2,176.3	–	–	188.2	–	125.2	2,489.6	315.8
Total Shopping Centres	**41,802.6**	**1,129.9**	**1,265.8**	**613.2**	**–**	**960.2**	**45,771.7**	**3,698.1**
Offices & Others								
France	1,910.3	–	30.7	114.3	–	70.6	2,125.9	80.8
Others	1,167.1	–	–	(0.0)	–	20.0	1,187.1	100.5
Total Offices & Others	**3,077.5**	**–**	**30.7**	**114.3**	**–**	**90.5**	**3,313.0**	**181.3**
C. & E.[1]								
France	2,479.0	–	–	119.3[2]	–	126.8	2,725.1	195.2
Not allocated	**–**	**10.3**	**–**	**1,358.2[3]**	**–**	**3,683.5[4]**	**5,052.0**	**29,839.0**
Total Dec. 31, 2022	**47,359.0**	**1,140.2**	**1,296.5**	**2,205.0**	**–**	**4,861.1**	**56,861.8**	**33,913.6**

(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.

4.5.3 INVESTMENTS BY SEGMENT ON A PROPORTIONATE BASIS

(€Mn)	2023			2022		
	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	168.7	7.1	175.8	144.3	7.4	151.8
Spain	85.2	9.5	94.7	46.5	4.7	51.2
United States	165.2	14.6	179.8	115.4	3.1	118.5
Central Europe	21.9	6.9	28.7	18.9	6.5	25.4
Austria	45.2	–	45.2	22.8	0.0	22.8
Germany	226.4	93.2	319.6	17.3	118.0	135.3
Nordics	69.1	2.4	71.5	20.3	11.2	31.4
The Netherlands	16.2	–	16.2	20.2	–	20.2
United Kingdom	52.7	–	52.7	59.5	–	59.5
Total Shopping Centres	**850.6**	**133.7**	**984.3**	**465.3**	**150.9**	**616.2**
Offices & Others						
France	78.7	17.8	96.6	88.3	2.0	90.3
Others	153.6	76.8	230.4	53.9	87.7	141.6
Total Offices & Others	**232.3**	**94.7**	**327.0**	**142.2**	**89.7**	**231.9**
C. & E.[(1)]						
France	57.0	–	57.0	31.8	–	31.8
Total	**1,139.9**	**228.3**	**1,368.2**	**639.3**	**240.6**	**879.8**

(1) Convention & Exhibition segment.
(2) Before transfer between category of investment property.

NOTE 5. INVESTMENT PROPERTIES, TANGIBLE AND INTANGIBLE ASSETS, GOODWILL

5.1 INVESTMENT PROPERTIES

5.1.1 ACCOUNTING PRINCIPLES

INVESTMENT PROPERTIES (IAS 40 AND IFRS 13)

In accordance with IAS 40, investment properties are shown at their fair 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 the European Public Real Estate Association ("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, eviction 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.

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 independent external appraiser twice a year. As part of the recommendations of the Royal Institution of Chartered Surveyors ("RICS"), URW applies a rotation on the appraisal mandates on a regular basis; the last rotation occurred in 2021. 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 1 year before the construction completion.

According to the Group, a development project is eligible for a fair value measurement once all 3 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 1 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 2 methods: the discounted cash flow ("DCF") methodology as well as the yield methodology. Furthermore, the resulting valuations are cross-checked against the initial yield, value per square metre 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. A significant amount of information has been made available to the appraisers in relation to several ESG KPIs on an asset-by-asset basis[(3)] in connexion with a new AFREXIM ESG scorecard built by main valuation firms, international shopping centres landlords and some French institutions representing a large scope of retail market participants (see 2.3.2 "Impact on financial statements").

On that basis, 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), 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 C&E portfolio are qualified as investment property.

For the C&E portfolio, the valuation methodology adopted is mainly based on a DCF 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 10-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.

(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.
(3) For European shopping centres.

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 independent 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 according to IFRS 5.

5.1.2 INVESTMENT PROPERTIES AT FAIR VALUE – IFRS BASIS

Westfield Hamburg, previously classified as Investment Property Under Construction at cost, is assessed at fair value since June 30, 2023.

(€ Mn)	Dec. 31, 2023	Dec. 31, 2022
Shopping Centres	**32,015.9**	**33,025.6**
France	10,841.3	11,658.5
Spain	3,329.9	3,402.2
US	4,577.8	5,164.5
Central Europe	3,888.9	3,795.2
Austria	2,056.5	2,159.8
Germany	2,169.7	1,656.9
Nordics	2,427.5	2,514.1
The Netherlands	1,453.2	1,519.0
UK	1,271.2	1,155.4
Offices & Others	**2,404.2**	**2,327.1**
France	1,511.9	1,779.6
Other countries	892.3	547.5
Convention & Exhibition	**2,492.7**	**2,478.1**
Total	**36,912.8**	**37,830.8**

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, 2021	**33,797.0**	**2,343.6**	**2,501.4**	**38,642.1**	**270.4**	**38,912.5**
Acquisitions	22.8	3.3	–	26.1	–	26.1
Capitalised expenses	340.5	94.4	31.8	466.7	0.3	467.0
Disposals/exits from the scope of consolidation	(812.5)	(5.2)	–	(817.7)	(249.5)	(1,067.2)
Reclassification and transfer of category	191.3	36.4	15.0	242.6	–	242.6
Discounting impact	2.6	–	–	2.6	–	2.6
Valuation movements	(597.5)	(131.0)	(70.0)	(798.5)	–	(798.5)
Currency translation	81.4	(14.4)	–	67.0	(21.2)	45.8
Dec. 31, 2022	**33,025.6**	**2,327.1**	**2,478.1**	**37,830.8**	**–**	**37,830.8**
Acquisitions	21.5	–	–	21.5	–	21.5
Entry into scope of consolidation(1)	112.9	–	–	112.9	–	112.9
Capitalised expenses(2)	730.4	214.8	56.9	1,002.1	–	1,002.1
Disposals/exits from the scope of consolidation(3)	(668.4)	(94.8)	–	(763.2)	–	(763.2)
Reclassification and transfer of category(4)	566.3	329.8	66.8	962.9	33.9	996.8
Discounting impact	0.1	–	–	0.1	–	0.1
Valuation movements	(1,626.2)	(375.9)	(109.2)	(2,111.3)	–	(2,111.3)
Currency translation	(146.3)	3.3	–	(142.9)	–	(142.9)
Dec. 31, 2023	**32,015.9**	**2,404.2**	**2,492.7**	**36,912.8**	**33.9**	**36,946.7**

(1) Relates to the change of consolidation method of Croydon and the entry of fully consolidated companies.
(2) Capitalised expenses mainly relate to:
- Shopping centres in Germany, France and US;
- Offices in France; and
- C&E sites such as the Parc des Expositions in Porte de Versailles.

(3) Includes the disposals of Polygone Riviera, Westfield Brandon, Versailles Chantiers and the foreclosure of San Francisco Centre (see note 1.1.1 Disposals in 2023).
(4) Includes mainly:
- The reclassification of Westfield Hamburg from IPUC at cost to IPUC at fair value; and
- The revaluation of the financial lease of LAX Airport (€92.8 Mn), the Parc des Expositions in Porte de Versailles (€55.3 Mn) and Le Bourget (€11.5 Mn).

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. 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, 2023, 99% of URW's portfolio was appraised by qualified independent external 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 -€185.8 Mn (-€159.3 Mn as at December 31, 2022).

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 DCF and/or yield methodologies.

The table below only includes fully consolidated assets.

Shopping Centres – Dec. 31, 2023		Net Initial Yield	Rent in € per sqm[a]	Discount Rate[b]	Exit Capitalisation Rate[c]	CAGR of NRI[d]
France	Max	7.8%	968	10.0%	20.0%	21.2%
	Min	3.5%	160	6.7%	4.7%	4.3%
	Weighted average	4.9%	632	6.9%	4.9%	5.3%
Spain	Max	10.6%	620	14.0%	9.5%	4.2%
	Min	5.0%	136	7.9%	5.3%	2.7%
	Weighted average	5.8%	411	8.4%	5.6%	3.4%
Central Europe	Max	9.2%	734	9.8%	9.5%	2.3%
	Min	6.0%	306	7.5%	5.6%	1.5%
	Weighted average	6.3%	509	7.9%	5.9%	2.0%
Austria	Max	5.4%	449	7.0%	5.1%	4.4%
	Min	5.3%	343	7.0%	5.1%	3.0%
	Weighted average	5.3%	393	7.0%	5.1%	3.7%
Germany	Max	7.6%	528	9.4%	7.3%	4.8%
	Min	5.0%	201	6.6%	5.0%	1.4%
	Weighted average	5.8%	336	7.4%	5.5%	3.3%
Nordics	Max	6.4%	467	7.9%	5.9%	4.9%
	Min	4.6%	296	6.9%	4.9%	3.4%
	Weighted average	5.1%	390	7.1%	5.1%	3.6%
The Netherlands	Max	8.1%	397	8.3%	7.1%	3.3%
	Min	5.2%	283	6.5%	5.0%	1.3%
	Weighted average	5.6%	369	6.7%	5.4%	2.9%
US	Max	5.4%	1,438	7.5%	6.0%	9.5%
	Min	3.2%	476	6.8%	5.0%	3.2%
	Weighted average	4.6%	841	7.1%	5.3%	4.9%

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 and the airport activities are not included in this table neither the UK asset.

(a) Average annual rent (minimum guaranteed rent ("MGR") + sales-based rent ("SBR")) per asset per square meter.
(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 (duration of the DCF model used either 6 or 10 years).

Shopping Centres – December 31, 2022		Net Initial Yield	Rent in € per sqm[(a)]	Discount Rate[(b)]	Exit Capitalisation Rate[(c)]	CAGR of NRI[(d)]
France	Max	7.1%	919	9.5%	13.1%	13.5%
	Min	3.4%	174	6.3%	4.2%	3.8%
	Weighted average	4.5%	585	6.5%	4.4%	4.9%
Spain	Max	9.0%	577	12.8%	8.5%	9.0%
	Min	3.6%	131	7.5%	4.7%	2.5%
	Weighted average	5.0%	370	7.9%	5.0%	4.3%
Central Europe	Max	8.2%	681	9.2%	8.9%	3.2%
	Min	5.3%	262	7.2%	5.2%	2.4%
	Weighted average	5.7%	452	7.6%	5.4%	2.9%
Austria	Max	5.0%	438	6.7%	4.6%	3.3%
	Min	4.9%	331	6.6%	4.6%	3.0%
	Weighted average	4.9%	382	6.6%	4.6%	3.1%
Germany	Max	7.3%	508	9.0%	6.9%	3.9%
	Min	4.8%	215	6.5%	4.6%	2.3%
	Weighted average	5.4%	329	7.0%	5.0%	3.2%
Nordics	Max	6.1%	446	7.5%	5.3%	4.5%
	Min	4.5%	285	6.6%	4.5%	2.9%
	Weighted average	4.8%	386	6.9%	4.7%	3.5%
The Netherlands	Max	7.3%	403	7.7%	6.6%	4.5%
	Min	4.8%	297	5.8%	4.6%	3.0%
	Weighted average	5.2%	365	6.2%	5.0%	3.9%
US	Max	9.3%	1,438	10.0%	9.0%	9.1%
	Min	2.9%	420	6.5%	4.5%	0.6%
	Weighted average	4.3%	773	6.9%	5.0%	4.2%

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 and the airport activities are not included in this table neither the UK asset.

(a) Average annual rent (MGR + SBR) per asset per square meter.
(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 (duration of the DCF model used either 6 or 10 years).

The tables below show the sensitivity on URW's Shopping Centres portfolio value for assets fully consolidated, excluding assets under development and the airport activities.

The percentages below are indicative of evolutions in case of various evolutions of NIY, DR, ECR and appraisers' Estimated Rental Value (ERV).

Sensitivity	Impact in € Mn	Impact in %
+25 bps in NIY	(1,466)	(4.5)%
+25 bps in DR	(522)	(1.6)%
+10 bps in ECR	(395)	(1.2)%
-5% in appraisers' ERV	(1,270)	(3.9)%

Sensitivity	Impact in € Mn	Impact in %
-25 bps in NIY	+1,612	+5.0%
-25 bps in DR	+534	+1.6%
-10 bps in ECR	+420	+1.3%
+5% in appraisers' ERV	+1,031	+3.2%

OFFICES & OTHERS

Appraisers value the Group's Offices & Others using the DCF and yield methodologies.

The tables below show the sensitivity on URW's Offices & Others portfolio value for assets fully consolidated, excluding assets under development.

The percentages below are indicative of evolutions in case of various evolutions of NIY.

Sensitivity	Impact in € Mn	Impact in %
+25 bps in NIY	(82)	(4.5)%
-25 bps in NIY	+90	+4.9%

CONVENTION & EXHIBITION

The table shows below the sensitivity of the C&E portfolio related to the weighted average cost of capital ("WACC").

Sensitivity	Impact in € Mn	Impact in %
+25 bps in "WACC"	(77)	(3.7)%
-25 bps in "WACC"	+82	+4.0%

5.1.3 INVESTMENT PROPERTIES UNDER CONSTRUCTION AT COST – IFRS BASIS

(€ Mn)	Dec. 31, 2023	Dec. 31, 2022
Shopping Centres	**307.2**	**724.3**
France	138.7	148.9
Spain	110.4	121.4
US	2.7	11.6
Central Europe	44.3	38.4
Austria	–	–
Germany	1.8	397.0
Nordics	9.3	7.0
The Netherlands	–	–
UK	–	–
Offices & Others	**98.3**	**438.3**
France	24.0	83.4
Other countries	74.3	354.9
Convention & Exhibition	**–**	**–**
Total	**405.4**	**1,162.6**

Assets still stated at cost were subject to impairment tests as at December 31, 2023. Allowances were recorded for a total amount of -€114.0 Mn in 2023. It mainly corresponds to Sisters in La Défense.

(€ Mn)	Gross value	Impairment	Total investment properties at cost	Properties held for sale	Total
Dec. 31, 2021	**1,613.1**	**(257.3)**	**1,355.8**	**40.9**	**1,396.7**
Acquisitions	0.5	–	0.5	–	0.5
Capitalised expenses	231.9	–	231.9	2.7	234.6
Disposals/exits from the scope of consolidation	(6.6)	–	(6.6)	(42.6)	(49.2)
Reclassification and transfer of category	(121.6)	–	(121.6)	–	(121.6)
Write-off	(39.1)	18.8	(20.2)	(0.9)	(21.2)
Impairment/reversal	–	(276.0)	(276.0)	–	(276.0)
Currency translation	(2.1)	0.8	(1.3)	0.0	(1.4)
Dec. 31, 2022	**1,676.2**	**(513.6)**	**1,162.6**	**–**	**1,162.6**
Acquisitions	(0.3)	–	(0.3)	–	(0.3)
Capitalised expenses(1)	216.6	–	216.6	–	216.6
Disposals/exits from the scope of consolidation	(20.0)	11.8	(8.1)	–	(8.1)
Reclassification and transfer of category(2)	(1,053.4)	203.2	(850.2)	9.4	(840.8)
Write-off	(2.2)	–	(2.2)	–	(2.2)
Impairment/reversal(3)	–	(114.0)	(114.0)	–	(114.0)
Currency translation	1.8	(0.7)	1.1	–	1.1
Dec. 31, 2023	**818.7**	**(413.3)**	**405.4**	**9.4**	**414.8**

(1) Capitalised expenses mainly refer to investments in Westfield Hamburg.
(2) Includes mainly the reclassification of Westfield Hamburg from IPUC at cost to IPUC at fair value.
(3) Impairment mainly relates to Sisters in La Défense.

5.2 TANGIBLE ASSETS

5.2.1 ACCOUNTING PRINCIPLES

Under 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 4 components of a property are the main structure, the façade, 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)	Furniture and equipment	Right-of-use assets	Total
Dec. 31, 2021	**80.4**	**65.5**	**145.9**
Acquisitions and capitalised expenses	15.9	1.3	17.2
Reclassification	8.9	20.2	29.1
Disposals/exits from the scope of consolidation	(2.0)	(14.4)	(16.4)
Depreciation	(24.4)	(15.1)	(39.5)
Impairment/reversal	(0.8)	–	(0.8)
Currency translation	0.5	1.3	1.8
Dec. 31, 2022	**78.5**	**58.8**	**137.3**
Acquisitions and capitalised expenses	32.1	0.6	32.8
Reclassification	0.1	1.0	1.1
Disposals/exits from the scope	(1.5)	(4.4)	(5.9)
Depreciation	(21.1)	(13.4)	(34.5)
Impairment/reversal(1)	(16.7)	–	(16.7)
Currency translation	(0.7)	(0.3)	(1.0)
Dec. 31, 2023	**70.7**	**42.4**	**113.0**

(1) 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 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 activities 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. Consequently, all these assets are not amortised and tested for impairment.

Other assets are amortised over their remaining useful life:
- PM contracts with Regionals: 3 years;
- DD&C contracts: between 1 to 4 years; and
- Airport activities: 3 years.

PM contracts with Regionals, Airport activities and DD&C contracts are fully amortised.

5.3.2 CHANGES IN INTANGIBLE ASSETS

Net value (€ Mn)	PM/DD&C/ Airport	Trademark	Rights and exhibitions	Other intangible assets	Total
Dec. 31, 2021	**253.9**	**425.8**	**135.1**	**30.0**	**844.8**
Acquisitions	–	–	–	5.2	5.2
Disposals	–	–	–	(0.7)	(0.7)
Amortisation	(9.8)	–	(2.0)	(13.1)	(24.9)
Impairment/reversal	11.9	–	(16.2)	–	(4.3)
Currency translation	(1.6)	–	–	0.9	(0.7)
Reclassification	–	–	–	1.1	1.1
Dec. 31, 2022	**254.3**	**425.8**	**117.0**	**23.4**	**820.5**
Acquisitions	–	–	–	14.2	14.2
Disposals	–	–	–	–	–
Amortisation	(5.4)	–	(2.0)	(12.6)	(20.0)
Impairment/reversal(1)	(11.9)	(2.7)	18.1	–	3.5
Currency translation	(0.5)	–	–	(0.4)	(0.9)
Reclassification	–	–	–	12.4	12.4
Dec. 31, 2023	**236.5(2)**	**423.2(2)**	**133.1**	**36.9**	**829.6**

(1) The net impairment variation relates to reversals in Viparis' intangible assets partly offset by allowances in the US PM activity.
(2) Amounts related to Westfield's intangibles acquisition: PM, DDC, Airport and trademark amount to €659.7Mn.

One of the main assumptions used to value the PM, DD&C and the Trademark is the DR, which stands between 9.5% and 10.0%.

PM

The table below shows the sensitivity of the Property Management assets value and the impact in the result as determined at December 31, 2023:

Sensitivity	Impact in the value (€ Mn)	(Additional)/ Reversal of impairment (€ Mn)
-25bps in DR	+7.7	+7.7
+25bps in DR	(7.2)	(7.2)
-10bps LTGR	(2.1)	(2.1)
+10bps LTGR	+2.0	+2.0

TRADEMARK

For the Trademark, the impairment test performed was based on an independent external appraisal leading to an impairment of -€2.7 Mn.

The table below shows the sensitivity of the Trademark as determined at December 31, 2023:

Sensitivity	Impairment (€ Mn)
+25bps in DR	(29.1)
-10bps in long-term growth rate	(8.4)

RIGHTS AND EXHIBITIONS

As at December 31, 2023, 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 +€18.1 Mn was recognised.

The table below shows the sensitivity of the Rights and exhibitions portfolio related to the weighted average cost of capital ("WACC") and the impact in the result as determined at December 31, 2023:

Sensitivity	Impact in the value (€ Mn)	Impact in % of the portfolio value	(Additional)/ Reversal of impairment (€ Mn)
-25bps in "WACC"	+26.5	+6.5%	+9.7
+25bps in "WACC"	(24.5)	(6.0)%	(8.7)

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 US, the 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 is fully impaired.

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, Central Europe and the Nordics is fully impaired.

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, 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 5YBP approved by the MB and the SB.

The Group performs comprehensive impairment tests of the goodwill allocated to each geographical segment at the end of December, based on:

- The operating cash flows derived from the 5YBP exercise for 2024–2028 per geographical segment;
- 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. These discount rates were also compared with the discount rates used by appraisers for the valuation of Investment Properties as at December 31, 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 10-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, 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 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, 2023, the goodwill breaks down as follows:

Net value (€ Mn)	Optimised value of deferred taxes	Fee business	Synergies, workforce and ability to generate development projects	Total
Dec. 31, 2021	**176.6**	**119.3**	**783.4**	**1,079.2**
Disposal	–	–	–	–
Impairment	–	–	–	–
Currency translation	–	–	–	–
Dec. 31, 2022	**176.6**	**119.3**	**783.4**	**1,079.2**
Disposal	–	–	–	–
Impairment	(1.1)	–	(232.9)	(234.0)
Currency translation	–	–	–	–
Dec. 31, 2023	**175.5**	**119.3**	**550.5**	**845.2**

The allocation of the goodwill per geographical segment breaks down as follows:

(€ Mn)	France Retail	Central Europe	Austria	Germany	Other	Total
Goodwill Dec. 31, 2022	**731.0**	**87.3**	**72.9**	**177.8**	**10.3**	**1,079.2**
Disposal	–	–	–	–	–	–
Impairment	(183.8)	–	–	(50.2)	–	(234.0)
Currency translation	–	–	–	–	–	–
Goodwill Dec. 31, 2023	**547.2**	**87.3**	**72.9**	**127.6**	**10.3**	**845.2**

The Group performs an impairment test for each category of goodwill.

GOODWILL RELATING TO OPTIMISED VALUE OF DEFERRED TAXES

As at December 31, 2023, an impairment of -€1.1 Mn was recognised.

GOODWILL RELATING TO FEE BUSINESS

As at December 31, 2023, no additional impairment was recognised.

GOODWILL RELATING TO THE ABILITY TO GENERATE DEVELOPMENT PROJECTS

An impairment test, performed on this goodwill and based on an independent external appraisal was performed as at December 31, 2023.

As at December 31, 2023, an impairment of -€49.1 Mn was recognised following the change in category of the Westfield Hamburg project from investment properties at cost to investment properties at fair value.

GOODWILL RELATING TO SYNERGIES AND WORKFORCE

As at December 31, 2023, the only remaining value of the goodwill resulting from the Westfield acquisition is the one that was allocated to France Retail, the other geographical segments having been totally depreciated.

The main assumptions for calculating the value in use are the WACC, the long-term growth rates ("LTGR") and the CAGR of NRI displayed in the table below.

	France Retail
Dec. 31, 2022	
WACC before tax in %	*6.50%*
LTGR in %	*1.70%*
CAGR of NRI in %	*4.85%*
Dec. 31, 2023	
WACC before tax in %	*6.87%*
LTGR in %	*1.93%*
CAGR of NRI in %	*5.20%*

An increase in the WACC, a decrease in the LTGR or a decrease in the CAGR of NRI as determined at December 31, 2023, 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.

Based on these assumptions used for calculating the value in use, the remaining value of the goodwill allocated to France Retail was impaired by -€183.8 Mn further to an increase of the WACC, and a decrease of the long-term cash flows.

A change of +25 basis points in the WACC as determined at December 31, 2023, without any change in the LTGR and in the CAGR of NRI would lead to additional impairment of goodwill of -€90.4 Mn.

A change of -10 basis points in the LTGR as determined at December 31, 2023, without any change in the WACC and in the CAGR of NRI would lead to additional impairment of goodwill of -€27.3 Mn.

A change of -50 basis points in the CAGR of NRI as determined at December 31, 2023, without any change in the WACC and in the LTGR would lead to additional impairment of goodwill of -€28.7 Mn.

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)	2023	2022
Investment properties at fair value	**(2,111.3)**	**(798.5)**
Shopping Centres	*(1,626.2)*	*(597.5)*
Offices & Others	*(375.9)*	*(131.0)*
Convention & Exhibition	*(109.2)*	*(70.0)*
Investment properties at cost	**(116.1)**	**(297.1)**
Tangible and intangible assets	**(18.6)**	**(14.9)**
Total	**(2,246.0)**	**(1,110.6)**

5.6 AMOUNTS PAID FOR WORKS AND ACQUISITION OF PROPERTY ASSETS (CONSOLIDATED STATEMENT OF CASH FLOWS)

In 2023, amounts paid for works and acquisition of property assets amount to €1,181.0 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 the Westfield 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, 2023	Dec. 31, 2022
Shares in companies accounted for using the equity method	6,260.5	7,007.5
Loans granted to companies accounted for using the equity method	881.0	919.6
Total shares and investments in companies accounted for using the equity method[1]	**7,141.5**	**7,927.1**
Of which shares and investments in companies whose properties are under promise or mandate of sale	161.2	–
Total shares and investments in companies accounted for using the equity method excluding under promise or mandate of sale)[1]	**6,980.3**	**7,927.1**

(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:

	2023			2022		
(€ 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	**396.6**	**(566.2)**	**(169.6)**	**420.6**	**(472.4)**	**(51.8)**
Total interests on loans granted to companies accounted for using the equity method	**48.8**	**–**	**48.8**	**31.0**	**–**	**31.0**

(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, 2023	% Interest as at Dec. 31, 2022
Westfield Stratford City	UK	50.0%	50.0%
Cherry Park Property & ResiCo	UK	25.0%	25.0%
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	US	55.0%	55.0%
Westfield Culver City	US	55.0%	55.0%
Westfield Garden State Plaza	US	50.0%	50.0%
Westfield Montgomery	US	50.0%	50.0%
Westfield Southcenter	US	55.0%	55.0%
Westfield Topanga	US	55.0%	55.0%
Westfield UTC	US	50.0%	50.0%
Westfield Valley Fair	US	50.0%	50.0%

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 CPPIB.

The joint venture is governed by a board of directors with 6 members, 3 of which are designated by URW and 3 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, 2023	Dec. 31, 2022
Investment properties	7,192.7	8,365.6
Other non-current assets	10.4	27.2
Current assets	283.2	402.6
Assets held for sale	206.5	–
Total assets	**7,692.8**	**8,795.4**
Restated shareholders' equity	5,435.1	6,111.5
Deferred tax liabilities	82.6	97.1
Shareholders loans	419.0	458.1
External borrowings[1]	1,517.2	1,915.5
Other non-current liabilities	24.6	22.2
Liabilities held for sale	45.3	–
Current liabilities	169.0	191.0
Total liabilities	**7,692.8**	**8,795.4**

(1) Includes current and non-current borrowings.

(€ Mn)	2023	2022
NRI	416.7	450.7
Change in fair value of investment properties	(447.1)	(509.7)
Financial result	(48.4)	(50.1)
Net result	**(132.6)**	**(161.0)**

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–December 31, 2023		Net Initial Yield	Rent in € per sqm[(a)]	Discount Rate[(b)]	Exit Capitalisation Rate[(c)]	CAGR of NRI[(d)]
Europe	Max	7.4%	1,012	9.4%	7.3%	5.0%
	Min	4.9%	148	7.0%	5.0%	1.7%
	Weighted average	6.2%	393	7.6%	6.0%	2.5%
US	Max	12.2%	1,182	14.0%	12.0%	7.6%
	Min	4.1%	345	7.0%	5.0%	1.9%
	Weighted average	5.2%	719	7.6%	5.7%	4.7%

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 are not included in this table. The UK assets are included in the table.

(a) Average annual rent (MGR + SBR) per asset per square meter.
(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 6 and 10 years depending on duration of DCF model used).

The tables below show the sensitivity on URW's Shopping Centres portfolio value for assets accounted for using the equity method, excluding assets under development.

The percentages below are indicative of evolutions in case of various evolutions of NIY, DR, ECR and appraisers' ERV.

Sensitivity	Impact in € Mn	Impact in %
+25 bps in NIY	(317)	(4.3)%
+25 bps in DR	(136)	(1.9)%
+10 bps in ECR	(80)	(1.1)%
-5% in appraisers' ERV	(222)	(3.0)%

Sensitivity	Impact in € Mn	Impact in %
-25 bps in NIY	+348	+4.8%
-25 bps in DR	+139	+1.9%
-10 bps in ECR	+83	+1.1%
+5% in appraisers' ERV	+216	+3.0%

6.4 ASSOCIATES

Associates are those entities, not controlled by the Group, but in which it has a significant influence according to IAS 28.

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 and Confluence in Lyon;
- Zlote Tarasy complex (Warsaw);
- Gropius Passagen (Berlin);
- Triangle Renan, a co-investment partnership for the development of Triangle Tower project;

FONCIÈRE CROSSROADS

Foncière Crossroads, which owns a portfolio of 5 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), is held by a consortium of investors formed by Crédit Agricole Assurances, la Française and URW.

The Group holds a 45.8% stake 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, 2023	Dec. 31, 2022
Investment properties	1,801.8	1,870.4
Other non-current assets	50.7	82.6
Current assets	154.8	133.1
Total assets	**2,007.3**	**2,086.0**
Restated shareholders' equity	777.3	835.0
Deferred tax liabilities	120.0	121.0
Shareholders loans	462.0	461.5
External borrowings	535.1	569.8
Other non-current liabilities	64.5	54.5
Current liabilities	48.5	44.2
Total liabilities	**2,007.3**	**2,086.0**

(€ Mn)	2023	2022
NRI	101.6	88.0
Net financing cost	(35.6)	(25.9)
Change in fair value of investment properties	(73.2)	10.9
Fair value adjustments of derivatives and debt	(24.4)	57.7
Net result	**(37.0)**	**109.2**

6.5 TRANSACTIONS WITH RELATED PARTIES (JOINT VENTURES AND ASSOCIATES)

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, 2023	Dec. 31, 2022
Shopping Centres and Convention & Exhibition companies		
Loans(1)	920.8	964.8
Recognised interest	48.8	31.1
Current account in debit	4.2	6.3
Current account in credit	(6.1)	(27.8)
Asset management fees invoiced and other fees(2)	106.0	144.8

(1) Corresponds to 100% of the financing in the joint ventures and associates.
(2) The decrease relates mainly to the property development and project management revenue in the US following the delivery of some projects and disposals of assets.

All of these transactions are based on market prices.

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

FINANCIAL ASSETS

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 representing a debt instrument is measured at amortised cost if it meets both of the following conditions and is not designated as measured 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 representing a debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as measured 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 irrevocably elected to present subsequent changes in the investment's fair value in 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 according to IFRS 15) is initially measured at fair value plus, for an item not measured 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 expected impairment losses. 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 FVTPL except in the case of an irrevocable election to classify them at FVOCI 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

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, the group 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.

VALUATION OF CREDIT RISK AND DERIVATIVES

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)	2023	2022
Security transactions	86.5	7.7
Other financial interest	99.8	27.3
Interest income on economical hedging instruments[1]	372.3	210.4
Subtotal financial income	**558.5**	**245.3**
Security transactions	–	–
Interest on bonds and Euro Medium Term Notes ("EMTNs")	(474.5)	(486.6)
Interest and expenses on borrowings	(156.8)	(66.9)
Interest on lease liability	(60.7)	(50.8)
Interest on preferred shares	(12.9)	(12.4)
Interest on partners' advances	(55.7)	(30.9)
Other financial interest	(44.6)	(7.2)
Interest expenses on economical hedging instruments	(260.8)	(107.1)
Financial expenses before capitalisation of financial expenses	**(1,066.0)**	**(761.8)**
Capitalised financial expenses	71.4	42.5
Subtotal net financial expenses	**(994.6)**	**(719.3)**
Total net financial costs	**(436.1)**	**(474.0)**

(1) Includes interest income on economic hedging financial investments

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)	2023	2022
Mark-to-market of the ORNANEs	–	0.3
Currency impact	41.4	(13.2)
Mark-to-market, costs of purchase and disposals of derivatives	(310.3)	233.3
Other financial assets and liabilities[1]	(101.1)	54.9
Debt discounting	0.8	0.6
Total non-recurring financial result	**(369.2)**	**275.9**

(1) Mainly change in fair value on US equity interests in unlisted investments and impairment of external loan in the UK.

7.3 FINANCIAL ASSETS AND LIABILITIES

7.3.1 INVESTMENT IN FINANCIAL ASSETS

Investments in financial assets mainly correspond to vendor loans agreed on during asset disposals in France and Central Europe, and equity interests in unlisted investments in the US.

As at December 31, 2023, investments in financial assets stand at €260.0 Mn (compared to €365.2 Mn as at December 31st, 2022). This decrease is mainly driven by changes in fair values.

7.3.2 MAIN FINANCING TRANSACTIONS IN 2023

BOND MARKET:

On December 4, 2023, the Group secured additional liquidity through the successful issuance of a green bond of €750 Mn with a 7-year maturity and a 4.125% coupon (i.e. Mid swap +145 bps, corresponding to no new issue premium), URW's first green bond in the Euro bond market since 2015 and its first senior bond issuance since May 2021.

The bond received strong demand from investors, achieving an oversubscription of 6.1 times and an order book of more than €4.5 Bn at its peak, reflecting investors' appetite for URW's credit.

The bond's proceeds will finance or refinance Eligible Green Assets in line with the Group's 2022 Green Financing Framework(1). It aligns with the Group's sustainability strategy and its Better Places roadmap(2) shared with the market on October 10, 2023.

BANK DEBT AND CREDIT FACILTY:

In 2023, €1,391 Mn of corporate bank debt and credit facilities were completed, including:

- €300 Mn sustainability-linked term loans with an average maturity of 2.8 years; and
- €1,091 Mn new sustainability-linked bilateral credit facilities with an average maturity of 4.2 years.

Furthermore, the Group extended by one year the maturity of €3,675 Mn existing European credit facilities (including €3,200 Mn under sustainability-linked format).

MORTGAGE DEBT:

Mortgage debt was also raised in 2023 for a total amount of €1,726 Mn(3), including the following asset backed financings:

- Westfield Galeria at Roseville: $275 Mn floating mortgage loan with an equivalent coupon of 6.55%(4) and a 5-year(5) maturity. This debt has been consolidated at 100% in the Group's IFRS and proportionate accounts;
- Paunsdorf Center: €120 Mn fixed mortgage loan with a spread of Mid swap +141 bps and a 5-year maturity to refinance maturing mortgage debt. This debt has been consolidated at share in the Group's proportionate accounts(6);
- Westfield Century City: $925 Mn floating CMBS with a spread of SOFR +280.7 bps and a 5-year(7) maturity. This debt has been consolidated at 100% in the Group's IFRS and proportionate accounts; and
- Westfield Garden State Plaza: $525 Mn fixed CMBS with a spread of US treasury +234 bps and a 5-year maturity. This debt has been consolidated at share in the Group's proportionate accounts(8).

SHORT TO MEDIUM TERM PAPER:

URW did not issue any short-term paper, due to the Group's high liquidity position in 2023.

HYBRID INSTRUMENTS:

On June 20, 2023, the Group launched an any-and-all par-for-par Exchange Offer on its €1.25 Bn Perp-NC23 hybrid notes for a combination of (i) new Euro denominated Perp-NC28 hybrid notes with a 7.25% coupon and (ii) a cash amount when applicable.

The first of its kind by a corporate issuer, the Exchange Offer was successfully completed on June 26, 2023(9) with a participation rate of 92%. As a result of this Exchange Offer, the Group's hybrid instruments decreased by 7.8% from €2,000 Mn to €1,845 Mn including:

- €100 Mn of Hybrid Perp NC23;
- €750 Mn of Hybrid Perp NC26; and
- €995 Mn of Hybrid Perp NC28.

As at October 25, 2023, the coupon of the remaining Hybrid Perp NC23 was reset at 5.142%(10) in line with the contractual provisions and the Group's decision not to exercise its option to call this instrument(11) following the Exchange Offer.

(1) The green financing framework is available under: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/INVESTORS/Financing-Activity/Sustainable-Financing/Framework/2022/20221116-URW-Green-Financial-Framework-Brochure.ashx
(2) The Better Places roadmap is available under: https://www.urw.com/2023-sustainability-investor-event
(3) At 100%.
(4) Including the hedging instrument put in place to limit the Group's exposure to the interest rate movement.
(5) Subject to covenants.
(6) As Paunsdorf Center is consolidated at 50.0% (at share) in URW's proportionate accounts, only €60 Mn (URW share) of the non-recourse debt raised by the asset-owning JV, will be consolidated in URW's proportionate debt. No debt consolidated under IFRS.
(7) Subject to covenants.
(8) As Westfield Garden State Plaza is consolidated at 50.0% (at share) in URW's proportionate accounts, only $262.5 Mn (URW share) of the non-recourse debt raised by the asset-owning JV, will be consolidated in URW's proportionate debt. No debt consolidated under IFRS.
(9) Settlement Date on July 3, 2023.
(10) Equal to the sum of the 5-Year Euro Mid Swaps as at October 23, 2023 and the Relevant Margin (i.e. 1.675% until October 24, 2028).
(11) As announced in the June 20, 2023 press release: https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Nasdaq/2023-06-20URW-announces-an-Exchange-Offer-on-its-Perp-NC-2023-hybrid.pdf?revision=a494708a-6369-4026-ab58-3b83927929c1

7.3.3 FINANCIAL DEBT BREAKDOWN AND OUTSTANDING DURATION TO MATURITY

	Current	Non-current			
Outstanding duration to maturity (€ Mn)	Less than 1 year	1 year to 5 years	More than 5 years	**Total Dec. 31, 2023**	Total Dec. 31, 2022
Bonds and EMTNs	**1,687.1**	**8,834.7**	**11,995.6**	**22,517.4**	**22,489.3**
Principal debt(1)	1,598.8	8,836.5	11,992.1	22,427.2	22,406.0
Accrued interest	231.1	–	–	231.1	237.0
Issuance costs	(70.3)	–	–	(70.3)	(73.4)
Bonds redemption premium	(71.5)	–	–	(71.5)	(79.1)
Mark-to-market of debt	(1.0)	(1.8)	3.6	0.8	(1.2)
Bank borrowings	**148.4**	**2,594.9**	**302.5**	**3,045.7**	**1,651.2**
Principal debt	162.5	2,594.9	302.5	3,059.9	1,676.9
Accrued interest	16.1	–	–	16.1	3.4
Borrowings issue fees	(36.6)	–	–	(36.6)	(33.7)
Accrued interest on bank overdrafts	0.2	–	–	0.2	–
Bank overdrafts and current accounts to balance out cash flow	6.2	–	–	6.2	7.9
Mark-to-market of debt	–	0.0	–	0.0	(3.3)
Other financial liabilities	**–**	**87.3**	**1,267.6**	**1,354.9**	**1,363.4**
Interbank market instruments and negotiable instruments	–	–	–	–	–
Accrued interest on interbank market instruments and negotiable instruments	–	–	–	–	–
Current accounts with non-controlling interests(2)	–	87.3	1,267.6	1,354.9	1,363.4
Lease liabilities(3)	**56.0**	**240.2**	**680.8**	**977.0**	**898.9**
Total financial debt	**1,891.5**	**11,757.0**	**14,246.6**	**27,895.1**	**26,402.8**
Including liabilities directly associated with properties or shares classified as held for sale	–	–	–	–	–
Total financial debt net of liabilities directly associated with properties or shares classified as held for sale	**1,891.5**	**11,757.0**	**14,246.6**	**27,895.1**	**26,402.8**

(1) Include currency impacts on debt raised in foreign currency for an amount of +€24.6 Mn as at December 31, 2023 (+€65.3 Mn as at December 31, 2022). The amount shown in the Financial Resources note (€22,402.6 Mn) corresponds to the amount of bonds after impact of derivatives instruments on debt raised in foreign currencies.

(2) They are considered as non-current as they are financing the related assets.

(3) 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. 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. As a result, lease liability and the right of use are remeasured every year.

The variation of financial debt by flows breaks down as follows:

(€ Mn)	Dec. 31, 2022	Cash flows(1) Increase(2)	Cash flows(1) Decrease	Variation of accrued interest(3)	Non-cash flows Variation of scope	Non-cash flows Currency translation	Non-cash flows Fair value impact	Non-cash flows Others(4)	Dec. 31, 2023
Bonds and EMTNs	**22,489.3**	736.1	(576.2)	(4.9)	–	(153.2)	2.2	24.1	**22,517.4**
Bank borrowings	**1,651.2**	1,500.1	(0.1)	11.4	(110.5)	(27.5)	0.8	20.4	**3,045.7**
Other financial liabilities	**1,363.4**	74.2	(82.3)	–	(0.1)	0.0	–	(0.1)	**1,354.9**
Lease liabilities	**898.9**	26.9	(65.3)	–	42.9	(11.7)	–	171.1	**977.0**
Total	**26,402.8**	**2,337.2**	**(723.9)**	**6.5**	**(153.5)**	**(192.4)**	**3.0**	**215.5**	**27,895.1**

(1) The cash flows differ from those in the consolidated statement of cash flows (increase of +€2,409.3 Mn and decrease of -€769.2 Mn) mainly due the variation of guarantee deposits received.
(2) Net of bonds and EMTNs issuance costs and issuance 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 Others includes straightlining of premiums and fees on EMTNs and bank borrowings and change in recognition of lease liabilities in application of IFRS 16.

As at December 2022, the variation of financial debt by flows broke down as follows:

(€ Mn)	Dec. 31, 2021	Cash flows(1) Increase(2)	Cash flows(1) Decrease	Variation of accrued interest(3)	Non-cash flows Variation of scope	Non-cash flows Currency translation	Non-cash flows Fair value impact	Non-cash flows Others(4)	Dec. 31, 2022
ORNANE	**500.3**	–	(500.0)	–	–	–	(0.3)	–	**–**
Bonds and EMTNs	**22,793.8**	–	(519.1)	(7.2)	–	192.3	2.8	26.7	**22,489.3**
Bank borrowings	**1,384.2**	786.3	(558.1)	0.9	–	34.5	7.1	(3.8)	**1,651.2**
Other financial liabilities	**1,670.3**	60.1	(366.1)	–	–	–	–	(0.9)	**1,363.4**
Lease liabilities	**784.9**	15.2	(56.9)	–	–	11.9	–	143.8	**898.9**
Total	**27,133.5**	**861.6**	**(2,000.2)**	**(6.3)**	**–**	**238.7**	**9.6**	**165.8**	**26,402.8**

(1) The cash flows differ from those in the consolidated statement of cash flows (increase of +€908.8 Mn and decrease of -€1,879.0 Mn) mainly due to the variation of guarantee deposits received, as well as to the decrease of the financial debt on Westfield Trumbull assumed by the buyer and deducted from the disposal price of the asset.
(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 Others includes straightlining of premiums and fees on EMTNs and bank borrowings and change in recognition of lease liabilities in application of IFRS 16.

MATURITY OF CURRENT AND NON-CURRENT PRINCIPAL DEBT

(€ Mn)	Current Less than 1 year	Non-current 1 to 2 years	Non-current 2 to 3 years	Non-current 3 to 4 years	Non-current 4 to 5 years	Non-current More than 5 years	Total Dec. 31, 2023
Bonds and EMTNs	1,598.8	3,027.3	1,157.9	2,948.7	1,702.5	11,992.1	**22,427.2**
Bank borrowings	162.5	62.5	262.5	600.0	1,669.9	302.5	**3,059.9**
Interbank market instruments and negotiable instruments	–	–	–	–	–	–	**–**
Lease liabilities	56.0	75.7	66.2	53.1	45.3	680.8	**977.0**
Total	**1,817.3**	**3,165.5**	**1,486.6**	**3,601.8**	**3,417.6**	**12,975.4**	**26,464.2**

7.3.4 CHARACTERISTICS OF BONDS AND EMTNS

Issue date	Rate	Currency	Amount at Dec. 31, 2023 (€ Mn)	Maturity
November 2010	Fixed rate 4.17%	EUR	41.0	November 2030
October 2011	Fixed rate 4.1%	EUR	27.0	October 2031
November 2011	Fixed rate 4.05%	EUR	20.0	November 2031
February 2013	Fixed rate HKD swapped back into EUR	HKD	81.1	February 2025
March 2013	Fixed rate HKD swapped back into EUR	HKD	67.8	March 2025
October 2013	Fixed rate HKD swapped back into EUR	HKD	46.3	October 2025
February 2014	Fixed rate 2.5%	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 2.5%	EUR	600.0	June 2026
September 2014	Fixed rate 3.75%	USD	905.0	September 2024
September 2014	Fixed rate 4.75%	USD	452.5	September 2044
April 2015	Fixed rate 1.38%	EUR	655.0	April 2030
April 2015	Fixed rate 1%	EUR	500.0	March 2025
October 2015	Floating rate (ERB3M+81 Bps)	EUR	50.0	October 2024
November 2015	Fixed rate 2.07%	EUR	30.0	November 2030
November 2015	Fixed rate HKD swapped back into EUR	HKD	86.9	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 1.38%	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 1.13%	EUR	500.0	April 2027
April 2016	Fixed rate 2%	EUR	500.0	April 2036
November 2016	Fixed rate 0.88%	EUR	500.0	February 2025
December 2016	Fixed rate HKD swapped back into EUR	HKD	57.9	November 2026
February 2017	Fixed rate 1.5%	EUR	600.0	February 2028
May 2017	Fixed rate 1.5%	EUR	500.0	May 2029
May 2017	Fixed rate 2%	EUR	500.0	May 2037
May 2018	Fixed rate 1.13%	EUR	800.0	September 2025
May 2018	Fixed rate 1.88%	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 4.63%	USD	452.5	September 2048
September 2018	Fixed rate 4.13%	USD	452.5	September 2028
December 2018	Fixed rate 2%	EUR	100.0	December 2033
February 2019	Fixed rate 1%	EUR	750.0	February 2027
February 2019	Fixed rate 1.75%	EUR	750.0	February 2034
March 2019	Fixed rate 2.13%	GBP	345.2	March 2025
March 2019	Fixed rate 2.63%	GBP	575.3	March 2029
June 2019	Fixed rate 3.5%	USD	678.7	June 2029
July 2019	Fixed rate 1.75%	EUR	500.0	July 2049
October 2019	Fixed rate 2.88%	USD	678.7	January 2027
October 2019	Fixed rate 0.88%	EUR	750.0	March 2032
April 2020	Fixed rate 2.13%	EUR	600.0	April 2025
April 2020	Fixed rate 2.63%	EUR	800.0	April 2030
June 2020	Fixed rate 2%	EUR	750.0	June 2032

Issue date	Rate	Currency	Amount at Dec. 31, 2023 (€ Mn)	Maturity
December 2020	Fixed rate 1.38%	EUR	1,000.0	December 2031
December 2020	Fixed rate 0.63%	EUR	1,000.0	May 2027
May 2021	Fixed rate 1.38%	EUR	600.0	May 2033
May 2021	Fixed rate 0.75%	EUR	650.0	October 2028
December 2023	Fixed rate 4.13%	EUR	750.0	December 2030
Total			**22,427.2**	

7.3.5 COVENANTS

As at December 31, 2023, the LTV[1] ratio amounted to 41.8% (41.2% as at December 31, 2022).

The Interest Coverage Ratio ("ICR") for the period stood at 4.2x[2] (4.2x as at December 31, 2022).

The Group's corporate debt covenants levels and corresponding current ratios are set at:

Financial ratios	December 31, 2023	Europe Credit facility covenants level	US Credit facility covenants level	Rule 144A and Reg S Bonds covenants level
LTV	41.8%	< 60%	< 65%	< 65%
ICR	4.2x	> 2x	> 1.5x	> 1.5x
FFO[1]/NFD	7.8%	> 4%	na.	na.
Secured debt ratio[2]	4.0%	na.	< 50%	< 45%
Unencumbered leverage ratio[3]	1.8x	na.	> 1.5x	> 1.25x

(1) Funds From Operations ("FFO"): on an annualised basis, the recurring EBITDA minus (i) net recurring financial expenses and (ii) tax on recurring operating result.
(2) Secured debt/total assets.
(3) Unencumbered assets/unsecured debt.

These covenants are tested twice a year based on the Group's IFRS financial statements.

As at December 31, 2023:
- 100% of the Group's credit facilities and loans allow an 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.
- 100% 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.

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	5% – 7%	21%
Debt to Rent	8.9x	2%
ICR covenants	1.3x – 3.15x	28%
LTV covenants	55% – 75%	49%

(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.

- Any breach under these covenants would not lead to a cross-default on the Group's borrowings; and
- In any case, defaults under these loans are not expected to have a material adverse effect on the Group's finances.

(1) Loan-to-Value ("LTV") = Net financial debt (or "net debt")/Total assets excluding €726 Mn of goodwill not justified by fee business as per the Group's European leverage covenants, including transfer taxes. The proportionate ratio LTV ratio is 43.1%.
(2) Proportionate ICR of 3.9x.

SHORT-TERM DEBT:

- There are no financial covenants (such as LTV or interest coverage ratios) in the Neu MTN, the Neu CP and the ECP programmes of URW.

7.3.6 OTHER FINANCING ACTIVITIES

In the consolidated statement of cash flows, "Other financing activities" comprise mainly costs paid on derivatives purchase and disposals.

7.3.7 NET FINANCIAL DEBT

Net financial debt is determined as below:

NET FINANCIAL DEBT

(€ Mn)	Dec. 31, 2023	Dec. 31, 2022
Amounts accounted for in balance sheet		
Non-current bonds and borrowings	25,082.6	24,778.2
Current borrowings and amounts due to credit institutions	1,835.5	725.7
Liabilities directly associated with properties or shares classified as held for sale	–	–
Total financial liabilities	**26,918.1**	**25,503.9**
Adjustments		
Mark-to-market of debt	(0.8)	4.5
Current accounts with non-controlling interests	(1,354.9)	(1,363.4)
Impact of derivatives instruments on debt raised in foreign currency	(24.6)	(65.3)
Accrued interests/issuance fees	(68.9)	(54.2)
Total financial liabilities (nominal value)	**25,468.8**(1)	**24,025.4**(1)
Cash and cash equivalents	**(5,502.3)**(1)	**(3,329.1)**(1)
Net financial debt	**19,966.5**	**20,696.3**

(1) Bank overdrafts and current accounts to balance out cash flow are included in the total financial liabilities, in 2023 for €6.2 Mn and in 2022 for €7.9 Mn.

NET CASH AT PERIOD END

(€ Mn)	Dec. 31, 2023	Dec. 31, 2022
Marketable securities	2.3	11.5
Short-term deposit(1)	2,192.0	1,905.8
Cash	3,308.0	1,411.8
Total asset	**5,502.3**	**3,329.1**
Bank overdrafts and current accounts to balance out cash flow	(6.2)	(7.9)
Total liabilities	**(6.2)**	**(7.9)**
Net cash at period end	**5,496.1**(2)	**3,321.2**(2)

(1) Short-term deposits are denominated in euro and USD.
(2) The high level of cash as at December 31, 2023, aims to cover URW's debt repayment needs corresponding to the bonds and bank loans outstanding as at December 31, 2023, and maturing within 1 year (see note 7.5.1 "Liquidity risk").

7.4 HEDGING INSTRUMENTS

CHANGE IN DERIVATIVES

2023

(€ Mn)	Dec. 31, 2022	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, 2023**
Assets								
Derivatives at fair value non-current	**831.0**	**(687.2)**	**(0.0)**	**–**	**163.5**	**(56.5)**	**–**	**250.7**
• *Without a hedging relationship*	*831.0*	*(687.2)*	*(0.0)*	*–*	*163.5*	*(56.5)*	*–*	*250.7*
• *Other derivatives*	*–*	*–*	*–*	*–*	*–*	*–*	*–*	*–*
Liabilities								
Derivatives at fair value non-current	**1,097.4**	**(317.3)**	**–**	**–**	**67.9**	**(51.7)**	**–**	**796.3**
• *Without a hedging relationship*	*1,097.4*	*(317.3)*	*–*	*–*	*67.9*	*(51.7)*	*–*	*796.3*
Net	**(266.4)**	**(369.9)**	**(0.0)**	**–**	**95.6**	**(4.8)**	**–**	**(545.6)**

2022

(€ Mn)	Dec. 31, 2021	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, 2022
Assets								
Derivatives at fair value non-current	**442.9**	**317.1**	**–**	**–**	**62.8**	**8.1**	**–**	**831.0**
• *Without a hedging relationship*	*442.9*	*317.1*	*–*	*–*	*62.8*	*8.1*	*–*	*831.0*
• *Other derivatives*	*–*	*–*	*–*	*–*	*–*	*–*	*–*	*–*
Liabilities								
Derivatives at fair value non-current	**1,067.2**	**12.3**	**–**	**–**	**38.7**	**(20.8)**	**–**	**1,097.4**
• *Without a hedging relationship*	*1,067.2*	*12.3*	*–*	*–*	*38.7*	*(20.8)*	*–*	*1,097.4*
Net	**(624.2)**	**304.8**	**–**	**–**	**24.1**	**28.9**	**–**	**(266.4)**

7.5 RISK MANAGEMENT POLICY

7.5.1 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, 2023.

Commercial paper has been allocated at the earliest period of redemption even if they are rolled over. All other borrowings have been allocated by date of maturity.

(€ Mn)	Carrying amount[1] Dec. 31, 2023	Less than 1 year		1 year to 5 years		More than 5 years	
		Interest	Redemption	Interest	Redemption	Interest	Redemption
Bonds, borrowings and amounts due to credit institutions							
Bonds and EMTNs	(22,427.3)	(469.2)	(1,598.7)	(1,434.4)	(8,836.5)	(1,726.1)	(11,992.1)
Bank borrowings and other financial liabilities[2]	(3,059.9)	(176.2)	(162.5)	(563.2)	(2,594.9)	(1.2)	(302.5)
Financial derivatives							
Derivative financial liabilities							
Derivatives without a hedging relationship	(796.3)	(203.5)	–	(641.3)	24.6	(454.2)	–
Derivative financial assets							
Derivatives without a hedging relationship	250.7	339.5	–	555.4	–	(1.3)	–

(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, considering the undrawn credit lines[1] and cash on hand, stood at 7.8 years and at 6.2 years without taking into account the undrawn credit lines and cash on hand.

URW's debt maturing over the next 12 months amounts to €1,768 Mn (including €1,599 Mn of bonds).

In any event, the next 12 months debt repayment needs are fully covered[2] by €13.6 Bn of cash on hand and undrawn credit lines including €5.5 Bn of cash on hand.

The credit facilities maturing over the next 12 months amount to €2.1 Bn including the current $1.5 Bn (c. €1.3 Bn) multi-currency revolving credit facility.

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 88% of financial nominal debt at December 31, 2023, and bank loans, mortgages and overdrafts 12%.

7.5.2 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 €35.7 Mn for assets and €656.8 Mn for liabilities.

7.5.3 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 main tenants of URW's Office properties in France are blue-chip companies. The tenant profile minimises 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 3 and 6 months' rent.

(1) Subject to covenants.
(2) Subject to covenants.

Payments for ancillary services provided by the C&E 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 normalised 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 that the Company does not expect to recover. Although, when collecting a tenant deposit or obtaining a bank guarantee, URW partially covers the possible future losses.

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, 2023:

- 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 such as tenant bankruptcies in 2023 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 total accounts receivable increased by +€42.6 Mn in total vs. December 31, 2022, and by +€46.9 Mn excluding -€4.3 Mn of currency effect. This increase includes -€49.7 Mn of allowances of provisions net of reversal booked in the result for the period (vs.-€13.1 Mn of reversal of provisions net of allowances in H2-2022).

This increase was mainly driven by retail activity and as a result of Trinity leasing progress for office activity.

As at December 31, 2023, the gross amount of receivables amounted to €751.5 Mn and the provision for doubtful debtors to -€245.0 Mn compared with €680.2 Mn and -€216.4 Mn, respectively, at the end of December 2022.

The amount of the overdue trade receivables amounts to €252.5 Mn in 2023.

7.6 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 (i) interest rate fluctuations on the debt it has taken out to finance its investments and maintain the cash position it requires and (ii) exchange rate fluctuations due to the Group's activities in countries outside the Eurozone, in particular in the US and the UK.

7.6.1 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, 2023, is 1.8% (2.0% in 2022), representing the blended average cost of 1.2% for EUR denominated debt and 4.2% for USD and GBP denominated debt.

The Group's cost of debt decreased over 2023 despite increase in rates since H2 2022 as a result of improved cash remuneration on its increasing cash position and a stable cost of gross debt thanks to hedges in place.

MEASURING INTEREST RATE RISK

As at December 31, 2023, the measuring interest risk is as follow:

	Financial liabilities	
(€ Mn)	Fixed rate	Variable rate[(1)]
Less than 1 year	1,717.5	50.0
1 year to 2 years	3,039.8	50.0
2 years to 3 years	1,170.4	250.0
3 years to 4 years	3,078.7	470.0
4 years to 5 years	1,702.5	1,669.9
More than 5 years	12,294.5	–
Total	**23,003.5**	**2,489.9**

(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, 2023, 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, 2023, breaks down as follows:

(€ Mn)	Outstanding total at Dec. 31, 2023	
	Fixed rate	**Variable rate[1]**
Financial liabilities before hedging program	**(23,003.5)**	**(2,489.9)**
Micro-hedging	4,435.4	(4,435.4)
Financial liabilities after micro-hedging[2]	**(18,568.1)**	**(6,925.3)**
Swap rate hedging[3]		4,703.8
Net debt not covered by swaps		**(2,221.5)**
Cap and floor hedging		11,550.0
Hedging balance as at Dec. 31, 2023	**–**	**9,328.5**
Hedging instruments maturing on Jan. 2nd, 2024		(11,550.0)
Hedging instruments starting on Jan. 2nd, 2024		4,950.6
Hedging balance considering hedging instruments maturing or starting on Jan 2, 2024.		**2,729.1**

(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 line.

The hedging balance as at December 31, 2022, breaks down as follows:

(€ Mn)	Outstanding total at Dec. 31, 2022	
	Fixed rate	Variable rate[1]
Financial liabilities before hedging programme	**(23,159.8)**	**(930.9)**
Micro-hedging	11,059.7	(11,059.7)
Financial liabilities after micro-hedging[2]	**(12,100.1)**	**(11,990.6)**
Swap rate hedging[3]		–
Net debt not covered by swaps		**(11,990.6)**
Cap and floor hedging		2,979.1
Hedging balance	**–**	**(9,011.6)**

(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.

Over 2023, the Group adjusted its hedging position in view of its current disposal and investment plans, its existing hedging programme and debt as well as the debt[1] the Group expects to raise in the coming years. The cost of these adjustments including new instruments implemented in 2023 was -€19.4 Mn.

The Group's net interest rate position[2] is fully hedged for 2024 and the following years.

(1) On a proportionate basis.
(2) The hedging instruments are used to hedge (i) the variable rate debt and (ii) the fixed rate debt immediately converted into variable rate debt, through the Group's macro hedging.

MEASURING INTEREST RATE EXPOSURE

Over 2023, short-term interest rates increased across currencies by: +178 bps for 3M Euribor, +74 bps for 3M SOFR and +146 bps for 3M SONIA, while long-term treasury rates decreased in Continental Europe -66 bps and in the UK -13 bps, when they remained flat in the US.

Based on the Group's budgeted net debt in 2024, if interest rates[1] (Euribor, Libor, SONIA) were to increase/decrease, the Group's recurring result in 2024 would be impacted by:

	Euros (€Mn)	USD ($Mn)	GBP (£Mn)	Total eq. EUR (€Mn)
-50 bps interest rate	(15.9)	+5.1	–	(11.3)
-25 bps interest rate	(8.0)	+2.5	–	(5.7)
+25 bps interest rate	+8.0	(2.5)	–	+5.7
+50 bps interest rate	+15.9	(5.1)	–	+11.3

As shown in the table above, the impact of a rate increase on the recurring financial expenses would be positive as the hedging instruments in place in 2024 are expected to be above budgeted debt.

7.6.2 MANAGEMENT OF EXCHANGE RISKS

MEASURE OF EXPOSURE TO FOREIGN EXCHANGE RISKS AS AT DECEMBER 31, 2023

The Group is active in countries outside the Eurozone. When converted into euros, the income and value of the Group's investments may be impacted by fluctuations in exchange rates against the euro. The Group's policy objective is to apply a broadly consistent[2] 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.

EXPOSURE SENSITIVITY TO CURRENCY EXCHANGE RATE

MEASURE OF THE EXPOSURE TO OTHER RISKS AS AT DECEMBER 31, 2023 (€ MN)

Currency	Assets	Liabilities	Net exposure	Hedging instruments	Exposure net of hedges
USD	9,221	(5,527)	3,694	–	3,694
GBP	2,486	(1,065)	1,421	–	1,421
SEK	2,062	(291)	1,771	–	1,771
Other	643	(612)	32	340	372
Total	**14,412**	**(7,495)**	**6,917**	**340**	**7,257**

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 2024) would have an impact on shareholders' equity and the net recurring result as follows:

	Dec. 31, 2023		Dec. 31, 2022	
(€ Mn)	Net recurring result gain/(loss)	Equity gain/(loss)	Net recurring result gain/(loss)	Equity gain/(loss)
Impact of an increase of +10% in the EUR/USD exchange	(22.1)	(335.8)	(23.0)	(526.4)
Impact of an increase of +10% in the EUR/GBP exchange	(13.5)	(129.2)	(12.8)	(128.6)
Impact of an increase of +10% in the EUR/SEK exchange	(8.2)	(161.0)	(8.1)	(169.1)

The impact on the net recurring result would be offset by the FX hedging that the Group has put in place against EUR/USD, EUR/GBP and EUR/SEK fluctuations.

(1) The impact on exchange rates due to this theoretical increase/decrease in interest rates is not taken into account. The theoretical impact of an increase/decrease in interest rates is calculated relative to the applicable rates as at December 31, 2023: 3M Euribor (3.909%), 3M SOFR (5.3314%) and 3M SONIA (5.206%).
(2) On a proportionate basis.

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, 2023 (€ Mn)	Categories in accordance with IFRS 9	Carrying amount Dec. 31, 2023	Amounts recognised in statement of financial position according to IFRS 9: Amortised cost	Fair value recognised in equity	Fair value recognised in profit and loss	Fair value
Assets						
Investments in financial assets	FAAC/FAFVOCI/FAFVTPL	260.0	127.8	18.8	113.4	260.0
Derivatives at fair value	FAFVTPL	250.7	–	–	250.7	250.7
Trade receivables from activity(1)	FAAC	268.5	268.5	–	–	268.5
Other receivables(2)	FAAC	412.7	412.7	–	–	412.7
Cash and cash equivalents	FAAC/FAFVTPL	5,502.3	2,192.0	–	3,310.2	5,502.3
		6,694.1	**3,001.0**	**18.8**	**3,674.3**	**6,694.1**
Liabilities						
Commitment to non-controlling interests	FLFVTPL	32.7	–	–	32.7	32.7
Financial debts(3)	FLAC	27,895.1	27,895.1	–	–	25,515.5
Derivatives at fair value	FLFVTPL	796.3	–	–	796.3	796.3
Non-current amounts due on investments	FLAC	24.6	24.6	–	–	24.6
Other non-current liabilities	FLAC/FLFVTPL	32.9	32.9	–	–	32.9
Amounts due to suppliers and other current debt(4)	FLAC	1,167.7	1,167.7	–	–	1,167.7
		29,949.4	**29,120.3**	**–**	**829.1**	**27,569.8**

(1) Excluding rent-free periods and step rents.
(2) Excluding prepaid expenses, service charges due and tax receivables.
(3) Financial debt is valued at market value based on market rates and spread issuers at each closing date. The amount includes a fixed rate debt for €22,819.6 Mn valued at €20,440.0 Mn.
(4) Excluding deferred income, service charges billed and tax liabilities.

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, 2022 (€ Mn)	Categories in accordance with IFRS 9	Carrying amount Dec. 31, 2022	Amounts recognised in statement of financial position according to IFRS 9: Amortised cost	Fair value recognised in equity	Fair value recognised in profit and loss	Fair value
Assets						
Investments in financial assets	FAAC/FAFVOCI/FAFVTPL	365.2	167.6	24.5	173.1	365.2
Derivatives at fair value	FAFVTPL	831.0	–	–	831.0	831.0
Trade receivables from activity[1]	FAAC	257.2	257.2	–	–	257.2
Other receivables[2]	FAAC	359.5	359.5	–	–	359.5
Cash and cash equivalents	FAAC/FAFVTPL	3,329.1	1,905.8	–	1,423.3	3,329.1
		5,142.0	**2,690.2**	**24.5**	**2,427.3**	**5,142.0**
Liabilities						
Commitment to non-controlling interests	FLFVTPL	44.8	–	–	44.8	44.8
Financial debts[3]	FLAC	26,402.8	26,402.8	–	–	22,182.0
Derivatives at fair value	FLFVTPL	1,097.4	–	–	1,097.4	1,097.4
Non-current amounts due on investments	FLAC	39.1	39.1	–	–	39.1
Other non-current liabilities	FLAC/FLFVTPL	90.6	38.1	–	52.4	90.6
Amounts due to suppliers and other current debt[4]	FLAC	1,141.6	1,141.6	–	–	1,141.6
		28,816.2	**27,621.6**	**–**	**1,194.6**	**24,595.4**

(1) Excluding rent-free periods and step rents.
(2) Excluding prepaid expenses, service charges due and tax receivables.
(3) Financial debt is valued at market value based on market rates and spread issuers at each closing date. The amount includes a fixed rate debt for €22,658.8 Mn valued at €18,437.9 Mn.
(4) 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.

	Fair value measurement at Dec. 31, 2023			
(€ Mn)	Total	Level 1	Level 2	Level 3
Assets				
Fair value through profit or loss				
Investments in financial assets	113.4	–	–	113.4
Derivatives	250.7	–	250.7	–
Marketable securities	2.3	2.3	–	–
Fair value through equity				
Investments in financial assets	18.8	–	–	18.8
Derivatives	–	–	–	–
Total	**385.2**	**2.3**	**250.7**	**132.1**
Liabilities				
Fair value through profit or loss				
Commitment to non-controlling interests	32.7	–	–	32.7
Derivatives	796.3	–	796.3	–
Other non-current liabilities	–	–	–	–
Total	**829.1**	**–**	**796.3**	**32.7**

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.

2023 (€ Mn)	From interest	Net gain/(loss) in profit and loss	Net gain/(loss) in equity
Investments in financial assets	8.2	8.2	1.1
Hedging instruments at fair value through profit and loss	111.5	111.5	–
Financial liabilities at amortised cost	(627.2)	(627.2)	–
	(507.5)	**(507.5)**	**1.1**
Capitalised expenses		71.4	
Net financial expenses		**(436.1)**	

2022 (€ Mn)	From interest	Net gain/(loss) in profit and loss	Net gain/(loss) in equity
Investments in financial assets	11.3	11.3	(9.3)
Hedging instruments at fair value through profit and loss	103.3	103.3	–
Financial liabilities at amortised cost	(631.1)	(631.1)	
	(516.4)	**(516.4)**	**(9.3)**
Capitalised expenses		42.5	
Net financial expenses		**(474.0)**	

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 3-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. URW NV, 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 UK REIT regime for part of its UK 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 is 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 US 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. US law requires the REIT to annually distribute at least 90% of its ordinary taxable income.

8.2 INCOME TAX EXPENSES

(€ Mn)	2023	2022
Recurring deferred and current tax on:		
• Allocation/reversal of provision concerning tax issues	(3.9)	(5.1)
• Other recurring results	(73.8)	(54.4)
Total recurring tax	**(77.7)**	**(59.5)**
Non-recurring deferred and current tax on:		
• Change in fair value of investment properties and impairment of intangible assets	6.6	36.5
• Other non-recurring results	63.7	(39.7)
Total non-recurring tax	**70.3**	**(3.2)**
Total tax	**(7.4)**	**(62.7)**
Total tax paid	(73.4)	(64.7)

(€ Mn)	2023	2022
Current tax	(43.0)	(76.8)
Deferred tax	35.6	14.1
Total tax	**(7.4)**	**(62.7)**

Reconciliation of effective tax rate	%	2023	2022
Profit/(loss) before tax, impairment of goodwill and result of associates		**(1,367.6)**	**403.0**
Income tax using the average tax rate	24.7%	337.2	(104.4)
Tax exempt profits (including SIIC, SOCIMI and REIT regimes)	(14.1)%	(192.2)	177.9
Non-deductible costs	(2.2)%	(30.1)	(6.6)
Effect of tax provisions	(2.5)%	(33.9)	(13.5)
Effect of non-recognised tax losses	(4.8)%	(65.1)	(156.7)
Effect of change in tax rates	(2.0) %	(26.7)	32.8
Effect of currency translation in tax	0.3 %	4.1	(0.7)
Other	(0.1)%	(0.7)	8.5
Total tax	**(0.5)%**	**(7.4)**	**(62.7)**

8.3 DEFERRED TAX

2023 CHANGE

(€Mn)	Dec. 31, 2022	First application of IAS 12 A(1)	Net variation	Reclassification	Currency translation	Change in scope of consolidation	Dec. 31, 2023
Deferred tax liabilities	**(1,832.6)**	**(137.6)**	**6.0**	**(0.8)**	**13.2**	**–**	**(1,951.6)**
Deferred tax on investment properties	(1,652.7)	–	18.9	(0.8)	10.2	–	(1,624.3)
Deferred tax on intangible assets	(179.9)	–	(2.9)	–	0.3	–	(182.4)
Deferred tax on leases(1)	–	(137.6)	(10.1)	–	2.8	–	(144.9)
Other deferred tax	**3.8**	**142.6**	**28.6**	**5.7**	**(10.4)**	**(0.5)**	**169.7**
Tax loss carry-forward(2)	39.5	–	(3.3)	1.2	–	(0.5)	36.9
Other(2)	(35.7)	–	22.7	4.5	(7.6)	–	(16.3)
Deferred tax on leases(1)	–	142.6	9.2	–	(2.8)	–	149.0
Total deferred tax liabilities	**(1,828.8)**	**5.0**	**34.6**	**4.8**	**2.8**	**(0.5)**	**(1,781.9)**
Deferred tax assets							
Tax loss carry-forward	14.8	–	1.4	0.7	(0.2)	–	16.7
Other deferred tax assets(2)	9.0	–	(0.4)	(1.0)	0.1	–	7.7
Total deferred tax assets	**23.8**	**–**	**1.0**	**(0.3)**	**(0.1)**	**–**	**24.4**

(1) Corresponds to the first application of the amendment to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction.
(2) Deferred tax assets and liabilities within a same tax group are offset.

2022 CHANGE

(€ Mn)	Dec. 31, 2021	Net variation	Reclassification	Currency translation	Change in scope of consolidation	Dec. 31, 2022
Deferred tax liabilities	**(1,918.0)**	**35.1**	**(2.2)**	**20.7**	**31.8**	**(1,832.6)**
Deferred tax on investment properties	(1,734.4)	30.5	(2.2)	21.6	31.8	(1,652.7)
Deferred tax on intangible assets	(183.6)	4.6	–	(0.9)	–	(179.9)
Other deferred tax	**24.6**	**(21.5)**	**(0.1)**	**0.8**	**–**	**3.8**
Tax loss carry-forward(1)	45.9	(6.8)	(0.1)	0.5	–	39.5
Other(1)	(21.3)	(14.7)	–	0.3	–	(35.7)
Total deferred tax liabilities	**(1,893.4)**	**13.6**	**(2.3)**	**21.5**	**31.8**	**(1,828.8)**
Deferred tax assets						
Tax loss carry-forward	14.3	1.4	0.1	(1.0)	–	14.8
Other deferred tax assets(1)	8.0	(0.9)	1.6	0.3	–	9.0
Total deferred tax assets	**22.3**	**0.5**	**1.7**	**(0.7)**	**–**	**23.8**

(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, 2023	Dec. 31, 2022
Temporary differences investment properties	–	–
Tax loss carry-forwards not recognised	3,236.3	2,471.0
Total unrecognised tax basis	**3,236.3**	**2,471.0**

DETAIL OF UNRECOGNISED TAX LOSSES AT THE END OF 2023 INTO FINAL YEAR OF USE:

(€ Mn)	
2024	7.8
2025	–
2026	18.4
2027	109.1
2028	–
Unlimited	3,101.0
Total	**3,236.3**

The tax losses are to a large extent related to negative financial results on French SIIC entities (€1,320.8 Mn), next to losses caused by impairments in some other countries (mainly the US 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 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.

2023 CHANGE

(€ Mn)	Dec. 31, 2022	Allocations	Reversals used	Reversals not used	Foreign currency translation impact	Other movements	Dec. 31, 2023
Non-current provisions	**67.7**	**28.9**	**(1.3)**	**(29.7)**	**(0.8)**	**(0.5)**	**64.3**
Non-current provisions excluding employee benefits	52.1	27.3	(1.1)	(25.2)[1]	(0.8)	–	52.3
Employee benefits	15.6	1.6	(0.2)	(4.5)	–	(0.5)	11.9
Current provisions	**33.0**	**26.8**	**(11.2)**	**(2.0)**	**–**	**(0.2)**	**46.5**
Total	**100.7**	**55.7**	**(12.6)**	**(31.7)**	**(0.8)**	**(0.7)**	**110.8**

(1) Relates mainly to the reversal of tax indemnities provision in the US.

NOTE 10. OTHER CURRENT LIABILITIES

Other current liabilities break down as follows:

(€ Mn)	Dec. 31, 2023	Dec. 31, 2022
Tax and social liabilities	505.2	512.0
Other liabilities	233.1	206.2
Total other current liabilities	**738.3**	**718.2**

NOTE 11. EMPLOYEE REMUNERATION AND BENEFITS

11.1 HEADCOUNT

The average number of employees of the Group's companies breaks down as follows:

Regions	2023	2022
France[1]	1,018	968
Spain	125	128
US	438	552
Central Europe	151	146
Austria	63	62
Germany	433	403
Nordics	100	96
The Netherlands	64	62
UK	239	243
Australia	–	–
Total	**2,631**	**2,660**

(1) Of which Viparis: 369/336.

11.2 PERSONNEL COSTS

(€ Mn)	2023	2022
Personnel costs	338.6	347.9
Employee benefits[1]	18.9	18.0
Total	**357.5**	**365.9**

(1) Expenses relating to the Company Savings Plan, Performance 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) Unibail, comprising notably Unibail Management and Espace Expansion, and employees of URW 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 2 years covering the 2023 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 till 2025.

11.3 EMPLOYEE BENEFITS

11.3.1 PENSION PLAN

ACCOUNTING PRINCIPLES

Under IAS 19, 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 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 the actuarial gains and losses are accounted for in OCI. Since 2021, the Group has applied the International Financial Reporting Interpretations Committee ("IFRIC") recommendations 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, 2023	Dec. 31, 2022
Retirement allowances	9.3	12.8
Pension plans with defined benefit[(1)]	2.7	2.8
Total	**11.9**	**15.6**

(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 and 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 conditions, have been valued using a Monte Carlo model.

The additional expenses incurred by the Company Savings Plan, Stock Option Plan, and Performance Shares Plan 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 3 months. The subscription period is opened once per year, after the share capital increase reserved to employees has been authorised by the MB, 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 MB, 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 €1.5 Mn in 2023 compared with €3.3 Mn in 2022.

STOCK OPTION PLANS

There are currently 7 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)].

(1) The duration was 7 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.

FOR PLANS UNTIL 2021:

All plans are subject to both internal and external performance conditions.

The external performance is assessed on the basis of the Total Shareholder Return ("TSR") of URW's shares (with dividends reinvested) against a Reference Index[(1)] and a Corporate Social Responsibility ("CSR") external rating. These KPIs weight 45% and 5% of the 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[(2)], and on the level of achievement of the CSR agenda Better Places 2030, Group-wide[(3)]. These KPIs weight 45% and 5% of the performance achievement respectively.

FOR PLANS IN 2022:

The stock options are subject to:

- 2 external market performance conditions for up to 45% of the stock options granted:
  - The first condition, based on a relative criterion, for up to 35% of the stock options granted: the TSR of URW's shares must be higher than that of the Reference Index over a period of 3 years, from March 8, 2022, to March 8, 2025. The reference prices used in the measurement of the TSR correspond to the average of the closing prices of the last 90 days preceding the start and end dates of the measurement period; and
  - The second condition, based on an absolute criterion, for up to 10% of the stock options granted: the TSR of URW's shares must be higher than 20% over a period of 3 years, from March 8, 2022, to March 8, 2025. The reference prices used in the measurement of the TSR correspond to the average of the closing prices of the last 90 days preceding the start and end dates of the measurement period.
- 2 non-market performance conditions for up to 55% of the stock options granted: AREPS growth compared with forecasts communicated to the market for 35% of the stock options granted and criteria based on CSR indicators for 20% of the stock options granted.

FOR PLANS IN 2023:

URW Group grant Performance Stock Options with performance conditions (internal and external). The external condition compares URW's TSR with the TSR of a composite index defined by the Group.

The table below shows the 2 external conditions:

	Criteria 1		Criteria 2	
	Performance Condition	Vesting in %	Performance Condition	Vesting in %
A	URW's TSR underperforms	0%	URW's TSR < 20%	0%
B*	URW's TSR = Index's TSR	30%	URW's TSR = 20%	30%
C*	URW's TSR – Index's TSR > 3%	100%	URW's TSR > 30%	100%

* Linear interpolation between B and C.

The other criteria of this plan are identical to those of the 2022 plan.

The performance-related stock options allocated in May 2023 were valued at:

- €5.99 (internal performance condition);
- €5.20 (Criteria 1 external performance condition on TSR); and
- €5.05 (Criteria 2 external performance condition on TSR).

This valuation is based on an initial exercise price of €58.98, the share price at the date of allocation of €55.20, a vesting period of 3 years, an estimated duration of 3.7 years, a market volatility of 31.13%, a dividend assumption, a risk-free interest rate of 2.99% and a volatility of the reference composite index of 18.47% with a correlation reference composite index/URW of 76.46%.

Stock options are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to stock options came to €2.3 Mn in 2023 and €2.0 Mn in 2022.

(1) 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".
(2) 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.
(3) 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)]
2015 plan (n°8)	2016	from 09/03/2020 to 08/03/2023	227.24	611,608	–	609,695	1,913	–
	2017	from 08/03/2021 to 07/03/2024	218.47	611,611	–	272,475	–	339,136
2018 plan (n°9)	2018	from 06/03/2022 to 05/03/2025	190.09	630,135	–	295,847	–	334,288
2019 plan (n°10)	2019	from 20/03/2022 to 19/03/2026	144.55	748,372	–	301,456	–	446,916
2020 plan (n°11)	2020	from 22/03/2023 to 21/03/2027	92.03	885,291	–	633,094	–	252,197
2021 plan (n°12)	2021	from 19/05/2024 to 18/05/2029	69.41	950,295	–	188,460	–	761,835
2022 plan (n°13)	2022	from 09/03/2025 to 08/03/2030	66.68	1,217,386	–	202,421	–	1,014,965
2023 plan (n°14)	2023	from 13/03/2026 to 13/03/2031	58.98	819,684	–	6,928	–	812,756
Total				**6,474,382**	**–**	**2,510,376**	**1,913**	**3,962,093**

(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:

	2023		2022	
	Number	**Weighted average price (€)**	Number	Weighted average price (€)
Outstanding at the beginning of the period	4,423,947	122.86	3,909,464	151.49
Allocated over the period	819,684	58.98	1,217,386	66.68
Cancelled over the period	(1,281,538)	154.44	(702,903)	184.83
Exercised over the period	–	–	–	–
Average share price on date of exercise	–	–	–	–
Outstanding at the end of the period	3,962,093	99.43	4,423,947	122.86
Of which exercisable at the end of the period	1,372,537	–	1,844,977	–

PERFORMANCE SHARES PLAN

All the shares are subject to both external and internal performance conditions. The performance conditions are the same as for the stock options described above.

The awards allocated in May 2023 were valued at:

- €41.73 (internal performance condition);
- €23.31 (Criteria 1 external performance condition on TSR); and
- €21.49 (Criteria 2 external performance condition on TSR).

This valuation is based on the share price at the date of allocation of €55.20, a vesting period of 3 years, a market volatility of 33.41%, a volatility of the reference composite index of 19.59% with a correlation reference composite index/URW of 77.64%, a dividend assumption, and a risk-free interest rate of 3.06%.

Performance Shares are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to Performance Shares came to €14.3 Mn in 2023 and €13.4 Mn in 2022.

The table below shows allocated Performance Shares not acquired 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)
May 2021	371,846	73,483	495	297,868
March 2022	808,872	119,299	1,684	687,889
March 2023	459,472	2,220	–	457,252
Total	**1,640,190**	**195,002**	**2,179**	**1,443,009**

(1) A minimum vesting period of 3 years without any requirement to hold the shares.
(2) The acquisition of the shares is subject to presence and performance conditions.

RETENTION SHARE PLAN

As of March 13, 2023, the Group implemented a Retention Share Plan for the employees. In this plan, 130,286 shares without performance conditions were granted, with delivery subject only to continued employment for 3 years from the grant date.

Retention Shares are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to the Retention Share Plan amounted to €1.2 Mn in 2023.

The table below shows allocated Retention Shares not acquired at the period end:

Starting date of the vesting period	Number of retention shares allocated	Number of retention shares cancelled	Number of retention shares acquired	Potential additional number of shares
March 2023	130,286	3,191	405	126,690
Total	**130,286**	**3,191**	**405**	**126,690**

11.3.3 REMUNERATION OF THE MANAGEMENT BOARD TEAM AND THE SUPERVISORY BOARD

REMUNERATION OF THE MANAGEMENT BOARD

(€ thousands) Paid in:	2023(1)	2022
Fixed income	3,494	3,350
Short-term incentive	4,167	4,457
Other benefits(2)	1,154	1,120
Total	**8,815**	**8,927**

(1) Corresponds to the remuneration of the MB members paid in 2023 (i.e. 5 members in proportion to their attendance time).
(2) Supplementary Contribution Scheme, company car and other additional benefits.

In 2023, members of the MB were allocated a total of 203,000 Performance Stock Options, all subject to performance conditions, and 135,308 Performance Shares.

Regarding the 2023 performance achievements, the MB members will receive in 2024 a total STI amounting to €4,748 K. The payment will be made after the approval of the AGM.

REMUNERATION OF THE SUPERVISORY BOARD

The remuneration of the SB amounts to €1,110,625 for the 2023 fiscal year.

TRANSACTIONS INVOLVING SUPERVISORY BOARD MEMBERS OR MANAGEMENT BOARD MEMBERS (INCLUDING LOANS OR GUARANTEES GRANTED)

None.

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, 2023, net financial debt stood at €19,967 Mn[1], excluding partners' current accounts and after taking cash surpluses into account (€5,502.3 Mn).

As at December 31, 2023, the total portfolio valuation amounts to €47,796 Mn, including transfer taxes.

As at December 31, 2023, the calculated ratio amounted to 41.8%, compared with 41.2% as at December 31, 2022.

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 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, 2022	**138,594,416**
Capital increase reserved for employees under Company Savings Plan	105,741
Shares granted	66,931
As at Dec. 31, 2022	**138,767,088**
Capital increase reserved for employees under Company Savings Plan	128,408
Shares granted	145,895
As at Dec. 31, 2023	**139,041,391**

AVERAGE NUMBER OF SHARES DILUTED AND UNDILUTED

	2023	2022
Average number of shares (undiluted)	**138,965,717**	**138,717,455**
Dilutive impact		
Potential shares via stock options[1]	–	–
Attributed Performance Shares and Retention shares (unvested)[1]	920,345	733,332
Average number of shares (diluted)	**139,886,062**	**139,450,787**

(1) Correspond only to shares or stock options as well as attributed performance and retention shares which are in the money and for which the performance conditions are fulfilled.

(1) After impact of derivatives instruments on debt raised in foreign currencies.

12.3 DIVIDENDS

The Group will propose to the AGM to be held on April 30, 2024 a cash distribution of €2.50/share to be paid on May 16, 2024.

As at December 31, 2023, the total statutory retained losses of URW SE (parent company) is negative at -€2,927 Mn, including a loss of -€585 Mn in 2023.

Given the negative statutory results of URW SE, the Group has no obligation to pay a dividend in 2024 for the fiscal year 2023 under the SIIC regime and other REIT regimes it benefits from. The dividend distribution obligation resulting from the French SIIC regime will be delayed until URW has sufficient statutory results to meet this obligation.

As a consequence, the distribution will be made out of premium, which amounted to €13.5 Bn in URW SE's statutory accounts as at December 31, 2023. This premium distribution will not reduce the carry forward SIIC dividend payment obligation standing at €2,001 Mn as at December 31, 2023 and will qualify as an equity repayment for French tax purposes (article 112-1 of the French tax code).

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, 2023	Dec. 31, 2022
1) Commitments related to the scope of the consolidated Group			**56.5**	**58.7**
Commitments for acquisitions/disposals	• Purchase undertakings and earn-out[(1)]	2024 to 2040	51.4	53.8
Commitments given as part of specific transactions	• Warranties and bank letters of credit given in the course of the ordinary business	2024+	5.1	4.9
2) Commitments related to Group financing			**2,475.2**	**1,593.7**
Financial guarantees given	• Mortgages and first lien lenders[(2)]	2024+	2,122.3	1,126.8
	• Guarantees relating to entities under the equity method or not consolidated[(3)]	2024+	352.9	466.9
3) Commitments related to Group operational activities			**1,417.1**	**1,680.0**
Commitments related to development activities	• Properties under construction: residual commitments for works contracts and forward purchase agreements[(4)]	2024+	950.1	1,181.6
	• Residual commitments for other works contracts	–	–	6.4
	• Commitments subject to conditions precedent	2024 to 2028	192.8	190.9
Commitments related to operating contracts	• Commitments for construction works[(5)]	2024 to 2064	192.7	204.4
	• Rental of premises and equipment	2024+	12.5	15.9
	• Other	2024+	69.0	80.8
Total commitments given			**3,948.9**	**3,332.4**

(1) Relates to the commitments to purchase external shares and includes the put option on an asset in Poland exercised by the partner.
(2) The outstanding balances at the reporting date of the debts and drawn credit lines which are secured by mortgages. The gross amount of mortgages was €2,137.5 Mn as at December 31, 2023 (€1,141.9 Mn as at December 31, 2022).
(3) Corresponds mainly 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.
(4) Comprises financial guarantees given to the City of Paris regarding the Triangle Tower project.
(5) 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 €550.0 Mn has already been invested).

COMMITMENTS RELATING TO GROUP FINANCING

- Following the exchange offer launched on June 20, 2023, from Settlement date on July 3, 2023, the Group's overall hybrid portfolio amounts to €1,845 Mn as at December 31, 2023. Hybrid securities 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.
- In 2000, Westfield America Limited Partnership, Urban Shopping Centres, L.P. and Westfield Growth, L.P. 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 Head Acquisition, L.P. (the general partner of Urban Shopping Centers, L.P.) has committed to maintain and allocate to Urban's minority limited partners a certain amount of qualified non-recourse mortgage debt.

As a result of such debt maintenance obligations, which are subject to indemnification, certain subsidiaries of the Group may be required to incur non-recourse financing on some of the assets that are held by Urban Shopping Centers, L.P., irrespective of the Group's liquidity needs or alternative sources of funding.

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 total carry forward SIIC distribution obligation stands at €2,001 Mn as at December 31, 2023: it will be delayed until URW SE has sufficient statutory results to meet this obligation. These statutory results would not prevent URW SE from deciding to make distributions out of its premium.
- 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% before the construction of the project.

  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 one 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 program and that the ultimate shareholder shall not bear more than its share in each joint venture.
- In the context of the master concession developer agreement at John F. Kennedy International Airport – Terminal One, URW SE guarantees to JFK NTO L.L.C., performance of all obligations of its subsidiary, URW Airports JFK T1, L.L.C., including but not limited to the prompt payment of the concession rents when due and all other amounts due and payable under the concession agreement. The concession rents are fully variable and based on passenger enplanements, and the first payments will start with the opening of the terminal to the public expected in phases between 2026-2030.

  Under the Master Retail Development, Management and Leasing Agreement relating to JFK Terminal 8, URW SE guarantees to American Airlines, Inc., the performance of all the terms and conditions of the agreement executed by its subsidiary JFK T8 Innovation Partners, LLC.

13.2 COMMITMENTS RECEIVED

Commitments received (€Mn)	Description	Maturities	Dec. 31, 2023	Dec. 31, 2022
1) Commitments related to the scope of the consolidated Group			**7.0**	**7.3**
Commitments for acquisitions/disposals	• Sales undertakings	2024 to 2025	7.0	7.3
2) Commitments related to Group financing			**8,059.9**	**9,655.0**
Financial guarantees received	• Undrawn credit lines(1)	2024 to 2029	8,059.9	9,655.0
3) Commitments related to Group operational activities			**869.6**	**904.0**
Other contractual commitments received related to operations	• Bank guarantees on works and others	2024+	18.5	18.4
	• Other(2)	2024 to 2028	316.6	393.9
Assets received as security, mortgage or pledge, as well as guarantees received	• Guarantees received relating to Hoguet regulation (France)	2030	104.5	100.2
	• Guarantees received from tenants	2024+	326.5	309.2
	• Guarantees received from contractors on works	2024+	103.5	82.3
Total commitments received			**8,936.4**	**10,566.3**

(1) These agreements contain financial covenants based on the Group's IFRS financial statements. 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. No amount is secured by mortgages as at December 31, 2023.
(2) Mainly comprises counter-guarantees received from JV's partners in the Triangle Tower project.

13.3 CONTINGENT LIABILITIES

The company Rodamco Projekt AB (a Swedish autonomous legal entity) is involved in an arbitration procedure with PEAB regarding claims on the development of Westfield Mall of Scandinavia. The arbitration decision was issued on June 30, 2023 and was not in line with the Group's expectations. The tribunal, by majority decision, accepted a number of PEAB's claims and rejected Rodamco Projekt AB's claims in very large parts. A total of SEK1.5 Bn, including interests and legal costs, was granted to PEAB, while Rodamco Project AB was granted in its turn a very limited amount of SEK0.089 Bn on its disturbance claims. One of the arbitrators dissented with the majority and delivered an extensive opinion to support his view. Based on the two separate arbitral awards which were issued on matters of principle in the case, Rodamco Projekt AB considers that the judgment issued is contrary to these previous separate awards and contains substantial procedural errors in almost every aspect. While arbitration award is not subject to appeal, it can be cancelled in whole or in part at the request of one of the parties.

On August 7, 2023, Rodamco Projekt AB filed a suit against PEAB before the Svea Court of Appeal with a request that the Final Award be set aside and requested the Court of Appeal to stay the enforcement of the Final Award. The stay of enforcement was ordered by the Court of Appeal on August 10, 2023, challenged by PEAB on December 5, 2023 and confirmed by the Court of appeal on December 21, 2023.

Based on the risk analysis performed by the Group and its legal advisors and reinforced by independent experts' opinions, no provision relating to this litigation was booked. In parallel, the Group has reserved an amount to cover the proceeding costs.

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

On January 30, 2024, URW closed the disposal of Equinoccio in Spain to Atitlan for a Total Acquisition Cost of €34 Mn, represented a discount to book value of -3.1%.

NOTE 15. LIST OF THE MAIN CONSOLIDATED COMPANIES

List of the main consolidated companies	Country	Method[1]	% interest Dec. 31, 2023	% control Dec. 31, 2023	% interest Dec. 31, 2022
Unibail-Rodamco-Westfield SE	**France**	**FC**	**100.00**	**100.00**	**100.00**
Westfield Corporation Limited	Australia	FC	100.00	100.00	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	55.00
UR Invest GmbH	Austria	FC	55.00	55.00	55.00
URW Invest GmbH	Austria	FC	100.00	100.00	100.00
Centrum Cerny Most as	Czech Republic	FC	100.00	100.00	100.00
Centrum Chodov sro	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
Volumes LPD	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
SCI CC Francilia	France	FC	55.00	55.00	55.00
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	13.00	13.00	13.00
Unibail-Rodamco Retail Spain	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Steam SLU	Spain	FC	51.11	51.11	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

List of the main consolidated companies	Country	Method(1)	% interest Dec. 31, 2023	% control Dec. 31, 2023	% interest Dec. 31, 2022
URW UK Olympic BV 1 and 2	The Netherlands	FC	100.00	100.00	100.00
URW UK Olympic BV 3, 4 and 5	The Netherlands	FC	100.00	100.00	100.00
URW UK Shepherds BV 1 to 12	The Netherlands	FC	100.00	100.00	100.00
URW UK Shepherds BV 13, 14 and 15	The Netherlands	FC	100.00	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	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	100.00
URW America Inc.	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

- KPMG Audit
  - Commencement date of first term of office: AGM of May 11, 2023;
  - Persons responsible: Régis Chemouny since May 2023.

- Deloitte & Associés
  - Deloitte & Associés succeeded Deloitte Marque & Gendrot which was appointed on April 28, 2005;
  - Person responsible: Emmanuel Gadret since May 2019.

The 6-year term of office for KPMG Audit and Deloitte & Associés comes to an end as at the AGM approving the 2028 accounts.

FEES OF STATUTORY AUDITORS EXCLUDING THEIR NETWORKS FOR THE 2023 AND 2022 FISCAL YEARS

STATUTORY AUDITORS' FEES 2023 (€Mn)	Deloitte & Associés		KPMG		Ernst & Young Audit	
	2023	2022	2023	2022	2023	2022
Audit and half-year review of the consolidated and non-consolidated financial statements *(Parent company + controlled companies(1))*	1.7	1.4	1.0	0.0	0.0	1.0
Non-audit services(2) *(Parent company + controlled companies(1))*	0.4	0.2	0.2	0.0	0.0	0.3
Total	**2.1**	**1.6**	**1.1**	**0.0**	**0.0**	**1.3**

(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, 2023

5.3.1 BALANCE SHEET AS AT DECEMBER 31, 2023

ASSETS

(€ thousands)	Notes	Dec. 31, 2023	Depreciation, amortisation and impairment	Dec. 31, 2023 Net	Dec. 31, 2022
Intangible assets	**3**	**285**	**285**	**0**	**0**
Tangible assets	**3**	**1,667,628**	**561,182**	**1,106,446**	**1,195,932**
Financial assets		**33,928,172**	**6,878,401**	**27,049,771**	**27,445,536**
Investments in subsidiaries	4	20,114,080	6,131,564	13,982,516	13,610,927
Loans	5	13,813,943	746,837	13,067,106	13,834,460
Other financial assets	5	149		149	149
TOTAL NON-CURRENT ASSETS		**35,596,085**	**7,439,868**	**28,156,217**	**28,641,468**
Stocks		**0**		**0**	**1,171**
Advances and downpayments		**1,229**		**1,229**	**3,751**
Receivables	**6**	**3,741,474**	**11,489**	**3,729,985**	**5,435,917**
Trade receivables from activity		82,868	11,339	71,529	83,416
Other receivables		3,570,014	150	3,569,864	5,209,065
Difference of assesment of derivatives		88,592		88,592	143,436
Cash and cash equivalents	**7**	**5,094,613**		**5,094,613**	**2,907,316**
Prepaid expenses	**8**	**56**		**56**	**245**
TOTAL CURRENT ASSETS		**8,837,372**	**11,489**	**8,825,883**	**8,348,400**
Deferred charges and bond issue premium	9	164,170		164,170	155,781
Unrealised foreign exchange losses	10	138,064		138,064	186,837
TOTAL ASSETS		**44,735,691**	**7,451,357**	**37,284,334**	**37,332,486**

LIABILITIES AND EQUITY

(€ thousands)	Notes	Dec. 31, 2023	Dec. 31, 2022
Shareholders' equity	**12**	**11,458,616**	**12,036,404**
Share capital		695,207	693,835
Additional paid-in capital		13,491,086	13,487,349
Legal reserve		69,144	69,144
Other reserves		100,679	100,679
Retained earnings		(2,341,155)	(2,431,149)
Result for the period		(585,411)	89,994
Untaxed provisions		29,066	26,552
Other equity	**13**	**1,844,800**	**2,000,000**
Hybrid securities		1,844,800	2,000,000
Provisions for contingencies and expenses	**14**	**185,239**	**226,902**
Borrowings and financial liabilities		**23,613,557**	**22,746,218**
Other bonds	15	18,039,207	17,870,173
Bank borrowings and debt	15	945,617	556,218
Other borrowings and financial liabilities	15	4,007,140	3,828,461
Advances and downpayments received		6,181	9,049
Other liabilities	16	557,699	435,311
Deferred income	17	57,713	47,006
Unrealised foreign exchange gains	**18**	**182,122**	**322,962**
TOTAL LIABILITIES AND EQUITY		**37,284,334**	**37,332,486**

5.3.2 INCOME STATEMENT AS AT DECEMBER 31, 2023

(€ thousands)	Notes	2023	2022
Revenue		200,045	199,208
Production of stock		(1,171)	(2,180)
Reversals of depreciation, amortisation, impairment and expense transfers		27,992	20,322
Other income		13,706	1,164
Total operating income	**21**	**240,572**	**218,514**
Other purchases and external charges		145,307	117,359
Taxes and related		6,981	6,640
Wages and salaries		9,777	11,271
Payroll taxes		4,149	3,775
Depreciation and amortisation of non-current assets – operating items		74,804	67,650
Impairment of non-current assets – operating items		60,928	10,348
Impairment of current assets – operating items		7,787	3,876
Provisions – operating items		19	2,326
Other operating expenses		13,047	4,894
Total operating expenses	**22**	**322,799**	**228,139**
1 – OPERATING RESULT		**(82,227)**	**(9,625)**
Investment income		373,705	818,958
Income from other marketable securities and receivables on non-current assets		568,665	355,665
Other interest income		740,860	338,847
Reversals of impairment and expense transfers		112,559	19,117
Foreign exchange gains		88,433	46,205
Net income from sales of marketable securities		0	0
Total financial income	**23**	**1,884,222**	**1,578,792**
Depreciation, amortisation and impairment – financial items		962,491	638,225
Interest expenses		1,270,577	813,181
Foreign exchange losses		146,251	25,199
Net expenses on sales of marketable securities		0	0
Total financial expenses	**24**	**2,379,319**	**1,476,605**
2 – FINANCIAL RESULT		**(495,097)**	**102,187**
3 – RECURRING RESULT BEFORE TAX		**(577,324)**	**92,562**
Non-recurring income on management transactions		1	19
Non-recurring income on capital transactions		525	29
Reversals of impairment and expense transfers		340	230
Total non-recurring income		**866**	**278**
Non-recurring expenses on management transactions		1	(11,979)
Non-recurring expenses on capital transactions		83	216
Depreciation, amortisation and provisions – non-recurring items		8,867	5,878
Total non-recurring expenses		**8,951**	**(5,885)**
4 – NON-RECURRING RESULT	**25**	**(8,085)**	**6,163**
Employee profit-sharing		3	2
Income tax	26	(1)	8,729
Total income		**2,125,660**	**1,797,584**
Total expenses		**2,711,071**	**1,707,590**
5 – NET RESULT		**(585,411)**	**89,994**

5.3.3 BREAKDOWN OF BALANCE SHEET AND INCOME STATEMENT BY ENTITY

ASSETS

(€ thousands)	France	Dutch permanent establishment	Total
Intangible assets	0	0	0
Tangible assets	672,656	433,790	1,106,446
Financial assets	19,012,867	8,036,904	27,049,771
TOTAL NON-CURRENT ASSETS	**19,685,523**	**8,470,694**	**28,156,217**
Stocks	0	0	0
Advances and downpayments	1,229	0	1,229
Receivables	2,116,466	1,613,519	3,729,985
Cash and cash equivalents	5,091,712	2,901	5,094,613
Prepaid expenses	0	56	56
TOTAL CURRENT ASSETS	**7,209,407**	**1,616,476**	**8,825,883**
Deferred charges	164,170	0	164,170
Unrealised foreign exchange losses	138,064	0	138,064
TOTAL ASSETS	**27,197,164**	**10,087,170**	**37,284,334**

LIABILITIES AND EQUITY

(€ thousands)	France	Dutch permanent establishment	Total
Shareholders' equity	11,884,054	(425,438)	11,458,616
Other equity	1,844,800	0	1,844,800
Provisions	185,239	0	185,239
Borrowings and financial liabilities	22,886,599	726,958	23,613,557
Unrealised foreign exchange gains	182,122	0	182,122
TOTAL LIABILITIES AND EQUITY	**36,982,814**	**301,520**	**37,284,334**

INCOME STATEMENT

(€ thousands)	France	Dutch permanent establishment	Total
Total operating income	210,265	30,307	240,572
Total operating expenses	286,105	36,694	322,799
1 – OPERATING RESULT	**(75,840)**	**(6,387)**	**(82,227)**
Total financial income	1,875,548	8,674	1,884,222
Total financial expenses	1,951,727	427,592	2,379,319
2 – FINANCIAL RESULT	**(76,179)**	**(418,918)**	**(495,097)**
3 – RECURRING RESULT BEFORE TAX	**(152,019)**	**(425,305)**	**(577,324)**
Total non-recurring income	866	0	866
Total non-recurring expenses	8,818	133	8,951
4 – NON-RECURRING RESULT	**(7,952)**	**(133)**	**(8,085)**
Employee profit-sharing	3	0	3
Income tax	(1)	0	(1)
Total income	2,086,679	38,981	2,125,660
Total expenses	2,246,652	464,419	2,711,071
5 – NET RESULT	**(159,973)**	**(425,438)**	**(585,411)**

5.4 NOTES TO THE STATUTORY FINANCIAL STATEMENTS

Unibail-Rodamco-Westfield S.E. ("URW 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 (*Société d'Investissement Immobilier Cotée*) tax status as a real estate investment company. URW SE has had a permanent establishment based in The Netherlands since 2007.

NOTE 1. HIGHLIGHTS OF THE REPORTING PERIOD

PROPERTY BUSINESS

- None

HOLDING COMPANY BUSINESS

- On May 25, 2023, the subsidiary of URW SE, UR Versailles Chantiers sold its asset for a sale price of €94.8 Mn. The result of this disposal impacts the Company's financial statements through the income transfer from the tax-transparent subsidiary UR Versailles Chantiers (see note 23.1).
- Due to the decrease of the fair value of the investment properties and intangible assets held by subsidiaries in Continental Europe, the US and UK, the Company booked impairment related to the concerned subsidiaries (see note 4) and an impairment on subsidiary loans (see note 5).

FINANCIAL RESOURCES

CHANGES IN NET DEBT

In 2023, URW SE redeemed €467 Mn of bonds issued under the EMTN (Euro Medium Term Notes) programme and maturing in June 2023. URW SE also issued €750 Mn of bonds under the EMTN programme in December 2023. In addition, URW SE has set up 4 medium-term bank loans for a total amount of €450 Mn at 3-month Euribor, plus a margin from 1.10% to 1.45%.

HYBRID SECURITIES ISSUE

URW SE launched an any-and-all par-for-par Exchange Offer on its €1,25 Bn Hybryd Perp-NC 2023 notes (the "Old Notes") into a combination of (i) new Euro denominated Per-NC28 hybrid notes with a coupon of 7.25% (the "New Notes") and (ii) cash amount.

The exchange off was successfully completed on June 26, 2023, with a participation rate of 92%, with the following accounting impacts:

- €1.15 Bn of Old Notes validly submitted for exchange and cancelled at the Settlement Date on July 3, 2023;
- €995 Mn of New Notes issued at the Settlement Date; and
- €155 Mn of cash paid out at the Settlement Date.

Accordingly, the Group's overall hybrid portfolio will decrease to €1,845 Mn (corresponding to a reduction of 7.76%). Issues of hybrid instruments are recorded under "Other equity" (see note 13) and the related interest under "Interest and similar expenses" (see note 24.2).

RESTRUCTURING DERIVATIVES

URW SE also restructured its portfolio of derivatives in 2023.

The restructuring mainly consisted in:

- The cancellation of €3.0 Bn of swaps beginning in January 2028 and maturing in January 2043 with the reception of a balancing payment for a total amount of €39.2 Mn. This amount is recognised in the balance sheet liabilities under the item "Other debt on derivatives and other financial transactions" (see note 16);
- The cancellation of US$2.2 Bn of external swaps maturing in July 2048 with a balancing payment for an amount of €89.7 Mn, recognised in the income statement under the item "Income on caps, floors and swaps" (see note 23.3) and in the same time the cancellation of the US$2.2 Bn of internal swaps hedging the previous external swaps with a balancing payment for an amount of €113.0 Mn recognised in the income statement under the item "Charges on caps, floors and swaps" (see note 24.2);
- The cancellation of €750 Mn of swaps maturing in April 2026 with a balancing payment for an amount of €50.3 Mn, recognised as an asset in the balance sheet under the item "Difference of assessment of derivatives" (see note 6) and the setup of €750 Mn of swaps starting in January 2024 and maturing in April 2026, in return for a cash payment of €36.2 Mn recorded as a liability under the item "Other debt on derivatives" (see note 16);
- The cancellation of €1.3 of hedging swaps maturing in 2025 with a balancing payment for an amount of €50.6 Mn, recognised as an asset in the balance sheet under the item "Difference of assessment of derivatives" (see note 6) and also €302.0 Mn non hedging swaps with a balancing payment for an amount of €28.3 Mn recognised in the income statement under the item "Charges on caps, floors and swaps" (see note 24.2);
- The set up of €5.4 Bn of swaps covering the year 2025, €5.3 Bn of swaps covering the year 2026 and €3.3 Bn of swaps covering the year 2027 against the payment of fees for a total amount of €145.5 million recorded as an asset in the balance sheet under the item "Cash instruments" (see note 7); and
- The sale of €4.0 Bn of swaptions related to the period from 2027 to 2034 with the reception of a premium for an amount of €67.9 Mn. This amount is recorded in the balance sheet liabilities under the item "Other debts on derivatives" (see note 16).

NOTE 2. ACCOUNTING POLICIES

2.1 APPLICATION OF ACCOUNTING POLICIES

The statutory financial statements are presented in accordance with the French Commercial Code, the French General Chart of Accounts in force (regulation ANC 2014-03 updated by all the regulations that subsequently amended it), the provisions of French legislation and the principles generally accepted in France. The general accounting policies were applied in accordance with the principles of consistent accounting method and independence of financial years, ongoing concern basis.

2.2 CHANGES IN ACCOUNTING POLICIES

There were no changes in accounting method or estimates during the period.

2.3 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.

2.3.1 INTANGIBLE ASSETS

Intangible items are measured at acquisition or production cost.

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.

2.3.2 TANGIBLE ASSETS

GROSS VALUE

Tangible assets are recognised at acquisition or construction cost (purchase price plus ancillary expenses) and divided into 4 components: Main structure, Façade, Technical equipment, and 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 3 segments ("Offices & Others", "Shopping Centres" and "Convention & Exhibition"), Les Ateliers Gaîté and the Pullman Paris Montparnasse hotel.

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 and takes into account the indirect impacts of the current international economic context (inflation, interest rates rising, increase of the energy and the raw material costs).

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").

An impairment charged in this way may be reversed or adjusted only when the evidence that the asset may have been impaired has disappeared or decreased.

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.

2.3.3 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, their Net Initial Yield and the indirect impacts of the current international economic context (inflation, interest rates rising, increase of the energy and the raw material costs).

The value in use also includes the valuation of the intangible assets (goodwill) 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.

2.3.4 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 component's useful life.

2.3.5 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.

2.3.6 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 guaranteed deposits and working capital called from tenants and restated for the rental discounts not issued at year-end closing. The rate applied to calculate the provision depends on the risk situation of the tenants.

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.

2.3.7 OTHER EQUITY

Undated subordinated notes redeemable at the option of the issuer have been classified as other equity (see note 13).

2.3.8 BOND ISSUANCE COSTS

Bond and EMTN issuance costs along with bond premiums are recognised over the term of the debt.

2.3.9 PROVISIONS

Provisions are defined as liabilities of uncertain timing or amount. A liability represents an obligation with regard to a third party that is likely or certain to result in an outflow of resources to the third party, with no equivalent consideration expected in return.

2.3.10 RENTAL INCOME

CALCULATION OF SALES-BASED RENT

The sales-based rents ("SBR") 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 SBRs 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 3-year period, corresponding to the average firm term of the leases.

KEY MONEY

Key money is recognised over the fixed term of the lease.

2.3.11 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.

2.4 OTHER ACCOUNTING PRINCIPLES

2.4.1 FINANCIAL COSTS RELATING TO CONSTRUCTION OPERATIONS

Financial costs relating to major restructuring or construction operations are expensed as incurred.

2.4.2 FORWARD FINANCIAL INSTRUMENTS

URW SE uses a variety of derivative instruments, including swaps and caps, to manage overall interest rate and/or currency risk.

Financial instruments are accounted for on the basis of the intention with which the transactions are carried out.

Regarding hedging transactions:

- Interest income or expense on derivatives qualifying as hedge instruments is recognised in the income statement on a symmetrical basis with the method of recognising income and expense on the hedged item, i.e. on a symmetrical basis with the recognition of interest expense on the hedged borrowings;
- Compensation paid or received on signature of a swap contract is recognised as a financial instrument in balance sheet assets or liabilities and is amortised to profit or loss over the effective term of the swap;
- Premiums paid upon signing of an option agreement of an option (e.g. cap, floor, swaptions) are booked as financial instruments asset on the balance sheet and spread through the income statement over the period covered by the option;
- When the forward financial instruments are restructured with the initial counterparty or cancelled and the hedged items still exist, in order to ensure symmetrical treatment with the hedged item, the gains and losses on terminated derivatives are recorded in the balance sheet in the transitional treasury instrument valuation accounts provided for in the French General Chart of Accounts (Plan Comptable Général – PCG), pending recognition in the income statement on a symmetrical basis with the hedged item. Realised gains and losses on terminated hedging instruments are therefore recognised in the income statement over the residual life of the hedged item, symmetrically with the method of recognising income and expenses on the hedged item. In the case of restructured transactions, new derivatives are recognised in accordance with the principles described in the second paragraph above. In order to centralise the management of interest rate and exchange rate risks at URW Group level, URW SE contracts internal derivatives with Group companies. These internal derivatives are systematically rolled over with mirror derivatives contracted with banking counterparties. These perfectly matched derivatives are treated as hedging transactions; and
- When it comes to risk-free optimisation transactions: URW SE can implement strategies involving the sale of swaptions (an over-the-counter option giving the buyer of the option the possibility of setting up a swap under the conditions defined in the option contract) with the intention of hedging. As the underlying swap of the swaption is backed by an identified risk to be hedged, the sale of a swaption is considered as an optimisation strategy without the company taking on any additional risk at the time the hedging relationship is set up. These swaption sales follow the principles of hedge accounting:
  - The premium received on signing the sale of the swaption is recognised as a financial instrument on the liabilities side of the balance sheet and spread through the income statement over the period covered by the underlying swap.
  - If the swaption is exercised, the swap in place is treated as a hedging instrument.

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.

2.4.3 INCOME TAX

URW 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. URW 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.

URW SE also reports a taxable sector for its non-SIIC ancillary activities.

The Company was subject to a tax audit in France for the financial years 2018 and 2019, which resulted in a notification of reassessments. The vast majority of reassessments under proposal are denied by the Company.

2.4.4 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, 2023, the Company has no treasury shares.

2.5 CLIMATE CHANGE AND RISKS

URW acknowledges the importance and urgency of climate issues. The Group intends to play an active role in achieving the targets set out in the Paris Agreement, which defines a global framework to avoid dangerous climate change by limiting global warming to well below 2°C compared with the pre-industrial level, and by continuing efforts to limit it to 1.5°C.

The potential impacts of climate change and risks have been analysed in the context of the 2023 Group's Financial Statements closing, based on the hereafter-mentioned facts and assumptions.

A significant amount of information has been made available to the appraisers in relation to several ESG key performance indicators ("KPIs") on an asset-by-asset basis. Amongst others, these KPIs are the Energy Use Intensity on common areas, Building Research Establishment Environmental Assessment Method ("BREEAM") In-Use certificates, climate risk studies outcomes, renewal energy on-site production or presence of electric vehicle chargers. Appraisers have reviewed and considered the information provided in their valuation process. Capex to be spent in the next 5 years for the Energy Action Plan were integrated as ESG Capex within the valuation model.

In addition, the operating cash flows derived from the 5YBP and capital expenditure sensitivity analyses include any climate related impacts in terms of additional investments enabling the Group to meet its net-zero target on Scopes 1 & 2 in 2030 and a net-zero target on Scopes 1, 2 & 3 by 2050.

No significant impact has been identified, either on the valuation of the assets, on the tenant's portfolio or on the cash flows generated by existing activities or on provisions for risks and charges.

In addition, part of the Company's financing capacity is linked to the environmental performance of its own assets or those of its subsidiaries:

- 70% of undrawn credit lines are now sustainability linked; and
- A Green Financing Framework released in November 2022.

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, April 2015 and December 2023 based on this framework.

As at December 31, 2023:

- The outstanding nominal value of Green Bonds amounts to €1.89 Bn; and
- The total credit lines featuring green or sustainable indicators stands at €4.7 Bn, and the sustainability-linked term loans amounts to €0.94 Bn.

NOTE 3. INTANGIBLE AND TANGIBLE ASSETS

CHANGES IN THE GROSS VALUE OF INTANGIBLE AND TANGIBLE ASSETS IN 2023

(€ thousands)	Gross value Opening balance	Acquisitions Additions Contributions Merger[1]	Interaccount transfers[2]	Disposal or contribution in kind	Gross value Closing balance
INTANGIBLE ASSETS	**285**				**285**
Tangible assets					
Land	341,937				341,937
Buildings	1,234,345		24,752		1,259,097
General installations	593				593
Other tangible assets	286				286
Non-current assets under construction	59,259	25,963	(24,300)		60,922
Advances and downpayments	3,264	1,982	(452)		4,794
TOTAL TANGIBLE ASSETS	**1,639,684**	**27,945**	**0**	**0**	**1,667,629**
TOTAL	**1,639,969**	**27,945**	**0**	**0**	**1,667,914**

The main movements in tangible assets during the year relate to:

(1) Works:
- The works of CNIT property complex recognised in "Non-current assets under construction" in 2023 for €15.6 Mn;
- The works of Stadshart Amstelveen property complex owned by the Dutch Permanent Establishment recognised in "Non-current assets under construction" in 2023 for €7.2 Mn;
- The restructuring works of shopping centre Les Ateliers Gaîté and of the Pullman Paris Montparnasse hotel recognised in "Non-current assets under construction" in 2023 for €3.2.

(2) Deliveries:
- Partial works in CNIT property complex for €11.7 Mn;
- Complementary works of shopping centre Les Ateliers Gaîté and of the Pullman Paris Montparnasse hotel for €10.4;
- Partial works in Stadshart Amstelveen property complex for €2.6 Mn.

CHANGES IN DEPRECIATION, AMORTISATION AND IMPAIRMENT IN 2023

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	406,204		56,503			462,707
General installations	593					593
Other tangible assets	236					236
TOTAL DEPRECIATION AND AMORTISATION	**407,033**		**56,503**	**0**	**0**	**463,536**

The depreciation on tangible assets of the year includes mainly the depreciation on Stadshart Amstelveen complex for €19.3 Mn, on CNIT complex for €15.5 Mn, on the Pullman Paris Montparnasse hotel for €14.2 Mn and on shopping centre Les Ateliers Gaîté for €7.5 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	36,718	60,928				97,646
TOTAL IMPAIRMENT	**37,003**	**60,928**	**0**	**0**	**0**	**97,931**
TOTAL DEPRECIATION, AMORTISATION AND IMPAIRMENT	**444,036**	**117,431**	**0**	**0**	**0**	**561,467**

The remaining impairment on properties as at December 31, 2023, relates to the Pullman Paris Montparnasse hotel for €64.2 Mn and Dutch assets for €34.4 Mn.

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	Decreases due to capital redemption or sale	Decreases due to merger transactions via dissolution without liquidation	Gross value Closing balance
Group subsidiary investments	18,745,116	772,072		(31)	19,517,157
Technical loss on group subsidiary investments	585,374				585,374
Long-term investments	11,430				11,430
Other investments	119				119
TOTAL	**19,342,039**	**772,072**	**0**	**(31)**	**20,114,080**

Changes in "Group subsidiary investments" result mainly from:
- The subscription to the capital increase of Uni-Commerces for €500.0 Mn;
- The subscription to the capital increase of Doria for €180.7 Mn;
- The subscription to the capital increase of Unibail-Rodamco SIF France for €55.0 Mn;
- The subscription to the capital increase of Proyectos Inmobiliarios Kansar III SL for €13.5 Mn;
- The subscription to the capital increase of Global Etsy Investment SL for €8.0 Mn;
- The subscription to the capital increase of Unibail-Rodamco Real Estate SL for €5.5 Mn;
- The subscription to the capital increase of South Pacific Real Estate SL for €4.5 Mn; and
- The subscription to the capital increase of UR-Phobos for €4.5 Mn.

IMPAIRMENT

(€ thousands)	Gross value Opening balance	Expense in the period	Reversals in the period		Gross value Closing balance
			Unused	Used	
Impairment of Group subsidiary investments	5,677,596	438,389	(39,840)	(21)	6,076,124
Impairment of merger losses	53,510	1,924			55,434
Impairment of long-term investments	0				0
Impairment of other equity investments	6				6
TOTAL	**5,731,112**	**440,313**	**(39,840)**	**(21)**	**6,131,564**

As at December 31, 2023, due to the decrease of the fair value of the investment properties and intangible assets held by subsidiaries in Continental Europe, the US and UK, the Company booked impairments related to the following shares:
- Rodamco Europe Properties BV: €367.4 Mn;
- Unibail-Rodamco TH BV: €35.4 Mn; and
- Unibail-Rodamco-Westfield N.V. ("URW NV"): an additional impairment was booked against the subsidiary loan for an amount of €490.2 Mn (see note 5).

As at December 31, 2023, the Company also booked impairments related to the following shares (subsidiaries in France and Spain):
- Proyectos Inmobiliarios Kansar III SL: €15.9 Mn;
- Unibail-Rodamco Real Estate SL: €12.0 Mn;
- UR-Phobos: €4.4 Mn;
- Unibail-Rodamco SIF France: 2,4 M€;
- Geniekiosk: €0.4 Mn; and
- Uniwater: €0.3 Mn.

Additionally, the Company booked an impairment against the technical merge loss attached to the Beg Investissements shares for €1.9 Mn.

The Company also booked the following reversals of provision:
- WHL USA Aquisitions Inc.: €14.8 Mn;
- Doria: €11.4 Mn;
- Westfield Corporation Limited: €7.3 Mn;
- Société Foncière Immobilière: €3.4 Mn;
- Gaîté Parkings: €2.0 Mn;
- Société de Tayninh: €0.5 Mn; and
- Sistemas Edgerton II SL: €0.5 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	2023 statutory result	Dividends received in 2023 and included in income
1. Subsidiaries (more than 50% owned)											
AQUABON	1		100.00%	1		1			1	1	1
BEG INVESTISSEMENTS		1	99.80%	4	21	11			2	1	1
BUREAUX DE LA TOUR CRÉDIT LYONNAIS			99.99%	17		17			3		3
CIRCLOW SL			100.00%								
CNIT DÉVELOPPEMENT			99.90%					75		(73)	
DORIA	9	209	90.34%	477		442				28	
ESPACE EXPANSION IMMOBILIÈRE			100.00%								
FINANCIÈRE 5 MALESHERBES			99.98%	118		118				12	
GAÎTÉ BUREAUX			99.99%	20		20	75		8	4	
GAÎTÉ PARKINGS			99.99%	16		10		6	2		
GALILÉE-DÉFENSE	11		100.00%	11		11	66			(3)	
GLOBAL ETSY INVESTMENTS SL	14	13	100.00%	31		31	46		1	(1)	12
IMMOBILIÈRE LIDICE			100.00%								
MALTESE			99.98%					1	1		
MARCEAU BUSSY-SUD			99.99%						1	1	
MONTHÉRON			99.90%								
NOTILIUS			99.90%								
PROYECTOS INMOBILIARIOS KANSAR III SL	22	24	100.00%	51		35	60		3	(11)	24
PROYECTOS INMOBILIARIOS TIME BLUE SL			51.11%	1		0					
R.E. FRANCE FINANCING			100.00%	7		0	573				
RODAMCO EUROPE PROPERTIES BV	670	4,902	100.00%	7,181		6,175				(9)	
RODAMCO FRANCE	146	377	100.00%	655	523	1,178			5	241	76
RODAMCO PROJECT I BV		3	100.00%								
SA CROSSROADS PROPERTY INVESTORS			100.00%								
SCI TOUR TRIANGLE			99.91%	2		0		28			
SISTEMAS EDGERTON II SL	3	(2)	100.00%	6		1	4			1	
SOCIÉTÉ DE TAYNINH	15	2	97.68%	21		17				1	
SOCIÉTÉ FONCIÈRE IMMOBILIÈRE			100.00%	4		4					
SOUTH PACIFIC REAL ESTATE SL	3	2	100.00%	4		4					
TRIANGLE RENAN PARTICIPATION	4	35	100.00%	42		42	29	88		(3)	
TRINITY DÉFENSE			99.90%				347		17	(4)	
U&R MANAGEMENT BV		2	100.00%								
UNIBAIL-RODAMCO PARTICIPATIONS		4	100.00%	5		5				(1)	
UNIBAIL-RODAMCO REAL ESTATE SL	14	10	100.00%	29		17	68		5	(13)	12
UNIBAIL-RODAMCO RETAIL SPAIN SLU	50	87	100.00%	773		773	840	3	156	42	64
UNIBAIL-RODAMCO SIF France	22	4	100.00%	77	42	52					
UNIBAIL-RODAMCO SPAIN SL	48	245	100.00%	150		150	42		25	10	
UNIBAIL-RODAMCO STEAM SL	4	27	51.11%	210		210	220		43	(9)	
UNIBAIL-RODAMCO TH BV	2,972	(1,405)	100.00%	4,718		1,813				(16)	
UNI-COMMERCES	1,013	934	99.99%	2,101		2,101			37	23	114
UNIWATER		14	100.00%	22		17					1
UR VERSAILLES CHANTIERS			99.90%					68	(1)	41	
UR-PHOBOS			100.00%	10						(2)	
VALOREXPO			100.00%								

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	2023 statutory result	Dividends received in 2023 and included in income
VILLAGE 5 DÉFENSE	5	13	100.00%	5		5			2	(1)	1
VILLAGE 7 DÉFENSE	2	8	100.00%	2		2				(4)	1
VILLAGE 8 DÉFENSE			100.00%								
WESTFIELD CORPORATION LIMITED	248	218	100.00%	1,250		462				(112)	
WESTFIELD ENERGY SL			100.00%								
WESTFIELD RISE SPAIN SL			100.00%								
TOTAL I	**5,276**	**5,727**		**18,021**	**586**	**13,724**	**2,370**	**269**	**311**	**144**	**310**
2. Investments (between 10% to 50% owned)											
GENIEKIOSK			50.00%	1		0					
LA ROUBINE	3		50.00%	1		1					
SCI LE SEXTANT		(55)	49.00%	5		5	7		5	1	
SIAGNE NORD	5	4	22.48%	2		2					
SP POISSY RETAIL ENTERPRISES			50.00%								
UNIBAIL-RODAMCO-WESTFIELD N.V.	116	2,077	40.14%	957		0	2,243			(24)	
WHL USA ACQUISITIONS INC.	463	379	25.20%	527		235				(98)	
TOTAL II	**587**	**2,405**		**1,493**	**0**	**243**	**2,250**	**0**	**5**	**(121)**	**0**
Other investments				**11**		**11**					**2**
TOTAL	**5,863**	**8,132**		**19,525**	**586**	**13,978**	**4,620**	**269**	**316**	**23**	**312**

NOTE 5. LOANS AND OTHER FINANCIAL ASSETS

(€ thousands)	Dec. 31, 2022	Increases	Decreases	Impact of exchange rate fluctuations	Dec. 31, 2023
Loans to subsidiaries – principal	14,008,140	2,153,491	(2,383,137)	(84,451)	13,694,043
Accrued on subsidiaries loans	82,952	119,901	(82,952)		119,901
Other loans	149				149
TOTAL	**14,091,241**	**2,273,392**	**(2,466,089)**	**(84,451)**	**13,814,093**

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Closing balance
			Unused	Used	
Impairment on subsidiary loans	256,632	490,205			746,837
TOTAL	**256,632**	**490,205**	**0**	**0**	**746,837**

The impairment on subsidiary loans as at December 31, 2023, relates to loans with the subsidiary URW NV, part of which corresponds to the impact of the discounting of non-interest-bearing long-term receivables (see note 24.1).

The maturity of loans to subsidiaries as at December 31, 2023 is as follows:

1 year or less:	€2,845 Mn
Between 1 and 5 years:	€8,028 Mn
More than 5 years:	€2,821 Mn
TOTAL	**€13,694 Mn**

NOTE 6. RECEIVABLES

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Receivables from Group and associated companies	3,304,413	4,974,290
Difference on assessment of derivatives	88,592	143,436
Accrued income on derivatives	104,120	94,950
Sundry debtors	126,714	103,759
Trade receivables	68,863	78,400
State – other public authorities	31,450	32,067
Employee receivables	3,317	4,149
Doubtful or disputed receivables	14,005	10,285
TOTAL	**3,741,474**	**5,441,336**

"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 cancellations of hedging swaps occurred in 2023.

"Sundry debtors" primarily corresponds to calls for funds related from co-contracting on the Gaîté Montparnasse project.

"Trade receivables" mainly relate to accrued receivables, the outstanding balance of rent-free periods and step rents relating to property business and customer balances relating to re-invoicing of Group Service Charges.

IMPAIRMENT OF RECEIVABLES

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Other movements	Closing balance
			Unused	Used		
Impairment of doubtful receivables	5,269	7,787	(1,137)	(580)		11,339
Impairment of subsidiary current accounts	150					150
TOTAL	**5,419**	**7,787**	**(1,137)**	**(580)**	**0**	**11,489**

NOTE 7. CASH AND CASH EQUIVALENTS

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Term deposit	2,191,837	1,910,548
Bank accounts with a debit balance	2,737,375	927,312
Cash instruments	165,401	69,456
TOTAL	**5,094,613**	**2,907,316**

There is no difference between the book value of term deposit on the balance sheet and their market value.

The term deposits have short or medium term:
- 3-months term with a fixed rate or a float rate fixed in advance;
- A term going up to 18 months with the possibility to withdraw the funds by anticipation with a 32 day's notice period. In this case, the rate applied is review every 3 months.

"Cash instruments" mainly relate to premiums on caps and fees relating to interest rate swaps to not yet amortised.

NOTE 8. PREPAID EXPENSES

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
General expenses	56	245
TOTAL	**56**	**245**

NOTE 9. DEFERRED CHARGES

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Charges on bank loans and borrowings	18,276	17,775
Charges on bonds	55,814	56,274
Charges on hybrid securities	18,573	2,652
Bond issue premium	71,507	79,080
TOTAL	**164,170**	**155,781**

Changes in item “Charges on hybrid securities” is mainly due to the exchange of hybrid instruments occurred during the year.

NOTE 10. UNREALISED FOREIGN EXCHANGE LOSSES

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Subsidiary loans in PLN	24	10,771
Subsidiary loans in SEK	118,507	176,066
Subsidiary loans in USD	11,703	0
Derivatives	7,830	0
TOTAL	**138,064**	**186,837**

NOTE 11. ACCRUED INCOME

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Financial assets	119,901	82,952
Other trade receivables	47,036	46,659
Trade payables	621	3,249
Taxes	6,111	12,773
Group and associates	16,831	7,641
Other receivables	124,826	101,116
TOTAL	**315,326**	**254,390**

NOTE 12. CHANGES IN SHAREHOLDERS' EQUITY AS AT DECEMBER 31, 2023

Number of shares: 139,041,391

Par value: €5

(€ thousands)	Before allocation of net result Dec. 31, 2022	Allocation of 2022 net result	2023 changes	Before allocation of net result Dec. 31, 2023
Share capital	**693,835**		**1,372**[(1)]	**695,207**
Reserves	**13,657,172**	**0**	**3,737**	**13,660,909**
Additional paid-in capital: Issue premium	2,651,527		3,737[(1)]	2,655,264
Additional paid-in capital: Contribution premium	10,835,822			10,835,822
Legal reserve	69,144			69,144
Other reserves	96,874			96,874
Reserve for euro translation	3,805			3,805
Retained earnings	**(2,431,149)**	**89,994**		**(2,341,155)**
Net result	**89,994**	**(89,994)**	**(585,411)**	**(585,411)**
Regulated provisions	**26,552**		**2,514**	**29,066**
TOTAL SHAREHOLDERS' EQUITY	**12,036,404**	**0**	**(577,788)**	**11,458,616**
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.

Due to the lack of net result available for distribution, the SIIC obligation created in 2023, i.e. €281.2 Mn and the residual SIIC obligation created in the previous years for €1,720.0 Mn, will be carried forward until URW SE reports positive results available for distribution. The total amount of the SIIC obligations carried forward is €2,001.2 Mn.

CHANGE IN THE NUMBER OF SHARES COMPRISING THE SHARE CAPITAL

	Number of shares
As at Jan. 1, 2022	**138,594,416**
Capital increase reserved for employees under the Company Savings Plan	105,741
Exercise of stock options	0
Performance shares grants	66,931
As at Dec. 31, 2022	**138,767,088**
Capital increase reserved for employees under the Company Savings Plan	128,408
Exercise of stock options	0
Performance shares grants	145,895
AS AT DEC. 31, 2023	**139,041,391**

NOTE 13. OTHER EQUITY

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Hybrid securities	1,844,800	2,000,000
TOTAL	**1,844,800**	**2,000,000**

To finance the cash component of the acquisition of the Westfield Corporation Group on June 7, 2018, in April 2018, URW SE issued €2,000 Mn of hybrid securities classified as "Other equity" in accordance with the OEC opinion 28 (July 1994). This issuance was made in 2 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.

URW SE launched an offer to exchange its €1.25 Bn PerpNC23 hybrid bonds ("Old Bonds") at par for a combination of (i) new euro-denominated Perp–NC28 hybrid bonds with a 7.25% coupon ("New Bonds") and (ii) a cash amount.

The exchange offer was successfully completed on June 26, 2023 with a take-up rate of 92%, corresponding to a take-up rate of 1.5% for the exchange offer with a take-up rate of 92%, corresponding to:

- €1.15 Bn of Old Bonds validly tendered for exchange and cancelled on the Settlement Date on July 3, 2023;
- €995 Mn of New Bonds issued on the Settlement Date; and
- €155 Mn of cash paid on the Settlement Date (the cash amount).

As a result, the Group's overall hybrid portfolio has been reduced to €1,845 Mn and as at 31 December 2023 comprises:

- €750 Mn with a 2.875% coupon issued in April 20218 and callable after 8 years;
- €99.8 Mn with a 2.125% coupon issued in April 2018 and callable after 5.5 years; and
- €995 Mn with a 7.75% coupon issued in July 2023 and callable after 5.25 years.

NOTE 14. PROVISIONS FOR CONTINGENCIES AND EXPENSES

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Closing balance
			Unused	Used	
Provisions for operating contingencies	5,177	6,354	(340)	(2,326)	8,865
Provisions for foreign exchange losses	186,837	11,703	(11,253)	(57,053)	130,234
Other provisions	34,888	15,645	(4,391)	(2)	46,140
TOTAL	**226,902**	**33,702**	**(15,984)**	**(59,381)**	**185,239**

Changes in "Provisions for operating contingencies" result mainly from the provision for risk with a partner for €5.8 Mn (see note 25) and the reversal of the provision related to a tenant for €2.3 Mn.

Changes in "Provisions for foreign exchange losses" reflect primarily the reversal of provision regarding unrealised foreign exchange losses following the repayment of loans in Swedish krona (see note 23.4).

Changes in "Other provisions" mainly relate to the provision for risk for €7.8 Mn concerning the purchase of Foreign Exchange Forward in US dollar and a €7.5 Mn provision for risk relating to compensation for works on the Les Ateliers Gaîté asset.

NOTE 15. BORROWINGS AND FINANCIAL LIABILITIES

(€ thousands)	Dec. 31, 2022	Increases	Decreases	Impact of exchange rate fluctuations	Dec. 31, 2023
Bonds	**17,870,173**	**927,021**	**(757,987)**		**18,039,207**
Principal outstanding	17,688,472	750,000	(576,286)		17,862,186
Accrued interest	181,701	177,021	(181,701)		177,021
Bank loans and borrowings	**556,218**	**457,180**	**(67,781)**		**945,617**
Principal outstanding	550,000	450,000	(62,500)		937,500
Accrued interest	4,685	6,674	(4,685)		6,674
Bank accounts with a credit balance	1,533	506	(596)		1,443
Miscellaneous borrowings and financial liabilities	**3,828,461**	**1,421,732**	**(1,246,585)**	**3,532**	**4,007,140**
Deposits and guarantees	5,078	3,192	(1,605)		6,665
Other borrowings	793,734	872,398	(78,924)	3,532	1,590,740
Payables on other borrowings	7,227	33,965	(7,227)		33,965
Medium-term notes	0	0	0		0
Payables on medium-term notes	0	0	0		0
Commercial paper	0	0	0		0
Payables on commercial paper	0	0	0		0
Payables on hybrid securities	19,777	33,480	(19,777)		33,480
Subsidiary current accounts	2,978,098	405,514	(1,122,125)		2,261,487
Transfer of subsidiaries' earnings	24,547	73,183	(16,927)		80,803
TOTAL	**22,254,852**	**2,805,933**	**(2,072,353)**	**3,532**	**22,991,964**

Changes in the "Bonds – Principal outstanding" item result from the issue of one bond tranche under the EMTN Programme for an amount of 750 M€ and the total redemption of one bond tranche maturing in June 2023 for an amount of €467 Mn and one bond tranche maturing in November 2023 for an amount of 130 Mn of Swiss francs counter valued in euros for €109.0 Mn.

Changes in the "Bank loans and borrowings" item mainly relate to the setting up of 4 bank loans for a total amount of €450 Mn.

Changes in the "Miscellaneous borrowings and financial liabilities – Other borrowing" item is mainly due to the setting up of one loans for a total amount of US$964.0 Mn with a subsidiary of Group URW.

As at December 31, 2023, the "Subsidiary current accounts" item comprises financing granted mainly by the following subsidiaries:

- Rodamco Europe Properties BV: €526 Mn;
- Unibail-Rodamco Spain SL: €274 Mn;
- Uni-Expos: €174 Mn;
- Rodamco Europe Finance BV: €164 Mn;
- Unibail-Rodamco Polska Sp zoo: €148 Mn;
- URW Invest Gmbh: €89 Mn;
- Rodamco Sverige AB: €88 Mn; and
- Unibail-Rodamco Retail Spain SL: €82 Mn.

CHARACTERISTICS OF BONDS AND EMTNS

Issue date (based on value date)	Interest rate	Amount outstanding as at Dec. 31, 2023 (€ 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
February 2013	Fixed rate 3.10% for a par value of HKD 700 Mn	69	February 2025
March 2013	Fixed rate 3.28% for a par value of HKD 585 Mn	58	March 2025
October 2013	Fixed rate 3.9% for a par value of HKD 400 Mn	38	October 2025
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
October 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 Mn	90	November 2025
December 2015	Fixed rate 2.1% for 3 years then Structured coupon linked to CMS 10 years (floored at 0%, capped at 3%)	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 Mn	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
December 2023	Green Bond fixed rate 4.125%	750	December 2030
TOTAL		**17,863**	

MATURITY OF BORROWINGS AND FINANCIAL LIABILITIES

(€ thousands)	One year or less	Between 1 and 5 years	More than 5 years	Total
Other bonds	**870,769**	**7,335,438**	**9,833,000**	**18,039,207**
Convertible bonds (ORNANE)	0	0	0	0
Accrued interest	0	0	0	0
Bonds	693,748	7,335,438	9,833,000	17,862,186
Accrued interest	177,021	0	0	177,021
Bank loans and borrowings	**8,117**	**937,500**	**0**	**945,617**
Bank loans	0	937,500	0	937,500
Accrued interest on bank loans	6,674	0	0	6,674
Bank accounts with a credit balance	1,443	0	0	1,443
Miscellaneous borrowings and financial liabilities	**3,288,798**	**718,342**	**0**	**4,007,140**
Deposits and guarantees	6,665	0	0	6,665
Other borrowings	872,398	718,342	0	1,590,740
Payables on other borrowings	33,965	0	0	33,965
Medium-term notes	0	0	0	0
Payables on medium-term notes	0	0	0	0
Commercial paper	0	0	0	0
Payables on commercial paper	0	0	0	0
Payables on hybrid securities	33,480	0	0	33,480
Subsidiary current accounts	2,261,487	0	0	2,261,487
Transfer of subsidiaries' earnings	80,803	0	0	80,803
TOTAL	**4,167,684**	**8,991,280**	**9,833,000**	**22,991,964**

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 Loan To Value ("LTV"), ICR and FFO/NFD ratios, as well as a prepayment clause in the event of a material adverse change.

LEVELS OF FINANCIAL COVENANTS APPLIED IN EUROPE ON URW GROUP

Covenants	Limit	Dec. 31, 2023	Dec. 31, 2022
LTV	< 60%	**41.8%**	41.2%
ICR	> 2x	**4,2x**	4,2x
FFO/NFD	> 4%	**7.8%**	7.6%

These covenants are tested twice a year based on the Group's IFRS financial statements. As at December 31, 2023:

- All these covenants are complied with;
- 100% of the Group's credit facilities and bank loans allowed an LTV ratio of up to 60% of total assets or the value of the borrowing entity's assets;
- 100% of the Group's credit facilities and bank loans require an ICR >2x for the Group or the borrowing entity; and
- 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

URW 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, URW SE uses derivative instruments (mainly caps and swaps) to hedge its interest rate exposure. All transactions are managed centrally and independently.

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, URW SE only contracts hedges with leading international financial institutions.

NOTE 16. OTHER LIABILITIES

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Amounts due to suppliers	53,332	41,868
Employee payables and similar payables	10,346	8,147
State – other public authorities	5,068	19,129
Amounts due on investments	19,420	53,090
Other liabilities	**469,533**	**313,077**
On property activities	117,465	106,947
On derivatives and other financial transactions	351,722	205,666
Other sundry liabilities	346	464
TOTAL	**557,699**	**435,311**

The “Amounts due on investments” item mainly consists of accrued payables relating to works on the Cnit building complex for €5.5 Mn, the Pullman Paris Montparnasse hotel for €3.3 Mn and the shopping centre Les Ateliers Gaîté for €3.1 Mn.

Changes in the “Other liabilities on derivatives and other financial transactions” item result mainly from the premiums and fees relating to swaptions (+€67.8 Mn) and interest swaps (+€36.1 Mn).

NOTE 17. DEFERRED INCOME

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Property business	3,162	2,592
Balancing cash adjustment on Group debt	24	44
Arrangement fee on subsidiary loans	54,527	44,370
TOTAL	**57,713**	**47,006**

NOTE 18. UNREALISED FOREIGN EXCHANGE GAINS

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Subsidiary loans in CZK	24,954	32,826
Subsidiary loans in DKK	101	190
Subsidiary loans in PLN	12,595	0
Subsidiary loans in USD	130,962	280,536
Group debt in GBP	2,194	9,410
Group debt in USD	11,316	0
TOTAL	**182,122**	**322,962**

NOTE 19. ACCRUED CHARGES

(€ thousands)	Dec. 31, 2023	Dec. 31, 2022
Miscellaneous borrowings and financial liabilities	251,140	213,390
Trade receivables	2,128	4,907
Trade payables	54,838	77,508
Employee payables	5,899	5,084
Social security and similar payables	4,032	2,837
Tax payables	1,824	12,586
Subsidiary current accounts	2,468	988
Other liabilities	50,511	35,286
TOTAL	**372,840**	**352,586**

NOTE 20. MATURITY OF RECEIVABLES AND PAYABLES AT THE END OF THE REPORTING PERIOD

MATURITY OF RECEIVABLES

		Maturity	
(€ thousands)	Gross	1 year or less	More than 1 year
Receivable on non-current assets			
Other long-term investments	0	0	0
Loans[(1)]	13,813,943	2,965,332	10,848,611
Other	149	0	149
Current asset receivables			
Trade receivables from activity			
Doubtful or disputed receivables	14,005	14,005	0
Other trade receivables from activity	68,864	31,936	36,928
Other receivables			
Employee receivables	3,317	3,317	0
State – other public authorities	31,450	31,450	0
Receivables from group and associated companies	3,304,413	3,304,413	0
Accrued income on derivatives	104,120	104,120	0
Sundry debtors	126,714	126,714	0
Difference of assesment of derivatives	88,592	51,664	36,928
Prepaid expenses			
Overheads	56	56	0
TOTAL	**17,555,623**	**6,633,007**	**10,922,616**

(1) Loans granted during the financial year 2,153,491
Loans repaid during the financial year 2,383,137

MATURITY OF LIABILITIES

(€ thousands)	Gross	Maturity: 1 year or less	Between 1 and 5 years	More than 5 years
Convertible bonds(1)	0	0	0	0
Other bonds(1)	18,039,207	870,770	7,335,437	9,833,000
Bank loans and borrowings(1)	945,617	8,117	937,500	0
Miscellaneous borrowings and financial liabilities(1)	4,007,140	3,288,799	718,341	0
Advances and downpayments received	6,181	6,181	0	0
Amounts due to suppliers	53,332	53,332	0	0
Tax and social security liabilities				
Employee payables and similar payables	10,346	10,346	0	0
State – other public authorities	5,068	5,068	0	0
Amounts due on investments	19,420	19,420	0	0
Other liabilities	469,533	187,950	156,099	125,484
Deferred income				
Property business	3,162	3,162	0	0
Balancing cash adjustment on Group debt	24	19	5	0
Arrangement fee on subsidiary loans	54,527	4,044	10,075	40,408
TOTAL	**23,613,557**	**4,457,208**	**9,157,457**	**9,998,892**

(1) Liabilities contracted during the financial year	2,072,398
Liabilities repaid during the financial year	717,710

NOTE 21. OPERATING INCOME

21.1 REVENUE

(€ thousands)	2023	2022
Property business	**87,580**	**85,211**
Offices & Others segment	41,315	37,498
Shopping Centres segment	43,943	41,666
Convention & Exhibition segment	2,322	6,047
Other rebilled items	**112,465**	**113,997**
TOTAL	**200,045**	**199,208**

In 2022, “Convention & Exhibition segment” included a compensation received from Réseau Ferré de France related to Eole works for an amount of €5.8 Mn.

“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)	2023	2022
Reversals of impairment	**4,043**	**972**
Reversals of provisions for disputes	2,326	0
Reversals of impairment of doubtful receivables	1,717	972
Reversals of impairment of buildings	0	0
Rebilled expenses and expense transfers	**23,949**	**19,350**
TOTAL	**27,992**	**20,322**

In 2023, reversals of provision for dispute relate to the shopping centre Les Ateliers Gaîté.

Rebilled expenses and expense transfers in 2023 relate to:

- Rebilled rental expenses for €16.5 Mn;
- Rebilled taxes for €3.8 Mn;
- Rebilled construction work for €1.7 Mn;
- Rebilled marketing fees for €1.5 Mn;
- Rebilled management fees for €0.3 Mn. and
- Rebilled of miscellaneous expenses for €0.1 Mn.

21.3 OTHER INCOME

(€ thousands)	2023	2022
Key money	3,537	185
Speciality leasing fee	667	754
Other	9,502	225
TOTAL	**13,706**	**1,164**

In 2023, "Other" item includes interest and penalties for late payment received from Réseau ferré de France in relation with the Eole works affecting the Cnit building complex, for an amount of €9.0 Mn.

NOTE 22. OPERATING EXPENSES

22.1 OTHER PURCHASES AND EXTERNAL CHARGES

(€ thousands)	2023	2022
1- EQUIPMENT, MATERIALS AND WORKS	**0**	**(812)**
2- PURCHASES OF CONSUMABLES	**1,197**	**506**
3- EXTERNAL SERVICES	**22,199**	**15,117**
Property business	**19,832**	**13,145**
Leases and rental expenses	16,857	10,565
Maintenance and repair	2,787	2,397
Insurance	188	183
General expenses	**2,367**	**1,972**
Leases and rental expenses	248	(3)
Maintenance and repair	8	8
Insurance	1,547	1,522
Miscellaneous	564	445
4- OTHER EXTERNAL SERVICES	**121,911**	**102,548**
Property business	4,486	2,820
General expenses	117,425	99,728
TOTAL	**145,307**	**117,359**

The change in "External services – Property business – Leases and rental expenses" is mainly due to the €4,5 Mn change in rental expenses relating to the shopping centre Les Ateliers Gaîté, whose restructuring works were fully delivered at the end of 2022.

"Other external services – General expenses" mainly consists of rebilled items relating to the Group Service Charges agreement, which increased by €16.2 Mn in 2023.

22.2 TAXES AND RELATED

(€ thousands)	2023	2022
Taxes on remuneration	1,059	1,063
Property taxes	5,014	4,116
Other taxes	908	1,461
TOTAL	**6,981**	**6,640**

22.3 PERSONNEL EXPENSES

(€ thousands)	2023	2022
Wages and salaries	9,777	11,271
Payroll taxes	4,149	3,775
TOTAL	**13,926**	**15,046**

22.4 DEPRECIATION AND AMORTISATION OF NON-CURRENT ASSETS AND DEFERRED CHARGES

(€ thousands)	2023	2022
Tangible assets	56,503	51,010
Deferred charges		
Charges on borrowings	14,603	14,827
Charges on hybrid securities	3,698	1,813
TOTAL	**74,804**	**67,650**

The change in "Tangible assets" item is mainly due to the €5.9 Mn increase in depreciation on the amortisation of the shopping centre Ateliers Gaîté, which were delivered at the end of 2022.

The change in "Deferred charges – Charges on hybrid securities" is mainly due to expenses relating to the new issue of hybrid instruments in July 2023.

22.5 IMPAIRMENT AND PROVISION EXPENSES

(€ thousands)	2023	2022
Non-current assets	60,928	10,348
Current assets	7,787	3,876
Contingencies and expenses	19	2,326
TOTAL	**68,734**	**16,550**

Impairment on non-current assets: see note 3.
Impairment on contingencies and expenses: see note 14.

22.6 OTHER OPERATING EXPENSES

(€ thousands)	2023	2022
Attendance fees	1,111	825
Eviction and termination indemnities paid	0	0
Irrevocable receivables and miscellaneous operating lease expenses	11,936	4,069
TOTAL	**13,047**	**4,894**

The change in "Irrevocable receivables and miscellaneaous operating lease expenses" is mainly due to compensation paid for nuisance caused by work on the Les Ateliers Gaîté shopping centre (€9.6 Mn in 2023).

NOTE 23. FINANCIAL INCOME

23.1 INVESTMENT INCOME

(€ thousands)	2023	2022
Subsidiary income transferred	59,655	356,407
Dividends	309,472	460,211
Other	4,578	2,340
TOTAL	**373,705**	**818,958**

Income transfers from tax-transparent companies relate mainly to UR Versailles Chantiers for an amount of €40.7 Mn (of which €40.4 Mn coming from the sale by UR Versailles Chantiers of its asset during the year), and Financière 5 Malesherbes for an amount of €10.9 Mn.

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 (see note 24.2).

The main dividends collected in 2023 in respect of 2022 earnings were:
- Uni-Commerces: €114 Mn (€338 Mn in 2022);
- Rodamco France: €76 Mn (€55 Mn in 2022);
- Unibail-Rodamco Retail Spain SL: €64 Mn (€39 Mn in 2022);
- Proyectos Inmobiliarios Kansar III SL: €24 Mn (€0 Mn in 2022);
- Unibail-Rodamco Real Estate SL: €12 Mn (€0 Mn in 2022);
- Global Etsy Investments SL: €12 Mn (€0 Mn in 2022);
- Unibail-Rodamco Steam SL: €0.5 Mn (€3 Mn in 2022); and
- Uniwater: €0 Mn (€19 Mn in 2022).

23.2 INCOME FROM OTHER MARKETABLE SECURITIES AND RECEIVABLE ON NON-CURRENT ASSETS

(€ thousands)	2023	2022
Income from loans to subsidiaries	568,665	355,665
TOTAL	**568,665**	**355,665**

In 2023, contributing subsidiaries were primarily URW America Inc. (€113 Mn), Westfield America LP (€86 Mn), Unibail-Rodamco Polska Sp zoo (€56 Mn), Unibail-Rodamco Retail Spain SL (€40 Mn), URW NV (€23 Mn), Wood Sp zoo (€21 Mn), R.E. France Financing (€18 Mn) and Rodamco Retail Deutschland BV (€17 Mn).

Changes in "Income from loan to subsidiaries" item result primarily from the increase of the income on loans with variable interest due to the variable interest increase in 2023.

23.3 OTHER INTEREST INCOME

(€ thousands)	2023	2022
Bank fees	41,742	2,741
Interest on subsidiary current accounts	54,626	23,006
Income on caps, floors and swaps	533,834	299,813
Deferred recognition of fees on subsidiary loans	5,671	5,440
Deferred recognition of premium on convertible bonds	0	1
Interest on marketable securities	102,914	7,190
Other financial income	2,073	567
Financial income on dissolution of subsidiaries without liquidation in a merger transaction ("TUP")	0	89
TOTAL	**740,860**	**338,847**

Changes in "Bank fees" and "Interest on marketable securities" items is due to the increase investments in the Company's bank accounts and term deposits (see note 7) and the increase in their remuneration.

"Income on caps, floors and swaps" includes interest in 2023 for the total amount of €392.4 Mn, the unwinding fees of interest rate swaps received during the year for an amount of €89.7 Mn, caps premiums for an amount of €24.3 Mn and the amortisation of the balancing cash adjustment relating to hedging swaps arranged in previous years for an amount of €27.4 Mn.

23.4 REVERSALS OF IMPAIRMENT AND EXPENSE TRANSFERS

(€ thousands)	2023	2022
Reversal of provisions for subsidiaries	39,860	9,888
Reversals of provisions for foreign exchange gains and losses	68,306	8,963
Reversal of provision for risk on subsidiary	4,393	266
TOTAL	**112,559**	**19,117**

As at December 31, 2023, the Company booked reversals of provisions on the shares in:

- WHL USA Aquisitions Inc.: €14.8 Mn;
- Doria: €11.4 Mn;
- Westfield Corporation Limited: €7.3 Mn;
- Société Foncière Immobilière: €3.4 Mn;
- Gaîté Parkings: €2.0 Mn;
- Société de Tayninh: €0.5 Mn; and
- Sistemas Edgerton II SL: €0.5 Mn.

As at December 31, 2023, reversals of the provision for unrealised foreign exchange losses were recorded following the repayment of loans in Swedish krona for an amount of €56.3 Mn.

23.5 FOREIGN EXCHANGE GAINS

(€ thousands)	2023	2022
USD foreign exchange gains	75,446	33,778
SEK foreign exchange gains	5,841	4,473
GBP foreign exchange gains	4,977	3,782
PLN foreign exchange gains	1,976	387
CZK foreign exchange gains	162	3,765
DKK foreign exchange gains	6	11
Other foreign exchange gains	25	9
TOTAL	**88,433**	**46,205**

NOTE 24. FINANCIAL EXPENSES

24.1 DEPRECIATION, AMORTISATION AND IMPAIRMENT – FINANCIAL ITEMS

(€ thousands)	2023	2022
Depreciation and amortisation		
Bond issue premium	12,127	12,420
Provisions for contingencies		
Currency risk on loans	11,703	67,971
Currency risk on derivatives	7,830	0
Risk on subsidiary	313	5,187
Impairment and provisions		
On shares (including merger losses)	440,313	513,455
On receivables from equity investments	490,205	39,192
TOTAL	**962,491**	**638,225**

As at December 31, 2023, provisions were booked for shares held in subsidiaries and receivables from equity investments (see note 4).

24.2 INTEREST EXPENSES

(€ thousands)	2023	2022
Bank fees	43,807	5,560
Fees on deposits and confirmed credit facilities	18,987	17,098
Interest on borrowings	88,462	15,642
Interest on negotiable debt securities	0	(537)
Interest on bonds	286,892	293,445
Interest on current accounts	7,121	1,120
Interest on bonds redeemable in shares	0	0
Interest on hybrid securities	72,377	48,125
Charges on caps, floors and swaps	672,209	408,325
Redemption premium on bond repurchases	0	0
Other financial charges	0	0
Financial charges on dissolution of subsidiaries without liquidation in a merger transaction ("TUP")	52	255
Transfer of subsidiary income	80,670	24,148
TOTAL	**1,270,577**	**813,181**

The change in "Bank fees" is explained by the increase in rates applied under the notional cash pool between URW SE and its continental European subsidiaries.

The increase in interest on borrowings is mainly due to the increase in outstandings during the year (see note 15).

The change in "Interest on hybrid securities" is mainly due to the issue of new hybrid instruments at a higher rate than previous issues (see note 13).

In 2023, the "Charges on caps, floors and swaps" item includes interest for an amount of €321.1 Mn, the amortisation of the balancing cash adjustment relating to hedging swaps arranged in previous years for an amount of €161.3 Mn, caps and floors premiums for an amount of €48.5 Mn, and cash payments of €141.3 Mn for the unwinding of non-hedging during the year, recognised in the income statement.

24.3 FOREIGN EXCHANGE LOSSES

(€ thousands)	2023	2022
USD foreign exchange losses	75,171	14,706
SEK foreign exchange losses	65,530	2,852
GBP foreign exchange losses	3,907	6,325
CZK foreign exchange losses	851	882
PLN foreign exchange losses	773	387
DKK foreign exchange losses	8	11
Other foreign exchange losses	11	36
TOTAL	**146,251**	**25,199**

NOTE 25. NON-RECURRING ITEMS

(€ thousands)	2023	2022
Capital gains and losses on sales of tangible assets	520	(175)
Capital gains and losses on sales of financial assets	(214)	159
Regulated provisions	(2,514)	(5,807)
Other non-recurring income and expenses	(5,877)	11,986
TOTAL	**(8,085)**	**6,163**

"Regulated provisions" item includes the deferral of acquisition costs for the shares in URW NV and Westfield Corporation Limited, which have been allocated to the acquisition cost of these shares in 2018 and expired in June 2023.

In 2022, "Other non-recurring income and expenses" item included reversals of provisions for abandoned projects. In 2023, this item includes a provision for risk with a partner for an amount of €5.8 Mn (see note 14).

NOTE 26. INCOME TAX

(€ thousands)	2023	2022
Income tax	(1)	8,729
TOTAL	**(1)**	**8,729**

In 2022, the income tax amount is mainly due to unrealised foreign exchange gains on loans denominated in US dollars.

NOTE 27. RELATED PARTY INFORMATION

All agreements between URW 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				
	BURES-PALAISEAU	Ultimate parent company	2,106	Non-interest-bearing current account
	CNIT DÉVELOPPEMENT	Ultimate parent company	91,934	Non-interest-bearing current account
	FINANCIÈRE 5 MALESHERBES	Ultimate parent company	36,409	Non-interest-bearing current account
	GAÎTÉ PARKINGS	Ultimate parent company	19,857	Non-interest-bearing current account
	GALILÉE-DÉFENSE	Ultimate parent company	94,307	Non-interest-bearing current account
	MALTESE	Ultimate parent company	1,592	Non-interest-bearing current account
	MARCEAU BUSSY-SUD	Ultimate parent company	6,959	Non-interest-bearing current account
	MONTHÉRON	Ultimate parent company	1,912	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	9,164	Non-interest-bearing current account
	VILLAGE 8 DÉFENSE	Ultimate parent company	2,342	Non-interest-bearing current account
LIABILITIES				
Miscellaneous borrowings and financial liabilities				
	GAÎTÉ BUREAUX	Ultimate parent company	5,982	Non-interest-bearing current account
	TOUR TRIANGLE	Ultimate parent company	132	Non-interest-bearing current account
	TRINITY DÉFENSE	Ultimate parent company	43,580	Non-interest-bearing current account
	UR VERSAILLES CHANTIERS	Ultimate parent company	46,552	Non-interest-bearing current account

NOTE 28. OFF-BALANCE SHEET COMMITMENTS

28.1 FINANCIAL INSTRUMENTS

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.

Borrowings with floating rate or swapped fixed rate contracted by URW 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 -€499.8 Mn. No provision is booked for this fair value since it concerns hedging instruments.

As at December 31, 2023, URW SE also holds in its portfolio derivative instruments in open isolated position:

- €12,500 Mn of swaptions put in place before 2023 which have been declassified following the interruption of a hedging relationship with the hedged items; and
- US$1,041 Mn forward purchases set up in 2023 and not hedging any position.

The breakdown of the net fair value by type of instrument is shown in the table below.

(€ thousands)	Dec. 31, 2023 Notional by kind of instrument (equivalent in €)	Dec. 31, 2023 Fair value excluding accrued (net by kind of instrument) (equivalent in €)	Dec. 31, 2022 Notional by kind of instrument (equivalent in €)	Dec. 31, 2022 Fair value excluding accrued (net by kind of instrument) (equivalent in €)
HEDGING INSTRUMENTS				
External financial instruments				
Caps EUR	7,550,000	(170)	15,400,000	82,288
Collars EUR	8,000,000	90,968	8,000,000	177,464
Floors EUR	5,250,000	(13,315)		
Interest rate swaps EUR	34,515,000	(515,203)	35,717,469	(690,037)
Interest rate swaps USD	2,058,824	(681)	2,906,432	(94,150)
Swaption calls EUR[1]	4,000,000	(92,179)	15,500,000	(74,065)
Currency swaps	315,438	16,307	424,713	46,023
Internal financial instruments				
Interest rate swaps USD	1,809,955	1,263	2,812,676	(111,164)
Currency swaps	323,750	13,214	323,750	23,293
TOTAL HEDGING INSTRUMENTS	**63,822,967**	**(499,796)**	**81,085,040**	**(452,048)**
OPEN ISOLATED POSITIONS				
Swaption calls EUR	12,500,000	(100,536)	0	0
Purchase Foreign Exchange Forward USD	1,276,018	(6,308)	0	0
TOTAL OPEN ISOLATED POSITIONS	**13,776,018**	**(106,844)**	**0**	**0**
TOTAL	**77,598,985**	**(606,640)**	**81,085,040**	**(452,048)**

(1) Optimisation strategy without taking risk

Income and expenses relating to these financial instruments are recognised in the income statement on a time proportion basis (see notes 23.3 and 24.2).

The breakdown of these expenses and income excluding deferred premiums and balances is shown in the table below.

(€ thousands)	2023 Profits	2023 Losses	2022 Profits	2022 Losses
External financial instruments				
Caps	173,267	(24,233)	29,944	(6,438)
Floors	483	0	0	(0)
Interest rate swaps	153,546	(220,166)	160,060	(95,203)
Swaption calls	0	0	0	0
Currency swaps	13,447	(16,845)	14,365	(3,812)
Internal financial instruments				
Interest rate swaps	40,470	(42,647)	57,625	(45,195)
Currency swaps	11,204	(17,186)	11,300	(16,903)
TOTAL	**392,417**	**(321,077)**	**273,294**	**(167,551)**

28.2 OTHER COMMITMENTS GIVEN AND RECEIVED

All material commitments are disclosed below.

	2023		2022	
(€ thousands)	(in listed currency)	(in €)	(in listed currency)	(in €)
Other commitments received				
EUR refinancing agreements obtained and not used		6,715,833		6,666,667
USD refinancing agreements obtained and not used	536,000	485,068	0	0
Guarantees received in EUR		26,542,267		26,547,402
Guarantees received in CHF	0	0	135,000	137,098
Guarantees received in HKD	2,935,000	340,038	2,935,000	352,921
TOTAL		**34,083,206**		**33,704,088**
Other commitments given				
EUR refinancing agreements given and not used		1,031,038		148,116
PLN refinancing agreements given and not used	8,385	1,932	8,385	1,791
USD refinancing agreements given and not used	316,370	286,308	273,878	256,777
Committed works without added tax not realised		16,395		20,336
Guarantees given in EUR		2,259,888		912,376
Guarantees given in DKK	100,000	13,418	0	0
Guarantees given in GBP	800,000	920,545	800,000	901,988
Guarantees given in SEK	110,000	9,913	0	0
Guarantees given in USD	5,500,000	4,977,376	7,200,000	6,750,422
TOTAL		**9,516,813**		**8,991,806**

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 URW SE.

NOTE 29. OPTIONS AND SHARES GRANTING ACCESS TO THE SHARE CAPITAL 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]
2015 plan (n°8)	2016	from 09/03/2020 to 08/03/2023	227.24	611,608	–	609,695	1,913	–
	2017	from 08/03/2021 to 07/03/2024	218.47	611,611	–	272,475	–	339,136
2018 plan (n°9)	2018	from 06/03/2022 to 05/03/2025	190.09	630,135	–	295,847	–	334,288
2019 plan (n°10)	2019	from 20/03/2022 to 19/03/2026	144.55	748,372	–	301,456	–	446,916
2020 plan (n°11)	2020	from 22/03/2023 to 21/03/2027	92.03	885,291	–	633,094	–	252,197
2021 plan (n°12)	2021	from 19/05/2024 to 18/05/2029	69.41	950,295	–	188,460	–	761,835
2022 plan (n°13)	2022	from 09/03/2025 to 08/03/2030	66.68	1,217,386	–	202,421	–	1,014,965
2023 plan (n°14)	2023	from 13/03/2026 to 13/03/2031	58.98	819,684	–	6,928	–	812,756
Total				**6,474,382**	**–**	**2,510,376**	**1,913**	**3,962,093**

(1) Under assumption that the performance and presence conditions are satisfied. If the first date of the exercise period is non-business day, the exercise period will begin on the next business day. If the end of the exercise period is a non-business day, the exercise period will end on the first preceding business day.
(2) Adjustments reflect distribution paid from retained earnings.
(3) All options are subject to presence and 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]
May 2021	371,846	73,483	495	297,868
March 2022	808,872	119,299	1,684	687,889
March 2023	459,472	2,220	–	457,252
Total	**1,640,190**	**195,002**	**2,179**	**1,443,009**

(1) For French tax residents: a minimum vesting period of 3 years, and a minimum holding period of 2 years once vested;
For non-French tax residents: a minimum vesting period of 4 years without any requirement to hold the shares.
Plans granted from 2021 to 2023: a minimum vesting period of 3 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 performance condition.

RETENTION SHARE PLAN

As of March 13, 2023, the Group implemented a Retention Share Plan for the employees. In this plan, 130,286 shares without performance conditions were granted, with delivery subject only to continued employment for 3 years from the grant date.

The table below shows allocated Retention Shares not acquired at the period end:

Starting date of the vesting period	Number of retention shares allocated	Number of retention shares cancelled	Number of retention shares acquired	Potential additional number of shares
March 2023	130,286	3,191	405	126,690
Total	**130,286**	**3,191**	**405**	**126,690**

NOTE 30. OTHER INFORMATION

30.1 SUBSEQUENT EVENTS

None.

30.2 PLEDGED SHARES OF UNIBAIL-RODAMCO-WESTFIELD SE HELD BY THIRD PARTIES

As at December 31, 2023, 301,613 administered registered shares are pledged. There are no fully registered shares.

30.3 REMUNERATION OF MANAGEMENT BOARD MEMBERS

(€ thousands)	2023(1)	2022(1)
Fixed income	3,494	3,350
Short-term incentive	4,167	4,457
Other benefits(2)	1,154	1,120
TOTAL	**8,815**	**8,927**

(1) Corresponds to the remuneration of the Management Board members (i.e. five members pro rata to their presence).
(2) Supplementary Contribution Scheme, company car and other additional benefits.

In 2023, Management Board members were awarded a total of 203,000 stock options, all of which were subject to performance condition, along with 135,308 Performance Shares.

Regarding the 2023 performance achievements, the Management Board Members will receive in 2024 a total Short-Term Incentive ("STI") amounting to €4,748 K. The payment 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 €1,110,625 for 2023.

30.5 2023 HEADCOUNT

The average headcount during 2023 was 1 person. As at December 31, 2023, the Company had 1 employee.

30.6 TRANSACTIONS INVOLVING SUPERVISORY BOARD MEMBERS OR MANAGEMENT BOARD MEMBERS

None.

5.5 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED 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 the other documents provided to the 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

Year ended 31 December 2023

Statutory auditors' report on the consolidated financial statements

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 consolidated financial statements of Unibail-Rodamco-Westfield SE for the year ended 31 December 2023.

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 31 December 2023 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 1 January 2023 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

In accordance with the requirements of Articles L.821-53 and R.821-180 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 (SEE NOTES 4.2.1, 4.2.2, 4.5.1, 5.1 AND 5.5 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified	Our response
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, excluding properties held for sale, as at 31 December 2023 is €44,056 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 €36,913 Mn is directly held by consolidated companies and indirectly €7,143 Mn for the Group share by joint ventures. The Group also holds a portfolio of Investment Properties Under Construction ("IPUC"), excluding properties held for sale, carried at cost amounting to €455 Mn. The total value of investment properties, excluding properties held for sale, represents 80% of the Group's consolidated assets. In accordance with the notes 4.2.1, 4.5.1 and 5.5 of the consolidated financial statements, the net balance of the valuation movement amounts to €(2,246) Mn in IFRS net income for the 2023 financial year (including €(2,227) Mn relating to investment properties) and to €(2,693) Mn in the consolidated result on a proportionate basis presented in the segment reporting (including €(2,675) 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, performance indicators, business data, cash flow forecasts, vacancy, future income prospects and market conditions such as indexation, yields and estimated rental value and comparable market transactions, both rental and investment. 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 IPUC, 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.	• 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 inspected the valuation reports prepared by the external appraisers and evaluated the suitability of the valuation methodology applied by the external appraisers and the scope of the appraised assets; • 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; • We assessed how the appraisers have considered the impact of the current macroeconomic conditions and climate-related matters on valuation of the investment properties; • 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. We corroborate these assumptions with our understanding of their local market, external market data, published benchmarks and asset specific considerations; • 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 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; • On a sample basis, we reconciled the fair value of investment property portfolio recorded in the consolidated Financial Statements with the valuations determined by external appraisers; • 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 (SEE NOTES 5.3 AND 5.4 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified

As at 31 December 2023, intangible assets and goodwill in relation to the acquisition of Westfield amount, respectively, to €660 Mn and €547 Mn.

As at December 31, 2023, the goodwill allocated to the geographical segment France has been impaired for €184 Mn.

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 recognised whenever the recoverable value of the group of CGUs to which goodwill has been allocated is less than its carrying amount.

The recoverable value is determined on value in use based on the Discounted Cash Flows derived from the 5 year Business Plan ("5YBP") 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.

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.

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 the Group to determine the recoverable amount for group of CGUs and intangible assets with an indefinite useful life;
- Assess the identification of the group of CGUs by management as regard to accounting standards;
- Obtain an understanding of the methodology applied by the management to perform the impairment tests;
- 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;
- 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;
- 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, as well as to the sensitivity analysis resulting from a change in these assumptions;
- 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.

ACCOUNTING FOR FINANCIAL DEBT AND RELATED DERIVATIVE FINANCIAL INSTRUMENTS (SEE NOTES 7.3.3, 7.3.5, 7.4 AND 7.5 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified	Our response
As at 31 December 2023, the financial debt of Unibail-Rodamco-Westfield stood at €27,895 Mn. The debt mainly includes bond issues and EMTN (Euro Medium Term Notes) for a principal amount of €22,427 Mn. 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 €251 Mn (asset) and €796 Mn (liability). During 2023, the Group incurred €(436) Mn in net financial costs and the negative Fair Value adjustments of derivatives, debts and currency effects amounted to €(369) Mn. The Group's gearing, liquidity needs, financial covenants (please refer to note 7.3.5. 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 assessed the appropriateness of the related disclosures and 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 pertaining to the Group presented in the management report of the Management Board.

We have no matters to report as to its fair presentation and its 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 pertaining to the Group presented in the management report, it being specified that, in accordance with Article L.823-10 of the 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.

OTHER LEGAL AND REGULATORY VERIFICATIONS

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 English translation, approved by the Management Board, 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 the English translation of the 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 English translation 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.

Due to the technical limitations inherent to the block-tagging of the consolidated financial statements according to the European single electronic format, the content of certain tags of the notes may not be rendered identically to the English translation of the accompanying consolidated financial statements.

Moreover, we have no responsibility to verify that the English translation of 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) is in agreement with that 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 27 April 2011 for Deloitte & Associés and on 11 May 2023 for KPMG S.A.

As at 31 December 2023, Deloitte & Associés was in its 19th consecutive year of mandate, including two years since the evolution of the capital structure and governance of the Company in 2021, and KPMG S.A in its 1st 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.821-55 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 a report to the Audit Committee 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) 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.821-27 to L.821-34 of the French Commercial Code (*code de commerce*) 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, 18 March 2024
The Statutory Auditors
French original signed by

Deloitte & Associés
Emmanuel Gadret Sylvain Durafour

KPMG S.A.
Régis Chemouny

5.6 STATUTORY AUDITORS' REPORT ON THE 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 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

Year ended 31 December 2023

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 31 December 2023.

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 31 December 2023 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 1 January 2023 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

In accordance with the requirements of Articles L.821-53 and R.821-180 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 (SEE NOTES 2.3.3, 4 AND 5 TO THE FINANCIAL STATEMENTS)

RISK IDENTIFIED

As at 31 December 2023, Unibail-Rodamco-Westfield SE holds investments in subsidiaries and related receivables, which have a gross value of €20,114 Mn and €13,814 Mn, respectively impaired for an amount of €6,132 Mn and €747 Mn, including €891 Mn for the financial year 2023 (€400 Mn for investments in subsidiaries and €490 Mn for related receivables). The net book value of the investments in subsidiaries and related receivables represents 73% of the total assets of the Company.

Investments in subsidiaries are generally companies, which own one or several investment properties or holding companies which own such companies.

As described in note 2.3.3 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.

As mentioned in note 5 to the financial statements, non-interest-bearing long-term receivables related to investments are also subject to impairment in order to take into account the impact of the discounting.

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 in 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 the Group;
- 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 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 in order to assess the appropriateness of the valuations adopted by the Group;
- Analysing 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 consistency with available market information.

Furthermore, we verified the mathematical accuracy of the calculation 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 also verified the appropriate calculation of the impairment on the investments in subsidiaries and related receivables accounted for.

We also verified the calculation of the discounting related to non-interest-bearing long-term receivables.

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 (SEE NOTES 1, 2.4.2, 7, 15, 24 AND 28.1 TO THE FINANCIAL STATEMENTS)

RISK IDENTIFIED

As at 31 December 2023, Unibail-Rodamco-Westfield SE had financial liabilities of €22,992 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 2.4.2 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 2023 financial year, Unibail-Rodamco-Westfield SE restructured part of its portfolio of hedging derivative financial instruments as described in Note 1 “Significant Events” of the notes to the annual accounts. Notes 7 and 24 describe the effects in the annual accounts of this restructuring.

The Group’s gearing, liquidity needs and 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 to be a key audit matter due to the significance of the balances in the financial statements and their impact in the calculation of financial covenants provided for in the Group’s contractual obligations.

OUR RESPONSE

- We obtained an understanding of internal controls over the accounting for financial debt and derivative financial instruments.
- We performed substantive procedures on a representative sample of contracts in order to understand their terms and conditions. We verified the characteristics of these loans and their impacts in the financial statements. We also 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 inspected the portfolio of derivative financial instruments of the Company, their presentation (hedging or isolated open position) and the accounting treatment applied to the restructuring of the portfolio of hedging derivative financial instruments conducted during the year.
- We controlled the calculation of the financial ratios.
- Additionally, we assessed the appropriateness of the disclosures made in the notes to the financial statements regarding the financial debt, derivative financial instruments and the financial ratios.

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 Board's report, 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.22-10-10 and L.22-10-9 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 received by or awarded to the corporate officers 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 enterprises included in the scope of 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 takeover bid or exchange offer, provided pursuant to Article L.22-10-11 of the French Commercial Code (*code de commerce*), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

OTHER INFORMATION

In accordance with French law, we have verified that the required information concerning 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.

OTHER LEGAL AND REGULATORY VERIFICATIONS

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 English version, approved by the Management Board, 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 English translation of the 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 English translation of the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (Autorité des marchés financiers) is in agreement with that 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 27 April 2011 for Deloitte & Associés and on 11 May 2023 for KPMG S.A.

As at 31 December 2023, Deloitte & Associés was in its 19th consecutive year of mandate, including two years since the evolution of the capital structure and governance of the Company in 2021, and KPMG S.A in its 1st 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.821-55 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 a report to the audit committee 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.821-27 to L.821-34 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, 18 March 2024
The Statutory Auditors
French original signed by

Deloitte & Associés
Emmanuel Gadret Sylvain Durafour

KPMG S.A.
Régis Chemouny

5.7 STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

This is a translation into English of a report issued in French 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.

UNIBAIL-RODAMCO-WESTFIELD SE

Annual General Meeting held to approve the financial statements for the year ended 31 December 2023

Statutory auditors' report on related party agreements

To the Annual General Meeting of Unibail-Rodamco-Westfield SE,

In our capacity as statutory auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R.225-58 of the French Commercial Code (*code de commerce*), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R.225-58 of the French Commercial Code (*code de commerce*) of the continuation of the implementation, during the year ended 31 December 2023, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

AGREEMENTS SUBMITTED FOR APPROVAL BY THE ANNUAL GENERAL MEETING

AGREEMENTS AUTHORIZED AND ENTERED INTO DURING THE YEAR

We hereby inform you that we have not been notified of any agreements authorized during the year ended 31 December 2023 to be submitted to the Annual General Meeting for approval in accordance with Article L.225-86 of the French Commercial Code (*code de commerce*).

AGREEMENTS PREVIOUSLY APPROVED BY THE ANNUAL GENERAL MEETING

AGREEMENTS APPROVED IN PRIOR YEARS WHICH REMAINED IN FORCE DURING THE YEAR

In accordance with Article R.225-57 of the French Commercial Code (*code de commerce*), we have been notified that the following agreements, which were approved by the Annual General Meeting in prior years, remained in force during the year ended 31 December 2023.

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 31 December 2020.

Nature:
On 18 November 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, authorised by the 18 November 2020 Supervisory Board and approved by the 12 May 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:
The usual stipulations of the settlement agreement relating to confidentiality, cooperation, non-denigration, and temporary tax aid up to 15,000 for a total period of 36 months expiring on 31 December 2023. These continued in 2023 and expired on 31 December 2023.

Paris-La Défense, 18 March 2024
The Statutory Auditors
French original signed by

KPMG S.A.
Régis Chemouny
Associé

Deloitte & Associés
Emmanuel Gadret
Associé

Sylvain Durafour
Associé

5.8 OTHER INFORMATION

5.8.1 SUPPLIER AND CUSTOMER PAYMENT DATES

5.8.1.A SUPPLIER PAYMENT TERMS FOR UNIBAIL-RODAMCO-WESTFIELD SE

	Article D. 441 I.-1°: Supplier invoices due and not paid as at Dec. 31, 2023					
	0 days	Between 1 and 30 days	Between 31 and 60 days	Between 61 and 90 days	More than 91 days	Total (1 day and more)
(A) Period of late payment						
Number of invoices concerned	143	14	9	28	61	112
Total value of all invoices concerned including VAT (in € thousands)	(12)	628	96	149	(74)	798
Percentage of total amount of purchases including VAT in the year	(0.01%)	0.27%	0.04%	0.06%	(0.06%)	0.34%
(B) Excluded invoices from (A) and related to litigious and unrecognised debts						
Number of invoices excluded	0					
Total value of all excluded invoices (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.B CUSTOMER PAYMENT TERMS FOR UNIBAIL-RODAMCO-WESTFIELD SE

	Article D. 441 I.-1°: Customer invoices due and not paid as at Dec. 31, 2023					
	0 days	Between 1 and 30 days	Between 31 and 60 days	Between 61 and 90 days	More than 91 days	Total (1 day and more)
(A) Period of late payment						
Number of invoices concerned	76	110	52	37	1,355	1,554
Total value of all invoices concerned including VAT (in € thousands)	2,823	3,316	1,227	135	14,324	19,002
Percentage of the revenue including VAT in the year	1.28%	1.51%	0.56%	0.06%	6.50%	8.63%
(B) Excluded invoices from (A) and related to disputed and unrecognised receivables						
Number of invoices excluded	0					
Total value of all excluded invoice (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 5 FINANCIAL YEARS

	2023	2022	2021	2020	2019
Capital at year-end					
Share capital (in € thousands)	695,207	693,835	692,972	692,362	691,893
Number of shares outstanding	139,041,391	138,767,088	138,594,416	138,472,385	138,378,605
Number of convertible bonds outstanding	0	0	1,441,462	1,798,716	1,798,716
Results of operations (in € thousands)					
Net sales	200,045	199,208	148,346	164,924	185,524
Income before tax, depreciation, amortisation and provisions	412,542	806,707	(111,387)	603,363	1,364,662
Corporate income tax	(1)	8,729	(525)	(382)	(115)
Net income	(585,411)	89,994	90,645	(2,691,033)	(46,426)
Distributed profit	0(1)	0	0	0	747,356
Per share data (€)					
Income after tax, before depreciation, amortisation and provisions	2.96	5.81	(0.81)	4.35	9.86
Income after tax, depreciation, amortisation and provisions	(4.21)	0.65	0.65	(19.43)	(0.34)
Per share dividend on income	0(1)	0	0	0.00	5.40
Employee data					
Number of employees	1	1	1	1	1
Total payroll (in € thousands)	9,777	11,271	5,684	1,204	2,061
Total benefits (in € thousands)	4,149	3,775	2,970	1,493	2,584

(1) A cash distribution of €2.50 per share by equity repayment will be submitted to the next AGM to be held in 2024 on the basis of 139,041,391 shares as at December 31, 2023.

6.

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;
- Bring the Group's staff together behind a shared vision of risk management; and
- Strive to convert risks to business opportunities.

URW is based on a matrix organisation within 5 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 5 regional Chief Operating Officers ("COO"), and a Corporate Centre organised around 5 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 5 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 responsibilities and level of authority 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 Strategy and Investment Officer ("CSIO"), 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 in collaboration 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 CSIO, the Development Directors and the regional COOs. 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 CSIO, this activity focuses on value creation in URW's asset portfolio and consists of defining the strategy for each asset (5-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 COO. It mainly focuses on property leasing, implementation/monitoring of the 5-year business plan and property management, including security and technical maintenance (facility management).

CONVENTION & EXHIBITION MANAGEMENT

Convention & Exhibition ("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, etc.) and ancillary services (parking facilities, WiFi connection, etc.).

CONSTRUCTION AND REFURBISHMENT

Construction and refurbishment consist of the following activities:

- Control of construction costs and management of construction contracts;
- Definition of the Group sustainability policy for development;
- Selecting 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. 12 identified key risks were presented to and reviewed by the Audit Committee ("AC") and Supervisory Board ("SB") in 2023 through a bi-annual (half-year and full-year) assessment.

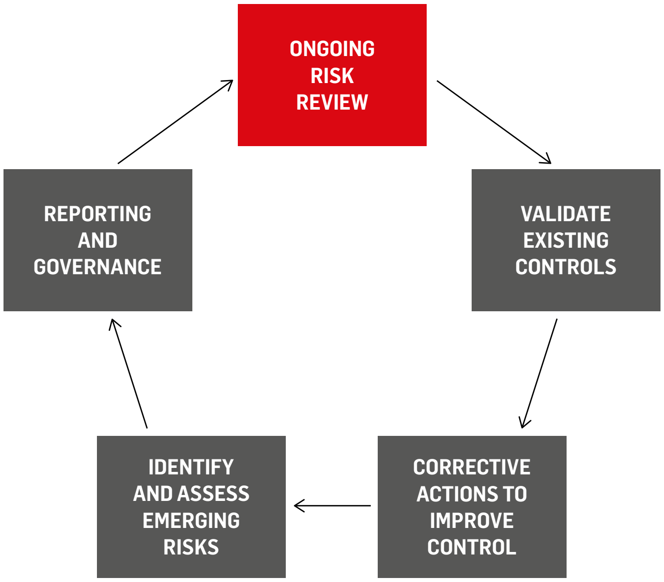
Our ERM framework focuses on:

- 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.

Management of risk measures and follow-up of effective implementation of yearly action plans are core to the Group's business resilience, and are reviewed and challenged on a recurring basis.

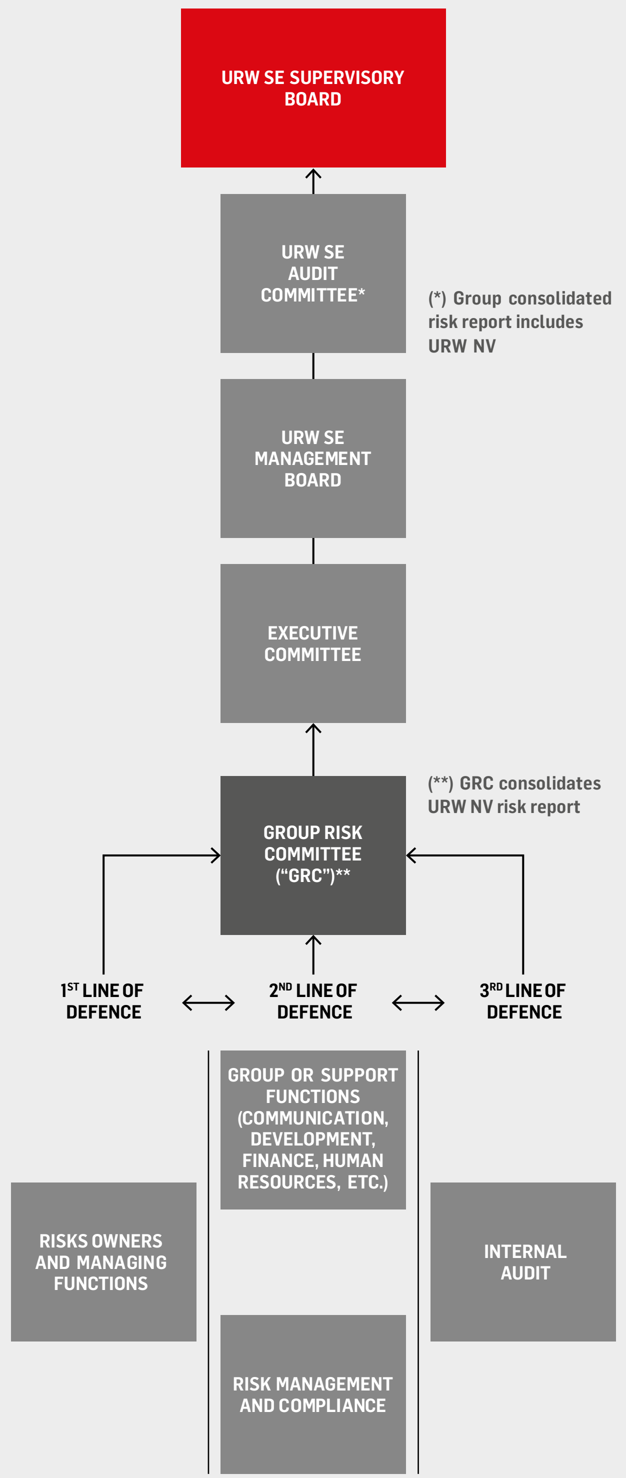
OVERVIEW OF GROUP ERM KEY RESPONSIBILITIES



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 AC, the SB approved the current ERM framework.

The URW ERM framework and 3 lines of defence are organised as follows:



Overview of the 3 lines of defence are in line with COSO ERM standards.

To detect main specific Group risks and design appropriate risk management measures in relation to any unique local considerations, the Group's ERM framework includes a local US Risk Management Committee.

The responsibilities of this local committee include:
- Supporting 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 GRC.

The GRC handles risk monitoring at Group level. It is composed of the following senior executives:
- Chief Financial Officer (Chairperson);
- Group General Counsel;
- Chief Resources and Sustainability Officer;
- 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 ("EC") 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);
  - Training and awareness programmes or information; and
  - Analyse feedback on crises/incidents.

The Risk Management department reviewed the Group's key risks and associated action plans in collaboration with risk owners.

A description of the key risks monitored by this internal control system is outlined below. The GRC met twice in 2023. Its main achievements are:

- The review of the Group's risk mapping;
- Periodic "deep dive" risk reviews agreed with the AC chairperson and presented at the AC/SB meetings;
- The review and follow-up of action plans;
- The approval of business decisions with risk exposures; and
- Presentation of the key risk inventory and risk rating grid for AC/SB approval.

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*, French Financial Markets 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 NV") 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, 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 ("ACP") that includes, among other things, risk mapping, which has been fully reviewed in 2023 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 assessment system based on performance targets;
- A set delegation of authority, responsibility and limits that span all the Group's activities;
- 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 6 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 remaining 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 risks 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 GRC. The Group risk mapping is discussed by the AC and the SB.

Given the ongoing geopolitical and macro-economic conditions adding to the impactful post-pandemic legacy, and the threat of recession looming, URW continues to monitor and anticipate the evolving impacts to the business, particularly concerning interest rates, inflation, supply chain issues and its effects on consumption and financing, and high volatility of financial markets.

The Group's risk mapping and assessment process continually factors in potential changes linked to geopolitical and macro-economic conditions which could have a significant 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 12 Group-specific risks organised into 5 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 likelihood.

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 of the 2023 Universal Registration Document and depends on the subjective assessments of management.

The risk rating criteria for net impact and net likelihood is regularly reviewed by the GRC and presented to the AC and SB in line with the Group's evolving risk appetite.

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	Rating after risk management measures: Net likelihood	Section
Category #1: Business sector and operational risks	Mergers & acquisitions, investment and divestment	●●●	■■■	6.2.2.A.1
	Retail market evolution and disruption	●●●	■■□	6.2.2.A.2
	Development, design and construction management	●●●	■■□	6.2.2.A.3
	Leasing and commercial partnerships	●●●	■■□	6.2.2.A.4
	Information technology systems and data: continuity and integrity	●●○	■■□	6.2.2.A.5
Category #2: Financial and tax risks	Access to capital and financial market disruption	●●●	■■□	6.2.2.B.1
	Real Estate Investment Trust ("REIT") status and tax compliance	●●●	■□□	6.2.2.B.2
Category #3: Environmental and social responsibility risks	Sustainability risks	●●●	■■□	6.2.2.C.1
	Recruitment, retention and succession	●○○	■■□	6.2.2.C.2
Category #4: Security, health and safety risks	Terrorism and major security incident	●●●	■■□	6.2.2.D.1
	Health and safety	●●●	■■□	6.2.2.D.2
Category #5: Legal and regulatory risks	Regulatory and compliance	●●○	■■□	6.2.2.E.1

6.2.2 DETAILED MAIN RISK FACTORS

6.2.2.A CATEGORY #1: BUSINESS SECTOR AND OPERATIONAL RISKS

6.2.2.A.1 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 continued slowdown of the investment market and degraded market conditions (increase in financing cost, intervention of central banks, etc.), as well as the potential for a prolonged global recession and general uncertainty on economic evolution, 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.

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 acquisition/divestment targets in line with market disclosure.	• 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 with Group strategy.

For further information related to investments/divestments, please refer to section 4.1.2 Investments/Divestments of the 2023 Universal Registration Document.

6.2.2.A.2 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, 2023, the Group had a portfolio valued at €50 Bn, of which 86% are in retail (72 shopping centres including 38 which carry the iconic Westfield brand in the most dynamic cities in Europe and in the US) presented in 2 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.

The pandemic effect has accelerated many retail sector evolutionary trends over the last 2-3 years. Some trends are likely to result in a permanent shift in shopper buying habits and expectations. Changes in consumer trends and practices combined with a slowdown in the economy, political instability, doubts on final resolution of the health crisis, reduction in available savings and stricter regulations have, or may have, significant impact on the Group's core business activities.

The evolving consumer habits and impacts of the current economic situation (potential drop in consumer confidence) require shopping centres to increasingly adapt their offers and showcase their local and global footprint (both Westfield and URW brands).

Worldwide, the e-commerce business continues to grow. In 2022, retail e-commerce sales were estimated to exceed $5.7 trillion worldwide. This figure is expected to reach new heights in the coming years[(1)].

Despite this growth, e-commerce has not translated into the demise of brick-and-mortar retail. Rather, the emerging retail trend is an omnichannel shopping experience that allows consumers to shop seamlessly from all points of contact, i.e., the channels – web, mobile-app, social media, and brick and mortar. Retailers, including digital-native brands, are opening physical stores to offer their customers an omnichannel experience, which, according to an ICSC (International Council of Shopping Centres) study, can increase the retailer's web traffic by as much as 45%.

Ongoing improvements on brand awareness, such as launching the new advertising campaign following the successful and ongoing rebranding of URW's core assets, will serve to strengthen the brand and the reputation of the Group.

The acceleration of sustainable consumption and energy sobriety are key drivers of global consumption and has led to increased consumer expectations. This presents both challenges and opportunities for the Group's operations and offerings. Sustainability is now a strong component of URW's core business.

(1) Statista, Retail e-commerce sales worldwide, September 2023.

The global headline rates of inflation are projected to reach 4.8%, a sharp decline from 5.9% in 2023 and 9.2% in 2022[1], still above pre-pandemic (2017–19) levels of about 3.5%. Continued high inflation increases the likelihood of tenant failures and "doubtful debtors", and may adversely affect the consumption power and, consequently, the global turnover of retailers. It could also negatively impact 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. High inflation rates in the countries where the Group operates may trigger some social tensions as well as retail market disruptions.

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 economic situation continued to be impacted by high inflation and an overall increase in interest rates but a resilient employment market. In this context, URW's assets showed strong activity which goes beyond the post-COVID-19 recovery.

In Europe, 2023 footfall was up +5.2% compared to 2022, and tenant sales were up +7.5% outperforming the footfall evolution.

In the US, 2023 footfall was up +3.1% compared to 2022, and tenant sales[2] increased by +3.0%, or +4.8% excluding Luxury.

Main risk factors	Main risk management measures
• Continued evolution of 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, and 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; • 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; • Failure to evolve the Westfield brand while continuing to establish it across Europe; and • Failure to deliver on sustainability expectations of both consumers and key stakeholders (B2B and B2C).	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 and Retail Officer as part of a 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; • 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); • Services linked to e-commerce to adapt to new trends such as Click & Collect (e.g. La Station Colis@ Westfield in Velizy 2), renting units to e-retailers, using new ways to communicate with customers, etc. • 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 journeys in the mall; • Disposal of non-core or non-competitive assets in accordance with the divestment programme; • Brand platform leading to clear branding guidelines: brand book including the brand personality and advertising book; • Focused and measured rebranding roadmap and strategy for flagship centres in Europe – not every former Unibail-Rodamco "4 star" centre will be a flagship centre and branded "Westfield"; • Globalisation of the marketing strategy to optimise and leverage the Westfield brand with marketing management at shopping centre level to facilitate the adaptation; • Focused brand tracking studies on a regional basis to account for geographical and cultural differences and shopper preferences; and • Integrated sustainability as a strong component of the Group's core business to support retailer initiatives and be part of the solution.

(1) World Economic Forum, Chief Economists Outlook, January 2024.
(2) US Flagships only.

6.2.2.A.3 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 C&E 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.

The Group has an increasing focus on mixed-use projects (notably including residential, offices and 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.

In addition, with the Group's sustainability ambitions core to the business, there is heavy focus on regeneration of centres, refitting, recycling, biodiversity, etc., and delivering the targets set in the "Better Places" sustainability roadmap announced in October 2023. The project teams are well-positioned to anticipate and manage the evolving sustainability risks relating to new building regulations, environmental regulations, investor/occupier expectations, and green financing.

As at December 31, 2023, URW's share of the total investment cost ("TIC") of its development project pipeline amounted to €2.5 Bn[1], corresponding to a total of 0.4 million sqm of gross lettable area ("GLA"[2]) to be redeveloped or added to the Group's standing assets.

The Group's TIC has seen a decrease from €3.1 Bn since the end of 2022, largely due to the change of scope and deliveries in 2023, slightly offset by the escalating cost of construction as a result of higher inflation mainly triggered by geopolitical crisis. This has affected the availability and affordability of construction materials and works, leading to a growth of the TIC over time. URW continues to review the market evolution and its capital allocation priorities.

(1) This includes the Group's share of projects fully consolidated and projects accounted for using the equity method, excluding remaining capital expenditure ("CAPEX") on delivered projects, Viparis CAPEX commitments and commitments on the roads for the Westfield Milano project.
(2) GLA equals gross lettable area of projects at 100%.

Main risk factors	Main risk management measures
• Ineffective development strategy, investment decision and approval process; • Inability to obtain required external authorisations; • Not reaching post-development leasing and revenue targets; • Non-compliance with the construction quality, costs and delivery date; • Inability to secure adequate funding for a project (through joint venture partner or other); and • Development and Construction sustainability targets not set or achieved.	• 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 5-year business plans by the EC); • 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; • 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; • Standardisation and industrialisation of construction methods to better control the cost and schedule of the projects; • 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; • Sustainability built into development, design and construction processes and mapping; and • Better Places sustainability roadmap targets set. See scorecard in section 3.1 Better Places roadmap.

For further information related to the development pipeline, please refer to section 4.1.3 Development Projects as at December 31, 2023, of the 2023 Universal Registration Document.

6.2.2.A.4 LEASING AND COMMERCIAL PARTNERSHIPS

As a real estate holding company 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).

Rising inflation, particularly energy prices, creates pressures on increased tenant occupancy and service charge costs, and may also have a negative impact on leasing activity. The current inflation levels in general over a prolonged period have the potential to impact consumer spending and increase the likelihood of tenant failures and related requests for rent relief, or public authority interventions/temporary negative regulations.

Given the current economic environment and the increased risk of tenant failures/bankruptcies, the close management of "tenants at risk" and rent/debt collection is crucial. Bankruptcies have increased in 2023 (355 stores affected) after a record low in 2022 (203) but are below 2019 (448).

Rent collection rates continue to improve with 97% of the Group's invoiced 2023 rents and service charges collected as at February 1, 2024. Furthermore, during 2023, the Group continued collecting rents related to 2022, increasing the collection rate to 98% (from 97% reported for the full year 2022 results).

Main risk factors	Main risk management measures
• Improper management of rent relief, store closings, and tenant allowances; • Tenant financial insolvency/default and store closings; • Failure to achieve Group synergies in terms of leasing and commercial partnerships targets; and • Failure to deliver sustainability targets and meet tenant/customer expectations.	• 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 EC. Major leases in terms of value and/or special terms and conditions must be internally approved in advance by Operating Directors and Regional Managing Directors and/or the regional COO; • Leasing and Finance teams review deals to ensure adequacy with Group strategy and strong internal control processes to approve allowances for tenants as well as levels of rent; • Local frameworks to monitor solvency of new and existing tenants; • Financial guarantees as a prerequisite to the standard lease agreements (deposit, first demand guarantee or surety bond equal to a multiple of the monthly rent); • Robust debt collection and monitoring process; • Constant review of the tenancy report (vacancies, tenants in distress, new deals, and lease expiration schedule over the next 3 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; • Global leasing platform to develop the trans-continental sourcing/roadmap between Europe and US platforms; • Brand partnership Group strategy in place with new dedicated business unit and new organisation/approach; • The Commercial Partnerships team are involved in all negotiations with brands to ensure deal opportunities are maximised; • Implementation of the sustainability programme with a key workstream on sustainable consumption; and • Sustainable Retail Index scheme in place as part of the Better Places sustainability roadmap, with strategy to expand to all eligible revenues by 2027.

For further information related to leasing and commercial partnerships, please refer to section 4.1.1 Business review of the 2023 Universal Registration Document.

6.2.2.A.5 INFORMATION TECHNOLOGY SYSTEMS AND DATA: CONTINUITY AND INTEGRITY

To support URW business and digital objectives, the Group IT department partners with all business units to provide and maintain the technology needed to meet 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; • Unavailability of critical IT systems; and • Incapacity to guarantee the integrity of data and reports generated by IT systems.	• 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; • Cybersecurity 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; • Regular IT audits to test the Group's protective and detective measures; • A Group Cyber Crisis framework is in place, with specific response procedures in case of a major IT security event/crisis, which are tested on a regular basis, and are linked to the GDPR Data Breach notification process; • A business impact assessment is in place to assess URW processes criticality in the event of a major cyber-attack, as well as the alternative operating plans if IT systems are not available; and • Implementation of an IT Disaster Recovery Plan, and a specific cyber resilience plan for managing a major cyber crisis, both in terms of IT investigations and IT recovery.

6.2.2.B CATEGORY # 2: FINANCIAL AND TAX RISKS

6.2.2.B.1 ACCESS TO CAPITAL AND FINANCIAL MARKET 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, 2023, €25,469 Mn)(1), URW faces recurring needs for (re)financing for its corporate purpose including funding for the development pipeline and construction activities, large-scale 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.

The current macro-economic climate, together with restrictive monetary policies from central banks, have led to higher volatility and execution risk in the debt and investment markets, more cautious investor sentiment and higher cost of funding with higher margins and base rates, putting pressure on the Group's current rating. The impact on URW's credit rating of disposal achievements and valuation evolution is monitored closely, as rating downgrade could have negative implications on the access to funding.

URW has taken precautionary measures to ensure its access to liquidity. As at December 31, 2023, the Group had €5,502 Mn(2) in cash on hand and €8,060 Mn of undrawn credit lines(3).

Financial markets are now increasingly focused on green and sustainability-linked financing. The Group must ensure evolving taxonomy requirements and environmental, social and governance ("ESG") rating criteria are monitored and anticipated as an emerging risk. On November 16, 2022, the Group updated its Green Financing framework to support the Group's ambitions to finance its standing assets and development projects with high sustainability standards.

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. • The FX 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 discuss regularly on an ad hoc basis. It receives regular information on significant changes in the financial environment; • The ALM Committee defines the Group Treasury Policy implemented by the Group's Treasury department. The ALM Committee manages and monitors interest rate risk and FX risk, making proposals to the MB for execution; • Internal policies and procedures maintain a conservative approach to investments and mitigates the risk by not allowing for speculative positions to be put in place; • 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.); • The Group has an interest rate macro hedging policy (through the use of derivatives) aiming to limit the impact of interest rate fluctuations on the cost of debt over the next years, in view of its current disposal and investment plans, its existing hedging programme and debt as well as the debt the Group expects to raise in the coming years; • The Group exposure to FX rate 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 which may have a significant adverse effect on the Group's overall financial results.	

(1) On an IFRS basis. €27,014 Mn on a proportionate basis.
(2) On an IFRS basis. €5,636 Mn on a proportionate basis.
(3) Subject to covenants.

Main risk factors	Main risk management measures
• Limited access to funds, in case of unfavourable capital markets or URW credit deterioration. 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; and/or 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, 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 ("LTV"), Interest Coverage Ratio ("ICR"), Funds From Operations ("FFO")/to net financial debt ("NFD") and Debt Yield ratios, among others) which may be affected by the occurrence of Group performance deterioration, adverse market movements, or other material adverse changes. Failure to comply with any of the Group's financial covenants could result in an event of default, which, if not cured or waived, could accelerate 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 April 14, 2023, S&P published a research update confirming the "BBB+" long-term rating of the Group with "stable" outlook. On June 2, 2023, Moody's published a credit opinion with no action on the Group's "Baa2" long-term rating with "stable" outlook. The Group's ratings remained unchanged as a result of the completion of the Exchange Offer, as announced by rating agencies in their respective press releases published on June 20, 2023. On December 18, 2023, S&P published a tearsheet with no action on the Group's rating. In the context of the reinstatement of its distribution, both rating agencies confirmed in January 2024 that this distribution would have no impact on the Group's rating.	• 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; • Undrawn back-up facilities[1] of €8,060 Mn as at December 2023; • Regular monitoring of covenants; • Regular dialogue with rating agencies with a proactive monitoring of credit metrics; • Strong and disciplined control of CAPEX spending in line with the Group's deleveraging plan announced in 2021; • Active reduction of non-staff expense and deferring of non-essential CAPEX; and • Diversification of sources/counterparties.

(1) Subject to covenants.

6.2 Main risk factors

Main risk factors	Main risk management measures
• Reliability of counterparties or failure to monitor and manage counterparty risk. Many major international financial institutions are counterparties to the interest rate and/or FX 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; and • Lose the benefit from hedges signed with such counterparties. This could then: • Result in an increase in interest rate and/or currency exposures; and • 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; and • The exit of the Eurozone or the European Union ("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; • The value and liquidity of the securities issued by URW; and • The Group's ability to meet its commitments in respect of those securities and, more generally, its commitments with respect to debt.	• Regular market monitoring and sensitivity analysis to assess liquidity, rates and FX risks; • Undrawn back up facilities[(1)] of €8,060 Mn as at December 31, 2023; and • Diversification of sources of funding/counterparties.
• Non-compliance of sustainability finance disclosure and taxonomy requirements, and low ESG rating.	• Green Financing framework updated in November 2022 in line with market standards as confirmed by a Second Party Opinion from ISS ESG; • Establishment of a dedicated Green Financing Committee to ensure framework alignment with the market; • 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; • Dedicated resource monitoring the evolving regulations and ESG ratings; • Dedicated working group on Taxonomy regulation, comprising people from the Sustainability, Consolidation and Corporate Technical teams; • Formalised Use of Proceeds for Green Bond allocation, and formalised procedure for analysing, selecting and monitoring assets under the Green Financing framework; • Regular back-testing of asset eligibility to Green Bond criteria; and • Regular monitoring of green and sustainability-linked loans and credit lines and key performance indicator ("KPI") performance levels.

For further information related to financial markets, please refer to section 4.1.5 Financial Resources of the 2023 Universal Registration Document.

(1) Subject to covenants.

6.2.2.B.2 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 special status as a REIT regime for real estate investors in 5 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 1 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 to the companies holding the real estate would increase tax revenues, URW's view is that it may 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.

The current economic uncertainty and possible government budget shortfalls could lead to renewed challenges of REIT regimes in countries where the Group operates and potential increases in taxes generally.

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 or 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 a member of European Real Estate Association ("EPRA") (in the EU) and National Association of Real Estate Investment Trusts ("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; • Reviews of tax calculation accuracy through consistency tests and checks both internally at the Group level and through external advisory firms; • Reviews of tax prerequisites/risks for deals to go to the Investment/Divestment Committee with a formal sign-off process detailed in 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.C CATEGORY #3: ENVIRONMENTAL AND SOCIAL RESPONSIBILITY RISKS

6.2.2.C.1 SUSTAINABILITY RISKS

Considering the size of its tangible assets portfolio, URW places sustainability risks at the heart of its strategy with an integrated commitment to make sustainability a core part of the URW business. The Group has developed a global sustainability strategy based on environmental best practices, social fairness and transparent governance. The "Better Places" roadmap aims to address the main challenges faced by the Group with its operational activities in all geographies. The environmental transition presents a significant opportunity for URW to create financial and social value.

As a developer and operator of retail assets, URW has identified a broad range of sustainability risks and opportunities which are related to many departments and activities within the business such as energy efficiency/transition, asset resilience to climate change, evolving taxonomy and environmental regulations, supply chain due diligence, green financing and societal risks – all of which are integrated into the Group's ERM framework.

Sustainability risks are long-term risks, leading to direct or indirect impacts on URW:

- Direct impacts: change in weather patterns impacting our assets, energy efficiency regulations being implemented in our countries of operations, etc.; and
- Indirect impacts: cities requiring high level of environmental performance in our development projects, regulations impacting our upstream supply chain and the cost of raw materials and energy (e.g. increased price of carbon emissions for energy producers and large emitters such as cement manufacturers and steel manufacturers), financial institutions integrating ESG risks in their portfolio management strategies, etc.

Managing these risks allows the Group to:

- Maintain its license to operate and comply with applicable regulations;
- Support its talent attraction and retention strategy;
- Support its financing policy (e.g. through sustainability-related financing instruments);
- Manage costs, and specifically utilities costs recharged to tenants; and
- Build its leadership and differentiation for visitors and tenants.

The nature of the risks (systemic, long-term risks) and the external environment emphasises the need for periodic reassessment. The sub-risks covered are highly political topics, with a high-level agenda at the United Nations (United Nations Sustainable Development Goals, United Nations Framework Convention on Climate Change, etc.), regional (European/US levels), state/national and city levels. Specifically on climate change topics, scientific consensus has been built at international level on causes and consequences (notably via the Intergovernmental Panel on Climate Change) but scientific research is constantly evolving on the physical consequences of observed climate change and their rhythm. In parallel, these risks are progressively integrated by other market players (and specifically financial institutions and their integration in their risk frameworks impacting asset allocation) and regulators (EU Taxonomy, EU Corporate Sustainability Reporting Directive ("CSRD"), local energy efficiency and carbon regulations, etc.) constantly and progressively raising the expectation level on URW.

In accordance with CSRD requirements, the Group has completed its double materiality assessment to ensure external as well as internal impacts (from URW activities) are assessed. This exercise was conducted in parallel with the Group sustainability risk assessment update which aims to align with the CSRD. Key risks from this assessment are detailed below.

Please note: As sustainability is embedded in URW's core business, other sustainability risks cut through the majority of Group risks and are mentioned throughout this chapter.

For information on the related sustainability policies, please refer to section 3.2 Sustainability Statement.

For more details on natural disasters, please refer to section 6.2.2.D. Security, health and safety risks, and section 6.3 Transferring risk to insurers.

Main risks	Main risk management measures
• Failure to achieve net zero target.	• Established Group sustainability governance supported by sustainability agenda defined and overviewed at the highest governance levels: Group CEO, the MB and EC, and the SB; • Integration of the sustainability agenda in core business processes: due diligence process, management of development projects and existing assets, integration in budget reviews, sustainability objectives set for all employees, training and remuneration; • Alignment of initiatives, action plans and targets with the sustainability programme in all departments; and • Effective implementation verified through a performance management approach, certification schemes and verified annually through external audits of non-financial performance.
• Fossil fuel dependency (lack of accessibility, increased costs, taxonomy eligibility, impact on asset value or project budgets).	• Development of on-site renewable energy production capacity: In addition, ongoing plans to study the potential for future additional power purchase agreements, providing a stronger link between Group electricity consumption, renewable energy sources and electricity prices; • 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; • Using "Green leases" as an instrument to support energy efficiency and use of green electricity for tenants; • Mobility Action Plans in place in shopping centres owned and managed by URW including measures to develop accessibility by soft mobility modes, electric vehicles and public transport; • 100% of retail development projects connected to significant sustainable transport solutions in Europe; and • Ongoing monitoring of carbon-related regulations.

Main risks	Main risk management measures
• Non-resilience of assets to climate change (from physical phenomena) and impact on new developments (design, 6A process).	• Formalisation of the Group framework for risk adaptation detailing how physical climate-related risks are mitigated through the company, incorporating expectations from EU Taxonomy and EU CSRD; • Asset visits by external risk consultants to assets with identified risks resulting in a resilience action plan for each asset; • Creation of a toolbox of adaptation measures for all assets to utilise where relevant; • Update of 2019 work with the launch of a study on transition risks in order to complement the assessment and mapping of the most exposed assets to natural disasters for Europe (based on past/historical trends and data); • 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 covers current level of exposure to weather events/climate; • Group forward-looking 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; • Environmental certification policy for all assets in both development and operation phases: BREEAM, or LEED and BREEAM In-Use certification schemes covering, among others, physical resilience and energy aspects; • Integration in the Sustainability Guidelines for Development Projects of minimum standards to integrate climate change related risks since 2020; and • Adequate insurance cover for natural disasters for assets in Europe (with limitations for The Netherlands and Germany) and the US.
• Increased environmental regulation impacting standing assets (building energy efficiency) and development projects (development constraints).	• High-level follow-up of upcoming regulations through industry representative organisations. For regulations likely to have a major impact and where URW has an ability to influence, contribute to interactions with regulator to ensure adaptation to the sector; • Ensuring compliance with local environmental regulations for standing assets and development projects; and • Maintaining strong environmental performance of standing assets/development projects as part of the “Better Places” roadmap.
• Inability to adapt standing assets to biodiversity expectations.	• Engagement with WWF France for the science-based targets for the nature evaluation and certification of the Group’s activities; and • Monitoring the implementation of biodiversity measures following biodiversity audits, including renaturation of standing assets, and assessing the improvement through a biodiversity metric.
• Inadequate development projects in view of biodiversity challenges.	• As part of the “Better Places” roadmap, all new developments implement biodiversity actions plans to achieve an overall biodiversity net gain; • Engagement with WWF France for the science-based targets for the nature evaluation and certification of the Group’s activities; • Development projects sourcing guidelines to focus on the prioritisation of urban regeneration development projects to avoid land artificialisation; • Where required, environmental impact assessments are undertaken; • Biodiversity topic addressed through the “land use and ecology” section in the BREAAM certification; • Securing the ability to source biodiversity offset projects if required; and • Development projects to achieve a biodiversity net gain (based on the biodiversity metric by Department for Environment, Food & Rural Affairs (“DEFRA”)) and to secure the ability to source biodiversity offsets if necessary.
• Failure to capture sustainability-related opportunities (retrofitting, new business lines and revenues, sustainable consumption and customer expectations).	• Full commitment of URW’s executive management to reach the “Better Places” targets, with a direct link between executive compensation and the fulfilment of specific sustainability targets; • Comprehensive and fully funded climate plan to reduce Scopes 1 and 2 greenhouse gas (“GHG”) emissions by -90% by 2030; • Planned and approved CAPEX to 2030 of €28 Mn per year (including €8 Mn per year on solar photovoltaic (“PV”) projects) thanks to consistent annual investment in URW’s high-quality assets; • Before the full deployment of the “Better Places” Certification, pilot assets have been leveraged to help URW anticipate the next phases of the roll-out; • The organisation of Westfield Good Festivals (or equivalent events) to highlight URW’s positive contribution to the environmental transition and its support of more responsible consumption practices; and • URW committed to integrate sustainability information within the customer journey while supporting the development and promotion of the sustainable offer of tenants to help customers make better-informed choices.

6.2 Main risk factors

Main risks	Main risk management measures
• Non-compliance of supply chain related obligations (due diligence, modern slavery, etc.).	• Group supply chain sustainability risk mapping; • Procedure for screening business partners; • Dedicated human rights and modern slavery awareness-raising and training sessions for teams identified for being at risk of exposure; • 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; • Roll-out of the Responsible Purchasing Charter and inclusion of the Group purchasing conditions, and standard contracts including environmental and social terms; • Group Considerate Construction Charter applicable for development projects describing the Group's requirements and recommendations to optimise worksites' environmental quality; and • 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 – Sourcing criteria integrated in the sustainability brief for development projects: use 100% timber from certified, sustainably managed forests with Forest Stewardship Council ("FSC") and Programme for the Endorsement of Forest Certification ("PEFC") certification, for both works and building structure.
• Non-compliance of evolving non-financial reporting requirements, including EU Taxonomy.	• Monitoring of regulatory updates with dedicated gap analyses to anticipate requirements set forth in new regulations; • Participation in key working groups of industry bodies (EPRA, FEI (*Fédération des Entreprises Immobilières*, the French listed property federation), OID (*Observatoire de l'Immobilier* Durable, French Global Alliance for Buildings and Construction)) as well as institutions, such as AFEP (*Association française des entreprises privées*, French Association of Private Businesses), which contributes to the political engagement with regulators and legislators; • A robust set of processes as part of the annual reporting campaign coordinated by the Sustainability team; • A dedicated team to manage and coordinate all processes related to non-financial reporting and its alignment with existing and upcoming regulations; • Engagement of external experts and auditors to raise questions and receive feedback on identified areas of improvement; and • In case of failure to meet requirements on yearly allocation reports on green financing instruments, risk of a penalty ("malus") or a reallocation of proceeds from one asset to another.
• Non-compliance of sustainability finance disclosure requirements and low ESG rating.	• Regular benchmarking of the Group's policy and results; • Annual monitoring of Group sustainability performance; • Continuous improvement of the disclosure and presentation of ESG-related documents and information available for ESG raters and investors; • Organisation of ESG roadshows and meetings with investors, and direct dialogue on sustainability issues with investors; • Answering to the most recognised non-financial rating agencies, monitoring questionnaire evolutions and benchmarking of scores; • Active engagement with ESG rating agencies and benchmarks; • Maintaining the right profile(s) leading this work internally/externally; and • Perform quality reviews of ESG rating agency answers.
• Negative perception from stakeholders linked with poor sustainability performance and controversies (excessive energy consumption, inappropriate/excessive water consumption, irresponsible tenants, etc.).	• Robust existing contractual and legal frameworks (regulations applying to retailers, environmental appendix in leases formalising obligations of the tenant in URW shopping centres); • Use of compliance tools to detect potential issues; • Active communication with tenants and visitors (e.g. sustainability meetings with tenants, satisfaction surveys and sustainability customer satisfaction surveys); • Consumer trends reflected in tenant mix, with notably increasing sustainable alternatives in URW shopping centres; • Annual Westfield Good Festival or equivalent; • Initiatives led in collaboration with tenants to raise visitor awareness of the environmental and social impact of consumption choices; • Development of proof points showing Group's contribution to answering/managing sustainability risks faced by retailers in a practical manner (e.g. food waste, textile collection and recycling) as well as through the roll out of the Sustainable Retail Index; • Implement annual updates to assets' community resilience action plans; • Monitor the economic, social and environmental impact of URW shopping centres though a dedicated impact assessment; • Organise upskilling programmes and recruitment events (e.g. URW for Jobs) in our assets; and • Work with partners specialised in social inclusion and health programmes including support for charities and non-governmental organisations ("NGOs").

6.2.2.C.2 RECRUITMENT, RETENTION AND SUCCESSION

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 reached a peak level during the post-COVID-19 period.

Despite the competitive market conditions, there is a strong level of control on resignations and retentions of key talent.

The Group continues to actively listen to employees, reinforce the strong cultural elements, focus heavily on employee engagement, and position URW to attract and retain the talent needed to succeed.

The Group is adapting the level of resources to the reprioritisation of projects and processes simplification 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 secure a formal succession plan.	• Developing and supporting URW's "employer brand" in particular, with an increased presence on social media; • Implementation of a "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 its highly successful graduate programme; • Monitoring continued attractiveness of compensation and benefits packages; • Partnering with the best head-hunting firms to regularly map the best external talent; • Developing a strong co-optation programme; • Annual 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, well-being, diversity and inclusion, and a sustainable work environment; • Providing permanent learning and development opportunities (e.g. international mobility, cross-functional mobility); • Global talent review process in place including systematic 360° feedback for all employees, using the same framework and same tools across the Group; and • Extensive Global Succession Planning process in place, to identify potential successors for all positions reporting to a MB member, all positions reporting to a COO, all heads of key functions, and other selected key positions.

For further information related to Human Resources, please refer to section 3.2.3.A Own workforce of the 2023 Universal Registration Document.

6.2.2.D CATEGORY #4: SECURITY, HEALTH AND SAFETY RISKS

6.2.2.D.1 TERRORISM AND MAJOR SECURITY INCIDENT

The core business of URW is based on 72 shopping centres in 12 countries, which attract over 900 million visitors annually. 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 and 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, the current economic climate and cost of living crisis could give rise to local societal risks such as increased violence, protests, riots or industrial action at URW assets, causing a potential reduction in footfall and impacts on operations.

The current geopolitical events could potentially heighten the national security levels in regions where the Group operates. While the threats of a terrorist attack are highest in the UK and Continental Europe, the risk of an active shooter incident is most likely in the US.

The 2024 Olympic Games in Paris is a major focus for the Group. The heightened visibility and international attention on Paris creates both reputational and operational risks and opportunities for URW. Whilst this event is local to Paris and wider areas within France, the potential impact on the Group is global, despite there being moderate direct "Games-related" activity in URW assets. The Group is seeking to maximise and leverage from the opportunities that the global exposure will create.

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. • 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; • Annual security action plan programme to identify action plans and include operational expenditure ("OPEX") and CAPEX requirements in the 5-year business plan; • External and internal security audits of centre security measures; • Internal "deep-dive" security audits of flagship centres; • 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; • Global Crisis Management Policy and framework including annual crisis training and exercise campaigns; and. • "Olympic taskforce" implemented to manage the security and stakeholder risks for the 2024 Paris Olympics, and to ensure the risks and opportunities are identified and managed.

6.2.2.D.2 HEALTH AND SAFETY (INCLUDING PANDEMIC AND NATURAL DISASTERS)

As a real estate owner, URW has responsibility for ensuring the safety and well-being 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, URW accomplishes 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, flooding in The Netherlands, and climate change related natural events exposure. For assets potentially exposed to natural disasters, emergency response plans are defined by the local management team with support from regional and corporate teams.

As URW's operational assets are places open to the public in significant numbers, there is significant risk of exposure to operational disruption in the event of a pandemic outbreak. As seen with COVID-19 in 2020 and 2021, this can result in government-imposed closure of our centres and C&E assets. During periods of trading throughout pandemics (and emerging variants), URW must ensure that the appropriate sanitary and management measures are in place to ensure the safety of employees, retailers and customers in our operational assets, and also our employees and visitors at our corporate offices.

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, climate change related significant natural events, and uninsured risks); • Injury or loss of life due to failure to comply with sanitary, health and safety regulations; and • Insufficient response to pandemic outbreak.	**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; • "Safe and Healthy Places" label awarded to all assets in the European portfolio by Bureau Veritas as part of the annual health and safety audits, demonstrating appropriate measures are in place for the reassurance of tenants and customers; • Global pandemic response plan; and • Energy efficiency plan and response plan in case of energy shortage or selective power cuts (to ensure the appropriate level of readiness/monitoring and life safety measures). **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 with the assistance of epidemiologists based on latest recommendations of health authorities; • 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; • 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; and • Global pandemic response plan. **Natural disaster**[1] • Periodic assessment of European and US assets most exposed to natural disasters (coastal flooding, flash floods, heatwaves, 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 European regions are covered against: – Earthquake, with a limit of €100 Mn per country and in the annual aggregate; – Storm/hurricane, with a limit of €1 Bn in the annual aggregate; and – Flood, with a limit of €100 Mn per country and in the aggregate annually, sub-limited to €80 Mn for Germany and €25 Mn in The Netherlands – due to insurance market limitation (dike failure is excluded, which is market practice). • US assets are covered against: – Earthquake, with a limit of \$400 Mn for California and \$250 Mn for Pacific Northwest in the annual aggregate (due to insurance market limitations); – Storm/hurricane, with a limit of \$1 Bn in the annual aggregate; and – Flood, with a limit of \$500 Mn in the aggregate, sub-limited to \$100 Mn in the aggregate for high-risk flood zones. • 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.E CATEGORY #5: LEGAL AND REGULATORY RISKS

6.2.2.E.1 REGULATORY AND COMPLIANCE

URW operates in highly regulated countries. Moreover, operations are 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 antitrust 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 increasing judicialisation and 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 sustainability (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, and, in Europe, to face any new requirements in terms of controlling its legal and regulatory risks. Protecting assets and preserving their values are real issues in the difficult economic climate and exacerbated by the ongoing potential sanitary situation as well as economic and geopolitical environment. Governments may take measures to mitigate the impact on business and consumers – such measures have an impact on indexation and rent collection. In addition, sustainability-related regulations and disclosure obligations are increasingly stringent and diverse.

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 regulation such as the GDPR (in Europe) whose provisions have been interpreted by each member state by the enactment of national standards and by jurisprudence developed by their national authorities. At the same time, the UK (following Brexit) and some states in the US such as California, Washington and Illinois have implemented their own regulation regarding data protection. 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.

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 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) 3 geographical platforms (Continental Europe, UK, US), and (ii) Group Legal Support (corporate and security law, data and 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 regulations (including changes or evolutions) with (potential) impact on retail sector and/or the Group.	• Legal watch and client alerts from law firms; • Group workshops on Group/local mapping 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 • Coordinated internal organisation to detect and address new regulations.
• 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.
• 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.

Main risk factors	Main risk management measures
• 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 regulations that are enacted in countries where the Group operates, in particular in the UK and in the US; • Appointment of a Group Data Protection Officer and a network of local Data Privacy Officers in some major countries or Local Data Protection Correspondents where the Group is present who meet every two months in a dedicated committee to share best market practices and monitor Group initiatives and projects; • Organisational and technical processes: retention period policy, data breach notification process, and 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.
• Non-compliance with international/national anti-corruption and influence peddling regulations: – As a global company, URW must comply with the highest standards and anti-corruption regulations, such as the French Sapin II Law, the Foreign Corrupt Practices Act ("FCPA") (US) or the UK Bribery Act ("UKBA") (UK); – Non-compliance with international/national anti-money laundering laws; and – Failure to comply with anti-corruption, influence peddling and anti money laundering risks may lead to: material reputational damages; financial, administrative or disciplinary sanctions; and may have a negative impact on investors' trust.	• A rigorous "zero tolerance" principle based on an effective ACP applicable in all entities controlled by the Group(1) (based on the 8 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) supported by an external anonymous and confidential reporting channel is in place and available for employees and contractors; • Interactions with business partners are subject to pre-approval of the URW "Know Your Partner" procedure to evaluate third parties' exposure to the corruption, sanctions 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.

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 notably).

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, the Group's property assets are for most of them 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, the property damage insurance programme requires material 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, Spanish and UK assets are insured against terrorism risks according to national insurance mechanisms (*Gareat* in France, *Consorcio de Compensación de Seguros* in Spain and Pool Re in the UK). 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.

(1) Except for Viparis, which implemented a tailored ACP in compliance with the Sapin II Law provisions.

<table>
<tr><th>Type of insurance</th><th>Coverage and main limits based on 2023 Group insurance programmes</th></tr>
<tr><td>Property damage and loss of rent/business interruption and terrorism.</td><td>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 €100 Mn per country in the annual aggregate;
– Flood: limit of €100 Mn per country in the annual aggregate, sub-limited to €80 Mn in the annual aggregate for Germany and The Netherlands, sub-limited to €25 Mn 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.

• 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; and
• Sub-limit of $250 Mn for Pacific Northwest earthquakes: this limit applies to SouthCenter in Tukwila, Washington. 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 occurrence would be applicable;
– Wildfire: limit of $1 Bn in the annual aggregate. A deductible of $50,000 per occurrence would be applicable; and
– Flood: sub-limit of $500 Mn in the aggregate sub-limited to $100 Mn in the aggregate for high-hazard flood zone. A $500,000 deductible per occurrence for properties in designated flood zones would be applicable.

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.</td></tr>
<tr><td>General civil liability.</td><td>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.</td></tr>
<tr><td>General environmental liability.</td><td>Coverage for damage caused to third parties by accidental or gradual pollution.</td></tr>
</table>

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 liability insurance in France, Inherent Defects Insurance for most large construction or extension projects in Continental Europe, or by contractors’ warranties in the US and in the UK.

The 2023 premium amounted to €50.7 Mn[1], excluding construction insurance premiums. Most of these premiums were invoiced to third parties (e.g. co-owners and tenants).

The Group did not incur any major uninsured losses in 2023.

At the end of 2023, the Group’s insurance programme was successfully renegotiated covering the Group portfolio with placement in the European, UK and US insurance markets mainly with effect from January 1, 2024.

(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 Legal Entity Identifier (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, of any prospectuses or of 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, 2023, the Company's share capital is €695,206,955, divided into 139,041,391 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.

- Stapled Shares

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.

- 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, 2023, 135,577,220 CDIs (corresponding to 6,778,861 Stapled Shares) were outstanding, representing 4.88% of share capital.

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.A 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 2.3.4).

As at December 31, 2023, 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 1.00% of the fully diluted share capital with regard to the Performance Shares, 0.09% of the fully diluted share capital with regard to the Retention Shares and 2.74% of the fully diluted share capital with regard to the Performance Stock Options.

7.2.2.B OTHER SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL

None.

(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.

7.2.3 CHANGES IN UNIBAIL-RODAMCO-WESTFIELD SE'S SHARE CAPITAL DURING THE PAST 5 YEARS

Since January 1, 2019, 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
2019	31/03/2019	Creation of PS (LTI Plan 2015)	8,340	138,296,941	€691,484,705	€0.00
	31/03/2019	Exercise of SO (LTI Plan 2012)	8,713	138,305,654	€691,528,270	€1,152,586.09
	30/04/2019	Creation of PS (LTI Plan 2016)	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 (LTI Plan 2017)	14,235	138,392,840	€691,964,200	€0.00
	04/06/2020	Creation of PS (LTI Plan 2016)	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 (LTI Plans 2017-2018)	23,990	138,496,375	€692,481,875	€0.00
	24/06/2021	Creation of PS (LTI SI* Plan 2018)	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
2022	07/03/2022	Creation of PS (LTI Plan 2018)	9,410	138,603,826	€693,019,130	€0.00
	21/03/2022	Creation of PS (LTI Plan 2019)	50,092	138,653,918	€693,269,590	€0.00
	29/04/2022	Increase of share capital reserved for employees	105,741	138,759,659	€693,798,295	€4,041,421.02
	25/05/2022	Creation of PS (LTI SI* Plan 2019)	7,429	138,767,088	€693,835,440	€0.00
2023	22/03/2023	Creation of PS (LTI Plan 2020)	143,311	138,910,399	€694,551,995	€0.00
	22/03/2023	Creation of PS (LTI Plan 2021)	1,698	138,912,097	€694,560,485	€0.00
	04/05/2023	Increase of share capital reserved for employees	128,408	139,040,505	€695,202,525	€4,467,314.32
	13/09/2023	Creation of PS (LTI SI* Plan 2022-2023)	886	139,041,391	€695,206,955	€0.00

Note: increases in the share capital associated with the exercise of Performance Stock Options (SO), creation of Performance Shares (PS), cancellation of shares and reimbursements of bonds redeemable in shares (*Obligations Remboursables en Actions*, "ORA") are stated by a statement of the Management Board.

* Long-Term Incentives (LTI) SI Plan: 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 11, 2023, (twenty-third 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 Markets 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 APRIL 30, 2024

At the General Meeting to be held on April 30, 2024, 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, 2023 (i.e. 139,041,391 shares).

This new authorisation, subject to approval at the General Meeting to be held on April 30, 2024, would replace and supersedes the authorisation granted on May 11, 2023. 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, 2023

During the 2023 financial year, the Company did not proceed with the acquisition of any shares. The Company has not used any derivative products as part of its share buy-back programme.

7.3.3 SITUATION AS AT DECEMBER 31, 2023

As at December 31, 2023, 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, 2023, the Company's share capital comprises 139,041,391 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 3 financial years:

	Year-end 2021			Year-end 2022			Year-end 2023		
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)[(1)]	20,294,670	14.64	14.64	20,286,422	14.62	14.62	20,286,422	14.59	14.59
Executive officers[(2)]	204,508	0.15	0.15	212,311	0.15	0.15	127,011	0.09	0.09
Company Savings Plan[(3)]	442,088	0.32	0.32	518,907	0.37	0.37	598,985	0.43	0.43
Other shareholders	117,653,150	84.89	84.89	117,749,448	84.85	84.85	118,028,973	84.89	84.89
Total	**138,594,416**	**100.00**	**100.00**	**138,767,088**	**100.00**	**100.00**	**139,041,391**	**100.00**	**100.00**

Figures may not add up due to rounding.

(1) The number of shares held by Mr Xavier Niel does not take into account shares held by assimilation as disclosed in the declarations of share ownership thresholds.

(2) Executive officers endorse the 5 members of the Management Board. The amount does not take into account the units in the Company Savings Plan held by executive officers.

(3) Including units in the Company Savings Plan held by the Management Board members.

There has not been any significant variation of the share capital as at December 31, 2023.

7.4.2 INFORMATION REGARDING OWNERSHIP THRESHOLD DISCLOSURES SINCE JANUARY 1, 2023

Legal threshold disclosures notified prior to January 1, 2023, can be viewed on the French Financial Markets Authority (*Autorité des Marchés Financiers*, "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 fourth trading day following the crossing of such threshold, of the total number of shares or voting rights he, or it, holds. Notification must also be given, within the same timeframe, 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 2 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 and 2 of the French Commercial Code).

A standard notification form notifying the crossing of legal thresholds is available on the AMF website.

As at February 29, 2024, based on the legal and statutory threshold crossings disclosed to the Company and/or the AMF by the shareholders, the positions received since January 1, 2023, are the following:

Shareholder	Number of shares	% of share capital	Number of voting rights	% of voting rights
Perpetual (disclosed on 12/01/2023 – decrease)	n/c(1)	1.99	n/c(1)	1.99
Caisse des dépôts (disclosed on 17/01/2023 – increase)	3,032,468	2.18	3,032,468	2.18
Société Générale (disclosed on 18/01/2023 – decrease)	16,554,487	11.93	16,554,487	11.93
Société Générale (disclosed on 18/01/2023 – increase)	16,763,305	12.08	16,763,305	12.08
Société Générale (disclosed on 18/01/2023 – decrease)	16,650,107	11.99	16,650,107	11.99
Société Générale (disclosed on 31/01/2023 – increase)	16,719,133	12.05	16,719,133	12.05
Société Générale (disclosed on 31/01/2023 – decrease)	14,499,239	10.45	14,499,239	10.45
Société Générale (disclosed on 21/02/2023 – increase)	16,709,264	12.04	16,709,264	12.04
Société Générale (disclosed on 21/02/2023 – decrease)	15,038,171	10.84	15,038,171	10.84
Société Générale (disclosed on 13/03/2023 – decrease)	13,370,181	9.63	13,370,181	9.63
Société Générale (disclosed on 17/03/2023 – increase)	14,241,636	10.26	14,241,636	10.26
Caisse des dépôts (disclosed on 20/03/2023 – decrease)	2,040,556	1.47	2,040,556	1.47
Citigroup Inc. (disclosed on 24/03/2023 – increase)	2,911,264	2.10	2,911,264	2.10
Citigroup Inc. (disclosed on 29/03/2023 – decrease)	1,971,620	1.42	1,971,620	1.42
Société Générale (disclosed on 20/04/2023 – increase)	16,929,117	12.19	16,929,117	12.19
NJJ Holding (disclosed on 28/04/2023 – increase)	n/c(1)	28.00	n/c(1)	28.00
Amundi (disclosed on 17/05/2023 – decrease)	2,770,983	1.99	2,770,983	1.99
Société Générale (disclosed on 22/05/2023 – decrease)	16,580,111	11.94	16,580,111	11.94
Société Générale (disclosed on 22/05/2023 – increase)	17,246,428	12.42	17,246,428	12.42
BlackRock (disclosed on 27/06/2023 – increase)	11,078,193	7.97	11,078,193	7.97
BlackRock (disclosed on 29/06/2023 – increase)	11,426,466	8.22	11,426,466	8.22
BlackRock (disclosed on 10/07/2023 – decrease)	11,022,788	7.93	11,022,788	7.93
Norges bank Investment Management (disclosed on 21/07/2023 – decrease)	5,180,734	3.73	5,180,734	3.73
Norges bank Investment Management (disclosed on 31/07/2023 – decrease)	2,766,841	1.99	2,766,841	1.99
Société Générale (disclosed on 09/10/2023 – decrease)	16,672,147	11.99	16,672,147	11.99
Zürcher Kantonalbank (disclosed on 13/10/2023 – increase)	2,799,669	2.01	2,799,669	2.01
Zürcher Kantonalbank (disclosed on 18/10/2023 – decrease)	1,996,589	1.44	1,996,589	1.44
Zürcher Kantonalbank (disclosed on 27/10/2023 – increase)	2,609,881	1.88	2,609,881	1.88
Société Générale (disclosed on 26/10/2023 – increase)	16,845,540	12.12	16,845,540	12.12
Société Générale (disclosed on 30/10/2023 – decrease)	16,622,576	11.96	16,622,576	11.96
Société Générale (disclosed on 06/11/2023 – increase)	16,764,823	12.06	16,764,823	12.06
Société Générale (disclosed on 06/11/2023 – decrease)	16,619,359	11.95	16,619,359	11.95
Cohen & Steers Inc. (disclosed on 01/12/2023 – increase)	2,784,811	1.23	2,784,811	1.23
Société Générale (disclosed on 13/12/2023 – increase)	16,690,810	12.00	16,690,810	12.00
Société Générale (disclosed on 13/12/2023 – decrease)	16,650,111	11.97	16,650,111	11.97
Société Générale (disclosed on 13/12/2023 – increase)	16,713,803	12.02	16,713,803	12.02
Société Générale (disclosed on 19/12/2023 – decrease)	15,674,565	11.27	15,674,565	11.27
Resolution Capital Limited (disclosed on 31/01/2024 – increase)	2,970,237	2.00	2,970,237	2.00
Amundi (disclosed on 19/02/2024 – increase)	2,793,928	2.00	2,793,928	2.00

(1) Not communicated.

7.4.3 SHAREHOLDERS HOLDING A NUMBER OF SHARES OR VOTING RIGHTS REPRESENTING 5% OR MORE OF THE TOTAL NUMBER OF SHARES OR VOTING RIGHTS

As at February 29, 2024, in accordance with the declarations of crossing of thresholds, 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 (including financial instruments) 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(1)	n/c(2)	28.00	n/c(2)	28.00
Société Générale	15,674,565	11.27	15,674,565	11.27
BlackRock Inc.	11,022,788	7.93	11,022,788	7.93

(1) Includes shares actually held and shares held by assimilation.
(2) Not communicated.

7.4.4 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. 255-68, the following table summarises the use, between January 1, 2023, and December 31, 2023, of the authorisations currently in force granted by general meeting to increase the share capital. All financial authorisations approved by the General Meeting of May 12, 2021, or by the General Meeting of May 11, 2022, regarding share capital increases were in force on January 1, 2023. All or parts of these authorisations were superseded (in grey within the table) and replaced by new authorisations granted by the General Meeting of May 11, 2023.

Type of authorisation[1]	Date of General Meeting[4] and resolution	Authorisation expiry date	Amount	Beneficiaries	Issue terms and conditions	Amounts used[5]	Outstanding authorisation as at 31/12/2023[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]	12/05/2021 resolution no. 20 (period of validity: 26 months)	12/07/2023	€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 determine the amount and conditions	0	Superseded by authorisation approved by the General Meeting of May 11, 2023 (resolution no. 25)
	11/05/2023 resolution no. 25 (period of validity: 26 months)	11/07/2025				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	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]	Shareholders and/or third parties	Authorisation to the Management Board to determine the amount and conditions; cancellation of the PSR[3] with a priority term	0	Superseded by authorisation approved by the General Meeting of May 11, 2023 (resolution no. 26)
	11/05/2023 resolution no. 26 (period of validity: 26 months)	11/07/2025			Authorisation to the Management Board to determine the amount and conditions; cancellation of the PSR[3]	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]	12/05/2021 resolution no. 22 (period of validity: 26 months)	12/07/2023	Maximum threshold of 15% for the first issue and within the global limit determined 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	Superseded by authorisation approved by the General Meeting of May 11, 2023 (resolution no. 27)
	11/05/2023 resolution no. 27 (period of validity: 26 months)	11/07/2025				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.
(3) Pre-emptive subscription rights.
(4) The authorisations/delegations granted by the General Meeting of May 11, 2023, 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) The General Meeting of May 11, 2022, authorises the Management Board to grant Performance Shares and Retention Shares not subject to performance conditions.

7.

7.5 Financial authorisations

Type of authorisation(1)	Date of General Meeting(4) and resolution	Authorisation expiry date	Amount	Beneficiaries	Issue terms and conditions	Amounts used(5)	Outstanding authorisation as at 31/12/2023(6)
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	12/05/2021 resolution no. 23 (period of validity: 26 months)	12/07/2023	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 determine the amount and conditions including the power to cancel PSR(3)	0	Superseded by authorisation approved by the General Meeting of May 11, 2023 (resolution no. 28)
	11/05/2023 resolution no. 28 (period of validity: 26 months)	11/07/2025				0	entire authorisation
Increase in the share capital reserved for participants of Companies Savings Plans without PSR(3)	11/05/2022 resolution no. 21 (period of validity: 18 months)	11/11/2023	Maximum nominal value of €2,000,000	Participants in the Company Savings Plan	Authorisation to the Management Board to determine the terms 30% discount applies based on the average share price over previous 20 trading days	128,408	Superseded by authorisation approved by the General Meeting of May 11, 2023 (resolution no.29)
	11/05/2023 resolution no. 29 (period of validity: 18 months)	11/11/2024				0	entire authorisation
Increase in the share capital reserved for managers and employees – Performance Stock Options plan	11/05/2022 resolution no. 22 (period of validity: 38 months)	11/07/2025	Maximum: • 1% of the fully diluted share capital per year • 2% of the total diluted capital over the authorisation validity period	Employees and corporate officers of the Group	Authorisation to the Management Board to determine the terms Performance and presence conditions are mandatory No discount applied	819,684	2,071,780
Increase in the share capital reserved for corporate officers and employees – free shares(7)	11/05/2022 resolution no. 23 (period of validity: 38 months)	11/07/2025	1.8% of the total diluted capital over the authorisation validity period(7)	Employees and corporate officers of the Group	Authorisation to the Management Board to determine the terms Performance and presence conditions are mandatory(7)	589,758	2,012,559

(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.
(3) Pre-emptive subscription rights.
(4) The authorisations/delegations granted by the General Meeting of May 11, 2023, 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) The General Meeting of May 11, 2022, authorises the Management Board to grant Performance Shares and Retention Shares not subject to performance conditions.

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 and 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 October 4, 2023.

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. 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 (*Société d'Investissement Immobilier Cotée*, "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 2.2.

7.6.5.A 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 7 members appointed for a 4-year term by the SB, which elects one of them as Chair. The MB consisted of 5 members as at December 31, 2023.

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 that require prior authorisation from the SB (see section 7.6.5.B.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 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) is in charge of Human Resources, Information Technology, Organisation and Corporate Social Responsibility functions, within the Group;
- The Chief Strategy & Investment Officer (CSIO) is responsible for structuring, developing, with the CEO, and executing the Group strategy and 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 CSIO also leads the Offices business at European level; and
- The Chief Customer and Retail Officer (CCRO) is responsible for integrating all aspects of the customer experience, evolving the offer and accelerating the growth trajectory of the emerging media and digital capabilities, and leads Marketing, Westfield Rise, Digital & Data, International Leasing, Strategic Partnerships, Concept Studio and the SCM & PMPS Centres of Excellence.

7.6.5.B 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 3 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.B.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 and 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 and 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 and 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 and 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.B.2 THE SPECIALISED COMMITTEES OF THE SUPERVISORY BOARD

Two specialised committees are responsible for assisting the SB 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 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 2 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 10 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 5 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* of the Company's Articles of Association, 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 10 trading days prior to the payment of any distribution.

(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.

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 2 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.

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, 2023.

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 offer or 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 offer or 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.

8.

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 19, 2024

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:

KPMG S.A.

Mr Régis Chemouny
Tour Eqho – 2 avenue Gambetta Paris La Défense
92400 Courbevoie Cedex

Commencement date of the first term of office:
General Meeting of May 11, 2023

DELOITTE & ASSOCIÉS

Mr Emmanuel Gadret
6, Place de la Pyramide
92908 Paris La Défense Cedex

Commencement date of the first term of office[(1)]:
General Meeting of April 27, 2011

The term of office of KPMG S.A. and Deloitte & Associés will expire at the 2029 General Meeting held to approve the financial statements for the year ended December 31, 2028.

8.3 HISTORICAL INFORMATION ON FINANCIAL YEARS 2021 AND 2022

Pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the following information is incorporated by reference in this 2023 Universal Registration Document:

8.3.1 FOR 2021 FINANCIAL YEAR

The 2021 Universal Registration Document was filed with the French Financial Markets Authority (*Autorité des Marchés Financiers,* "AMF") on March 24, 2022, under number D. 22-0141.

The financial information, the consolidated financial statements for the year 2021 and the Statutory Auditors' report on these financial statements appear respectively in Chapter 4 (on pages 217 to 279) and Chapter 5 (on pages 281 to 415).

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 2022 FINANCIAL YEAR

The 2022 Universal Registration Document was filed with the AMF on March 27, 2023, under number D. 23-0157.

The financial information, the consolidated financial statements for the year 2022 and the Statutory Auditors' report on these financial statements appear respectively in Chapter 4 (on pages 237 to 299) and Chapter 5 (on pages 301 to 429).

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 universal registration documents in the form of annual reports, as well as their updates, which are filed with the AMF; 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.

Average revenue per visit: revenue generated by Westfield Rise divided by the footfall of the same 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.

CAM: Common Area Maintenance.

Committed projects: 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.

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 JV 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.

EBITDA: Recurring Net Operating result before depreciation and impairment of assets.

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 to 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 metres 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 relettings 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). 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.

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.

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), 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
1. PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL	
1.1. Persons responsible for the information given in the Universal Registration Document	8.1
1.2. Declaration of the persons responsible for the Universal Registration Document	8.1
1.3. Identification, qualification and potential conflicts of interest of persons acting as experts	1.6 – 1.7
1.4. Certification of Third Party Information	n/a
1.5. Statement without prior approval of the competent authority	page 1
2. STATUTORY AUDITORS	
2.1. Identity of Statutory Auditors	8.2
2.2. Potential change	8.2
3. RISK FACTORS	6.2
4. INFORMATION ABOUT THE ISSUER	
4.1. Corporate name and trade name	7.1.1
4.2. Place, registration number and Legal Entity Identifier	7.1.1
4.3. Date of incorporation and statutory length of life	7.1.1
4.4. Head office and legal form	7.1.1 – 7.1.2
5. BUSINESS OVERVIEW	
5.1. Main activities	4.1.1, 1.4
5.1.1. Nature of operations	1.4, 4.1.1
5.1.2. New products and important services	4.1.3
5.2. Main markets	4.1.1.B – 4.1.1.C
5.3. Important events	5.2 (note 1)
5.4. Strategy and objectives	1.3
5.5. Dependence of the issuer on patents, licences, contracts and manufacturing processes	n/a
5.6. Competitive position statement	n/a
5.7. Investments	
5.7.1. Material investments	4.1.2
5.7.2. Main current or future investments that the issuer intends to make and for which its management bodies have already made firm commitments and financing methods	4.1.3
5.7.3. Joint ventures and interests in which the issuer has an equity interest that may have a significant impact	5.2 (note 6)
5.7.4. Environmental issues that may affect the use of tangible fixed assets	3.2.2 – 6.2.2.C
6. ORGANISATIONAL STRUCTURE	
6.1. Brief description of the Group	1.8 – 1.9
6.2. List of significant subsidiaries	5.2 (note 15)
7. FINANCIAL POSITION AND RESULTS REVIEW	
7.1. Financial position	5.1
7.1.1. Changes in results and financial position including key performance indicators of a financial nature and, where appropriate, non-financial nature	5.1.2 – 3.4.3
7.1.2. Forecasts for future development and research and development activities	4.1.3
7.2. Operating results	5.1.1 – 5.2 (note 4)
7.2.1. Significant factors, unusual, infrequent events or new developments	4.1.1
7.2.2. Reasons for significant changes in net sales or revenues	4.1.1

8.6 Cross-reference tables

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	3.3
8.5. Anticipated sources of funds	4.1.5.A
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.B
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.G – 4.1.1.I
11. PROFIT FORECASTS OR ESTIMATES	
11.1. Published profit forecasts or estimates	4.1.1.I
11.2. Statement outlining key forecasting assumptions	4.1.1.I
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	2.2
12.2. Conflicts of interests	2.2.2.E.2
13. REMUNERATION AND BENEFITS	
13.1. Remuneration paid and benefits in kind	2.3.2
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	2.2
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	2.2.2.D
14.4. Statement of compliance with the corporate governance regime	2.4.2
14.5. Potential significant impacts on corporate governance	n/a
15. EMPLOYEES	
15.1. Number of employees	3.2.3
15.2. Profit sharing and stock options	2.3.4
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 last 3 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

Information	Section of the Universal Registration Document
18.1.6. Consolidated financial statements	5.1 – 5.2
18.1.7. Dates of the latest financial information	5.1 – 5.2
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 – 5.7
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.H – 4.1.1.I
18.5.2. Amount of dividend per share	4.1.1.H
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 and 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	7.2.3
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 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)

The management report prepared pursuant to Article L. 225-100 of the French Commercial Code, updated by Ordonnance no. 2020-1142 of September 16, 2020, is included in this Universal Registration Document. It contains the following information, and specifically the corporate governance report (unless otherwise stated, the articles specified below refer to the relevant articles of the French 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°	3.2.2 – 3.2.3
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.G
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.I
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 5 financial years	Article R. 225-102	5.8.2
1.12. Information on payment terms for suppliers and customers	Article D. 441-6	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 of the French General Tax Code	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°	3.2.1 – 3.2.2
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. 225-110-1, I., 4°	6.2.2
2.5. Anti-corruption programme	Law no. 2016-1691 of December 9, 2016, called "Sapin 2"	2.4.5
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	2.3.1
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°	2.3.2.B
3.3. Relative proportion of fixed and variable remuneration	Article L. 22-10-9, I., 2°	2.3.2.B
3.4. Use of the possibility of requesting the return of variable remuneration	Article L. 22-10-9, I., 3°	2.3.1.A
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°	2.2.2.E – 2.3.1.A

Management report		Section of the Universal Registration Document
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°	2.3.2.A
3.8. Annual changes in remuneration, Company performance, average remuneration of the Company's employees and the aforementioned ratios over the last 5 financial years	Article L. 22-10-9, I., 7°	2.3.2.A
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°	2.3.2.A
3.10. Manner in which the vote of the last Ordinary General Meeting provided for in I. of Article L. 22-10-34 of the French Commercial Code was taken into account	Article L. 22-10-9, I., 9°	2.3.2.A
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°	2.3.2.A
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°	2.3.2.A
3.13. Grant and retention of performance stock options to executive officers	Article L. 225-185	2.3.1.A
3.14. Grant and retention of performance shares to executive officers	Articles L. 225-197-1 and L. 22-10-59	2.3.1.A
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°	2.2.1.A – 2.2.2.A.2
3.16. Agreements between an executive officer or significant shareholder and a subsidiary	Article L. 225-37-4, 2°	2.2.2.E
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°	2.2.1
3.19. Composition, preparation and organisation of the Board's work	Article L. 22-10-10, 1°	2.2.2
3.20. Application of the principle of balanced representation of women and men on the board	Article L. 22-10-10, 2°	2.2.2.A.3
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.B.1
3.22. Reference to a corporate governance code and application of the "comply or explain" principle	Article L. 22-10-10, 4°	2.1
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°	2.2.2.B.6
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	2024 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, first 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	2.3.4.C
4.6. Amounts of dividends distributed in respect of the previous 3 financial years	Article 243 *bis* of the French General Tax Code	5.2 (note 12.3)

8.6 Cross-reference tables

Management report		Section of the Universal Registration Document
5. EXTRA-FINANCIAL PERFORMANCE STATEMENT		
5.1. Business model	Articles L. 225-102-1 and R. 225-105, I.	1.3
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°	3.2.1.D
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°	2.4.1 – 3.2.1.B – 3.2.1.D – 3.2.4
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°	3.1 – 3.2.1.D – 3.2.2 – 3.2.3
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°	3.2.3
5.6. Environmental information (general environmental policy, pollution, circular economy, climate change and action plan aiming to reduce carbon emissions)	Articles L. 225-102-1 and R. 225-105, II., A., 2°	3.2.2
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°	3.2.3
5.8. Anti-corruption information	Articles L. 225-102-1 and R. 225-105, II., B., 1°	2.4.1 – 3.2.1.B
5.9. Information on actions in favour of human rights	Articles L. 225-102-1 and R. 225-105, II., B., 2°	3.2.1.B – 3.2.3.B
5.10. Specific information:	Article L. 225-102-2	n/a
• 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		
• 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	3.2.3.B
5.12. Independent Third Party Certification of the information in the déclaration de performance extra-financière	Articles L. 225-102-1, V (August 3, 2023)	3.4
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

UNIBAIL-RODAMCO-WESTFIELD