

SUPPLEMENT DATED 14 MAY 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, the second supplement dated 1 February 2013 and the third supplement dated 26 March 2013 (the "**Base Prospectus**") constitutes the fourth 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). 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 Issuers, having taken all reasonable care to ensure that such is the case, confirm that the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import. The Issuers accept responsibility for the information contained in this Supplement accordingly.

This Supplement has been produced for the purposes of notifying investors that the amount of the Programme Size has been increased from Euro 8,000,000,000 to Euro 11,000,000,000 with effect from 12 May 2013.

Copies of this Supplement can be obtained from the Issuers' offices and at the offices of each Paying Agent, as set out at the end of the Base Prospectus. Copies of such document are also available on the Luxembourg Stock

Exchange's website ([www.bourse.lu](http://www.bourse.lu)) and the Issuers' websites at (<http://www.unibail-rodamco.com/W/do/centre/investor-relations>).

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 Issuers before this Supplement is published have the right, no later than 16 May 2013, to withdraw their acceptance.

#### **Increase of the Programme Size:**

The amount of the Programme Size has been increased to Euro 11,000,000,000 with effect from 12 May 2013. As a result of such increase, the following changes shall be deemed to have taken effect from 12 May 2013:

- on the cover page of the Base Prospectus (heading), the amount of Euro 8,000,000,000 shall be replaced by Euro 11,000,000,000;
- on the cover page of the Base Prospectus (line 6) the amount of Euro 8,000,000,000 shall be replaced by Euro 11,000,000,000;
- on page 6 (Summary – Essential characteristics of the Programme and the Notes) of the Base Prospectus, under the heading "Programme Size", the amount of Euro 8,000,000,000 shall be replaced by Euro 11,000,000,000;
- on page 30 (General description of the Programme) of the Base Prospectus, under the heading "Size", the amount of Euro 8,000,000,000 shall be replaced by Euro 11,000,000,000;and
- on pages 99, 109, 115 and 123 (Pro forma of Final Terms) of the Base Prospectus, the amount of Euro 8,000,000,000 shall be replaced by Euro 11,000,000,000.