

SUPPLEMENT DATED 26 March 2013  
TO THE BASE PROSPECTUS DATED 20 JUNE 2012

**unibail-rodamco**

**UNIBAIL-RODAMCO SE**

*(incorporated in the Republic of France with limited liability)*

**RODAMCO EUROPE FINANCE B.V.**

*(incorporated in the Netherlands with limited liability)*

**RODAMCO SVERIGE AB**

*(incorporated in the Kingdom of Sweden as a public company with limited liability)*

**EURO 8,000,000,000**

**Guaranteed Euro Medium Term Note Programme**

**Guaranteed (other than in the case of Notes issued by Unibail-Rodamco) by**

**UNIBAIL-RODAMCO SE**

This supplement (the "**Supplement**") to the base prospectus dated 20 June 2012, as supplemented by the first supplement thereto dated 24 July 2012 and the second supplement dated 1 February 2013 (the "**Base Prospectus**") constitutes the third supplement to the Base Prospectus for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities as amended by the Luxembourg Law dated 3 July 2012 (the "**Prospectus Law**") and has been prepared in connection with the EUR 8,000,000,000 Guaranteed Euro Medium Term Note Programme (the "**Programme**") established by Unibail-Rodamco SE ("**Unibail-Rodamco**"), Rodamco Europe Finance B.V. ("**Rodamco Europe Finance**") and Rodamco Sverige AB ("**Rodamco Sverige**") as Issuers, and guaranteed by Unibail-Rodamco (other than in the case of Notes issued by Unibail-Rodamco). For the purposes of this Supplement, Unibail-Rodamco shall be considered as the "**Issuer**". Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement.

Application has been made to the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), as competent authority for the purposes of the Prospectus Law implementing Directive 2003/71/EC (as amended by Directive 2010/73/EU) (the "**Prospectus Directive**"), to approve this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer, having taken all reasonable care to ensure that such is the case, confirms that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility for the information contained in this Supplement accordingly.

This Supplement has been produced, with respect to the Issuer only, for the purposes of incorporating by reference the annual and sustainable development report of the Issuer for the financial year 2012 ended on 31 December 2012 in the English language (excluding (i) the declaration of the "Persons Responsible for this Document" on page 240 and the paragraph headed "Documents available to the public" found on page 241, and (ii) the concordance table, the section on documents included for reference purposes, the AMF visa and the

reference to the free translation appearing on pages 242-244) (the "**2012 Annual and Sustainable Development Report**"). The non-incorporated parts of the 2012 Annual and Sustainable Development Report are either not relevant for the investors or covered elsewhere in the Base Prospectus.

A copy of the 2012 Annual and Sustainable Development Report has been filed with the CSSF and, by virtue of this Supplement, such 2012 Annual and Sustainable Development Report is incorporated by reference in, and form part of, the Base Prospectus. Copies of the 2012 Annual and Sustainable Development Report contained therein, and of this Supplement can be obtained from the Issuer's offices and at the offices of each Paying Agent, as set out at the end of the Base Prospectus. Copies of such documents are also available on the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)) and the Issuer's website at (<http://www.unibail-rodamco.com/W/do/centre/investor-relations>).

The 2012 Annual and Sustainable Development Report is a free translation into English of the Registration Document (*Document de Référence*) issued in French and deposited with the AMF on 19 March 2013. The 2012 Annual and Sustainable Development Report has been prepared by the Issuer under the responsibility of its signatories.

To the extent that there is any inconsistency between (a) any statement in or incorporated by reference in this Supplement and (b) any statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication thereof which is capable of affecting the assessment of Notes issued under the Programme.

In accordance with Article 13 paragraph 2 of the Prospectus Law, in the case of a public offer of Notes pursuant to the Base Prospectus, investors who have already agreed to purchase or subscribe for any such Notes of the Issuer before this Supplement is published have the right, no later than 28 March 2013, to withdraw their acceptance.

The 2012 Annual and Sustainable Development Report is incorporated as set out above, in compliance with Article 5.1 of the Prospectus Directive.

The following table sets out the principal disclosure requirements which are satisfied by the information. Each page reference refers to the corresponding page in the 2012 Annual and Sustainable Development Report.

| <b>Information incorporated by reference</b>   | <b>Reference</b>  |
|--|---|
| <b>Unibail-Rodamco audited consolidated financial statements for the financial year ended 31 December 2012</b> | <b><i>2012 Annual and Sustainable Development Report</i></b>    |
| Consolidated Statement of comprehensive income: EPRA Format  | <i>2012 Annual and Sustainable Development Report, page 196</i> |
| Consolidated Statement of net comprehensive income   | <i>2012 Annual and Sustainable Development Report, page 196</i> |
| Consolidated statement of financial position   | <i>2012 Annual and Sustainable Development Report, page 197</i> |

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| Consolidated statement of cash flows                                     | <i>2012 Annual and Sustainable Development Report, page 198</i>         |
| Consolidated statement of changes in equity                              | <i>2012 Annual and Sustainable Development Report, page 199</i>         |
| Changes in share capital   | <i>2012 Annual and Sustainable Development Report, page 200</i>         |
| Notes to the Consolidated Financial Statements                           | <i>2012 Annual and Sustainable Development Report, pages 200 to 256</i> |
| Statutory Auditors' Report on the 2012 Consolidated Financial Statements | <i>2012 Annual and Sustainable Development Report, page 257</i>         |

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Prospectus Regulation.