Unibail-Rodamco: Innovative performance

2012
ANNUAL AND SUSTAINABLE DEVELOPMENT REPORT

unibail·rodamco

CORPORATE
The values which distinguish us

STRATEGY
Re-inventing the customer experience

OPERATIONS
Iconic Assets

SUSTAINABLE DEVELOPMENT
Creating sustainable value everyday

82 shopping centres in Europe*

MAJOR EUROPEAN CITIES from west to east which host Unibail-Rodamco assets: SEVILLE / VALENCIA / MADRID / BARCELONA / BORDEAUX / LYON / NICE / PARIS / LILLE / AMSTERDAM / THE HAGUE / COPENHAGEN / STOCKHOLM / PRAGUE / VIENNA / BRATISLAVA / WARSAW / HELSINKI /

* Including shopping centres consolidated under the equity menthod:
- Central Europe: Złote Tarasy.
- Germany: mfi (6 standing managed assets: Paunsdorf, Gropius Passagen, Pasing Arcaden, Höfe am Brühl, Gera, Ruhr-Park).

PROFILE

CREATED IN 1968

LISTED ON THE PARIS STOCK EXCHANGE SINCE 1972, ON THE AMSTERDAM STOCK EXCHANGE SINCE 1983. INCLUDED IN THE CAC 40, AEX 25 AND EURO STOXX 50 INDICES.

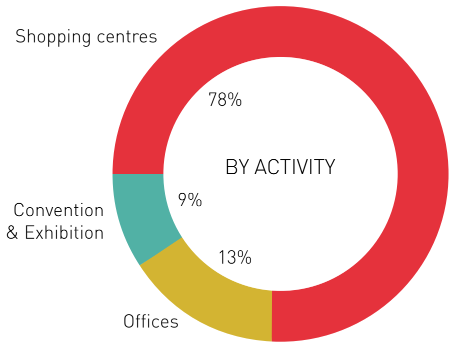
RECOGNISED IN THE DJSI (WORLD AND EUROPE), FTSE4GOOD, STOXX GLOBAL ESG LEADERS INDICES.

89% OF THE GROUP'S SHOPPING CENTRES WELCOME MORE THAN 6 MILLION VISITS PER ANNUM.

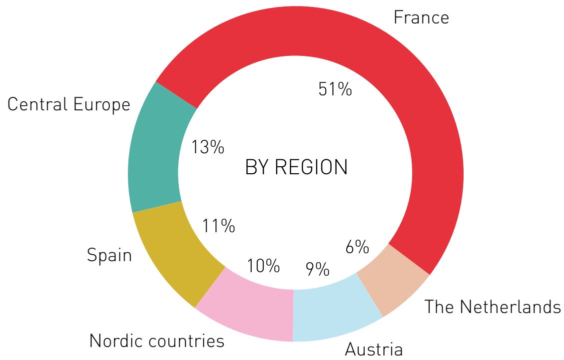
STRONG BALANCE SHEET WITH A LOW LOAN-TO-VALUE (LTV) RATIO OF 37%.

"A" RATING FROM STANDARD & POOR'S AND FITCH, THE BEST RATING IN THE INDUSTRY.

SPLIT OF TOTAL PORTFOLIO



SPLIT OF SHOPPING CENTRE PORTFOLIO



3,383,800* **M² GLA**
SHOPPING CENTRES

585,700 **M² GLA**
OFFICES

616,300 **M² GLA**
CONVENTION & EXHIBITION

797 **MILLION VISITS**
ACROSS THE GROUP'S SHOPPING CENTRES

364 **MILLION VISITS**
FRANCE

54 **MILLION VISITS**
AUSTRIA

110* **MILLION VISITS**
CENTRAL EUROPE

36* **MILLION VISITS**
GERMANY

146 **MILLION VISITS**
SPAIN

52 **MILLION VISITS**
NORDIC COUNTRIES

35 **MILLION VISITS**
THE NETHERLANDS

* Including shopping centres consolidated under the equity method.

Unibail-Rodamco: innovative performance

Experience.

One word that sums up the driving force behind Unibail-Rodamco: it represents an expertise in property management, in-depth knowledge of consumer trends, original and exclusive retail and office projects and the best services combined with the most creative and spectacular events.

Unibail-Rodamco is Europe's leading listed commercial property company, a position that can only be achieved through an innovative approach capable of creating value for its customers and stakeholders.

2012, a year of progress and value creation

April
2012

★ ★ ★ ★

THE 4 STAR LABEL is Unibail-Rodamco's initiative to deliver outstanding services for its retail assets. It is a unique strategy, which sets ambitious targets for improved quality at each stage of the customer's shopping experience. To ensure the 4 Star label responds to customer expectations, the foundation of this strategy, a rigorous 571 point referential is externally audited and used to guide the Shopping Centre Manager towards 4 Star excellence.

April
2012

OPENING OF CONFLUENCE IN LYON

Confluence has a striking façade and a quilted roof made up of air cushions which flood the interior with natural light. Symbolising a new generation of shopping centres, it was awarded the 4 Star Label and reflects the expertise of Unibail-Rodamco in selecting and implementing innovative shopping concepts. It heralds the development of new services and boasts a unique design, providing customers with an exclusive shopping and leisure experience. In 2010, Confluence received a BREEAM "Very Good" for its environmental qualifications, the first mall to receive this score in France.

June
2012

UNIBAIL-RODAMCO ENTERS INTO A PARTNERSHIP WITH "MFI"

mfi is Germany's second largest shopping centre operator, investor and developer. Its portfolio includes major assets such as Paunsdorf and Höfe am Brühl in Leipzig, Gropius Passagen in Berlin and Pasing Arcaden in Munich. In addition, the Group also acquired a 50% stake in Ruhr-Park in Bochum, managed by mfi and one of the largest shopping centres in Germany. Overall the transaction involves 9 standing and future shopping centres, as well as 20 malls managed for third parties.

July 2012

THE DINING EXPERIENCE

A new initiative aimed at doubling the space dedicated to dining in Unibail-Rodamco's shopping centres, the Dining Experience combines 3 key ingredients: a perfect mix of the best local restaurateurs and well established international concepts, an outstanding Dining Plaza, and an "Experience Theatre" with a dedicated programme of events and marketing activities. Launched in la Maquinista in July, the Group plans to deploy the strategy to 25 shopping centres over the coming years.

UR LAB

UR Lab's role is to define the Group's vision for innovation, set long-term goals and equip the Group to achieve them cost-efficiently. The Lab unites all of the Group's innovation initiatives from across different departments under a single umbrella.

DJSI

Unibail-Rodamco ranked among the top 5% in the Dow Jones Sustainability Index (DJSI) – this represents a score increase of 46% since 2008.

September 2012

OPENING OF EL FARO IN BADAJOZ, SPAIN where 100,000 visitors came to visit the mall on the opening week-end. El Faro hosts 97 shops across 66,000m² GLA, including the first H&M, Media Markt and Primark stores in the region. Located 1km from the Portuguese border and 5 minutes by car from Badajoz city centre, El Faro is very well connected to all public transportation and major regional highways. It received a BREEAM "very good" for its environmental credentials.

OPENING OF SO OUEST, LEVALLOIS, PARIS REGION

Designed in the style of a Haussmannian apartment, So Ouest offers retailers and visitors alike an attractive mix of grand open spaces and cosy rest areas. The shopping centre's richly decorated interiors feature marble floors, leather handrails and a variety of glass elements—the perfect environment for premium retailers and top international brands, such as Hollister, LEGO and Marks & Spencer. The mall's appeal to customers was illustrated by the more than one million visits during the first month of opening. So Ouest has a BREEAM "Excellent" rating for its environmental qualifications, a first for a shopping centre in Europe.

October
2012

October
2012

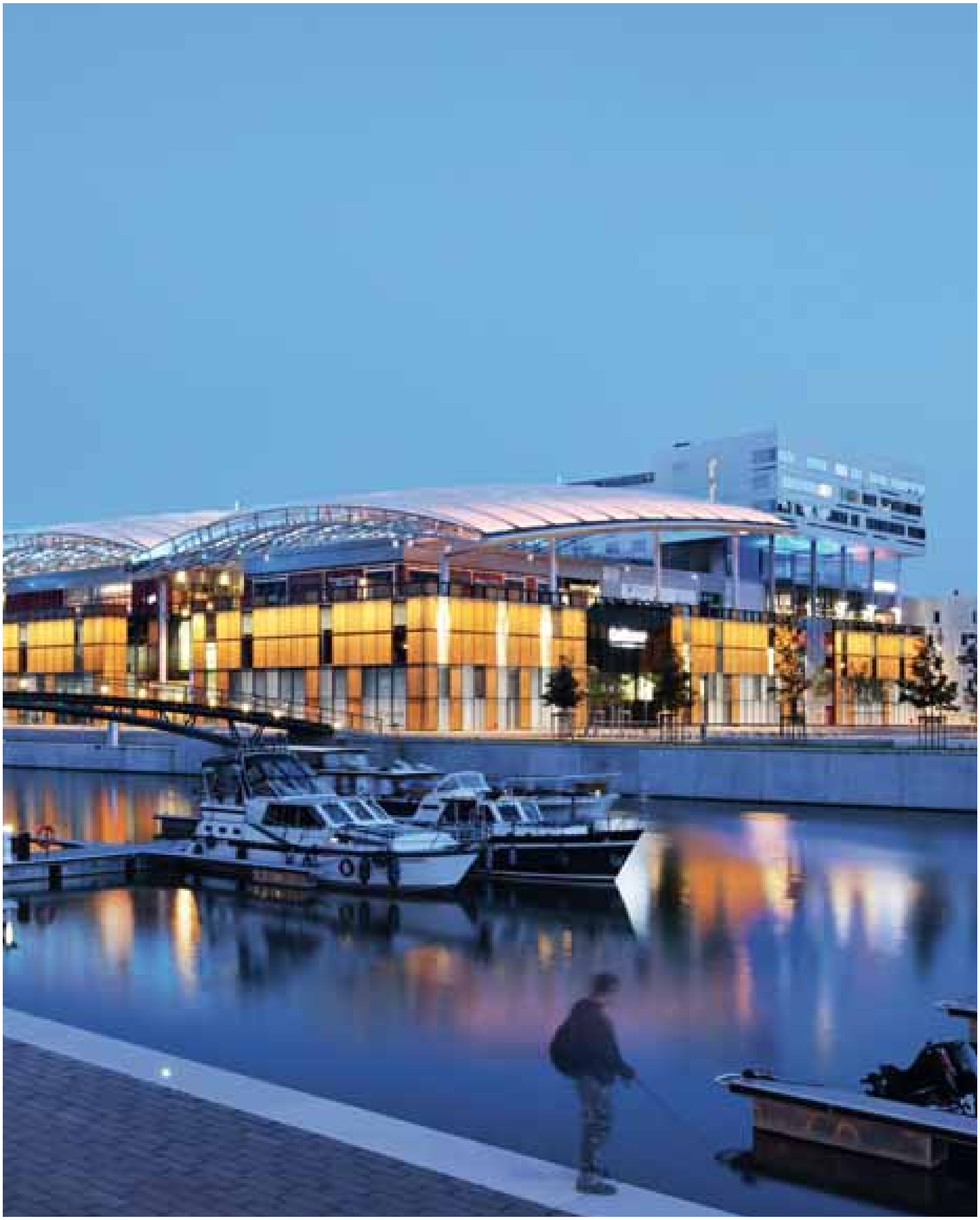
RECORD LOW COST OF DEBT

Unibail-Rodamco successfully issued a €500 Mn bond with a 4.7 year maturity and a 1.625% coupon. This represents the lowest coupon ever paid by Unibail-Rodamco for a public Euro benchmark. Out of €4.6 Bn of medium to long term financing raised in 2012, the Group raised €2.4 Bn on the bond market at an average 99 basis points over mid swaps. This issuance contributed to a decrease in the Group's average cost of debt to 3.4%.

UNIBAIL-RODAMCO CELEBRATES ITS 40 YEAR LISTING ANNIVERSARY ON THE PARIS STOCK EXCHANGE

From December 1972 to December 2012, the Group achieved a total annualised shareholder return (dividends reinvested) of 16.4%.

December
2012



Confluence by night.

CORPORATE

The values which distinguish us

Interview with the Chief Executive Officer and Chairman of the Management Board

GUILLAUME POITRINAL

“It is the end of boring shopping.”

How was 2012 for Unibail-Rodamco?

I am pleased to report that the 2012 results have surpassed expectations. Recurring earnings per share grew by 6.7%, well above the 4% outlook; this reflects the fact that prime, centrally located assets have weathered the storm very well, despite a challenging economic climate across Europe. For example, in Les Quatre Temps and Donau Zentrum, iconic shopping centres in La Défense and Vienna saw tenant sales increase by 7.7 and 8.3%, respectively.

In Spain, the Group has outperformed national indices and continued to create value – Splau, a 55,000 m^2 mall in Barcelona, acquired by the Group in October 2011, demonstrates the Group's strength in re-marketing and re-designing assets to return them to growth. An important renovation project received a favorable reaction from customers, with footfall increasing by 13.5% in 2012.

A central theme in 2012 was re-inventing the customer experience, could you tell us more?

The Group has a relentless appetite for innovation and differentiation, and has kept advancing from ambition to achievement in 2012, especially in its capacity to adapt and understand changing consumer trends. It is the end of boring shopping. Customers are more sophisticated and going to a shopping centre is no longer an obligation. In response, our shopping centre strategy is to offer the best of culture, brands, emotions and entertainment in a single space.

This reflection led to the 4 Star strategy, a label that enforces an unmatched level of comfort and service in the Group's shopping centres. Each Shopping Centre Manager will implement this quality control by basing themselves on a distinct 571 point referential,

Creating multi-sensory spaces with light, smell and sound is researched and applied by UR Lab–a creative think thank launched in 2012 and responsible for defining the Group's innovation vision.

The same innovative vision is being applied to the Group's office segment. With the constraints of today's work life, how can the Group better these environments for workers, whilst optimising the costs for tenants? Our offices have considered these constraints by offering flexible floor plates and the highest standards in terms of design, services and technology. Our new strategy, 'The New Art of Working', launched in 2012, concretely responds to these challenges.

Finally, digital initiatives have become integral to improving the customer experience and building direct relationships with customers. 2012 was a record year: now all of the Group's shopping centres have an iPhone and/or Android application, contributing to an exponential increase in the number of apps downloaded (1.3Mn as of December 2012 vs. 0.2Mn as of December 2011) and a number of unique features such as product search, movie trailers and gift ideas. The number of Facebook fans of the Group's shopping malls also revealed exceptional results in 2012, with 2.6Mn fans in December, compared to only 0.7M the year before.

“Germany has remarkable potential, with real prospects due to rising wages and consumer spending.”

Does a happy customer also make a happy tenant?

Unibail-Rodamco is a leader in the six regions in which it operates, making the Group a reference for premium and differentiating retailers to expand across Europe. Notable tenants include the first Apple store in France at the Carrousel du Louvre, or the first Nespresso strore in a shopping store in France and the Netherlands. 2012 was another record year, with 139 new leases signed with international premium retailers. Retailers understand that we need to work together to exceed customer expectations. Part of the Group's differentiating strategy is to encourage the development of flagship stores, with iconic shopfronts. Unibail-Rodamco is a demanding landlord and this is reflected through an active tenant rotation. To meet retailer demand, the Group has delivered 7 new shopping centres and renovated or extended many of its large shopping centres since the merger between Unibail and Rodamco in 2007. The Group aims to have renovated or extended 75% of its portfolio by year-end 2014. Retailers understand that they also need to innovate and adapt to changing consumer trends. These are win-win partnerships.

In 2012, the Group started a partnership with mfi, a deal totalling nine standing and development projects in Germany. Does the Group seek to expand into new regions? Perhaps outside of its traditional Europe?

Germany has remarkable potential, with real prospects due to rising wages and consumer spending. Unibail-Rodamco could not ignore this market; the question was finding the right opportunity at the right time. These standing and future assets are well located in catchment areas with a significant growth outlook. The Group does not ignore opportunities outside Europe; however we believe our management expertise is further strengthened by a geographical proximity with assets.

The Group has one of the largest development pipelines in the industry, how confident are you for growth in the years to come?

The flexible €7 billion development pipeline is ambitious, and can only be pursued because of the Group's strong balance sheet and highly rated debt structure. As of December 31, 2012, the seven brownfield and greenfield projects to be delivered in 2013 were already 70% pre-let. Because sustainable development principles are important to the Group and its stakeholders they are fully integrated in the Group's operations and pipeline; the BREEAM excellent ratings achieved by recent deliveries and projects are a testimony to Unibail-Rodamco's commitment to sustainable development.

These are remarkable projects; however they will now be under the supervision of Christophe Cuvillier, who will succeed me on the 25th of April 2013, the date at which my mandate ends. I leave this incredible adventure of 18 years, with a feeling of a job well done. Christophe and I share the same vision for the Group; this gives me great confidence that Unibail-Rodamco will continue making the right decisions and continue to steer the path of performance for the many years ahead.

GUILLAUME POITRINAL VISITS THE BUILDING SITE OF AÉROVILLE, A NEW GENERATION SHOPPING CENTRE WHICH WILL BE DELIVERED AT THE END OF 2013.

Interview with the Chairman of the Supervisory Board

ROB TER HAAR

HOW HAS THE SUPERVISORY BOARD PERFORMED DURING YOUR FIRST YEAR AS ITS CHAIRMAN?

Under the inspiring leadership of my predecessor Robert van Oordt, our board developed into a well-integrated and effective governing body and it continues to perform very well.

All Supervisory Board members were actively involved in 2012 as evidenced by the 100% attendance rate at all board and committee meetings, despite the various European residences of board members. One of the meetings was combined with a visit of the Group's assets in Poland, providing board members with an opportunity to meet with the regional team and visit a number of the jumbo shopping centres. A full day was also dedicated to allowing board members to become familiar with important business initiatives undertaken by the Group.

HOW DID THE GROUP PERFORM?

The Group continued to perform well in 2012 despite the on-going unpredictable economic climate and this is due to our strong and dynamic management. The Group's distinctive mark came to the fore in 2012 with several new innovative programs, such as the 4 Star policy, with all of them aimed at enhancing the Group's services and its appeal to tenants and visitors alike.

The Group also continued to relentlessly pursue high standards of sustainability measures, and was awarded two gold stars by EPRA with respect to its reporting and compliance with EPRA's best reporting standards.

WAS THERE ANY STRATEGIC INITIATIVE THAT STOOD OUT IN 2012?

The acquisition of a large stake in the major German shopping centre investor, developer and manager, mfi, marks a solid entry into the shopping centre business in Europe's strongest economic region, with promising opportunities for future expansion and value creation.

DO YOU HAVE ANY COMMENTS ON THE CHANGES IN MANAGEMENT?

The Management Board underwent several changes during the year. In particular, Jaap Tonckens, an existing Management Board member, assumed the role of Chief Financial Officer in addition to his responsibilities for the Group's investment activities.

The Management Board will continue to undergo change in 2013 with the departure of the Group's long standing Chief Executive Officer, Guillaume Poitrinal and the internal promotions of Christophe Cuvillier as the new Chief Executive Officer, Jean-Marie Tritant as the new Chief Operating Officer and Olivier Bossard and Fabrice Mouchel as new members of the Management Board in their capacities as Chief Development Officer and Deputy Chief Financial Officer respectively, on April 25, 2013. On behalf of the Supervisory Board, I thank Guillaume for his dedication and outstanding leadership during the last 8 years. He has guided the Group through both prosperous and challenging times with enthusiasm and professionalism and his contribution to the position the Group enjoys today is immeasurable. I congratulate Christophe, Jean-Marie, Olivier and Fabrice on their appointments, which are testimony to the existing wealth of talent and knowledge within the Group.

HOW DO YOU VIEW THE FUTURE?

Without underestimating the adverse economic context, but looking at the Group's achievements to date as well as its creativity, ability to innovate and its talented management which is supported by its skillful and dedicated employees, the Supervisory Board looks to 2013 and the years beyond with confidence.

MEMBERS OF UNIBAIL-RODAMCO'S SUPERVISORY BOARD

L to R: Jean-Louis Laurens; Rob ter Haar (Chairman of the Supervisory Board); Frans J.G. M. Cremers; François Jaclot (Vice-Chairman of the Supervisory Board); Marella Moretti; Herbert Schimetschek; Mary Harris; Alec Pelmore; Yves Lyon-Caen; José Luis Duran.

MANAGEMENT BOARD

L to R: Christophe Cuvillier, Chief Operating Officer; Guillaume Poitrinal, Chief Executive Officer and Chairman of the Management Board; Catherine Pourre, Chief Resources Officer; Jaap Tonckens, Chief Financial Officer.

Corporate Governance and Risk Management

Unibail-Rodamco operates a two-tier board structure, which ensures the right strategy is set, acceptable risks are taken and suitable financial and human resources are mobilised for sustainable economic growth.

SUPERVISORY BOARD

The Supervisory Board, chaired by Rob ter Haar, exerts oversight and control over the Management Board and the general affairs of the Group. Supervisory Board members participate in regular review sessions on subjects including market and industry developments, financial and legal matters, sustainable development, risk management, and governance. The Board is assisted by two committees which focus on specific aspects of its supervisory responsibilities: the Audit Committee, and the Governance, Nomination and Remuneration Committee.

As at 31/12/2012 all members are independent according to criteria defined in the Supervisory Board Charter, based on the AFEP-MEDEF French Corporate Governance Code Criteria.

MANAGEMENT BOARD

The Management Board is chaired by Mr. Guillaume Poitrinal and is responsible for providing leadership for the Group four members as at 31/12/2012. The Management Board's duties include developing and carrying out the Group's strategy within the approved risk profile, effectively structuring and staffing the organisation, applying consistently the principles of sustainability to operations and developments, and achieving and properly reporting on financial targets and results. The Board operates under its own Charter and is overseen by the Supervisory Board.

THE CODE OF ETHICS

The fundamental principles, values and standards which govern the Group are described in Unibail-Rodamco's Code of Ethics. It sets out the Group's policy on respect for human dignity, respect for employees' work and non-discrimination, on loyalty, integrity and conflicts of interest, on ethical ways of doing business, and on the treatment of confidential information.

As a signatory of the UN Global Compact, Unibail-Rodamco has undertaken to promote the application of fundamental values with respect to human rights, labour, the environment and corruption.

RISK MANAGEMENT

The overall risk philosophy of the Group can be described as conservative, with an emphasis on accepting the risks which determine the nature of the business, such as fluctuations in the value of assets, vacancies, volatility in market rents, or risks associated with development activities. Key risks are assessed using a standard, Group-wide risk analysis framework and risk maps are used to rank exposure on the basis of probability and magnitude. Sensitivity analysis is also conducted at Group level.

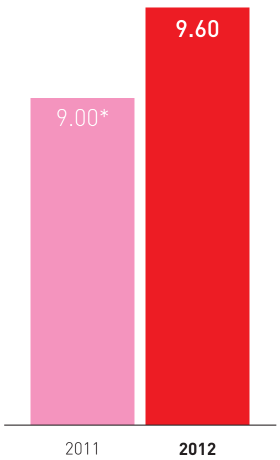
Unibail-Rodamco was ranked the 2nd best company in the CAC40 in terms of Governance*.

Full details of the Group's corporate governance structure and risk management approach are provided in the Report of the Chairman of the Supervisory Board and the Legal Information chapter.

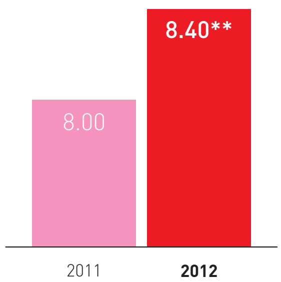
* 2010 Study conducted by Proxinvest.

Figures on the rise

Recurring earnings per share (in €)



Distribution per share (in €)



In Unibail-Rodamco's 5th year anniversary since the merger in 2007, the performance in 2012 demonstrates the relevance of its strategy of accelerating the differentiation of the Group's portfolio of prime shopping centres. This year Unibail-Rodamco has continued to differentiate the customer experience in its shopping malls by introducing new international premium retailers, successfully opening three new generation shopping centres, redesigning many others and launching innovative marketing initiatives. With its strong portfolio of 82 shopping centres, three strategic partnerships signed in 2012 and its flexible prime quality development projects, its strong balance sheet, secured low cost of financing and talented professionals, Unibail-Rodamco expects to deliver strong earnings growth in the future.

* Subject to shareholders' approval.

** In 2012 Unibail-Rodamco opted for an early adoption of the IAS19 R ("employee benefits") accounting rule. As a result, the 2011 recurring earnings per share were adjusted by -€0.03.

NET RENTAL INCOME

€Mn	2012	2011	Growth %	Growth % like-for-like*
Shopping centres				
France	**537**	499	7.5%	5.4%
Spain	**141**	129	9.4%	0.2%
Central Europe	**108**	101	6.8%	4.4%
Austria	**102**	90	13.8%	6.4%
Nordic countries	**88**	90	-2.7%	2.9%
The Netherlands	**69**	75	-7.8%	1.5%
Net Rental Income	**1,044**	984	6.1%	4.2%
Offices				
France	**146**	155	-5.8%	8.2%
Other	**26**	29	-10.1%	-0.9%
Net Rental Income	**173**	185	-6.5%	6.9%
Convention & Exhibition				
Net Rental Income	**101**	93	7.7%	7.7%
Total				
Net Rental Income	**1,318**	1,262	4.4%	4.8%

KEY CONSOLIDATED INDICATORS

€Mn	2012	2011	Growth %	Growth % like-for-like*
Net Rental Income	**1,318**	1,262	4.4%	4.8%
Valuation movements and gain on disposals	**1,276**	904		
Net result (Group share)	**1,459**	1,325		
Net recurring result (Group share)**	**886**	826	7.2%	
Recurring earnings per share (in €)**	**9.60**	9.00	6.7%	
Distribution per share (in €)***	**8.40**	8.00	5.0%	

NET ASSET VALUE (NAV)

in € per share	Dec. 31, 2012	Dec. 31, 2011	Growth %
Going Concern NAV	**151.10**	143.10	5.6%
EPRA NNNAV	**138.40**	130.70	5.9%

* Like-for-like growth excluding acquisitions, divestments, transfers to and from pipeline (extensions, brownfields) and currency exchange rate differences (computation based on the exchange rate used the previous fiscal year) in the periods analysed.

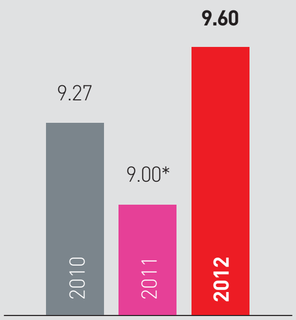
** 2011 results have been restated following the early adop tion of IAS19R, with an imp act of -€3.2 M n on EPRA Earnings and -0.03 € on EPRA Earnings per share.

*** Subject to shareholders' approval at the Annual General Meeting on April 25, 2013.

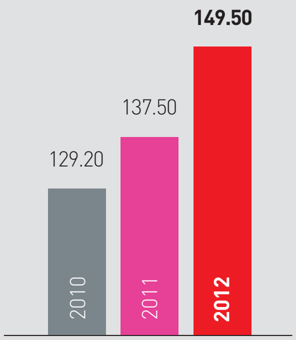
EPRA performance measures

Unibail-Rodamco complies with the Best Practice Recommendations (BPR) established by EPRA, the representative body of the publicly listed real estate industry in Europe. These recommendations, which focus on the key measures that are seen to be of the most relevance to investors, are intended to make the financial statements of public real estate companies clearer, more transparent and comparable across Europe.

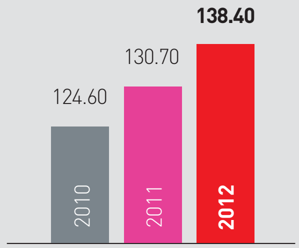
	Definition
1.EPRA Earnings	Recurring earnings from core operational activities
2.EPRA NAV	Net Asset Value adjusted to include properties and other investment interests at fair value and to exclude certain items not expected to crystallise in a long-term investment property business model
3.EPRA NNNAV	EPRA NAV adjusted to include the fair values of (i) financial instruments, (ii) debt and (iii) deferred taxes
4.i.EPRA Net Initial Yield (NIY)	Annualised rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the market value of the property, increased with (estimated) purchasers' costs
4.ii.EPRA 'topped-up' NIY	This measure incorporates an adjustment to the EPRA NIY in respect of the expiration of rent-free periods (or other unexpired lease incentives such as discounted rent periods and step rents)
5.EPRA Vacancy Rate	Estimated Market Rental Value (ERV) of vacant space divided by ERV of the whole portfolio



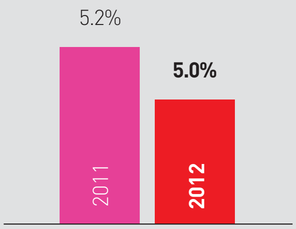
1.EPRA Earnings
(in euros/share)



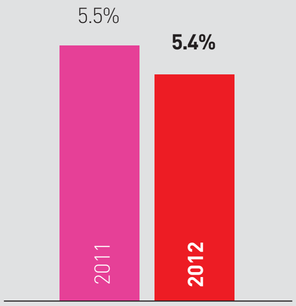
2.EPRA NET ASSET VALUE (NAV)
(in euros/share)



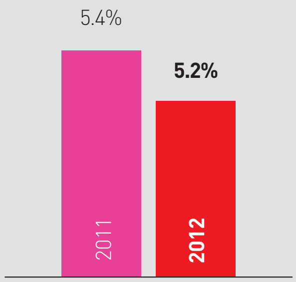
3.EPRA TRIPLE NET ASSET VALUE (NNNAV)
(in euros/share)



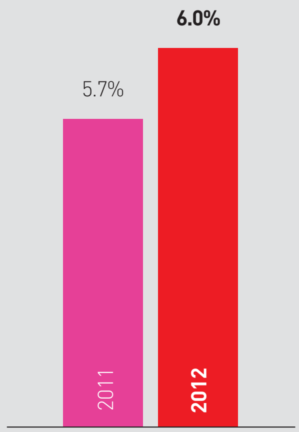
4.i.EPRA Net Initial Yield (NIY)
shopping centres



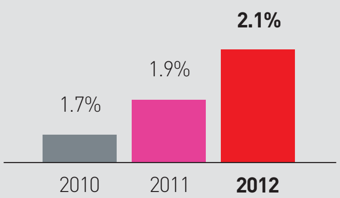
4.i.EPRA Net Initial Yield (NIY)
offices



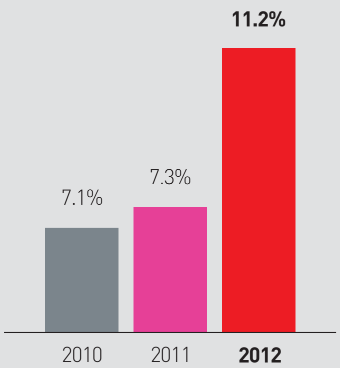
4.ii.EPRA 'topped-up' NIY
shopping centres



4.ii.EPRA 'topped-up' NIY
offices



5.EPRA Vacancy Rate
shopping centres



5.EPRA Vacancy Rate
offices

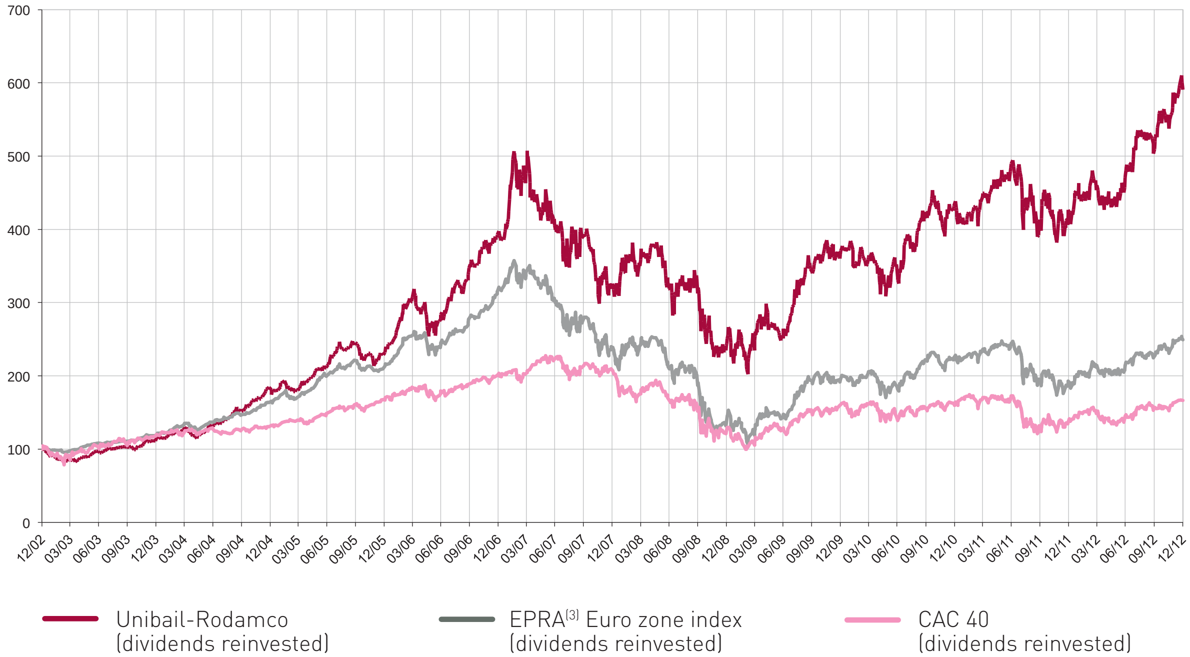
* 2011 results have been restated following the early adop tion of IAS19R, with an imp act of -€3.2 M n on EPRA Earnings and -0.03 € on EPRA Earnings per share.

Shareholders report

Stock market performance and shareholding structure

RELATIVE PERFORMANCE OF UNIBAIL-RODAMCO'S SHARE*

(rebased to 100 as at December 31, 2002)



SHAREHOLDING STRUCTURE

Unibail-Rodamco has been listed on the Paris Stock Exchange since 1972 and on the Amsterdam Stock exchange since 1983. The Group is included in the French CAC 40 index since June 18, 2007 and in the Dutch AEX 25 since June 22, 2007. On February 8, 2010, Unibail-Rodamco entered the Dow Jones Euro Stoxx 50 Index. On December 31, 2012, the Group had a market capitalisation of € 17.3 billion[1].

Unibail-Rodamco has a large and diverse international shareholding base, which is mainly composed of institutional investors based in the United States, the Netherlands, France and the United Kingdom. On January 1, 2013, none of Unibail-Rodamco's shareholders had declared holdings of more than 10% of the issued share capital. The main known shareholders, with holdings of between 4% and 10%[2], include APG and Amundi.

1 Including 7,825 ORAs outstanding at December 31, 2012.

2 Based on latest ownership threshold disclosures received.

* As at December 31, 2012.

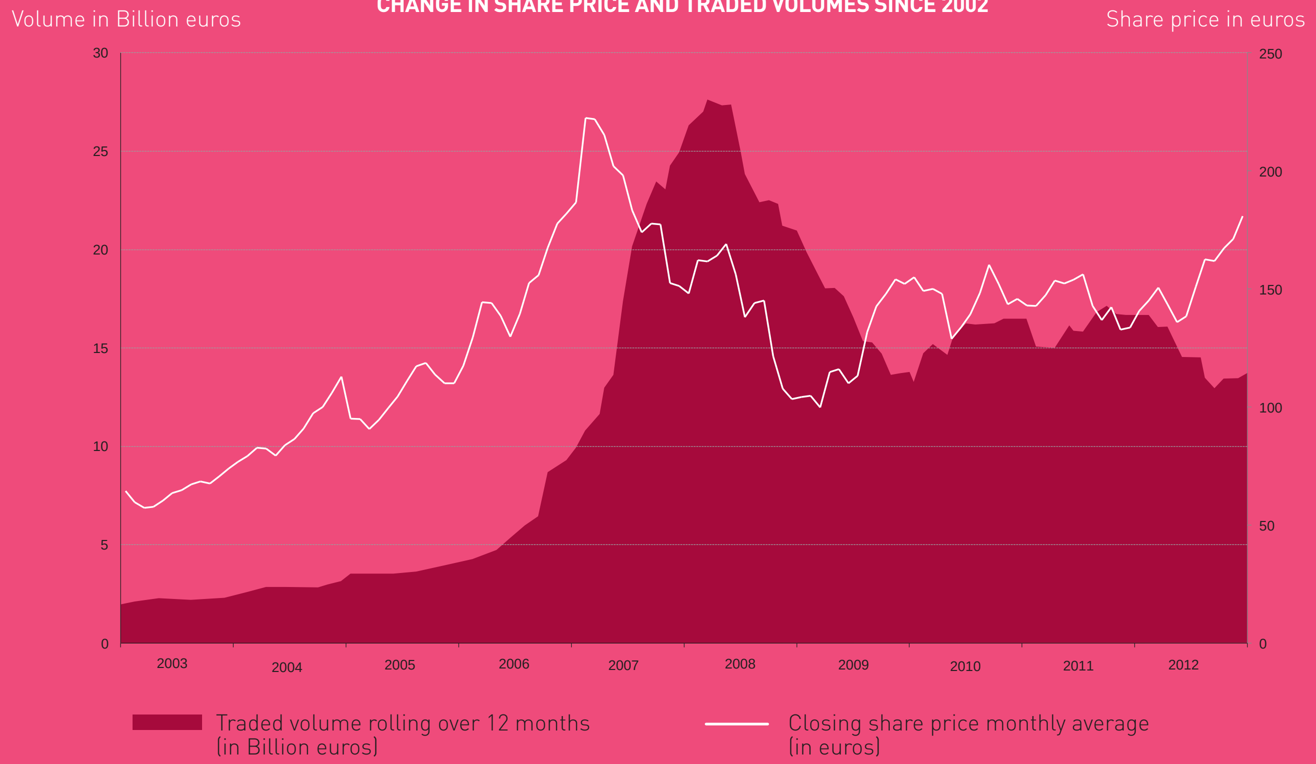
STOCK MARKET PERFORMANCE

Stock market value creation is measured by Total Shareholder Return (TSR). TSR indicates the total return obtained through ownership of a share over a given period of time. It includes dividends (or any other distribution) paid and any change in the company's share price. Annualised TSR for Unibail-Rodamco shares with dividends (or any other distribution) reinvested amounted to:

- 19.4% per annum over a 10-year period between December 31, 2002, and December 31, 2012, compared with 5.2% for the CAC 40 index and 9.6% for the EPRA[3] property investment companies' performance index (Euro zone).
- 38.4% per annum over the full year 2012, compared with 20.3% for the CAC 40 index and 29.2% for the EPRA property investment companies' performance index (Euro zone).

3 European Public Real Estate Association (www.epra.com). TSR for EPRA Euro Zone index is calculated with gross dividend reinvested.

CHANGE IN SHARE PRICE AND TRADED VOLUMES SINCE 2002



TRADED VOLUMES

In 2012, the number of shares traded slightly decreased to an average daily volume of ca. 347,000 shares compared to 404,000 shares in 2011. In parallel, the average daily traded capitalisation decreased to €54.0 million in 2012, compared to €65.5 million in 2011.

2012 DISTRIBUTION SCHEDULE

Unibail-Rodamco's current distribution policy is to pay out between 85% and 95% of the financial year's net recurring earnings per share. At the General Meeting to be held on April 25, 2013, the Board will propose a distribution of €8.40 per share for the 2012 financial year, representing an increase of 5% compared to 2011 and a pay-out ratio of 88%. Subject to approval from the Annual General Meeting, shareholders will be paid on June 3, 2013:

- €5.27 per share in cash paid from Unibal-Rodamco's tax exempt real estate activities (the "SIIC dividend") and
- €3.13 per share in dividend distributed from the Group's non-tax exempt activities (the "non SIIC dividend"), for which the shareholders will have the option to elect payment in either (i) new shares created at a discount of 7%, or (ii) cash.

INVESTOR AND SHAREHOLDER RELATIONS CONTACTS

Website: www.unibail-rodamco.com
Investor relations:
Tel: +33 (0)1 53 43 72 01
investors@unibail-rodamco.com

Financial services for shares and dividends:
Crédit Agricole / Caisse d'Epargne Investor Services (CACEIS)
Service Emetteurs-Assemblées
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 9, France
Tel: +33 (0)1 57 78 32 32
Fax: +33 (0)1 49 08 05 82

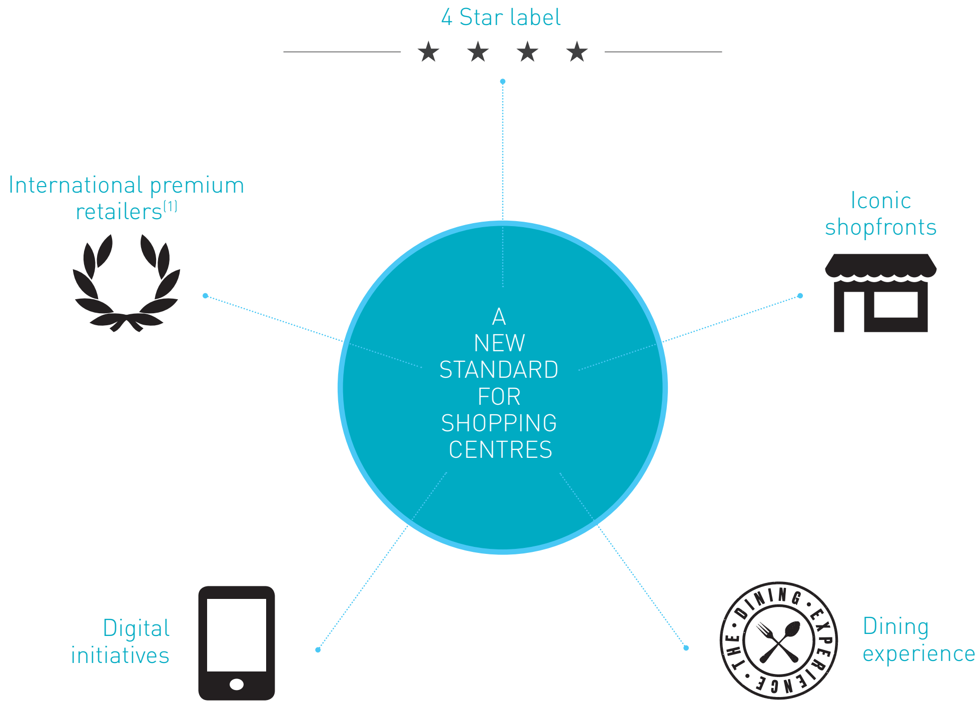
Nacka Forum, Stockholm (Sweden).

STRATEGY

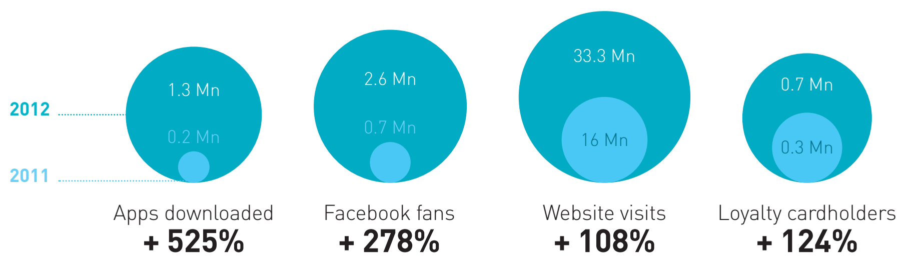
Re-inventing the customer experience

Re-inventing the customer experience

In 2012, the UR Lab launched a number of initiatives aimed at re-inventing the customer experience and further strengthening the appeal of Unibail-Rodamco's retail assets.



DIGITAL INITIATIVES



(1) A premium retailer is a retailer which has a strong and international brand recognition, with a differentiating store design and product approach and which may contribute to increase the appeal of the shopping centre.

4 STAR LABEL

The 4 Star label for the Group's shopping centres is a unique and pioneering approach which sets ambitious targets for improved quality, at each stage of the customer's shopping experience

9 centres labelled 4 Star in 2012

20 more shopping centres to be labelled 4 Star in 2013

A WIDE COLLECTION OF PREMIUM INTERNATIONAL RETAILERS

139 new leases signed with premium international retailers in 2012

34 % increase in number of leases signed with premium international retailers in 2012 vs 2011

55 new premium retailers since 2009,
including 28 introduced in the Group's shopping centres for the first time

From affordable to premium:

UNIQLO · HOLLISTER · M·A·C · PRINTEMPS · CLAUDIE PIERLOT

A premium partner in Europe:

Nespresso	Chipotle	Sephora	Suiteblanco	Victoria's Secret
1st store in a shopping centre, in France and in the Netherlands	1st store in a shopping centre, in France	1st two stores in Sweden	1st four stores in France	1st two stores in Continental Europe

ICONIC SHOP FRONTS

The iconic shop fronts project will make Unibail-Rodamco's malls "**the Home of the Flagships™** ".

By upgrading the overall height and quality of the Group's tenants' shop fronts, this promotes variety, innovation and design excellence in Unibail-Rodamco's malls.

- → 500+ units identified in the portfolio
- → Support material produced, for the uniform application of the Group's best practices.

DINING EXPERIENCE

The Dining Experience, a new strategy launched in 2012, is Unibail-Rodamco's answer to the future of dining and leisure within its portfolio of 4 Star shopping centres. It places restaurants, socialising and relaxation at the heart of the shopping centre experience, with a mixture of the best local and international restaurateurs, an exceptional design for its Dining Plaza's and a dedicated programme of events and marketing. The Group will be rolling out the Dining Experience in 25 of its shopping centres between 2012 and 2015, doubling the area dedicated to restaurants and gastronomy for the Group's shopping centres involved.

So Ouest
A new generation shopping centre

With the opening of So Ouest on October 18, 2012, Unibail-Rodamco defined a new standard of shopping centre in terms of design, customer experience, tenant mix and connectivity.

SO OUEST

2.8 Mn
VISITS
in the first three months of opening

96%*
CUSTOMER SATISFACTION

59,569*
FACEBOOK FANS

90,371*
APPS DOWNLOADED

* As of December 31, 2012.

Unique design and architecture

Designed in the style of Haussmannian apartments
-
Use of noble materials, such as marble and leather, in the interior design
-
Urban architecture in a revitalised district

Polysensorial Experience

Mixing sounds, scents and spectacular views

74%

OF CUSTOMERS COME BY FOOT OR PUBLIC TRANSPORT

Central location

Environmental excellence

1st mall BREEAM Excellent certified in Europe

Upscale tenant mix

18 premium international retailers

-

The 1st Dalloyau in a shopping centre

-

The 2nd Uniqlo in France in a shopping centre

-

The 1st Marks & Spencer in a shopping centre in France and the largest in continental Europe

-

The 2nd Prêt à Manger store in France in a shopping centre (after Les Quatre Temps)

-

The 1st LEGO store in France

-

The 1st Claudie Pierlot and Bel Air in a shopping centre

-

The largest hypermarket in greater Paris

4 Star services

Personal shopper

-

Shoe shining service

-

Valet parking for cars and scooters

★ ★ ★ ★

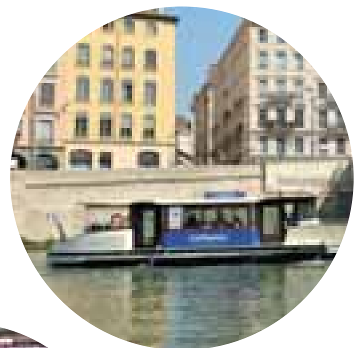
The 4 Star shopping experience

In 2012, Unibail-Rodamco launched the 4 Star label: a unique, pioneering approach which sets ambitious targets for improved quality at each stage of the customer's shopping experience.

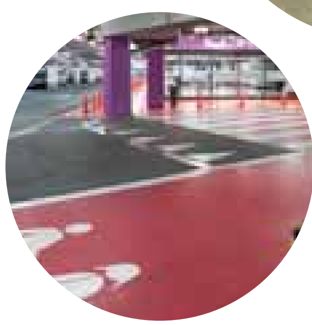
To respond to the increasingly high expectations of customers, Unibail-Rodamco consulted a large number of customers in order to develop a pioneering new strategy that would create even higher targets for quality and service in its shopping centres. To apply this new strategy, the findings of the surveys were used to develop 571 point referential, which each shopping centre manager uses to guide them towards 4 Star excellence. The Group decided to partner with SGS, the world leader in service certification to ensure independent verification and validation of compliance with these demanding standards. SGS audits and validates the candidacy of each shopping centre through a complete audit and an annual mystery visit, both conducted in the presence of customers.

The 4 Star label translates into accompanying and communicating with the client at every stage of his visit through various services, such as cloak rooms, the development of Iphone and Android applications, attractive rest areas equipped with iPads and free and unlimited WIFI. There are also "premium" services, which include, valet parking for cars and scooters, shoe shining, a personal shopper...

26 MARCH



10 MAY



26 APRIL

MALLS LABELLED 4 STAR
IN 2012

In partnership with SGS, the world leader in service certification

20
more shopping centres to be labelled 4 Star in 2013

571
points in the quality referential

11 MAY

Galeria Mokotów

10 JULY

rivetoile

1ST OCTOBER

DOCKS 76

15 OCTOBER

NACKA FORUM

16 NOVEMBER

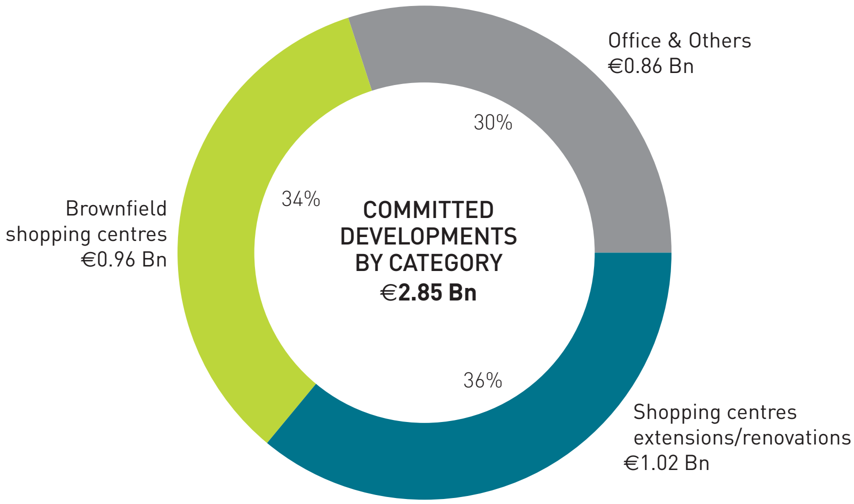
SO OUEST

27 NOVEMBER

amstlvn

Projects in the pipeline

Unlocking value through a new generation of assets



In a world of change, Unibail-Rodamco has adapted to shifting consumer patterns by developing a new generation of shopping centres and offices that offer spectacular architecture and interior design, whilst creating value for stakeholders and respecting the highest levels of environmental certifications.

The Group's ability to conduct a countercyclical development strategy is based on its robust balance sheet and financial discipline. With its "A" rating from S&P and Fitch Ratings, Unibail-Rodamco finances its development projects through its active balance sheet management and in the most cost effective manner.

As of 31 December 2012, Unibail-Rodamco's development pipeline amounted to €7.0 Bn and represented 1.4 Mn m² GLA to be re-developed or added to the standing portfolio.

2013

Centrum Cerny Most

PRAGUE | **H1 2013**

—

Piloted by renowned international architectural firm Benoy, this important extension and renovation project will drastically improve the retail offer, adding 44,000 m² GLA to the existing mall and almost doubling its size.

Aéroville

PARIS REGION | **H2 2013**

—

Located close to the Charles de Gaulle airport, the 2nd most important airport by traffic in Europe, this 85,000 m² GLA state of the art shopping centre designed by Philippe Chiambaretta will be centred around 5 themes, each paying tribute to a particular region of the world.

Alma

RENNES | **H2 2013**

—

Inaugurated over 40 years ago, Alma is the only shopping centre of its kind in Brittany, with a unique commercial offer, including the only Printemps department store in the region and a 14,500 m² GLA hypermarket. The renovation and extension project will double the space dedicated to shopping, by adding 10,000 m² GLA and 37 new shops. The new design is inspired by the surrounding region, with three key themes: the Brocéliande forest, the Channel and the Atlantic.

Toison d'Or

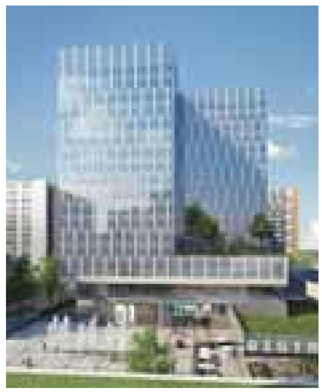
DIJON | **H2 2013**

—

Inaugurated in 1990, Toison d'Or was the first regional shopping centre in Burgundy. The ambitious renovation and extension project will add 12,300 m² GLA and make Toison d'Or the first 4 Star shopping destination in the region.

2014

2015



Majunga

LA DÉFENSE | **H1 2014**

—

Designed by Jean-Paul Viguier, this new generation office tower of 63,000 m² GLA will offer unrivalled efficiency in terms of cost per workstation (9.7 m²), comfort for office users and BREEAM "Excellent" and HQE-BBC environmental qualifications. Majunga is the first asset to launch 'The New Art of Working' strategy.

Le Forum des Halles

PARIS | **H2 2014**

—

This is a major renovation project for one of the most emblematic shopping landmarks in Paris. The Forum des Halles will be given a new life when completed– an impressive canopy designed by Patrick Berger and Jacques Anziutti will submerse the shopping centre with natural light and create a unique atmosphere of leisure, culture and retail.

Täby Centrum

STOCKHOLM | **H2 2014**

—

The project, directed by the architectural firm DunnetCraven, consists of two major extensions, a thorough refurbishment and a total re-fitting of the existing part of the mall. In total, 28,000 m² GLA will be added to Täby Centrum and the number of shops will increase from 160 to 230.

So Ouest Plaza

PARIS REGION | **H1 2015**

—

The delivery of So Ouest Plaza, located in Levallois, Greater Paris, will offer tenants a modern, efficient and sustainable location just five minutes away from the Arc de Triomphe and the Champs Elysées. With 40,000 m² of office space and impressive leisure facilities, including an 8-screen Pathé cinema, So Ouest Plaza promises office users an ultimate comfort in the workplace.

GERMANY

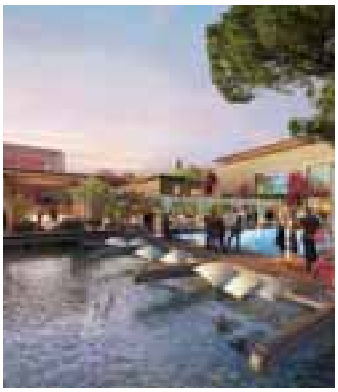
3 assets under development

Through a partnership with mfi, Germany's second largest shopping centre operator, investor and developer, Unibail-Rodamco acquired 3 remarkable projects under development.

Mall of Scandinavia

STOCKHOLM | **H2 2015**

Scheduled to open in the autumn of 2015, the 100,000m² GLA project is the most important retail project in the region in terms of GLA and investment and poised to become northern Europe's next shopping and leisure destination.



Polygone Riviera

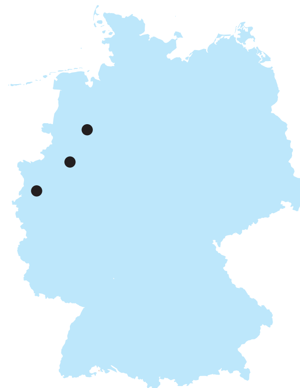
CAGNES-SUR-MER | **H2 2015**

Developed in collaboration with Socri, Polygone Riveria is a 71,000 m² GLA project in the South of France and set to become the first open air centre dedicated to leisure, culture and art in France. Located in an outstanding setting, it will offer visitors the possibility for a scenic stroll by the river surrounded by works of art and a vast retail offer ranging from iconic brands to a luxury district.

Trinity

LA DÉFENSE | **H1 2016**

Imagined by the architectural firm Crochon & Brullmann, Trinity is a new generation tower in La Défense which will give its office users a unique sense of wellbeing in the workplace, embodying poly-sensorial features, a high level of natural light and opening windows, considered a unique feature for a building of this height. The 48,000 m² GLA tower will also have panoramic lifts and garden terraces with exceptional views of the city.



Recklinghausen Arcaden

RECKLINGHAUSEN | **H1-2014**

Mönchengladbach Arcaden

MÖNCHENGLADBACH | **H2 -2014**

Osnabrück Arcaden

OSNABRÜCK | **H2-2016**

So Ouest the day of the inauguration, October 18, 2012.

OPERATIONS

Iconic assets

Moments

With a unique portfolio composed of the most remarkable shopping centres in Europe, Unibail-Rodamco is determined to bring these spaces to life with spectacular events. Creating these moments to remember has been an integral part of the Group's strategy -it has proved highly successful, with rising footfall figures demonstrating the importance of turning these assets into more than just places to shop. In 2012, the Group has organised a number of unique events.

Marilhéa, international winner of the 2012 Elite Model Look, who was cast at Les Quatre Temps.

ELITE MODEL LOOK

For the third year in a row, Unibail-Rodamco hosted the Elite Model look casting sessions across 9 of the Group's shopping centres in France. The most prestigious international modeling competition is also present in Europe, embarking on a tour across 5 countries in the Group's portfolio (Czech Republic, The Netherlands, Denmark, Finland and Sweden).

In France, the Group created a personalised Facebook application for each centre to pre-select candidates. More than **27,000 fans** were recruited during the 2 week campaign.

More than **3,300 young women** were cast across 9 of the Group's shopping centres in France, an **8%** increase compared to last year, even though the competition took place across 14 shopping centres in 2011.

27,000
FANS RECRUITED

3,300
YOUNG WOMEN CAST

to remember

ART BATTLES

In 2012, a partnership was created with Art Battles, a unique concept from New York, where artists from the big apple compete with local artists to produce live art. The animated artistic event went on a European tour across the Group's assets in Warsaw, Amsterdam and Paris – the winners of this tour met for the Grand finale in the Forum des Halles in Paris.

Compared to the previous year, footfall increased

+11.8%*
IN ARKADIA

+9.3%*
IN ALMERE

+7.3%*
IN THE FORUM DES HALLES

* Compared to the same period the previous year.

LONDON SHOPPING

In sync with the festivities that surrounded the Olympic Games, the spirit of London crossed the Channel to create a unique event in the Group's shopping centres. London Shopping took place over ten days in Paris, Lyon, Lille and Calais. The event was a chance for guests to enjoy a range of British animations, such as a photo call, tea time, English lessons, horse guards and bobbies. There was also the opportunity to enjoy a taxi service in London's famous black cab, or enjoy unique British products, from food to culture.

MORE THAN
2.2 million
VISITORS CAME TO LONDON SHOPPING

MORE THAN
23,000
PARTICIPANTS ANIMATED THE EVENT

A DINOSAUR WORLD

Dinosaur World was a remarkable event for children, jogging their imaginations as large prehistoric animals were brought to life at Rosny 2. The event included a range of exciting workshops, such as the chance for children to take a ride on a mini dinosaur, play the role of an explorer by digging for fossils or participate in the many educational workshops about dinosaurs.

17,000
CHILDREN ATTENDED TO THE EVENT

+11.2%*
INCREASE IN FOOTFALL, COMPARED TO THE PREVIOUS YEAR.

* Compared to the same period the previous year.

LAZY TOWN

Lazy Town is a hugely popular children's television show that aims to teach healthy habits on eating and exercise. The show has taken the world by storm and was aired in over 100 countries. Based on this popularity and determined to spread these important messages to a wider audience, Lazy Town was involved in a full Spanish tour across 16 of the Group's shopping centres – the event included workshops and activities where children learned healthy eating habits with the full 45 minute show in each shopping centre.

MORE THAN

173,000

PEOPLE ATTENDED THE EVENT

LAUNCH OF THE DINING EXPERIENCE AT LA MAQUINISTA

An extraordinary dining experience, on a 50-metre platform with spectacular views of Barcelona! "Dinner in the Sky" offered selected winners an opportunity to enjoy a complimentary lunch or dinner at one of the six new restaurants in la Maquinista or to take part in a cooking workshop. On the ground, the event continued and included a number of animated gastronomy workshops.

220

PEOPLE ATTENDING "DINNER IN THE SKY"

16,352

POSTS ON FACEBOOK RELATED TO THE EVENT

Iconic shopping centres

FRANCE

2012 was an exceptional year for the Group's French portfolio, with the delivery of two outstanding shopping centres: Confluence in Lyon and So Ouest in Levallois (Paris region). The winning combination of design, architecture services and top quality retail is proving highly popular with customers. As of December 31, 2012, So Ouest (open since October 2012) had attracted 2.8 million visits, while Confluence had attracted 6.3 million visits since opening (April 2012), largely exceeding the expected targets.

Leasing activity was strong in 2012, with top signatures like Sandro, Maje and Nespresso opening in Parly 2, Chipotle in les Quatre Temps and the first LEGO store in France in So Ouest. Carré Senart, 10 years after its opening, generated rental uplifts of 37%, with a rotation rate of 19%.

MILLION VISITS

63.5	Les Quatre Temps – CNIT
39.2	Le Forum des Halles
33.9	La Part Dieu
16.7	Carrousel du Louvre
15.3	Velizy 2
14.7	Carré Senart
14.6	Rosny 2
13.0	Parly 2

So Ouest, a new generation shopping centre in Levallois

34
SHOPPING CENTRES

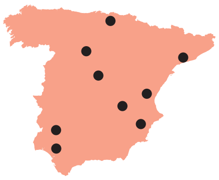
364
MILLION VISITS PER YEAR

JEAN-MARIE TRITANT
Managing Director, Retail and Offices, France

"Les Quatre Temps is a good example of the capacity of top quality assets to outperform, with a 7.7% increase in tenant turnover in 2012."

16
SHOPPING CENTRES

146
MILLION VISITS PER YEAR



SPAIN

2012 saw the successful opening of shopping centre El Faro in Badajoz in September. Located 1 km from the Portuguese border in the Extremadura region, the mall features 66,000 m² GLA and 97 fully let shops. Stores include the first Media Markt, H&M and Primark in the region, as well as Suite Blanco, Zara, Massimo Dutti and JD Sports.

The size, quality and location of Unibail-Rodamco's Spanish assets proved resilient in 2012 despite a challenging macro-economic environment with a stable Net Rental Income. The Group's shopping centres with at least 6Mn visits per year, accounted for 69% of the Spanish portfolio and are located in Spain's major cities. These malls saw the opening of Primark in Bonaire and the opening of Suite Blanco, Superdry and Shana in la Maquinista. The Group chose la Maquinista to launch the Dining Experience: the initial results saw a meaningful and positive impact on shopping centre footfall and tenant sales.

The continuous improvement of the Group's portfolio remains a priority. The shopping centre Splau, acquired in 2011 and strategically situated in the densely populated southern suburbs of Barcelona, underwent important renovation works completed at the end of 2012, reposiotioning the asset to become the dominant shopping centre of South Barcelona.

The grand opening of Primark in Bonaire

SIMON ORCHARD
Managing Director, Spain

"The Spanish portfolio has continued to outperform national indices. Two remarkable achievements include the delivery of El Faro and the repositioning of Splau, where the Group increased tenant sales by 10.6% in 2012."

MILLION VISITS

23.5	La Vaguada
18.4	Parquesur
14.8	La Maquinista
11.2	Las Glòries
9.8	Bonaire
9.3	Splau

8* SHOPPING CENTRES

110* MILLION VISITS PER YEAR

CENTRAL EUROPE**

ARNAUD BURLIN
Managing Director, Central Europe

"The quality of the Group's Central European portfolio combined with pro-active management has continued to offer unique destinations in the region. The delivery in 2013 of the major renovation and extension project at Centrum Cerný Most will only increase this appeal."

A very strong leasing activity for 2012, which led to an NRI like-for-like growth of +4.4%. Some highlights of this vibrant re-tenanting include the opening of Victoria's Secret, a Hugo Boss flagship store and the first Hollister and Michael Kors in the country in Galeria Mokotow. American Eagle Outfitters opened in Arkadia, its first store in Continental Europe; Centrum Chodov welcomed the first Desigual and Swarovski White in the Czech Republic. Other tenants introduced in 2012 included TM Lewin, Inglot, Vans and North Face in Centrum Chodov.

A skateboarding event for the opening of Vans at Centrum Chodov.

American Eagle Outfitter's first store in Continental Europe, in Arkadia.

The 44,000 m² GLA major extension and renovation project at Centrum Cerný Most in Prague, will open in March 2013, doubling the size of the existing mall, establishing it as a leading supra-regional shopping centre of more than 81,000 m² GLA.

The Group has not ceased exploring opportunities to further improve the quality of its portfolio in the region. A plot of land was acquired in 2012 in Wroclaw, a historical city and the largest in the West of Poland with some 632,000 inhabitants.

MILLION VISITS (MAIN ASSETS)

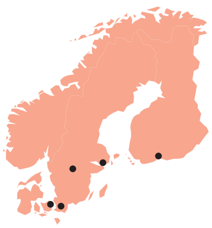
21.2 Arkadia
20.6 Złote Tarasy
16.4 Wilenska
12.8 Galeria Mokotów
12.9 Centrum Chodov
7.8 Cerný Most

* Including Złote Tarasy equity consolidated.
** Excluding Germany.

"Interest for the Group's Nordic assets went from strength to strength in 2012. This bodes well for the launch of Mall of Scandinavia, the most important retail project in the region and the important extension-renovation works at Täby Centrum, voted Stockholm's favourite shopping centre since 2003."

OLIVIER COUTIN
Managing Director, Nordic Countries

The largest retail project in the region – Mall of Scandinavia, which will open in 2015.



NORDIC COUNTRIES

The Nordic region features a number of development projects aimed at improving the customer experience. Works for the future 100,000 m² GLA Mall of Scandinavia started in 2012, for a delivery expected in 2015. A complete refurbishment of Täby Centrum was delivered in November 2012, with the second phase, a 28,000 m² GLA extension, to be delivered in 2014. Fisketorvet also underwent an ambitious renovation and restructuring programme which was delivered at the end of November 2012; changes included double height shop fronts and a new aisle design. In parallel to these redevelopments, the Group continued its rationalisation of the Nordic portfolio with the disposal of Halmstad in August.

Leasing activity was strong in 2012, with the opening of the first Apple store and the first Sephora store in Sweden at Täby Centrum, Hamley's also opened their first store in Sweden at Nacka Forum. Leasing for the Mall of Scandinavia also started in 2012 and has already captured the attention of premium and cross border retailers.

The first Apple store in Sweden at Täby Centrum.

9
SHOPPING CENTRES

52
MILLION VISITS PER YEAR

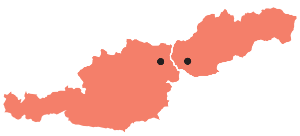
MILLION VISITS

10.8	Jumbo
10.2	Täby Centrum
6.8	Fisketorvet
6.7	Solna Centrum
6.4	Nacka Forum

Donau Plex, underwent a complete renovation delivered in 2012.

MARKUS PICHLER
Managing Director, Austria

"2012 was a record year for the Group's Austrian assets, for instance, tenant sales at Donau Zentrum soared by 8.3 %."



AUSTRIA

2012 represented another exceptional year of leasing activity for the Austrian portfolio: Donau Zentrum welcomed the first Aldo and Inglot store in Austria. Thomas Sabo opened in Aupark and Pull & Bear opened its first Austrian store in Shopping City Süd.

The majority of a major renovation program at Shopping City Süd was completed at the end of 2012. A €79 million extension-renovation was initiated at Aupark with an expected delivery in 2015. A complete refurbishment of Donau Plex, Donau Zentrum's entertainment and leisure complex with shops and state of the art cinemas, was completed at the end of 2012 – these major works included everything from the façade, the interior design, a new tenant mix, the refurbishment of the existing 13 cinema screens and the introduction of IMAX®-technology.

MILLION VISITS

23.2 Shopping City Süd
18.0 Donau Zentrum
12.5 Aupark

3
SHOPPING CENTRES

54
MILLION VISITS PER YEAR

JOHN VAN HAAREN
Managing Director, The Netherlands

"The Group focused on improving the inherent qualities of the existing portfolio in 2012. Major extension and renovation projects at Leidsenhage and Amstelveen will further increase the appeal of these assets for international premium retailers to expand in the Netherlands."

THE NETHERLANDS

After successfully streamlining its activities in the Netherlands through an ambitious disposal program, the Group focused in 2012 on developing and building the existing strengths of its core assets. Significant renovation projects are being developed for both Leidsenhage and Amstelveen in close cooperation with municipal authorities.

The success of differentiating premium brands continued to prove highly successful in 2012. At Amstelveen, this re-tenanting activity included the opening of the country's first Nespresso store in a shopping centre and the opening of a Bose experience centre, also the first in the Netherlands. Primark, the hugely successful and affordable fashion brand, will be an important anchor enhancing footfall when it opens in Zoetermeer in 2013. Vapiano will also be opening at Rotterdam Plaza in 2013.

MILLION VISITS

10.3 Citymall Almere
9.6 Stadshart Amstelveen
8.9 Zoetermeer
6.1 Vier Meren

5
SHOPPING CENTRES

35
MILLION VISITS PER YEAR

An opportunity to taste a wide variety of exciting blends at Amstelveen's Nespresso store.

Our shopping centre managers


Labège 2
Olivier ADER


Rennes Alma
Gaëlle AUBREE


Usine Mode & Maison
Éléonore BALOUD


Bab2
Stéphane BRIOSNE


Carrousel du Louvre and Galerie Gaité
Alexandra CADET


Bay1 and Bay2
Olivier DELAMARRE


Confluence
Jérémy DESPRETS


Quatre temps – CNIT
Nicolas KOZUBEK


Mériadeck
Thierry DUSSAUZE


Côté Seine
Martine ESCRIVANT


Cité Europe et UCOS
Bertrand GAILLARD


Toison d'Or
Matthieu GAILLY


Rosny 2
Anne-Laure DURY


Rivétoile
Élisabeth LAPEYRE


Place d'Arc
Maxence LELLOUCHE


Carré Sénart
Véronique MARGERIE


Nicetoile
Sébastien MERCIER


Parly 2
Dusan MILUTINOVIC


So Ouest
Nelly PAIS


La Part Dieu
Jean-Philippe PELOU


Les boutiques du Palais
Pascal REUNGOAT


Vélizy 2
Frédéric SALETES


Ulis 2
Côme SIMPHAL


Forum des Halles
Alexis VERON


Docks Vauban
Karl TAILLEUX


Villeneuve 2
Jonathan TOULEMONDE


Docks 76 and Saint Sever
Philippe VARIN


Shopping City Süd
Anton CECH


Aupark
Rudolf KUCIAK


Donau Zentrum
Michael MALE

FRANCE NORDIC COUNTRIES SPAIN THE NETHERLANDS AUSTRIA CENTRAL EUROPE


Fisketorvet
Jacob BANNOR


Nacka Forum
Louise BERGQVIST


Täby Centrum
Christoffer LIND


Arninge Centrum, Eurostop Orebro
Malin LINDE


Solna Centrum
Caroline REDMAN


Nova Lund
Mattias STOCK


Parquesur
Enrique BAYON


Sevilla Factory
Martin BURGO


Albacenter
Immaculada CASAPONSA


Splau
Katherine CORWITH


El Faro
Iago DIAZ


Las Glòries
Joaquín FERNÁNDEZ


La Maquinista
Victor GARCIA


Equinoccio
Fernando GARCIO


Barnasud
Alexandra GODIA


Los Arcos
Alvaro GUERRERO


La Vaquada
Sebastián HERRERO


Bonaire
Germán LÓPEZ


Habaneras
Sofia OLAVARRIA


Bahià Sur
Ernesto PARDO


Vallsur
Noemi PASCUAL


Garbera
Nuria VEGAS


Centrum Chodov
Marcela HRDLICKOVA


Galeria Mokotów
Pawel KLIMCZAK


Centrum Cerný Most
Zdenka JAKSIC


Arkadia & Wilenska
Anthony VESIN


Zoetermeer and Leidsenhage
Monique VAN GEEMERT


Amstelveen
Ben VERHEIJEN


Vier Meren
Doris SLEGTENHORST


Citymall Almere
Allard STEENBEEK

Offices

Unibail-Rodamco's office segment, representing 13% of the Group's value, focuses on prime assets in the best locations in the Central Business District of Paris and La Défense. The Group systematically invests in assets that demonstrate excellence in architecture, design and environmental certifications.

369,414
GLA FOR THE FRENCH PORTFOLIO

JEAN-MARIE TRITANT
Managing Director, Retail and Offices, France

Unibail-Rodamco is not a long term owner of offices. Instead it aims to develop, let and sell the asset once it reaches maturity.

In 2012, the Group sold Tour Oxygene to Crédit Agricole Assurances and Caisse des Dépôts at a net initial yield of 5.9%.

Some key signings for 2012 include Société Générale in Les Villages and Louis Vuitton Malletier in 34-36 Louvre.

Unibail-Rodamco has made a concerted effort to understand the challenges posed by in our modern day work life in order to offer spaces that are innovative and unique – allowing companies to be faster, more connected and to work in a more collaborative manner. The Group's office strategy systematically places the end users at the heart of the Group's office development.

Capital 8, located in Paris' golden triangle, next to Parc Monceau.

14
ASSETS IN FRANCE

The New Art of Working

The challenge
To better the well-being of employees in order to:
→ Decrease work related stress
→ Enable greater communication amongst co-workers and the different services, without compromising the building's efficiency.

Unibail-Rodamco's approach
Systematically study the different points of contact the employee and visitor will have with the building in order to eliminate the daily stress associated with modern day work life.

1. A restful arrival, due to the availability of perfect information on how to best navigate to the building, its different accesses and a traffic synopsis.

2. A lobby designed like a luxury hotel, corporate and zen at the same time, aiming to create a break with the outside world.

3. Open, multi-purpose, poly sensorial spaces designed for the ultimate well-being and cooperation between co-workers.

4. A complete set of innovative and personalised services for each employee.

5. Integrating innovation for individuals inside and outside the building.

A pioneering approach centred around the office user

Convention & Exhibition

VIPARIS, Unibail-Rodamco's convention and exhibition division, benefits from world-class positioning, size, scale and flexibility.

International congresses continued their strong performance, with a **30%** increase in turnover since 2008 (creation of VIPARIS), by way of events such as the EAU congress[1] and the ERA-EDTA congress[2].

2012 was a record year for shows, with activity largely driven by landmark events, such as: the Paris Motor show, the largest show in the world in terms of visits counting **1.23 million visitors**, in 2012 and the Foire de Paris which attracted **681,200 visitors** in 2012 representing a **4%** increase compared to the year before.

2012 was the triennial year for the Intermat show; the world's third largest show dedicated to equipment and techniques used in the building and civil engineering sectors. It was held at Paris Nord Villepinte and attracted 200,000 visitors and 1,350 exhibitors – a record year for the show.

The Paris Motor Show is the largest show in the world in terms of visits.

RENAUD HAMAIDE
Managing Director Convention & Exhibition France

1. European Association of Urology.
2. European Renal Association – European Dialysis and Transplant Association.

31
NEW SHOWS
+10% vs 2011

898
EVENTS IN 2012

10
VENUES

87%*
PRE-BOOKED FOR 2013

463
CORPORATE EVENTS

305
SHOWS

130
CONGRESSES

Live surgery at the EAU congress.

Foire de Paris, is the largest show of its kind in Europe – centred around the home, the environment, recreation, well-being and world cultures.

In just three months, 250,000 visitors came to the Tutankhamun show at the Porte de Versailles, showing the popularity of new and differentiating shows.

VIPARIS applies the same strategy as the Group, investing in its assets and building on their inherent qualities. The Palais des Congrès benefited from a new interior design and a vibrant exterior light show, inspired by the renowned light show found on the Eiffel Tower.

* As of December 31, 2012.

Sustainable development is strongly embedded in the Group's strategy.
The Majunga tower in la Défense near Paris, planned for delivery in 2014, is the first office tower building in Europe to be certified HQE "BBC"(1) and BREEAM "Excellent".

(1) BBC: low energy consumption building.

SUSTAINABLE DEVELOPMENT

Creating sustainable value everyday

Unibail-Rodamco's sustainability journey

Since 2007, sustainability leadership & innovation

2007

Set up of dedicated sustainability team

2008

June
1st Corporate Sustainability Report (CSR07) published

September
Inclusion in the Dow Jones Sustainability index (World)

October
1st carbon footprint simulation performed for 6 assets

Roll-out of the "Sustainable Management Attitude" (the Group's dedicated EMS)

2009

April
Docks 76 development project, 1st BREEAM retail asset certified BREEAM "Good" in Europe

June
Green clauses included in supplier contracts

September
Launch of the Group's Design Guidelines for new developments

December
Launch of green leases (15 green leases signed with Nature & Découvertes)

-29% CO_2/visit in 2009 (baseline 2006)

2010

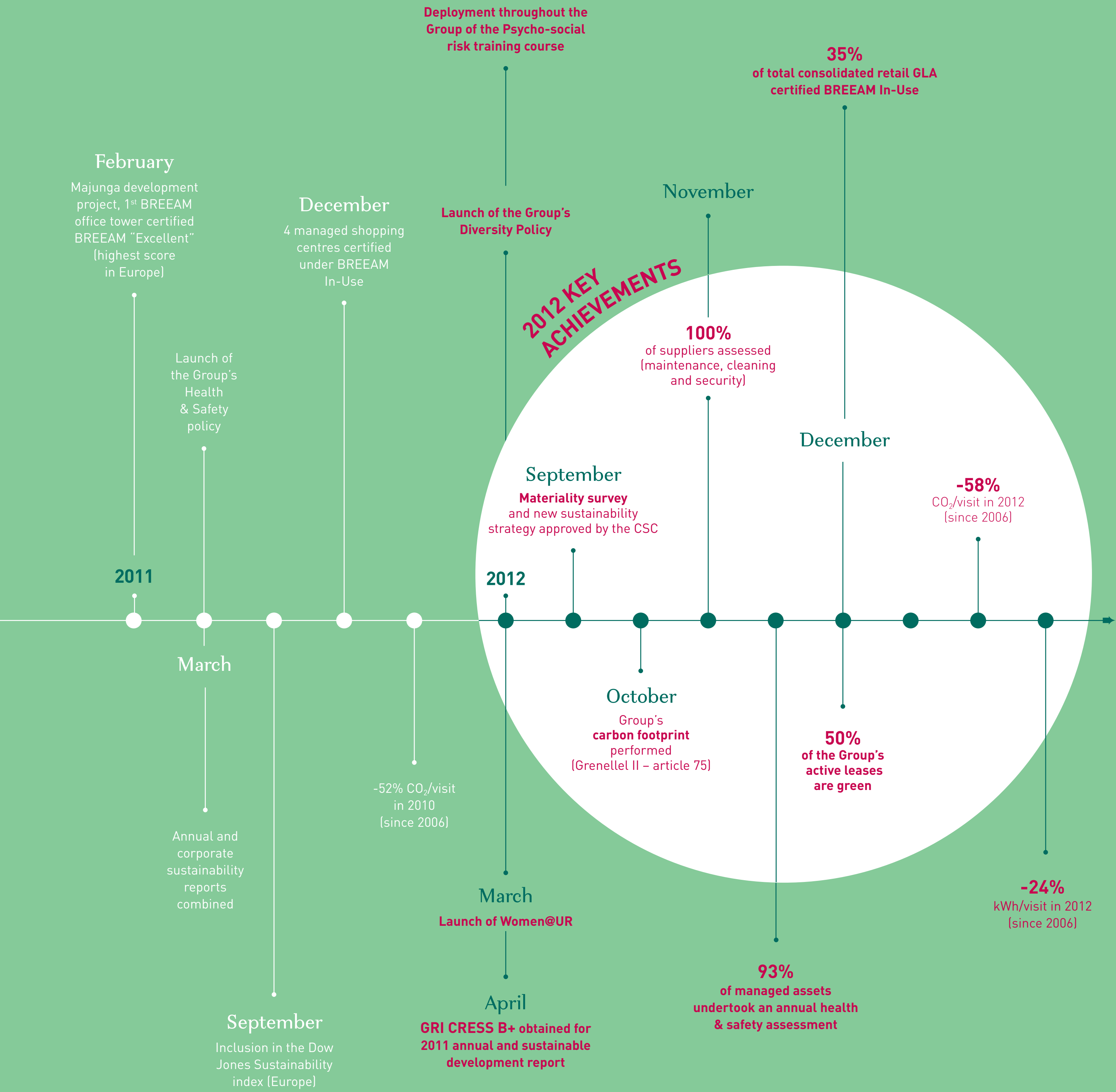
January
Implementation of on-site sustainability committees with tenants

March
1st external verification performed by Ernst &Young related to Group's CO_2/visit indicator for CSR 09

October
Confluence: 1st retail asset in France certified BREEAM Very Good

November
So Ouest: 1st retail asset in Europe certified BREEAM Excellent

-32% CO_2/visit in 2010 (since 2006)


2012 KEY ACHIEVEMENTS
2011
February
Majunga development project, 1st BREEAM office tower certified BREEAM "Excellent" (highest score in Europe)
March
Launch of the Group's Health & Safety policy
Annual and corporate sustainability reports combined
September
Inclusion in the Dow Jones Sustainability index (Europe)
December
4 managed shopping centres certified under BREEAM In-Use
-52% CO_2/visit in 2010 (since 2006)
2012
March
Launch of Women@UR
Launch of the Group's Diversity Policy
Deployment throughout the Group of the Psycho-social risk training course
April
GRI CRESS B+ obtained for 2011 annual and sustainable development report
September
Materiality survey and new sustainability strategy approved by the CSC
October
Group's carbon footprint performed (Grenellel II – article 75)
November
100% of suppliers assessed (maintenance, cleaning and security)
93% of managed assets undertook an annual health & safety assessment
December
35% of total consolidated retail GLA certified BREEAM In-Use
50% of the Group's active leases are green
-58% CO_2/visit in 2012 (since 2006)
-24% kWh/visit in 2012 (since 2006)

A transparent governance

The Corporate Sustainability Committee (CSC) develops the Group's sustainability strategy, sets ambitious social and environmental targets, and monitors results. The committee is chaired by Catherine Pourre, the member of the Management Board responsible for Unibail-Rodamco's environmental and social sustainability strategy and activities, all but one of the members of the CSC report directly to the CEO. The CSC approved the conclusions revealed by a materiality study, conducted in September and performed by a third party which allows the Group to reconsider its sustainability strategy by **2020**.

Corporate Sustainability Committee[1]

Chaired by
CATHERINE POURRE
Management Board member

Vision | Policy | Target

Environmental Performance Committee

managed by
FRANÇOIS CANTIN
Group Sustainability Director

Implement | Stimulate
Share | Report

who is in charge of sustainability ?

Supervisory Board

Regions

INVESTMENT DEVELOPMENT LEASING OPERATING MARKETING

Environmental Responsibility

Employment and diversity

Stakeholders and shareolders

(1) Christophe Cuvillier, member of the Management Board, Chief Operating Officer / Olivier Bossard, Group Director of Development / Simon Orchard, Managing Director of Spain / Pablo Nakhlé-Cerruti Group Director of Communications and Institutional Relations / François Cantin, Group Director of PMPS (Property Maintenance, Purchasing & Sustainability).

High environmental, social and governance achievements

ENVIRONMENTAL, SOCIAL AND GOVERNANCE RANKINGS AND INDEXES

Since 2008 (World)
Since 2011 (Europe)

Since 2005

ESG Leaders
Since 2011

Since 2011

Since 2010

"Green star"
Since 2011

COMPLIANCE WITH MAIN REPORTING FRAMEWORKS

GRI B+
Since the 2011
Annual Report

For the 2011
Annual Report

For the 2011
Annual Report

Material issues to create sustainable value

Since 2007, Unibail-Rodamco has developed a comprehensive and ambitious sustainability strategy, with tangible achievements that demonstrate its capacity to thrive in all sustainability fields. The Group has surpassed the initial long term targets set for the 2006 to 2016 period. In 2012, the Group decided that it was the right time to reconsider its sustainability vision and commissioned Jones Lang LaSalle to perform a materiality review of its sustainability strategy. The materiality study allowed the Group to:

- Understand and prioritise its sustainability impacts, risks and opportunities
- Develop a sustainability vision for 2020 (this timeframe is aligned with the European Union's new legislation)
- Create a hierarchy for material issues – defining long-term objectives and short-term targets
- Develop a sustainability strategy which focuses on the most important topics for the real estate sector and for Unibail-Rodamco's business model, activities and portfolio spread
- Enable Unibail-Rodamco staff to clearly articulate its sustainability vision and priorities to external stakeholders

The conclusion of this study led to a new prioritisation of the Group's issues detailed in the matrix to the right. The new targets announced in the 2012 Financial Report (page 96) reflect the results of the materiality analysis.

Top material issues to create sustainable value[1]

(1) The top 8 issues which, given the current business strategy and activities, represent the biggest opportunities for creating value.

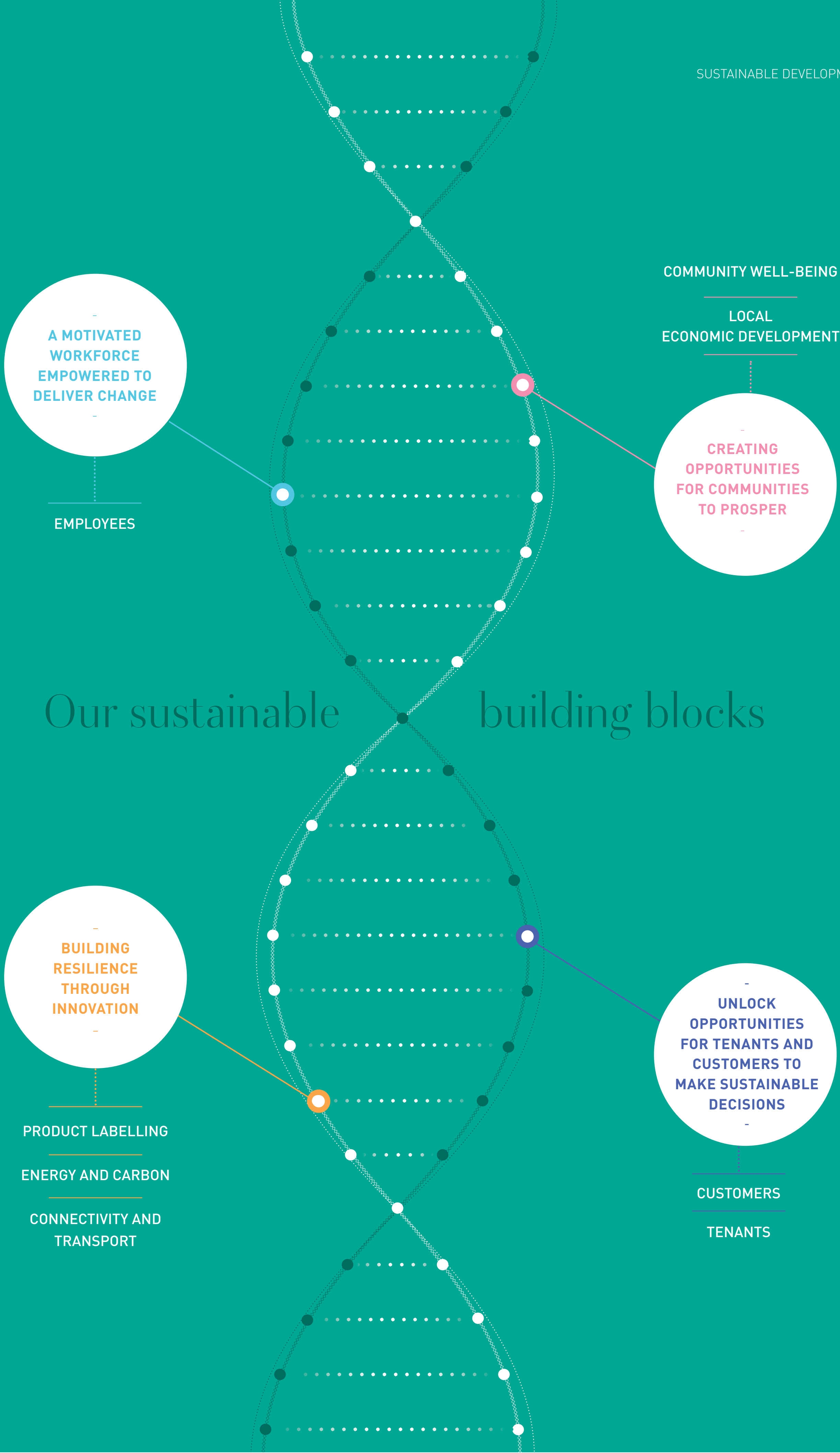
Re-align our sustainability vision and priorities with the Group's strategy

Unibail-Rodamco's new sustainability journey is structured around the conclusions of the materiality survey, revealing a number of business benefits and objectives in four strategic domains.

The Group's ambitions have been reviewed to redefine the relevant targets from 2012 (new baseline):

- **Energy and carbon**: Reduce carbon intensity (CO_2/visit) at managed shopping centres by 30% in 2020, relative to 2012
- **Product labelling**: Obtain a BREEAM In-Use certification for at least 80% of the retail portfolio's consolidated GLA with a minimum of 'Very Good' for 'building' and 'management' scores by 2016
- **Tenants**: Exceed 90% of green leases for the total retail and office portfolio by 2016
- **Community well-being**: Cooperate with local authorities to launch specific environmental or social initiatives in each managed shopping centre by 2016
- **Local economic development**: Develop a methodology to measure the economic and social impact of the Group's assets
- **Employees**: deploy new actions to develop women's leadership across the Group

Our sustainable building blocks



A motivated workforce empowered to deliver change

Our people are our main assets, they are key to our success.

SOME OF 2012'S ACHIEVEMENTS:

- UNIVERSUM
  For the second year in a row, Unibail-Rodamco was recognised as the n°1 company in France for "leadership opportunities" offered to recently-hired young graduates.

- **28 NEW TRAINING PROGRAMS** were introduced through the UR Academy in line with the Group's new strategies – such as the 4 Star Label, new leasing programs, Iconic Shopping and the Dining Experience.

- In 2012, the number of training hours per employee increased from **18/H TO 20+/H.**

- In 2012, a **Human Resources Database Project** was piloted in the Czech Republic and the Netherlands, an important first step in deploying the initiative across the whole Group.

- New performance goals were set out for every Shopping Centre Manager and in the area of digital marketing, both revealing outstanding results in 2012.

- A new scorecard was established for the Group's leasing teams, which identifies goals and achievements in concordance with pre-determined KPIs.

- Initiatives to further help the integration of young graduates in the European Graduate Program (EGP) have been implemented in 2012 – all graduates are now assigned a mentor and it is now the third year in a row that all EGPs go through an induction program, which includes team building activities such as a football tournament and numerous case studies.
- In 2012, **Women@UR** was launched – a woman's network which aims to empower women to take leadership positions, and where women in senior positions mentor women in junior roles. A dedicated leadership program was created and delivered in collaboration with Mckinsey.

women@UR

"Peer networking is an increasingly popular way to support the career advancement of female employees within companies",
states **Delphine Merle,** president of the network.

Creating opportunities for communities to prosper

Local economic development

CREATING VALUE FOR OUR ASSETS IS VALUE FOR OUR COMMUNITY

With €7 billion in the current pipeline and a managed portfolio valued at €29.3 billion, Unibail-Rodamco is a leader on the real estate market and acts as a key local actor. Every Unibail-Rodamco asset plays an important role for local economic and social development:

→ **Economic driver:** direct employment through construction and operations spending, indirect employment by tenant's sales and activities, supplier activity and local taxes.

→ **Urban planner:** high connectivity, iconic architecture and brownfield requalification,

→ **Social integrator:** services offered to visitors, philanthropy, partnerships with local communities and places that offer a unique experience (events, entertainment, shopping).


Relaxing at Täby Centrum.


Parquesur, Spain.

Carre Sénart, France.

OPENING DATE
August 28 2002

TOTAL INVESTMENT COST (€ million)
162

TOTAL GLA (m²)
118,600 m²

NUMBER OF SHOPS
137 + multiplex cinema

CATCHMENT AREA (million inhabitants 0-30 min)
2.1

NUMBER OF VISITS 2012 (million)
14.7

SUSTAINABILITY
1st shopping mall
BREEAM In-Use double Very Good certified in Europe

CARRE SÉNART: a 10-year contribution to the local economy

TOTAL CONSUMER SPENDING

€3.6 billion
Total of tenant's sales
(cumulated 2002 to 2012)

SPENDING WITH OUR SUPPLIERS

€42.5 million
Total of recurring service charges and capex plan for property maintenance
(cumulated from 2002 to 2012)

LOCAL TAX CONTRIBUTION

€11.6 million
Total of local property taxes paid
(cumulated 2002 to 2012)

DIRECT JOBS SUPPORTED

2,069*
*Through tenant's indirect employment (1,997), opex spending with suppliers (66)** and direct Unibail-Rodamco shopping centre employees (6)*** (2012)

Our occupiers*: tenants and suppliers through their business activities.
** Full Time Employees (FTE).

Community wellbeing

HEALTH & SAFETY MANAGEMENT: A STRONG FOCUS FOR EVERYBODY'S WELLBEING

Unibail-Rodamco takes the health and safety of its customers, tenants, suppliers, contractors and local communities very seriously.

The Group has drawn-up an extensive in-house risk management policy to ensure that risks are mitigated and managed. In 2012, an independent, third-party health and safety inspector was appointed in each country where the Group operates. Each asset undergoes an annual assessment of health and safety risk: a customised action plan is implemented to continuously improve the quality of risk management.

The annual risk assessment focuses on the following topics: air management, water management, legionella, technical facilities which are potentially hazardous and asbestos.

93%

OF MANAGED ASSETS EXTERNALLY AUDITED IN 2012

CRIME AND SAFETY: A DAILY VIGILANCE FOR WELCOMING PLACES

The high level of footfall across the Group's assets requires a dedicated commitment to ensure secure and welcoming places for the best customer experience. This is achieved by:

→ Specific training delivered to the staff
→ Use of the highest safety devices and technologies
→ Strong partnerships with local authorities

SO OUEST, active engagement with suppliers and local authorities

SECURITY STAFF

15 agents
Total of security agents
(Full Time Employees – 2012)

WELCOME TRAINING

931 hours
Total hours of training provided to our supplier's staff to welcome visitors (security, cleaning and maintance)

CCTV CAMERAS

127 units
Number of CCTV cameras installed in the common areas and connected to the security room

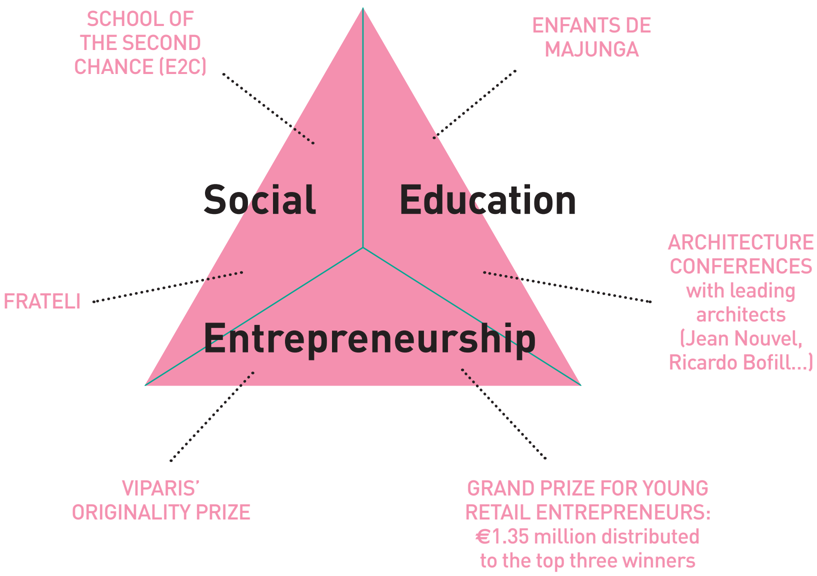
Philantropy

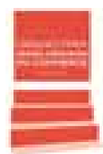

A partnership was signed with E2C and the shopping centre Carré Sénart to provide 18-25 year olds, with little or no qualifications, an internship with the mall's 136 different retailers.

4,183,285 €
donated in cash and in kind in 2012

+44%
donated in cash compared to 2011

397
local charity fundraising and awareness events





Réseau e2c France
Réseau des Écoles de la 2e Chance en France

SOME OF THE GROUP'S PARTNERS: unicef croix-rouge française LES RESTAURANTS DU COEUR

Building resilience through innovation

Product labelling

Transport connectivity

Smart parking

Iconic architecture

Material selection

Renewable energy

Building flexibility

Energy efficiency

Polysensoriality

Sound design

Comfort

The Group's development strategy is strongly focused on value creation and sustainability in the long term by delivering assets that are attractive, efficient and easy to access. As well as ensuring that each project provides the appropriate financial returns, Unibail-Rodamco integrates the highest environmental standards (recognised though obtained BREEAM certification scores). Comfort and design is becoming increasingly important to users. Unibail-Rodamco is responding by developing a new generation of shopping centres and office buildings that offer spectacular architecture and interior design, a wide range of services and a welcoming environnent.

Product labelling to demonstrate high performance

STANDING PORTFOLIO AND BREEAM IN-USE

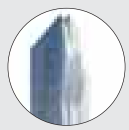
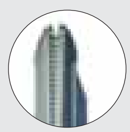
	Shopping centres						Offices
2012	Very Good	Galeria Mokotów Very Good	LA PART DIEU Very Good	Excellent	rivetoile Very Good	PARQUESUR Very Good	 **Adenauer UR headquarter** Excellent
	4 TEMPS Very Good	splau Very Good	La MAQUINISTA Very Good	Vélizy2 Very Good	cnit Very Good	DONAU Excellent	
2011	NACKA FORUM Good	La Vaguada Good	DOCKS 76 Very Good	carré senart Very Good			

Despite its diversified portfolio (format, size, age, and location), a clear sustainability policy and robust in-house Environmental Management System, has led Unibail-Rodamco to succeed in achieving a strong environmental performance for each managed asset. The quality of both the management and the building has been recognised through the high level of BREEAM in-Use certifications obtained since 2011.

35%

OF TOTAL GLA BREEAM IN-USE CERTIFIED (RETAIL)

DEVELOPMENT PROJECTS AND BREEAM

	Shopping centres			Offices	
2013 2014	CENTRUM ČERNÝ MOST Very Good **H1 2013[1]**	AÉROVILLE Excellent **H2 2013[1]**	TÄBY C Very Good **H2 2014[1]**	**Majunga** Excellent **H2 2014[1]**	
2012	Confluence Very Good	elfaro Very Good	SO OUEST Excellent	**Issy Guynemer** Excellent	
2009 2010	DOCKS 76 Good	DONAU Very Good		**Tour O2** Very Good	

1 Pipeline deliveries.

Carbon tracking to manage climate change mitigation

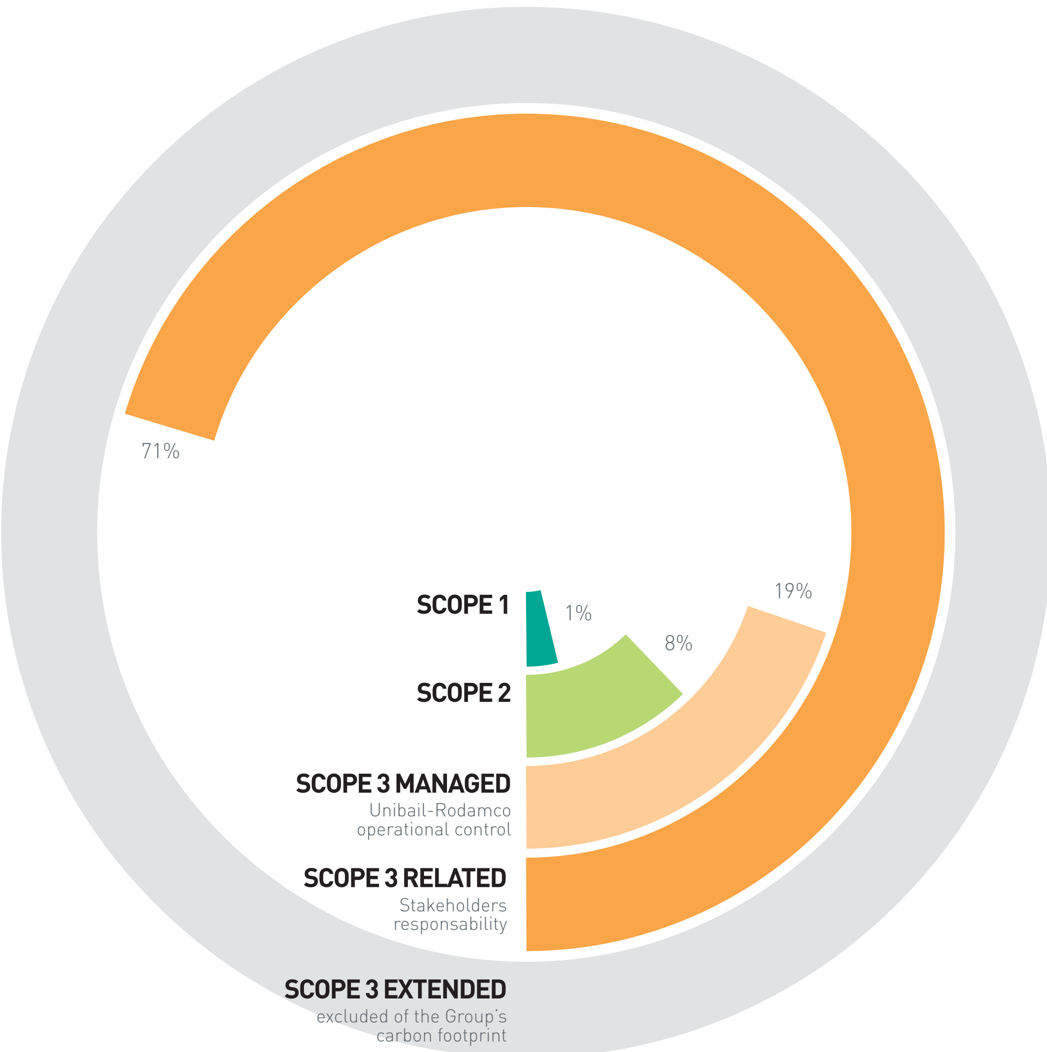
The Group achieved a 58% cut in CO_2 emissions, cumulated like-for-like since 2006 (scope of calculation restricted to emissions related to the energy consumptions of managed assets).

To enhance the Group's carbon strategy, carbon tracking offers a better mode of measurement for the entire scope of emissions and their associated responsibility. In 2012, the Group's full carbon footprint assessment was performed in order to establish the relevant perimeter and scope breakdown for the real estate sector. Unibail-Rodamco's full carbon footprint includes: • Portfolio of assets (100% of managed shopping centres and offices); • Group's headquarter activities and employees (100% of headquarter activities); • Development projects delivered during the year 2012.

To portray the Group's business activities in the most accurate manner, including the interactions between the company and its stakeholders, scope 3 has been defined with 3 subdivisions:

1. **Scope 3 managed,** Unibail-Rodamco's operational control.
2. **Scope 3 related,** Stakeholders' responsibility.
3. **Scope 3 extended,** excluded from the Group's carbon footprint perimeter.

GROUP'S CARBON FOOTPRINT BREAKDOWN



-58%

CO_2/VISIT SINCE 2006

SCOPE 1

direct emissions from on-site combustion (gas and fuel consumptions) and fugitive emissions (leaks of refrigerant gas)

SCOPE 2

indirect emissions from imported energy consumed (electricity consumption in common areas, common heating and cooling purchases through district networks)

SCOPE 3

other indirect emissions splited in 3 subdivisions:

SCOPE 3 MANAGED
part of the scope 3 related to Unibail-Rodamco's operationnal control

SCOPE 3 RELATED

part of the scope 3 related to Stakeholders responsibility

SCOPE 3 EXTENDED

part of the scope 3 excluded from the Group's carbon footprint perimeter

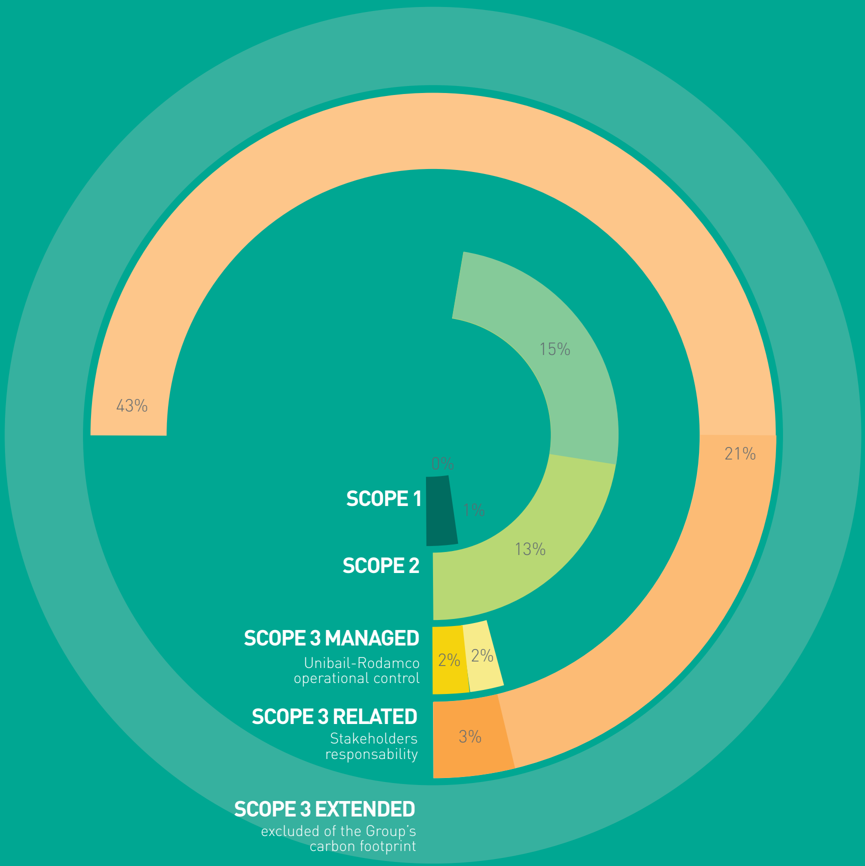
OPENING DATE
November 9, 2005

TOTAL GLA (m²)
58,500 m²

NUMBER OF SHOPS
213

NUMBER OF VISITS 2012 (million)
12.9

Carbon zoom at Centrum Chodov shopping centre



SCOPE 1

0%
Gas and fuel combustion on-site

1%
Refrigerant gas leakages

SCOPE 2

15%
Electricity consumption in common areas

13%
Common heating and cooling purchases imported through a district network

SCOPE 3 MANAGED

2%
Energy-related activities not included in scope 1&2 emissions (extraction, production and transport of fuels, electricity, steam, heating and cooling): Upstream transportation and distribution of energy consumed by common parts

2%
Waste management, treatment mode

SCOPE 3 RELATED

43%
Clients and visitor transportation

21%
Tenants' electricity consumption (production, transportation and distribution)

3%
Site's employees commuting (tenants' employees transportation)

SCOPE 3 EXTENDED

Production, distribution, use, and disposal of products and services sold in the Group's shopping centres

The results of Unibail-Rodamco's carbon footprint confirms the relevancy of the Group's strategy since 2007:

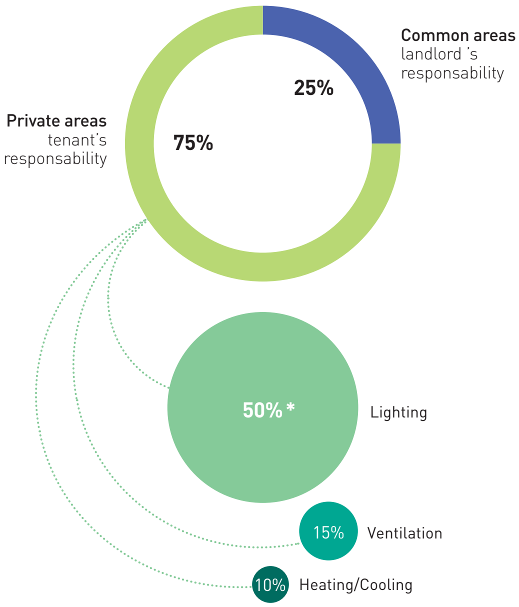
- assets located in major cities with high connectivity
- continuous optimisation of energy consumption
- enhancement of footfall and occupancy rate (the intensity of use of assets)
- switch to low carbon emissive energies
- green lease roll-out

Unlock opportunities for tenants and customers to make sustainable decisions

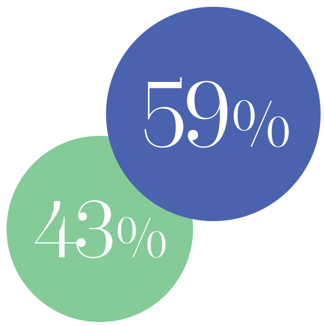
Tenants

ENGAGEMENT WITH TENANTS TO FACE ENVIRONMENTAL CHALLENGES

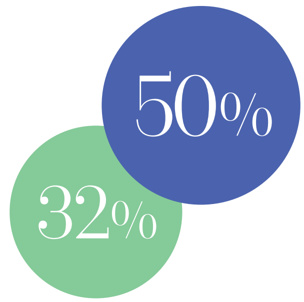
BREAKDOWN OF THE TOTAL ENERGY CONSUMPTION IN A SHOPPING CENTRE[1]



% OF SUSTAINABILITY COMITTEES HELD WITH TENANTS



% OF GREEN LEASE SIGNED WITH TENANTS VS. TOTAL ACTIVE LEASES



● 2011 ● 2012

Strong and mutually beneficial relationships with tenants are fundamental to the Group's long-term success and sustainability. Tenants are the Group's most important partner when it comes to reducing the global environmental footprint of its assets.

A proactive green lease policy, launched in late 2009 and founded on dialogue, information and the sharing of best practices, is encouraging tenants to play an active role in on-site environmental management.

Tenant-landlord sustainability committees have now been set up in 59% of managed shopping centres in 2012.

1 Source BET barbanel.
* Due to the important impact of lighting, the Group's green leases include a specific clause asking tenants to reduce their lighting power.

Customers

DIALOGUE FOR CUSTOMERS' SATISFACTION/TRANSPORT

The quality of the customer experience is central to the economic sustainability of Unibail-Rodamco's business as it attracts visitors and encourages loyalty. It is the result of intensive work in subjects as diverse as leasing, maintenance for comfort, health and safety, marketing and customer research. The Group continuously improves the 4 Star Welcome Attitude, its customer service strategy for retail assets. Facebook sites and websites for individual shopping centres contribute to the Group's ongoing dialogue and loyalty with its customers.

57%

OF VISITORS TRAVELLED BY SUSTAINABLE TRANSPORT MODES IN 2012

FOOTFALL EVOLUTION 2012/2011

1.3%

Tramway station at Lyon Confluence, France.

CUSTOMER SATISFACTION

Customer satisfaction surveys were conducted in 57 assets in 2012. 95% of customers surveyed were reported being very or rather satisfied. Unibail-Rodamco is committed to maintain the score above 8/10 for the managed retail portfolio. Internal quality audits were used to assess 301 services and comfort criteria. These audits help to ensure that the Group's assets maintain their prime position on the market.

TOP 5

DOMAINS OBTAINING THE BEST SATISFACTION SCORES:

- CLEANLINESS OF THE MALL AND PARKING
- SECURITY AND SAFETY
- MALL FACILITIES (SIGNAGE FOR BETTER NAVIGATION)
- INTERIOR DESIGN
- WELCOMING STAFF

27,068

CUSTOMERS INTERVIEWED IN THE CUSTOMER SATISFACTION SURVEY

7.6/10

2012 AVERAGE SCORE ACROSS THE GROUP

Credits

Design and production: Aristophane

Photo credits: Thomas Laisné; Yves Forestier; Vincent Baillais; Takuji Shimmura; In mfi's photobank; Sergio Flores; Armando Romero; Philipe Servant; Lars Clason; Miroslaw Pietruszynski; Laurent Juilland/ Contextes; Nicolas Gallon/ Contextes; Gregory Matter; JF Lange; Michel Claus; Mixmanstudio.net; L'autre image/ Saguez/ P. Chiambaretta; François CERIA (Agence FCERIA Architecte); L'autre image/ JP Viguier; Benoy/ L'autre image; Crochman & Brullman/ L'autre image; Bonjana Tatarska; Marthe Sobczak; Piotr Deszkiewicz; Nil Hoppenot; Yves Forestier; GOTAestudio; Angell Carbonell; Marco Soria; Jaroslaw Nogal; Susanne Hallmann; Nadine Bargad; Nils van Houts; Fabrice Rambert; AMC promotion; Marco Vellinga; Philipe Servant; Renaud Araud; images in Unibail-Rodamco's image bank.

Solid results

2012
FINANCIAL REPORT

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Portfolio

France: Shopping Centres Portfolio as at 31/12/2012	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation (m²)
Shopping centres in the Paris Region										
Les Quatre Temps (La Défense) Auchan, Castorama, C&A, 25 MSU, 205 shops and a cinema	139,400	6,500[1]	6.8	45.7	1992/95 1999/2011	1981 R 2006/08	134,700	53,3%	100%	134,700
Carré Sénart (Lieusaint) Carrefour, Apple, 1 shopping park, 15 MSU, 120 shops and a cinema	118,600	5,865	2.1	14.7	1994/99	2002 C 2006/07 C 2012	94,600	100%	100%	94,600
Rosny 2 (Rosny-sous-Bois) Carrefour, Galeries Lafayette, FNAC, C&A, 19 MSU, 155 shops and a cinema	111,600	5,950	8.4	14.6	1994 2001/2010	1973 R 1997 C 2011	32,200 23,000	26% 100%	26% 100%	8,400 23,000
Parly 2 (Le Chesnay) Printemps, BHV, Simply Market, Habitat, Fnac, Decathlon, C&A, Toys'R'Us, Monoprix, 11 MSU, 157 shops and a cinema	107,200	5,050	6.0	13.0	2004 2012	1969/87 R 2011	81,800	50%	50%	40,900
Vélizy 2 (Vélizy-Villacoublay) Auchan, C&A, FNAC, Le Printemps and 12 MSU, 158 shops and a cinema	104,000	6,915	6.1	15.3	1994 2007	R 2005/07	66,100	100%	100%	66,100
Bay 1 Bay 2 (Torcy) Carrefour, Leroy Merlin, Conforama, Toys R Us 6 MSU, 116 shops and a cinema	96,300	4,870	4.2	7.6	2010	2003/04	7,900 21,000	100% 100%	100% 100%	7,900 21,000
Le Forum des Halles (Paris 1er) FNAC, H&M, Go Sport, 13 MSU, 109 shops, 1 UGC Ciné Cité and 1 UGC Orient Express	64,000	951	6.7	39.2	1994 2010	1979/86 R[2] 1996	64,000	65%	100%	64,000
Ulis 2 (Les Ulis) Carrefour, 8 MSU, 92 shops and a cinema	51,100	3,200[1]	2.5	6.2	1994	1973 R 1998/99	22,400	100%	100%	22,400
So Ouest (Levallois-Perret) Leclerc, H&M, Marks & Spencer, 7 MSU, 86 shops	48,500	1,750[1]	8.5	2.2[3]	2006 2010	2012	48,500	100%	100%	48,500
Coté Seine (Argenteuil) Géant Casino, 7 MSU, 48 shops	28,900	1,350[1]	6.3	5.8	2003	2002	14,500	100%	100%	14,500
Bobigny 2 (Bobigny) Auchan, 53 shops o/w 6 MSU and a cinema	26,900	1,100	4.0	n.a.	2004	1974	7,900	100%	100%	7,900
CNIT (La Défense) FNAC, Decathlon, Monoprix, Habitat, 24 shops and a restaurant area	25,800	4,800[4]	6.8	17.8	1999	1989 R 2009	25,800	100%	100%	25,800
L'Usine Mode et Maison (Vélizy-Villacoublay) 1 MSU, 112 shops (Gerard Darel, Ventilo, Quicksilver...)	20,600	1,270	14.3	1.2	2005	1986 R 2011	20,600	100%	100%	20,600
Boutiques Palais des Congrès (Paris 17th) Galerie Gourmande, Les Editions du Palais, Palais Maillot, 4 MSU, 56 shops and a cinema	18,900	1,663[1]	6.7	8.7	2008		18,900	50%	100%	18,900
Galerie Gaîté (Paris 14th) Darty, 3 MSU, 14 shops	14,300	1,992[5]	6.6	3.3	1998	1976 R 2000/01	13,000	100%	100%	13,000
Carrousel du Louvre (Paris 1st) Apple, 1 MSU, 34 shops and a food court	11,500	700[1],[6]	6.7	16.7	1999	1993/ R 2009	11,500	100%	100%	11,500
Sub-total Shopping centres in the Paris Region										**643,700**

Catchment area : less than 30 minutes from the Shopping Centre (except for factory outlet with 90 minutes).
MSU : Medium Size Units.
[1] Car parks not owned by Unibail-Rodamco.
[2] Forum des Halles currently under renovation.
[3] Footfall since the opening (October 18).
[4] Car parks are owned by CNIT C&E and are shared between Cnit C&E, Cnit Offices and Cnit Retail.
[5] Gaîté Montparnasse car parks are shared between Pullman hotel, Gaîté shopping gallery and office.
[6] The Carrousel du Louvre car park is shared between the shopping centre and the exhibition spaces.

France: Shopping Centres

Portfolio as at 31/12/2012

	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation (m²)
Shopping centres in the French Provinces										
La Part-Dieu (Lyon) Carrefour, Galeries Lafayette, Décathlon, C&A, BHV, Fnac, Go Sport, Boulanger, Monoprix, 29 MSU, 205 shops and a cinema	127,300	4,756	1.4	33.9	2004	1975 R 2001/02 C 2009/10 R 2011	79,800	100%	100%	79,800
Calais Cité Europe – L'Usine Channel Outlet Store (Coquelles) Carrefour, C&A, Bowling, Toys R US 17 MSU, 108 shops and 49 factory outlets	86,200	5,100	0.4	7.0	1995	1995 2003 R 2008	49,700 13,700	50% 100%	50% 100%	24,800 13,700
Euralille (Lille) Carrefour, Go Sport, 14 MSU and 100 shops	66,700	2,900[1]	1.5	12.0	1994 2010	1994	42,900	76%	100%	42,900
La Toison d'Or (Dijon) Carrefour, Norauto, Cultura, Boulanger, 11 MSU and 105 shops	57,900	3,540	0.3	5.9	1994	1990	32,800	100%	100%	32,800
Villeneuve 2 (Villeneuve d'Ascq) Auchan, 7 MSU (Furet du Nord, H&M, C&A) and 128 shops	57,100	3,250	1.5	11.8		1977 R 2004/06	32,600	100%	100%	32,600
Confluence (Lyon) Carrefour, Joue Club, C&A, 16 MSU, 77 shops and a cinema	53,500	1,500	1.5	5.9[2]		2012	53,500	100%	100%	53,500
Docks Vauban (Le Havre) Leclerc, Boulanger, Baobab, Accrosport, 8 MSU, 33 shops, 1 cinema	53,500	2,171[1]	0.3	5.4		2009	53,500	100%	100%	53,500
Labège 2 (Toulouse) Carrefour 6 MSU (C&A, H&M...) and 100 shops	47,700	3,310	0.9	6.0	1994 2006	1983/92 C 2008	21,400	100%	100%	21,400
Saint Sever (Rouen) Leclerc, UGC 7 MSU (Go Sport, La Grande Récré...) and 83 shops	45,400	1,800	0.6	10.1		1978/02 R 2012	34,400	100%	100%	34,400
BAB 2 (Bayonne) Carrefour 3 MSU (H&M, C&A ...) and 80 shops	42,100	2,500	0,3	5.8	1994	1982 C 2009	14,100	100%	100%	14,100
Mériadeck – Passages Mériadeck (Bordeaux) Auchan, Darty 7 MSU (Zara, H&M...) and 74 shops	39,500	1,670[1]	0.8	12.8	1994	1980 R 2000/ C 2008	25,000 7,400	61% 100%	100% 100%	25,000 7,400
Docks 76 (Rouen) Toys R Us, 7 MSU (Hollister, H&M...), 67 shops and a cinema	37,600	1,000	0.6	4.1		2009	37,600	100%	100%	37,600
Rennes Alma (Rennes) Carrefour, Printemps, 1 MSU and 60 shops	36,000	2,600	0.6	6.0	2005 2007	1971 R 1990	23,000	100%	100%	23,000
La Valentine (Marseille) Printemps, Castorama, Darty, FNAC	30,000	1,500	1.4	n.a	2007	1982 R 1999	8,400	100%	100%	8,400
Rivétoile (Strasbourg) Leclerc, Darty, H&M, Hollister, Bershka, Zara, and 76 shops	28,400	1,800[1]	0.7	5.7	–	2008	28,400	100%	100%	28,400
Place d'Arc (Orléans) Carrefour 4 MSU (Darty, H&M, Zara, Quick), 55 shops and a cinema	27,200	750[1]	0.4	7.3	1988	1988	13,600	73%	100%	13,600
Nice Etoile (Nice) C&A, 3 MSU and 87 shops	21,800	1,200	0.7	11.8	2000	1982 R 2005	17,600	100%	100%	17,600
L'Usine Roubaix (Roubaix) 5 MSU and 83 shops	19,300	400	3.9	n.a.	2007	1984	19,300	100%	100%	19,300
Sub-total Shopping centres in the French Provinces										**583,800**

Catchment area : less than 30 minutes from the Shopping Centre (except for factory outlet with 90 minutes).
MSU : Medium Size Units.
[1] Car parks not owned by Unibail-Rodamco.
[2] Footfall since the opening (April 4).

France: Shopping Centres Portfolio as at 31/12/2012	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation (m²)
Other holdings										
Bel Est (Bagnolet) Auchan 61 shops	48,800	2,000	3.8	n.a.	2010	1992	5,500	35.2%	35.2%	2,300
Aquaboulevard (Paris) Decathlon, Water park, Fitness center, Gaumont Cinema Event areas, 1 «food court», 3 shops	38,400	1,000	n.a.	n.a.	2006 2008	1990	32,400	100%	100%	32,400
Maine Montparnasse (Paris) 1 shop Naf Naf	35,500	1,900[1]	n.a.	n.a.	2007		200	100%	100%	200
Villabé Carrefour 6 MSU, 56 shops	34,100	2,900	1.3	n.a.	2010	1992	5,600 2,300	15% 100%	15%	800 2,300
Boissy 2 (Boissy) Casino, 32 shops	23,000	900[1]	0.2	n.a.	2004	1976	700	100%	100%	700
23, boulevard de Courcelles (Paris 8th) Renault car dealer	12,900		n.a.	n.a.	1999	R 1989	12,900	100%	100%	12,900
40 *ter*, avenue de Suffren (Paris 15th) Volkswagen car dealer	11,200		n.a.	n.a.	1999	R 1982	11,200	100%	100%	11,200
Grigny 2 (Grigny) Casino, 1 MSU, 18 shops	10,700	1,200	n.a.	n.a.	2004	1973 R 2000	1,600	100%	100%	1,600
Go Sport (Marseille Grand Littoral, Evreux, Saintes, Valentine)	8,900		n.a.	n.a.	2007		8,900	100%	100%	8,900
Plaisir Boulanger	5,200	100	n.a.	n.a.	2001		5,200	100%	100%	5,200
Sub-total Other holdings										**78,500**
Total (according to the scope of consolidation)										**1,306,000**

Catchment area : less than 30 minutes from the Shopping Centre (except for factory outlet with 90 minutes).
MSU : Medium Size Units.
[1] Car parks not owned by Unibail-Rodamco.

France: Convention-Exhibition

Portfolio as at 31/12/2012

	Year of acquisition	Construction (C) Refurbishment (R) date	Car parks	Total floor space of the asset (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)	Description
PARIS AND REGION PARISIENNE								
Property and operation								
Paris Porte de Versailles (Paris 15th)	2000	Hall 5 in 2003	5,500	226,000	50%	100%	226,000	8 exhibition halls (from 5,000 to 70,000 m²), 32 conference rooms of which 3 auditoriums
Paris Nord Villepinte	2008	Hall 7 in 2010	13,000	245,000	50%	100%	245,000	9 exhibitions halls, 45 conference rooms of which 3 auditoriums
Cnit (La Défense)	1999	R 2007	4,800[1]	24,000	100%	100%	24,000	Exhibition and convention space
Espace Grande Arche (La Défense)	2001	R 2003		5,000	50%	100%	5,000	Flexible space covering 5,000 m²
Espace Champerret (Paris 17th)	1989/1995	R 2008	1,100[2]	9,100	50%	100%	9,100	Exhibition space (Trade shows)
Le Palais des Congrès de Paris	2008	1993	1,500[2]	32,000	50%	100%	32,000	92 conferences rooms of which 4 auditoriums
Carrousel du Louvre – Expos (Paris 1st)	1999	1993	4,300[2]	7,100	100%	100%	7,100	Exhibition space (Trade and fashion shows, corporate events)
Palais des Sports – (Paris 15th)	2002	1960		n.a.	50%	50%	n.a.	Flexible entertainment or convention room from 2,000 to 4,200 seats
Hilton Cnit (La Défense)	1999	R 2008		10,700	100%	100%	10,700	Hotel
Pullman Paris-Montparnasse Hotel (Paris 14th)	1998	1974	1,992[3]	57,400	100%	100%	57,400	Hotel, conference centre and private parking lot[2]
Operation								
Paris Le Bourget	2008	1952/2005	12,000[2]	80,000	50%	100%	0	5 exhibitions halls, 7 conferences rooms of which 1 auditorium
Palais des Congrès de Versailles	2008	1964	4,300[2]	3,200	45%	100%	0	11 conferences rooms of which 1 auditorium
Palais des Congrès d'Issy-les-Moulineaux	2009	R 2007		3,000	48%	100%	0	14 conferences rooms of which 1 auditorium
Total (according to the scope of consolidation)							**616,300**	

[1] Car parks are owned by CNIT C&E and shared between CNIT C&E, CNIT Offices and CNIT retail.
[2] This parking lot does not belong to the Group.
[3] Car parks not owned by the Group.

France: Offices* Portfolio as at 31/12/2012	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space (m²)	Car parks	% ownership and % consolidation	Total floor space according to consolidation (m²)	Main tenants (in terms of rental income)
Paris CBD, Paris and western Paris outskirts							
Paris 1st							
34-36, rue du Louvre	1976	R 2012	4,019	–	100%	4,019	Caisse d'Épargne, Louis Vuitton Malettier
Paris 8th							
Capital 8 (Monceau/Murat)	2001	R 2006	45,280	373	100%	45,280	Gaz de France, Eurazeo, Dechert, SAP, Marionnaud, Arsene, Nixon
Paris 15th							
Le Sextant, 2 *bis*-2 *ter*, rue Louis-Armand	2009	1998	13,404	147	100%	13,404	Securitas, Direct Énergie, La Poste
Paris 16th							
7, place du Chancelier Adenauer	1999	R 2008	12,066	150	100%	12,066	Unibail-Rodamco's headquarters
Sub-total "Paris CBD"			**74,769**			**74,769**	
92 Paris-La Défense							
Espace 21 (Les Villages)	1999	R 2006	42,092	1,541	100%	42,092	Genegis, Concorde Management Company, Louvre Hôtels
Tour Ariane	1999	R 2008[1]	63,489	212	100%	63,489	Marsh, British Telecom France, Société Générale, Completel, Ciments Français, Arkea, Mercer, Network Appliance, Regus, Vanco, Air Liquide, IMS Health
Cnit (Offices)	1999	R 2008	37,089	4,800[2]	100%	37,089	Sncf, Essec, Apec, Select TT
Michelet-Galilée	1999	R 2010	32,662	127	100%	32,662	Alstom
70-80, avenue Wilson	1999	R 2012	23,069	543	100%	23,069	Comexposium, Bouchara Recordati, Gefco, Cofely
Sub-total "Paris-La Défense"			**198,401**			**198,401**	
92 Neuilly-sur-Seine							
2, rue Ancelle	1996	R 2000-R2013[3]	16,041	173	100%	16,041	
92 Issy-les-Moulineaux							
34-38, rue Guynemer "Nouvel Air"	1999	R 2012	47,048	861	100%	47,048	Carlson, Aldata, Accor
Sub-total "Neuilly-Levallois-Issy"			**63,089**			**63,089**	
Other office buildings in Paris (Paris 14th)							
Gaîté-Montparnasse (Offices)	1998	C 1974	9,865	1,992[4]	100%	9,865	Le Point, CRAF
Other office buildings in Western Paris region (Nanterre)							
29, rue du Port	2010	C 1989	10,342	94	100%	10,342	Xylem France
Sub-total of other office assets in Paris			**20,207**			**20,207**	
Sub-total Paris CBD, Paris and Western Paris outskirts			**356,466**			**356,466**	
Outside Paris							
Lyon							
Tour Crédit Lyonnais	1996/2007	C 1977	12,948	60	100%	12,948	France Telecom, DHL, CAF de Lyon
Sub-total Outside Paris			**12,948**			**12,948**	
Total (according to the scope of consolidation)			**369,414**			**369,414**	

(*) And related : shops in office buildings, light-industrial space, appartments.
(1) Refurbishment from 2004 to 2008.
(2) Car parks are owned by CNIT C&E and shared between CNIT C&E, CNIT Offices and CNIT retail.
(3) Currently under refurbishment.
(4) Car parks are shared between Meridien hotel, Gaîté shopping gallery and office.

Spain: Shopping Centres

Portfolio as at 31/12/2012

	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)
Shopping Centres										
Parquesur (Madrid) 216 units	151,200	5,800	5.7	18.4	1994	C 1989/ C 2005	94,700	100%	100%	94,700
Bonaire (Valencia) 163 units Retail Park	135,000	5,700	1.8	9.8	2001	C 2001/ R 2003/ R 2012	48,200	100%	100%	48,200
La Maquinista (Barcelona) 216 units and a hypermarket	94,500	5,000	4.0	14.8	2008	C 2000/ C 2010/ R 2012	79,100	51.1%	100%	79,100
La Vaguada "Madrid 2" (Madrid) 241 units	85,500	3,600	5.9	23.5	1995	C 1983/ R 2003	21,400	100%	100%	21,400
El Faro (Badajoz) 98 units	66,300	2,602	0.6	2.0[1]	2012	C 2012	43,300	100%	100%	43,300
Bahía Sur (Cádiz) 96 units	59,000	2,737	0.7	7.4	1994	C 1992/ R 2005	24,400	100%	100%	24,400
Las Glorias (Barcelona) 170 units	56,300	2,804[2]	4.5	11.2	1998	C 1995/ R 2001	30,300	100%	100%	30,300
Splau (Barcelona) Supermarket, cinema complex and 147 stores	55,100	2,800	3.4	9.3	2011	C 2010	55,000	100%	100%	55,000
Barnasud (Barcelona) 79 units Retail Park	43,700	2,450	3.5	4.1	2001	C 1995/ R 2002/ R 2006	33,400	100%	100%	33,400
Los Arcos (Seville) 108 units	43,400	1,800	1.5	5.9	1995	C 1992/ R 2002	17,000	100%	100%	17,000
Equinoccio (Madrid) 52 units Retail Park	36,800	1,408	5.3	3.3	1998	C 1998/ R 2000/ R 2008/ C 2012	35,400	100%	100%	35,400
Garbera (San Sebastian) 83 units	36,000	2,784	0.6	4.8	2002	C 1997/ R 2002	25,600	100%	100%	25,600
Vallsur (Valladolid) 95 units	35,000	2,250	0.4	6.1	2002	C 1998/ R 2004/ C 2011	34,500	100%	100%	34,500
Albacenter (Albecete) 61 units	28,000	1,223	0.2	4.0	2002	C 1996/ R 2002/ R 2005/ R 2008/ R 2009	15,200	100%	100%	15,200
Habaneras (Torrevieja) 67 units	24,100	850	0.4	4.5	2008	C 2005	24,100	52.8%	100%	24,100
Dos Hermanas FOC (Seville) 61 units	16,000	1,200	1.2	1.9	2002	C 1999/ R 2000	16,000	100%	100%	16,000
Sub-total Shopping centres in Spain										**597,600**
Other holdings										
Sant Cugat (Barcelona) One hypermarket	42,500	2,700	3.8	15.0	2012	C 1996/ R 2002	22,400	100%	100%	22,400
Sub-total Other holdings										**22,400**
Total (according to the scope of consolidation)										**620,000**

Catchment area: less than 30 minutes from the Shopping Centre.
[1] Footfall since the opening (September 13).
[2] Car parks partly owned by Unibail-Rodamco.

Central Europe: Shopping Centres

Portfolio as at 31/12/2012

	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation (m²)
Czech Republic										
Centrum Chodov (Prague) 207 units	58,500	2,400[1]	1.4	12.9	2005	2005	58,500	100%	100%	58,500
Centrum Cerny Most (Prague) 77 units and a cinema complex	51,800	1,988	1.6	7.8	2000	1997	51,800	100%	100%	51,800
Centrum Pankrac (Prague) 120 units	40,300	1,100	1.2	11.3	2005	2008	40,300	75%	75%	30,300
Sub-total Shopping centres in Czech Republic										**140,600**
Poland										
Arkadia (Warsaw) 236 units and a cinema complex	111,900	4,300	1.7	21.2	2010	2004	73,700	100%	100%	73,700
Zlote Tarasy (Warsaw)[2] 207 units and a cinema complex	66,200	1,600	1.9	20.6	2007/ 2012	2007	66,200	76,9%	E.M.[2]	n.a.
Galeria Mokotow (Warsaw) 242 units and a cinema complex	59,500	2,600	1.6	12.8	2003/ 2011	C 2000/ C 2002/ C 2006/ C 2012/	59,500	100%	100%	59,500
Wilenska (Warsaw) 98 units	40,000	1,253	1.8	16.4	2010	2002	18,300	100%	100%	18,300
Sub-total Shopping centres in Poland										**151,500**
Hungary										
Europark (Budapest) 71 units	25,100	950	0.8	7.0	1999	1997	25,100	100%	100%	25,100
Sub-total Shopping centres in Hungary										**25,100**
Germany										
Ring-Center 1 (Berlin) 62 retail units and a cinema complex	20,600	1,000[3]	1.3	5.3	1996	1997	20,600	66.7%	66.7%	13,700
Ruhr-Park (Bochum)[2] 108 retail units	110,200	4,750	3.5	n.a.	2012	C 1964/ R 2012	101,500	50.0%	E.M.[2]	n.a.
Paunsdorf Center (Leipzig)[2] 180 retail units, offices	109,500	7,300	0.7	n. a.	2012	C 1994/ R 2012	109,500	23.3%	E.M.[2]	n.a.
Gropius Passagen (Berlin)[2] 180 retail units, offices, cinema	93,900	2,100	2.7	13.5	2012	C 1969/ 2002	93,900	9.3%	E.M.[2]	n.a.
Hofe am Brühl (Leipzig)[2] 143 retail units	55,700	820	0.7	4.1[*]	2012	C 2012	55,700	46.5%	E.M.[2]	n.a.
Gera Arcaden (Gera)[2] 85 retail units, offices	38,900	1,309	0.2	6.1[**]	2012	C 1998/ R 2009	38,900	46.5%	E.M.[2]	n.a.
Pasing Arcaden (Munich)[2] 94 retail units, offices, appartment, leisure	32,200	653	1.8	6.5	2012	C 2011	32,200	46.5%	E.M.[2]	n.a.
Sub-total Shopping centres in Germany										**13,700**
Total (according to the scope of consolidation)										**330,900**

[*] Since opening in September 2012.
[**] Since February 2012.
Catchment area: less than 30 minutes from the Shopping Centre.
[1] Car parks partly owned by Unibail-Rodamco.
[2] Consolidated under Equity Method.
[3] Car parks not owned by Unibail-Rodamco.

Total shopping centres space including GLA of assets currently under equity method at UR's shares is 525,700 m².

Central Europe: Offices Portfolio as at 31/12/2012	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation (m²)
Zlote Tarasy Lumen (Warsaw)[1]	23,800	–	n.a.	n.a.	2007/2012	2007	23,800	76.9%	E.M.[1]	n.a.
Zlote Tarasy Skylight (Warsaw)[1]	21,700	–	n.a.	n.a.	2012	2007	21,700	76.9%	E.M.[1]	n.a.
Wilenska Offices (Warsaw)	13,400	–	n.a.	n.a.	2010	2002	4,800	100%	100%	4,800
Total (according to the scope of consolidation)										**4,800**

[1] Consolidated under Equity Method.

Total Office space including GLA of assets currently under equity method at UR's shares is 39 800 m².

Nordics: Shopping Centres
Portfolio as at 31/12/2012

Nordics: Shopping Centres	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction / Extension date	GLA of the property owning companies (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)
Sweden										
Täby Centrum (Greater Stockholm 170 units and a cinema complex)	60,800	2,400	1.3	10.2	1997	1968/1969 1975/1992	60,800	100%	100%	60,800
Forum Nacka (Greater Stockholm) 150 units	54,200	1,900	1.6	6.4	1996	1990/1997/ 2008	54,200	100%	100%	54,200
Solna Centrum (Greater Stockholm) 124 units	48,500	1,265	1.8	6.7	1985	1962/1965/ 1992	48,500	100%	100%	48,500
Eurostop Arlandastad (Greater Stockholm) 30 units	30,300	1,600	1.1	1.7	1996	1992	30,300	100%	100%	30,300
Nova Lund (1, 2 & 3) (Lund) 73 units	26,000	1,483	0.6	2.6	2002/ 2005	2002/2006	26,000	100%	100%	26,000
Arninge Centrum (Greater Stockholm) 25 units	20,200	500	1.3	3.1	2001	1983/1990	20,200	100%	100%	20,200
Eurostop Örebro (Örebro) 7 units	15,500	900	0.2	3.3	1996	1991/1996/ 2007	15,500	100%	100%	15,500
Sub-total Shopping centre in Sweden										**255,500**
Denmark										
Fisketorvet (Copenhagen) 122 shops, a cinema complex and a gym	59,900	1,600	1.6	6.8	2000	2000	59,900	100%	100%	59,900
Sub-total Shopping centre in Denmark										**59,900**
Finland										
Jumbo (Helsinki) 122 units	85,100	4,600	1.2	10.8	2005	1999/2005	85,100	35%	35%	29,800
Sub-total Shopping centre in Finland										**29,800**
Total (according to the scope of consolidation)										**345,200**

Catchment area: less than 30 minutes from the Shopping Centre.

Nordics: Offices
Portfolio as at 31/12/2012

Nordics: Offices	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction/Extension date	GLA of the property owning companies (m²)	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation (m²)
Sweden										
Solna Centrum (Greater Stockholm) 75 office units, 108 apartments	29,200	n.a.	n.a.	n.a.	1985	1962/1965/ 1992	29,200	100%	100%	29,200
Täby Centrum (Greater Stockholm) 49 office units	18,000	n.a.	n.a.	n.a.	1997	1968/1969 1975/1992	18,000	100%	100%	18,000
Forum Nacka (Greater Stockholm) 80 office units	13,800	n.a.	n.a.	n.a.	1996	1990/1997/ 2008	13,800	100%	100%	13,800
Eurostop Arlandastad (Greater Stockholm) 1 Hotel, 222 rooms	10,100	n.a.	n.a.	n.a.	1996	1992	10,100	100%	100%	10,100
Eurostop Örebro (Örebro) 1 hotel, 111 rooms	4,700	n.a.	n.a.	n.a.	1996	1991/1996/ 2007	4,700	100%	100%	4,700
Total (according to the scope of consolidation)										**75,800**

Austria: Shopping Centres

Portfolio as at 31/12/2012

	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)
Austria										
Shopping City Süd (SCS) (Vienna) 309 units	190,300	10,000	2.7	23.2	2008	C 1976/2002/2012/ R 2013 [1]	129,500	100%	100%	129,500
Donauzentrum (Vienna) 257 units, cinema complex and a hotel	122,800	3,000	1.9	18.1	2003	C 1975/ 2000/ 2006/2008/2010/ R 2012	122,800	100%	100%	122,800
Sub-total Shopping centres in Austria										**252,300**
Slovak Republic										
Aupark (Bratislava) 251 units and a cinema complex	57,500	1,657	0.8	12.5	2006/2011	C 2001/R 2013	52,700	100%	100%	52,700
Sub-total Shopping centres in Slovak Republic										**52,700**
Total (according to the scope of consolidation)										**305,000**

[1] Currently under refurbishment.
Catchment area: less than 30 minutes from the Shopping Centre (except for SCS 60 min).

Austria: Offices

Portfolio as at 31/12/2012

	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)
Donauzentrum (Vienna) 2 buildings	10,900	n.a	n.a.	n.a.	2003	1975/1985	10,900	100%	100%	10,900
Shopping City Süd (SCS) (Vienna)	9,400	n.a	n.a.	n.a.	2008	1989	9,400	100%	100%	9,400
Total (according to the scope of consolidation)										**20,300**

Netherlands: Shopping Centres
Portfolio as at 31/12/2012

	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)
Shopping Centres										
Stadshart Almere (Almere) Media Markt, Albert Heijn XL, Hema, V&D, H&M, Zara, C&A, Cinema Utopolis with 8 screens, 104 shops, 19 MSU	89,500	1,807[1]	0.6	10.3	2002	C 2002/ R 2008	85,100	100%	100%	85,100
Stadshart Amstelveen (Amstelveen) De Bijenkorf, H&M, Albert Heijn, Zara 120 shops, 17 MSU	81,300	2,775	1.7	9.6	2005	C 1960/ R 1998	51,900	100%	100%	51,900
Stadshart Zoetermeer (Zoetermeer) Albert Heijn XL, H&M, C&A, Hema, Media Markt 81 shops, 16 MSU	75,500	3,340[2]	1.9	8.9	1983	C 1983/ R 2005	50,700	100%	100%	50,700
Leidsenhage (Leidschendam) Albert Heijn, H&M, Jumbo, Kruidvat 74 shops, 6 MSU	74,600	3,000[2]	2.1	n.a.	1990	C 1971/ R 2000	28,000	100%	100%	28,000
Vier Meren/Dik Tromplein (Hoofddorp) Albert Heijn XL, Saturn, C&A, V&D 40 shops, 10 MSU	74,000	1,900[2]	1.6	6.1	2004	C 2004	31,600	100%	100%	31,600
Kerkstraat (Hilversum) 1 unit: V&D	12,200	72	n.a.	n.a.	1993	n.a.	11,500	100%	100%	11,500
In den Vijfhoek (Oldenzaal) 32 shops and 3 MSU (Albert Heijn)	8,100	340[1]	n.a.	n.a.	1980	C 1980	7,700	100%	100%	7,700
Zoetelaarpassage (Almere) 17 shops and 3 MSU (Lidl)	4,900	–	n.a.	n.a.	1983	C 1983	4,900	100%	100%	4,900
Rotterdam Plaza (Rotterdam) 18 units and 2 MSU	3,800	487	n.a.	n.a.	1992	R 2012	3,800	100%	100%	3,800
K.Doormanstraat/J. Banckertsplaats (Rotterdam) 3 shops	2,700	n.a.	n.a.	n.a.	1996	C 1957	900	100%	100%	900
Carleijspassage 10 (Venlo) 1 shop and 2 MSU	1,900	n.a.	n.a.	n.a.	1993	C 1951	1,900	100%	100%	1,900
Coolsingel (Rotterdam) 7 shops and 1 MSU	1,600	n.a.	n.a.	n.a.	1961	C 1957	1,600	100%	100%	1,600
De Els (Waalwijk) 11 shops	14,500	500[1]	n.a.	n.a.	1990	C 1975/ R 1990	1,200	100%	100%	1,200
Oosterdijk (Sneek) 1 shop and 1 MSU	1,500	n.a.	n.a.	n.a.	1988	n.a.	900	100%	100%	900
Pieter Lastmanweg 2-6 (Amstelveen) 3 shops	78,200	n.a.	n.a.	n.a.	n.a.	n.a.	200	100%	100%	200
Total (according to the scope of consolidation)										**281,900**

Catchment area: less than 30 minutes from the Shopping Centre.
[1] Car parks not owned by Unibail-Rodamco.
[2] Car parks partly owned by Unibail-Rodamco.

Netherlands: Offices

Portfolio as at 31/12/2012

	GLA of the whole complex (m²)	Car parks	Catchment area (millions of people)	Number of visits (millions)	Year of acquisition	Construction (C) Refurbishment (R) date	GLA of the property owning companies (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)
Offices										
Rotterdam Plaza (Rotterdam)	29,700	487	n.a.	n.a.	1989	R 2012	29,700	100%	100%	29,700
Leidsenhage (Leidschendam)	25,300	3,000	n.a.	n.a.	2007	C 1971/R 2000	25,300	100%	100%	25,300
Stadshart Zoetermeer (Zoetermeer)	16,900	3,340	n.a.	n.a.	1983/2005	C 1983/R 2005	16,900	100%	100%	16,900
Zoetelaarpassage (Almere)	9,200	–	n.a.	n.a.	1983	n.a.	9,200	100%	100%	9,200
Coolsingel (Rotterdam)	9,200	28	n.a.	n.a.	n.a.	C 1961	9,200	100%	100%	9,200
Oude Boteringestraat (Groningen)	7,300	–	n.a.	n.a.	1992	C 1992	7,300	100%	100%	7,300
De Polderlanden (Hoofddorp)	3,700	1,037	n.a.	n.a.	1996	R 2008	3,700	100%	100%	3,700
Kalfjeslaan 2 (Delft)	4,200	71	n.a.	n.a.	1999	n.a.	4,200	100%	100%	4,200
Hofplein 33 (Rotterdam)	3,500	–	n.a.	n.a.	1984	R 1987	3,500	100%	100%	3,500
Stadshart Amstelveen (Amstelveen)	2,500	2,775	n.a.	n.a.	2005	C 1960/R 1998	2,200	100%	100%	2,200
Dik Tromplein (Hoofddorp)	2,100	–	n.a.	n.a.	1999	C 1999	2,100	100%	100%	2,100
Stadshart Almere (Almere)	2,100	1,807	n.a.	n.a.	2002	n.a.	2,100	100%	100%	2,100
Total (according to the scope of consolidation)										**115,400**

Business Review and 2012 Results

Business Review

1. ACCOUNTING PRINCIPLES AND SCOPE OF CONSOLIDATION

1.1. Accounting principles

Unibail-Rodamco's consolidated financial statements as at December 31, 2012 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as applicable in the European Union as at December 31, 2012.

Unibail-Rodamco has adopted IAS 19, revised 2011, "Employee benefits" in its financial statements as at December 31, 2012. The financial statements as at December 31, 2011 have been restated accordingly, with an impact of -€3.2 million on the "Net result-owners of the parent".

No other changes were made to the accounting principles with those applied for the year ended December 31, 2011.

The financial statements are compliant with the best practice recommendations published by the European Public Real estate Association (EPRA)[1]. Key EPRA performance indicators are reported in a separate chapter at the end of this Appendix.

1.2. Scope of consolidation

The principal changes in the scope of consolidation since December 31, 2011 were:

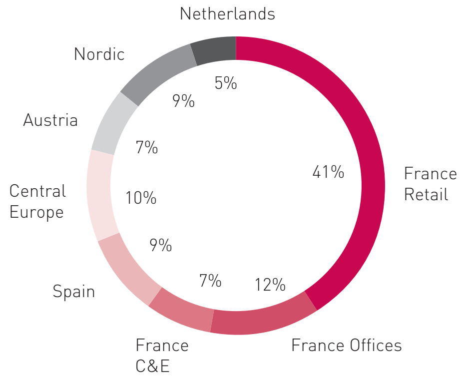
- the acquisition, in August 2012, of a 51% stake in a holding company which now owns 91.15% of mfi AG (Germany's second largest shopping centre operator, investor and developer), consolidated under the equity method[2];
- the acquisition, in August 2012, of a 50% stake in the company which owns the Ruhr-Park shopping centre, consolidated under the equity method[2];
- the indirect investment, in March 2012, in the Zlote Tarasy complex, comprising a shopping centre, a parking and two offices in Warsaw, consolidated under the equity method[3];
- following the creation of a 50-50 joint venture combining Unibail-Rodamco's and Abu Dhabi Investment Authority ("ADIA")'s interests in Parly 2 shopping centre (Paris region), the combined entity is now consolidated under the proportional method since July 2012 (instead of full consolidation method of Unibail-Rodamco's part as at June 30, 2012);
- the acquisition of a part in Sant Cugat shopping centre in Barcelona, in January 2012, fully consolidated.

As at December 31, 2012, 260 companies have been fully consolidated, 32 companies have been consolidated proportionally and 12 companies have been accounted for under the equity method[4].

1.3. Operational reporting

The Unibail-Rodamco Group is operationally organised in six geographical regions: France, Spain, Central Europe, Austria, the Nordics and The Netherlands. As France has substantial representation of all 3 business-lines of the Group, this region is itself divided in three segments: Shopping Centres, Offices and Convention & Exhibition. The other regions operate mainly in the shopping centre segment.

The table below shows the split of asset value (Gross Market Value) per region as at December 31, 2012.



[1] EPRA Best Practices Recommendations are available on EPRA website: www.epra.com.
[2] Based on the analysis of the governance.
[3] Refer to paragraph 1.5.
[4] Mainly the Comexposium subsidiaries (trade show organisation business), the Zlote Tarasy complex in Poland, mfi AG and the Ruhr-Park shopping centre in Germany.

2. BUSINESS REVIEW BY SEGMENT

2.1. Shopping centres

2.1.1. Shopping centre market in 2012

The economic environment remained uncertain in 2012, with further weakening in the second half of the year. New austerity measures in the European Union and the continued increase in unemployment figures weighed on market conditions and households' purchasing power.

The environment was particularly difficult in Spain and in the Czech Republic with negative GDP[5] growth estimated at -1.4% and -1.3%, respectively, while in France and in The Netherlands the GDP growth for 2012 is expected to have been broadly flat. Poland, Slovakia and Sweden, on the other hand, are expected to show GDP growth of +2.4%, +2.6% and +1.1%, respectively.

Despite this challenging macro-economic backdrop, Unibail-Rodamco demonstrated the strength of its business model: large shopping centres located in wealthy and densely populated catchment areas in large European metropolitan areas, offering visitors a unique experience thanks to a critical mass of premium[6] international retailers, frequent introduction of new and differentiating tenants, impressive design, high quality services and marketing.

Footfall in the Group's shopping centres increased by +1.3% in 2012 and tenant sales[7] by +2.0%, despite a slightly negative performance in December 2012 *vs.* December 2011. Through November 2012, tenant sales[7] were up by +2.5%, outperforming national sales indices by +350 bps[8]. This outperformance was evident across the regions and was primarily driven by large shopping centres[9]. Through this period, tenant sales grew by +4.1% in France (*e.g.*, +8.1% and +14.0% in Les Quatre Temps and Carré Sénart, Paris region), outperforming the national sales index by +440 bps. In Austria[10], tenant sales grew by +7.8% (*e.g.*, +10.2% in Donau Zentrum, Vienna), outperforming the national sales indices by +590 bps. In Central Europe, tenant sales grew by +2.0% (*e.g.*, +3.3% in Arkadia, Warsaw), outperforming the national sales indices by +230 bps. In Spain, despite a -1.6% decline in sales, tenants in the Group's shopping centres outperformed the national sales index by +530 bps. This performance was driven primarily by the largest shopping centres such as La Maquinista (+2.4%) and Parquesur (+5.7%), which account for 69% of the Group's Spanish portfolio. In these centres, tenant sales through November 2012 were up by +0.2%[7] and MGR uplift was +15.3%. Splau, a 55,100 m² GLA shopping centre in Barcelona acquired in October 2011 and refurbished by Unibail-Rodamco, saw its footfall increase by +13.5% and tenant sales by +10.6% in 2012.

In the Nordics, the analysis excludes Täby, Fisketorvet and Solna due to on-going extension and refurbishment works. The rest of the region saw tenant sales decline by -3.2%, mainly due to the departure of an anchor tenant in Örebrö.

On average, tenant sales in Unibail-Rodamco's shopping centres have outperformed the relative national sales indices by +180 bps per year since 2006, with a marked acceleration since 2009.

This strong performance of Unibail-Rodamco's portfolio reflects the Group's superior asset quality and pro-active management. Continuous improvement is ever more important to offer customers the differentiated experience the internet cannot replicate.

2012 was an exceptional year in terms of innovation with a number of projects launched by UR Lab, an initiative aimed at strengthening the Group's leadership position in terms of customer services and differentiation:

- digital marketing: all of the Group's shopping centres now have an iPhone and/or Android app, contributing to an exponential increase in the number of apps downloaded

[5] Source: Eurostat, January 2013.

[6] Retailer that has strong and international brand recognition, with a differentiating store design and product approach, which may increase the appeal of the shopping centres.

[7] Tenant sales performance in Unibail-Rodamco's shopping centres (excluding the Netherlands) on portfolio of shopping centres in operation including extensions of existing assets and excluding deliveries of new brownfield projects, acquisition of new assets and assets under heavy refurbishment. Including Apple store sales estimated on the basis of available public information from Apple Inc. (2011 10-K published October 26, 2011, pages 20 and 30; 2012 10-K published October 31, 2012, pages 30 and 34).

[8] Based on latest national indices available (year-on-year evolution) as of November 2012: France: Institut Français du Libre-Service; Spain: Instituto Nacional de Estadistica; Central Europe: Česky statisticky urad (Czech Republic), Polska Rada Centrow Handlowych (Poland); Austria: Eurostat (Austria and Slovakia); Nordic: HUI Research (Sweden), Denmarks Statistik (Denmark), Statistikcentralen (Finland).

[9] Shopping centres with more than 6 million visits per annum.

[10] Includes Slovakia.

(1.3 million as of December 2012 *vs.* 0.2 million as of December 2011). New features were also introduced, such as product search, movie trailers, gift finder and the indoor geo-location. The number of Facebook fans of the Group's shopping malls grew strongly in 2012 with 2.6 million fans as of December 2012, compared to 0.7 million as of December 31, 2011;

- the "4 Star label"[11], the Group's new quality referential, was awarded to nine shopping centres in 2012. With Carré Sénart (Paris region), Confluence (Lyon), Arkadia (Warsaw) and Galeria Mokotow (Warsaw) labelled in H1-2012, shopping centres Docks 76 (Rouen), Rivétoile (Strasbourg), So Ouest (Paris region), Nacka Forum (Stockholm) and Amstelveen (Amsterdam) were awarded the "4 Star label" in H2-2012, following a comprehensive quality audit performed by SGS, the worldwide leader in service certification. The labelling process will continue in 2013 and 2014;
- the Dining Experience: a new initiative aimed at doubling the space dedicated to dining in Unibail-Rodamco's shopping centres, the creation of a new outstanding "Dining Plaza", the introduction of differentiating food concepts, the offer of unique gastronomy events and services. This new concept was launched in July 2012 in La Maquinista in Barcelona and now has 19 restaurants on 5,582 m² GLA, including 1,743 m² of newly created GLA. Since the launch of this concept, La Maquinista footfall grew +7.4% compared to the same period last year, including +14.1% on evenings and +23.6% on Sundays (days on which only restaurants and the cinema are opened) and tenant sales grew +5.4%. Following this successful opening, the Dining Experience concept will be deployed in 25 of the Group's shopping centres in the next few years;
- the Iconic shop fronts concept: to become "the Home of the flagships™" by upgrading the overall height and quality of our tenants' shop fronts, thus promoting variety, innovation and design excellence in the Group's shopping centres.

Leasing activity was strong in 2012 with 1,418 leases signed with a minimum guaranteed rental uplift of +21.4% on renewals and relettings, and with a continued focus on differentiating and exclusive retail concepts, generating traffic and customer preference. The Group's rotation rate[12] stood at 13.2% in 2012, a significant increase over 2011 at 11.3%. 139 leases were signed with international premium[13] retailers, compared to 104 in 2011. In addition to the continued development throughout the Group's portfolio of brands such as Apple (opening its first store in Scandinavia in Täby Centrum) and Hollister, Nespresso opened its first store in a shopping centre in France in Parly 2 and in The Netherlands in Amstelveen. Michael Kors, American Eagle Outfitters and Victoria's Secret choose Unibail-Rodamco's shopping centres to open their first stores in Poland, and Vans and The North Face opened their first stores in the Czech Republic in Centrum Chodov.

Retailers are becoming more selective in deciding on where they will open stores, giving preference to shopping centres with high footfall and a critical mass of premium retailers. To meet this demand, the Group has delivered 7 new shopping centres and renovated or extended many of its large shopping centres since the merger in 2007. The Group aims to have renovated or extended 75% of its portfolio by year-end 2014[14].

Extension and renovation works are on-going in France at the Forum des Halles (Paris), Alma (Rennes) and Toison d'Or (Dijon) as well as in the other regions at Shopping City Süd (Vienna), Täby (Stockholm), Fisketorvet (Copenhagen), Centrum Cerny Most (Prague) and Galeria Mokotow (Warsaw). These projects will strengthen the regional leadership of these malls and offer customers a unique shopping experience and provide retailers the opportunity to introduce their flagship stores in high footfall shopping centres.

The successful openings of Confluence (Lyon), El Faro (Badajoz, Spain) and So Ouest (Paris region) reflect the relevance of the Group's strategy of accelerating product differentiation.

So Ouest, opened October 18, 2012, was exceptionally well received by the press, tenants and visitors with over 2.8 million visits since its opening (as of January 31, 2013). The mall clearly sets a new standard for shopping centres in Continental Europe in terms of design, choice of materials and poly-sensorial experience. Thanks to its superior quality and services, So Ouest was awarded Unibail-Rodamco's exclusive 4 Star label. Its tenant mix includes brands opening their first stores in France or in the mall's catchment area: Hollister, France's first Lego store, Continental Europe's largest Marks & Spencer, and for the first time in shopping centres, contemporary brands such as Ann Tuil and Claudie Pierlot.

[11] The "4 Star label" for a shopping centre is based on a 571-point quality referential and audited by SGS, the world leader in service certification.
[12] Rotation rate = (number of re-lettings + number of assignments + number of renewals with new concepts) / number of stores.
[13] Retailer that has strong and international brand recognition, with a differentiating store design and product approach, which may increase the appeal of the shopping centres.
[14] Based on Gross Market Value of standing shopping centres with more than 6 million visits per annum as at December 31, 2012.

2.1.2. Net Rental Income from Unibail-Rodamco shopping centres

The Group owns 103 retail assets, including 82 shopping centres out of which 57 host more than 6 million visits per annum. These 57 centres represent 89% of the Group's retail portfolio in Gross Market Value.

Total consolidated Net Rental Income (NRI) of the shopping centre portfolio amounted to €1,044.4 million in 2012.

Region	Net Rental Income (€Mn)		
	2012	2011	%
France	536.7	499.3	7.5%
Spain	140.7	128.7	9.4%
Central Europe	108.2	101.3	6.8%
Austria	101.9	89.6	13.8%
Nordic	87.8	90.2	-2.7%
Netherlands	69.2	75.0	-7.8%
Total NRI	**1,044.4**	**984.1**	**6.1%**

The total net growth in NRI amounted to +€60.3 million (+6.1%) compared to 2011 and broke down as follows:

- +€30.3 million from acquisitions:
  - acquisition of Splau in October 2011, a 55,100 m² shopping centre in Barcelona-Spain and a part of the Sant Cugat shopping centre in Barcelona in January 2012 (+€10.1 million),
  - acquisition of the remaining 50% of Galeria Mokotow in Warsaw-Poland in July 2011 (+€9.0 million)[15],
  - acquisition of the remaining 50% of Aupark in Bratislava in October 2011 (+€8.8 million)[15],
  - acquisition of additional units in existing shopping centres in Spain, The Netherlands and in France (+€2.4 million);
- +€17.8 million from delivery of shopping centres, mainly in France with Confluence in Lyon which opened in April 2012 and with So Ouest in the Paris region which opened in October 2012, and in Spain with the September opening of El Faro in Badajoz;
- -€24.6 million due to disposals of smaller assets:
  - -€7.4 million in The Netherlands further to the divestments of retail assets mainly in Almere, Eindhoven and Breda in 2011 and Brink in 2012,
  - -€6.4 million in France, due to the disposal of Bonneveine-Marseille, Saint-Genis 2 near Lyon, Shopping Etrembières-Annemasse, Évry 2 in the Paris region, Boisseuil in Limoges and Croix-Dampierre in Châlons-en-Champagne, mainly in the first half of 2011 and of Wasquehal in July 2012,
  - -€5.8 million due the disposal of the Group's share in Arkad in Budapest in February 2011 and Allee-Center in Magdeburg in October 2011,
  - -€3.9 million in Sweden due to the disposal of retail assets in Haninge, Tyresö, Bälsta, Helsingborg, and Väsby in H1-2011 and Halmstad in August 2012,
  - And -€1.1 million in Austria due to the disposal of Südpark in Klagenfurt in July 2011;
- +€1.1 million coming from other minor effects, including currency translation, assets under renovation or extension and one-off items;
- the like-for-like NRI[16] growth amounted to +€35.7 million, representing a +4.2% growth compared to 2011, of which +2.2% (€18.8 million) was due to indexation.

Region	Net Rental Income (€Mn) Like-for-like		
	2012	2011	%
France	457.2	433.9	5.4%
Spain	115.8	115.6	0.2%
Central Europe	93.4	89.4	4.4%
Austria	90.9	85.4	6.4%
Nordic	59.9	58.2	2.9%
Netherlands	67.3	66.3	1.5%
Total NRI Lfl	**884.5**	**848.8**	**4.2%**

Region	Net Rental Income like-for-like evolution (%)			
	Indexation	Renewals, relettings net of departure	Other	Total
France	2.2%	2.4%	0.8%	5.4%
Spain	2.5%	0.0%	-2.3%	0.2%
Central Europe	2.1%	2.7%	-0.4%	4.4%
Austria	2.1%	5.0%	-0.7%	6.4%
Nordic	2.0%	-0.5%	1.4%	2.9%
Netherlands	2.6%	-1.4%	0.3%	1.5%
Total	**2.2%**	**1.9%**	**0.1%**	**4.2%**

Net of indexation and on a like-for-like basis, the average NRI growth rate was +2.0%. The best performing regions were Austria (+4.3%), France (+3.2%) and Central Europe (+2.3%). The Nordics were positively impacted by lower expenses (*e.g.* a warm winter required less snow clearing). Spain was negatively impacted by a decrease in other income (including Sales Based Rents and key money) and an increase in doubtful debtors, whereas The Netherlands was adversely affected by a number of bankruptcies and vacancies in non-core assets.

[15] Change from proportional consolidation to full consolidation as at December 31, 2011.
[16] Like-for-like NRI: Net Rental Income excluding acquisitions, divestments, transfers to and from pipeline (extensions, brownfields) and currency exchange rate differences in the periods analysed (computation based on exchange rates used the previous fiscal year).

Across the whole portfolio, Sales Based Rents represented 1.8% (€19.1 million) of total Net Rental Income in 2012, stable compared to 2011 (1.8%).

2.1.3. Leasing activity in 2012

1,418 leases were signed in 2012 (*vs.* 1,320 in 2011) for €170.0 million of Minimum Guaranteed Rents (MGR) with an average uplift[17] of +21.4% on renewals and relettings (+19.4% in 2011).

	Lettings/re-lettings/renewals excl. Pipeline				
				MGR uplift Like-for-like	
Region	Number of leases signed	m²	MGR (€Mn)	€Mn	%
France	457	156,328	78.2	13.1	23.2%
Spain	319	81,006	25.3	1.9	12.0%
Central Europe	199	37,174	18.1	4.0	35.8%
Austria	133	42,602	16.0	1.8	17.4%
Nordic	192	57,060	20.6	1.9	17.0%
Netherlands	118	46,270	11.8	1.3	18.2%
Total	**1,418**	**420,440**	**170.0**	**23.9**	**21.4%**

MGR: Minimum Guaranteed Rent.

2.1.4. Vacancy and Lease expiry schedule

As at December 31, 2012, the total annualised Minimum Guaranteed Rents from Unibail-Rodamco's shopping centre portfolio has increased to €1,079.9 million, compared to €992.8 million as at December 31, 2011.

The following table shows a breakdown by lease expiry date and at the tenant's next break option.

	Lease expiry schedule			
Retail	MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	59.6	5.5%	58.9	5.5%
2013	171.2	15.9%	65.3	6.0%
2014	232.3	21.5%	86.0	8.0%
2015	240.2	22.2%	91.4	8.5%
2016	99.7	9.2%	83.0	7.7%
2017	77.4	7.2%	82.9	7.7%
2018	59.4	5.5%	82.1	7.6%
2019	35.8	3.3%	86.5	8.0%
2020	27.3	2.5%	72.8	6.7%
2021	18.8	1.7%	88.0	8.1%
2022	16.9	1.6%	96.7	9.0%
2023	6.9	0.6%	17.9	1.7%
Beyond	34.6	3.2%	168.5	15.6%
Total	**1,079.9**	**100%**	**1,079.9**	**100%**

Potential rents from vacant space in operation on the total portfolio amounted to €27.0 million as at December 31, 2012 *vs.* €21.7 million as at December 31, 2011.

The EPRA vacancy rate[18] as at December 31, 2012 stood at 2.1% on average across the total portfolio *vs.* 1.9% as at December 31, 2011. The increase of the vacancy rate in France is partly due to strategic vacancy in La Part-Dieu. The increase in the Nordics is mainly due to strategic vacancy in Täby (Sweden) and Fisketorvet (Denmark), currently under renovation or extension, and to some tenants' bankruptcies. The increase of vacancy in Austria is primarily due to strategic vacancy in Shopping City Süd in connection with a planned refurbishment.

	Vacancy (31/12/2012)		%
Region	€Mn	%	31/12/2011
France	14.5	2.2%	1.7%
Spain	3.6	2.1%	2.2%
Central Europe	0.3	0.3%	0.6%
Austria	2.5	2.3%	1.1%
Nordic	3.9	3.1%	2.7%
Netherlands	2.1	2.5%	4.1%
Total	**27.0**	**2.1%**	**1.9%**

Excluding development projects.

[17] *Minimum Guaranteed Rent uplift: the difference between new and old rents. This indicator is calculated only on renewals and relettings and not on vacant unit relettings.*
[18] *EPRA vacancy rate = Estimated Rental Value (ERV) of vacant spaces divided by ERV of total surfaces.*

The occupancy cost ratio[19] on average stood at 13.1% compared to 12.6% as at December 31, 2011. It was stable in France at 13.5% (*vs.* 13.3%) and increased in the Nordics to 11.4% (*vs.* 10.8%), in Spain at 12.4% (*vs.* 11.7%), in Central Europe at 13.3% (*vs.* 11.9%) and in Austria at 14.2% (*vs.* 13.8%). These changes were attributable to the Group's leasing activities, the impact on sales from on-going restructurings in, amongst others, Centrum Cerny Most, Täby and Shopping City Süd and the decline in tenant sales in Spain.

2.1.5. Investment and divestment

Unibail-Rodamco invested €1,128 million[20] in its shopping centre portfolio in 2012:

- new acquisitions amounted to €111 million:
  - in January, the Group acquired a part of the Sant Cugat shopping centre in Barcelona, comprising 22,382 m², and several plots in Los Arcos and La Maquinista, for a total acquisition cost of €35 million,
  - in France, several acquisitions of additional plots were made in Villabé, in Forum des Halles and in Les Quatre Temps, for a total acquisition cost of €30 million,
  - in The Netherlands, a number of retail units and other minor assets were acquired during 2012 for a total acquisition cost of €25 million,
  - in Central Europe, an acquisition of €21 million was made in August 2012 in Poland in order to develop a new shopping centre;
- €861 million was invested in construction, extension and refurbishments projects. Three shopping centres were delivered in 2012: in France, Confluence in Lyon and So Ouest in the Paris region and El Faro in Badajoz in Spain. Significant progress has been made for Aéroville in France, Centrum Cerny Most in Czech Republic and Mall of Scandinavia in Sweden (see also section "Development projects");
- financial costs, eviction costs and other costs were capitalised respectively for €35 million, €97 million and €24 million.

In 2002, Rodamco Europe N.V. entered into an agreement to acquire upon completion of the project 50% of the equity in a Polish company, Zlote Tarasy S.p.z.o.o (Zlote Tarasy), which developed a shopping centre (64,243 m² GLA), a parking and two office towers, Lumen and Skylight (a total of 43,576 m² GLA) in central Warsaw.

In March of 2012, a final agreement was reached pursuant to which the Group acquired a limited partnership which holds 100% of the holding company (Warsaw III) which in turn owns 76.85% of Zlote Tarasy. Pursuant to this transaction, the Group invested €312.8 million (Group share), allowing it to own indirectly 76.85% of the equity in addition to various loans. Warsaw III will continue to make payments on a participating loan made by a fund managed by CBRE Global Investors which matures no later than December 31, 2016. In compliance with the restrictions imposed on Unibail-Rodamco by the Polish competition authorities in connection with the acquisition by the Group of the shopping centres Arkadia and Wilenska in July of 2010, the management of Warsaw III and the shopping centre and parking is performed by CBRE Global Investors and AXA REIM. Consequently, the Group's investment in the Zlote Tarasy complex is consolidated under the equity method in its consolidated accounts as at December 31, 2012.

On July 26, 2012, Unibail-Rodamco and ADIA signed an agreement to merge their respective assets in Parly 2, a major shopping centre in the Paris region in France, into a jointly controlled company. Following this transaction, the Parly 2 combined entity is now consolidated under the proportional method since that date (instead of full consolidation method for Unibail-Rodamco's part as at June 30, 2012).

On August 2, 2012, Unibail-Rodamco acquired a 51% stake in a holding company which owned 90.4% of mfi AG (Germany's second largest shopping centre operator, investor and developer). mfi's portfolio as of December 31, 2012 consists of 5 standing shopping centres, one shopping centre under construction and two projects in its development portfolio. In addition, mfi manages 20 shopping centres for unrelated third parties.

On August 10, 2012, Unibail-Rodamco acquired a 50% stake in the company which owns the Ruhr-Park shopping centre, one of the largest shopping centres in Germany.

€322.7 million was paid in August 2012 and €67.6 million is due to be paid on June 30, 2014[21]. The purchase price reflects an enterprise value of mfi AG of €1.1 billion and a gross market value of €380 million for 100% of Ruhr-Park. This represents an average price per square meter of €4,125. Following a capital increase of €50 million made in August 2012, the holding company now owns 91.15% of mfi AG.

[19] Occupancy Cost Ratio = (rental charges + service charges including marketing costs for tenants) / (tenants' sales); VAT included and for all the occupiers of the shopping centre. As tenant turnover is not known for all tenants for The Netherlands, no reliable OCR can be calculated for this country. Tenants' sales including Apple store sales estimated on the basis of available public information of Apple Inc. (2011 10-K published October 26, 2011, pages 20 and 30; 2012 10-K published October 31, 2012, pages 30 and 34).

[20] Total capitalised amount in asset value Group share.

[21] Total acquisition price will be €387.2 million, after discounting the second installment to €64.5 million. The difference of €4.2 million compared to €383 million disclosed as at June 30, 2012 is due to the completion of the closing accounts.

As Unibail-Rodamco does not control the acquired companies based on the current governance, they have been consolidated under the equity method in its consolidated financial statements as at December 31, 2012.

While the major part of the Group's divestment plan has been completed during 2011 and the prior years, the Group sold a few non-core assets in France, Sweden and The Netherlands in 2012 for a total net disposal price of almost €98 million (excluding the Parly 2 transaction).

The Group continues its disciplined approach to asset rotation and disposals and will continue to critically evaluate opportunities.

2.2. Offices

2.2.1. Office property market in 2012[22]

Take-up

Paris office take-up[23] was 2,380,600 m² in 2012, representing a 3% decline compared to 2011.

The office market large segment (deals over 5,000 m²) boosted take-up with 68 large transactions[24] in 2012 (compared to 71 transactions in 2011), for a total of 0.9 million square meters let (*i.e.* -11% *vs.* 2011). The biggest transactions recorded were: Thalès for 49,000 m² in Vélizy[25]; Allianz for 35,175 m² on Athéna Tower (La Défense) and Yves Rocher – turnkey project of 22,759 m² in Issy-les-Moulineaux.

With 716,900 m² let in 2012[26], the activity inside Paris declined by 24% compared to last year, which is mainly due to the lack of quality supply. Nevertheless, Paris represents a significant part of total take-up [26] (32% in 2012), followed by the Western Crescent (23%).

Leasing activity in La Défense reached 108,900 m² in 2012 (-7% *vs.* 2011), excluding the Ministry of Environment transaction.

Because the economic outlook remains highly uncertain and many prospective tenants are reluctant to make significant and long-term commitments for new office space, the Group believes the near-term outlook for the office market will remain challenging.

Rents[27]

Rental values in the Paris region for new, redeveloped or renovated space decreased slightly in 2012, but with some noticeable geographical variations.

Prime rents in Paris CBD went from 748 euros/m² in 2011 to 771 euros/m² due to three transactions[28] over 800 euros/m² recorded in 2012. The principal transactions recorded in H2-2012 were: the law firm SJ Berwin on Ozone (92 avenue des Champs-Élysées, Paris 8) for 3,500 m² and Goldman Sachs on 5 avenue Kléber (Paris 16) for 2,700 m².

In La Défense, prime rents decreased to 441 euros/m² at the end of 2012 (compared to 494 euros/m² last year), with only 2 deals over 500 euros/m² recorded in 2012 in La Défense: the RTE deal on Coeur Défense for 14,144 m² (530 euros/m²) and the additional square meters taken by EDF in the Tour EDF for 5,782 m² (530 euros/m²).

Limited new supply[29]

Immediate supply in the Paris Region has remained stable since 2009 at around 3.6 million m², as did the vacancy rate[25] at 6.5% albeit with large variations from area to area: 10.8% for the Western Crescent, 6.6% for La Défense, 8.8% for the Paris Inner Rim and 5.2% for Paris CBD.

Beyond these differences in terms of location, the situation differs between new and modern buildings and the rest of the market which suffers from obsolescence of the offer. New and redeveloped supply continued to be absorbed. As a consequence, the share of new or refurbished office space in immediate supply fell to 19% *vs.* 23% in 2011.

[22] Sources: Immostat, BNP Paribas Real Estate, CBRE, DTZ, JLL.
[23] Source: Immostat, January, 2013.
[24] Source: CBRE, Market view Bureaux Île-de-France Q4-2012. Excluding two transactions with Ministry of Defense and Ministry of Environment.
[25] Source: DTZ, Property Times Île-de-France, Q3-2012.
[26] Source: Immostat, January 2013, excluding the transaction with Ministry of Defense.
[27] Source: CBRE, Market view Île-de-France Q4-2012.
[28] Source: BNP Paribas Real Estate.
[29] Source: Immostat and CBRE.

In 2013, companies are expected to continue cutting costs and optimizing their offices areas. With its prime quality portfolio and differentiated approach to develop new generation offices, Unibail-Rodamco provides desirable assets designed to meet companies' needs.

Investment market

Investments in offices[30] during 2012 in the Paris region market accounted for €10.9 billion, representing an 8% decrease *vs.* 2011 (€11.9 billion).

2012 was characterized by large portfolio deals, mostly concluded by sovereign wealth funds. Qatar Investment Authority bought an office portfolio from KanAm for more than €600 million[31] (Neo, 26,000 m² in Paris 9 and Cité du Retiro, 21,000 m² in Paris 8) and a trophy asset from Groupama for more than €500 million (52-60 avenue des Champs-Elysées in Paris 8). Another foreign fund advised by JP Morgan Asset Management acquired a €508 million portfolio from Eurosic (52 avenue Hoche, 11,000 m² in Paris 8 and 50-60 avenue Pierre Mendès France, 43,000 m² in Paris 13). In Q4-2012, ADIA purchased the 90 Boulevard Pasteur in Paris 15 from AMUNDI for €250 million.

Yields show an increasing differentiation between prime and non-prime assets and a compression in prime office assets in Paris CBD. Prime yields[32] in Paris CBD stood around 4.25% at the end of 2012 and around 6.25% in La Défense.

2.2.2. Office division 2012 activity

Unibail-Rodamco's consolidated Net Rental Income (NRI) from the offices portfolio came to €172.6 million in 2012

Region	Net Rental Income (€Mn)		
	2012	2011	%
France	146.2	155.2	-5.8%
Nordic	14.5	15.0	-3.3%
Netherlands	8.7	11.5	-24.0%
Other countries	3.2	2.9	9.8%
Total NRI	**172.6**	**184.5**	**-6.5%**

The decrease of -€11.9 million from 2011 to 2012 is explained as follows:

- -€6.3 million due to buildings currently under refurbishment (mainly 2-8 Ancelle and 34-36 Louvre in France and Plaza in The Netherlands);
- -€6.2 million due to disposals:
  - 3-5 Malesherbes in Paris sold in July 2011,
  - various small assets sold in 2011 in Sweden and The Netherlands;
- -€4.6 million mainly due to the one-off impact in 2011 of a reversal of provision for litigation and currency effects;
- -€3.9 million from buildings delivered in January 2012 in France and not yet fully let (Nouvel Air, formerly "Issy-Guynemer") Paris and 80 Wilson La Défense, both renovated buildings) for which the Group had rental income in 2011;
- like-for-like NRI[33] increased by €9.1 million, a +6.9% increase, of which +8.2% growth for France, *i.e.* €9.2 million (including a €4.1 million impact of indexation) and -€0.1 million decrease in other countries, mainly due to The Netherlands as shown below.

Region	Net Rental Income (€Mn) Like-for-like		
	2012	2011	%
France	122.1	112.9	8.2%
Nordic	9.7	9.4	3.3%
Netherlands	6.0	6.9	-12.4%
Other countries	3.2	2.9	12.7%
Total NRI Lfl	**141.1**	**132.0**	**6.9%**

75 leases were signed in the office sector in 2012 covering 55,736 m², including 31,375 m² for France. Leases were signed on 34-36 Louvre (with Louis Vuitton Malletier) in Paris, on Tour Ariane and 70-80 Wilson in La Défense as well as on Le Sextant, Capital 8 and Nouvel Air in Paris.

2-8 Ancelle, a 16,600 m² office building in Neuilly currently undergoing restructuring was pre-let in January 2013 to CMS-Bureau Francis Lefebvre, a leading French law firm, illustrating the demand for modern assets in central locations.

[30] *Source: Immostat, January 2013.*
[31] *Source: Le Figaro Immobilier, June 25, 2012.*
[32] *Source: CBRE, Market view Bureaux Île-de-France, Q4-2012.*
[33] *Like-for-like NRI: Net Rental Income excluding acquisitions, divestments, transfers to and from pipeline (extensions, brownfields) and currency exchange rate differences in the periods analysed (computation based on exchange rates used the previous fiscal year).*

The expiry schedule of the leases of the office portfolio (termination option and expiry date) is shown in the following table.

Office	Lease expiry schedule			
	MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	2.6	1.3%	2.6	1.3%
2013	23.3	12.1%	10.8	5.6%
2014	26.3	13.7%	8.0	4.1%
2015	35.5	18.5%	27.7	14.4%
2016	30.6	15.9%	21.4	11.1%
2017	4.3	2.2%	18.5	9.6%
2018	25.1	13.1%	21.5	11.2%
2019	32.6	17.0%	56.9	29.6%
2020	5.4	2.8%	8.2	4.2%
2021	2.1	1.1%	8.6	4.5%
2022	0.2	0.1%	1.1	0.5%
2023	3.0	1.5%	3.0	1.5%
Beyond	1.2	0.6%	4.0	2.1%
Total	**192.1**	**100%**	**192.1**	**100%**

Potential annualised rents from vacant office space in operation amounted to €21.6 million as at December 31, 2012, corresponding to financial vacancy[34] of 11.2% on the whole portfolio (7.3% as at year-end 2011).

Estimated rental value of vacant spaces in France stood at €16.6 million, mainly in Nouvel Air in Paris, 70-80 Wilson and the CNIT in La Défense and Le Sextant in Paris, corresponding to a financial vacancy rate of 10.4% *vs.* 6.5% as at December 31, 2011. This evolution is primarily due to Nouvel Air and 80 Wilson which were delivered in 2012 and are not yet fully let.

2.2.3. Investment and divestment

Unibail-Rodamco invested €173 million[35] in its office portfolio in 2012.

- €144 million were invested for works, mainly in France for Majunga tower in La Défense, So Ouest building and renovation schemes for various buildings (see also section "Development Projects") and €3 million for minor acquisitions related to projects;
- financial costs and other costs capitalised amounted to €26 million.

On December 21, 2012, Unibail-Rodamco sold Tour Oxygène in Lyon to Caisse des Dépôts and Crédit Agricole Assurances at book value as at June 30, 2012, at a Net initial yield[36] of 5.9% and with a development gain of €9.9 million.

In total, net proceeds of divestments of office assets in 2012 amounted to €132 million.

2.3. Convention & Exhibition

This activity is exclusively located in France and consists of a real estate venues rental and services company (Viparis) and a trade show organiser (Comexposium).

Both organisations are owned with the Paris Chamber of Commerce and Industry (CCIP). Viparis is fully consolidated by Unibail-Rodamco and Comexposium is accounted for under the equity method. The Convention and Exhibition business has a seasonal results pattern, with annual, biennial and triennial shows, and an uneven distribution of shows during the year.

While the average floor space rented for a typical show has come down as a result of the global economic crisis, 2012 was a record year in terms of new shows with 31 new shows created, compared to 29 in 2011 and 15 in 2010. In addition, new concepts were developed with success. For instance, the exceptional Toutankhamun exhibition at the Parc des Expositions in Porte de Versailles attracted more than 250,000 visits in 3 months in 2012.

With more constrained marketing budgets, shows remain one of the most effective media for exhibitors. To control advertising and gain new orders, companies maintain their presence on shows. The most important shows have seen little impact of the crisis, as they remain landmark events for the public.

The 2012 activity level was largely driven by large shows:

- annual shows: the successful "Agriculture Show" (SIA), attracting 681,200 visits, one of the best editions of the past ten years. The 2012 edition of the "Foire de Paris" attracted 4% more participants than the previous edition, ranking it as one of the biggest global European fairs;
- biennial shows: the "Motor show", taking place in H2-2012, was greatly successful in terms of visits (1,230,000), exhibitors and orders. In addition, "SIAL", the largest food exhibition in the world, attracted 150,200 professional visitors, an increase of 10% compared to the previous edition in 2010;
- triennial shows: "Intermat", the international construction show, leader in its market, had a record year with more than 200,000 visitors and 1,350 exhibitors, of which 67% were international exhibitors.

[34] *EPRA Vacancy rate = Estimated Rental Value (ERV) of vacant spaces divided by ERV of total surfaces.*
[35] *Total capitalised amount in asset value Group share.*
[36] *Calculation based on Net Rental Income for the next 12 months divided by total acquisition cost.*

The Congress activity was dynamic in 2012 with the strong development of international congresses at the Palais des Congrès de Paris, like the ERA-EDTA Congress and the European Association of Urology Congress.

In total, 898 events were held in all Viparis venues, of which 305 shows, 130 congresses and 463 corporate events.

As a result of its seasonal activity and despite the challenging external environment, Viparis EBITDA[37] reached €137.6 million, an increase of +€15.6 million (+13%) *vs.* 2011 and +€17.5 million (+15%) *vs.* 2010. Excluding the triennial show Intermat, EBITDA increased by 8% compared to 2010.

At the end of 2012, completed events and pre-booking levels for the year 2013 in Viparis venues amounted to 87%, in line with usual levels of 85-90%.

On July 12, 2011, the Paris City Council decided to launch a consultation with a view to modernise the Porte de Versailles site and to increase its appeal. The City of Paris launched on June 19, 2012 a call for tender. The objective for the selected operator will be to realise substantial investments in exchange for a new long term lease contract awarded by the City in connection with the site. No decision on the termination of the concession contract expiring in 2026 has been made to date and the operating conditions remain unchanged. Viparis is currently participating in this tender.

The NRI from hotels amounted to €9.5 million for 2012 compared to €8.6 million for 2011, an increase of €0.9 million mainly due to Pullman Montparnasse hotel and to the opening of Confluence hotel in Lyon.

In 2012, Comexposium contributed for €19.6 million to the Group's recurring result *versus* €10.8 million in 2011 and €15.3 million in 2010 (comparable year in term of seasonality).

3. SUSTAINABILITY

Sustainable thinking is closely integrated into Unibail-Rodamco's day-to-day operating, development and investment activities. Since 2007, the Group has developed a comprehensive and ambitious sustainability strategy, based on environmental best practice, social fairness and transparent governance, which is designed to return reliable, quantifiable improvements in economic performance over the long term.

Unibail-Rodamco has two main long-term environmental targets for its shopping centre portfolio: reduction in CO_2 emissions per visit and energy consumption per visit. Performance against these targets is measured and is annually externally audited by Ernst &Young since 2009.

In 2012[38], the energy consumption in kWh per visit decreased by -7% on a like-for-like basis (for the shopping centre managed portfolio), which leads to a cumulative -24% decrease between 2006 and 2012, exceeding the -20% reduction target set for this period, and in line with the -30% target set for the period 2006 to 2016.

In 2012, CO_2 emissions reductions amounted to -12%, leading to a cumulative -58% decrease since 2006, and exceeding the 50% target set for the 2006-2016 period.

These excellent results were achieved thanks to the strong commitment of on-site teams, targeted measures of energy savings, carbon emissions reductions achieved by energy suppliers and new 'green' electricity contracts entered into in the year.

In 2012, the Group put in place a unique extensive and comprehensive in-house risk management system (RMS) across its entire portfolio in order to mitigate and better manage health and safety risks. Each managed asset now undergoes an annual risk assessment carried out by an independent third-party, leading to a customized improvement action plan. Ahead of local applicable regulations, the Group's RMS includes minimum requirements for a large scope of subjects including air quality, water quality, asbestos, ground and air pollution, legionella, electromagnetic radiation, technical equipment and fire security.

The Group's continued inclusion in the main Environmental, Social and Governance indices (FTSE4Good, Dow Jones Sustainability Index ("DJSI") World, DJSI Europe and STOXX Global ESG[39] leaders) in 2012. With a score of 76% for the DJSI in 2012 (*vs.* 75% in 2011), the Group ranked among the top 5% of property companies and well ahead of the global industry average score of 43%.

In addition to the EPRA Sustainability Gold Award received for its compliance with the EPRA Best Practice Recommendations for Sustainability Reporting, the Group's compliance with the GRI-CRESS (Global Reporting Initiative - Construction & Real Estate Sector Supplement) framework was awarded a B+ Application Level.

[37] *EBITDA="Net rental income" and "On site property services net income" of Viparis venues.*
[38] *Figures audited by Ernst & Young.*
[39] *Environmental / Social / Governance.*

In order to ensure alignment with its retail and office tenants in terms of environmental objectives, the Group introduced 'green leases' for the first time in 2009. At the end of 2012, 50% of the Group's active lease portfolio includes 'green clauses' compared to 32% as of December 31, 2011.

In 2012 the Group accelerated the progress towards sustainable certifications for its entire portfolio and development projects.

At the end of 2012, 43% of the Group's standing shopping centre portfolio[40] were "BREEAM In-Use" certified, corresponding to 16 shopping malls and over 1.1 million m² GLA, *vs.* only four malls as of December 31, 2011. 88% of the BREEAM In-Use certificates delivered to the Group's assets reached at least the "Very Good" level[41], compared to only 32% for the European real estate market, demonstrating the superior environmental performance of the Group's assets despite the diversity of its portfolio in terms of size, age and location.

For development projects, the Group obtained three additional BREEAM certifications in 2012: two "Very Good" scores for shopping centres El Faro in Badajoz and the extension of Centrum Cerny Most in Prague, and one "Excellent" score for the office building Nouvel Air in Paris.

4. 2012 RESULTS

Other property services net operating result (€22.7 million) came from property services companies in France, Spain and Central Europe, an increase of €5.4 million compared to 2011 due to the growth of leasing activity and the increased size of the portfolio managed.

Other income (€7.1 million) was mainly composed of the dividend paid by SFL (Société Foncière Lyonnaise) in April and November 2012 on the 7.25% stake acquired by Unibail-Rodamco in March 2011.

General expenses as a percentage of NRI decreased to 7.5% in 2012 compared to 7.7% in 2011 (€91.8 million in 2012 compared to €89.6 million in 2011, after restatement of +€3.3 million related to IAS19R). Excluding costs relating to acquisitions, the -1.7% decrease of expenses to €85.2 million in 2012 from €86.7 million in 2011 reflects the results of the Group's cost efficiency project initiated in 2010 and the portfolio rationalisation.

Development expenses incurred for feasibility studies of projects and non-completed deals amounted to €4.5 million in 2012 (€5.2 million in 2011).

Recurring financial result totalled €383.5 million, including capitalised financial expenses of €54.9 million allocated to projects under construction. Net borrowing expenses recorded in the recurring net result came to €328.6 million in 2012, the €27.5 million increase compared to 2011 resulting mainly from the increase of the debt.

The Group's average cost of financing came to 3.4% for 2012 (3.6% for 2011). Unibail-Rodamco's refinancing policy is described in section "Financial Resources".

Non-recurring financial result amounted to -€449.3 million in 2012, which breaks down as follows:

- -€214.3 million mark-to-market of derivatives, in accordance with the option adopted by Unibail-Rodamco for hedge accounting to recognise directly in the income statement the change in value of caps and swaps;
- -€179.4 million mark-to-market of the ORNANE[42] issued in 2009 until its repayment at the end of 2012;
- -€51.0 million mark-to-market of the ORNANE issued in 2012;
- -€7.2 million for amortisation of Rodamco debt marked to market at the time of the merger;
- +€2.6 million of other minor items.

[40] *In terms of gross market value, as of December 31, 2012.*
[41] *For the "Management" score.*
[42] *Net share settled bonds convertible into new and/or existing shares.*

Almost all the ORNANE[43] convertible bonds issued in April 2009 were converted as at December 31, 2012, and created 2,013,012 new shares and an increase of shareholders' equity of €362.1 million.

Most of the ORAs[44] issued in 2007 have been converted. Only 7,825 ORAs[45] were still in issue as at December 31, 2012.

The income tax expenses came from countries where specific tax regimes for property companies[46] do not exist and from activities in France which are not eligible for the SIIC regime, mainly in the Convention & Exhibition business.

The income tax expenses amount takes into account the impact of the recent changes in the tax environment in the various regions where the Group operates, including the new "Royal decree" in Spain related to deductibility of interest expenses, which had no significant impact on the Group's tax expenses in 2012.

Total income tax allocated to the recurring net result amounted to -€16.7 million.

Corporate income tax allocated to valuation result and disposals was a charge of -€119.3 million due mainly to the variation of deferred taxes on assets' fair value.

Non-controlling interests in the consolidated recurring net result after tax amounted to €97.7 million (€90.8 million in 2011). Minority interests related mainly to CCIP's share in Viparis (€39.2 million) and to shopping centres in France (€57.9 million, mainly Les Quatre Temps and Forum des Halles).

Net result-owners of the parent was a profit of €1,458.6 million in 2012. This figure breaks down as follows:

- €886.3 million of recurring net result (*vs.* €826.4 million in 2011, after restatement due to the early adoption of IAS 19R with a negative impact of -€3.2 million on 2011 figures);
- €572.3 million of non-recurring result[47] (*vs.* €498.2 million in 2011);
- 3,085,091 new shares were issued in 2012, further to stock options exercised, ORNANE and ORA conversions and the employees' saving scheme.

The average number of shares and ORAs[48] in issue during this period was 92,368,457.

Recurring Earnings per Share (recurring EPS) came to €9.60 in 2012, representing an increase of +6.7% compared to 2011.

These results reflect good like-for-like operating performance in all business activities, the successful delivery of a number of prime development projects, decreasing average cost of debt and continued cost controls.

5. POST-CLOSING EVENTS

On January 10, 2013, Unibail-Rodamco acquired a 50.01% majority stake in the development project "Polygone Riviera" (a shopping centre of 71,474 m² GLA with an expected delivery in H2-2015) in Cagnes-sur-Mer (Nice region, France).

Unibail-Rodamco obtained a call option to acquire 29.99% additional share (to be exercised from two years after opening of Polygone Riviera) and granted Socri a put option for 29.99% (exercisable up to two years after opening).

The expected total investment cost is €386 million (including Unibail-Rodamco's acquisition of the 50.01% stake) and the target yield on cost on this project is 8%.

On January 21, 2013, the Group obtained the approval from the French Anti-trust authority to control jointly the mfi AG and Ruhr-Park companies. This approval had already been obtained on December 18, 2012 from the German Anti-trust authority.

[43] 2,766 remaining ORNANE have been reimbursed on January 2, 2013 at their nominal value.
[44] ORA: "Obligations Remboursables en Actions" = bonds redeemable for shares.
[45] Convertible into 9,781 shares.
[46] In France: SIIC (Société d'Investissements Immobiliers Cotée).
[47] Include valuation movements, disposals, mark-to-market of financial instruments, impairment of goodwill or reversal of badwill and other non-recurring items.
[48] It has been assumed here that the ORAs have a 100% equity component.

6. DIVIDEND[49]

The Group will propose to the Annual General Meeting (AGM) to declare a dividend with respect to the year 2012 of €8.40 per share, representing an increase of 5% compared to 2011 and a pay-out ratio of 88% of the recurring net result per share and comparable to the one in 2011.

Subject to the approval from the AGM, the Group's shareholders will receive on June 3, 2013 the following amounts per Unibail-Rodamco share:

i) **€5.27 in cash paid from Unibail-Rodamco's tax exempt real estate activities (the "SIIC dividend")**. Such dividend, which corresponds to the distribution obligation under the SIIC regime, will not be subject to the new additional 3% tax payable by the company upon dividend distribution, but will bear French withholding tax for both French and foreign mutual funds ("OPCVM") and will not benefit from the 40% allowance for French individual shareholders; and

ii) **€3.13 per share in dividend distributed from Unibail-Rodamco's non-tax exempt activities (the "non SIIC dividend"), for which the shareholders will have the option to elect payment in either (i) new shares created at a discount of 7%, or (ii) cash**. When paid in shares, this dividend will not be subject to the new additional 3% tax payable by the company upon payment of the dividend. When paid in cash, this dividend will generate a 3% tax expense payable directly by the company upon dividend distribution. Whether paid in cash or in shares, the "non SIIC dividend" will not bear French withholding tax for either French or foreign mutual funds ("OPCVM") and may benefit from the 40% allowance for French individual shareholders.

For investors which are not "OPCVM" or French individuals, withholding tax may apply as usual, regardless of the tax exempt or non-tax exempt origin of the distribution.

7. OUTLOOK

For 2013, the Group remains positive in its expectations on rental income growth. In addition to the impact of new deliveries from extensions and brownfield projects, this growth should be driven by on-going strong fundamentals, such as outperforming tenant sales, low vacancy, sustainable occupancy cost ratios and good rental uplifts. The cost of debt is also expected to be contained at low levels. **In light of the strong fundamentals outlined above, the Group sets a recurring EPS growth target of at least 5% for 2013**.

For the longer term, the Group expects to reach recurring earnings per share of €14 by 2017. This objective, based on the Group's current 5-year plan, assumes (i) the successful execution of the projects in Unibail-Rodamco's development pipeline, (ii) no major evolution of the Group's current capital structure, (iii) no significant change in the macro-economic conditions in Europe, (iv) no adverse tax law changes, (v) maintaining the Group's current pay-out ratio, and (vi) the payment by the Group of the annual dividends in cash with respect to the financial years 2013 through 2016.

[49] The tax elements included in this section are not intended to constitute tax advice and shareholders should consult their own tax advisors.

Development projects as at December 31, 2012

Unibail-Rodamco's development project pipeline amounted to €7.0 billion as at December 31, 2012, corresponding to a total of 1.4 million m² Gross Lettable Area (GLA), to be re-developed or added to the standing assets portfolio. This amount is in line with the €6.9 billion development pipeline as at December 31, 2011. A number of prime projects (including So Ouest, Confluence and El Faro) were successfully delivered in 2012. Three large new projects representing circa 170,000 m² of GLA were added to the pipeline in 2012. The Group retains significant flexibility on its development portfolio (56% of the total investment cost).

1. DEVELOPMENT PROJECT PORTFOLIO EVOLUTION

With the successful openings in 2012 of Confluence, El Faro and So Ouest shopping centres, Unibail-Rodamco demonstrated its capacity to deliver a new generation of large and attractive shopping centres offering to retailers and visitors a unique retail experience.

Those openings will be followed in 2013 by, among others, the Centrum Cerny Most extension and the Aéroville openings, both with a "4 Star label", differentiating concepts and new offers of leisure and restaurants (the "Dining Experience"). The extensions of Alma in Rennes and Toison d'Or in Dijon are also expected in 2013.

These deliveries and other extensions, renovations and restructurings demonstrate the Group's ability to generate profitable growth from its development projects.

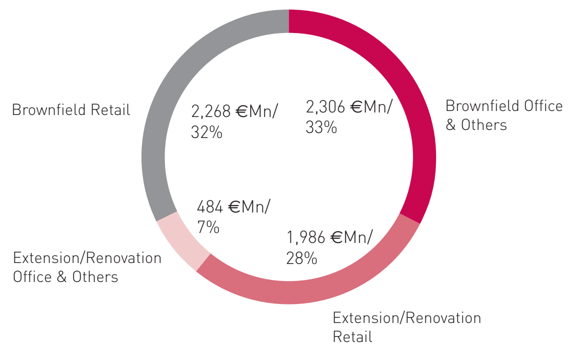
In 2012, Unibail-Rodamco sourced additional promising new projects to generate future value creation and growth.

Finally, construction works on "committed" projects are progressing on schedule.

2. DEVELOPMENT PROJECTS OVERVIEW

The estimated total investment cost of the development pipeline as at December 31, 2012 amounts to €7.0 billion[50]. This is stable in comparison with December 31, 2011 (€6.9 billion), as a result of the (i) new projects added to the pipeline in H2-2012 and (ii) delivery of several projects.

The pipeline categories are as follows:



[50] *Excluding mfi development projects, the company being consolidated under equity method by the Group as at December 31, 2012.*

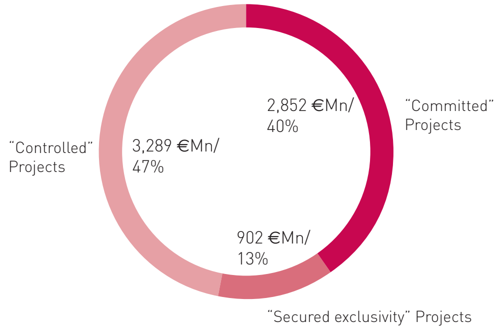
The €4.3 billion retail pipeline is split into brownfield projects, which represent 53% of the retail pipeline, and extensions and renovations, which make up the remaining 47%. This corresponds to the creation of 810,398 m² of GLA and the redevelopment of 106,589 m² of GLA.

Development projects in the Offices & Other sector amount to €2.8 billion. Brownfield projects, corresponding to some 352,101 m² of new GLA, represent 83% of this investment. The remainder will be invested in redevelopment or refurbishment of 137,274 m² of existing assets[51].

3. A SECURED AND FLEXIBLE DEVELOPMENT PIPELINE

"Committed[52]" projects as at December 31, 2012 amount to €2.9 billion (*vs.* €2.9 billion December 31, 2011), "Controlled"[53] projects represent €3.3 billion (*vs.* €2.7 billion as at December 31, 2011) and "Secured Exclusivity"[54] projects €0.9 billion (*vs.* €1.3 billion as at December 31, 2011).

Nine projects were transferred from the "controlled" to the "committed" category following the start of works. It mainly includes Toison d'Or and Alma (France) and Shopping City Süd (Vienna) extension and refurbishment projects as well as two office projects (2-8 Ancelle and So Ouest Plaza (formerly "Courcellor 1"), both in the Paris region.



Figures may not add up due to rounding

Of the €2.9 billion "committed" development pipeline, €1.3 billion has been spent, with €1.5 billion still to be invested over the next 3 years. Of this amount, €1.1 billion has already been contracted.

Retail accounts for 70% of the "committed" pipeline. The remaining 30% is primarily concentrated in the Offices in the Paris region for an amount of €0.9 billion of which €0.4 billion remains to be spent.

The "controlled" and "secured exclusivity" development pipeline represents options to create significant value for the Group at a time when obtaining financing for new construction projects is challenging.

Pre-letting levels on "committed" projects in retail ensure income visibility. The aggregate MGR pre-letting[55] of the retail projects to be opened in the next six months is 83%, and 70% for the retail projects to be delivered in the next 12 months, including:

- Centrum Cerny Most extension to be delivered in March 2013: 98%;
- Aéroville, to be opened in October 2013: 67%.

4. PROJECTS ADDED TO THE DEVELOPMENT PIPELINE IN 2012

In the course of 2012, three large projects with a total investment cost of ca. €748 million were added to the development pipeline, including:

- Polygone Riviera, a 71,474 m² shopping centre project in Cagnes-sur-Mer, near Nice in France in a partnership with Socri and in which the Group holds a controlling stake. The expected total investment cost is €386 million, including Unibail-Rodamco's acquisition of the 50.01% stake;
- a 73,979 m² GLA shopping centre in the centre of Wroclaw, Poland's 4th largest city with more than 600,000 inhabitants, for which the land plot was bought. The expected total investment cost is €216 million;
- a 25,810 m² extension in Carré Sénart, Paris region, for a total expected investment cost of €146 million, following the delivery in 2012 of Carré Sénart Shopping Park.

[51] m² figures may not add up due to rounding.

[52] "Committed" projects: projects currently under construction, for which Unibail-Rodamco owns the land or building rights and has obtained all necessary administrative authorizations and permits.

[53] "Controlled" projects: projects in an advanced stage of studies, for which Unibail-Rodamco controls the land or building rights, but where not all administrative authorizations have been obtained yet.

[54] "Secured exclusivity" projects: projects for which Unibail-Rodamco has the exclusivity but where negotiations for building rights or project definition are still underway.

[55] Including signed Heads of Terms.

5. INVESTMENTS IN 2012

See sections 2.1.5 and 2.2.3 of the "Business Review by segment" for shopping centres and offices respectively.

6. DELIVERED PROJECTS IN 2012

Eleven projects, either brownfield projects or renovations/ extensions of existing assets, were delivered during 2012.

Three major shopping centres projects were successfully delivered:

- the shopping centre Confluence (53,288 m^2), in Lyon, opened in April 2012 and has welcomed more than 6.3 million visits since opening (at the end of January 2013). The Confluence hotel in Lyon was delivered in March 2012;
- El Faro (43,286 m^2[56]), in Badajoz, Spain, opened in September 2012, with 3.4 million visits since its opening (at the end of January 2013);
- the shopping centre So Ouest, 48,434 m^2, (Paris region) opened in October 2012 (2.8 million visits since opening at the end of January 2013).

The Carré Sénart Shopping Park (13,637 m^2) was delivered during the same period, further reinforcing the Carré Sénart shopping centre, which already attracts circa 15 million visits per year.

In addition, various renovation projects in several shopping centres were delivered during 2012. These include projects in Bonaire in Valencia (introduction of Primark), in Equinoccio in Madrid, in La Maquinista in Barcelona with the creation of a food and leisure offer and in Donauzentrum, in Vienna, with the renovation of the entertainment centre.

Finally, the Group completed the redevelopment/ refurbishment of offices at Nouvel Air and 80 Wilson in the Paris region, both delivered in 2012.

7. DELIVERIES EXPECTED IN 2013

Several projects are expected to be delivered at the beginning of 2013, notably:

- the extension (2,138 m^2) and renovation in Solna in Stockholm;
- the renovation of Fisketorvet in Copenhagen;
- in Rotterdam, the renovation of Plaza office areas and the light refurbishment of retail and parking areas;
- So Ouest office building (33,253 m^2 GLA), above the So Ouest shopping centre in the Paris region.

Later in 2013, the following major deliveries are expected:

- the extension of Centrum Cerny Most in Prague, a 43,595 m^2 GLA project (March 2013);
- Aéroville, a brownfield project with 84,640 m^2 GLA in the Paris region (H2-2013);
- the extension of Alma (10,005 m^2 GLA) in Rennes and La Toison d'Or (12,284 m^2 GLA) in Dijon (H2-2013);
- the renovation of Shopping City Süd in Vienna (H2-2013).

Finally, the refurbishment of the 34-36 Louvre building in Paris, already 100% pre-let to Louis Vuitton Malletier, is expected in Q1-2013.

8. PROJECTS OVERVIEW

(See table next page)

Apart from the mechanical effects of inflation and discounting or currency exchange effects, notably affecting the projects denominated in SEK, estimated costs of the outstanding projects have slightly increased since December 31, 2011.

This is mainly due to some changes in scope, including the Aupark renovation with an increase of 17,593 m^2 GLA in the size of the project and modifications in the renovation programme of Shopping City Süd.

[56] *Unibail-Rodamco part; total complex GLA is 66,286 m^2.*

Development projects – December 31, 2012

Developement projects[1]	Business	Country	City	Type	Total Complex GLA (m²)	GLA U-R scope of consolidation (m²)	Cost to date[2] U-R scope of consolidation (€Mn)	Expected cost[3] U-R scope of consolidation (€Mn)	Expected Opening date(4)	U-R Yield on cost (%)	Project Valuation
Solna Renovation	Shopping Centre	Sweden	Solna	Extension/Renovation	2,138 m²	2,138 m²	32	32	H1 2013		Fair value
Fisketorvet Renovation	Shopping Centre	Denmark	Copenhagen	Extension/Renovation	237 m²	237 m²	30	36	H1 2013		Fair value
Rotterdam Plaza	Office & others	Netherlands	Rotterdam	Redevelopment/ Refurbishment	16,025 m²	16,025 m²	12	20	H1 2013		Fair value
So Ouest Offices	Office & others	France	Paris Region	Greenfield/Brownfield	33,253 m²	33,253 m²	174	205	H1 2013		Fair value
Centrum Cerny Most Extension	Shopping Centre	Czech Rep.	Prague	Extension/Renovation	43,595 m²	43,595 m²	105	150	H1 2013		Fair value
Alma Extension	Shopping Centre	France	Rennes	Extension/Renovation	10,005 m²	10,005 m²	43	96	H2 2013		Fair value
La Toison d'Or	Shopping Centre	France	Dijon	Extension/Renovation	12,284 m²	12,284 m²	29	85	H2 2013		Fair value
SCS Renovation	Shopping Centre	Austria	Vienna	Extension/Renovation	3,483 m²	3,483 m²	46	113	H2 2013		Fair value
Aéroville[5]	Shopping Centre	France	Paris Region	Greenfield/Brownfield	84,640 m²	84,640 m²	171	349	H2 2013		Fair value
Majunga	Office & others	France	Paris Region	Greenfield/Brownfield	63,035 m²	63,035 m²	223	379	H1 2014		At cost
2-8 Ancelle	Office & others	France	Paris Region	Redevelopment/ Refurbishment	16,600 m²	16,600 m²	8	71	H1 2014		Fair value
Forum des Halles Rénovation	Shopping Centre	France	Paris	Extension/Renovation	15,069 m²	15,069 m²	3	133	H2 2014		Fair value
Taby Centrum Extension	Shopping Centre	Sweden	Täby	Extension/Renovation	28,427 m²	28,427 m²	196	319	H2 2014		Fair value
So Ouest Plaza	Office & others	France	Paris Region	Redevelopment/ Refurbishment	40,182 m²	40,182 m²	32	181	H1 2015		At cost
Mall of Scandinavia	Shopping Centre	Sweden	Stockholm	Greenfield/Brownfield	100,438 m²	100,438 m²	181	614	H2 2015		At cost
Others					5,361 m²	5,361 m²	35	68			
"Committed" Projects					**474,771 m²**	**474,771 m²**	**1,321**	**2,852**		**7.9%**	
Parly 2 Extension	Shopping Centre	France	Paris Region	Extension/Renovation	7,600 m²	3,800 m²	5	54	H2 2014		At cost
Polygone Riviera	Shopping Centre	France	Cagnes-sur-Mer	Greenfield/Brownfield	71,474 m²	71,474 m²	37	386	H2 2015		At cost
Aupark Extension-Renovation	Shopping Centre	Slovakia	Bratislava	Extension/Renovation	17,593 m²	17,593 m²	0	79	H2 2015		At cost
Carré Sénart Extension	Shopping Centre	France	Paris Region	Greenfield/Brownfield	25,810 m²	25,810 m²	4	146	H2 2015		At cost
Trinity	Office & others	France	Paris	Greenfield/Brownfield	47,750 m²	47,750 m²	6	293	H1 2016		At cost
Val Tolosa	Shopping Centre	France	Toulouse	Greenfield/Brownfield	85,731 m²	25,552 m²	10	114	H2 2016		At cost
Chodov Extension	Shopping Centre	Czech Rep.	Prague	Extension/Renovation	38,183 m²	38,183 m²	9	126	H2 2016		At cost
Oceania	Shopping Centre	Spain	Valencia	Greenfield/Brownfield	96,488 m²	96,488 m²	2	251	H1 2017		At cost
Wroclaw	Shopping Centre	Poland	Wrocław	Greenfield/Brownfield	73,979 m²	73,979 m²	21	216	H2 2017		At cost
Maquinext	Shopping Centre	Spain	Barcelona	Extension/Renovation	35,281 m²	35,281 m²	59	107	H2 2017		At cost
Triangle	Office & others	France	Paris	Greenfield/Brownfield	83,532 m²	83,532 m²	9	516	Post 2017		At cost
Benidorm	Shopping Centre	Spain	Benidorm	Greenfield/Brownfield	53,939 m²	26,969 m²	38	76	Post 2017		At cost
Phare	Office & others	France	Paris	Greenfield/Brownfield	124,531 m²	124,531 m²	54	914	Post 2017		At cost
Others					2,500 m²	2,500 m²	5	13			
"Controlled" Projects					**764,390 m²**	**673,441 m²**	**259**	**3,289**		**8% target**	
Bubny	Shopping Centre	Czech Rep.	Prague	Greenfield/Brownfield	59,823 m²	35,894 m²	1	116	Post 2017		At cost
Others					276,929 m²	222,256 m²	6	786			
"Secured Exclusivity" Projects					**336,752 m²**	**258,150 m²**	**7**	**902**		**8% target**	
Unibail-Rodamco's Total Pipeline					**1,575,913 m²**	**1,406,362 m²**	**1,588**	**7,044**		**8% target**	
Of which additional area						1,162,498 m²					
Of which redeveloped area						243,863 m²					

[1] Figures subject to change according to the maturity of projects.
[2] Excluding financial costs and internal costs capitalised.
[3] Excluding financial costs and internal costs capitalised. The costs are discounted as at December 31, 2012.
[4] In the case of staged phases in a project, the date corresponds to the opening of the first phase.
[5] Aéroville cost to date and expected cost does not include the leasehold amounts paid after the opening of the shopping centre.

Net Asset Value as at December 31, 2012

Unibail-Rodamco's EPRA triple Net Asset Value (NNNAV)[57] amounted to €138.40 per share as at December 31, 2012, up by 5.9% from December 31, 2011. The increase in the NNNAV is the result of: (i) an increase of €13.05 per share due to the revaluation of property and intangible assets, (ii) the contribution of €9.60 per share from the Recurring Earnings Per Share of 2012 and (iii) the positive effect of other items of €0.32 per share, offset by: (i) the distribution of €8.00 per share in May 2012, (ii) the mark-to-market of debt and financial instruments of -€5.92 per share and (iii) the effect of the increase of the fully diluted number of shares of -€1.35.

The going concern NAV[58] (GMV based), measuring the fair value on a long term, on-going basis, came to €151.10 per share as at December 31, 2012, up by 5.6% compared to €143.10 as at December 31, 2011.

1. PROPERTY PORTFOLIO

Despite the evolving economic crisis, the European commercial real estate investment market continued to demonstrate liquidity. The 2012 investment volume of ca. €112 billion[59] matched 2011 volumes, confirming the sector's appeal for investors looking for secure cash-flows and yield.

The trend of diverging performance of prime and all other asset classes has continued during 2012 for both offices and retail assets. Regarding shopping centres, this trend is fuelled by the economic outlook and austerity measures announced in various countries, which is prompting consumers to be more cautious. Retailers are responding to the pressure on the consumer and the opportunity brought about by the internet by continuing to be highly selective in the locations of their key points of sale and flagship stores. They continue to favour the larger schemes characterized by high footfall and high sales per square meter.

Consequently, the prime asset class characterised by secure income with a solid risk premium over risk-free rates remains on top of the shopping lists of active investors. Many investors are actively looking for stable and secure yields and have significant amounts of equity allocated to European prime commercial real estate, despite the continuing shortfall in supply of this product category.

In parallel, bank financing remains restricted especially for non-prime assets, which combined with limited interest from equity investors and deteriorating performance, negatively affects non-prime valuations.

Unibail-Rodamco's appraisers have scrutinized and benchmarked the Group's assets' productivity and performance trends (lease agreements signed, tenant sales, footfall, rental uplift, occupancy cost ratio, etc.) to determine individual assets' outlook. They have taken into account proven ability of these assets to outperform national sales indices and their resilience in the face of generally adverse economic trends in 2012.

The Group's valuation reflects broadly stable yields in some core European markets whereas some regions saw yield compression, for example in Central Europe, the Nordics and,

[57] *EPRA NNNAV (triple net net asset value): corresponds to the Going concern NAV per share less the estimated transfer taxes and capital gain taxes.*
[58] *Going Concern NAV: the amount of equity per share needed to replicate the Group's portfolio with its current financial structure.*
[59] *Source: DTZ research.*

to a limited extent, in Austria. In these regions, slight yield compression observed was supported by solid rental growth, cash-flow visibility and transactional activity.

The positive revaluation of the Unibail-Rodamco's retail assets results from strong fundamentals driving rental growth in the portfolio, underpinned by the fact that most of the Group's retail standing assets consist of large schemes with significant footfall (more than 6 million visits per year). The Group's Minimum Guaranteed Rental uplift[60] of +21.4% during 2012 compared to +19.4% in 2011 confirms continued strong retailer demand for top locations that offer the best sales and footfall performance. The Group also added significant value in the non-like-for-like segment, which includes the projects delivered in 2012 as well as the investment properties under construction, through active management and booking early successes in pre-letting in the part of the pipeline valued at fair value.

In offices, a further moderate yield correction on top of the one witnessed in June 2012 has led to a further but limited negative revaluation.

The Convention and Exhibition portfolio valuation is stable with a moderate positive revaluation on the basis of operating performance and stable cash flow outlook.

Unibail-Rodamco's asset portfolio including transfer taxes grew from €25,924 million as at December 31, 2011 to €29,292 million as at December 31, 2012. On a like-for-like basis, the value of the Group's portfolio increased by €1,014 million net of investments, *i.e.* +4.8% compared with December 31, 2011.

Asset portfolio valuation of Unibail-Rodamco (including transfer taxes) [a]	31/12/2011		31/12/2012		Like-for-like change net of investment – full year 2012 [b]	
	€Mn	%	€Mn	%	€Mn	%
Shopping centres	19,803	76%	22,987	78%	982	6.0%
Offices	3,853	15%	3,892	13%	(74)	-2,.7%
Convention-Exhibition centres	1,901	7%	1,966	7%	26	1.4%
Services	367	1%	448	2%	80	21.8%
Total	**25,924**	**100%**	**29,292**	**100%**	**1,014**	**4.8%**

Figures may not add up due to rounding.
[a] based on a full scope of consolidation, including transfer taxes and transaction costs (see §1.5 for Group share figures);
The portfolio valuation includes:
- the appraised or at cost value of the entire property portfolio (100% when fully consolidated, Group share when consolidated under the proportional method);
- the market value of Comexposium, a trade show organisation business, and of Unibail-Rodamco's share investments in mfi and Ruhr-Park (Germany) and Zlote Tarasy complex in Poland consolidated under the equity method.

The valuations take into account the negative cash flows related to rents paid on concessions or leaseholds, which are accounted for as financial debt in the consolidated balance sheet.
The portfolio does not include shares of Société Foncière Lyonnaise and a €60 million bond issued by the owner of a shopping centre in France.
[b] excluding currency effect and changes in the scope (acquisitions, disposals, set-up of joint-ventures and deliveries of new projects) during the full-year 2012 (computation based on exchange rates used the previous fiscal year), mainly related to:
- acquisitions of shopping centres: part of Sant Cugat (Barcelona/Spain), share investments in mfi, Ruhr-Park and Zlote Tarasy;
- acquisitions of plots or units in Les Quatre Temps, Forum des Halles and Villabé in France, acquisitions of units in The Netherlands and a plot in Wroclaw (Poland);
- disposals of retail assets: Wasquehal in France, Brink 100 in The Netherlands, Halmstad in Sweden;
- disposal of plots in Alma in Rennes;
- disposal of Tour Oxygène (Lyon);
- Parly 2 shopping centre, due to the joint venture agreement signed with ADIA;
- assets delivered in 2012, including mainly: Confluence in Lyon (hotel and shopping centre), El Faro in Badajoz, Carré Sénart Shopping Park and So Ouest in Paris region.

The like-for-like change in portfolio valuation is calculated excluding changes above mentioned.

[60] *Minimum Guaranteed Rent uplift: the difference between new and old rents. This indicator is calculated only on renewals and relettings and not on vacant units relettings.*

Appraisers

Two international and qualified appraisers, Jones Lang LaSalle and DTZ, assess the retail and office properties of the Group. The appraisers have been appointed in 2010 as part of Unibail-Rodamco's policy of rotating appraisers once every five years.

The valuation process has a centralised approach, which ensures that, on the Group's internationally diversified portfolio, pan-European capital market views are taken into account. Unibail-Rodamco has allocated properties across the two appraisers, while ensuring that large regions are assessed by both companies for comparison and benchmarking purposes. The appraiser of Convention and Exhibition as well as Services activities is PricewaterhouseCoopers. Assets are appraised twice a year (in June and December), except service companies, appraised yearly.

Appraiser	Property location	% of total portfolio
DTZ	France/Netherlands/Nordic/Spain/ Central Europe	49%
JLL	France/Nordic /Spain/Central Europe/Austria	38%
PWC	France	7%
At cost, under sale agreement or appraised by a third party		5%
		100%

Figures may not add up due to rounding.

Fees paid to appraisers are determined prior to the valuation campaign 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 has received fees from the Group representing more than 10% of their turnover.

Valuation methodology

The valuation principles adopted are based on a multi-criteria approach. The independent appraisers determine the fair market value based on the results of two methods: the discounted cash flow methodology as well as the yield methodology. Furthermore, the resulting valuations are cross-checked against the initial yield, value per square meter 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 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. 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, incentives) or in the applied required returns or discount rates.

Valuation scope

As at December 31, 2012, Unibail-Rodamco has given a mandate to independent appraisers for the valuation of 95% of the portfolio.

Investment Properties Under Construction (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. Unibail-Rodamco uses generic guidelines to establish the remaining level of risk, focusing notably on uncertainty remaining in construction and leasing.

IPUC were valued using a discounted cash flow or yield method approach (in accordance with RICS and IVSC standards[61]) as deemed appropriate by the independent appraiser. In some cases, both methods were combined to validate and cross-check critical valuation parameters.

The following assets under construction continued to be assessed at fair value as at December 31, 2012:
- So Ouest Office (Paris region);
- Aéroville (Paris region);
- Centrum Cerny Most extension (Prague).

The Toison d'Or extension project is now also assessed at fair value as at December 31, 2012.

Alma (Rennes) extension continued to be assessed at their value and to be considered as part of the corresponding standing asset.

[61] *RICS: Royal Institution of Chartered Surveyors; IVSC: International Valuation Standards Council.*

The following assets have opened in 2012 and are now assessed as standing assets as at December 31, 2012:
- Confluence shopping centre (opening in April) and hotel (March);
- El Faro (September);
- Carré Sénart Shopping Park (September);
- So Ouest shopping centre (October).

The remaining assets (5%) of the portfolio have been valued as follows:
- at cost for the IPUC for which a reliable value could not yet be established. These mainly represent assets under development: Mall of Scandinavia shopping centre in Stockholm, Majunga in La Défense and So Ouest Plaza office developments in Paris region; as well as all the development projects in the "controlled" and "secured exclusivity" categories (see section "Development Projects");
- at acquisition price for assets acquired in the second half of 2012;
- Zlote Tarasy, Ruhr-Park and the assets owned by mfi AG are accounted for using the equity method and are therefore included in the Group's asset portfolio as well as NAV calculation based on a valuation of these assets by external appraisers (DTZ and CBRE).

1.1. Shopping Centre portfolio

The value of Unibail-Rodamco's shopping centre portfolio is the addition of the value of each individual asset. This approach does not include the "portfolio value", which reflects the additional value of having a large group of unique assets in a single portfolio, as this value cannot be objectively assessed, yet it is definitely part of the appeal to the Group's shareholders.

1.1.1. Evolution of Unibail-Rodamco's shopping centre portfolio valuation

The value of Unibail-Rodamco's shopping centre portfolio grew from €19,803 million as at December 31, 2011 to €22,987 million as at December 31, 2012, including transfer taxes and transaction costs:

Valuation 31/12/2011 (€Mn)	19,803
Like-for-like revaluation	982
Revaluation of Non Like-for-like assets	476[a]
Capex/Acquisitions	2,315[b]
Disposals	(669) [c]
Constant Currency Effect	81[d]
Valuation 31/12/2012 (€Mn)	**22,987**

[a] Non like-for-like assets regarding investment properties under construction taken at cost or at fair value. Includes the revaluation of the shares in mfi, Ruhr-Park and Zlote Tarasy since their acquisition and the revaluation of delivered assets.
[b] Includes the investment related to mfi, Ruhr-Park and Zlote Tarasy shopping centre and parking. Includes also the Parly 2's joint venture accounting treatment (acquisition of a 50% stake in the joint venture).
[c] Value as at December 31, 2011. Includes the Parly 2's joint venture accounting treatment (disposal of Unibail-Rodamco's assets to the joint venture).
[d] Currency gain of €81 million mainly in Nordics, before offsets from foreign currency loans and hedging programmes.

Based on an asset value excluding estimated transfer taxes and transaction costs, the shopping centre division's net initial yield as at December 31, 2012, came to 5.3% *vs.* 5.5% as at December 31, 2011.

Shopping Centre portfolio by region – 31/12/2012	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net inital yield 31/12/2012[a]	Net inital yield 31/12/2011[a]
France[b]	11,814	11,356	5.0%	5.2%
Central Europe[c]	2,904	2,877	5.8%	6.2%
Spain	2,471	2,415	6.6%	6.6%
Nordic	2,360	2,314	5.1%	5.1%
Austria	2,049	2,030	5.1%	5.4%
Netherlands	1,389	1,307	5.6%	5.6%
Total	**22,987**	**22,299**	**5.3%**	**5.5%**

[a] Annualised contracted rent (including latest indexation) net of expenses, divided by the value of the portfolio net of estimated transfer taxes and transaction costs. Shopping centres under development or held by companies consolidated under equity method are not included in the calculation.
[b] For France, the effect of including Key Money in the Net Rental Income would increase net initial yield to 5.5% as at December 31, 2012.
[c] Includes the Group share in the equity holding of Zlote Tarasy, mfi and Ruhr-Park assets.

1.1.2. Sensitivity

A change of +25 basis points in net initial yield would result in a downward adjustment of -€964 million (or -4.2%) of the total shopping centre portfolio value (including transfer taxes and transaction costs).

1.1.3. Like-for-like analysis

On a like-for-like basis, the value of the shopping centre portfolio, including transfer taxes and transaction costs and restated for works, capitalised financial and leasing expenses and eviction costs, increased by €982 million (or +6.0%) over the year. The main driver is the increase in rents (+4.9%) while the positive yield impact (+1.2%) reflects the yield hardening on high quality assets in some regions in which the Group operates.

Shopping Centre – Like-for-like (LxL) change [a]

Full year 2012	€Mn	%	Rent impact	Yield impact [b]
France	523	6.6%	5.9%	0.7%
Spain	(57)	-2.5%	0.7%	-3.2%
Nordic	82	6.3%	4.3%	2.0%
Central Europe	247	13.9%	6.6%	7.3%
Netherlands	43	3.8%	3.4%	0.4%
Austria	143	7.8%	6.7%	1.1%
Total	**982**	**6.0%**	**4.9%**	**1.2%**

[a] Like-for-like change net of investments from December 31, 2011 to December 31, 2012.
[b] Yield impact calculated using the change in potential yields (to neutralise changes in vacancy rates) and taking into account Key Money.

Like-for-like revaluations show an increasing differentiation between assets above 6 million visits per year (+6.7% over 2012) and those ones with less than 6 million visits (+1.0% over 2012), in view of their increasingly divergent operating performance.

1.2. Office portfolio

1.2.1. Evolution of Unibail-Rodamco's office portfolio valuation

The value of the office portfolio increased to €3,892 million as at December 31, 2012 from €3,853 million as at December 31, 2011, including transfer taxes and transaction costs:

Valuation 31/12/2011 (€Mn)	**3,853**
Like-for-like revaluation	(74)
Revaluation of Non Like-for-like assets	(24) [a]
Capex/Acquisitions	266 [b]
Disposals	(138)
Constant Currency Effect	10 [c]
Valuation 31/12/2012 (€Mn)	**3,892**

[a] Includes: (i) investment properties under construction taken at cost or at fair value, (ii) assets recently delivered (Nouvel Air, 80 Wilson), (iii) the 7 Adenauer building in own use by the Group and (iv) the revaluation of the shares in Zlote Tarasy offices.
[b] Includes the investment related to shares in the companies holding Zlote Tarasy offices.
[c] Currency gain of €10 million in the Nordics, before offsets from foreign currency loans and hedging programmes.

The split by region of the total office portfolio is the following:

Valuation of office portfolio – 31/12/2012	Valuation (including transfer taxes)	
	€	%
France	3,374	87%
Nordic	207	5%
Netherlands	157	4%
Austria	40	1%
Central Europe	113	3%
Total	**3,892**	**100%**

For **occupied offices** and based on an asset value excluding estimated transfer taxes and transaction costs, the Office division's net initial yield as at December 31, 2012 increased to 6.9%.

Valuation of occupied office space – 31/12/2012	Valuation including transfer taxes (€Mn) [a]	Valuation excluding estimated transfer taxes (€Mn)	Net inital yield 31/12/2012 [b]	Net inital yield 31/12/2011 [b]
France	2,445	2,371	6.8%	6.4%
Nordic	188	184	7.2%	7.5%
Netherlands	120	113	8.3%	9.8%
Austria	40	39	6.6%	6.6%
Central Europe [c]	8	8	8.3%	8.1%
Total	**2,801**	**2 716**	**6.9%**	**6.6%**

[a] Valuation of occupied office space as at December 31, 2012, based on the appraiser's allocation of value between occupied / vacant space.
[b] Annualised contracted rents (including latest indexation) net of expenses, divided by the value of occupied space net of estimated transfer taxes and transaction costs.
[c] The investment in Zlote Tarasy offices is not included in this table.

1.2.2. Sensitivity

A change of +25 basis points in net initial yield would result in a downward adjustment of -€119 million (or -3.1%) of the total office portfolio value (occupied and vacant spaces, including transfer taxes and transaction costs).

1.2.3. Like-for-like analysis

The value of Unibail-Rodamco's office portfolio, including transfer taxes and transaction costs, and after accounting for the impact of works and capitalised financial and leasing expenses, decreased on a like-for-like basis by -€74 million (or -2.7%) over the full-year 2012. This breaks down into a +2.1% positive impact from rents and lettings and a negative -4.8% due to changes in yields.

Offices – Like-for-like (LxL) change[a]

Full year 2012	€Mn	%	Rent impact	Yield impact[b]
France	(79)	-3.3%	1.9%	-5.3%
Nordic	7	3.5%	5.9%	-2.4%
Netherlands	(3)	-2.2%	0.3%	-2.5%
Austria	2	5.4%	5.3%	0.1%
Central Europe	(0)	-1.1%	0.8%	-1.9%
Total	**(74)**	**-2.7%**	**2.1%**	**-4.8%**

[a] Like-for-like change net of investments from December 31, 2011 to December 31, 2012.
[b] Yield impact calculated using the change in potential yields (to neutralise changes in vacancy rates).

1.2.4. French Office Portfolio

Unibail-Rodamco's French office portfolio split by sector is the following:

French Office portfolio by sector – 31/12/2012	Valuation (including transfer taxes)	
	€Mn	%
Paris CBD	793	24%
Neuilly-Levallois-Issy	751	22%
La Défense	1,711	51%
Other	120	4%
Total	**3,374**	**100%**

For **occupied offices** and based on an asset value excluding estimated transfer taxes and transaction costs, the French Office division's yield as at December 31, 2012 came to 6.8% reflecting a 40 bps widening in yields during 2012.

Valuation of French occupied office space – 31/12/2012	Valuation including transfer taxes (€Mn) [a]	Valuation excluding estimated transfer taxes (€Mn)	Net inital yield 31/12/2012[b]	Average price (€/m²)[c]
Paris CBD	790	771	6.1%	13,659
Neuilly-Levallois-Issy	229	228	6.8%	5,788
La Défense	1,315	1,265	7.0%	7,055
Other	111	107	8.3%	2,454
Total	**2,445**	**2,371**	**6.8%**	**7,633**

[a] Valuation of occupied office space as at December 31, 2012, as based on the appraiser's allocation of value between occupied and vacant spaces.
[b] Annualised contracted rent (including latest indexation) net of expenses, divided by the value of occupied space net of estimated transfer taxes and transaction costs.
[c] Average price, excluding estimated transfer taxes, per square meter for occupied office space as based on the appraiser's allocation of value between occupied and vacant spaces. Average prices were restated for parking spaces with a basis of €30,000 per space for Paris CBD and Neuilly-Levallois-Issy and 15,000 euros for other areas.

1.3. Convention-Exhibition Portfolio

The value of Unibail-Rodamco's convention-exhibition centre portfolio is derived from the combination of the value of each individual asset.

1.3.1. Valuation methodology

The valuation methodology adopted by Pricewaterhouse-Coopers for the venues is mainly based on a discounted cash flow model applied to 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's value at the end of the given time period, based either on the residual contractual value for concessions[62] or on capitalised cash flows over the last year.

The discounted cash flow methodology has been adopted for the Pullman-Montparnasse hotel asset and the Cnit-Hilton hotel (both operated under an operational lease agreement) and the Lyon Confluence hotel (operated under a management contract) as at December 31, 2012.

1.3.2. Evolution of the Convention-Exhibition Centres valuation

The value of Convention-Exhibition centres and hotels, including transfer taxes and transaction costs, grew to €1,966 million[63] as at December 31, 2012:

Valuation 31/12/2011 (€Mn)	**1,901[a]**
Like-for-like revaluation	26
Revaluation of Non Like-for-like assets	1
Capex	38
Valuation 31/12/2012 (€Mn)	**1,966[b]**

[a] Of which €1,630 million for Viparis and €271 million for hotels.
[b] Of which €1,691 million for Viparis and €275 million for hotels.

On a like-for-like basis, net of investments, the value of Convention and Exhibition properties and hotels is up €26 million, +1.4% compared with December 31, 2011.

Convention-Exhibition – Like-for-like change net of investment	Full year 2012	
	€Mn	%
Viparis and others[a]	38	2.4%
Hotels	(13)	-5.1%
Total	**26**	**1.4%**

[a] Viparis and others includes all of the Group's Convention-Exhibition centres (of which 50% of Palais des Sports).

Based on these valuations, the average EBITDA yield on Viparis (and others) as at December 31, 2012 (Unibail-Rodamco's recurring operating profit divided by the value of Unibail-Rodamco's assets, excluding estimated transfer taxes) was 8.6% and increased by 85 basis points *vs.* December 31, 2011. This is mainly explained by the seasonal results pattern of the activity.

Confluence Hotel in Lyon, previously assessed as an IPUC at fair value, was delivered in the first half-year of 2012 and became a standing asset.

[62] For Porte de Versailles asset valuation, the expert has taken into account a probability of renewal of the concession of 22.5%.
[63] Based on a full scope of consolidation, including transfer taxes and transaction costs (see §1.5 for Group share figures).

1.4. Services

The services portfolio is composed of:

- Comexposium, a trade show organisation business;
- Espace Expansion, a property service company.

The services portfolio is appraised in order to include at their market value all significant intangible assets in the portfolio and in the calculation of Unibail-Rodamco's NAV. Intangible assets are not revalued but maintained at cost or at amortised cost on Unibail-Rodamco's consolidated statement of financial position (subject to impairment test).

Comexposium was valued at €281 million (Group share) as at December 31, 2012 by PricewaterhouseCoopers. The value net of investment increased by +16.2% or €39 million compared to December 31, 2011, reflecting the impact of minor acquisitions and the improved performance of the company.

Espace Expansion and Rodamco Gestion have merged effective January 1, 2012 and were valued at €167 million as at December 31, 2012, following the appraisal conducted by PricewaterhouseCoopers. This represents an increase of €41 million or +32.5% compared to year-end 2011 due to the increased cash flows of the company and size of the portfolio managed.

1.5. Group share figures for the Property Portfolio

The figures above are based on a full scope of consolidation. The following tables also provide the Group share level (in gross market value):

	Full scope consolidation		Group share	
Asset portfolio valuation – 31/12/2011	**€Mn**	**%**	**€Mn**	**%**
Shopping centres	19,803	76%	18,299	77%
Offices	3,853	15%	3,850	16%
Convention-Exhibition centres	1,901	7%	1,167	5%
Services	367	1%	367	2%
Total	**25,924**	**100%**	**23,684**	**100%**
Asset portfolio valuation – 31/12/2012	**€Mn**	**%**	**€Mn**	**%**
Shopping centres	22,987	78%	21,309	79%
Offices	3,892	13%	3,888	14%
Convention-Exhibition centres	1,966	7%	1,209	5%
Services	448	2%	448	2%
Total	**29,292**	**100%**	**26,854**	**100%**
Like-for-like change – net of investments - Full year 2012	**€Mn**	**%**	**€Mn**	**%**
Shopping centres	982	6.0%	894	5.9%
Offices	(74)	-2.7%	(74)	-2.7%
Convention-Exhibition centres	26	1.4%	13	1.2%
Services	80	21.8%	80	21.8%
Total	**1,014**	**4.8%**	**913**	**4.7%**
Like-for-like change – net of investments – Full year 2012 – Split rent/yield impact	**Rent impact %**	**Yield impact %**	**Rent impact %**	**Yield impact %**
Shopping centres	4.9%	1.2%	4.8%	1.2%
Offices	2.1%	-4.8%	2.1%	-4.8%
Net Initial Yield	**31/12/2012**	**31/12/2011**	**31/12/2012**	**31/12/2011**
Shopping centres	5.3%	5.5%	5.4%	5.5%
Offices – occupied space	6.9%	6.6%	6.9%	6.6%

2. EPRA TRIPLE NET ASSET VALUE CALCULATION

The EPRA triple net Net Asset Value (NNNAV) is calculated by adding to the consolidated shareholders' equity (Owners of the parent), as shown on the consolidated statement of financial position (under IFRS) several items as described hereafter.

2.1. Consolidated shareholders' equity

As at December 31, 2012, consolidated shareholders' equity (Owners of the parent) came to €12,903 million.

Shareholders' equity (Owners of the parent) incorporated net recurring profit of €886.3 million, and a positive impact of €572.3 million of fair value adjustments on property assets and financial instruments, as well as capital gain on sales of properties.

2.2. Impact of rights giving access to share capital

Dilution from securities giving access to share capital was computed when such instruments came in the money as at December 31, 2012.

The debt component of the ORAs[64], recognised in the financial statements (€0.2 million) was added to shareholders' equity for the calculation of the NNNAV. At the same time, all ORAs were treated as shares of common stock.

In accordance with IFRS rules, financial instruments and the ORNANE[65] were recorded on Unibail-Rodamco'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 consolidated shareholders' equity.

The ORNANE issued in 2009 has been almost fully converted as at December 31, 2012[66] and therefore no restatement of its fair value has been included in the NAV calculation as at December 31, 2012. The conversion of the ORNANE issued in 2009 led to the issue of 2,013,012 new shares. The ORNANE issued in 2012 has not been restated for the NNNAV calculation as it is "out of the money" as at December 31, 2012 and therefore had no impact on the number of shares.

The exercise of "in the money" stock-options and with the performance criteria fulfilled as at December 31, 2012, would have led to a rise in the number of shares by 3,506,670, generating an increase in shareholders' equity of €421 million.

As at December 31, 2012, the fully-diluted number of shares taken into account for the NNNAV calculation was 98,449,794.

2.3. Unrealised capital gains on intangible assets

The appraisal of property service companies and of the operations ("*fonds de commerce*") of Paris Nord Villepinte/ Palais des Congrès de Paris/Palais des Congrès de Versailles and Issy-les-Moulineaux gave rise to an unrealised capital gain of €284 million which was added for the NAV calculation. The increase compared with December 31, 2011 mainly comes from Comexposium and Espace Expansion.

2.4. Adjustment of capital gains taxes

In accordance with accounting standards, deferred tax on property assets was calculated on a theoretical basis on the consolidated statement of financial position as at December 31, 2012.

For the purpose of the EPRA NAV calculation, deferred taxes on unrealised capital gains on assets not qualifying for tax exemption (€943 million) has been added back. Goodwill booked on the balance sheet as a result of deferred taxes was accordingly excluded from the NAV for a total amount of €259 million.

For the calculation of the EPRA NNNAV, estimated taxes actually payable should a disposal take place (€455 million) were deducted.

2.5. Mark-to-market value of debt

In accordance with IFRS rules, financial instruments were recorded on Unibail-Rodamco's statement of financial position at their fair value.

The fair value adjustment (€426 million) was added back for the EPRA NAV calculation and then deducted for the EPRA NNNAV calculation.

The value of the fixed-rate debt on the balance sheet of the Group is equal to the nominal value for the ex-Unibail debt and the fair value of the ex-Rodamco debt at combination date (June 30, 2007). Taking fixed rate debt at its fair value would have had a negative impact of €496 million. This impact was taken into account in the EPRA NNNAV calculation.

[64] Bonds redeemable for shares.

[65] Net share settled bonds convertible into new and/or existing shares (ORNANE) – see Financial Resources note.

[66] 2,766 remaining ORNANE have been reimbursed on January 2, 2013 at their nominal value.

2.6. Restatement of transfer taxes and transaction costs

Transfer taxes and transaction costs are estimated after taking into account the disposal scenario minimising these costs: sale of the asset or of the company that owns it, provided the anticipated method is achievable (which notably depends on the net book value of the asset). This estimation is carried out on a case-by-case basis on each individual asset, according to the local tax regime.

As at December 31, 2012, 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 net adjustment of €280 million.

2.7. EPRA triple Net Asset Value

Unibail-Rodamco's EPRA triple Net Asset Value (owners of the parent) thus stood at €13,621 million or **138.40 euros** per share (fully-diluted) as at December 31, 2012.

The EPRA NNNAV per share growth was 5.9% compared with December 31, 2011.

Value creation during 2012 amounted to **15.70 euros** per share, adjusted for the €8.00 distribution paid out in May 2012.

The following tables show the calculation presented in compliance with EPRA best practices recommendations. A bridge from December 31, 2011 December 31, 2012 is also presented.

2.8. Going concern Net Asset Value

Unibail-Rodamco adds to the EPRA NNNAV per share estimated transfer taxes and effective deferred capital gain taxes resulting in a Going concern NAV. This corresponds to the amount of equity needed to replicate the Group's portfolio with its current financial structure.

Going concern NAV stands at €151.10 per share as at December 31, 2012, an increase of +5.6% *vs.* December 31, 2011.

EPRA NNNAV calculation (all figures are Group share and in €Mn)	31/12/2011		30/06/2012		31/12/2012	
	€Mn	€/share	€Mn	€/share	€Mn	€/share
Fully diluted number of shares		95,296,018		97,216,853		98,449,794
NAV per the financial statements	11,636		11,693		12,903	
ORA and ORNANE	170		210		0	
Effect of exercise of options	291		453		421	
Diluted NAV	12,097		12,356		13,324	
include						
Revaluation intangible assets	134		199		284	
exclude						
Fair value of financial instruments	281		336		426	
Deferred taxes on balance sheet	879		875		943	
Goodwill as a result of deferred taxes	(287)		(259)		(259)	
EPRA NAV	**13,105**	**€137.50**	**13,507**	**€138.90**	**14,718**	**€149.50**
Fair value of financial instruments	(281)		(336)		(426)	
Fair value of debt	(183)		(302)		(496)	
Effective deferred taxes	(435)		(428)		(455)	
Impact of transfer taxes estimation	253		263		280	
EPRA NNNAV	**12,459**	**€130.70**	**12,704**	**€130.70**	**13,621**	**€138.40**
% of change over 6 months		**2.9%**		**0,0%**		**5.9%**
% of change over 1 year				**2.9%**		**5.9%**

Unibail-Rodamco also states the "going concern NAV" = EPRA NNNAV per share adding back transfer taxes and deferred capital gain taxes. It corresponds to the amount of equity needed to replicate the Group's portfolio with its current financial structure - on the basis of fully diluted number of shares.

Going Concern NAV calculation (all figures are Group share and in €Mn)	31/12/2011		30/06/2012		31/12/2012	
	€Mn	€/share	€Mn	€/share	€Mn	€/share
EPRA NNNAV	12,459		12,704		13,621	
Effective deferred capital gain taxes	435		428		455	
Estimated transfer taxes	743		773		803	
Going concern NAV	**13,637**	**€143.10**	**13,905**	**€143.00**	**14,880**	**€151.10**
% of change over 6 months		**3.1%**		**-0.1%**		**5.7%**
% of change over 1 year				**3.0%**		**5.6%**

Change in EPRA NNNAV and Going concern NAV between December 31, 2011 and December 31, 2012 broke down as follows:

Evolution of EPRA NNNAV and Going concern NAV		EPRA NNNAV	Going concern NAV
As at 31/12/2011, per share (fully diluted)		**€130.70**	**€143.10**
Revaluation of property assets[1]		11.53	11.53
Retail	12.35		
Offices	(0.94)		
Convention & Exhibition	0.12		
Revaluation of intangible assets		1.52	1.52
Capital gain on disposals		0.17	0.17
Recurring net profit		9.60	9.60
Distribution in 2012		(8.00)	(8.00)
Mark-to-market of debt and financial instruments		(5.92)	(5.92)
Variation in transfer taxes & deferred taxes adjustments		(0.14)	0.60
Variation in number of shares		(1.35)	(1.78)
Other		0.28	0.28
As at 31/12/2012, per share (fully diluted)		**€138.40**	**€151.10**

[1] Revaluation of property assets is €7.95 per share on like-for-like basis, of which €7.30 is due to rental effect and €0.65 is due to yield effect.

Financial Resources

In 2012, the financial markets were characterized by generally improving conditions interrupted by periodic intervals of high volatility due to macro-economic uncertainties and the sovereign debt crisis. In this challenging context, Unibail-Rodamco raised €4,559 million of medium to long-term funds in the bond and bank markets at attractive conditions, thanks to the strength of the Group's balance sheet.

The financial ratios stand at healthy levels: the Loan to Value (LTV) ratio stands at 37% (in line with the LTV ratio as at December 31, 2011) and the Interest Coverage Ratio (ICR) is also almost stable at 3.5x (*vs.* 3.6x in 2011). The average cost of debt for 2012 decreased to 3.4% (*vs.* 3.6% for 2011).

1. DEBT STRUCTURE AS AT DECEMBER 31, 2012

Unibail-Rodamco's consolidated nominal financial debt as at December 31, 2012 increased to €11,034 million (€9,749 million as at December 31, 2011). The increase in debt is due primarily to the August 2012 acquisition of a portfolio of assets in Germany and development pipeline capital expenditures, with a number of projects successfully delivered in 2012 or to be delivered in 2013.

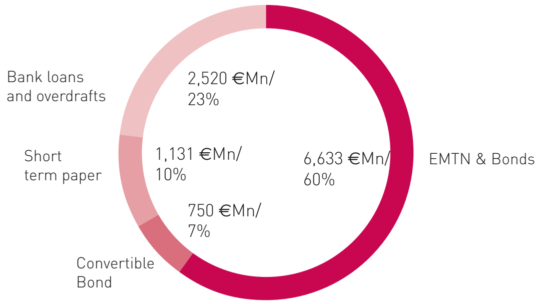
The financial debt includes €750 million of net share settled bonds convertible into new and/or existing shares of Unibail-Rodamco (ORNANE) for 100% of their nominal value. The €750 million ORNANE was issued in September 2012 (see section 1.2) while the previously outstanding €575 million ORNANE issued in 2009 was repaid.

1.1. Debt breakdown

Unibail-Rodamco's nominal financial debt as at December 31, 2012 breaks down as follows:

- €6,633 million in bonds, of which €6,133 million under the Euro Medium Term Notes (EMTN) programme of Unibail-Rodamco and €500 million under Rodamco Europe's EMTN programme;
- €750 million in ORNANE;
- €1,131 million in commercial paper (*billets de trésorerie* and Euro Commercial Paper)[67];
- €2,520 million[68] in bank loans and overdrafts, including €1,380 million in unsecured corporate loans, €1,130 million in mortgage loans and €9 million in bank overdrafts.

No loans were subject to prepayment clauses linked to the Group's ratings[69].



The Group's debt remains well diversified with a predominant and increased proportion of bond financing, in which the Group has a long track record.

1.2. Funds Raised

Medium to long-term financing transactions completed in 2012 amounted to €4,559 million and include:

- the signing of €1,384 million medium to long-term credit facilities or bank loans with an average maturity of 4.2 years and an average margin[70] of 95 bps. This amount includes the refinancing of a €600 million syndicated credit facility due in 2013, which was renegotiated and extended to December 2017 in December 2012;
- the issue of three public EMTN bond issuances for a total amount of €2,000 million with the following features:
  - in March 2012: €750 million bond issue with a 3.00% coupon and a 7-year maturity;

[67] *Short term paper is backed by committed credit lines (see 1.2).*
[68] *Figures may not add up due to rounding.*
[69] *Barring exceptional circumstances (change in control).*
[70] *Taking into account current rating and based on current utilization of these lines.*

- in August 2012: €750 million bond issue with a 2.25% coupon and a 6-year maturity;
- in October 2012: €500 million bond issue with a 1.625% coupon and 4.7-year maturity. This is the lowest coupon ever paid by Unibail-Rodamco for a public Euro benchmark;

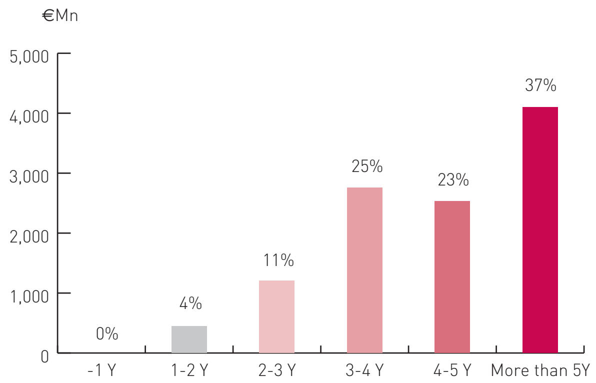
- the issue of 2 private EMTN placements for a total amount of €425 million, with a 3.196% coupon and a 10-year maturity.
  In total €2,425 million was raised on the bond market in 2012 at an average margin of 99 bps over mid-swaps for an average duration of 6.7 years *versus* 148 bps on average in 2011 for an average duration of 6.4 years;
- the issue of a €750 million ORNANE in September 2012 with a 0.75% coupon, a duration of 5.3 years and an exercise price of €217.28 at issuance corresponding to a 35% issue premium on the VWAP[71].

In addition, Unibail-Rodamco accessed the money market by issuing commercial paper. The average amount of commercial paper outstanding in 2012 was €989 million (€559 million on average in 2011), including €964 million of *Billets de trésorerie* and €25 million of Euro Commercial Paper (maturity of up to 3 months). *Billets de trésorerie* were raised over 2012 at an average margin of 4 bps above Eonia and Euro Commercial Paper nearly flat to Euribor.

As at December 31, 2012, the total amount of undrawn credit lines came to €4,013 million[72] and the cash on-hand came to €65 million as the Group uses a European cash pooling system optimising the use of liquidity across the Group.

1.3. Debt maturity

The following chart illustrates Unibail-Rodamco's debt as at December 31, 2012 after the allocation of the committed credit lines (including the undrawn part of the bank loans) by date of maturity and based on the residual life of its borrowings.



About 85% of the debt had a maturity of more than 3 years as at December 31, 2012 (after taking into account undrawn credit lines).

The average maturity of the Group's debt as at December 31, 2012, taking into account the unused credit lines improved to 4.9 years (*versus* 4.5 years as at December 2011).

Liquidity needs

Unibail-Rodamco's debt repayment needs[73] for 2013 are covered by the available undrawn credit lines. The amount of bonds and bank loans outstanding as at December 31, 2012 and maturing or amortising within a year is €1,040 million compared with €4,013 million[72] of undrawn committed credit lines as at December 31, 2012.

1.4. Average cost of Debt

Unibail-Rodamco's average cost of debt in 2012 decreased to 3.4% for 2012 compared to 3.6% for 2011. This average cost of debt results from low coupon levels achieved in 2012 on the fixed rate debt, the level of margins on existing borrowings, the Group's hedging instruments in place, the cost of carry of the undrawn credit lines, and to a lesser extent the low interest rate environment in 2012.

(71) Volume Weighted Average Price of Unibail-Rodamco share price, at the time of the issue.
(72) Subsequently to this date, the Group cancelled €350 million of undrawn credit line due to its cost.
(73) Excluding Commercial Paper's repayment amounting to €1,131 million.

2. RATINGS

Unibail-Rodamco is rated by the rating agencies Standard & Poor's and Fitch Ratings.

Standard & Poor's confirmed its long-term rating "A" and its short-term rating "A1" on June 28, 2012 and maintained its stable outlook.

On March 23, 2012, Fitch confirmed the "A" long term rating of the Group with a stable outlook. Fitch also rates the short-term issuances of the Group as "F1".

3. MARKET RISK MANAGEMENT

Market risks can generate losses resulting from fluctuations in interest rates, exchange rates, raw material prices and share prices. Unibail-Rodamco's risk is limited to interest rate fluctuations on the loans it has taken out to finance its investments and maintain the cash position it requires, and exchange rate fluctuations due to the Group's activities in countries outside the Euro-zone. The Group's exposure to equity risk is immaterial.

Unibail-Rodamco's risk management policy aims to limit the impact of interest rate fluctuations on results, while minimising the overall cost of debt. To achieve these objectives, the Group uses derivatives, mainly caps and swaps, to hedge its interest rate exposure through a macro hedging policy. Market transactions are confined exclusively to these interest rate hedging activities, which are managed centrally and independently.

To manage exchange rate risk, the Group aims to limit its net exposure by raising debt in local currency, by using derivatives and by buying or selling foreign currencies at spot or forward rates.

Due to its use of derivatives to minimise its interest rate and currency risks, 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.

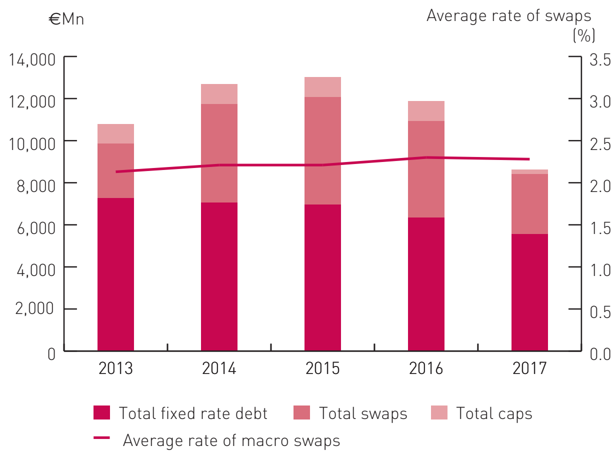
3.1. Interest rate risk management

3.1.1. Interest rate hedging transactions

During 2012, interest rates came down in a deteriorating macro-economic environment.

- after reviewing the interest rate exposure of the Group as at December 31, 2011 and in particular following the €500 million bond issued in December 2011 which has been kept at a fixed rate, the Group cancelled €500 million of swaps in January 2012;
- in view of interest rates levels and of its hedging position, Unibail-Rodamco restructured its portfolio of hedges in 2012:
  - €5,500 million of existing swaps in nominal amounts have been restructured or extended beyond 2016 to extend the duration of the hedges of the Group,
  - €400 million of swaps maturing in January 2014 were cancelled,
  - the Group entered into forward collars to hedge in advance the years 2013 to 2016 for a notional amount of €750 million and cancelled collars with a notional amount of €750 million and €500 million covering 2013 and 2014 respectively.

Annual projection of average hedging amounts and fixed rate debt over the next 5 years (€ million – as at December 31, 2012)



The graph above shows:

- the part of debt which is kept at a fixed rate;
- the hedging instruments used to hedge the variable rate loans and fixed rate debt immediately converted into variable rate debt through the Group's macro hedging policy.

Note that, Unibail-Rodamco does not classify in general its financial hedging instruments as a cash flow hedge. As a result, any fair value changes in these instruments are recognised in the income statement.

Rodamco Europe applied a cash flow hedge accounting policy according to IFRS for some of its derivative instruments.

3.1.2. Measuring interest rate exposure

As at December 31, 2012, net financial debt stood at €10,969 million, excluding partners' current accounts and after taking cash surpluses into account (€65 million).

The outstanding debt was hedged at 98% against an increase in variable rates, based on debt outstanding as at December 31, 2012 through both:

- debt kept at fixed rate;
- hedging in place as part of Unibail-Rodamco's macro hedging policy.

Based on the estimated average debt position of Unibail-Rodamco in 2013, if interest rates (Euribor, Stibor or Pribor) were to rise by an average of 0.5%[74] (50 basis points) during 2013, the resulting increase in financial expenses would have an estimated negative impact of €4.4 million on the 2013 recurring net profit. A further rise of 0.5% would have an additional adverse impact of €5.8 million. Conversely, a 0.5% (50 basis points) drop in interest rates would decrease financial expenses by an estimated €4.4 million and would impact 2013 recurring net profit by an equivalent amount. The anticipated debt of the Group is almost fully hedged for 2013, 2014 and 2015.

3.2. Managing and measuring currency risk exposure

The Group has activities and investments in countries outside the euro-zone, primarily in Sweden. When converted into euros, the income and value of the Group net investment may be influenced by fluctuations in exchange rates against the euro. Wherever possible, the Group aims to match foreign currency income with expenses in the same currency, reducing the exchange effects on earnings volatility and net valuation of the investment. Translation risks can be hedged by either matching cash investments in a specific currency with debt in the same currency, or using derivatives to achieve the same risk management-driven goal. Currency risk during the building period of pipeline investments is covered as early as possible after signing of the actual building contract. Other monetary assets and liabilities held in currencies other than the euro are managed by ensuring that net exposure is kept to an acceptable level by buying or selling foreign currencies at spot or forward rates where necessary to address short term balances.

Measuring currency exposure

Main foreign currency positions

Currency (€Mn)	Assets	Liabilities	Net exposure	Hedging Instruments	Exposure net of hedges
SEK	1,902	(524)	1,378	(142)	1,236
DKK	371	(219)	152	135	288
HUF	5	0	5	0	5
CZK	0	(88)	(88)	0	(88)
PLN	103	0	103	0	103
Total	**2,381**	**(831)**	**1,550**	**(7)**	**1,543**

The main exposure kept is in Swedish Krona. A decrease of 10% in the SEK/EUR exchange rate would have a €112 million negative impact on shareholders' equity.

The sensitivity of the 2013 recurring result[75] to a 10% depreciation in the SEK/EUR exchange rate is limited to €6.0 million.

The SEK1,750 million credit line signed in April 2012 undrawn as at December 31, 2012 will hedge part of the SEK balance sheet.

4. FINANCIAL STRUCTURE

As at December 31, 2012, the portfolio valuation (including transfer taxes) of Unibail-Rodamco amounted to €29,292 million.

4.1. Debt ratio

As at December 31, 2012, the Loan-to-Value ratio (LTV) ratio calculated for Unibail-Rodamco stood at 37%, in line with the level of 37% as at December 31, 2011.

4.2. Interest coverage ratio

The Interest Coverage Ratio (ICR) ratio for Unibail-Rodamco came to 3.5x for 2012. It is in line with the solid levels achieved in recent years and slightly decreased from 3.6x in 2011.

[74] The eventual impact on exchange rates due to this theoretical increase of 0.5% in interest rates is not taken into account; theoretical impacts of rise or decrease in interest rates are calculated above the 3-month Euribor as of December 31, 2012 of 0.187%.

[75] The sensitivity is measured by applying a change in exchange rate to the net revenues in Swedish Krona (net rents – administrative and financial expenses – taxes), based on a EUR/SEK exchange rate of 8.6625.

Financial ratios	31/12/2012	31/12/2011
LTV[1]	37%	37%
ICR[2]	3.5x	3.6x

[1] Loan-to-Value (LTV) = Net financial debt / Total portfolio valuation including transfer taxes. Total Portfolio valuation includes consolidated portfolio valuation (€29,292 million as at December 31, 2012 *versus* €25,924 million as at December 31, 2011) + the valuation of Unibail-Rodamco's 7.25% stake in Société Foncière Lyonnaise (€120 million as at December 31, 2012 *versus* €113 million as at December 31, 2011) + a €60 million bond issued by the owner of a shopping centre in France.
[2] Interest Cover Ratio (ICR) = Recurring Ebitda / Recurring Net Financial Expenses (including capitalised interest); Recurring Ebitda being calculated as total recurring operating results and other income less general expenses, excluding depreciation and amortisation.

Those ratios show ample headroom vis-à-vis bank covenants usually set at a maximum of 60% LTV and a minimum of ICR of 2x, which the Group reports to the banks twice a year.

As at December 31, 2012, 96% of the Group's credit facilities and bank loans allowed indebtedness amounting to 60% or more of the Group's total asset value or of the value of the asset of the borrowing entity, as the case may be.

There are no financial covenants (such as LTV or ICR) in the EMTN and the CP programs.

Corporate sustainability

Corporate sustainability

With a managed portfolio valued at €29.3 billion as of December 31, 2012, Unibail-Rodamco has integrated its social and environmental responsibilities into its business model. Since 2007, the Group has published an annual corporate sustainability report which aims to provide a clear, objective picture of its goals and results. Since the 2010 reporting period, the corporate sustainability report has been integrated into the annual report to reflect the fact that sustainable practices are fully integrated into the Group's everyday operations. In 2012, the Group considered it was the right time to refine its long term sustainability vision and priorities by performing a materiality review. This study identified the issues that are most material to Unibail-Rodamco in order to sustain value for both its stakeholders and the company. This vision allows the Group to reallocate its efforts and resources, to refine its long term targets and to transparently report against its most material topics. In 2012, achieving -58%, the Group surpassed its long term target to cut CO_2 emissions per visit by 50% in 2016 compared to its 2006 baseline. In this favourable context, all targets have been reviewed and structured from a new 2012 baseline, in order to address the challenges the Group has to face by 2020. For more details on 2012 progress, KPIs and the new long term targets please see pages 93-96. The environmental informations and indicators disclosed in the following pages cover 79.3% of the total gross market value at the Group's assets portfolio aggregated as of december 31, 2012; and 100% of the Group's salaries entities for social informations (excluding Comexposium).

1. STRATEGY AND ORGANISATION

At Unibail-Rodamco, environmental best practice, social fairness and responsible governance have a central role to play in the construction and consolidation of long-term economic success.

1.1. Materiality

Since 2007, Unibail-Rodamco has developed a comprehensive and ambitious sustainability strategy and has demonstrated its capacity to succeed in all sustainability fields. Tangible achievements have been accomplished, even exceeding the Group's initial long term targets set for the 2006 to 2016 reporting period. In 2012, the Group decided that it was right time to re-consider its sustainability vision and commissioned Jones Lang LaSalle's Upstream Sustainability Services to perform a materiality review of its sustainability strategy. This would allow the Group to:

- understand and prioritise its sustainability impacts, risks and opportunities;
- develop a sustainability vision for 2020 (this timeframe is aligned to new European legislation);
- provide a hierarchy of the material issues – defining longer-term objectives and shorter term targets;
- develop a sustainability strategy which focuses on the most important topics for the real estate sector and for Unibail-Rodamco's business model, activities and portfolio spread;
- enable Unibail-Rodamco staff to clearly articulate its sustainability vision and priorities to external stakeholders.

The materiality study has been conducted through six complementary tests:

1. What value is Unibail-Rodamco deriving from its current sustainability strategy?
2. What are the future compliance risks related to European and French legislation?
3. What are the long term risks and opportunities that could affect "business as usual"?
4. What are the current and future business challenges and opportunities that the sustainability strategy needs to address?

5 & 6. What do Unibail-Rodamco's peers prioritise and where do they innovate?

The conclusion of this study led to a new prioritisation of issues detailed in the graph on page 52 and the new targets in page 96, both reflect the results of the materiality analysis approved by the Management Board.

Materiality matrix: Material issues to create sustainable value

The materiality matrix reveals 8 issues as a top priority for Unibail-Rodamco to sustain value given the current business strategy and activities.

The materiality review allowed Unibail-Rodamco to identify the issues that are most material to sustain value for both stakeholders and the company. This vision allows the Group to reallocate its efforts and resources, to refine its long term targets (page 96) and to transparently report against these material topics.

The materiality matrix represents the important core sustainability domains classified according to the following:

- **Horizontally: the impact on the value creation of the Group determined through an alignment with business risks and opportunities.**

Three levels of impact:
- High: Key value creation opportunities: core priorities in line with Unibail-Rodamco's business levers for value creation;
- Middle: Actively manage risks and meet stakeholder expectations: domains to master within Unibail-Rodamco's sustainability strategy, with a limited impact on the Group's value;
- Low: Less material, incorporate within reporting & investor disclosure: issues with a low impact on the Group's value, to address through operational policies and internal targets (maintained in the reporting).

- **Vertically: the current management of these issues which determines where new initiatives can be developed (upper part of the graphic), and which issues are considered to be under control and well managed (lower part).**

Rather than the reduction in water use or the enhancement of biodiversity, the materiality analysis concludes that local economic development is a dominant issue for Unibail-Rodamco's activities. The Group's direct impact in this domain is apparent, whether it is job creation or urban regeneration. The operating activities of the Group are located in dense cities across continental Europe, which means they have a minor impact on biodiversity protection or water supply.

1.2. Strategy

Unibail-Rodamco's new sustainability journey is now structured around the conclusions of the materiality survey, with the objective to give rise to a number of business benefits in four main strategic domains:

1. **Local economic development & community well-being:** creating opportunities for communities to prosper;
2. **Energy & carbon, product labelling, and connectivity:** building resilience through innovation and efficient, environmentally-sound buildings;
3. **Tenant & Visitors:** unlock opportunities for tenants and customers to make sustainable decisions for revenue growth, brand value and competitiveness;
4. **Employees:** a motivated workforce empowered to deliver change.

For a more detailed vision on refined targets according to these four strategic domains, please see page 96.

The Group's sustainability strategy is consistent with its desire to be a responsible corporate citizen communicating transparently on its activities to all of its stakeholders. As a signatory of the UN Global Compact, Unibail-Rodamco is committed to promote the application of fundamental values with respect to human rights, labour, the environment and corruption.

1.3. Implementation

Unibail-Rodamco's sustainability strategy is designed to return reliable, quantifiable improvements in social, environmental and economic performance over the long term. Matters which are the sole responsibility of the Group are managed through a system of in-house processes, targets and key performance indicators that are fully integrated into existing management processes. Their implementation is verified with external audits and certification programmes.

Relevant management processes are in place at all stages in the Group's business cycle. For example:

- the due diligence process for acquisitions and investments includes a complete audit of technical, regulatory, environmental, and health and safety procedures; including risks such as soil pollution;
- development projects are regularly reviewed through the Design Guidelines to deliver the most demanding standards;
- each managed asset has a customised Environmental Action Plan and performance targets, which are challenged at least on an annual basis;
- the 4-person Internal Audit Department conducts regular assessments of the management and compliance processes in place at all of the Group's business units. Final audit reports are addressed to the Management Board and to the departments involved in the audit;
- recruitment and career development procedures promote equality and diversity and provide its employees with the skills and opportunities required for rewarding careers.

When responsibility for obtaining results is shared with other partners, the Group seeks to cooperate with those partners in order to identify and work towards common goals. In situations where results depend on factors that cannot be controlled, such as weather conditions, the Group works both to leverage opportunities and to identify and mitigate risks.

1.4. Organisation and target-setting

The management structure for sustainability issues is designed to drive performance improvements from the top down and the bottom up and ensure that the Group's strategy is informed by the needs and expectations of stakeholders.

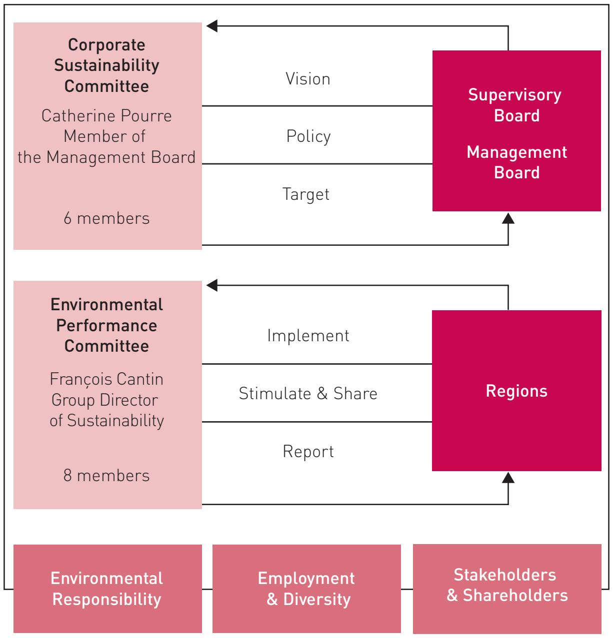
- The **Corporate Sustainability Committee (CSC)** develops the Group's sustainability strategy, sets ambitious social and environmental targets, and monitors results. The 6-member CSC meets at least three times a year and reports on progress and objectives to the Management Board and the Supervisory Board on a quarterly basis. The committee is chaired by Catherine Pourre, the member of the Management Board responsible for Unibail-Rodamco's environmental and social sustainability strategy and activities; all but one of the members of the CSC report directly to the CEO.
- The **Environmental Performance Committee (EPC)** implements the Group's sustainability strategy, motivates regional teams, identifies and shares best practices and tracks environmental performance to report results and achievements on a quarterly basis. The committee is chaired by François Cantin, the Group Director of Property Maintenance, Purchasing & Sustainability. The committee brings together the Group's environmental sustainability team and the regional environmental managers regularly to share best practices and monitor progress. Sustainability seminars gathering all EPC members are held twice a year.

Economic, environmental and social targets are identified and implemented in close cooperation with the Finance, Leasing, Operating, Marketing and Human Resources departments. Environmental targets are monitored and managed by a four member team dedicated to corporate environmental sustainability.

Overall responsibility for achieving sustainability targets is assigned to the relevant member of the Management Board, and delegated to the managing director of each region, who ensures that the necessary actions and processes are integrated into their teams' operating practices. The Group has introduced financial incentives for sustainability performance: from 2011, part of the variable remuneration of the Regional Managing Director is based on sustainability achievements. In 2012 this compensation policy has been extended to the Group's Management Team.

The shopping centre management team and asset managers at each site play a particularly important role in the Group's sustainability strategy. They are responsible for developing constructive relationships with tenants and local communities and cooperating with suppliers to ensure that day-to-day operations are as efficient and sustainable as possible.

Sustainibility Governance



Members of the Corporate Sustainability Committee are the following:

- **Catherine Pourre**, Member of the Management Board, Chief Resources Officer, leading Sustainability and Human Resources across the Group;
- **Christophe Cuvillier**, Member of the Management Board, Chief Operating Officer;
- **Olivier Bossard**, Group Managing Director of Development;
- **Simon Orchard**, Managing Director of Spain;
- **Pablo Nakhlé-Cerruti**, Group Director of Communications and Institutional Relations;
- **François Cantin**, Group Director of PMPS (Property Maintenance, Purchasing & Sustainability).

1.5. Training

To ensure that the Group's sustainability strategy and processes are properly implemented, training sessions are regularly organised for relevant employees and managers. Details of sustainability training programmes are provided alongside Group-wide training information and data in section VI, Human Resources.

This year, the corporate sustainability team has delivered its dedicated Group wide sustainability awareness training program to regional teams in Spain, Central Europe, the Netherlands and Austria.

A dedicated e-learning programme was also developed in 2012, in order to systematise awareness about sustainability within the company. The e-learning will be rolled out to all of the Group's regions in 2013. Viparis implemented a specific eco-charter composed of four topics and twenty commitments to encourage the environmentally friendly behaviour of its employees at work. The charter covers: waste selection, energy savings, responsible use of paper and printing, and efficient business travel.

1.6. Research and development

The Group conducts sustainability research on a case-by-case and project-by-project basis. Research projects focus on environmentally-sound, energy-efficient construction methods and operating practices for new office and shopping centre developments. The Group's efforts to apply next-generation solutions offers a number of benefits, including lowered operating costs throughout the life-cycle of the building, "future-proofing" of the portfolio relative to an increasingly tough regulatory environment, and the commercial edge offered by recognised third-party certifications.

In 2012 the Group created the UR Lab Research and Development department. The role of the Lab is to define the Group's innovation vision and support the implementation of this policy by industrialising conception and design processes and conduct pilot tests on active development projects.

2012 was an exceptional year in terms of innovation with a number of initiatives launched by the UR Lab in order to re-invent the customer experience in Unibail-Rodamco's malls and strengthen their leadership position in terms of customer services and differentiation; the last changes in the Group's concepts are the following:

- the iconic shop front project, developed to welcome flagship stores by upgrading the overall height and quality of tenants' shop fronts, thus promoting variety, innovation and design excellence in the Group's malls;

- the Dining Experience, a new initiative aimed at doubling the space dedicated to dining in Unibail-Rodamco's shopping centres by offering a collection of the best local restaurateurs and international food concepts.

1.7. Participation in external organizations

As Europe's leading listed commercial real estate company, Unibail-Rodamco has an opportunity and a responsibility to encourage the industry as a whole to adopt more sustainable operating practices.

The Group became a founding member of the International Sustainability Alliance (ISA) in 2009. ISA is a global network of leading real estate organisations dedicated to achieving a more sustainable built environment by evaluating and improving the performance and environmental impact of commercial buildings.

Within the European Public Real Estate Association (EPRA), Unibail-Rodamco has made a significant contribution to the definition of consistent, shared key performance indicators for the industry. The indicators reported in the 2012 Annual and Sustainable Development Report complies with the draft Best Practice Recommendations that were issued by EPRA in late 2010 and adopted in 2011 (see pages 97-98). The Group is active in the EU Public Affairs Committee (EPAC) of the International Council of Shopping Centres (ICSC) and the sustainability committees of the French Council of Shopping Centres (CNCC) and the French Property Real Estate Association (FSIF).

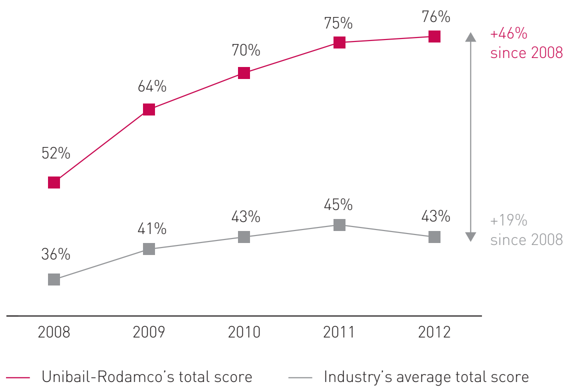
In France, Unibail-Rodamco played an active role in the government's "Grenelle" consultation process to develop a set of national environmental regulations. In 2012, Unibail-Rodamco took part in RT 2012 definition for retail (French thermal regulation for new buildings) and new legislation for existing buildings (renovations for energy efficiency between 2012 and 2020).

1.8. Awards and recognition

Unibail-Rodamco has been listed on a number of prestigious SRI (Socially Responsible Investment) indexes in 2012:

- **Dow Jones Sustainability Indexes (World since 2008; Europe since 2010):** the DJSI are global indexes tracking the performance of the leading sustainability-driven companies worldwide. Unibail-Rodamco has improved its score in each annual assessment and scored 76 in 2012, moving further away from the average score in the real-estate sector. With a 76% score the Group is ranked in the top 5 per cent of property companies and well ahead of the global average industry score of 43%;

Unibail-Rodamco's score compared to the industry average



- **FTSE4Good (since 2005):** the FTSE4Good Index Series is made up of companies that meet globally recognised corporate responsibility standards. In 2012, Unibail-Rodamco obtained an absolute score of 3.6/5 and a relative score of 87/100;
- **Advanced Sustainability Performance Eurozone Index (since 2010):** the ASPI Eurozone® tracks the performance of companies in the Eurozone that are leaders in sustainability;
- **Ethibel Sustainability Index (since 2011):** the ESI Excellence Europe include companies that show a better than average performance in terms of corporate sustainability and responsibility in their sector. Unibail-Rodamco has been selected for inclusion in the Ethibel EXCELLENCE Investment Register since 2011 and is being monitored regarding its CSR profile since then;
- **STOXX® Global ESG Leaders Index (since 2011):** the STOXX Global ESG Leaders index is composed of the leading global companies in terms of environmental, social and governance (ESG) criteria. Unibail-Rodamco is a member of all three sub-indexes. In 2012, Unibail-Rodamco obtained a score of 95.2/100;
- **ECPI Index (since 2011):** ECPI is a leading Rating and Index company dedicated to ESG Research (Environmental, Social and Governance). Unibail-Rodamco has been selected for inclusion in the following ECPI® Indices: ECPI Developed Ethical+ Equity, ECPI European Top 10 ECO Real Estate Equity, ECPI Ethical EMU Equity, ECPI Global Eco Real Estate and Building Equity.

The Group has also been recognised through diverse ESG awards and rankings, including:

- **Carbon disclosure project** is an independent not-for-profit organisation working to drive a reduction in greenhouse gas emissions for business and cities. Unibail-Rodamco actively participates in this program through the disclosure of specific pieces of information required by the organisation. The Group achieved a 79 B score in 2012.
- **GRESB (Global Real Estate Sustainability Benchmark).** Unibail-Rodamco was named a GRESB "Green Star" in

2012 for the second consecutive year and ranked 5th out of 40 companies in the EPRA peer group. Research is conducted by the University of Maastricht.

- **Ethisphere Institute's World's Most Ethical Companies.** Unibail-Rodamco has been confirmed as one of the World's Most Ethical Companies, recognition of its commitment to ethical leadership, compliance practices, and corporate social responsibility.
- **Oekom research AG** is one of the world's leading rating agencies and provides the crucial head start in the segment of sustainable investments. In 2012 the Group were ranked 2nd out of 24 real estate companies with a C+ (status: prime) rating.
- **Sustainalytics** is an award-winning global responsible investment research firm specialized in environmental, social and governance (ESG) research and analysis. In 2012, the Group were rated A-.
- **Novethic Barometer.** The Group ranked 3rd in the 2012 assessment of the environmental performance of buildings owned and managed by French real estate companies;
- **Universum.** In 2012, young graduates from leading business and engineering schools, ranked Unibail-Rodamco number 1 in France for the "High level of responsibility offered to recently- hired young graduates".

Assets also received dedicated awards for their local actions, showing their successful role in their local community:

- the renovation of the Central Plaza complex in Rotterdam won the Award for Sustainable Architecture 2012. The prize is awarded annually by the Dutch Green Building Council, which considered the renovation of Central Plaza a "wonderful example of a large-scale, sustainable renovation, where both quality and sustainable development is deployed";
- during the Siec12 event, Carré Sénart in France won the 2012 Sustainability award delivered by French National Council of Shopping Centres (CNCC) for its exceptional sustainability performance and engagement with its stakeholders;
- Rennes Alma in France won the annual innovation prize awarded by the city authorities for its initiatives and daily commitment with its tenants and visitors around eco-mobility.

2. CORPORATE GOVERNANCE, ETHICAL CONDUCT AND RISK MANAGEMENT

Unibail-Rodamco's Corporate Governance, ethical conduct and risk management policies provide the stability and reliability that are necessary for sustainable growth and performance.

2.1. Corporate Governance

Unibail-Rodamco has a two-tier governance structure with a Management Board and a Supervisory Board. The Group adheres and applies the best practice recommendations of the French Afep-Medef Corporate Governance Code.

Please see the Legal Information chapter (pages 178-222) for detailed information regarding:

- the composition and independence of the Supervisory Board and its committees;
- the composition of the Management Board;
- the qualifications and professional experience of the members of the Management and Supervisory Boards;
- the remuneration policy for members of the Management and Supervisory Boards;
- the remuneration and fees paid to the members of the Management and Supervisory Boards in 2012.

The Legal Information Chapter also contains information about the Group's Articles of Association, Corporate Governance structure, general meetings of shareholders, share capital and voting rights.

2.2. Ethical conduct

The Unibail-Rodamco **Code of Ethics** describes the values and principles that every employee, manager and director of the Group must respect and comply with at all times. In particular, it covers:

- respect for dignity and for employees' work, notably the Group's refusal to tolerate discrimination, harassment or intimidation in any form;
- loyalty, integrity and conflicts of interest;
- respect for applicable laws and regulations, respect for delegations of authority and signatures, the treatment of confidential and proprietary information, the use of Unibail-Rodamco's assets and services, and the incident handling procedure;
- operations on Unibail-Rodamco securities;
- ethical ways of doing business, notably with respect to the purchase of goods and services, the rejection of corruption and bribery, and environmental preservation.

The Code of Ethics is published on the corporate Internet and intranet sites and is distributed to all employees, who are asked to confirm their acceptance of its terms. It applies to all employees and subsidiaries, and is available in English, French, German, Polish, Czech and Swedish. The Group's performance appraisal system includes an assessment of each employee's respect for compliance procedures and codes of conduct. This information is taken into account by the Group's remuneration committees. Training is provided to employees on compliance and ethical business behaviour. An e-learning course on the contents of the Code of Ethics has been developed and is being rolled out to ensure that all employees in all regions understand how the Code should be applied during day-to- day business operations.

The Unibail-Rodamco **Compliance Book** for Governance, Organisation and Corporate Rules sets out the Group's operating and management rules. It systematically defines the responsibilities, accountabilities and reporting lines that are in place in all of the Group's divisions and regions, as well as for all core operational processes. The Compliance Book is published on the corporate intranet site, and the Group Internal Audit team conducts regular assessments of the compliance and management standards in place across all business units.

Contracts signed with the Group's suppliers include a clause on ethical business behaviour. As well as explaining that suppliers are expected to uphold the standards described in the Group Code of Ethics, the clause describes the steps they should take to report breaches, or possible breaches, of the code.

Employees and suppliers with concerns about compliance or ethics are invited to contact the Group Compliance Officer, who reports directly to the Chairmen of the Management and Supervisory Boards. The Code of Ethics guarantees the confidentiality of employees and suppliers reporting possible compliance breaches. The Group respects national and European regulations on the reporting of compliance breaches to financial authorities. Any breaches of the Group's compliance and ethical standards are met with appropriate disciplinary or legal action.

Any material compliance breaches are reported to the French Stock Market Authorities, *Autorité des marchés financiers (AMF)*, which would then make this information public *via* its Internet site. The Group did not report any material breaches in 2012.

Unibail-Rodamco's assets and operations are all located in continental European Countries, where the legal environment and business practices against corruption, bribery, labour abuse, and environmental damages are more binding and mature.

2.3. Risk and crisis management

The Report of the Chairman of the Supervisory Board (pages 225-237) contains detailed information on Unibail-Rodamco's Internal Control System and its management of key business risks. Relevant risks are identified through a risk mapping process which focuses on key risks and assesses them on the basis of probability and magnitude. These risks are monitored through the Group's Internal Control System, which covers all activities of the Group in all regions. The Internal Control System is in line with the general principles of the internal control system reference framework drafted by the AMF Working Group. The Group's risk assessment framework takes account of environmental, social and governance risks, such as climate change, public health and safety, and bribery and corruption. Please see page 64-65 for information on climate change risks and pages 81-82 for information on health and safety risks.

As part of the materiality study, Unibail-Rodamco's long term sustainability risks were determined, through their potential impact on the Group's assets and corporate value. By weighing potential material issues against their associated level of risk, a final hierarchy of issues was revealed. The study identified the most important risks and the most relevant trends related to sustainability and the property sector with clear indications of likelihood, magnitude and significance. With this ranking, the Group is better able to identify which issues carry the highest risk and the greatest impact on Unibail-Rodamco's corporate and asset value.

In 2012, a specific study was commissioned in order to assess the Group's exposure to the risk of floods and earthquakes for the entire portfolio (including mfi, assets in Germany) it was concluded that very few assets in Germany are located in areas where such risks are probable.

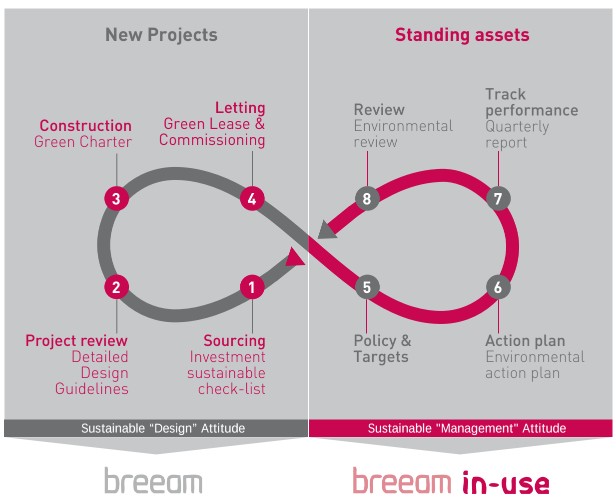
3. ENVIRONMENT

Unibail-Rodamco's environmental strategy is designed to reduce the environmental impact of each of the Group's managed assets and operations/activities and deliver a new generation of ecologically-sound properties, while maintaining the Group's reputation for providing high-quality features and anticipating services that reflect market demand.

3.1. Environmental Management Systems (EMS)

The Group's environmental strategy is based on two complementary environmental management systems (EMS) which reduce the impact of its assets at every stage in their lifecycle, from initial design through to daily operation. Unibail-Rodamco's EMS for sustainable design and construction is called the "Sustainable Design Attitude" (SDA), while its EMS for sustainable management and operations is known as the "Sustainable Management Attitude" (SMA).

Two combined Environmental Management Systems to ensure the highest performance and certifications



Best practices from the Sustainable Design Attitude are leveraged to improve the Sustainable Management Attitude and *vice versa*.

3.1.1. Sustainable Design Attitude (SDA): an EMS for development projects

The SDA ensures that all development projects, whatever their size or type, are designed in the most efficient way for long-term success, in order to minimise environmental impacts and ensure that each new project over 10,000 m² obtains at least a BREEAM rating of "Very Good" or better.

For each pipeline project, the "Sustainable Design Attitude" covers all four stages in the development process: sourcing; design and planning; construction; and letting.

- Sourcing: sustainability and climate change risks are analysed and evaluated during the Group's due diligence process.
- Project reviews: at the design stage, each project is assessed using the Group's in-house "Design Guidelines" to ensure that the building will be as sustainable as possible and in preparation for its BREEAM assessment.
- Construction: the contractor agrees to abide by the Unibail-Rodamco Considerate Construction Charter, which is designed to reduce the social and environmental effects of the construction process.
- Letting: a commissioning process is applied to ensure that operational needs are met, building systems perform efficiently and that maintenance suppliers and shopping centre management staff are properly trained.

Since 2009 the Group's "Design Guidelines" are applied to all new development, renovation and extension projects. The "Design Guidelines" aligned with BREEAM requirements ensure that the Group's projects, whatever their size or scope, will be designed to ensure attractiveness, flexibility and the most sustainable buildings with the lowest possible energy consumption and GHG emissions levels. Best practices from the "Design Guidelines" are also leveraged to improve the energy efficiency of existing assets during major renovation and extension projects.

Example of "Design Guidelines" requirements for new developments include:

- close attention to structural elements that can affect energy requirements (*e.g.* orientation, prevailing winds, shell composition);
- an architectural design that maximises natural lighting while minimising solar heat gains;
- the use of natural ventilation, along with a high-performance building envelope to reduce the loss of heated and cooled air;
- integrated systems to produce renewable energy when appropriate (*e.g.* wind turbines to ensure free-cooling, geothermal energy to cool and heat large shopping centres);
- energy efficient equipment, coupled with an effective Building Management System (BMS) that optimises operating hours and conditions of each piece of technical equipment.

The "Design Guidelines" are updated each year on the basis of new assumptions, technologies and operational feedback from across the Group. New studies have been conducted to enrich the Retail Guidelines with innovative solutions such as geothermal systems, lighting, materials and a revolutionary approach regarding sound design.

The SDA EMS ensures that the Group's new retail and office assets achieve respectively the highest possible BREEAM ratings and HQE certification. The SDA is central to the work carried out by a number of departments, including Development; PMPS (Property Maintenance, Purchasing and Sustainability); Operating; Leasing; and shopping centre management.

Since 2011 the Group's construction charter is applied to all new development projects in France. The worksite charter describes the requirements and recommendations aimed at optimising the worksite's Environmental Quality whilst minimising its forms of pollution both for the staff of contractors working at the site and for the neighbouring area and the natural environment. In every respect, it adopts the requirements of the local town and country planning regulations. It is also adapted to the requirements relating to the BREEAM certification. The constructor, as well as its beneficiaries is required to comply with the environmental protection criteria and particularly that the worksite has a low environmental impact. In 2013, the Group's construction charter will be come a prior obligation for the signature of contracts for new works.

Examples of the topics included in the "Construction Charter" topics:

- provide information to people living nearby;
- train and inform staff;
- risk management and the handling of hazardous products;
- ensure 50% of waste recycling by weight, and a clear traceability of all waste managed;
- manage and limit noise, potential pollution of the soil, water and air, visual pollution;
- limit the consumption of resources by monitoring them and establishing reduction measures;
- limit traffic disruptions...

3.1.2. Sustainable Management Attitude (SMA): an EMS for existing assets

The SMA is the in-house environmental management system (EMS) implemented across the whole of the managed portfolio in Europe. This pragmatic and dynamic EMS ensures that the Group is able to meet its annual and long term targets and supports Unibail-Rodamco's policy of continuous improvement for each area covered by the Group's policy, including climate change, resource use and stakeholders.

The "Sustainable Management Attitude" covers four stages in the management process: target setting; action plan implementation; performance measurement; and performance review.

- Group policy and targets: targets are set each year for each managed asset in line with the Group's long term targets and with each of the sites individual specifications.
- Environmental action plan: an environmental action plan covering key topics such as energy, CO_2, water, waste, transport and stakeholders is implemented and challenged for each managed site.
- Quarterly and yearly report: performance is tracked and analysed on a quarterly basis at site level, regional level and Group level. A corrective action plan is implemented in case of deviation.
- Sustainability review: the corporate sustainability team holds sustainability reviews at least once a year for each managed asset to check the status and progress and to prepare the environmental action plan for the year to come.

The SMA EMS ensures that the Group's retail assets achieve the highest possible ratings under the BREEAM In-Use scheme which has been chosen in 2011 for the main assets in order to promote the environmental performance of the Group's running building policy towards visitors, tenants and local communities. The SMA is fully integrated into the daily operations of teams such as Operating; Leasing; Marketing; PMPS (Property Maintenance, Purchasing and Sustainability); and Shopping Centre Management.

The effective implementation of this in-house EMS has now been verified by an independent third party in each of the countries where the Group operates with the completion in 2012 of an external assessment in Poland, Spain, and the Netherlands.

These two complementary EMS help the Group to:

- deliver the most sustainable and flexible projects with the highest BREEAM scores;
- secure licence to operate for the Group's development projects (new developments and extensions);
- ensure that managed assets are operated efficiently from a sustainable development and economical point of view;
- develop awareness and create a positive trend amongst Unibail-Rodamco's staff involved in the design, development, management and redevelopment of the Group's assets;
- ensure a high level of transparency and robustness to the Group's shareholders and investors.

3.2. Product labelling: Environmental certification

Unibail-Rodamco relies on external certification to validate the environmental performance of its assets. The Group deploys an active product labelling policy for both new developments and standing assets thanks to its two in-house Environmental Management Systems. This serves as evidence to the Group's stakeholders that Unibail-Rodamco's assets and responsible management processes are already at the highest environmental standards available in the real estate sector.

3.2.1. New development projects

As a confirmation of the quality of the Sustainable Design Attitude (SDA): Unibail-Rodamco seeks BREEAM certification for all of its new developments and extensions of more than 10,000 m^2. BREEAM is the most widely used sustainable construction certification framework in Europe.

Unibail-Rodamco aims to achieve a rating of Very Good or better for projects delivered from 2011 onwards. The Docks 76 project was the first shopping centre in Europe to receive BREEAM certification. Since then, its teams have achieved a number of other "firsts":

- Tour Oxygen, Lyon, France: 1st office tower certified Very Good in France (May 2010);
- Donauzentrum, extension, Vienna, Austria: 1st shopping centre certified in Austria (Very Good, May 2010);
- Lyon Confluence, Lyon, France: 1st shopping centre certified Very Good in France (October 2010);
- SO Ouest, Levallois-Perret, France: 1st shopping centre certified Excellent in Europe (November 2010);
- Tour Majunga, La Défense, France: 1st high rise building certified Excellent in Europe (February 2011), Majunga received 2011 BREEAM Award at Ecobuild (highest score for a building in Europe in 2011);
- Nouvel Air (former Issy Guynemer), Issy-les-Moulineaux, France: 1st office building certified Excellent in France (April 2012).

In 2012, the Group obtained 3 additional BREEAM certifications: two "Very Good" scores for shopping centres El Faro in Badajoz and the extension of Centrum Cerny Most (CCM) in Prague; one "Excellent" score for the office building Nouvel Air (former Issy Guynemer) in Paris. Local certification, such as HQE certification in France, High Environmental Quality (the French standard certification scheme for sustainable constructions), is obtained when relevant.

KPI: Environmental certification of new developments

BREEAM – Retail

In 2012, 100% of the projects delivered were certified BREEAM.

Site name	City	Group's Region	Project type	Date		Performance rating		GLA (2012 m² consolidated)
				Certification obtained	Opening	Level	Total score (out of 100%)	
Docks 76	Rouen	France	New development	2009	2009	Good	47.3%	37,600
Donauzentrum	Vienna	Austria	Extension	2010	2010	Very Good	63.2%	122,800
Confluence	Lyon	France	New development	2010	2012	Very Good	59.9%	53,500
So Ouest	Levallois	France	New development	2010	2012	Excellent	73.1%	48,500
El Faro	Badajoz	Spain	New development	2012	2012	Very Good	57.4%	43,300
Centrum Cerny Most	Prague	Central Europe	Extension	2012	2013	Very Good	58.3%	51,800
						Group's average score		**Total m²**
						Very Good	**59.9%**	**357,500**

BREEAM – Offices

Site name	City	Group's Region	Project type	Date		Performance rating		Total floor space according to consolidation (m²)
				Certification obtained	Opening	Level	Total score (out of 100%)	
Issy Guynemer Nouvel Air	Paris	France	Refurbishment	2012	2012	Excellent	70.6%	47,000
Majunga	Paris la Defense	France	New development	2011	2014	Excellent	77.4%	69,500

HQE – Offices

Site name	City	Group's Region	Project type	Date		Performance rating		Total floor space according to consolidation (m²)
				Certification obtained	Opening	Level	Energy label	
Le Wilson 2	Paris region	France	Refurbishment	2012	2012	HQE	THPE	23,100
So Ouest	Paris region	France	Refurbishment	2010	2013	HQE	BBC	37,339
Majunga	Paris la Defense	France	New development	2011	2014	Passport Excellent	HPE	69,500
Courcellor 1 (So Ouest Plaza)	Paris region	France	Refurbishment	2012	2014	HQE	BBC	45,327

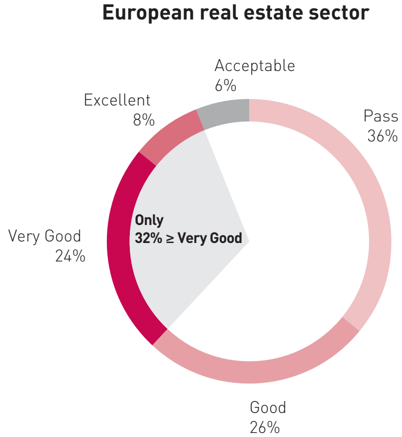
3.2.3. Standing assets

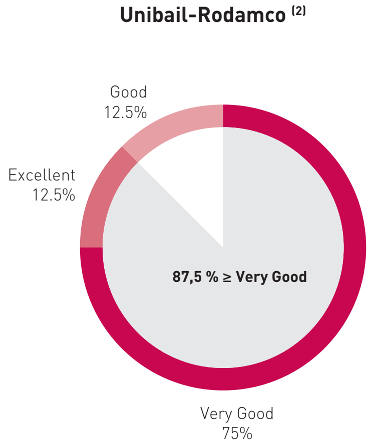
In 2011, the Group extended its environmental certification policy to existing managed assets. Unibail-Rodamco aims to obtain a BREEAM-In-Use certification for at least 80% of its shopping centres (managed assets – in m²) by 2016, with a minimum of "Very Good" for the "Building Management" score.

In 2012 the Group came closer to achieving its goal in achieving sustainable certifications for its entire managed portfolio. At the end of 2012, 34% (in m² consolidated GLA) and 43% (in terms of gross market value) of the Group's standing shopping centre portfolio were certified "BREEAM In-Use". 12 shopping centres were certified and 4 certifications already obtained in 2011 were renewed. At the end of 2012, the Group had 16 shopping malls and consolidated over 1 million m² GLA under BREEAM In-Use certification.

88% of the BREEAM In-Use certificates delivered to the Group's assets reached at least the "Very Good" level for the "Management" score, compared to only 32% for the Real Estate European market (source: BREEAM In-Use Fact Sheet – November 2012), confirming the superior environmental performance of the Group's assets despite the diversity of the portfolio in terms of size, age and location.

Breakdown of BREEAM In-Use certifications by rating [1]





[1] Source: BREEAM In-Use Fact Sheet - November 2012. BREEAM In-Use "management" certification.
[2] 4 assets certified in 2011, 12 assets certified in 2012.

KPI: Environmental certification of standing assets

BREEAM In-Use – Retail per region

Region	Managed portfolio	Total 2012 consolidated m² GLA	Assets certified		Surface certified		Name of assets
			in number	in %	2012 consolidated m² GLA	%	
Austria	3	305,000	1	33%	122,800	40%	Donauzentrum
Central Europe	5	330,900	3	60%	191,700	58%	Arkadia, Galeria Mokotov, Chodov
France	32	1,306,000	7	22%	467,000	36%	Carré Sénart[1], Docks 76[1], Part Dieu, Rivétoile, 4 Temps, Vélizy 2, Cnit
Spain	16	620,000	4	25%	250,200	40%	La Vaguada[1], Parquesur, La Maquinista, Splau
Netherlands	5	281,900	0	0%	0	0%	/
Nordics	8	344,300	1	13%	54,200	16%	Nacka Forum[1]
Total Group	**69**	**3,188,100**	**16**	**23%**	**1,085,900**	**34%**	

[1] Four assets certificated in 2011, for which renewed certificates delivered by BRE in 2012.

BREEAM In-Use – Retail total Group

	2011	2012	Cumulated end 2012
Number of assets certificated	4	12	16
Surface certificated (m² GLA)	207,800	878,100	1,085,900
Average score 'Asset rating'	50.04% – Good	60.45% – Very Good	57.85% – Very Good
Average score "Building Management"	52.16% – Good	61.11% – Very Good	58.87% – Very Good

BREEAM In-Use – Offices

Adenauer, the Group's headquarters in Paris, is the first office building within continental Europe to have been rated Excellent for both the Asset and Management parts of the BREEAM In-Use International pilot scheme. The Group aims to obtain environmental certification (HQE and/or BREEAM) for at least 80% of the managed Offices portfolio by 2016 (in m²).

	2011	2012	Cumulated end 2012
Number of assets certificated	0	1 (7 Adenauer)	1
Total floor area according to consolidation (m²)	0	12 100	12 100
Average score "Asset rating"	/	71% – Excellent	71% – Excellent
Average score "Building Management"	/	79% – Excellent	79% – Excellent

3.3. Reporting methodology for environmental data

The Group uses a variety of tools, processes and indicators to monitor the performance of the assets that it owns and manages. They serve to structure the Group's environmental management approach, track results, and inform third-parties about performance.

Unibail-Rodamco continuously improves its environmental 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 objectives, and implement suitable corrective measures.

3.3.1. Description of environmental key performance indicators (KPIs) and adherence to external reporting frameworks

Environmental Key Performance Indicators (KPIs) covering climate change and resource use are tracked for the entire Group's managed assets. Definitions of each KPI are provided alongside the relevant data tables on the following pages.

The 2012 Annual and Sustainable Development Report fully complies with EPRA Best Practices Recommendations (BPR) on Sustainability Reporting and with the Application level B+ of the Global Reporting Initiative Construction & Real Estate Sector Supplement reporting framework (GRI3.1 CRESS published in 2011). Unibail-Rodamco received the EPRA Gold Award with the best score in 2012 for compliying its 2011 reporting with the EPRA Sustainability BPR. GRI and EPRA content indexes are published on pages 97-106 of this report.

In 2012, the Group introduced additional information and KPIs to ensure compliance with the new French regulation Grenelle II, Article 225 regarding mandatory and transparent communication for companies on social and environmental concerns (42 items). A specific content table "Article 225" is published on pages 107-110.

3.3.2. Reporting values

Data is reported using absolute values (energy and water consumptions, CO_2 emissions, quantities of waste) or normalised values (to show efficiency and a comparative trend).

In addition to the standard intensity that gives the ratio between environmental information and the corresponding floor space (energy, CO_2 emissions, water/square metre), Unibail-Rodamco promotes indicators that reflect the intensity of use related to the building's specific activity.

For **standard intensity indicators**, denominators (square metres) are defined as:

- for Shopping Centres, areas of mall and common parts accessible to public, and total GLA to which common utilities (energy, water) are provided;
- for Offices, total floor area.

For **intensity of use indicators**, denominators are adapted to each business unit:

- for Shopping Centres, the annual number of visitors which is monitored by a footfall counting system (*i.e.* energy, CO_2 emissions, water /visitor);
- for Offices, the number of occupants during the period calculated by multiplying the occupation rate (sum of occupied rented areas divided by the total number of areas for rent in the building) with the maximum capacity and number of working stations in the building (*i.e.* energy, CO_2 emissions, water/occupant);
- for Convention & Exhibition, the annual sum of square meters occupied during days when the venues are opened to the public (*i.e.* energy, CO_2 emissions /square meter DOP).

3.3.3. Reporting scope

Environmental indicators cover Shopping Centres, Convention & Exhibition venues and Offices managed in 2012 by Unibail-Rodamco that represent 79.3% of the total gross market value of the portfolio aggregated as of 2012. The Group reports on the environmental performance of assets that are under its operational management, where data on energy efficiency and resource use can be measured and verified. In 2012, Unibail-Rodamco reported energy data for 100% of its managed assets (all sectors combined), water data for 100% of its shopping centres and for 93% of offices, and waste data for 94% of its shopping centres.

Environmental KPIs are reported using two scopes:

- **"All assets"**, used to report the value of an indicator for the year in question. This scope includes all assets that were managed by the Group for the whole of the year. Assets which enter the managed portfolio during a given year through acquisition, construction or the delivery of a management mandate are included in the scope the following year on a full-year basis, or in the current given year if and only if all complete data for the whole running year are available;
- **"Like-for-like"**, used to show the change in an indicator over time at a constant portfolio scope (notably in terms of the assets which are monitored). This scope includes assets that were managed by Unibail-Rodamco over the whole of the two-year comparison period. To assess the positive impact of its management policy at the earliest opportunity, Unibail-Rodamco ensures that the like-for-like scope for year (Y+1) includes any site acquired in year Y and/ or managed as from year (Y), if and only if a complete set of data is available for the full year (Y).

3.3.4. Changes in reporting scope

Changes in reporting scope may 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.

The following rules are applied to reflect these situations:
- for property management mandates ending and for disposals occurring during the rolling year (Y), all corresponding data for the rolling year (Y) are excluded;
- for property management mandates starting and for acquisitions occurring during the rolling year (Y), the asset is included in the "all assets" scope for year (Y) and "like-for-like" scope for year (Y+1) if only if all corresponding data for the full rolling year (Y) are available;
- property developments in progress are not included in the "all assets" reporting scope until the building goes into operation and this will take effect from the next full rolling year; the asset will be included in the "like-for-like" scope as from the second full rolling year;
- assets refurbished during the rolling year remain in the reporting scope for year (Y);
- assets whose common floor space is being extended by more than 5% during the rolling year (Y) remain in the "all assets" scope, and will be excluded from the "like-for-like" scope from the end of works (opening of extension) until the full rolling year (Y+2), following completion of the works. Where it is possible to exclude data relating to the extension, the asset will remain in the "like-for-like" scope.

The assessment of the evolution of portfolio's performance includes assets under refurbishment and extension works, both integral to the Group's activities. The asset extended is excluded only at the opening of the extension (works ended, new rents) and for one rolling year period in order to manage the change in perimeter reported.

Assets included in 2012 reporting scope for environmental KPIs

	Number of assets	Assets	Reporting areas for standard intensity indicators[1]	Denominators for intensity of use indicators[3]
Austria	3	Aupark[*], Donauzentrum, Shopping City Süd	353,044 m^2	54.2 million visits
Central Europe	5	Centrum Cerný Most, Centrum Chodov, Galeria Mokotów, Arkadia, Wilenska	316,855 m^2	75.5 million visits
France	31	BAB 2, Bay 2, Carré Sénart, Carrousel du Louvre, Cité Europe, Côté Seine, Cour Oxygène, Docks 76, Docks Vauban, Euralille, Gaîté Montparnasse, La Part-Dieu, Labège 2, Le Forum des Halles, Les Quatre Temps, L'Usine Côte d'Opale, L'Usine Roubaix, Centre Meriadeck, Passages Meriadeck, Nice Étoile, Parly 2, Place d'Arc, Rennes Alma, Rivétoile, Rosny 2, Saint-Sever,Toison d'Or, Ulis 2, Vélizy 2, l'Usine Mode et Maison, Villeneuve 2	1,140,159 m^2	335.7 million visits
Netherlands	5	Vier Meren, Leidsenhage, Citymall Almere, Stadshart Amstelveen, Stadshart Zoetermeer	110,403 m^2	40.9 million visits
Nordic Countries	8	Arninge Centrum, Eurostop Arlandastad, Eurostop Örebro, Fisketorvet, Nacka Forum, Nova Lund, Solna Centrum,Täby Centrum	335,541 m^2	40.1 million visits[4]
Spain	15	Albacenter, Los Arcos, Bahía Sur, Barnasud, Bonaire, Equinoccio, Garbera, Glòries, Habaneras, La Maquinista, Parquesur, Sevilla Factory, Splau[*], La Vaguada, Vallsur	488,930 m^2	119.4 million visits
Offices	15	40 ter Suffren, 7 Adenauer, 2-8 Ancelle, 70-80 Wilson, Capital 8, Espace 21, Issy Guynemer, Tour Ariane, Tour Oxygène[*], Sextant	273,692 m^2[2]	15,468 occupants
Convention & Exhibition	10	Cnit, Espace Champerret, Espace Grande Arche, Carrousel du Louvre, Palais des Congrès de Paris, Palais des Congrès de Versailles, Palais des Congrès d'Issy, Paris Nord Villepinte, Paris Nord Le Bourget, Porte de Versailles	634,400 m^2[2]	31.640 million m^2 occupied per days opened to the public (m^2 DOP)

(*) Added to the scope in 2012.
(1) See the definition of reporting area for shopping centres above in Reporting value – standard intensity indicators.
(2) Total spaces according to consolidation, see Portfolio pages 2-14.
(3) See the definition of denominators used for intensity of use calculation above in Reporting value – intensity of use indicators.
(4) Visits of Nordics portfolio have been maintained from 2011 numbers due to the non-availability of 2012 data.

3.3.5. Reporting system

Each region is responsible for collecting, checking and consolidating the data for its managed assets. At the corporate level, data is consolidated, analysed, validated and reported:
- **quarterly** for the consumption of each energy source used, and the CO_2 emissions. Regular, detailed monitoring of these indicators ensures that performance issues are identified and corrected swiftly at asset level. Energy data is made available monthly as a minimum requirement and can be sometimes measured on a real-time basis. The quarterly frequency provides a regular assessment of the asset's performance in relation to the targets that have been set. It promotes the sharing of good practices between the various sites and enables corrective action plans to be implemented swiftly;
- **annually** for water, waste, transport, environmental certifications, Health & Safety, supplier assessments and for supplementary data that is necessary for some calculations (*e.g.* conversion factors for CO_2 emissions; number of visits

to shopping centres; m[2] per days of opening of convention & exhibitions venues to the public).

The Group's Annual and Sustainable Development Report discloses all KPIs together with their annual and cumulative changes by business segment (shopping centres, office buildings and convention & exhibition venues), and by region. This system has been applied across the whole of the reporting scope.

3.3.6. Reporting period

In preparation for the extra-financial reporting obligations introduced under the Grenelle II laws in France (Article 225), the Group decided to integrate the Corporate Sustainability Report into the Annual Report in 2010. As a result, the Group adapted its reporting methodology to its environmental data for a 12-month rolling period (Q4 previous year plus Q1, Q2 and Q3 for the reporting year) rather than for the financial year, as was the case in the years prior to 2010.

3.3.7. Continuous improvement of definitions and data quality

Unibail-Rodamco continues to improve the quality and comparability of its environmental data, to develop internal benchmarks, introduce sub-metering to collect information for data which is currently estimated, and perfect accuracy of data and perimeters reported. As a consequence, adjustments may occur on data from the previous year where relevant.

In 2012, Unibail-Rodamco continued improving its environmental reporting:
- complete and define its Environmental Reporting Guidelines (for the three business units (shopping centres, offices, convention & exhibition centres): the Group's reference document that defines raw data collected, scope, rules, and KPI calculations in order to secure the reporting system and the homogeneity of disclosed results;
- update of 21 Asset Booklets by the shopping centre's Technical Managers where work on assets induced changes in areas, equipment and/or perimeters. Asset Booklets are the in-house reference documents for each managed asset describing technical characteristics and functioning, areas, and perimeters of collected data;
- continue to conduct on site internal controls of environmental reporting. A sample of assets is audited each year by the corporate sustainability team to check the accuracy and compliance of their reporting with the Group's Reporting Guidelines. In 2012, three major shopping centres have been internally audited (Fisketorvet-Denmark, Rivétoile-France, Centrum Cerny Most-Czech Republic);
- perform a complete review of water consumption data and perimeters reported. This work enables a better understanding and definition of the reported scopes for each asset;
- correction/update of CO_2 emission factors used to calculate CO_2 emissions from energy consumptions:
  - the conversion factor for gas is unchanged for all shopping-centres in all regions across years. Different factors for gas previously sourced from suppliers are now replaced by one single factor as defined by the French decree[1] : 0,185 kg CO_2/kWh,
  - the CO_2 emission factors sourced from the International Energy Agency are updated in the history to comply with the 2012 International Energy Agency Report (IAE). In 2012, the IAE reviewed its calculation methodology and published corrected factors since 1990.

The CO_2 emission factors reflect emissions generated by on-site combustion, not including the upstream transportation and distribution impact of the energy consumed.

3.3.8. Third-party independent verification

In 2009, Unibail-Rodamco started to commision a third-party audit for its environmental data with the carbon intensity indicator. The Group has extended the scope of external verification through the years. In 2012, and according to the Article 225 requirements (French Grenelle law), Ernst & Young performed an in-depth review of the Group's disclosures regarding the Article's 42 items and 32 key performance indicators (see assurance statement page 112-113). This verification included a detailed on-site review of 5 of the Group's largest assets.

For the second consecutive year, the Group continued to comply with the Application level B+ of the Global Reporting Initiative Construction & Real Estate Sector Supplement reporting framework (GRI3.1 CRESS published in 2011). Level B demands that all management information and at least 20 performance indicators are disclosed. The "+" shows that the level declared has also been verified by Ernst & Young.

3.4. Climate change

The effects of climatic changes on Unibail-Rodamco's portfolio that could occur in the coming years will vary by region and by asset. The scale and severity of any changes will determine the extent of the impact, as will factors such as the age, location, construction method and operational efficiency of the asset, and the quality and capacity of local infrastructure.

Risks to the Group's activities are likely to include: higher insurance premiums; higher operating costs for energy, water and maintenance; a higher chance of flooding; and a higher risk of disruption to commercial activity from extreme weather events, including problems affecting local infrastructure that are outside the Group's control. However, thanks to Unibail-Rodamco's strategic focus on major cities in continental Europe, there is a low likelihood of significant changes to the

[1] *French Decree of March 31, 2008 related to quantification and verification of GHG emissions declared into the European Union Emission Trading Scheme for the 2008/2012 period.*

Group's activities due to tidal flooding, extreme temperature variations, aridity, demographic shifts, etc.

Unibail-Rodamco's due diligence process for acquisitions and new development projects covers a wide range of financial and operational issues and takes many of these risks and opportunities into account. For example, the due diligence process includes a complete audit of technical, regulatory, environmental, and health and safety performance. The potential financial impact of identified risks is taken into account during negotiations and investments. Issues covered include asbestos, legionella, electromagnetic radiation and soil pollution.

As well as preparing its assets to face the potential effects of climate change, Unibail-Rodamco is working to limit the impact of its activities on the climate. The Group's CO_2 reduction strategy is based on energy-efficient behaviours, on equipment replacements by low energy consumption technologies and, when possible, the use of low-carbon and renewable energies.

The Group complies with regulatory requirements in each region with regard to flooding risks, water management, and drainage systems for exceptionally heavy rainfall.

3.4.1. Carbon footprint

Unibail-Rodamco is strongly committed to climate change mitigation. This is reflected by the remarkable performance achieved in reducing carbon intensity: -58% of CO_2 emissions achieved by the Group since 2006 until the end of 2012, cumulated like-for like (scope of calculation limited to emissions related to energy consumptions on managed buildings).

To enhance the Group's carbon strategy, carbon tracking permits a better measurement of the entire scope of emissions and their associated responsibility. In order to complete the first carbon footprint carried out by Carbone 4 in 2009 limited to a sample of assets, the Group's full carbon footprint assessment was performed by Carbone 4 in 2012 establishing the relevant perimeter and scope breakdown for the Real Estate sector.

Methodology

When defining the Groups methodology for calculating its activities total carbon footprint, Unibail-Rodamco chooses the approach by "operational control". It consolidates 100% of emissions generated by the installations which are owned and managed by the company. The choice of this approach impacts the content counted in the different scopes according to responsibilities. Considering energy for example, tenant's private electricity consumptions, not attached to Unibail-Rodamco's management scope, are consequently located into the Scope 3. Split of carbon emissions related to energy:
- **Scope 1:** direct emissions from energy consumed on-site in the common areas of shopping centres and offices (gas and fuel combustion);
- **Scope 2:** indirect emissions from imported energy consumed (electricity consumption in common areas, common heating and cooling purchases through district networks);
- **Scope 3:** all other direct and indirect emissions, including electricity consumed in private areas (tenants).

The total consolidated perimeters for carbon emissions have been defined through three separate entities: Asset portfolio (100% of managed shopping centres and offices); Group's supporting activities and employees (100% of headquarter activities); development projects delivered during the current period. Moreover, three complete carbon footprint tests have been performed on representative assets of the Group's Retail portfolio: Rivétoile (France), Rosny 2 (France), Centrum Chodov (Czech Republic).

The sources of emissions included into the total Group's carbon footprint are detailed below per entity and split per scope.

To portray the Group's business activities in the most accurate manner, including the interactions between the company and its stakeholders, Scope 3 has been defined with three subdivisions:
- **Scope 3 managed,** Unibail-Rodamco's operational control;
- **Scope 3 related,** Stakeholders' responsibility;
- **Scope 3 extended,** Excluded of the carbon footprint perimeter.

Scope 1 & 2 (shopping centres, offices, headquarter)

Scope 1	Direct emissions from stationary combustion: gas and fuel consumption in common areas
	Direct emissions from mobile combustion: fuel used for company's cars
	Direct fugitive emissions: leaks of refrigerant gas[1]
Scope 2	Indirect emissions from imported electricity consumed: electricity consumption in common areas
	Indirect emissions from imported energy through a physical network, *i.e.* district network: common purchases of heating and cooling

[1] These sources have only been measured on the three sites tests.

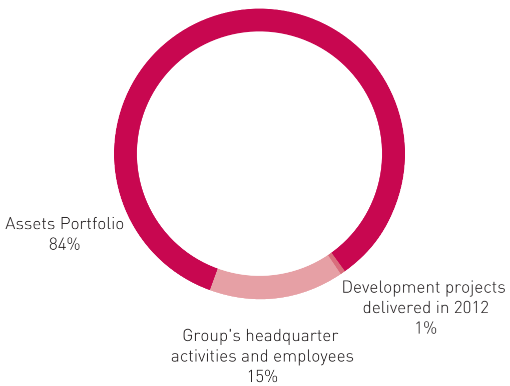
Scopes 3

Scope 3 Managed Unibail-Rodamco's operational control	Energy-related activities not included in scope 1&2 emissions (extraction, production and transport of fuels, electricity, steam, heating and cooling): Upstream transportation and distribution of energy consumed by common parts
	Purchased products and services: services expenses for daily exploitation on site as cleaning, maintenance, security, maintenance, waste management, energies and fluids provision and marketing expenses (OPEX), Office material (headquarter)
	Capital equipment: IT equipment on site, Company's cars
	Wastes: waste management on site
	Employee commuting: Unibail-Rodamco employees transportation from home to work
	Business travel: Unibail-Rodamco employees business travel by plane, train and taxi
	New development projects/cost engaged and the surfaces of delivered projects during the current year: Brownfield/greenfield: emissions based on areas built Extension/refurbishment: emissions based on cost of works
Scope 3 Related Stakeholders' responsibilities	Upstream commuting of visitors, clients, and/or occupant to the Groups' shopping centres and office buildings (clients and visitor transportation)
	Downstream leased assets: electricity consumption of private areas (production, transportation and distribution)[1]
	Tenants commuting: tenants employees transportation from home to work on site[1]
Scope 3 Extended Excluded of the perimeter	Production and distribution of products sold in shopping centres
	Use phase of the product
	End of life of the product

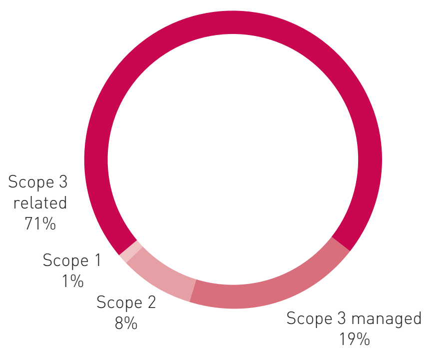
[1] These sources have only been measured on the 3 sites tests.

Group consolidated results

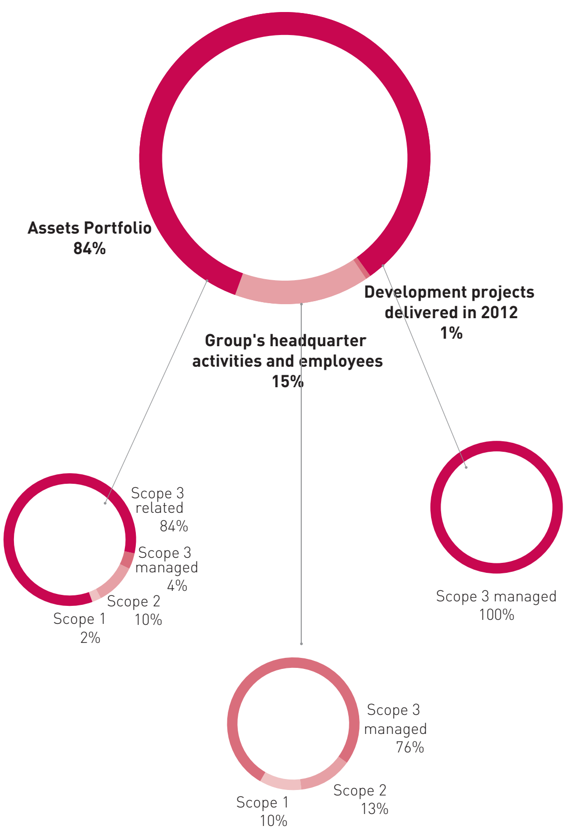
Split of the Group's carbon footprint per entities



Split of the Group's carbon footprint per scopes

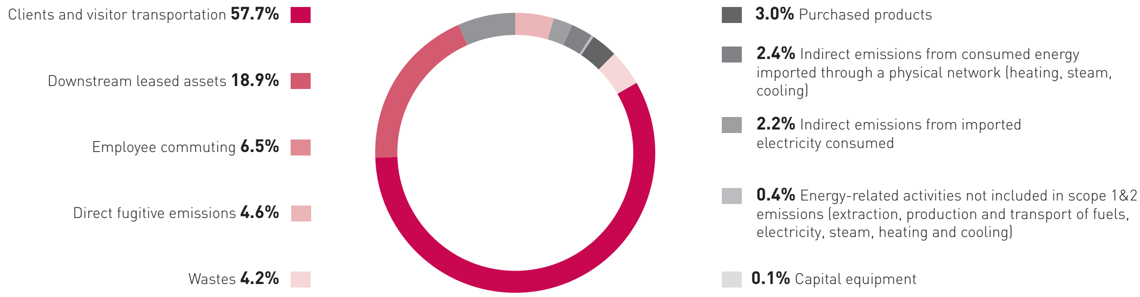


UNIBAIL-Rodamco's carbon footprint

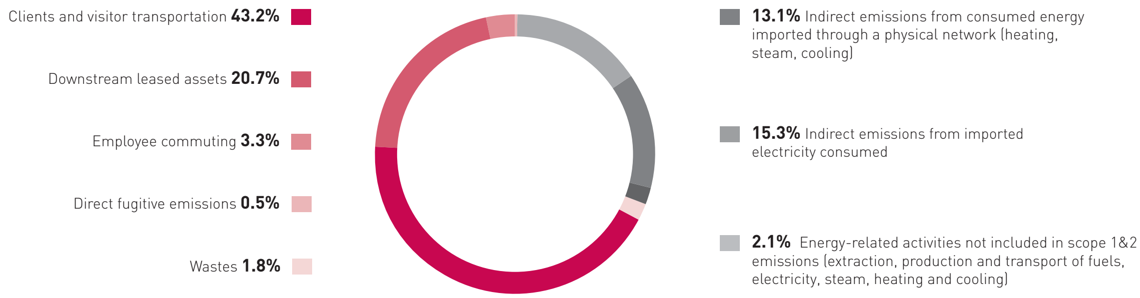


Sites consolidated results per sources of emissions

Rivétoile, France



Centrum Chodov, Czech Republic



Rosny 2, France

Conclusion

The results of Unibail-Rodamco's carbon footprint has confirmed the relevance of the Group's strategy since 2007:

- location in major cities with high connectivity;
- continuous optimisation of energy consumptions;
- enhancement of footfall and occupancy rate (intensity of use);
- switch or low carbon emissive energies;
- roll-out of green leases.

Thanks to this survey, Unibail-Rodamco will enlarge the scope of its carbon emissions calculation:

- Priority 2013: integrate in its internal reporting the (i) refrigerant gas, (ii) emissions related to waste management and (iii) visitors transportation;
- Mid-term: (i) investigate solutions for measuring tenant's private electricity consumptions, due to its major impact on Scope 3 related, and (ii) perform carbon footprint assessments for main construction projects.

3.4.2. CO_2 emissions

The Group's reporting covers greenhouse gas emissions (GHG) related to the energy consumption of buildings managed by the Group (*i.e.* operating as a property manager), converted into a CO_2 equivalent unit (CO_2e). In 2012, on a year to year and a like-for-like basis, the Group reduced the carbon intensity (CO_2e/visit) of its shopping centre portfolio by 12% due to:

- increased energy efficiency (*i.e.* less consumption) reduced CO_2 emissions by 7% (4,443 tonnes);
- changes in carbon conversion rates resulting from changes in the primary energy mix of suppliers led to a 2% reduction in carbon intensity (1,071 tonnes);
- the purchase of "green" electricity in the Nordic region (8 shopping centres) with an impact of -3% (1,968 tonnes).

Visitor footfall was almost stable (+1%) and did not have a noticeable impact on this result.

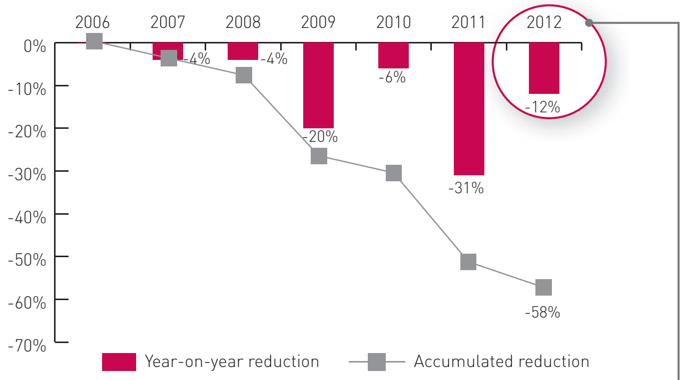
This encouraging CO_2 performance is achieved by the ambitious energy-saving programmes that operate across all of the Group's assets. However, for the last two years this reduction in carbon intensity has benefited from cyclical factors unsecured in the long term, such as favourable climate conditions and the continuation of green electricity purchase for the most carbon-intensive shopping centres.

More than quick carbon savings, the primary purpose of signing certified "green" electricity contracts for the Group is to encourage suppliers to invest in low-carbon and renewable energy technologies, by increasing market demand for these "clean" energies.

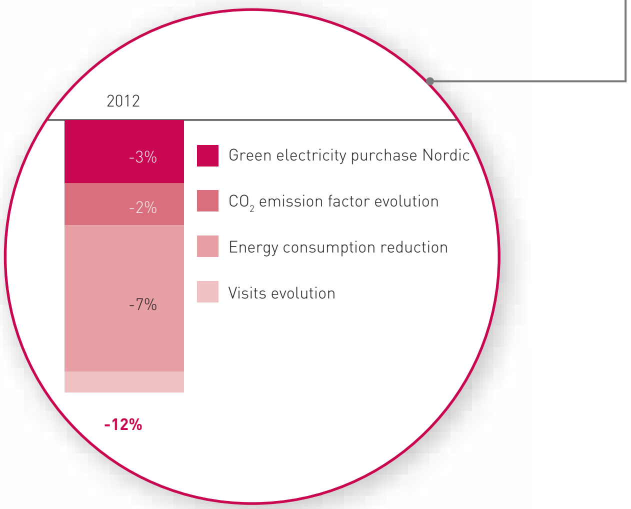
This result leads to a cumulative impact of -58% for the carbon intensity indicator between 2006 and 2012, exceeding the already updated target of -50% between 2006 and 2016. As a consequence, Unibail-Rodamco has decided to set a new long term target, even if this CO_2 reduction performance has to be considered in the long term, taking into account the possible cyclical and external factors, such as tough climate conditions or uncontrolled changes in the suppliers' energy mix. In this context of culmination of its long-term targets, the Group's new target for carbon mitigation is to achieve -30% for its cumulated carbon intensity by 2020 compared to 2012 baseline.

The reduction of CO_2 emissions between 2011 and 2012 in a like-for-like basis represents 7,279 tonnes, equivalent to 5 times the 2012 emissions generated by the Group's business travels.

Reducing CO_2/visits at managed shopping centres (like-for-like)



2012 evolution



KPI: CO_2 emissions ($kgCO_2e$) [GRI EN16, EN 18]

CO_2 emissions related to energy consumption are considered in absolute Energy Consumption KPI. The CO_2 figures are calculated with local emission factors for each source of energy consumption. These factors depend on the source of energy (electricity, gas, etc.), the country and the energy supplier. The KPI highlights the split between direct CO_2 emissions (scope 1: gas and fuel oil) and indirect CO_2 emissions (scope 2: electricity, district heating network and district cooling network).

	Shopping centres								Offices		Convention & Exhibition	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets	Scope	All assets
2010	77/77	119,430,133	6,750,583	75,810,869	10,994,650	2,543,937	4,545,136	18,784,958	17/17	5,763,602	10/10	15,217,115
2011	66/66	67,447,648	5,660,032	32,516,773	9,100,382	1,457,550	3,590,339	15,122,572	14/14	3,666,246	10/10	16,153,724
2012	67/67	65,458,787	10,942,177	30,644,688	7,814,507	1,428,506	1,098,632	13,530,276	15/15	3,063,675	10/10	13,328,779
of which direct emissions		*10,447,248*	*5,175,243*	*0*	*2,807,926*	*1,307,554*	*0*	*1,156,525*		*210,756*		*4,771,117*
of which indirect emissions		*55,011,539*	*5,766,935*	*30,644,688*	*5,006,581*	*120,952*	*1,098,632*	*12,373,751*		*2,963,355*		*8,557,662*
2012/2006 Like-for-like cumulated		-57%	-27%	-54%	-41%	-82%	-79%	-56%		-41%		-13%
2012/2010 Like-for-like cumulated		-39%	24%	-45%	-29%	-10%	-76%	-33%		-39%		-12%
2012/2011 Like-for-like	63/67	-11%	30%	-6%	-14%	-2%	-74%	-17%	11/15	-18%	10/10	-17%

When calculating CO_2 emissions, value of zero for the emission factor is applied to the green electricity purchased.

The table below indicates electricity consumptions in kWh:

	Shopping centres								Offices		Convention & Exhibition	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets	Scope	All assets
Total Electricity consumption 2012 (kWh)	67/67	269,658,151	43,813,809	51,076,857	94,900,189	5,168,509	28,696,181	46,002,606	15/15	22,228,254	10/10	94,941,128
of which green electricity purchase 2012 (kWh)	*17/67*	*71,310,170*	*14,302,908*	*23,142,572*	*0*	*5,168,509*	*28,696,181*	*0*	*0/15*	*0*	*0/10*	*0*
of which green electricity purchase 2012 (%)	*17/67*	*26%*	*33%*	*45%*	*0%*	*100%*	*100%*	*0%*	*0/15*	*0%*	*0/10*	*0%*

KPI: Carbon intensity of use (gCO_2e/visit/year for shopping centres, $kgCO_2e$/occupant/year for offices, gCO_2e/m^2 DOP/year for Convention & Exhibition) [GRI CRE3]

Numerator: CO_2 Emissions KPI.
Denominator: usage indicator per business activity (see Reporting Methodology part Reporting values page 62).

	Shopping centres (gCO_2e/visit)								Offices ($kgCO_2e$/occupant)		Convention & Exhibition (gCO_2e/m^2 DOP)	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets	Scope	All assets
2010	76/77	167	159	790	32	53	69	157	13/17	258	10/10	524
2011	65/66	103	139	430	27	36	83	127	13/14	209	10/10	506
2012	65/67	97	202	406	23	35	27	105	12/15	196	10/10	423
2012/2006 Like-for-like cumulated		-58%	-27%	-58%	-43%	-84%	-80%	-54%		-34%		/
2012/2010 Like-for-like cumulated		-39%	13%	-45%	-30%	-11%	-75%	-33%		-32%		-19%
2012/2011 Like-for-like	62/67	-12%	21%	-6%	-14%	-3%	-74%	-17%	9/15	-16%	10/10	-16%

KPI: Carbon intensity per square metre ($kgCO_2e/m^2/year$) [GRI CRE3]

Numerator: CO_2 emissions related to energy consumption considered in absolute Energy Consumption KPI.
Denominator: square metres (see Reporting Methodology part Reporting values page 62).

	Shopping centres								Offices	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets
2010	77/77	42	23	191	9	20	11	43	13/17	17
2011	66/66	26	21	102	8	13	12	34	13/14	13
2012	67/67	24	31	97	7	13	3	28	12/15	12
2012/2006 Like-for-like cumulated		-57%	-37%	-54%	-40%	-82%	-80%	-57%		-37%
2012/2010 Like-for-like cumulated		-39%	8%	-45%	-29%	-10%	-77%	-35%		-36%
2012/2011 Like-for-like	63/67	-13%	13%	-5%	-14%	-2%	-75%	-19%	10/15	-17%

3.4.3. Energy consumption

In 2012, absolute energy consumption in shopping centres decreased for both "all assets" and a like-for-like basis, thanks to the continuous effort and commitment of operational teams and although very stable climatic conditions compared to 2011. The Group's energy efficiency for retail assets (kWh/visit) was reduced by -7% in 2012 compared to 2011 (on a like-for-like basis) and by -24% since 2006 close to the previous long-term target of -30% set for the 2006-2016 period and exceeding the -20% target set by the end of 2012 from the 2006 baseline. Linked to its redefined strategy, the Group has decided to set a new target with a goal to cut cumulated energy intensity by 25% in 2020, relative to the new 2012 baseline for managed shopping centres.

51% of the Group's managed shopping centres have reduced their energy consumption by more than 20% since 2006.

In order to get the best return on its investments in energy efficiency solutions, the Group has set daily energy optimisation as its priority (see graph on page 71).

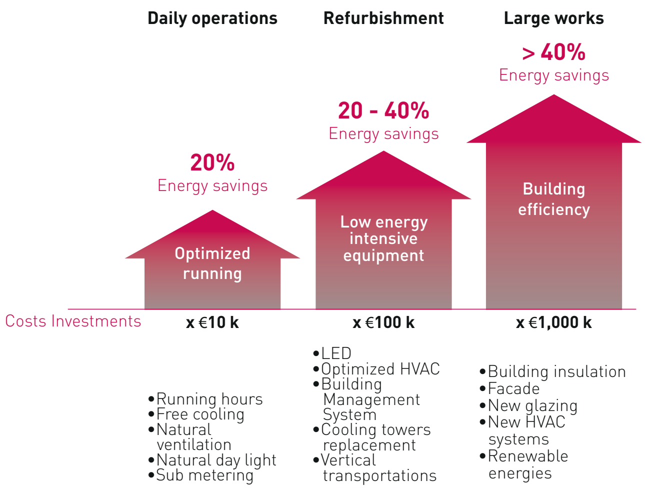
Energy efficiency measures are applied across every asset that the Group manages thanks to the strong commitment of the Group's on site teams and maintenance suppliers. Standard practices include: the identification of factors that affect energy consumption; systematic optimisation of the running hours of each piece of equipment; seasonal action plans to adjust temperatures in line with outside conditions; daily monitoring of each asset's energy consumption; a strong focus on behavioural changes turning out lights, using "free cooling" and natural ventilation when relevant); and regular checks to ensure that technical equipment is functioning correctly.

The Group systematically installs Building Management Systems (BMS) in its assets, so on-site teams can easily monitor and manage performance through a single interface. Energy efficiency is also a determining factor in the choice of low consumption technical equipment, notably for regular maintenance works related to lighting, heating, cooling and ventilation. Main improvements in intrinsic building efficiency are synchronised with major developments and extension/renovation projects when the Group targets an environmental certification at the highest score.

An energy efficiency attitude is well embedded in all existing processes related to technical management of each asset by gradually ensuring:
- daily optimisation of technical equipment;
- technical improvement through annual non recurrent maintenance works;
- intrinsic building works syncronised with the Group's value creation policy.

Increased energy efficiency limits Unibail-Rodamco's exposure to rising, increasingly volatile energy prices and cushions it against possible supply shocks in the future. This is particularly important in France, where energy prices are currently below European market rates.

A gradual and pragmatic approach to energy savings



KPI: Energy consumption (kWh) [GRI EN3, EN4, EN5, EN6, EN7]

Energy consumption includes both direct and indirect energy. Direct energy refers to primary source energy which is purchased and consumed on site (*e.g.* gas and fuel oil). Indirect energy refers to energy produced by and purchased from a third party in the converted form of electricity or fluid (*e.g.* electricity, heating/cooling network or steam). For Shopping Centres, Offices and Convention & Exhibition venues, final energy purchased for use in common areas includes car parks and common equipment (heating & cooling, distribution power, ventilation, vertical transportation, and lighting) and energy provided to tenants for heating and/or cooling. Electricity purchased by tenants is not included.

	Shopping centres								Offices		Convention & Exhibition	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets	Scope	All assets
2010	77/77	507,669,644	59,687,648	116,473,795	163,065,501	23,455,737	83,578,468	61,408,496	17/17	53,386,362	10/10	167,911,989
2011	66/66	419,169,183	57,005,758	83,579,102	149,446,720	13,802,307	60,549,586	54,785,710	14/14	37,530,585	10/10	183,783,511
2012	67/67	418,728,181	81,118,422	75,789,193	137,407,378	13,458,102	52,159,991	58,795,094	15/15	39,200,943	10/10	161,872,451
of which direct energy 2012		*56,471,612*	*27,974,284*	*0*	*15,177,980*	*7,067,860*	*0*	*6,251,488*		*1,139,219*		*25,789,823*
of which indirect energy 2012		*362,256,569*	*53,144,139*	*75,789,193*	*122,229,398*	*6,390,242*	*52,159,991*	*52,543,606*		*38,061,724*		*136,082,628*
2012/2006 Like-for-like cumulated		-22%	16%	-22%	-27%	-15%	-20%	-29%		-29%		-16%
2012/2010 Like-for-like cumulated		-12%	10%	-12%	-16%	-12%	-14%	-11%		-22%		-4%
2012/2011 Like-for-like	63/67	-6%	9%	-9%	-8%	-2%	-13%	0%	11/15	-5%	10/10	-12%

The energy reduction year to year on a like-for-like basis represents 6 times the annual consumption of the Group's headquarter in 2012 (23,866 GWh).

KPI: Financial savings resulting from reduced energy consumption (€) [GRI EN5]

Total cost saved thanks to the reduction of energy consumptions of the Energy Consumption Indicator, estimated with an average energy cost per supplier.

Definition:
- The difference in energy consumption year-on-year, "like-for-like perimeter".
- The energy consumption difference multiplied by energy cost, per supplier, per asset and consolidated per region.

	Shopping centres							
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain
Energy consumptions evolutions 2012/2011 (kWh)	63/67	-23,866,302	2,134,148	-7,789,909	-12,039,342	-344,204	-5,811,616	-15,379
Costs savings 2012/2011 (€)	63/67	-1,733,724	230,328	-467,357	-930,488	-19,372	-479,177	-67,658

KPI: Energy efficiency per building usage (kWh/visit/year for shopping centres, kWh/occupant/year for offices, kWh/m² DOP/year for Convention & Exhibition) [GRI CRE1]

Numerator: Energy Consumption KPI.
Denominator: usage indicator per business activity (see Reporting Methodology part Reporting values page 62).

	Shopping centres (kWh/visit)								Offices (kWh/occupant)		Convention & Exhibition (kWh/m² DOP)	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets	Scope	All assets
2010	76/77	0.71	1.41	1.21	0.48	0.49	1.26	0.51	13/17	2,373	10/10	5.8
2011	65/66	0.64	1.40	1.11	0.44	0.34	1.40	0.46	13/14	2,152	10/10	5.8
2012	65/67	0.62	1.50	1.00	0.40	0.33	1.30	0.46	12/15	2,321	10/10	5.1
2012/2006 Like-for-like cumulated		-24%	17%	-29%	-29%	-26%	-14%	-27%		-18%		/
2012/2010 Like-for-like cumulated		-12%	1%	-12%	-17%	-13%	-11%	-11%		-13%		-11%
2012/2011 Like-for-like	62/67	-7%	3%	-9%	-9%	-3%	-13%	0%	9/15	-4%	10/10	-11%

KPI: Energy efficiency per square metre (kWh/m²/year) [GRI CRE1]

Numerator: Energy Consumption KPI.
Denominator: square metres (see Reporting Methodology part Reporting values page 62).

	Shopping centres								Offices	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets
2010	77/77	178	201	293	139	184	200	140	13/17	159
2011	66/66	161	210	262	130	125	196	125	13/14	136
2012	67/67	153	230	239	121	122	155	120	12/15	139
2012/2006 Like-for-like cumulated		-23%	1%	-22%	-26%	-15%	-24%	-31%		-26%
2012/2010 Like-for-like cumulated		-13%	-4%	-11%	-16%	-12%	-19%	-13%		-18%
2012/2011 Like-for-like	63/67	-8%	-5%	-9%	-8%	-2%	-17%	-2%	10/15	-15%

3.4.4. Energy mix

Unibail-Rodamco works to reduce the environmental impact of the energy it consumes by purchasing low-carbon/renewable energy from suppliers and generating low-carbon/renewable energy on-site. The energy mix is a key focus in regions which have carbon-intensive national energy infrastructure, such as Central Europe or Spain.

The Group's policy of purchasing low-carbon energy from suppliers offers two key benefits. Firstly, it reduces the carbon intensity of the Group's operations. Secondly, it encourages suppliers to invest in "green" power-generation technologies by contributing to the strong and growing market demand for low-carbon and renewable energies. In 2012, Unibail-Rodamco expanded its "green" electricity purchasing policy to 100% of its assets in the Nordic region. 4 out of 6 regions have now switched to a full or partial green electricity supply.

Some assets are equipped with systems to generate low-carbon or renewable energy. In Spain, for example, solar panels covering 20,300 m^2 were installed in nine assets and produced renewable energy for re-sale to the national grid, Two shopping centres were also equiped with tri-generation systems.

In France, Aéroville (currently under construction) will be the first shopping centre to use its own geothermal plant for its proper needs of heating and cooling.

KPI: Carbon weight of energy mix (gCO_2e/kWh) [GRI EN16]

Numerator: CO_2 emissions KPI.
Denominator: Energy Consumption KPI.

	Shopping centres								Offices		Convention & Exhibition	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets	Scope	All assets
2010	77/77	235	113	651	67	108	54	306	17/17	108	10/10	91
2011	66/66	161	99	389	61	106	59	276	14/14	98	10/10	88
2012	67/67	156	135	404	57	106	21	230	15/15	78	10/10	82
2012/2006 Like-for-like cumulated		-38%	-55%	-46%	-8%	-79%	185%	-10%		11%		19%
2012/2010 Like-for-like cumulated		-22%	-20%	-42%	-3%	1%	206%	9%		3%		4%
2012/2011 Like-for-like	63/67	-5%	18%	4%	-7%	1%	-70%	-17%	11/15	-13%	10/10	-6%

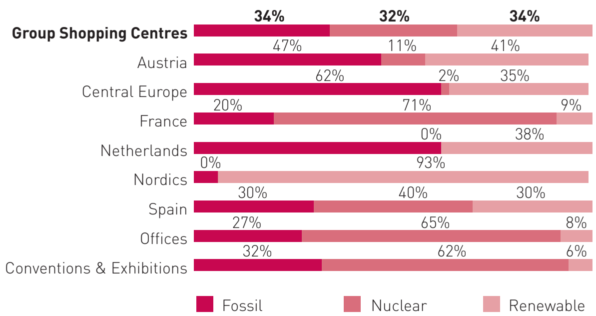
KPI: Direct and indirect final energy consumption by primary energy source (%) [GRI EN3, EN4]

Direct energy refers to the primary source of energy which is purchased and consumed on site (*e.g.* gas). Indirect energy refers to energy which was generated by and purchased from a third-party in the form of electricity, heat or steam.

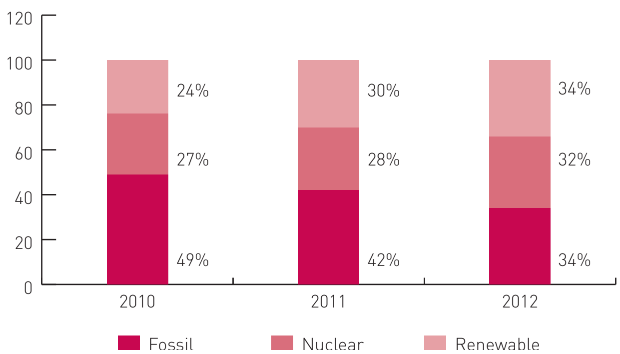
	Shopping centres							Offices	Convention & Exhibition
2012	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	All assets	All assets
Nuclear	**32%**	**11%**	**2%**	**71%**	**0%**	**0%**	**40%**	**65%**	**62%**
Direct natural gas	13%	34%	0%	11%	53%	0%	11%	3%	16%
Indirect natural gas	5%	9%	1%	5%	9%	1%	8%	11%	10%
Fuel oil	0%	0%	0%	1%	0%	0%	0%	10%	4%
Coal	13%	0%	58%	2%	0%	4%	7%	3%	2%
Other fossil fuels	2%	4%	3%	0%	0%	2%	4%	0%	0%
Sub-total: Fossil	**34%**	**47%**	**62%**	**20%**	**62%**	**7%**	**30%**	**27%**	**32%**
Hydro power	21%	35%	14%	4%	38%	60%	12%	4%	3%
Wind power	2%	1%	6%	0%	0%	6%	0%	0%	0%
Biomass based intermediate energy	5%	3%	13%	1%	0%	16%	0%	1%	0%
Other renewable sources	6%	2%	2%	3%	0%	12%	18%	3%	3%
Sub-total: Renewable	**34%**	**41%**	**35%**	**9%**	**38%**	**93%**	**30%**	**8%**	**6%**
Total final energy (kWh)	**418,728,181**	**81,118,422**	**75,789,193**	**137,407,378**	**13,458,102**	**52,159,991**	**58,795,094**	**39,200,943**	**161,872,451**
of which direct energy	*56,471,612*	*27,974,284*	*0*	*15,177,980*	*7,067,860*	*0*	*6,251,488*	*1,139,219*	*25,789,823*
of which indirect energy	*362,256,569*	*53,144,139*	*75,789,193*	*122,229,398*	*6,390,242*	*52,159,991*	*52,543,606*	*38,061,724*	*136,082,628*

Scope: 67 shopping centres out of 67; 15 offices out of 15; 10 convention & exhibitions centres out of 10.

Direct and Indirect energy mix by region (all assets)



Direct and indirect energy by primary source at managed shopping centre



The primary energy mix remains very different across the countries and mainly inluenced by the electricity plant industry. The voluntary low carbon energy purchase policy at shopping centres allows decreasing share of fossil energies from 49% in 2010 to 34% in 2012.

KPI: Renewable energy produced and CO_2 emissions saved [GRI EN3, EN4, EN6]

Energy output from 20,300 m^2 of solar panels installed at nine assets in Spain.

Renewable electricity produced on site is sold to the public network and not consumed on site. CO_2 emissions avoided thanks to this production represent the emissions that would have been generated by the production of the same amount of electricity in a non-renewable way. These assets permit the electricity supplier not to produce this quantity of electricity and therefore equivalent CO_2 emissions are indirectly saved.

	2010	2011	2012
Renewable energy produced on site (kWh)	1,354,068	1,278,943	1,548,307
CO_2 emissions saved (kgCO_2e)	442,205	379,687	368,463

3.4.5. Transport

CO_2 emissions from visitor transport significantly outweigh the CO_2 emissions generated by energy consumed by the asset itself. Buildings which are accessible mainly by car have a far higher indirect carbon footprint than those which are well connected to public transport networks. Furthermore, the relative impact of visitor transport on overall CO_2 emissions will continue to rise as buildings become more energy efficient.

Unibail-Rodamco aims to limit transport-related CO_2 emissions associated with its activities. The Group focuses on assets that have central locations in major European cities and are easily accessed by sustainable modes of transport. All of the Group's assets are connected to public transport. Internal surveys show that almost 57% of customers walked, cycled or used public transport to visit the Group's shopping centres in 2012. 51% of all of the Group's shopping centres are linked to a bicycle lane. The office portfolio is also particularly well-connected to major transport hubs.

The Group is promoting the use of electric vehicles by installing charging points in its shopping centres across Europe. In 2012, 46 shopping centres across Europe have been equipped with free recharging points representing 126 dedicated parking spaces for electrical vehicles.

The results of the carbon footprint conducted in 2012 highlight that a majority of CO_2 emissions are related to the transport modes of visitors to Unibail-Rodamco's sites. This source represents more than 40% of the global footprint of one asset. This conclusion confirms the relevance of the Group's strategy set since 2007: assets located in major cities with high connectivity to public transport.

KPI: Split of shopping centres' visits by mode of transport (%) [GRI EN17]

Visits split by mode of transport expressed in percentages. The split of transport modes is based on marketing surveys conducted in 2012. In 2012, the figures have been updated for 57 assets.

	Shopping centres						
	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain
Public transport	34%	33%	50%	41%	15%	24%	16%
Car/taxi	41%	54%	27%	34%	45%	48%	60%
Foot/bicycle	23%	11%	21%	23%	37%	26%	20%
Other (motorbike, etc.)	2%	2%	2%	2%	2%	2%	3%

Scope: 64 shopping centres out of 67.
Figures may not add up due to rounding.

KPI: Access to public transport (%) [GRI EN29]

Percentage of assets with an excellent connection to public transport.

Definition:

- Assets located less than 200 metres from public transport.
- Assets with a public transport connection with intervals of at least 15 minutes during weekday office hours.

	Shopping centres								Offices		Convention & Exhibition	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets	Scope	All assets
Percentage of assets located less than 200 metres from a public transport	66/67	95%	100%	100%	93%	80%	100%	100%	15/15	87%	10/10	90%
Percentage of assets served at least every 15 minutes during weekday office hours	66/67	80%	100%	100%	77%	100%	38%	93%	15/15	100%	10/10	100%

In 2012, Unibail-Rodamco collected CO_2 emissions data relating to employees' business trips made by air and by train in all regions. The Group's travel policy for employees is designed to reduce transport-related CO_2 emissions. Employees are asked to travel by train whenever possible and to question whether a physical meeting is necessary. A Group compliance policy states that video and tele-conferences should be used whenever possible. Unibail-Rodamco has not introduced a target on travel-related emissions, as corporate travel is heavily influenced by business activities and can vary significantly from year to year (acquisitions, divestments, meetings with international retailers, etc.).

KPI: CO_2 emissions from employees' business travel by train and plane (tonnes CO_2e) [GRI EN29]

The indicator is given both as an absolute value and as the ratio between CO_2 emissions from business travel and the average number of employees in 2012. Data and methodology provided by referenced travel agencies.

	Total	Headquarters & France	Austria	Central Europe	Netherlands	Nordics	Spain
Total emissions (tCO_2e)	1,477	841	92	108	89	117	230
kg CO_2e/employee	987	804	1,353	1,450	1,450	1,183	1,565

3.5. Resource use

Unibail-Rodamco's resource use policy covers materials, water, waste and biodiversity. In-house Environmental Management Systems for new developments and existing assets provide clear, comprehensive guidelines on the use of resources. Third-party certification systems and audits are used to validate these guidelines and ensure that the standards they impose are respected.

3.5.1. Materials

An in-house materials policy ensures that materials are fit for purpose, that opportunities to reuse existing materials and structures are systematically reviewed, and that materials with a low environmental impact and recycled products and materials are preferred.

Materials must not exceed the European Union's Volatile Organic Compounds (VOC) thresholds.

Complementary to the Design Guidelines used for the choice of material, maintainability experts check each of the Group's development projects at the end of each design phase (schematic design and detailed design) to ensure that they achieve the highest levels of durability, maintainability, accessibility and security. Life Cycle Assessment (LCA) pilots have been carried out. This position may evolve as the LCA process continues to mature and improve the quality of assessment outcomes. A global cost study of design features (including structure and heating, ventilation and air-conditioning system) for periods of 30 and 60 years was carried out at the SO Ouest development project. SO Ouest is the first shopping centre in Europe to receive BREEAM Excellent certification in the Retail category. Majunga's structure and envelop have been concieved following a 30/60 years life cycle analysis (BREEAM credit MAN12 rarely obtained).

In line with BREEAM certification requirements, the Group's materials policy specifies that 80% of wood used in development, extension and renovation projects must be responsibly sourced (*i.e.* from certified, managed forests with FSC or PEFC labels) and that 100% must be legally sourced. This policy is systematically specified in tender documents for construction projects and all contractors are asked to abide by its terms. The Group works with large, reputable construction companies. In-house project managers are asked to pay close attention to this contractual requirement. Nevertheless, given the low volumes involved and the nature of the manufactured products purchased, it is not possible to monitor the weight, nor the origins of the wood used in all projects. The Group aims to obtain post-construction BREEAM certification for projects assessed using the BREEAM referential; certification is in progress for a number of projects. As part of this certification process, the sourcing of wood used during construction is verified and validated.

In line with BREEAM In-Use certification requirements and for shopping centres being certified, the Group deploys a specific addendum regarding materials in the purchasing contracts signed with the main service providers.

3.5.2. Water

The materiality study pointed out that water is not a strategic environmental dimension for Unibail-Rodamco. Indeed, the Group's portfolio is not considered as being a significant water consumer. Moreover, its localization in continental European countries does not meet hydric stressful situations, except for 3 shopping centres located in Spain. Indeed, in 2012, with the support of the WBSCD Global Water Tool, the Group simulated its exposure to water scarcity for its entire portfolio. The analysis performed according to the Mean Annual Relative Water Stress Index, showed that 93% of the Group's assets are located in area with no or low water scarcity issue.

As a consequence, the Group has not maintained water in its new long-term targets disclosed. However, as part of the resource use monitoring policy, reducing water consumption is still an operational target on sites and continues being tracked and reported.

In line with environmental best practice, the Group is taking active steps to cut water consumption, reduce wastage and maintain water quality. In particular, efforts are made to install water-efficient equipment, optimise operating practices, and ensure that leaks are detected and repaired rapidly. Run-off water collected from car parks is treated before being disposed of through municipal networks. Closed-circuit systems are being introduced to re-use water during the testing of sprinkler equipment.

At existing assets, the Group relies on close cooperation with tenants and customers to reduce water consumption. Green leases and tenant sustainability committees are used to help raise awareness and assist with water management.

At new developments and during renovations and upgrades, efficiency is a determining factor in the choice of technical equipment (toilets, urinals, taps, sprinkler systems, cooling systems, etc.). The Design Guidelines for new developments, renovation and extension projects provide clear steps on how to achieve water efficiency.

In 2012, a complete review of water consumption data was performed. This work aids in getting a better understanding and a clearer definition for the reporting scopes of each asset. Adjusted perimeters and data are reported since the 2010 baseline. This significantly improves the accuracy of the KPIs.

Water savings in 2012 correspond to 116,987 m^3, water efficiency at managed shopping centres has been improved by -16% since 2006 on a like-for-like basis.

Convention & Exhibition's business units are excluded from the scope of water indicators, since water is managed by exhibition planners and exhibitors, rather than the Group's team.

KPI: Water consumption (m^3) [GRI EN8]

Water purchased for common and private use (restrooms, cleaning, heating & cooling systems, sprinkler systems, watering of green spaces, etc.). Water consumption in tenants' premises is indicated in percentage when consumption can be estimated.

	Shopping centres								Offices	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets
2010	69/77	3,205,496	244,567	605,521	1,179,119	34,175	387,478	754,639	16/17	209,859
2011	66/66	3,194,264	238,108	445,972	1,332,541	33,685	355,974	787,986	13/14	133,767
2012	67/67	3,077,277	293,099	444,964	1,124,870	31,196	342,936	840,215	14/15	115,667
of which estimated tenants' consumptions		62%	62%	49%	63%	-	62%	69%		
2012/2006 Like-for-like cumulated		-14%	8%	-14%	-26%	-26%	-7%	11%		-23%
2012/2010 Like-for-like cumulated		-2%	2%	-1%	-6%	-9%	6%	4%		-35%
2012/2011 Like-for-like	63/67	-7%	4%	-0,2%	-16%	-7%	3%	0%	10/15	-7%

KPI: Financial savings resulting from reduced water consumption (€) [GRI CRE2]

The total cost saved thanks to the reduction of water consumptions of the Water Consumption indicator, estimated with an average water cost per supplier.

Definition:
- The difference in water consumption year-on-year, "like-for-like perimeter".
- The water consumption difference multiplied by water cost, per supplier, per asset and consolidated per region.

	Shopping centres							
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain
Water consumptions evolutions 2012/2011 (kWh)	63/67	-199,202	4,711	-1,007	-207,671	-2,489	7,914	-659
Costs savings 2012/2011 (€)	63/67	-426,050	8,544	-6,752	-433,302	-6,424	14,952	-3,070

KPI: Total water withdrawal by source (%) [GRI EN8, EN10]

Split by source of total water purchased and consumed in shopping centres from the indicator Water Consumption during the reporting year.

	Shopping centres	Offices
Municipal water suppllies & other utilities	97%	100%
Rainwater collected	0.01%	0%
Reused water (grey water, black water, treated waste water...)	0%	0%
Ground water	3%	0%
Others sources	0%	0%

In 2012, the shopping centres Vélizy 2 (France), Donauzentrum (Austria), La Maquinista (Spain), and Stadshart Almere (Netherlands), collected 78,753 m^3 of rainwater and ground water on site, reused for cleaning and the watering of green spaces. In 2012, 22 shopping centres across the Group reused the water from the periodic regulatory sprinkler tests.

KPI: Water intensity of use (litre/visit/year for shopping centres, m^3/occupant/year for offices) [GRI CRE2]

Numerator: Water Consumption KPI.
Denominator: usage indicator per business activity (see Reporting Methodology part Reporting values page 62).

	Shopping centres (litre/visit)								Offices (m^3/occupant)	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets
2010	68/77	4.71	5.77	6.31	3.63	0.84	6.79	6.30	13/17	10.01
2011	65/66	4.90	5.86	5.90	4.00	0.83	8.24	8.24	13/14	7.70
2012	65/67	4.53	5.40	5.89	3.34	0.76	8.55	6.59	12/15	6.66
2012/2006 Like-for-like cumulated		-16%	9%	-22%	-29%	-35%	-1%	14%		-14%
2012/2010 Like-for-like cumulated		-3%	-6%	-1%	-8%	-9%	9%	4%		-28%
2012/2011 Like-for-like	62/67	-7%	-3%	0%	-17%	-8%	3%	0%	10/15	-6%

KPI: Water consumption per square metre (litre/m²/year) [GRI CRE2]

Numerator: Water Consumption KPI.
Denominator: square metres (see Reporting Methodology part Reporting values page 62).

	Shopping centres								Offices	
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	Scope	All assets
2010	60/77	1,163	859	1,372	1,061	950	1,119	1,439	16/17	763
2011	65/66	1,192	877	1,358	1,101	936	1,153	1,503	13/14	487
2012	66/67	1,059	865	1,351	928	860	1,022	1,282	13/14	393
2012/2006 Like-for-like cumulated		-16%	-24%	-18%	-26%	58%	-3%	-3%		-22%
2012/2010 Like-for-like cumulated		-6%	-11%	-2%	-6%	-9%	0%	-10%		-32%
2012/2011 Like-for-like	62/67	-11%	-10%	0%	-16%	-8%	-3%	-13%	10/15	-6%

3.5.3. Waste

Unibail-Rodamco's waste management approach is designed to maximise recycling and minimise disposal to landfill.

In assets under operations, tenants are regularly informed about on-site waste management local policy and process. Both supplier purchasing contracts and tenant green leases establish the minimum requirements for waste sorting and recycling that must be respected. Suitable waste segregation facilities are in place in all assets. Unibail-Rodamco's waste management responsibilities and reporting scopes may vary by region. In some assets, local authorities are responsible for managing waste. Then, the Group does not control the final destination of waste produced at these assets.

The total volume of waste generated in a building, whatever its usage, mainly relies on the level of activity of the tenants, *i.e.* sales for shopping centres and occupancy for offices buildings. This means that the Group has a limited impact on the total volume of waste generated on site. On the other hand, the Group is committed to waste management efficiency measured through long-term objectives set for recycling and disposal route:

- reduce the proportion of waste sent to landfill by 50% in 2016 relative to 2009;
- obtain a waste recycling rate of at least 50% by 2016.

In 2012, 35% of waste was recycled and 18% was sent to landfill without methanisation. Since 2009, the Group has reduced the proportion of waste sent to landfill by 30%. These two achievements are in line with the above long term targets.

The Group's development projects are built in line with in-house Design Guidelines and BREEAM certification, both of which require waste management plans and project-specific reduction/reuse/recycling targets as standard practice. The Unibail-Rodamco Considerate Construction Charter sets waste valorisation targets and incentives for contractors. The Charter sets out the Group's requirements and recommendations for optimising the environmental quality of its construction sites with the aim to create a positive experience for the workforce, local communities, and the environment. It includes all applicable local regulations and is aligned with BREEAM requirements. Signature of the Charter is a pre-requisite for companies signing construction contracts. It should be noted that Unibail-Rodamco works with large, reputable construction firms which also apply their own certified construction waste management schemes. Demolition projects are relatively rare and are managed on a case-by-case basis.

Offices and Convention & Exhibition's business units are excluded from the scope of waste indicators. At Convention & Exhibition venues, waste is managed by exhibitions planners and exhibitors rather than the Group's team. At Offices, a waste collection service, whether ensured by a private company or the local authority, is shared with other buildings and owners in order to optimise the itinerary of waste disposal trucks. Therefore, consistent and separate data tracking for the Group are not yet available.

KPI: Total waste (tonnes) [GRI EN22]

Total waste collected on site

		Shopping centres						
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain
2010	72/77	58,634	4,575	7,571	25,336	1,622	5,835	13,694
2011	64/66	55,051	3,904	5,685	25,798	777	3,945	14,943
2012	63/67	55,141	4,940	5,663	25,477	1,013	3,550	14,498
of which non-hazardous waste (in tonnes)		*55,068*	*4,940*	*5,638*	*25,477*	*1,013*	*3,550*	*14,450*
of which hazardous waste (in tonnes)		*73*	*0*	*25*	*0*	*0*	*0*	*48*

KPI: Percentage of waste recycled (%) [GRI EN22]

Tonnes of waste recycled divided by tonnes of waste collected

		Shopping centres						
	Scope	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain
2010	72/77	36%	53%	36%	30%	41%	50%	34%
2011	64/66	35%	58%	37%	25%	41%	57%	39%
2012	63/67	35%	48%	33%	28%	46%	64%	35%

KPI: Split of total non-hazardous and hazardous waste by disposal route (tonnes) [GRI EN22]

Tonnes of non-hazardous and hazardous waste by disposal method

	Shopping centres						
	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain
Total waste (in tonnes)	**55,141**	**4,940**	**5,663**	**25,477**	**1,013**	**3,550**	**14,498**
Recycling/Reuse/Composting	35%	48%	35%	28%	46%	64%	36%
Incineration	9%	43%	0%	6%	52%	0%	5%
Incineration with Energetic valorisation	21%	8%	0%	39%	0%	33%	0%
Landfill	18%	0%	47%	17%	2%	1%	21%
Landfill with Methanisation	5%	0%	18%	6%	0%	0%	0%
Managed by local authority*	10%	0%	0%	0%	0%	0%	38%
Other	2%	0%	1%	3%	0%	3%	0%

Scope: 63 shopping centres out of 67.
Figures may not add up due to rounding.
*Information on how local authorities manage the waste they collect is not available. The final disposal route of this waste can not be monitored and reported.

Hazardous waste is eliminated in the suitable route by suppliers.

KPI: Split of recycled waste by type of waste (tonnes) [GRI EN22]

	Shopping centres						
	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain
Total recycled waste (in tonnes)	**19,071**	**2,395**	**1,891**	**7,023**	**466**	**2,272**	**5,025**
CardBoard	14,957	1,522	1,848	6,126	380	1,564	3,517
Paper	439	0	0	1	4	86	348
Plastics	867	233	34	64	1	23	512
Glass	627	294	2	63	80	55	133
Wood	564	81	5	35	0	0	443
Metals	222	88	1	27	0	98	9
Mixed waste sorted	1,053	146	0	469	0	417	21
Other recycled waste	342	31	2	238	0	30	42

Scope: 61 shopping centres out of 67.
Figures may not add up due to rounding.

3.5.4. Biodiversity

Unibail-Rodamco has developed a clear strategy and methodology for integrating biodiversity and ecology into its activities. The Group worked closely with a biodiversity expert to define and implement its approach to these issues and has integrated it into the Retail Design Guidelines. Unibail-Rodamco corporate policy measures the biodiversity potential impact and the way it is addressed and managed through the BREEAM certification for all new development projects and is being extended through BREEAM In-Use for existing assets.

For all development projects involved in a BREEAM certification process (*i.e.* projects over 10,000 m^2), an ecologist forms part of the design team. The ecologist advises the architects and designers on the most appropriate species to choose for the development, taking into account their relevance to local habitats and their potential to create a positive ecological impact by enhancing and/or conserving local fauna and flora. For all other development projects, the site is analysed to estimate its potential and ensure that all opportunities to foster biodiversity are exploited. An impact assessment, which includes an environmental/biodiversity component, is a pre-requisite for obtaining a building permit and commercial planning permission in France. A public consultation is also carried out as part of this process.

SO Ouest (Paris) achieved 90% of credits in the "Land Use and Ecology" section within the BREEAM certification, helping it become the first retail development in Europe to obtain an "Excellent" rating (creation of 10,000 m^2 green area recreating a wildlife habitat for local species, and 10,000 m^2 of green roof, fostering biodiversity on the site).

At existing assets, an equally pragmatic approach is taken to biodiversity and ecology, even though the very dense urban locations of most assets severely limit the potential to enhance biodiversity. As a result, Unibail-Rodamco's main focus is on creating "green" spaces, such as green roofs and green walls, and carefully selecting the plant species used. The Group undertakes a biodiversity study prior to major renovations and/or extension. Gap analysis methodology is used to measure the site's ecological potential against its initial status. Through the BREEAM In-Use certification policy, biodiversity issue is addressed and fostered to achieve high standards in this domain too.

For example, La Part-Dieu (certified "Very Good" in 2011) launched an ecological study and installed 5 bee hives onsite in close cooperation with the national beekeepers organisation and local authorities. Protected habitats have also been installed for birds in partnership with the tenant Nature & Découvertes. In 2012, 3 bee hives were installed in Centrum Chodov, Czech Republic, and 8 in Les Quatres Temps, France. Most of the assets concerned make use of this initiative to communicate on environmental awareness towards visitors.

The design teams and development teams within Unibail-Rodamco are responsible for ensuring that BREEAM biodiversity impact assessments are commissioned and that the biodiversity expert's recommendations are implemented (*e.g.* choice of plant species). Once the project has been constructed 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 corporate sustainability team monitors the application of the Group's biodiversity policy and is on-hand to provide additional advice and support to operating teams if necessary.

3.6. Health & safety and environmental risks and pollutions

With a managed standing portfolio of over 3 million consolidated m^2 GLA, welcoming several hundred millions visitors each year, and a development pipeline of over one additional million m^2 GLA, Unibail-Rodamco takes the health and safety of its employees, customers, tenants, suppliers, contractors and local communities very seriously: the Group's main concern being prevention against the potential risks for people and the environment. The Group complies with all applicable health and safety legislation as a matter of course and often exceeds minimum standards required by laws to ensure a higher standard of service and safety in its assets. On-site teams are trained in first aid techniques and maintain close relationships with local emergency services (fire brigade, paramedics and police). Defibrillators are made available for security staff and were installed in all shopping centres across Europe.

The Group has drawn-up an extensive, comprehensive in-house risk management policy to ensure that risks are mitigated and managed. The risk management process also provides a framework for responding to exceptional risks and crises. Unibail-Rodamco's due diligence process for acquisition includes a complete audit of technical, regulatory, environmental, and health and safety procedures and risks, including soil pollution and climate change.

In 2012, an independent third-party health and safety inspector was appointed in each country where the Group operates. This inspector visits each asset to undergo an annual assessment of health and safety risk in order to ensure compliance with applicable regulation and the Group's policies: in addition to delivering a rating and an assessment report for each asset, a customised action plan is implemented to continuously improve the quality of the risk management for each managed asset. The main subjects covered by this risk management process are air quality, water quality, asbestos, ground and air pollution, legionella, electromagnetic radiation, IPPC installations, technical equipment such as lifts and escalators and fire prevention. The follow-up is run by on-site teams and checked every year by the same inspector and internal audit department.

This in-house health and safety management system allows the Group to monitor and assess the risk performance on a regular basis, and embed a culture of maintain a high level of health and safety culture embedded within operating and shopping centre management teams.

For new developments, the Group complies with all in-force regulation regarding health, safety and environmental matters. An Environmental Impact Assessment (EIA) is carried out at the earliest stage, a soil remediation is performed when necessary, and the Group ensures that the health and safety plan and rules are applied by contractors during the construction phase.

There is not any provision for environmental risk in the Group's accounting in 2012.

KPI: Annual risk assessment [GRI PR1]

Total number of owned and managed assets that have carried out an annual risk assessment conducted by a third-party and the coverage it represents regarding the total Group owned and managed portfolio.

	Shopping centres							Offices	Convention & Exhibition
2012	All assets	Austria	Central Europe	France	Netherlands	Nordics	Spain	All assets	All assets
Total managed assets	67	3	5	30	5	8	16	12	10
Total audited assets	62	2	4	28	5	8	15	10	9
Coverage (%)	**93%**	**67%**	**80%**	**93%**	**100%**	**100%**	**94%**	**83%**	**90%**

Audits not performed in 2012 (8 assets) correspond to assets under major construction works (refurbishments and/or extensions) and will be conducted after final works completion.

KPI: Soil pollution and site remediation [GRI CRE5]

Annual (current year) monetary expenses for soil detoxification/site remediation and equivalent areas (volumes that have been detoxified).

2012	Standing portfolio	Development pipeline
Monetary expenses in depollution (€)	0	219,969
Volume concerned (tonnes)	0	1,304

KPI: Fines for environmental breaches [GRI EN28]

Annual monetary value of significant fines and total number of non monetary sanctions for non compliance with environmental laws and regulations.

	2011	2012
Monetary value of significant fines (€)	0	0
Total number of non-monetary sanctions	0	0

4. STAKEHOLDERS

The Group's economic success is founded on the strength of its relationships with stakeholders: tenants, customers, investors, local communities, suppliers and contractors, and employees. The need to develop and operate assets that meet stakeholders' expectations in terms of shopping experience, financial return and environmental performance is central to the Group's strategy. These areas are embedded in the Group's operating structure and product development process, are regularly discussed at Supervisory Board and Management Board level, and are subject to careful analysis and monitoring. Relevant tools have been developed to identify and respond to the expectations of each stakeholder community and communicate this information to top managers and on-site operational teams.

4.1. Communities and local authorities

With €7 billion in the current pipeline, and a managed portfolio valued at €29.3 billion at year end 2012, Unibail-Rodamco's role as a leader in the real estate market plays an important social and economic role in the local community. The Group's activities generate economic growth through employees' salaries, payments to suppliers and infrastructure investments; contribute directly and indirectly to job creation and urban renewal, and also the global economy in the country where the Group operates.

Thus, Unibail-Rodamco's key roles in the local economy are:
- **Economic driver:** direct employment through construction and operations spending, indirect employment by tenant's sales and activities, suppliers activities, local taxes;
- **Urban planner:** high connectivity, iconic architecture, brownfield requalification;
- **Social integrator:** services offered to visitors, charities, partnerships with local communities, places for a unique experience (events, entertainment, shopping…).

To ensure that its investments, developments and operations benefit the communities where it is present and reflect their needs and expectations, the Group works to build and maintain strong relationships with local residents and public authorities. Extensive public consultations are held for all development and extension projects.

The Group's shopping centres provide opportunities to socialise, relax and be entertained as well as an extensive, high-quality retail offering. In addition to a commercial leisure offer, which ranges from pony clubs to cinemas, all assets regularly organise free events, such as fashion shows and concerts. Shopping centre managers are committed to develop many local cultural, charitable and environmental initiatives with local or international associations. In order to better address the local communities challenges, Unibail-Rodamco decided to develop a Group's 'Community Charter' and test implementation in the managed Retail portfolio in the coming years.

Unibail-Rodamco works hard to ensure its assets are welcoming and accessible to all members of the community. Special provisions are made for customers with reduced mobility and physical and sensory disabilities, as well as for elderly customers and the parents of small children. In France, for example, the Group is building a close partnership with the UNAPEI, a charitable association for people with mental disabilities. During 2012, shopping centre staff working with the public (retail employees, security staff, cleaning contractors, etc.) will receive a special training program for welcoming customers with mental disabilities, in order to accommodate their needs. These shopping centres will display the "S3A" label as a permanent sign of their commitment to the 700,000 people and their families who are affected in France by mental disability. Each centre will also hold a public event every year to raise awareness of mental disability.

4.2. Customers

The quality of the customer experience is central to the economic sustainability of Unibail-Rodamco's business as it attracts visitors and encourages loyalty. Innovation in this domain is the result of hard work from the Group's different teams, the diverse set of skills they represent and the capacity they have of working together with a common goal of always striving for a better, more differentiating customer experience. The different skills applied can be seen through Development for outstanding architecture and design, Leasing for differentiating the tenant mix, Maintenance for the feeling of comfort and safety they enable, Marketing for attracting the most striking events and innovation in customer research, or Property Management for the welcome and quality of service.

The Group continuously improves its customer service strategy for retail assets, named the Welcome Attitude. In 2012 the Group launched the "4 Star label" initiative to increase customer comfort and ensure consistency of quality and services in the Group's managed malls. It is intended to provide customers with a unique shopping experience through a welcoming atmosphere, quality management and a set of "hotel-like" services: reception desk, valet parking, personal shopper, shoes-shiner, free wifi, free newspapers, iPad bar, etc. This label is based on a 571-point referential and with an external audit conducted by the world leader in certification, SGS. The referential was developed by closely listening to customers, and based on a satisfaction survey in which 22,000 customers participated. In 2012, nine shopping centres were awarded with the "4 Star label", and 2 others were successfully audited. The Group aims to successfully audit at least 30 managed shopping centres according to the "4 Star label" by the end of 2014.

To satisfy its customers and facilitate their shopping experience from their arrival until their departure, the Group invests heavily in services such as rest areas and smart Traffic Management Systems (parking which guides cars in real-time towards free slots allowing time and fuel savings). At the end of 2012, already 25 shopping centres across the Group were equipped with smart parking solutions. Further, by organising differentiating events across its shopping centres through exclusive partnerships, such as the Cirque du Soleil or the Elite international modelling competition, the Group is able to enhance the attractiveness of these assets for visitors.

In addition to promoting its loyalty cards, a booming 'digital marketing' approach based on Facebook recruitment, smartphones apps and websites for individual shopping centres contribute to the Group's permanent interactive dialogue and loyalty with its customers. At the end of 2012, the Group counted 1.3 million apps downloaded, 2.6 million Facebook fans and 679 453 loyalty cards for its entire retail portfolio.

To continuously improve the quality of service to its customers and measure progress in this area, the Group conducts annual customer satisfaction surveys and two internal quality audits per year for each of its shopping centres. Customer satisfaction surveys were conducted in 59 assets in 2012 with 27,067 interviews. The average score across the Group was 7.6/10, and 95% of customers surveyed were reported as very or rather satisfied. Internal quality audits were used to assess 301 services and comfort criteria. These audits help to ensure that the Group's assets maintain their prime position on the market. Unibail-Rodamco is committed to maintain the customer satisfaction survey score above 8,0 /10 for the managed retail portfolio.

	2010	2011	2012
Average score in internal quality audit	86%	82%	86%

The score decrease in 2011 compared with 2010 result represents a change in the methodology, in order to increase the comprehensiveness of the answers and improve the quality of the audit.

Many of the Group's shopping centres organise events and communication campaigns to promote environmentally-responsible behaviour among their customers and highlight the asset's environmental performance and objectives. In 2012, a sustainability charter (four social commitments and four environmental commitments) was launched as a pilot in France in some shopping centres through website and on-site signage.

4.3. Tenants

Strong, mutually beneficial relationships with tenants are fundamental to the Group's long-term success and sustainability. Unibail-Rodamco devotes considerable energy to attracting premium retailers and supporting their national and international expansion *via* its extensive network of well-located, prime shopping centres. The prime and relevant tenant mix offer is a key driver for attractiveness, differentiation from competitors, and therefore customer retention for the Group. Annual "retailer open house" events are held in each region to present the Group's portfolio of existing assets and new developments to current and potential tenants. The Group is also committed to leasing space and providing support to entrepreneurs and smaller national and local retailers.

To strengthen the dialogue with tenants, the Group conducts annual tenant satisfaction surveys in each shopping centre, holds one-on-one meetings with tenants, and participates in retail industry round tables and conferences. In 2012, 7,361 tenants responded to the Group's satisfaction survey, with a global response rate of 45%. Unibail-Rodamco's target for 2013 is to increase the response rate to 50%.

Tenants are the Group's most important partner when it comes to reducing the global environmental footprint of its assets. A proactive "green lease" policy, launched in late 2009 and founded on dialogue, information and the sharing of best practices, is encouraging tenants to play an active role in on-site environmental management. As well as contributing to lower common and private service charges through decreasing energy and utilities consumptions, these efforts are helping all parties to prepare for a tougher regulatory environment in the future.

Ahead of all existing regulation, all new leases and renewals signed with retail and office tenants contain environmental clauses. These "green" leases cover the issues that are most relevant to improving environmental awareness and performance among tenants, such as the sharing of energy consumption data, technical specifications for fit-out projects (especially maximum power for private lighting), and measures for tenant's employees in order to encourage energy, water savings and the recycling of waste. 1,633 of these "green" leases, which regardless of the size of surface leased, were signed in 2012 for both existing or developpment portfolio. In three years, 49.5% of Group's active leases includes "green lease" clauses. Unibail-Rodamco set an ambitious target aiming to reach 90% of green lease for total active Retail and Office portfolio by 2016.

In addition to the tenants' associations which are active in most assets, tenant-landlord environmental committees are now set up in 59% of managed shopping centres in 2012 compared to 43% in 2011.

KPI: Green leases

	2010	2011	2012
Number of "green" leases signed	1,180	1,434	1,633
Percentage of "green" leases signed for all new office/retail leases (including renewals)	79%	85.3%	92.8%[1]
Percentage of total "green" leases compared to the Group's total active leases (cumulated)	18%	32%	49.5%

[1] Figures are calculated covering Group's retail and France's offices portfolio.

4.4. Suppliers and contractors: Supply Chain Management

According to the varied nature of purchases and the scattered locations of its properties, Unibail-Rodamco works with a large number of suppliers and contractors, most of them are local players or are subsidiaries that support the local economy.

Purchases at Unibail-Rodamco can be split into:

- services provided to properties for daily on site exploitation, such as cleaning, maintenance, security, waste management, energy and fluid provision, and marketing expenses (OPEX paid by the property owner and mostly recharged to tenants as service charges);
- the capitalised construction work invested in properties for three main purposes: enhancement works for development, maintenance works or re-letting works (CAPEX paid by the property owner); these mainly include purchases to constructors, fees for architects, designers and engineering firms, insurance premiums;
- overhead costs, including office management, business travels, consulting and audit fees, corporate communication costs, IT, and other administrative costs – this for the entire Group's staff and regional headquarters.

Overheads being not so significant in the overall expenses, the purchases are mainly composed of OPEX and CAPEX for the operation and development of properties. Purchases analysis are performed per domain and per country. In France purchases mappings are consolidated twice a year for all operational services per type covering both exploitation and works.

Most of the purchases correspond to services on assets and provided by the local work-force working on site. As much as it is possible, the purchasing policy promotes local market procurement in the primary catchment area of the Group's assets in order to contribute to local employment and the economy.

The purchasing strategy of the Group is meant to comply with the following rules: a focus on quality, long-term partnerships, reduced risk and the respect for both applicable regulations and the entrustment given to Unibail-Rodamco through the property management contract which strives to be transparent and cost efficient.

Unibail-Rodamco places important attention on the choice of its contractors, in order to make sure that they comply with the Group's purchasing policy. This is why that since 2010, the Group has implemented a Group wide purchasing procedure in order to guarantee an optimised price for the best level of service, to encourage equal treatment between providers/suppliers (transparency), to protect owner interests, and to respect the approved budget per property. Tender process and the use of standard contracts are the rule. General Purchasing Conditions apply for all the countries in which the Group operates and also includes social and environmental requirements.

In addition to the principles and rules detailed in this procedure, all purchases must respect the Group's Compliance Book, the applicable local country laws and regulations, and standard contracts, in particular in terms of sustainability clauses. The Group-wide purchasing policy and processes in place permit to better identify risks in the supply chain. Each of the steps in purchasing is duly documented for traceability. Internal compliance rules state that the suppliers of all goods and services must be selected equitably on the basis of objective, comparable criteria and, when relevant, according to a procedures applying to invitations to tender process. In the case of a complaint against the Group, the supplier can contact the Group's Compliant Officer to expose and solve the situation. Unibail-Rodamco's Corporate Internal Audit carries out regular audits across the Group to assure the thorough application of the Group's purchasing policy and Compliance Book.

Sustainability is fully integrated in each step of the procurement process and all procurement staff (project managers for construction works, and technical managers on site) which have been trained to respect the Group's rules and purchasing procedures. When referencing a new supplier, a detailed list of information is required, and includes the main sustainability information identified as a priority. The sustainability issues are part of the selection criteria, both for tenders and for designation.

To encourage existing suppliers and contractors to adopt sustainable operation practices and use environmentally sustainable materials, Unibail-Rodamco is communicating with key suppliers about its environmental and social objectives and asking them to share their sustainability policies and practices. Service providers in existing assets, primarily cleaning, facilities management and security providers, are also asked to sign a contract addendum. The addendum covers a range of issues, including energy efficiency, waste, use of environmentally-sound products and materials, and social and ethical behaviour (notably an engagement to comply with International Labour Organisation (ILO) conventions and local labour laws and regulations).

Initiatives are also in place on incentive for energy savings or on the waste segregation performance. These site by site practices are challenging suppliers and integrate them in a process of continuous improvement for all managed assets.

Measuring performance:

- In 2012 a yearly assessment was performed for 341 key maintenance, cleaning and security suppliers in 84 Shopping Centres, Offices and Convention & Exhibition venues for a the total contract purchase of €119 million. This enabled the Group to verify their compliance with environmental clauses, management practices and service quality.
- 76 French suppliers have signed the Group's environmental addendum in their contracts.
- 56% of operational service providers in France have a certification: ISO 14001, ISO 9001, ISO 18001, OHSAS... It represents 83% of maintenance, cleaning, waste management and security purchases (in euro).
- In 2012, as part of the Group's "4 Star" criteria, Unibail-Rodamco launched mandatory trainings in "customer-service" skills for the staff of suppliers in the roles of security and cleaning across all Shopping Centre's labelled "4 Star"'. In France, maintenance suppliers are freely trained to the Group's Environmental and Health & Safety processes.

KPI: Suppliers assessment [GRI HR1]

Evaluate the compliance of security, cleaning and maintenance suppliers with environmental clauses, management and service quality.

	2012
Number of suppliers evaluations performed	341
Percentage of security, cleaning, and maintenance suppliers assessed (%)	100
Amount in euro of service charges evaluated (€)	119,105,931

4.5. Investors and shareholders

Unibail-Rodamco is listed on a number of prestigious SRI indexes (see pages 55-56 for details). The Group shares its sustainability strategy and achievements with investors in dedicated sessions. In 2012, the Group met 61% of its shareholders and approximately 370 different investors in meetings, events and site visits. 16 investors were met specifically on the subject of sustainable development. These meetings also enable Unibail-Rodamco to learn more about its investors' vision of sustainability in the real estate sector and to improve its yearly notations in the different SRI indexes.

Sustainability information is regularly disclosed to the Group's investors, through the annual results and regular publications and letters. Unibail-Rodamco participates in the Carbon Disclosure Project and is a signatory of the UN Global Compact.

5. PHILANTHROPY

In 2012, a total of €4,183,285, in cash and in kind, was donated; representing a 44% increase compared to 2011. These donations originated from three sources: (i) shopping centres and regional initiatives contributed €2,284,561; (ii) corporate donations totalled €548,723 and (iii) the *Grand Prix des Jeunes Créateurs*, to which the Group donated €1,350,000. In 2012, more than 397 local charity fundraising and awareness events were held in the Group's shopping centres.

Philanthropy at Unibail-Rodamco aims to support the education of young people, entrepreneurs and those in need. To this extent, the group develops **educational, entrepreneurial and social initiatives**. Unibail-Rodamco's employees are encouraged to carry these values and to get involved in the different actions the Group supports.

Since 2011, the Group decided to place a new focus on the involvement of its employees in philanthropic activities. This new trend commenced with two initiatives: Majunga and Frateli.

5.1. Entrepreneurship

The Grand Prize for Young Retail Entrepreneurs is an action that aims to harness the creativity of tomorrow's retail stars by providing them with the financial and logistical support they need to start their business. It is the most significant action supporting the creation of new business in France, distributing prizes of a value of €1.35 million to the three winners.

VIPARIS, the Group's convention and exhibition division, also encourages entrepreneurship and innovative thinking in its sector by organising the "Originality Prize", which rewards the most original and creative approach to an event. In 2012, the main prize winner was "The Champions Match"; a basketball match on the stage of a music hall, between the annual winner of the French Cup and the winner of the previous year. The event which transformed sport into a unique experience attracted nearly 3,000 spectators.

5.2. Architecture

Inspired by the construction of the Majunga tower in La Défense, which is due to be completed in H1 2014, the Group further reaffirmed its support for education, by partnering with the associations *Écoles du Monde* and *Enfants de Majunga*, to completely fund a school in Majunga, Madagascar, designed by renowned architect Jean-Paul Viguier. A fundraising event was organised in the Group's headquarter, where employees contributed to the school's funding. The school will be delivered in H4 2013.

In 2012, the Group launched a cycle of conferences in Architecture, aimed to raise a debate on questions surrounding the future of cities and urban planning.

Jean Nouvel (Pritzker Price winner 2008) was invited to talk at the first conference, followed by Ricardo Bofill. These conferences target the students of Architectural schools in Paris, the Group's employees and the general public. Other leading architects such as Renzo Piano (Pritzker Price winner 1998) and Winy Maas are expected to animate these conferences in the near future.

5.3. Social

The Group continued to support its partnership with *École de la Deuxième Chance* (E2C, School of the Second Chance), which provides 18-25 year olds, who have little or no qualifications, with the training and support they require to access further education or employment.

The Group continued its partnership with Frateli, an initiative that mentors students with high potential who lack the opportunities to access higher education and a subsequent career due to modest or unfavorable backgrounds. It is the first association of its kind in France that wishes to accompany students of high potential. The program integrates three phases in order to comprehensively accompany the student through his academic career and the employment market.

6. HUMAN RESOURCES

Unibail-Rodamco aims to offer a working environment that promotes equality and diversity, and provide its employees with the skills and opportunities they require to build exciting and rewarding careers. Recruitment and human resources policies are designed to attract and retain the best talents on the market.

6.1. Reporting methodology

Throughout the year, Unibail-Rodamco uses a set of Key Performance Indicators (KPI's) to track and analyse key data in the Company to support the implementation of the Group's Human Resources policies.

Description of Human Resources Key Performance Indicators

Human Resources KPI's are based on precise common data repositories for all regions. Many of these Human Resources indicators are outlined in the different tables below and preceded by a short definition.

Reporting scope

Unibail-Rodamco's social reporting is based on data from all the regions where the Group operates and across its three types of assets; Shopping Centers, Offices and Convention/Exhibitions (excluding Comexposium) as of December 31, 2012.

Reporting period

Each region controls, collects and consolidates quarterly data related to their area as part of a common database accessible by the Corporate Human Resources teams. In 2012, the Group invested in an Human Resources Information System (HRIS) to further automate the production of Human Resources data at the Group level. Work was conducted across the Group in order to build a coherent and structured system covering all HR reporting needs. Two key regions tested this implementation to ensure its reliability before further deployment in 2013.

6.2. Employment and diversity

In 2012, the average headcount for the Group was 1,496 employees. The Group maintained its positive track record for gender and age diversity: with an equal split between men and women and a well-balanced age pyramid.

Diversity, in all its forms in the workplace is a key element of Unibail-Rodamco's recruitment and mobility strategy. The Group strongly promotes professionalism, transparency, efficiency, humility, team work and mutual respect, regardless of gender, age, disability, sexual orientation and religion.

These principles are emphasised in the Code of Ethics and the Group Compliance book of Unibail-Rodamco as a foundation of our culture. In 2010, Unibail-Rodamco signed the Diversity and Disability Workplace Charters in France. In 2012, a European Diversity Charter was deployed throughout the Group emphasising principles and practices to combat any kind of discrimination and harassment.

In 2010, a specific action plan was launched to promote the employment of disabled people in France with a brochure given to all the employees explaining Unibail-Rodamco's commitment towards disability. All the French HR teams (who manage 70% of the Group's employees) were trained. Annually, the Corporate recruitment team participates in a forum concerning the employment of people with disabilities, as well as other specific meetings. In France, job offers are open to disabled people and identified through a logo, found in each offer. Finally, Unibail-Rodamco employs 16 disabled people, despite the difficulties of declaring a disability for the people concerned. The Group across the regions in which it operates, purchases office supplies, where possible, from companies employing disabled people and gives a priority to companies that have a sheltered workshop status.

The Group ensures that the standards set out in these charters are respected across all regions from the time of recruitment onwards. Candidates are asked to submit anonymous CVs to ensure that academic profile and proven achievements are the sole criteria for selection. The talent review process is based on a 360° assessment system which allows decision making based on objective achievements and competencies.

In parallel, the Group has developed partnerships with associations such as the "Ecole de la 2ème Chance" and "Frateli" in order to support young people in their education and job search. Within the Frateli association partnership, the Group encourages employees to mentor high-potential students from modest backgrounds in order to help them during their post-secondary school studies.

The Group participates in the voluntary, non-profit BoardWomen Partners program, which aims to improve the Corporate Governance of European listed companies by increasing the number of women present on their Supervisory Boards.

In 2012, 37.2% of management position were held by women, versus 36.0% in 2011.

At the end of 2011, the "Women@UR" network was launched. It includes a mentoring program for women, events with external guest speakers, a social network (including a Facebook page), and an excellent leadership development course dedicated for women.

KPI: Employment by country [GRI LA1,LA13]
Sum of the headcount on the last day of each month in the year in each region divided by 12

	2011	%	2012	%
Austria	67[2]	4.6%	61	4.1%
Czech Republic	35	2.4%	35	2.4%
Denmark	10	0.7%	9	0.6%
France[1]	1,015	69.3%	1,046	69.9%
Netherlands	61	4.2%	62	4.1%
Poland	41	8.8%	39	2.6%
Slovakia	0	0%	7	0.5%
Spain	135	9.2%	147	9.8%
Sweden	100	6.8%	90	6.0%
Total	**1,464**	**100%**	**1,496**	**100%**

[1] This figure includes 100% of VIPARIS employees (399 in 2011 and 390 in 2012).
[2] This figure includes Slovakia in 2011 (0,3).

KPI: Employment by activity [GRI LA1,LA13]
Sum of the headcount on the last day of each month in the year in each activity divided by 12

	2011	2012
Offices	16	18
Shopping Centres	550	563
Convention & Exhibition[1]	399	390
Development[2]	85	90
Shared Services	230	242
Headquarters	184	193
Total	**1,464**	**1,496**

[1] These figures include 100% of VIPARIS employees.
[2] Offices and Shopping centre development.

KPI: Employment by age [GRI LA1,LA13]
Workforce at December 31

	2011	2012
< 30 years old	24.2%	26.5%
30-40 years old	35.7%	34.2%
40-50 years old	24.3%	23.6%
> 50 years old	15.8%	15.7%

KPI: Employment by gender [GRI LA1,LA13]
Workforce at December 31

	2011	2012
Women	49.2%	49.7%
Men	50.8%	50.3%

6.3. Career management

A job grading system provides a common, consistent and transparent language, that supports careers and mobility across the Group. Employees receive regular support and advice on career development. Employees meet with their manager at least once a year to discuss their performance objectives and career progression, to review their achievements and identify possible training needs. A 360° feedback review process, which is hierarchical, peer-to-peer and upward, is held annually to provide employees and managers with comprehensive feedback on their strengths and development needs and allow objective decisions in term of career planning. 100% of employees are reviewed in the Group's Talent Committees each year. The Talent Review process is entirely conducted *via* an IT Portal.

Internal mobility between core disciplines is strongly promoted. This approach provides employees with an in-depth understanding of the technical processes and business priorities at different stages in the lifecycle of the Group's assets. It helps employees to build networks and share best practices between the different regions. In 2012, 22 people worked abroad on an international mobility assignment. During the year, 164 employees made a lateral geographical career shift within the Group and 159 employees were promoted.

6.4. Training – UR Academy

Unibail-Rodamco's training and mobility policies are designed to ensure that employees have the skills and confidence required to make sound decisions in complex situations that involve large assets and important sums of money. Targeted training is backed by on-the-job experience and mentoring to accelerate skills acquisition for new recruits, enable career progression and support transitions to new positions, functions and/or countries.

General business and management skills are taught *via* a combination of internal and external experts and are delivered through the Unibail-Rodamco Academy which includes 154 different training programs which are regularly reviewed and updated.

In 2012, the Group deployed several new programs for managers at all levels covering basic management skills, project management, performance management, feedback and management coaching. Over 300 managers were trained in 2012 *versus* almost 180 in 2011.

Another focus area in 2012 was training sessions to support our new business initiatives (4 Star/Iconic Shopping Centre/ Dining Experience/Leasing managers@UR). Over 500 employees were trained across all regions.

Sustainability and Ethics training programs were also expanded: the "Prevention of psycho-social risks" training was deployed in all regions through the Group. This training is aimed at sensitising managers about psycho-social risks in the workplace, covering topics such as stress and harassment.

Since 2011, the Group's e-learning course on the Code of Ethics, was delivered to more than 1,000 employees across the Group to ensure that employees in all regions understand how the Code should be applied during day-to-day business operations. Finally, representatives from all regions participated in a sustainability seminar and training course in Paris. Training sessions were held on environmental Design Guidelines, BREEAM assessment and ethical business behavior for corporate development. Additional sessions aimed at increasing awareness towards sustainability policy were held for local teams in the regions. An e-learning sustainability course will be deployed in 2013 in the Group.

KPI: Training (GRI LA10)
Sum of all the hours of training attended by Employees with permanent and fixed term contracts

	2011	2012[1]
Total number of hours provided	26,083	31,394
Average number of hours per employee[2]	18.0	20.4

[1] Indicators for which a limited assurance has been delivered by Ernst &Young. The statutory auditor's report is available on pages 112-113 and on the Group's website: www.unibail-rodamco.com
[2] Based on effective headcount at the end of the year.

6.5. Mobility

The Group recruits "the best-in-class" talent from leading business and engineering schools across Europe. In 2012, the Group recruited 39 young graduates into the European Graduate Programme (EGP) across all its Regions. A total of 75 people – of 14 different nationalities – participated in the program during this year. Unibail-Rodamco is recognised as the n°1 company in France for the "High level of responsibility offered to recently-hired young graduates" (2011) and "the ideal employer for leadership opportunities" (2012) by Universum, one of the largest surveyors of young graduates.

Employee turnover, as measured by the number of resignations, dismissals, mutual agreements, retirements and departures during probationary periods over permanent headcount at the end of 2012, stood at 13.6% in 2012 (*versus* 18.6% in 2011).

KPI: Recruitment [GRI LA1, LA2]
All new comers (excluding internships)

	2011	2012
Permanent contracts	244	257
Fixed-term contracts	70	52
Apprenticeships[1]	6	2
Total	**320**	**311**

[1] Excluding internships (35 in 2011 and 52 in 2012).

KPI: Departures (GRI LA2)
All departures (excluding internships)

Reasons for departures	2011	2012
Resignations	144	88
Dismissals	33	31
Mutual Agreements	82	55
Retirements	6	7
Departures during probationary periods	23	21
Expiry of temporary contracts	59	36
Outsourcing	19	4
Deaths	0	0
Total	**366**	**242**

6.6. Employee Well-being

A Group-wide employee Health and Safety policy is in place to promote a safe working environment.

In order to support this policy, Unibail-Rodamco is committed to:
1. Reporting all injuries and work-related illnesses;
2. Identifying and preventing hazards in the workplace;
3. Preventing the recurrence of all major incidents;
4. Providing information and training to avoid hazards;
5. Ensuring excellence in employee health and well-being;
6. Promoting effective Management Practices.

In 2012, the Group deployed First Aid training with the Red Cross across all regions. A brochure was published on the intranet giving useful advice and tips on health and safety in the workplace.

A specific focus was placed on the prevention of psycho-social risks with the extension of the French training approach to all Regions. The Group wanted to emphasise the deep importance of the health and safety of its employees and prevent unethical behaviour and harassment of any kind.

The Group also develops regular efforts to foster employee health and well-being such as, for instance, Christmas and New Year parties, an annual football tournament involving teams from all regions, total or partial reimbursement for health club memberships for employees, fresh fruit distributed free of charge to all employees, and ergonomic assessments by a trained consultant in several countries.

Unibail-Rodamco entities have undertaken various initiatives to organise statutory working time. These measures take into account the specific operating requirements of each site and business line within the Group. The most common arrangements adopted are as follows:

- a fixed annual number of working days for executives;
- or in another case a shorter working weeks and extra leave days;
- an annual number of working hours and yearly adjustment for certain employee categories (mainly VIPARIS).

In addition, 3.5% of employees work part-time or fewer fixed days per year, corresponding to a range between 40% and 90% of the full-time activity rate.

KPI: Labour contracts

Employees by contract type	2011	2012
Permanent contract	97.1%	97.5%
Fixed-term contract	2.9%	2.5%

Employees by contracted hours	2011	2012
Full-time contract	95.3%	96.5%
Part-time contract[1]	4.7%	3.5%

[1] Corresponding to between 40% and 90% of a full-time activity rate.

In 2012, sickness absences totalled 13,103 calendar days (2,39% of total calendar days) and lost days for injuries and occupational diseases represented 728 days (0.13% of total calendar days).

- Absenteeism is tracked in each region and data is regularly reported back to management.
- The causes of work-related injuries are studied and measures are taken to reduce the likelihood that they will reoccur. In 2012, the injury frequency and severity rates[1] were respectively of 2.03 and 0.15.

KPI: Absenteeism [GRI LA7]

	N° of incidents
Injuries	14
Work-related fatalities	0

	Number of calendar days	Ratio*
Lost days for injuries	728	0.13
Lost days for sick leave	13,103	2.39
Last days for personal/family events	925	0.17
Total	**14,756**	**2.69%**

* The absenteeism rate is calculated in calendar days: total number of missed (absentee) days in 2012/(366 * average headcount 2012).
Not counted in the absenteeism ratio: maternity/paternity/parental leaves which represented 10 672 calendar days (1.95% of total calendar days).
Not counted in the absenteeism ratio: other absences such as sabbatical leaves which represented 306 calendar days (0.06% of total calendar days).

6.7. Remuneration

Unibail-Rodamco works to ensure that there is no difference between the remuneration of men and women who do the same job and have similar responsibilities. All young graduates in a given country are recruited at the same base salary, regardless of gender or age.

Remuneration policy is designed to encourage individual achievement and support the long- term growth of the Group. In 2012, 65.7% of Group employees received an individual Short Term Incentive (STI). On a like-for-like headcount basis, total salaries increased by an average 3.9% between 2011 and 2012.

KPI: Remuneration breakdown [GRI LA14, EC1]

Comparison of remuneration (in euros) for similar positions across the Group in 2012[1]	Women		Men	
	% per category	Average gross monthly salary[2]	% per category	Average gross monthly salary[2]
Accountants	72%	3,091	28%	3,277
Analysts[3]	56%	3,525	44%	3,530
Assistants	95%	2,849	5%	2,589
Controllers	33%	3,901	67%	4,872
Development/ Investment	17%	5,361	83%	5,312
IT managers & project heads	22%	6,091	78%	5,220
Leasing	63%	5,146	37%	4,990
Legal managers	67%	4,438	33%	4,765
Marketing managers (shopping centres)	91%	3,581	9%	3,096
Operating managers	48%	5,305	52%	5,350
Property Maintenance & Purchasing (PMP)	14%	3,643	86%	3,951
Shopping centre managers	41%	5,511	59%	5,414

[1] Positions composed of more than 12 staff in the Group, excluding VIPARIS.
[2] Average gross monthly salary equals annual fixed salary plus individual STI divided by twelve.
[3] "Analyst" category encompasses all employees graded "Analyst" in the job grading system.

[1] The injury frequency rate is the number of work accidents in 2012 multiplied by 1,000,000 divided by the number of hours worked. The injury severity rate is the number of lost days in 2012 due to work accidents multiplied by 1,000 divided by the number of hours worked.

Total remuneration[1]	2009/2010	2010/2011	2011/2012
Annual increase in average salary, including individual STI	2.5%	4.1%	3.9%

[1] Based on like-for-like headcount.

Variable remuneration	2010	2011	2012
Received an individual STI*	65.0%	64.1%	65.7%
Received stock options	18.6%	19.8%	20.0%

* Individual Short Term Incentive paid year N/effective headcount at the end of the year N-1.

In 2012, 672,202 options and 44,975 performance shares were granted to 20.0% of total employees and MB members at no discount to the share price at the time of allocation. These options and performance share were all subject to conditions based on Unibail-Rodamco's share price performance compared with that of the EPRA Euro zone index, which is a benchmark for the sector's performance.

In 2012, the Group supported the voluntary saving contribution of its staff by making a total employer gross contribution of 499 k€.

On December 31, 2012, more than 69.3% of eligible employees (excluding Viparis) were shareholders of Unibail-Rodamco through the Group's Saving Plan.

In France, employees this year received an exceptional bonus which reached up to 600€ per employee as part of the French law on the distribution of dividends. The approach taken was to award the highest bonuses to people with lower salaries.

The Group reinforced a KPI system for its leasing managers in 2012. A similar KPI approach was deployed in 2012 for the Shopping Centre Managers across the Group. In 2012, sustainability criteria were included for the first time in the Group Management Team's performance assessment and variable compensation.

6.8. Employee relations

Unibail-Rodamco abides by the labour standards as outlined by the International Labour Organisation (ILO). Unibail-Rodamco only operates in the European Union where the social regulations are well developed through democratic and parliamentary frameworks. Internally, specific frameworks have been set up in order to define and manage complementary legislation which reinforces the rights of employees and strongly endorses respect and ethics in business (collective agreements, Code of Ethics, compliance book).

Unibail-Rodamco works closely with employee representative bodies in compliance with the local labor laws of the various European countries where the Group is present. The Group chose to become a European Company in April 2009. As part of this transformation, a European Employees' Committee (EEC) was created. Each European country (with more than 9 employees) within the Group is entitled to have at least one representative on the EEC. The EEC is held twice per year in two different countries to discuss key topics (Group results and forecasts, project development and investments, new business strategy, HR policy, etc.).

In 2012, the Group continued to conduct employee surveys. For the 3rd year in a row, an EGP survey was deployed to all newcomers in the program. This survey covers induction, expectations, appreciation of the EGP program and explored ways of improvement for the future. This survey yielded very positive results. Another survey was conducted in partnership with Mckinsey on a representative sample of employees in France, and all employees in Poland and Czech Republic. This survey known as the Organizational Health Index included over 80 questions covering topics ranging from climate and culture, to leadership and strategy considerations.

In addition, the Group conducted social relations meetings in the regions with representative employee Committees and Unions on various subjects (almost 140 meetings in 2012 across the Group) and new Employees representatives were elected in France in 2012.

Currently, 31 agreements signed with Unions are in force in France (Viparis included) and cover a variety of topics including Professional equality between men and women, Senior employment, profit sharing, working hours, annual salary agreements, etc. The "Professional equality between men and women" agreement, applicable since 2012, reiterates the importance attached to the respect for equality between women and men both as regards access to employment, conditions of employment, career and remuneration and defines and encourages the connection between work and the exercise of family responsibility. Beginning 2013, a followup will be done to measure results.

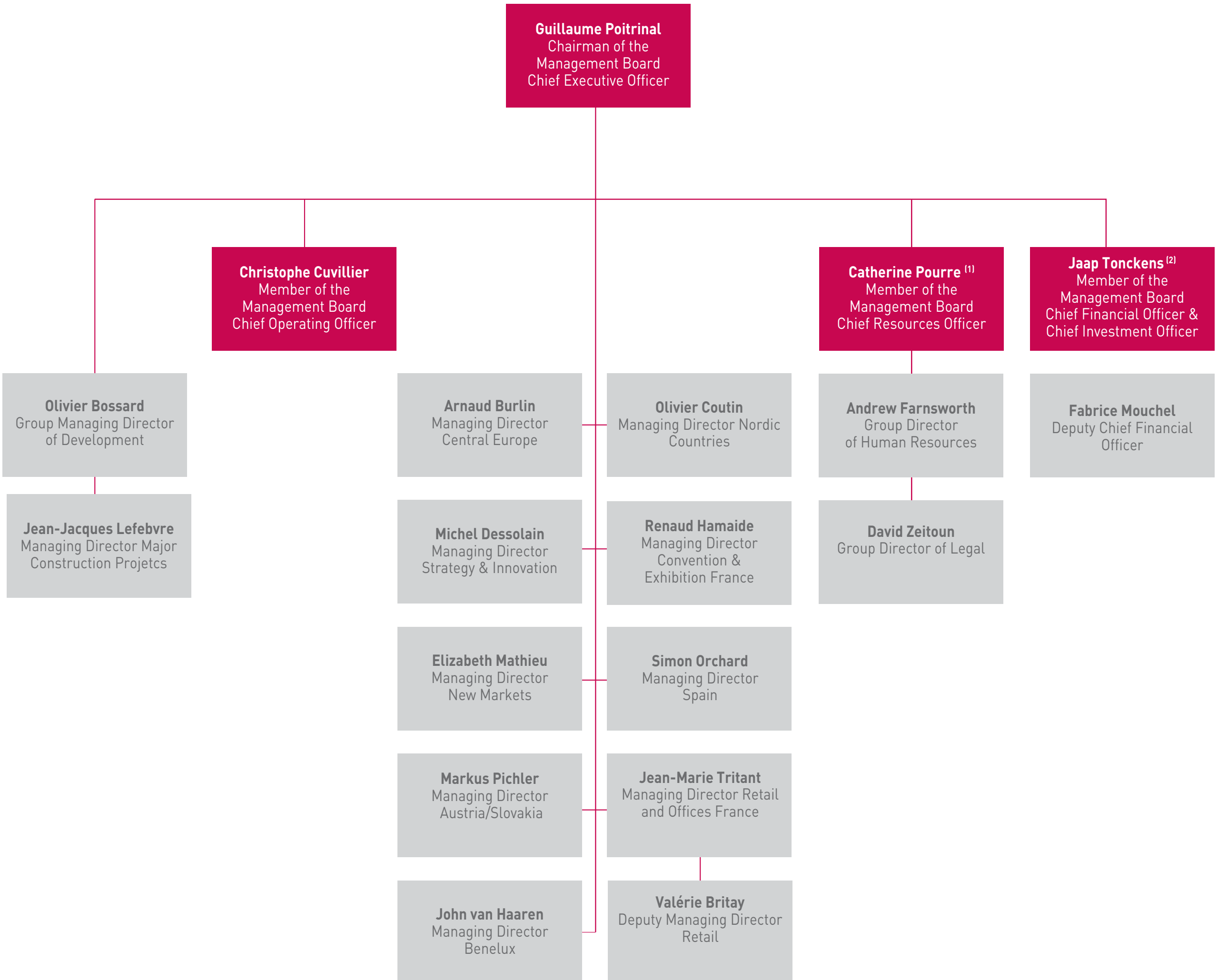
At the end of 2012, the Group started to deploy a specific action plan about Health and Safety issues in France, with a focus on psychosocial risk prevention. The results of this initiative, which was piloted with specialised external consultants in coordination with representative employees, will be fully known and deployed during the 1st semester of 2013.

On December 31, 2012, 90.7% of employees were covered by collective bargaining agreements. The remaining 9.3% is dependant on countries where this scheme is not applicable

KPI: Collective bargaining [GRI LA4]

Labour relations	2011	2012
Employees covered by collective bargaining agreements	90.4%	90.7%

6.9. Organisational structure in 2012



Members of the Management Board
Members of the Management Team

[1] In charge of IT, Organization and Sustainability.
[2] In charge of Investments.

7. 2012 ACHIEVEMENTS & 2013-2020 OBJECTIVES

7.1. 2012 Achievements

■ Achieved: 100% ■ Partially achieved: 26 - 99% ■ Not achieved: 0 -25%

2012 Achievements		Scope[1]	Target date	Status	Comments
Environmental Management Systems					
Existing assets	Obtain in the regions (Spain, Netherlands and Poland) an external assessment of the "Sustainable Management Attitude" the Group's environmental management system	R / O / C	2012		External assessment of the Group's EMS has been performed by a third-party in Spain, Netherlands and Poland.
	Obtain a BREEAM In Use certification for all "energetic" shopping centres (assets with an annual energy consumption above 5 GWh /year)	R	2014	Target 2014	34% of the managed portfolio is BREEAM In-Use certified (consolidated GLA) corresponding to 16 shopping centres: 12 shopping centres got the BREEAM In-Use certificates in 2012, and the renewal certificates have been obtained for Docks 76, Vaguada, Nacka Forum and Carré Sénart.
	Obtain HQE and/or BREEAM certification for at least 50% of the managed office portfolio by 2016 (by area)	O	2016	Target 2016	On track to achieve the target; office assets already certified: Nouvel Air (BREEAM "Excellent"), So Ouest (HQE), Le Wilson 2 (HQE) and So Ouest Plaza (HQE).
New developments	Achieve a BREEAM rating of "Very Good" or better for all new developments of more than 10,000 m²	R / O	Ongoing	Ongoing target	100% of major projects that were in progress in 2011 underwent BREEAM assessment. In 2012 two new projects were certified BREEAM Very Good: El Faro (delivered in October 2012) and Centrum Cerny Most (to open in March 2013).
	Formalise the terms of the Group's "Considerate Construction Charter" in each region to reduce the social and environmental impacts of construction (*e.g.* noise, dust, traffic) for all new development projects	R / O	2012		The Group's Considerate Construction Charter' has been communicated to the Development team in each region, in order to be locally adapated and implemented to new development projects.
ESG reporting	Comply with the Global Reporting Initiative (GRI) standard and obtain level "B+" for ESG reporting	G	2012		The 2011 and 2012 annual and sustainable development reports comply with the application level B+ of GRI CRESS 3.1 (audited by Ernst & Young).
	Extend the scope of environmental and social information that is verified by a third party (3 business units)	G	2012		The scope of verified environmental and social information has been extended to the 3 business units and complies with Article 225 of the French Grenelle Law. The statutory auditor's is available on page 112-113.
Innovation					
	Launch the R&D project "Office & Retail 2020" through the Group Concept Studio (e-novative building dealing with low-carbon, comfort & well-being, environment)	G	2012		The Unibail-Rodamco R&D department, "UR Lab", has been officially set up with a dedicated team for innovation delivering "the Group's shopfront guidelines" in 2012.
Stakeholder involvement					
Tenants	Increase the response rate of the tenant satisfaction survey to 50%	R	2012		In 2012, 7,361 tenants responded to the Group's satisfaction survey, with a global response rate of 45%.
	Ensure that at least 90% of new and renewals retail and office tenants sign a green lease	R / O	2012		In 2012, 1,633 green leases were signed accross the Group, which represents 92,8% of total signed leases, for a cumulated 50% of total active leases (Retail + Office France).
	Maintain sustainability committees with tenants in each "energetic" shopping centre (assets with an annual energy consumption above 5 GWh /year)	R	2012		Sustainability committees are in place in 59% of the whole managed shopping centres.
Suppliers and contractors	Assess suppliers' compliance with environmental clauses at each shopping centre (target relates to security, cleaning and maintenance OPEX contracts)	R	2012		In 2012, 341 assessments of key maintenance, security an cleaning suppliers were performed in 84 shopping centres and convention & exhibition centres.
	Provide specific training in "customer-oriented attitude" skills for the service staff of security and cleaning suppliers in all "4 Star" labelled shopping centres	R	2012		In 2012 training was provided for the service staff of security and cleaning suppliers in each "4 Star" labelled shopping centres.

[1] **Scope:** R = Retail; O = Offices; C = Convention & Exhibition; G = the whole Group.

Achieved: 100% Partially achieved: 26 - 99% Not achieved: 0 -25%

2012 Achievements		Scope[1]	Target date	Status	Comments
Customers	Increase the average score in the internal quality audit by 25% between 2009 and 2012	R	2012		The quality audit score evolved from 82 in 2011 to 86,5 in 2012. It was not possible to calculate the trend of the average score since 2009 due to a substantial change in the methodology to improve the exhaustivity of the answers and the global accuracy of the audit.
	Increase the Customer Satisfaction Survey score at 8.0/10	R	2012		Customer satisfaction survey scored was 7.6 in 2012. 68% of the Customers have noticed an improvement of the quality of service in the 4 Star labelled shopping centres.
	Obtain the "4 Star" label (the Unibail-Rodamco service quality standard) for 15 managed shopping centres	R	2012		9 shopping centres were "4 Star" labelled in 2012, and 2 others were successfully audited according to the "4 Star" label.
	Conduct an annual third-party audit of health and safety risk management in each managed asset	G	2012		In 2012 an annual third-party health & safety risk management audit has been carried out in each managed asset.
Shareholders and investors	Organise meetings on Corporate Governance with five of the Group's top 10 investors	G	2012		One Corporate Governance roadshow with meetings with APG, BNPP IP and Kempen (respectively #1, #6 and #20 largest shareholders). All top 20 shareholders (except index funds) consulted prior to AGM 2012 on resolutions submitted to shareholders and Corporate Governance issues.
	Participate in an investor conference, or organise investor meetings, on sustainable development with at least 10 investors	G	2012		Participation in 3 dedicated SRI conferences in 2012 (Morgan Stanley, Oddo and Rabobank), 13 investors have been met. 3 dedicated SRI one to one meetings with Edmond de Rotschild, Natixis and Amundi AM.
	Cover at least 90% of the top 50% of investors by value in meetings with management	G	2012		97% of top 50% of shareholders (excluding index funds) met by management in 2012.
Communities and local authorities	Cooperate with local authorities to launch specific sustainability initiatives for at least 15 shopping centres	R	2012		Sustainability initiatives organised in cooperation with local authorities at Carré Sénart, Docks 76, Rennes Alma, Chodov, SCS, Solna, Cité Europe, Vélizy 2, Donauzentrum, Nacka Forum, Arkadia, Galeria Mokotow, Maquinista, Vaguada, Parquesur.
	Obtain the S3A label for at least 12 French shopping centres, to show their commitment to welcoming and supporting people with mental disabilities	R	2012		In 2012, 8 French shopping centres got the S3A label (Villeneuve 2, Place d'Arc, Rennes Alma, Meriadeck, Carré Sénart, Labège 2, Forum des Halles, Docks 76) in addition to St Sever.
Environmental responsibility					
Climate change adaptation and mitigation	Apply the new climate change risk criteria during the technical due dilligence process for acquisitions	R / O / C	2012		The climate change criteria were checked after the acquisition of MFI assets.
	Reduce carbon intensity (CO_2 emissions per visit) at managed shopping centres by at least 50% in 2016 relative to 2006	R	2016		The carbon intensity reduced by -12% in 2012, for a cumulative -58% for CO_2 emissions/visit since 2006, exceeding the -50% target from 2006 baseline.
	Increase energy efficiency (KWh per visit) at managed shopping centres by 30% in 2016 relative to 2006 (& by 20% in 2012 compared to a 2006 baseline)	R	2016		Energy intensity decreased by -7% in 2012, for a cumulative -24% for energy consumption per visit since 2006, exceeding the -20% target from 2006 to 2012.
Resource use	Increase water efficiency (litres/visit) in managed shopping centres by 20% in 2012 relative to 2006	R	2012		Water intensity decreased by -7% in 2012, for a cumulative -14% for water consumption/visit since 2006, below the -20% target from 2006 baseline.
	Reduce the proportion of waste sent to landfill by 50% in 2016 relative to 2009 (target relates to waste managed by Unibail-Rodamco)	R	2016	Target 2016	On track to achieve target in 2016. The proportion of waste sent to landfill reduced by 30% since 2009.
	Obtain a waste recycling rate of at least 50% at managed shopping centres by 2016 (target relates to waste managed by Unibail-Rodamco)	R	2016	Target 2016	In 2012, 35% of waste were recycled.

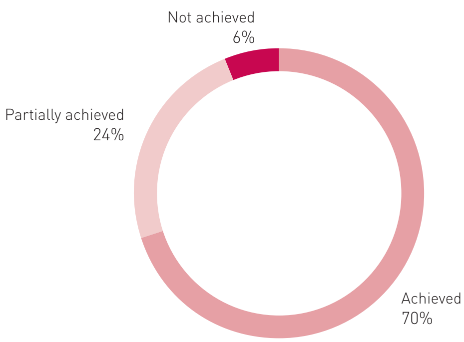
[1] **Scope:** R = Retail; O = Offices; C = Convention & Exhibition; G = the whole Group.

Achieved: 100% Partially achieved: 26 - 99% Not achieved: 0 -25%

2012 Achievements		Scope[1]	Target date	Status	Comments
Employment and diversity					
Diversity and ethical behaviour	Deploy standard charters on disability and diversity across the Group	G	2012		Charters on disability and diversity have been published across the Group on the Intranet (the Group's internal portal) and *via* the HR teams.
	Maintain the training action plan for new arrivals with a focus on diversity, non-discrimination and the Code of Ethics *via* e-learning courses and regional training programmes, and reinforce the local induction programme in each region	G	2012		Code of Ethics training was systematically delivered *via* e-learning program to all new arrivals within first 6 months with a focus on diversity/non-discrimination.
Compensation	Apply a metrics-based compensation framework to shopping centre managers	G	2012		A uniform metrics system was introduced and tested to support the annual "talent reviews" and decision on remuneration for Shopping Centre Managers, across all countries.
	Extend the integration of sustainability criteria into the variable compensation framework for the whole Group Management Team	G	2012		Metrics for Regional Managing Directors were amended to include a sustainability score. Management in support function were assessed in their annual performance review according to established sustainability goals.
Environmental responsibility	Hold an annual training session in sustainable behaviour for employees in each region	G	2012		Awareness training sessions in sustainable behaviour were conducted in Spain, Netherlands, Austria (including Slovakia) and Central Europe (Czech Republic and Poland).
Occupational health and safety	Set up a Group-wide health and safety training program and deploy associated initiatives to ensure a safe and healthy workplace	G	2012		A partnership was concluded with the Red Cross to deploy a first aid training program. A brochure concerning work conditions was communicated *via* the Intranet.
	Extend psycho-social risk training in the workplace for all managers across the Group (outside France)	G	2012		A training course about psycho-social risks was conducted across all regions of the Group in 2012.
	Ensure all new young graduates have an in-house mentor during their first year with the Group	G	2012		All the young graduates recruited in 2012 were assigned an internal mentor to accompany them during their first year in Unibail-Rodamco.
Social reporting	Extend the 2011 pilot employee survey to other topics	G	2012		A survey was conducted for all new EGPs in 2012. An Organizational Health Index survey was carried out by McKinsey for the MFI deal.
Citizenship					
Corporate philanthropy	Maintain the Group's commitments towards main philanthropic initiatives through entrepreneurship, education, social and young talents	G	2012		2012 welcomed a number of new initiatives, boosting the Group's monetary contribution by 42%, compared to 2011.

[1] **Scope:** R = Retail; O = Offices; C = Convention & Exhibition; G = the whole Group.

Progress towards 2012 targets



7.2. Long-term targets: a clear vision and objectives through to 2020

As stated in this report the Group has decided to concentrate its efforts and resources on the subjects that count based on the materiality survey performed, revealing a list of top priorities. As a consequence the Group has reviewed and aligned its sustainability long-term targets according to these top material issues in order to be more consitent with the Group's long term vision for value creation cycle. However the Group will continue to adress and manage internal targets for each operational core function (such as waste, water, biodiversity, bribery and corruption, land pollution, sustainable procurement...).

Material issues that count for the Group		Objectives	Scope[1]	Target date
Building resilience through innovation and efficient, environmentally-sound buildings	**Energy and carbon**	Reduce carbon intensity (CO_2 emissions per visit) at managed shopping centres by 30% in 2020 relative to 2012	R	2020
		Increase energy efficiency (kWh/visit) at managed shopping centres by 25% in 2020 relative to 2012	R	2020
	Product labelling	Obtain a BREEAM In-Use certification for at least 80% of the managed Retail portfolio with a minimum of 'Very Good' for "building management" score by 2016 (by m²)	R	2016
		Obtain environmental certification (HQE and/or BREEAM) for at least 80% of the managed Offices portfolio by 2016 (by m²)	O	2016
		Achieve a BREEAM certification of minimum "Very Good" rating for all new developments of more than 10,000 m²	R / O	Standing
	Connectivity	Promote alternative transport mode in order that the part of visitors coming by individual car targets 35% by 2020 for the managed Retail portfolio (like-for-like)	R	2020
Unlock opportunities for tenants and customers to make sustainable decisions for revenue growth, brand value and competitiveness	**Tenants**	Increase the response rate of the tenant satisfaction survey to 50%	R	2013
		Exceed 90% of green lease for total active Retail and Office portfolio by 2016	R / O	2016
	Suppliers	Assess suppliers' compliance with environmental clauses at each managed shopping centre (target relates to security, cleaning and maintenance contracts)	R	2013
		Provide specific training in "customer-oriented attitude" skills for the service staff of security and cleaning suppliers in all "4 Star" labeled shopping centres by 2014, with a minimum of 90% of staff suppliers trained	R	2014
	Visitors and Customers	Maintain the Customer Satisfaction Survey score above 8,0/10 for the managed Retail portfolio	R	2014
		Extend the service quality program within the Group and achieve at least 30 managed shopping centres successfully audited according to the "4 Star" label by 2014	R	2014
		Maintain in each region the scores for "health & safety risks" assessment, measured through the annual third-party audits	G	2013
Creating opportunities to communities to prosper	**Community well-being**	Cooperate with local authorities to launch specific environmental or social initiatives in each managed shopping centre by 2016	R	2016
		Develop a Group's "Community Charter" and test implementation in the managed Retail portfolio	R	2013
	Local economic development	Develop methodology to measure economical & social impact of the Group's assets	R	2013
		Maintain the Group's commitments in supporting its main philanthropic causes towards entrepreneurship, social and young talents	G	2013
A motivated workforce empowered to deliver change	**Employees**	Design and implement a pilot for a metrics-based compensation framework to PMPS teams (*i.e.* on-site technical managers)	G	2013
		Reinforce the psycho-social risk prevention policy in France	G	2013
		Continue to conduct targeted employee surveys in 2013 on topics of interest to the Group	G	2013
		Deploy new actions to develop women's leadership across the Group	G	2013
		Reinforce induction program for new hires in all regions with a focus on diversity, non-discrimination and the Code of Ethics *via* e-learning courses and regional training programmes	G	2013

[1] **Scope:** R = Retail; O = Offices; C = Convention & Exhibition; G = the whole Group.

8. CONTENT INDEXES

8.1. EPRA Sustainability Performance Measures

In 2012, Unibail-Rodamco received the EPRA Gold Award, with the best score, for its exceptional compliance of its sustainability reporting 2011 with the Best Practice Recommendations (BPR). The indicators reported in the 2012 Annual and Sustainable Development Report again comply with the EPRA Sustainability BPR. The table below shows the cross concordance between the EPRA guidelines and Unibail-Rodamco report.

Reported Partially Reported Not reported

N°	Indicator	Type	Description	Reported	Cross reference	Pages
Performance measures						
3.1	Total energy consumption from electricity (annual kWh)	Core	Amount of electricity used from indirect non-renewable and renewables sources		KPI: Energy consumption (kWh)	71
					CO_2 emissions – Table giving the split of Total electricity purchased between green electricity purchased and non-green electricity purchased	69
		Additional	Amount of primary energy required to produce electricity		KPI: Direct and indirect final energy consumption by primary energy source (%)	74
3.2	Total energy consumption from district heating and cooling (annual kWh)	Core	District heating and cooling consumption at the point of use		KPI: Energy consumption (kWh)	71
		Additional	Primary energy required to produce heating and cooling		KPI: Direct and indirect final energy consumption by primary energy source (%)	74
3.3	Total energy consumption from fuels (annual kWh)	Core	Fuels purchased and consumed at point of use		N/A	
		Additional	Fuels produced and/or sold on sites		N/A	
3.4	Building energy intensity (kWh/m²/year or kWh/person/year)	Core	Total energy normalised using an appropriate denominator		KPI: Energy efficiency per square metre (kWh/m²/year)	72
					KPI: Energy efficiency per building usage (kWh/visit (shopping centre) – occupant (Offices) – m² DOP (exhibition centres)/year)	72
3.5	Total direct greenhouse gas emissions (annual metric tonnes CO_2e)	Core	Direct emissions of greenhouse gases arising from fuels burned on site, as well as on-site generation of electricity, heat, or steam		KPI: CO_2 emissions (kg CO_2e)	69
		Additional	Fugitive emissions (*i.e.* refrigerant gases) and emissions from transportation of materials, products, and waste		In 2012, an exhaustive CO_2 Carbon Footprint including refrigerant gases has been conducted in 3 shopping centres. This source of emissions will be included into the internal reporting in 2013	65-67
3.6	Total indirect greenhouse gas emissions (annual metric tonnes CO_2e)	Core	Indirect emissions of greenhouse gases resulting from the offsite generation of purchased electricity, heat, or steam		KPI: CO_2 emissions (kg CO_2e)	69
3.7	Greenhouse gas intensity from building energy (kg CO_2e/m²/year or kgCO_2e/person/year)	Core	Total greenhouse gases emissions normalised using an appropriate denominator		KPI: Carbon intensity per square metre (kgCO_2e/m²/year)	70
					KPI: Carbon intensity of use (gCO_2/visit(shopping centre) – occupant (office) – m² DOP(exhibition centres)/year)	69
3.8	Total water withdrawal by source (annual m³)	Core	Total volume of water withdrawn from any water source (including intermediary use and abstraction of cooling water)		KPI: Water consumption (m³)	77
		Additional	Water sources (surface, ground, grey, black, etc.)		KPI: Total water withdrawal by source (%)	78
3.9	Building water intensity (litres/person/day or m³/m²/year)	Core	Total water consumption normalised using an appropriate denominator		KPI: Water consumption per square metre (litre/m²/year)	79
					KPI: Water intensity of use (litre/visit (shopping centre)/year – m³/occupant(offices)/year)	78
3.10	Total weight of waste by disposal route (annual metric tonnes)	Core	Amount of waste (hazardous & non-hazardous) by type (recycling, composting, etc.) created by the company's operations		KPI: Total waste (tonnes)	80
					KPI: Split of recycled waste by type of waste (tonnes)	80

Reported / Partially Reported / Not reported

N°	Indicator	Type	Description	Reported	Cross reference	Pages
3.11	Proportion of waste by disposal route (% of total waste)	Core	Amount of waste (hazardous & non-hazardous) by proportion (recycling, composting, etc.) created by the company's operations	Reported	KPI: Percentage of waste recycled (%)	80
					KPI: Split of non-hazardous and hazardous waste by disposal route (tonnes)	80
Overarching recommendations						
4.1	Organisational boundaries	Core	Organisational structure by type of asset (subsidiaries, associates, etc.) and financial/operational leases	Reported	Portfolio	2-14
4.2	Boundaries – Reporting on landlord and tenant consumption	Core	Absolute consumption (only landlord-obtained energy/water)	Reported	KPI: Energy consumption (kWh)	71
					KPI: Water consumption (m^3)	77
4.3	Analysis – Normalisation	Core	Intensity Sustainability Performance Measures (denominators: managed Floor Area or Occupancy)	Reported	Origin of denominators: Assets included in 2012 reporting scope for environmental KPIs (columns reporting areas and intensity of use)	63
					See every intensity KPI: denominators used are logical/in accordance with EPRA's advice	62
4.4	Analysis – Like-for-Like approach for absolute Sustainability Performance	Core	Definition of the like-for-like perimeter	Reported	Reporting methodology – Reporting scope	62
					For every KPI: the "scope" column refers to the Like-for-like coverage	
4.5	Analysis – Segmental analysis (by property type; geography)	Core	Concordance with property typology adopted in financial reporting	Reported	Geographic zones, property types, same as in financial segmentation	
4.6	Analysis – Narrative on performance	Core	Commentaries/Explanations on environmental performance	Reported	Corporate Sustainability – Section 1/2/3	50-113
					Product labelling: environmental certification	59-61
4.7	Location of EPRA Sustainability Performance Measures in company's Annual Report	Core	EPRA and environmental measures included in the annual report	Reported	EPRA concordance table	97-98

8.2. GRI 3.1 CRESS - Application level B+

In 2012, and for the second consecutive year, the Group complies with the Application level B+ of the Global Reporting Initiative Construction & Real Estate Sector Supplement reporting framework (GRI3.1 CRESS published in 2011).

Level B demands that all Profile and Management information, and 20 performance indicators are disclosed. The "+" shows that the level declared has been verified by Ernst & Young (pages 112-113).

The concordance table below shows where the information defined as compulsory by the Global Reporting Initiative and additional voluntary informations have been disclosed in this annual report. The "Reported" column indicates the level of reporting for each indicator.

Unibail-Rodamco fully reports all Profile (42) and Management (38) disclosures.

34 Performance indicators are fully reported and 12 partially reported.

Reported Partially reported Not reported N/A ***"Annual and sustainable development report"***: please refer to this section of the annual report

N°	Description	Reported	Cross reference	Pages
I	**Profile**			
1	Strategy and Analysis			
1.1	Statement from the most senior decision-maker of the organization		***Annual and sustainable development report***/Interview with the CEO & Chairman of the Management Board	8-11
1.2	Description of key impacts, risks, and opportunities		***Annual and sustainable development report***/Corporate	8-21
			Corporate sustainability/Materiality study	51-53
			Legal information/Risk factors	219-222
			Report of the Chairman of the Supervisory Board/Internal control system	231-236
2	Organisational Profile			
2.1	Name of the organization		***Annual and sustainable development report***/Profile	before p.2
			Legal information/General information	179-180
2.2	Primary brands, products, and/or services		***Annual and sustainable development report***/Interview with the CEO & Chairman of the Management Board	8-11
			Annual and sustainable development report/Strategy	23-33
			Annual and sustainable development report/Operations	35-53
			Annual and sustainable development report/Energy & carbon, product labelling and connectiviy	70-73
2.3	Operational structure of the organization, including main divisions, operating companies, subsidiaries, and joint ventures		Portfolio	2-14
			Business review and 2012 Results	16-49
2.4	Location of organization's headquarters		Legal information/General information	179-180
2.5	Number of countries where the organization operates, and names of countries with either major operations or that are specifically relevant to the sustainability issues covered in the report		***Annual and sustainable development report***/Profile	before p.2
			Corporate sustainability/Reporting methodology for environmental data	62-64
2.6	Nature of ownership and legal form		Legal information/General information	179-180
2.7	Markets served (including geographic breakdown, sectors served, and types of customers/beneficiaries)		***Annual and sustainable development report***/Profile	before p.2
			Annual and sustainable development report/Strategy	23-33
			Corporate sustainability/Stakeholders	83-86
2.8	Scale of the reporting organization		Business review and 2012 Results/Scope of consolidation	17
			Corporate Sustainability/Human Resources/Employment and diversity	87-88
			Consolidated financial statements	114-177
2.9	Significant changes during the reporting period regarding size, structure, or ownership		Portfolio	2-14
			Business review and 2012 Results	16-49
			Consolidated financial statements	114-177
2.10	Awards received in the reporting period		Corporate sustainability/Awards and recognition	55-56
3	Report Parameters			
Report profile				
3.1	Reporting period (*e.g.*, fiscal/calendar year) for information provided		Portfolio	2-14
			Business review and 2012 Results	16-49
			Corporate sustainability/Reporting methodology for environmental data	62-64
			Consolidated financial statements	114-177
3.2	Date of most recent previous report (if any)		Corporate sustainability/Reporting methodology for environmental data	62-64
3.3	Reporting cycle (annual, biennial, etc.		Corporate sustainability/Reporting methodology for environmental data	62-64

■ Reported ■ Partially reported ■ Not reported □ N/A ***"Annual and sustainable development report"***: please refer to this section of the annual report

N°	Description	Reported	Cross reference	Pages
3.4	Contact point for questions regarding the report or its contents		Persons responsible for this document, for the financial information and for auditing the accounts	240-241
Report scope and boundary				
3.5	Process for defining report content		Corporate sustainability/Strategy and organisation	51-56
			Corporate sustainability/Reporting methodology for environmental data	62-64
			Corporate sustainability/Stakeholders	83-86
3.6	Boundary of the report (*e.g.*, countries, divisions, subsidiaries, leased facilities, joint ventures, suppliers). See GRI Boundary Protocol for further guidance		***Annual and sustainable development report***/Profile	before p.2
			Portfolio	2-14
			Business review and 2012 Results	16-49
			Corporate sustainability/Reporting methodology for environmental data	62-64
3.7	State any specific limitations on the scope or boundary of the report (see completeness principle for explanation of scope)		Portfolio	2-14
			Business review and 2012 Results	16-49
			Corporate sustainability/Reporting methodology for environmental data	62-64
			Consolidated financial statements	114-177
3.8	Basis for reporting on joint ventures, subsidiaries, leased facilities, outsourced operations, and other entities that can significantly affect comparability from period to period and/or between organizations		Portfolio	2-14
			Business review and 2012 Results	16-49
			Corporate sustainability/Reporting methodology for environmental data	62-64
			Consolidated financial statements	114-177
3.9	Data measurement techniques and the bases of calculations, including assumptions and techniques underlying estimations applied to the compilation of the Indicators and other information in the report. Explain any decisions not to apply, or to substantially diverge from, the GRI Indicator Protocols		Portfolio	2-14
			Business review and 2012 Results	16-49
			Corporate sustainability/Reporting methodology for environmental data	62-64
			Consolidated financial statements	114-177
3.10	Explanation of the effect of any re-statements of information provided in earlier reports, and the reasons for such re-statement (*e.g.*, mergers/acquisitions, change of base years/periods, nature of business, measurement methods)		Business review and 2012 Results	16-49
			Corporate sustainability/Reporting methodology for environmental data	62-64
			Consolidated financial statements	114-177
3.11	Significant changes from previous reporting periods in the scope, boundary, or measurement methods applied in the report		Business review and 2012 Results	16-49
			Corporate sustainability/Reporting methodology for environmental data	62-64
			Consolidated financial statements	114-177
GRI Content Index				
3.12	Table identifying the location of the Standard Disclosures in the report		Corporate sustainability/GRI & EPRA Content indexes	97-106
Assurance				
3.13	Policy and current practice with regard to seeking external assurance for the report		Corporate sustainability/Third- party independent verification	64
			Consolidated financial statements	114-177
			Report of the Chairman of the Supervisory Board	225-237
4	**Governance, Commitments and Engagement**			
Governance				
4.1	Governance structure of the organization, including committees under the highest governance body responsible for specific tasks, such as setting strategy or organizational oversight		***Annual and sustainable development report***/Interview with the Chairman of the Supervisory Board	12
			Annual and sustainable development report/Corporate Governance and Risk Management	15
			Corporate sustainability/Strategy and organisation	51-56
			Corporate sustainability/Corporate Governance, ethical conduct and risk management	56-57
			Legal information/Management Board and Supervisory Board	193-216
			Report of the Chairman of the Supervisory Board	225-237
4.2	Indicate whether the Chair of the highest governance body is also an executive officer		Legal information/Management Board and Supervisory Board	193-216
			Corporate sustainability/Organisational structure	225-237
4.3	For organizations that have a unitary Board structure, state the number and gender of members of the highest governance body that are independent and/or non-executive members		Unibail-Rodamco has two Board	
			Legal information/Management Board and Supervisory Board	193-216
			Report of the Chairman of the Supervisory Board	225-237
4.4	Mechanisms for shareholders and employees to provide recommendations or direction to the highest governance body		Legal information/General information	179-180
			Legal information/Corporate Governance	199-201

■ Reported ■ Partially reported ■ Not reported □ N/A ***"Annual and sustainable development report"***: please refer to this section of the annual report

N°	Description	Reported	Cross reference	Pages
4.5	Linkage between compensation for members of the highest governance body, senior managers, and executives (including departure arrangements), and the organization's performance (including social and environmental performance)		Corporate sustainability/Remuneration	90-91
			Legal information/Remuneration of Management Board and Supervisory Board members	201-215
			Report of the Chairman of the Supervisory Board/Remuneration of the Management Board	231
4.6	Processes in place for the highest governance body to ensure conflicts of interest are avoided		Legal information/Corporate Governance	199-201
4.7	Process for determining the composition, qualifications, and expertise of the members of the highest governance body and its committees, including any consideration of gender and other indicators of diversity		Corporate sustainability/Employment and diversity	87-88
			Legal information/Management Board and Supervisory Board	193-216
			Report of the Chairman of the Supervisory Board	225-237
4.8	Internally developed statements of mission or values, codes of conduct, and principles relevant to economic, environmental, and social performance and the status of their implementation		Corporate sustainability/2012 Achievements & 2013-2020 Objectives	93-96
			Legal information/Corporate Governance	199-201
			Report of the Chairman of the Supervisory Board	225-237
4.9	Procedures of the highest governance body for overseeing the organization's identification and management of economic, environmental, and social performance, including relevant risks and opportunities, and adherence or compliance with internationally agreed standards, codes of conduct, and principles		***Annual and sustainable development report***/Corporate Governance and risk management	15
			Legal information/Corporate Governance	199-201
			Report of the Chairman of the Supervisory Board	225-237
4.10	Processes for evaluating the highest governance body's own performance, particularly with respect to economic, environmental, and social performance		***Annual and sustainable development report***/Corporate Governance and risk management	15
			Legal information/Corporate Governance	199-201
			Report of the Chairman of the Supervisory Board	225-237
Commitments to external initiatives				
4.11	Explanation of whether and how the precautionary approach or principle is addressed by the organization		Corporate sustainability/Environmental management systems	57-59
			Corporate sustainability/Climate change	64-76
4.12	Externally developed economic, environmental, and social charters, principles, or other initiatives to which the organization subscribes or endorses		A comprehensive strategy (signatory of the UN Global Compact)	53
			Corporate sustainability/Participation in external organisations	55-56
			Legal information/Corporate Governance	199-201
			Corporate sustainability/GRI & EPRA Content indexes	97-106
4.13	Memberships in associations (such as industry associations) and/or national/international advocacy organizations in which the organization: • Has positions in governance bodies; • Participates in projects or committees; • Provides substantive funding beyond routine membership dues; or • Views membership as strategic		Corporate sustainability/Participation in external organisations	55-56
Stakeholder engagement				
4.14	List of stakeholder groups engaged by the organization		Corporate sustainability/Stakeholders	83-86
4.15	Basis for identification and selection of stakeholders with whom to engage		***Annual and sustainable development report***/Interview with the CEO & Chairman of the Management Board	8-11
			Annual and sustainable development report/Tenants & visitors	74-75
			Annual and sustainable development report/Employees	64-65
			Corporate sustainability/Stakeholders	83-86
4.16	Approaches to stakeholder engagement, including frequency of engagement by type and by stakeholder group		Corporate sustainability/participation in external organisations	55-56
			Corporate sustainability/Stakeholders	83-86
			Corporate sustainability/2012 Achievements & 2013-2020 Objectives	93-96
4.17	Key topics and concerns that have been raised through stakeholder engagement, and how the organization has responded to those key topics and concerns, including through its reporting		***Annual and sustainable development report***/Tenants & visitors	74-75
			Annual and sustainable development report/Employees	64-65
			Corporate sustainability/Stakeholders	83-86
			Corporate sustainability/2012 Achievements & 2013-2020 Objectives	93-96
II	**Management approach**			
Economic				
EC	Economic performance		***Annual and sustainable development report***/Corporate	8-21
			Business review and 2012 Results	16-49
			Consolidated financial statements	114-177
EC	Market presence		***Annual and sustainable development report***/Profile	before p.2
			Annual and sustainable development report/Strategy	23-33

■ Reported ■ Partially reported ■ Not reported ☐ N/A ***"Annual and sustainable development report"***: please refer to this section of the annual report

N°	Description	Reported	Cross reference	Pages
EC	Indirect economic impacts		***Annual and sustainable development report***/Employees	64-65
			Communities & local authorities	83
Environmental				
EN	Materials		Materials	76
EN	Energy		***Annual and sustainable development report***/Energy & carbon, product labelling and connectivity	70-73
			Energy consumption	70-72
EN	Water		Water	76-79
EN	Biodiversity		Biodiversity	81
EN	Emissions, effluents and waste		***Annual and sustainable development report***/Energy & carbon, product labelling and connectivity	70-73
			Climate change	64-76
			CO_2 emissions	68-70
			Waste	79-80
EN	Land degradation, contamination and remediation		Health & safety and environmental risks and pollutions	81-82
EN	Products and services		***Annual and sustainable development report***/Energy & carbon, product labelling and connectivity	70-73
			Product labelling: environmental certification	59-61
EN	Compliance		Third-party independent verification	64
			Independant verifier's attestation and assurance report on social environmental and societal information and related to the GRI Application level	112-113
EN	Transport		***Annual and sustainable development report***/Energy & carbon, product labelling and connectivity	70-73
			Transport	75-76
EN	Overall		Strategy and organisation	51-56
			Environmental management systems	57-59
			Corporate sustainability	50-113
			2012 Achievements & 2013-2020 Objectives	93-96
Labour Practices and Decent Work				
LA	Employment		***Annual and sustainable development report***/Employees	64-65
			Employment and diversity	87-88
LA	Labour/management relations		***Annual and sustainable development report***/Employees	64-65
			Employee relations	91
LA	Occupational health and safety		Health & safety and environmental risks and pollutions	81-82
			Employee Well- being	89-90
LA	Training and education		Training - Unibail-Rodamco Academy	88-89
			Long-term targets	96
LA	Diversity and equal opportunity		***Annual and sustainable development report***/Employees	64-65
			Employment and diversity	87-88
LA	Equal remuneration for women and men		***Annual and sustainable development report***/Employees	64-65
			Remuneration	90-91
Human Rights				
As a signatory of the UN Global Compact, Unibail-Rodamco has undertaken to promote the application of fundamental values with respect to human rights, labour, the environment and corruption				
HR	Investment and procurement practices		Ethical conduct	56-57
			Group Compliance Book and Code of Ethics	56-57
HR	Non-discrimination		Ethical conduct	56-57
			Employment and diversity	87-88
			Employee relations	91
			Group Compliance Book and Code of Ethics	56-57
HR	Freedom of association and collective bargaining		Employee relations	91
HR	Child labour		Ethical conduct	56-57
			Suppliers and contractors: supply chain	85-86
			Employment and diversity	87-88
			Employee relations	91
			Group Compliance Book and Code of Ethics	56-57

■ Reported ■ Partially reported ■ Not reported □ N/A ***"Annual and sustainable development report"***: please refer to this section of the annual report

N°	Description	Reported	Cross reference	Pages
HR	Prevention of forced and compulsory labour		Ethical conduct	56-57
			Suppliers and contractors: supply chain	85-86
			Employment and diversity	87-88
			Employee relations	91
			Group Compliance Book and Code of Ethics	56-57
HR	Security practices		Ethical conduct	56-57
			Suppliers and contractors: supply chain	85-86
			Employment and diversity	87-88
			Employee relations	91
			Group Compliance Book and Code of Ethics	56-57
HR	Indigenous rights		Suppliers and contractors: supply chain	85-86
			Employee relations	91
HR	Assessment		Suppliers and contractors: supply chain	85-86
			Employee relations	91
HR	Remediation		Ethical conduct	56-57
			Health & safety and environmental risks and pollutions	81-82
			Corporate philanthropy	86-87
			Human Resources	87-92
			Group Compliance Book and Code of Ethics	56-57
Society				
SO	Local communities		Communities and local authorities	83
SO	Corruption		Ethical conduct	56-57
			Group Compliance Book and Code of Ethics	56-57
SO	Public policy		Ethical conduct	56-57
			Group Compliance Book and Code of Ethics	56-57
SO	Anti-competitive behaviour		Ethical conduct	56-57
			Group Compliance Book and Code of Ethics	56-57
SO	Compliance		***Annual and sustainable development report***/Corporate Governance and Management	15
			Ethical conduct	56-57
			Audit Committee	199
			Report of the Chairman of the Supervisory Board	225-237
Product Responsibility				
PR	Customer health and safety		Health & safety and environmental risks and pollutions	81-82
			Customers	83-84
PR	Product and service labelling		***Annual and sustainable development report***/Energy & carbon, product labelling and connectivity	70-73
			Product labelling: environmental certification	59-61
PR	Marketing communications		Stakeholders	83-86
			Long-term targets	96
PR	Customer privacy		Stakeholders	83-86
			Long-term targets	96
PR	Compliance		***Annual and sustainable development report***/Energy & carbon, product labelling and connectivity	70-73
			Product labelling: environmental certification	59-61
III	**Performance indicators**			
Economic				
Economic performance				
EC1	Direct economic value generated and distributed, including revenues, operating costs, employee compensation, donations and other community investments, retained earnings, and payments to capital providers and governments		Narrative on Corporate philanthropy	86-87
			KPI: Recruitment	89
			KPI: Remuneration	90
			Consolidated financial KPIs	114-176
			Consolidated Financial Statements/Employee remuneration and benefits	170-174

■ Reported ■ Partially reported ■ Not reported □ N/A ***"Annual and sustainable development report"***: please refer to this section of the annual report

N°	Description	Reported	Cross reference	Pages
EC2	Financial implications and other risks and opportunities for the organization's activities due to climate change	Partially reported	Narrative on Climate change	64-76
			Legal information/Risk factors	219-222
EC3	Coverage of the organization's defined benefit plan obligations	Reported	Remuneration	90-91
			Employee remuneration and benefits	170-174
			Consolidated Financial Statements	114-177
Market presence				
EC7	Procedures for local hiring and proportion of senior management hired from the local community at significant locations of operation	Partially reported	***Annual and sustainable development report***/Local economic development and community well-being	66-69
			Narrative on communities and local authorities	83
			Narrative on Suppliers and contractors	85-86
Indirect economic impacts				
EC9	Understanding and describing significant indirect economic impacts, including the extent of impacts	Partially reported	***Annual and sustainable development report***/Local economic development and community well-being	66-69
Environmental				
Energy				
EN3	Direct energy consumption by primary energy source	Reported	KPI: Energy consumption (kWh)	71
			KPI: Direct and indirect final energy consumption by primary energy source (%)	74
			KPI: Renewable energy produced and CO_2 emissions saved	74
EN4	Indirect energy consumption by primary source	Reported	KPI: Energy consumption (kWh)	71
			KPI: Direct and indirect final energy consumption by primary energy source (%)	74
			KPI: Renewable energy produced and CO_2 emissions saved	74
CRE1	Building energy intensity	Reported	KPI: Energy efficiency per building usage (kWh/visit/year for shopping centres, kWh/occupant/year for offices, kWh/m^2DOP/year for convention & exhibitions)	72
			KPI: Energy efficiency per square metre (kWh/m^2/year)	72
EN5	Energy saved due to conservation and efficiency improvements	Reported	KPI: Energy consumption (kWh)	71
			KPI: Financial savings resulting from reduced energy consumption (€)	72
EN6	Initiatives to provide energy-efficient or renewable energy based products and services, and reductions in energy requirements as a result of these initiatives	Reported	Narrative on Energy consumption	70-72
			KPI: Energy consumption (kWh)	71
			KPI: Renewable energy produced and CO_2 emissions saved	74
EN7	Initiatives to reduce indirect energy consumption and reductions achieved	Reported	Narrative on Energy consumption	70-72
			KPI: Energy consumption (kWh)	71
Water				
EN8	Total water withdrawal by source	Reported	KPI: Water consumption (m^3)	77
			KPI: Total water withdrawal by source (%)	78
CRE2	Building water intensity	Reported	KPI: Water intensity of use (litre/visit/year for shopping centres, m^3/occupant/year for offices)	78
			KPI: Water consumption per m^2 (litre/m^2/year)	79
EN10	Percentage and total volume of water recycled and reused	Reported	KPI: Total water withdrawal by source (%)	78
			Narrative on Water	76-79
Biodiversity				
EN13	Habitats protected or restored	Reported	No habitats were protected or restored in 2012	
EN14	Strategies, current actions, and future plans for managing impacts on biodiversity	Reported	Narrative on Biodiversity	81
Emissions, effluents and waste				
EN16	Total direct and indirect greenhouse gas emissions by weight	Reported	KPI: CO_2 emissions (kg CO_2e)	69
			KPI: Carbon weight of energy mix (g CO_2e/kWh)	73
EN17	Other relevant indirect greenhouse gas emissions by weight	Reported	KPI: Split of shopping centres' visits by mode of transport (%)	75
CRE3	Greenhouse gas emissions intensity from buildings	Reported	KPI: Carbon intensity of use (g CO_2e/visit/year for shopping centres, kg CO_2e/occupant/year for offices, g CO_2e/m^2DOP/year for convention & exhibitions)	69
			KPI: Carbon intensity per square metre (kg CO_2e/m^2/year)	70
CRE4	Greenhouse gas emissions intensity from new construction and redevelopment activity	Not reported	In 2012, the Group performed a carbon intensity simulation for new projects on a sample of assets. These initiatives are not extended to the entire Group yet	

Reported Partially reported Not reported N/A ***"Annual and sustainable development report"***: please refer to this section of the annual report

N°	Description	Reported	Cross reference	Pages
EN18	Initiatives to reduce greenhouse gas emissions and reductions achieved		Narrative on CO_2 emissions	68-69
			KPI: CO_2 emissions (kg CO_2e)	69
EN22	Total weight of waste by type and disposal method		KPI: Total waste (tonnes)	80
			KPI: Percentage of waste recycled (%)	80
			KPI: Split of total non-hazardous and hazardous waste by disposal route (tonnes)	80
			KPI: Split of recycled waste by type of waste (tonnes)	80
CRE5	Land and other assets remediated and in need of remediation for the existing or intended land use according to applicable legal designations		Narrative on Health & safety and environmental risks and pollutions	81-82
			KPI: Soil pollution and site remediation	82
Products and services				
EN26	Initiatives to mitigate environmental impacts of products and services, and extent of impact mitigation		***Annual and sustainable development report***/Energy & carbon, product labelling and connectivity	70-73
			Narrative on Environmental Management Systems	57-59
			Narrative on Climate change	64-76
			Narrative on Energy consumption	70-74
			Narrative on Biodiversity	81
Compliance				
EN28	Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with environmental laws and regulations		KPI: Fines for environmental breaches	82
EN29	Significant environmental impacts of transporting products and other goods and materials used for the organization's operations, and transporting members of the workforce		KPI: Access to public transport (%)	75
			KPI: CO_2 emissions from employees' business travel by train and plane (tonnes CO_2e)	76
Labour Practices and Decent Work				
Employment				
LA1	Total workforce by employment type, employment contract, and region, broken down by gender		KPI: Employment by country	88
			KPI: Employment by activity	88
			KPI: Employment by age	88
			KPI: Employment by gender	88
			KPI: Recruitment	89
LA2	Total number and rate of new employee hires and employee turnover by age group, gender, and region		KPI: Recruitment	89
			KPI: Departures	89
			Employee turnover	89
LA3	Benefits provided to full-time employees that are not provided to temporary or part-time employees, by major operations		Narrative on Remuneration	90-91
			Employee remuneration and benefits	170-174
Labour/Management relations				
LA4	Percentage of employees covered by collective bargaining agreements		Narrative on Employee relations	91
Occupational health and safety				
LA7	Rates of injury, occupational diseases, lost days, and absenteeism, and number of work-related fatalities by region and by gender		KPI: Absenteeism	90
CRE6	Percentage of the organisation operating in verified compliance with an internationally recognised health and safety management system		Narrative on Health & safety and environmental risks and pollutions	81-82
Training and education				
LA10	Average hours of training per year per employee by gender, and by employee category		Narrative on training	88-89
			KPI: Training	89
LA11	Programs for skills management and lifelong learning that support the continued employability of employees and assist them in managing career endings		Narrative on Career Management	88
LA12	Percentage of employees receiving regular performance and career development reviews, by gender		Narrative on Career Management	88

Reported ■ Partially reported ■ Not reported ☐ N/A ***"Annual and sustainable development report"***: please refer to this section of the annual report

N°	Description	Reported	Cross reference	Pages
Diversity and equal opportunity				
LA13	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other indicators of diversity		KPI: Employment by country	88
			KPI: Employment by activity	88
			KPI: Employment by age	88
			KPI: Employment by gender	88
			% of women in management position	88
			Legal information/Composition of the Management Board and the Supervisory Board	193-198
LA14	Ratio of basic salary and remuneration of women to men by employee category, by significant locations of operation		KPI: Remuneration	90
Human Rights				
As a signatory of the UN Global Compact, Unibail-Rodamco has undertaken to promote the application of fundamental values with respect to human rights, labour, the environment and corruption				
Investment and procurement practices				
HR1	Percentage and total number of significant investment agreements and contracts that include clauses incorporating human rights concerns, or that have undergone human rights screening		Ethical conduct	56-57
			Narrative on Suppliers and contractors: supply chain	85-86
			KPI: Suppliers assessment	86
Society				
SO9	Operations with significant potential or actual negative impacts on local communities		Narrative on Communities and local authorities	83
			Annual and sustainable development report/Local economic development and community well-being	66-69
SO10	Prevention and mitigation measures implemented in operations with significant potential or actual negative impacts on local communities		Narrative on Communities and local authorities	83
CRE7	Number of persons voluntarily and involuntarily displaced and/or resettled by development, broken down by project	N/A	The Group activity does not imply people voluntarily or involuntarily displaced considering the fact that Unibail-Rodamco only develops projects on greenfield and brownfields	
Corruption				
SO2	Percentage and total number of business units analysed for risks related to corruption.		Group Compliance Book and Code of Ethics	56-57
			Internal control system	231-236
SO3	Percentage of employees trained in organization's anti-corruption policies and procedures		Narrative on Ethical conduct	56-57
			Group Compliance Book and Code of Ethics	56-57
Public policy				
SO5	Public policy positions and participation in public policy development and lobbying		Participation in external organisations	55
Product Responsibility				
Customer health and safety				
PR1	Life cycle stages in which health and safety impacts of products and services are assessed for improvement, and percentage of significant products and services categories subject to such procedures		Risk and crisis management	57
			Health & safety and environmental risks and pollutions	81-82
			KPI: Annual risk assessment	82
Product and service labelling				
PR3	Type of product and service information required by procedures, and percentage of significant products and services subject to such information requirements		Narrative on Materials	76
CRE8	Type and number of sustainability certification, rating and labelling schemes for new construction, management, occupation and redevelopment		***Annual and sustainable development report***/Energy & carbon, product labelling and connectivity	70-73
			Product labelling: environmental certification	59-61
PR5	Practices related to customer satisfaction, including results of surveys measuring customer satisfaction		Narrative on Customers and Tenants	84-86

8.3. Grenelle II, Article 225

Decree No. 2012-557 of April 24, 2012 relative to companies transparency obligations on corporate social and environmental matters

Unibail-Rodamco's environmental data has been audited by a third-party since 2009. This practice, launched in 2009 with the audit for carbon intensity indicator (and continued in 2010 and 2011), was extended in 2011 to ten other performance indicators and eight pieces of information. For the 2012 annual report, complying with the Article 225 (Grenelle law), Unibail-Rodamco had 42 items for which an independant verifier's attestation and assurance report has been delivered by Ernst & Young. The table below attests the concordance between the law's requirements and Unibail-Rodamco's disclosure.

M = Material
P = Potentially material
N/A = Non applicable
"***Annual and sustainable development report***" : please refer to this section of the annual report

<table>
<tr><th>Nomenclature Grenelle Article 225</th><th>Description</th><th>References</th><th>Pages</th><th>Materiality</th></tr>
<tr><td colspan="5">I. Social information</td></tr>
<tr><td rowspan="3">I.A – Employment</td><td rowspan="3">Total number and breakdown of employees by sexe, age, and geographical zone</td><td>KPI: Employment by gender (annual average workforce)</td><td>88</td><td rowspan="3">M</td></tr>
<tr><td>KPI: Employment by age (annual average workforce)</td><td>88</td></tr>
<tr><td>KPI: Employment by country (annual average workforce)</td><td>88</td></tr>
<tr><td rowspan="3">I.A – Employment</td><td rowspan="3">Hirings and dismissals</td><td>KPI: Recruitment (all new comers/type of contract)</td><td>89</td><td rowspan="3">P</td></tr>
<tr><td>KPI: Departures (number of departures/reason)</td><td>89</td></tr>
<tr><td>Mobility – Turnover</td><td>89</td></tr>
<tr><td rowspan="3">I.A – Employment</td><td rowspan="3">Salaries and their evolution</td><td>Total remuneration (annual increase in average salary, including bonus)</td><td>91</td><td rowspan="3">P</td></tr>
<tr><td>Variable remuneration (merit-based bonuses and stock options)</td><td>91</td></tr>
<tr><td>KPI: Remuneration</td><td>90</td></tr>
<tr><td>I.B – Labour organisation</td><td>Working time organisation</td><td>Employee Well-Being</td><td>89-90</td><td>P</td></tr>
<tr><td>I.B – Labour organisation</td><td>Absenteeism</td><td>KPI: Absenteeism</td><td>90</td><td>M</td></tr>
<tr><td rowspan="2">I.C – Social Relations</td><td rowspan="2">Organisation of social dialogue (procedures for consultation and negotiation)</td><td>Employees relations – Core principles & presentation of the European Employees' Committee</td><td>91</td><td rowspan="2">P</td></tr>
<tr><td>Employees relations – Number of social relation meetings conducted with representative employee committees and Unions on various subjects</td><td>91</td></tr>
<tr><td>I.C – Social Relations</td><td>Review of collective agreements</td><td>KPI: Collective bargaining</td><td>91</td><td>P</td></tr>
<tr><td rowspan="2">I.D – Health & Safety</td><td rowspan="2">Health and safety conditions at work</td><td>Health & Safety and environmental risks and pollutions</td><td>81</td><td rowspan="2">P</td></tr>
<tr><td>Employees Well-Being</td><td>89-90</td></tr>
<tr><td>I.D – Health & Safety</td><td>Review of the agreements signed with trade unions or staff representatives on health and safety at work</td><td>N/A</td><td></td><td>N/A</td></tr>
<tr><td>I.D – Health & Safety</td><td>Occupational accidents, including the frequency and severity rates, and occupational diseases</td><td>KPI: Absenteeism – occupational accidents – injuries; work-related fatalities</td><td>90</td><td>P</td></tr>
<tr><td>I.E – Training</td><td>Implemented training policies</td><td>Human Resources – Training – Unibail-Rodamco Academy</td><td>88-89</td><td>P</td></tr>
<tr><td>I.E – Training</td><td>Total number of hours trained</td><td>KPI: Training (total number of hours provided/ average number of hours per employee)</td><td>89</td><td>M</td></tr>
<tr><td rowspan="4">I.F – Equality of treatment</td><td rowspan="4">Implemented policies and measures in favor of equality between women and men</td><td>Employment & Diversity – Participation to the Board Women Partners programme</td><td>88</td><td rowspan="4">P</td></tr>
<tr><td>Employment & Diversity – Number of management positions held by women</td><td>88</td></tr>
<tr><td>KPI: Remuneration</td><td>90</td></tr>
<tr><td>Employment & Diversity</td><td>87-88</td></tr>
</table>

Nomenclature Grenelle Article 225	Description	References	Pages	Materiality
I.F – Equality of treatment	Implemented policies and measures for employment and integration of disabled people	**Employment & Diversity** – Signature of the Diversity and Disability Workplace Charter	87	**P**
I.F – Equality of treatment	Implemented policies and measures to fight against discrimination	**Employment & Diversity** – Anonymous CVs	87	**P**
		Ethical Conduct	56-57	
		Strategy & Organisation – Training	88-89	
I.G – Respect/ Promotion of ILO Principles	• for freedom of association respect and right to collective bargaining	**N/A**		**N/A**
I.G – Respect/ Promotion of ILO Principles	• to the elimination of discrimination in matters of employment and profession	**Suppliers & Contractors** – Promotion of ILO's core principles	85	**P**
		Employee Relations – Compliance with the labour standards outlined by the ILO	91	
I.G – Respect/ Promotion of ILO Principles	• to the elimination of forced or compulsory labour	**N/A**		**N/A**
I.G – Respect/ Promotion of ILO Principles	• to the effective abolition of child labour	**N/A**		**N/A**
II. Environmental information				
II.A – Overall environmental policy	Company's organisation to take into account environmental matters and environmental assessment approaches or certification	**Corporate Governance**	56	**M**
		KPI: Environmental certification of new developments	60	
		KPI: Environmental certification of standing assets	61	
		Environmental management systems – Number of regions having obtained a SMA certification from the EMS (less than 3 years)	59	
		2012 Achievements & 2013-2020 objectives – BREEAM "Very Good"-for every new project →10 000m²	96	
		Strategy & Organisation – Materiality	51-53	
II.A – Overall environmental policy	Training and informing activities conducted on employees for the protection of the environment	**Strategy and organisation** – Training – Regions trained to sustainability awareness	56	**P**
		Human Resources – Training – Training indicator	88-89	
II.A – Overall environmental policy	Resources devoted to the prevention of environmental risks and pollution	**Climate Change** – Due Diligence	65	**P**
		Health & Safety and environmental risks and pollutions – Group policy	81	
		KPI: Annual Risk Assessment	82	
II.A – Overall environmental policy	Prevention, reduction or compensation measures for air rejections, water and soil discharge that seriously harm the environment	**Resource use – Waste** – Considerate Construction Charter	79	**P**
		Suppliers & Contractors – Compulsory contract addendum on environmental and social matters	85-86	
		Climate Change – Removal of asbestos' policy	65	
II.A – Overall environmental policy	Amount of provisions and guarantees for environmental risks (if the information is not likely to cause serious harm to society in a pending litigation)	**Health & Safety and environmental risks and pollutions –** No amount of provisions for environmental risks	82	**P**
II.B – Pollution and waste management	Actions taken in support for the prevention, recycling and waste disposal	**Resource use – Waste** – Policy & Objectives	79	**P**
		KPI: Total waste (tonnes)	80	
		KPI: Percentage of waste recycled (%)	80	
		KPI: Split of total non-hazardous and hazardous waste by disposal route (tonnes)	80	
		KPI: Split of recycled waste by type of waste (tonnes)	80	
II.B – Pollution and waste management	Consideration of noise pollution and any other form of pollution specific to an activity	**Resource use – Waste** – Considerate Construction Charter	79	**P**
		Health & Safety and environmental risks and pollutions – Respect of the applicable regulation	81-82	

Nomenclature Grenelle Article 225	Description	References	Pages	Materiality
II.C – Sustainable use of resources	Water consumption and supply according to local constraints	**2012 Achievements & 2013-2020 objectives** – Increase water efficiency (litres/visit)	94	P
		KPI: Water consumption (m^3)	77	
		KPI: Total water withdrawal by source (%)	78	
		KPI: Water intensity of use (litre/visit (shopping centre) – occupant (office)/year)	78	
		KPI: Water consumption per square metre (litre/m^2/year)	79	
		Resource use – Water – Water Stress study (WBSCD Global Water Tool)	76-77	
II.C – Sustainable use of resources	Consumption of raw material and measures taken to improve the efficiency of their use	**Resource use – Materials** – BREEAM certification includes the materials selection	76	P
		Resource use – Materials – Contractors have to abide by the same policy	76	
II.C – Sustainable use of resources	Energy consumption	**Climate Change – Energy Consumption** – Group Policy & measures taken to improve the energy efficiency	70-71	M
	Use of renewable energies	**2012 Achievements & 2013-2020 objectives** – Increase the energy efficiency of commercial centres	94	
	Measures taken to improve energy efficiency	**KPI:** Energy consumption (kWh)	71	
		KPI: Energy efficiency per building usage (kWh/visit (shopping centres) – m^2 JOP (convention & exhibitions centres) – occupant (offices)/year)	72	
		KPI: Energy efficiency per square meter (kWh/m^2/year)	72	
		KPI: Direct & indirect final energy consumption by primary energy source (%)	74	
II.C – Sustainable use of resources	Land use	**Health & Safety and environmental risks and pollutions** – Pollution prevention policy on existing sites and acquisitions (due diligence)	81-82	P
		KPI: Soil Pollution and Site Remediation	82	
		Climate Change – Due diligence	65	
II.D – Climate change	Green House Gases emissions	**Reporting methodology** – CO_2 emissions – Group policy	62-64	M
		2012 Achievements & 2013-2020 objectives – Reduction of carbon intensity	94	
		KPI: CO_2 emissions (kg CO_2e)	69	
		KPI: Carbon intensity of use (kgCO_2e/visit (shopping centres) – m^2JOP (convention & exhibition centres) – occupant (offices) /year)	69	
		KPI: Renewable energy produced and $C0_2$ emissions saved	74	
		KPI: Carbon intensity per square metre (kgCO_2 e/m^2/year (shopping centres et offices))	70	
		KPI: Split of shopping centres' visits by mode of transport (%)	75	
II.D – Climate change	Adaptation to climate change impacts	**Climate Change** – Due diligence taking potential climate change impacts into account	65	P
		Climate Change – Analysis of likely impacts of climate change on existing assets	64	
II.E – Biodiversity protection	Measures taken to preserve or develop biodiversity	**Resource use – Biodiversity**	81	P

Nomenclature Grenelle Article 225	Description	References	Pages	Materiality
III. Societal information				
III.A – Territorial, economic and social impact of the company	• in terms of employment and regional development	**Community and local authorities**	83	M
		Annual and sustainable development report/Local economic development and community well-being	66-69	
III.A – Territorial, economic and social impact of the company	• on local population	**Corporate philanthropy** – Total donations amount	86	P
		Corporate philanthropy – Education through Architecture	86-87	
		Corporate philanthropy – Social	87	
III.B – Relationships with persons or organizations interested in the company's business	Dialogue conditions with those persons or organizations	**2012 Achievements & 2013-2020 objectives** – The tenants have to sign a green lease (new/renewal)	93	M
		2012 Achievements & 2013-2020 objectives – Sustainability Committees	93	
		KPI: Green leases (Stakeholders -Tenants)	85	
III.B – Relationships with persons or organizations interested in the company's business	Actions of partnership or sponsorship	**Corporate philanthropy** – Total donations amount	86	P
		Corporate philanthropy – Education through Architecture	87	
		Corporate philanthropy – Social	87	
III.C – Subcontractors and suppliers	Consideration of social and environmental issues in the procurement policy of the company	**Suppliers & contractors** – Inclusion of sustainable development criteria	85-86	M
		Suppliers & contractors – Contract addendum on environmental matters	85-86	
		Suppliers & contractors – Environmental criteria in the assessment grid	85-86	
		2012 Achievements & 2013-2020 objectives – Supplier's compliance with environmental clauses assessment	93	
		KPI: Suppliers assessment	86	
III.C – Subcontractors and suppliers	Importance of subcontracting and addressing the social and environmental responsibility of suppliers	**2012 Achievements & 2013-2020 objectives** – Respect of environmental clauses by our suppliers and contractors	96	M
III.D – Fair practices	Actions taken against corruption	**Corporate Governance** – Ethical conduct	56-57	M
		Strategy & Organisation – Training – E-learning	54	
		Suppliers & contractors	85-86	
III.D – Fair practices	Measures taken in favour of customers health and safety	**2012 Achievements & 2013-2020 objectives** – Conduct an annual third-party audit of health & safety risk	94	M
		Health & Safety and environmental risks and pollutions	81-82	
		KPI: Annual Risk Assessment	82	
III.E – Human rights	Others measures taken in favour of Human Rights	As a signatory of the UN Global Compact, Unibail-Rodamco promotes the application of fundamental values and human rights, labour, the environment and corruption	53	P

"***Annual and sustainable development report***" : please refer to this section of the annual report
M = Material **P** = Potentially material **N/A** = Non applicable

Disclaimer

Certain statements contained in this document are statements of future expectations and other forward-looking statements. These expectations are based on the management's current views and assumptions and involve known risks and uncertainties that could cause actual results and/or data to differ materially from those expressed or implied in these statements. Statements are based on the current property portfolio and disregard the potential effects of external factors including, but not limited to, climate change, local energy policy or regulatory or legal developments.

The 2006-2008 data that is provided in this report was collected and consolidated for the first time in 2008.The data provided for 2009, 2010, 2011 and 2012 was collected using internal management tools on a quarterly and/or annual basis. The accuracy of this data may be affected by a number of variables, including but not limited to the heterogeneity of the assets in Unibail-Rodamco's portfolio, the specific characteristics of certain assets, and the differences in data collection systems and perimeters at different assets.

Readers should not place undue reliance on forward-looking statements. Unibail-Rodamco assumes no obligation to update any forward-looking information contained in this document subject to legal requirement. Data is subject to change without notice.

This is a free translation into English of the original report issued in the French language 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.

9. INDEPENDENT VERIFIER'S ATTESTATION AND LIMITED ASSURANCE REPORT ON SOCIAL, ENVIRONMENTAL AND SOCIETAL INFORMATION AND RELATED TO THE GRI APPLICATION LEVEL B + SELF-DECLARATION OF THE COMPANY

Year ended December 2012, 31st

To the Executive Board,

Pursuant to your request and in our capacity as independent verifier of Unibail-Rodamco SE, we hereby report to you on the consolidated social, environmental and societal information presented in the management report issued for the year ended December 2012, 31st in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code (Code de commerce).We also performed a review of the adherence of the annual and sustainable development report to the GRI 3.1 CRESS (Construction and Real Estate Sector Supplement) guidelines corresponding to Application Level B+.

Management's Responsibility

The Executive Board is responsible for the preparation of the management report including the consolidated social, environmental and societal information (the «Information») in accordance with the requirements of Article R. 225-105-1 of the French Commercial Code (Code de commerce), presented as required by the entity's internal environmental and social reporting standards (the «Guidelines») and of which a summary is provided on pages 62-64 and 87 of the management report (the "methodology note").

Our Independence and Quality Control

Our independence is defined by regulatory requirements, the Code of Ethics of our profession (Code de déontologie) and Article L. 822-11 of the French Commercial Code (Code de commerce). In addition, we maintain a comprehensive system of quality control including documented policies and procedures to ensure compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Independent verifier's responsibility

It is our role, on the basis of our work:

- To attest whether the required Information is presented in the management report or, if not presented, whether an appropriate explanation is given in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code (Code de commerce) and Decree no. 2012-557 dated 24 April 2012 (Attestation of presentation);
- To provide limited assurance on whether the Information is presented fairly, in all material respects, in accordance with the Guidelines (limited assurance).

1. Attestation of presentation

Our engagement was performed in accordance with professional standards applicable in France:

- We compared the Information presented in the management report with the list as provided in Article R. 225-105-1 of the French Commercial Code (Code de commerce) and summarized in the cross-reference table provided on pages 107 - 110 ;
- We verified that the Information covers the consolidated perimeter, namely the entity and its subsidiaries within the meaning of Article L. 233-1 and the controlled entities within the meaning of Article L. 233-3 of the French Commercial Code (Code de commerce) within the limits specified in the methodology note presented on pages 62-64 and 87 of the management report;
- In the event of the omission of certain consolidated Information, we verified that an appropriate explanation was given in accordance with Decree no. 2012-557 dated 24 April 2012.

On the basis of our work, we attest that the required information is presented in the management report in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code (Code de commerce).

2. Limited assurance report

Nature and scope of the work

We conducted our engagement in accordance with ISAE 3000 (International Standard on Assurance Engagements) and French professional guidance. We performed the following procedures to obtain limited assurance that nothing has come to our attention that causes us to believe that the Information is not fairly presented, in all material respects, in accordance with the Guidelines. A higher level of assurance would have required extending the scope of our verification work. We also checked the adherence of the annual and sustainable development report to the GRI 3.1 CRESS guidelines corresponding to Application Level B+.

Our work consisted in the following:

- We assessed the appropriateness of the Guidelines as regards their relevance, completeness, neutrality, clarity and reliability, taking into consideration, where applicable, the good practices in the sector.

- We verified that the Group had set up a process for the collection, compilation, processing and control of the Information to ensure its completeness and consistency. We examined the internal control and risk management procedures relating to the preparation of the Information. We conducted interviews with those responsible for social and environmental reporting as well as the Group's compliance officer.
- We selected the consolidated Information to be tested and determined the nature and scope of the tests, taking into consideration their importance with respect to the social and environmental consequences related to the Group's business and characteristics, as well as its societal commitments.
- Concerning the quantitative consolidated information that we deemed to be the most important:
  - at the level of the consolidating entity and the controlled entities, we implemented analytical procedures and, based on sampling, verified the calculations and the consolidation of this information;
  - at the level of the sites and the countries that we selected based on their business, their contribution to the consolidated indicators, their location and a risk analysis:
    - we conducted interviews to verify that the procedures were correctly applied;
    - we performed tests of detail based on sampling, consisting in verifying the calculations made and reconciling the data with the supporting documents.

The sample thus selected represents on average 56% of the workforce and between 15% and 27% of the quantitative environmental information tested.

- Concerning the qualitative consolidated information that we deemed to be the most important, we conducted interviews and reviewed the related documentary sources in order to corroborate this information and assess its fairness. Regarding information related to fair operating practices, interviews were only conducted at the consolidated level.
- As regards the other consolidated information published, we assessed its fairness and consistency in relation to our knowledge of the company and, where applicable, through interviews or the consultation of documentary sources.
- Finally, we assessed the relevance of the explanations given in the event of the absence of certain information.

Comments on Guidelines and the Information

We wish to make the following comments on the Guidelines and the Information:

- The Guidelines, particularly those related to environmental and societal information, was updated following recommendations made during the 2011 verification exercise, a materiality analysis conducted in the context of Article 225, and redefined objectives put in place for the 2012-2020 period in accordance with the materiality analysis.
- The energy efficiency indicators reported reflect the sectoral recommendations provided by the European Public Real Estate Association (EPRA). However, the calculation methodology for the energy efficiency and carbon intensity indicators, based on the aggregation of the annual percentage, leads to the addition of the annual uncertainties, which might generate a high level of uncertainty in the long term.
- In case where a «green» energy contract exists with an energy provider, the Group applies a zero emission factor for the electricity consumed. Green electricity purchases significantly influence the reduction in emissions reported by the Group.
- The information related to responsible purchasing are limited to maintenance, security and cleaning service providers.

Conclusion

Limited assurance

Based on our work described in this report, nothing has come to our attention that causes us to believe that the information is not fairly presented in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code (Code de commerce) and, in all material respects, in accordance with the Guidelines.

In addition, we confirm that the annual and sustainability development report of Unibail-Rodamco meets the requirements of Application Level B + GRI CRESS 3.1, as indicated in the self-declaration of the Group.

Paris La Défense, March 14, 2013
The Independent Verifier
Ernst & Young et Associés

French original signed by:
Eric Duvaud

[1] • ***Social and societal information:*** *total headcount and geographic distribution; absenteeism; total hours of training; territorial; economic and social impact of the activity; the Group's organization related to stakeholder dialogue; the treatment of social and societal issues in the purchasing policy; sub-contracting and suppliers; fair operating practices. Environmental information: the Group's organization related to environmental issues and its approach toward environmental certification; energy consumption and measures taken to improve energy efficiency; greenhouse gas emissions. ;*

[2] • ***Environment:*** *Arkadia (Shopping Center – Poland), La Vaguada (Shopping Center – Spain), La Part Dieu (Shopping Center – France), Tour Ariane (Offices – France), Paris Nord Villepinte (Convention and Exhibition Center– France); Social: at the consolidated level for Poland, Spain and France.*

Consolidated financial statements
as at December 31, 2012

1. CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2012

Consolidated statement of comprehensive income

Consolidated income statement – Presented under EPRA[1] format (€Mn)	Notes	2012	2011
Gross rental income[2]	21	1,548.3	1,468.1
Ground rents paid	22	(20.7)	(17.6)
Net service charge expenses	23	(20.5)	(13.8)
Property operating expenses[2]	24	(189.5)	(174.7)
Net rental income		**1,317.6**	**1,262.0**
Corporate expenses[3]		(82.9)	(84.4)
Development expenses		(4.5)	(5.2)
Depreciation		(2.3)	(2.3)
Administrative expenses	**25**	**(89.7)**	**(91.9)**
Acquisition and related costs	**26**	**(6.6)**	**(2.9)**
Revenues from other activities		177.1	165.8
Other expenses		(120.5)	(123.4)
Net other income	**27**	**56.6**	**42.4**
Proceeds from disposal of investment properties		615.3	772.6
Carrying value of investment properties sold		(598.6)	(736.5)
Result on disposal of investment properties	**28**	**16.6**	**36.1**
Proceeds from disposal of shares		90.4	378.1
Carrying value of disposed shares		(90.4)	(342.0)
Result on disposal of shares	**29**	**–**	**36.1**
Valuation gains		1,490.9	1,022.9
Valuation losses		(287.7)	(193.7)
Valuation movements	**30**	**1,203.2**	**829.2**
Impairment of goodwill		**(2.0)**	**–**
Net operating result before financing cost		**2,495.8**	**2,111.0**
Result from non-consolidated companies		7.1	9.9
Financial income		*93.6*	*81.9*
Financial expenses		*(422.1)*	*(383.0)*
Net financing costs	31	(328.6)	(301.1)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	14	(230.4)	43.4
Fair value adjustments of derivatives and debt	32	(219.3)	(234.0)
Debt discounting	33	0.5	(0.5)
Share of the result of associates	34	79.9	4.2
Income on financial assets	34	15.4	6.0
Result before tax		**1,820.4**	**1,638.8**
Income tax expenses	35	(136.0)	(120.9)
Net result for the period		**1,684.4**	**1,517.9**
Non-controlling interests[3]	36	225.7	193.3
Net result (Owners of the parent)[3]		**1,458.6**	**1,324.6**
Average number of shares (undiluted)		92,358,483	91,850,947
Net result for the period (Owners of the parent)		1,458.6	1,324.6
Net result for the period (Owners of the parent) per share (€)		**15.79**	**14.42**
Net result for the period restated (Owners of the parent)[4]		1,638.0	1,281.2
Average number of diluted shares		93,105,153	93,291,418
Diluted net result per share – Owners of the parent (€)		**17.59**	**13.73**

Net comprehensive income (€Mn)	Notes	2012	2011
Net result for the period		**1,684.4**	**1,517.9**
Foreign currency differences on translation of financial statements of subsidiaries		19.3	21.9
Gain/loss on net investment hedge		29.7	(14.4)
Cash flow hedge		(4.0)	1.4
Employee benefits[3]		(8.1)	3.2
Revaluation of shares available for sale		5.2	4.3
Other comprehensive income[5]	**37**	**42.1**	**16.3**
Net comprehensive income		**1,726.5**	**1,534.2**
Non-controlling interests		225.4	193.4
Net comprehensive income (Owners of the parent)		**1,501.0**	**1,340.9**

[1] Presentation complying with European Public Real estate Association best practice recommendations.
[2] In 2012, the property management fees reinvoiced to the tenants are reclassified in Gross rental income. The figures in 2011 have been restated accordingly.
[3] In 2012, the Group opted for an early adoption of IAS 19 Revised ("Employee benefits"). 2011 has been restated and €3.2 million were reclassified from "Consolidated result" to "Consolidated reserves".
[4] The impact of the fair value of the ORNANE is restated from the net result of the period (see section 2.1 "Accounting principles and consolidation methods" § 2.1.13).
[5] The other comprehensive income could be recycled, at any time, in the net result of the period.

Consolidated statement of financial position

(€Mn)	Notes	31/12/2012	31/12/2011
Non current assets		**28,797.5**	**25,426.1**
Investment properties	**1**	**26,658.3**	**24,055.9**
Investment properties at fair value		*25,912.8*	*23,419.1*
Investment properties at cost		*745.6*	*636.8*
Other tangible assets	2	200.4	198,4
Goodwill	3	269.4	296,8
Intangible assets	4	206.1	211,3
Loans and receivables	5	127.0	244,5
Financial assets[1]	6	77.0	8,8
Shares available for sale	7	118.1	113.0
Deferred tax assets	16	5.0	6.0
Derivatives at fair value	15	182.6	84.9
Shares and investments in companies consolidated under the equity method	8	953.5	206.6
Current assets		**773.6**	**977.2**
Properties under promise or mandate of sale	**1**	**–**	**221.5**
Trade receivables from activity	**10**	**278.5**	**282.5**
Property portfolio		238.3	257.4
Other activities		40.2	25.1
Other trade receivables	**11**	**429.7**	**390.9**
Tax receivables		167.0	179.3
Receivables on sale of property		–	3.4
Other receivables		200.8	155.1
Prepaid expenses		61.9	53.1
Cash and cash equivalents	**12**	**65.3**	**82.3**
Available for sale investments		2.2	2.3
Cash		63.1	80.0
Total assets		**29,571.1**	**26,403.3**
Shareholders' equity (Owners of the parent)		**12,902.5**	**11,636.1**
Share capital		474.5	459.0
Additional paid-in capital		5,838.2	5,712.0
Bonds redeemable for shares		1.4	1.4
Consolidated reserves[2]		5,112.3	4,166.5
Hedging and foreign currency translation reserves		17.6	(27.4)
Consolidated result[2]		1,458.6	1,324.6
Non-controlling interests		**1,583.1**	**1,419.4**
Total shareholders' equity		**14,485.6**	**13,055.5**
Non current liabilities		**11,723.9**	**10,127.0**
Long term commitment to purchase non-controlling interests	13	–	10.7
Net share settled bonds convertible into new and/or existing shares (ORNANE)	14	794.7	738.5
Long term bonds and borrowings	14	8,774.8	7,571.4
Long term financial leases	14	121.3	120.8
Derivatives at fair value	15	625.3	369.8
Deferred tax liabilities	16	1,016.0	965.3
Long term provisions	17	30.2	28.3
Employee benefits	17	20.0	10.9
Guarantee deposits		192.2	182.1
Tax liabilities	20	14.5	–
Amounts due on investments	18	134.7	129.3
Current liabilities		**3,361.6**	**3,220.8**
Amounts due to suppliers and other current debt	**19**	**965.5**	**759.1**
Amounts due to suppliers		127.0	117.3
Amounts due on investments	18	400.0	280.8
Sundry creditors		274.0	180.8
Other liabilities		164.5	180.2
Current borrowings and amounts due to credit institutions	**14**	**2,225.6**	**2,309.2**
Current financial leases	**14**	**2.6**	**4.6**
Tax and social security liabilities	**20**	**146.4**	**122.2**
Short term provisions	**17**	**21.5**	**25.7**
Total liabilities and equity		**29,571.1**	**26,403.3**

[1] The loans and receivables in 2011 have been restated in order to reclassifiy the shares in the line "Financial assets".
[2] In 2012, the Group opted for an early adoption of IAS 19 Revised ("Employee benefits"). 2011 has been restated and €3.2 million were reclassified from "Consolidated result" to "Consolidated reserves".

Consolidated statement of cash flows

(€Mn)	Notes	2012	2011
Operating activities			
Net result [1]		**1,684.4**	**1,517.9**
Depreciation & provisions[1]		16.1	21.4
Changes in value of property assets		(1,203.2)	(829.2)
Changes in value of financial instruments		449.7	190.7
Discounting income/charges		(0.5)	0.5
Charges and income relating to stock options and similar items		7.1	6.9
Other income and expenses		–	0.3
Net capital gains/losses on sales of consolidated subsidiaries		–	(36.1)
Net capital gains/losses on sales of properties[2]		(17.6)	(35.2)
Income from companies consolidated under the equity method		(79.9)	(4.2)
Income on financial assets		(15.4)	(6.0)
Dividend income from non-consolidated companies		(7.3)	(9.9)
Net financing costs		328.6	301.1
Income tax charge		136.0	120.9
Cash flow before net financing costs and tax		**1,297.9**	**1,239.1**
Income on financial assets		14.8	6.0
Dividend income and result from companies under equity method or non consolidated		17.3	7.8
Income tax paid	38	(33.2)	(17.2)
Change in working capital requirement		34.5	(16.6)
Total cash flow from operating activities		**1,331.3**	**1,219.0**
Investment activities			
Property activities		**(1,497.5)**	**(265.6)**
Acquisition of consolidated subsidiaries	39	(481.9)	(357.1)
Amounts paid for works and acquisition of property assets	40	(1,362.1)	(1,245.6)
Exit tax payment		(8.6)	(0.5)
Repayment of property financing		8.3	1.0
Increase of property financing	41	(63.7)	(1.3)
Disposal of consolidated subsidiaries	39	155.1	503.4
Disposal of investment properties	42	255.5	834.6
Finance leasing and short-term lending activities		**0.3**	**(0.1)**
Repayment of finance leasing		0.3	(0.1)
Financial activities		**21.1**	**(105.5)**
Acquisition of financial assets		(4.9)	(108.6)
Disposal of financial assets		25.6	3.0
Change in financial assets		0.4	–
Total cash flow from investment activities		**(1,476.1)**	**(371.2)**
Financing activities			
Capital increase of parent company		131.6	19.3
Change in capital from company with non-controlling shareholders		(0.5)	7.5
Distribution paid to parent company shareholders	43	(735.4)	(735.2)
Dividends paid to non-controlling shareholders of consolidated companies		(9.8)	(3.1)
Purchase of treasury shares		–	(17.3)
New borrowings and financial liabilities	44	4,077.8	2,758.2
Repayment of borrowings and financial liabilities	44	(2,983.7)	(2,410.7)
Financial income	45	95.7	82.3
Financial expenses	45	(376.1)	(386.1)
Other financing activities		(71.3)	(159.0)
Total cash flow from financing activities		**128.4**	**(844.0)**
Change in cash and cash equivalents during the period		**(16.5)**	**3.8**
Cash at the beginning of the year		**73.5**	**70.9**
Effect of exchange rate fluctuations on cash held		**(0.7)**	**(1.2)**
Cash at period-end[3]	**46**	**56.3**	**73.5**

[1] In 2012, the Group opted for an early adoption of IAS 19 Revised ("Employee benefits"). 2011 has been restated and €3.2 million were reclassified from "Consolidated result" to "Consolidated reserves".
[2] Includes capital gains/losses on property sales, disposals of short term investment properties, disposals of finance leasing and disposals of operating assets.
[3] Cash and equivalents include bank accounts and current accounts with terms of less than three months, less bank overdrafts.

The financial statements are presented in millions of euros, rounded to the nearest hundred thousand and, as a result, slight differences between rounded figures could exist in the different statements.

Consolidated statement of changes in equity

(€Mn)	Share capital	Additional paid-in capital	Bonds redeemable for shares	Consolidated reserves	Consolidated net result	Hedging & foreign currency translation reserves[1]	Total Owners of the parent	Non-controlling interests	Total Shareholder's equity
Equity as at 31/12/2010	**458.7**	**5 948.2**	**1.8**	**2,465.1**	**2,187.6**	**(36.2)**	**11,025.2**	**1,345.4**	**12,370.6**
Profit or loss of the period	–	–	–	–	1,324.6	–	1,324.6	193.3	1,517.9
Other comprehensive income	–	–	–	7.5	–	8.8	16.3	0.1	16.4
Net comprehensive income	**–**	**–**	**–**	**7.5**	**1,324.6**	**8.8**	**1,340.9**	**193.4**	**1,534.3**
Earnings appropriation	–	–	–	2,187.6	(2,187.6)	–	–	(66.2)	(66.2)
Dividends related to 2010	–	(237.7)	–	(497.5)	–	–	(735.2)	–	(735.2)
Stock options and Company Savings Plan	0.9	18.3	–	–	–	–	19.2	–	19.2
Conversion of Bonds redeemable for shares	–	–	(0.4)	–	–	–	(0.4)	–	(0.4)
Cancellation of treasury shares	(0.7)	(16.7)	–	–	–	–	(17.4)	–	(17.4)
Share based payment	–	–	–	6.9	–	–	6.9	–	6.9
Changes in scope of consolidation and other movements	–	–	–	(3.0)	–	–	(3.0)	(53.2)	(56.2)
Equity as at 31/12/2011	**459.0**	**5,712.0**	**1.4**	**4,166.5**	**1,324.6**	**(27.4)**	**11,636.1**	**1,419.4**	**13,055.5**
Profit or loss of the period	–	–	–	–	1,458.6	–	1,458.6	225.7	1,684.3
Other comprehensive income	–	–	–	(2.6)	–	45.0	42.4	(0.3)	42.1
Net comprehensive income	**–**	**–**	**–**	**(2.6)**	**1,458.6**	**45.0**	**1,501.0**	**225.4**	**1,726.4**
Earnings appropriation	–	–	–	1,324.6	(1,324.6)	–	–	(60.1)	(60.1)
Dividends related to 2011	–	–	–	(735.4)	–	–	(735.4)	–	(735.4)
Stock options and Company Savings Plan	5.5	126.2	–	–	–	–	131.6	–	131.6
Conversion of ORNANE[2]	10.1	–	–	352.0	–	–	362.1	–	362.1
Share based payment	–	–	–	7.1	–	–	7.1	–	7.1
Changes in scope of consolidation and other movements	–	–	–	–	–	–	–	(1.6)	(1.6)
Equity as at 31/12/ 2012	**474.5**	**5,838.2**	**1.4**	**5,112.3**	**1,458.6**	**17.6**	**12,902.5**	**1,583.1**	**14,485.6**

[1] The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. It is also used to record the effect of hedging net investments in foreign operations.
[2] The Ornane issued in 2009 have been almost fully converted in 2012.

Changes in share capital

	Total number of shares
As at 01/01/2011	**91,745,924**
Capital increase reserved for employees under Company Savings Plan	28,766
Exercise of stock options	169,463
Bonds redeemable for shares	1,881
Conversion of ORNANE	5
Cancellation of treasury shares	(139,150)
As at 31/12/2011	**91,806,889**
Capital increase reserved for employees under Company Savings Plan	41,077
Exercise of stock options	1,030,572
Bonds redeemable for shares	435
Conversion of ORNANE	2,013,007
As at 31/12/2012	**94,891,980**

Shares in the parent company (Unibail-Rodamco SE) pledged by third parties

At year-end 2012, 334,075 shares held in a registered custodian account were pledged, while no standard registered shares were pledged.

2. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

On January 30, 2013, the Management Board approved the consolidated financial statements of Unibail-Rodamco SE for the year ended December 31, 2012 and authorised their publication.

These consolidated financial statements will be submitted to the approval of the annual general meeting scheduled on April 25, 2013.

2.1. Accounting principles and consolidation methods

In accordance with EC regulation no. 1606/2002 of July 19, 2002, on the application of international accounting standards, Unibail-Rodamco has prepared its consolidated financial statements for the financial year ending December 31, 2012 under International Financial Reporting Standards (IFRS) as adopted in the European Union and applicable at this date.

These can be consulted on the website http://ec.europa.eu/internal_market/accounting/ias/index_en.htm

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, 2011, except for the application of the following new obligatory standards and interpretations:
- IFRS 7 A: Disclosures – Transfers of Financial Assets;
- IAS 12 A: Deferred Tax – Recovery of Underlying Assets.

These standards, amendments and interpretations do not have a significant impact on the Group's accounts.

In 2012, the Group opted for an early adoption of IAS 19 Revised ("Employee benefits"). Thus, the actuarial gains and losses are now accounted for in other comprehensive income instead of the consolidated result. The impact in the consolidated accounts as at December 31, 2012 is -€8.1 million in other comprehensive income. Furthermore, 2011 has been restated and an actuarial gain of €3.2 million was reclassified from "Consolidated result" to "Consolidated reserves".

The following norms and amendments have been adopted by the European Union as at December 31, 2012 but with a later effective date of application and were not applied in advance:
- IFRS 10: Consolidated Financial Statements;
- IFRS 11: Joint arrangements;
- IFRS 12: Disclosures of Interests in other entities;
- IFRS 13: Fair value measurement;
- IAS 28: Investments in associates and joint ventures;
- IAS 1 A: Presentation of financial statements – presentation of items of other comprehensive income;
- IFRS 7 A: Disclosures – Offsetting Financial Assets and Financial Liabilities;
- IAS 32 A: Offsetting Financial Assets and Financial Liabilities.

The measurement of the potential impacts of these texts on the consolidated accounts of Unibail-Rodamco is ongoing.

The Group currently expects to opt for early adoption of the new IFRS 10-11-12 in 2013. Regarding these norms, and particularly the new definition of control, an impact analysis has been carried out. The Group does not anticipate any significant modification of the scope of consolidation, except for the entities currently under joint control. The application of IFRS 10 & 11 would lead to consolidation under equity method of 26 companies currently consolidated under the proportional method. If IFRS 10 and 11 had been applied in 2012, it would have impacted the net rental income by -€48.7 million and on the investment properties portfolio by -€1,200.5 million. Following the change of consolidation method from proportional to equity method, no impact on the net result owner of the parent would be expected.

The following texts were published by the IASB but have not yet been adopted by the European Union:

- Annual improvements to IFRS (the 2009-2011 cycle), which include amendments to the following standards:
  – IAS 1: Presentation of Financial Statements,
  – IAS 16: Property, Plant and Equipment,
  – IAS 32: Financial Instruments – Presentation;
- Transition guidance (Amendments to IFRS 10, 11, 12);
- Investment entities (Amendments to IFRS 10, IFRS 12 and IAS 27);
- IFRS 9: Financial instruments.

Estimations and assumptions

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by management, particularly with regards to the fair value of investment properties and financial instruments as well as the valuation of goodwill and intangible assets.

The most significant estimates are set out in the notes to the consolidated financial statements: for the valuation of investment properties in section 2.1 § 2.1.5 "Asset valuation methods" and section 2.5 note 1 "Investment properties", for the goodwill and intangible assets, respectively in section 2.1 § 2.1.3 "Business combinations" and § 2.1.5 "Asset valuation methods" and, for fair value of financial instruments, in section 2.5 note 15 "Hedging instruments". Actual future results or outcomes may differ from these estimates. The property portfolio and intangible assets used by the Shopping centres, Offices and Convention-Exhibition segments are valued by independent appraisals.

The consolidated financial statements under IFRS concern the financial years ending December 31, 2012 and December 31, 2011.

2.1.1. Options selected under IFRS 1

When adopting IFRS for the first time, IFRS 1 grants certain exemptions with regards to the application of other IFRS. These exemptions are optionally applied.

The exemptions applied relate mainly to business combinations, where the application of IFRS 3 "Business combinations" retrospectively to business combinations which occurred prior to the transition to IFRS is optional. Unibail-Rodamco has chosen to use this exemption.

Unibail-Rodamco has chosen not to apply other options provided by IFRS 1.

2.1.2. Scope and methods of consolidation

The scope of consolidation includes all companies controlled by Unibail-Rodamco and all companies in which the Group exercises joint control or significant influence.

The method of consolidation is determined by the type of control exercised:

- control: fully consolidated. Control is presumed if Unibail-Rodamco, directly or indirectly, holds an interest of more than 50%, unless there is clear evidence that this shareholding does not provide control. Full control also exists when the parent company holds 50% or less of the voting rights in a company and has authority regarding the company's financial and operational strategies and can appoint or dismiss the majority of members of the Board of Directors or an equivalent decision-making body;
- joint control: proportionally consolidated. This is demonstrated by the sharing of control of an economic activity under a contractual agreement. It requires the unanimous agreement of partners for operating, strategic and financial decisions;
- significant influence: consolidated under the equity method. Significant influence is identified when there is authority to contribute to financial and operational decision-making of the company concerned, but without exercising control over its policies. Significant influence is assumed where the Group directly or indirectly holds 20% or more of voting rights in a company.

The consolidated financial statements are established by integrating the individual financial statements of Unibail-Rodamco SE with all relevant subsidiaries over which Unibail-Rodamco exercises control. Subsidiaries closing their accounts more than three months before or after Unibail-Rodamco's closing date prepare pro forma interim statements to December 31, determined on a 12-month basis.

2.1.3. Business combinations

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.

The Group continues to measure the non-controlling interest at the proportionate share of the acquiree's identifiable net assets.

Acquisition costs incurred are booked as expenses. For the companies consolidated under 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, liabilities, off-balance sheet items and contingent liabilities of the acquired company are valued individually at their market value regardless of their purpose. The analysis and appraisals required for the initial valuation of these items, as well as any corrections based on new information, may be carried out within 12 months of the date of acquisition.

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 income statement.

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 income statement.

Goodwill

Goodwill only arises upon a business combination and is initially measured as the residual cost of the business combination after recognising the acquiree's identifiable assets, liabilities, and contingent liabilities. Subsequently the goodwill is carried at cost and is subject to regular reviews by the Group and impairment tests at least once per year or whenever there is an indication of impairment. At the date of acquisition, goodwill is allocated to one or more cash-generating units expected to benefit from the acquisition. The recoverable amount of a cash-generating unit is determined using the most appropriate method, most commonly the discounted cash flows method, and is applied to the full cash-generating unit rather than each legal entity.

Goodwill may arise on acquiring an asset via a share deal, where the Group inherits the fiscal basis of the assets. As IFRS require recognition of deferred taxes on a nominal basis, while share transactions are based on market value of these taxes, a difference may appear that is reflected in the goodwill. The impairment of this goodwill is calculated according to the amounts of tax optimisation existing at the date of reporting.

Under IFRS 3 Revised, acquisition of additional shares from non-controlling shareholders are regarded as equity transactions 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 – Owners of the parent. Any subsequent change in debt is also accounted for as equity – Owners of the parent. Income from non-controlling interests and dividends are booked in equity – Owners of the parent.

2.1.4. Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). Consideration in determining the functional currency is given to the denomination of the major cash flows of the entity *e.g.* revenues and financing. As a consequence, the Group uses the functional currency rather than the local currency for the following entities: euro for the property companies in Czech Republic, Hungary, Slovakia and Poland.

The consolidated financial statements are presented in euros, which is the Group's functional and presentation currency.

Foreign currency transactions and balances

Transactions in foreign currencies are translated into euro at the spot exchange rate on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the accounting date are translated into euro at the exchange rate on that date. Foreign exchange differences arising on translation 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.

Exchange differences arising on the settlement of currency transactions or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or in previous financial statements are recognised in the income statement account in the year in which they arise. Translation differences on non-monetary financial assets and liabilities that are stated at fair value are reported as part of the fair value gain or loss.

Foreign currency transactions are translated into the functional currency of the Group using the exchange rates at the date of transactions. Foreign exchange gains and

losses resulting from settlement of these transactions are recognised in the income statement. Foreign exchange gains and losses resulting from the retranslation of monetary assets and liabilities denominated in foreign currencies are also recognised in the income statement with the exception of:
- unrealised translation results on net investments;
- 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 directly in equity, whereas those relating to the ineffective portion are recognised in the income statement account.

Group companies with a functional currency different from the presentation currency

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:
- the assets and liabilities, including goodwill and fair value adjustments arising on consolidation, are translated into euro at foreign exchange rates ruling at the accounting date;
- income and expenses are translated into euro at rates approximating the foreign exchange rates ruling at the dates of the transactions;
- all resulting exchange rate differences are recognised as a separate component of equity (currency translation reserve);
- 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.

2.1.5. Asset valuation methods

Investment properties (IAS 40)

Under the benchmark treatment recommended by IAS 40, investment properties are shown at their market value.

Transaction costs incurred for an asset deal are capitalised in the value of the investment property.

Investment Properties Under Construction (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 valued at fair value by an external appraiser. Projects for which the fair value is not reliably determinable are valued at cost until such time that a fair value valuation becomes reliable, or until one year before the construction completion.

The development project is eligible for a fair value measurement once all three 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;
- substantial uncertainty in future rental income has been eliminated.

If the time to delivery is less than one year, the project has to be taken at fair value.

For the Investment Properties Under Construction whose fair value could be reliably measured, the difference between market value and cost value is entirely recognised in the income statement.

Properties under construction carried at cost are subject to impairment tests, determined on the basis of the estimated fair value of the project. The fair value of a project is assessed by the Development & Investment teams through a market exit capitalisation rate and the targeted net rents at completion. When the fair value is lower than net book value, an impairment provision is booked.

For properties measured at fair value, the market value adopted by Unibail-Rodamco is determined on the basis of appraisals by independent external experts, who value the Group's portfolio as at June 30 and December 31 of each year. A discount is applied to the gross value in order to reflect disposal costs and transfer taxes[1], depending on the country and on the tax situation of the property.

As at December 31, 2012, independent experts have appraised 95% of Unibail-Rodamco's portfolio.

For the Shopping centres and Offices portfolios, the valuation principles adopted are based on a multi-criteria approach. The independent appraisers determine the fair market value based on the results of two methods: the discounted cash flow methodology as well as the yield methodology. Furthermore, the resulting valuations are cross-checked against the initial yield, value per square meter 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 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. 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

[1] *Transfer taxes are valued on the assumption that the property is sold directly, even though the cost of these taxes can, in certain cases, be reduced by selling the property's holding company.*

rental levels, growth, investment requirements, void periods, incentives) or in the applied required returns or discount rates.

For the Convention-Exhibition portfolio, the valuation methodology adopted is mainly based on a discounted cash flow model applied to total net income projected over the life of the concession (notably the Porte de Versailles concession[1]) or leasehold, if it exists or otherwise over a 10-year period, with an estimation of the asset's 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.

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 promise or mandate of sale are identified separately in the statement of financial position.

Other tangible assets

Under the preferential method proposed by 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 four components of a property are the main structure, the facade, technical equipment and finishing fixtures and fittings, depreciated respectively over 60, 30, 20 and 15 years for Offices properties and 35, 25, 20 and 15 years for Shopping centres assets.

The property owned and occupied by the Group, located at 7, place Adenauer, Paris 16th, is classified in "Other tangible assets".

If the appraisal value of a property is lower than net book value, an impairment provision is booked.

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 are capitalised.

Capitalisation of borrowing costs starts when an Investment Property Under Construction is recognised as an asset 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.

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. The useful life of an asset is reviewed each year and an impairment test is carried out whenever there is an indication of impairment.

Intangible assets with an indefinite useful life are not amortised but their life span is reviewed each year. These assets are subject to impairment tests annually or whenever there is an indication of impairment, which consists of comparing the book value with the recoverable amount of the intangible. The recoverable amount of an asset or a cash-generating unit is the maximum between its fair value less disposal costs and its value in use. It is assessed on the basis of the present value of expected future cash flows from the continued use of the asset and its terminal value. Impairment tests are carried out by grouping assets together into cash-generating units. In the case of reduction in value, a corresponding impairment charge is recognised in the income statement.

The intangible assets recognised on Viparis entities are valued by external appraisers. If the appraisal value of an intangible asset is lower than net book value, an impairment provision is booked.

[1] For Porte de Versailles asset valuations, a concession renewal probability of 22.5% was assumed by the appraiser.

2.1.6. Leasing

Leases are classified as finance leases when they transfer substantially all risks and rewards of ownership of the leased asset to the lessee. Otherwise they are classified as operating leases.

- The Group's remaining finance leasing activity as lessor represents a residual outstanding amount of €0.2 million as at December 31, 2012.
- **Ground leaseholds**: based on the analysis of existing contracts, IAS 17 and IAS 40, a leasehold may be classified as either an operating lease or a finance lease. The classification is made on a contract-by-contract basis and depends on the risks and rewards transferred to the Group.
  - For the leaseholds recognised as operating leases, rental payments are recognised as expenses in the income statement. Rental payments made at the beginning of the contract are classified as prepaid expenses and expensed over the life of the contract.
  - Buildings constructed on land under a lease agreement are recognised in accordance with the accounting principles described in § 2.1.5.

Revenue recognition

Accounting treatment of investment properties leases

Assets leased as operating leases are recorded on the statement of financial position as investment property assets. Rental revenue is recorded on a straight-line basis over the firm duration of the lease.

Rents and key money

Under IAS 17 and SIC 15, the financial impacts of terms set out in the lease agreement are spread over the fixed duration of the lease starting from the date the premises are made available to the tenant. This applies to rent-free periods, step rents and key money.

Eviction costs

Compensation payments to evicted tenants may be capitalised, in view of securing higher rentals through new lease agreements on improved terms and which ultimately enhance or at least maintain asset performance.

Delivery of an Investment Property

In case of an Investment property Under Construction, revenues are recognised once spaces are delivered to tenants.

2.1.7. Financial instruments (IAS 32 / IAS 39 / IFRS 7)

The recognition and measurement of financial assets and liabilities are defined by the standard IAS 39.

a. Classification and measurement of non-derivative financial assets and liabilities

Loans and receivables

Loans and receivables, acquired or granted, not held for the purpose of trading or sale, are recorded on the statement of financial position as "Loans and receivables". After initial recording, they are measured at amortised cost based on the effective interest rate. They may be subject to impairment when necessary.

Financial assets

They comprise shares on non-consolidated companies and bonds held to maturity. After initial recording, they are measured at amortised cost. They may be subject to impairment when necessary.

Available-for-sale securities

These are non-derivative financial assets held for an undetermined period that may be sold by the Group at any time. They are measured at their fair value at the accounting date and recorded as available-for-sale investments. Interest accrued or received on fixed-income securities is recorded as income based on the effective interest rate. Changes in market value other than income are recorded in other comprehensive income. Fair value variations are recorded on the income statement if the asset is sold or significantly impaired.

Non-derivative financial liabilities

Non-derivative financial liabilities are measured after initial booking at amortised cost using the effective interest rate.

In certain cases, IAS 39 permits financial liabilities to be designated at fair value upon initial recording. This treatment was applied for the net share settled bonds convertible into new and/or existing shares (ORNANE) issued in April 2009 as well as to the new ORNANE issued in September 2012.

Being a financial debt with an embedded derivative, and based on the option provided by IAS 39, the ORNANE convertible bond, net of net of the issuance costs' write off, 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. The accrued interest is classified in the consolidated statement of financial position on the line "Current borrowings and amounts due to credit institutions". The interest expenses are booked based on the contractual's interest rates and are classified in the statement of comprehensive income on the line "Net financing costs".

b. Classification and measurement of financial derivatives and hedge accounting

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.

Unibail-Rodamco has a macro-hedging strategy for its debt. Except for currency derivatives, it has chosen not to use the hedge accounting proposed by IAS 39. All such derivatives are therefore measured at their market value and any fair value variations are recorded in the income statement.

Regarding the currency derivatives, they aim at hedging the investments made in countries outside of the Eurozone. Therefore the majority of currency swaps and forward contracts are designated as a net investment hedge. The portion of the gain or loss on these instruments that is determined to be an effective hedge is recognised directly in equity (currency translation reserve). The ineffective portion is recognised directly in the income statement, as fair value changes derivative financial instruments.

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 account. Both the changes in fair value of the forward contracts and the foreign exchange gains and losses relating to the monetary items are recognised as part of "financing result" as these instruments are designated as hedging instruments.

2.1.8. 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 and ground leases have been discounted up to the payment date.
- The exit tax liability payable over a four-year period (to qualify for the SIIC tax regime) is discounted.
- Provisions for material liabilities taken under IAS 37 are discounted over the estimated duration of the disputes they cover.
- Guarantee deposits received from tenants have not been discounted given the negligible impact of discounting.

2.1.9. Taxes

The Group companies are taxable according to the tax rules of their country. In some countries, special tax regimes for public property companies exist.

French SIIC status (*Société d'Investissement Immobilier Cotée*)

Most of the French property companies which are eligible for SIIC tax status have opted for this regime. Recurring income and capital gains are exempted from French tax but the companies are required to distribute 85% of their recurring income, 50% of capital gains and 100% of dividends received from SIIC subsidiaries.

Due to the diversity of its business activities, Unibail-Rodamco SE undergoes a specific tax treatment:

- its SIIC-eligible business is exempt from tax on recurring income and capital gains on disposals;
- activities relating to finance leasing contracts signed before January 1, 1991 are tax exempt;
- all other operations are taxable.

Dutch FBI regime

The requirements for FBI companies are partly related to their activities and their shareholding base. According to the Dutch Ministry of Finance, Unibail-Rodamco itself does not qualify as an FBI, as it is deemed not to meet the activity test. Therefore, as reported in its press release of December 11, 2009, Unibail-Rodamco expects that the Dutch tax authorities will deny the status of FBI in The Netherlands for Unibail-Rodamco's Dutch activities for 2010 onwards. Differences between the French SIIC and the Dutch FBI regime, although materially insignificant in the Group's case, proved to be irreconcilable for the Dutch tax authorities.

Although Unibail-Rodamco does not agree with the viewpoint of the Dutch tax authorities, it continues to apply a prudent view in its 2012 accounts, based on the assumption that the Dutch activities from 2010 onwards will be taxable. Due to significant Dutch tax-loss carry forwards the Group has realised, this had no impact on the Group's recurring result for 2012, and will not have a material impact on its recurring results for the foreseeable future.

Income tax and deferred tax

Corporate income tax

Corporate income tax is calculated using appropriate local rules and rates.

In France, the companies which pay income tax are mainly the Viparis entities and some property services companies. The other companies which are not eligible for SIIC tax status are grouped under tax consolidation sub-groups, which have opted for the tax consolidation scheme.

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 booked 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 utilised.

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;
- the recognition of intangible assets identified on Viparis entities, particularly Viparis Porte de Versailles and Viparis Nord Villepinte.

2.1.10. Share-based payments

Under IFRS 2, all transactions relating to share-based payments must be recognised in the income statement. This is the case for Unibail-Rodamco's Stock Option Plan, Performance Shares Plan and Company Savings Plan.

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 acquired at the end of the vesting period (estimation of the turnover) is booked 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 criteria, have been valued using a Monte Carlo model.

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.

The additional expenses incurred by the stock option plans, performance shares plans and company savings plan are classified under personnel expenses.

2.1.11. Employee benefits

In 2012, the Group opted for an early adoption of IAS 19 Revised ("Employee benefits"). 2011 has been restated accordingly.

Under IAS 19 Revised, 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 booked 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 booked to liabilities to cover all of 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's 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.

The Dutch companies have pension plans with both defined contribution as well as defined benefit components. For the latter, commitments are recorded as a provision.

Provisions are booked for retirement allowances relating to defined benefit schemes based on the net present value of these future allowances. According to IAS 19 Revised, the actuarial gains and losses are accounted for in the "other comprehensive income".

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.

Except for the provision for retirement allowances, no commitments relating to long term or post-employment benefits need to be accrued.

2.1.12. Business segment reporting

Segment information is presented in respect of the Group's divisions and geographical segments, based on the Group's management and internal reporting structure.

Business segments

The Group presents its result by segment: Shopping centres, Offices, Convention-Exhibition and Property services.

The Convention-Exhibition segment comprises management of exhibition venues (Viparis), management of hotels (Pullman-Montparnasse and Cnit-Hilton hotels operated under an operational lease agreement, and Lyon Confluence hotel operated under a management contract) and the organisation of exhibitions (Comexposium), the latter consolidated under the equity method.

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 billion in property investment and a local organisation dedicated to all three business lines: the "owner function" (asset selection and management including pipeline), Shopping centre management, and the finance function.

The following are considered home regions based on specific operational and strategic factors:

- France;
- Spain;
- Central Europe, managed from Prague, including the Czech Republic, Germany, Hungary and Poland;
- Austria, managed from Vienna, including Austria and Slovakia;
- Nordic countries, managed from Stockholm, including Sweden, Denmark and Finland;
- The Netherlands.

2.1.13. Earnings per share

The earnings per share indicator is calculated by dividing net result (owners of the parent) 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 bonds redeemable for shares (ORA) and 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 is restated from the net result when taking into account the dilutive impact.

2.1.14. Current and non-current assets and liabilities

In accordance with IAS 1 "Presentation of Financial Statements", assets and liabilities other than consolidated shareholders' equity are classified in the statement of financial position as "current" when they are due or payable within twelve months of the accounting date.

2.2. Business segment report

Consolidated income statement by segment

(€Mn)			2012 Recurring activities	2012 Non-recurring activities[3]	2012 Result	2011 Recurring activities	2011 Non-recurring activities[3]	2011 Result
Shopping centres	France	Gross rental income[1]	599.4	–	599.4	552.6	–	552.6
		Operating expenses & net service charges[1]	(62.7)	–	(62.7)	(53.2)	–	(53.2)
		Net rental income	**536.7**	**–**	**536.7**	**499.3**	**–**	**499.3**
		Gains/losses on sales of properties	–	6.7	6.7	–	8.4	8.4
		Valuation movements	–	765.6	765.6	–	352.9	352.9
		Result Shopping centres France	**536.7**	**772.3**	**1,309.0**	**499.3**	**361.3**	**860.7**
	Spain	Gross rental income	155.7	–	155.7	139.8	–	139.8
		Operating expenses & net service charges	(15.0)	–	(15.0)	(11.1)	–	(11.1)
		Net rental income	**140.7**	**–**	**140.7**	**128.7**	**–**	**128.7**
		Valuation movements	–	(77.4)	(77.4)	–	60.7	60.7
		Impairment of Goodwill	–	(2.0)	(2.0)	–	–	–
		Result Shopping centres Spain	**140.7**	**(79.3)**	**61.4**	**128.7**	**60.7**	**189.4**
	Central Europe	Gross rental income	113.4	–	113.4	105.5	–	105.5
		Operating expenses & net service charges	(5.2)	–	(5.2)	(4.2)	–	(4.2)
		Net rental income	**108.2**	**–**	**108.2**	**101.3**	**–**	**101.3**
		Contribution of affiliates	18.1	64.6	82.7	–	–	–
		Gains/losses on sales of properties	–	–	–	–	5.4	5.4
		Valuation movements	–	261.7	261.7	–	202.6	202.6
		Result Shopping centres Central Europe	**126.3**	**326.3**	**452.6**	**101.3**	**208.0**	**309.3**
	Austria	Gross rental income	106.5	–	106.5	94.2	–	94.2
		Operating expenses & net service charges	(4.6)	–	(4.6)	(4.6)	–	(4.6)
		Net rental income	**101.9**	**–**	**101.9**	**89.6**	**–**	**89.6**
		Gains/losses on sales of properties	–	–	–	–	3.0	3.0
		Valuation movements	–	128.1	128.1	–	71.4	71.4
		Result Shopping centres Austria	**101.9**	**128.1**	**230.1**	**89.6**	**74.3**	**163.9**
	Nordic countries	Gross rental income	107.5	–	107.5	113.9	–	113.9
		Operating expenses & net service charges	(19.7)	–	(19.7)	(23.7)	–	(23.7)
		Net rental income	**87.8**	**–**	**87.8**	**90.2**	**–**	**90.2**
		Gains/losses on sales of properties	–	11.4	11.4	–	30.9	30.9
		Valuation movements	–	164.7	164.7	–	69.6	69.6
		Result Shopping centres Nordic countries	**87.8**	**176.1**	**263.8**	**90.2**	**100.6**	**190.8**
	The Netherlands	Gross rental income	76.9	–	76.9	83.0	–	83.0
		Operating expenses & net service charges	(7.7)	–	(7.7)	(8.0)	–	(8.0)
		Net rental income	**69.2**	**–**	**69.2**	**75.0**	**–**	**75.0**
		Gains/losses on sales of properties	–	0.8	0.8	–	17.3	17.3
		Valuation movements	–	41.3	41.3	–	19.5	19.5
		Result Shopping centres The Netherlands	**69.2**	**42.1**	**111.3**	**75.0**	**36.8**	**111.8**
		Total result Shopping centres	**1,062.5**	**1,365.6**	**2,428.1**	**984.1**	**841.8**	**1,825.8**

(€Mn)			2012 Recurring activities	2012 Non-recurring activities[3]	2012 Result	2011 Recurring activities	2011 Non-recurring activities[3]	2011 Result
Offices	France	Gross rental income	150.6	–	150.6	154.4	–	154.4
		Operating expenses & net service charges	(4.4)	–	(4.4)	0.8	–	0.8
		Net rental income	**146.2**	**–**	**146.2**	**155.2**	**–**	**155.2**
		Gains/losses on sales of properties	–	(3.6)	(3.6)	–	4.7	4.7
		Valuation movements	–	(106.8)	(106.8)	–	(34.3)	(34.3)
		Result Offices France	**146.2**	**(110.4)**	**35.8**	**155.2**	**(29.5)**	**125.7**
	Other countries	Gross rental income	32.1	–	32.1	34.2	–	34.2
		Operating expenses & net service charges	(5.7)	–	(5.7)	(4.9)	–	(4.9)
		Net rental income	**26.4**	**–**	**26.4**	**29.3**	**–**	**29.3**
		Gains/losses on sales of properties	–	1.3	1.3	–	2.6	2.6
		Valuation movements	–	0.9	0.9	–	8.2	8.2
		Result Offices other countries	**26.4**	**2.2**	**28.6**	**29.3**	**10.8**	**40.1**
		Total result Offices	**172.6**	**(108.2)**	**64.4**	**184.5**	**(18.7)**	**165.8**
Convention-Exhibition	France	Gross rental income	194.8	–	194.8	181.1	–	181.1
		Operating expenses & net service charges	(103.6)	–	(103.6)	(96.3)	–	(96,3)
		Net rental income	**91.1**	**–**	**91.1**	**84.8**	**–**	**84.8**
		On site property services	**46.5**	**–**	**46.5**	**37.2**	**–**	**37.2**
		Hotels net rental income	**9.5**	**–**	**9.5**	**8.6**	**–**	**8.6**
		Exhibitions organising	**19.6**	**(7.0)**	**12.6**	**10.8**	**(0.6)**	**10.2**
		Valuation movements, depreciation, capital gains	(12.6)	25.1	12.5	(12.1)	78.4	66.2
		Total result Convention-Exhibition	**154.1**	**18.1**	**172.3**	**129.2**	**77.7**	**206.9**
		Other property services net operating profit	22.7	–	22.7	17.3	–	17.3
		Other net income	7.1	–	7.1	7.2	2.7	10.0
Total operating result and other income			**1,419.0**	**1,275.6**	**2,694.6**	**1,322.4**	**903.5**	**2,225.9**
		General expenses[2]	(85.2)	(6.6)	(91.8)	(86.7)	(2.9)	(89.6)
		Development expenses	(4.5)	–	(4.5)	(5.2)	–	(5.2)
		Financing result	(328.6)	(449.3)	(777.8)	(301.1)	(191.1)	(492.3)
Result before tax			**1,000.7**	**819.7**	**1,820.4**	**929.4**	**709.5**	**1,638.8**
		Income tax expenses	(16.7)	(119.3)	(136.0)	(12.1)	(108.8)	(120,9)
Net result for the period			**984.0**	**700.4**	**1,684.4**	**917.2**	**600.7**	**1,517.9**
		Non-controlling interests[2]	97.7	128.1	225.7	90.8	102.5	193.3
Net result – Owners of the parent[2]			**886.3**	**572.3**	**1,458.6**	**826.4**	**498.2**	**1,324.6**
Average number of shares and ORA			92,368,457			91,862,849		
Recurring earnings per share (€)			**9.60**			**9.00**		
Recurring earnings per share growth			**6.7%**					

[1] In 2012, the property management fees reinvoiced to the tenants are reclassified in Gross rental income. The figures in 2011 have been restated accordingly.
[2] In 2012, the Group opted for an early adoption of IAS 19 Revised ("Employee benefits"). 2011 has been restated and €3.2 million were reallocated from "Consolidated result" to "Consolidated reserves".
[3] Non-recurring activities include valuation movements, disposals, mark-to-market of financial instruments, impairment of goodwill or recognition of negative goodwill as well as costs directly incurred during a business combination and other non-recurring items.

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, 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 also split between recurring taxes and non-recurring taxes.

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);
- 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).

Reconciliation between the Results by segment and the income statement of the period (EPRA format) for 2012

	Shopping centres							Offices			C.E.[1]		
(€Mn)	France	Spain	Central Europe	Austria	Nordic countries	The Netherlands	Total Shopping centres	France	Others	Total Offices	France	Not allocated	Total 2012
Gross rental income	599.4	155.7	113.4	106.5	107.5	76.9	1,159.4	150.6	32.1	182.6	206.4	–	1,548.3
Net rental income	**536.7**	**140.7**	**108.2**	**101.9**	**87.8**	**69.2**	**1,044.4**	**146.2**	**26.4**	**172.6**	**100.6**	**–**	**1,317.6**
Administrative expenses	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(89.7)**	**(89.7)**
Acquisition and related costs	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(6.6)**	**(6.6)**
Revenues from other activities	–	–	–	–	–	–	–	–	–	–	121.2	55.9	177.1
Net other income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**33.9**	**22.7**	**56.6**
Result on disposal of investment properties and shares	**6.7**	**–**	**–**	**–**	**11.4**	**0.8**	**18.9**	**(3.6)**	**1.3**	**(2.3)**	**–**	**–**	**16.6**
Valuation movements	**765.6**	**(77.4)**	**261.7**	**128.1**	**164.7**	**41.3**	**1,284.0**	**(106.8)**	**0.9**	**(105.9)**	**25.1**	**–**	**1,203.2**
Impairment of goodwill	**–**	**(2.0)**	**–**	**–**	**–**	**–**	**(2.0)**	**–**	**–**	**–**	**–**	**–**	**(2.0)**
Net operating result before financing cost	**1,309.0**	**61.4**	**369.9**	**230.1**	**263.8**	**111.3**	**2,345.4**	**35.8**	**28.6**	**64.4**	**159.7**	**(73.6)**	**2,495.8**
Share of the result of associates & income on financial assets	–	–	82.7	–	–	–	82.7	–	–	–	12.6	–	95.3
Result from non-consolidated companies												7.1	7.1
Net financing costs												(328.6)	(328.6)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)												(230.4)	(230.4)
Fair value adjustment of derivatives and debt & debt discounting												(218.8)	(218.8)
Result before tax												**–**	**1,820.4**
Income tax expenses												(136.0)	(136.0)
Net result for the period													**1,684.4**

[1] Convention-Exhibition segment.

Reconciliation between the Results by segment and the income statement of the period (EPRA format) for 2011

	Shopping centres							Offices			C.E.[1]		
(€Mn)	France	Spain	Central Europe	Austria	Nordic countries	The Netherlands	Total Shopping centres	France	Others	Total Offices	France	Not allocated	TOTAL 2011
Gross rental income[2]	552.6	139.7	105.5	94.2	113.9	83.0	1,089.0	154.4	34.2	188.6	190.5	–	1,468.1
Net rental income	**499.3**	**128.7**	**101.3**	**89.6**	**90.2**	**75.0**	**984.1**	**155.2**	**29.3**	**184.5**	**93.4**	**–**	**1,262.0**
Administrative expenses[3]	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(91.9)**	**(91.9)**
Acquisition and related costs	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(2.9)**	**(2.9)**
Revenues from other activities	–	–	–	–	–	–	–	–	–	–	109.4	56.4	165.8
Net other income	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**25.1**	**17.3**	**42.4**
Result on disposal of investment properties and shares	**8.4**	**–**	**5.4**	**3.0**	**30.9**	**17.3**	**65.0**	**4.7**	**2.6**	**7.3**	**–**	**–**	**72.2**
Valuation movements	**352.9**	**60.7**	**202.6**	**71.4**	**69.6**	**19.5**	**776.8**	**(34.3)**	**8.2**	**(26.0)**	**78.4**	**–**	**829.2**
Net operating result before financing cost	**860.7**	**189.4**	**309.3**	**163.9**	**190.8**	**111.8**	**1,825.8**	**125.7**	**40.1**	**165.8**	**196.8**	**(77.5)**	**2,111.0**
Share of the result of associates & income on financial assets	–	–	–	–	–	–	–	–	–	–	10.2	–	10.2
Result from non consolidated companies	–	–	–	–	–	–	–	–	–	–	–	9.9	9.9
Net financing costs												(301.1)	(301.1)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)												43.4	43.4
Fair value adjustment of derivatives and debt & debt discounting												(234.5)	(234.5)
Result before tax												**–**	**1,638.8**
Income tax expenses												(120.9)	(120.9)
Net result for the period													**1,517.9**

[1] Convention-Exhibition segment.
[2] In 2012, the property management fees reinvoiced to the tenants are reclassified in Gross rental income. The figures in 2011 have been restated accordingly.
[3] In 2012, the Group opted for an early adoption of IAS 19 Revised ("Employee benefits"). 2011 has been restated and €3.2 million were reallocated from "Consolidated result" to "Consolidated reserves".

December 31, 2012

Statement of financial position by segment

(€Mn)	Shopping centres							Offices			C.E.[1]		
	France	Spain	Central Europe	Austria	Nordic countries	The Netherlands	Total Shopping centres	France	Others	Total Offices	France	Not allocated[2]	31/12/2012
Investment properties at fair value	11,321.3	2,341.5	2,150.9	1,953.3	2,103.2	1,307.1	**21,177.3**	2,629.1	391.2	**3,020.3**	**1,715.1**	–	**25,912.8**
Investment properties at cost	54.1	75.9	32.5	–	182.9	–	**345.4**	399.3	–	**399.3**	**0.9**	–	**745.6**
Other tangible assets	–	–	–	–	–	–	**–**	149.0	–	**149.0**	**41.1**	10.3	**200.4**
Goodwill	7.5	–	89.1	95.9	51.8	–	**244.2**	–	–	**–**	**14.9**	10.3	**269.4**
Intangible assets	–	–	–	–	–	–	**–**	–	–	**–**	**203.4**	2.7	**206.1**
Shares and investments in companies consolidated under the equity method	–	–	774.3	–	–	–	**774.3**	–	–	**–**	**179.1**	–	**953.5**
Other non current assets	81.4	2.2	85.1	–	–	1.3	**170.0**	118.1	–	**118.1**	**–**	221.7	**509.8**
Total non current assets	11,464.4	2,419.5	3,131.9	2,049.1	2,337.9	1,308.4	22,711.2	3,295.5	391.2	3,686.8	2,154.5	245.0	28,797.5
Total current assets	292.8	81.5	7.7	14.9	8.7	9.3	414.9	95.8	4.0	99.8	111.4	147.5	773.6
Total Assets	**11,757.1**	**2,501.0**	**3,139.6**	**2,064.0**	**2,346.6**	**1,317.7**	**23,126.1**	**3,391.4**	**395.2**	**3,786.6**	**2,266.0**	**392.5**	**29,571.1**
Total Liabilities excluding shareholders' equity	**638.7**	**214.4**	**236.7**	**321.2**	**221.1**	**25.1**	**1,657.2**	**86.4**	**11.4**	**97.8**	**299.6**	**13,030.9**	**15,085.5**

[1] Convention-Exhibition segment, including hotels.
[2] Refers to structure properties, furniture and equipments items.

Investments by segment

(€Mn)	Shopping centres							Offices			C.E.[1]		
	France	Spain	Central Europe	Austria	Nordic countries	The Netherlands	Total Shopping centres	France	Others	Total Offices	France	Not allocated	31/12/2012
Investments in investment properties at fair value	949.7	150.3	91.5	79.9	142.4	51.8	**1,465.5**	42.6	10.6	**53.2**	**38.4**	–	**1,557.1**
Investments in tangible assets at cost[2]	65.2	2.8	26.2	–	88.7	–	**182.9**	121.4	0.3	**121.8**	**0.2**	12.1	**317.0**
Total investments	**1,014.9**	**153.0**	**117.6**	**79.9**	**231.1**	**51.8**	**1,648.4**	**164.0**	**10.9**	**174.9**	**38.7**	**12.1**	**1,874.0**

[1] Convention-Exhibition segment.
[2] Before transfer between category of investment property.

December 31, 2011

Statement of financial position by segment

(€Mn)	Shopping centres							Offices			C.E.[1]	Not allocated[2]	31/12/2011
	France	Spain	Central Europe	Austria	Nordic countries	The Netherlands	Total Shopping centres	France	Others	Total Offices	France		
Investment properties at fair value	9,966.5	2,265.2	1,738.1	1,745.3	1,727.3	1,155.6	**18,598.0**	2,824.0	343.7	**3,167.6**	**1,653.4**	–	**23,419.1**
Investment properties at cost	176.0	74.0	5.9	–	102.9	–	**358.9**	277.3	–	**277.3**	**0.7**	–	**636.8**
Properties under promise or mandate of sale	34.3	–	59.6	–	26.4	69.9	**190.3**	–	31.2	**31.2**	**–**	–	**221.5**
Other tangible assets	–	–	–	–	–	–	**–**	147.7	–	**147.7**	**39.9**	10.8	**198.4**
Goodwill	35.7	1.2	86.8	96.0	51.9	–	**271.6**	–	–	**–**	**14.9**	10.3	**296.7**
Intangible assets	–	–	–	–	–	–	**–**	–	–	**–**	**207.8**	3.5	**211.3**
Shares and investments in companies consolidated under the equity method	–	1.2	–	–	–	–	**1.2**	–	–	**–**	**205.3**	–	**206.6**
Other non current assets	21.7	10.0	198.0	–	–	1.7	**231.4**	113.0	–	**113.0**	**–**	112.8	**457.2**
Total non current assets	**10,234.2**	**2,351.6**	**2,088.5**	**1,841.3**	**1,908.5**	**1,227.3**	**19,651.4**	**3,361.9**	**374.9**	**3,736.8**	**2,122.0**	**137.3**	**25,647.5**
Total current assets	**257.4**	**121.6**	**23.0**	**8.4**	**8.5**	**7.2**	**426.1**	**96.2**	**5.2**	**101.4**	**103.5**	**124.7**	**755.7**
Total Assets	**10,491.6**	**2,473.2**	**2,111.5**	**1,849.7**	**1,917.0**	**1,234.5**	**20,077.5**	**3,458.1**	**380.1**	**3,838.2**	**2,225.6**	**262.0**	**26,403.3**
Total Liabilities excluding shareholders' equity	**676.1**	**196.3**	**166.5**	**268.4**	**181.0**	**25.9**	**1,514.2**	**109.1**	**18.7**	**127.8**	**274.8**	**11,431.0**	**13,347.8**

[1] Convention-Exhibition segment, including hotels.
[2] Refers to structure properties, furniture and equipments items.

Investments by segment

(€Mn)	Shopping centres							Offices			C.E.[1]	Not allocated	31/12/2011
	France	Spain	Central Europe	Austria	Nordic countries	The Netherlands	Total Shopping centres	France	Others	Total Offices	France		
Investments in investment properties at fair value	372.6	255.0	261.9	212.2	45.0	14.2	**1,160.8**	74.4	13.6	**88.0**	**63.8**	–	**1,312.6**
Investments in tangible assets at cost[2]	132.5	61.1	21.7	–	159.0	–	**374.2**	74.3	6.1	**80.4**	**7.3**	6.3	**468.2**
Total investments	**505.1**	**316.1**	**283.6**	**212.2**	**204.0**	**14.2**	**1,535.0**	**148.7**	**19.8**	**168.4**	**71.1**	**6.3**	**1,780.8**

[1] Convention-Exhibition segment.
[2] Before transfer between category of investment property.

2.3. Scope of consolidation

List of consolidated companies	Country	Method[1]	% interest 31/12/2012	% control 31/12/2012	% interest 31/12/2011
Unibail-Rodamco SE	France	FC	100.00	100.00	100.00
Shopping centres					
Donauzentrum Besitz- u. Vermietungs GmbH	Austria	FC	100.00	100.00	90.00
SCS Liegenschaftsverwertung GmbH	Austria	FC	100.00	100.00	100.00
SCS Motor City Süd Errichtungsges.mbH	Austria	FC	100.00	100.00	100.00
Shopping Center Planungs- und Entwicklungsgesellschaft mbH	Austria	FC	100.00	100.00	100.00
Shopping Center Planungs- und Entwicklungsgesellschaft mbH & Co. Werbeberatung KG	Austria	FC	100.00	100.00	100.00
Shopping City Süd Erweiterungsbau Gesellschaft mbH & Co Anlagenvermietung KG	Austria	FC	99.99	99.99	99.99
Centrum Cerny Most as	Czech Republic	FC	100.00	100.00	100.00
Centrum Chodov	Czech Republic	FC	100.00	100.00	–
Centrum Praha Jih-Chodov sro	Czech Republic	FC	100.00	100.00	100.00
Pankrac Shopping Center ks	Czech Republic	PC	75.00	75.00	75.00
Autopaikat Oy	Finland	PC	34.29	34.29	34.29
Kiinteistö Oy Vantaanportin Liikekeskus	Finland	PC	21.40	21.40	21.40
Kiinteistö Oy Vantaanportin Liiketilat	Finland	PC	60.00	60.00	60.00
SA SFLA	France	–	Liquidated	Liquidated	100.00
SA Société d'Exploitation des Parkings et du Forum des Halles de Paris	France	FC	65.00	65.00	65.00
SARL Bay 1 Bay 2	France	FC	100.00	100.00	100.00
SARL BEG Investissements	France	FC	100.00	100.00	100.00
SARL Foncière d'Investissement	France	FC	100.00	100.00	100.00
SARL Geniekiosk	France	PC	50.00	50.00	–
SARL Le Cannet Développement	France	PC	50.00	50.00	50.00
SAS Aquarissimo	France	FC	100.00	100.00	100.00
SAS La Toison d'Or	France	FC	100.00	100.00	100.00
SAS Le Carrousel du Louvre	France	FC	100.00	100.00	100.00
SAS Monpar	France	FC	100.00	100.00	100.00
SAS Nice Étoile	France	FC	100.00	100.00	100.00
SAS Parimall-Bobigny 2	France	FC	100.00	100.00	100.00
SAS Parimall-Parly 2	France	FC	100.00	100.00	100.00
SAS Parimall-Ulis 2	France	FC	100.00	100.00	100.00
SAS Parimall-Vélizy 2	France	FC	100.00	100.00	100.00
SAS Parimmo-58 Marceau	France	FC	100.00	100.00	100.00
SAS Parly 2 Avenir	France	FC	95.08	95.08	78.40
SAS PCE	France	PC	50.00	50.00	50.00
SAS PCE-FTO	France	PC	25.00	25.00	25.00
SAS SALG	France	FC	100.00	100.00	100.00
SAS SFAM	France	FC	100.00	100.00	100.00
SAS Société de Lancement de Magasins à l'Usine	France	FC	100.00	100.00	100.00
SAS SP Poissy Retail Entreprises	France	PC	50.00	50.00	50.00
SAS Spring Alma	France	FC	100.00	100.00	100.00
SAS Spring Valentine	France	FC	100.00	100.00	100.00
SAS Spring Vélizy	France	FC	100.00	100.00	100.00
SAS Uni-commerces	France	FC	100.00	100.00	100.00
SAS Uniwater	France	FC	100.00	100.00	100.00
SAS Villeneuve 2	France	FC	100.00	100.00	100.00
SCI 3borders	France	FC	100.00	100.00	100.00
SCI Aéroville	France	FC	100.00	100.00	100.00
SCI Berri Washington	France	PC	50.00	50.00	100.00
SCI Bordeaux-Bonnac	France	FC	100.00	100.00	100.00
SCI Channel City	France	–	Liquidated	Liquidated	100.00
SCI Chesnay Pierre 2	France	PC	50.00	50.00	–
SCI Chesnay Remiforme	France	PC	50.00	50.00	–

List of consolidated companies	Country	Method[1]	% interest 31/12/2012	% control 31/12/2012	% interest 31/12/2011
SCI Coquelles et Coquelles	France	FC	100.00	100.00	100.00
SCI des Bureaux Rouen Bretagne	France	FC	100.00	100.00	100.00
SCI du CC de Bordeaux Préfecture	France	FC	61.00	61.00	61.00
SCI du CC de Lyon La Part-Dieu	France	FC	100.00	100.00	100.00
SCI du CC de Rouen Saint-Sever	France	FC	100.00	100.00	100.00
SCI du CC des Pontôts	France	FC	100.00	100.00	100.00
SCI du Forum des Halles de Paris	France	FC	65.00	65.00	65.00
SCI du Petit Parly 2	France	PC	50.00	50.00	100.00
SCI Eiffel Levallois Commerces	France	FC	100.00	100.00	100.00
SCI Elysées Parly 2	France	PC	50.00	50.00	100.00
SCI Elysées Vélizy 2	France	FC	100.00	100.00	100.00
SCI Espace Commerce Europe	France	PC	50.00	50.00	50.00
SCI Extension Villeneuve 2	France	FC	100.00	100.00	100.00
SCI Foncière Marceau Saint-Sever	France	FC	100.00	100.00	100.00
SCI Grand Magasin Sud LPD	France	FC	100.00	100.00	100.00
SCI Grigny Gare	France	FC	100.00	100.00	100.00
SCI Hoche	France	FC	99.87	99.87	–
SCI Labex	France	FC	100.00	100.00	100.00
SCI Lyon Kléber	France	FC	100.00	100.00	100.00
SCI Lyon Les Brotteaux	France	FC	100.00	100.00	100.00
SCI Marceau Bussy-Sud	France	FC	100.00	100.00	100.00
SCI Marceau Côté Seine	France	FC	100.00	100.00	100.00
SCI Marceau Parly 2	France	PC	50.00	50.00	100.00
SCI Marceau Plaisir	France	FC	100.00	100.00	100.00
SCI Parlunic 2	France	–	Liquidated	Liquidated	100.00
SCI Pégase	France	FC	53.30	53.30	53.30
SCI Rosny Beauséjour	France	PC	50.00	50.00	50.00
SCI Rouen Verrerie	France	FC	100.00	100.00	100.00
SCI SCC de La Défense	France	FC	53.30	53.30	53.30
SCI SCC du Triangle des Gares	France	FC	76.00	100.00	76.00
SCI Sicor	France	FC	73.00	73.00	73.00
SCI Sirmione	France	FC	100.00	100.00	100.00
SCI Vendôme Boissy 2	France	FC	100.00	100.00	100.00
SCI Vendôme Villeneuve 2	France	FC	100.00	100.00	100.00
SCI Waskim	France	–	Liquidated	Liquidated	100.00
SEP Bagnolet	France	PC	35.22	35.22	35.22
SEP du CC de Rosny 2	France	PC	26.00	26.00	26.00
SEP Galerie Villabé	France	PC	15.00	15.00	15.00
SEP Valorisation CC LPD	France	PC	62.51	62.51	62.51
SEP Valorisation CC Parly 2	France	PC	47.85	48.47	47.85
SEP Valorisation CC Saint-Sever	France	PC	76.55	76.55	76.55
SEP Valorisation CC Ulis 2	France	PC	38.92	38.92	38.92
SEP Valorisation CC Villeneuve 2	France	PC	52.57	52.57	52.57
SNC Almacie	France	FC	100.00	100.00	100.00
SNC CC Francilia	France	FC	100.00	100.00	100.00
SNC Cegep et Cie	France	FC	100.00	100.00	100.00
SNC de Bures-Palaiseau	France	FC	100.00	100.00	100.00
SNC de l'Extension de Rosny	France	FC	100.00	100.00	100.00
SNC du CC de Labège	France	FC	100.00	100.00	100.00
SNC Élysées Vauban	France	FC	100.00	100.00	100.00
SNC Holmy	France	FC	100.00	100.00	–
SNC Les Docks de Rouen	France	FC	100.00	100.00	100.00
SNC Les Passages de l'Étoile	France	FC	100.00	100.00	100.00
SNC Maltèse	France	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method[1]	% interest 31/12/2012	% control 31/12/2012	% interest 31/12/2011
SNC Randoli	France	FC	100.00	100.00	100.00
SNC Vélizy Petit-Clamart	France	FC	100.00	100.00	100.00
SNC Vilplaine	France	FC	80.00	80.00	–
SNC VUC	France	FC	100.00	100.00	100.00
KG Schliebe & Co Geschäftszentrum Frankfurter Allee	Germany	PC	66.67	66.67	66.67
mfi AG (subgroup)	Germany	EM	46.49	46.49	–
Euromall Kft	Hungary	FC	100.00	100.00	100.00
Red Grafton 1[2]	Luxembourg	EM	50.00	50.00	–
Red Grafton 2[2]	Luxembourg	EM	50.00	50.00	–
Arkadia Centrum Handlowe Sp. z.o.o.	Poland	FC	100.00	100.00	100.00
Rodamco CH1 Sp zoo	Poland	FC	100.00	100.00	100.00
Wilenska Centrum Handlowe Sp. z.o.o.	Poland	FC	100.00	100.00	100.00
Zlote Tarasy Sp Zoo	Poland	EM	76.85	–	–
Aupark as	Slovakia	FC	100.00	100.00	100.00
Aupark Bratislava	Slovakia	FC	100.00	100.00	100.00
D-Parking	Spain	PC	42.50	42.50	42.50
Essential Whites SLU	Spain	FC	52.78	100.00	52.78
Glorias Parking	Spain	PC	50.00	50.00	50.00
Promociones Immobiliarias Gardiner SLU	Spain	FC	52.78	100.00	52.78
Proyectos Immobiliarios New Visions SLU	Spain	FC	100.00	100.00	100.00
Proyectos Immobiliarios Time Blue SLU	Spain	FC	51.11	100.00	51.11
Unibail-Rodamco Benidorm SL	Spain	PC	50.00	50.00	50.00
Unibail-Rodamco Inversiones SLU	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Ocio SLU	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Proyecto Badajoz SLU	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Steam SLU	Spain	FC	51.11	100.00	51.11
Eurostop KB	Sweden	FC	100.00	100.00	100.00
Rodamco Arninge Centrum KB	Sweden	FC	100.00	100.00	100.00
Rodamco Centerpool AB	Sweden	FC	100.00	100.00	100.00
Rodamco Fisketorvet AB	Sweden	FC	100.00	100.00	100.00
Rodamco Forum Nacka KB	Sweden	FC	100.00	100.00	100.00
Rodamco Garage AB	Sweden	FC	100.00	100.00	100.00
Rodamco Nova Lund KB	Sweden	FC	100.00	100.00	100.00
Rodamco Nova Lund 2 AB	Sweden	FC	100.00	100.00	100.00
Rodamco Nova Lund 3 AB	Sweden	FC	100.00	100.00	100.00
Rodamco Parkering AB	Sweden	FC	100.00	100.00	100.00
Rodamco Solna Centrum AB	Sweden	FC	100.00	100.00	100.00
Rodamco Täby Centrum KB	Sweden	FC	100.00	100.00	100.00
Rodamco Väsby Centrum AB	Sweden	FC	100.00	100.00	100.00
Oranjevast/Amvest CV	The Netherlands	EM	10.00	10.00	10.00
Unibail-Rodamco Nederland Winkels BV	The Netherlands	FC	100.00	100.00	100.00
Offices					
SA Rodamco France	France	FC	100.00	100.00	100.00
SAS Aquabon	France	FC	100.00	100.00	100.00
SAS Immobilière Louvre	France	FC	100.00	100.00	100.00
SAS Iseult	France	FC	100.00	100.00	100.00
SAS Unibail Investissements II	France	FC	100.00	100.00	100.00
SCI Ariane-Défense	France	FC	100.00	100.00	100.00
SCI Bureaux Tour Crédit Lyonnais	France	FC	100.00	100.00	100.00
SCI Cnit Développement	France	FC	100.00	100.00	100.00
SCI Eiffel Levallois Bureaux	France	FC	100.00	100.00	100.00
SCI Gaîté Bureaux	France	FC	100.00	100.00	100.00
SCI Galilée-Défense	France	FC	100.00	100.00	100.00
SCI Le Sextant	France	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method[1]	% interest 31/12/2012	% control 31/12/2012	% interest 31/12/2011
SCI Marceau Part-Dieu	France	FC	100.00	100.00	100.00
SCI Montheron	France	FC	100.00	100.00	100.00
SCI Ostraca	France	FC	100.00	100.00	100.00
SCI Sept Adenauer	France	FC	100.00	100.00	100.00
SCI Tour Triangle	France	FC	50.00	100.00	50.00
SCI Trinity Défense	France	FC	100.00	100.00	100.00
SCI Village 3 Défense	France	FC	100.00	100.00	100.00
SCI Village 4 Défense	France	FC	100.00	100.00	100.00
SCI Village 5 Défense	France	FC	100.00	100.00	100.00
SCI Village 6 Défense	France	FC	100.00	100.00	100.00
SCI Village 7 Défense	France	FC	100.00	100.00	100.00
SCI Village 8 Défense	France	FC	100.00	100.00	100.00
SCI Wilson (Puteaux)	France	FC	100.00	100.00	100.00
SNC Capital 8	France	FC	100.00	100.00	100.00
SNC Gaîté Parkings	France	FC	100.00	100.00	100.00
SNC Lefoullon	France	FC	100.00	100.00	100.00
Zlote Tarasy Tower Sp Zoo	Poland	EM	76.85	–	–
Akvest Kantoren CV	The Netherlands	FC	90.00	90.00	90.00
Woningmaatschappij Noord Holland B.V.	The Netherlands	FC	100.00	100.00	–
Convention-Exhibition					
SA Comexposium Holding (subgroup)	France	EM	50.00	50.00	50.00
SAS Lyoncoh	France	FC	100.00	100.00	100.00
SA Viparis – Le Palais des Congrès d'Issy	France	FC	47.50	95.00	47.50
SARL Pandore	France	FC	50.00	100.00	50.00
SAS Paris Expo Services	France	FC	50.00	100.00	50.00
SAS Société d'Exploitation du Palais des Sports	France	PC	50.00	50.00	50.00
SAS Viparis	France	FC	50.00	100.00	50.00
SAS Viparis – Le Palais des Congrès de Paris	France	FC	50.00	100.00	50.00
SAS Viparis – Nord Villepinte	France	FC	50.00	100.00	50.00
SAS Viparis – Palais des Congrès de Versailles	France	FC	45.00	90.00	45.00
SAS Viparis – Porte de Versailles	France	FC	50.00	100.00	50.00
SCI Propexpo	France	FC	50.00	50.00	50.00
SNC Viparis – Le Bourget	France	FC	50.00	100.00	50.00
Services					
UR Austria Verwaltungs GmbH	Austria	FC	100.00	100.00	100.00
Unibail-Rodamco Austria Management GmbH	Austria	FC	100.00	100.00	100.00
Unibail-Rodamco Invest GmbH	Austria	FC	100.00	100.00	100.00
EKZ 11 sro	Czech Republic	PC	75.00	75.00	75.00
Rodamco Ceska Republica sro	Czech Republic	FC	100.00	100.00	100.00
SARL SPSP	France	FC	100.00	100.00	100.00
SAS Cnit Restauration	France	FC	100.00	100.00	100.00
SAS Espace Expansion	France	FC	100.00	100.00	100.00
SAS Rodamco France Management	France	–	Liquidated	Liquidated	100.00
SAS Rodamco Gestion	France	–	Liquidated	Liquidated	100.00
SAS Société d'Exploitation Hôtelière de Montparnasse	France	FC	100.00	100.00	100.00
SAS Société d'Exploitation Hôtelière du Cnit	France	FC	100.00	100.00	100.00
SAS Unibail Management	France	FC	100.00	100.00	100.00
SAS Unibail Marketing & Multimédia	France	FC	100.00	100.00	100.00
SAS Unibail-Rodamco Développement	France	FC	100.00	100.00	100.00
PFAB GmbH	Germany	EM	22.22	22.22	22.22
Rodamco Management Sp. z.o.o.	Poland	FC	100.00	100.00	100.00
Unibail-Rodamco Polska Sp zoo	Poland	FC	100.00	100.00	100.00
Rodamco Metropolis Management LLC	Russia	–	Liquidated	Liquidated	100.00
Unibail-Rodamco Spain SAU	Spain	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method[1]	% interest 31/12/2012	% control 31/12/2012	% interest 31/12/2011
Rodamco Management AB	Sweden	FC	100.00	100.00	100.00
Rodamco Projekt AB	Sweden	FC	100.00	100.00	100.00
Rodamco Sverige AB	Sweden	FC	100.00	100.00	100.00
Rodamco Europe Beheer BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Nederland BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Development Nederland BV	The Netherlands	FC	100.00	100.00	100.00
U&R Management BV	The Netherlands	FC	100.00	100.00	100.00
Holdings and other					
Unibail-Rodamco Liegenschaftserwerbs GmbH	Austria	FC	100.00	100.00	100.00
Unibail-Rodamco Belgium N.V.	Belgium	FC	100.00	100.00	–
Moravska Obchodni as	Czech Republic	FC	65.00	65.00	65.00
Rodamco Pankrac as	Czech Republic	FC	100.00	100.00	100.00
Rodareal Oy	Finland	FC	100.00	100.00	100.00
SA Société de Tayninh	France	FC	97.68	97.68	97.68
SA Uni-Expos	France	FC	100.00	100.00	100.00
SA Union Internationale Immobilière	France	FC	100.00	100.00	100.00
SA Viparis Holding	France	FC	50.00	50.00	50.00
SAS Espace Expansion Immobilière	France	FC	100.00	100.00	100.00
SAS Foncière Immobilière	France	FC	100.00	100.00	100.00
SARL Groupe BEG	France	–	Liquidated	Liquidated	100.00
SAS Unibail-Rodamco SIF France	France	FC	100.00	100.00	100.00
SAS Defunic	France	FC	100.00	100.00	–
SAS Doria	France	FC	100.00	100.00	100.00
SAS Frankvink Investissements	France	FC	100.00	100.00	100.00
SAS R.E. France Financing	France	FC	100.00	100.00	100.00
SAS Unibail-Rodamco Participations	France	FC	100.00	100.00	100.00
SAS Valorexpo	France	FC	100.00	100.00	100.00
SCI du CC d'Euralille S3C Lille	France	FC	60.00	60.00	60.00
SCI Tayak	France	FC	100.00	100.00	100.00
SNC Financière 5 Malesherbes	France	FC	100.00	100.00	100.00
SNC Financière Loutan	France	FC	100.00	100.00	–
Poland Finco	France	FC	100.00	100.00	–
Rodamco Deutschland GmbH	Germany	FC	100.00	100.00	100.00
Rodamco Deutschland GmbH & Co Süd Liegenschafts KG	Germany	FC	100.00	100.00	100.00
Zeilgalerie Gbr	Germany	FC	100.00	100.00	100.00
Liffey River Financing Ltd.	Ireland	FC	100.00	100.00	100.00
SA Crossroads Property Investors	Luxembourg	FC	100.00	100.00	100.00
Purple Grafton	Luxembourg	EM	51.00	51.00	–
Red Grafton	Luxembourg	EM	50.00	50.00	–
Uniborc SA	Luxembourg	FC	90.00	90.00	90.00
UR Lab	Luxembourg	FC	100.00	100.00	–
ZT Poland 2 SCA	Luxembourg	EM	100.00	–	100.00
Crystal Warsaw Sp. zoo	Poland	FC	100.00	100.00	100.00
GSSM Sp. z.o.o.	Poland	FC	100.00	100.00	100.00
GSSM Warsaw Sp. z.o.o.	Poland	FC	100.00	100.00	100.00
Lodz Nord Shopping Mall Sp. z.o.o.	Poland	–	Liquidated	Liquidated	100.00
Polska Shopping Mall Sp. z.o.o.	Poland	–	Liquidated	Liquidated	100.00
Wood Sp. zoo	Poland	FC	100.00	100.00	–
WSSM Sp. z.o.o.	Poland	FC	100.00	100.00	100.00
WSSM Warsaw Sp. z.o.o.	Poland	FC	100.00	100.00	100.00
Aupark Property Holding as	Slovakia	FC	100.00	100.00	–
Arrendamientos Vaguada CB	Spain	PC	62.47	62.47	62.47
Anlos Fastighets AB	Sweden	FC	100.00	100.00	100.00
Eurostop AB	Sweden	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method[1]	% interest 31/12/2012	% control 31/12/2012	% interest 31/12/2011
Eurostop Holding AB	Sweden	FC	100.00	100.00	100.00
Fastighetsbolaget Anlos H BV	Sweden	FC	100.00	100.00	100.00
Fastighetsbolaget Anlos K BV	Sweden	FC	100.00	100.00	–
Fastighetsbolaget Anlos L BV	Sweden	FC	100.00	100.00	100.00
Fastighetsbolaget ES Örebro AB	Sweden	–	Sold	Sold	100.00
Fastighetsbolaget Grindtorp AB	Sweden	FC	100.00	100.00	100.00
Fastighetsbolaget Helsingborg Östra AB	Sweden	FC	100.00	100.00	100.00
Fastighetsbolaget Helsingborg Västra AB	Sweden	FC	100.00	100.00	100.00
Knölsvanen Bostads AB	Sweden	FC	100.00	100.00	100.00
Piren AB	Sweden	FC	100.00	100.00	100.00
Rodamco Handel AB	Sweden	FC	100.00	100.00	100.00
Rodamco AB	Sweden	FC	100.00	100.00	100.00
Rodamco Expand AB	Sweden	FC	100.00	100.00	100.00
Rodamco Hallunda Centrum HB	Sweden	FC	100.00	100.00	100.00
Rodamco Holding AB	Sweden	FC	100.00	100.00	100.00
Rodamco Invest AB	Sweden	FC	100.00	100.00	100.00
Rodamco Nacka AB	Sweden	FC	100.00	100.00	100.00
Rodamco Northern Europe AB	Sweden	FC	100.00	100.00	100.00
Rodamco Scandinavia Holding AB	Sweden	FC	100.00	100.00	100.00
Rodamco Täby AB	Sweden	FC	100.00	100.00	100.00
Rodamco Tumlaren AB	Sweden	FC	100.00	100.00	100.00
Belindam BV	The Netherlands	FC	100.00	100.00	100.00
Cijferzwaan BV	The Netherlands	FC	100.00	100.00	100.00
Crystal Warsaw Real Estate BV	The Netherlands	FC	100.00	100.00	100.00
Deenvink BV	The Netherlands	FC	100.00	100.00	100.00
Dotterzwaan BV	The Netherlands	FC	100.00	100.00	100.00
Feldkirchen BV	The Netherlands	FC	100.00	100.00	100.00
New Tower Real Estate BV	The Netherlands	FC	51.11	51.11	51.11
Old Tower Real Estate BV	The Netherlands	FC	52.78	52.78	52.78
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 España BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Europe Finance BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Europe Finance II BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Europe NV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Europe Properties BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Hungary BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Nederland Winkels BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Project I BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Retail Deutschland BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Russia BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Almere B.V.	The Netherlands	FC	100.00	100.00	–
Romanoff Eastern Europe Property BV	The Netherlands	FC	80.00	80.00	80.00
Unibail-Rodamco Poland 1 BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Poland 2 BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Poland 3 BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Poland 4 BV	The Netherlands	FC	100.00	100.00	–
Unibail-Rodamco Poland 5 BV	The Netherlands	FC	100.00	100.00	–
Vuurvink BV	The Netherlands	FC	100.00	100.00	100.00
Warsaw III BV	The Netherlands	EM	100.00	–	–

[1] FC: full consolidation method, PC: proportional consolidation method. EM: equity method.
[2] Red Grafton 1 and Red Grafton 2, located in Luxembourg, hold an asset in Germany.

2.4. Highlights and comparability of the last two years

2.4.1. In 2011

Disposals

Shopping centres

Divestment of non core assets has been actively pursued in 2011. Asset deals amounted to €673.1 million net disposal price and gave a net result of €35.4 million based on the valuations as at December 31, 2010. Share deals amounted to €291.7 million net disposal price and gave a net positive result of €29.6 million.

The underlying assets values were as follows:

- €310.2 million in France: Bonneveine in Marseille, Shopping Etrembières in Annemasse (50%) and participations in Saint Genis 2 near Lyon, Évry 2 in Paris region, Boisseuil in Limoges and Croix Dampierre in Châlons-en-Champagne. Most of these disposals took place during the first half of the year;
- €325.8 million in Sweden: Haninge Centrum, Väsby Centrum, Tyresö – Stockholm, Balsta – Stockholm, Helsingborg and Eurostop – Jönköping;
- €245.9 million in The Netherlands: Buitenmere – Almere, Houtmarktpassage – Breda, Walburg – Zwijndrecht, Oude Marktpassage – Stadskanaal, Woonmall – Rotterdam and Piazza Centre – Eindhoven;
- €202.2 million for the Group's share in the Arkad centre in Budapest, the 50% participation in Allee – Center in Magdeburg, Germany and the Group's 50% stake in Südpark Klagenfurt, Austria.

Offices

During 2011, the Group sold six office buildings in Sweden, two in The Netherlands and one in France. One French disposal and one of the Swedish disposals in part took the form of a share deal. For the assets sold directly, the total net disposal price amounted to €99.6 million and gave a net positive result of €0.8 million based on the valuations as at December 31, 2010. For the share deals, the net disposal proceed amounted to €86.4 million and gave a net positive result of €6.5 million.

The most significant disposal was the 3-5 Malesherbes office in Paris, sold in July 2011.

Acquisitions

Asset deal

In May 2011, the Group's subsidiary SCI Aéroville signed a long term ground leasehold with Aéroports de Paris for the development of the Aéroville shopping centre project. This agreement has been treated as a financial lease in the consolidated financial statements, recognising an Investment Property at Cost and a financial liability, both for €68.8 million.

On October 7, 2011, the Group acquired shopping centre Splau in Barcelona for a total amount of €188.8 million including transaction costs.

A plot of land was acquired adjacent to la Maquinista in Barcelona for an amount of €58.2 million.

Several acquisitions of additional plots were made in Les Quatre Temps and Aquaboulevard in Paris, in Alma in Rennes, Parquesur, La Vaguada in Madrid and some in The Netherlands, as well as parking plots close to Las Glorias in Barcelona and a piece of land used for temporary parking in Täby, in Sweden.

Share deal

Galeria Mokotow-Warsaw

On August 1, 2011, Unibail-Rodamco has acquired the co-owner's 50% stake in Galeria Mokotow, a prime shopping and entertainment centre located in Warsaw in Poland. This brings Unibail-Rodamco's ownership to 100%. Unibail-Rodamco will continue to manage the centre. The Group who formerly had a joint control on this entity, has now the full control.

The acquisition was treated as a business combination in stages.

The acquisition date fair value of the equity interest in Galeria Mokotow held by the Group immediately before acquisition date amounted to €139.0 million.

An amount of €34.2 million was recognised on the line "Valuation movements" of the statement of the comprehensive income, as a result of remeasuring to fair value the equity interest in the acquiree held by the acquirer before the business combination.

Furthermore, a total amount of -€17.2 million previously recognised in the other comprehensive income as foreign currency differences on translation was booked in the statement of comprehensive income.

An amount of €7.3 million corresponding to the cancellation of Rodamco Europe goodwill allocated to the tax optimisation on this entity was reversed and booked as an expense in the result of the period.

All these impacts were recognised on the line "Valuation movements" of the statement of comprehensive income.

The fair value of the identifiable assets and liabilities of Galeria Mokotow as at the date of acquisition were:

(€Mn)	Fair value recognised on acquisition
Investment properties	495.4
Other financial assets	3.1
Other current assets	1.5
Cash and cash equivalents	10.0
	510.0
Bonds and borrowings	195.6
Other financial liabilities	2.8
Deferred tax liabilities	69.6
Other non current liabilities	3.2
Other current liabilities	9.1
	280.3
Total identifiable net assets at fair value	**229.7**
Goodwill arising on acquisition	48.2
Total consideration	**278.0**

The total consideration of €278.0 million booked for the 100% share consists of €139.0 million cash for the acquisition of the 50% additional stake in the company and €139.0 million for the 50% previously held equity interest in the acquiree revalued at the date of acquisition.

The incidental costs of €0.6 million incurred in connection with the acquisition have been expensed and are included in the operating result on the line "acquisition and related costs".

From the date of acquisition, Galeria Mokotow has contributed at 100% to €11.5 million to the gross rental income and €2.8 million to the recurring result for the Group.

If the combination had taken place at the beginning of the year, the contribution of Galeria Mokotow at 100% would have been:
- Gross rental income: €26.4 million;
- Recurring result: €8.6 million.

The goodwill of €48.2 million is justified by tax optimisation expected on the asset. None of the goodwill is expected to be deductible for tax purposes.

Aupark-Bratislava

In October 2011, Unibail-Rodamco has acquired 50% stake in Aupark AS in Slovakia. This brings Unibail-Rodamco's ownership to 100%. The Group who formerly had a joint control on this entity, has now the full control.

The acquisition was treated as a business combination in stages.

The acquisition date fair value of the equity interest in Aupark AS held by the Group immediately before the acquisition date amounted to €122.1 million.

An amount of €20.6 million was recognised on the line "Valuation movements" of the statement of comprehensive income, as a result of remeasuring to fair value the equity interest in the acquiree held by the acquirer before the business combination.

An amount of €5.5 million corresponding to the cancellation of Rodamco Europe goodwill allocated to the tax optimisation on this entity was reversed and booked as an expense in the result of the period on the line "Valuation movements".

The fair value of the identifiable assets and liabilities of Aupark as at the date of acquisition were:

(€Mn)	Fair value recognised on acquisition
Investment properties	328.5
Other financial assets	3.1
Other current assets	3.1
Cash and cash equivalents	6.4
	341.0
Bonds and borrowings	46.0
Deferred tax liabilities	42.8
Other non current liabilities	3.1
Other current liabilities	27.4
	119.3
Total identifiable net assets at fair value	**221.7**
Goodwill arising on acquisition	22.5
Total consideration	**244.2**

The total consideration of €244.2 million booked for the 100% share consists of €122.1 million cash for the acquisition of the 50% additional stake in the company and €122.1 million for the 50% previously held equity interest in the acquiree revalued at the date of acquisition.

The incidental costs of €0.6 million incurred in connection with the acquisition have been expensed and are included in the operating result on the line "Acquisition and related costs".

From the date of acquisition, Aupark AS has contributed at 100% to €3.9 million to the gross rental income and €2.1 million to the recurring result for the Group.

If the combination had taken place at the beginning of the year, the contribution of Aupark at 100% would have been:
- Gross rental income: €22.4 million;
- Recurring result: €12.1 million.

The goodwill of €22.5 million is justified by tax optimisation expected on the asset. None of the goodwill is expected to be deductible for tax purposes.

At the same date, the Group acquired also 100% of Aupark Bratislava, spol s.r.o. The total consideration booked for the 100% share acquired amounted to €3.1 million. The goodwill of €0.5 million is justified by tax optimisation expected on the asset. From the date of acquisition, there is no significant impact on the recurring result.

Glorias Parking

On November 16, 2011, the Group acquired, in Spain, 50% of Glorias Parking S.A. and 42.5% of D-Parking S.C.P. The total consideration booked for the share acquired amounted to €4.9 million. From the date of acquisition, there is no significant impact neither on the recurring result, nor on the non-recurring result.

Convention-Exhibition

In January 2011, the Group acquired SAS Société d'Exploitation Hôtelière de Montparnasse ("SEHM"), the managing company of the Méridien Montparnasse hotel in Paris, and simultaneously signed a management contract with Accor group which now runs the hotel under the Pullman brand name. The Group, which already owned the walls of the hotel, has now the full control of the building.

The acquisition was treated as a business combination.

The fair value of the identifiable assets and liabilities of SEHM as at the date of acquisition were:

(€Mn)	Fair value recognised on acquisition
Intangible assets	39.1
Investment property	7.6
Other non current assets	3.0
Current assets	5.2
Cash and cash equivalents	1.4
	56.2
Provisions	2.9
Deferred tax liabilities	12.9
Bonds and borrowings	0.3
Other financial liabilities	0.2
Current liabilities	20.1
	36.4
Total identifiable net assets at fair value	**19.8**
Goodwill arising on acquisition	0.4
Total consideration	**20.2**

The total consideration booked for the 100% share acquired amounted to €20.2 million.

The incidental costs of €1.5 million incurred in connection with the acquisition have been expensed and are included in the operating result on the line "Acquisition and related costs".

The hotel has been valued by external appraiser at the date of the business combination, part of this value has been allocated to the intangible asset.

Other financial investments

Unibail-Rodamco SE acquired from Eurohypo AG on March 2, 2011 a 7.25% stake in Société Foncière Lyonnaise ("SFL") for a total amount of €108.7 million (including €2.1 million of transaction costs) corresponding to €31.59 per share. SFL is listed on the Paris Stock Exchange, and invests predominantly in high quality office buildings in the Paris Central Business District.

The acquisition has been made for investment purposes and is classified on the statement of financial position as "Shares available for sale" in the non current assets. According to IAS 39, they are measured at their stock market value and changes in fair value are recognised in other comprehensive income. The dividends received in May 2011 (€4.7 million) and in November 2011 (€2.4 million) were booked as an income in the net result of the period.

Rodamco Europe squeeze out proceedings

During the first quarter 2011, Unibail-Rodamco purchased 79,061 shares of Rodamco Europe NV, representing 0.09% of the outstanding share capital.

On May 17, 2011, the Enterprise Chamber of the Court of Appeal in Amsterdam decided on the buy-out price for the 660,562 remaining Rodamco Europe NV shares (0.74%), which Unibail-Rodamco proceeded to purchase.

€64.7 million was paid in total to buy out the minority shareholders. In accordance with IFRS 3 Revised, these transactions were treated as equity transactions and therefore no additional goodwill was recognised. The impact on the consolidated equity of the owners of the parent amounted to -€3.9 million.

Effective June 9, 2011, Unibail-Rodamco is the 100% shareholder of Rodamco Europe NV.

2.4.2. In 2012

Disposals

Shopping centres

While the major part of the Group's divestment plan has been completed during 2011 and prior years, the Group has sold a few non core assets in France, Sweden and The Netherlands in 2012 for a total net disposal price of almost €98 million, excluding the Parly 2 transaction in Paris region.

Offices

On December 21, 2012, the Group sold a building in Lyon at book value as at June 30, 2012 at a net initial yield of 5.9% and with a gain of €9.9 million compared to the total investment cost.

Acquisitions

Shopping centres

On January 20, 2012, the Group acquired a part of the Sant Cugat shopping centre in Barcelona and several plots in Los Arcos and La Maquinista for a total acquisition cost of €36 million.

In France, several acquisitions of additional plots were made mainly in Villabé, in Forum des Halles and in Les Quatre Temps for a total acquisition cost of €36 million.

In The Netherlands, a number of retail units and other minor assets were acquired during the period for a total acquisition cost of €26 million.

In Central Europe, an acquisition of €21 million was made on August 2012 in Poland to develop a new shopping centre.

Offices

The Group acquired several plots in France for an amount of €3 million.

Zlote Tarasy complex

In 2002, Rodamco Europe N.V. entered into an agreement to acquire upon completion of the project 50% of the equity in a Polish company, Zlote Tarasy S.p.z.o.o (Zlote Tarasy), which developed a shopping centre (64,243 m² GLA), a parking and two office towers, Lumen and Skylight (a total of 43,576 m² GLA) in central Warsaw.

In March of 2012, a final agreement was reached pursuant to which the Group acquired a limited partnership which holds 100% of the holding company (Warsaw III) which in turn owns 76.85% of Zlote Tarasy. Pursuant to this transaction, the Group invested €312.8 million (group share), allowing it to own indirectly 76.85% of the equity in addition to various loans. Warsaw III will continue to make payments on a participating loan made by a fund managed by CBRE Global Investors which matures no later than December 31, 2016. In compliance with the restrictions imposed on Unibail-Rodamco by the Polish competition authorities in connection with the acquisition by the Group of the shopping centres Arkadia and Wilenska in July of 2010, the management of Warsaw III, shopping centre and parking is performed by CBRE Global Investors and AXA REIM. Consequently, the Group's investment in the Zlote Tarasy complex is consolidated under the equity method in its consolidated accounts as at December 31, 2012.

The calculation of the purchase price resulted in the recognition of €48.1 million negative goodwill in the line "Share of the result of associates" of the consolidated statement of comprehensive income as at December 31, 2012.

The values recognised in the consolidated financial position as at December 31, 2012 are based upon current best estimates. It is possible that further adjustments may be recognised within twelve months of the acquisition in accordance with IFRS rules.

Parly 2 shopping centre

On July 26, 2012, Unibail-Rodamco and Abu Dhabi Investment Authority ("ADIA") signed an agreement to merge their respective assets in Parly 2, a major shopping centre in the Paris region, into a jointly controlled company. Following this transaction, the Parly 2 combined entity is now consolidated under the proportional method since that date.

This operation is shown in the consolidated financial statements, firstly as a disposal of the asset held formerly by the Group and secondly as an entry into a new asset, comprising the whole shopping center.

This transaction was accomplished through both share deals and an asset deal.

The incidental costs incurred in connection with the operation have been expensed and are included in the operating result on the line "Acquisition and related costs".

According to the signed deal, Unibail-Rodamco will have the management of the shopping centre as from July 2013. As a result the combined entity will be fully consolidated from such date.

Acquisitions of mfi AG and Ruhr-Park

On August 2, 2012, Unibail-Rodamco acquired a 51% stake in a holding company owning 90.4% of mfi AG ("mfi", Germany's second largest shopping centre operator, investor and developer). mfi's portfolio consists of 5 standing shopping centres, 1 shopping centre under construction and 2 projects in its development portfolio as at December 31, 2012. In addition, mfi manages 20 shopping centers for unrelated third parties.

On August 10, 2012, Unibail-Rodamco acquired a 50% stake in the company which owns the Ruhr-Park shopping centre, one of the largest shopping centres in Germany.

€322.7 million was paid in August 2012 and €67.6 million is due to be paid on June 30, 2014. The deferred payment has been discounted. The purchase price reflects an enterprise value of mfi of €1.1 billion and a gross market value of €380 million for 100% of Ruhr-Park asset. Following a capital increase of €50 million made in August 2012, the holding company now owns 91.15% of mfi.

The seller, from whom Unibail-Rodamco acquired the 51% stake, still holds 49% of the shares of the holding company, which owns 91.15% of mfi, has a put option to sell its shares to Unibail-Rodamco between July 1, 2014 and March 31, 2017. At the date of acquisition, this put has been valued at €3 million and booked in the line "Derivatives at fair value", in non-current liabilities, in the statement of financial position.

In the event of the seller's exit, not resulting from the exercise of the put option, the seller shall pay to Unibail-Rodamco a carried interest based on the value of the company at the date of disposal. At the date of acquisition, the carried interest has been valued and booked for an amount of €31.9 million. The put and the carried interest are revalued at each closing date and the change in fair value is recorded in the income statement of the period.

The calculation of the purchase price resulted in the registration of €73.8 million goodwill as at December 31, 2012. The significant majority is accounted for the value of servives business corresponding to the property management, leasing activity and project development services of the assets hold by the Group or by third parties.

The governance policy in place provides control to the seller until December 31, 2012. As Unibail-Rodamco does not control the acquired companies, they have been consolidated under the equity method in the consolidated financial statements as at December 31, 2012.

In 2013, according to the the Shareholders Agreement and after receiving the approval of the authorisation of the French and German Anti-trust authorities, the governance policy will be modified and mfi and Ruhr-Park will be jointly controlled.

From July 1, 2014, the governance agreement can be modified to provide control of mfi to Unibail-Rodamco and consequently mfi should be fully consolidated from January 1, 2015 at the latest.

The values recognised in the consolidated financial position as at December 31, 2012 are based upon current best estimates. It is possible that further adjustments may be recognised within twelve months of the acquisition in accordance with IFRS rules.

ORNANE

ORNANE 2012

Unibail-Rodamco announced on September 11, 2012 the issuance of 3,451,767 net share settled bonds convertible into new and/or existing shares (ORNANE) at a nominal value of €217.28 per unit (representing a premium of 35% over Unibail-Rodamco's reference share price at issuance date) for a total amount of €750 million.

The public offer was open to the public in France from September 12, 2012 to September 14, 2012, based on a prospectus approved by the French securities regulator, *Autorité des marchés financiers* (the "AMF") under n°12-440 on September 11, 2012.

These bonds are listed on the Euronext Paris market of NYSE Euronext.

Main characteristic of the ORNANE 2012

The bonds will bear interest at a nominal annual rate of 0.75%, payable annually in arrears on January 1 of each year [1], *i.e.* approximately €1.63 per bond. As an exception, the first interest payment, to be made on January 1, 2013[1], will correspond to the accrued interest for the period from, and including, September 19, 2012 (the issue date of the bonds), to, and including, December 31, 2012, and will be calculated *prorata temporis*. It will therefore amount to approximately €0.46 per bond. The bonds will be redeemed at par on January 1, 2018[1]. They may be redeemed prior to the maturity date at the option of Unibail-Rodamco, pursuant terms described in the prospectus relating to this transaction and approved by the AMF. In the case of the exercise of their right to convert or exchange their bonds, bondholders will receive an amount in cash and, as the case may be, an amount payable in new and/or existing shares of Unibail- Rodamco. The Company also has the option to deliver new and/or existing shares only.

Being a financial debt with an embedded derivative, and based on the option provided by IAS 39, the ORNANE convertible bond, net of the charges and premium's write off, 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. The accrued interest is classified in the consolidated statement of financial position on the line "Current borrowings and

[1] Or on the following business day if such date is not a business day.

amounts due to credit institutions". The interest expenses are booked based on the contractual's interest rates and are classified in the statement of comprehensive income on the line "Net financing costs".

ORNANE 2009

Almost all the ORNANE[1] convertible bonds issued in April 2009 have been converted as at December 31, 2012, while generating the creation of 2,013,012 new shares and an increase of shareholders' equity of €362.1 million.

2.5. Notes and comments

2.5.1. Notes to the consolidated assets

NOTE 1 – INVESTMENT PROPERTIES

The trend of diverging performance of prime and all other asset classes has continued during 2012 for both offices and retail assets. Regarding shopping centres, this trend is fuelled by the economic outlook and austerity measures announced in various countries, which is prompting consumers to be more cautious. Retailers are responding to the pressure on the consumer and the opportunity brought about by the internet by continuing to be highly selective in the locations of their key points of sale and flagship stores. They continue to favour the larger schemes characterized by high footfall and high sales per square meter.

Consequently, the prime asset class characterised by secure income with a solid risk premium over risk-free rates remains on top of the shopping lists of active investors. Many investors are actively looking for stable and secure yields and have significant amounts of equity allocated to European prime commercial real estate, despite the continuing shortfall in supply of this product category. In parallel, bank financing remains restricted especially for non-prime assets, which combined with limited interest from equity investors and deteriorating performance, negatively affects non-prime valuations.

Unibail-Rodamco's appraisers have scrutinized and benchmarked the Group's assets' productivity and performance trends (lease agreements signed, tenant sales, footfall, rental uplift, occupancy cost ratio, etc.) to determine individual assets' outlook. They have taken into account proven ability of these assets to outperform national sales indices and their resilience in the face of generally adverse economic trends in 2012.

In accordance with the preferred method provided under IAS 40, investment properties are stated at their market value as determined by independent appraisers.

Investment Properties Under Construction (IPUC) are eligible for revaluation except for those for which the fair value is not reliably determinable.

The following IPUC were assessed at fair value as at December 31, 2012:
- four shopping centre projects: in Spain, the Faro del Guadiana land, in Czech Republic the Cerny Most extension and in France, La Toison d'Or extension in Dijon and Aéroville in Paris region;
- So Ouest Office in Levallois-Perret, Paris region.

These projects represented a total amount of €758.9 million in the consolidated statement of financial position at December 31, 2012. The total impact of the revaluation of these assets in the income statement for 2012 is a gain of €101.5 million.

The shopping centres Carré Sénart Shopping Park, Confluence in Lyon, So Ouest in Levallois-Perret, all in France, El Faro in Badajoz, Spain and Lyon Confluence Hotel in France, assessed in IPUC at fair value as at December 31, 2011, were delivered in 2012. They are now considered as part of the corresponding standing assets.

As at December 31, 2012, buildings under construction valued at cost are shopping centres under development, notably Val-Tolosa in Toulouse-France, Maquinista extension in Barcelona and Mall of Scandinavia in Stockholm, and offices developments such as Phare and Majunga in Paris-La Défense and So Ouest Plaza Office in Levallois-Perret, Paris region.

Assets still stated at cost were subject to an impairment test at December 31, 2012. An allowance was booked on one asset for -€1.0 million.

The valuation principles of the assets by segment activity are described in section 2.1 "Accounting principles and consolidation methods" §2.1.5 "Asset valuation methods".

Shopping centres portfolio

Based on an asset value excluding estimated transfer taxes and transaction costs, the segment's net initial yield as at December 31, 2012 came to 5.3% *vs.* 5.5% at year-end 2011.

Based on the year-end yield of 5.3%, a change of +25 basis points would result in an adjustment of -€964 million (-4.2%) of the portfolio value (including transfer taxes and transaction costs).

[1] 2,766 remaining ORNANE have been reimbursed on January 2, 2013 at their nominal value.

Offices portfolio

For occupied offices and based on an asset value excluding estimated transfer taxes and transaction costs, the segment's net initial yield at December 31, 2012 increased to 6.9%.

Based on the year-end yield of 6.9%, a change of +25 basis points would result in an adjustment of -€119 million (-3.1%) of the portfolio value (occupied and vacant space, including transfer taxes and transaction costs).

Convention-Exhibition portfolio

Based on the valuations, the average EBITDA yield on Viparis at December 31, 2012 (Unibail-Rodamco's recurring operating profit divided by the value of Unibail-Rodamco's assets, excluding estimated transfer taxes) was 8.6%, *vs.* 7.8% at year-end 2011.

A change of +25 basis points of the yield and WACC as determined at the end of the year would result in an adjustment of -€53.6 million (-3.5%).

For further information on the parameters used for the investment properties valuation, please refer to the note on the Net Asset Value as at December 31, 2012.

As at December 31, 2012, the outstanding balances of deferred lease incentives and key monies amortised over the firm term of the lease and deducted from the appraisal value represented €18.8 million.

Changes in investment properties at fair value

2012 Change

(€Mn)	31/12/2011	Acquisitions[1]	Entry into the scope of consolidation[2]	Capitalised expenses[3]	Disposals/ Exit from the scope of consolidation[4]	Reclassification and transfer of category[5]	Discounting impact[6]	Valuation movements	Currency translation	31/12/2012
Shopping centres	18,598.0	101.0	474.3	890.3	(582.1)	345.6	3.6	1,285.1	61.6	21,177.3
Offices	3,167.7	2.0	–	51.2	(131.7)	31.5	–	(109.5)	9.2	3,020.3
Convention-Exhibition centres	1,653.4	0.5	–	38.0	–	(1.8)	–	25.1	–	1,715.1
Total investment properties	**23,419.1**	**103.4**	**474.3**	**979.5**	**(713.8)**	**375.2**	**3.6**	**1,200.7**	**70.8**	**25,912.8**
Properties under promise or mandate of sale	221.5	–	–	–	(44.2)	(177.3)	–	–	–	–
Total	**23,640.6**	**103.4**	**474.3**	**979.5**	**(758.0)**	**197.9**	**3.6**	**1,200.7**	**70.8**	**25,912.8**

[1] The main acquisitions were: a part of the Sant Cugat shopping centre in Barcelona as well as several plots in Los Arcos and La Maquinista in Spain for a total amount of €35.7 million; several additionnal plots in France, mainly in Forum des Halles, Les Quatre Temps and in Villabé for a total amount of €35.3 million and a number of retail units in the Netherlands (€25.7 million).

[2] The entry into the scope of consolidation corresponds to Parly 2 (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Parly 2 shopping centre").

[3] Capitalised expenses related mainly to:

- Shopping centres:
  - in France (€437.6 million), mainly for So Ouest (€84.8 million) and Aéroville in Paris region (€62.9 million), Confluence in Lyon (€38.5 million), Parly 2 in Paris region (€23.4 million), Les Quatre Temps in Paris La Défense (€35.6 million), La Toison d'Or in Dijon (€30.9 million), Alma in Rennes (€18.9 million), Le Forum des Halles in Paris (€17.2 million) and Carré Sénart in Paris region (€15 million);
  - in Sweden for Täby Centrum (€92.3 million) and Solna (€10.8 million) in Stockholm;
  - in Austria, for Shopping City Süd (€57.6 million) and Donau Zentrum (€18.8 million) both in Vienna;
  - in Czech Republic, for Centrum Cerny Most in Prague (€75.6 million);
  - in Spain, Faro del Guadiana in Badajoz (€55.3 million) and La Maquinista in Barcelona (€11.8 million);
  - in Denmark, for Fisketorvet in Copenhagen (€29.9 million).
- Offices: in France (€40.7 million) mainly for So Ouest in Paris region (€18.7 million).
- Convention-exhibition: in France, the convention-exhibition centre Parc des Expositions de la Porte de Versailles (€15.5 million) and Pullman hotel in Paris (€14.2 million).

[4] Refer mainly to the disposals of Parly 2 in France for -€545.2 million (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Parly 2 shopping centre"), shopping centres in Sweden (-€33.3 million), in France (-€32.5 million), and in The Netherlands (-€11.6 million), and mainly offices in France (see section 2.4 "Highlights and comparability of the last two year", in 2012 § "Disposals").

[5] The majority of the reclassification and transfer of category was due to the transfer from IPUC at cost of the shopping centre Aéroville (Paris region), as at June 30, 2012.

[6] Mainly impact of the deferred payment on the ground leasehold of Forum des Halles in Paris (€2.9 million). The debt value was discounted in counterpart of the asset value.

2011 Change

(€Mn)	31/12/2010	Acquisitions	Entry into the scope of consolidation	Capitalised expenses	Disposals/ Exit from the scope of consolidation	Reclassification and transfer of category	Discounting impact	Valuation movements	Currency translation	31/12/2011
Shopping centres	16,856.6	232.2	438.6	490.1	(262.3)	77.1	3.7	754.1	8.0	18,598.0
Offices	3,271.1	3.8	–	84.1	(160.7)	(8.5)	0.5	(24.3)	1.7	3,167.7
Convention-Exhibition centres	1,518.8	–	7.6	56.2	–	(0.2)	–	71.0	–	1,653.4
Total investment properties	**21,646.5**	**236.0**	**446.2**	**630.4**	**(423.1)**	**68.3**	**4.2**	**800.9**	**9.6**	**23,419.1**
Properties under promise or mandate of sale	975.4	–	–	–	(848.8)	95.4	–	(0.5)	–	221.5
Total	**22,622.0**	**236.0**	**446.2**	**630.4**	**(1,271.9)**	**163.7**	**4.2**	**800.4**	**9.6**	**23,640.6**

Changes in investment properties at cost

2012 Change

(€Mn)	31/12/2011	Acquisitions[1]	Capitalised expenses[2]	Disposals/ Exit from the scope of consolidation[3]	Reclassification and transfer of category[4]	Discounting impact	Impairment[5]	Currency translation	31/12/2012
Gross value	667.9	20.5	284.0	(3.8)	(197.2)	0.6	–	5.7	777.7
Amortisation	(31.1)	–	–	–	–	–	(1.0)	–	(32.1)
Total investment properties at cost	**636.8**	**20.5**	**284.0**	**(3.8)**	**(197.2)**	**0.6**	**(1.0)**	**5.7**	**745.6**

[1] Relates mainly to an acquisition in Poland in order to develop a new shopping centre (€19.0 million).
[2] Capitalised expenses mainly related to the shopping centres Mall of Scandinavia in Sweden (€88.7 million) and Aéroville in Paris region (€54.5 million) and to French office properties Majunga in Paris-La Défense (€89.2 million) and So Ouest Plaza in Paris region (€19.4 million).
[3] Corresponds to the disposals of Parly 2 (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Parly 2 shopping centre")
[4] Corresponds mainly to the transfer to Investment Properties at fair value of the shopping centre Aéroville in Paris region, as at June 30, 2012.
[5] Relates to an allowance of €1.0 million booked on one asset.

2011 Change

(€Mn)	31/12/2010	Acquisitions	Capitalised expenses	Disposals/ Exit from the scope of consolidation	Reclassification and transfer of category	Discounting impact	Impairment	Currency translation	31/12/2011
Gross value	371.0	213.5	241.2	(0.2)	(156.7)	(0.8)	–	(0.2)	667.9
Amortisation	(29.1)	–	–	–	–	–	(2.0)	–	(31.1)
Total investment properties at cost	**341.9**	**213.5**	**241.2**	**(0.2)**	**(156.7)**	**(0.8)**	**(2.0)**	**(0.2)**	**636.8**
Properties under promise or mandate of sale	4.3	–	–	(4.3)	–	–	–	–	–
Total	**346.2**	**213.5**	**241.2**	**(4.5)**	**(156.7)**	**(0.8)**	**(2.0)**	**(0.2)**	**636.8**

NOTE 2 – OTHER TANGIBLE ASSETS

2012 Change

Gross value (€Mn)	31/12/2011	Acquisitions and capitalised expenses[1]	Disposals	Amortisation	Other movements	31/12/2012
Operating assets	169.1	–	–	–	–	169.1
Furniture and equipment	99.2	12.5	(1.9)[2]	–	(1.1)	108.7
Total	**268.3**	**12.5**	**(1.9)**	**–**	**(1.1)**	**277.8**

[1] Major works relate to Viparis entities for €7.9 million and service entities for €4.6 million.
[2] Main disposals refer to technical equipments which was scrapped.

Depreciation/Impairment (€Mn)	31/12/2011	Charges	Reversals	Amortisation	Other movements	31/12/2012
Operating assets	21.4	2.3	(3.6)[1]	–	–	20.1
Furniture and equipment	48.3	10.0	(1.4)[2]	–	0.3	57.2
Total	**69.8**	**12.3**	**(5.0)**	**–**	**0.3**	**77.3**

[1] Relates to the headquarters of the Group located at 7 place Adenauer Paris 16th – France, for which a reversal of impairment was booked according to the appraisal value.
[2] Main disposals refer to technical equipment which was scrapped.

Net value (€Mn)	31/12/2011	Acquisitions and capitalised expenses	Disposals	Amortisation (net of reversals)	Other movements	31/12/2012
Operating assets	147.7	–	–	1.3	–	149.0
Furniture and equipment	50.8	12.5	(0.5)	(10.0)	(1.3)	51.5
Total	**198.4**	**12.5**	**(0.5)**	**(8.7)**	**(1.3)**	**200.4**

2011 Change

Net value (€Mn)	31/12/2010	Acquisitions and capitalised expenses	Changes in the scope of consolidation	Disposals	Amortisation	Other movements	31/12/2011
Operating assets	150.3	0.8	–	–	(3.5)	–	147.7
Furniture and equipment	49.4	9.9	2.9	(1.0)	(10.3)	(0.1)	50.8
Total	**199.8**	**10.7**	**2.9**	**(1.0)**	**(13.8)**	**(0.1)**	**198.4**

NOTE 3 – GOODWILL

2012 Change

(€Mn)	31/12/2011	Decrease	Impairment	Reclassification[1]	31/12/2012
Gross value	1,912.8	(0.1)	–	0.8	1,913.5
Impairment	(1,616.0)	–	(28.1)	–	(1,644.1)
Total	**296.8**	**(0.1)**	**(28.1)**	**0.8**	**269.4**

[1] Reclassification of the D-Parking goodwill following the change in method of consolidation from equity to proportional.

The goodwill at December 31, 2012 breaks down as follows:

- €117.7 million correspond to the value of tax optimisation on Rodamco assets at the date of the combination adjusted for the cumulative impairments through to year-end 2012;
- the remaining amount corresponds mainly to the goodwill booked on the acquisition of Shopping City Süd in Vienna, on the acquisition of additional stakes and full consolidation of the shopping centres Galeria Mokotow in Warsaw and Aupark in Bratislava (Slovakia), on the acquisition of the Simon Ivanhoe assets and on the creation of Viparis. The goodwill is justified by the tax optimisation expected on these assets.

The impairment test consists of comparing the net value of this goodwill with the amounts of tax optimisation as determined at the date of reporting.

Following the entry into the SIIC regime of some French assets of the Simon Ivanhoe portfolio in 2012, the expected tax optimisation on these assets was realised and consequently the corresponding goodwill was impaired for a total amount of €26.1 million. This impairment was recorded in "income tax expenses" in the consolidated interim statement of comprehensive income.

An impairment of €2 million was also recognised in Spain following the acquisition at the end of 2011 of Glorias Parking.

2011 Change

(€Mn)	31/12/2010	Increase	Decrease	Impairment	31/12/2011
Gross value	1,867.6	73.2	(28.0)	–	1,912.8
Impairment	(1,602.0)	–	–	(14.0)	(1,616.0)
Total	**265.6**	**73.2**	**(28.0)**	**(14.0)**	**296.8**

NOTE 4 – INTANGIBLE ASSETS

2012 Change

Gross value (€Mn)	31/12/2011	Acquisitions	Disposals	Reclassification and other movements	31/12/2012
Rights and exhibitions	331.3	–	–	(0.7)	330.5
Other intangible assets	27.7	2.3	(2.5)	(0.7)	26.8
Total	**358.9**	**2.3**	**(2.5)**	**(1.4)**	**357.3**

Amortisation (€Mn)	31/12/2011	Charges	Reversals	Reclassification and other movements	31/12/2012
Rights and exhibitions	123.4	5.0[1]	–	(0.7)	127.8
Other intangible assets	24.2	2.8	(2.5)	(1.1)	23.4
Total	**147.6**	**7.8**	**(2.5)**	**(1.8)**	**151.2**

[1] Relates to the amortisation of the Convention-Exhibition intangible assets.

Net value (€Mn)	31/12/2011	Acquisitions	Disposals and reversals	Reclassification and amortisation	31/12/2012
Rights and exhibitions	207.8	–	–	(5.1)	202.7
Other intangible assets	3.4	2.3	–	(2.4)	3.4
Total	**211.3**	**2.3**	**–**	**(7.5)**	**206.1**

The intangible assets qualified as "Rights and exhibitions" relate mainly to the Viparis' entities and are valued by external appraisers.

A change of +25 basis points of the yield and WACC of Viparis' intangible assets as determined at the end of the year would result in an adjustment of -€5.8 million (-3.8%).

2011 Change

Net value (€Mn)	31/12/2010	Acquisitions	Disposals and reversals	Reclassification and amortisation	31/12/2011
Rights and exhibitions	165.6	39.0	7.4	(4.2)	207.8
Other intangible assets	5.2	2.5	–	(4.2)	3.4
Total	**170.8**	**41.5**	**7.4**	**(8.4)**	**211.3**

NOTE 5 – LOANS AND RECEIVABLES

	31/12/2012			31/12/2011		
(€Mn)	Gross	Provision	Net	Gross	Provision	Net
Outstanding finance leasing	0.2	–	0.2	0.4	–	0.4
Finance leasing receivables	0.9	(0.7)	0.2	1.0	(0.7)	0.2
Advances to companies consolidated under the proportional or equity method[1]	111.6	–	111.6	33.6	–	33.6
Deposits paid	15.1	–	15.1	11.0	–	11.0
Prepayments[2]	–	–	–	198.3	–	198.3
Other financial assets	9.4	(9.4)	–	10.4	(9.4)	1.0
Total	**137.1**	**(10.1)**	**127.0**	**254.6**	**(10.1)**	**244.5**

[1] The Group acquired 100% of the loans made by the developer to Zlote Tarasy including a portion corresponding to the stake in Zlote Tarasy owned by the City of Warsaw. This amount was consequently classified in "Loans and receivables" (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Zlote Tarasy complex").
[2] The change refers mainly to the investment in the Sub-Group Zlote Tarasy: Unibail-Rodamco's participating loan granted to the developer in 2007 was repaid.

NOTE 6 – FINANCIAL ASSETS

In 2012, this item comprises a bond issued by the owner of a shopping centre in France for €60 million (with an annual interest rate of 6.50% and a maturity of 7 years) and the shares of non-consolidated companies (€17 million).

In 2011, it comprises the shares of non-consolidated companies.

NOTE 7 – SHARES AVAILABLE FOR SALE

Unibail-Rodamco has a 7.25% stake in Société Foncière Lyonnaise which is classified as "Shares available for sale" for their stock market value. The positive fair value change of €5.2 million was recognised in other comprehensive income.

A dividend of €7.1 million was received during the period and booked in the net result on the line "Result from non-consolidated companies".

NOTE 8 – SHARES AND INVESTMENTS IN COMPANIES CONSOLIDATED UNDER THE EQUITY METHOD

(€Mn)	31/12/2012	31/12/2011
Shares in shopping centres companies	491.9	1.3
Loan granted to shopping centres companies	282.5	–
Sub-total investment in shopping centres companies	**774.4**	**1.3**
Shares in Comexposium Group	54.5	55.7
Loan granted to Comexposium Group	124.6	149.6
Sub-total investment in Exhibitions organising companies	**179.1**	**205.3**
Total shares and investments in companies consolidated under the equity method	**953.5**	**206.6**

Shares in shopping centres companies comprise:
- a 51% stake in a holding company which owns 91.15% of mfi AG (Germany's second largest shopping centre operator, investor and developer);
- a 50% stake in the company which owns the Ruhr-Park shopping centre;
- a 76.85% stake in the Zlote Tarasy complex located in Warsaw.

The value of the shares under equity includes the fair value of the underlying investment properties, as well as the recognition of the negative goodwill for an amount of €48.1 million, related to the Zlote Tarasy complex.

The value of the stake in Comexposium Group includes the value of the intangible assets (net of the deferred taxes) recognised for these companies at the date of entry into the scope of consolidation.

The result of the impairment tests on intangible assets booked within the Comexposium Group led to the impairment of intangible assets of €19.3 million and to a reversal of impairment of €3.8 million.

The main items of the statements of financial position of companies consolidated under the equity method are presented in the tables below. These items are stated on a 100% basis including restatements for consolidation purposes.

Shopping centres companies

(€Mn)	31/12/2012	31/12/2011
Investment properties	2,001.7	–
Other non current assets	179.3	–
Current assets	218.5	–
Total assets	**2,399.5**	**–**
Restated shareholders' equity	838.6	–
External borrowings and debts to partners	1,150.5	–
Other non current liabilities	122.3	–
Current liabilities	288.1	–
Total liabilities	**2,399.5**	**–**

Comexposium Group

(€Mn)	31/12/2012	31/12/2011
Intangible assets[1]	370.9	369.5
Goodwill[1]	191.0	191.0
Other non current assets	6.2	13.0
Current assets	145.4	117.8
Total assets	**713.5**	**691.4**
Restated shareholders' equity	137.7	133.4
Deferred tax liabilities	106.8	102.7
External borrowings and debts to partners	300.2	301.4
Other non current liabilities	5.5	8.1
Current liabilities	163.3	145.7
Total liabilities	**713.5**	**691.4**

[1] Intangible assets and goodwill are presented net of amortisation and impairment.

The main income statement items of companies consolidated under the equity method are presented below. These items are stated on a 100% basis including restatements for consolidation purposes.

Shopping centres companies

(€Mn)	2012 [1]	2011
Rental revenues	58.3	–
Change in fair value of investment properties	59.5	–
Net income	**42.1**	**–**

[1] From the date of acquisition.

Comexposium Group

(€Mn)	2012	2011
Revenues from other activities	291.6	201.2
Net operating profit before financing cost	47.0	26.5
Net income	**24.4**	**9.7**

NOTE 9 – JOINT VENTURES

Joint ventures are those entities in which the Group has joint control established by contractual agreement. Joint ventures are proportionally consolidated based on Unibail-Rodamco's share of ownership.

The investments in joint ventures are detailed in section 2.3 "Scope of consolidation".

2012 includes the Parly 2 sub-group consolidated under the proportional method since July 26, 2012 (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Parly 2 shopping centre").

The main items of the statements of financial position of joint ventures are presented in the tables below. These items are stated on a 100% basis including restatements for consolidation purposes.

(€Mn)	31/12/2012	31/12/2011
Investment properties	2,469.3	1,342.4
Other non current assets	107.4	9.0
Current assets	217.9	134.6
Total assets	**2,794.6**	**1,486.0**
Restated shareholders' equity	1,710.4	756.3
Deferred tax liabilities	148.6	137.3
External borrowings and debts to partners	649.5	425.9
Other non current liabilities	19.0	8.6
Current liabilities	267.1	157.9
Total liabilities	**2,794.6**	**1,486.0**

The main income statement items of companies consolidated under the proportional method are presented below. These items are stated on a 100% basis including restatements for consolidation purposes.

(€Mn)	2012	2011
Net rental income	112.6	70.9
Change in fair value of investment properties	141.1	44.6
Net income	**202.3**	**96.9**

NOTE 10 – TRADE RECEIVABLES FROM ACTIVITY

All of these receivables are due within one year, except rent-free periods and step rents amortised over the firm term of the lease.

Trade related receivables (€Mn)	31/12/2012	31/12/2011
Trade receivables	172.3	179.7
Doubtful accounts	53.2	51.0
Rent-free periods and step rents	94.6	95.7
Gross value	**320.1**	**326.4**
Provisions for doubtful accounts	(41.5)	(43.9)
Net	**278.5**	**282.5**

Breakdown of trade receivables by business line (€Mn)	31/12/2012	31/12/2011
Shopping centres	131.8	142.0
Offices	61.3	69.1
Convention-Exhibition	66.0	58.8
Property services	12.3	9.1
Other	7.1	3.5
Total	**278.5**	**282.5**

Changes in provisions for doubtful accounts (€Mn)	2012	2011
As of January 1	**(43.9)**	**(40.4)**
Currency translation adjustments	(0.3)	–
Change in scope of consolidation	(0.1)	0.2
Reclassifications	0.1	0.4
Additions	(12.1)	(14.8)
Use and reversal	14.8	10.8
As of December 31	**(41.5)**	**(43.9)**

NOTE 11 – OTHER TRADE RECEIVABLES

All of these receivables are due within one year, except leaseholds.

Tax receivables (€Mn)	31/12/2012	31/12/2011
Value-Added Tax and other[1]	159.6	174.6
Corporate income tax	7.4	4.7
Total	**167.0**	**179.3**

[1] The decrease is mainly due to the reimbursement of the tax receivable due in 2011 following the acquisition of the shopping centre Splau in Spain.

Receivables on sales of property (€Mn)	31/12/2012	31/12/2011
Receivables on sales of property	–	3.4
Total	**–**	**3.4**

Other receivables (€Mn)	31/12/2012	31/12/2011
Receivables from suppliers	9.5	9.3
Service charges due	51.8	41.5
Other debtors[1]	128.7	96.8
Receivables from partners	10.9	8.9
Accrued income receivable on caps and swaps	0.4	0.8
Gross value	**201.4**	**157.3**
Provisions	(0.6)	(2.1)
Net	**200.8**	**155.1**

[1] The change relates mainly to the carried interest on the acquisition of mfi AG (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Acquisitions of mfi AG and Ruhr-Park").

Prepaid expenses (€Mn)	31/12/2012	31/12/2011
Leaseholds: payments made at the start of the contract[1]	41.1	41.6
Prepaid expenses	20.8	11.5
Total	**61.9**	**53.1**

[1] Straight-line depreciation over the life of the contracts. The balance of these prepaid expenses is deducted from the appraisal value of investment properties to determine their fair value in the statement of financial position.

NOTE 12 – CASH AND CASH EQUIVALENTS

(€Mn)	31/12/2012	31/12/2011
Available-for-sale investments[1]	2.2	2.3
Cash	62.8	79.7
Current account to balance out cash flow	0.3	0.2
Total	**65.3**	**82.3**

[1] This item comprises investments in money-market SICAV (marketable securities). There were no unrealised capital gains or losses on the portfolio.

The level of cash at year-end is stable as the Group uses a European cash pooling system optimising the use of liquidity across the Group.

2.5.2. Notes to the consolidated liabilities

NOTE 13 – COMMITMENT TO PURCHASE NON-CONTROLLING INTERESTS

Unibail-Rodamco has given commitments to purchase the non-controlling interests in the shopping centre Donau Zentrum in Vienna. This commitment has been paid in the second half of 2012 for €10.7 million.

NOTE 14 – CURRENT AND NON CURRENT FINANCIAL LIABILITIES

Net share settled bonds convertible into new and/or existing shares (ORNANE)

In accordance with IAS 39 standard, the ORNANE of Unibail-Rodamco are stated at fair value.

ORNANE issued in 2009

Almost all of the ORNANE were converted as at December 31, 2012. The nominal value was repaid for a total amount of €574.5 million. 2,013,012 new shares have been created resulting in an increase of shareholder's equity of €362.1 million.

The ORNANE had been recognised at their fair value until the date of reimbursement while generating a loss of €179.4 million in the non-recurring result of the period. The 2,766 remaining ORNANE represent an amount of debt of €0.4 million which was repaid early in January 2013.

ORNANE issued in 2012

In September 2012, the Group issued new ORNANE of Unibail-Rodamco for €750 million.

The terms of issuance and accounting of the ORNANE are presented in section 2.4 "Highlights and comparability of the last two years", in 2012 § "ORNANE".

The obligations under the ORNANE are valued at €794.7 million at December 31, 2012.

At December 31, 2012, the valuation at fair value (quoted price) generated a loss of €44.7 million and issuance costs write-off of €6.3 million, which were accounted for in the income statement of the period.

Debt breakdown (including ORNANE)

Borrowings and other financial liabilities (€Mn)	31/12/2012	31/12/2011
Net share settled bonds convertible into new and/or existing shares (ORNANE)	**796.7**	**758.5**
Debt at fair value	795.1	738.5
Accrued interest	1.6	20.0
Bonds and EMTNs	**6,694.3**	**4,712.1**
Principal debt	6,633.0	4,708.0
Accrued interest	88.8	45.4
Issuance costs	(23.3)	(30.3)
Mark-to-market of debt[1]	(4.2)	(11.0)
Bank borrowings	**2,513.3**	**3,740.7**
Principal debt	2,510.8	3,729.2
Accrued interest on borrowings	7.9	10.7
Borrowings issue fees	(14.8)	(9.5)
Bank overdrafts	6.0	3.5
Accrued interest on bank overdrafts	(0.1)	1.3
Current accounts to balance out cash flow	3.0	5.4
Mark-to-market of debt[1]	0.4	0.1
Bonds redeemable for shares (ORA)	**0.1**	**0.2**
Other financial liabilities	**1,790.7**	**1,407.5**
Interbank market instruments and negotiable instruments	1,130.8	728.1
Accrued interest on interbank market instruments and negotiable instruments	–	1.1
Current accounts with non-controlling interests	659.9	678.4
Financial leases	**123.9**	**125.4**
Total	**11,919.0**	**10,744.4**

[1] Rodamco fixed-rate debt has been marked-to-market at the date of its first consolidation in 2007.

Unibail-Rodamco's nominal financial debt as at December 31, 2012 breaks down as follows:

- €6,633 million in bonds, of which €6,133 million under the Euro Medium Term Notes (EMTN) programme of Unibail-Rodamco and €500 million under Rodamco Europe's EMTN programme;
- €750 million in ORNANE;
- €1,131 million in commercial paper (*billets de trésorerie* and Euro Commercial Paper);
- €2,520 million in bank loans and overdrafts, including €1,380 million in unsecured corporate loans, €1,130 million in mortgage loans and €9 million in bank overdrafts.

The following table shows a breakdown of outstanding duration to maturity of borrowings and financial liabilities:

Outstanding duration to maturity (€Mn)	Current	Non current		Total
	Less than 1 year	1 year to 5 years	More than 5 years	31/12/2012
Net share settled bonds convertible into new and/or existing shares (ORNANE)	**2.0**	**–**	**794.7**	**796.7**
Debt at fair value	0.4	–	794.7	795.1
Accrued interest	1.6	–	–	1.6
Bonds and EMTNs	**164.2**	**3,437.1**	**3,093.0**	**6,694.3**
Principal debt	105.0	3,435.0	3,093.0	6,633.0
Accrued interest	88.8	–	–	88.8
Issuance costs	(23.3)	–	–	(23.3)
Mark-to-market of debt	(6.3)	2.1	–	(4.2)
Bank borrowings	**928.4**	**1,330.0**	**254.9**	**2,513.3**
Principal debt	925.7	1,330.2	254.9	2,510.8
Accrued interest on borrowings	7.9	–	–	7.9
Borrowings issue fees	(14.8)	–	–	(14.8)
Bank overdrafts	6.0	–	–	6.0
Accrued interest on bank overdrafts	(0.1)	–	–	(0.1)
Current accounts to balance out cash flow	3.0	–	–	3.0
Mark-to-market of debt	0.6	(0.2)	–	0.4
Bonds redeemable for shares (ORA)	**0.1**	**–**	**–**	**0.1**
Other financial liabilities	**1,130.8**	**429.6**	**230.2**	**1,790.7**
Interbank market instruments and negotiable instruments	1,130.8	–	–	1,130.8
Current accounts with non-controlling interests	–	429.6	230.2	659.9
Financial leases	**2.6**	**17.4**	**103.9**	**123.9**
Total	**2,228.2**	**5,214.1**	**4,476.7**	**11,919.0**

Unibail-Rodamco's main refinancing operations over 2012 were as follows:

- the signing of €1,384 million medium to long term credit facilities or bank loans with an average maturity of 4.2 years. This amount includes the refinancing of a €600 million syndicated credit facility, due in 2013, and renegotiated and extended to December 2017 in December 2012;
- the issue of three public EMTN bonds for a total amount of €2,000 million;
- the issue of two private EMTN placements for a total of €425 million, with a duration of 10 years;
  In total €2,425 million was raised on the bond market in 2012 at an average duration of 6.7 years;
- the issue of a €750 million convertible bond (ORNANE) in September 2012.

Unibail-Rodamco accessed the money market by issuing commercial paper. The average amount of commercial paper outstanding in 2012 was €989 million, including €964 million of *billets de trésorerie* and €25 million of Euro Commercial Paper (maturity of up to 3 months). *Billets de trésorerie* were raised over 2012 at an average margin of 4 bps above Eonia and Euro Commercial Paper nearly flat to Euribor.

Maturity of current principal debt

(€Mn)	Current			Total
	Less than 1 month	1 month to 3 months	More than 3 months	31/12/2012
Bonds and EMTNs	–	–	105.0	105.0
Bank borrowings	1.3	3.5	920.8	925.7
Other financial liabilities	910.8	220.0	–	1,130.8
Financial leases	–	–	2.6	2.6
Total	**912.1**	**223.5**	**1,028.4**	**2,164.1**

As at December 31, 2012, Unibail-Rodamco's average debt maturity was 4.9 years (4.5 years as of December 31, 2011), after taking into account the confirmed unused credit lines.

Unibail-Rodamco's immediate debt repayment needs are covered by the available undrawn credit lines: the amount of bonds and bank loans outstanding as at December 31, 2012 and maturing or amortising within a year is €1,040 million compared with €4,013 million of undrawn commited credit lines as at December 31, 2012.

Characteristics of bonds and EMTN's (excluding ORNANE)

Issue date	Rate	Amount at 31/12/2012 (€Mn)	Maturity
October 2004	Fixed rate 4.375%	500.0	October 2014
July 2008	Constant Maturity Swap 10 years Euro +0.74%	105.0	July 2013
July 2009	Fixed rate 4.22% during 2 years then linked to inflation	70.0	July 2019
August 2009	Fixed rate 5% during 3 years then Constant Maturity Swap 10 years (floored at 5%, capped at 7.5%)	50.0	August 2019
August 2009	Fixed rate 5% during 3 years then Constant Maturity Swap 10 years (floored at 5%, capped at 7.5%)	50.0	August 2019
September 2009	Fixed rate 4.8%	150.0	November 2017
September 2009	Fixed rate 4.625%	600.0	September 2016
March 2010	Fixed rate 3.375%	635.0	March 2015
May 2010	Structured coupon linked to CMS 10 year	50.0	May 2020
June 2010	Structured coupon linked to CMS 10 year	50.0	June 2020
September 2010	Fixed rate 3.35%	50.0	September 2018
September 2010	Fixed rate 3.35%	60.0	September 2018
November 2010	Fixed rate 4.17%	41.0	September 2030
November 2010	Fixed rate 3.875%	700.0	November 2020
June 2011	Float rate (Erb3M + 78bps)	50.0	June 2017
October 2011	Fixed rate 4.08%	27.0	October 2031
October 2011	Fixed rate 3.50%	500.0	April 2016
November 2011	Fixed rate 4.05%	20.0	November 2031
December 2011	Fixed rate 3.875%	500.0	December 2017
March 2012	Fixed rate 3.000%	750.0	March 2019
May 2012	Fixed rate 3.196%	425.0	May 2022
August 2012	Fixed rate 2.250%	750.0	August 2018
October 2012	Fixed rate 1.625%	500.0	June 2017
Total		**6,633.0**	

Covenants

Bonds issued are not restricted by any covenant based on financial ratios which could lead to early repayment of the debt.

The bond issued by Rodamco under the EMTN program and maturing in 2014 (€500 million as at December 31, 2012) includes a restriction of the amount of indebtedness at the level of Rodamco and its subsidiaries, which cannot exceed in aggregate 30% of Total Group Assets. At December 31, 2012, the Group has not exceeded this restriction.

No bank loans were subject to prepayment clauses linked to the Group's ratings, barring exceptional circumstances such as change in control.

There are no financial covenants (such as LTV or ICR) in the EMTN and the Commercial Paper programs.

The majority of bank loans and credit facilities contains financial covenants such as LTV (Loan To Value) and ICR (Interest Coverage Ratio) ratios, as well as, a prepayment clause in case of occurrence of a material adverse change.

As at December 31, 2012, the Loan-to-Value ratio (LTV) ratio calculated for Unibail-Rodamco stood at 37%, in line with the level of 37% as at December 31, 2011.

The Interest Coverage Ratio (ICR) ratio for Unibail-Rodamco came to 3.5x for 2012. It is in line with the solid levels achieved in recent years and slightly decreased from 3.6x in 2011.

Those ratios show ample headroom vis-à-vis bank covenants usually set at a maximum of 60% LTV and a minimum of ICR of 2x, which the Group reports to the banks twice a year.

As at December 31, 2012, 96% of the Group's credit facilities and bank loans allowed indebtedness amounting to 60% or more of the Group's total asset value or of the value of the asset of the borrowing entity, as the case may be.

Market value

The market value of Unibail-Rodamco's fixed-rate and index-linked debt is presented in the table below. The remainder of the Group's outstanding debt is variable-rate debt, which has its carrying value on the statement of financial position as the sum of the nominal amount and coupon accruals.

(€Mn)	31/12/2012		31/12/2011	
	Carrying value	Market value	Carrying value	Market value
Long term debt				
Fixed-rate & index-linked borrowings, interbank instruments and negotiable market instruments	8,366.0[1]	8,861.8	6,065.6	6,248.6

[1] ORNANE included, at market value (see paragraph above on ORNANE).

NOTE 15 – HEDGING INSTRUMENTS

Derivative instruments owned by the Group are stated at fair value and were recorded in the statement of financial position as at December 31, 2012, for €182.6 million as assets and €625.3 million as liabilities.

Derivatives are valued by discounted estimated future cash flows based on the interest rate curve at the end of December 2012. The valuation has been cross-checked against valuations by banks.

The mark-to-market of derivatives generated a net loss of €214.5 million in 2012, including a loss of €19.2 million of cancellation of swaps.

Cash flow hedges generated a loss of €5.0 million in the net result of the period and a loss of €3.8 million in the other comprehensive income.

NOTE 16 – DEFERRED TAX

2012 Change

(€Mn)	31/12/2011	Increase	Decrease	Reclassifications	Currency translation	31/12/2012
Deferred tax liabilities	**(1,055.8)**	**(116.3)**	**86.5**	**–**	**(9.6)**	**(1,095.2)**
Deferred tax on investment properties	(985.1)	(116.3)	84.8	–	(9.6)	(1,026.2)
Deferred tax on intangible assets	(70.7)	–	1.7	–	–	(69.0)
Other deferred tax	**90.5**	**10.5**	**(25.1)**	**2.1**	**1.2**	**79.2**
Tax loss carry-forward[1]	70.8	10.5	(24.4)	2.9	1.2	61.0
Others[1]	19.7	–	(0.7)	(0.8)	–	18.2
Total Deferred tax liabilities	**(965.3)**	**(105.8)**	**61.4**	**2.1**	**(8.4)**	**(1,016.0)**
Deferred tax assets						
Other deferred tax assets	0.3	–	–	0.8	–	1.1
Tax loss carry-forward	5.7	5.6	(4.5)	(2.9)	–	3.9
Total Deferred tax assets	**6.0**	**5.6**	**(4.5)**	**(2.1)**	**–**	**5.0**

[1] Deferred tax assets and liabilities within a same tax group are offset.

Deferred tax liabilities on properties refer to those countries where there is no tax efficient status comparable to that of France (SIIC), providing a tax exemption on recurring income and capital gains on property sales. The increase of deferred tax liabilities on investment properties is mainly due to the increase of the valuation of the assets outside France.

The decrease of deferred tax liabilities on investment properties is mainly due to the reversal of deferred tax liabilities on the French assets from the Simon Ivanhoe portfolio which entered the SIIC regime in 2012.

2011 Change

(€Mn)	31/12/2010	Increase	Decrease	Reclassifications	Currency translation	Changes in the scope of consolidation	31/12/2011
Deferred tax liabilities	**(940.9)**	**(101.2)**	**37.0**	**0.5**	**(1.3)**	**(49.9)**	**(1,055.8)**
Deferred tax on investment properties	(884.0)	(98.6)	35.3	0.5	(1.3)	(37.0)	(985.1)
Deferred tax on intangible assets	(56.9)	(2.6)	1.7	–	–	(12.9)	(70.7)
Other deferred tax	**90.4**	**9.9**	**(15.9)**	**6.9**	**0.3**	**(1.1)**	**90.5**
Tax loss carry-forward	77.3	3.2	(15.4)	5.4	0.3	–	70.8
Others	13.1	6.7	(0.5)	1.5	–	(1.1)	19.7
Total Deferred tax liabilities	**(850.5)**	**(91.3)**	**21.1**	**7.4**	**(1.0)**	**(51.0)**	**(965.3)**
Deferred tax assets							
Other deferred tax assets	0.3	–	–	–	–	–	0.3
Tax loss carry-forward	9.7	4.1	(0.7)	(7.4)	–	–	5.7
Total Deferred tax assets	**10.0**	**4.1**	**(0.7)**	**(7.4)**	**–**	**–**	**6.0**

Unrecognised deferred tax assets

(€Mn)	31/12/2012	31/12/2011
Temporary differences investment properties	9.9	24.4
Tax losses carry-forward not recognized[1]	278.3	253.5
Total unregognized assets	**288.2**	**277.9**

[1] This amount does not include Dutch tax losses.

The temporary differences and tax losses are mainly related to real estate operations in Germany (€62.5 million), in Poland (€60.8 million) and in Spain (€32.6 million) and to negative financial result on French SIIC entities (€117.8 million). Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available to be offset against these assets.

It is expected that the Dutch tax authorities will deny the FBI status for Unibail-Rodamco's Dutch activities for 2010 onwards (see section 2.1 "Accounting principles and consolidation methods" § 2.1.9 "Taxes"). The Group does not agree with this position. As at December 2012, a deferred tax liability of €44.1 million was booked on the Dutch investment properties. A deferred tax asset for the same amount based on tax losses was recognised. Both amounts were netted. In this context of uncertainty, no other deferred tax asset has been recognised for significant Dutch tax-loss carry forwards.

NOTE 17 – PROVISIONS

2012 Change

(€Mn)	31/12/2011	Allocations	Reversals used	Reversals not used	Discount	Other movements[2]	31/12/2012
Long term provisions	**28.3**	**3.5**	**(1.9)**	**(0.3)**	**0.3**	**0.3**	**30.2**
Provisions for litigation	22.5	2.8	(1.6)	(0.3)	0.3	(0.7)	23.0
Other provisions	5.9	0.7	(0.3)	–	–	1.0	7.2
Provisions for pension liabilities	**10.9**	**0.4**	**–**	**–**	**–**	**8.7**	**20.0**
Short term provisions	**25.7**	**7.4**	**(5.7)**	**(4.7)**	**–**	**(1.2)**	**21.5**
Provisions for litigation[1]	21.0	4.9	(3.1)	(3.9)	–	(0.5)	18.4
Other provisions	4.7	2.5	(2.6)	(0.8)	–	(0.7)	3.1
Total	**64.9**	**11.3**	**(7.6)**	**(5.0)**	**0.3**	**7.8**	**71.7**

[1] The allocations and reversals relate mainly to various litigations with tenants.
[2] Other movements relate mainly to the allowance of provision for pension liability booked in "Other comprehensive income" and to a reversal of provision of litigation booked against investment property.

The Group is involved in legal proceedings in Austria where a tenant has obtained a court judgment limiting the amount of square meters a certain category of retailers in the shopping centre may operate without its consent. The related risks have been taken into account in provision for litigations and in the fair value calculation of the investment property.

2011 Change

(€Mn)	31/12/2010	Allocations	Reversals used	Reversals not used	Discount	Change in scope of consolidation	Other movements	31/12/2011
Long term provisions	**24.9**	**6.1**	**(1.6)**	**(0.8)**	**0.3**	**–**	**(0.5)**	**28.3**
Provisions for litigation	20.4	3.5	(1.1)	(0.2)	0.3	–	(0.5)	22.5
Other provisions	4.5	2.5	(0.5)	(0.6)	–	–	–	5.9
Provisions for pension liabilities	**13.6**	**0.2**	**(2.0)**	**(2.1)**	**–**	**1.8**	**(0.6)**	**10.9**
Short term provisions	**20.1**	**6.6**	**(6.1)**	**(5.9)**	**–**	**1.0**	**9.9**	**25.7**
Provisions for litigation	15.0	2.9	(2.7)	(5.4)	–	1.0	10.2	21.0
Other provisions	5.1	3.7	(3.4)	(0.5)	–	–	(0.3)	4.7
Total	**58.6**	**13.0**	**(9.7)**	**(8.8)**	**0.3**	**2.8**	**8.8**	**64.9**

NOTE 18 – AMOUNTS DUE ON INVESTMENTS

As at December 31, 2012, the non current amounts due on investments mainly comprised:

- the buyout of the ground lease of Le Forum des Halles in Paris for a discounted amount of €48.1 million;
- the deferred payment of €16.4 million of the piece of land related to the Mall of Scandinavia project near Stockholm which was acquired in 2011;
- the deferred payment on acquisition of stake in mfi AG for a discounted amount of €64.6 million.

During the period, two deferred payments, due within one year, were reallocated from non current to current (€64 million).

The current amounts due on investments correspond mainly to amounts due on investments on development pipeline projects.

NOTE 19 – AMOUNTS DUE TO SUPPLIERS AND OTHER CURRENT DEBT

Trade payables by segment (€Mn)	31/12/2012	31/12/2011
Shopping centres	44.7	59.4
Offices	3.5	4.5
Convention-Exhibition	57.5	39.9
Property services	5.7	5.2
Others	15.6	8.3
Total	**127.0**	**117.3**

Sundry creditors (€Mn)	31/12/2012	31/12/2011
Due to customers[1]	65.3	41.4
Due to partners[2]	75.6	8.2
Other creditors	133.1	131.2
Total	**274.0**	**180.8**

[1] This item includes eviction costs.
[2] The increase of sundry creditors consists mainly of a current account between Warsaw III BV and Unibail-Rodamco SE following the investment in the Zlote Tarasy complex in Warsaw.

Other liabilities (€Mn)	31/12/2012	31/12/2011
Prepaid income[1]	164.5	180.2
Total	**164.5**	**180.2**

[1] Mainly rents received in advance.

NOTE 20 – TAX AND SOCIAL SECURITY LIABILITIES

(€Mn)	31/12/2012	31/12/2011
Tax liabilities[1]	14.5	–
Total non current	**14.5**	**–**
Social security liabilities	41.1	37.6
Value-added tax	77.8	66.3
Income tax due	26.8	13.8
Other tax liabilities	0.7	4.4
Total current	**146.4**	**122.2**

[1] This item relates to the entry into the SIIC regime of some French assets of the Simon Ivanhoe portfolio.

2.5.3. Notes to the consolidated statement of comprehensive income

NOTE 21 – GROSS RENTAL INCOME

Rental income consists of rents and similar income (*e.g.* occupancy compensation, key money, parking revenues) invoiced for Shopping centres and Offices properties over the period. The effects of rent-free periods, step rents and key monies are spread over the fixed term of the lease.

The property management fees reinvoiced to the tenants are classified in gross rental income.

Rental income from the Convention-Exhibition segment includes turnover generated by the rental of exhibition space and the provision of unavoidable associated support services to this space.

Charges invoiced to tenants are not included in rental income but deducted from net service charge expenses.

NOTE 22 – GROUND RENTS PAID

Ground rents correspond to lease payments (or straightlining of initial payments) for properties built on land subject to a leasehold or operated under an operating contract (concession). This item mainly applies to the French conventions and exhibitions venues of Le Bourget and Porte de Versailles and to some shopping centres, in particular Euralille and Carrousel du Louvre in France.

NOTE 23 – NET SERVICE CHARGE EXPENSES

These expenses are net of charges re-invoiced to tenants and relate mainly to vacant premises.

NOTE 24 – 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.

NOTE 25 – ADMINISTRATIVE EXPENSES

This item comprises personnel costs, head office and Group administrative expenses, expenses relating to development projects and depreciation charges for Unibail-Rodamco's headquarters.

NOTE 26 – ACQUISITION AND RELATED COSTS

These are costs incurred for business combinations.

In 2012, they represent mainly the costs incurred following the creation of a 50-50 joint venture in Parly 2 shopping centre, in Paris region (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Parly 2 shopping centre").

NOTE 27 – NET OTHER INCOME

Revenues from other activities cover:

- fees for property services received by companies in the Convention-Exhibition segment;
- fees for property management and maintenance services provided to Offices and Shopping centres. These fees are invoiced by property service companies for their property management activities on behalf of owners outside the Group;
- fees invoiced for leasing activity and for project development and consulting services. These fees are capitalised by the company owning the asset. The internal margins generated on these leasing, construction and renovation operations are eliminated;
- revenues from other property services, mainly invoiced by Unibail Marketing & Multimedia in France;
- revenues from residual financing leases, which comprise lease payments net of related amortisation costs.

Other expenses comprise charges relating to property services, general costs and depreciation charges for related fixed assets.

NOTE 28 – RESULT ON DISPOSAL OF INVESTMENT PROPERTIES

Proceeds from the disposal of investment properties correspond to the disposal price received net of disposal costs. The carrying value of disposed assets corresponds to the market value recorded on the closing statement of financial position for the previous financial year, plus works costs and capitalised expenses for the period and adjusted for reversals of remaining amounts of rent-free periods and step rents straightlined (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Disposals").

NOTE 29 – RESULT ON DISPOSAL OF SHARES

This item corresponds to the disposal of investment properties through a share deal (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Parly 2 shopping centre").

NOTE 30 – VALUATION MOVEMENTS

This item reflects changes in market valuation of investment properties and impairment on intangible assets.

(€Mn)	2012	2011
Shopping centres	1,284.0	776.8
Offices	(105.9)	(26.0)
Convention-Exhibition	25.1	78.4
Total	**1,203.2**	**829.2**

NOTE 31 – NET FINANCING COSTS

(€Mn)	2012	2011
Security transactions	1.5	0.5
Other financial interest	11.9	20.8
Interest income on caps and swaps	80.2	60.5
Currency gains	–	0.2
Total financial income	**93.6**	**81.9**
Security transactions	(3.0)	(5.5)
Interest on bonds	(248.2)	(201.2)
Interest and expenses on borrowings	(67.6)	(100.4)
Interest on partners' advances	(25.2)	(25.6)
Other financial interest	(4.1)	(3.6)
Interest expenses on caps and swaps	(128.9)	(91.2)
Sub-total financial expenses	**(477.1)**	**(427.4)**
Capitalised financial expenses	55.0	44.4
Total financial expenses	**(422.1)**	**(383.0)**
Net financial expenses	**(328.6)**	**(301.1)**

NOTE 32 – FAIR VALUE ADJUSTMENTS OF DERIVATIVES AND DEBT

During 2012, fair value adjustments of derivatives and debt mainly comprised:
- changes in fair value of derivatives (caps and swaps) which generated a loss of €195.3 million;
- the derivatives cancellation which generated a loss of €19.2 million;
- the amortisation of the fair value of the debt recognised at the entry of Rodamco in 2007 for an amount of €7.2 million;
- the amortisation of the hedging reserve which generated a profit of €0.2 million;
- and other minor items for €2.1 million.

NOTE 33 – DEBT DISCOUNTING

This item records the discounting of long term provisions and liabilities, according to their scheduled term.

NOTE 34 – SHARE OF THE RESULT OF ASSOCIATES AND INCOME ON FINANCIAL ASSETS

This item breaks down as follows:

(€Mn)	Recurring activities	Non-recurring activities	Result
Income from stake in shopping centres companies consolidated under equity method	7.4	64.7[1]	72.1
Income from stake in Comexposium Group consolidated under equity method	14.8	(7.0)[2]	7.8
Total share of income from companies consolidated under the equity method	**22.2**	**57.7**	**79.9**
Interests on the loans granted to shopping centres companies	10.6	–	10.6
Interests on the loan granted to Comexposium Group	4.8	–	4.8
Total interests on receivables on companies consolidated under the equity method	**15.4**	**–**	**15.4**

[1] Including a recognition of negative goodwill in connection with the Zlote Tarasy acquisition for €48.1 million (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Zlote Tarasy complex").
[2] Depreciation of the intangible assets.

NOTE 35 – INCOME TAX EXPENSES

(€Mn)	2012	2011
Deferred and current tax on:		
• Change in fair value of investment properties and impairment of intangible assets	(29.8)	(64.2)
• Impairment of goodwill justified by taxes	(26.1)	(25.2)
• Other non-recurring results [1]	(61.7)	(17.7)
• Other recurring results	(13.9)	(12.4)
Allocation/reversal of provision concerning tax issues	(4.5)	(1.4)
Total tax	**(136.0)**	**(120.9)**
Total tax due	(65.5)	(38.7)

[1] Including an amount of exit tax of €32.3 million in 2012.

Reconciliation of effective tax rate	%	2012
Profit before tax, impairment of goodwill and result of associates		**1,742.5**
Income tax using the average tax rate	29.1%	(507.0)
Tax exempt profits (SIIC)	-19.0%	331.0
Non deductible costs	1.1%	(19.1)
Effect of tax provisions	0.2%	(4.3)
Effect of non-recognised tax losses[2]	-1.1%	19.4
Effect of change in tax rates[3]	-2.0%	34.4
Effect of currency translation in tax	-0.1%	1.3
Other[4]	-2.0%	34.4
Impairment of goodwill justified by taxes[4]	1.5%	(26.1)
	7.8% [1]	**(136.0)**

[1] The tax rate of 7.8% is mainly due to tax exempt profits in France according to SIIC regime.
[2] Relates to a large extent to the effect of non recognised tax losses in The Netherlands (see note 16 "Deferred tax").
[3] The effect of change in tax rates relates to Sweden where the tax rate decreased from 26.3% to 22%.
[4] This item mainly includes part of the reversal of the deferred tax liabilities of the Simon Ivanhoe assets which entered the SIIC regime in 2012 and is offset by the impairment on the related goodwill (see note 3 "Goodwill").

NOTE 36 – NON-CONTROLLING INTERESTS

In 2012 this item mainly comprised non-controlling interests in the following entities:

i) Several shopping centres in France (€172.3 million, mainly Les Quatre Temps for €103.2 million and Forum des Halles for €50.9 million);

ii) Convention-Exhibition entities (€53.5 million). This amount takes into account a dividend contractually defined between the partners of €4.5 million attributed to Unibail-Rodamco, over and above its percentage of interest.

NOTE 37 – OTHER COMPREHENSIVE INCOME

In 2012, the Group opted for an early adoption of IAS 19. An amount of -€8.1 million was booked in "other comprehensive income". 2011 has been restated and €3.2 million were reclassified from the "net result of the period" to the "other comprehensive income".

2.5.4. Notes to the consolidated statement of cash flows

The income tax is classified under cash flow from operating activities.

Net financial interest payments as well as cash flow relating to the purchase or sale of derivative instruments are classified as cash flow from financing activities.

Interests received on loans granted to associates are classified in cash flow from operating activities.

NOTE 38 – INCOME TAX PAID

The income tax of the period is €65.5 million, of which € 32.3 million of exit tax, payable on four years.

The amount of exit tax paid is shown in the cash flow statement on the line "Exit tax payment".

NOTE 39 – BREAKDOWN OF ACQUISITIONS AND DISPOSALS OF CONSOLIDATED SUBSIDIARIES

(€Mn)	2012	2011
Acquisition price of shares [1]	(400.7)	(361.9)
Cash and current accounts acquired [2]	(81.2)	4.8
Acquisitions net of cash acquired	**(481.9)**	**(357.1)**
Net price of shares sold	90.5	370.2
Cash and current accounts sold	64.6	133.2
Sales net of cash sold[3]	**155.1**	**503.4**

[1] For 2012, this item refers mainly to the acquisition of a 51% stake in a holding company which now owns 91.15% of mfi AG, the acquisition of a 50% stake in the company which owns the Ruhr-Park shopping centre, and to the investment in a limited partnership which owns through its subsidiary a stake in the Zlote Tarasy complex in Warsaw. These companies are consolidated under equity method (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Zlote Tarasy complex" and "Acquisitions of mfi AG and Ruhr-Park").
[2] In 2012, corresponds mainly to the net cash acquired during the creation of the joint venture Parly 2 and to the acquisition of the net amount of the loans and current accounts existing in Zlote Tarasy at the date of acquisition.
[3] In 2012, refers to the disposals of subsidiaries following the creation of a 50-50 joint venture in Parly 2 shopping centre, Paris Region (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Parly 2 shopping centre").

NOTE 40 – AMOUNTS PAID FOR WORKS AND ACQUISITION OF PROPERTY ASSETS

It comprises acquisitions and transaction capitalised costs, works and capitalised expenses adjusted for the changes on amounts due on investments of the period.

NOTE 41 – PROPERTY FINANCING

The increase relates mainly to a bond issued by the owner of a shopping centre in France.

NOTE 42 – DISPOSAL OF INVESTMENT PROPERTY

This amount consists of the cash received from the net proceeds of the investment properties disposed during the period. The difference with the amount of €615.3 million shown in the consolidated statement of comprehensive income corresponds to the part of the asset Parly 2 transfers in the new joint venture without cash impact (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Parly 2 shopping centre").

NOTE 43 – DISTRIBUTION PAID TO PARENT COMPANY SHAREHOLDERS

On April 26, 2012, the Unibail-Rodamco SE combined Ordinary and Extraordinary General Meeting resolved to distribute a dividend of €735.4 million (€8.00 per share) which was paid to the shareholders on May 10, 2012.

On May 10, 2011, in accordance with the Annual General Meeting of April 27, 2011, €735.2 million was distributed. It corresponds to €8.00 per share, which includes a dividend of €5.30 and a complementary distribution of €2.70 deducted from the "distributable reserves" and the "contribution premium".

NOTE 44 – BORROWINGS AND FINANCIAL LIABILITIES

New financing transactions in 2012 include, mainly, €2,425 million public EMTN bonds, a €750 million of ORNANE, commercial papers for a net amount of €403 million and bank loans or credit facilities for €486 million.

Repayments of existing financing include primarily €574.6 million of ORNANE issued in 2009, a €500 million public EMTN bond issued in 2005 and bank loans or credit facilities for €1,824 million.

NOTE 45 – FINANCIAL INCOME AND EXPENSES

They correspond to cash amounts of financial interest paid and received during the period. The financial income and expenses as reported in the Consolidated Income Statement of the period are restated from non-cash items such as accrued interest, amortisation of issuance costs and financial interest expenses on the ORNANE which was almost fully converted in 2012 (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "ORNANE").

NOTE 46 – RECONCILIATION OF CASH AT PERIOD-END ON THE STATEMENT OF CASH FLOWS AND CASH ON THE STATEMENT OF FINANCIAL POSITION

(€Mn)	2012	2011
Available-for-sale investments	2.2	2.3
Cash	63.1	80.0
Current accounts to balance out cash flow	(3.0)	(5.4)
Bank overdrafts	(6.0)	(3.5)
Cash at period-end	**56.3**	**73.5**

2.6. Financial instruments

2.6.1. Carrying value of financial instruments per category in accordance with IAS 39 standard

L&R: Loans and Receivables
AfS: Available for Sale financial assets
FAFVPL: Financial Assets at Fair Value through Profit and Loss
FLAC: Financial Liabilities measured At Cost
FLFVPL: Financial Liabilities Assets at Fair Value through Profit and Loss

Year-end 2012 (€Mn)	Categories in accordance with IAS 39	Carrying Amount 31/12/2012	Amounts recognised in statement of financial position according to IAS 39			Fair value
			Amortised cost	Fair value recognised in equity	Fair value recognised in profit & loss	
Assets						
Loans	L&R	127.0	127.0	–	–	127.0
Financial assets	L&R	77.0	77.0	–	–	77.0
Shares available for sale	AfS	118.1	–	118.1	–	118.1
Derivatives at fair value	FAFVPL	182.6	–	–	182.6	182.6
Trade receivables from activity[1]	L&R	184.0	184.0	–	–	184.0
Other receivables[2]	L&R	149.0	149.0	–	–	149.0
Cash and cash equivalents	FAFVPL	65.3	–	–	65.3	65.3
		903.0	**537.0**	**118.1**	**247.9**	**903.0**
Liabilities						
Financial debts (excluding ORNANE)	FLAC	11,000.4	11,000.4	–	–	11,496.2
Net share settled bonds convertible into new and/or existing shares (ORNANE)	FLFVPL	794.7	–	–	794.7	794.7
Derivatives at fair value	FLFVPL	625.3	–	3.3	622.0	625.3
Guarantee deposits	FLAC	192.2	192.2	–	–	192.2
Non current amounts due on investments	FLAC	134.7	134.7	–	–	134.7
Amounts due to suppliers and other current debt[3]	FLAC	784.8	784.8	–	–	784.8
		13,532.1	**12,112.1**	**3.3**	**1,416.7**	**14,027.9**

[1] Excluding rent-free periods and step rents.
[2] Excluding prepaid expenses, service charges due and tax receivables.
[3] Excluding prepaid income, service charges billed and tax liabilities.

Year-end 2011 (€Mn)	Categories in accordance with IAS 39	Carrying Amount 31/12/2011	Amounts recognised in statement of financial position according to IAS 39			Fair value
			Amortised Cost	Fair value recognised in equity	Fair value recognised in profit & loss	
Assets						
Loans	L&R	244.5	244.5	–	–	313.5
Financial assets	L&R	8.8	8.8	–	–	8.8
Shares available for sale	AfS	113.0	–	113.0	–	113.0
Derivatives at fair value	FAFVPL	84.9	–	0.6	84.3	84.9
Trade receivables from activity[1]	L&R	186.8	186.8	–	–	186.8
Receivable on sale of property	L&R	3.4	3.4	–	–	3.4
Other receivables[2]	L&R	113.6	113.6	–	–	113.6
Cash and cash equivalents	FAFVPL	82.3	–	–	82.3	82.3
		837.3	**557.1**	**113.6**	**166.6**	**906.3**
Liabilities						
Financial debts (excluding ORNANE)	FLAC	9,880.6	9,880.6	–	–	10,063.6
Net share settled bonds convertible into new and/or existing shares (ORNANE)	FLFVPL	738.5	–	–	738.5	738.5
Derivatives at fair value	FLFVPL	369.8	–	–	369.8	369.8
Guarantee deposits	FLAC	182.1	182.1	–	–	182.1
Non current amounts due on investments	FLAC	129.3	129.3	–	–	129.3
Amounts due to suppliers and other current debt[3]	FLAC	566.1	566.1	–	–	566.1
		11,866.3	**10,758.1**	**–**	**1,108.3**	**12,049.4**

[1] Excluding rent-free periods and step rents.
[2] Excluding prepaid expenses, service charges due and tax receivables.
[3] Excluding prepaid 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 value at the reporting date approximate the fair value.

2.6.2. Fair value hierarchy of financial instruments

This table splits the financial instruments in assets or liabilities into three levels:

- 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;
- 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.

(€Mn)	Fair value measurement at 31/12/2012			
	Total	Level 1	Level 2	Level 3
Assets				
Fair value through profit or loss				
Derivatives	182.6	–	182.6	–
Available-for-sale investments	2.2	2.2	–	–
Fair value through equity				
Shares available for sale	118.1	118.1	–	–
Total	**302.9**	**120.3**	**182.6**	**–**
Liabilities				
Fair value through profit or loss				
ORNANE	794.7	794.7	–	–
Derivatives	622.0	–	622.0	–
Fair value through equity				
Derivatives	3.3	–	3.3	–
Total	**1,420.0**	**794.7**	**625.3**	**–**

Net gain/loss by category

2012 (in €Mn)	From interest	From subsequent measurement			Net gain/ loss
		At fair value	Currency translation	Impairment/ reversal of impairment	
Loans & receivables	8,0	–	–	–	8,0
Available-for-sale financial assets	–	1,5	–	–	1,5
Financial instruments at fair value through profit or loss	(48,7)	–	–	–	(48,7
Financial liabilities at amortised cost	(344,4)	–	–	–	(344,4)
	(385,1)	**1,5**	**–**	**–**	**(383,6)**
Capitalised expenses					55,0
Other					-
Net financial expenses					**(328,6)**

2011 (in €Mn)	From interest	From subsequent measurement			Net gain/ loss
		At fair value	Currency translation	Impairment/ reversal of impairment	
Loans & receivables	19,2	–	–	–	19,2
Available for sale financial assets	–	0,5	–	–	0,5
Financial instruments at fair value through profit or loss	(30,7)	–	–	–	(30,7)
Financial liabilities at amortised cost	(334,8)	–	–	–	(334,8)
	(346,3)	**0,5**	**–**	**–**	**(345,8)**
Capitalised expenses					44,4
Other					0,2
Net financial expenses					**(301,1)**

Unibail-Rodamco closely monitors its financial risk linked to its activity and the financial instruments it uses. The Group identifies and evaluates regularly its different risk exposures (liquidity, interest rates, currency exchange rates) in order to implement the adapted strategy when necessary.

2.6.3. 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 story.

The main tenants of Unibail-Rodamco's office properties in France are blue-chip companies. The tenants 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 leasing agreements, they are required to provide financial guarantees, such as deposit, first-demand guarantee or surety bond amounting to between three and six months' rent.

Payments for ancillary services provided by the Convention-Exhibition 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. Such late payments are monitored by a special "default" committee in each business segment which decides on the pre-litigious or litigious action to be taken.

The Group applies the following rules to calculate the provision for doubtful accounts:
- 50% of receivables due for more than three months (calculation after preliminary deduction of deposits and bank guarantee);
- 100% of receivables due for more than six months.

2.6.4. Market risk

a. Liquidity risk

The following table shows the Group's contractually agreed interest payments and repayments of the non derivative financial liabilities 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 interests rates published on December 31, 2012. Lines drawn as at December 31, 2012 are considered as drawn until maturity.

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] 31/12/2012	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 EMTN's	(7,383.4)	(228.5)	(105.4)	(769.5)	(3,435.0)	(301.9)	(3,843.0)
Bank borrowings and other financial liabilities	(4,301.5)	(55.0)	(2,088.9)	(97.4)	(1,727.5)	(742.6) [2]	(485.1)
Financial derivatives							
Derivative financial liabilities							
Interest rate derivatives without a hedging relationship	(615.2)	(103.1)	–	(326.5)	–	–	–
Currency and interest rate derivatives in connection with fair value and cash flow hedges	(10.1)	(3.1)	–	(7.5)	(6.9)	–	–
Derivative financial assets							
Interest rate derivatives without a hedging relationship	182.6	47.2	–	99.3	–	–	–

[1] Corresponds to the amount of principal debt (see note 14 "Current and non current financial liabilities").
[2] Includes an amount of €710.1 million of interests on current accounts with non-controlling interests of Viparis entities, whose term is in 2107.

Unibail-Rodamco's long term refinancing policy consists of diversifying the Group's expiry schedules and financial resources. Accordingly, bonds & EMTN issues represented 60% of financial nominal debt at December 31, 2012, bank loans and overdrafts 23%, commercial paper & *billets de trésorerie* 10% and convertible bonds 7%.

The commercial paper programmes are backed by confirmed credit lines. These credit lines protect Unibail-Rodamco against the risk of a temporary or more sustained absence of lenders in the short or medium term debt markets and were provided by leading international banks.

As at December 31, 2012 the total amount of undrawn credit lines came to €4,013 million. Subsequently to this date, the Group cancelled €350 million of undrawn credit line due to its cost.

b. 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, Unibail-Rodamco relies solely on major international banks for its hedging operations.

c. Interest rate risk management

Unibail-Rodamco is exposed to interest rate fluctuations on its variable rate loans. Unibail-Rodamco's strategy regarding interest rate risk is to minimise the impact that changes in rates could have on earnings and cash flow and optimise the overall cost of financing in the medium term. In order to implement this strategy, Unibail-Rodamco borrows at variable rates and uses derivatives (mainly caps and swaps) to hedge its interest rate exposure. The Group's market transactions are confined exclusively to those interest hedging activities. All transactions are managed centrally and independently by the Group.

Average cost of Debt

Unibail-Rodamco's average cost of debt came to 3.4% over 2012 (3.6% over 2011). This average cost of debt results from low coupon levels achieved in 2012 on the fixed rate debt, the level of margins on existing borrowings, the Group's hedging instruments in place, the cost of carry of the undrawn credit lines and to a lesser extent the low interest rate environment in 2012.

Interest rate hedging transactions

During 2012, interest rates came down in a deteriorating macro-economic environment.

- After reviewing the interest rate exposure of the Group as at December 31, 2011, and in particular following the €500 million bond issued in December 2011 which has been kept at fixed rate, the Group cancelled €500 million of swaps in January 2012.
- In view of interest rates levels and of its hedging position, Unibail-Rodamco restructured its portfolio of hedges in 2012:
  - €5,500 million of existing swaps in nominal amounts have been restructured or extended beyond 2016 to extend the duration of the hedges of the Group;
  - €400 million of swaps maturing in January 2014 were cancelled;
  - the Group entered into forward collars to hedge in advance the years 2013 to 2016 for a notional amount of €750 million and cancelled collars with a notional amount of €750 million and €500 million covering 2013 and 2014 respectively.

Measuring interest rate risk

As at December 31, 2012, net financial nominal debt stood at €10,969 million, excluding partners' current accounts and after taking cash surpluses into account (€65 million).

	Financial assets		Financial liabilities		Net exposure	
	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate
Less than 1 year	62.8	2.5	(876.4)	(1,294.5)	(813.6)	(1,292.0)
1 year to 2 years	–	–	(589.8)	(509.7)	(589.8)	(509.7)
2 years to 3 years	–	–	(687.0)	(168.4)	(687.0)	(168.4)
3 years to 4 years	–	–	(1,105.4)	(386.8)	(1,105.4)	(386.8)
4 years to 5 years	–	–	(1,156.9)	(161.2)	(1,156.9)	(161.2)
More than 5 years	–	–	(3,743.0)	(354.9)	(3,743.0)	(354.9)
Total	**62.8**	**2.5**	**(8,158.6)**	**(2,875.5)**	**(8,095.7)**	**(2,873.0)**

The Group doesn't 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 outstanding nominal net debt was hedged at 98% against an increase in variable rates through both:

- Debt kept at fixed rate;
- Hedging in place as part of Unibail-Rodamco's macro hedging policy.

	Outstanding total at 31/12/2012	
(€Mn)	Fixed rate	Variable rate[1]
Financial liabilities	(8,158.6)	(2,875.5)
Financial assets	62.8	2.5
Net financial liabilities before hedging programme	**(8,095.8)**	**(2,873.0)**
Hedging	2,780.7	(2,780.7)
Net financial liabilities after micro-hedging[2]	**(5,315.1)**	**(5,653.7)**
Swap rate hedging[3]	–	4,882.0
Net debt not covered by swaps	**–**	**(771.7)**
Cap and floor hedging	–	500.0
Hedging balance	**–**	**(271.7)**

[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.

Based on the estimated average debt position of Unibail-Rodamco in 2013, if interest rates (Euribor, Stibor or Pribor) were to rise by an average of 0.5%[1] (50 basis points) during 2013, the resulting increase in financial expenses would have an estimated negative impact of €4.4 million on the 2013 recurring net profit. A further rise of 0.5% would have an additional adverse impact of €5.8 million.

d. Currency exchange rate risk management

Regarding exchange rate risk, the Group aims to limit its net exposure to an acceptable level by taking up debt in the same currency, by using derivatives and by buying or selling foreign currencies at spot or forward rates.

Measuring currency exchange rate exposure

The Group has activities and investments in countries outside the Eurozone, primarily in Sweden. When converted into euros, the income and value of the Group net investment may be influenced by fluctuations in exchange rates against the euro. Wherever possible, the Group aims to match foreign currency income with expenses in the same currency, reducing the exchange effects on earnings volatility and net valuation of the investment. Translation risks can be hedged by either matching cash investments in a specific currency with debt in the same currency, or using derivatives to achieve the same risk management-driven goal. Currency risk during the building period of development activities investments is covered after signing of the actual building contract. Other monetary assets and liabilities held in currencies other than the euro are managed by ensuring that net exposure is kept to an acceptable level by buying or selling foreign currencies at spot or forward rates where necessary to address short term balances.

Main foreign currency positions at December 31, 2012 (€Mn)

Currency	Assets	Liabilities	Net exposure	Hedging instruments	Exposure net of hedges
SEK	1,902.3	(523.9)	1,378.4	(142.1)	1,236.3
DKK	371.1	(218.8)	152.3	135.3	287.5
HUF	4.6	–	4.6	–	4.6
CZK	–	(88.2)	(88.2)	–	(88.2)
PLN	103.3	–	103.3	–	103.3
Total	**2,381.3**	**(831.0)**	**1,550.3**	**(6.9)**	**1,543.4**

The main exposure kept is in Swedish Krona (SEK). A decrease of 10% in the SEK/EUR exchange rate would have a €112 million negative impact on shareholders' equity.

The sensitivity of the 2013 recurring result[2] to a 10% depreciation in the SEK/EUR exchange rate is limited to €6 million. The SEK 1,750 million credit line signed in April 2012 undrawn as at December 31, 2012 could hedge part of the SEK balance sheet.

2.7. Capital risk 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 "Loan-to-value" (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, 2012, net financial debt stood at €10,969 million excluding partners' current accounts and after taking cash surpluses into account (€65 million). As at December 31, 2012, the total Portfolio valuation includes consolidated portfolio valuation (€29,292 million), including transfer taxes, the valuation of Unibail-Rodamco's 7.25% stake in Société Foncière Lyonnaise (€118 million) and a €60 million bond issued by the owner of a shopping centre in France. As at December 31, 2012, the calculated ratio came to 37%, unchanged compared to December 31, 2011.

2.8. Financial commitments and guarantees

All significant commitments are shown below. The Group does not have any complex commitment.

[1] The eventual impact on exchange rates due to this theoretical increase of 0.5% in interest rates is not taken into account; theoretical impact of rise in interest rates is calculated above the 3-month Euribor as of December 31, 2012 of 0.187%.

[2] The sensitivity is measured by applying a change in exchange rate to the net revenues in SEK (net rents - administrative and financial expenses - taxes), based on an EUR/SEK exchange rate of 8.6625.

2.8.1. Commitments given

Commitments given (€Mn)	Description	Maturities	31/12/2012	31/12/2011
1) Commitments related to the scope of the consolidated Group			**423.7**	**191.1**
Commitments for acquisitions	• purchase undertakings and earn-out[1]	2013	380.9	157.4
Commitments given as part of specific operations	• liability warranties	2013+	42.8	33.8
2) Commitments related to Group financing			**1,130.3**	**1,077.1**
Financial guarantees given	• mortgages and first lien lenders[2]	2013 to 2018	1,130.3	1,077.1
3) Commitments related to Group operational activities			**1,379.4**	**1,624.9**
Commitments related to development activities	• properties under construction: residual commitments for works contracts and forward purchase agreements[3]	2013 to 2017	1,024.2	1,322.4
	• residual commitments for other works contracts	2013 and 2014	25.5	19.6
	• commitments with precedent conditions[4]	2013 and 2014	130.7	105.1
Commitments related to operating contracts	• commitments for construction works[5]	2013 to 2026	138.9	144.9
	• rental of premises and equipment	2013 to 2048	8.2	9.5
	• others		51.9	23.4
Total commitments given			**2,933.5**	**2,893.1**

[1] This amount mainly relates to the acquisition of a 50,01% stake in the development project "Polygone Riviera".
[2] Discloses the outstanding balances at the reporting date of the debts and credit lines which are guaranteed by mortgages. The gross amount of mortgages contracted, before taking into account subsequent debt reimbursement and unused credit lines, was €1,253.1 million at December 31, 2012 (€1,353.6 million at December 31, 2011).
[3] Includes commitments related to the construction of new or extension of existing shopping centres and offices, particularly the Majunga office in La Défense, the shopping centres Forum des Halles in Paris, Aéroville in Paris region, as well as Mall of Scandinavia and Täby Centrum in Stockholm.
[4] Mainly commitments given for purchase price for land acquisition in the Oceania project at Valencia in Spain, for Val Tolosa project in Toulouse and for the Majunga project in Paris-La Défense, in France.
[5] Related to the commitment to carry out maintenance and refurbishment works under the contract of the exhibition site Porte de Versailles in Paris.

Other unquantifiable commitments given related to the scope of the consolidated Group

- For a number of recent acquisitions of properties in France, Unibail-Rodamco has committed to the French tax authorities to retain these interests during at least five years, in accordance with the SIIC tax regime.
- As part of the agreements signed on November 29, 2010 between the CCIP and Unibail-Rodamco to create Viparis and Comexposium, Unibail-Rodamco has committed to retain its interests in shared subsidiaries until 2015. The CCIP has a right of first choice and a right of joint sale.

Other unquantifiable commitments given related to Group operational activities

- As part of the Forum des Halles shopping centre project, the Group's 65% subsidiary SCI du Forum des Halles de Paris has committed to pay to the City of Paris a conditional earn-out in 2019.
- 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 through to 2066.
- The French companies of the Group which are eligible for SIIC tax status have opted for this regime. Recurring income and capital gains are exempted from French tax but companies are required to distribute 85% of their recurring income, 50% of capital gains and 100% of dividends received from SIIC subsidiaries. An amount of €500.3 million is due in terms of dividend distribution obligation for 2012.
- The Group has committed until 2028 to purchase from management and employees of the Comexposium Group, which is consolidated under the Equity Method, preferred shares which they may hold in Comexposium Holding SA as a result of the Comexposium Group's stock option plan. The CCIP is also a party to this commitment.
- In connection with the acquisition of a limited partnership owning through its subsidiary Warsaw III B.V. the Zlote Tarasy complex (see section 2.4 "Highlights and comparability of the last two years", in 2012 § "Zlote Tarasy complex"), the Group undertook to reimburse the developer for payments the developer would be required to make to the fund managed by CBRE Global Investors if Warsaw III did not make such payments.

  These payment obligations of Warsaw III to this fund consist of:
  - payment on a quarterly basis of the fund's pro-rata share of the net revenue of the retail premises and the parking,
  - payment of the fund's prorata share of the "Open Market Value" of the Zlote Tarasy shopping centre and parking, as determined by three independent experts no later than December 31, 2016.

  The obligation to the developer expires upon the earlier to occur of (i) December 31, 2016 or (ii) repayment of the fund participating loan by Warsaw III prior to December 31, 2016.

2.8.2. Commitments received

Commitments received (€Mn)	Description	Maturities	31/12/2012	31/12/2011
1) Commitments related to the scope of the consolidated Group			**75.9**	**10.0**
Commitments for acquisitions	• sales undertakings		5.1	–
Commitments received as part of specific operations	• liability warranties[1]	2013 and 2014	70.8	10.0
2) Commitments related to Group financing			**4,013.0**	**3,223.4**
Financial guarantees received	• refinancing agreements obtained but not used[2]	2013 to 2017	4,013.0	3,223.4
3) Commitments related to Group operational activities			**565.9**	**573.5**
Other contractual commitments received related to operations	• bank guarantees on works and others	2013+	21.0	55.5
	• others	2013 to 2020	106.4	60.2
Assets received as security, mortgage or pledge, as well as guarantees received	• guarantees received relating to Hoguet regulation	2013	100.7	111.7
	• guarantees received from tenants	2013 to 2023	239.3	232.5
	• guarantees received from contractors on works	2013 to 2015	98.5	113.5
Total commitments received			**4,654.8**	**3,806.9**

[1] Related to warranties received from vendors, mainly following the acquisition of a stake of 51% in the Holding company which owned 91.15% of mfi AG and, following the acquisition of an additional 50% stake in the company owner of the asset Aupark shopping and entertainment centre in Bratislava, Slovakia.
[2] These agreements are usually accompanied by a requirement to meet specific target ratios based on revalued shareholders' equity, Group portfolio valuation and debt. 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. Based on current forecasts, excluding exceptional circumstances, these thresholds on target ratios are not expected to be attained during the current year. A total amount of €452 million is guaranteed by mortgages. Subsequently to December 31, 2012, the Group cancelled €350 million of undrawn credit line.

Other unquantifiable commitments received related to the scope of the consolidated Group

- As part of the agreements signed on November 29, 2010 between the CCIP and Unibail-Rodamco to create Viparis and Comexposium, the CCIP has committed to retain its interests in shared subsidiaries until 2015. Unibail-Rodamco has a right of first choice and a right of joint sale. Finally, the CCIP accorded to the SCI Propexpo, a 50% subsidiary of the Group, a right of preferential purchase on its property rights in the areas of the Palais des Congrès de Paris and the Parc des Expositions de Paris-Nord Villepinte in France.

Commitments relating to operating leases

General overview of the main provisions of lease agreements

In France, commercial lease agreements are covered by articles L.145-1 to L.145-60 of the French Commercial Code. The minimum term of the lease is nine years and the tenant has the exclusive right to terminate the agreement at the end of each optional three-year break period subject to giving six months' notice by extrajudicial agreement. However, lease contracts can provide for waiving of this three-year break provision.

Rents are usually received quarterly in advance and are annually indexed to the INSEE retail rental index (ILC or ILAT) or construction cost index (ICC). Rents may be stepped or constant and can include rent-free periods or step rents. The level of rent is determined at the time the lease agreement is signed and remains in force for the term of the lease. All charges, including land duties and office tax, are usually paid by the tenant, unless stated otherwise in the lease agreement. In the case of shopping centres, rent is based on a minimum guaranteed rent, indexed and established so that the variable turnover based part of rents represents a small part of total rents. In 2012, variable rents accounted for just 1.8% of total rents.

In Sweden, commercial lease agreements are covered by Chapter 12 of the Code of Land Laws. There is no minimum term of the lease, however three to five years is standard practice with a right to prolong the lease. Rents are usually received quarterly in advance and historically include all charges, such as tax and costs for the operation of the shopping centre. However, new leases exclude services charges which are invoiced separately.

In the Czech Republic, commercial lease agreements are regulated mainly by Act No. 116/1990 Coll. on the lease and sublease of non-residential premises. A commercial lease can be entered into either for a definite term or for an indefinite term with a right to terminate. Unless such option is granted, the lessee has no legal right to renewal.

Rents are expressed in euros, and are usually paid in CZK quarterly in advance.

In Poland, commercial lease agreements are regulated by articles 659-692 of the Polish Civil Code. Lease agreement can be concluded for a specified period of time (usually 5 years) or indefinite period of time. Rents are expressed in euros, and usually received in zloty monthly in advance and are annually indexed to the European HICP index.

In The Netherlands, commercial lease agreements are covered by the regime set out in articles 290 and following of book 7 of the Dutch Civil Code. By law, the lease agreement in principle applies for a period of five years. After expiry of this five year period, the lease is extended by operation of law for another period of 5 years and thereafter implicitly on an annual basis. A landlord has in principle very few rights to terminate. A landlord requires the verdict of a cantonal court for those terminations. Rents are usually received quarterly in advance.

In Austria, commercial lease agreements are covered by articles 1090 to 1121 of the Austrian Civil Code. The average term of the lease agreement is 7-10 years and the agreement expires at the end of this period without any need of action by landlord or tenant. However, lease agreements can provide for options which can be exercised by the tenant in order to prolong the term of the lease agreement. Rents are received monthly in advance.

In Spain, commercial lease agreements are covered mainly by The Urban Lease Act, passed on November 24, 1994. In this regard, parties may freely agree almost all the clauses of the agreement except for the mandatory legal deposit delivered by the tenant and amounting two months rent. The term of most of the leases may be freely agreed by the parties and usually comes to five years in Unibail-Rodamco's shopping centres. The rents are usually received monthly in advance.

Minimum guaranteed rents under leases

As at December 31, 2012, minimum future rents due under leases until the next possible termination date break down as follows:

Minimum future rents per year (in €Mn)

Year	Shopping centres	Offices	Total
2013	1,002.1	171.4	1,173.4
2014	796.8	145.7	942.6
2015	563.5	121.7	685.2
2016	367.8	82.4	450.2
2017	267.1	72.6	339.6
2018	197.4	60.3	257.7
2019	132.4	24.8	157.3
2020	98.0	11.0	109.0
2021	73.1	6.7	79.8
2022	52.5	4.2	56.6
2023	37.4	1.5	38.9
Beyond	111.8	12.6	124.4
Total	**3,699.8**	**714.9**	**4,414.8**

2.9. Employee remuneration and benefits

2.9.1. Personnel costs

(€Mn)	2012	2011
Head and regional office personnel costs	85.3	83.4
Personnel costs for property services activities	21.2	23.4
Personnel costs for Convention-Exhibition centre management activities	32.4	31.1
Employee benefits[1]	7.1	6.9
Total	**146.0**	**144.8**

[1] Expenses relating to the Company Savings Plan, 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) comprising Unibail Management and Espace Expansion, and employees of Unibail-Rodamco SE benefit from a common employee profit-sharing plan and a common profit-sharing agreement introduced in 2002 and renewed in 2011. The profit-sharing agreement is based on the annual growth of the net recurring result, weighted for the activity in France and adjusted for indexation.

Employees belonging to the UES Viparis benefit from an employee profit-sharing plan and a profit-sharing agreement renewed in 2011 based on growth in net operating income.

The following amounts were allocated to these schemes:

(€Mn)	2012	2011
Regulated employee profit-sharing plan	3.1	3.1
Employee profit-sharing agreement	1.2	0.6

2.9.2. Number of employees

The average number of employees of the Group's companies breaks down as follows:

Regions	2012	2011
France[1]	1,046	1,015
Spain	147	135
Central Europe	74	76
Austria	68	67
Nordic countries	99	110
The Netherlands	62	61
Total	**1,496**	**1,464**

[1] Of which Viparis: 388/398.

2.9.3. Employee benefits

Pension Plan

The majority of the Group's pension schemes are defined contribution plans. The Dutch group companies have pension plans with both defined benefit as well as defined contribution components.

The defined benefit is based on a fixed percentage of an annual salary set at a certain amount as of April 1, 2012 and increased annually in line with consumer price index, multiplied by the years of service. The employer strives to revalue the accrued benefits and pensions in payment in line with consumer price index. However, the revaluation will be limited to the excess return of assets.

(€Mn)	31/12/2012	31/12/2011
Benefit obligations	50.2	39.0
Fair value of plan assets	(34.9)	(31.3)
Net liabilities at year-end	**15.3**	**7.7**

Change in net liability (€Mn)	31/12/2012	31/12/2011
Net liability at the beginning of the year	**7.7**	**10.4**
Net expense recognised in profit or loss	0.7	0.9
Gains/losses recognised in Other Comprehensive Income	7.5	(3.0)
Employer contributions	(0.6)	(0.6)
Net liability at the end of the year	**15.3**	**7.7**

Change in benefit obligation (€Mn)	31/12/2012	31/12/2011
Benefit obligation at the beginning of the year	**39.0**	**40.5**
Service cost	0.4	0.4
Interest cost	1.8	1.8
Plan members' contributions	0.1	0.1
Actuarial loss	9.9	(2.7)
Benefits paid	(1.0)	(1.1)
Benefit obligation at the end of the year	**50.2**	**39.0**

Change in plan assets (€Mn)	31/12/2012	31/12/2011
Fair value of plan assets at the beginning of the year	**31.3**	**30.1**
Expected return on plan assets (interest income)	1.4	1.4
Actuarial gain/loss	2.4	0.4
Employer contributions	0.6	0.6
Member contributions	0.1	0.1
Benefits paid from plan/company	(1.0)	(1.2)
Fair value of plan assets at the end of the year	**34.9**	**31.3**

Market value of each asset category (€Mn)	31/12/2012	31/12/2011
Equities	7.9	7.2
Bonds	27.0	24.2
Cash	–	–
Net assets	**34.9**	**31.3**

The portfolio is structured as a "separate account". The investment mandate with Aegon for Unibail-Rodamco has the following Strategic Asset Allocation (periodically rebalanced):

- Strategic Allocation Fund Equity: 22.8%;
- Strategic Allocation Fund Fixed Income: 59.8%;
- Strategic Allocation Fund Income Long duration: 17.4%.

Main actuarial assumptions	31/12/2012	31/12/2011
Discount rate	3.50%	4.60%
Long-term rate of return on assets	3.50%	4.60%
Salary increase	3.25%	3.25%
Pension increase	2.25%	2.25%
Inflation	2.25%	2.25%
Cost loading Service Costs	2.53%	2.53%
Cost loading Defined benefit Obligation	1.25%	1.25%

Sensitivity of results to actuarial assumptions

This section illustrates the sensitivity of the defined obligation at December 31, 2012 and the service cost at the beginning of the financial year ending December 31, 2013 to the discount rate plus 0.50% and to the discount rate minus 0.50%. These same shifts have been applied in separate sensitivity analyses to price inflation/future pension increases and future salary increases. The defined benefit obligation and the service cost under the base scenario are compared to the corresponding amounts with the assumptions shifted plus and minus 0.50% as shown in the following table.

(€Mn)	Total Defined Benefit Obligation 31/12/2012	Service Cost – 2013
Base Scenario	50.2	0.7
Discount rate -/-0.50%	55.8	0.8
Discount rate +/+0.50%	45.3	0.6
Future pensions increase -/- 0.50%	44.9	0.6
Future pensions increase +/+ 0.50%	55.7	0.8
Future salaries increase -/- 0.50%	50.0	0.7
Future salaries increase +/+ 0.50%	50.3	0.7

Based on the discounts rate sensitivity shown above, the duration of liabilities is approximately 21 years and the cost duration approximately 33 years.

Company Savings Plan

Subscription to the Company Savings Plan is offered to employees in France who have been with the Group for more than three months. The subscription period is opened once per year, after the share capital increase reserved to employees has been authorised by the Management Board, 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 Management Board, less a 20% discount. The Group also makes a top-up contribution applied exclusively to voluntary contributions (including profit-sharing), made by employees to the Group E Fund (fund fully vested in Unibail-Rodamco shares). These voluntary contributions are limited to a maximum of one quarter of the annual salary with a cap of €25,000 (for the shares acquired with 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 €2.0 million in 2012 compared with €1.3 million in 2011.

Stock option plans

There are currently four stock option plans granted to directors and employees of the Group. The main characteristics are as follows:

- Plan authorised in 2006 (plan n°4), relating to options allocated in 2006, all subject to performance criteria. These stock options have a duration of 7 years and may be exercised at any time, in one or more instalments, as from the 4th anniversary of the date of their allocation. The right to exercise stock options is subject to Unibail-Rodamco stock performance being higher in percentage terms than that of the EPRA benchmark index over the reference period. As at December 31, 2012, a total of 120,660 options allocated had not been exercised.
- Plan authorised in 2007 (plan n°5), relating to options allocated in 2007, 2008 and 2009, all subject to performance criteria. These stock options have a duration of 7 years and may be exercised at any time, in one or more instalments, as from the 4th anniversary of the date of their allocation. The performance criteria are identical to those of the 2006 plan. As at December 31, 2012, a total of 1,298,867 options allocated had not been exercised.
- Plan authorised in 2010 (plan n°6): relating to options allocated in 2010 and 2011, all subject to performance criteria. These stock options have a duration of 7 years and may be exercised at any time, in one or more instalments, as from the 4th anniversary of the date of their allocation. The performance criteria are identical to those of the 2006 plan. As at December 31, 2012, a total of 1,442,918 options allocated had not been exercised.
- Plan authorised in 2011 (plan n°7): relating to options allocated in 2011 and to the 672,202 options allocated on March 14, 2012, all subject to performance criteria. These stock options have a duration of 7 years and may be exercised at any time, in one or more instalments, as from the 4th anniversary of the date of their allocation. The performance criteria are identical to those of the 2006 plan. As at December 31, 2012, a total of 644,225 options allocated had not been exercised.

The table below shows allocated stock options that had not been exercised at the period-end:

Plan		Exercise period	Adjusted subscription price (€)[1]	Number of options granted	Adjustments in number of options[1]	Number of options cancelled	Number of options exercised	Potential additional number of shares[2]
2006 plan (n°4)	2005	from 14/12/2009 to 14/12/2012	86.37	404,500	46,071	80,800	369,771	–
	2006	from 11/10/2010 to 11/10/2013	128.46	365,500	78,376	66,860	256,356	120,660
2007 plan (n°5)	2007	from 11/10/2011 to 11/10/2014	143.46	653,700	126,180	220,351	407,504	152,025
	2008	from 23/10/2012 to 23/10/2015	103.62	860,450	185,210	269,467	337,427	438,766
	2009	from 13/03/2013 to 13/03/2016	79.08	735,450	170,116	197,490	–	708,076
2010 plan (n° 6)	2010	from 10/03/2014 to 10/03/2017	120.33	778,800	170,561	180,663	–	768,698
	2011	from 10/03/2015 to 10/03/2018	141.54	753,950	15,059	94,789	–	674,220
2011 plan (n° 7)	2011	from 09/06/2015 to 09/06/2018	152.03	26,000	–	–	–	26,000
	2012	from 14/03/2016 to 14/03/2019	146.11	672,202	–	53,977	–	618,225
Total				**5,250,552**	**791,573**	**1,164,397**	**1,371,058**	**3,506,670**

[1] Adjustments reflect distribution paid from retained earnings.
[2] All the options are subject to performance criteria.

The table below shows the number and weighted average exercise prices of stock options:

	2012		2011	
	Number	Weighted average price (€)	Number	Weighted average price (€)
Outstanding at the beginning of the period	4,112,920	116.80	3,649,671	112.24
Allocated over the period	672,202	146.11	779,950	141.89
Adjusted over the period	–	–	84,472	116.36
Cancelled over the period	(247,880)	123.10	(231,710)	113.02
Exercised over the period	(1,030,572)	123.34	(169,463)	93.08
Average share price on date of exercise	–	166.49	–	151.69
Outstanding at the end of the period	3,506,670	120.05	4,112,920	116.80
Of which exercisable at the end of the period[1]	711,451	116.35	978,093	134.15

[1] The right to exercise is subject to meeting the following performance condition: the overall market performance of Unibail-Rodamco must be higher in percentage terms than the performance of the EPRA reference index over the reference period.

Stock options are accounted for in accordance with IFRS 2 (see section 2.1 "Accounting principles and consolidation methods" § 2.1.10). The expense recorded on the income statement in relation to stock options came to €5.3 million in 2012 and €5.8 million in 2011.

The performance-related stock-options allocated in March 2012 were valued at €9.86 using a Monte Carlo model. This valuation is based on an initial exercise price of €146.11, a share price at the date of allocation of €153.25, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 23.6%, a dividend representing 6.4% of the share value, a risk-free interest rate of 1.6% and a volatility of EPRA index of 25.2% with a correlation EPRA/Unibail-Rodamco of 89.5%.

The performance-related stock-options allocated in March and June 2011 were respectively valued at €10.33 and €11.19 using a Monte Carlo model. This valuation is based on an initial exercise price of €144.37 and €152.03, a share price at the date of allocation of €147.60 and €153.15, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 23.5% and 23.7%, a dividend representing 6.4% of the share value, a risk-free interest rate of 2.7% and 2.6% and a volatility of EPRA index of 24.4% and 22.6% with a correlation EPRA/Unibail-Rodamco of 87.6% and 87.5%.

The performance-related stock options allocated in 2010 were valued at €8.67 using a Monte Carlo model. This valuation is based on an initial exercise price of €148.32, a share price at the date of allocation of €154.10, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 24.2%, a dividend representing 6.4% of the share value, a risk-free interest rate of 1.8% and a volatility of EPRA index of 31.0% with a correlation EPRA/Unibail-Rodamco of 85.9%.

The performance-related stock options allocated in 2009 were valued at €6.50 using a Monte Carlo model. This valuation is based on an initial exercise price of €99.42, a share price at the date of allocation of €98.79, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 23.3%, a dividend representing 8% of the share value, a risk-free interest rate of 2.8% and a volatility of EPRA index of 18.5% with a correlation EPRA/Unibail-Rodamco of 84.5%.

The performance-related stock options allocated in 2008 were valued at €8.50 using a Monte Carlo model. This valuation is based on an initial exercise price of €130.27, a share price at the date of allocation of €113.88, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 22.4%, a dividend of €7, plus year-growth of 8% in 2009 and 10% the following years, a risk-free interest rate of 3.5% and a volatility of EPRA index of 17.6% with a correlation EPRA/Unibail-Rodamco of 86.2%.

The performance-related stock options allocated in 2007 were valued at €14.70 using a Monte Carlo model. This valuation is based on an initial exercise price of €180.36, a share price at the date of allocation of €184.60, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 21%, a dividend of €7, plus year-growth of 10%, a risk-free interest rate of 4.29% and a volatility of EPRA index of 12.5% with a correlation EPRA/Unibail-Rodamco of 98.2%.

The performance-related stock options allocated in 2006 were valued at €11.70 using a Monte Carlo model. This valuation is based on an initial exercise price of €161.50, a share price at the date of allocation of €167.40, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 19.6%, a dividend of 3.85% of the value of the share, a risk-free interest rate of 3.72% and a volatility of EPRA index of 12.3% with a correlation EPRA/Unibail-Rodamco of 98.2%.

Stock options allocated in 2005 were valued at €13.90 using a binomial model for the unconditional scheme and €6.90 using a Monte Carlo model for performance-related options.

Performance shares plan

On April 26, 2012, 44,975 performance shares were allocated, all subject to performance criteria. After the cancellation of 3,612 shares, 41,363 are outstanding at December 31, 2012.

These awards were valued, using a Monte Carlo model, at €71.38 for the French tax residents beneficiaries and €75.03 for the others beneficiaries. This valuation is based on a share price at the date of allocation of €143.25, a vesting period of four years, a market volatility of 24.3%, a volatility of EPRA index of 25.2% with a correlation EPRA/Unibail-Rodamco of 85.9%, a dividend representing 6.4% of the share value and risk-free interests rates of 0.87%, 1.73% and 2.21% (respectively for 3, 5 and 7 years).

Performance shares are accounted for in accordance with IFRS 2 (see section 2.1 "Accounting principles and consolidation methods" § 2.1.10). The expense recorded on the income statement in relation to performance shares came to €0.4 million in 2012.

2.10. Related party disclosures

The consolidated financial statements include all of the companies in the Group's scope of consolidation (see section 2.3 "Scope of consolidation").

The parent company is Unibail-Rodamco SE.

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 refer to transactions with companies consolidated under the equity method.

(€Mn)	31/12/2012	31/12/2011
Comexposium Group		
Loan	124.6	149.6
Recognised interests	4.8	6.0
Rents and fees invoiced[1]	69.0	44.3
Zlote Tarasy		
Loans[2]	367.5	–
Recognised interests[2]	13.8	–
Current account	(66.4)	–
Interests on current account	(0.9)	–
Asset management fees invoiced	1.3	–

[1] Correspond mainly to rents and fees invoiced by Viparis entities to Comexposium and to rent invoiced by the SCI Wilson for the head office of Comexposium.
[2] Correspond to 100% of the financing in the Zlote Tarasy investment.

All of these transactions are based on market prices.

No transactions with related parties have influenced significantly the consolidated financial statements.

Transactions with other related parties

Remuneration of the Management Board

(€) Paid in:	2012	2011
Fixed income	2,916,380	2,943,267
Short term incentive	1,993,374	2,300,078
Other benefits[1]	851,633	849,929
Total	**5,761,387[2]**	**6,093,274**

[1] Mainly pension and company car.
[2] The amounts indicated correspond to the periods during which the beneficiaries were members of the Management Board.

In 2012, members of the Management Board were allocated a total of 158,950 stock options, all subject to performance criteria, subject to performance criteria, and 10,642 performance shares.

Regarding the 2012 results, the Management Board members will receive in 2013 a total variable remuneration of €2,313,111.

Remuneration of the Supervisory Board: €823,945.

Loans or guarantees granted to directors

None.

Transactions involving directors

None.

2.11. Relationship with Statutory Auditors

Statutory auditors are:
- Ernst & Young Audit
  - Commencement date of first term of office: AGM of May 13, 1975,
  - Persons responsible: Christian Mouillon and Benoit Schumacher designated in April 2011;
- Deloitte & Associés
  - Commencement date of first term of office: AGM of April 27, 2011,
  - Person responsible: Damien Leurent designated in April 2011.

Expiry of term of office for both auditors at the AGM held for the purpose of closing the 2016 accounts.

Fees of Statutory Auditors and other professionals in their networks for the 2012 and 2011 fiscal years, for the parent company and fully consolidated subsidiaries

	Ernst & Young				Deloitte				Others			
	Amount		%		Amount		%		Amount		%	
(€Mn)	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
Audit												
Statutory audit, certification, review of company and consolidated financial statements												
• Issuer[1]	0.3	0.3	17%	21%	0.3	0.3	21%	28%	–	–	–	–
• Fully consolidated subsidiaries	1.4	1.1	69%	67%	0.8	0.6	66%	64%	–	–	1%	18%
Other assignments and services directly related to the statutory audit assignment												
• Issuer[1]	0.1	0.1	5%	7%	0.1	–	10%	2%	–	–	–	–
• Fully consolidated subsidiaries	0.2	0.1	9%	5%	–	0.1	1%	6%	–	0.1	20%	82%
Subtotal	**2.0**	**1.6**	**100%**	**100%**	**1.2**	**0.9**	**99%**	**100%**	**–**	**0.2**	**22%**	**100%**
Other services rendered by the network to fully consolidated subsidiaries										–		–
• Legal, tax, employee-related	–	–	–	–	–	–	1%	–	–	–	17%	–
• Others	–	–	–	–	–	–	–	–	0,1	–	62%	–
Subtotal	**–**	**–**	**–**	**–**	**–**	**–**	**1%**	**–**	**0.2**	**–**	**78%**	**–**
Total	**2.0**	**1.6**	**100%**	**100%**	**1.2**	**0.9**	**100%**	**100%**	**0.2**	**0.2**	**100%**	**100%**

[1] The issuer is the parent company.

Concerning the subsidiaries consolidated by the proportional or equity methods, the fees of Statutory Auditors and other professionals in their networks for the 2012 fiscal year for the statutory audit, certification and review of company financial statements amount to €1 million, of which €0.8 million for Ernst & Young, €0.1 million for Deloitte and €0.1 million for other audit firms.

2.12. Post closing events

Acquisition

On January 10, 2013, Unibail-Rodamco acquired a 50.01% stake in the development project "Polygone Riviera" (a shopping centre of 71,474 m² GLA with an expected delivery in H2-2015) in Cagnes-sur-Mer (Nice region, France).

mfi AG and Ruhr-Park

On January 21, 2013, the Group obtained the approval from the French Anti-trust authority to control jointly the mfi AG and Ruhr-Park companies. This approval had already been obtained on December 18, 2012, from German Anti-trust authority.

3. STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended December 31, 2012

To the Shareholders,

In compliance with the assignment entrusted to us by your Shareholder's General Meeting, we hereby report to you, for the year ended December 31, 2012, on:
- the audit of the accompanying consolidated financial statements of Unibail-Rodamco;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Management Board. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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 December 31, 2012 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.

II. Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:
- As stated in note 2.1.5. to the consolidated financial statements, the real estate portfolio is subject to valuation procedures carried out by independent real estate appraisers. We ensured that the fair value of investment properties as stated in the consolidated statement of financial position and in note 2.5.1. to the consolidated financial statements was determined in accordance with the valuations carried out by the aforementioned appraisers. We have also assessed the reasonableness of theses valuations. Moreover, for investment properties under construction for which the fair value could not be reliably determined, we have assessed the reasonableness of the data and assumptions used by your Group to carry out the impairment tests of these assets maintained at cost. We have ensured that necessary depreciations have been booked following these impairment tests.
- As indicated in note 2.1.5. to the consolidated financial statements, your Group carries out on an annual basis impairment tests for its intangible assets, most of them based on external appraisals. We have notably assessed the reasonableness of the data and assumptions used by your Group to carry out these tests and we have ensured that necessary depreciations required by these tests had been booked.

For those assessments we also ensured that appropriate information was disclosed in the notes.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verification

As required by law we have also verified in accordance with professional standards applicable in France the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-Sur-Seine and Paris-La Défense, March 14, 2013

DELOITTE ET ASSOCIES
represented by Damien Leurent

ERNST & YOUNG AUDIT
represented by Christian Mouillon and Benoit Schumacher

Legal information

Legal information

1. GENERAL INFORMATION

1.1. Company name

Unibail-Rodamco SE

1.2. Registered office

7, place du Chancelier Adenauer – 75016 Paris (France)

1.3. Legal form and applicable law

European public limited-liability company governed by a Management Board and Supervisory Board, pursuant to the provisions of the European Council Regulation 2001/2157/EC of October 8, 2001, applicable to European companies and the current laws and regulations of France.

1.4. SIIC Regulation

In 2003, the Company and its eligible subsidiaries opted for and became subject to the tax regime applicable to Listed Property Investment Companies (SIIC) introduced by the 2003 French Finance Act (Article 208 C of the French General Tax Code, *Code général des impôts*). This regime is based on the principle of fiscal transparency. The tax is borne at the shareholder level and not at the company level.

SIIC distribution obligation[1]

As the Company has opted for the SIIC regime, in France, the net recurring results for eligible activities and the capital gain on eligible asset divestments are exempt from tax provided that:
- at least, 85% of the net recurrent results flowing from eligible activities in year X are distributed to shareholders in year X+1; and
- 100% of dividends received from subsidiaries and 50% of eligible capital gain in year X is distributed to shareholders (at the latest) in year X+2.

As of January 1, 2010, no shareholder is entitled to own more than 60% of the capital and/or voting rights in a SIIC company. The same applies to a group of shareholders acting in concert. As at the date of filing of this Registration Document, to the best of the Company's knowledge, no shareholder has reached this threshold.

1.5. Term of the Company

99 years from July 23, 1968. Expiry July 22, 2067.

1.6. Corporate purpose

The corporate purpose of the Company is (article 2 of the by-laws) in France and abroad:
- investment through the acquisition, development, construction and 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 purpose or likely to facilitate its achievement;
- the acquisition, ownership or divestment of assets in any French or foreign legal entities with an activity directly or indirectly linked to the corporate purpose of the Company or which would favour its development.

1.7. Trade and Companies Register

682 024 096 RCS Paris – SIRET 682 024 096 00054 –

APE code: 6420Z

1.8. Access to legal information concerning the Company

The Articles of association and other public documentation concerning the Company are available on the Company's website and/or at its registered office:

7, place du Chancelier Adenauer – 75016 Paris (France)
Tel: +33 (0)1 53 43 74 37

www.Unibail-Rodamco.com

1.9. Financial year

The financial year runs from January 1 to December 31.

[1] *For more information on the SIIC regime, refer to page 125.*

1.10. Requirements pertaining to the distribution of profits

The distributable profit in any given year is equal to the sum of the net profit and any retained earnings, less: (1) any accumulated loss; and (2) amounts transferred to reserves ("Distributable Profits"). 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 shareholders holding (directly or indirectly) 10% or more of the share capital ("Shareholder Concerned")[2]. This tax, where applicable, is borne by the Shareholder Concerned i.e. the withholding amount is reimbursed by the Shareholder Concerned (or offset against its dividend).

1.11. Corporate governance structure[3]

The Company is managed under a two-tier governance system (Management Board and Supervisory Board).

As at December 31, 2012, the Management Board is composed of four members (appointed by the Supervisory Board) and the Supervisory Board is composed of ten members (appointed by the general meeting of shareholders).

The Supervisory Board on March 4, 2103, upon the recommandation of the GN&RC, appointed Mr Christophe Cuvillier as Chairman of the Management Board and Mr Jean-Marie Tritant, Mr Olivier Bossard and Mr Fabrice Mouchel as new members of the Management Board, effective April 25, 2013. It renewed as well the current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens for a four-year period as of April 25, 2013. Subsequent to these decisions, the Management Board will be composed of six members as at April 25, 2013.

1.12. General Meeting of Shareholders

A general meeting of shareholders is 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 three business days prior to the date of the general meeting.

There is one voting right per share. There are no preference shares. For futher information, refer to Articles 18 and 19 of the Articles of Association.

1.13. Statutory shareholder registration threshold

Pursuant to Article 9 of the Company's Articles of Association, a Shareholder Concerned[4] must register the totality of its shares (owned directly or *via* an entity it controls) and provide evidence to the Company by registered mail within five trading days of reaching such threshold.

The declaration should confirm whether the Shareholder Concerned is resident in France for taxation purposes; and, if not, whether the Shareholder Concerned is subject, in its country of residence, to a tax equal to at least 2/3^{rds} the level of taxation applicable in France. Any change in the Shareholder Concerned's position should be notified to the Company within ten trading days prior to the payment of any distribution. 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.

Pursuant to Article 9(b) of the Company's Articles of Association, any shareholder that reaches a 2% shareholding threshold or more in the Company (or any further multiple thereof) must notify the Company by registered letter within ten trading days of reaching such threshold.

A Shareholder that fails to comply with this requirement may lose the voting rights attached to those shares exceeding the said threshold for a period of two years from the date of the (late) notification to the Company and upon the request of one or more shareholders holding at least 2% of the Company's share capital.

[2] Refer to paragraphs "Requirements pertaining to the distribution of profits" and "Statutory shareholder registration threshold". 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, the percentage of rights to a dividend specified in Article 208-C-II-ter (10%) of the French General Tax Code.
[3] For full details, refer to the Articles of Association and the Supervisory and Management Board charters available on the Company's website and at the Company's registered office.
[4] Ibid. 2.

2. SHARE CAPITAL – GENERAL INFORMATION

2.1. Statutory obligations pertaining to changes in the Company's share capital and categories of share rights

None.

2.2. Authorised share capital – Form of shares

As at December 31, 2012, the share capital is €474,459,900, divided into 94,891,980 fully paid-up shares with a nominal value of €5 each. Company shares may be registered or bearer shares. The only exception applies to Shareholders Concerned who must register their shares in accordance with the requirements set out in Article 9 of the Articles of Association.

Table summarising authorisations to increase the share capital (as at December 31, 2012)

Pursuant to the Article L. 225-100 of the French Commercial Code, the following table summarises current authorisations granted to increase the share capital in the 2012 financial year and authorisations pre-dating 2012 which remain in force

Type of authorisation	Amount authorized[1]	Date of general meeting	Authorisation expiry date	Potential Beneficiaries	Issue terms and conditions	Amount authorization used:number of shares or bonds issued/subscribed for or permanently allocated[2]	Outstanding authorisation (nominal value, number of shares/bonds, Stock-Options or performance shares) as at 31/12/2012[2]
Increase in the share capital by issue of ordinary shares to be subscribed for in cash or by issue of negotiable securities with PR[3]	€75,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital + €1,500,000,000 (nominal value) in debt instruments	26/04/2012	26/10/2013	Shareholders	Fixed by Management Board pursuant to AGM authority.	0	Totality of the authorisation
Increase in the share capital by issue of ordinary shares to be subscribed for in cash or the issue of securities without PR[3]	€45,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital + €1,500,000,000 (nominal value) in debt instruments	26/04/2012	26/10/2013	Shareholders and/or third parties	Fixed by Management Board pursuant to AGM authority; including power to cancel pre-emptive rights and replace with a priority right. If the subscription exceeds 10% of the share capital, mandatory pre-emptive right.	Issuance of convertible bonds redeemable in cash and/or in new and/or existing shares (ORNANE) due 01/01/2018. The amount of the issuance is €749,999,933.76, representing 3,451,767 ORNANE.	Ordinary shares and/or securities giving access to the share capital: €36,370,580 (on the theoretical basis that the 3,451,767 ORNANE resulted in 1,725,884 potential shares)[4] €750,000,066.24 (nominal value) in debt instruments
Increase in the share capital with or without PR[3]	Maximum threshold of 15% for the first issue and within the global limit	26/04/2012	26/10/2013	Subscribers to the issue	Management Board has the power to make further issuances on the same terms and conditions as the initial issue.	0	Totality of the authorisation
Increase in the share capital without PR[3] by the issue of ordinary shares to be subscribed for in cash, or the issue of any negotiable security in consideration for capital	Capital contribution in the form of securities: 10% of the authorised share capital as at the issuance	26/04/2012	26/10/2013	Subscribers to the issue	Fixed by Management Board pursuant to AGM authority; including the power to cancel pre-emptive rights.	0	Totality of the authorisation

Type of authorisation	Amount authorized[1]	Date of general meeting	Authorisation expiry date	Potential Beneficiaries	Issue terms and conditions	Amount authorization used:number of shares or bonds issued/subscribed for or permanently allocated[2]	Outstanding authorisation (nominal value, number of shares/bonds, Stock-Options or performance shares) as at 31/12/2012[2]
Increase in the share capital reserved for employee savings plan participants	Maximum nominal value of €2,000,000 pursuant to the delegated powers	26/04/2012	26/10/2013	Participants in the Company Savings Plan	Fixed by Management Board pursuant to AGM authority. 20% discount applies based on the average share price over previous 20 trading days.	41,077 shares	358,923 shares
Increase in the share capital reserved for managers and employees eligible for the stock option plan (Plan no. 7 Performance [5])	Maximum: 1% of the fully diluted share capital per year [6]	27/04/2011	27/06/2014	Managers and employees of the Group	Fixed by Management Board pursuant to AGM authority. No discount applied. Performance condition is obligatory[5].	0.65% of the fully diluted share capital (i.e. 698,202 Stock-Options subject to the performance condition).	2.35% of the fully diluted share capital over the authorisation validity period.
Increase in the share capital reserved for employees and corporate officers eligible for the Performance Shares Plan – Plan no. 1 Performance[5]	Global limit: 0.8% of the fully diluted capital over the authorisation validity period[7]	26/04/2012	26/06/2015	Employees and corporate officers of the Group	Fixed by Management Board pursuant to AGM authority.	0.05% of the fully diluted share capital (i.e. 44,975 performance shares subject to the performance condition.	0.75% of the fully diluted share capital over the authorisation validity period.

(1) For more details, refer to the exact text of the resolutions.
(2) After adjustments if applicable.
(3) Pre-emption rights.
(4) Please refer to the article 4.16.10 "Note d'Opération" registered under AMF visa n°12-440 dated September 11, 2012 (page 52 of the "Note d'Operation").
(5) The conditions of allocation, retention and, if applicable, performance are set by the Management Board for each allocation.
(6) 3% of the total diluted capital over the authorisation validity period. The total number of (i) Stock-Options granted under this authorisation and of (ii) Stock-Options granted but not yet exercised and Performance Shares granted under previous authorisations cannot give rise to a number of shares exceeding 8% of the share capital on a fully diluted basis.
(7) The total number of (i) Performance Shares granted under this authorisation approved by the General Meeting on April 26, 2012 and of (ii) Performance Shares that may be granted under the unused part of a previous authorisation still in force and of (iii) Performance Shares open but not yet exercised and Performance Shares granted under previous authorisations cannot give rise to a number of shares exceeding 8% of the share capital on a fully diluted basis.

Table summarising new authorisations to increase the share capital to be proposed to the Annual General Meeting of Shareholders for approval on April 25, 2013

Type of authorisation[1]	Amount[2]	Date of General Meeting	Authorisation expiry date	Beneficiaries	Issue terms and conditions	Effect on the previous authorisation
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities with PR[3]. Resolution #10	€75,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital + €1,500,000,000 (nominal value) in debt instruments	25/04/2013	25/10/2014	Shareholders	Fixed by Management Board pursuant to AGM authority.	The approval of this authorisation would revoke the remainder of the 26/04/2012 authorisation
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any other securities without PR[3]. Resolution #11	€45,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital + €1,500,000,000 (nominal value) in debt instruments	25/04/2013	25/10/2014	Shareholders and/or third parties	Fixed by Management Board pursuant to AGM authority; including power to cancel pre-emptive rights and replace with a priority right. Mandatory pre-emptive right for shareholders holding 10% or more of the share capital.	The approval of this authorisation would revoke the remainder of the 26/04/2012 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 PR[3]. Resolution #12	Maximum threshold of 15% for the first issue and within the global limit	25/04/2013	25/10/2014	Subscribers to the issue	Management Board has the power to make further issuances on the same terms and conditions as the initial issue.	The approval of this authorisation would revoke the remainder of the 26/04/2012 authorisation
Increase in the share capital without PR(3) by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities as consideration for capital contributions in kind. Resolution #13	Capital contribution in the form of securities: 10% of the authorised share capital as at the issuance	25/04/2013	25/10/2014	Subscribers to the issue	Fixed by Management Board pursuant to AGM authority; including the power to cancel pre-emptive rights.	The approval of this authorisation would revoke the remainder of the 26/04/2012 authorisation
Increases in the share capital reserved for participants of employees savings plan. Resolution #14	Maximum nominal value of €2,000,000	25/04/2013	25/10/2014	Participants in the Company Savings Plan	Fixed by Management Board pursuant to AGM authority. 20% discount applies based on the average share price over previous 20 trading days.	The approval of this authorisation would revoke the remainder of the 26/04/2012 authorisation

(1) For more details, refer to the exact text of the resolutions.
(2) Pursuant to French law, the AGM to be held on April 25, 2013, will be invited to fix a total maximum amount (included in Resolution #10) for all authorisations as follows:
up to €122 million nominal amount of share capital increase;
and up to €1.5 billion nominal amount for debt securities issues.
(3) Pre-emption rights.
(4) The conditions of allocation, retention and, if applicable, performance are fixed by the Management Board with respect to each allocation.

2.3. Other securities granting access to the share capital

2.3.1. Options to subscribe for and/or purchase shares ("Stock-Options")

Stock-Options are allocated by the Company to Group managers and employees for exemplary performance, the assumption of additional responsibilities or key roles within the Group. The allocation of Stock-Options is by no means automatic. As a consequence, the beneficiaries, frequency and amount of Stock-Options allocated from year to year, may vary. Pursuant to Group rules:

- no obligatory discount is applied to Stock-Options;
- Stock-Options are valid for a 7 year period; and
- Stock-Options may be exercised once or several times from the fourth anniversary of the allocation date.

The detail of the various Stock Option plans in force (Plan no. 4 to Plan no. 7) is provided below. A performance condition is applicable to the exercise of all Stock-Options under the various plans since 2003 for managers and since 2006 for employees. To avoid any windfall effect, the performance condition has remained in force and unchanged ever since.

Performance condition

The exercise of Stock-Options is conditional on the Company's overall stock market performance outperforming the European Public Real Estate Association ("EPRA") index over the reference period. The reference period begins on the date of allocation of the Stock-Options and ends on the last trading day prior to the exercise of the said Stock-Options by the beneficiary (inclusive):

(i) The overall market performance of the Company is defined according to the evolution in its share price (taking into account gross distributions, dividends or interim dividends reinvested on the distribution date) over the reference period. The gross dividend figures included in the Company's overall stock market performance are those published by Bloomberg which is the reference for the EPRA Euro Zone Total Return ("RPEU") index;

(ii) The performance of the EPRA index is defined by the evolution of the EPRA "RPEU" index over the reference period. This index is composed of the main European Public Real Estate companies and is a "total return" index (including dividends paid).

General conditions applicable to the allocation of Stock-Options (in force since March 2009)

- Pursuant to Afep-Medef recommendations, the allocation date must fall within the one-hundred-and-twenty (120) day period following the date of the publication of the Company's annual accounts.
- In accordance with Afep-Medef recommendations, the Supervisory Board fixes a maximum percentage out of the total number of Stock-Options that can be granted to the Chairman of the Management Board and to the top six beneficiaries under the plans.
- The number of Stock-Options allocated to individual members of the Management Board is subject to the prior approval of the Supervisory Board on the recommendation of its Governance, Nomination and Remuneration Committee.
- In accordance with the Group remuneration policy, the Company must not grant Stock-Options exceeding the annual limit of 1% of the Company's fully diluted share capital.

Plan no. 3 and Plan no. 3 Performance (collectively referred to as "Plan no. 3")

The Combined General Meeting held on June 17, 2003, authorised the Board of Directors at the time to grant the Group's managers and employees Stock-Options up to a limit of 3% of the fully-diluted share capital. On October 15, 2003, on the recommendation of the Nomination and Remuneration Committee at the time, the Board of Directors approved the terms of two Stock Option plans: (i) Plan no. 3 for Group executives and employees without performance conditions and (ii) Plan no. 3 Performance limited to executives and high level managers with a performance condition (as defined above).

A total of 1,147,000 Options were granted under Plan no. 3. This may result in the creation of 1,416,058 new shares after legal adjustments pursuant to Article R228-91-3° of the French commercial code, notably: the adjustment ratio of 1.2726 following the exceptional distribution of January 7, 2005 (applicable to 2004 tranche); the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009; the adjustment ratio of 1.06 following the exceptional distribution of May 10, 2010; the adjustment ratio of 1.14 following the exceptional distribution of October 12, 2010 and the adjustment ratio of 1.02 following the exceptional distribution of May 10, 2011 (for all tranches under Plan no. 3). As at March 4, 2013, a total of 1,318,393 Stock-Options were exercised under Plan no. 3. There are no remaining Stock-Options to be exercised under Plan no. 3.

Plan no. 4 Performance ("Plan no. 4")

The Combined General Meeting held on April 27, 2006, authorised the Board of Directors at the time to grant the Group's managers and employees Stock-Options up to a limit of 3% of the fully-diluted share capital. On October 11, 2006, on the recommendation of the Nomination and Remuneration Committee at the time, the Board of Directors approved a new stock option plan subject to the performance condition (Plan no. 4).

A total of 365,500 Stock-Options were granted under Plan no. 4. This may result in the creation of 443,876 new shares after legal adjustments pursuant to Article R228-91-3° of the French Commercial code; notably: the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009; the adjustment ratio of 1.06 following the exceptional distribution of May 10, 2010; the adjustment ratio of 1.14 following the exceptional distribution of October 12, 2010 and the adjustment ratio of 1.02 following the exceptional distribution of May 10, 2011. As at March 4, 2013, 263,872 Stock-Options were exercised under Plan no. 4. After the cancellation of Stock-Options due to staff departures, the potential number of new shares under Plan no. 4 is 113,144.

Plan no. 5 Performance ("Plan no. 5")

The Combined General Meeting held on May 21, 2007, authorised the Management Board to grant the Group's managers and employees Stock-Options up to a limit of 3% of the fully-diluted share capital. On October 11, 2007, in agreement with the Supervisory Board and on the recommendation the Governance, Nomination and Remuneration Committee, the Management Board approved a new stock option plan subject to the performance condition (Plan no. 5). Plan no. 5 was extended to all Unibail and Rodamco Europe Group subsidiaries following the formalisation of the merger on June 21, 2007.

In agreement with the Supervisory Board (on the recommendation of the Governance, Nomination and Remuneration Committee), the Management Board granted further allocations under Plan no. 5 on October 11, 2007, October 23, 2008 and on March 13, 2009. A total of 2,249,600 Stock-Options were granted. This may result in the creation of 2,731,106 new shares after legal adjustments pursuant to Article R. 228-91-3° of the French commercial code; notably: the adjustment ratio of 1.02 following the exceptional distribution of July 15, 2009, the adjustment ratio of 1.06 following the exceptional distribution of May 10, 2010; the adjustment ratio of 1.14 following the exceptional distribution of October 12, 2010 and the adjustment ratio of 1.02 following the exceptional distribution of May 10, 2011. As at March 4, 2013, after the cancellation of Stock-Options due to staff departures, the potential number of new shares under Plan no. 5 is 1,199,974.

Plan no. 6 Performance ("Plan no. 6")

The Combined General Meeting held on May 14, 2009, authorised the Management Board to grant the Group's managers and employees Stock-Options up to a limit of 3% of the fully-diluted share capital on the condition that the total sum of the Stock-Options granted under this and previous authorisations, including performance shares previously granted, do not exceed 5% of the Company's authorised share capital on a fully-diluted basis and subject to adjustments under Articles R. 228-91-3° of the French Commercial Code.

In agreement with the Supervisory Board (on the recommendation of the Governance, Nomination and Remuneration Committee), on March 10, 2010, the Management Board approved a new stock option plan subject to the performance condition (Plan no. 6).

In agreement with the Supervisory Board (on the recommendation of the Governance, Nomination and Remuneration Committee), on March 10, 2010 and on March 10, 2011, the Management Board granted a total number of 1,532,750 Stock-Options. This may result in the creation of 1,718,370 new shares after legal adjustments pursuant to Article R. 228-91-3° of the French commercial code; notably: the adjustment ratio of 1.06 following the exceptional distribution of May 10, 2010; the adjustment ratio of 1.14 following the exceptional distribution of October 12, 2010 (contribution premium reimbursement) and the adjustment ratio of 1.02 following the exceptional distribution of May 10, 2011. As at March 4, 2013, after the cancellation of Stock-Options due to staff departures, the potential number of new shares under Plan no. 6 is 1,438,196.

Plan no. 7 Performance – ("Plan no. 7")

The Combined General Meeting held on April 27, 2011, authorised the Management Board to grant the Group's managers and employees Stock-Options 3% of the fully-diluted share capital in the Company (with an annual limit of 1% on a totally diluted basis) on the condition that the total sum of Stock-Options granted under this authorisation, and previous authorisations, including Performance Shares previously granted, do not exceed 8% of the Company's authorised share capital on a fully-diluted basis and subject to adjustments under Articles R. 228-91-3° of the French Commercial Code.

On June 9, 2011, in agreement with the Supervisory Board (on the recommendation of the Governance, Nomination and Remuneration Committee), the Management Board approved a new stock option plan subject to the performance condition (Plan no. 7).

In agreement with the Supervisory Board (on the recommendation of the Governance, Nomination and Remuneration Committee), on June 9, 2011 and March 14, 2012, the Management Board granted a total number of 698,202 Stock-Options.

In agreement with the Supervisory Board (on the recommendation of the Governance, Nomination and Remuneration Committee), on March 4, 2013, the Management Board granted 617,066 Stock-Options.

As at March 4, 2013, after the cancellation of Stock-Options due to staff departures, the potential number of new shares under Plan no. 7 is 1,258,528.

Information about the Share Subcription or Purchase Options' Allocations (Table n°8 of AMF/Afep-Medef recommendations)

	Plan n° 3	Plan n° 4	Plan n° 5	Plan n° 5	Plan n° 5	Plan n° 6	Plan n° 6 et Plan n°7	Plan n° 7	Plan n° 7
Date of the plan	Tranche 2005 + Performance	Tranche 2006 Performance	Tranche 2007 Performance	Tranche 2008 Performance	Tranche 2009 Performance	Tranche 2010 Performance	Tranche 2011 Performance	Tranche 2012 Performance	Tranche 2013 Performance
Date of Board	14/12/2005 (1),(2),(3)	11/10/2006 (1),(2),(3)	11/10/2007 (1),(2),(3)	23/10/2008 (1),(2),(3)	13/03/2009 (1),(2),(3)	10/03/2010 (1),(2),(3)	10/03/2011 (3)	14/03/2012	04/03/2013
Total number of shares that may be acquired through exercising Stock-Options, of which:	450,571	443,876	779,800	1,045,660	905, 566	949,361	795,009	672,202	617,066
By responsible officers	*90,294*	*75,436*	*75,436*	*113,153*	*94 294*	*141,747*	*135,140*	*118,950*	*88,400*
G. Poitrinal[4]	74,076	50,290	50,290	75,435	62 862	61,629	56,100	42,500	0
C. Cuvillier[5]							26,000 [A]	29,750	42,500
C. Pourre[6]	16,218	25,146	25,146	37,718	31,432	30,815	26,520	20,400	20,400
J. Tonckens[7]						49,303	26,520	25,500	25,500
End of lock-up period (at the end of the trading day)	14/12/2009	11/10/2010	11/10/2011	23/10/2012	13/03/2013	10/03/2014	10/03/2015	14/03/2016	04/03/2017
Expiry date	14/12/2012	11/10/2014	11/10/2014	23/10/2015	13/03/2016	10/03/2017	10/03/2018	14/03/2019	04/03/2020
Strike price (€)	86.37	128.46	143.46	103.62	79.08	120.33	141.54	146.11	173.16
Exercise terms (if the plan has more than one tranche)	See page 184	See page 184	See page 185	See page 185	See page 185	See page 185	See page 185	See page 185	See page 185
Number of Stock-Options subscribed	369,771	263,872	410,834	432,046	0	0	0	0	0
Number of Stock-Options cancelled	80,800	66,860	220,351	269,467	198,434	184,365	95,809	56,740	0
Outstanding Stock-Options	**0**	**113,144**	**148,695**	**344,147**	**707,132**	**764,996**	**699,200**	**615,462**	**617,066**

(1) After taking into account the adjustment applied on July 15, 2009.
(2) After taking into account the adjustment applied on May 10, 2010 and on October 12, 2010.
(3) After taking into account the adjustment applied on May 10, 2011.
(4) Member of Unibail-Rodamco SE Management Board since June 2007. Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on 25 April 25, 2013.
(5) Member of Unibail-Rodamco SE Management Board since June 2011. Mr Christophe Cuvillier was appointed as Chairman of the Management Board by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.
(6) Member of Unibail-Rodamco SE Management Board since June 2007. Mrs Catherine Pourre's mandate was renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect April 25, 2013.
(7) Member of Unibail-Rodamco SE Management Board since September 2009. Mr Jaap Toncken's mandate was renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect April 25, 2013.
(A) With the exception of Mr Cuvillier who had an exceptionnal grant subsequent to his appointment on June 1,2011. In the framework of an additional Plan (Plan no 7), the details of his allocation were fixed as follows: allocation date = June 9, 2011; exercise period (at the end of the trading day) = June 9, 2015 to June 9, 2018; exercise price = €152,03.

2.3.2. Performance Shares

The Combined General Meeting held on April 26, 2012 authorized the Board of Directors at the time to grant the Group's managers and employees, Performance Shares. In agreement with the Supervisory Board (on the recommendation of the Governance, Nomination and Remuneration Committee (GN&RC), the Management Board, on March 14, 2012, approved a new Performance Share plan (Plan no. 1 – Performance), to be effective from April 26, 2012 which has the following main features:

- the total grant of Performance Shares under the authorisation must not exceed 0.8% of the Company's share capital on a fully diluted basis over the 38 month validity period;
- the grant of Performance Shares is, on a mandatory basis, conditional on performance and presence conditions;
- for French tax residents: a minimum vesting period of three years, and a minimum holding period of two years once vested; for non-French tax residents: a minimum vesting period of four years without any requirement to hold the shares;
- for Management Board members: an obligation to acquire one share for every two Performance Shares awarded, upon their availability, in compliance with the Afep-Medef code.

Performance Shares are allocated to Group managers and employees for exemplary performance, the assumption of additional responsibilities or key roles within the Group. The allocation of Performance Shares is by no means automatic. As a consequence, the beneficiaries, frequency and number of Performance Shares allocated from year to year may vary.

Performance condition

The vesting of the Performance Shares is conditional on the Company's overall stock market performance outperforming the European Public Real Estate Association ("EPRA") index over the reference period. The reference period begins on the grant date and ends on the last day of the vesting period.

(i) The overall market performance of the Company is defined according to the evolution in its share price (taking into account gross distributions, dividends or interim dividends reinvested on the distribution date) over the reference period. The gross dividend figures included in the Company's overall stock market performance are those published by Bloomberg which is the reference for the EPRA Euro Zone Total Return ("RPEU") index.

(ii) The performance of the EPRA index is defined by the evolution of the EPRA "RPEU" index over the reference period. This index is composed of the main European Public Real Estate companies and is a "total return" index (including dividends paid).

The Performance condition can only be restrictively tested, at a maximum of four times ("restrictive tests") during the vesting period. If the performance condition is not met, at least on one of the "restrictive tests", all rights are definitively lost.

General conditions applicable to the allocation of Performance Shares

- Pursuant to Afep-Medef recommendations, the allocation date must fall within the 120-day period following the date of the publication of the Company's annual accounts;
- In accordance with Afep-Medef recommendations, the Supervisory Board fixes a maximum percentage out of the total number of Performance Shares that can be granted to the Chairman of the Management Board and to the top six beneficiaries under the plans;
- The number of Performance Shares allocated to individual members of the Management Board is subject to the prior approval of the Supervisory Board on the recommendation of its Governance, Nomination and Remuneration Committee;
- The total number of: (i) Performance Shares granted under the authorisation given by the General Meeting on April 26, 2012; (ii) Performance Options that may be granted under the remainder of a previous authorisation still in force; and (iii) Performance Options open but not yet exercised and Performance shares granted under previous authorisations, cannot give rise to a number of shares exceeding 8% of the share capital on a fully diluted basis.
- With the prior approval of the Supervisory Board (on the recommendation of the GN&RC), on March 14, 2012, the Management Board granted 44,975 performance shares with effect from April 26, 2012 and on March 4, 2013, granted 36,056 Performance Shares.

As at March 4, 2013, after the cancellation of Performance Shares due to staff departures, the potential number of new shares under Plan no. 1 Performance is 77,235.

Performance share information as at March 4, 2013 (Table no. 8 – AMF/Afep-Medef recommendations)

Date of the Plan	2012	2013
Date of Board	14/03/2012	04/03/2013
Total number of performance shares allocated:	44,975	36,056
By responsible officers		
G. Poitrinal[1]	2,845	0
C. Cuvillier [2]	1,992	2,500
C. Pourre[3]	1,366	1,200
J. Tonckens[4]	1,707	1,500
Starting date of the vesting period	26/04/2012	04/03/2013
Allocation date and starting date of the holding period		
• for French tax residents[5]	26/04/2015	04/03/2016
• for non-French tax residents[5]	26/04/2016	04/03/2017
End of lock-up period (at the end of the trading day)		
• for French tax residents[6]	26/04/2017	04/03/2018
• for non-French tax residents[7]	26/04/2016	04/03/2017
Outstanding Performance shares	**41,179**	**36,056**

[1] Member of Unibail-Rodamco SE Management Board since June 2007, Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25, 2013.
[2] Member of Unibail-Rodamco SE Management Board since June 2011, Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.
[3] Member of Unibail-Rodamco SE Management Board since June 2007. Mrs Catherine Pourre's mandate was renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect April 25, 2013.
[4] Member of Unibail-Rodamco SE Management Board since September 2009. Mr Jaap Toncken's mandate was renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect April 25, 2013.
[5] Subject to the completion of the Performance condition which shall be restrictively tested four times ("restrictive tests") during the Vesting Period as of April 26, 2015 for the 2012 Plan and March 4, 2016 for the 2013 Plan. If the performance condition is not met on one of the "restrictive tests", all rights are definitively lost on April 26, 2017 (Plan 2012) and on March 4, 2018 (Plan 2013).
[6] Subject to the Performance condition being met on April 26, 2015 (Plan 2012) and on March 4, 2016 (Plan 2013). If not, the holding period will expire two years after the effective restrictive test.
[7] Subject to the Performance condition being met before April 26, 2016 (Plan 2012) and March 4, 2017 (Plan 2013). If not, the lock-up period could be extended untill April 26, 2017 (Plan 2012) and March 4, 2018 (Plan 2013) at the latest.

2.3.3. Warrants to purchase existing shares and/or subscribe for new shares

None.

2.3.4. ORA (Bonds redeemable in shares)

Pursuant to the Rodamco Europe NV Public Exchange Offer, 9,363,708 ORA were issued in part consideration for the shares contributed by Rodamco Europe NV shareholders. As at December 31, 2012, 9,355,883 ORA had been redeemed for shares. The remaining ORA, yet to be converted, as at December 31, 2012, is 7,825. A total of 9,781[5] potential new shares may be issued out of the exercise of the ORA based on the redemption ratio of 1.25 following the exceptional distribution of May 10, 2011. For full details on the ORA, please refer to the "Note d'opération" approved by the *Autorité des marchés financiers* (AMF) (French financial markets authority) under visa no. 07-152 dated May 18, 2007[6].

2.3.5. ORNANE (Bonds redeemable in cash and/or in new and/or existing shares)

ORNANE issuance on April 29, 2009

On April 29, 2009, Unibail-Rodamco SE issued 3,928,670 ORNANE at a nominal value of €146.36 and for a total amount of €575 million (The "Note d'opération" approved by the *Autorité des marchés financiers* (AMF) (French financial markets authority) under visa no. 09-104 dated April 21, 2009).

On November 16, 2012, Unibail-Rodamco SE decided to redeem all the 1,595,067 remaining ORNANE issued in 2009. The remaining 2009 ORNANE were redeemed at the nominal value plus accrued interest. As at January 2, 2013, all of the 2009 ORNANE have been redeemed.

[5] Subsequent to ORA holder entitlement to round up fractional shareholdings.
[6] Available for free on the company's website or on request.

ORNANE issuance on September 19, 2012

On September 19, 2012, Unibail-Rodamco SE issued 3,451,767 ORNANE at a nominal value per unit of €217.28, representing a total amount of €750 million.

The 2012 ORNANE will be potentially convertible from April 1, 2013. The rate of conversion is 1. For full details on the 2012 ORNANE, please refer to the "Note d'opération" approved by the *Autorité des marchés financiers* (AMF) (French financial markets authority) under visa no. 12-440 dated September 11, 2012.

2.4. Share buy-back programme

Pursuant to Article L. 225-209 *et seq.* of the French Commercial Code and the European Commission Regulation no. 2273/2003 of December 22, 2003, the Combined General Meeting held on April 26, 2012 authorised the Management Board, for a period of eighteen 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 a view to:

(i) cancelling all or part of the shares purchased under Article L. 225-209 of the French Commercial Code, subject to the General Meeting's authorisation to reduce the Company's share capital;
(ii) holding shares that may be allotted to its executive officers and employees and to those of affiliated companies under the terms and conditions provided by law pursuant to the Company's stock option schemes, free allotments of existing shares or Company or inter-company employee stock purchase plans;
(iii) holding shares that enable it to allot shares 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) holding shares that may be retained and subsequently used by way of exchange or payment in the context of external growth operations (including the acquisition of interests) without exceeding the limit laid down by Article L. 225-209 of the French Commercial Code in the context of mergers, spin-offs or contributions in kind;
(v) stimulating the market in and the liquidity of the shares through an investment intermediary in the context of a liquidity contract;
(vi) implementing any new market practice which might be approved by the *Autorité des marchés financiers* (AMF) (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 €200 per share, excluding costs, based on a nominal value of €5/share. The total cost of the share buy-back programme must not exceed €1.83 billion.

At the General Meeting to be held on April 25, 2013, the Management Board will propose to shareholders that they renew this authorisation for a period of eighteen months on the same terms and conditions, i.e a maximum share buy-back purchase price at €200 per share, excluding costs, based on a nominal value of €5/share. The total cost of the share buy-back programme must not exceed €1.89 billion pursuant to the share capital as at December 31, 2012 (i.e 94,891,980 shares).

This new authorisation, subject to shareholder approval, would replace the authorisation granted on April 26, 2012.

Review of share buy-back programme (March 2, 2012 to March 1, 2013)

Between March 2, 2012 and April 26, 2012, the Company did not buy back any shares pursuant to the General Meeting authorisation of April 27, 2011.

From April 26, 2012 to March 1, 2013, the Company did not buy back any shares pursuant to the General Meeting authorisation of April 26, 2012.

As at March 1, 2013, the Company does not hold any of its own shares.

Situation as at March 1, 2013

% of the treasury shares held directly or indirectly on the date of the publication of the programme	0%
Number of cancelled shares during the last 24 months	137,270
Number of shares held in the portfolio as at March 1, 2013	0
Accountant value of the portfolio	€0
Market value of the portfolio	€0

Information on transactions between April 26, 2012 and March 1, 2013

	Gross totals		Open positions on prospectus filing date			
	Buy	Sales/ Transfers	Buy		Sell	
			Purchased call options	Forward buy	Sales call options	Forward sale
Number of shares	–	–	–	–	–	–
Average maximum maturity	–	–	–	–	–	–
Average transaction price (€/share)	–	–	–	–	–	–
Total amount	**–**	**–**	**–**	**–**	**–**	**–**

The Company has not entered into any market-making or liquidity agreements.

The Company has not used any derivative products as part of its share buy-back programme.

2.5. Pledged Company shares

As at March 1, 2013, 261,825 shares were pledged in a registered custodian account (*nominatif administré*). No standard registered shares (*nominatif pur*) were pledged.

2.6. Escheat shares

Within the framework of the procedure set forth in Article L. 228-6 of the French Commercial Code, Company shares unclaimed by shareholders for a period of two years following the publication of a notice in the newspaper La Tribune on July 8, 2005, were sold. The shareholders whose shares were sold may claim the counter value from Caceis (the Company's share registrar).

2.7. Other securities granting access to the share capital

None.

2.8. Dividends/Distribution of profits

Dividends are paid out of profits, retained earnings and, if necessary, distributable reserves.

In respect of the 2011 financial year, the Company made a distribution of €8.00 per share deducted from the "distributable reserves" (as authorised by the General Assembly on April 26, 2012), paid on May 10, 2012.

The total distribution with respect to the 2011 financial year was €735.35 million.

With respect to the 2012 financial year, on the basis of the consolidated recurring result of €9.60[7] per share, the Management Board will propose to shareholders at the General Meeting to be held on April 25, 2013, that they approve the accounts for the financial year ending December 31, 2012 and the payment of a dividend of €8.40 per share to be paid out of distributable profits, which is an increase of 5% in relation to 2011. This represents a distribution rate of 88% of the recurring net result per share which is in line with the distribution rate of 2011.

Subject to the approval of the General Assembly, on June 3, 2013 the shareholders of the Group will receive for each owned Unibail-Rodamco share:

- €5.27 per share in cash paid from the Group's tax exempt real estate activities (dividend issued from the "SIIC" regime). Such dividend, which corresponds to the distribution obligation under the SIIC regime, will not be subject to the new additional 3% tax payable by each company upon the amount of dividend distributed, but will be subject to French withholding tax for both French and foreign mutual funds (OPCVM), and will not benefit from the 40% rebate for individual shareholders who are tax residents in France;
- €3.13 per share paid from the Group's non-tax exempt activities (dividend issued from the activities which are not in the "SIIC» regime), for which the shareholders will have the option to elect payment in either (i) new shares created at a discount of 7%, or (ii) in cash. When paid in shares, the Group will not be liable to pay the new additional 3% tax on this part of the dividend. When paid in cash, this dividend will generate a 3% tax expense payable directly by the Group upon dividend distribution. Whether paid in cash or in shares, this dividend issued from activities which are not in the "SIIC" regime will not bear French withholding tax for both French and foreign OPCVM and may benefit from the 40% rebate for individual shareholders who are tax residents in France.

[7] *Split based on the number of existing shares as at December 31, 2012.*

For investors which are not OPCVM or individuals who are French tax residents, withholding tax may apply as usual on the whole dividend, regardless of the tax exempt or non-tax exempt origin of the distribution.

Note: Dividends that remain unclaimed for a period of five years from the date they are made available for payment are paid to the French Treasury, in accordance with Article L. 27 of the French State Property Code (*Code du domaine de l'État au Trésor public*).

Increases/decreases in Unibail-Rodamco's share capital during the past three years

Date	Movements in the share capital	Number of shares issued	Total number of shares	Total share capital	Premium resulting from transaction
01/03/2010	Exercise of options (2002-2005)	42,410	91,306,959	€456,534,795	€3,139,535.78
07/05/2010	Exercise of options (2002-2005)	98,719	91,405,678	€457,028,390	€7,596,364.73
24/06/2010	Exercise of options (2002-2005)	7,771	91,413,449	€457,067,245	€494,678.35
24/06/2010	Reimbursement of ORA	4	91,413,453	€457,067,265	€665.60
24/06/2010	Company Savings Plan	30,579	91,444,032	€457,220,160	€3,175,626.15
11/10/2010	Exercise of options (2002-2005)	270,344	91,714,376	€458,571,880	€19,977,434.14
10/10/2010	Reimbursement of ORA	1,907	91,716,283	€458,581,415	€337,618.75
31/12/2010	Exercise of options (2004-2006)	19,509	91,735,792	€458,678,960	€1,608,693.75
31/12/2010	Reimbursement of ORA	10,132	91,745,924	€458,729,620	€1,568,825.35
10/03/2011	Exercise of options (2004-2006)	16,331	91,762,255	€458,811,275	€1,210,623.54
10/05/2011	Exercise of options (2004-2006)	128,134	91,890,389	€459,451,945	€11,267,171.04
30/06/2011	Exercise of options (2004-2006)	5,990	91,896,379	€459,481,895	€725,635.70
30/06/2011	Reimbursement of ORA	2	91,896,381	€459,481,905	€297.83
30/06/2011	Company Savings Plan	28,766	91,925,147	€459,625,735	€3,350,951.34
18/10/2011	Exercise of options (2004-2007)	13,603	91,938,750	€459,693,750	€1,289,413.54
18/10/2011	Reimbursement of ORA	4	91,938,754	€459,693,770	€613.80
19/10/2011	Cancellation of shares	(128,370)	91,810,384	€459,051,920	€(15,567,844.45)
25/11/2011	Exercise of options (2005-2007)	146	91,810,530	€459,052,650	€18,025.16
25/11/2011	Cancellation of shares	(8,900)	91,801,630	€459,008,150	€(1,083,085.50)
31/12/2011	Exercise of options (2005-2007)	5,259	91,806,889	€459,034,445	€427,924.83
05/09/2012	Exercise of options (2005-2007)	112,092	91,918,981	€459,594,905	€12,118,325.55
29/06/2012	Exercise of options (2005-2007)	880	91,919,861	€459,599,305	€82,128.10
29/06/2012	Reimbursement of ORA	435	91,920,296	€459,601,480	€66,241.80
29/06/2012	Company Savings Plan	41,077	91,961,373	€459,806,865	€4,236,051.16
31/08/2012	Exercise of options (2005-2007)	254,181	92,215,554	€461,077,770	€32,532,522.48
01/10/2012	Exercise of options (2005-2007)	21,415	92,236,969	€461,184,845	€2,887,718.20
31/12/2012	Exercise of options (2005-2008)	642,004	92,878,973	€464,394,865	€74,332,174.72
31/12/2012	Reimbursement of ORNANE	2,013,007	94,891,980	€474,459,900	N/A

Note: Increases in the share capital associated with the exercise of options and reimbursements of ORA and ORNANE are taken into account by a statement of the Management Board.

3. SHARE CAPITAL AND VOTING RIGHTS

3.1. Ownership of capital and voting rights

The Group's share capital as at March 1, 2013 comprises of 94,997,445 fully paid-up shares with a nominal value of €5 each. One voting right is attached to each share.

Over 99% of the share capital is free floating.

The Company's shareholding structure has changed as follows during the last three financial years :

Shareholder	Year-end 2010			Year-end 2011			Year-end-2012			Position as at 01/03/2013		
	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights
Free float	91,161,886	99.36%	99.36%	91,167,217	99.30%	99.30%	94,468,560	99.55%	99.55%	94,579,030	99.56%	99.56%
Treasury shares	0	0.00%	0.00%	0	0.00%	0.00%	0	0.00%	0.00%	0	0.00%	0.00%
Company directors	311,811	0.34%	0.34%	364,470	0.40%	0.40%	153,612	0.16%	0.16%	153,612	0.16%	0.16%
Group Company Savings Plan	272,227	0.30%	0.30%	275,202	0.30%	0.30%	269,808	0.29%	0.29%	264,803	0.28%	0.28%

Pursuant to Article 13 of the Articles of Association, Supervisory Board members are required to own at least one share each. Further, in line with the Afep-Medef Corporate Governance Code, Article 3.3 of the Supervisory Board Charter provides that all Supervisory Board members "should hold a fairly significant number of shares".

The shares owned by Supervisory Board and Management Board members must be registered shares (Article L. 225-109 of the French Commercial Code).

3.2. Ownership threshold disclosures between March 2, 2012[8] and March 1, 2013

To the best of the Company's knowledge and on the basis of the legal and statutory thresholds disclosed by shareholders to the Company and/or the French financial markets authority (AMF), the most recent positions are listed below:

Owner	Number of shares	% of share capital as of 01/03/2013	Number of voting rights	% of voting rights as of 01/03/2013
Sumitomo Mitsui Trust Holdings, Inc. (number of shares based on a registered notification of 29/03/2012); total number of shares held by funds managed by 5 companies directly or indirectly controlled by SMTH and for the account of its clients as specified in the relevant mandates	1,821,428	1.9%	1,821,428	1.9%
SOCIÉTÉ GÉNÉRALE (number of shares based on a registered notification of 25/05/2012)	2,351,985	2.48%	2,351,985	2.48%
UBS (number of shares based on a fax of 11/08/2012 sent to the Company)	1,779,755	1.87%	1,779,755	1.87%
COHEN&STEERS (number of shares based on a registered notification of 13/11/2012)	661,111	0.70%	661,111	0.70%
AMUNDI (number of shares indicated in a registered notification of 14/01/2013 sent to the Company; it was indicated that the 4 management companies of the Amundi Group (Amundi, Société Générale Gestion, Etoile Gestion and CPR ASSET MANAGEMENT) unified their voting policies and made a joint declaration of exceeding thresholds	3,786,862	3.99%	3,786,862	3.99%
CRÉDIT AGRICOLE SA (number of shares indicated in a registered notification of 28/01/2013 sent to the Company); it is specified that this notification is made by CRÉDIT AGRICOLE SA on its own behalf, as a holding company, as well as on behalf of its subsidiaries, such as PRÉDICA	1,882,820	1.98%	1,882,820	1.98%
BNP PARIBAS ASSET MANAGEMENT (number of shares and convertible bonds on the basis of a registered notification of 20/02/2013)	3,219,151 shares and 219,697 ORNANE	3.39%	3,219,151	3.39%

[8] *Threshold disclosures notified prior to March 2, 2012 can be viewed on the AMF website and/or in previous Company annual reports available on its website.*

3.3. Shareholder 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.

3.4. Code of conduct

Unibail-Rodamco SE's Supervisory Board and Management Board members and all staff must comply with the Unibail-Rodamco SE Group Compliance Book (including a Code of Ethics and Insider Trading Rules) applicable to individual dealings in the Company's securities. In particular, there is an obligation to refrain from dealing in Unibail-Rodamco SE shares (or financial instruments associated with such securities) during the 30-day period preceding the publication of the annual and half-year results. The Company's Supervisory Board and Management Board members and certain employees, who by reason of their functions have access to insider information, are classified as permanent or temporary insiders within the meaning of Article 622-2 of the French financial market authority's (the AMF's) general rules and regulations.

4. MANAGEMENT BOARD AND SUPERVISORY BOARD

4.1. Composition of the Management Board as at December 31, 2012

Mr Guillaume Poitrinal Chairman of the Management Board Chief Executive Officer of Unibail-Rodamco SE Born on December 22, 1967 French national First Mandate: June 26, 2007 Renewal of mandate: May 15, 2009 Mandate expires: AGM 2013[1]	**Other current Functions and Mandates outside of the Unibail-Rodamco Group** • Representative of Unibail-Rodamco as Member of the European Public Real Estate Association (EPRA) • Representative of Unibail-Rodamco as Member of the French Fédération des Sociétés Immobilières et Foncières (FSIF) • Member of the Ethics Committee of the MEDEF • Director of Pavillon de l'Arsenal • Representative of Unibail-Rodamco on the Boards of Directors of Société Paris – Île-de-France Capitale Économique • Permanent representative of Unibail-Rodamco as a Director on the Board of Directors of SOPEXA • Permanent representative of Société Civile du Forum des Halles on the Board of Directors of SEMPARISEINE **Other current intra-group Functions and Mandates** **French Companies** • Vice-Chairman of the Supervisory Board of Salon International de l'Alimentation (SIAL) S.A. • Director of Comexposium Holding and Viparis Holding **Foreign Companies** • Director and Chairman of the Board of Directors of U&R Management B.V. • Member of the Board of the Unibail-Rodamco SE. Permanent Establishment in The Netherlands • Chairman of the Supervisory Board of Rodamco Europe N.V. **Previous Mandates during the last 5 years** • Representative of Unibail-Rodamco as Chairman of the European Public Real Estate Association (EPRA) • Permanent representative of Unibail-Rodamco Participations S.A.S. on the Supervisory Board of SEML Nouvelle du Parc du Futuroscope • Chairman and CEO of Unibail-Rodamco S.A. • Chairman of Groupe Exposium Holding S.A.S. and Doria S.A.S. • Director of Viparis – Palais des Congrès Paris and of Viparis -Porte de Versailles • Representative of Unibail-Rodamco on the Board of Directors of Viparis Holding (formerly Unibail Rodamco Finance) • Representative of Doria S.A.S. as the manager of Financières 5 Malesherbes **CV** • Graduate of HEC Business School • Started his career at Morgan Stanley in London and Paris with the M&A and Corporate Finance departments • Joined Unibail in 1995 • Appointed the CEO of Unibail in April 2005 and took over the chairmanship of the Board of Directors in June 2006 • Chairman of the Management Board and CEO of Unibail-Rodamco since June 2007

Mr Christophe Cuvillier Member of the Management Board Chief Operating Officer of Unibail-Rodamco SE Born on December 5, 1962 French national First Mandate: June 1, 2011 Mandate expires: AGM 2017 On March 4, 2013, the Supervisory Board, on the recommendation of the GN&RC, appointed Mr Christophe Cuvillier as Chairman of the Management Board to be effective from April 25, 2013	**Other current Functions and Mandates outside of the Unibail-Rodamco Group** **French Company** • Director of Cariboom.com **Other current intra-group Functions and Mandates** **Foreign Companies** • Member of the Board of the Unibail-Rodamco SE. Permanent Establishment in The Netherlands • Member of the Board of Directors and Secretary of Unibail Rodamco Inversiones SLU and Unibail Rodamco Ocio SLU. • Member of the Board of Directors and Chairman of Proyectos Inmobiliaros New Visions, S.L.U, Unibail Rodamco Proyecto Badajoz S.L.U., Essential Whites, S.L.U, Promociones Inmobiliarias Gardiner, S.L.U, Unibail Rodamco Steam, S.L.U, Proyectos Inmobiliarios Time Blue, S.L.U **Previous Mandates during the last 5 years** **French Companies** • Chairman and CEO of FNAC • Chairman and CEO of Conforama **CV** • Graduate of HEC business school • Prior to joining Unibail-Rodamco, Mr Cuvillier held various positions within the PPR Group from 2000; notably, CEO of FNAC from 2008 to 2010 and CEO of Conforama from 2005 to 2008. • Prior to PPR, he spent 14 years with the Luxury Products Division of the L'Oreal Group, both in France and abroad
Mr Michel Dessolain Member of the Management Board from June 26, 2007 to October 15, 2012 Born on December 2, 1955 French national	**Other current intra-group Functions and Mandates** **Foreign Companies** • Member of the Board of U&R Management B.V. **Previous Mandates during the last 5 years** **French Companies** • Member of the Management Board and Chief Operating Officer (COO) of Unibail-Rodamco SE until May 31, 2011 • Member of the Management Board and Chief Strategy Officer (CSO) of Unibail-Rodamco SE from June 1, 2011 until October 15, 2012 **Foreign Companies** • Member of the Board of Directors and Secretary of Unibail-Rodamco Parques Comerciales SLU, Unibail-Rodamco Garbera SL, Unibail-Rodamco Vallsur SL and Unibail-Rodamco Levante SLU. • Member of the Board of Directors and Secretary of Unibail-Rodamco Inversiones SLU and Unibail-Rodamco Ocio SLU. • Member of the Board and Chairman of Promociones Unibail-Rodamco Generales SLU • Member of the Board of Directors and Chairman of Proyectos Inmobiliaros New Visions, S.L.U, Unibail-Rodamco Proyecto Badajoz S.L.U., Essential Whites, S.L.U, Promociones Inmobiliarias Gardiner, S.L.U, Unibail-Rodamco Steam, S.L.U and Proyectos Inmobiliarios Time Blue, S.L.U. • Member of the Board of Rodamco Espana B.V. **CV** • Masters Degree in Law and Graduate of École Spéciale des Travaux Publics • Started his career with La Caisse des Dépôts et Consignations, then held international development positions for the retail company Habitat • He joined Unibail in 1997 as Espace Expansion Deputy Managing Director

Mrs Catherine Pourre Member of the Management Board Chief Resources Officer of Unibail-Rodamco SE Born on February 2, 1957 French national First Mandate: June 26, 2007 Renewal of mandate: May 15, 2009 Mandate expires: AGM 2017 On March 4, 2013, the Supervisory Board, on the recommendation of the GN&RC, renewed Mrs Catherine Pourre in her current position for a four-year period as from April 25, 2013.	**Other current Functions and Mandates outside of the Unibail-Rodamco Group** **French Company** • Director, member of the Audit Committee and Chair of the Remuneration Committee of Neopost S.A. (listed company) **Other current intra-group Functions and Mandates** **French Companies** • Chairman and CEO of Société de Tayninh (listed company) • Chairman of Doria S.A.S. and Unibail Management S.A.S. • Director of Comexposium Holding and Unibail-Rodamco Participations • Director and Chairman of the Audit Committee and of the Nomination and Remuneration Committee of Viparis Holding • Supervisory Board Member of Uni-Expos • Chairman of the Audit Committee of SCI Propexpo **Foreign Companies** • Management Board member of Rodamco Europe N.V. • Management Board member of Rodamco Europe Beheer B.V. • Director of U&R Management B.V. • Member of the Board of the Unibail-Rodamco SE. Permanent Establishment in The Netherlands • Representative of Unibail-Rodamco on Board of Directors of Crossroads Property Investors SA • Representative of Rodamco Europe N.V., itself director of 8 UR subsidiaries **Previous Mandates during the last 5 years** **French Companies** • Chairman and CEO of Viparis Holding (formerly Unibail Rodamco Finance) • Deputy CEO of Doria S.A.S. and Groupe Exposium Holding • Permanent representative of Groupe Exposium Holding on the Supervisory Board of Salon International de l'Alimentation (SIAL) S.A. and on the Board of Directors of Comexposium • Representative of Doria S.A.S. on the Boards of Directors of Viparis-Porte de Versailles, Exposima and Intermat • Director of Européenne de Salons, Viparis-Porte de Versailles, Viparis-Le Palais des Congrès de Paris • Manager of Espace Expansion Immobilière • Director of Union Immobilière Internationale **CV** • Graduate from ESSEC Business School • CPA (Certified Public Accountant) degree and Masters degree in Law (Université Catholique de Paris) • Started her career at PricewaterhouseCoopers and was a Partner there from 1989 to 1999 • Executive Director of Cap Gemini Ernst & Young France from 1999 • Joined Unibail SA in 2002 as Executive Vice President in charge of Finance, Human Resources, IT, Legal and Property Engineering Departments and Member of the Executive Committee
Mr Peter van Rossum Member of the Management Board from June 26, 2007 to June 30, 2012 Born on May 31, 1956 Dutch national	**Other current Functions and Mandates outside of the Unibail-Rodamco Group** **Foreign Companies** • Member of the Management Board and Chief Financial Officer of SBM offshore N.V. • Director of 23 subsidiaries of SBM offshore N.V. **Other current intra-group Functions and Mandates** **Foreign Company** • Member of the Board of Stichting Rodamco **Previous Mandates during the last 5 years** **French Companies** • Member of the Management Board and Chief Financial Officer (CFO) of Unibail-Rodamco SE until June 30, 2012 • Chairman of RE FRANCE Financing S.A.S. **Foreign Companies** • CFO and Management Board member of Rodamco Europe N.V • Representative of the Unibail-Rodamco SE. Permanent Establishment in The Netherlands • Member of the Board of Rodamco Europe Beheer B.V., Rodamco Europe Finance B.V., Rodamco Europe Finance II B.V., Rodamco Central Europe B.V., Rodamco Austria B.V., • Rodamco Czech B.V., Rodamco Russia B.V., Rodamco Hungary B.V., Rodamco Deutschland B.V., Rodamco Project I B.V., Dotterzwaan B.V., Cijferzwaan B.V., Rodamco Nederland B.V., Rodamco España B.V., Unibail-Rodamco Poland 2 B.V., Rodamco Nederland Winkels B.V., Unibail-Rodamco Poland I B.V., Unibail-Rodamco Poland 4 B.V., Unibail-Rodamco Poland 5 B.V., Crystal Warsaw Real Estate B.V., U&R Management B.V. • Member of the Board of Directors of New Tower Real Estate B.V and of Old Tower Real Estate B.V **CV** • Masters Degree in Business Economics at the Free University of Amsterdam • Chartered Accountant's degree at the Free University of Amsterdam • Built extensive experience over 24 years in financial positions with Shell in Europe, Middle East, United States and Asia, was Regional Finance Director for Shell's Exploration and Production business in Asia/Pacific • Was CFO at NAM, the Dutch upstream joint venture between Shell and Exxon • Joined Rodamco Europe NV in 2006 as CFO

Mr Jaap Tonckens
Member of the Management Board
Chief Financial Officer of
Unibail-Rodamco SE
Born on July 16, 1962
Dual American/Dutch national
First Mandate: September 1, 2009
Mandate expires: AGM 2017

On March 4, 2013, the Supervisory Board, on the recommendation of the GN&RC, renewed Mr Jaap Tonckens in his current position for a four-year period as from April 25, 2013.

Other current intra-group Functions and Mandates
French Companies
- Chairman of Uni-Commerces S.A.S., itself Chairman of 20 UR subsidiaries and manager of 44 UR subsidiaries
- Chairman of Immobilière Lidice S.A.S., itself Chairman of 12 UR subsidiaries and manager of 19 UR subsidiaries
- Chairman of Rodamco-France
- Chairman of the Board Committee of Chesnay Pierre 2

Foreign Companies
- Representative of the Unibail-Rodamco SE. Permanent Establishment in The Netherlands
- Representative of Rodamco Europe NV, itself director of 8 UR subsidiaries
- Representative of Rodamco Nederland BV, itself director of 1 UR subsidiary ,
- Representative of Rodamco Nederland Winkels BV, itself director of 1 UR subsidiary,
- Representative of Unibail-Rodamco Nederland Winkels BV, itself director of 1 subsidiary,
- Representative of Unibail-Rodamco Poland 2 BV, itself director of 2 subsidiaries
- Member of the Board of Directors of Unibail-Rodamco Austria Management GmbH, Unibail-Rodamco Austria Verwaltungs GmbH, Shopping Center Planungs- und Entwicklungsgesellschaft mbH, SCS Motor City Süd Errichtungsgesellschaft mbH, SCS Liegenschaftsverwertung GmbH, DZ-Donauzentrum Besitz- und Vermietungs-GmbH, Unibail-Rodamco Invest GmbH, Unibail-Rodamco Liegenschaftserwerbs GmbH
- Member of the Board of Directors of Unibail-Rodamco Česká republika, s.r.o., Centrum Praha Jih-Chodov s.r.o., CENTRUM ČERNÝ MOST, a.s., Rodamco Pankrác, a.s., Moravská Obchodní, a.s., CENTRUM CHODOV, a.s.
- Member of the Board of Directors of Rodamco Deutschland GmbH
- Member of the administrative Board (Verwaltungsrat) of Ring-Center I Berlin KG (formerly Kommanditgesellschaft Schliebe & Co. Geschäftzentrum Frankfurter Allee (Friedrichshain)
- Member of the Board of Directors of Euro-mall Kft
- Representative of Rodamco Czech BV on Board of Directors of UNIBORC S.A.
- Member of the Board of GSSM Warsaw Sp. zo.o., WSSM Warsaw Sp. z o.o., ,Gdansk Station Shopping Mall Sp. z o.o., Wilenska Station Shopping Mall Sp. z o.o.,. Arkadia Centrum Handlowe Sp. z o.o., Wilenska Centrum Handlowe Sp. z o.o., Rodamco CH1 Sp. z o.o.,
- Member of the Board of Rodamco Europe N.V., Rodamco España B.V., Rodamco Europe Beheer B.V., Rodamco Central Europe B.V., Rodamco Russia B.V., Rodamco Austria B.V., Rodamco Hungary B.V., Rodamco Czech B.V., Rodamco Deutschland B.V., Dotterzwaan B.V., Cijferzwaan B.V., Unibail-Rodamco Poland 2 B.V., Unibail-Rodamco Poland 4 B.V., Unibail-Rodamco Poland 5 B.V., Rodamco Project I B.V., Rodamco Nederland Winkels B.V., Unibail-Rodamco Poland I B.V.,Unibail-Rodamco Nederland Winkels B.V. (formerly RRN Monumenten B.V.), Rodamco Nederland B.V., Crystal Warsaw Real Estate B.V., U&R Management B.V., Rodamco Europe Finance B.V., Rodamco Europe Finance II B.V
- Member of the Board of Directors and Chairman of Unibail-Rodamco Inversiones SLU and of Unibail-Rodamco Ocio SLU.
- Member of the Board of Directors and Secretary of Proyectos Inmobiliaros New Visions, S.L.U., Unibail-Rodamco Proyecto Badajoz S.L.U., Essential Whites, S.L.U., Promociones Inmobiliarias Gardiner, S.L.U., Unibail-Rodamco Steam, S.L.U., Proyectos Inmobiliarios Time Blue, S.L.U.
- Member of the Board of Directors of Aupark a.s., Aupark Property Holding a.s. and Aupark Bratislava spol. s r.o.
- Member of the Board of Rodamco Sverige A.B., Fisketorvet Shopping Center,
- Chairman of the Board of Rodamco Northern Europe A.B., Eurostop A.B., Eurostop Holding A.B., Rodamco Management A.B., Fastighetsbolaget Grindtorp AB, Fastighetsbolaget Helsingborg Ostra A.B., Rodamco Projekt A.B., Fastighetsbolaget Helsingborg Vastra A.B., Rodamco Centerpool A.B., Knölsvanen Bostad A.B., Rodamco Solna Centrum A.B., Piren A.B., Rodamco A.B., Rodamco Väsby Centrum A.B., Rodamco Expand A.B., Rodamco Nova Lund 2 A.B., Rodamco Holding A.B., Rodamco Parkering A.B., Rodamco Invest A.B., Rodamco Fisketorvet A.B., Rodamco Nacka A.B., Rodamco Täby A.B., Rodamco Nova Lund 3 A.B., Rodamco Tumlaren A.B., Rodamco Garage A.B., Anlos Fastighets AB, Rodamco Scandinavia Holding AB, Fastighetsbolaget Anlos H AB, Fastighetsbolaget Anlos L AB, Rodamco Handel AB, Fastighetsbolaget Anlos K AB, Rodareal OY

Previous Mandates during the last 5 years
- **French Companies**
- Manager of Groupe BEG, Unibail-Rodamco SIF France, Unibail-Rodamco SIF Services, TC DESIGN, Sarl Foncière Immobilière
- Co-Managing Director of Foncière d'Investissement
- **Foreign Companies**
- Chairman and manager of Unibail-Rodamco SI B.V.
- Chairman of Solna Torg Fastighets A.B,Trumpetsvanen Bostad AB, Rodamco Tyresö Centrum AB, Rodamco Eneby AB, Väsby Handel Fastighet AB,Tyresö Hus Fastighet AB, Väsby Hus Fastighet AB, Fastighetsbolaget Älvringen AB, Haninge Handel Fastighets AB, Fastighetsbolaget ES Örebro AB
- Member of the Board of Directors and Chairman of Unibail-Rodamco Parques Comerciales S.L.U., Unibail-Rodamco Garbera SL, Unibail-Rodamco Vallsur SL, and Unibail-Rodamco Levante S.L.U.
- Member of the Board of Promociones Unibail-Rodamco Generales S.L.U.
- Managing Director at Endurance Capital, U.S.A.
- Managing Director at Morgan Stanley, Leverage & Acquisition Finance, New York

CV
- Law Degree from Leiden University, The Netherlands
- Masters Degree in Law from Emory University, Atlanta, U.S.A.
- Started his career as an Associate with Shearman & Sterling L.L.P. in New York and Paris
- Associate, Vice-President and Executive Director at Morgan Stanley in London

[1] Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25,2013.

4.2. Composition of the Supervisory Board as at December 31, 2012

Mr Rob ter Haar Chairman of the Supervisory Board Chairman of the Governance, Nomination & Remuneration Committee Independent member* Attendance: 100% (SB and GN&RC) Born on February 13, 1950 Dutch national First Mandate: June 25, 2007 Mandate renewed: April 27, 2011 SB term expires: AGM 2014 Holds 350 U-R shares	**Other Current Functions and Mandates** • Chairman of the Supervisory Boards of Parcom Capital Management B.V. (NL) and VvAA Groep B.V. (NL) • Member of the Supervisory Boards of Maxeda Retail Group B.V. (NL), Sperwer Holding B.V. (NL), Spar Holding B.V. (NL), Bergschenhoek Groep B.V. (NL) and advisory member to the Board of Univar Inc. (USA) **Previous Mandates during the last 5 years** • Member of the Audit Committee of Unibail-Rodamco SE until April 27, 2011 • Supervisory Board member of Royal FrieslandCampina N.V. (NL) **CV** • Masters Degree in Commercial and Corporate Law from Leiden University,The Netherlands • Held the positions of CEO of Hagemeyer N.V.(NL) and CEO of De Boer Unigro N.V.(NL) • Former Board member of the Household & Personal Care division of Sara Lee/DE (NL) and former General Manager of Mölnlycke (Benelux)
Mr François Jaclot Vice-Chairman of the Supervisory Board Chairman of the Audit Committee Independent member* Attendance: 100% (SB and Audit Committee) Born on May 1, 1949 French national First Mandate: June 25, 2007 Mandate renewed: April 28, 2010 SB term expires: AGM 2013 Holds 335 U-R shares	**Other Current Functions and Mandates** • Director and CEO of Addax & Oryx Group (AOG) (MT) • Chairman of the Board of Directors of Financière du Bois du Roi (FR) • Managing Director of FJ Consulting (Be) **Previous Mandates during the last 5 years** • Chairman of the Boards of Directors of FACEO (FR) and SEREN (FR) • Member of the Board of Directors of Axmin (CAN) (listed) **CV** • Graduate of ENA and the Institut d'études Politiques, Masters Degree in mathematics and graduate of the École Nationale de Statistiques et d'Administration Économique (ENSAE) • Inspecteur des Finances
Mr Frans Cremers Member of the Supervisory Board Member of the Audit Committee Independent member* Attendance: 100% (SB and Audit Committee) Born on February 7, 1952 Dutch national First Mandate: June 25, 2007 Mandate renewed: April 28, 2010 SB term expires: AGM 2013 Holds 325 U-R shares	**Other Current Functions and Mandates** • Vice-Chairman of the Supervisory Boards of Fugro N.V. (NL) (listed) and NS N.V. (NL – Dutch Railways) • Member of the Supervisory Boards of Royal Vopak N.V. (NL) (listed), Luchthaven Schiphol N.V. (NL), Parcom Capital Management B.V. (NL) and SBM Offshore N.V. (NL) (listed) • Member of the Capital Market Committee of the AFM (The Netherlands Financial Markets Authority) **Previous Mandates during the last 5 years** • Member of the Committee investigating Fortis NV on behalf of the Enterprise Chamber of the Amsterdam Court of appeal (2009-2010) **CV** • Masters Degree in Business Economics and a PhD in Business Finance from the Erasmus University (Rotterdam – NL) • He was active in Royal/Dutch Shell for 21 years in financial and commercial positions all over the world including Finance Director of Shell Expro (UK) • From 1997-2004 he was CFO and member of the Executive Board of VNU N.V. (NL)
Mr José Luis Duran Member of the Supervisory Board Member of the Governance, Nomination & Remuneration Committee Independent member* Attendance: 100% (SB and GN&RC) Born on November 8, 1964 Spanish national First Mandate: April 27, 2011 SB term expires: AGM 2014 Holds 350 U-R shares	**Other Current Functions and Mandates** • CEO of Devanlay S.A. (FR) • CEO and Board Member of Lacoste S.A. (FR) • Commercial VP of Maus Frères International Services S.A.S. (FR) • Chairman of the Board of Gant AB (SWEDEN) • Board member of France Telecom S.A. (FR) (listed) **Previous Mandates during the last 5 years** • Chairman and CEO of Carrefour S.A. (FR) • Board member of HSBC Holdings (UK) **CV** • Bachelor of Economics and Management, Universidad Pontifica Comillas de Madrid, Spain
Mrs Mary Harris Member of the Supervisory Board Member of the Governance, Nomination & Remuneration Committee Independent Member* Attendance: 100% (SB and GN&RC) Born on April 27, 1966 U.K. national First Mandate: April 29, 2008 Mandate renewed: April 26, 2012 SB term expires: AGM 2015 Holds 600 U-R shares	**Other Current Functions and Mandates** • Member of the Supervisory Board, Audit committee and Chair of the Remuneration committee of TNT Express N.V. (NL) (listed) • Non-executive director, Chair of the Remuneration committee and member of the Nomination and Corporate Responsibility committees of J Sainsbury plc (UK) (listed) **Previous Mandates during the last 5 years** • Consultant and Partner at McKinsey & Co in London, Amsterdam, China and South East Asia • Member of advisory Board of Irdeto B.V. (NL) **CV** • Masters Degree in Politics, Philosophy and Economics from Oxford University and a Masters Degree in Business Administration from Harvard Business School • Formerly held various positions at Pepsi Beverages, Goldman Sachs and at private equity/venture capital firms
Mr Jean-Louis Laurens Member of the Supervisory Board Member of the Audit Committee Independent member* Attendance: 100% (SB and Audit Committee) Born on August 31, 1954 French national First Mandate: June 25, 2007 Mandate renewed: April 26, 2012 SB term expires: AGM 2015 Holds 361 U-R shares	**Other current Functions and Mandates** • General Partner of Rothschild & Cie Gestion Paris (FR) **Previous Mandates during the last 5 years** • Chairman and CEO of AXA Investment Managers Paris (FR) and Deputy CEO of the AXA Investment Managers Group (FR) • Member of the Board of Directors of AXA France Assurance (FR) • CEO of Robeco France (FR) and Global Head of Mainstream Investments of the Robeco Group (NL) **CV** • Graduate of the École des Hautes Études Commerciales (HEC) • He has a Doctorate in Economics and a Masters Degree in Law

Mr Yves Lyon-Caen Member of the Supervisory Board Member of the Governance, Nomination & Remuneration Committee Independent member* Attendance: 100% (SB and GN&RC) Born on June 29, 1950 French national First Mandate: June 25, 2007 Mandate renewed: May 15, 2009 SB term expires: AGM 2014 Holds 400 U-R shares	**Other Current Functions and Mandates** • Chairman of the Supervisory Board of Bénéteau S.A. (FR) • Chairman of the Supervisory Board of Sucres & Denrées (FR) **Previous Mandates during the last 5 years** • Nil **CV** • Law graduate of the Institut d'Études Politiques and former student of the École Nationale d'Administration (ENA)
Mrs Marella Moretti Member of the Supervisory Board Member of the Audit Committee Independent member* Attendance: 100% (SB and Audit Committee) Born on November 4, 1965 Italian national First Mandate: April 27, 2011 SB term expires: AGM 2014 Holds 120 U-R shares	**Other Current Functions and Mandates** • CFO of Fiat Finance et Services S.A. (FR) • CEO and Board Member of Fiat Industrial Finance France S.A. (FR) • General Manager and Member of the Internal Committee of CNH Financial Services S.A.S. (FR) • Member of the Board of Fiat Finance and Trade Ltd (LU) **Previous Mandates during the last 5 years** • Nil **CV** • Graduate of "Amministrazione Aziendale" Business School, University of Turin, Italy
Mr Alec Pelmore Member of the Supervisory Board Member of the Audit Committee Independent member* Attendance: 100% (SB and Audit Committee) Born on October 14, 1953 U.K. national First Mandate: April 29, 2008 Mandate renewed: April 26, 2012 SB term expires: AGM 2015 Holds 500 U-R shares	**Other Current Functions and Mandates** • Senior Independent Director on the Board of Metric Property Investments plc (UK) (listed), Chairman of its Audit Committee and member of its nomination and remuneration committees **Previous Mandates during the last 5 years** • Nil **CV** • Degree in Mathematics from Cambridge University • He held positions as an equity investment analyst specialising in real estate companies mainly at Dresdner Kleinwort Benson and Merrill Lynch. With partner Robert Fowlds, his team was voted no. 1 for real estate in Europe for 12 out of 13 years from 1995 to 2007
Mr Herbert Schimetschek Member of the Supervisory Board Member of the Audit Committee Independent member* Attendance: 100% (SB and Audit Committee) Born on January 5, 1938 Austrian national First Mandate: April 27, 2011 SB term expires: AGM 2014 Holds 350 U-R shares	**Other Current Functions and Mandates** • CEO of Hans Dujsik Privatstiftung (AT) (trust foundation) • Supervisory Board member of YAM Invest N.V. (NL) • Deputy Supervisory Board Chairman of Bank Gutmann AG (AT) and Donau-Chemie AG (AT) **Previous Mandates during the last 5 years** • Deputy CEO of ARION Immobilien & Development Privatstiftung (AT) (trust foundation) • CEO of Austria Versicherungsverein auf Gegenseitigkeit Privatstiftung (AT) (trust foundation), Executive Board member of Austria Versicherungsverein Beteiligungs-Verwaltungs GmbH (a related entity) and "Graben 27-28" Besitzgesellchaft mbH (a related entity) • Executive Board member of UNIQA Praterstraße Projekterrichtungs GmbH (AT) • Supervisory Board Chairman of the National Bank of Austria (AT) and DIE ERSTE österreichische Spar-Casse Privatstiftung (AT) (trust foundation) • Deputy Supervisory Board Chairman of InnoPacking AG (AT) • Supervisory Board member of SCOR SE (FR) (listed) • Within the UNIQA Group (AT): Deputy Supervisory Board Chairman of UNIQA Versicherung A.G. (listed), Supervisory Board Chairman of UNIQA Assurances SA, UNIQA Previdenza SpA, UNIQA Protezione SpA and UNIQA Assicurazioni SpA • Chairman and Board Member of AUSTRIA Hotels Liegenschaftsbesitz AG (AT)
Mr Robert van Oordt Chairman of the Supervisory Board and Chairman of the Governance, Nomination & Remuneration Committee until April 26, 2012 Independent member* Attendance: 100% until the end of his mandate on April 26, 2012 (SB and GN&RC) Born on March 26, 1936 Dutch national First Mandate: June 25, 2007 Mandate renewed: May 15, 2009 SB term expired: April 26, 2012	**Other current Functions and Mandates** • Nil **Previous Mandates during the last 5 years** • Chairman of the Supervisory Board and Chairman of the Nominating & Governance Committee of Rodamco Europe N.V. (NL) (2001 until June 2007) • Member of the Board of Directors and Chairman of the Audit Committee of Nokia Corporation (FL) • Member of the Board of Directors and Chairman of the Audit Committee of S.A. Umicore N.V. (Be) • Member of the Board of Directors and Chairman of the Audit Committee of Fortis Bank S.A./N.V. (Be) • Member of the Board of Directors, Chairman of the Business Practices Oversight Committee and member of the Nominating & Governance, Audit and Executive committees of Schering-Plough Corporation (USA), Lead Director during 2008 • Member of the Supervisory Board, Chairman of the Audit & Governance Committee and Member of the Nominating & Remuneration Committee of Draka Holding N.V. (NL) **CV** • Masters Degree in Business and Economics from the University of Amsterdam
Mrs Rachel Picard Member of the Supervisory Board from April 26, 2012 to July 23, 2012 Independent member* Attendance: 100% from April 26, 2012 to July 23, 2012 (SB) Born on December 11, 1966 French national First Mandate: April 26, 2012 SB term expires: AGM 2015 End of mandate: July 23, 2012	**Other current Functions and Mandates** • Director of Stations and Connections at SNCF since 2012 **Previous mandates during the last 5 years** • Chairman of Thomas Cook France (2011-2012) • Deputy CEO of Thomas Cook Tour Operating & Marketing (2010-2012) • CEO of Voyages-Sncf.com (2007-2010) **CV** • Graduate of the École des Hautes Études Commerciales (HEC)

* For full details concerning Supervisory Board independence, refer to the Supervisory Board Charter and the Report of the Chairman of the Supervisory Board on pages 225 to 236.

4.3. Corporate Governance

Unibail-Rodamco SE has a two-tier governance structure with a Management Board and a Supervisory Board. There is a clear distinction between their respective operational roles, responsibilities and related tasks.

For full details, refer to the Report of the Chairman of the Supervisory Board.

4.3.1. Supervisory Board and its Committees

As at December 31, 2012, the Supervisory Board has ten members elected for a term of three years. The Supervisory Board Chairman is Mr Rob ter Haar since April 26, 2012 and the Vice-Chairman is Mr François Jaclot. The composition of the Supervisory Board reflects a strong commitment to the independence, diversity and expertise of its members.

The Supervisory Board's role, responsibilities and related tasks are clearly stated in part IV of the Company's Articles of Association and in a separate Supervisory Board Charter[11].

The Supervisory Board has two sub-committees focusing on specific aspects of its overall responsibility: the Audit Committee and the Governance, Nomination and Remuneration Committee (GN&RC). Each committee has a specific Charter[12], which describes the Committee's role, responsibilities, organisation, and functioning. The Committees make recommendations and advise the Supervisory Board within their scope of responsibility. The Supervisory Board is, however, ultimately responsible for all the decisions and actions taken on the Committees' recommendations.

Audit Committee

The Audit committee is chaired by Mr François Jaclot and is composed of six members who are independent, in accordance with the criteria detailed in the Supervisory Board Charter and have significant financial and accounting expertise.

The Audit Committee specifically focuses on the Company's financial performance-related accounts, financing, auditing and associated risks. 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 and internal audit, risk-management and control procedures.

The Audit Committee deals with a number of recurring issues, such as interim and annual financial statements, internal control and risk management relating to liabilities and net asset value. In addition, the Committee may carry out specific examinations on its own initiative or at the request of the Supervisory Board. In addition to the regular contact that the committee has with the Management Board and its Statutory Auditors, it is free to interview experts in particular fields (e.g. accounting, finance and audit managers) without members of the Management Board being present. The Committee has access to valuations carried out by independent appraisers.

Governance, Nomination and Remuneration Committee

The GN&RC is chaired by Mr Rob ter Haar and is composed of four independent members (as determined in accordance with the Supervisory Charter).

The GN&RC examines and advises the Supervisory Board on: (a) the profile and selection criteria for the members of the Management Board and the Supervisory Board; (b) the Company's human resources policies and related remuneration policies; (c) the annual remuneration arrangements (fixed income, short-term incentive, long-term incentive and other benefits) of the CEO and the other members of the Management Board; (d) the scope, composition and functioning of the Management Board and the Supervisory Board; (e) the independence of the Supervisory Board members; (f) the (re) appointment of members of the Management Board and/or the Supervisory Board; (g) the Group's corporate governance practices and rules.

[11] Available on the Company's website and the Company's registered office.
[12] Ibid. no.11.

4.3.2. Management Board

The Management Board is the Company's collective decision-making body, overseen by the Supervisory Board, and is chaired by Mr Guillaume Poitrinal, the Company's CEO. As at December 31, 2012, it consists of four members, appointed by the Supervisory Board for a four-year term.

At the end of the General Assembly to be held on April 25, 2013, the mandate of the Chairman of the Management Board, Mr Guillaume Poitrinal, will end. In accordance with the succession plan prepared by Guillaume Poitrinal, on March 4, 2013, on the recommendation of the GN&RC, the Supervisory Board appointed Mr Christophe Cuvillier, a current Management Board member and Chief Operating Officer since June 2011, as Chairman of the Management Board to be effective from April 25, 2013.

Upon the proposal of Christophe Cuvillier, the Supervisory Board in the same meeting decided to:
- renew the mandates of Management Board members of Mrs Catherine Pourre, Chief Resources Officer, and Mr Jaap Tonckens, Chief Financial Officer, in their current positions;
- appoint as Management Board members, Mr Jean-Marie Tritant as Chief Operating Officer, Mr Olivier Bossard as Chief Development Officer, and Mr Fabrice Mouchel as Deputy Chief Financial Officer.

Mr Jean-Marie Tritant joined the Group in 1997 and held various management positions including Head of Asset Management, General Manager of the Offices Division, Managing Director Retail France (2007) before becoming Managing Director Retail and Offices France (2012). Mr Jean-Marie Tritant is a graduate of ESC Dijon.

Mr Olivier Bossard joined the Group in 1998 as Portfolio Manager, then Head of Asset Management (2003) and Executive Vice President in charge of development and strategy at Unibail (2006) before becoming Managing Director of Offices France in 2007. Mr Olivier Bossard became Group Director of Development in 2010. He is an architect and a graduate of Ecole des Beaux-Arts and Sciences Po Paris.

Mr Fabrice Mouchel joined the Group in 2001 as Head of Corporate Development, before becoming Head of Financial Resources and Investor Relations (2002) and then Deputy Chief Financial Officer (2007). Mr Fabrice Mouchel is a graduate of HEC and holds a Master's Degree in Law.

These appointments and renewals will be effective as of April 25, 2013 for a four-year period following the Group's combined Ordinary and Extraordinary General Meeting taking place on the same date, and subject to the Dutch Financial Market Authority's (AFM) approval.

As of April 25, 2013, Unibail-Rodamco's Management Board will be composed of 6 members. Chaired by Christophe Cuvillier, it will include 5 other members (in alphabetical order):
- Mr Olivier Bossard, Chief Development Officer;
- Mr Fabrice Mouchel, Deputy Chief Financial Officer;
- Mrs Catherine Pourre, Chief Resources Officer;
- Mr Jaap Tonckens, Chief Financial Officer;
- Mr Jean-Marie Tritant, Chief Operating Officer.

Management Board members are collectively in charge of and responsible for the day-to-day management of the Company. The Management Board's duties include formulating and carrying out the Company's strategy, effectively structuring and staffing the organisation and achieving and properly reporting on the forecasted financial results.

The Management Board operates under its own Charter, and has assigned responsibilities for particular operational aspects of management to its individual members, based on clearly determined authority limits. The Management Board actively supervises the Company's internal audit program.

Pursuant to the Afep-Medef Code, the Supervisory Board conducts a yearly assessment of the functioning of the Management Board (carried out during November and December 2012 for 2012). For full details, refer to the Report of the Chairman of the Supervisory Board.

4.3.3. Compliance with the Afep-Medef Corporate Governance Code

Under article L. 225-68 of the French Commercial Code, Unibail-Rodamco SE adheres to and enforces the Afep-Medef Code as published in consolidated form by Afep-Medef and adopts this code as its reference for corporate governance matters.

As at the date of filing and since 2008, the Group complies with all of the Code's recommendations and applies all of the Afep-Medef recommendations including those regarding the remuneration of executive directors established for listed French companies, of which the content was confirmed and completed by a recommendation of the AMF (*Autorité des marchés financiers*) with the sole exception relating to the recommendation to review the CEO's Fixed Income at relatively long intervals. Since 2011, the CEO's Fixed Income is reviewed by the Supervisory Board, on the recommendation of its Governance, Nomination and Remuneration Committee, on an annual basis pursuant to the overall increase in fixed salaries on a like-for-like basis across the Group as of January 1 each year (for more information, please refer to page 204). Following the recommendation of the GN&RC and on the basis of the updated benchmark study carried out by Towers Watson on executive remuneration practices of a panel of CAC 40, AEX 25 and major listed European real estate companies ("Updated Benchmark"), on March 7, 2011 the Supervisory Board, taking into account that the remuneration of the Chairman of the Management Board at the time was significantly below the average amount of remuneration paid to CEOs as indicated in the Updated Benchmark, decided to review the remuneration of the Chairman of the Management Board on an annual basis pursuant to the overall increase in fixed salaries on a like-for-like basis across the Group as of January 1 each year. This is considered better governance practice over the long term and compliant with the spirit of the Afep-Medef Code although not in line with part of the wording of Article 20.2.1 of the Afep-Medef recommendations. However, taking into account the departure of Mr Guillaume Poitrinal from the Group at the end of his mandate as Chairman of the Management Board following the General Assembly on April 25, 2013, his fixed income for 2013 was not be reviewed and will be maintained at the same amount as in 2012 and will be applied *prorata temporis* in 2013.

Compliance with the Afep-Medef Code is monitored by the GN&RC and the Supervisory Board in close collaboration with the Management Board. For more detail, refer to the Report of the Chairman of the Supervisory Board (page 225).

4.3.4. Group Compliance Book and Code of Ethics

To ensure the highest standards of governance, in 2008 the Group established a comprehensive Compliance Book; including (amongst other things) a Code of Ethics and insider trading rules. The Compliance Book applies to all the Group employees and executive officers throughout the regions in which the Group operates.

The Code of Ethics[13] outlines the fundamental principles and values governing the Company and provides employees with rules and guidelines as to the behaviour they should adopt in their working environment, in particular:

- respect for human dignity, employees' work and non-discrimination;
- respect for law and regulations;
- loyalty, integrity, and avoidance of conflict of interests;
- ethical ways of doing business and anti-corruption measures;
- confidential information;
- operations on Unibail-Rodamco SE securities, including insider trading rules;
- use of Unibail-Rodamco SE's assets and services;
- respect for delegations of authority.

In addition, concerning the selection process of service providers, the Group chooses to contract with those who agree to provide their services in accordance with the principals and values set out in the Group's Code of Ethics.

The Group Compliance Officer formally reports to the Management Board and to the Supervisory Board, through its GN&RC, at least once a year on compliance (in the form of a formal Compliance Report) including any incidents in respect of the Code of Ethics. In this regard, the Group applies strict standards and penalties, as applicable by law, according to the seriousness of the breach.

The insider trading rules contain procedures that must be followed regarding transactions in Company shares (or related financial instruments) or the shares or related financial instruments of its listed subsidiaries. There are also rules prohibiting trading in shares during closed periods (such as the 30-day period prior to the publication of the half-year and annual accounts).

Group employees must disclose details of their official positions (e.g. directorships) and must abstain from holding a position, performing duties or holding a financial interest in any of the Group's competitors, clients, suppliers or business partners. Employees must alert the Company to any conflict of interest (including potential conflicts of interest), due to a direct or indirect personal interest.

As a signatory to the UN Global Compact, Unibail-Rodamco SE undertakes to promote the application of the fundamental values with respect to human rights, labour rights, the environment and anti-corruption.

4.4. Remuneration of Management Board and Supervisory Board members

4.4.1. Remuneration policy for members of the Management Board

The Governance, Nomination and Remuneration Committee (GN&RC) held six meetings in 2012. This committee is specifically instructed by the Supervisory Board to examine and report to the Supervisory Board on Management Board member remuneration matters. The GN&RC is also responsible for preparing the annual Management Board member remuneration proposals comprising of: Fixed Income (FI); a short term incentive (STI) based on performance in the previous year; a long term incentive (LTI) in the form of Stock-Options and since 2012, in the form of performance shares (the exercice of which is 100% performance based); and other benefits such as a company pension plan, company car, insurance, etc. The Stock-Options and Performance Shares granted in 2012 to the members of the Management Board represent 23.65% of the total number of stocks options and performance shares granted in 2012. These proposals are

[13] *Available on the Company's website and at the Company's registered office.*

reviewed in a totally independent manner by the Supervisory Board, which deliberates and votes on each component.

In 2007, the Supervisory Board, on the recommendation of the GN&RC, established the Management Board remuneration policy with the assistance of Towers Watson (Towers Perrin at the time) as independent external advisors. This policy encompasses all components of the remuneration of Management Board members and establishes a balance between these components based on a comparative study of the practices of the CAC 40, AEX25 companies, major European real estate companies and best corporate governance practices. Performance criteria are clearly established and reinforced to determine the variable remuneration component (STI) and the right to exercise granted Stock-Options and performance shares (LTI).The policy also sets maximum thresholds for STI and LTI components vis-a-vis the Management Board members' fixed income, to ensure the reasonableness of the total compensation package in accordance with the recommendations of the Afep-Medef Code.

At the end of 2009, and the GN&RC engaged Towers Watson, to conduct a formal benchmark study of the executive remuneration practices of a panel of CAC 40, AEX 25 and major listed European real estate companies ("Benchmark"). The Benchmark revealed that the maximum annual cash compensation and LTI amounts of Unibail-Rodamco's CEO and other Management Board members were below average against all panels. In addition, Unibail-Rodamco's CEO and other Management Board members' pensions were considerably below average compared to their CAC 40 peers.

As a result, on March 9, 2010, noting that the CEO and other Management Board members' fixed income had not been adjusted in 2.5 years, the Supervisory Board, on the recommendation of the GN&RC, adjusted the fixed income component for the CEO and existing Management Board members, effective January 1, 2010.

On March 7, 2011, in light of the results of the updated Benchmark carried out by Towers Watson confirming the practice in France for executive pensions in 2010, the Supervisory Board, on the recommendation of the GN&RC, introduced an additional annual cash contribution with pension purpose for the CEO and existing Management Board members on the condition that the individual amounts be invested (after tax and social charges) in a pension scheme for the period that the individual is a corporate officer with the Group.

During the same meeting, taking into consideration the substantially below average level of fixed income of the CEO compared to all panels, the Supervisory Board decided, from this point onwards, to revise the CEO's gross fixed income annually on the basis of the increase in fixed salaries on a like-for-like basis across the Group as of January 1 each year. This is considered better governance practice over the long term and compliant with the spirit of the Afep-Medef Code although not in line with part of the wording of one of its articles.

In order to diversify the long term incentives, the Supervisory Board (on the recommendation of the GN&RC) decided on March 5, 2012 to introduce a new long term incentive plan in the form of Performance Shares.

On March 4 2013, in light of an updated Benchmark performed by Towers Watson in 2012 and having considered the Company's 2012 full year results and the individual performance of each Management Board member in 2012, the GN&RC made its recommendation to the Supervisory Board on the remuneration of the CEO and other Management Board members.

The full details of the remuneration arrangements for the CEO and each of the other Management Board members are detailed in the following pages.

a) Details of Management Board member remuneration (before income tax and social security charges)

Remuneration, Stock-Options and Performance Shares (before income tax and social security charges) allocated to Management Board members in respect of the referred years (Table no. 1 – AMF/Afep-Medef recommendations)

	G. Poitrinal[1] Chief Executive Officer (since June 26, 2007)					C. Cuvillier[2] Chief Operating Officer (since June 1, 2011)					M. Dessolain[3] Chief Strategy Officer (from June 26, 2007 to October 15,2012)				
	Year 2008	Year 2009	Year 2010	Year 2011	Year 2012	Year 2008	Year 2009	Year 2010	Year 2011	Year 2012	Year 2008	Year 2009	Year 2010	Year 2011	Year 2012
Fixed income	€700,000	€700,000	€800,000	€821,600	€850,438	n.m.	n.m.	n.m.	€396,894	€620,000	€400,000	€400,000	€440,000	€440,000	€345,942
Short term incentive*	€344,595	€320,068	€1,021,514	€642,331	€893,980	n.m.	n.m.	n.m.	€306,499	€516,053	€210,000	€170,621	€317,141	€223,636	€229,438
Pension Contributions	€77,384	€73,415	€73,456	€203,849	€203,542	n.m.	n.m.	n.m.	€32,083	€55,000	€50,679	€47,842	€47,532	€119,691	€118,434
Other benefits	€16,578	€16,729	€21,771	€29,040	€29,563	n.m.	n.m.	n.m.	€18,323	€21,011	€12,929	€15,025	€19,070	€25,589	€24,537
Board fees						n.m.	n.m.	n.m.							
Remuneration due in respect of the Financial year	**€1,138,557**	**€1,110,212**	**€1,916,741**	**€1,696,820**	**€1,977,523**	**n.m.**	**n.m.**	**n.m.**	**€753,800**	**€1,212,064**	**€673,608**	**€633,488**	**€823,743**	**€808,915**	**€718,351**
Evolution year N *vs* year N-1 in %		-2.5%	72.6%	-11.5%	16.5%	n.m.	n.m.	n.m.	n.m.	60.8%		-6.0%	30.0%	-1.8%	-11.2%
Options IFRS valuation allocated during the financial year (detailed in table n°4)**	**€415,000**	**€221,000**	**€318,500**	**€385,550**	**€293,675**	**n.m.**	**n.m.**	**n.m.**	**€197,600**	**€205,573**	**€207,600**	**€110,500**	**€159,250**	**€182,260**	**€140,964**
Evolution year N *vs* year N-1 in %		-46.7%	44.1%	21.1%	-23.8%	n.m.	n.m.	n.m.	n.m.	4.0%		-46.8%	44.1%	14.4%	-22.7%
Performance shares IFRS valuation attributed during the financial year (detailed in table n°6)**	**n.m**	**n.m**	**n.m**	**n.m**	**€142,335**	**n.m.**	**n.m.**	**n.m.**	**n.m.**	**€99,660**	**n.m.**	**n.m.**	**n.m.**	**n.m.**	**€68,341**
Total	**€1,553,557**	**€1,331,212**	**€2,235,241**	**€2,082,370**	**€2,413,533**	**n.m.**	**n.m.**	**n.m.**	**€951,400**	**€1,517,297**	**€881,208**	**€743,988**	**€982,993**	**€991,175**	**€927,656**
Evolution year N *vs* year N-1 in %		-14.3%	67.9%	-6.8%	15.9%	n.m.	n.m.	n.m.	n.m.	59.5%		-15.6%	32.1%	0.8%	-6.4%

* Short Term incentive indicated in column "Year N" is Short Term incentive due in respect of Year N and paid in March Year N+1.

** The value corresponds to the value of the options, performance shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.

(1) Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25, 2013.

(2) Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.

(3) Mr Michel Dessolain resigned from the Management Board with effect as of October 15, 2012.

	C. Pourre[4] Chief Resources Officer (since June 26, 2007)					P. van Rossum[5] Chief Financial Officer (from June 26, 2007 to June 30, 2012)					J. Tonckens[4] Chief Financial Officer (since September 1, 2009)				
	Year 2008	Year 2009	Year 2010	Year 2011	Year 2012	Year 2008	Year 2009	Year 2010	Year 2011	Year 2012[6]	Year 2008	Year 2009	Year 2010	Year 2011	Year 2012
Fixed income	€400,000	€400,000	€440,000	€440,000	€440,000	€400,000	€400,000	€440,000	€440,000	€220,000	n.m.	€172,937	€440,000	€440,000	€440,000
Short term incentive*	€190,000	€180,621	€317,141	€223,636	€291,820	€190,000	€185,621	€317,141	€223,636	€100,000	n.m.	€101,874	€327,141	€273,636	€381,820
Pension	€51,366	€48,031	€47,541	€112,263	€111,284	€68,131	€66,863	€70,580	€135,647	€149,589	n.m.	€14,688	€43,809	€108,782	€108,206
Other benefits	€12,845	€13,060	€17,065	€23,583	€24,106	€15,001	€15,060	€17,505	€22,950	€12,950	n.m.	€630	€7,633	€18,129	€18,652
Remuneration due in respect of the Financial year	**€654,211**	**€641,712**	**€821,747**	**€799,482**	**€867,210**	**€673,132**	**€667,544**	**€845,226**	**€822,233**	**€482,538**	**n.m.**	**€290,129**	**€818,583**	**€840,546**	**€948,678**
Evolution year N *vs* year N-1 in %		-1.9%	28.1%	-2.7%	8.5%		-0.8%	26.6%	-2.7%	-41.3%	n.m.	n.m.	n.m.	2.7%	12.9%
Options IFRS valuation allocated during the financial year (detailed in table n°4)**	**€207,600**	**€110,500**	**€159,250**	**€182,260**	**€140,964**	**€207,600**	**€110,500**	**€159,250**	**€182,260**	**€0**	**n.m.**	**€0**	**€254,800**	**€182,260**	**€176,205**
Evolution year N *vs* year N-1 in %		-46.8%	44.1%	14.4%	-22.7%		-46.8%	44.1%	14.4%		n.m.	n.m.	n.m.	-28.5%	-3.3%
Performance shares IFRS valuation attributed during the financial year (detailed in table n°6)**	**n.m**	**n.m**	**n.m**	**n.m**	**€68,341**	**n.m**	**n.m**	**n.m**	**n.m**	**€0**	**n.m**	**n.m**	**n.m**	**n.m**	**€85,401**
Total	**€861,811**	**€752,212**	**€980,997**	**€981,742**	**€1,076,515**	**€880,732**	**€778,044**	**€1,004,476**	**€1,004,493**	**€482,538**	**n.m.**	**€290,129**	**€1,073,383**	**€1,022,806**	**€1,210,284**
Evolution year N *vs* year N-1 in %		-12.7%	30.4%	0.1%	9.7%		-11.7%	29.1%	0.0%	-51.9%	n.m.	n.m.	n.m.	-4.7%	18.3%

* Short Term incentive indicated in column "Year N" is Short Term incentive due in respect of Year N and paid in March Year N+1.

** The value corresponds to the value of the options, performance shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.

(4) The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.

(5) Mr Peter van Rossum resigned from the Management Board with effect as of June 30, 2012.

(6) All Stock-Options and Performance Shares allocated to Peter van Rossum in 2012 were cancelled as of the date of his resignation on June 30, 2012.

Remuneration of the Chairman of the Management Board and Chief Executive Officer

As indicated in the Company's 2011 Annual Report, on March 5, 2012, the Supervisory Board, on the recommendation of the GN&RC, revised the gross fixed annual income of the Chairman of the Management Board to €850,438, effective January 1, 2012. This amount is before income tax and social security payments. It represents an increase of 3.51% in comparison with his 2011 fixed remuneration; identical to the increase in fixed salaries on a like-for-like basis across the Group as of January 1, 2012.

On March 4, 2013, the Supervisory Board, based on the proposal of the Chairman of the Management Board and on the recommendation of the GN&RC, maintained the same fixed income for the Chairman of the Management Board in 2013 as in 2012, which will be applied *prorata temporis* in 2013 up to the end of his current mandate on April 25, 2013. Accordingly, the gross fixed annual income of the Chairman of the Management Board remains fixed at €850,438. This amount is before income tax and social security payments.

According to the Management Board remuneration policy in place since its approval by the Supervisory Board on June 26, 2007, the short-term incentive (STI) of the Chairman of the Management Board due in respect of the 2012 financial year is determined according to the achievement of quantitative targets and is calculated according to a formula (that has not been amended since 2007) that takes into consideration the following key performance indicators:

- the recurring net profit and recurring EPS growth above inflation; and
- the value creation during the period, measured by the growth (above inflation) of the net asset value per share plus dividends distributed over the same period.

The STI for the Chairman of the Management Board is capped at 150% of his annual fixed income.

The application of the formula in respect of the financial year 2012 resulted in an STI for the Chairman of the Management Board of € 893,980. This represents an increase of 39.2%, essentially reflecting the strong results of the Group in 2012 compared to the previous year as well as on the recurring earnings per share and NAV. This STI remains lower than the one for 2010, wich was a very strong year following the 2009 crisis. In respect of the 2013 financial year, the CEO and Chairman of the Management Board is entitled to a quantitative STI based on the same policy and formula. As the mandate of the CEO will end on April 25, 2013, the Supervisory Board, based on the recommendation granted of the GN&RC, decided to grant to the CEO the same STI as in respect of year 2012 *prorata temporis* and rounded at €300,000.

The Chairman of the Management Board benefits from a pension scheme with a contribution of €203,542 in 2012. He does not benefit from any defined benefit pension scheme (retraite chapeau Art. 39).

Overall, including LTI, the total compensation of the CEO in 2012 increased by 15.9% compared with 2011, which is essentially due to the increase in STI reflecting the strong result of the Group in 2012. It is noted that in 2011, the Chairman of the Management Board's remuneration was reduced by 6.8%.

The Chairman of the Management Board benefits from a company car, a health and life mutual insurance and unemployment contribution (GSC type) and is eligible for the Company Savings Plan without the benefit of the top-up offered to employee participants. He does not benefit from: the profit-sharing scheme (*intéressement et participation*) available to employees. The Chairman of the Management Board shall not receive an indemnity of any nature upon his departure from the Group on April 25, 2013 and he will retain neither a personal assistant, nor a chauffeur, nor an office.

In accordance with Afep-Medef recommendations, the Chairman of the Management Board has no employment contract (*contrat de travail*).

On March 4, 2013, the Supervisory Board, on the recommendation of the GN&RC, having appointed Mr Christophe Cuvillier as the Chairman of the Management Board to be effective from April 25, 2013 and after having noted the updated Benchmark study of the executive remuneration practices of CAC40 companies and a panel of CAC40 companies with similar market capitalization in February 2013, also determined his annual fixed income with respect to his new role at €820,000, which will be applied *prorata temporis* in 2013. This amount is before income tax and social security charges. This amount is positionned in the lowest quantile of CAC40 companies as well as of the panel of CAC40 companies with similar market capitalisation.

The remuneration policy for 2013 with respect to the Chairman of the Management Board remains unchanged with respect to the remuneration policy approved by the Supervisory Board on June 26, 2007, in particular regarding the short term incentive which will be determined according to the same methods and conditions indicated above.

Pursuant to the AMF recommendations of December 22, 2008 and the Afep-Medef recommendations of November 2008 concerning the compensation of executive officers of listed companies, the tables on pages 203 and 206 present:

- gross remuneration received in respect of the financial years 2008 through to 2012, i.e. including short term incentive due in respect of financial year X and paid in Year X+1 after the publication of the results of financial year X (table no. 1); and
- gross remuneration paid during 2011 and 2012 respectively, i.e. including the short term incentive that was paid in Year X accrued in respect of the previous year (table no. 2).

Remuneration of the other members of the Management Board

As indicated in the Company's 2011 Annual Report, on March 5, 2012, the Supervisory Board, upon the recommendation of the GN&RC, decided to maintain the same annual gross fixed income of the non-CEO Management Board members for the 2012 financial year as for the 2011 financial year. Therefore, the annual gross fixed income of the other members of the Management Board was maintained at €440,000 for the 2012 financial year, (no change since the 2010 financial year) and the annual gross fixed income of Mr Christophe Cuvillier, appointed to the Management Board with effect June 1, 2011, was maintained at €620,000 for the 2012 financial year which was applied *prorata temporis* in 2011.

On March 4, 2013, the Supervisory Board, upon the recommendation of the GN&RC, decided to increase the annual gross fixed income of Mr Jaap Tonckens, Chief Financial Officer, to €550,000, effective January 1, 2013 i.e. an increase of 25% as his scope of responsibility has included Finance and Investment since the resignation from the Management Board of Mr Peter van Rossum on June 30, 2012; and the annual gross fixed income of Mrs Catherine Pourre, Chief Resources Officer, to €465,000, effective January 1, 2013, i.e. an increase of 5.7% as her scope of responsibilities has included Legal Affairs in addition to her previous responsibilities since June 30, 2012.

According to the Management Board remuneration policy approved by the Supervisory Board on June 26, 2007, the short-term incentive (STI) of the other members of the Management Board due in respect of 2012 financial year is determined according to the achievement of two sets of objectives:

(i) Quantitative targets capped at 50% of fixed income (capped at 60% of fixed income in the case of Mr Cuvillier) and calculated according to a formula that takes into consideration two key performance indicators:
- the recurring net profit and recurring EPS growth above inflation;
- the creation of value during the period, measured by the growth above inflation of the net asset value per share, plus dividends distributed over the same period; and

(ii) Qualitative targets capped at 50% of fixed income (capped at 60% of fixed income in the case of Mr Cuvillier), which are defined by the GN&RC (based on proposals received from the CEO), discussed with each Management Board member, approved by the GN&RC/Supervisory Board, and accepted by each Management Board member at the beginning of each calendar year.

In application of this policy, on March 4, 2013, the Supervisory Board fixed the STI of the other Management Board members in respect of the 2012 financial year at the levels indicated in table no. 1 (pages 203) on the basis of proposals received from the GN&RC and the Chairman of the Management Board. The STI figures represent a variation (from –55.3% to +68.3%) explained by the non like-for-like effect of the changes in the composition of the Management Board following the resignation from the Management Board of Mr Peter van Rossum on June 30, 2012 and Mr Michel Dessolain on October 15, 2012, and the appointment of Mr Christophe Cuvillier in June 2011.

All Management Board members have the benefit of a company car, the Company's health and life mutual insurance as well as an unemployment contribution (GSC type for French members) and the Company's supplementary pension plan. All non-CEO Management Board members can subscribe to the Company Savings Plan without the benefit of the top-up contribution offered to the employee participants. All non-CEO Management Board members have the benefit of defined contribution pension scheme as from January 1, 2011. The Management Board members do not benefit from: (i) the profit-sharing scheme (*intéressement et participation*) available to employees; (ii) any contractual severance package; nor (iii) any contractual indemnity clause in relation to non-competition provisions.

None of the Management Board members have employment contracts. Newly appointed members to the Management Board will renounce to their employment contract from the effective date of their appointment.

Overall, including long term incentives, the total compensation of the other Management Board members in 2012 evolved by -51.9% to +59.5% compared to 2011, following the resignation from the Management Board of Mr Peter van Rossum on June 30, 2012 and Mr Michel Dessolain on October 15, 2012 and the appointment of Mr Christophe Cuvillier in June 2011.

On March 4, 2013, the Supervisory Board, upon the recommendation of the GN&RC, has appointed as from April 25, 2013, subject to the prior approval of the Dutch authority of Financial market (Autoriteit Financiële Markten), Mr Jean-Marie Tritant as a Member of the Management Board to replace Mr Christophe Cuvillier as Chief Operating Officer, Mr Olivier Bossard as a Member of the Management Board and Chief Development Officer and Mr Fabrice Mouchel as a Member of the Management Board as Deputy Chief Financial Officer. The Supervisory Board, upon the recommendation of the GN&RC, decided to fix the annual Gross Fixed Income of the newly appointed Management Board members, effective from their appointment date on April 25, 2013 at €450,000 for Mr Jean-Marie Tritant, €400,000 for Mr Olivier Bossard and €320,000 for Mr Fabrice Mouchel as Deputy Chief Financial Officer.

These amounts will be applied *prorata temporis* in 2013 and are before income tax and social security charges.

The remuneration policy for 2013 regarding the non-CEO members of the Management Board, including Mr Jean-Marie Tritant, Mr Olivier Bossard and Mr Fabrice Mouchel from April 25, 2013, remains unchanged with regards to the remuneration policy approved by the Supervisory Board on June 26, 2007, in particular regarding the short term incentive which will be determined according to the same methods and conditions indicated above for non-CEO Management Board members.

Pursuant to the AMF recommendations of December 22, 2008 and the Afep-Medef recommendations of November 2008 concerning the compensation of executive officers of listed companies, the tables on pages 203 and 206 present:

- gross remuneration received in respect of the financial years 2008 through to 2012, i.e. including short term incentive due in respect of financial year X and paid in Year X+1 after the publication of the results of financial year X (table no. 1); and
- gross remuneration paid during 2011 and 2012 respectively, i.e. including the short term incentive that was paid in Year X accrued in respect of the previous year (table no. 2).

Details of the remuneration (before income tax and social security charges) of each Management Board member (Table n° 2 of AMF/Afep-Medef recommendations)

Mr Guillaume Poitrinal[1] Chairman of the Management Board and Chief Executive Officer	Financial year 2011		Financial year 2012	
	Amount earned	Amount paid	Amount earned	Amount paid
Fixed income	€821,600	€821,600	€850,438	€850,438
Short term incentive (STI)	€642,331	€1,021,514	€893,980	€642,331
Pension	€203,849	€203,849	€203,542	€203,542
Other benefits	€29,040	€29,040	€29,563	€29,563
Total direct cash remuneration	**€1,696,820**	**€2,076,003**	**€1,977,523**	**€1,725,874**
Long time incentive (LTI) – Stock-Options allocated IFRS valuation*	€385,550	€385,550	€293,675	€293,675
Long time incentive (LTI) – performance shares allocated IFRS valuation*	n.m	n.m	€142,335	€142,335
Total direct cash remuneration + LTI	**€2,082,370**	**€2,461,553**	**€2,413,533**	**€2,161,884**

* The value corresponds to the value of the Stock-Options, Performance Shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.
(1) Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25, 2013.

Mr Christophe Cuvillier[1] Chief Operating Officer (since June 1, 2011)	Financial year 2011		Financial year 2012	
	Amount earned	Amount paid	Amount earned	Amount paid
Fixed income	€396,894	€396,894	€620,000	€620,000
Short term incentive (STI)	€306,499	€0	€516,053	€306,499
Pension	€32,083	€32,083	€55,000	€55,000
Other benefits	€18,323	€18,323	€21,011	€21,011
Total direct cash remuneration	**€753,800**	**€447,301**	**€1,212,064**	**€1,002,510**
Long time incentive (LTI) – Stock-Options allocated IFRS valuation*	€197,600	€197,600	€205,573	€205,573
Long time incentive (LTI) - performance shares allocated IFRS valuation*	n.m	n.m	€99,660	€99,660
Total direct cash remuneration + LTI	**€951,400**	**€644,901**	**€1,517,297**	**€1,307,743**

* The value corresponds to the value of the Stock-Options, Performance Shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.
(1) Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.

Mr Michel Dessolain[1] Chief Operating Officer (from June 26, 2007 to October 15, 2012)	Financial year 2011		Financial year 2012	
	Amount earned	Amount paid	Amount earned	Amount paid
Fixed income	€440,000	€440,000	€345,942	€345,942
Short term incentive (STI)	€223,636	€317,141	€229,438	€223,636
Pension	€119,691	€119,691	€118,434	€118,434
Other benefits	€25,589	€25,589	€24,537	€24,537
Total direct cash remuneration	**€808,915**	**€902,420**	**€718,351**	**€712,549**
Long time incentive (LTI) – Stock-Options allocated IFRS valuation*	€182,260	€182,260	€140,964	€140,964
Long time incentive (LTI) – performance shares allocated IFRS valuation*	n.m	n.m	€68,341	€68,341
Total direct cash remuneration + LTI	**€991,175**	**€1,084,680**	**€927,656**	**€921,854**

* The value corresponds to the value of the Stock-Options, Performance Shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.
(1) Mr Michel Dessolain resigned from the Management Board with effect as of October 15, 2012.

Mrs Catherine Pourre [1] Chief Ressources Officer (since June 26, 2007)	Financial year 2011		Financial year 2012	
	Amount earned	Amount paid	Amount earned	Amount paid
Fixed income	€440,000	€440,000	€440,000	€440,000
Short term incentive (STI)	€223,636	€317,141	€291,820	€223,636
Pension	€112,263	€112,263	€111,284	€111,284
Other benefits	€23,583	€23,583	€24,106	€24,106
Total direct cash remuneration	**€799,482**	**€892,987**	**€867,210**	**€799,026**
Long time incentive (LTI) – Stock-Options allocated IFRS valuation*	€182,260	€182,260	€140,964	€140,964
Long time incentive (LTI) - performance shares allocated IFRS valuation*	n.m	n.m	€68,341	€68,341
Total direct cash remuneration + LTI	**€981,742**	**€1,075,247**	**€1,076,515**	**€1,008,331**

* The value corresponds to the value of the Stock-Options, Performance Shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.
(1) Mrs Catherine Pourre's current mandate was renewed by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013 for a four-year period.

Mr Peter van Rossum[1] Chief Financial Officer (from June 26, 2007 to June 30, 2012)	Financial year 2011		Financial year 2012 [2]	
	Amount earned	Amount paid	Amount earned	Amount paid
Fixed income	€440,000	€440,000	€220,000	€220,000
Short term incentive (STI)	€223,636	€317,141	€100,000[3]	€323,636[3]
Pension	€135,647	€135,647	€149,589	€149,589
Other benefits	€22,950	€22,950	€12,950	€12,950
Total direct cash remuneration	**€822,233**	**€915,738**	**€482,539**	**€706,175**
Long time incentive (LTI) – Stock-Options allocated IFRS valuation*[2]	€182,260	€182,260	€0	€0
Long time incentive (LTI) – performance shares allocated IFRS valuation*[2]	n.m	n.m	€0	€0
Total direct cash remuneration + LTI	**€1,004,493**	**€1,097,998**	**€482,539**	**€706,175**

* The value corresponds to the value of the Stock-Options, Performance Shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.
(1) Mr Peter van Rossum resigned from the Management Board with effect as of June 30, 2012.
(2) All Stock-Options and Performance Shares allocated to Mr Peter van Rossum in 2012 were cancelled as of his date of resignation, June 30, 2012.
(3) Including the qualitative component of Mr Peter van Rossum's STI for 2012 fixed at €100,000.

Mr Jaap Tonckens[1] Chief Financial Officer (since September 1, 2009)	Financial year 2011		Financial year 2012	
	Amount earned	Amount paid	Amount earned	Amount paid
Fixed income	€440,000	€440,000	€440,000	€440,000
Short term incentive (STI)	€273,636	€327,141	€381,820	€273,636
Pension	€108,782	€108,782	€108,206	€108,206
Other benefits	€18,129	€18,129	€18,652	€18,652
Total direct cash remuneration	**€840,546**	**€894,051**	**€948,678**	**€840,494**
Long time incentive (LTI) – Stock-Options allocated IFRS valuation*	€182,260	€182,260	€176,205	€176,205
Long time incentive (LTI) - performance shares allocated IFRS valuation*	n.m	n.m	€85,401	€85,401
Total direct cash remuneration + LTI	**€1,022,806**	**€1,076,311**	**€1,210,284**	**€1,102,100**

* The value corresponds to the value of the Stock-Options, Performance Shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.
(1) Mr Jaap Tonckens current mandate was renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013 for a four-year period.

b) Details of long term incentive (Stock-Options) granted to or exercised by the CEO and other Management Board members (Article L. 225-184 of the French Commercial Code)

Stock-Options granted to the CEO and other Management Board members in the 2012 financial year

All Stock Options granted in 2012 are without discount and are subject to a performance condition. The 2012 grant compared with the 2011 grant represents a decrease in value of 23.8% for the CEO and a decrease in value of 22.7% for the non-CEO Management Board members, with the exception of Mr Jaap Tonckens whose grant decreased by 3.3% and Mr Christophe Cuvillier whose the number of Stock-Options granted on March 4, 2013, in the perspective of his appointment as CEO and Chairman of the Management Board, effective April 25, 2013, is identical to that granted in 2012 to Mr Guillaume Poitrinal. All Stock Options granted to Mr van Rossum in 2012 were cancelled on the date of his resignation on June 30, 2012.

The economic value[14] (as calculated in accordance with IFRS requirements in the Group consolidated accounts) of the total amount of Stock-Options and Performance Shares to be granted to Management Board members ranges as at the date of grant, between 0% and 150% of their fixed income based on a qualitative discretionary evaluation by the GN&RC and the Supervisory Board and on proposals received from the CEO for the other Management Board members.

For Stock-Options granted in 2007 and thereafter, all Management Board members must keep a personal investment in Unibail-Rodamco SE shares, equivalent to 30% of the capital gain (net of tax) on the date of exercise of the Stock-Options granted, until they leave the Company[15]. This rule applies to Unibail-Rodamco SE shares up to a value equivalent to two years' fixed income for other Management Board members and three years' fixed income for the CEO. The rule applies to shares acquired in respect of all Unibail-Rodamco SE stock option plans from which Management Board members have benefited.

On the recommendation of the GN&RC, on March 5, 2012, the Supervisory Board decided to maintain the following rule: the top six grants of Stock-Options (collectively and including the CEO) must not exceed 25% and the grant of Stock-Options to the CEO alone must not exceed 8% of the total number of Stock-Options granted. The same thresholds have been in place since 2008.

Management Board members are formally prohibited from using hedging instruments to cover options and shares that are owned as a result of exercising Stock-Options.

The allocation of Stock-Options to Management Board members is detailed in table no. 4 in the format recommended by the AMF and the Afep-Medef.

(14) The value corresponds to the value of the Stock-Options, Performance Shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.

(15) Supervisory Board decision pursuant to section L. 225-185 of the French Commercial Code.

Share subscription or purchase options granted during financial years 2009 to 2012
(Table no. 4 of AMF/Afep/Medef recommendations)

Plan Number	Plan n° 5 performance		Plan n° 6 performance			Plan n° 6 performance			Plan n° 7 performance		
Date of grant	March 13, 2009		March 10, 2010			March 10, 2011			March 14, 2012		
Exercise period (at the end of the trading day)	March 13, 2013 to March 12, 2016		March 10, 2014 to March 10, 2017			March 10, 2015 to March 10, 2018			March 14, 2016 to March 14, 2019		
Exercise Price per Stock-Option	€99.42*		€148,32*			€144,37*			€146,11*		
Type of Stock-Options	Share subscription or purchase Stock-Options subject to performance conditions and with no discount		Share subscription or purchase Stock-Options subject to performance conditions and with no discount			Share subscription or purchase Stock-Options subject to performance conditions and with no discount			Share subscription or purchase Stock-Options subject to performance conditions and with no discount		
Names of Management Board member	Number of Stock-Options granted*	Value of Stock-Options granted**	Number of Stock-Options granted*	Value of Stock-Options granted**	Variation 2010 vs 2009 in value	Number of Stock-Options granted*	Value of Stock-Options granted**	Variation 2011 vs 2010 in value	Number of Stock-Options granted*	Value of Stock-Options granted**	Variation 2012 *vs* 2011 in value
Mr G. Poitrinal Chief Executive Officer[1]	50,000	€221,000	50,000	€318,500	44.1%	55,000	€385,550	21.1%	42.500	€293,675	-23.8%
Mr C. Cuvillier Chief Operating Officer[2] [a]	n.m	n.m	n.m	n.m	n.m	26,000	€197,600[a]	n.m	29,750	€205,573	4.0%
Mr M. Dessolain Chief Strategy Officer[3]	25,000	€110,500	25,000	€159,250	44.1%	26,000	€182,260	14.4%	20,400	€140,964	-22.7%
Mrs C. Pourre Chief Ressources Officer[4]	25,000	€110,500	25,000	€159,250	44.1%	26,000	€182,260	14.4%	20.400,	€140,964	-22.7%
Mr P. van Rossum Chief Financial Officer[5]	25,000	€110,500	25,000	€159,250	44.1%	26,000	€182,260	14.4%	20.400,[b]	€140,964,[b]	-22.7%
Mr J. Tonckens Chief Investment Officer[6]	n.m	n.m	40,000	€254,800	n.m	26,000	€182,260	-28.5%	25,500	€176,205	-3.3%

* At the date of the grant and before adjustments.
** The value corresponds to the value of the options and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.
(1) Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25, 2013.
(2) Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.
(3) Mr Michel Dessolain resigned from the Management Board with effect as of October 15, 2012.
(4) Mrs Catherine Pourre's current mandate was renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 1013 for a four-year period.
(5) Mr Peter van Rossum resigned from the Management Board with effect as of June 30, 2012.
(6) Mr Jaap Tonckens current mandate was renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013 for a four-year period.
(a) With the exception of Mr Cuvillier who had an exceptional grant subsequent to his appointment on June 1, 2011. In the framework of an additionnal Plan (Plan n°7), the details of his allocation were fixed as follow: allocation date = June 9, 2011; exercice period = June 9, 2015 to June 9, 2018; exercice price = €152,03.
(b) All Stock-Options and Performance Shares allocated to Mr Peter van Rossum in 2012 were cancelled as of his date of resignation, June 30, 2012.

Stock-Options granted to the Management Board members in the 2013 financial year

In accordance with Afep-Medef recommendations, in order to avoid all windfall effects, the annual allocation of Stock-Options is made in March, following the publication of the financial results. For more details, refer to page 184.

On March 4, 2013, a total of 617,066 Stock-Options, representing 0.63% of the fully diluted share capital, were allocated. All Stock-Options granted in 2013 under Plan no. 7 Performance (refer to pages 185 for full details) have the same characteristics as the Stock-Options allocated in 2012 i.e. there is no discount and they are subject to the same performance condition. Allocations to Management Board members are subject to the same conditions as in 2012 as referred to above and as shown in the following table.

Share subscription or purchase options granted to Management Board members in the 2013 financial year (Table no. 4 bis of AMF/Afep/Medef recommendations)

Plan Number	Plan n° 7 performance	
Date of grant	March 4 , 2013	
Exercise period (at the end of the trading day)	March 4, 2017 to March 4, 2020	
Exercise Price per Stock-Option	173.16	
Type of Stock-Options	Share subscription or purchase Stock-Options subject to performance conditions and with no discount	
Names of MB member	Number of Stock-Options granted	Value of Stock-Options granted*
Mr G. Poitrinal – Chief Executive Officer[1]	0	0
Mr C. Cuvillier – Chief Operating Officer[2]	42,500	337,875
Mrs C. Pourre – Chief Ressources Officer[3]	20,400	162,180
Mr J. Tonckens – Chief Financial Officer[3]	25,500	202,725

* The value corresponds to the value of the Stock-Options and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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.
(1) Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25,2013.
(2) Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.
(3) The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.

No Stock-Options were granted to Mr Poitrinal on March 4, 2013. The number of Stock-Options granted to Mr Cuvillier on March 4, 2013 increased by 42.8% in light of his appointment as Chief Executive Officer and Chairman of the Management Board on April 25, 2013.

The number of Stock-Options granted on March 4, 2013 to the other non-CEO Management Board members remained at the same level as in 2012. The overall Stock Option allocation to the Management Board members, including those granted to Mr Jean-Marie Tritant, Mr Olivier Bossard and Mr Fabrice Mouchel (who will become members of the Management Board on April 25, 2013) subject to the prior approval of the Dutch Financial Market Authority, represents 23.42% of the total grant of Stock-Options within the Group in 2013.

Stock-Options exercised by Management Board members during the 2012 financial year (Art. L. 225-184 of the French Commercial Code) (Table no. 5 of AMF/Afep-Medef recommendations)

Stock-options exercised by the Management Board Member	Plan number – Tranche year and date	Number of Stock-Options exercised for the financial year[1]	Exercise price per Stock-Option[1]
Mr G. Poitrinal[2]	Plan Performance n°3 – Tranche 2005 – 14/12/2005	2,152	€86.37
	Plan Performance n°4 – Tranche 2006 – 11/10/2006	50,290	€128.46
	Plan Performance n°5 – Tranche 2007 – 11/10/2007	50,290	€143.46
Mr P. van Rossum[3]	Plan Performance n°5 – Tranche 2007 – 11/10/2007	44,003	€143.46
	Plan Performance n°5 – Tranche 2008 – 23/10/2008	24,681	€103.62
Mrs C. Pourre[4]	Plan Performance n°4 – Tranche 2006 – 11/10/2006	25,146	€128.46
	Plan Performance n°5 – Tranche 2007 – 11/10/2007	25,146	€143.46

(1) After legal adjustment(s), if any.
(2) Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25,2013.
(3) Mr Peter van Rossum resigned from the Management Board with effect as of June 30, 2012.
(4) The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.

c) Details of Performance Shares allocated and/or available to Management Board members (Art. L. 225-194-4 of the French Commercial Code)

Performance shares allocated to Management Board Members during the 2012 financial year

On March 14, 2012, a total of 44,975 performance shares were granted, with effect from April 26, 2012, to corporate officers and employees (of which 23.66% were granted to the CEO and non-CEO members of the Management Board).

The details of the Performance Share Plan are outlined on page 186. The grant of performance shares allocated to Management Board members is presented in detail in table no. 6 in accordance with the recommendations of the AMF/Afep-Medef.

These performance shares are a 100% subject to an external performance condition based on Unibail-Rodamco SE's overall stock market performance, taking into account distributions reinvested, outperforming the EPRA Total Return Benchmark index over the vesting period (a minimum of three years).

The economic value[16] (as calculated in accordance with IFRS requirements in the Group consolidated accounts) of the total amount of Performance Shares and Stock-Options granted to Management Board members must remain in the range of 0% to 150% of their annual gross fixed remuneration based on a discretionary qualitative evaluation by the GN&RC and approved by the Supervisory Board (based on proposals received from the CEO for the non-CEO Management Board members).

The Supervisory Board, in the same meeting, decided that:

- all Management Board members must retain 30% of the performance shares (once they become available) as a personal investment, until the end of their mandate as Management Board members of the Company. This retention obligation, together with the retention obligation for Stock-Options, applies up to a maximum of the equivalent in Unibail-Rodamco shares of two years of Fixed income for non-CEO Management Board members and three years of fixed income for the CEO, until the end of their mandates as Management Board members of the Company;
- in compliance with the Afep-Medef Code, all Management Board members must acquire one share for every two Performance Shares awarded, upon their availability. This rule is, however, suspended for a period that a Management Board member owns or comes to own a number of Unibail-Rodamco shares equal to at least 50% of his or her annual fixed income in any given year.

The grant of Performance Shares to Management Board members is presented in detail in tables no. 6 and 7 in accordance with the recommendation of the AMF/Afep-Medef.

[16] The value corresponds to the value of the Stock-Options, Performance Shares and financial instruments at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Towers Watson), notably after taking into account any discount related to performance criteria and the probability of presence in the company 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 Performance Shares granted to Management Board members during the 2012 financial year (Table no. 6 of AMF/Afep-Medef recommendations)

Management Board Member	Plan number and date	Numbers of Performance Shares allocated during the 2012 financial year	Shares valuation according to the reserved method for consolidated financial statements	Acquisition date[1]	Availability date (at the end of the trading day) [1] [2]	Performance criteria
Mr G. Poitrinal[3]	Plan n° 1 Performance – 26/04/2012	2,845	€142,335	26/04/2015	26/04/2017	Yes
Mr C. Cuvillier[4]	Plan n° 1 Performance – 26/04/2012	1,992	€99,660	26/04/2015	26/04/2017	Yes
Mr M. Dessolain[5]	Plan n° 1 Performance – 26/04/2012	1,366	€68,341	26/04/2015	26/04/2017	Yes
Mrs C. Pourre[6]	Plan n° 1 Performance – 26/04/2012	1,366	€68,341	26/04/2015	26/04/2017	Yes
Mr P. van Rossum[7]	Plan n° 1 Performance – 26/04/2012	1,366	€71,838	26/04/2015	26/04/2017	Yes
Mr J. Tonckens[6]	Plan n° 1 Performance – 26/04/2012	1,707	€85,401	26/04/2015	26/04/2017	Yes

[1] Subject to the completion of the Performance condition which shall be restrictively tested four times ("restrictive tests") during the Vesting Period as of April 26, 2015. If the performance condition is not met on one of the "restrictive tests", all rights are definitively lost on April 26, 2017.
[2] Expiring date of the 2 year-holding period running from the effective Acquisition date, being on April 26, 2019 at the latest.
[3] Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25,2013.
[4] Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.
[5] Mr Michel Dessolain resigned from the Management Board with effect as of October 15, 2012.
[5] The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.
[7] Mr Peter van Rossum resigned from the Management Board with effect as of June 30, 2012; all performance shares allocated to him in 2012 were cancelled as of his date of resignation, June 30, 2012.

Details of the Performance Shares available to Management Board members during the 2012 financial year (Table no. 7 of AMF/Afep-Medef recommendations)

Management Board Member	Plan number and date	Number of shares being available during the 2012 financial year	Acquisition condition
Mr G. Poitrinal[1]	Plan n° 1 Performance – 26/04/2012	0	Yes
Mr C. Cuvillier[2]	Plan n° 1 Performance – 26/04/2012	0	Yes
Mr M. Dessolain[3]	Plan n° 1 Performance – 26/04/2012	0	Yes
Mrs C. Pourre[4]	Plan n° 1 Performance – 26/04/2012	0	Yes
Mr P. van Rossum[5]	Plan n° 1 Performance – 26/04/2012	0	Yes
Mr J. Tonckens[4]	Plan n° 1 Performance – 26/04/2012	0	Yes

[1] Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25, 2013.
[2] Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.
[3] Mr Michel Dessolain resigned from the Management Board with effect as of October 15, 2012.
[4] The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.
[5] Mr Peter van Rossum resigned from the Management Board with effect as of June 30, 2012; all performance shares allocated to him in 2012 were cancelled as of his effective date of resignation, June 30, 2012.

Performance Shares granted to Management Board members in the financial year 2013

On March 4, 2013, the Supervisory Board, on the recommandation of the GN&RC, decided to grant to employees and corporate officers of the group a maximum of 36,056 performance shares, of which 23.57% is granted to the CEO and the other non-CEO members of the Management Board (including Mr Jean-Marie Tritant, Mr Olivier Bossard and Mr Fabrice Mouchel who will become Management Board members from April 25, 2013) subject to prior approval from the Dutch Market Financial Authority and representing 0.04% of the fully diluted share capital. No performance shares were granted to Mr Poitrinal in 2013.

All the Performance Shares granted in 2013 (Plan no. 1 Performance 2013 Tranche – see details on page 188 have the same features as the performance shares granted in 2012 and are strictly submitted to the same performance condition. The 2013 allocations to Management Board members are indicated in the table below:

(Table no. 6 bis of AMF/Afep-Medef recommendations)

Management Board Member	Plan number and date	Number of shares allocated during the 2013 financial year	Shares valuation according to the reserved method for consolidated financial statements	Acquisition date	Availability date (at the end of the trading day) [1]	Performance criteria
Mr G. Poitrinal[2]	Plan no. 1 Performance 04/03/2013	0	0	–	–	–
Mr C. Cuvillier[3]	Plan no. 1 Performance 04/03/2013	2,500	155,140	04/03/2016	04/03/2018	Yes
Mrs C. Pourre[4]	Plan no. 1 Performance 04/03/2013	1,200	74,467	04/03/2016	04/03/2018	Yes
Mr J.Tonckens[4]	Plan no. 1 Performance 04/03/2013	1,500	93,084	04/03/2016	04/03/2018	Yes

(1) First potential availibility date.
(2) Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will expire on April 25, 2013.
(3) Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013.
(4) The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.

d) Number of Unibail-Rodamco SE shares/Stock-Options/Performance Shares held by Management Board members as at March 4, 2013 (Art. 17 of Annex 1 of Regulation EC 809/2004) (including Stock-Options and Performance Shares granted on March 4, 2013)

Management Board member	Unibail-Rodamco SE shares owned	Stock-Options non exercised	Performance shares locked up in retention period
Mr G. Poitrinal[1]	204,432	298,526	2,845
Mr C. Cuvillier[2]	0	98,250	4,492
Mrs C. Pourre[3]	71,030	167,285	2,566
Mr J.Tonckens[3]	450	126,823	3,207

(1) Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will end on April 25, 2013.
(2) On March 4, 2013, the Supervisory Board, on the recommendation of the GN&RC, appointed Christophe Cuvillier as Chairman of the Management Board effective from April 25, 2013.
(3) The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.

e) Information required by the AMF on the situation of members of the Management Board (Table 10 – Recommendation AMF)

The CEO's employment contract was terminated in accordance with the Afep-Medef recommendations on December 31, 2008. Subsequently, the Management Board decided to go beyond the Afep-Medef recommendations by terminating all existing Management Board member employment contracts during the course of 2009. This disposition will also take force for new Management Board Members on April 25, 2013.

The supplementary pension plans that are in place for the members of the Management Board reflect the Franco-Dutch character of the Group and the fact that normal practices and standards in The Netherlands can differ from those in France. For this reason, Management Board members benefit from the Dutch supplementary pension plan, in accordance with Dutch practice, connected to their activities in the Netherlands.

	Employment contract		Additionnal pension scheme (defined contribution)		Additional pension scheme "chapeau" (defined benefits)		Contractual severance package		Severance related to non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
Mr G. Poitrinal – CEO[1] Renewal of mandate: May 15, 2009 End of mandate: AGM 2013		x	x			x		x		x
Mr C. Cuvillier – Chief Operating Officer[2] First mandate: June 1, 2011 End of mandate: AGM 2017		x	x			x		x		x
Mrs C. Pourre – Chief Resources Officer[3] Renewal of mandate: May 15, 2009 End of mandate: AGM 2017		x	x			x		x		x
Mr J. Tonckens – Chief Financial Officer [3] First mandate: September 1, 2009 End of mandate: AGM 2017		x	x			x		x		x

[1] Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will end on April 25, 2013.
[2] On March 4, 2013, the Supervisory Board, on the recommendation of the GN&RC, appointed Mr Christophe Cuvillier as Chairman of the Management Board effective from April 25, 2013.
[3] The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.

Company supplementary pension plan

All pension contributions for 2012 are included in "Pension" line of tables 1 and 2 and all Company costs related to pension are shown on page 171.

Chairman of the Management Board (CEO)

The CEO benefits from the Company's supplementary pension plan (defined contribution scheme only). His level of pension contributions for 2012 is included in the "Pension" lines of tables 1 and 2. He does not benefit from any defined benefit pension scheme (*retraite chapeau,* Art. 39).

Other Management Board members

All other Management Board members benefit from the defined contribution plan within the framework of the Company's supplementary pension plan.

On March 4, 2013, the Supervisory Board, upon recommendation of the GN&RC, decided to increase the annual pension contribution of Mr Cuvillier to €200,000, which is a level similar to the current CEO.

4.4.2. Remuneration of members of the Supervisory Board

a) Remuneration of the Chairman of the Supervisory Board

On March 9, 2009, taking into account his duties as Chairman of the Supervisory Board and Chairman of the Governance, Nomination and Remuneration Committee, the Supervisory Board fixed his total annual gross remuneration at €130,000 effective from January 1, 2009. This remuneration, all inclusive, has remained unchanged since. It is paid separately and in addition to the general envelope fixed by the General Meeting.

b) Fees paid to the other members of the Supervisory Board

The total annual amount approved by the General Meeting to be allocated towards Supervisory Board fees is €875,000 and has remained unchanged since 2007. The amounts paid to the individual Supervisory Board members from this envelope were fixed by the Supervisory Board during its May 14, 2009 meeting and amended on February 8, 2010 as detailed below. The fee arrangements have remained unchanged since.

Supervisory Board fees in 2012

In 2012, the annual Supervisory Board fee remained €52,000 per member (comprising of a fixed portion of 75% and a variable portion of 25%, allocated according to member attendance). The fixed portion was paid quarterly and the variable portion was paid at year-end. The Vice-Chairman of the Supervisory Board was paid a supplementary fee of €15,000 for his services. An additional fee of €1,350 per day was paid to Supervisory Board members attending a meeting of the Supervisory Board and/or a Supervisory Board and a committee meeting held outside their country of residence.

Supervisory Board Committee fees in 2012

In 2012, the annual fee for Audit Committee and GN&RC members was maintained at €10,000. The Chairman of the Audit Committee was paid a supplementary fee of €10,000 for his services. An additional fee of €1,350 was paid to members attending a Supervisory Board committee meeting and/or a Supervisory Board committee meeting and a Supervisory Board meeting held outside their country of residence. As from January 1, 2010, 25% of the annual committee fee is variable and allocated according to attendance at committee meetings at year end.

Annual fees paid in the financial years 2011 and 2012[1]

Supervisory Board Members	2011 fees	2012 fees
Mr Frans Cremers	€67,265	€70,100
Mr José Luis Duran[2]	€44,060	€63,350
Mr François Jaclot	€96,450	€96,450
Mr Rob ter Haar (until 26/04/2012)[3]	€71,450	€24,514.28
Mrs Mary Harris	€71,450	€71,450
Mr Jean-Louis Laurens	€63,350	€63,350
Mr Yves Lyon-Caen	€58,060	€63,350
Mrs Marella Moretti[2]	€44,310	€63,350
Mr Henri Moulard[4]	€16,915	€0
Mr Bart Okkens[4]	€20,965	€0
Mr Alec Pelmore	€71,450	€71,450
Mrs Rachel Picard[5]	€0	€13,464.28
Mr Herbert Schimetschek[2]	€48,360	€71,450
Total SB members (excluding SB Chairman)	**€674,085**	**€672,278.56**

Annual remuneration of the Supervisory Board Chairman in the financial years 2011 and 2012

Mr Rob ter Haar (from 26/04/2012)	€0	€86,666.67
Mr Robert van Oordt (until 26/04/2012)	€130,000	€65,000

[1] Including the out of country fees, if any, and before withholding tax (30%) for non-French residents, where applicable.
[2] Mandate as member of the Supervisory Board commenced on April 27, 2011.
[3] Date upon which his appointment as Chairman of the Supervisory Board became effective.
[4] Mandate expired on April 27, 2011.
[5] Mandate from April 26, 2012 to July 23, 2012.

4.5. Prospectus regulations – Negative declaration

To the best knowledge of the Company, the Management Board and Supervisory Board members are not subject to the situations and restrictions referred to in article 14 of Annex 1 of the Regulation (EC 809/2004).

5. OTHER INFORMATION

5.1. Details of top ten Stock-Options grants/exercises (excluding Executive Officers) in the 2012 financial year (Art.L. 225-184 of the French Commercial Code)

(Table 9 of the AMF/Afep-Medef recommendations)

	Top ten of Stock-Options grants during the 2012 year	Top ten Stock-Options exercices during the 2012 year
Number of granted Stock-Options / and subscribed or purchased option[1]	113,475	217,896
Weighted average price	€146.11	€120.43
Plan n°3 Tranche 2005[2]	-	28,838
Plan n°4 Tranche 2006[2]	-	54,680
Plan n°5 Tranche 2007[2]	-	70,342
Plan n°5 Tranche 2008[2]	-	64,036
Plan n°7 Tranche 2012[2]	113,475	-

[1] The number of top grants may exceed ten in the event more than 10 people own the same number of Stock-Options. Each year the Stock-Options holders list may vary.
[2] For all the information about the different plans, see pages 184 to 185.

5.2. Details of top ten Performance Shares grants/available (excluding Executive Officers) in the Financial year 2012 (Art.L. 225-197-4 of the French Commercial Code)

	Top ten of performance shares grants during the 2012 year	Top ten performance shares being available during the 2012 year
Number of Performance Shares[1]	7,597	0

[1] The number of top grants may exceed ten in the event more than 10 people own the same number of Performance Shares. Each year the Performance Shares holders list may vary.

5.3. Information on share transactions and Permanent Insiders

Pursuant to AMF General Regulation disclosure requirements, all persons with management responsibilities in the Company (and persons with whom they have "a close personal relationship") are informed of the disclosure rules that they must comply with in relation to any dealings in the Company's shares. In this regard, pursuant to Article L. 621-18-4 of the French Monetary and Financial Code, the Company has provided the French financial markets authority (AMF) with a list of persons qualified as permanent insiders.

Transactions of Corporate Officers on Unibail-Rodamco shares (Article 223-26 of the AMF General Regulation)

Noms	Date	Nature de l'opération	Quantité	Prix unitaire
M. G. Poitrinal [1] Chief Executive Officer	14/03/12	Exercise of Stock-options	2,152	86.37 €
	01/08/12	Exercise of Stock-options	50,290	128.46 €
	01/08/12	Sale of shares	50,290	158.1985 €
	16/11/12	Sale of shares by a related person	2,000	167.20 €
	31/12/12	Exercise of Stock-options	50,290	143.46 €
	31/12/12	Sale of shares	50,290	183.2744 €
M. C. Cuvillier [2] Chief Operating Officer	29/06/12	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	231.9970	107.76 €
M. M. Dessolain [3] Chief Strategy Officer	29/06/12	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	231.9970	107.76 €
Mme. C. Pourre [4] Chief Resources Officer	29/06/12	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	231.9970	107.76 €
	26/07/12	Exercise of Stock-options	25,146	143.46 €
	26/07/12	Sale of shares	25,146	154.9111 €
	06/08/12	Sale of shares by a related person	611	161.9040 €
	06/08/12	Sale of shares by a related person	611	161.8593 €
	06/08/12	Sale of shares by a related person	611	161.9493 €
	31/12/12	Exercise of Stock-options	25,146	128.46 €
	31/12/12	Sale of shares	25,146	183.2744 €
M. J. Tonckens [4] Chief Financial Officer	29/06/12	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	231.9970	107.76 €
M.Yves Lyon Caen Member of the Supervisory Board	07/02/2012	Purchase of shares	200	144.55 €
Mme Marella Moretti Member of the Supervisory Board	27/12/2012	Purchase of shares	110	186.70 €

(1) Mr Guillaume Poitrinal's mandate as Chairman of the Management Board will end on April 25,2013.
(2) Mr Christophe Cuvillier was appointed Chairman of the Management Board by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect as of April 25, 2013
(3) Mr Michel Dessolain resigned from the Management Board with effect as of October 15, 2012
(4) The current mandates of Mrs Catherine Pourre and Mr Jaap Tonckens were renewed by the Supervisory Board on March 4, 2013, upon the recommendation of the GN&RC, with effect of April 25, 2013 each for a four-year period.

5.4. Appraiser fees

The assets of each of the Group's three business sectors are valued twice a year by external appraisers.

The appraiser fees are fixed by agreement and amounted to €1.1 million in 2012 (cf. €1.2 million in 2011). For each appraiser, the invoiced fees represent less than 10% of the appraiser's overall turnover.

5.5. Insurance

Unibail-Rodamco SE is covered by a Group insurance programme, which is underwritten by leading insurance companies. This programme is 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 insured, for most of them, for their full reconstruction value, which is regularly assessed by external property insurance valuers, and for business interruptions and loss of rents. The Group has also taken out general liability insurances that cover financial damages resulting from third parties' claims.

Main construction projects and renovation works on properties are covered by Contractor's All Risks policies. Defects affecting the works are covered by Decennial insurance in France and by Contractors warranties for works in every Region.

The 2012 premium amounted to €5.9 million, except construction insurance premiums. Most of these premiums were invoiced to tenants or to other co-owners in the context of existing contracts and regulations in force.

There were no major losses in 2012.

5.6. Supplier payment dates for the parent company, Unibail-Rodamco SE

As required by article D. 441-4 of the French Commercial Code, the table below shows the balances of outstanding supplier accounts as at December 31, 2012 (according to the due date). This information is provided with comparative figures against the preceding year.

Balance in thousands of euros	Due						Already due at year end		Without payment date		Total	
	within 30 days		between 30 days and 60 days		more than 90 days							
	31/12/2011	31/12/2012	31/12/2011	31/12/2012	31/12/2011	31/12/2012	31/12/2011	31/12/2012	31/12/2011	31/12/2012	31/12/2011	31/12/2012
Suppliers	1,440	180	0	0	0	0	807	770	0	0	2,247	950
Accruals									27,106	36,610	27,106	36,610
Others									1,547	1,561	1,547	1,561
France	1,440	180	0	0	0	0	807	770	28,653	38,171	30,900	39,121
Dutch Permanent Establishment											3,498	3,079
Total Unibail-Rodamco											**34,398**	**42,200**

"Other" are mainly amounts withheld as contractual guarantees.

5.7. Results for the parent company, Unibail-Rodamco SE over the past 5 years

	2008	2009	2010	2011	2012
Capital at year-end					
Share capital (in thousand of euros)	407,223	456,323	458,73	459,034	474,460
Number of shares outstanding	81,444,653	91,264,549	91,745,924	91,806,889	94,891,980
Number of convertible bonds outstanding	0	0	0	0	0
Results of operations (in thousands of euros)					
Net sales	43,795	51,739	81,045	78,067	76,798
Income before tax, depreciation, amortization and provisions	849,432	419,645	683,22	776,181	667,782
Corporate income tax	36,806	0	0	146	-465
Net income	413,273	-833,641	1,336,079	1,067,499	1,469,245
Dividends	451,113	0	486,253	734,455	797,093(1)
Exceptional distribution	169,413	2,565,571	247,714	0	0
Per share data (in euros)					
Income after tax, before depreciation, amortization and provisions	9.98	4.60	7.45	8.45	7.04
Earnings per share	5.07	-9.13	14.56	11.63	15.48
Dividend	5.50	0.00	5.30	8.00	8.40 (1)
Exceptional distribution	2.00	28.00	2.70	0	0
Employee data					
Number of employees	11	11	10	11	5
Total payroll (in thousands of euros)	4,750	3,949	7,407	6,534	4,700
Total benefits (in thousands of euros)	2,969	2,063	2,658	2,506	2,560

(1) To be submitted to the General Assembly on April 25, 2013 on the basis of 94,891,980 shares as at December 31, 2012.

6. RISK FACTORS

Internal control policies and arrangements of Unibail-Rodamco Group ("the Group), which are based on reference documents, charters, standards, procedures and best practices, aim to create and maintain an organisation that helps to prevent and/or mitigate and manage controllable risk factors, in particular operational, financial, tax and legal risks to which Unibail-Rodamco SE and its subsidiaries are or could be exposed, even if these risks can never be totally eliminated.

The relevant Group monitoring procedures and management components are largely detailed in the internal control system section of the Report of the Chairman of the Supervisory Board (see pages 231 to 236).

Investors' attention is drawn to the fact that the risk factors discussed in this section are not exhaustive and that there may be other risks, either wholly or partly unknown and/or of which the occurrence is not considered likely to have a material adverse effect on the Unibail-Rodamco Group, its operations, its financial situation and/or its results as at the date of filing of this Registration Document.

6.1. Risks inherent in Unibail-Rodamco SE's business activities

6.1.1. Risks arising from trends in the property market

The Unibail-Rodamco Group is present in various sectors of the commercial property sector, specifically shopping centres, offices, convention-exhibitions and associated services. Apart from risk factors specific to each asset, the Group's activities are exposed to factors beyond its control and to specific systemic risks, such as the cyclical nature of the sectors in which it operates. The Group's strategy and policies aim to curb the negative effects of these risks. However, sudden changes in the economic (including domestic consumption), financial, currency, regulatory, geopolitical, political, social, health and/or ecological environment may have a significant impact on the Group, the value of its assets, its results, its distribution policy, its development plans and/or its investment/divestment activities.

A long-term deterioration in economic conditions with implications for the rental market may have a significant impact on the level of the Group's activities, its results, the value of its assets and its investment and development strategy.

The Group's assets (with the exception of certain development projects) are valued biannually using the fair value method.The value of the Group's assets is sensitive to variation according to the valuers' principal assumptions (yield, rental value, occupancy rate) and is, therefore, susceptible to material variations that may impact the Group, its profile and/or its results.

Some of the Company's real estate assets depend on flagship stores to attract customers and could suffer a material adverse impact if one or more of these tenants were to terminate their respective leases or to fail to renew their lease and/or in the event of consolidation among these retail sector companies.

6.1.2. Risks arising from property asset construction and refurbishment projects

Unibail-Rodamco conducts construction and refurbishment activities in the office, shopping centre and convention-exhibition property segments, the principal risks of which are linked to:

1) securing the requisite legal administrative authorisations (building permits, commercial licences, opening and/or operational licences, etc.);
2) controlling construction costs (staying on time and on budget); and
3) achieving a good letting rate for properties (letting of all surfaces at sufficient rent levels).

6.1.3. Tenant insolvency risks

Unibail-Rodamco's ability to collect rents depends on the solvency of its tenants. Tenant creditworthiness is taken into consideration by Unibail-Rodamco before it enters into a specific lease. Nevertheless, it is possible that tenants may not pay rent on time or may default on payments, especially in more difficult economic environments, and this could materially affect Unibail-Rodamco's operating performance and/or its results. For information purposes, 1% of unpaid rent represents €15.5 million.

6.2. Legal,regulatory,tax,environmental and insurance-related risks

6.2.1. Legal and regulatory risks

Unibail-Rodamco has to comply with a wide variety of laws and regulations, in particular: securities law and general regulations of the competition authorities, urban planning regulations, construction and operating permits and licences, health and safety regulations (particularly for assets that are open to the public), environmental regulations, lease laws, labour regulations, and corporate and tax laws, in particular the provisions of the SIIC[16] regime. Changes in the regulatory framework and/or the loss of benefits associated with a status or an authorisation could require Unibail-Rodamco to adapt

[16] *Listed Property Investment Companies SIIC (Sociétés d'Investissements Immobiliers Cotées).*

its business activities, its assets or its strategy (including geographical presence), possibly leading to a material significant impact in the value of its property portfolio and/or its results, an increase in its expenses, and/or a slowing or even halting of the development of certain investment or letting activities.

In the normal course of its business activities, the Group could be involved in legal proceedings (for instance, regarding contractual responsibility, employers' liabilities, penal issues) and is subject to tax and administrative audits. Associated risks in addition to financial risk include reputational damage associated with the company's image, ethics and way of doing business. To the best of the Company's knowledge, at the filing date of this Registration Document Unibail-Rodamco is not involved in, nor party to any government, judicial or arbitration proceeding (including all proceedings which the Company is aware of and which are either pending or threatening) which could have or have had during the last twelve months a material adverse effect on the results, the profitability or financial situation of the Company and/or the Group and are not reflected in its financial statements.

For additional information relating to the measures taken to mitigate legal risks, please refer to the Report of the Chairman of the Supervisory Board (part IV "Internal Control System"), page 231.

6.2.2. Tax risks linked to special tax regimes

General

Unibail-Rodamco is subject to tax in the countries in which it operates. In some countries, a special tax regime for real estate investors exists, leading to a lower tax burden at Group level, the basic principle being that it distributes most of its income, which subsequently is taxable at the level of the shareholders. If and to the extent Unibail-Rodamco opts to make use of such system, it will be obliged to meet the conditions that are linked to the respective systems.

France

In France, Unibail-Rodamco is subject to the SIIC (*Sociétés d'Investissements Immobiliers Cotées*) tax regime as set forth in Section 208 C of the French General Tax Code. If Unibail-Rodamco does not respect the required conditions, it would become liable for standard corporate income tax which would have a negative impact on its business activities and its results. Furthermore, if one or more of Unibail-Rodamco SE's shareholders, acting separately or together, reaches the 60% ownership threshold for voting rights, this would cause Unibail-Rodamco SE to lose its SIIC status.

In addition to the above, Unibail-Rodamco SE could be faced with an additional 20% tax charge on distributions paid out of the SIIC result to a tax-exempt shareholder (excluding individuals) owning, directly or indirectly, 10% or more of Unibail-Rodamco SE's share capital (a Shareholder Concerned) in the event that the Company is unable to off-set this tax charge to the Shareholder Concerned. For more details, refer to page 180.

The Netherlands

As reported in its press release of December 11, 2009, Unibail-Rodamco expects that the Dutch tax authorities will deny the status of FBI (*Fiscale Beleggings Instelling*) in The Netherlands for Unibail-Rodamco's Dutch activities for 2010 onwards. Unibail-Rodamco still qualifies as a SIIC under the French SIIC regime. Differences between the French SIIC and the Dutch FBI regime, although materially insignificant in the Group's case, proved to be irreconcilable for the Dutch tax authorities.

Although Unibail-Rodamco does not agree with the viewpoint of the Dutch tax authorities, it continues to apply a prudent view in its 2012 accounts, based on the assumption that the Dutch activities from 2010 onwards will be taxable. In light of the significant Dutch tax loss carry forwards identified by Group's fiscal advisors in the Netherlands, this assumption should have no impact on recurring result for 2012 nor for the foreseeable future.

Future changes

In all countries it operates in, Unibail-Rodamco and its subsidiaries remain exposed to changes in the tax rules that are currently in force.

6.2.3. Environmental risks

As a property owner or manager, Unibail-Rodamco has to comply with local environmental regulations in each country where it is active. Failure to comply with these local environmental regulations, or the need to comply with significant new environmental regulations that may be introduced, could lead to higher expenses or hamper the development of the Group's activities and could potentially affect Unibail-Rodamco's results or general liability.

Moreover, each of Unibail-Rodamco's real estate assets is potentially vulnerable to natural disasters (climate change, health or ecological crises, etc.) that may have a negative impact on the affected properties.

Each year, Unibail-Rodamco SE includes a chapter on Sustainability in its Annual and Sustainable Development

Report. This report, also available on its website, deals with environmental group policy, achievements and targets. A specific section is dedicated to the Group policy for Health and Safety risk management on its assets.

Unibail-Rodamco SE was included on the Dow Jones Sustainability World and Europe Indexes 2012. No guarantee can be given regarding the Company's inclusion on these indexes going forward.

6.2.4. Insurance-related risks

Insurers could face economic difficulties resulting in them being unable to honour claims pursuant to the Group's insurance policies.

Unibail-Rodamco depends on the insurances markets and their financial capacities to cover its risks. It could therefore experience insurance shortfalls or find it impossible to cover all or part of certain risks.

Some of Unibail-Rodamco's potential losses may not be covered, or may be partially covered. In such instances, Unibail-Rodamco could lose all or a portion of the capital invested in an asset, as well as the expected rents from the asset.

Unibail-Rodamco may be exposed to a situation where the value (reconstruction cost) of one or more of its assets is wrongly assessed by its external property insurance valuers.

In respect of assets which are managed by third parties, Unibail-Rodamco may face a situation where insurance policies taken out by these external management companies, are not in force anymore or provide an insufficient coverage in case of loss.

6.3. Risks associated with Unibail-Rodamco's financing policy and financial activities

6.3.1. Market risks

Unibail-Rodamco, through its activities, is exposed to market risks which can generate losses as a result of fluctuations in interest rates and/or currency exchange rates.

Unibail-Rodamco is exposed to interest-rate risks on the loans it has taken out to finance its investments. An increase or decrease in interest rates could have a negative impact on Unibail-Rodamco's results. Part of the Group's exposure to variable rates is hedged through derivatives but these hedges could be insufficient to cover these risks. Moreover, changes in interest rates could have a negative impact on Unibail-Rodamco's result by affecting the valuation of contracted derivatives.

Unibail-Rodamco is exposed to foreign exchange risks because it operates in countries outside the euro zone. The value of assets, rents and revenues received in these countries, as well as the value of operational and financial expenses, when translated into euros, may be affected by fluctuations in exchange rates. Additionally, changes in the interest rates of countries outside the euro zone may also impact the results and/or the statement of financial position.

Unibail-Rodamco's foreign exchange risk is managed at a corporate level by the Treasury department which monitors the foreign exchange risk on a regular basis. To hedge part of this risk, the Group uses derivatives and debt in foreign currency. Such instruments may not hedge perfectly the underlying assets or activities, 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 statement of financial position.

In addition, committees with several members of the Management Board are held several times a year to decide the appropriate hedging strategy which is then implemented by the Treasury department. Procedures do not allow for speculative positions to be put in place. Hedges processes and the net interest rate and currency positions are described in the paragraph "Market Risk Management" of the Financial Resources in the Business Review section.

6.3.2. Liquidity risks

Unibail-Rodamco's strategy depends on its ability to raise financial resources, either in the form of debt (mainly bank loans, bonds and credit lines) or equity capital, so that it can finance its general operating requirements and its investments. It is possible (for example in the event of disruption in the bond or equity markets, a reduction in the lending capacities of banks, changes affecting the property market or investor appetite for property companies, a downgrade in Unibail-Rodamco SE's credit rating or a change in business activities, financial situation or Unibail-Rodamco SE's ownership structure) that the Group could – at any given point in time – encounter difficulties in raising funds and, as a result, lack the access to liquidity that it needs. These events could also affect the cost of its financing and lead to an increase of the financial expenses of the Group. In this context, Unibail-Rodamco has put in place undrawn back up facilities for an amount mentioned in the paragraph "Funds raised" of the Financial Resources in the Business Review section. Additionally, some of the Group's financing contracts are subject to financial covenants and the occurrence of material adverse changes. More details on the Group's covenants and ratio levels can be found in the paragraph "Financial structure" of the Financial Resources in the Business Review section.

6.3.3. Counterparty risks

A large number of major international financial institutions are counterparties to the interest rate and/or foreign exchange rate and deposits contracted by the Group. In the case of default by a counterparty, Unibail-Rodamco could lose all or part of its deposits or may lose the benefit from hedges signed with such counterparties. This could then result in an increase in interest rate or currency exposure. The Group's policy to manage counterparty risks in relation to derivative products is described in the paragraph "Market Risk Management" of the Financial Resources in the Business Review section.

6.4. Risks related to the volatility in the price of Unibail-Rodamco SE securities

Stock markets may experience major fluctuations which may or may not be related to the results of the companies whose shares are traded on regulated markets. The price of Unibail-Rodamco SE's securities (including shares, ORA, i.e. bonds redeemable in Unibail-Rodamco SE shares and Ornane, i.e. convertible bonds in either cash or new or existing Unibail-Rodamco SE shares) could be volatile and could be affected by events affecting Unibail-Rodamco, its competitors or the financial markets in general.

For instance, the price of Unibail-Rodamco SE's securities as well as the securities issued by Unibail-Rodamco SE and/or financial derivatives could fluctuate significantly in response to various factors and events, which could include changes in the liquidity of the market for Unibail-Rodamco SE shares; changes in the expectations of volatility of shares; variations in the Group's financial results or its competitors from one accounting period to another; differences between Unibail-Rodamco's financial or operating results and those expected by investors and/or analysts; changes in analysts' recommendations or forecasts; changes in general market conditions or in the economic environment; market fluctuations; the promulgation of new laws or regulations or changes in the interpretation of existing laws and regulations relating to Unibail-Rodamco's business.

6.5. Risks related to the sovereign debt crisis

Concerns about credit risk (including for Sovereigns) and the Sovereign debt crisis and their potential impacts could be detrimental to the Group and could negatively affect the markets and business on which the Group operates. This environment could also negatively affect the Group's operations and profitability, its solvency and the solvency of its counterparties and the value and liquidity of the securities issued by Unibail-Rodamco and/or Unibail-Rodamco's ability to meet its commitments in respect of those securities and its commitments with respect to its debt more generally.

6.6. Risks linked to key managers

The departure of a top management team member could have a material adverse impact upon the business, financial situation and/or results of the Group. To control this risk, the Group policy is, when possible, to set up a succession plan.

6.7. Risks related to Unibail-Rodamco's geographic presence

Although Unibail-Rodamco's operations are currently concentrated in Europe, part of the business is or may be conducted in markets where Unibail-Rodamco may be exposed to social, political, legal, tax and/or economic instability, among other risks.

In relation to the risks related to Unibail-Rodamco's geographic presence, the Group operates in some countries that have not joined the Euro zone. A depreciation in the local currencies of such countries could have a negative impact on Unibail-Rodamco's cash flows in euros: 1) when rents collected in local currency are converted into euros and where the Group's hedging policy is not sufficient; or 2) when rents are collected in euros and this affects the tenants' ability to pay.

A depreciation of the currency of countries outside the euro zone may also reduce the value of Unibail-Rodamco's portfolio, despite the implementation of hedging policies.

6.8. Risks associated with possible conflicts of interest

Risks of conflicts of interest with companies where Unibail-Rodamco SE is the majority shareholder

Unibail-Rodamco SE is the majority shareholder in several companies which have one or more minority shareholders (see pages 134 to 139). In certain circumstances, these situations are likely to lead to potential conflicts of interest and/or generate potential claims from the minority shareholders of those subsidiaries despite the existing rules preventing such situations and managing conflicts of interest.

Report of the Chairman of the Supervisory Board

Report of the Chairman of the Supervisory Board

On the arrangements for planning and organising the work of the Supervisory Board and on the Group's internal control procedures for the financial year ending December 31, 2012 (Article L. 225-68 of the French Commercial Code).

This report was prepared in close cooperation with Unibail-Rodamco SE's Management Board, the Group Director of Legal and the Group Director of Internal Audit and Risk Management. In addition, it was discussed with the Group's Statutory Auditors. On January 30, 2013, the Supervisory Board approved this report pursuant to Article L. 225-68 of the French Commercial Code.

1. SUPERVISORY BOARD

1.1. Functioning of the Supervisory Board

1.1.1. Purpose and powers

The Supervisory Board exerts permanent oversight and control over the Management Board and the general affairs of the Company. To that end, the Supervisory Board conducts appropriate inspections and reviews and may obtain copies of any document to fulfil its duties. The Supervisory Board functions under the Company's Articles of Association and a Supervisory Board specific Charter[1]. It makes suggestions and formulates recommendations to the Management Board on the following in particular:

- company strategy and financial performance;
- business risks;
- structure and administration of internal risk management and control systems;
- financial reporting procedures and compliance with relevant laws and regulations.

In addition, the Supervisory Board makes decisions concerning the Company's corporate governance and its implementation. It assesses the functioning of the Management Board, the Supervisory Board (including its committees) and their individual members. It handles and settles any conflicts of interest and any discrepancies with respect to the functioning of the Supervisory Board and/or Management Board.

1.1.2. Limitations on the powers of the Management Board and the purview of the Supervisory Board

Pursuant to Sub-article 11(5) of the Company's Articles of Association and the thresholds set out in the Supervisory Board Charter, the Supervisory Board's prior approval must be obtained for certain Management Board decisions and operations, in particular:

- acquisitions, investments (including capital expenditures for internal development), acquisitions of shareholdings and off-balance sheet commitments exceeding €25 million (consolidated figure) concerning assets and/or activities located outside European Union Member States or outside the scope of the approved Group strategy. The threshold is raised to €500 million[2] (consolidated figure) for assets and/or activities located within European Union Member States and within the scope of the Group's strategy;
- asset disposals (including transfers of real estate or shareholdings) in real estate exceeding €500 million[3] (consolidated figure);
- indebtedness or guarantees in excess of €500 million (consolidated figure), threshold raised to €1 billion for corporate debt refinancing purposes;
- transfers of all or part of the Company's business to third parties in excess of €500 million (consolidated figure);
- any significant changes in the Group's governance and/or organisation, allocation of responsibilities within the Management Board 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;

[1] *Available on the Company's website and at the Company's registered office.*
[2] *This threshold is raised again to €700 million (consolidated figure) for urgent operations and decisions; subject to prior dialogue between the CEO, the Chairman and the Vice-Chairman of the Supervisory Board.*
[3] *Ibid. 2.*

- any alterations to the Company's dividend policy and proposals by the Management Board in the distribution of interim or full dividends.

The Supervisory Board must also, pursuant to its Charter, be informed of transactions involving amounts in excess of €300 million but below €500 million. The thresholds were last amended by the Supervisory Board on February 9, 2011. For full details and information, refer to the Supervisory Board Charter[4].

1.1.3. Composition

Pursuant to the Articles of Association, the Supervisory Board can consist of eight (minimum) to fourteen (maximum) members, who are appointed by the Company's shareholders. Supervisory Board members are appointed for a three year term and may be re-elected. Under the Supervisory Board's resignation and rotation rules, the resignation and reappointment of members is staggered to prevent, to the greatest extent possible, appointments/resignations occurring simultaneously. The age limit for Supervisory Board members is 75 and at all times at least two-thirds of its members must be 70 or younger.

Each year, the Supervisory Board and its Governance, Nomination and Remuneration Committee review the Supervisory Board profile and individual Supervisory Board member independence. The Supervisory Board profile includes a commitment to diversity in its membership in terms of gender, age and nationality.

The Supervisory Board was composed of ten members in 2012[5]. As at December 31, 2012, all members qualify as independent pursuant to the criteria defined in the Supervisory Board Charter based on the French Afep-Medef corporate governance code (first published in consolidated form in December 2008 and last updated in April 2010). As at December 31, 2012, two out of ten members are women, the average age of members is 57.9 years and six nationalities are represented. The varied skills and expertise of members is summarised in the table below and are further specified in the detailed biographies provided in the Legal Information chapter (page 197).

[4] Available on the Company's website and at the Company's registered office.
[5] At the April 26, 2012 Annual General Meeting: (1) Mr Robert van Oordt's term ended in accordance with the provisions of the Articles of Association; (2) Mrs Mary Harris, Mr Jean-Louis Laurens and Mr Alec Pelmore were each reappointed for a three year term; and (3) Mrs Rachel Picard was appointed as a new member to the Supervisory Board, however she resigned on July 23, 2012 due to a conflict of interest relating to her new executive role, decreasing the number of Supervisory Board members from 11 to 10.

Members of the Supervisory Board of Unibail-Rodamco SE as at December 31, 2012[6]

Name	Age	Main positions in addition to Unibail-Rodamco SE Supervisory Board membership	Year appointed to the Unibail-Rodamco SE Supervisory Board	AGM at which Supervisory Board term expires
Rob ter Haar Chairman Independent member Dutch national	62	Chairman of the Supervisory Boards of Parcom Capital Management B.V. (NL) and VvAA Groep B.V. (NL) Supervisory Board member of Maxeda Retail Group B.V. (NL), Sperwer Holding B.V. (NL), Spar Holding B.V. (NL) and Bergschenhoek Groep B.V. (NL) Advisory member to the Board of Univar Inc. (USA)	2007	2014
François Jaclot Vice-Chairman Independent member French national	63	Director and CEO of Addax and Oryx Group (MT)	2007	2013[1]
Frans J.G.M. Cremers Independent member Dutch national	60	Vice-Chairman of the Supervisory Boards of Fugro N.V.(NL) and N.S. N.V. (NL - Dutch Railways) Member of the Supervisory Boards of Parcom Capital Management B.V. (NL), Royal Vopak N.V. (NL), Luchthaven Schiphol N.V. (NL), and SBM Offshore N.V. (NL)	2007	2013[1]
José Luis Duran Independent member Spanish national	48	CEO of Devanlay S.A. (FR) CEO and Board Member of Lacoste S.A. (FR) Commercial VP of Maus Frères International Services S.A.S. (FR) Chairman of the Management Board of Gant AB (SWEDEN) Board member of France Telecom S.A. (FR)	2011	2014
Mary Harris Independent member U.K. national	46	Member of the Supervisory Board, Audit committee and Chair of Remuneration committee of TNT Express N.V. (NL) Non-Executive Director, Chair of the Remuneration committee and member of the Nomination and Corporate Responsibility committees of J. Sainsbury plc (UK)	2008	2015
Jean-Louis Laurens Independent member French national	58	General Partner of Rothschild & Cie Gestion, Paris (FR)	2007	2015
Yves Lyon-Caen Independent member French national	62	Chairman of the Supervisory Boards of Bénéteau S.A. (FR) and Sucres & Denrées (FR)	2007	2014
Marella Moretti Independent member Italian national	47	CFO of Fiat Finance et Services S.A. (FR) CEO and Member of the Board of Fiat Industrial Finance France S.A. (FR) General Manager CNH Financial Services S.A.S. (FR) Board Member of Fiat Finance and Trade Ltd (LU)	2011	2014
Alec Pelmore Independent member U.K. national	59	Senior Independent Director on the Board of Metric Property Investments plc. (UK), Chairman of its Audit committee and member of its Nomination and Remuneration committees	2008	2015
Herbert Schimetschek Independent member Austrian national	74	CEO of Hans Dujsik Privatstiftung (AT) Supervisory Board member of YAM Invest N.V. (NL) Deputy Supervisory Board Chairman of Bank Gutmann AG (AT) and Donau-Chemie AG (AT)	2011	2014[2]

[1] To be proposed for re-election at the 2013 Annual General Meeting.
[2] To retire in accordance with the age considerations specified in the Company's Articles of Association at the 2014 Annual General Meeting.

1.1.4. Meetings, attendance and information

Pursuant to its Charter, the Supervisory Board meets at least five times a year according to a pre-set schedule. Extraordinary meetings may be held for specific reasons at the written request of the Supervisory Board Chairman, or one-third of the members of the Supervisory Board, or any Management Board member. To encourage attendance at Supervisory Board and committee meetings, attendance of members is taken into consideration for the payment of the variable portion of the annual Supervisory Board member fee. The Statutory Auditors attend the year-end and half-year meetings of the Supervisory Board where the financial statements for those periods are reviewed. A notice of meeting is sent at least three days prior to Supervisory Board meetings (except in unusual circumstances). The notice includes a detailed agenda and comprehensive papers enabling the Supervisory Board members to prepare for the discussion or, if necessary, the approval of the matters on the agenda. Whenever appropriate, Supervisory Board members are sent materials prepared by the Company's advisors and/or risk managers. To ensure that Supervisory Board members are fully informed of developments in the respective industry segments and of events taking place within the Group, operational and strategic matters and the Group's corporate sustainability performance are regularly discussed during Supervisory Board meetings. Supervisory Board members also receive press reviews and financial reports on Unibail-Rodamco SE and on industry matters. In addition, once a year the Supervisory Board and Management Board take the opportunity to visit a country where the Group is active to discuss strategic matters and market developments in-depth.

[6] *For full information, please consult the biographies in the Legal Information section*

In 2012, the nature of the retreat was slightly altered to focus on the operations, market developments, competition and local strategy of the business in the country visited where the Group operates (in 2012, this was in Warsaw, Poland).

1.1.5. Summary of Supervisory Board activities

The Supervisory Board of Unibail-Rodamco SE held seven meetings in 2012 (including its meeting at the annual Supervisory Board retreat). Overall attendance at these meetings was 100%. In addition to the items and decisions within its statutory scope, the Supervisory Board was briefed on and discussed all major events in 2012, both internal matters (e.g. organisation matters, key appointments within the Group, internal audits, etc.) and external matters (e.g. acquisitions, disposals, developments in the Group's strategy, development projects, financial policy, etc.). The Supervisory Board in particular approved:

- the election of Mr Rob ter Haar as Chairman of the Supervisory Board and Chairman of the Governance, Nomination and Remuneration Committee;
- the 2012 Budget;
- investment, development and divestment projects and operations above its prior approval thresholds in force in 2012;
- the remuneration of the Management Board members;
- the total allocation of stock options for 2012, including the allocations to Management Board members;
- the implementation of a Performance Share Plan in the long term incentive remuneration policy and the allocation of such shares to Management Board members;
- the appointment of Mr Jaap Tonckens, existing Management Board member, as Chief Financial Officer;
- amendments to the Management Board Charter;
- the profile and composition of the Supervisory Board and the composition of its committees, including the proposal of 1 new Supervisory Board member appointed by the Annual General Meeting on April 26, 2012;
- the formal evaluation of the functioning and efficiency of the Supervisory and Management Boards (Annual Self-Assessment process);and
- the Company distribution payment policy and distribution payment decisions.

In addition, the Supervisory Board examined/was informed of the following matters:

- the quarterly Management Board reports for 2012;
- regular updates on the Group's business activities, including sustainability initiatives;
- regular updates on initiatives relating to the market differentiation strategy, including aspects of the quality program, "4 stars";
- important investment, development and divestment projects and significant operational matters below its prior approval thresholds in force in 2012;
- internal audit, risk management and compliance matters;
- the Company's share buy-back programme;
- the full year 2011 and half year 2012 financial statements;
- the 2012 five-year Group business plan, including its financial results and financing resources and needs;
- the implementation of the Company Savings Plan in 2012 for the French subsidiaries of the Group;
- the report on the Group's Compliance program; and
- succession planning of the Supervisory and Management Board.

Supervisory Board members were also informed of the work and recommendations of its specialised committees and that of the Statutory Auditors. The minutes of all the meetings of the Audit Committee and the Governance, Nomination & Remuneration Committee were systematically made available to all members of the Supervisory Board.

The annual Self-Assessment exercise was performed by the full Supervisory Board in accordance with the provisions of the Afep-Medef Code by way of a written questionnaire. The formal evaluation of the Supervisory Board was completed with the filling out of a questionnaire regarding the functioning of the Supervisory Board committees. Management Board members were invited to participate in these assessments. The conclusion of the three assessments was that the current corporate governance structure and arrangements are functioning well. It was decided from the results obtained that additional time be dedicated to discussing strategy and internal risk management at the Supervisory Board level and that the Audit Committee be involved earlier in reviewing the details of large transactions.

1.1.6. Supervisory Board Remuneration[7]

The Chairman of the Supervisory Board is paid a total gross annual remuneration of €130,000 for his duties as Chairman of the Supervisory Board and Chairman of the Governance, Nomination and Remuneration Committee. This amount has remained unchanged since January 1, 2009.

The annual fee paid to Supervisory Board members (with the exception of the Supervisory Board Chairman) was maintained at €52,000 per member in 2012 (unchanged since 2007). The fee comprises of a 75% fixed portion and a 25% variable portion allocated according to attendance at Supervisory Board meetings. The fixed portion is paid quarterly and the variable portion at year-end. The Vice-

[7] *For full details, refer to the Legal Information section.*

Chairman of the Supervisory Board is paid a supplementary annual fixed fee of €15,000.

An additional fee of €1,350 per day is paid to Supervisory Board members (with the exception of the Supervisory Board Chairman) who attend a meeting (or several related meetings) of the Supervisory Board and/or a Supervisory Board committee outside their country of residence.

1.2. Functioning of the specialised committees of the Supervisory Board

Two specialised committees assist the Supervisory Board: (1) the Audit Committee and (2) the Governance, Nomination and Remuneration Committee. All Supervisory Board members participate in one of these committees. The committees function under separate Charters[8].

1.2.1. Audit Committee

Tasks

The Audit Committee's main role is to oversee financial matters, internal control and risk management. In this context and in accordance with its Charter[9], the Audit Committee examines and reports to the Supervisory Board on the following matters:

- quarterly financial statements and consolidated accounts;
- business information, asset valuations, off-balance sheet commitments and the Group's overall cash position;
- internal management controls, risk control and the implementation of Company-relevant financial legislation;
- the Company's financial policy (accounting methods and developments in the legislation, etc.), finance and tax planning;
- the evaluation and/or adoption of the Statutory Auditors' recommendations;
- the relationship between the Company and its Statutory Auditors.

Composition

Since April 27, 2011, the Audit Committee consists of six independent members pursuant to the criteria defined in the Supervisory Board Charter, including the Chairman of the Audit Committee. All Audit Committee members are financially literate and, pursuant to French Commercial Code requirements, at least one member has expertise in financial administration and accounting for listed companies or other large companies exposed to IFRS accounting methods. Typically, the Chairman of the Management Board (CEO), the Chief Financial Officer (CFO) and the Chief Resources Officer (CRO) attend Audit Committee meetings. Other Management Board members may also attend meetings unless decided otherwise by the Audit Committee. The Audit Committee may decide to meet without the Management Board members or to meet only with the CEO, the CFO or the Statutory Auditors. The Deputy CFO, the Group's Director of Consolidation and Accounting, the Group's Controller and the Group's Director of Internal Audit & Risk Management attend Audit Committee meetings at the request of the Audit Committee.

Meetings and information

The Audit Committee meets at least on a quarterly basis and whenever one or more Supervisory Board or Management Board member(s) requests a meeting. The Audit Committee meets at least once a year with the Statutory Auditors without the members of the Management Board being present. The Audit Committee may solicit the advice of external advisers as it deems necessary. Members receive notice convening meetings with an agenda and the meeting documents at least three days prior to each meeting. To allow for adequate preparation and consideration, the Audit Committee usually meets at least 48 hours prior to the Supervisory Board meeting at which the full year accounts are reviewed. The Supervisory Board is informed of the proceedings and recommendations of the Audit Committee at its meeting directly following that of the Audit Committee.

Summary of Audit Committee activity

The Audit Committee met four times in 2012 (twice in the presence of the Statutory Auditors). The member attendance rate was 100%. In 2012, the Audit Committee considered and reported to the Supervisory Board on:

- the revaluation of net assets, the Company's financial statements and consolidated accounts for the 2011 full-year accounts and the 2012 half-year accounts;
- the quarterly Management Board reports for 2012;
- the funding of the Group's five-year business plan, financial resources and borrowing requirements;
- taxation;
- the working terms and conditions of the Statutory Auditors for the closing of the 2011 annual accounts;
- the organisation of human resources within the finance departments throughout the Group;
- the Company dividend payment policy and the proposal to the AGM regarding the annual allocation and distribution of profits;
- the internal audit charter, risk mapping and the internal audit reports for 2012;
- the examination of the Company's exposure to and management of risks; and
- the annual evaluation of the functioning of the Audit Committee.

[8] *Available on the Company's website and at its registered office.*
[9] *Ibid.8.*

Audit Committee Remuneration[10]

The annual Audit Committee fees were maintained in 2012 at €20,000 for the Audit Committee Chairman and €10,000 for the other Audit Committee members. An additional fee of €1,350 per day is paid to members attending a meeting (or several related meetings) of the Audit Committee and/or the Supervisory Board held outside of a member's country of residence. As of January 2010, 25% of Audit Committee fees are variable and allocated according to attendance at Audit Committee meetings.

1.2.2. Governance, Nomination & Remuneration Committee – GN&RC

Tasks

The GN&RC's role is to examine all issues falling within its scope of action under the GN&RC Charter[11] and to advise the Supervisory Board accordingly. Its tasks specifically include a constant review of the independence of the Supervisory Board members against the criteria set out in the Supervisory Board Charter. In relation to governance matters, the GN&RC assesses the adequacy of the Company's corporate governance rules and practices, concerning the Company as a whole as well as the Management Board, the Supervisory Board and its committees. It continuously evaluates the Company's compliance against these rules. The GN&RC also monitors the Group's remuneration policy and related remuneration arrangements (fixed income, short-term incentive, long-term incentive and pension) for Management Board members and the remuneration and attendance fee arrangements for Supervisory Board members. In relation to nomination matters, it develops profiles and screening criteria for Supervisory Board members and initiates proposals for the renewal and appointment of Supervisory Board and Management Board members. It also assesses the performance of Supervisory Board and Management Board members on a regular basis.

Composition

Since April 26, 2012, the GN&RC consists of four members, including the Supervisory Board Chairman, all of whom are independent pursuant to the criteria defined in the Supervisory Board Charter based on the Afep-Medef Code.

In addition to GN&RC members, the Chief Executive Officer and the Chief Resources Officer typically attend GN&RC meetings. They are absented from matters concerning them, where appropriate. Other persons may be invited to attend by the GN&RC Chairman.

Meetings and information

The GN&RC meets at least two times a year and whenever one or more Supervisory Board or Management Board member(s) request a meeting. Members receive a notice convening each meeting with an agenda and the relevant documentation at least three days before each meeting. The Supervisory Board is informed of the GN&RC's proceedings and recommendations at the meeting directly following that of the GN&RC.

Summary of GN&RC activity

The Committee met six times in 2012. The member attendance rate was 100%. In 2012, the GN&RC considered and reported to the Supervisory Board on:

- Unibail-Rodamco SE's governance practices compared to the Afep-Medef Code;
- the annual review of the Supervisory Board's profile;
- the annual review of the independence of Supervisory Board members;
- the expiration of mandates and reappointment of Supervisory Board members pursuant to the resignation and rotation rules;
- the remuneration of Management Board members;
- long term incentive arrangements, including the 2012 allocation of stock options to Management Board members;
- the implementation of a Performance Share Plan in the long term incentive remuneration policy and the 2012 allocation of performance shares under this plan to Management Board members;
- the short-term incentive pay-out for Management Board members for 2011 performance;
- the appointment of Mr Jaap Tonckens, existing Management Board member, as Chief Financial Officer;
- the profile and composition of the Supervisory Board and the composition of its committees, including the proposal to have one new Supervisory Board member appointed by the Annual General Meeting on April 26, 2012;
- the succession plan of the Supervisory and Management Boards;
- the report on the Group's Compliance program;

[10] For full details, refer to the Legal Information section.
[11] Available on the Company's website and at its registered office.

- the means by which the annual formal Self-Assessment of the Supervisory Board and the Supervisory Board Committees are to be performed and the implementation of such processes;
- the annual evaluation of the GN&RC;
- the amendments to the Management Board Charter; and
- the implementation of the Group Company Savings Plan for 2012.

GN&RC Remuneration[12]

The annual GN&RC fees in 2012 were maintained at €10,000 per member (excluding the GN&RC Chairman who is remunerated separately for his duties as Supervisory Board and GN&RC Chairman)[13].

An additional fee of €1,350 per day is paid to members attending a meeting (or several related meetings) of the GN&RC and/or the Supervisory Board held outside of a member's country of residence. As of January 2010, 25% of the GN&RC committee fee is variable and allocated according to attendance at GN&RC meetings.

2. REMUNERATION OF THE MANAGEMENT BOARD MEMBERS[14]

Unibail-Rodamco SE complies with all of the Afep-Medef recommendations on executive officer remuneration as incorporated into the latest version of the Afep-Medef Code on December 2008 with the exception of one recommendation regarding the absence of an annual review of fixed remuneration of the CEO[15]. Further and going beyond these Afep-Medef recommendations, none of the Management Board members have employment contracts, as of the end of 2009.

The Management Board remuneration policy was developed by the Governance Nomination & Remuneration Committee prior to the merger of Unibail SA and Rodamco Europe NV in 2007. It was approved by the Supervisory Board in June 2007 and has remained unchanged since, with the exception of the introduction of a Performance Share Plan as part of the long term incentive remuneration policy which was approved at the April 26, 2012 AGM. The remuneration of each Management Board member continues to consist of 4 components: (i) Fixed Income (FI), (ii) Short Term Incentive (STI), (iii) Long Term Incentive (LTI) comprised of stock options and performance shares which are both subject to performance conditions, and (iv) other benefits (pension, company car, insurance, etc.).

3. CORPORATE GOVERNANCE

In accordance with Article L. 225-68 of the French Commercial Code, Unibail-Rodamco SE hereby states that it adheres to and enforces the French Afep-Medef corporate governance code, as published in consolidated form by Afep-Medef in December 2008 (Afep-Medef Code) and adopts the Afep-Medef Code as its code of reference for corporate governance matters. Unibail-Rodamco SE has analysed its practices and procedures against the Afep-Medef Code. As at the date of filing, the Company complies 100% with the Afep-Medef Code's principles with the exception of one recommendation: the CEO's Fixed Income is reviewed by the Supervisory Board on the recommendation of its Governance, Nomination and Remuneration Committee on an annual basis pursuant to the overall increase in fixed salaries on a like-for-like basis across the Group as of January 1 each year (for more information, please refer to page 200).

In line with the Group's commitment to the highest standards of corporate governance and its activities in The Netherlands, the Group is also compliant with the vast majority of the Dutch Corporate Governance Code[16] requirements, even though the Company is not legally required to comply with this code.

All shareholders have the right to attend shareholders' meetings. The terms and conditions of participation in shareholders meetings are set out in Article 18 of the Company's Articles of Association[17]. All information pursuant to Article L. 225-100 of the French Commercial Code that is likely to have an effect in the event of a takeover, such as the information specified in Article L. 225-100-3, is included in the annual report available to shareholders (see page 181).

4. INTERNAL CONTROL SYSTEM

The Unibail-Rodamco Group is active in the commercial property sector, more specifically in the development, management and regular refurbishment of shopping centres and offices, and the management and organisation of convention and exhibition venues and associated services. Apart from general risk factors, the Group's business is subject to common exposure and systemic risks including, in particular, the cyclical nature of the property sector.

[12] For full details, refer to the Legal Information section.
[13] Ibid. 12.
[14] Ibid. 12.
[15] Ibid. 12.
[16] As published by the Corporate Governance Code Monitoring Committee in December 2008.
[17] Available on the Company's website and at its registered office.

The Group's strategy and policies aim to limit the negative effects of these risks. However, sudden changes in the geopolitical, political, social, economic, financial, monetary, regulatory, health and ecological environment could have a negative impact on the Group, and result in, amongst other things, a decrease in asset values, an increase in certain costs, or investment/divestment operations being delayed or even abandoned.

"Controllable" risks are identified through a risk mapping process which focuses on key risks and assesses them on the basis of probability and magnitude. This risk mapping was updated and discussed by the Group's Audit Committee and, subsequently the Supervisory Board, in April 2012. In addition, the risk mapping was approved by the Management Board in May 2012. These "controllable" risks are monitored through the Group's internal control system. This system covers all activities of the Group in all regions, except those where Unibail-Rodamco is not directly involved in the management, notably Comexposium and Mfi. This system is based on a set of principles that aim to provide reasonable assurance that the following internal control objectives are met:
- transactions are executed effectively and optimised;
- property assets are protected;
- financial information is reliable; and
- all operations comply with prevailing legislation, external regulations and Unibail-Rodamco's internal rules.

The Group's internal control system is in line with the general principles of the Internal Control System reference framework drafted by the AMF working group and is based on:
- standardised procedures;
- the accountability of managers in charge of the business, finance and control;
- a committee-based decision-making process for acquisitions, disposals and refurbishment/construction projects; and
- a segregation of duties between the executive and control functions.

Unibail-Rodamco SE is run by a Management Board, composed of four members as at December 31, 2012, which manages all of the Group's activities. The Management Board holds fortnightly meetings as well as *ad hoc* meetings whenever required. It acts as the decision-making body for any issues that, due to their financial significance or strategic and/or cross-functional nature, require its involvement. Its main focus areas are set out in the Management Board Charter, which is available on the Group's website.

The Group's control environment includes the Compliance Book for Governance, Organisation & Corporate Rules (Compliance Book) which was updated once in 2012 and approved by the Management Board. The Compliance Book details:
- the Group organisation structure: a matrix organisation with a double reporting line at corporate and regional levels;
- the governance organisation for Unibail-Rodamco SE and its subsidiaries;
- a framework of core processes and internal rules covering investment & divestment, development, leasing activities and support functions, notably Finance and Human Resources; and
- a Code of Ethics covering the Group's core values and rules of conduct, with particular emphasis on ethical behaviour, conflicts of interests, confidentiality of information, and transactions involving the Group's shares.

In addition to the Compliance Book, the Group's control environment comprises of:
- job descriptions and an appraisal system based on performance targets for the entire Group;
- a set of delegation of authority and responsibility rules and limits that span all of the Group's activities;
- specific procedures applicable at the 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.

A description of the main risks monitored by this internal control system follows.

4.1. Investment and Divestment Authorisation

Corporate business development or property acquisition projects are always discussed by the relevant management team. Any deal opportunity is presented to the Chief Executive Officer and the Chief Financial Officer in order to determine whether the transaction is worth pursuing and investigating. If it is worth pursuing or investigating, a project manager is appointed.

A legal, financial, technical and commercial review of these transactions is subsequently presented to an *ad hoc* committee comprising of the Chief Executive Officer, the Chief Financial Officer, the Group Managing Director of Development (for property development and re-development), the Chief Operating Officer (for retail operations) and the relevant Regional Managing Director and regional Investment teams. This committee approves the value creation strategy, the assumptions made and the offer price, subject to a more in-depth audit (data room) and final approval in compliance with the Group's authorisation rules. Various financial models (e.g. discounted cash flows, peer comparisons) are being used and provide the basis for the committee's assessment.

During the annual budget review within each region, a disposal schedule is drawn up for mature properties. These asset divestments are then prepared and analysed in detail by the committee referred to above, which verifies the assumptions on which the disposal conditions are based.

Unibail-Rodamco's property assets are valued twice a year by external experts. This enables the Group to assess the respective market values and to verify and validate the internal assumptions that are used to determine the selling price or rental value of its different properties. Most of the teams involved in reviewing and managing these transactions have experience in mergers and acquisitions acquired through investment banks, law firms or other institutions specialising in such areas of functional expertise. The Group calls upon external experts, such as lawyers, tax specialists, auditors and consultants, whenever necessary.

In accordance with the Group's authorisation rules, any transaction within the boundaries of the Group's existing strategy and/or in European Union member states is subject to final approval by the Management Board when exceeding €100 million and is subject to the additional prior approval by the Supervisory Board when exceeding €500 million.

For transactions outside the Group's existing strategy and/or in a country outside European Union member states, the Management Board's approval is required and the Supervisory Board's approval is required for such transactions exceeding €25 million.

The Unibail-Rodamco Group has centralised the documentation and management of legal matters relating to all of its property assets in Austria, France, Spain, and in The Netherlands. This centralised organisation makes it easier to prepare data rooms when properties are being sold and helps to improve the liquidity of the assets.

4.2. Risks Associated with the Management of Construction and Refurbishment Projects

Unibail-Rodamco's construction projects are carried out in countries where the Group has a locally based team. A minimum level of pre-leasing is required before launching a retail project to secure each project from a financial point of view.

Unibail-Rodamco, except in exceptional cases, selects large, reputable contractors to work on its construction and refurbishment projects by issuing invitations to tender based on a set of clear specifications. The final choice of contractors is made once a comparative analysis of written offers has been carried out. Any discrepancies in relation to the original budget must be explained and justified.

In addition, Unibail-Rodamco employs construction experts within its own organisation. They act as project managers and are responsible for ensuring that:
- the properties built by the Group's contractors comply with the design specifications;
- construction and renovation costs are kept under control and remain in line with initial budgets; and
- buildings comply with the Group's Environmental Quality Charter and any regulations applicable to owners.

The progress of the works, the budget and internal rate of return of each project is reviewed on a quarterly basis at Group level by the Control Department and the Management Board.

This organisation is completed by the Director of Finance of Unibail-Rodamco Development who is in charge of enhancing the financial, legal and tax structuring of Unibail-Rodamco Development projects and optimising Development project costs, controlling, budgeting and reporting.

To manage environmental risks, the Group has created an International Environmental Performance Committee and Regional Environmental Performance Committees, which work to shape a common environmental performance policy and monitor the way it is embedded in operating practices. The Group has been a constituent of the Dow Jones Sustainability Index since 2008.

Unibail-Rodamco SE publishes each year detailed corporate sustainability information dealing with the Group's environmental and social policy, its targets and achievements.

4.3. Asset protection risks

Unibail-Rodamco is covered by a Group insurance program that is underwritten by reputable leading insurance companies. This program is monitored by the Group Insurance Department in liaison with local teams and insurance brokers. In addition, Unibail-Rodamco carries out a regular follow-up of the solvency rating of its insurers.

For property damage and terrorism, most of the Group's property assets are insured for their full reconstruction value, which is regularly assessed by external property insurance valuers and for business interruption and loss of rents. The Group has also taken out general liability insurance that covers financial damages incurred by third parties.

Most construction projects and renovation works on properties are covered by Contractor's All Risk policies in all regions. Defects affecting the works are covered by Decennial Insurance in France and by Contractors warranties for works in other regions (an inherent defect insurance is occasionally taken out for large projects outside of France).

In addition, Unibail-Rodamco regularly arranges inspections of technical facilities that could have an impact on the environment and/or personal safety, such as fire-fighting equipment, ventilation and air conditioning systems, electric installations and elevators.

As announced in 2011, a Health and Safety annual risk assessment was implemented in 2012 for all managed assets in all regions to mitigate health and safety risks. The risk assessment is performed by an independent Health & Safety inspector. This risk assessment provides a single and comprehensive source of information on the management of sanitary/environmental risks such as water, air, lead, asbestos and Legionnaire's disease.

This organisation is part of the group-wide policy on health and safety risk management. This policy consists of group-wide rules and guidelines and is complemented at the local level by additional procedures mandated by local regulations and are the responsibility of each Regional Managing Director.

4.4. Risks Associated with Property Leasing and Ancillary Services

The marketing of assets is handled by dedicated teams with, in the case of the Office Division, additional support from leading external brokers. Targets (e.g. prices, deadlines and prospective tenants) are defined within each region in collaboration with a team at Group level and are presented to the Management Board for approval. Leases that are particularly important in terms of value or special terms and conditions (e.g. price, term, and security) must be approved in advance at Management Board level by the Chief Operating Officer (for shopping centres) or by the Chief Executive Officer (for offices).

The large number of tenants in the Group's shopping centre portfolio is varied, and thus minimises the risks associated in the event of the insolvency of any retailer. The Group's principal tenants in its office portfolio are blue-chip companies. When tenants sign their lease agreements, most are required to provide financial guarantees, such as a deposit, first-demand guarantee or surety bond equal to 2-6 months' rent. The amounts due under the lease agreements are invoiced by the Group's property management companies. In all regions, a set of procedures describes how invoicing and the recovery of rents and service charges are organised and monitored. Payments for ancillary services provided by the Convention and Exhibition division are generally received in advance, thereby reducing the risk of unpaid debts. Late payment reminders are systematically issued in respect of late payments and are monitored by local teams in each region. These teams decide on the pre-litigation or actual litigation action to be taken.

4.5. Financial risks

Sensitivity to interest rates, currency movements, liquidity and counterparty risks is monitored by the Group Treasury Department in line with the policy defined by the Group Asset & Liability Management Committee (ALM Committee). This committee has six members, including three members of the Management Board (the Chief Executive Officer, the Chief Financial Officer and the Chief Resources Officer).

The groundwork for this committee is prepared by the Group Treasury Department, which regularly provides each member with a comprehensive report on the Group's interest rate position, liquidity projections, bank covenant positions, availability under the Group's committed lines of credit, proposed (re)financing or hedging operations (if applicable), the details of any (re)financing operations or transactions (hedging operations, share buybacks, etc.) completed since the last ALM Committee meeting, and a report on counterparty risks. Currency exposure is also reviewed on an *ad hoc* basis.

The ALM Committee met three times in 2012. Throughout the year, the members of this committee received regular updates on significant changes in the financial environment, especially changes in interest rates, financing conditions, share prices or trade operations.

The Group's market trading guidelines for hedging operations and transactions involving Unibail-Rodamco shares and its transaction control guidelines are formally set out ensuring the segregation of duties between execution and control functions.

In terms of cash management, a European cash management system is in place in order to optimise the cost and the use of liquidity across the Group and to enhance the visibility of cash forecasts. This European cash management system applies to all regions.

To reduce the risk of fraud and embezzlement, the Group has implemented a secure payments procedure and has formalised the rules for opening, changing and closing bank accounts.

Unibail-Rodamco must comply with fiscal obligations resulting from REIT-regimes in the countries where it operates. These requirements are followed on a quarterly basis by dedicated specialists within the Finance Department.

4.6. Legal risks

Legal risks are monitored by the Chief Resources Officer, who oversees the deployment of the Group's legal philosophy, policies and procedures to protect the Group's interests and ensure that Unibail-Rodamco complies with the regulations that govern its operations. The legal organisation is composed of a central corporate department and regional departments which are monitored by the Group Director of Legal. These departments are charged with protecting the Group's interests in contractual matters, drawing up standard contracts and supervising litigation.

The Group employs lawyers who are specialists in jurisdictions in which the Group operates and who enlist the support of external counsel and experts as required. In all regions, the Group legal department has implemented systematic information procedures to ensure senior management at Group and regional levels is informed immediately of any new risks or of any events likely to alter the assessment of an existing risk.

Every quarter, all local legal departments provide the Chief Resources Officer and the Group Director of Legal with formal progress reports on the Group's main outstanding disputes. There is a centralised procedure for registered mail that is received at the Group's French registered office. Every day, a copy of the first page of these letters is automatically sent to the Chief Resources Officer, the Group Director of Legal and the Group Director of Internal Audit and Risk Management. An equivalent procedure has been implemented in all of the regions.

4.7. Information technology (IT) risks

The IT Department of Unibail-Rodamco is in charge of defining the IT strategy and implementing and operating the shared IT systems for the Group.

Unibail-Rodamco's information system relies on internally designed & developed software dedicated to the efficiency of assets and leases management;

- software packages from well-known IT companies such as SAP, SOPRA, CODA, and IGEL; and
- a set of data warehouses/datamarts enabling comprehensive reporting on all functions with extracting controls to guarantee data consistency and integrity.

Unibail-Rodamco's IT risk management approach is largely based on:

- Security policy: individual passwords are required to access to computers and applications. In addition, the control of access right requests ensures the security and integrity of the Group's information system;
- Change Management policy: IT development projects are monitored through dedicated status committees where planning, costs and key issues are addressed. IT developments are approved by end users;
- Business Recovery management: the regular and formalised backup of data is stored off site and ensures the recovery of the activity in the event of a failure in the information system. An outsourced data centre ensures the high availability of the mailing and treasury systems, being also a backup platform for the IT recovery system. In addition, the Group Business Recovery Plan (BRP) has been updated in 2012. This BRP provides a technical and organizational action plan in case of a major breakdown (temporary unavailability of Head Offices and\or computing infrastructures).

4.8. Risks associated with the production of financial and accounting data

Accounting systems can be a source of financial risk, particularly in the context of end-of-period accounting, the consolidation of accounts, and accounting for off-balance sheet obligations.

Accounting processes are handled by local and corporate teams using multiple information systems. Unibail-Rodamco uses manuals for accounting procedures and instructions which describe the segregation of duties between the accounting execution and the control.

Unibail-Rodamco maintains analytical accounting reporting on each property, event and exhibition which enables it to monitor the realisation of its budgets closely.

A common process and reporting template, the Quarterly Flash Report (QFR), is used. This report consists of a set of quarterly (or half-yearly) data concerning valuations, pipeline projects and operational Key Performance Indicators (KPIs), as well as financial data such as comparisons between actuals and budget, actuals year by year, and full year forecasts (Gross Rental Income, Net Rental Income, administrative expenses, etc.). Reports are prepared and checked at the regional level before being submitted to the Group Control and Consolidation departments.

Regional quarterly reports are double-checked and challenged by the Group Control Department, which analyses the KPIs as well as any discrepancies between the budget and end-of-period actuals or forecasts. Group Control establishes a Group Quarterly Flash Report which consolidates all Group KPIs, valuations and pipeline projects. The QFRs are presented to the Management Board by the country management teams of each region and the consolidated QFR is provided to the Audit Committee and the Supervisory Board.

Consolidated financial statements are produced for the Unibail-Rodamco Group The consolidation process is centralised and carried out by a dedicated team in the Group Consolidation department.

When consolidating the accounts, multiple checks are carried out, of which:

- variations in the controlling shares of subsidiaries and investments are tracked to ensure an appropriate method of consolidation;
- consolidated packages received from regions are reconciled with the QFRs;
- adjustments to consolidated figures are analysed and explained in a report;
- reports from local external auditors are analysed; and
- variation analyses related to budgets and forecasts are cross checked with Controlling.

Rules for off-balance sheet commitment recordings have been laid down in specific procedures in order to ensure that each commitment is centrally logged by the Legal Department. Commitments given and received are aggregated and brought to the attention of the Management Board and the Supervisory Board.

Group financial statements are reviewed by the Statutory Auditors before being presented and explained to the Management Board, the Audit Committee and, ultimately, to the Supervisory Board.

The appraisal of the internal control system is carried out by the Group Internal Audit Department (composed of 4 persons) which conducts regular assignments into all of the Group's business units in line with the annual audit plan approved by the Management Board and the Group Audit Committee.

Occasionally, the Chief Executive Officer or (the Chairman of) the Audit Committee may ask the Group Internal Audit Department to carry out one-off "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 Management Board and to each department which has been involved in the audit. A summary of audit findings is sent to the Audit Committee on a quarterly basis.

Unibail-Rodamco's Internal Audit Charter sets out the different missions of the audit function. To ensure it remains genuinely independent, the Internal Audit Department reports directly to the Chief Executive Officer and to the Chairman of the Audit Committee.

Statutory auditors' report,
prepared in accordance with article L. 225-235 of the French Commercial Code (code de commerce), on the report prepared by the Chairman of the Supervisory Board of Unibail-Rodamco

To the Shareholders,

In our capacity as Statutory Auditors of Unibail-Rodamco and in accordance with Article L. 225-235 of the French commercial code (*Code de Commerce*), we hereby report on the report prepared by the Chairman of your company in accordance with Article L. 225-68 of the French Commercial Code (*Code de Commerce*) for the year ended December 31, 2012.

It is the Chairman's responsibility to prepare and submit for the Supervisory Board's approval a report on internal control and risk management procedures implemented by the company and to provide the other information required by Article L. 225-68 of the French Commercial Code (*Code de Commerce*), particularly in terms of corporate governance.

It is our responsibility to:
- report on any matters as to the information contained in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information, and
- confirm that the report also includes the other information required by Article L. 225-68 of the French Commercial Code (*Code de Commerce*). It should be noted that our role is not to verify the fairness of this other information.

We conducted our work in accordance with professional standards applicable in France.

Information on internal control and risk management procedures relating to the preparation and processing of accounting and financial information

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's report in respect of internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consist mainly in:
- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of accounting and financial information on which the information presented in the Chairman's report is based and the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of accounting and financial information that we would have noted in the course of our work are properly disclosed in the Chairman's report.

On the basis of our work, we have no matters to report on the information relating to the company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the Chairman of the Supervisory Board in accordance with Article L. 225-68 of the French Commercial Code (*Code de Commerce*).

Other information

We confirm that the report prepared by the Chairman of the Supervisory Board also contains other information required by Article L. 225-68 of the French Commercial Code (*Code de Commerce*).

Neuilly-Sur-Seine and Paris-La Défense, March 14, 2013

The Statutory Auditors French Original signed by

Deloitte & Associés	Ernst & Young Audit
represented by Damien Leurent	represented by Christian Mouillon & Benoit Schumacher

This is a free translation into English of the Statutory Auditors' report issued in French prepared in accordance with Article L.225-235 of French company law on the report prepared by the Chairman of the Supervisory Board on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information issued in French and is provided solely for the convenience of English speaking readers.
This report should be read in conjunction and construed in accordance with French law and the relevant professional standards applicable in France.

Overview of valuation reports, prepared by Unibail-Rodamco's independant external appraisers

SCOPE OF INSTRUCTIONS

In accordance with your instructions we have undertaken valuations of the various freehold and leasehold property interests as at 31st December 2012 (the "valuation date") either held directly by Unibail-Rodamco (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 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 also confirm that our opinion of Fair Value has been reviewed against other valuations conducted across Europe 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.

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, March 2012 (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). We can confirm that the Market Value (as defined in the RICS Valuation – Professional Standards, March 2012) of each property is the same as Fair Value. The IVSB considers the definitions of Fair Value in IFRS to be consistent with Market Value.

DATE OF VALUATION

The effective date of valuation is 31 December 2012.

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 expenditure, financials 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

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. 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,

Christian Luft MRICS

Director
For and on behalf of Jones Lang LaSalle Limited

Bryn Williams MRICS

Director
For and on behalf of DTZ Debenham Tie Leung Limited

Marc Gerretsen

Partner
For and on behalf of PricewaterhouseCoopers Corporate Finance

Persons responsible for this document, for the financial information and for auditing the accounts

Persons responsible for the Registration Document[1]
(Document de Référence)

We confirm, to the best of our knowledge, after having taken all reasonable measures that the information contained in this Registration Document gives an accurate and fair view of the Company and the information contained within is free from any material misstatement.

We confirm, to the best of our knowledge, that 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. The Business Review section 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.

We have obtained from the Statutory Auditors their end-of-audit letter, which states that they have verified the information on the financial position of the Company and the financial statements included in this Registration Document and have read this Registration Document in its entirety.

The Statutory Auditors have issued a report on the historical financial information included in the financial section of this document.

It is reminded that, without qualifying the opinion expressed, the Statutory Auditors drew the following comment for the financial year 2010: the attention is drawn to note 1 to the consolidated financial statements that describes the changes in accounting methods applied by the Group starting 2010, and in particular the application of revised IFRS 3 – Business combinations and revised IAS 27 – Consolidated and separate financial statements.

Paris, March 19, 2013

On behalf of the Management Board

Guillaume Poitrinal
Chairman of the Management Board of Unibail-Rodamco SE

Jaap Tonckens
Chief Financial Officer

[1] The English version is a free translation of the Registration Document and does not include the Statutory accounts of the parent company.

Principal Statutory Auditors

Expiry of term of office at the General Meeting (GM) held for the purpose of closing the 2016 accounts

Ernst & Young Audit
1/2 place des saisons
92400 Courbevoie Paris La Défense 1
Christian Mouillon
Benoît Schumacher

Commencement date of the first term of office:
GM of May 13, 1975

Deloitte et Associés
185 avenue Charles de Gaulle
92200 Neuilly
Damien Leurent

Commencement date of the first term of office:
GM of April 27, 2011

Deputy Statutory Auditors

Expiry of term of office at the General Meeting (GM) held for the purpose of closing the 2016 accounts

Auditex
1/2 place des saisons
92400 Courbevoie Paris La Défense 1

Commencement date of the first term of office:
GM of April 27, 2011

BEAS
195 avenue Charles de Gaulle
92524 Neuilly-sur-Seine

Commencement date of the first term of office:
GM of April 27, 2011

Documents available to the public

The following documents are available on Unibail-Rodamco's website at www.unibail-rodamco.com:
• the registration documents in the form of annual reports, as well as their updates, which are filed at the AMF;
• the financial press releases of the Group.

Unibail-Rodamco's Articles of Association and parent company accounts may be consulted at the headquarters of the Company, 7, place du Chancelier Adenauer - 75016 Paris and on the website www.unibail-rodamco.com or obtained on demand.

Concordance table of the registration

THE TABLE BELOW SETS OUT THE PRINCIPAL CATEGORIES REQUIRED UNDER THE EUROPEAN REGULATION (CE) 809/2004.

[1] Annual and sustainable development report.

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In application of article 28 of European Regulation 809/2004 on prospectus documents, the following are included for reference purposes:

- The Business Review and the consolidated accounts for the 2010 financial year prepared in accordance with IFRS accounting standards, including reports pertaining to statutory auditors, that can be found on page 90-195, lodged at the AMF (Autorité des Marchés Financiers) no. D.11-0144 on March 17, 2011.
- The Business Review and the consolidated accounts for the 2011 financial year prepared in accordance with IFRS accounting standards, including reports pertaining to statutory auditors, that can be found on page 92-211, lodged at the AMF (Autorité des Marchés Financiers) no. D.12-0208 on March 23, 2012.

This is a free translation into English of the Registration Document[1] issued in French and filed at the AMF[2] on March 19, 2013 and is provided solely for the convenience of English-speaking users.

When consulting this document, and in the event of a conflict in interpretation, reference should be made to the original French version.

This document has been prepared by the issuer under the responsibility of its signatories.

AUTORITÉ
DES MARCHÉS FINANCIERS
AMF

[1] Excluding statutory accounts of the parent company.
[2] Autorité des Marchés Financiers (The French Stock Market Authorities).

Conception and realisation: Agence Aristophane