



UNIBAIL-RODAMCO-WESTFIELD

October 2021

Group Whistleblowing Policy

The present **Group Whistleblowing Policy** (the “**Policy**”) describes the measures taken by Unibail-Rodamco-Westfield (“URW” or “Group”) and all its subsidiaries to prevent Incidents as further defined below and to comply with the regulation attached to such a system (including the data protection regulations).

The **Group Whistleblowing Policy** was adopted by the Management Board of URW SE for the European platform scope¹ (“EU Platform”) and the Management Board of URW NV for the US Platform scope² (“US Platform”).

The **Group Whistleblowing Policy (the “Policy”)** has been developed to comply with:

- articles 6, 8 and 17 of the French Law n° 2016-1691 of December 9, 2016, called “Sapin II”;
- applicable data protection regulation in the relevant jurisdiction.

The monitoring of this Policy is under the responsibility of the Group Compliance Officer (“GCO”) in collaboration with the Compliance Officer of URW NV (“CO URW NV”) for the US Platform.

Objective

BKV-WP-1

Through this Policy, the Group aims to take measures and have adequate administrative and organizational procedures to prevent disreputable conduct by its employees, managers, directors, representatives and agents or by (third party) companies performing activities for the Group (“Business partners”).

This Policy deals with:

- detecting, investigating and recording incidents; and
- taking corrective measures as a result of Incidents.

Definition of Incidents

BKV-WP-2

Incidents are any suspected or proven violations committed by an employee or manager of the Group (or a third party/company performing activities for URW) relating to:

- a crime, offense or a serious and manifest violation of an international commitment or;
- a law or regulation, or ;
- a serious threat or harm to the general interest, or;

¹ including the Australian Head office

² including the Management Board and employees of URW NV

- **breaches to the Group Code of Ethics and the Anti-Corruption Program (ACP).**

For example, an Incident can be reported in order to alert on:

- a violation of an international convention (ex: Convention No. 182 on the Worst Forms of Child Labor of 1999);
- a violation of a local law (ex: UK Bribery Act, French, “Loi Sapin II”...);
- a crime or a fraud (ex: embezzlement, forgery, insider trading...).

Detecting Incidents

BKV-WP-3

For the EU platform, Incidents may be reported promptly by any employee, manager, director or Group representative and by any contractor to:

- his/her **manager** or;
- the **GCO** via:
 - the confidential **email** address : compliance.officer@urw.com; or
 - the **URW Integrity Line** accessible at: <https://urw.integrityline.org/index.php>.

For the US platform, Incidents may be reported promptly by any employee, manager, director or Group representative and by contractor to:

- his/her **manager**;
- the **CO URW NV** via:
 - the US compliance **hotline**: +1 20 23 81 90 16;
 - the **URW Integrity Line** accessible at: <https://urw.integrityline.org/index.php>

Business partners may promptly report Incidents to the Group Compliance Officer via:

- the confidential email address : compliance.officer@urw.com; or
- the URW Integrity Line accessible at: <https://urw.integrityline.org/index.php>

The **URW Integrity Line** is a highly secured web-based reporting platform available 24/7 from any location worldwide, in all languages spoken within the Group. The platform enables employees, Group representatives, contractors and Business partners to report any Incident, to follow-up their report and to exchange with the GCO and/or the CO URW NV **anonymously** and confidentially. The Integrity Line is procured and hosted by an independent service provider.

If an admissible Incident has been reported via another channel than URW Integrity Line, the GCO or the CO URW NV will invite the reporter to use the URW Integrity Line for the processing of the Incident. Any email or mail relating to this Incident received by other persons from the Group shall be deleted or destroyed.

Whenever an Incident is directly reported to a manager, the latter shall contact the GCO (EU platform) or the CO URW NV (US platform) as soon as possible by refraining from disclosing the information received and the identity of the person issuing the report to anyone.

Whenever the reporter discloses his contact details (for reports sent outside the URW Integrity Line) , the report will be systematically answered by the GCO or by the CO URW NV. The answer will indicate the reasonable time to examine its admissibility and the manner in which he/she is informed of the action taken on this report.

In the absence of diligence from the GCO or the CO URW NV within 10 business days and after sending a reminder, the reporter will be entitled to contact the relevant judicial or administrative local authority. Finally, in the absence of diligence from the relevant judicial or administrative local authority within 3 months, the report may be made public.

In case of serious and imminent danger or in the presence of a risk of irreversible damage, the reporter meeting all the criteria detailed in the below section may apply directly to the judicial or administrative authority.

The Group Whistleblowing Policy is optional – no sanctions may be imposed or taken against a person who has not used this process when it was entitled to do so. However, **please note that it is not tolerated to obstruct, in any way whatsoever, the transmission of a report.**

Admissibility of the report

BKV-WP-4

The report shall be described as accurately as possible. Dates, name of the person(s) and/or entities, concerned shall be provided, if possible. The reporter also provides any documents, in any form or medium, to support the report.

Admissibility of the report will be verified by the GCO or the CO URW NV within 10 business days. The reporter will then be informed of the result and following steps. Reports will be admissible only if they are initiated by a natural person associated with URW who:

- has personal knowledge of the fact and;
- acts in good faith and selflessly.

In other words, at the time the report is made, the facts reported must be in the form of a violation so that, in retrospect, the report issuer cannot be criticized for having sought to harm others. As reporting an incident is a very serious process, false reports or those intended to harm another person are not tolerated and will expose their issuer to possible sanctions or prosecution.

As a general principle, when reporting an Incident, reporters shall disclose their identity. However, anonymous reports may be admissible if the gravity of the violation is established and facts are sufficiently detailed. Anonymous reports will be subject to a preliminary analysis by the GCO or the CO URW NV with the assistance of the Local Compliance Correspondent (LCC) or the CO URW NV (US platform) if needed to determine the opportunity of its diffusion within the whistleblowing procedure.

Principles governing protection of reporters

BKV-WP-5

The Group will not discipline, discriminate or retaliate against any employee or other person who reports, in good faith, alleged information related to an incident.

The Group Whistleblowing Policy is based on the strict confidentiality of the identity of the reporter, the person(s) targeted and the information collected by the GCO, the CO URW NV or any other relevant person involved in the investigation during this phase. In this context, elements likely to identify the issuer can only be disclosed after the collection of the consent of the latter. Elements likely to identify the person targeted by the report can only be disclosed once the grounds of the report have been established. However, all elements of identification will be communicated at any time upon request of the judicial authority and without preliminary collection of the consent of the reporter.

Conducting the investigation

BKV-WP-6

The Management Board handles and empowers the GCO and/or the CO URW NV to investigate the Incident. The GCO may seek the assistance of the LCC.

The investigation has two objectives:

- establish the facts and gather sufficient evidence for further legal steps regarding (either) civil, labor or of criminal law and;
- limit the (potential) damage and restore the operations, if necessary.

The GCO or the CO URW NV (US platform) informs the reporter and the person targeted about the outcome and, if applicable the measures taken.

BKV-WP-7

The relevant Management Board may take appropriate measures as a result of an Incident in relation with the GCO or the CO URW NV. These measures aim to:

- mitigate the risk;
- reiterate guidelines and risk mitigation measures; and
- limit negative internal and external effects of the Incident.

Report to the French Authority of Financial Markets (AMF) and/or Dutch Authority of Financial Markets (AFM)

BKV-WP-8

The relevant Management Board decides if the Incident needs to (or is to) be considered as a serious Incident. To that purpose, the Management Board may use the following criteria:

- the Incident needs to (or is to) be reported to the judicial authorities; or
- the continuity of the Group is threatened; or
- the operations controlling system is failing; or
- there is a risk of serious reputation damage; or
- the impact, scope or other circumstances of the Incident taken into account, the AMF and/or AFM should reasonably be informed as supervisory authority.

BKV-WP-9

The relevant Management Board must assess if the Incident needs to be reported immediately to the AMF by the GCO and/or to the AFM by the CO URW NV.

BKV-WP-10

Before any serious Incident is reported to the AMF and/or AFM, the Chairman and Vice-Chairman of the Supervisory Board of both URW SE and URW NV shall be informed by the GCO or by the CO URW NV.

BKV-WP-11

To the extent permitted by law, the report to the AMF and/or AFM shall contain the facts and circumstances of the Incident, as well as information on the position of the involved person(s) or company that is/are responsible for the Incident. The GCO or the CO URW NV informs the AMF and/or AFM on the measures taken as a result of the Incident.

Recording Incidents

BKV-WP-12

At Group level, the GCO is responsible for the filing of the Incident, the follow-up actions, the investigation, the outcome of the investigation and the preventive and repressive measures in the Whistleblowing Register.

BKV-WP-13

Each year, the GCO, with the assistance of the CO URW NV, makes an annual Group Compliance Report on Incidents registered during the preceding 12-month period to the Group Compliance Committee, the Management Board and to the Governance & Nomination Committee of the Supervisory Board of both URW SE and URW NV.

Annex 1 - Data protection notice

This Annex describes how your personal data are processed by URW in the framework of the execution of the Policy and your rights according to the Regulation on data protection. Personal data means data that allow the direct or indirect identification of natural persons.

The URW entity in charge of the processing of personal data under the EU General Data Protection Regulation ("GDPR") is Unibail Management a Simplified joint stock company with a share capital of EUR 20 000 000 euros registered with the Paris Trade and Companies Registry under number 414 878 389 whose registered office is located at 7, place du Chancelier Adenauer 75016 Paris.

Purpose and use of Personal data

The personal data that you have given to URW in the context of the Policy are used by the data controllers to handle any Incident, through different channels, and conduct the relevant investigation as above described in the Policy.

Legal basis for the processing

URW bases the processing of the personal data on the fact that the processing of your personal data is necessary for the data controllers to meet the legal requirements (e.g. articles 6, 8 and 17 of the French Law n° 2016-1691 of December 9, 2016, called "Sapin II"; and/or any applicable local data protection regulation.

Category of personal data

Each time you report an incident the personal data that may be given to URW are the identification and contact data (name, email address, phone number, position).

In the framework of the Policy and investigation that URW shall conduct, any type of data can be reported by a reporter (such as contact data of the person targeted by the alert, reported facts, evidence gathered as part of the verification of the facts reported, record of verification operations, follow-up to the alert ...).

Retention periods

Within two months after the closure of the investigations, the GCO or the CO URW NV will pre-archived (e.g. report are kept during the limitation periods), delete or archive after anonymization any report that have not given rise to disciplinary or judicial proceedings, in accordance with the provisions in force.

When disciplinary or legal proceedings are initiated against the person implicated or the reporter of a false or defamatory report, the personal data relating to the report will be kept until the end of the procedure or pre-archived (e.g. until the end of limitation periods).

Finally, whenever a report will be considered as inadmissible as soon as it is collected because it does not meet the criteria set out above, the GCO or the CO URW NV will immediately delete or archive after anonymization the report.

Processing by third parties

To the extent of applicable to the Incident or report concerned, URW can use third parties to process your personal data (which third parties will follow its specific instructions) for the purpose of hosting and managing the web platform (service provider) and /or conduct the mandatory investigation (any judicial authority or regulatory body).

Technical measures taken for the protection of your personal data

URW take various technical and organizational measures to protect your data against unauthorized access to, alteration, disclosure, loss or any unlawful processing of personal data.

Rights with regard to personal data

In accordance with applicable laws and as further detailed below, you are entitled to exercise the rights established in the applicable data protection regulations. In particular, you have the right to access, correct your personal data which relates to you. You furthermore have the right to erase personal data and, or object to the processing of your data and to request a restriction of processing if there are legitimate grounds to do so.

To exercise these rights and/or obtain all relevant information, please contact us via e-mail at data.protection@urw.com. We will respond to your request within one month.

Feedback and/or complaints

If you have any questions or complaints, or in case of feedback on this section, you may contact us via data.protection@urw.com.

If you have a complaint about the way URW processes your data, you have the right to lodge a formal complaint with the competent data protection regulator. Thanks for first contacting URW at data.protection@urw.com, so URW can address your complaint.

Contact of the data controller and competent regulator

- Unibail Management, 7 place du chancelier Adenauer 75016 Paris
Commission Informatique et Libertés (“CNIL”), 3 Place de Fontenoy – TSA 80715, 75334 Paris Cedex 07

Annex 2 Local Specificities

Austria

Employees of Austrian subsidiaries of the Group may only report violations of another employee being employed by an Austrian company if that employee has management responsibility.

The URW entities in charge of the processing of personal data under the EU General Data Protection Regulation (each an independent Data Controller) are:

1. Shopping Center Planungs- und Entwicklungsgesellschaft mbH (FN 47701 z)
2. SCS Liegenschaftsverwertung GmbH (FN 69187 x)
3. Unibail-Rodamco Austria Verwaltungs GmbH (FN 106621 x)
4. SCS Motor City Süd Errichtungsges.m.b.H. (FN 106304 f)
5. DZ-Donauzentrum Besitz- und Vermietungs-GmbH (FN 125902 a)
6. Unibail-Rodamco Invest GmbH (FN 234088 y)
7. Shopping Center Planungs- und Entwicklungsgesellschaft m.b.H. & Co. Werbeberatung KG. (FN 6856 h)
8. Shopping City Süd Erweiterungsbau Gesellschaft m.b.H. & Co. Anlagenvermietung KG (FN 8061 f) and, as a recipient of the whistleblowing reports
9. Unibail Management a Simplified joint stock company with a share capital of EUR 20 000 000 euros registered with the Paris Trade and Companies Registry under number 414 878 389 whose registered office is located at 7, place du Chancelier Adenauer 75016 Paris

Sweden

Employees of Swedish subsidiaries of the Group may only report irregularities of another Swedish employee if that employee has a key position or other leading positions within the company or the Group.

The reported irregularities may only concern bookkeeping, audits, bribes, crimes within the bank or finance sector or other serious irregularities which concerns the company's or the company group's vital interests or individuals' life or health (e.g. serious environmental crimes, severe shortcomings in the safety at the workplace and serious forms of discrimination and harassment).