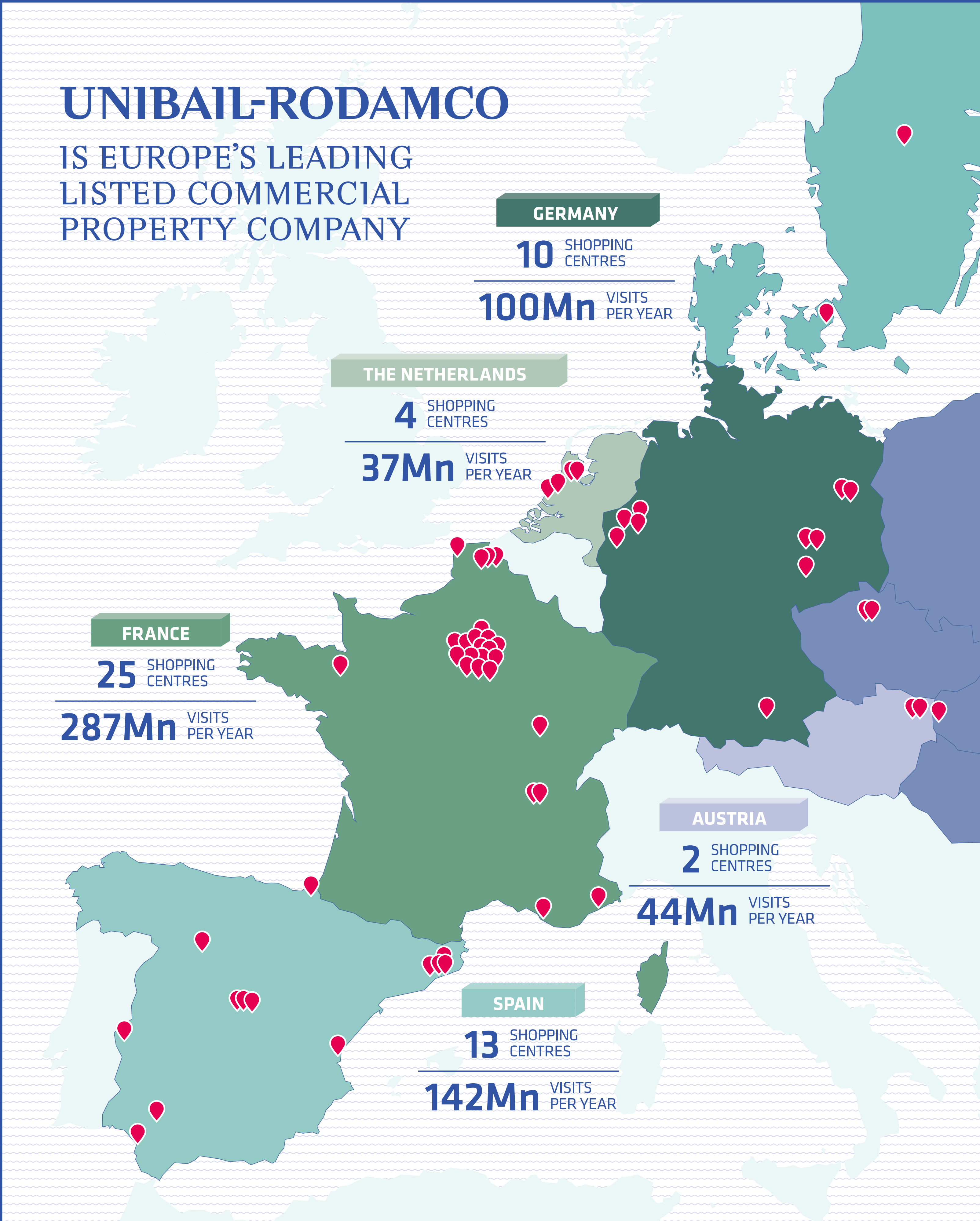
CONSISTENCY.

ANNUAL AND SUSTAINABLE DEVELOPMENT REPORT 2015

unibail·rodamco

UNIBAIL-RODAMCO

IS EUROPE'S LEADING LISTED COMMERCIAL PROPERTY COMPANY



OFFICES AND CONVENTION & EXHIBITION VENUES IN PARIS

CONVENTION & EXHIBITION
VIPARIS is a global leader in its sector and manages a portfolio of 11 unique world-class venues in Paris and the surrounding area.

OFFICES
Unibail-Rodamco focuses on large, efficient office buildings at prime locations in the Paris central business district and La Défense.

UNIBAIL-RODAMCO A SUMMARY

UNIBAIL-RODAMCO IS ACTIVE IN 3 BUSINESS LINES OF THE COMMERCIAL REAL ESTATE INDUSTRY:

DEVELOPMENT | INVESTMENT | OPERATIONS

IN 3 ASSETS CATEGORIES

SHOPPING CENTRES

OFFICE BUILDINGS

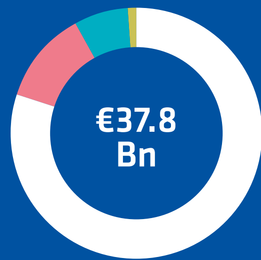
CONVENTION AND EXHIBITION VENUES

CREATED IN 1968
LISTED ON THE PARIS STOCK EXCHANGE SINCE 1972 AND ON THE AMSTERDAM STOCK EXCHANGE SINCE 1983. INCLUDED IN THE CAC 40, AEX 25 AND EURO STOXX 50 INDICES

1,996 EMPLOYEES

INCLUDED IN THE DJSI (WORLD AND EUROPE), FTSE 4 GOOD, STOXX GLOBAL ESG LEADERS, GRESB AND GLOBAL REPORTING INITIATIVE INDICES

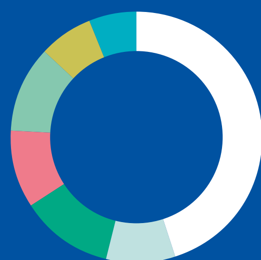
GROUP PORTFOLIO BY ACTIVITY*



- Shopping centres: **80%**
- Offices: **12%**
- Convention and Exhibition: **7%**
- Services: **1%**

**In terms of Gross Market Value as of December 31, 2015.*

SHOPPING CENTRE PORTFOLIO BY REGION*



- France: **45%**
- Central Europe: **12%**
- Nordics: **11%**
- Spain: **10%**
- Germany: **9%**
- Austria: **7%**
- The Netherlands: **5%**

**In terms of Gross Market Value as of December 31, 2015.*
Figures may not add up due to rounding.

72

SHOPPING CENTRES

97%[1] OF THE GROUP'S SHOPPING CENTRES WELCOME MORE THAN 6 MILLION VISITS PER ANNUM

777

MILLION VISITS ACROSS THE GROUP'S SHOPPING CENTRES

84%[2]

OF THE GROUP'S SHOPPING CENTRE PORTFOLIO IS BREEAM IN-USE CERTIFIED

93% OF THE GROUP'S RETAIL PORTFOLIO IS LOCATED WITHIN A 200 METRE RADIUS OF PUBLIC TRANSPORTATION

4,750,000 M² GLA

SHOPPING CENTRES, OFFICES, AND CONVENTION AND EXHIBITION CENTRES

STRONG BALANCE SHEET WITH A LOW LOAN-TO-VALUE (LTV) RATIO OF **35%**

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

€9.70[3]

DIVIDEND PER SHARE

RECURRING EARNINGS PER SHARE

€10.46

UNDERLYING GROWTH OF

+8.3%

-17%

REDUCTION IN CARBON EMISSIONS BETWEEN 2012 AND 2015

[1] *Gross Market Value as at December 31, 2015.*
[2] *In terms of m² of GLA, as at December 31, 2015.*
[3] *Subject to AGM approval on April 21, 2016.*

2015 HIGH-LIGHTS

March

MINTO

MINTO, in Mönchengladbach, Germany, attracted 1 million visits in 3 weeks. The iconic destination has 104 shops and all of the Group's latest innovations in terms of architecture, design, international brands, 4 Star services and dining.

April

A first in financing

The Group successfully placed a €500Mn ORNANE. It was the first convertible bond with a negative yield issued by a real estate company in the Euro market. The transaction was 6 times oversubscribed. The newly issued ORNANE was rated "A" by Standard & Poor's and "A+" by Fitch.

May

Euralille

Euralille, in the centre of Lille, went through an important renovation project, the first since its construction in 1994. The surrounding area is undergoing an important revival and aims at becoming a vibrant crossroad between Paris, Brussels and London. Euralille was redesigned to bring a bright and warm interior decor, with wooden flooring and lighting created by designers Fred&Fred.

June

Amstelveen

Stadshart Amstelveen was awarded the prize for "Best Shopping Centre in the Netherlands 2015" at PROVADA Real Estate Exhibition in Amsterdam. It was the second time that Stadshart Amstelveen received this biennial award based on a qualitative audit of 60 Dutch shopping centers, conducted by real-estate players CBRE, Locatus and Cyber.

June

Triangle 2

Triangle 2 was approved by the Paris Council. The 180-metre high tower, designed by world renowned architects Herzog & de Meuron, will feature 70,000m^2 of offices, a hotel, a co-working space, retail, a health care centre and a nursery.

September

Corporate Governance Grand Prix

Unibail-Rodamco received two major awards during the 2015 Corporate Governance Grand Prix organised by the financial newspaper *L'AGEFI*. The 2015 Corporate Governance Grand Prix and the 1st Prize for the good functioning of corporate bodies reflect the Group's excellence in terms of governance and the constructive and open relationship between the Supervisory Board and the Management Board.

September

2015 EPRA Financial BPR and Sustainability Awards

Unibail-Rodamco's leadership in transparency, clear financial reporting and sustainability was demonstrated by its 4th consecutive Gold Award of EPRA's Best Practice Recommendations.

2015 HIGH-LIGHTS

September

Green Star

With a total score of 89% (vs. 62% for the sector), Unibail-Rodamco received the GRESB (Global Real Estate Sustainability Benchmark) "Green Star" label for the 5^{th} consecutive year. The Group is first among European listed companies (1^{st} out of 69), and became the 2015 Global Sector Leader achieving the best result worldwide within the retail sector (1^{st} out of 123 companies).

POLYGONE RIVIERA

October

POLYGONE RIVIERA

Polygone Riviera is France's first lifestyle mall, mixing a unique shopping environment, contemporary art and leisure in the heart of the French Riviera. Exclusive and premium brands such as Reiss, Uniqlo, Forever 21, Primark and the department store Printemps are amongst those present. Introduced for the first time in Europe, The Designer Gallery™ is a unique concept with 30 original creator brands and a dedicated space for art happenings. Other features of this exceptional destination are the Dining Experience™, a 10 screen multiplex cinema, a casino, an open-air theatre and art work from internationally renowned artists.

CENTRUM CHODOV

October

1^{st} in the world

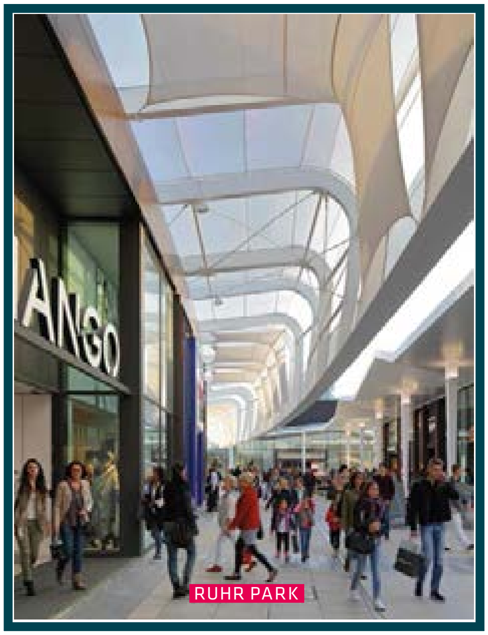
Centrum Chodov in Prague is the first mall in the world to receive a double "Outstanding" BREEAM certificate for the Asset and Building Management categories. Chodov performed particularly well in daily management, health and well-being, transport and waste management.

November

MALL OF SCANDINAVIA

Inaugurated on the 12th of November, Mall of Scandinavia attracted one million visits in only 17 days! The mall presents all of the Group's innovation in a single place. Scandinavia's largest shopping centre has been designed by renowned architect Gert Wingårdh and echoes the Nordic landscape with a spectacular ceiling replicating an aurora borealis. With 224 shops and restaurants, and a 240-metre long iconic "Flagship Avenue", the centre has already changed the face of retail in the Nordics.


MALL OF SCANDINAVIA



RUHR PARK

November

Ruhr Park

Ruhr Park has been fully refurbished and now offers a brand new extension, the "South Mall". These important extension and renovation works began in 2011. With white origami style canopies and iconic shop fronts, the newly designed shopping centre was awarded the 4 Star label.

December

COP21

Viparis welcomed the COP21, the United Nations 'Conference of the Parties', at the Parc des Expositions de Paris-Le Bourget, the largest international conference ever organised. The event, which recycled 100% of its waste and produced none, became the first event of this magnitude to receive the ISO 20121 certification.

November

Prime time!

The Group launched its first TV commercial with an Unexpected Video for the inauguration of Mall of Scandinavia.

MESSAGE

FACING A CHALLENGING MARKET, THE CONSISTENT EXECUTION OF OUR STRATEGY IS KEY TO OUR SUCCESS.

CHRISTOPHE CUVILLIER
CEO and Chairman of the Management Board

Dear Shareholders,

In 2015, despite uncertain macroeconomic fundamentals across Europe and the terrorist attacks in Paris, Unibail-Rodamco once again exceeded expectations, by building on the steps taken during the last few years to streamline and upgrade the portfolio.

The Group's recurring Earnings Per Share (EPS) came to €10.46, representing an underlying growth of +8.3% from the recurring EPS for 2014 adjusted for the impact of the disposals effected in 2014 and 2015. Last year was a very successful one for Unibail-Rodamco, driven by solid like-for-like net rental income (NRI) growth, remarkable deliveries and strong leasing activity. The Group also achieved great results in terms of financing, with its average cost of debt reaching a new record-low of 2.2%. We executed a number of firsts to refinance our debt, such as the first ORNANE with a negative yield for a real estate company in the Euro market.

Facing a challenging market, the consistent execution of our strategy is key to our success.

CONSISTENCY IN DELIVERING AND OPERATING EXCEPTIONAL PLACES

Over the course of the year, we delivered three game-changing shopping centers, which have transformed the face of retail in their respective regions: Minto (Mönchengladbach), Polygone Riviera (Cagnes-sur-Mer) and Mall of Scandinavia (Stockholm). They all drew more than 1 million visits in less than 4 weeks. Mall of Scandinavia even reached its first million visits in just 17 days, establishing a new record in the Group's history. We also delivered important renovation and extension projects, such as Ruhr Park (Bochum), Täby Centrum (Stockholm) and Euralille (Lille), with an immediate positive effect on sales and footfall.

With a scarce supply of high-quality offices in the Paris region, our "New Art Of Working" strategy proved very successful: the iconic Majunga tower in La Défense is now fully let, 18 months only after its delivery.

The Group's development pipeline now reaches €7.4 Bn, refueled in 2015 with new great projects such as the Triangle tower in Paris, the Sisters tower in La Défense or 3 Pays at the border between France, Germany and Switzerland.

The strength and positioning of Viparis Convention & Exhibition venues attract major international events. In December 2015, the COP 21, the United Nation's Global Climate Change Conference, was held at Paris Le Bourget. This international conference, the largest of its type ever organised, hosted 150 world leaders and 19,385 delegates from more than 190 countries.

Operational and financial performance go hand in hand with responsibility. In 2015, the Group reviewed its sustainability policy and increased its objectives. A further 21 of the Group's shopping centres were BREEAM In-Use certified, of which 16 rated "Outstanding".

CONSISTENCY IN ENABLING THE BEST BRANDS TO ATTRACT THE LARGEST NUMBER OF CUSTOMERS

Unibail-Rodamco's incomparable portfolio makes the Group the "must-be" partner for retailers wishing to expand in Continental Europe. We enhanced the shopping experience by launching, both in Polygone Riviera and in Mall of Scandinavia, The Designer Gallery™, our new concept dedicated to fashion, designers and art, and further extending the Dining Experience™. 8 additional shopping centres were awarded the 4 Star label in 2015. Retailers across our portfolio continued to outperform, with tenant sales increasing by +4.1%, the best increase since the merger in 2007 and comfortably exceeding the market.

CONSISTENCY IN MAKING INNOVATION THE MOTHER OF ALL BATTLES

Innovation is anything but business as usual, and we have thoroughly embedded this entrepreneurial spirit across our activities. UR Lab, the first innovation incubator in European real estate, established in 2012, launched new innovation initiatives aimed at tenants, visitors or employees. Reflecting one of our core values, "We trust our people, we empower them to dare", UR Lab created "UREKA!", the first Group-wide internal innovation challenge, with 640 ideas generated. The top three will be swiftly rolled out in the Group's shopping centres by the winning teams.

CONSISTENCY, FINALLY, IN ATTRACTING AND RETAINING THE BEST TALENT OF THE INDUSTRY

The Group's competency model, grounded in the six pillars of the UR experience, reinforces the value we place on talent, engagement and achievements, but also acknowledges the importance of managerial skills, team spirit and creativity. These pillars are the cement of our international workforce. In 2015, we definitely grew more international, fully integrating German teams and welcoming the highest number of international profiles to date in our European Graduate Program.

This annual and sustainable development report reflects the hard work and absolute commitment of our teams, which I sincerely congratulate for all the challenges they took-up in one single year. They made it happen not only because they are experts in their respective fields, but because they share the same ambition to outperform and work as one team.

We, at Unibail-Rodamco, strive to adapt, to be agile and to anticipate the evolving needs of our tenants, customers and investors. With the best shopping centre portfolio, the largest development pipeline in Europe and our robust balance sheet, the years ahead are very promising: we believe we have all the ingredients for long-term success.

Our assets are way much more than buildings, they are places where people can meet, interact, live. The creativity and perseverance of our teams will keep Unibail-Rodamco always on the move, and one step ahead!

WE RECOGNISE THAT OUR CONTINUED SUCCESS DEPENDS ON UNIBAIL-RODAMCO'S ABILITY TO GROW SUSTAINABLY AND IN A SOCIALLY RESPONSIBLE MANNER.

ROB TER HAAR
Chairman of the Supervisory Board

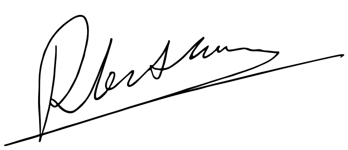
The Supervisory Board is pleased with the results achieved in 2015 which came in above expectations. At the same time, the Company maintained its very strong financial profile. All of this was accomplished despite sluggish economic growth in Europe and in the face of mounting concerns about security in public places.

The Supervisory Board is convinced that Unibail-Rodamco's long-term orientation along with its relentless commitment to improving the quality of its assets and fueling its development pipeline drives this success. Unibail-Rodamco continues to differentiate itself delivering iconic shopping centres across Europe in 2015. In offices, the skillful execution of our leasing strategy resulted in a number of fully let projects within 18 months of delivery.

We recognise that our continued success depends on Unibail-Rodamco's ability to grow sustainably and in a socially responsible manner. In 2015, Unibail-Rodamco has either met or beaten ambitious annual and five-year targets set for reduction in energy intensity, water consumption and CO_2 emissions for our overall portfolio. Progress on our sustainability efforts is an integral part of the business updates provided at Supervisory Board meetings.

The Supervisory Board welcomed two new female members in 2015 re-enforcing its diverse mix of experience, expertise and backgrounds. We continued to utilize the annual self-assessment as a means to strengthen our functioning. The 2015 self-assessment concluded that the current corporate governance structure and arrangements are functioning well and that there is a good level of overall participation and contribution of each member. We also identified points of improvement in process and procedure that have already begun to take form in 2016.

The productive relationship between the Supervisory Board and the Management Board enables open discussion of the Group's strategy and risk management. Once a year, the Supervisory Board and the Management Board take the opportunity to conduct an Offsite Strategy Retreat. In 2015, the Supervisory Board and the Management Board visited various Group assets in Germany and discussed the Group's corporate and financial strategy, IT and harnessing the internet to further differentiate the Group's assets and bolster the relationships with both customers and tenants. The Supervisory Board is confident in the Group's remarkable leadership which continues to differentiate, innovate and create lasting value. None of this would be possible without the commitment and combined talent of the entire Unibail-Rodamco team. In recognition of this, the Supervisory Board dedicated much time and attention on people development, diversity and succession planning as our talent is the foundation of our future growth.



GOVERNANCE

JEAN-MARIE TRITANT
Chief Operating Officer

JAAP TONCKENS
Chief Financial Officer

ASTRID PANOSYAN
Chief Resources Officer

CHRISTOPHE CUVILLIER
CEO and Chairman of the Management Board

MANAGEMENT BOARD

The Management Board is chaired by Christophe Cuvillier. The MB's duties include developing and carrying out the Group's strategy within the approved risk profile approved by the Supervisory Board, 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 MB operates under its own Charter and is overseen by the SB.

OLIVIER BOSSARD
Chief Development Officer

FABRICE MOUCHEL
Deputy Chief Financial Officer

ROB TER HAAR
Chairman of the Supervisory Board

FRANÇOIS JACLOT
Vice Chairman of the Supervisory Board

JEAN-LOUIS LAURENS

MARY HARRIS

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. SB 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 31/12/2015 all members are independent according to criteria defined in the Supervisory Board Charter, based on the AFEP-MEDEF French Corporate Governance Code criteria.

JACQUELINE
TAMMENOMS BAKKER

YVES LYON-CAEN

DAGMAR KOLLMANN

FRANS J.G.M. CREMERS

ALEC PELMORE

SOPHIE STABILE

JOSÉ LUIS DURAN


MALL OF
SCANDINAVIA

FINANCIAL PERFORMANCE

THE BEST IS STILL TO COME

Unibail-Rodamco's consistently strong performance is the result of a long-term vision based on one ambition: owning, developing and operating the best shopping centres in Europe. We have streamlined our retail portfolio to concentrate on the largest malls in the best European cities. From 2009 to 2015, the number of retail assets owned by the Group decreased from 147 to 72, whilst the Gross Market Value per shopping centre went from €172Mn to €450Mn. Over the same period the average footfall per shopping centre rose from 7.9 to 10.8 million visitors.

Each asset is rigorously assessed annually through our 5-year business plan process, giving us a clear idea on where to create value. Today, 97% of the Group's retail portfolio is made up of large, leisure and retail destinations which attract at least 6 million visits a year. The quality of these malls has made them indispensable places for retailers. They also generate rental growth significantly above the market average.

Consequently, the Group is not a proxy for the macroeconomic situation in any of its regions. No matter the climate, retailers will always want to be in the best locations to interact with the greatest number of customers and offer a memorable experience. This interaction cannot be replicated online.

We also focus intensively on the future by delivering the next generation of assets which address the evolving demands of our customers. We only invest where our risk-adjusted returns will meet our demanding hurdle rates, thus creating long-term shareholder value through our development pipeline.

NO MATTER THE CLIMATE, RETAILERS WILL ALWAYS WANT TO BE IN THE BEST LOCATIONS TO INTERACT WITH THE GREATEST NUMBER OF CUSTOMERS AND OFFER A MEMORABLE EXPERIENCE.

Unibail-Rodamco's excellent proven track record is the result of a clear strategy, and asset rotation and investment activities drive performance through the continuous improvement of the portfolio. It is this relentless consistency which has made Unibail-Rodamco the undisputed leading listed European commercial property company.

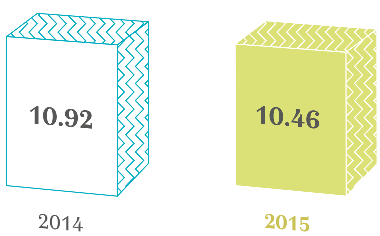
JAAP TONCKENS,
Chief Financial Officer

	FY-2015	FY-2014	GROWTH	LIKE-FOR-LIKE GROWTH
NET RENTAL INCOME (IN €MN)	**1,453**	1,465	-0.8%	**+3.2%**
Shopping Centres	1,177	1,192	-1.3%	+3.9%
France	549	629	-12.7%	+2.6%
Central Europe	148	141	+5.1%	+5.4%
Spain	147	146	+1.2%	+7.6%
The Nordics	106	97	+9.2%	+8.7%
Austria	92	88	+4.4%	+4.4%
The Netherlands	67	72	-7.1%	-1.7%
Germany	67	19	n.m	n.m
Offices	170	172	-1.2%	-2.9%
Convention & Exhibition	105	100	+5.1%	+5.3%
Recurring net result (in €Mn)	**1,030**	1,068	-3.5%	
Recurring EPS (in € per share)	**10.46**	10.92	-4.2%	
Underlying Growth[(1)]			**+8.3%**	

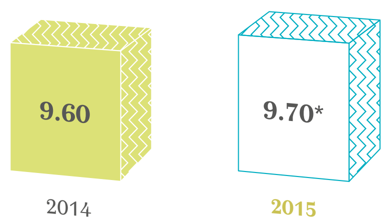
	FY-2015	FY-2014	GROWTH	LIKE-FOR-LIKE GROWTH
TOTAL PORTFOLIO VALUATION (IN €MN)	**37,755**	34,576	+9.2%	+6.0%
Going Concern Net Asset Value (in € per share)	**186.70**	166.30	+12.3%	
EPRA triple Net Asset Value (in € per share)	**169.90**	151.20	+12.4%	

Figures may not add up due to rounding.
(1) 2014 recurring EPS adjusted for the impact of (i) the disposals in 2014 (-€1.15) and (ii) the further disposals effected in 2015 (-€0.11).

RECURRING EPS
(in € per share)



DIVIDEND PER SHARE
(in €)



**Subject to the approval of the Annual General Meeting on April 21, 2016.*

EPRA PERFORMANCE MEASURES

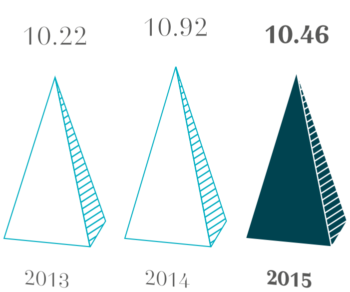
Unibail-Rodamco complies with the Best Practice Recommendations (BPR) established by EPRA, the representative body of the publicly listed real estate industry in Europe. These recommendations, which focus on the key measures of the most relevance to investors, are intended to make the financial statements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

1

EPRA EARNINGS

(in euros/share)

Recurring earnings from core operational activities.

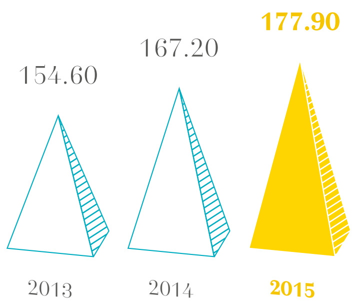


2

EPRA NET ASSET VALUE (NAV)

(in euros/share)

Net Asset Value adjusted to include properties and other investment.

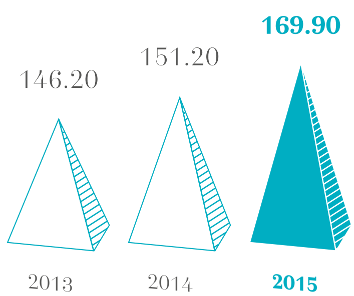


3

EPRA NNNAV

(in euros/share)

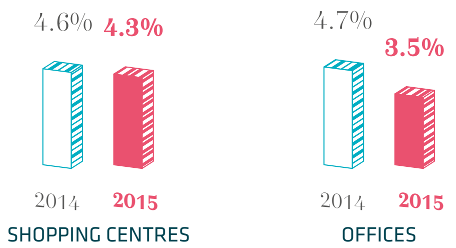
EPRA NAV adjusted to include the fair values of (i) financial instruments, (ii) debt and (iii) deferred taxes.



4.i

EPRA NET INITIAL YIELD (NIY)

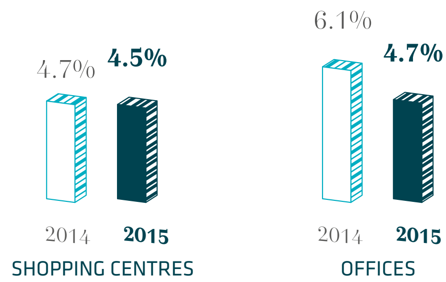
Annualised rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the gross market value of the property.



4.ii

EPRA 'TOPPED-UP' NIY

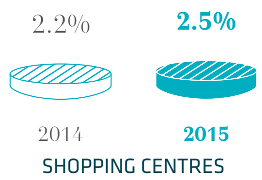
This measure incorporates an adjustment to the EPRA NIY in respect of the expiration of rent-free periods (or other unexpired lease incentives such as discounted rent periods and step rents).



5

EPRA VACANCY RATE

Estimated Market Rental Value (ERV) of vacant space divided by ERV of the whole portfolio.

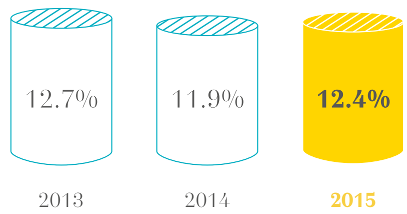


6

EPRA COST RATIO

(excluding direct vacancy costs)

It is calculated as EPRA costs as a percentage of gross rental income less ground rent (including share of joint venture gross rental income less ground rent).



7

SHOPPING CENTRE ENERGY INTENSITY

(kWh/visit lfl)*

The indicator refers to the total amount of direct and indirect energy used by renewable and non-renewable sources in a building over a full reporting year, normalised by an appropriate denominator.

8

GREENHOUSE GAS (GHG) INTENSITY FROM SHOPPING CENTRE ENERGY CONSUMPTION

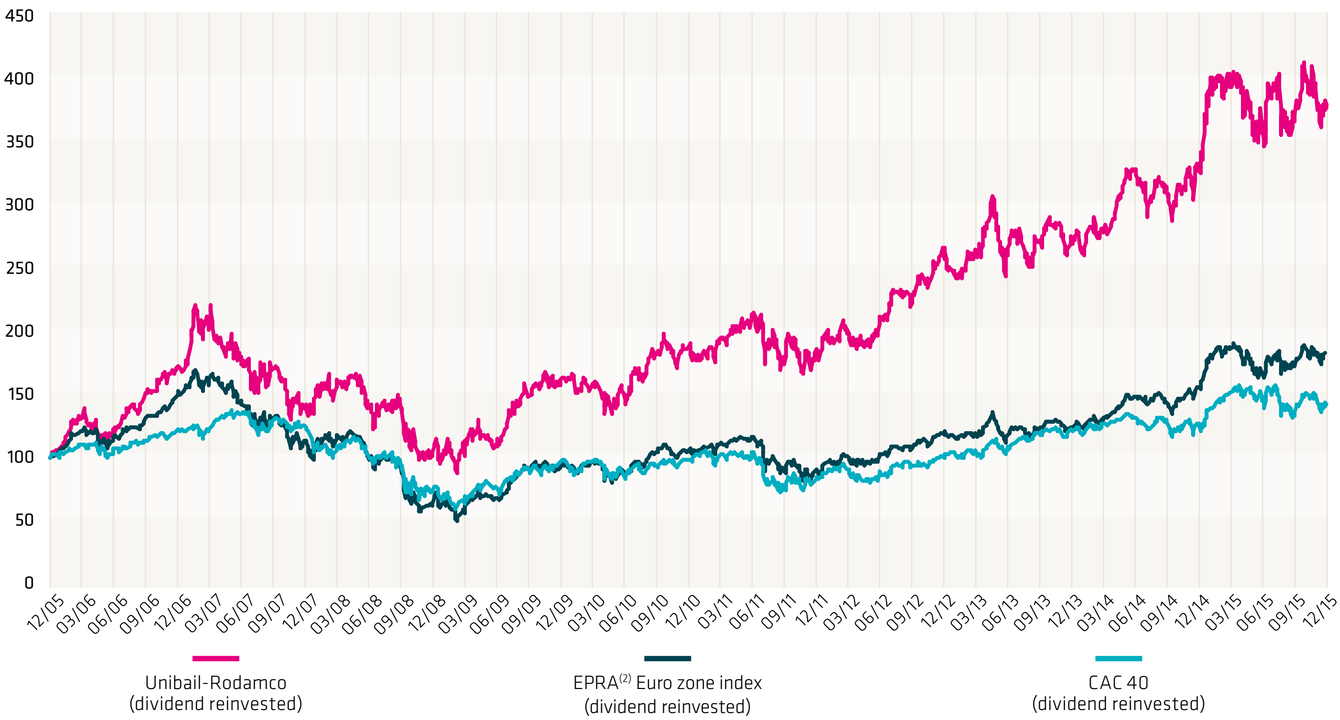
(kg CO_2 e/visit lfl)*

The indicator refers to the total amount of direct and indirect GHG emissions generated from energy consumption in a building over a full reporting year, normalised by an appropriate denominator.

*See all EPRA SBPR KPIs on pages 133-136 of the 2015 Financial Report.

SHAREHOLDER'S REPORT
STOCK MARKET PERFORMANCE AND SHAREHOLDING STRUCTURE

RELATIVE PERFORMANCE OF UNIBAIL-RODAMCO'S SHARE
(rebased to 100 as at December 30, 2005)



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 December 31, 2015, the Group had a market capitalisation of €23.1 billion. On February 8, 2010, Unibail-Rodamco entered the Dow Jones Euro Stoxx 50 Index. 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 December 31, 2015, 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%[1], include APG, BlackRock Advisors (U.K.) and Northern Cross.

SHARE PRICE PERFORMANCE

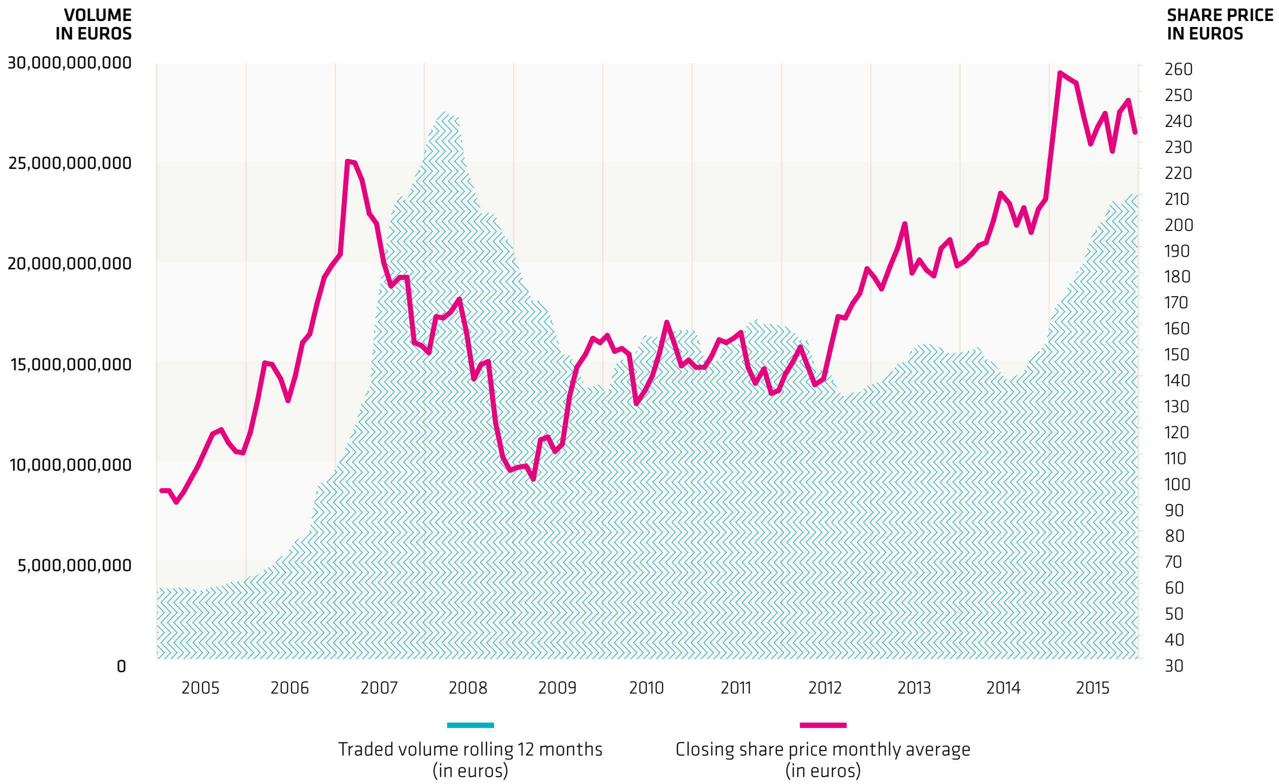
Shareholder value creation is measured by Total Shareholder Return (TSR). TSR indicates the total return obtained through ownership of a share over a given period of time. It includes dividends (or any other distribution) paid and any change in the company's share price. Annualised TSR for Unibail-Rodamco shares with dividends (or any other distribution) reinvested amounted to 14.1% per annum over a 10-year period between December 30, 2005, and December 31, 2015, compared with 3.5% for the CAC 40 index and 6.2% for the EPRA[2] property investment companies' performance index (Euro zone).

[1]Based on latest ownership threshold disclosures received.
[2]European Public Real Estate Association (www.epra.com). TSR for EPRA Euro Zone index is calculated with gross dividend reinvested.

"Innovative financing operations executed in the best timing allowed Unibail-Rodamco to further reduce its cost of debt to a record rate of 2.2% in 2015, against 2.6% in 2014. Extending the maturity of the Group's debt and increasing available credit lines ensure the Group masters its cost of debt in the years ahead."

Fabrice MOUCHEL, Deputy Chief Financial Officer

TRADED VOLUME ROLLING OVER 12 MONTHS (IN EUROS) & CLOSING SHARE PRICE MONTHLY AVERAGE (IN EUROS)



TRADED VOLUMES

In 2015, the number of shares traded increased to an average daily volume of ca. 377,000 shares compared to 309,000 shares in 2014. The average daily traded capitalisation increased to €92.2 million in 2015, compared to €62.4 million in 2014.

2016 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 21, 2016, the Management Board will propose a distribution of €9.70 per share for the 2015 fiscal year, representing a pay-out ratio of 93%.

Subject to approval from the Annual General Meeting, shareholders will be paid:

- €8.89 per share in cash paid from Unibal-Rodamco's tax exempt real estate activities (the "SIIC dividend")[3] and
- €0.81 per share in cash paid from the Group's non-tax exempt activities (the "non SIIC dividend")[4].

The dividend for the year 2015 will be paid in the year 2016 according to the following schedule:

- Payment of an interim dividend of €4.85 on March 29, 2016 (ex-dividend March 23, 2016); and
- Payment of a final dividend of €4.85 on July 6, 2016, subject to approval by the General Meeting (ex-dividend July 4, 2016).

INVESTOR AND SHAREHOLDER RELATIONS CONTACTS

www.unibail-rodamco.com

INVESTOR RELATIONS:

Tel: +33 (0)1 53 43 73 13
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

[3] *The dividend, which corresponds to the distribution obligation related to the SIIC regime, will be subject to withholding tax (applying collective investment (UCI) French and international) and will not benefit from the allowance of 40% for physical shareholders domiciled in France.*
[4] *The dividend "non SIIC" will not support the withholding tax applicable to mutual funds and benefit from the allowance of 40% for individual shareholders domiciled in France for tax.*

ANTICIPATING CUSTOMER DEMANDS

Jean-Marie TRITANT
Chief Operating Officer, Unibail-Rodamco

Stéphane HUGON
PhD in sociology, founder of Eranos

INVENTING THE FUTURE OF RETAIL

The evolving needs of customers are shaping the retail landscape of tomorrow. Exceeding customer expectations is the only way to create a spectacular shopping experience.

Jean-Marie TRITANT

Unibail-Rodamco's teams work hard to anticipate customer demands and make sure a visit in the Group's shopping centres is enjoyable, memorable and unique. An important emphasis is given to identifying unpleasant stages in the customer journey, whether finding a parking space or navigating around the mall. By identifying these pain points, we have been able to empower our customers with digital initiatives, to develop a set of premium services, and to continue to roll-out and improve a number of customer-centric concepts.

Differentiation in our tenant mix enables our customers to enjoy the best or most promising retailers. By creating spectacular destinations, we allow brands to build the most compelling stories, further improving the customer experience. These are win-win relationships.

We have also anticipated the evolving role of shopping centres beyond retail. Our shopping centres are now social spaces.

We have also anticipated the evolving role of shopping centres beyond retail. Our shopping centres are now social spaces, offering culture, art, entertainment, dining and the chance to simply hangout. Only physical spaces can cater to this evolution, no surprise then that our malls welcomed 777 million visits in 2015.

Stéphane HUGON

European society is witnessing one of its biggest transformations since the postwar period. In less than a generation, we have seen a shift in the role of social spaces, to become more welcoming and cater towards learning and education, play and leisure, and even ethics and collective action.

People aspire to relate and interact with others while consuming.

Today, consumption is increasingly responsible for aspirations that go beyond utility and pleasure. People aspire to relate and interact with others while consuming. Shopping centers are thus melting pots of activities and collective experiences, for which consumption is the fuel. Today, consumption builds a link between activities that were thought to be distinct, such as work and sport in the USA, or dining and contemporary art in China.

The French anthropologist Claude Lévi-Strauss once described trade as being composed of three fundamental dynamics: an exchange of goods and services, an exchange of words, and an exchange of love. Hence, a shopping centre can no longer be described solely from a utilitarian point of view, as, more than ever, consumption has become a collective experience.

THE OBSERVATORY OF SHOPPING: GETTING INSIDE A SHOPPER'S MIND

For the third year in a row, Unibail-Rodamco has teamed up with IPSOS* to survey more than 2,000 French customers to understand the long-term trends which will shape the retail industry tomorrow.

This 3rd edition has cemented the Group's vision: **a shopping centre is now a creator of social bonds, a multifunctional space, where the aim is to share, discover and enjoy new experiences with friends and family.**

**IPSOS is a global market research company, the only that is still controlled and operated by market researchers.*

3 MAJOR TRENDS FOR THE NEXT DECADE

1 Time is of the essence: shoppers want access to fast and personalized information.

Whether through a personal assistant or technology, tailored information will play a central role in tomorrow's retail landscape.

63% would like to try a selection of products at home before making a choice.

53% would like to receive personalized information from a shop assistant.

56% believe that, ten years from now, it will be possible to buy clothes simply by scanning a flash code in a shop window.

62% would like to have the possibility to try on clothes virtually.

Click & Services at Les Quatre Temps includes a pick-up service of goods ordered online, with the possibility to try on the clothes in a carefully designed area.

56% think it is a good idea to collect their shopping from lockers found on their way.

Uniqlo has already developed a "Magic Mirror" in Japan which allows customers to virtually try on different garments.

2 Shopping is an experience based on sharing.

39% of customers aged between 16-24 would like to be able to geolocate their friends whilst shopping.

73% of men shop in the company of someone.

65% of women shop in the company of someone.

73% of customers would like their shops to have a dedicated space to relax and enjoy a beverage.

Unibail-Rodamco launches Meet My Friends.

SEE PAGE 46

3 Beyond shopping.

A shopping experience is best when retail, food, leisure, entertainment and culture are found in a single space.

70% of the people surveyed in France expect their malls to also be lively leisure destinations.

Unibail-Rodamco's Dining Experience™.

SEE PAGE 42

UR LAB, A MISSION TO INNOVATE

Launched in 2012, with a mission to foster a culture of innovation across the Group, **UR LAB** develops the best products and services for our customers, partners and employees.

The 4 Star Label
Smart Park, Click & Services
Meet My Friends, Unibench

SEE PAGES 44-45

Destinations
The Dining Experience™, Fresh!, The Designer Gallery™

SEE PAGES 42-43

CUSTOMERS

INNO

UR LAB TRANSFORMS IDEAS INTO INNOVATION

VATION

PARTNERS

Inno Partners
Digital Dream, Connect 2.0,
The New Art Of Working

EMPLOYEES

UR Inside
Ureka!, UR Innovation Campus,
Keynotes, Pitch & Deal

SEE PAGES 34-35

The UR Experience
UR Academy, Turan,
Mercury+, UR Mall

SEE PAGES 62-63

OPEN INNOVATION

THE BIG PICTURE

Innovation is meant to be shared. Building a collaborative community is a great experiment which allows Unibail-Rodamco to retain its competitive advantage.

PITCH & DEAL

Pitch & Deal was launched in June 2014 to foster collaboration between Unibail-Rodamco and a vibrant ecosystem of start-ups.

Every month, 3 start-ups pitch their ideas in front of the Group's employees, including top managers. The most promising start-ups walk away with a deal.

ALREADY A FEW SUCCESS STORIES!

- **Instaply:** a text messaging customer service application that was first launched in Les 4 Temps and later integrated into the shopping centre apps of Aéroville, Polygone Riviera and Mall of Scandinavia.
- **Pitchy:** a website that helps create videos simply! A contract was signed with the UR Academy. The start-up is currently accommodated in UR Lab, the Group's innovation incubator.
- **Mains Lib':** free lockers for motorbike helmets. A pilot was launched at Les 4 Temps.

IN 2015:

27 PITCHES

9 START-UPS SIGNED WITH THE GROUP

KEYNOTES

Conferences with leading experts on a wide range of topics to discuss, debate and analyze the trends which will influence the world tomorrow. Open to all Group's employees, they inspire a fresh take on innovation.

Some of the hottest topics in 2015: GAFA's influence (Google, Apple, Facebook and Amazon), Building Information Modeling (BIM), Urban Farming and COP 21.

9^{th} edition of the Grand Prize of Young Retail Entrepreneurs

REWARDING INNOVATIVE AND AMBITIOUS RETAIL CONCEPTS IMAGINED BY YOUNG FRENCH ENTREPRENEURS

Grand Prize *(store)*
€1Mn

PERSILLÉ, a hybrid concept combining a butcher's shop and a restaurant offering fresh products coming from local farmers in France.

€1,350,000

THE MOST IMPORTANT PRIZE FOR YOUNG ENTREPRENEURS IN FRANCE.

Découverte Prize *(pop-up store)*
€175,000

GLACES GLAZED reinvents the ice-cream experience in a rock 'n' roll atmosphere, with unconventional flavours such as "A Clockwork Orange".

Boutique.com Prize *(pop-up store)*
€175,000

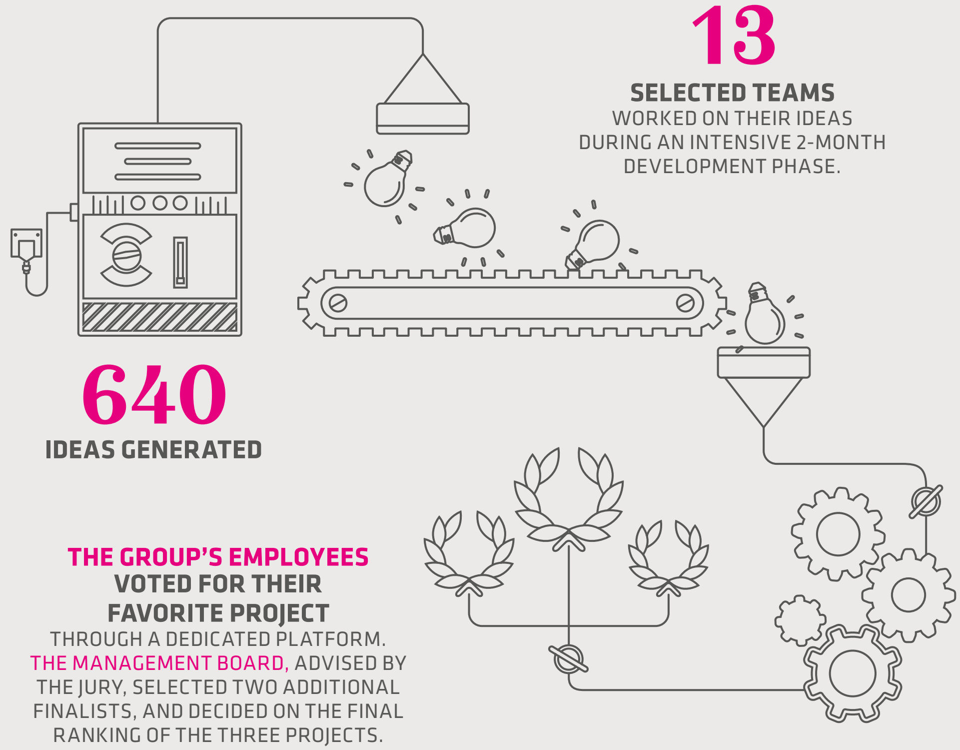
BLOOMIZON is the first personalized vitamin program that delivers people's exact needs in micronutrients, in custom-sized capsules.

INNOVATION AS A CORPORATE CULTURE

Unibail-Rodamco has placed innovation at the heart of day-to-day work life, with the belief that the Group's teams are uniquely positioned to understand and anticipate customer demands.

UREKA!

THE GROUP'S FIRST INTERNAL INNOVATION CHALLENGE



A "LEARNING EXPEDITION" TO SILICON VALLEY FOR THE WINNING TEAM.

FIRST PRIZE

CLICK & EAT, IMPROVING THE DINING EXPERIENCE™

A natural evolution of the Dining Experience™ and 4 Star Label, Click & Eat develops a mobile application functionality to order food from the restaurants in the Group's shopping centres and pick up an order upon arrival – without having to wait in line.

SECOND PRIZE

UR DELIVERY, FOSTERING OUR COMMITMENT TO SUSTAINABILITY

UR Delivery aims to develop an advanced solution to concentrate and facilitate deliveries in inner-city shopping centres. Instead of delivering goods directly to the centre for each small shop, polluting trucks stop at a remote warehouse hub and a green shuttle (electric or hybrid-powered truck) finishes the journey.

THIRD PRIZE

STEPPOWER, A STEP FORWARD TO POWER CONTROL

StepPower, a technology of electric tiles implemented in the floor, uses the kinetic energy of footsteps brought by our visitors and transforms it into electric energy.

EMPOWERING PEOPLE

THE INNOVATION CHAMPION GRADUATE PROGRAM (ICGP)

Putting innovation at the heart of work life, the Innovation Champion Graduate Program is a part-time program, allowing team members to dedicate up to 25% of their time to innovative projects. An Innovation Champion receives specific training from UR Academy and is coached by UR Lab.

THE INNOVATION TRACK

The Innovation Track is a full-time program. Analysts and junior associates integrate UR Lab for 6 to 9 months on projects they have selected. Employees on the Innovation Track have direct access to the best global consultants and experts.

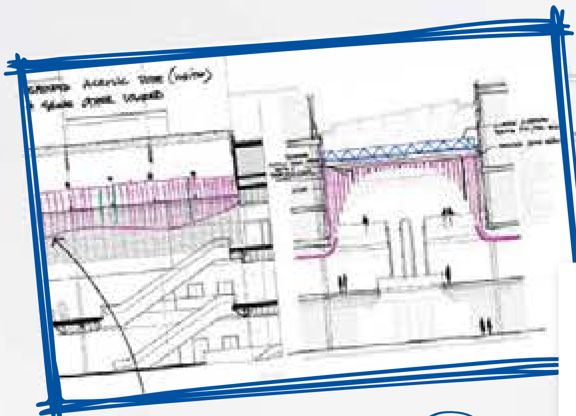

PRINTEMPS
PRINT

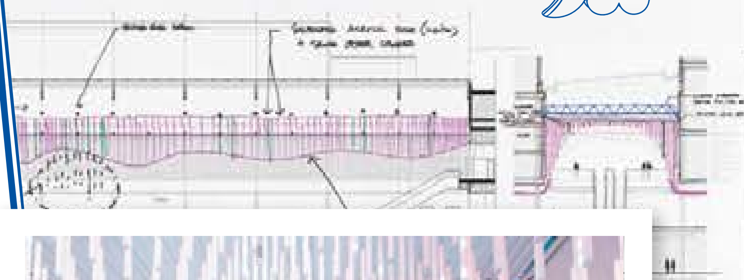
BUILDING UNIQUE DESTINATIONS

CONCEPT Studio unibail·rodamco

ICONIC PLACES

The Concept Studio, the Group's in-house Artistic Direction team, creates spectacular places, by elaborating guidelines for the definition, design and development of innovative retail concepts.





IDEA

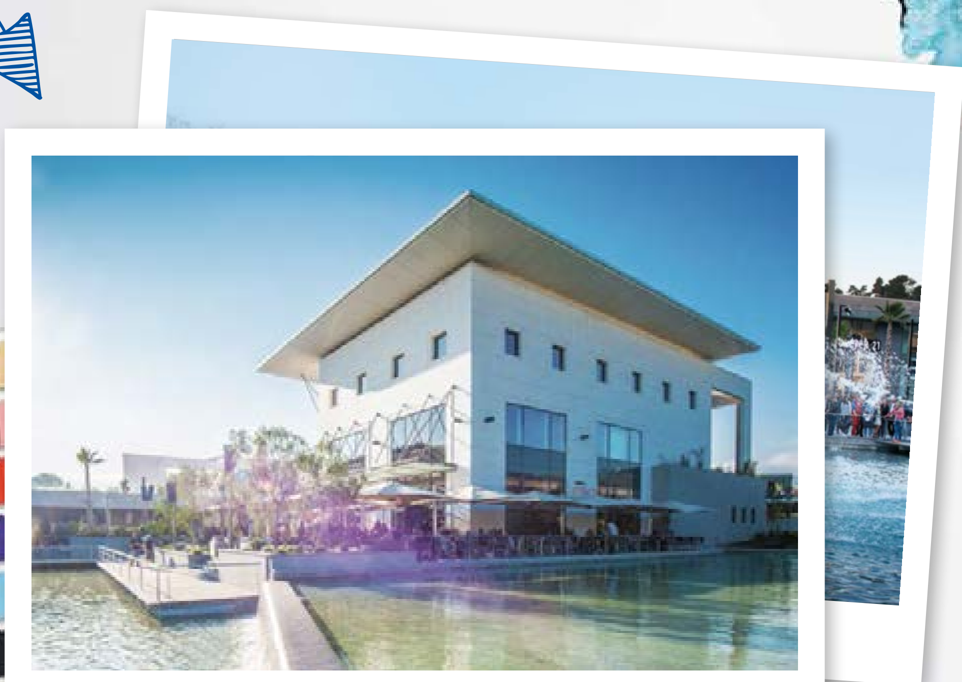
IMPROVING THE CUSTOMER JOURNEY IN MALL OF SCANDINAVIA'S DINING PLAZA

Working hand in hand with architects and interior designers, the Concept Studio added movement and dynamism to the Dining Plaza with a spectacular ceiling inspired by Aurora Borealis.

MALL OF SCANDINAVIA

DESIGN IN HARMONY WITH ITS SURROUNDING ENVIRONMENT

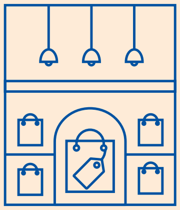
At Polygone Riviera, the Concept Studio advised the design of La Terrasse café, located on the emblematic fountain square, so as to be fully integrated into its surroundings.



POLYGONE RIVIERA

EXCEPTIONAL RETAILERS

The Group's unrivalled portfolio of prime shopping centres across Europe attracts the world's most successful and innovative retail concepts.



IN 2015

A rotation rate of 13.2% exceeded the Group's objective of at least 10% for each shopping centre, ensuring customers are always offered the best retail mix.

MINIMUM GUARANTEED RENT UPLIFT OF

+20.2%

IN LARGE MALLS*
VS. 2014

1,367

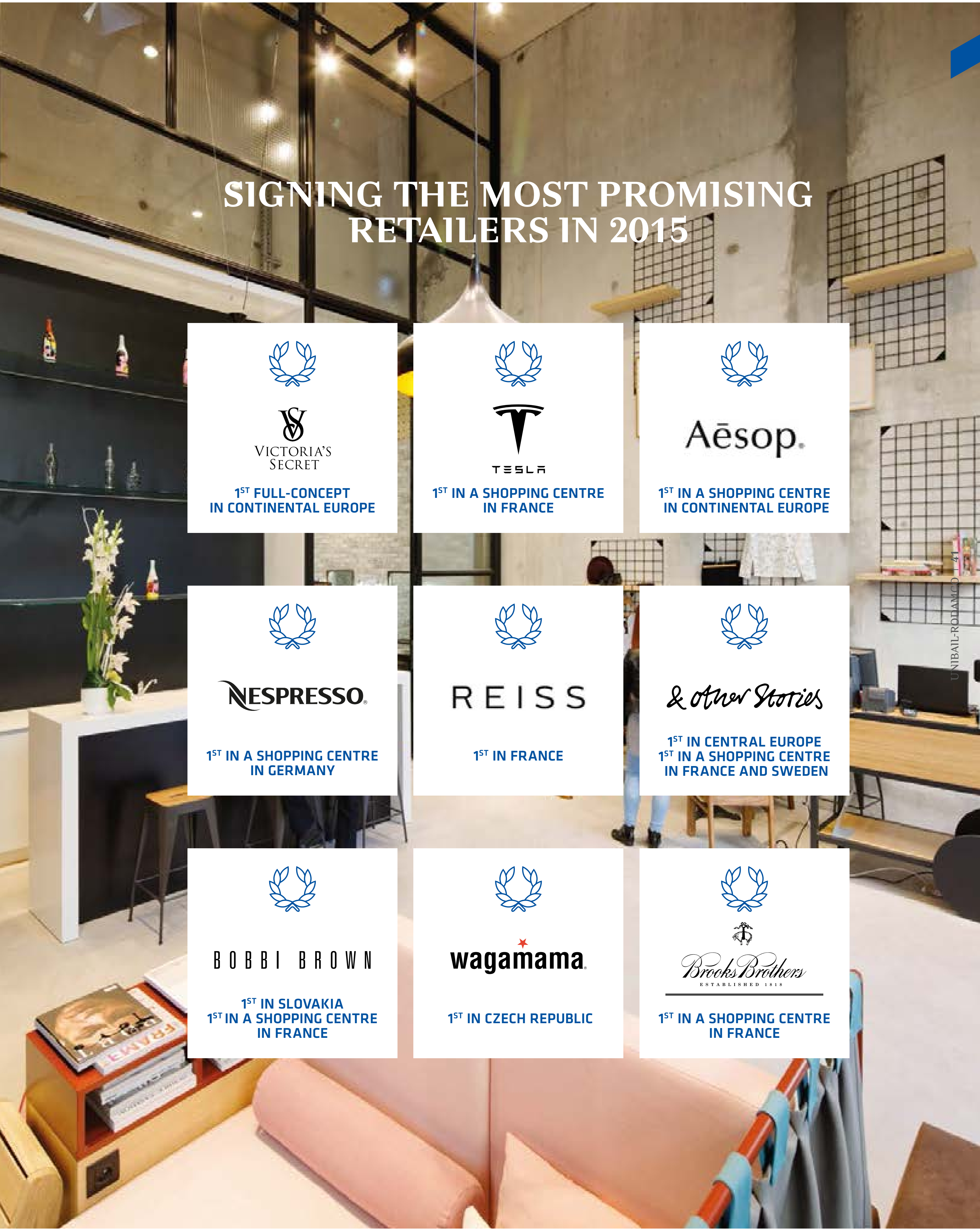
LEASES SIGNED

196

LEASES WITH INTERNATIONAL PREMIUM RETAILERS**

AN INCREASE OF +15.3%
VS. 2014

** Large malls: standing shopping centres with more than 6 million visits per annum.*
*** IPR: retailer with strong and international brand recognition, and a differentiating store design and product approach, which may increase the appeal of the shopping centres.*



SIGNING THE MOST PROMISING RETAILERS IN 2015

Victoria's Secret
1ST FULL-CONCEPT IN CONTINENTAL EUROPE

Tesla
1ST IN A SHOPPING CENTRE IN FRANCE

Aēsop.
1ST IN A SHOPPING CENTRE IN CONTINENTAL EUROPE

Nespresso.
1ST IN A SHOPPING CENTRE IN GERMANY

REISS
1ST IN FRANCE

& Other Stories
1ST IN CENTRAL EUROPE
1ST IN A SHOPPING CENTRE IN FRANCE AND SWEDEN

BOBBI BROWN
1ST IN SLOVAKIA
1ST IN A SHOPPING CENTRE IN FRANCE

wagamama
1ST IN CZECH REPUBLIC

Brooks Brothers ESTABLISHED 1818
1ST IN A SHOPPING CENTRE IN FRANCE

NEW CONCEPTS

THE DINING EXPERIENCE

MAKING DINING A DESTINATION

The Dining Experience™ places dining at the heart of the customer experience, by offering customers the best and most innovative food concepts in a spectacular setting.

A PERFECT MIX OF THE BEST LOCAL RESTAURATEURS AND ESTABLISHED INTERNATIONAL DINING CONCEPTS

CHIPOTLE MEXICAN GRILL

LE PAIN QUOTIDIEN

VAPIANO®

wagamama

AN EXPERIENCE THEATRE WITH A DEDICATED PROGRAM OF EVENTS

30%

of consumers visited shopping centres with the sole intention of eating and drinking*.

**Survey by CBRE, "Shopping centres are the preferred place to eat and drink across EMEA," conducted by IPSOS, in June 2015, on 22,000 consumers.*

During The launch of the Dining Experience™ at Les 4 Temps, customers enjoyed an interactive cooking show by famous French two-star Michelin chef Thierry Marx.

IN 2015, 4 ADDITIONAL SHOPPING CENTRES FEATURE THE DINING EXPERIENCE™

Les 4 Temps (Paris region), Polygone Riviera (Cagnes-sur-Mer), Mall of Scandinavia (Stockholm) and Splau (Barcelona).

THE *Designer* GALLERY

ASPIRATIONAL AND YOUNG BRANDS, GREAT DESIGN AND PREMIUM SERVICES

The Designer Gallery™ is a contemporary space, inspired by magazines and concept stores, which takes customers on a journey through fashion and art. In 2015, The Designer Gallery™ was inaugurated in Polygone Riviera (Cagnes-sur-Mer) and Mall of Scandinavia (Stockholm).

DEDICATED SPACE FOR PREMIUM SERVICES, ART, CULTURE AND FASHION

The design and the layout of each brand have been carefully chosen to offer a theatrical environment. A variety of unique services such as a personal shopper, changing rooms and refreshments.

EVIAN HAS EXCLUSIVELY CHOSEN THE LOUNGE OF THE DESIGNER GALLERY™ in Mall of Scandinavia to unveil its 2016 limited edition bottle, designed by Alexander Wang.

ASPIRATIONAL BRANDS

Aēsop

& other Stories

Filippa K

REISS

TED BAKER LONDON

A CHIEF EDITOR IN CHARGE OF CURATING THE DESIGNER GALLERY™

The Chief Editor guides the latest industry trends into the hands of the consumers, identifying avant-garde designers to come and showcase their art at The Designer Gallery™, as well as organising regular events at the Lounge.

POLYGONE RIVIERA	MALL OF SCANDINAVIA
Grand Playground, the first concept store to specialise in pop-up stores, is directly in charge of the artistic and cultural line-up.	Renowned Swedish Creative Director, Maria "Decida" Wahlberg, is in charge of curating the retail offer and artistic program.

SERVICE AT THE HEART OF THE CUSTOMER EXPERIENCE

THE 4 STAR LABEL

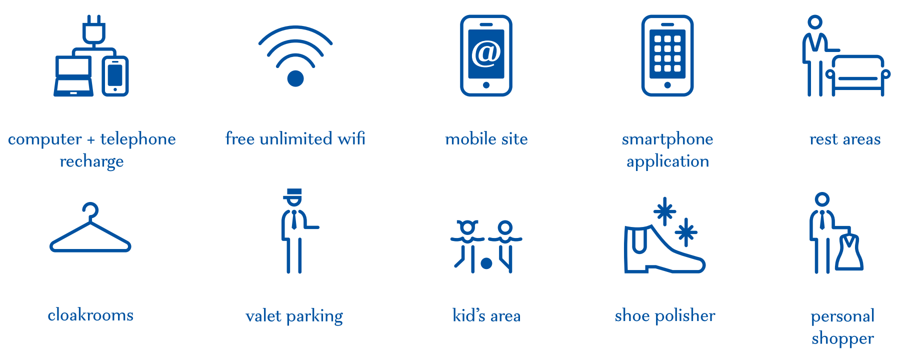
In 2012, the Group launched the 4 Star label to offer exceptional customer services throughout its retail portfolio. In partnership with SGS, the world leader in service certification, independent and mystery audits are performed on an annual basis for every labelled shopping centre.

A complete initial audit and annual mystery visits by SGS, conducted in the presence of customers.

A demanding 684 point referential used by Shopping Centre Managers to ensure 4 Star excellence.

CUSTOMERS ENCOUNTER THE 4 STAR EXPERIENCE AT EVERY STAGE OF THEIR VISIT

Cloak rooms, iPhone and Android applications, attractive rest areas equipped with connected benches, free and unlimited wi-fi, valet parking for cars and scooters, a shoe shining service, a personal shopper...



4 Star Label

★ ★ ★ ★

25
SHOPPING CENTRES

★ ★ ★ ★

8
SHOPPING CENTRES WERE LABELLED 4 STAR IN 2015

17
PREVIOUSLY LABELLED SHOPPING CENTRES PASSED THE ANNUAL INDEPENDENT AND MYSTERY AUDIT

carrésénart
SO OUEST
Galeria Mokotów
FISKETORVET COPENHAGEN MALL
Vélizy2
amstlvn
Confluence
La Maquinista
Toison d'Or
Splau Shopping
Euralille
Nacka Forum
alma
Polygone Riviera
Aéroville
Centrum Černý Most
Pasing Arcaden
Täby C
SCS Shopping City Süd
cnit
Ruhr Park
Arkadia
aupark
minto
Mall of Scandinavia

Click & Collect services at Les Quatre Temps, Paris Region.

CONNECTED SHOPPING CENTRES

An active digital strategy has allowed Unibail-Rodamco to improve the customer experience across its shopping centres.

IN 2015

A GROWING DIGITAL AUDIENCE*

SMARTPHONE APPS	WEBSITES	FACEBOOK
+20%	**+11%**	**+15%**
3.5MN DOWNLOADS	32.2 MILLION VISITS	5.4 MILLION FANS

**As of December 2015, on a like-for-like perimeter excluding the 2014 divestments and the Group's German assets.*

3 DIGITAL STRATEGIES TO EASE CUSTOMER PAIN POINTS

- **Smart Park:** customers gain easy entrance and exit from the parking by automatic recognition of their number plate and memorisation of their parking slot.
- **Smart Map:** customers can easily locate shops and find current promotions on a map available on the shopping centre app.
- **Meet My Friends:** a social indoor positioning feature making shopping sessions easier and more fun. Through the application, visitors can share their location with their friends and catch up easily in the shopping centre.

POLYGONE RIVIERA AND MALL OF SCANDINAVIA

The "store front" of the Group's digital strategy in 2015

CLICK & EAT AT MALL OF SCANDINAVIA

The app functionality allows customers to order, pay for and collect food from restaurants in Mall of Scandinavia.

AN AUDIO ART GUIDE AT POLYGONE RIVIERA

The app guides visitors through an Art journey at Polygone Riviera, home to the works of 11 French and international artists.

THE LARGEST LIVE "ESCAPE GAME" IN FRANCE

The first live Escape Game in a shopping centre in Europe was held in Les 4 Temps during four days in September 2015.

1,500
PLAYERS

2,300
MOBILE APP DOWNLOADS

AN OUTSTANDING ENVIRONMENTAL TRACK RECORD

The Group's sustainability strategy is based on environmental best practices, social fairness and transparent governance. Sustainability thinking is fully integrated into the Group's investment, development and operating activities, allowing Unibail-Rodamco's portfolio to achieve the best performances on the market.

GREEN STAR

In the 2015 GRESB Survey (Global Real Estate Sustainability Benchmark – the only sustainability benchmark dedicated to the Real Estate sector), Unibail-Rodamco was selected as **'Green Star' for the fifth year in a row,** and was named **2015 'Global sector leader'** achieving the **best score worldwide within the retail sector.**

THE HIGHEST CERTIFICATION FOR A RETAIL PORTFOLIO

84%* OF THE GROUP'S STANDING RETAIL PORTFOLIO IS BREEAM IN-USE CERTIFIED

21 CERTIFICATIONS IN 2015, OF WHICH 16 'OUTSTANDING'**

1st *EUROPEAN DOUBLE 'OUTSTANDING' SCORE OBTAINED BY CENTRUM CHODOV (PRAGUE)****

Best BREEAM In-Use SCORES IN THE INDUSTRY OBTAINED IN FIVE COUNTRIES WHERE THE GROUP OPERATES

**In terms of total managed GLA.*
***For building management (Part2).*
****Awarded in two categories: Asset (Part 1) and Building Management (Part 2) according to the 2015 international "BREEAM In-Use" scheme.*

BREAKDOWN OF "BREEAM IN-USE" BY RATING[1]

59%
Outstanding

37%
Excellent

4%
Very Good

96%
Rated ≥ Excellent

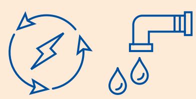
[1] In terms of number of assets.
[2] By December 31, 2015, the Group had 46 managed Shopping Centres "BREEAM In-Use" certified in Europe (Building Management Score).

ENVIRONMENTAL PERFORMANCE FOR THE WELL-BEING OF OUR VISITORS

WELL-CONNECTED

56%
of customers walked or used public transport to visit the Group's shopping centres in 2015.

OPTIMAL WATER AND ENERGY CONSUMPTION

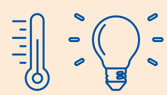


The Group achieved a reduction of **-17%** in carbon intensity at the end of 2015 compared to 2012.
(cumulated CO_2/visit for managed retail portfolio, on a like-for-like basis).

HEALTH AND SAFETY AS A PRIORITY

99% of managed assets carried out health and safety audits in 2015.

COMPLETE CONTROL OF TEMPERATURE AND LIGHTING



100%
of managed assets are equipped with a BMS (Building Management System) to monitor equipment and performance.

APPROPRIATE BIOPHILIC SPACES FOR ENHANCED WELL-BEING

Biodiversity assessment for each new development project.

FOSTERING LOCAL COMMUNITIES

Unibail-Rodamco attracted 777 million visits across its European retail portfolio in 2015. This gives the Group an important responsibility towards the well-being of local communities.

IN 2015

The Group hosts 62,847 jobs across its European shopping centres

A focus

ON IMPROVING THE FACILITIES AND SERVICES FOUND IN THE AREA, CHARITABLE GIVING, LOCAL EMPLOYMENT, AND EDUCATION

LOCALLY, EACH OF OUR SHOPPING CENTRES SELECTS CHARITIES WHICH RESONATE WITH AND BENEFIT THE LOCAL COMMUNITY

341

LOCAL CHARITY FUNDRAISING AND AWARENESS EVENTS ACTIONS ACROSS EUROPE IN 2015

A FEW EVENTS ACROSS EUROPE...

SUPPORTING LOCAL JOBS

A successful 2nd edition of "Job Dating" at Toison d'Or (Dijon, France), with:

400

INTERVIEWS
IN ONE DAY

64

PEOPLE HIRED IN
TOISON D'OR'S STORES
OR THE NEIGHBORING AREA

ATTRACTIVE LOCAL ENVIRONMENTS

An exciting new VIP service was offered to customers at Bahia Sur (Cadiz, Spain). Each loyalty card holder can now take advantage of free bicycles and explore the surrounding nature park. This is also part of a larger project to link the city centre and the mall with a bike path.

GO YOGI

WIN YOUR OWN STORE

For the second year in a row, at Fisketorvet (Copenhagen), 65 entrepreneurs competed for a pop-up store.

4,500

VOTES LATER
THE WINNER WAS
GO YOGI, AN ONLINE
YOGA GEAR SHOP

ÉCOLES DE LA DEUXIÈME CHANCE (E2C)

The Group continued its partnership with E2C, which provides 18-25 year olds, who have little or no qualifications, the training and support they require to access further education or employment.

130

INTERNS RECRUITED IN
13 UNIBAIL-RODAMCO SHOPPING CENTRES, EACH OF THEM WITH
THE OPPORTUNITY TO ACCESS
LONG-TERM EMPLOYMENT

THE GROUP'S HEADQUARTERS
ALSO PARTICIPATED IN
THE PROGRAM IN 2015
BY WELCOMING THEIR FIRST
TRAINEES

101,048 m²
THE LARGEST SHOPPING CENTRE IN SCANDINAVIA

11,900 m²
THE DINING PLAZA, STOCKHOLM'S LARGEST CLUSTER OF RESTAURANTS

224
SHOPS, RESTAURANTS AND ENTERTAINMENT UNITS

1st
COMMERCIAL IMAX® CINEMA IN SWEDEN

1/3
OF THE SWEDISH POPULATION LIVES WITHIN A 90-MINUTE DRIVE

DINING AT THE HEART OF THE EXPERIENCE

More than **40** restaurants and cafés, the largest cluster of eateries in Stockholm.

DARING TO DREAM BIG

MALL OF

Mall of Scandinavia embodies Unibail-Rodamco's vision for the future of retail's landscape: spectacular architecture unique interior design, exclusive brands and concepts, a full dining offer, an exceptional digital shopping experience and the best of entertainment.


The Water Node.

NORDIC LANDSCAPE METAPHOR

Echoing the Swedish archipelago, renowned architect **GERT WINGÅRDH** created lively experiences around three nodes inspired by wind, earth and water.

WATER NODE is the centre's largest open area with a fountain on the lower ground floor highlighted by a combination of animated water displays.

UNEXPECTED BREAKS throughout the customer journey with installations created by renowned designers.

SCANDINAVIA

A UNIQUE RETAIL OFFER

1ST IN NORDIC COUNTRIES

HAMPTON REPUBLIC

OYSHO

intimissimi

1ST IN SWEDEN

PULL&BEAR

1ST IN A SWEDISH SHOPPING CENTRE

American Vintage

A DAY'S MARCH

MICHAEL KORS

& other Stories

COS

Superdry.

A FLAGSHIP AVENUE TO AWAKEN THE CREATIVITY OF BRANDS

A 240-metre long Flagship Avenue lined with 8-metre high shop fronts offers brands an exceptional setting to express their identity.

THE DESIGNER GALLERY™, AN EXCLUSIVE AND ASPIRATIONAL OFFERING

A 5,500 m^2 complex designed to celebrate creativity in all its forms. An ever-changing place with the ambition to give everyone the opportunity to shape their own style, whether trendy urban, minimalist or chic.

SEE PAGE 43

A MODEL OF SUSTAINABLE INTEGRATION

- EXCEPTIONAL ACCESS TO PUBLIC TRANSIT: a nearby hub connecting a local tram system, bus lines and a commuter train allowing about 45% of visitors to come by public transportation.
- The mall uses 32% LESS ENERGY than required by Swedish regulations and satisfies 100% of its heating and cooling needs using the local network.
- 100% OF TENANTS have signed GREEN LEASES aiming at reducing lighting intensity.

A full digital offer

1st shopping centre in the Group's Nordics portfolio to offer a fully digital experience!

SEE PAGES 46-47

SMART MAP | MEET MY FRIENDS

SMART PARK | CLICK & SERVICES | CLICK & EAT

EMBRACING THE FUTURE

Development Pipeline

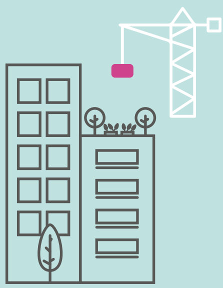
"Unibail-Rodamco has one of the largest and most ambitious development pipelines in the industry. In collaboration with renowned architects, designers and artists, we design every project to be fully integrated into its surroundings. We shape our buildings to be unique, connected, resilient, sustainable and most importantly to foster a sense of community. I am convinced it is the community that shapes the space and not the other way around."

Olivier BOSSARD, Chief Development Officer

NEW

21%

€1.5Bn
BROWNFIELD
OFFICES



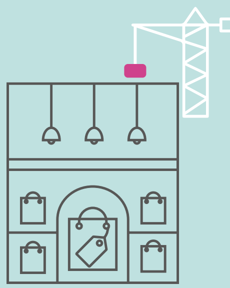
5%

€0.4Bn
EXTENSION-RENOVATION
OFFICES

NEW

44%

€3.2Bn
GREENFIELD-BROWNFIELD
SHOPPING CENTRES



30%

€2.2Bn
EXTENSION-RENOVATION
SHOPPING CENTRES

TOTAL €7.4 Bn*

**Figures may not add up due to rounding.*

FORUM DES HALLES

Paris, France
(Extension/Renovation)
+14,989 m² GLA

H1 2016

PARLY 2

Paris region, France
(Extension/Renovation)
+8,195 m² GLA

H2 2017

CENTRUM CHODOV

Prague, Czech Republic
(Extension/Renovation)
+41,411 m² GLA

H2 2017

WROCLAVIA

Wroclaw, Poland
(Brownfield)
79,634 m²

H2 2017

CARRÉ SÉNART

Paris region, France
(Extension/Renovation)
+29,055 m² GLA

H2 2017

THE SPRING

The Hague region, The Netherlands
(Extension/Renovation)
+77,392 m² GLA

H1 2019

TRINITY

Paris region, France
(Brownfield)
48,693 m² GLA

H2 2018

AUPARK

Bratislava, Slovakia
(Extension/Renovation)
+7,245 m² GLA

H2 2018

PALMA SPRINGS

Palma de Mallorca, Spain
(Greenfield)
72,565 m² GLA

H1 2018

GLÒRIES

Barcelona, Spain
(Extension/Renovation)
+10, 690 m² GLA

H2 2017

VAL TOLOSA

Toulouse, France
(Greenfield)
97,384 m² GLA

H2 2018

3 PAYS

Hésingue, France
(Brownfield)
82,661 m² GLA

H2 2020

MALL OF EUROPE

Belgium, Brussels
(Brownfield)
120,098 m² GLA

POST 2020

PHARE - "SISTERS" PROJECT

Paris region, France
(Brownfield)
95,000 m² GLA

POST 2020

LA MAQUINISTA

Barcelona, Spain
(Extension/Renovation)
+38,363 m² GLA

H2 2020

TRIANGLE

Paris, France
(Brownfield)
85,140 m² GLA

POST 2020

ÜBERSEEQUARTIER

Hamburg, Germany
(Brownfield)
207,385 m² GLA

POST 2020

OUR PEOPLE


HYPE
THE
Galeria Mokotów •

The *UR experience* in action

LAUNCHED IN 2014, THE UR EXPERIENCE IS A SET OF 6 FUNDAMENTAL PILLARS WHICH SUPPORT THE GROUP'S VISION, SHAPE ITS CULTURE AND REFLECT ITS CORE VALUES. IN 2015, THE UR EXPERIENCE WAS REAFFIRMED THROUGH THE GROUP'S ACTIONS.

We work harder, we deliver faster

3 major assets delivered in 2015: Minto (Germany), Polygone Riviera (France) and Mall of Scandinavia (Sweden). Our teams also orchestrated numerous important extension and renovation projects, such as Ruhr Park (Germany), Täby Centrum (Sweden) and Euralille (France).

We create unique opportunities

DYNAMIC CAREER PATHS

220 EMPLOYEES MADE A LATERAL OR GEOGRAPHICAL CAREER SHIFT

PARTICIPATING IN UNIQUE AND CHALLENGING PROJECTS

Trinity tower is a brownfield project thought too complex by many. The office tower, built over a bridge, will also meet the most demanding environmental criteria. Delivery in 2018.

INNOVATION CHAMPION GRADUATE PROGRAM,

a program for UR employees which puts innovation at the heart of work life. Up to 25% of an Innovation Champion's time is dedicated to innovation projects.

20 INNOVATION CHAMPIONS GRADUATED IN 2015

DIVERSITY

34 DIFFERENT NATIONALITIES IN THE GROUP

A YOUNG WORKFORCE 48% BORN AFTER 1983

THE EUROPEAN GRADUATE PROGRAM (EGP)

54 EGPs RECRUITED IN 2015

3 DIFFERENT MISSIONS IN THE FIRST YEAR, INCLUDING AN ASSIGNMENT ABROAD

13 DIFFERENT NATIONALITIES IN THE EGP PROGRAM

We only play to win

DEVELOPING ICONIC PROJECTS

Triangle 2 tower approved by the Paris Council.

UR MALL

The 1st European business game in the real estate sector. Participants work on real case studies and present their ideas to the Management Board.

69
PARTICIPANTS

9
RECRUITED INTO THE EGP PROGRAM

We never compromise on ethics

FRATELLI

The first association of its kind in France. Fratelli is a mentoring program for students with high potential coming from modest or unfavorable backgrounds.

20
UR MENTORS IN 2015

FONDATION PALLADIO

Unibail-Rodamco is a founding member of Fondation Palladio, which gathers various specialists in the real estate sector, thinkers, researchers, architects, students and investors.
The objective of the Foundation is to imagine the city of tomorrow.

ECOLES DE LA 2E CHANCE (E2C)

The Group has a long-standing partnership with E2C, which provides 18-25 year olds, with little or no qualification, the training and support they require to access further education or employment.

13
OF THE GROUP'S SHOPPING CENTRES ARE PARTNERS IN THE PROGRAM

We turn individual strengths into collective power

UR ACADEMY

20.6
AVERAGE TRAINING HOURS PER EMPLOYEE PER YEAR

WOMEN@UR

A network which allows women in senior positions to mentor women in junior roles. The association offers dedicated leadership programs and events animated by renowned and inspiring external speakers.

COLLABORATIVE SPIRIT

A task force of

122
MOTIVATED EMPLOYEES
were fully involved in the Group's shopping centres on the first saturday of the sales period.

We trust our people, we empower them to dare

UREKA

A GROUP-WIDE INNOVATION CHALLENGE

SEE PAGE 34

640
IDEAS RECEIVED

13 TEAMS

58 PARTICIPANTS
WORKED ON AN INTENSIVE TWO-MONTH DEVELOPMENT PHASE

3
FINALIST TEAMS, EACH WITH THE CHANCE TO IMPLEMENT THEIR IDEA IN ONE OF THE GROUP'S SHOPPING CENTRES

People @Unibail-Rodamco

UNIBAIL-RODAMCO'S LEADING POSITION IS ENSURED BY THE HARD WORK, THE AGILITY AND THE INNOVATIVE MINDSET OF THE GROUP'S WORKFORCE.

Okan TUREDI
Operating Manager

Ana RÙ-FIGUEROA
EGP (European Graduate Program) Analyst

Natalia SOBECKA
Senior International Leasing Manager

Alexis VERON
Shopping Centre Manager, Le Forum des Halles

Carl DURLOW
Head of Operating Management, the Nordics

What makes your job challenging?

Ana RÙ-FIGUEROA
As an EGP, the main challenge is to quickly adapt to different departments, different types of work and ways of working, different colleagues, and even sometimes a different country and language! This makes you flexible with the ability to work in any environment, and a good team player with a 360° vision.

Alexis VERON
I overlook an extremely important renovation and extension project at Le Forum des Halles while keeping the shopping centre open every day to the public. My team and I face complex situations, involving a wide range of stakeholders.

Okan TUREDI
As an Operating Manager the biggest challenge in my job is being able to identify and seize new value creation opportunities. I do this by challenging each of my projects with an innovation mindset.

Natalia SOBECKA
The main challenge in my job is to manage the cultural differences across the regions where the Group operates which is extremely exciting but also very demanding. As an International Leasing Manager, I am in contact with many leasing managers on a daily basis, providing them useful benchmarks and expertise, and I negotiate deals with retailers. Cultural differences mean there is a different way of working in each region.

Carl DURLOW
The main challenge in my job is to ensure that the Nordic portfolio is continuously improved, as this allows our customers to have the best shopping and leisure experience possible. My teams strive to push our assets to reach their full potential.

What makes your job at Unibail-Rodamco unique?

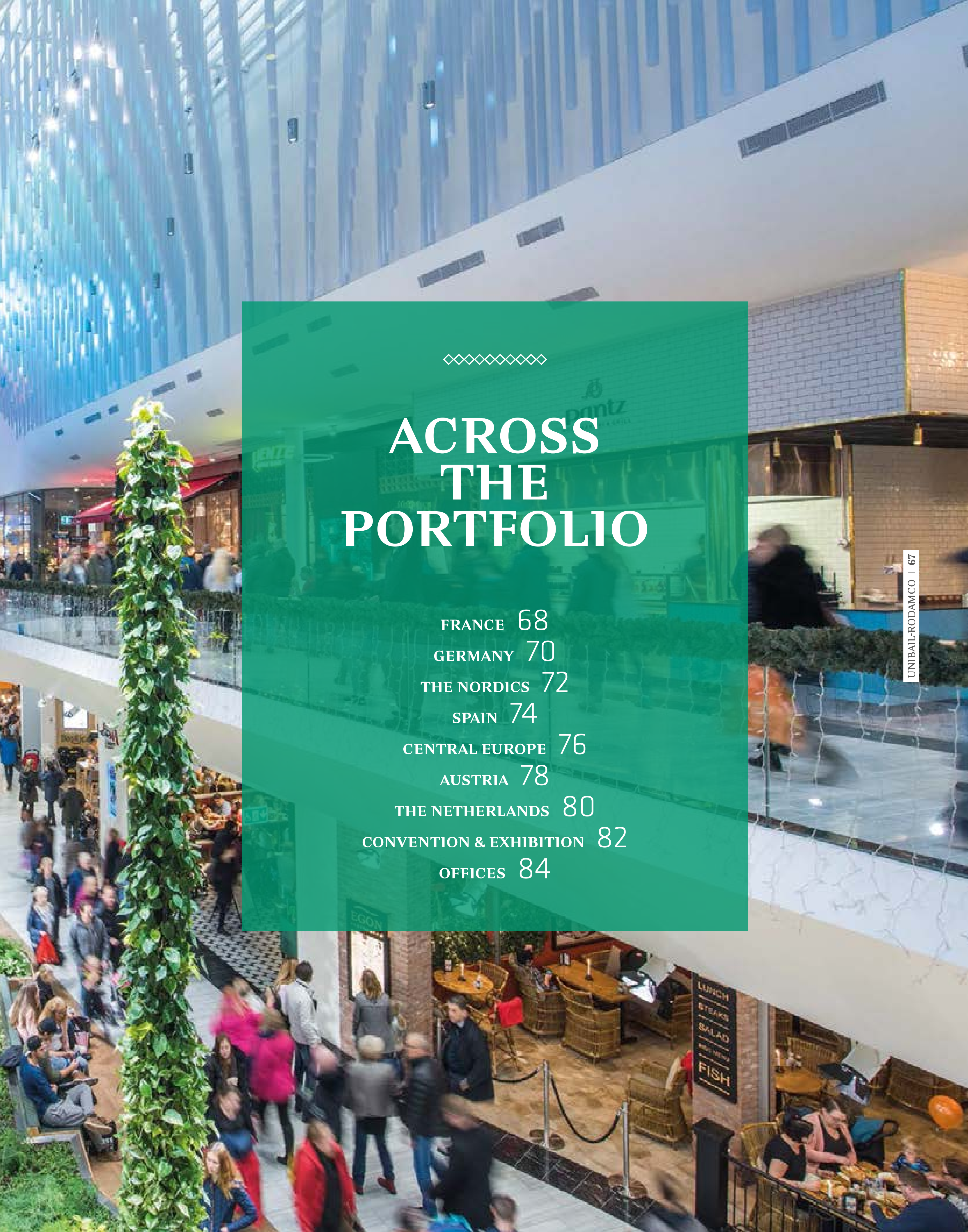
Okan TUREDI
Through Unibail-Rodamco's European Graduate Program (EGP), I got the chance to get a complete view of the Group's core activities, equipping me with valuable knowledge and technical competencies to work on large, complex projects. The EGP is unique in the industry for the opportunities it gives to young talents.

Carl DURLOW
I work with the best assets and the best people in our industry. The Operating department is at the heart of the company, orchestrating a number of teams to achieve better results faster than the market. Unibail-Rodamco is unique because it combines the financial muscle of a large company with the agility and entrepreneurial spirit of a start-up.

Ana RÙ-FIGUEROA
My job at Unibail-Rodamco is unique because of the high responsibility that was given to me from the start. I had the opportunity to take part in important projects and add my personal value.

Natalia SOBECKA
Working in the corporate office and being in daily contact with all the regional teams makes my job extremely interesting, by giving me a general overview of the company's activities across Europe. I enjoy advising other team members and drawing on the experience I earned from working with different regions.

Alexis VERON
I have the opportunity to work with very competent managers and also manage a very skillful team. I am proud of the challenges and opportunities that Unibail-Rodamco has given me. It is a company where you can be innovative in a wide range of areas and quickly build a project that will impact millions of people.



ACROSS THE PORTFOLIO

France

25 SHOPPING CENTRES

287 MILLION VISITS A YEAR

FOOTFALL *(million visits)*

60.7	LES 4 TEMPS – CNIT
34.3	LA PART-DIEU
33.3	LE FORUM DES HALLES
15.1	ROSNY 2
14.9	CARROUSEL DU LOUVRE
14.8	VÉLIZY 2
14.5	CARRÉ SÉNART
13.9	EURALILLE
12.3	PARLY 2
11.4	VILLENEUVE 2

EURALILLE

★ ★ ★ ★

- The historic shopping centre in the centre of Lille underwent its first renovation since its creation in 1994.
- New interior design with spectacular lighting and exotic wooden floors.
- An exciting retail mix, including Primark, Levi's, Starbucks, and a Zara flagship.
- **50,000 visitors** on the inauguration day.
- **+12.8% traffic** since the inauguration day.

ROSNY 2

ALWAYS ATTRACTIVE

Traffic was up by +5.1% compared to 2014. The mall is undergoing an important renovation project due to be delivered in H1 2016.

2015 has been another exceptional year. The skills and determination of our teams to work harder and deliver faster were illustrated through spectacular achievements: the delivery of Polygone Riviera, the first lifestyle mall in France, a major renovation project at Euralille and Rosny 2, and the management of ongoing projects at Carré Sénart and Parly 2. Despite the divestment of 13 shopping centres last year, the leasing teams further outperformed by signing as many deals with international premium retailers as 2014.

Valerie BRITAY,
Managing Director, France.

POLYGONE
RIVIERA
★★★★

THE FIRST LIFESTYLE MALL IN FRANCE

Exclusive and premium brands such as Reiss, Bobbi Brown, Uniqlo, Forever 21, Primark and the department store Printemps.

1 million visits in less than one month.

The Designer Gallery™
is introduced for the first time in Europe.

SEE PAGE 43

Contemporary art
Jérôme Sans, co-founder of the Palais de Tokyo in Paris and internationally renowned curator, selected the works of 11 world famous artists.

PHYGITAL?

Amazon lockers make their debut in continental Europe through the Group's French portfolio in Euralille, Villeneuve 2, Vélizy 2, Les Boutiques du Palais, Les Ulis, Carré Sénart , Aquaboulevard, Toison d'Or and So Ouest.

PRIMARK ANNOUNCES ONE OF ITS BEST OPENINGS WORLDWIDE AT LYON PART-DIEU, WITH NEARLY
140,000
CUSTOMERS IN THE FIRST WEEK.

carrésénart
★★★★

A NEW CHAPTER FOR A SUCCESS STORY!

- Inaugurated in 2002, Carré Sénart was one of the first shopping centres to mix leisure and retail.
- The footfall almost doubled between 2002 and 2015 from 8Mn to 14.5Mn.
- **The Group's first 4 Star shopping centre,** labelled in 2012.
- A 30,000 m^2 extension, to be delivered in H2 2017.
- The French department store Galeries Lafayette will open in 2017, on 9,000 m^2.

TENANT SALES GREW BY
+4.1%
IN 2015, OUTPERFORMING THE NATIONAL SALES INDEX BY
+270 BPS*.

*through November 2015 vs. 2014

Germany

10 SHOPPING CENTRES

100 MILLION VISITS A YEAR

FOOTFALL
(million visits)

15.4	CENTRO
13.6	HOFE AM BRÜHL
12.2	PASING ARCADEN
12.0	RUHR PARK
11.6	GROPIUS PASSAGEN
8.9	PALAIS VEST
7.9	PAUNSDORFCENTER
7.0	GERA ARCADEN

STRONG FUNDAMENTALS

The German economy is one of the best performers in Europe. Economic growth is projected to further strengthen in 2016, underpinned by a historically low unemployment rate and rising consumption.

★ ★ ★ ★

OUTSTANDING CUSTOMER SERVICES

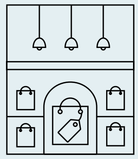
2

shopping centres newly labelled

4 Star

in 2015

The delivery of Minto, in Mönchengladbach, makes this iconic asset the shopping destination in the region. Minto boasts all of the Group's latest innovations and was awarded the 4 Star label on its opening day. It is home to international and established brands, Reserved, Liebeskind and Fynch-Hatton, which opened its very first store in Germany. **Minto** attracted **2.5 million visits** in only **12 weeks.**



UNIBAIL-RODAMCO OWNS 4 OUT OF THE 10 LARGEST GERMAN SHOPPING CENTRES*

**In terms of GLA*

The UNEXPECTED SHOPPING campaign across Pasing Arcaden, Minto and Ruhr Park.

REMARKABLE DEVELOPMENT PROJECTS

ÜBERSEEQUARTIER, IN HAMBURG, THE LARGEST INNER-CITY DEVELOPMENT PROJECT IN EUROPE.

RUHR PARK ★★★★

After a full refurbishment, Ruhr Park has a 18,000 m² fashion loop with 60 new shops.

EXCEPTIONAL EVENTS IN 2015

Elite Model look and Germany's next top model tour the Group's German portfolio!

The Group further changed the German retail landscape in 2015, with the delivery of Minto, a unique shopping destination in Mönchengladbach and an extension and refurbishment of Ruhr Park, the largest open-air shopping centre in Germany, located in Bochum. Avid retailer interest drove the signature of 272 leases and an MGR uplift across the portfolio of +10%.

Olivier NOUGAROU,
Managing Director, Germany.

CENTRO

- CentrO holds one of the largest Christmas markets in Europe, with around 2 million visitors.
- CentrO welcomed the 1st Abercrombie & Fitch in a shopping centre in Continental Europe.

PASING ARCADEN ★★★★

THE SUCCESS STORY OF GERMANY'S FIRST 4 STAR SHOPPING CENTRE

+ 5.7%* average dwell time

+ 5.2%* footfall

Excellent Building and Management BREEAM In-Use, the **1st** in Germany

+ 6.2%* tenant sales

*as at 31/12/2015

The Nordics

9
SHOPPING CENTRES

56
MILLION VISITS A YEAR

FOOTFALL
(million visits)

12.3	TÄBY CENTRUM
10.6	JUMBO
8.6	FISKETORVET
7.0	SOLNA CENTRUM
6.2	NACKA FORUM
2.6*	MALL OF SCANDINAVIA

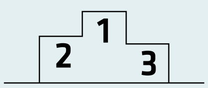
**Footfall since the opening (November 12, 2015)*

TÄBY C
★ ★ ★ ★

TÄBY CENTRUM, A LONGTIME FAVOURITE!

Voted the "Best Nordic Shopping Centre 2015" by The Nordic Council of Shopping Centres in April 2015.

TOP 3!



In the Annual Survey "Stockholmer's favourite center 2015", the top 3 are the Group's: Mall of Scandinavia, Täby Centrum and Nacka Forum.

With the delivery of Mall of Scandinavia, the Group has entered into a new era of retail. The mall presents all of the Group's innovations and has been developed with a relentless focus on customers in order to anticipate all their demands.

Lars-Åke TOLLEMARK,
Managing Director, Nordics.

STOCKHOLM IS HOME TO THE **FASTEST GROWING POPULATION IN EUROPE** AND IT IS EXPECTED TO GROW **+17.4%*** **BY 2024**.

**Source: Stockholms Läns landsting/SCB (Stockholm region/Statistic Central Bureau*

PRIME TIME!

The first Unexpected television campaign for the launch of Mall of Scandinavia.

★ ★ ★ ★

4 ASSETS ARE

4 Star

THE "MALL OF LIFE"

- Mall of Scandinavia is the LARGEST SHOPPING CENTRE in Scandinavia.
- 1 MILLION VISITS IN THE FIRST 17 DAYS.
- An iconic 240-metre long flagship avenue.
- The first Pull & Bear, Disney and Lego stores in Sweden.
- The first Oysho, Intimissimi, Kiko and Nike stores in the region. **The Designer Gallery™**, the Group's latest retail concept, gives customers the opportunity to shape their own style with unique local and international brands. SEE PAGE 43
- The first shopping centre in the Group's portfolio to present all of **the Group's digital innovations**: Smart Park, Smart Map, Meet My Friends, Click & Services and Click & Eat. SEE PAGES 46-47
- Spanning 10,000m^2, the Dining Experience™ is THE LARGEST CLUSTER OF EATERIES in Stockholm.
- Sweden's first commercial **IMAX®**.
- Financed through the emission of a green bond.
- 1/3 of Swedes live within a 90-minute drive.

Spain

13 SHOPPING CENTRES

142 MILLION VISITS A YEAR

FOOTFALL
(million visits)

21.3	LA VAGUADA
20.3	PARQUESUR
16.6	LA MAQUINISTA
11.6	GLÒRIES
10.5	BONAIRE
10.2	SPLAU

glòries

- Important renovation and extension works will be completed in the 2nd half of 2016.
- New tenants will include FNAC, the popular culture and electronics department store.
- A fully connected mall with Smart Park, Meet My Friends and Click & Services. SEE PAGES 46-47

9 of Unibail-Rodamco's Spanish assets welcome more than 6 million visits a year. Tenant sales grew by +8.3%* in 2015, outperforming the national sales index by +480 bps.

*through November 2015 vs. 2014

LIFE SIZE MONOPOLY!

Across
8 shopping centres

90,000
participants

Average of
+10%
footfall
during the event

SUCCESSFULL END OF YEAR!

Launch of the Dining Experience™ in November.
Footfall increased by

+ 8.2% in November and December*

+ 104 % apps downloaded in November and December*

Compared to November and December 2014.

FOSTERING SHOPPING CENTRE COMMUNITIES

La Maquinista was home to the first pilot of Connect, an app-based platform, which creates a sense of community between shopping centre management and tenants, by sharing information on promotions, jobs, sales figures and performance benchmarks.

80% **OF THE PEOPLE WORKING AT LA MAQUINISTA USE CONNECT.**

The resilience of the Spanish portfolio is a direct result of two key factors: having the best assets in the country and the Spanish team's continued focus on improving the quality of the customer experience. Today, with Spain's economy performing better than many of its European peers, the long-term perspective of the Group's Spanish assets is very promising.

Simon ORCHARD,
Managing Director, Spain.

Central Europe

9 SHOPPING CENTRES

111 MILLION VISITS A YEAR

FOOTFALL
(million visits)

19.8	ARKADIA
19.8	ZŁOTE TARASY
15.6	WILENSKA
13.0	CENTRUM CHODOV
12.4	GALERIA MOKOTÓW
11.0	AUPARK
10.3	CERNÝ MOST

CENTRUM CHODOV, SET TO BE BRAND NEW!

- A full renovation and extension project will be delivered in **the fall of 2017**.
- The extension will give Chodov 300 STORES, THE LARGEST OFFER OF ANY SHOPPING CENTRE IN THE CZECH REPUBLIC.
- The first mall in the world to receive a double "OUTSTANDING" **BREEAM** certification for the Asset and Building Management categories.
- THE LARGEST SHOPPING CENTRE in the Czech Republic.
- Centrum Chodov will be home to all **7 Inditex brands**.
- A unique dining offer, with **43 restaurants**, including the first Wagamama and Vapiano in the Czech Republic.

A number of premium and cross-border retailers chose the Group's shopping centres to take their first steps in Central Europe. Today, the Group's portfolio continues to expand and improve in quality making it an essential partner for retailers wanting to succeed in the region.

Arnaud BURLIN,
Managing Director,
Central Europe.

WROCLAVIA

- Right in the centre of the historical city of Wroclaw, Wroclavia will open in the fall of 2017.
- SET TO BECOME ONE OF THE LARGEST SHOPPING CENTRES IN THE WEST OF POLAND.
- **200 international and local retailers** will make this the go-to place for locals. The Inditex Group has already signed on to the project, as has H&M.
- The city's largest cinema and first IMAX screen.

CENTRUM ČERNÝ MOST

★ ★ ★ ★

CENTRUM CERNÝ MOST, GOING STRONG SINCE 2013

Since the major extension and renovation project undertaken in 2013, Centrum Cerný Most is one of the leading shopping and leisure destinations in the Czech Republic.

- FOOTFALL HAS INCREASED BY +67% BETWEEN 2012 AND 2015.
- Tenant sales increased by **+8.7%*** in 2015.
- The mall welcomed a new H&M flagship store spanning **2,419m²**.

through November 2015 vs. 2014

CELEBRATING FASHION

Galeria Mokotów in Warsaw will be home to the Group's latest retail concept, The Designer Gallery™, **in H2 2016**. **SEE PAGE 43**

aupark

★ ★ ★ ★

AUPARK BECOMES 4 STAR AFTER A FULL REFURBISHMENT!

+6.9%*
increase in footfall after the refurbishment

18 new shops in 2015

M.A.C, Estée Lauder, Bobbi Brown, Tiger of Sweden, Clinique, all opened their

1st store in Slovakia

**Oct 2015 vs Oct 2014*

TENANT SALES IN CENTRAL EUROPE OUTPERFORMED THE NATIONAL SALES INDICES BY

+220* BPS

**through November 2015 vs. 2014*

Austria

2 SHOPPING CENTRES

44 MILLION VISITS A YEAR

FOOTFALL
(million visits)

24.6
SHOPPING CITY SÜD

18.9
DONAU ZENTRUM

RETAIL SUCCESS!

- The **FIRST ELBENWALD STORE** opened in Austria. Prior to the opening of the fancy dress shop, nearly 1,500 people waited from 4 am.

THE STORE WAS COMPLETELY SOLD OUT IN DECEMBER.

- Donau Zentrum welcomed the **FIRST LUSH FLAGSHIP** store in Austria.

101 LEASES SIGNED

FOOTFALL INCREASED BY +5.5%*

*through December 2015 vs. 2014

SHOPPING CITY SÜD

- Welcomed **the first Zara Home** in Vienna.
- **Will welcome the first Superdry flagship** in Austria.
- **First Dunkin' Donuts** in a shopping centre in Austria.

IN 2015, TENANT SALES GREW BY +3.2% OUTPERFORMING NATIONAL SALES INDEX BY +210 BPS

Donau Zentrum and Shopping City Süd are the two best malls in the country. Naturally this makes them the go-to destination for retailers and customers alike.

Arnaud BURLIN,
Managing Director, Austria.

The Netherlands

4 SHOPPING CENTRES

37 MILLION VISITS A YEAR

FOOTFALL
(million visits)

10.2	ZOETERMEER
9.7	STADSHART AMSTELVEEN
8.8	CITYMALL ALMERE
7.8	LEIDSENHAGE

amstlvn

STADSHART AMSTELVEEN, A RUNNING FAVOURITE!

- For the 2nd year in a row, the Provada Real Estate Exhibition awarded Amstelveen with the **"BEST SHOPPING CENTRE IN THE NETHERLANDS".**
- Conducted by real estate players CBRE, Locatus and Cyber, the survey was based on a qualitative audit of 60 Dutch shopping centres.
- Amstelveen welcomes Scotch & Soda and Flying Tiger.
- BREEAM victory with an **OUTSTANDING SCORE** for the building Management, **THE BEST SCORE EVER ACHIEVED IN THE NETHERLANDS FOR A RETAIL PROJECT!**

Unibail-Rodamco is radically changing the face of retail in The Netherlands. The Spring project, set to become the largest covered mall in the country, will transform the way people shop. With all of the Group's latest innovations, premium services, digital offer and exciting retail concepts, we are building a shopping centre that will have the ability to surprise, entertain and meet all customer expectations.

Otto AMBAGTSHEER,
Managing Director, Benelux.

THE SPRING: TRANSFORMING THE DUTCH RETAIL MARKET

The City Council voted the Final Zoning Plan.
The Spring, a 74,000 m^2 shopping and leisure destination in Leidsenhage, **WILL BECOME THE LARGEST COVERED MALL IN THE NETHERLANDS.**

ZOETERMEER: TEAM WORK

- The municipality of Zoetermeer and Unibail-Rodamco have teamed up to upgrade the shopping street, the surrounding area and façade of the shopping centre.
- Zoetermeer's **FIRST SUMMER FESTIVAL PROVED TO BE A HIT,** increasing year-on-year footfall by **+20%.** Visitors enjoyed a wide range of events, including pop-up fashion shows, a race on high heels and a music festival.

city mall
ALMERE

FOOD, GLORIOUS FOOD!

A Food Passage was inaugurated at Almere, with **2** supermarkets and a complete fresh food offer.

Footfall increased by **+11%** in the first month.

Almere was voted the **2nd** best shopping centre in The Netherlands by the Provada Real Estate Exhibition.

BREEAM

Almere certified Excellent and Outstanding BREEAM In-Use for the Building and Asset Management categories.

Convention & Exhibition

10
VENUES

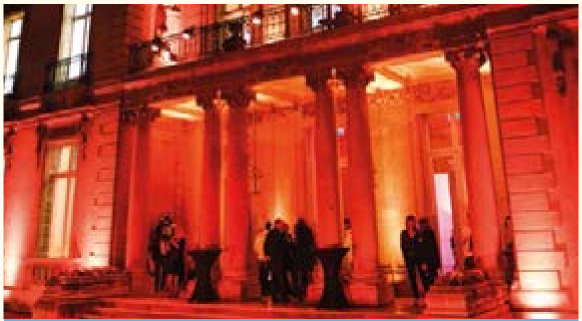
617,400 m²
GLA

408
CORPORATE EVENTS

266
SHOWS

118
CONGRESSES

792
EVENTS



VALENTINO RUNWAY SHOW AT HÔTEL SALOMON DE ROTHSCHILD

The listed historical monument, a few steps away from the Arc de Triomphe, hosted Valentino's haute couture Spring-Summer 2015 runway show.

INTERMAT

(International Exhibition for Equipment and Techniques for Construction and Materials Industries).

The triennial show for construction and material industries is one of the world's leading shows.

131,000 VISITORS
of which more than 35% from abroad.

FOR THE SECOND YEAR IN A ROW, PARIS WAS NAMED "THE MOST POPULAR CITY FOR INTERNATIONAL CONGRESSES"

MICHEL DESSOLAIN

becomes Managing Director of Viparis

I am very pleased to join Viparis and build on the fantastic accomplishments of Renaud Hamaide. His remarkable record after 8 years as Managing Director not only had an effect on the Group's Convention and Exhibition division, but helped propel Paris as one of the most popular destinations for international congresses. Viparis has the widest range of event sites in the world, which collectively draw more than 11 million visitors every year, this gives us the responsibility to offer a unique and flawless experience at each event, so that Paris is not just an appealing destination, but an indispensable one.

Michel DESSOLAIN,
Managing Director, Convention and Exhibition, France.

TRANSFORMATION

THE EXTRAORDINARY AT PARIS EXPO PORTE DE VERSAILLES!

1st PHASE OF THE RENOVATION PROJECT
HAS BEGUN

4 WORLD RENOWNED ARCHITECTS,
INCLUDING TWO PRITZKER PRIZE WINNERS

10 YEAR PROJECT
WHICH WILL RUN WITHOUT DISRUPTING THE SITE'S ACTIVITIES

7 EXHIBITION PAVILLIONS

216,000 m²
OF EXHIBITION SPACE,
INCLUDING THE LARGEST CONFERENCE CENTRE IN EUROPE

70,000 m²
OF GREEN SPACES

THE INTERNATIONAL AGRICULTURE SHOW WELCOMED 691,000 VISITORS AT PORTE DE VERSAILLES, ONE OF THE BEST ATTENDANCES IN THE PAST TEN YEARS!

PARIS, HIGH IN THE SKY!

The legendary international Paris Air Show is one of the most prestigious and sought-after trade shows in the world.

- Record-breaking year with **351,000** visitors, **+11%** compared to 2013.
- **2,000** exhibitors from 48 different countries.
- **€130 Bn** in new orders.

WELCOMING THE WORLD AT LE BOURGET! COP 21, THE 21ST UNITED NATIONS CONFERENCE OF THE PARTIES

- THE LARGEST INTERNATIONAL CONFERENCE EVER ORGANISED IN THE WORLD.
- **19,385 delegates** from more than 190 countries.
- **150** world leaders.
- The event recycled 100% of its waste, and produced none.
- The first event of this magnitude to receive the ISO 20121 certification.

Offices

Employee well-being at the heart of the office experience

15
ASSETS

644,400 m²
GLA

THE GROUP'S OFFICE STRATEGY IN ACTION

The Group concentrates on large, efficient office buildings in prime locations in the Paris central business district and La Défense.

86% of the Group's office portfolio consists of assets above 10,000 m².

A preference for Greenfield developments and complex redevelopments.

Trinity – Located on a challenging site where nobody but Unibail-Rodamco could have built a tower.

The quality of the office portfolio ensures high demand in a very competitive market.

Majunga tower, fully let, only 18 months after delivery.

The Group is an opportunistic player, and has extensive experience with investment cycles.

2-8 Ancelle divested at a yield below 3.75%.

SO OUEST PLAZA OFFICE IS FULLY LET TO
L'Oréal since the first half of 2015.

The Group is focused on delivering landmark assets that changes how people relate to office space. Whether Majunga, Trinity or Triangle, our intention is to reinvent office life, using innovation as a driver to make buildings stand the test of time.

Bruno DONJON DE SAINT MARTIN,
Managing Director, Offices, France.

MAJUNGA

A USER EXPERIENCE

1st HIGH RISE TOWER
IN EUROPE TO BE CERTIFIED HQE BBC1 AND BREEAM "EXCELLENT"

1st TOWER IN LA DÉFENSE
WITH OPEN LOGGIAS OR BALCONIES ON EVERY FLOOR, AS WELL AS OPENING WINDOWS

7
RESTAURANT CONCEPTS,
INCLUDING ILLY AND SUSHI SHOP

BIOCLIMATIC FACADES
ADAPTED TO THE TOWER'S ORIENTATION AND WINDOWS ALLOW A MAXIMUM AMOUNT OF NATURAL LIGHT

2,000 m²
OF PRIVATE GARDENS

MAJUNGA APP®,
A DEDICATED APPLICATION FOR THE BUILDING

A 4-MINUTE WALK TO
MAJOR PUBLIC TRANSPORT CONNECTIONS

A WELLNESS
CENTRE

5 STAR CONCIERGERIE

MAJUNGA IS FULLY LET LESS THAN 18 MONTHS AFTER DELIVERY

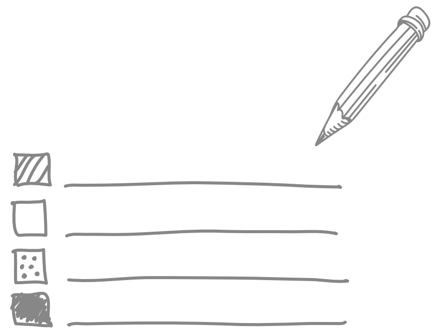
THE GROUP SIGNED A LONG-TERM LEASE AGREEMENT* WITH DELOITTE FOR THE REMAINING

31,164 m²

IN MAJUNGA.

Signed in January 2016

Notes



CREDITS PHOTO

Page 4: Minto: Meero // Euralille: Olivier de Chalvron; **Page 5:** Triangle: L'Autre Image Production - Herzog et de Meuron // Corporate Governance Grand Prix: From Unibail-Rodamco's image bank; **Page 6:** Polygone Riviera : Takuji Shimmura // Centrum Chodov : Michal Hurych; **Page 7:** Rhur Park : Daniel Schäfer // Mall of Scandinavia: Lars Clason; **Page 8:** Arnault de Giron; **Page 10:** Arnault de Giron; **Pages 12-13**: Arnault de Giron; **Pages 14-15:** Arnault de Giron; **Pages 16-17:** Lars Clason; **Pages 24-25:** Takuji Shimmura; **Page 26:** Jean-Marie Tritant: Arnault de Giron // Stéphane Hugon: From Unibail-Rodamco's image bank; **Page 29:** Askold Romanov / iStock; **Page 33:** Persillé: From Unibail-Rodamco's image bank; **Page 35:** Daniel Schäfer; **Pages 36-37:** Takuji Shimmura; **Page 38:** Sketch: Concept Studio, Unibail-Rodamco; Mall of Scandinavia: Gert Wingårdh's image bank; **Page 39:** Sketch: Concept Studio, Unibail-Rodamco; From Unibail-Rodamco's image bank; Erdosain/iStock; Peshkova/iStock; Asya_mix/iStock; **Page 41:** Takuji Shimmura; **Page 42:** Adrien Teurlais – defense-92.fr; **Page 45:** Meero; **Page 47:** Gerard Taride; **Page 51:** Goyogi: Karl Munck-Westh/Bifrost Productions; Bahia Sur: From Unibail-Rodamco's image bank; **Pages 52-53:** Lars Clarson; **Pages 54-55:** L'Autre Image Production/Herzog et de Meuron; **Page 57:** Forum des Halles: L'Autre Image Production/Patrick Berger & Jacques Anziutti architectes; Wroclavia: Golem Image; Centrum Chodov: L'Autre Image Production/Saguez & Partners; Parly 2: L'Autre Image Production/Saguez & Partners; Carré Sénart: L'Autre Image Production; **Page 58**: Trinity: L'Autre Image Production; Glòries: Kreaction; Aupark: Saguez & Partners; Palma Springs: Kreaction/Saguez & Partners; The Spring: Architect MVS; Val Tolosa: Golem Image; **Page 59:** 3 Pays: Golem Images; La Maquinista: Kreaction; Mall of Europe: L'Autre Image Production; Triangle: L'Autre Image Production/Herzog et de Meuron; Überseequartier: Golem image; Phare "sisters" project: L'Autre Image Production, Christian de Portzamparc; **Page 60-61:** Daniel Schäfer; **Page 64:** From Unibail-Rodamco's image bank; **Pages 66-67:** Lars Clarson; **Page 68:** Euralille: Laurent Ghesquière; VB: Frédéric Stucin; **Page 69:** Takuji Shimmura; **Page 70:** Pasing Arcaden: Daniel Schäfer; Ruhr Park: Daniel Schäfer; Elite; **Page 72:** Lars Clarson; Portrait: From Unibail-Rodamco's image bank; **Page 73:** Lars Clarson; **Page 74:** Sergio Flores; **Page 75:** Portrait: From Unibail-Rodamco's image bank; **Page 76:** Centrum Chodov: L'autre Image/Saguez & Partners; Portrait: From Unibail-Rodamco's image bank; **Page 77:** Wroclavia: Golem Image; **Page 78:** From Unibail-Rodamco's image bank; **Page 79:** Shopping City Süd: Toni Rappersberger; Portrait: From Unibail-Rodamco's image bank; **Page 80:** Amstelveen: Jansje Klazinga; Portrait: From Unibail-Rodamco's image bank; **Page 81:** Architect MVS; **Page 82:** Hôtel Salomon de Rothschild: Bullit Studio/Viparis; **Page 83:** Triangle: L'Autre Image Production/Herzog et de Meuron; COP 21: Benjamin Géminel; **Page 84:** Portrait: From Unibail-Rodamco's image bank; **Page 85:** Seignette-Lafontan.

Conception – realization: VERBE MSLGROUP

CONSISTENCY.

FINANCIAL REPORT 2015

unibail·rodamco

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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 2013 financial year including reports pertaining to Statutory Auditors, that can be found on page 15-221 in the French version, lodged at the AMF (*Autorité des Marchés Financiers*) no. D.14-0161 on March 18, 2014.
- The Business Review and the consolidated accounts for the 2014 financial year including reports pertaining to Statutory Auditors, that can be found on page 15-219 in the French version, lodged at the AMF (*Autorité des Marchés Financiers*) no. D.15-0132 on March 13, 2015.

unibail·rodamco

2015

Financial Report

72
SHOPPING CENTRES

97%[1] OF THE GROUP'S SHOPPING CENTRES WELCOME MORE THAN 6 MILLION VISITS PER ANNUM

777
MILLION VISITS ACROSS THE GROUP'S SHOPPING CENTRES

84%[2]
OF THE GROUP'S SHOPPING CENTRE PORTFOLIO IS BREEAM IN-USE CERTIFIED

93% OF THE GROUP'S RETAIL PORTFOLIO IS LOCATED WITHIN A 200 METRE RADIUS OF PUBLIC TRANSPORTATION

4,749,800 M² GLA
SHOPPING CENTRES, OFFICES, AND CONVENTION AND EXHIBITION CENTRES

STRONG BALANCE SHEET WITH A LOW LOAN-TO-VALUE (LTV) RATIO OF **35%**

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

€9.70[3]
DIVIDEND PER SHARE

RECURRING EARNINGS PER SHARE
€10.46

UNDERLYING GROWTH OF
+8.3%

-17%
REDUCTION IN CARBON EMISSIONS BETWEEN 2012 AND 2015

[1] Gross Market Value as at December 31, 2015.
[2] In terms of m² of GLA, as at December 31, 2015.
[3] Subject to AGM approval on April 21, 2016.

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This is a free translation into English of the Registration Document issued in French and filed at the AMF[(1)] on March 18, 2016 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.

(1) AMF: Autorité des Marchés Financiers (French Monetary Authority).

1

PORTFOLIO

1.1. FRANCE: SHOPPING CENTRES

Portfolio as at December 31, 2015	GLA of the whole complex *(m^2)*	Parking spaces	Catchment area *(in million of people)*	Number of visits *(in million)*	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies *(m^2)*	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation *(m^2)*
SHOPPING CENTRES IN THE PARIS REGION											
Les Quatre Temps (La Défense) *Auchan, Castorama, C&A, Toys'R'Us, Apple, 29 MSU, 191 retail units and a cinema*	139,400	6,500[1]	6.9	44.1	1992/95 1999/ 2011	1981 (R) 2006/08	98.3%	134,700	53%	100%	134,700
Carré Sénart (Lieusaint) *Carrefour, Hollister, Apple, 1 shopping park, 15 MSU, 118 retail units and a cinema*	120,500	6,961	2.2	14.5	1994/99	2002 (C) 2006/07 (C) 2012	99.4%	96,500	100%	100%	96,500
Rosny 2 (Rosny-sous-Bois) *Carrefour, Galeries Lafayette, FNAC, C&A, Apple, 18 MSU, 152 retail units and a cinema*	111,600	5,545	8.5	15.1	1994 2001 2010	1973 (R) 1997 (C) 2011 (R) 2015	89.1%	32,500 17,500 5,500	26% 100% 50%	n.a. 100% 100%	n.a. 17,500 5,500
Parly 2 (Le Chesnay) *Printemps, BHV, Fnac, Simply Market, Habitat, Decathlon, Apple, 15 MSU and 152 retail units*	107,200	4,627	6.1	12.3	2004 2012	1969/87 (R) 2011 (R) 2015	97.2%	81,800	50%	100%	81,800
Vélizy 2 (Vélizy-Villacoublay) *Auchan, Printemps, FNAC, C&A, Apple, Darty, Toys'R'Us, 12 MSU, 156 retail units and a cinema*	104,000	6,676	6.2	14.8	1994 2007	(R) 2005/07	99.7%	66,100	100%	100%	66,100
Aéroville (Roissy-en-France) *Auchan, C&A, Marks & Spencer, 18 MSU, 156 retail units and an Europacorp cinema*	83,300	4,578	1.9	8.6		2013	95.8%	83,300	100%	100%	83,300
Le Forum des Halles (Paris 1st) *FNAC, H&M, Go Sport, 12 MSU, 111 retail units, 1 UGC Ciné Cité*	69,300[2]	951	6.8	33.3	1994 2010	1979/86 (R) 1996 (C) 2015[3]	99.2%	69,300[2]	65%	100%	69,300[2]
So Ouest (Levallois-Perret) *Leclerc, H&M, Marks & Spencer, 7 MSU, 87 retail units and a cinema*	54,300	1,750[1]	8.6	8.0	2006 2010	(C) 2012/ 2015	97.8%	54,300	100%	100%	54,300
Ulis 2 (Les Ulis) *Carrefour, C&A, 7 MSU, 83 retail units and a cinema*	53,900	3,200[1]	2.5	6.4	1994	1973 (R) 1998/99	94.2%	25,100	100%	100%	25,100
Bobigny 2 (Bobigny) *Auchan, 5 MSU, 45 retail units and a cinema*	26,900	1,100	4.0	n.a.	2004	1974	67.1%	7,900	100%	100%	7,900
CNIT (La Défense) *FNAC, Decathlon, Monoprix, 2 MSU, 24 retail units and a restaurant area*	25,800	1,133[4]	6.9	16.6	1999	1989 (R) 2009	97.9%	25,800	100%	100%	25,800
L'Usine Mode et Maison (Vélizy-Villacoublay) *1 MSU, 96 retail units*	20,600	1,270	6.0	1.0	2005	1986 (R) 2011	76.7%	20,600	100%	100%	20,600
Boutiques Palais des Congrès (Paris 17th) *Galerie Gourmande, Les Editions du Palais, Palais Maillot, 2 MSU, 61 retail units and a cinema*	18,900	1,663[1]	8.7	7.9	2008		92.0%	18,900	50%	100%	18,900
Galerie Gaité (Paris 15th) *Darty, 3 MSU, 7 retail units*	14,300	2,033[5]	6.7	2.6	1998	1976 (R) 2000/01	100.0%	13,000	100%	100%	13,000
Carrousel du Louvre (Paris 1st) *Printemps, Apple, Bose, 1 MSU, 35 retail units and a food court*	13,100	670[1][6]	6.8	14.9	1999	1993/ (R) 2009	97.6%	13,100	100%	100%	13,100
SUB-TOTAL SHOPPING CENTRES IN THE PARIS REGION											**733,400**

Catchment area : less than 30 minutes from the Shopping Centre.
MSU: Medium Size Unit.
(1) Car Parks not owned by Unibail-Rodamco.
(2) Canopy units delivered to tenants in 2015. Opening to public in April 2016.
(3) Forum des Halles currently still under renovation.
(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 offices.
(6) The Carrousel du Louvre car park is shared between the shopping centre and the exhibition space.

Portfolio as at December 31, 2015	GLA of the whole complex *(m^2)*	Parking spaces	Catchment area *(in million of people)*	Number of visits *(in million)*	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies *(m^2)*	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation *(m^2)*
SHOPPING CENTRES IN THE FRENCH PROVINCES											
La Part-Dieu (Lyon) *Carrefour, Galeries Lafayette, Décathlon, C&A, BHV, 34 MSU, 195 retail units and a cinema*	127,300	4,756	1.4	34.3	2004	1975 (R) 2001/02 (C) 2009/10 (R) 2011	98.5%	79,800	100%	100%	79,800
La Toison d'Or (Dijon) *Primark, Carrefour, Cultura, Boulanger, Norauto, 14 MSU and 134 retail units*	78,000	3,700	0.3	8.4	1994	1990 (C) 2013	98.5%	46,100	100%	100%	46,100
Polygone Riviera (Cagnes-sur-Mer) *Printemps, H&M, Zara, 18 MSU, 93 retail units, a cinema and a casino*	72,400	3,000	0.9	2.1[1]		(C) 2015	94.3%	61,900	50%	100%	61,900
Euralille (Lille) *Carrefour, Go Sport, 15 MSU and 96 retail units*	66,700	2,900[2]	1.9	13.9	1994 2010	1994 (R) 2015	98.5%	50,600	76%	100%	50,600
Villeneuve 2 (Villeneuve-d'Ascq) *Auchan, C&A, Furet du Nord, 5 MSU and 119 retail units*	57,100	3,050[2]	1.8	11.4		1977 (R) 2004/06	98.1%	32,600	100%	100%	32,600
Lyon Confluence (Lyon) *Carrefour, Joue Club, C&A, 15 MSU, 79 retail units and a cinema*	53,500	1,500	1.5	8.9		2012	98.6%	53,500	100%	100%	53,500
Rennes Alma (Rennes) *Carrefour, Printemps, 7 MSU and 100 retail units*	46,100	2,687	0.6	7.2	2005 2007	1971 (R) 1990 (C) 2013	98.7%	32,100	100%	100%	32,100
La Valentine (Marseille) *Printemps, Darty, FNAC and 70 retail units*	30,000	1,650	1.4	n.a.	2007	1982 (R) 1999	100.0%	8,900	100%	100%	8,900
L'Usine Roubaix (Roubaix) *Asics, Nike, 4 MSU and 79 retail units*	19,300	400	1.4	n.a.	2007	1984	89.4%	19,300	100%	100%	19,300
Channel Outlet Store (Coquelles) *Adidas, Hugo Boss, 38 retail units*	13,700	830	0.4	0.9		2003	87.6%	13,700	100%	100%	13,700
SUB-TOTAL SHOPPING CENTRES IN THE FRENCH PROVINCES											**398,500**

Catchment area : less than 30 minutes from the Shopping Centre.
MSU: Medium Size Unit.
(1) Footfall since the opening (October 21, 2015).
(2) Car parks not owned by Unibail-Rodamco.

Portfolio as at December 31, 2015	GLA of the whole complex *(m^2)*	Parking spaces	Catchment area *(in million of people)*	Number of visits *(in million)*	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies *(m^2)*	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation *(m^2)*
OTHER HOLDINGS											
Bel-Est (Bagnolet) *Auchan, 58 retail units*	48,800	1,700	3.8	n.a.	2010	1992	n.a.	500 5,000	100% 35.2%	100% 35.2%	500 1,800
Aquaboulevard (Paris) *Decathlon, Water park, Fitness center, cinema, event area, food court, 3 retail units*	38,400	1,000	n.a.	n.a.	2006 2008	1990	n.a.	32,400	100%	100%	32,400
Maine Montparnasse (Paris) *1 Naf Naf store*	35,500	1,900	n.a.	n.a.	2007		n.a.	200	100%	100%	200
Villabe *Carrefour, Toys'R'Us, 3 MSU and 53 retail units*	35,300	2,900	1.3	n.a.	2010	1992	n.a.	4,700 5,800	100% 48.75%	100% 48.75%	4,700 2,800
Grigny 2 (Grigny) *Casino, 1 MSU, 22 retail units*	10,700	1,200	n.a.	n.a.	2004	1973 (R) 2000	n.a.	1,600	100%	100%	1,600
Go Sport (Saintes)	2,500	n.a.	n.a.	n.a.	2007		n.a.	2,500	100%	100%	2,500
Plaisir *1 MSU*	5,200	100	n.a.	n.a.	2001		n.a.	5,200	100%	100%	5,200
SUB-TOTAL OTHER HOLDINGS											**51,700**
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)											**1,183,600**

Catchment area : less than 30 minutes from the Shopping Centre.
MSU: Medium Size Unit.

1

1.2. FRANCE: CONVENTION & EXHIBITION

Portfolio as at December 31, 2015	Year of acquisition	Construction (C) Refurbishment (R) date	Parking spaces	Total floor space of the asset (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)	Description
PARIS REGION								
PROPERTY AND OPERATION								
Paris Porte de Versailles (Paris 15th)	2000	Hall 5 in 2003	5,500	220,000	50%	100%	220,000	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 exhibition halls, 45 conference rooms of which 3 auditoriums
CNIT (La Défense)	1999	(R) 2007	1,133(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 conference 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	(R) 2012(3)	2,033(4)	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%	n.a.	5 exhibition halls, 7 conference rooms of which 1 auditorium
Palais des Congrès de Versailles	2008	1964	4,300(2)	3,200	45%	100%	n.a.	11 conference rooms of which 1 auditorium
Palais des Congrès d'Issy-les-Moulineaux	2009	(R) 2007		3,000	48%	100%	n.a.	14 conference rooms of which 1 auditorium
Hôtel Salomon de Rothschild	2014	(R) 2007 2010		1,600	50%	100%	n.a.	8 18th century rooms 1 reception room
OUTSIDE PARIS								
Novotel (Lyon Confluence)	2012	(C) 2012	48	7,100	100%	100%	7,100	Novotel 4 stars hotel, 150 rooms
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)							**617,400**	

(1) Car parks are owned by CNIT C&E and shared between CNIT C&E, CNIT Offices and CNIT retail.
(2) Car parks not owned by Unibail-Rodamco.
(3) 382 rooms refurbished out of 957 in 2011 and 2012.
(4) Car parks shared between Pullman hotel, Gaîté shopping gallery and office.

1.3. FRANCE: OFFICES

Portfolio(*) as at December 31, 2015	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	Total floor space (m²)	Parking spaces	% 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 8th								
Capital 8 (Monceau/Murat)	2001	(R) 2006	73.8%	45,300	374	100%	45,300	Wereldhave, Dechert, Dior Parfums, Rothschild & Cie, Arsene, Tikheau
Paris 15th								
Le Sextant, 2 bis-2 ter, rue Louis-Armand	2009	(C) 1998	96.8%	13,400	147	100%	13,400	Securitas, Direct Énergie, La Poste
Paris 16th								
7, place du Chancelier-Adenauer	1999	(R) 2008	100.0%	12,100	150	100%	12,100	Unibail-Rodamco's Headquarters
SUB-TOTAL "PARIS CBD"							**70,800**	
92 Paris - La Défense								
Espace 21 (Les Villages)	1999	(R) 2006	78.6%	41,900	1,541	100%	41,900	Genegis, Louvre Hôtels, Ageas
Tour Ariane	1999	(R) 2008(1)	93.1%	63,600	211	100%	63,600	Marsh, British Telecom France, Mercer, Arkea, IMS Health, Ciments Français, Network Appliance, Apec, Regus
CNIT (Offices)	1999	(R) 2008	98.7%	37,100	1,133(2)	100%	37,100	SNCF, ESSEC, IFSI, Châteauform
Majunga		(C) 2014	48.9%	65,600	271	100%	65,600	Axa Investment Managers(3), Deloitte(4)
Michelet-Galilée	1999	(R) 2010	99.7%	32,700	127	100%	32,700	Alstom
70-80, av. Wilson	1999	(R) 2012	99.1%	23,000	542	100%	23,000	Comexposium, ERDF, Cofely, Orphan, Gefco
SUB-TOTAL "PARIS - LA DÉFENSE"							**263,900**	
92 Levallois-Perret								
So Ouest Office	1996	(R) 2013	100.0%	33,300	320	100%	33,300	SAP France, PRA
So Ouest Plaza	2005	(R) 2015	100.0%	36,600	333	100%	36,600	L'Oréal(3)
92 Neuilly-sur-Seine								
2-8, rue Ancelle	1996	(R) 2000 (R) 2014	100.0%	17,200	199	100%	17,200	CMS Bureau Francis Lefebvre
92 Issy-les-Moulineaux								
34-38, rue Guynemer	1999	(R) 2012	91.8%	47,000	861	100%	47,000	Aldebaran, Carlson, Accor, Aldata, Citer, Groupe Lucien Barrière
SUB-TOTAL "NEUILLY-LEVALLOIS-ISSY"							**134,100**	
Other office buildings in Paris (Paris 14th)								
Gaîté-Montparnasse (Offices)	1998	(C) 1974	99.2%	9,900	2,033(5)	100%	9,900	Le Point
Other office buildings in Western Paris region (Nanterre)								
29, rue du Port	2010	(C) 1989	100.0%	10,300	94	100%	10,300	Xylem Water Solutions France
SUB-TOTAL OF OTHER OFFICE ASSETS IN PARIS							**20,200**	
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)							**489,000**	

(*) And potential 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) Lease contract is expected to take effect in H1-2016.
(4) Binding term sheet for a lease agreement signed in December 2015. Lease signed and ratified on January 18, 2016.
(5) Car parks are shared between Pullman hotel, Gaîté shopping gallery and office.

1.4. CENTRAL EUROPE: SHOPPING CENTRES

Portfolio as at December 31, 2015	GLA of the whole complex *(m²)*	Parking spaces	Catchment area *(in million of people)*	Number of visits *(in million)*	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies *(m²)*	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation *(m²)*
CZECH REPUBLIC											
Centrum Cerny Most (Prague) *H&M, Desigual, Nespresso, Mango, 162 units and a cinema complex*	97,400	3,745	1.6	10.3	2000	(C) 1997 (C) 2013	100.0%	97,400	100%	100%	97,400
Centrum Chodov (Prague) *Chaps, Zara, Superdry, Versace Jeans, 207 units*	60,500	2,800[1]	1.2	13.0	2005 2014	(C) 2005 (C+R) 2014	99.7%	60,500	100%	100%	60,500
SUB-TOTAL SHOPPING CENTRES IN CZECH REPUBLIC											**157,900**
POLAND											
Arkadia (Warsaw) *H&M, Nespresso, Kiko, Zara, 232 units and a cinema complex*	114,600	3,900	1.7	19.8	2010	2004	100.0%	75,000	100%	100%	75,000
Galeria Mokotow (Warsaw) *Napapijri, Rolex, Peek & Cloppenburg, Lacoste, 260 units and a cinema complex*	68,500	2,219	1.2	12.4	2003 2011	(C) 2000 (C) 2002 (C) 2006 (C) 2013	98.5%	68,500	100%	100%	68,500
Zlote Tarasy (Warsaw) *Superdry, H&M, Zara, Van Graaf, 233 units and a cinema complex*	66,400	1,157	2.1	19.8	2007 2012 2013	2007	n.a.	66,400	100%	n.a.	n.a.
CH Ursynow (Warsaw) *OBI, Real, Sephora, Reserved, 31 units*	46,600	1,700	1.7	3.7	2014	1998	n.a.	46,600	50%	n.a.	n.a.
Wilenska (Warsaw) *Kiko, Celio, Sephora, Parfois, 89 units*	39,900	1,108	1.7	15.6	2010	2002	100.0%	19,100	100%	100%	19,100
SUB-TOTAL SHOPPING CENTRES IN POLAND											**162,600**
SLOVAK REPUBLIC											
Aupark (Bratislava) *Zara, H&M, Desigual, Peek & Cloppenburg, 205 units, fitness center and a cinema complex*	55,300	2,217	0.6	11.0	2006 2011	(C) 2001 (R) 2015	97.0%	50,100	100%	100%	50,100
SUB-TOTAL SHOPPING CENTRES IN SLOVAK REPUBLIC											**50,100**
HUNGARY											
Europark (Budapest) *Media Markt, Douglas, DM Drogerie Markt, Samsung, 92 units*	26,200	950	0.8	5.5	1999	1997	95.3%	26,200	100%	100%	26,200
SUB-TOTAL SHOPPING CENTRES IN HUNGARY											**26,200**
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)											**396,800**

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

(1) 700 car spots out of 2,800 are rented by the City as "Park & Ride" parking.

1.5. CENTRAL EUROPE: OFFICES

Portfolio as at December 31, 2015	GLA of the whole complex *(m²)*	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)	23,700	2007 2012 2013	2007	23,700	100%	n.a.	n.a.
Zlote Tarasy Skylight (Warsaw)	22,000	2012 2013	2007	22,000	100%	n.a.	n.a.
Wilenska Offices (Warsaw)	13,400	2010	2002	4,800	100%	100%	4,800
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)							**4,800**

1.6. SPAIN: SHOPPING CENTRES

Portfolio as at December 31, 2015	GLA of the whole complex *(m²)*	Parking spaces	Catchment area *(in million of people)*	Number of visits *(in million)*	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies *(m²)*	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation *(m²)*
SPAIN											
Parquesur (Madrid) *Alcampo, Fnac, Media Markt, Leroy Merlin, 217 retail units*	151,200	5,800	5.5	20.3	1994	(C) 1989 (C) 2005	99.8%	97,300	100%	100%	97,300
Bonaire (Valencia) *Alcampo, Leroy Merlin, Decathlon, Zara, 169 retail units, Retail Park*	135,000	5,700	1.7	10.5	2001	(C) 2001 (R) 2003 (R) 2012	98.9%	48,200	100%	100%	48,200
La Maquinista (Barcelone) *Apple, Hollister, Media Markt Carrefour, 222 retail units and a hypermarket*	95,000	5,500	4.5	16.6	2008	(C) 2000 (C) 2010 (R) 2012	99.5%	79,600	51%	100%	79,600
La Vaguada "Madrid 2" (Madrid) *Alcampo, El Corte Inglés, C&A, Disney, 241 retail units*	85,500	3,600	5.9	21.3	1995	(C) 1983 (R) 2003	97.7%	22,500	100%	100%	22,500
El Faro (Badajoz) *Primark, El Corte Inglés outlet, Zara, H&M, 95 retail units*	66,300	2,840	0.6	6.7	2012	(C) 2012	99.0%	43,100	100%	100%	43,100
Bahía Sur (Cádiz) *Carrefour, El Corte Inglés, Zara, H&M, 100 retail units*	59,300	3,350	0.9	6.8	1994	(C) 1992 (R) 2005 (R) 2014	98.4%	24,700	100%	100%	24,700
Las Glorias (Barcelone) *Carrefour, C&A, PCCity, H&M, 170 retail units*	55,600	2,804[1]	4.3	11.6	1998	(C) 1995 (R) 2001 (R) 2014/15	100.0%	30,300	100%	100%	30,300
Splau (Barcelone) *Primark, Media Markt, Zara, H&M, Supermarket, 1 cinema complex and 143 retail units*	55,000	2,800	4.2	10.2	2011	(C) 2010	99.7%	55,000	100%	100%	55,000
Los Arcos (Seville) *Hipercor, C&A, Mango, Zara, 88 retail units*	44,000	1,800	1.5	6.1	1995	(C) 1992 (R) 2002 (R) 2013	95.7%	17,700	100%	100%	17,700
Barnasud (Barcelone) *Carrefour, Media Markt, Cinesa, Bowling Barnasud, 82 retail units, Retail Park*	43,700	2,450	3.6	4.1	2001	(C) 1995 (R) 2002 (R) 2006 (R) 2015	98.0%	33,300	100%	100%	33,300
Garbera (San Sebastian) *Eroski, Media Markt, Forum, Aki, 68 retail units*	40,000	2,784	0.5	4.8	2002	(C) 1997 (R) 2002 (R) 2014	100.0%	25,300	100%	100%	25,300
Equinoccio (Madrid) *Decathlon, Ilusiona, Espacio Casa, Warner Bross, 49 retail units, Retail Park*	36,800	1,408	5.1	3.4	1998	(C) 1998 (R) 2000/08 (C) 2012 (R) 2015	93.2%	35,200	100%	100%	35,200
Vallsur (Valladolid) *Erosku, Zara, Mango, Jack & Jones, 101 retail units*	36,000	2,250	0.4	4.8	2002	(C) 1998/2011 (R) 2004/14	95.3%	35,200	100%	100%	35,200
SUB-TOTAL SHOPPING CENTRES IN SPAIN											**547,400**
OTHER HOLDINGS											
Sant Cugat (Barcelone) *Eroski (hypermarket)*	42,500	2,700	3.8	15.0	2012	(C) 1996 (R) 2002	n.a.	22,400	100%	100%	22,400
SUB-TOTAL OTHER HOLDINGS											**22,400**
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)											**569,800**

Catchment area: less than 30 minutes from the Shopping Centre.
(1) Car Parks partly owned by Unibail-Rodamco.

1.7. NORDICS: SHOPPING CENTRES

Portfolio as at December 31, 2015	GLA of the whole complex (m²)	Parking spaces	Catchment area (in million of people)	Number of visits (in million)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)
SWEDEN											
Mall of Scandinavia (Greater Stockholm) *H&M, Zara, Mango, & other Stories, LEGO Store, Victoria's Secret, 223 units and a cinema complex*	101,100	4,000	1.6	2.6[(1)]		(C) 2015	97.0%	101,100	100%	100%	101,100
Täby Centrum (Greater Stockholm) *H&M, G-Star, Apple, Mango, Rituals, Stadium, 290 units and a cinema complex*	81,400	3,000	1.4	12.3[(2)]	1997	1968/1969 1975/1992/ 2015	96.8%	81,400	100%	100%	81,400
Nacka Forum (Greater Stockholm) *H&M, Zara, Rituals, Media Markt, G- Star, New Yorker, Ahléns, 150 units*	56,400	1,900	1.6	6.2	1996	1990/1997/ 2008	92.7%	56,400	100%	100%	56,400
Solna Centrum (Greater Stockholm) *Stadium, H&M, ICA, Systembolaget, 124 units*	50,000	1,265	1.6	7.0	1985	1962/1965/ 1992/(R) 2012/ 2013	95.2%	50,000	100%	100%	50,000
Eurostop Arlanda (Greater Stockholm) *H&M, ICA, Huntyard & Berras, 30 units*	33,200	1,600	1.0	2.5[(2)]	1996	1992	84.2%	33,200	100%	100%	33,200
Arninge Centrum (Greater Stockholm) *H&M, ICA, Jula, Apoteket, 25 units*	20,200	500	1.3	3.0	2001	1983 1990	94.4%	20,200	100%	100%	20,200
Eurostop Örebro (Örebro) *ICA, Jysk, Max, Statoil, 7 units*	15,300	1,600	0.2	3.5[(2)]	1996	1991/1996/ 2007	99.6%	15,300	100%	100%	15,300
SUB-TOTAL SHOPPING CENTRES IN SWEDEN											**357,600**
DENMARK											
Fisketorvet (Copenhagen) *Fotex Hypermarket, Silvan, Bahne, Stadium, 122 shops, a cinema complex and a gym*	59,600	1,600	1.7	8.6	2000	2000 (R) 2013	98.9%	59,600	100%	100%	59,600
SUB-TOTAL SHOPPING CENTRES IN DENMARK											**59,600**
FINLAND											
Jumbo (Helsinki) *K- Citymarket, Prisma, Clas Ohlson, Stockmann, 122 units*	85,100	4,600	1.4	10.6	2005	1999 2005	96.8%	85,100	35%	35%	29,900
SUB-TOTAL SHOPPING CENTRES IN FINLAND											**29,900**
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)											**447,100**

Catchment area: less than 30 minutes from the Shopping Centre.
(1) Footfall since the opening (November 12, 2015).
(2) New counting system implemented.

1.8. NORDICS: OFFICES

Portfolio as at December 31, 2015	GLA of the whole complex (m²)	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)
SWEDEN							
Solna Centrum (Greater Stockholm) *75 office units and 108 apartments*	29,100	1985	1962/1965/ 1992	29,100	100%	100%	29,100
Täby Centrum (Greater Stockholm) *49 office units*	21,500	1997	1968/1969 1975/1992	21,500	100%	100%	21,500
Nacka Forum (Greater Stockholm) *80 office units*	14,800	1996	1990/1997/ 2008	14,800	100%	100%	14,800
Eurostop Arlanda (Greater Stockholm) *1 Hotel and 222 rooms*	10,500	1996	1992	10,500	100%	100%	10,500
Eurostop Örebro (Örebro) *1 hotel and 111 rooms*	4,700	1996	1991/1996/ 2007	4,700	100%	100%	4,700
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)							**80,600**

1.9. AUSTRIA: SHOPPING CENTRES

Portfolio as at December 31, 2015	GLA of the whole complex (m²)	Parking spaces	Catchment area *(in million of people)*	Number of visits *(in million)*	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	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) *264 units, fitness centre and cinema complex*	196,900	10,000	2.1	24.6	2008	(C) 1976/ 2002/2012 (R) 2013	98.2%	134,900	100%	100%	134,900
Donauzentrum (Vienna) *256 units, fitness centre, cinema complex and a hotel*	123,900	3,000	1.7	18.9	2003	(C)1975/2000/ 2006/2008/ 2010 (R) 2012	98.6%	123,900	100%	100%	123,900
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)											**258,800**

Catchment area: less than 30 minutes from the Shopping Centre (Except for SCS: 60 minutes).

1.10. AUSTRIA: OFFICES

Portfolio as at December 31, 2015	GLA of the whole complex (m²)	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							
Donauzentrum (Vienna) *2 buildings*	10,700	2003	1975 1985	10,700	100%	100%	10,700
Shopping City Süd (SCS) (Vienna)	9,200	2008	1989	9,200	100%	100%	9,200
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)							**19,900**

1.11. GERMANY: SHOPPING CENTRES

Portfolio as at December 31, 2015	GLA of the whole complex *(m²)*	Parking spaces	Catchment area *(in million of people)*	Number of visits *(in million)*	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies *(m²)*	% Unibail-Rodamco's shares	% of consolidation	Total space according to consolidation *(m²)*
CentrO (Oberhausen) *Kaufhof, SinnLeffers, Saturn, P&C, H&M, C&A, Apple, Zara, Esprit, 254 retail units, 33 MSU, 1 cinema and leisure*	231,700	12,000	3.3	15.4	2014	(C) 1996	99.1%	224,900	45%	n.a.	n.a.
Ruhr Park (Bochum) *Kaufland, SinnLeffers, MediaMarkt, Forever 21, H&M, New Yorker, 157 retail units, 24 MSU and cinema*	115,600	4,416	3.6	12.0	2012	(C) 1964 (R) 2015	98.3%	106,900	65%	100%	106,900
Paunsdorf Center (Leipzig) *Kaufland, MediaMarkt, Esprit, H&M, New Yorker, 188 retail units, 22 MSU and offices*	113,300	7,300	0.9	7.9	2012	(C) 1994 (R) 2012	89.1%	113,300	24%	n.a.	n.a.
Gropius Passagen (Berlin) *Kaufland, Kult, Kaufhof, P&C, New Yorker, SpieleMax, H&M, 151 retail units, 20 MSU, 1 cinema and offices*	93,700	2,000	2.1	11.6	2012	(C) 1964 (R) 1997	96.9%	93,700	10%	n.a.	n.a.
Hofe am Brühl (Leipzig) *MediaMarkt, Müller, H&M, New Yorker, Olymp&Hades, 130 retail units, 13 MSU and offices*	54,600	820	1.3	13.6	2012	(C) 2012	93.2%	54,600	48%	100%	54,600
Pasing Arcaden (Munich) *MediaMarkt, Müller, HIT, C&A, H&M, Aldi, 150 retail units, 10 MSU and offices*	52,900	943	2.0	12.2	2012	(C) 2011 (C) 2013	99.5%	52,900	48%	100%	52,900
Palais Vest (Recklinghausen) *Kaufland, MediaMarkt, Reserved, H&M, C&A, 119 retail units and 14 MSU*	43,100	970	2.3	8.9	2012	(C) 2014	91.0%	43,100	48%	100%	43,100
Minto (Mönchengladbach) *Media Saturn, H&M, Reserved, Sportscheck, Müller, Forever 21, Aldi, 104 retail units and 17 MSU*	41,800	905	1.4	6.9(1)		(C) 2015	97.5%	41,800	48%	100%	41,800
Gera Arcaden (Gera) *Kaufland, Medimax, H&M, C&A, New Yorker, 85 retail units, 12 MSU and offices*	38,600	1,309	0.3	7.0	2012	(C) 1998 (R) 2008	98.7%	38,600	48%	100%	38,600
Ring-Center 1 (Berlin) *Pandora, H&M, New Yorker, Orsay, 73 retail units and a cinema complex*	20,600	1,000(2)	0.7	4.9	1996	1997	n.a.	20,600	67%	n.a.	n.a.
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)											**337,900**

Catchment area: less than 30 minutes from the Shopping Centre.
MSU: Medium Size Unit.
(1) Footfall since opening (March 25, 2015).
(2) Car park not owned by Unibail- Rodamco.

1.12. NETHERLANDS: SHOPPING CENTRES

Portfolio as at December 31, 2015	GLA of the whole complex (m²)	Parking spaces	Catchment area (in million of people)	Number of visits (in million)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (m²)	% Unibail-Rodamco's share	% of consolidation	Total space according to consolidation (m²)
NETHERLANDS											
Stadshart Almere (Almere) *Media Markt, H&M, HEMA, Zara, Cinema, 97 retail units and 26 MSU*	89,500	1,807[(1)]	1.1	8.7	2002	(C) 2002 (R) 2008	95.1%	87,500	100%	100%	87,500
Stadshart Amstelveen (Amstelveen) *De Bijenkorf, H&M, HEMA, Albert Heijn, Zara, 125 retail units and 19 MSU*	83,500	2,775[(2)]	2.6	9.7	2005	(C) 1960 (R) 1998	98.4%	57,600	100%	100%	57,600
Stadshart Zoetermeer (Zoetermeer) *Albert Heijn XL, H&M, Primark, HEMA, Media Markt, 80 retail units and 17 MSU*	77,400	3,325[(2)]	2.4	10.2	1983	(C) 1983 (R) 2005	96.6%	52,800	100%	100%	52,800
Leidsenhage (Leidschendam) *Albert Heijn, H&M, HEMA, Jumbo, 90 retail units and 19 MSU*	75,400	3,000[(2)]	2.4	7.8	1990	(C) 1971 (R) 2000	n.a.	66,100	100%	100%	66,100
SUB-TOTAL SHOPPING CENTRES IN THE NETHERLANDS											**264,000**
OTHER HOLDINGS											
De Els (Waalwijk) *11 retail units*	14,500	500[(1)]	n.a.	n.a.	1990	(C) 1975 (R) 1990	n.a.	1,200	100%	100%	1,200
Kerkstraat (Hilversum) *1 unit: V&D*	12,200	72	n.a.	n.a.	1993	n.a.	n.a.	11,500	100%	100%	11,500
In den Vijfhoek (Oldenzaal) *33 retail units and 3 MSU (Albert Heijn)*	8,100	340[(1)]	n.a.	n.a.	1980	(C) 1980	n.a.	8,000	100%	100%	8,000
Zoetelaarpassage (Almere) *17 retail units and 3 MSU (Lidl)*	6,700	n.a.	n.a.	n.a.	1983	(C) 1983	n.a.	6,700	100%	100%	6,700
Carleijspassage 10 (Venlo) *1 retail unit and 2 MSU*	1,900	n.a.	n.a.	n.a.	1993	(C) 1951	n.a.	1,900	100%	100%	1,900
Oosterdijk (Sneek) *1 retail unit and 1 MSU*	1,500	n.a.	n.a.	n.a.	1988	n.a.	n.a.	900	100%	100%	900
SUB-TOTAL OTHER HOLDINGS IN THE NETHERLANDS											**30,200**
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)											**294,200**

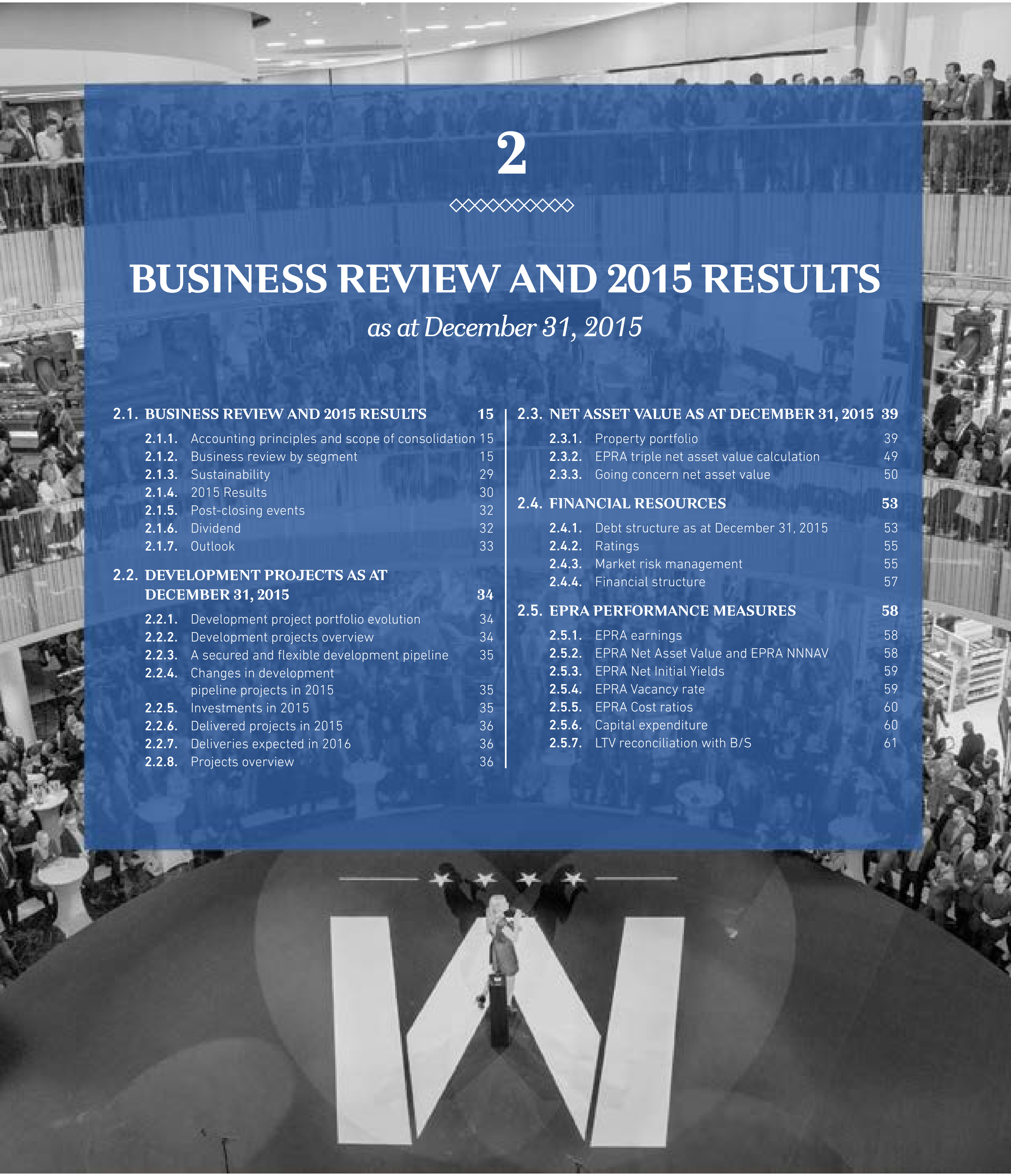
Catchment area: less than 30 minutes from the Shopping Centre.
MSU: Medium Size Unit.
(1) Car parks not owned by Unibail- Rodamco.
(2) Car parks partly owned by Unibail-Rodamco and are shared between retail and office.

1.13. NETHERLANDS: OFFICES

Portfolio as at December 31, 2015	GLA of the whole complex (m²)	Parking spaces	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)
NETHERLANDS								
Leidsenhage (Leidschendam)	25,300	3,000[1]	2007	(C) 1983 (R) 2005	25,300	100%	100%	25,300
Stadshart Zoetermeer (Zoetermeer)	11,500	3,325[1]	1983/2005	n.a.	10,600	100%	100%	10,600
Zoetelaarpassage (Almere)	9,200	0	1983	(C) 1961	8,100	100%	100%	8,100
Stadshart Amstelveen (Amstelveen)	6,800	2,775[1]	2005	(C) 1999	6,100	100%	100%	6,100
TOTAL (ACCORDING TO THE SCOPE OF CONSOLIDATION)								**50,100**

(1) Car parks partly owned by Unibail-Rodamco and are shared between retail and office.

72% (in number of Shopping Centres hold) of annual footfall data, provided by dedicated footfall systems, are analysed by third parties.



2

BUSINESS REVIEW AND 2015 RESULTS

as at December 31, 2015

2.1. BUSINESS REVIEW AND 2015 RESULTS

2.1.1. Accounting principles and scope of consolidation

2.1.1.1. Accounting principles

Unibail-Rodamco's consolidated financial statements as at December 31, 2015 were prepared in accordance with International Financial Reporting Standards ("IFRS") as applicable in the European Union as at December 31, 2015.

Unibail-Rodamco has applied for the first time IFRIC 21 "Levies", with a limited impact on the Group's financial statements.

No other change was made to the accounting principles with those applied for the year ended December 31, 2014.

The financial statements are compliant with the best practices 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 section.

2.1.1.2. Scope of consolidation

The principal changes in the scope of consolidation since December 31, 2014, were:

- the sale on January 15, 2015, of the Nicetoile shopping centre to a joint-venture between Allianz and Hammerson;
- the sale on June 30, 2015, of the Group's 75% stake in Arkady Pankrac (Prague) to Atrium European Real Estate Limited;
- the acquisition on July 24, 2015, of an additional stake of 15% in Ruhr Park (Bochum) pursuant to which the Group has gained control of this asset, which has been fully consolidated since that date;
- the sale on July 31, 2015, of the Group's 50% stake in Comexposium to Charterhouse;
- the sale on October 1, 2015, of the Nova Lund (Lund) shopping centre to TH Real Estate;
- the acquisition of units and the sale of several minor non-core assets, located in France, The Netherlands and Spain.

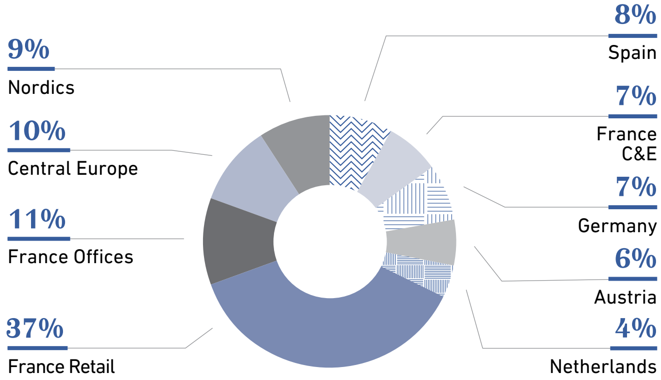
As at December 31, 2015, 298 companies were fully consolidated, six companies were consolidated under "joint operation" (as defined by IFRS 11) and 24 companies were accounted for using the equity method[2].

2.1.1.3. Operational reporting

The Unibail-Rodamco Group is operationally organised in seven regions: France, Central Europe[3], Spain, the Nordics, Austria, Germany and The Netherlands. The creation of a specific reporting segment for Germany this year is the result of the significant investments the Group has made in this region since 2012.

As France has substantial activities in all three business-lines of the Group, this region is itself divided in three segments: Shopping Centres, Offices and Convention & Exhibition. The other regions operate primarily in the Shopping Centre segment.

The table below shows the split of Gross Market Values per region as at December 31, 2015, including assets accounted for using the equity method[4].



Figures may not add up due to rounding.

2.1.2. Business review by segment

2015 was another successful year for the Group. Notable accomplishments include: the successful delivery of three new shopping centres (Minto (Mönchengladbach), Polygone Riviera (Cagnes-sur-Mer) and Mall of Scandinavia (Stockholm)), the delivery of extensions at Täby Centrum (Stockholm) and Ruhr Park (Bochum), and the disposal or agreement to dispose of (i) additional non-core retail assets in France, the Nordics, the Czech Republic, Spain and The Netherlands, (ii) two office buildings in France, (iii) the Group's 50% stake in Comexposium, and (iv) a stake in Unibail-Rodamco Germany, for total net disposal proceeds to Unibail-Rodamco of €1.6 Bn.

(1) EPRA Best Practices Recommendations are available on the EPRA website: www.epra.com.

(2) Mainly the Rosny 2 shopping centre in France, the Zlote Tarasy complex in Poland, and the Ring-Center, Ruhr Park (until July 23, 2015), CentrO, Gropius and Paunsdorf shopping centres in Germany.

(3) Central Europe includes Ring-Center (Berlin), accounted for using the equity method, and Aupark (Bratislava), previously in the Austrian region.

(4) Except property service companies (Espace Expansion and Unibail-Rodamco Germany (previously "mfi") property services).

In addition, in December 2015, the Group signed a binding term sheet for a lease agreement with Deloitte for the remaining 31,164 m^2 of GLA in Majunga (La Défense) which was ratified and signed on January 18, 2016. Majunga is now fully let.

The Group again achieved a number of financing "firsts" for a real-estate company in the Euro market, including a €500 Mn 15-year 1.375% bond, the longest maturity, and a €500 Mn negative yield convertible. In addition, Unibail-Rodamco executed a number of successful asset-liability management exercises, further reducing its average cost of debt.

Lastly, despite the massive disposals in 2014 and 2015, ever lower indexation and the impact of terrorist attacks in Paris, the Group's recurring earnings per share reached €10.46, comfortably exceeding the range of €10.15-10.35 per share guidance for 2015 provided in January 2015.

2.1.2.1. Shopping Centres[1]

2.1.2.1.1. Shopping centre activity in 2015

Economic environment

GDP in the European Union (EU) and the Eurozone[2] is expected to have grown by 1.9% and 1.6%, respectively. This reflects a modest improvement in both the EU and the Eurozone compared to 2014. A conjunction of positive factors including significantly lower oil prices, a depreciating euro and the European Central Bank's accommodative monetary policy have stimulated private consumption and exports. The short-term positive impact of these factors on economic growth has been partially offset by, among others, below trend investment activity likely related to economic and political uncertainty (*e.g.*, the Greek crisis). Unemployment levels[3] in the European Union and Eurozone remain high but have decreased compared to December 2014 (-80 and -90 bps) reaching 9.1% and 10.5% in November 2015, respectively. These are the lowest recorded rates since January 2012 for the EU and September 2009 for the Eurozone. Unemployment is expected to further decline gradually in the next few years. Annual inflation in the Eurozone remains exceptionally low at 0.2% in 2015, due primarily to low energy and commodity prices.

In Unibail-Rodamco's regions, the weighted average forecasted GDP growth of 2.0% in 2015 slightly exceeded that of the 1.9% expected for 2015 for the EU.

	GDP	
Region/Country	2015 Forecast	2014 Actual
European Union (EU)	1.9%	1.4%
Eurozone	1.6%	0.9%
France	1.1%	0.2%
Czech Republic	4.3%	2.0%
Poland	3.5%	3.3%
Spain	3.4%	1.4%
Sweden	3.0%	2.3%
Finland	0.9%	-0.4%
Denmark	1.9%	1.3%
Austria	0.8%	0.4%
Germany	1.7%	1.6%
Netherlands	2.0%	1.0%

Source: Eurostat.

Footfall[4]

Despite the uncertain economic environment and unfavourable weather conditions, the number of visits to Unibail-Rodamco's shopping centres for the full year ended December 2015 continued their longstanding positive trend with an increase of +2.0% compared to 2014. This increase was driven by footfall in the German, Austrian and Nordic shopping centres, up by +7.1%, +5.5% and +2.6%, respectively.

The terrorist attacks in January and November in Paris have had a significant impact on footfall in Unibail-Rodamco's Paris region shopping centres. While footfall in France was up by +3.5% through October 2015 compared to the same period last year, footfall dropped by -4.3% and -4.6%, in November and December 2015, respectively, both compared to the same month in 2014. Downtown shopping centres (Les 4 Temps, CNIT and Carrousel du Louvre) were disproportionally affected. However, footfall in the Group's French assets increased by +1.9% for the year ended December 31, 2015, compared to a drop of -0.9% in the French national footfall index. Aéroville (+16.2%) continued to grow at healthy pace. Shopping centres outside of the Paris region were less impacted. Recently renovated or opened shopping centres such as Euralille (Lille) (+10.8%) and Confluence (Lyon) (+12.8%) saw significant footfall growth.

(1) *Effective January 1, 2015, Aupark was transferred from Austria to Central Europe and the 2014 data have been restated to reflect this change.*

(2) *Source: Eurostat, November 13, 2015.*
http://ec.europa.eu/eurostat/documents/2995521/7075215/2-13112015-BP-EN.pdf/b1b2ad4f-32ef-4737-abbe-5dc7b91dd1bb

(3) *Source: Eurostat, January 7, 2016.*

(4) *Except as indicated otherwise, footfall data are year-to-date through December 2015. Footfall in Unibail-Rodamco's shopping centres in portfolio of shopping centres in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, acquisition of new assets and assets under heavy refurbishment. For the 2015 reporting period, shopping centres excluded were Forum des Halles (Paris), Parly 2 (Paris region), Carré Sénart and Carré Sénart shopping park (Paris region) and Polygone Riviera (Cagnes-sur-Mer), Galerie Gaité (Paris), Täby Centrum and Mall of Scandinavia (Stockholm), Palais Vest (Recklinghausen), Minto (Mönchengladbach), Ruhr Park (Bochum), Glories (Barcelona), Centrum Chodov (Prague) and Aupark (Bratislava).*

Tenant sales[1]

Thanks to the Group's active management and innovative marketing, tenant sales in the Group's shopping centres grew by +4.1% through December 31, 2015 compared to 2014. Through November 30, 2015, Group's tenant sales outperformed the relevant national sales indices[2] by +240 bps, with growth of +4.6% compared to the same period last year. Spain, Germany and Central Europe were the principal drivers with growth of +8.3%, +5.0% and +4.5%, respectively.

Tenant sales in Spain outperformed the national sales index by 480 bps driven primarily by La Maquinista (Barcelona) (+10.9%), Splau (Barcelona) (+9.2%) and El Faro (Badajoz) (+14.9%).

In Austria, tenant sales grew by +3.2%, outperforming the national sales index by 210 bps.

Tenant sales in Germany outperformed the national sales index by 180 bps mainly due to Höfe am Brühl (Leipzig) (+8.3%) and Pasing Arcaden (Munich) (+6.2%).

In Central Europe, the Group's tenant sales outperformed the national sales index by 220 bps driven by Galeria Wilenska (Warsaw) (+14.5%) and Centrum Cerny Most (Prague) (+8.7%).

The strength of the Group's business model was further illustrated by the fact that the +4.1% sales growth by French retailers in the Group's portfolio through November 2015 outperformed the national sales index by +270 bps. French tenant sales benefited also from strong growth in newer or refurbished shopping centres such as Aéroville (Paris region), Confluence (Lyon), So Ouest (Paris region) and Euralille (Lille) as well as the increase in Sunday openings of a number of the Group's French malls prior to Christmas. The terrorist attacks in November 2015 in Paris caused a drop in tenant sales of -6.8% in November, whereas sales in December were almost flat (-0.7%), both compared to the same period in 2014.

In the Nordics, tenant sales, which exclude sales in Täby Centrum and Mall of Scandinavia (Stockholm), increased by +1.8%. The sales growth in Fisketorvet (Copenhagen) (+9.3%) and the Swedish shopping centres (+1.9%) were partially offset by Jumbo (Helsinki) (-4.0%). Including tenant sales of Täby Centrum in 2015 and the Mall of Scandinavia, delivered on November 12, 2015, the Groups' tenant sales in the Nordics through November 2015 were up by +12.7%, whereas the Nordics national sales index, which includes the sales of these two assets, was up by +3.6%.

Leasing and Brand Event activities

2015 was marked by strong leasing activity and significant International Premium Retailer (IPR[3]) introductions.

As at December 31, 2015, a total of 1,367 deals had been signed for the Group's portfolio of standing assets surpassing the 1,315[4] deals signed in 2014. The Group's leasing teams generated a Minimum Guaranteed Rent uplift[5] of +18.2% and a rotation rate[6] of 13.2% in 2015, exceeding the Group's objective to rotate at least 10% of its tenants in each shopping centre every year.

In 2015, the Group signed 196 leases with IPRs, a +15.3% increase compared to the 170[7] deals signed last year, representing 13.8% of the tenant rotation[8] in 2015.

More exciting retailers have chosen Unibail-Rodamco's shopping centres to open their first mono-brand stores in Continental Europe, such as Origins from the Estée Lauder Group in Galeria Mokotow (Warsaw), Victoria Secrets' full store concept signature in Arkadia (Warsaw), Reiss in Polygone Riviera (Cagnes-sur-Mer) (first shop in France) and Aesop in Mall of Scandinavia (Stockholm). A significant number of shopping centres "firsts" were recorded in several countries in 2015, such as Tesla in Parly 2 (Paris region), Brooks Brothers and Bobbi Brown in Polygone Riviera (Cagnes-sur-Mer); Nespresso in Pasing Arcaden (Munich); & Other Stories in Galeria Mokotow (Warsaw); & Other Stories and COS in Mall of Scandinavia (Stockholm), and Bobbi Brown in Aupark (Bratislava).

Major brands with great customer recognition have increased their store count in Unibail-Rodamco's portfolio in 2015, with Primark signing four additional leases in French and Spanish shopping centres (Polygone Riviera (Cagnes-sur-Mer), Lyon Part-Dieu (Lyon), Euralille (Lille) and La Maquinista (Barcelona)), and Uniqlo signing three additional leases in France. Furthermore, the Group signed eleven new leases with Rituals, eight with Tiger, seven with the Estée Lauder Group, seven with Superdry, five with JD Sports and five with Kusmi Tea. These signings demonstrate the interest by differentiating retailers in the Group's shopping centres.

(1) Except as indicated otherwise, tenant sales data are year-to-date through November 2015. Tenant sales performance in Unibail-Rodamco's shopping centres (excluding The Netherlands) in portfolio of shopping centres in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, acquisition of new assets and assets under heavy refurbishment. For the 2015 reporting period, shopping centres excluded were Forum des Halles (Paris), Parly 2 (Paris region), Carré Sénart and Carré Sénart shopping park (Paris region) and Polygone Riviera (Cagnes-sur-Mer), Galerie Gaité (Paris), Täby Centrum and Mall of Scandinavia (Stockholm), Palais Vest (Recklinghausen), Minto (Mönchengladbach), Ruhr Park (Bochum), Glories (Barcelona), Centrum Chodov (Prague) and Aupark (Bratislava).

(2) Based on latest national indices available (year-on-year evolution) as of November 2015: France: Institut Français du Libre-Service (IFLS); Spain: Instituto Nacional de Estadistica; Central Europe: Česky statisticky urad (Czech Republic), Polska Rada Centrow Handlowych (Poland, as of October 2015), Eurostat (Slovakia); Austria: Eurostat; Nordic: HUI Research (Sweden), Danmarks Statistik (Denmark), Eurostat (Finland).

(3) IPR = Retailer with strong and international brand recognition, and a differentiating store design and product approach, which may increase the appeal of the shopping centres.

(4) On a proforma basis, after deduction of 143 leases signed in 2014 in the 12 French shopping centres disposed (Cité Europe is not included as it was previously accounted for using the equity method).

(5) Minimum Guaranteed Rent (MGR) uplift: difference between new MGR and indexed old MGR. Indicator calculated on renewals and relettings only.

(6) Rotation rate: (number of relettings + number of assignments and renewals with new concepts)/number of stores.

(7) On a proforma basis, after deduction of 12 leases signed in 2014 with IPRs in the 12 French shopping centres disposed (Cité Europe is not included as previously accounted for using the equity method).

(8) Number of relettings and number of assignments and renewals with new concepts.

Strong progress has been made in the pre-letting for a number of projects in the Group's development pipeline:

- In September 2015, more than 200 retailers attended a kick-off event for the Wroclavia project, a new development of 79,634 m^2 in Wroclaw. The development has been 49% pre-let[(1)] almost two years prior to the scheduled opening in H2-2017, including to major international groups such as Inditex (Zara, Massimo Dutti, Bershka, Stradivarius, Pull&Bear, Oysho and Zara Home), H&M and the LPP group (Reserved, Mohito, Sinsay, House, Cropp Town and Tallinder). A Carrefour supermarket and the biggest cinema of the city with the first IMAX-technology complete the anchor tenants.
- For Centrum Chodov´s 41,411 m^2 extension project in Prague, pre-letting kicked off in September. The Group secured the commitment of a number of major tenants, including all of the Inditex Group's brands, with market entries for Zara Home and Oysho, and H&M's new flagship store. Pre-letting stands at 44% and the delivery is expected in H2-2017. The extension will also include the Dining Experience™ with 43 restaurants and market entries for both Wagamama and Vapiano.
- In April 2015, the pre-letting of Carré Sénart's major extension of 29,055 m^2 additional GLA (65 new units) kicked-off. 39% of the extension has been pre-let[(1)], including its new main anchor, a 9,500 m^2 Galeries Lafayette department store, and delivery is planned for H2-2017.

The Group's Brand Events team seeks to sign leases with exclusive and pioneering retailers in cross-border deals offering such retailers the Group's pan-European platform with innovative formats such as digital screens and pop up stores designed specifically for such retailers. In 2015, Unibail-Rodamco signed its first cross-border deal with Parrot (headphones) in five different shopping centres (La Part Dieu (Lyon), La Maquinista (Barcelona), Stadshart Amstelveen (Amstelveen), Riem Arcaden (Munich) and Mall of Scandinavia (Stockholm)). Devialet, with its high-quality Phantom speakers, chose Parly 2 (Paris region) for its first pop-up store in a shopping centre in France. Moreover, Amazon launched its first pop-up stores in France in Les Quatre Temps and Parly 2 (both in the Paris region) selling Kindle e-books and Fire tablets. Lastly, Amazon launched its Amazon Locker program in France in the Group's shopping centres. Nine of Unibail-Rodamco's shopping centres currently offer the Amazon Locker service and a further three are scheduled to open shortly.

Extension, renovation and brownfield projects

2015 has been a successful year with the deliveries of three new centres and the completion of three major refurbishment & extension projects throughout the Group´s regions.

See Section 2.2.6 of the Development projects segment for a list of all retail projects delivered in 2015.

On March 25, 2015, Unibail-Rodamco opened Minto (Mönchengladbach), a 41,867 m^2 regional shopping destination with more than 100 shops. The shopping centre includes the Group´s latest innovations such as Iconic Shop fronts and 4 Star services. The retail offer includes international and established brands such as Liebeskind, H&M and Saturn as well as IPRs such as Reserved and Forever 21. Fynch-Hatton opened its very first German shop in Minto. The delivery of this new shopping destination with its unique and novel features and experience was extremely well received in Germany by both visitors and press alike. The shopping centre attracted more than 6.9 Mn visits through the end of 2015.

On May 20, 2015, Euralille (Lille) revealed its first refurbishment since its construction in 1994. The Total Investment Cost (TIC)[(2)] of this project was €70 Mn. More than 50,000 visitors attended the opening event to experience the fully-redesigned customer journey. The introduction of the Group's latest innovations such as Iconic Shop fronts and the 4 Star label complemented a significantly improved retail offer, including the first Burger King and Starbucks in the region. From May 20 until the end of 2015, the shopping centre attracted +12.9% visitors compared to the same period last year.

On October 21, 2015, Unibail-Rodamco inaugurated Polygone Riviera (Cagnes-sur-Mer) with a total of 144 stores and 67,367 m^2 of GLA. At opening, the shopping centre was 90% let. The asset attracted 2.1 Mn visits through December 2015. Polygone Riviera includes the Group's latest innovations and was awarded the 4 Star label. Customers are offered a large variety of restaurants as part of the Dining Experience™, an entertainment cluster including a multiplex cinema, a casino and an open-air theatre. The first Designer Gallery™ in Europe was launched with 30 original designer brands. The retail offer also includes 35 IPRs such as Uniqlo and Forever 21. Polygone Riviera is 94% let as at December 31, 2015, including Primark which will open in March 2016.

On November 4, 2015, the Group finalised the refurbishment and extension of Ruhr Park (Bochum). As the largest open-air shopping centre in Germany, Ruhr Park offers 157 shops over 115,460 m^2. The TIC of €134 Mn (at 100%) has transformed the original building from the 60's into a modern regional lifestyle destination. The retail offer includes IPRs such as Kusmi Tea and Superdry's iconic flagship store. The extension was almost fully let at opening.

On November 12, 2015, Unibail-Rodamco inaugurated Mall of Scandinavia (Stockholm). 50,000 visitors attended the opening event while the centre welcomed over 100,000 visitors the first Saturday and its millionth visitor 17 days after opening. Through December 31, 2015, Mall of Scandinavia has attracted 2.6 Mn visits. At December 31, 2015, Mall of Scandinavia was 97% let with 219 stores, of which 36 were IPRs.

Excluding Polygone Riviera (Cagnes-sur-Mer), in which the Group acquired its interest at an already mature development stage in 2012, the yield-on-cost[(3)] of the Group's retail projects delivered in 2015 was 7.4%. Collectively, the yield-on-cost of those projects amounted to 6.8%. As at December 31, 2015, appraisers valued these assets at a weighted average net initial yield of 4.5%.

(1) Retail GLA signed, all agreed to be signed and financials agreed.

(2) Total Investment Cost: the sum of: (i) all capital expenditures from the start of the project to the completion date and includes: land costs, construction costs, study costs, technical fees, tenant fit-out costs paid for by the Group, letting fees and related costs, eviction costs and vacancy costs for renovations or redevelopments of standing assets; and (ii) tenants' lease incentives and opening marketing expenses. Does not include capitalized interests and internal costs capitalized.

(3) Yield on cost: contracted rents for the 12 months following the opening, net of expenses, divided by the Total Investment Cost.

Innovation

During 2015, the Group further expanded a number of innovative concepts developed by UR Lab to drive additional footfall:

- 4 Star label: eight more shopping centres have been awarded the 4 Star label, increasing the number of 4 Star labelled shopping centres to 25. The eight centres include: Polygone Riviera (Cagnes-sur-Mer), Mall of Scandinavia (Stockholm), Minto (Mönchengladbach), Aupark (Bratislava), Ruhr Park (Bochum), Vélizy 2 (Paris region), Shopping City Süd (Vienna) and Euralille (Lille). The 17 shopping centres previously labelled all passed the annual independent audits which monitor the consistent quality in line with the 684 criteria referential.
- The Dining Experience™: this initiative focuses on a large range of dining offers in spectacular dining plazas and emphasizes animations accentuating the customer's culinary experience. After launching the 5th Dining Experience™ in February at Les Quatre Temps (Paris region), the roll out continued in H2-2015 with Polygone Riviera (Cagnes-sur-Mer), Mall of Scandinavia (Stockholm) and Splau (Barcelona).
- The Designer Gallery™: the Group continues to emphasize its differentiation strategy and places creativity at the heart of its shopping experience with The Designer Gallery™, recently unveiled at Polygone Riviera (Cagnes-sur-Mer) and Mall of Scandinavia (Stockholm). The Designer Gallery™ is an exclusive destination designed to celebrate fashion and design in all forms.
- Digital marketing: the Group keeps growing its digital audience. As of December 2015, on a like-for-like perimeter (excluding the 2014 divestments and the Group's German assets), smartphone application downloads increased by +20% (to 3.5 Mn), website visits grew by +11% (to 32.2 million visits) and on Facebook, the Group's shopping centres now have 5.4 million fans (+15.3% compared to the same period in 2014)[(1)].

To develop its location-based marketing strategy and better address its visitors, the Group has invested in a new digital infrastructure:

- a new Content Management System to administer content on websites, mobile applications, social networks and interactive directories;
- new websites with a brand new user experience and social content are being published;
- an omni-channel loyalty account system offering exclusive perks and customized offers;
- an indoor positioning technology based on Bluetooth technology has been deployed in 18 shopping centres with the goal to expand this to 41 shopping centres by June 2016;
- a social media management platform.

These new infrastructure tools allow the Group to provide innovative solutions that improve the visitors' journey in its shopping centres. Having identified the main pain points for visitors, Unibail-Rodamco developed three features:

- Smart Park: easy entrance and exit from the parking for loyalty card holders by automatic recognition of their number plate and automatic memorization of the parking slot;
- Smart Map: enabling visitors to easily locate the shops they are looking for and current promotions on the map of their shopping centre on their smartphone;
- Meet My Friends: a social indoor positioning feature making shopping sessions easier and more fun; through this application, visitors can share their location with their friends and, thus, catch up easily in the shopping centre.

Finally, the openings of Polygone Riviera and Mall of Scandinavia have been the "store front" of the Group's digital strategy and have given rise to test some additional innovative features such as:

- Click & Eat which allows customers to order, pay for and collect food from restaurants in Mall of Scandinavia;
- An audio guide on the app that accompanies the Art journey of Polygone Riviera;
- Help please, a text messaging service that strengthens customer relationships.

These new digital features have already improved engagement of customers who are willing to share data in exchange for clear benefits. As a result, new loyalty account creation was up by +17% in Q4-2015 *vs.* the same period last year in the first seven shopping centres where the new system has been implemented.

Finally, to increase their usage, both these new functionalities and digital engagement have been at the heart of the exceptional marketing events organized in Unibail-Rodamco's shopping centres in 2015:

- the largest live "Escape Game" ever in France, the first ever in a shopping centre in Europe, was held in Les Quatre Temps during four days in September 2015. The 1,500 players had to participate by using the mobile application and the Meet My Friends functionality, generating over 2,300 mobile application downloads and loyalty accounts creations;
- the promotional offers of the "Unexpected Days" event held in five shopping centres (Les Quatre Temps, So Ouest, Parly 2, Vélizy 2 and Forum des Halles) were only accessible *via* the mobile application, generating almost 6,300 additional digital visits and over 700 loyalty account creations;
- the "Unexpected Fitness" sport event, in exclusive partnership with Reebok and deployed in nine shopping centres in four different countries (France, Poland, The Netherlands and the Czech Republic) have generated over 3,700 participations and 5,000 subscriptions on a web platform on the Group's shopping centres' websites.

(1) Facebook conducted a massive cleanup of all Facebook accounts in March 2015 impacting all major commercial pages, including Unibail-Rodamco's (a loss of roughly 300,000 fans).

2.1.2.1.2. Net Rental Income

As at December 31, 2015, the Group owned 88 retail assets, of which 72 shopping centres. 56 of these host 6 million or more visits per annum and represent 97% of the Group's retail portfolio[1] in Gross Market Value (GMV). Following the disposals in 2014 and 2015, the Group's French shopping centres now account for 45% of the Group's retail portfolio GMV (*vs.* 53% as at December 31, 2013, and 48% as at December 31, 2014).

Total consolidated Gross and Net Rental Income (NRI) of the shopping centre portfolio in 2015 amounted to €1,299.5 Mn and €1,177.0 Mn, respectively, a -1.3% NRI decrease from 2014 as a result of the disposals (a -9.1% impact) completed in 2014 and 2015.

	Net Rental Income *(€Mn)*		
Region	**2015**	**2014**	**%**
France	549.1	628.8	-12.7%
Central Europe	148.2	141.0	5.1%
Spain	147.5	145.8	1.2%
Nordic	106.1	97.1	9.2%
Austria	92.1	88.2	4.4%
Germany	67.1	19.4	n.m.
Netherlands	67.0	72.1	-7.1%
TOTAL NRI	**1,177.0**	**1,192.4**	**-1.3%**

Figures may not add up due to rounding.

The total net change in NRI amounted to -€15.4 Mn compared to 2014 due to:

- +€48.8 Mn from acquisitions and changes in consolidation methods:
  - in Germany, Unibail-Rodamco Germany (previously mfi) has been fully consolidated since July 25, 2014, following the acquisition of an additional stake and the related change of control, and Ruhr Park (Bochum) has also been fully consolidated since July 24, 2015, following the acquisition of an additional 15% stake and the related change of control,
  - acquisition of additional units mainly in the Parquesur and La Vaguada shopping centres in Madrid, in Stadshart Amstelveen (Amstelveen), Leidsenhage (The Hague region) and in Les Ulis 2 (Paris region);
- +€15.6 Mn from delivery of shopping centres or new units, mainly in Sweden (Täby Centrum and Mall of Scandinavia in Stockholm), in Spain (mainly Garbera) and in France (mainly So Ouest Plaza (Paris region) and Polygone Riviera (Cagnes-sur-Mer));
- -€5.7 Mn due to assets moved into the pipeline, mainly in the Nordics with projects in Nacka Forum (Stockholm) and Solna Centrum (Stockholm), in Spain with Glories (Barcelona) and in France with Carré Sénart (Paris region), Forum des Halles (Paris) and Galerie Gaité (Paris);
- -€108.3 Mn due to disposals of non-core assets:
  - -€96.3 Mn in France, mainly due to the disposal of 12 shopping centres[2] in November and December 2014 and in January 2015,
  - -€6.2 Mn in Spain due to the disposals of Albacenter (Albacete), Habaneras (Alicante) in 2014 and Sevilla Factory (Sevilla) in July 2015,
  - -€4.3 Mn in The Netherlands further to the divestment of several small assets, and
  - -€1.5 Mn in the Nordics due to the disposal of Nova Lund (Lund) in October 2015;
- -€2.4 Mn due to a negative currency translation effect from SEK;
- The like-for-like NRI[3] growth amounted to +€36.6 Mn (+3.9%), 360 bps above indexation.

(1) *On standing assets, including assets accounted for using the equity method.*

(2) *Five to Carmila, six to Wereldhave and one to an Allianz/Hammerson joint-venture. Not including Cité Europe sold to Carmila and which was accounted for using the equity method.*

(3) *Like-for-like NRI: Net Rental Income excluding acquisitions, divestments, transfers to and from pipeline (extensions, brownfields or redevelopment of an asset when operations are stopped to enable works), all other changes resulting in any change to the square meters and currency exchange rate differences in the periods analysed.*

Region	Net Rental Income (€Mn) Like-for-like 2015	2014	%
France	487.5	475.1	2.6%
Central Europe	145.0	137.6	5.4%
Spain	130.4	121.2	7.6%
Nordic	58.0	53.3	8.7%
Austria	92.1	88.2	4.4%
Netherlands	53.1	54.0	-1.7%
TOTAL NRI LFL	**966.0**	**929.4**	**3.9%**

Figures may not add up due to rounding.

	Net Rental Income Like-for-like evolution (%)			
Region	Indexation	Renewals, relettings net of departure	Other	Total
France	0.0%	2.0%	0.6%	2.6%
Central Europe	0.8%	4.1%	0.6%	5.4%
Spain	-0.3%	2.5%	5.4%	7.6%
Nordic	1.3%	3.8%	3.5%	8.7%
Austria	1.6%	3.3%	-0.5%	4.4%
Netherlands	0.9%	-1.2%	-1.4%	-1.7%
TOTAL	**0.3%**	**2.4%**	**1.2%**	**3.9%**

The +3.9% like-for-like NRI growth for the Group[1] in 2015 reflects the good performance in renewals and relettings (+2.4% *vs.* +1.8% in 2014), the positive impact of "Other income" (+1.2% *vs.* +1.1% in 2014) and the low indexation (+0.3% only *vs.* +0.8% in 2014, the lowest since the merger in 2007).

In France, like-for-like NRI growth accelerated in H2-2015 to reach +3.1% *vs.* + 2.1% in H1-2015 for a total of 2.6% for the year. Growth was negatively impacted by lower "Other income" (+0.6% instead of +2.0% in 2014) due to increased marketing expenses and less key money than in 2014 and an increase in doubtful debtors and non-recoverable expenses due to higher vacancy. "Other income" in Spain is mainly due to an indemnity received following the successful outcome of a long-running legal procedure. In the Nordics, "Other income" is mainly due to less doubtful debtors and to more parking income in Fisketorvet (Copenhagen). In The Netherlands, the reduction in "Other income" is mainly due to an increase in property taxes and the reversal of a provision in 2014.

Excluding the impact of the indemnity received in Spain, like-for-like NRI growth for the Group in 2015 would have been +3.6%.

The like-for-like growth in large malls[2] was +4.5%. Their performance was strong in most regions with year-on-year like-for-like NRI up by +9.8%, +9.2%, +6.3% and +3.2% in the Nordics, Spain, Central Europe and France, respectively.

Across the whole portfolio, Sales Based Rent (SBR) represented 1.9% (€22.4 Mn) of total NRI in 2015 (*vs.* €18.9 Mn (1.6%) last year).

2.1.2.1.3. Contribution of affiliates

The total recurring Contribution of affiliates[3] for the shopping centre portfolio amounted to €79.1 Mn in 2015, compared to €82.4 Mn in 2014.

	Contribution of affiliates (€Mn)		
Region	2015 Recurring activities	2014 Recurring activities	Change
France	9.0	12.9	(3.9)
Central Europe[1]	36.0	36.5	(0.5)
Spain	1.1	1.4	(0.3)
Germany[1]	32.9	31.6	1.3
TOTAL	**79.1**	**82.4**	**(3.3)**

(1) For 2014, Ruhr Park, Unibail-Rodamco Germany and CentrO were restated from Central Europe to Germany.
Figures may not add up due to rounding.

(1) *Germany is not yet included in the like-for-like calculation as Unibail-Rodamco Germany (previously, mfi) was fully consolidated as of July 2014 only.*
(2) *Standing shopping centres with more than 6 million visits per annum.*
(3) *Contribution of affiliates represents Unibail-Rodamco's share of the Net recurring result for the period of all entities accounted for using the equity method and interests received on loans granted to companies accounted for using the equity method.*

The total net decrease of -€3.3 Mn is mainly due to:

- the negative impact in France of the disposal of Cité Europe (Calais), sold to Carmila in November 2014;
- in Central Europe, the impact of the disposal of Arkady Pankrac (Prague) in June 2015 was almost entirely compensated by the increase in the results from Zlote Tarasy (Warsaw);
- in Germany:
  - the positive impact of the acquisition, in May 2014, of a stake in CentrO (Oberhausen), partially offset by:
  - the change of control in Unibail-Rodamco Germany in July 2014 (now fully consolidated instead of accounted for using the equity method), and
  - the change of control in Ruhr Park (Bochum) in July 2015 (Ruhr Park is now fully consolidated instead of accounted for using the equity method).

On a pro-forma basis, excluding the change of consolidation method, acquisitions and divestments, the total recurring Contribution of affiliates grew by +€4.7 Mn (+12.6%), mainly due to Zlote Tarasy (Warsaw).

2.1.2.1.4. Leasing activity in 2015

The Group signed 1,367 leases in 2015 on consolidated standing assets for €169.9 Mn of MGR (compared to 1,315 leases in 2014, adjusted for the disposal of the French assets in 2014 and H1-2015). The average MGR uplift(1) was +18.2% on renewals and relettings during 2015 (compared to +19.6% in 2014). The uplift in 2015 compared to 2014 was the result of the good uplifts in France, Central Europe, Austria and Germany, partially offset by the +5.8% uplift in The Netherlands and a negative MGR uplift in small shopping centres (less than six millions visits) of -16.6%.

The MGR uplift for large shopping centres was +20.2%.

	Lettings/re-lettings/renewals excl. Pipeline				
				MGR uplift Like-for-like	
Region	nb of leases signed	m²	MGR (€Mn)	€Mn	%
France	299	104,945	61.5	10.3	24.5%
Central Europe	328	89,004	41.3	5.3	20.5%
Spain	273	50,940	21.0	1.8	10.6%
Nordic	204	54,643	20.7	1.5	10.1%
Austria	101	18,109	11.2	1.6	20.2%
Germany	58	9,065	4.0	0.3	13.4%
Netherlands	104	33,195	10.0	0.4	5.8%
TOTAL	**1,367**	**359,900**	**169.9**	**21.1**	**18.2%**

MGR: Minimum Guaranteed Rent.
Figures may not add up due to rounding.

(1) *MGR uplift: difference between new and indexed old rents. Indicator calculated on renewals and relettings.*

2.1.2.1.5. Lease expiry schedule, Vacancy and Occupancy Cost Ratio (OCR)

As at December 31, 2015, the total annualised MGR from Unibail-Rodamco's shopping centre portfolio increased to €1,243.2 Mn (€1,143.4 Mn as at December 31, 2014), despite the disposals of Nicetoile (Nice), Nova Lund (Lund) and Sevilla Factory (Sevilla) in 2015 and thanks to deliveries and the full consolidation of Ruhr Park (Bochum).

The following table shows a breakdown by lease expiry date and at the date of 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	40.9	3.3%	38.4	3.1%
2016	227.3	18.3%	80.9	6.5%
2017	212.5	17.1%	83.5	6.7%
2018	241.7	19.4%	89.2	7.2%
2019	131.9	10.6%	113.6	9.1%
2020	127.6	10.3%	128.4	10.3%
2021	67.4	5.4%	91.2	7.3%
2022	48.2	3.9%	133.2	10.7%
2023	31.4	2.5%	117.2	9.4%
2024	30.2	2.4%	77.1	6.2%
2025	34.5	2.8%	121.2	9.7%
2026	5.9	0.5%	16.8	1.4%
Beyond	43.6	3.5%	152.4	12.3%
TOTAL	**1,243.2**	**100%**	**1,243.2**	**100%**

Figures may not add up due to rounding.

Estimated Rental Values (ERV) of vacant space in operation on the total portfolio increased to €36.2 Mn (from €29.8 Mn as at December 31, 2014), resulting mainly from an increase in vacancy.

The EPRA vacancy rate[1] as at December 31, 2015 increased from 2.2% as at December 31, 2014 to 2.5% across the total portfolio, including 0.2% of strategic vacancy. The increase of the vacancy rate in France is mainly due to the temporary vacancy in Rosny 2 (Paris region) and Polygone Riviera (Cagnes-sur-Mer) and to strategic vacancy in Les 4 Temps and Parly 2 (Paris region), as well as an increase in vacancy in the French smaller assets such as Les Boutiques du Palais (Paris) and L'Usine Mode & Maison (Paris region). Collectively, the strategic vacancy in the French portfolio amounted to 0.4%. In the Nordics, the increase in vacancy is mainly due to Täby Centrum, Solna Centrum and Nacka Forum (Stockholm) and Jumbo (Helsinki). In The Netherlands, vacancy increased by 60 bps due primarily to vacancy in Citymall Almere (Almere). In Spain, Austria and Germany, the vacancy decrease is mainly due to good leasing activity.

	Vacancy (31/12/2015)		31/12/2014
Region	€Mn	%	%
France	19.1	2.8%	2.2%
Central Europe	1.4	0.9%	0.9%
Spain	2.1	1.1%	1.5%
Nordic	6.2	3.8%	3.1%
Austria	1.7	1.6%	2.1%
Germany	3.1	3.0%	4.7%
Netherlands	2.5	3.9%	3.3%
TOTAL	**36.2**	**2.5%**	**2.2%**

Excluding pipeline.
Figures may not add up due to rounding.

(1) *EPRA vacancy rate = Estimated Rental Value (ERV) of vacant spaces divided by ERV of total surfaces.*

The OCR[1] for the Group, at 14.1% on average as at December 31, 2015, remained almost stable compared to 2014 (14.2%).

Region	OCR 31/12/2015	OCR 31/12/2014
France	14.7%	14.4%
Central Europe	15.5%	15.1%
Spain	12.3%	12.6%
Nordic	12.3%	12.6%
Austria	15.8%	16.1%
Germany	13.0%	15.7%
Netherlands[1]	-	-
TOTAL	**14.1%**	**14.2%**

(1) Tenant sales not available in The Netherlands.

2.1.2.1.6. Average rent/m² and Appraisers' view on NRI Growth

The table below contains quantitative data used by the Group's appraisers, and disclosed in section 2.3.1.6 of the Net Asset Value Note provided pursuant to IFRS 13, in order to provide readers with incremental data on the Group's assets.

Shopping Centres – 31/12/2015		Rent in € per sqm[1]	CAGR of NRI[2]
France	Max	905	8.8%
	Min	85	0.2%
	Weighted average	487	4.9%
Central Europe[3]	Max	535	4.9%
	Min	116	2.2%
	Weighted average	369	2.7%
Nordic	Max	531	5.5%
	Min	114	2.2%
	Weighted average	358	4.5%
Spain	Max	747	5.2%
	Min	100	1.4%
	Weighted average	274	3.4%
Germany[3]	Max	399	4.5%
	Min	238	2.2%
	Weighted average	293	3.0%
Austria[3]	Max	367	2.8%
	Min	345	2.6%
	Weighted average	356	2.7%
Netherlands	Max	412	4.3%
	Min	131	-1.8%
	Weighted average	252	3.1%
GROUP	**MAX**	**905**	**8.8%**
	MIN	**85**	**-1.8%**
	WEIGHTED AVERAGE	**374**	**4.0%**

(1) Average annual rent (minimum guaranteed rent + sales based rent) per asset per m².
(2) Compounded Annual Growth Rate of Net Rental Income determined by the appraiser (between 6 and 10 years depending on duration of DCF model used).
(3) Aupark (Bratislava) was transferred from Austria to Central Europe in January 2015. German assets are now presented separately.

(1) *OCR (Occupancy Cost Ratio) = (rental charges + service charges including marketing costs for tenants, all including VAT)/(tenants' sales, including VAT). As tenant turnover is not known for all tenants for The Netherlands, no reliable OCR can be calculated for this country. Primark sales estimates have been taken into account in 2015 in Toison d'Or, Bonaire, El Faro, Parquesur, Splau and Shopping City Süd.*

2.1.2.1.7. Investment and divestment

Unibail-Rodamco invested €901 Mn[1] in its shopping centre portfolio in 2015:

- new acquisitions amounted to €125 Mn:
  - in The Netherlands, a number of retail units and other minor assets, mainly in Leidsenhage (The Hague region) and in Amstelveen, for a Total Acquisition Cost[2] (TAC) of €64 Mn,
  - in France, additional plots in Forum des Halles (Paris), Euralille (Lille) and other shopping centres, for a TAC of €38 Mn,
  - in Spain, additional plots in Parquesur (Madrid), Glories (Barcelona) and Bonaire (Valencia) for a TAC of €23 Mn;
- €647 Mn were invested in construction, extension and refurbishment projects. Minto (Mönchengladbach) was delivered in March 2015. Polygone Riviera (Cagnes-sur-Mer) was delivered in October 2015 and Mall of Scandinavia (Stockholm) in November 2015. Significant progress was made on Forum des Halles (Paris), the Carré Sénart extension (Paris region), Glories (Barcelona), Centrum Chodov (Prague) and Wroclavia (Wroclaw) (see also section "Development projects");
- financial, eviction and other costs were capitalised in 2015 for €22 Mn, €74 Mn and €33 Mn, respectively.

On January 15, 2015, the Group completed the sale of Nicetoile (Nice), for a TAC of €312.5 Mn, representing a net initial yield of 5.0%.

Further to the agreement with Atrium European Real Estate entered into on January 22, 2015, Unibail-Rodamco completed the disposal of Arkady Pankrac (Prague) on June 30, 2015. The transaction terms are: a TAC of €162 Mn[3], representing a net initial yield[4] of 5.65% and an average value of €5,361 per m^2.

On July 1, 2015, Unibail-Rodamco sold a 46.1% stake in Unibail-Rodamco Germany (formerly mfi GmbH) to the Canadian Pension Plan Investment Board (CPPIB). CPPIB paid the Group €394 Mn for the equity stake and provided additional funding in support of Unibail-Rodamco Germany's financing strategies. The price reflected an implied net initial yield of 5.1% for Unibail-Rodamco Germany's portfolio and an average price of €5,000/m^2. This transaction brings most of the parties' shopping centres in Germany under one umbrella, except for Ruhr Park (Bochum) and the Überseequartier (Hamburg) development. Unibail-Rodamco Germany remains fully consolidated.

On July 24, 2015, Unibail-Rodamco and AXA Real Estate (AXA) acquired Perella Weinberg Real Estate Fund (PWREF)'s 50% stake in Ruhr Park (Bochum) (AXA: 35% and Unibail-Rodamco: 15%). The Group now owns a 65% stake. Unibail-Rodamco's total commitment for the equity stake, the assumption of debt and the incremental capex to complete the extension and refurbishment of the shopping centre was approximately €98 Mn. Pursuant to the shareholders' agreement entered into between Unibail-Rodamco and AXA, the Group controls Ruhr Park, which is fully consolidated as at December 31, 2015.

The Group on October 1, 2015, sold the Nova Lund shopping centre (Lund) to TH Real Estate. Nova Lund is a 25,889 m^2 shopping centre which attracted between 2-3 million visits per year. The TAC amounts to SEK1,635 Mn (€176 Mn[5]), representing a net initial yield[4] of 5.5% and an average value per m^2 of SEK63,155 (€6,791/m^2)[5].

The Group also sold some smaller non-core assets in France and in Spain.

These disposals were realized at an average premium of +11.3% above the last unaffected appraisal value.

2.1.2.1.8. Overview of German operations

Under IFRS, the performance of the Group's German portfolio is reported partly in consolidated NRI and partly in the line "Contribution of affiliates".

To provide a better understanding of the operational performance of the Group's German assets[6] in 2015, the following paragraph describes on a pro-forma and 100% basis, a number of key performance indicators[7]:

- the total GMV of the German portfolio amounted to €4.8 Bn as at December 31, 2015 (€4.3 Bn as at December 31, 2014);
- the Pipeline amounted to €1.2 Bn as at December 31, 2015, following deliveries of Minto (Mönchengladbach) in March 2015 and the Ruhr Park extension (Bochum) in November 2015 and the change in program of Überseequartier (Hamburg), compared to €1.3 Bn as at December 31, 2014;
- the GLA managed amounted to 1.4 million m^2 and includes 0.8 million m^2 of owned assets;

(1) *Total capitalised amount in asset value group share.*

(2) *Total Acquisition Cost (TAC) = the total amount a buyer shall pay to acquire an asset or a company. TAC equals the price agreed between the seller and the buyer plus all transfer taxes and transactions cost.*

(3) *Corresponding to Unibail-Rodamco's 75% stake in Arkady Pankrac (Prague) and implying a TAC of 100% share of €216 Mn.*

(4) *Annualized contracted rent including indexation for the next 12 months, net of operating expenses, divided by the asset value.*

(5) *Using the exchange rate of 1 EUR = 9.3 SEK.*

(6) *Excluding Ring-Center (Berlin).*

(7) *These operating data are for 100% of the assets for the years 2014 and 2015, including CentrO since its acquisition date in May 2014, and cannot therefore be reconciled with the Group's financial statements and key performance indicators.*

- NRI amounted to €190.7 Mn in 2015, an increase of +€50.2 Mn compared to 2014, mainly explained by the acquisition of CentrO in May 2014, the openings of Palais Vest (Recklinghausen) in September 2014 and Minto (Mönchengladbach) in March 2015 as well as the delivery of the Ruhr Park extension (Bochum) in November 2015. On a like-for-like basis, NRI grew by +3.9% (including +0.3% of indexation);
- 272 leases were signed in 2015 (209 in 2014), of which 149 leases for standing assets (including eleven with IPRs), with an average MGR uplift of +10.0%, and 123 leases for pipeline assets (including five with IPRs);
- the vacancy rate as at December 31, 2015 stood at 3.0% (compared to 3.3% as at December 31, 2014);
- the OCR for tenants in 2015 was 14.7%.

2.1.2.2. Offices

2.1.2.2.1. Office property market in 2015

Take-up

Despite a mixed first half of 2015, take-up in the Paris region in 2015 increased by more than +4% compared to 2014, for a total of 2.2 million m^2[(1)].

This take-up, close to the 10-year average (2.3 million m^2) is primarily due to the high level of transactions below 5,000 m^2. This segment saw an increase of +12% in volume[(2)] compared to 2014.

On the other hand, take-up in the large transaction (over 5,000 m^2) segment decreased by -16% during 2015[(2)], despite an increase in the activity level towards the end of the year with seven transactions over 20,000 m^2, including two transactions over 40,000 m^2 recorded in the Southern Inner Rim (La Poste in "le Lemnys" for 42,600 m^2 and Accor Hotels for 43,000 m^2 in "Sequana" in Issy-les-Moulineaux). BNP Paribas Development also signed a turn-key deal with Novartis in Rueil-Malmaison (Paris region) for 42,000 m^2.

Take-up in inner Paris represented 43%[(1)] of the total Paris region take-up, the highest level since 2005. This situation is mainly due to the +18% increase in take-up in the Paris Central Business District (CBD) for 450,000 m^2 in 2015 compared to 380,000 m^2 in 2014. Five out of seven transactions over 5,000 m^2 in Paris CBD involved heavily refurbished buildings.

In 2015, the Western Crescent recorded the largest divergence in volume of transactions in the Paris region, with, for example, an increase of +92% in take-up in the Southern Inner Rim and a decrease of -52% in Neuilly-Levallois. The take-up recorded in 2014 in this sector was unusually high[(2)], due to transactions in So Ouest Plaza and Ecowest.

In 2014, the La Défense market had reached one of the highest levels of take-up ever, thanks to a number of very large transactions. In 2015, the 140,900 m^2 take-up is close to the 5-year average of 151,600 m^2 [(1)]. This result is largely due to small and mid-size transactions. Only one transaction over 15,000 m^2 was recorded in 2015 in La Défense for 19,000 m^2 of renovated surfaces in Tour Egée, rented by Groupe Elior.

Rents

In 2015, the average prime rent in Paris CBD increased by +5% from €688/m^2 in 2014 to €724/m^2 in 2015. The highest rent recorded was €800/m^2 with the Viel et Cie transaction in Place Vendôme (Paris 1st arr.) for 3,000 m^2. Facebook rented 3,600 m^2 in the #Cloud building in Paris CBD – Opéra for €780/m^2.

The highest rents recorded in La Défense were €530/m^2 for surfaces below 5,000 m^2 on the Cœur Défense building and €460/m^2 for surfaces over 5,000 m^2 on the Carpe Diem building. The reference prime rent is €550/m^2 for Majunga tower.

For the first time since 2010, lease incentives decreased on average in the Paris region in 2015 (from 20% in 2014 to 19%[(2)] in 2015). Contributing factors include the increase of transactions below 5,000 m^2 (lower incentives), the larger share of take-up in Paris CBD relative to previous years and landlords offering lower face rents.

Important variations were recorded between sectors in the Paris region, with for example, average lease incentives of 16% for Paris CBD and 27% for the Northern Rim[(4)] and La Défense.

Immediate supply

With 3.9 million m^2, the immediate supply in the Paris region decreased by -3% at the end of 2015 compared to December 31, 2014. Similarly, the vacancy rate decreased from 7.2% to 6.9%[(1)] over the same period.

Large variations of vacancy rates per geographic sector exist: the lowest vacancy rate, 4.8%, is in Paris CBD which represents a -17% decrease compared to December 31, 2014[(1)]. This drop is due to the lowest level of new offer in this sector since 2008.

At the opposite end of the spectrum, the vacancy rates of Peri-Défense and the Northern Inner Rim sectors stand above 11%.

The vacancy rate in La Défense dropped from 12.2% at the end of 2014 to 10.8% as at December 31, 2015[(1)]. This decline is due to the lack of significant new deliveries and to the level of transactions recorded in this sector in 2015. This decrease in vacancy is expected to continue in 2016, considering the amount of on-going advanced negotiations and the lack of new deliveries in 2016.

(1) Source: CBRE, January 2016.
(2) Source: BNP Paribas Real Estate, Le Marché des Bureaux en Île-de-France, January 2016.

In 2016, some sectors such as inner Paris and Paris CBD in particular are expected to have a shortage of quality office buildings. This dynamic is expected to be supportive of rents and lead to a further reduction of lease incentives. Sectors with a higher immediate available supply should benefit from this dynamic. Tenants have already started looking at the La Défense market for high quality office space. In 2015, companies, which historically kept offices in inner Paris, have chosen La Défense (*e.g.*, Groupe Elior (formerly Paris 12th arr.), Invivo (from Paris 16th arr.), Celgen (from Paris 2nd arr.) and Groupe Démos (from Paris 8th arr.)).

Investment market

The total volume of transactions closed during 2015 in the Paris region amounted to approximately €15.9 Bn[(1)], a +12% increase from 2014, in which the highest volume since 2007 was recorded. The 2015 volume is 48% above the €10.7 Bn ten-year average (2005-2014) and reflects the current high demand for offices in the investment market.

The market was characterized, as in 2014, by large transactions with noticeable deals such as Ecowest in Levallois (> €470 Mn); the Amundi headquarters (Paris 15th arr.) (> €300 Mn), as well as portfolios (the Aqua portfolio sold by Union Investment for €260 Mn for the Paris assets; the Ivanhoé Cambridge portfolio consisting of GDF headquarters buildings T1 and B in La Défense and the PSA building (Paris 16th arr.) (> €1.2 Bn); and the Kensington portfolio sold by General Electric (> €600 Mn for the Paris assets)).

The type of assets involved are diversified, ranging from opportunistic deals characterized by empty buildings or buildings to be vacated shortly and needing refurbishment (*e.g.*, Tour Pascal, le Belvédère or Ex-Libris in La Défense; 173 boulevard Haussmann vacated by La Française (Paris 8th arr.); Tour Van Gogh vacated by Klesia (Paris 12th arr.), to secured assets with long-term leases (*e.g.*, Art&Fact in Rueil Malmaison, City Light 2 in Boulogne; Paris Square (Paris 11th arr.), Trigone in Issy-Les-Moulineaux and Alleray in Paris 15th arr.).

The strong demand for offices compressed yields in the Paris region. Prime office assets in Paris CBD were transacted at yields around and below 3.5% from between 4.0% and 4.25% during 2014. This rate compression also occurred outside of Paris CBD as evidenced by transactions in Boulogne, Issy-Les-Moulineaux and Paris 15th arr. at yields below 4% (l'Angle, Trigone, Alleray). This has also been reflected in the pending disposal of 2-8 Ancelle in Neuilly by Unibail-Rodamco for an estimated Net Disposal Price of €267 Mn, at a yield below 4%.

Prime yields in La Défense fell by about 50 bps compared to 2014 to around 5.0%, as illustrated by the sale by Ivanhoé Cambridge of GDF's headquarters in buildings T1 and B.

2.1.2.2.2. Office division activity in 2015

Unibail-Rodamco's consolidated Gross Rental Income and NRI from the offices portfolio came to €179.4 Mn and €170.4 Mn in 2015, respectively, a NRI decrease of -1.2% (-€2.0 Mn) year-on-year.

	Net Rental Income *(€Mn)*		
Region	**2015**	**2014**	**%**
France	151.4	148.4	2.0%
Nordic	12.4	12.5	-1.1%
Netherlands	0.9	7.3	n.m.
Other countries	5.7	4.2	35.5%
TOTAL NRI	**170.4**	**172.4**	**-1.2%**

This decrease is the result of:

- +€10.3 Mn due to the delivery of 2-8 Ancelle in Neuilly-sur-Seine (Paris region) and the AXA arrival in Majunga (La Défense);
- +€1.6 Mn due to the full consolidation of Unibail-Rodamco Germany since July 2014;
- -€2.9 Mn due to assets transferred to the pipeline mainly in France (Villages 3 and 4 and Issy Guynemer);
- -€6.5 Mn due to disposals, mainly of several office buildings sold to VALAD in The Netherlands in December 2014 and of 34-36 Louvre (Paris) sold in February 2014 and eleven floors in Tour Crédit Lyonnais (Lyon) in December 2015;
- -€0.3 Mn due to currency effects in the Nordics;
- like-for-like NRI[(2)] declined by -€4.2 Mn (-2.9%), mainly due to less indemnities received in 2015 from departing tenants in France compared with 2014 (net impact of -€8.6 Mn).

	Net Rental Income *(€Mn)*		
			Like-for-like
Region	**2015**	**2014**	**%**
France	123.3	127.6	-3.4%
Nordic	12.7	12.5	1.8%
Netherlands	0.5	0.5	n.m.
Other countries	3.0	3.2	-3.9%
TOTAL NRI LFL	**139.6**	**143.8**	**-2.9%**

Figures may not add up due to rounding.

52,157 weighted square meters (wm^2) were leased in standing assets in 2015, including 20,109 wm^2 in France and 20,447 wm^2 in the Nordics. Several renewals and relettings were signed in Tour Ariane (La Défense) and 70-80 Wilson (Paris region) with a negative rental uplift.

So Ouest Plaza office (Levallois, Paris region) was delivered in H1-2015. After leasing 80% of this building to L'Oréal in 2014, the remaining floors representing 7,274 m^2 were leased to L'Oréal in H1-2015. This building is now fully let.

(1) *Source: BNP Paribas Real Estate, January 2016.*

(2) *Like-for-like NRI: Net Rental Income excluding acquisitions, divestments, transfers to and from pipeline (extensions, brownfields or redevelopment of an asset when operations are stopped to enable works), all other changes resulting in any change to the square meters and currency exchange rate differences in the periods analysed.*

In addition, in December 2015, the Group signed a binding term sheet for a lease agreement with Deloitte for a lease of the remaining 31,164 m^2 of GLA in Majunga (La Défense) which was ratified and signed on January 18, 2016. Majunga is now fully let.

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

	Lease expiry schedule			
Office	MGR *(€Mn)* at date of next break option	As a % of total	MGR *(€Mn)* at expiry date	As a % of total
Expired	9.7	4.6%	8.3	3.9%
2016	31.8	15.0%	22.9	10.8%
2017	13.6	6.4%	6.3	3.0%
2018	25.4	12.0%	16.9	8.0%
2019	43.8	20.8%	38.4	18.2%
2020	6.2	2.9%	5.7	2.7%
2021	12.1	5.8%	8.4	4.0%
2022	4.5	2.1%	10.8	5.1%
2023	0.9	0.4%	18.2	8.6%
2024	2.7	1.3%	8.2	3.9%
2025	16.9	8.0%	2.3	1.1%
2026	42.4	20.1%	42.5	20.2%
Beyond	0.9	0.4%	22.2	10.5%
TOTAL	**211.0**	**100%**	**211.0**	**100%**

Figures may not add up due to rounding.

ERV of vacant office space in operation amounted to €34.7 Mn as at December 31, 2015, compared to €34.3 Mn as at December 31, 2014, corresponding to a financial vacancy[(1)] of 14.4% on the total portfolio (stable *vs.* 2014), including €31.8 Mn and 14.7% (*vs.* €31.2 Mn and 14.6% as at December 31, 2014) in France. This vacancy is mainly due to the remaining 51% vacancy in Majunga (La Défense) as at December 31, 2015. This vacancy accounted for almost 56% of the vacancy in the Group's French offices as at December 31, 2015.

2.1.2.2.3. Investment and divestment

Unibail-Rodamco invested €157 Mn[(2)] in its offices portfolio in 2015:

- €148 Mn were invested for works and acquisitions of plots, mainly in France for the Trinity project in La Défense and for So Ouest Plaza in Levallois (Paris region) and Les Villages in La Défense (Paris region) (see also section "Development Projects");
- Financial and other costs capitalised amounted to €9 Mn.

On December 4, 2015, Unibail-Rodamco entered into an agreement ("promesse de vente") for the sale of the 2-8 Ancelle office building (Neuilly-sur-Seine, Paris region) for a Net Disposal Price of approximately €267 Mn. This transaction is subject to standard conditions precedent and is expected to close in Q1-2016. 2-8 Ancelle is a fully refurbished 17,200 m^2 office building, let to CMS Bureau Francis Lefebvre for a 12-year firm period.

The Group expects to continue to monitor the investment market and take advantage of market conditions to dispose of mature office buildings across its portfolio.

2.1.2.3. Convention & Exhibition

The activity is exclusively located in France and consists of a real estate venues and services company (Viparis).

Viparis is owned jointly with the Chamber of Commerce and Industry of Paris Île-de-France (CCIR) and is fully consolidated by Unibail-Rodamco.

The Convention & Exhibition business has a seasonal results pattern, with annual, biennial and triennial shows, and an uneven distribution of shows during the year.

With more constrained marketing budgets in a lackluster economic environment, shows remain one of the most effective media for exhibitors. Therefore, companies maintain their presence in order to gain new orders, even if they lease fewer square meters. The average floor space rented for a typical show and the number of corporate events organized in Viparis contracted slightly (-2%) during 2015. A few shows were cancelled or postponed after the November 13th terrorist attacks. Viparis supported its clients and helped to find appropriate solutions to face this situation, resulting in a negligible financial impact. The business performed well in 2015, and 22 new exhibitions were held in 2015 (compared to 24 in 2014).

(1) *EPRA Vacancy rate = Estimated Rental Value (ERV) of vacant spaces divided by ERV of total surfaces.*

(2) *Total capitalised amount in asset value, group share.*

2015 was characterized by the following shows:

- annual shows:
  - the "International Agriculture Show" (SIA) attracted 691,000 visitors, one of the best attendances in the past ten years[1],
  - the 2015 edition of the "Foire de Paris" attracted 563,500 visitors and 3,500 exhibitors and brands;
- biennial shows:
  - "Le Bourget International Air Show" (SIAE) 51st edition was a record-breaking event, with more than 2,000 exhibitors from 48 countries, $130 Bn in new orders and 351,000 visitors (+11% *vs.* 2013),
  - Batimat, the world's leading construction show, attracted 2,526 exhibitors (including 45% of international exhibitors) and 353,600 visitors in 5 days;
- triennial show:
  - one of the world's leading shows, the "International Exhibition for Equipment and Techniques for Construction and Materials Industries" (Intermat), demonstrated its international leadership, with more than 131,000 visitors, of which 35% from abroad.

International congresses, when held in Viparis venues, break attendance records. For example, the 8th International Conference on Advanced Technologies & Treatments for Diabetes (ATTD 2015) held at the CNIT saw a +20% growth in participants since its last session. In June, the World Gas Conference held at Paris Expo Porte de Versailles hosted 3,500 delegates, 350 exhibitors and 5,000 trade visitors. The COP21, the UN's Global Climate Change Conference, held in December at Paris Le Bourget, hosted 19,385 delegates from more than 190 countries and 150 world leaders.

In total, 792 events were held in Viparis venues during 2015, of which 266 shows, 118 congresses and 408 corporate events.

As a result of its seasonal activity and despite the challenging economic environment, Viparis' EBITDA[2] reached €143.1 Mn for 2015, an increase of +€22.5 Mn *vs.* 2013, the latest comparable period. This increase resulted from: (i) the positive impact of the triennial Intermat show; (ii) a small acquisition in December 2014; (iii) the impact of the new 50-year lease with the City of Paris for Porte de Versailles, the rent of which is now accounted for in the Financing expenses, instead of an expense deducted from EBITDA under the prior concession; and (iv) a growth of +€10.6 Mn (+8.8%) of EBITDA *vs.* 2013 on a comparable basis.

The new 50-year lease contract signed with the City of Paris to operate and modernize the Porte de Versailles venue took effect on January 1, 2015. Viparis will invest approximately €500 Mn over a 10-year period for renovation works and €220 Mn for maintenance works over a 50-year period.

The first phase of renovation works started in June 2015, with demolition works to build the new Welcome Plaza, travelators in the Central Alley, the Meshing facade of Pavilion 1 and the full renovation of the 72,000 m^2 Pavilion 7. These works will create the new "Paris Convention Centre", including a 5,200-seat auditorium.

In 2018, its opening year, the "Paris Convention Centre" will welcome EASL's International Liver Congress. For five days in April, more than 11,000 international experts are expected in Paris for the most important event in this field.

The NRI from hotels amounted to €14.2 Mn for 2015, compared to €15.3 Mn for 2014, a decrease of -€1.1 Mn, mainly due to the impact of the terrorist attacks on November 13th, following a good performance in H1-2015.

During the first 7 months of 2015 before its disposal, Comexposium contributed €8.0 Mn to the Group's recurring result. These 2015 results were favourably impacted by the triennial Intermat show.

In order to accelerate Comexposium's international development and reinforce CCIR's partnership with Comexposium, Unibail-Rodamco and CCIR entered into an agreement with Charterhouse, pursuant to which Charterhouse acquired Unibail-Rodamco's 50% stake in Comexposium on July 31, 2015. This transaction valued Comexposium at an enterprise value of €550 Mn[3].

2.1.3. Sustainability

Sustainable thinking is closely integrated into Unibail-Rodamco's operating, development and investment activities. Sustainability is a day-to-day commitment of all teams within the Group to run a more efficient and ethical business. The Group's sustainability strategy, based on environmental best practices, social fairness and transparent governance, is designed to return reliable and quantifiable improvements in performance over the long term.

In 2015, the Group continued the implementation of its long-term sustainability strategy and priorities. In particular, in parallel with continuing efforts in environmental matters, the cooperation with stakeholders and local economic development have been reinforced in the Group's Sustainability initiatives. These initiatives aim to sustain and create value for both the Group and its stakeholders. An update of the materiality survey, initiated in 2012, was carried out in 2015 to measure progress made and identify changes in business risks and opportunities in the Real Estate sector and for the Group. This survey also included, for the first time, input from external stakeholders on these topics. The updated Sustainability vision led to new medium term objectives.

(1) On a comparable number of days.

(2) EBITDA (Viparis) = "Net rental income" and "Other site property services income" + "Contribution of affiliates" of Viparis venues.

(3) Excluding minority interests.

In April, Unibail-Rodamco successfully issued its third Green bond, for €500 Mn with a 10-year maturity and a coupon of 1.00%, a record low level for a bond issued by the Group. This new "responsible bond" demonstrated the Group's commitment to and long-term view on sustainability for the development, construction and operating phases.

In 2015, the Group's energy intensity decreased a further -2% compared to 2014 (in kWh/visit for the managed shopping centre portfolio on a like-for-like basis). This performance led to a cumulative -13% decrease of energy intensity since 2012, in line with the objective of a -25% decrease by 2020 from the 2012 baseline.

In December, Unibail-Rodamco and Viparis hosted the COP21 in Paris Le Bourget. For the first time ever, a State or UN Climate Conference was ISO 20121 certified.

With about 200 trained users, Unibail-Rodamco successfully implemented its new environmental e-reporting tool based on the Enablon software, the leading dedicated solution for environmental reporting in Europe. This environmental e-management solution supports each team on site in targets setting, in following up their environmental action plan and in monitoring their building performance, especially for resources consumption and energy cost optimisation. Through a robust data collection and consolidation process, it also allows the Group to secure reliability and traceability of its publicly disclosed data, and facilitates the external verification of its environmental reporting.

In 2015, the Group accelerated the progress towards environmental certifications for its entire portfolio and development projects.

For its development projects, the Group obtained one additional environmental certification under the BREEAM scheme for Polygone Riviera (Cagnes-sur-Mer) and confirmed two BREEAM 'Excellent' final certificates for both Majunga tower (La Défense) and the Aéroville shopping centre (Paris region).

Continuing its certification policy for the standing managed portfolio, 21 shopping centres obtained a BREEAM In-Use certificate in 2015 (nine newly certified and 12 renewed), of which 16 at 'Outstanding' level for the "Building Management (part 2)".

With 46 shopping centres certified as of December 31, 2015, 84% of the Group's standing shopping centre portfolio is now BREEAM In-Use certified[1], corresponding to over 2.6 million m² of GLA. 96% of certifications obtained reached an 'Excellent' or 'Outstanding'[2] level for the "Building Management (part 2)", which is the highest certification profile for a portfolio in the retail real estate market.

In addition, the So Ouest office in Levallois (Paris region) was BREEAM-In-Use certified in 2015 with an 'Excellent' score for the "Building Management – (part 2)".

With best BREEAM In-Use scores in the industry obtained in 2015 in five of the countries where it operates, including the first European double 'Outstanding' score obtained by Centrum Chodov (Prague), Unibail-Rodamco is demonstrating the superior environmental performance of its assets and of its property management policy, despite the diversity of its portfolio in terms of size, age and location.

In 2015, the Group continued the embedding of its in-house Risk Management System ("RMS") across its entire portfolio (including for the first time, the German shopping centres) in order to mitigate and better manage health and safety risks. 53% of the Group's managed assets obtained in 2015 the highest A-score in the annual risk management assessment carried out by an independent third-party (compared to 44% in 2014) and 78% of the managed assets improved or maintained their overall rating compared to 2014 thanks to a strict implementation of customized improvement plans set up in each asset, compared to 2014.

The Group was again included in the principal Environmental, Social and Governance indices in 2015 (FTSE4Good; STOXX® Global ESG[3] leaders; Euronext Vigeo Europe 120; Dow Jones Sustainability Index - DJSI World, DJSI Europe) and is ranked among the top companies in the Real Estate sector.

The Group was selected as industry leader in Sustainalytics rating (Sustainalytics is used for the STOXX® Global ESG Leaders indices, and its score is one of the ESG ratings most used by SRI analysts).

In the 2015 GRESB Survey (Global Real Estate Sustainability Benchmark – the only sustainability benchmark dedicated to the Real Estate sector), Unibail-Rodamco was selected as "Green Star" for the fifth year in a row, and was named 2015 "Global sector leader" achieving the best score worldwide within the retail sector (out of 123).

In addition to the fourth consecutive EPRA Sustainability Gold Award received in 2015 for its compliance with the EPRA Best Practice Recommendations for Sustainability Reporting, the Group's reporting again complied with the international reporting framework GRI G4 (Global Reporting Initiative), based on the most material issues for the Group, and in line with its main business opportunities and risks.

2.1.4. 2015 Results

Other property services net operating result amounted to a recurring result of €33.4 Mn in 2015 from property services companies in France, Spain and Germany, a decrease of -€0.3 Mn compared to 2014. The decrease was mainly due to the negative impact of the disposals of 13 shopping centres[4] in France, and was almost entirely offset by the positive impact of the full consolidation of Unibail-Rodamco Germany from July 2014.

(1) In terms of m² of GLA, as at December 31, 2015.
(2) BREEAM-In-Use "Building Management" score.
(3) Environmental/Social/Governance.
(4) Six to Carmila, six to Wereldhave and one to an Allianz/Hammerson joint-venture.

Other net income in 2015 amounted to €0.0 Mn compared to €33.0 Mn in 2014, of which €28.3 Mn was a non-recurring capital gain on the sale of the Group's 7.25% stake in SFL, and €4.7 Mn was the annual dividend paid by SFL in April 2014 and recognized in recurring income.

General expenses amounted to -€107.7 Mn in 2015, including -€106.1 Mn in recurring expenses (-€94.2 Mn in 2014, of which -€89.3 Mn in recurring), an increase of €13.5 Mn mainly due to the impact of: (i) the full consolidation of Unibail-Rodamco Germany; (ii) increased IT spending to modernize and upgrade the Group's information systems; and (iii) the one-time impact of the termination of the defined benefit pension plan in The Netherlands. As a percentage of NRI from shopping centres and offices, recurring general expenses were 7.9% in 2015 (*vs.* 6.5% in 2014). As a percentage of GMV of shopping centres and offices, recurring expenses were 30.6 bps for the period ended on December 31, 2015, compared to 28.4 bps at the end of December 2014.

Development expenses incurred for feasibility studies of projects and potential acquisitions amounted to -€4.5 Mn in 2015 in recurring expenses (+€0.9 Mn in 2014, including +€5.0 Mn in non-recurring and -€4.1 Mn in recurring).

Recurring financial result totalled -€299.5 Mn in 2015, excluding capitalised financial expenses of €30.3 Mn allocated to projects under construction. This represents a -€39.0 Mn decrease compared to 2014. The -€299.5 Mn include the fees paid to Ville de Paris related to the 50-year lease contract for Porte de Versailles, which was accounted for as a financial lease with effect as of January 1, 2015.

The Group's average cost of debt[1] was 2.2% for 2015 (2.6% for 2014).

Unibail-Rodamco's financing policy is described in section "Financial Resources".

Non-recurring financial result amounted to -€362.1 Mn in 2015, which breaks down as follows:

- -€214.3 Mn resulting mainly from the premium and costs paid on the €1,145 Mn of bonds repurchased following the completion in April 2015 of a tender offer for 9 bonds maturing between 2016 and 2021 with coupons ranging between 1.625% and 4.625%, and on the repurchase of €741 Mn of the ORNANE issued in 2012, corresponding to a hit ratio of ca. 99%;
- -€75.9 Mn mark-to-market of the ORNANEs issued in 2012 (for its remaining part), 2014 and 2015;
- -€64.8 Mn of currency impact mainly resulting from the revaluation of debt issued in HKD, USD and CHF. The offsetting benefit of the cross currency swap was recorded in the mark-to-market of derivatives as these transactions were fully hedged;
- -€13.4 Mn due to the impact of the restructuring of hedges in H2-2015 and of the 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;
- +€6.3 Mn of debt discounting and other items.

Income tax expenses are due to the Group's activities in countries where specific tax regimes for property companies[2] do not exist and from activities in France not eligible for the SIIC regime, mainly in the Convention & Exhibition business.

The income tax expense amount takes into account the impact of the recent changes in the tax environment in the various regions where the Group operates.

Income tax allocated to the recurring net result amounted to -€24.8 Mn in 2015 compared to -€3.2 Mn in 2014. The increase year-on-year stems mainly from tax expenses in non-SIIC activities in France, including a reversal of a provision reducing recurring taxes in 2014.

Non-recurring income tax expenses amounted to -€263.5 Mn in 2015, due mainly to the increase of deferred tax liabilities as a result of the revaluation of certain assets to fair market value. This amount also includes the 3% tax levied on cash dividends paid by French companies in 2015. In 2015, the Group paid -€14.0 Mn of tax on the dividends paid in March and July 2015 for the fiscal year ended December 31, 2014.

Non-controlling interests in the consolidated recurring net result after tax amounted to €148.7 Mn in 2015 compared to €136.7 Mn in 2014. Recurring non-controlling interests related essentially to shopping centres in France (€83.0 Mn, mainly Les Quatre Temps, Parly 2 and Forum des Halles) and Germany (€18.3 Mn, mainly CPPIB's stake in Unibail-Rodamco Germany) and the stake of CCIR in Viparis (€44.6 Mn). The non-recurring non-controlling interests amounted to €150.6 Mn in 2015, down from €196.6 Mn in 2014, due primarily to the lower revaluation results from Viparis year-on-year.

Net result – owners of the parent was a profit of €2,334.0 Mn in 2015. This figure breaks down as follows:

- €1,030.4 Mn of recurring net result (compared to €1,068.1 Mn in 2014), a decrease of -3.5% year-on-year, as a result of the disposals in 2014 and 2015 partially offset by strong like-for-like NRI growth, the delivery of new shopping centres and lower interest expenses;
- €1,303.6 Mn of non-recurring result[3] (compared to €602.4 Mn in 2014).

(1) Average cost of debt = Recurring financial expenses (excluding the ones on financial leases) + capitalized financial expenses (excluding non-recurring financial expenses such as mark-to-market and termination costs of financial instruments including bonds repurchased, currency impact)/average net debt over the period.

(2) In France: SIIC (Société d'Investissements Immobiliers Cotée).

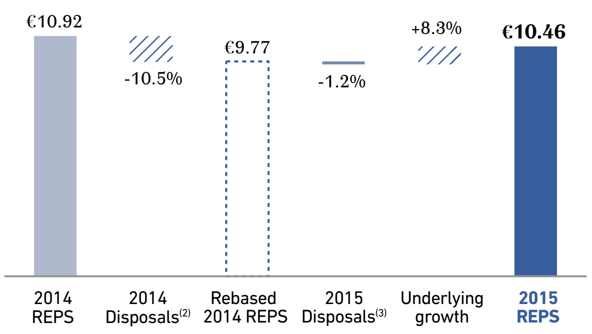
(3) Include valuation movements, disposals, mark-to-market and termination costs of financial instruments, including bond tender premiums, impairment of goodwill or reversal of negative goodwill and other non-recurring items.

The average number of shares and ORAs[1] outstanding during this period was 98,496,508, compared to 97,824,119 during the same period last year. The increase is mainly due to stock options exercised in 2014 and 2015 (impact of +623,214 on the average number of shares in 2015) and to the issuance of performance shares in April 2015 pursuant to the Group's 2012 compensation plan (impact of +18,854 in 2015).

Recurring Earnings per Share (recurring EPS) came to €10.46 in 2015, representing an underlying growth of +8.3% from the recurring EPS for 2014 adjusted for the impact of (i) the disposals in 2014[2] (-€1.15) and (ii) the further disposals effected in 2015[3] (-€0.11).

These results reflect the robust like-for-like rental growth of the shopping centres despite the near absence of indexation, the seasonal results of the Convention & Exhibition activity and the decrease in the average cost of debt.

The evolution of the recurring EPS in 2015



Reported recurring EPS decreased by -4.2% in 2015 compared to €10.92 reported for 2014.

2.1.5. Post-closing events

None.

2.1.6. Dividend[4]

In 2016, Unibail-Rodamco will again pay its dividend in two instalments. Unibail-Rodamco believes that this policy offers shareholders a regular flow of dividends which more closely matches the Group's cash flows.

For the 2015 fiscal year, the Group will propose a cash dividend of €9.70 per share, subject to the approval of the Annual General Meeting (AGM). The payment schedule will be as follows:

- payment of an interim dividend of €4.85 on March 29, 2016 (ex-dividend[5] date March 23, 2016); and
- payment of a final dividend, subject to approval of the AGM, of €4.85 on July 6, 2016 (ex-dividend date July 4, 2016).

The total amount of dividends paid with respect to 2015 would be €957.3 Mn for the 98,693,942 shares issued as at December 31, 2015. This represents a 93% pay-out ratio of net recurring result, up from 88% last year, and in line with the Group's 85%-95% dividend pay-out policy.

The statutory 2015 result of Unibail-Rodamco SE (parent company) was a profit of €1,159.6 Mn. The 2015 result of Unibail-Rodamco SE's SIIC sector amounted to €1,110.1 Mn with a dividend distribution obligation of €877.0 Mn. After payment of the proposed dividend, the SIIC distribution requirement will have been met.

Assuming approval by the Annual General Meeting on April 21, 2016:

(i) €8.89 of the dividend will have been 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 bear applicable French withholding tax reduced, as the case may be, by double tax treaties, will not be eligible for the tax exemption provided for under the parent-subsidiary regime when received by legal entities that are liable to French corporate income tax, and will not benefit from the 40% rebate for French-resident individual shareholders;

(ii) The remaining €0.81 will have been paid from Unibail-Rodamco's non-tax exempt activities (the "non-SIIC dividend"). The non-SIIC dividend will bear applicable French withholding tax reduced, as the case may be, by double tax treaties, will be eligible for the tax exemption provided for under the parent-subsidiary regime when received by legal entities that are liable to French corporate income tax and will benefit from the 40% rebate for French-resident individual shareholders.

For 2016 and thereafter, the Group intends to increase its annual cash distribution in line with its recurring EPS growth.

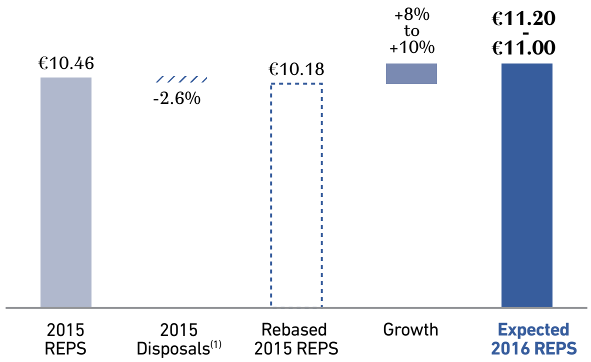
(1) *It has been assumed here that the ORAs have a 100% equity component.*
(2) *Including 12 shopping centres in France, the 7.25% stake held in SFL, two non-core shopping centres in Spain, almost all of the Group's offices in The Netherlands, and the disposal of Nicetoile (Nice) on January 15, 2015 (2014 impact).*
(3) *Including the impact of the disposals of Arkady Pankrac shopping centre (Prague), Nicetoile (Nice) (revenues received in 2015 related to the recovery of service charges not included in the 2014 impact), Nova Lund (Lund), the sale of a stake in Unibail-Rodamco Germany to CPPIB, the 50% stake in Comexposium and a small non-core retail asset in Spain as well as a non-core office building in France.*
(4) *The tax elements included in this section are not intended to constitute tax advice, and shareholders should consult their own tax advisers.*
(5) *The ex-dividend dates indicated in this section 2.1.6 take into account the modification of the settlement deadlines applicable since October 6, 2014.*

2.1.7. Outlook

The macroeconomic environment in 2015 benefited from tailwinds such as improved consumer confidence in a number of countries, lower consumer debt, cost of debt and commodity prices. Looking ahead, political unrest in the European Union, continued negative adjustments of the Chinese economy and emerging markets or further terrorist attacks could impede economic growth in Europe and the Group's business.

Adjusted for the impact of the €1.6 Bn of net disposal proceeds in 2015 (-2.6%(1)), the Group anticipates its underlying rate of growth for 2016 to be in line with the +6% to +8% announced last year. The successful restructuring of its hedging portfolio will provide an additional benefit in 2016, bringing the growth to between +8% and +10%. Consequently, the Group expects recurring earnings per share in 2016 of between €11.00 and €11.20 per share.

Expected recurring EPS in 2016



For the medium term, the Group reiterates it expects to grow its recurring earnings per share at a compound annual growth rate of between +6% and +8%.

This medium-term outlook is derived from the Group's annual 5-year business plan exercise and results in annual growth rates which are different from year to year.

The key inputs in the Group's business plan, which is built on an asset by asset basis and based on current economic conditions, are assumptions on indexation, which recently has consistently been below market expectations, rental uplifts, disposals, timely delivery of pipeline projects, cost of debt and taxation. Variations in these assumptions will also cause growth rates to vary from one plan to the next.

(1) *Impact on the recurring earnings per share of the disposals of Arkady Pankrac shopping centre (Prague), Nicetoile (Nice) (revenues received in 2015 related to the recovery of service charges not included in the 2014 impact), Nova Lund (Lund), the sale of a stake in Unibail-Rodamco Germany to CPPIB, the 50% stake in Comexposium and a small non-core retail asset in Spain as well as a non-core office building in France.*

2.2. DEVELOPMENT PROJECTS AS AT DECEMBER 31, 2015

Unibail-Rodamco's consolidated development project pipeline amounted to €7.4 Bn (€6.7 Bn in group share) as at December 31, 2015, corresponding to a total of 1.5 Mn m² Gross Lettable Area (GLA), to be re-developed or added to the standing assets portfolio. The Group retains significant flexibility on its consolidated development portfolio (74% of the total investment cost[(1)].

2.2.1. Development project portfolio evolution

2015 has been a very active year for development projects, with a significant number of deliveries. Major project deliveries include the new 4 Star shopping centres Minto (Mönchengladbach), opened in March, Polygone Riviera (Cagnes-sur-Mer), opened in October, and Mall of Scandinavia (Stockholm), opened in November. The last extension of Täby Centrum (Stockholm) opened in March. The restructured and extended Ruhr Park (Bochum) shopping centre was unveiled in November. The renovation project at Euralille and the redeveloped So Ouest Plaza office tower (Paris region), fully let to L'Oréal, were delivered in May. The refurbishment of Aupark (Bratislava) was delivered in October. The refurbishment of Rosny 2 (Paris region) was successfully completed in November.

The Group also made significant progress on the existing pipeline projects, entering the construction phase for the Wroclavia shopping centre (Wroclaw), and the extension projects at Carré Sénart (Paris region), at Centrum Chodov (Prague), and at Glories (Barcelona). Lastly, in December, the construction works of the Trinity office tower in La Défense (Paris region) started.

In July, the Group signed an agreement with the EPADESA (The Public Development Authority of La Défense Seine Arche) for a modified project of the Phare tower in La Défense (Paris region). This project, now called "Sisters", consists of a 95,000 m² program, with 75,000 m² of offices and 20,000 m² dedicated to a hotel and services.

The Group once again demonstrated its ability to refill its development pipeline as €1,364 Mn of new projects were added in 2015. The 3 Pays shopping centre (Basel region) project was added, as well as a two-stage extension project for Vélizy 2 (Paris region), representing an additional GLA of 35,792 m². The Triangle tower project (Paris) was added back following the positive vote of the Paris City Council on June 30, 2015, and the complete redevelopment of the Issy Guynemer office building (Paris region) is now part of the offices projects.

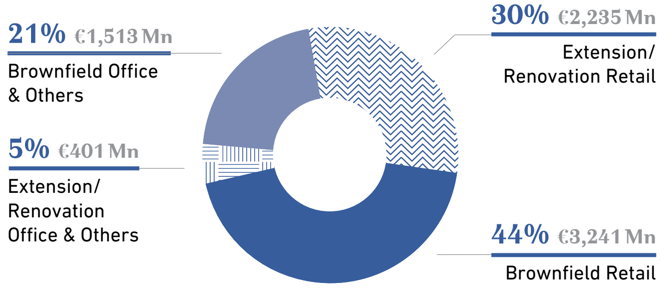
2.2.2. Development projects overview

The estimated total investment cost (TIC)[(2)] of the consolidated development pipeline[(3)] as at December 31, 2015 amounts to €7.4 Bn. This amount does not include the projects under development by companies accounted for using the equity method[(4)], which amount to circa €0.3 Bn (group share), nor projects under consideration.

The €7.4 Bn development pipeline compares with that of €8.0 Bn as of December 31, 2014. The change in TIC results from (i) the new projects added to the pipeline in 2015 (+€1,364 Mn), (ii) modifications in the program of existing projects, including currency changes (+€289 Mn), (iii) the change in the program from Phare to "Sisters" (-€288 Mn), (iv) the change of consolidation method of the Ruhr Park extension project (+€134 Mn), (v) delivered projects in 2015 (-€2,016 Mn), and (vi) the replacement of the Shopping City Süd east extension project (-€149 Mn) with an alternative extension project in the western part of the shopping centre (+€73 Mn).

The pipeline categories are as follows:

Consolidated development pipeline by category[(5)]



The €5.5 Bn retail pipeline is split between brownfield projects, which represent 59%, and extensions and renovations, which make up the remaining 41%. The Group currently expects to add 1.0 Mn m² of GLA, representing an increase of ca. 31% of the Group's existing retail GLA.

Development projects in the Office & Others sector amount to €1.9 Bn. Brownfield projects represent 79% of this investment and correspond to some 240,000 m² of new GLA, of which 73% is expected to be delivered after 2020. The remainder will be invested in the redevelopment or refurbishment of almost 120,000 m² of existing assets. Out of the €1.9 Bn Office & Others pipeline, €339 Mn (16.3%) are committed.

(1) In terms of cost to completion of "Controlled" and "Secured exclusivity" projects, as % of total investment cost of the consolidated development portfolio.

(2) The Total Investment Cost equals the sum of: (i) all capital expenditures from the start of the project to the completion date and includes: land costs, construction costs, study costs, technical fees, tenant fit-out costs paid for by the Group, letting fees and related costs, eviction costs and vacancy costs for renovations or redevelopments of standing assets; and (ii) tenants' lease incentives and opening marketing expenses. It does not include capitalized interest and internal costs capitalized.

(3) The development pipeline includes only the projects in the shopping centre and offices divisions of the Group. Projects for the Convention & Exhibition business are not included.

(4) Mainly the development of two new shopping centres located in Benidorm (Spain) and in Central Europe.

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

2.2.3. A secured and flexible development pipeline

The table below shows the evolution of the development pipeline between December 31, 2014 and December 31, 2015, by commitment categories:

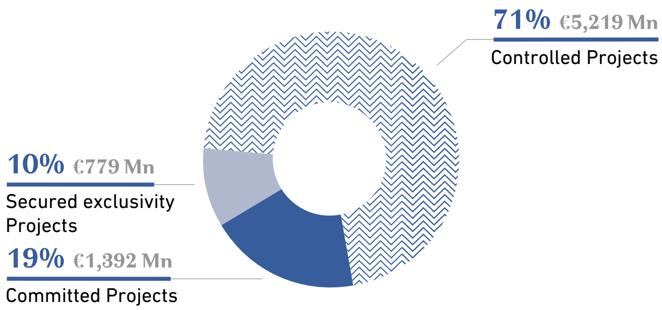
(In € Bn)	2015	2014
"Committed[1]" projects	1.4	2.1
"Controlled[2]" projects	5.2	4.3
"Secured Exclusivity[3]" projects	0.8	1.5
CONSOLIDATED TOTAL INVESTMENT COST	**7.4**	**8.0**

Figures may not add up due to rounding.
(1) "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.
(2) "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.
(3) "Secured exclusivity" projects: projects for which Unibail-Rodamco has the exclusivity but where negotiations for building rights or project definition are still underway.

Several projects were transferred from the "Controlled" to the "Committed" category following the start of works. These include the Wroclavia project (Wroclaw) and the Trinity office building project in La Défense (Paris region), as well as the extension and renovation projects in Centrum Chodov (Prague), in Carré Sénart (Paris region), in Glories (Barcelona) and in Bonaire (Valencia), for an expected aggregate TIC of €1,088 Mn.

The Überseequartier project (Hamburg) was transferred from the "Secured exclusivity" to the "Controlled" category.

Consolidated development pipeline by phase[1]



Of the €1.4 Bn "Committed" development pipeline, €0.4 Bn has already been spent, with €1.0 Bn still to be invested over the next three years. Of this amount, €0.6 Bn has been contracted.

The "Controlled" and "Secured exclusivity" development pipeline represents options to create significant value for the Group.

The Group's pipeline does not include projects under consideration or for which it is in competition.

2.2.4. Changes in development pipeline projects in 2015

In 2015, several projects with a total investment cost of ca. €1.4 Bn were added to the development pipeline. Key projects include:

- the Triangle tower project in Paris, for an expected TIC of €521 Mn;
- the 3 Pays project, for an expected TIC of €390 Mn;
- a two-stage extension project in Vélizy 2 (Paris region), the first for an 18-screen cinema, restaurants and a fitness center, and the second for retail units, for an expected TIC of €268 Mn;
- the redevelopment of the Issy Guynemer office building in Issy-les-Moulineaux (Paris region) for an expected TIC of €140 Mn;
- a new west extension project in Shopping City Süd (Vienna) has been added to the pipeline, for an expected TIC of €73 Mn.

Since December 31, 2014, the delivery dates of some of the Group's projects have been pushed back, for example: the Maquinext project (Barcelona; 24 months) and the Palma Springs project (Palma de Mallorca; 24 months) were delayed following local elections in Spain, and administrative procedures delayed Val Tolosa (Toulouse; 12 months) and the Spring project (The Hague region; 18 months).

On the other hand, the delivery date of the Carré Sénart extension project has been accelerated due to administrative approvals having been granted earlier than anticipated and works progressing ahead of schedule.

2.2.5. Investments in 2015

See sections 2.1.2.1.7 and 2.1.2.2.3 of the "Business Review by segment" for shopping centres and offices, respectively.

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

2.2.6. Delivered projects in 2015

A significant number of projects were delivered in 2015, in both retail and offices sector, of which the most important retail projects are:

- Mall of Scandinavia, a 101,048 m² shopping centre in Stockholm, for a TIC of €657 Mn;
- Polygone Riviera, a 67,367 m² shopping centre in Cagnes-sur-Mer, for a TIC of €457 Mn;
- the last phase of the Täby Centrum (Stockholm) extension. This five year project represents a TIC of €320 Mn;
- Minto, a 41,867 m² GLA shopping centre in Mönchengladbach, for a TIC of €213 Mn;
- the Ruhr Park extension and renovation[(1)] (Bochum), a major restructuring project for the 115,460 m² shopping centre, for a TIC of €134 Mn;
- the restructuring and renovation of the Euralille (Lille) shopping centre for a TIC of €70 Mn;
- the 4,222 m² of retail GLA in Levallois (Paris region), a cinema and restaurant, in the mixed-use project So Ouest Plaza for a TIC of €24 Mn.

Excluding Polygone Riviera (Cagnes-sur-Mer), in which the Group acquired its stake at an already mature development phase (in 2012), the yield-on-cost[(2)] for the retail projects delivered in 2015 is 7.4%. Collectively, the weighted average yield-on-cost on these delivered retail projects was 6.8%.

The So Ouest Plaza office building in Levallois (Paris region), 36,571 wm² GLA, was delivered in H1-2015 and fully let to L'Oréal.

The renovation of Aupark was completed, with a grand opening on October 20. The TIC of this part of the project is ca. €15 Mn. The extension project is still part of the pipeline projects.

2.2.7. Deliveries expected in 2016

The extension/renovation project of Forum des Halles, in the centre of Paris, will be delivered in H1-2016.

The delivery of two other projects is expected in 2016:

- an extension project in Bonaire (Valencia);
- a refurbishment project in Les Villages office buildings in La Défense (Paris region).

Preletting of the two retail projects stands at 77%.

2.2.8. Projects overview

See table next page.

The net aggregate TIC of existing projects remained stable, but individual projects varied due to:

- the mechanical effects of inflation and discounting;
- changes in scope, mainly in the Spring project in The Hague region or significant modifications in the program in some projects, mainly in Überseequartier (Hamburg);
- an increase of other costs in some projects (mainly Forum des Halles, Glories and Wroclavia);
- the decrease in TIC of the Sisters project (Paris region), previously the Phare project, following the program modification.

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(1) Ruhr Park shopping centre (Bochum) is fully consolidated since July 2015.

(2) Yield on cost: contracted rents for the 12 months following the opening, net of expenses, divided by the Total Investment Cost.

Development projects – December 31, 2015

Consolidated Development 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 (%)[5]	Project Valuation
Forum des Halles Renovation	Shopping Centre	France	Paris	Extension/ Renovation	14,989	14,989	89	164	H1 2016		Fair value
Wroclavia[6]	Shopping Centre	Poland	Wrocław	Greenfield/ Brownfield	79,634	79,634	64	235	H2 2017		At cost
Chodov Extension[7]	Shopping Centre	Czech Rep.	Prague	Extension/ Renovation	41,411	41,411	48	166	H2 2017		At cost
Carré Sénart Extension	Shopping Centre	France	Paris region	Extension/ Renovation	29,055	29,055	52	233	H2 2017		At cost
Parly 2 Extension	Shopping Centre	France	Paris region	Extension/ Renovation	8,195	8,195	25	112	H2 2017		At cost
Glories Extension-Renovation	Shopping Centre	Spain	Barcelona	Extension/ Renovation	10,690	10,690	33	116	H2 2017		Fair value
Trinity	Office & others	France	Paris	Greenfield/ Brownfield	48,693	48,693	91	310	H2 2018		At cost
Others					21,119	21,119	19	58			
COMMITTED PROJECTS					**253,785**	**253,785**	**421**	**1,392**		**8.3%**	
Palma Springs[8]	Shopping Centre	Spain	Palma de Mallorca	Greenfield/ Brownfield	72,565	72,565	12	227	H1 2018		At cost
Aupark Extension	Shopping Centre	Slovakia	Bratislava	Extension/ Renovation	7,245	7,245	0	14	H2 2018		At cost
Issy Guynemer	Office & others	France	Paris region	Redevelopment/ Refurbishment	43,869	43,869	0	140	H2 2018		At cost
Val Tolosa	Shopping Centre	France	Toulouse	Greenfield/ Brownfield	97,384	64,756	43	274	H2 2018		At cost
Velizy 2 Leisure Extension	Shopping Centre	France	Vélizy-Villacoublay	Extension/ Renovation	18,442	18,442	1	100	H1 2019		At cost
Spring[9]	Shopping Centre	Netherlands	The Hague region	Extension/ Renovation	77,392	77,392	185	467	H1 2019		At cost
Maquinext	Shopping Centre	Spain	Barcelona	Extension/ Renovation	38,363	38,363	63	179	H2 2020		At cost
Bubny	Shopping Centre	Czech Rep.	Prague	Greenfield/ Brownfield	55,692	55,692	22	197	Post 2020		At cost
Triangle	Office & others	France	Paris	Greenfield/ Brownfield	85,140	85,140	10	521	Post 2020		At cost
Neo	Shopping Centre	Belgium	Brussels	Greenfield/ Brownfield	120,098	120,098	6	559	Post 2020		At cost
Überseequartier	Shopping Centre	Germany	Hamburg	Greenfield/ Brownfield	207,385	207,385	6	977	Post 2020		At cost
Phare – "Sisters" Project	Office & others	France	Paris region	Greenfield/ Brownfield	95,000	95,000	56	629	Post 2020		At cost
Velizy 2 Retail Extension	Shopping Centre	France	Paris region	Extension/ Renovation	17,350	17,350	0	168	Post 2020		At cost
Others					202,431	202,431	102	767			
CONTROLLED PROJECTS					**1,138,356**	**1,105,728**	**505**	**5,219**		**8% TARGET**	
3 PAYS	Shopping Centre	France	Hésingue	Greenfield/ Brownfield	82,661	82,661	2	390	H2 2020		At cost
SCS West Extension	Shopping Centre	Austria	Vienna	Extension/ Renovation	7,313	7,313	0	73	H1 2020		At cost
Others					75,213	75,213	4	315			
SECURED EXCLUSIVITY PROJECTS					**165,187**	**165,187**	**6**	**779**		**8% TARGET**	
U-R TOTAL PIPELINE					**1,557,328**	**1,524,700**	**931**	**7,390**		**8% TARGET**	
Of which additionnal area						1,286,251					
Of which redevelopped area						233,814					

Development projects accounted under equity method[(1)]	Business	Country	City	Type	Total Complex GLA (m²)	GLA U-R share (m²)	Cost to date[(2)] U-R share (€Mn)	Expected cost[(3)] U-R share (€Mn)	Expected Opening date[(4)]	U-R Yield on cost (%)[(5)]
Gropius	Shopping Centre	Germany	Berlin	Extension/ Renovation	471	471	2	18	H2 2018	
COMMITTED PROJECTS					**471**	**471**	**2**	**18**		**8% TARGET**
Benidorm	Shopping Centre	Spain	Benidorm	Greenfield/ Brownfield	57,582	28,791	39	97	H1 2019	
Others[(10)]					104,672	52,336	4	171		
CONTROLLED PROJECTS					**162,254**	**81,127**	**43**	**268**		**8% TARGET**
U-R TOTAL PIPELINE – PROJECTS UNDER EQUITY METHOD					**162,725**	**81,598**	**45**	**285**		**8% TARGET**

(1) Figures subject to change according to the maturity of projects.
(2) Excluding financial costs and internal costs capitalized.
(3) Excluding financial costs and internal costs capitalized. The costs are discounted as at December 31, 2015.
(4) In the case of staged phases in a project, the date corresponds to the opening of the last phase.
(5) Annualized expected rents net of expenses divided by the TIC.
(6) Formerly named Wroclaw.
(7) The project includes 1,754 m² of offices assessed at fair value since December 31, 2014.
(8) Formerly named Mallorca.
(9) Units acquired for the project are included in the cost to date at their acquisition cost and in the fair value of the standing shopping centre.
(10) Under confidentiality agreement.

2.3. NET ASSET VALUE AS AT DECEMBER 31, 2015

Unibail-Rodamco's EPRA triple Net Asset Value (NNNAV)[1] amounted to €169.90 per share as of December 31, 2015, an increase of +12.4%, or +€18.70, from €151.20 at December 31, 2014. This increase of +€18.70 is the result of: (i) the value creation of €27.54 per share representing the sum of: (a) the 2015 Recurring Earnings Per Share of €10.46, (b) the revaluation of property and intangible assets and capital gain on disposals of €19.05 per share, (c) the dilutive effect of the instruments giving access to Group's shares of -€1.23 per share, (d) the change of transfer taxes and deferred tax adjustments of -€1.13 per share and (e) other items for €0.39 per share; (ii) the positive impact of the mark-to-market of debt and financial instruments of €0.76 per share; and (iii) the impact of the payment of the dividend of €9.60 per share.

The going concern NAV[2] (GMV based), measuring the fair value on a long term, on-going basis, came to €186.70 per share as at December 31, 2015, up by +12.3%, or +€20.40, compared to €166.30 as at December 31, 2014.

2.3.1. Property portfolio

Investment volumes in European commercial real estate reached a historical record high in 2015 with €246 Bn transacted[3], representing an increase of +27% *vs.* 2014, the previous record since 2007. Retail accounted for 28% of the 2015 total transaction volume, of which shopping centres accounted for €34 Bn or 49%.

Demand for commercial property remained high across all sectors, retail and shopping centres in particular, in an environment of ample liquidity and low interest rates. Prime shopping centres and offices, offering secure and stable yields as well as solid rental growth prospects, remained on top of the target list of institutional and sovereign investors as well as private equity firms with significant liquidity to deploy. In the shopping centre segment, the competition for prime and super prime products on the market in 2015 was intense, with several transactions completed at net initial yields around or below 4% (Ala Moana (Hawaii), Dundrum (Dublin), Wijnegem (Antwerp), Ruhr Park (Bochum)). Against this backdrop, appraisers have compressed yields and discount rates. The largest compressions were observed for the largest, most dominant and attractive shopping centres, which do not typically come to market frequently.

Unibail-Rodamco's mall portfolio saw its GMV increase by +5.9% on a like-for-like basis, of which +6.2% for malls with 6 million visits or more per annum, representing 97% of the GMV[4]. For malls with more than 10 Mn visits per annum, this was +7.4%. With footfall and tenant sales increasing by +2.0% and +4.1% through December 2015, respectively, and MGR uplifts[5] of +18.2% for the full year (+20.2% in shopping centres with 6 million visits or more p.a.), the growth in GMV was split between a yield compression (+3.3%) and a rental (+2.6%) effect.

The GMV of the Group's Spanish shopping centres grew by +15.2% on a like-for-like basis, driven by yield hardening (+11.1%) and rental growth (+4.1%). In Central Europe, Austria, the Nordics and France, like-for-like GMV growth in 2015 amounted to +10.3%, +7.6%, +5.0% and +3.4%, respectively, driven by rent increases and strong investor demand for prime products.

The Group's office portfolio saw its GMV grow by +6.1% on a like-for-like basis as a result of a yield compression effect of +8.6%, evidenced by several benchmark prime transactions in Paris, which was partially offset by a -2.5% rental effect.

The Convention & Exhibition's portfolio value grew by +6.6% on a like-for-like basis, primarily as a result of lower discount rates used by appraisers and the solid operating fundamentals.

Unibail-Rodamco's asset portfolio including transfer taxes stood at €37,755 Mn as of December 31, 2015, compared to €34,576 Mn as of December 31, 2014, *i.e.* an increase of +€3,179 Mn. On a like-for-like basis, the value of the Group's portfolio increased by +€1,666 Mn, net of investments, *i.e.* +6.0% compared to December 31, 2014.

(1) EPRA NNNAV (triple net asset value): corresponds to the Going concern NAV per share less the estimated transfer taxes and capital gain taxes.

(2) Going Concern NAV: the amount of equity per share needed to replicate the Group's portfolio with its current financial structure.

(3) Source: Cushman & Wakefield research.

(4) In term of Gross Market Values as of December 31, 2015, including values of shares in assets accounted for using the equity method.

(5) Minimum Guaranteed Rent (MGR) uplift: difference between new MGR and indexed old MGR. Indicator calculated on renewals and relettings only.

Asset portfolio valuation of Unibail-Rodamco (including transfer taxes)[1]	31/12/2015		Like-for-like change net of investment – full year 2015[2]		31/12/2014	
	€Mn	%	€Mn	%	€Mn	%
Shopping centres	30,129	80%	1,269	5.9%	27,348	79%
Offices	4,512	12%	215	6.1%	4,081	12%
Convention & Exhibition	2,726	7%	164	6.6%	2,498	7%
Services	387	1%	18	4.9%	649	2%
TOTAL	**37,755**	**100%**	**1,666**	**6.0%**	**34,576**	**100%**

Figures may not add up due to rounding.

(1) Based on a full scope of consolidation, including transfer taxes and transaction costs (see § 2.3.1.5 for Group share figures).

The portfolio valuation includes:

- the appraised or at cost value of the entire property portfolio, when fully consolidated or under joint operation;

- the equity value of Unibail-Rodamco's investments in assets accounted for using the equity method (mainly CentrO, Ring-Center, Gropius Passagen and Paunsdorf Centre in Germany, the Zlote Tarasy complex in Poland and a part of Rosny 2 in France). The equity value of Unibail-Rodamco's share investments in assets accounted for using the equity method amounted to €1,535 Mn as of December 31, 2015 compared to €1,617 Mn as of December 31, 2014. The decline is due primarily to the change in consolidation method of Ruhr Park (Bochum) in 2015 (from equity method to full consolidation) and the disposal of Arkady Pankrac (Prague).

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 financial assets such as the €343 Mn of cash and cash equivalents on the Group's balance sheet as of December 31, 2015.

(2) Excluding currency effect, investment properties under construction, assets accounted for using the equity method and changes in the scope (including acquisitions, disposals and deliveries of new projects) during 2015, consist mainly of:

- Acquisitions of units in Parquesur (Madrid), Bonaire (Valencia), Glories (Barcelona), Leidsenhage (The Hague region), Euralille (Lille), Toison d'Or (Dijon), les Quatre Temps (Paris region), La Valentine (Marseille), Centrum Chodov (Prague), Stadshart Amstelveen (Amstelveen) and Citymall Almere (Almere);

- Acquisitions of land plots in Cagnes-sur-Mer (Nice region) for Polygone Riviera and a land plot in La Défense (Paris region) for the Trinity project;

- Disposals of retail assets: Nicetoile (Nice), Arkady Pankrac (Prague), Nova Lund (Lund), Sevilla Factory (Sevilla) and three retail units (one in Evreux and two in Marseille);

- Disposal of the Group's stake in the Crédit Lyonnais tower (Lyon);

- Disposal of the Group's stake in Comexposium;

- So Ouest Plaza (Paris region), Minto (Mönchengladbach), Polygone Riviera (Cagnes-sur-Mer) and Mall of Scandinavia (Stockholm) delivered in 2015;

- Impact of the change in consolidation method of Ruhr Park (Bochum) in 2015 (from equity method to full consolidation).

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

Appraisers

In March 2015, Unibail-Rodamco appointed three international and qualified appraisal firms, Cushman & Wakefield (formerly DTZ), JLL and PwC, to value its retail, office, convention & exhibition and service portfolios. This appointment follows the expiry of the previous appraisal mandates as of December 31, 2014. The selection of Cushman & Wakefield, JLL and PwC is the result of a wide and competitive tender process with 12 different appraisal firms invited to tender, ensuring the selection of the best appraisers in their respective geographies. In accordance with RICS recommendations, all appraisal signatories were rotated.

JLL and Cushman & Wakefield appraise the retail and office properties of the Group. The valuation process has a centralised approach, intended to ensure that, on the Group's international portfolio, pan-European capital market views are taken into account. Unibail-Rodamco has allocated properties across the two appraisers by region for comparison and benchmarking purposes. France, being the largest region, is assessed by both firms. PwC assesses Convention & Exhibition venues as well as the services activities. Assets are appraised twice a year (in June and December), except service companies, which are appraised once a year.

Appraisal methods used by appraisers are compliant with international standards and guidelines as defined by RICS (Royal Institute of Chartered Surveyors), IVSC (International Valuation Standards Council) and FSIF (*Fédération des Sociétés Immobilières et Foncières*).

Appraiser	Property location	% of total portfolio
Cushman & Wakefield	France/Netherlands/Central Europe	49%
JLL	France/Germany/Nordic/Spain/Austria	41%
PwC	France/Germany	8%
At cost or under sale agreement.		3%
		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

Independent appraisers determine the fair market value based on the results of two methods: the discounted cash flow (DCF) methodology and/or 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 confidential rent rolls, including information on vacancy, break options, expiry dates and lease incentives, performance indicators (e.g., footfall and sales where available), letting evidence and the Group's cash flow forecasts from annually updated detailed asset business plans. 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), in the applied required returns or discount rates and in the yield applied to capitalise the exit rent to determine an exit value.

Pursuant to the adoption of IFRS 13 (Fair value measurement) in 2014, additional disclosure on the valuation methodologies applied by the Group's appraisers is available in § 2.3.1.6 IFRS 13 did not impact the valuation methods used by the Group's appraisers.

Valuation scope

As at December 31, 2015, 97% of Unibail-Rodamco's portfolio was appraised by independent appraisers.

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[(1)]) as deemed appropriate by the independent appraiser. In some cases, both methods were combined to validate and cross-check critical valuation parameters.

As the appraisers noted no meaningful impact of the terrorist attacks in Paris on the Group's assets during this valuation round, the December 2015 valuations have not been impacted.

The following assets were delivered in 2015 and are now classified as standing assets as at December 31, 2015:

- So Ouest Plaza (Paris region);
- Minto (Mönchengladbach);
- Mall of Scandinavia (Stockholm);
- Polygone Riviera (Cagnes-sur-Mer).

The aggregate TIC[(2)] of these four projects delivered in 2015 amounts to €1,543 Mn and the current market value calculated by the appraisers is €1,949 Mn.

The Forum des Halles (Paris) and Glories (Barcelona) extension and renovation projects continue to be taken into account by appraisers in the valuation of the standing asset.

Refer to the table in the Section "Development Projects as at December 31, 2015" for an overview of valuation methods used for development projects.

The remaining assets (3%) of the portfolio were valued as follows:

- at cost for IPUC for which a reliable value could not yet be established. These include assets under development: the Wroclavia shopping centre project in Wroclaw, the Parly 2 (Paris region), Carré Sénart (Paris region) and Centrum Chodov (Prague) extension and renovation projects and the Trinity office project in La Défense (Paris region), as well as all development projects included in the "Controlled" and "Secured exclusivity" categories (see section "Development Projects" for more details);
- at acquisition price for assets acquired in 2015 that were not appraised;
- at bid value for assets under sale agreement: 2-8 Ancelle (Paris) and offices in Würzburg.

2.3.1.1. Shopping Centre portfolio

The value of Unibail-Rodamco's shopping centre portfolio is the addition of the value of each individual asset as determined by the Group's appraisers. 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 although it is definitely part of the appeal to the Group's shareholders.

(1) RICS: Royal Institution of Chartered Surveyors; IVSC: International Valuation Standards Council.

(2) TIC: Total Investment Cost equals the sum of: (i) all capital expenditures from the start of the project to the completion date and includes: land costs, construction costs, study costs, technical fees, tenant fit-out costs paid for by the Group, letting fees and related costs, eviction costs and vacancy costs for renovations or redevelopments of standing assets; and (ii) tenants' lease incentives and opening marketing expenses. Does not include capitalized interests and internal costs capitalized.

Evolution of Unibail-Rodamco's shopping centre portfolio valuation

The value of Unibail-Rodamco's shopping centre portfolio grew from €27,348 Mn as at December 31, 2014, to €30,129 Mn as at December 31, 2015, including transfer taxes and transaction costs.

VALUATION 31/12/2014 *(€MN)*	27,348
Like-for-like revaluation	1,269
Revaluation of non like-for-like assets	375[(1)]
Revaluation of shares	220[(2)]
Capex/Acquisitions	1,561[(3)]
Disposals	(657)[(4)]
Constant Currency Effect	13[(5)]
VALUATION 31/12/2015 *(€MN)*	**30,129**

Figures may not add up due to rounding.
(1) Non like-for-like assets including investment properties under construction valued at cost or at fair value, including projects such as Mall of Scandinavia (Stockholm), Minto (Mönchengladbach), Polygone Riviera (Cagnes-sur-Mer) and Forum des Halles (Paris).
(2) Revaluation of the shares in companies holding the assets accounted for using the equity method.
(3) Includes the impact of the change in consolidation method of Ruhr Park (Bochum) in 2015 (from equity method to full consolidation).
(4) Value as at 31/12/2014. Does not include the sale of a stake in Unibail-Rodamco Germany, which remains fully consolidated.
(5) Currency impact of +€13 Mn mainly in the 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, 2015, decreased to 4.6% from 4.8% as at December 2014.

Shopping Centre portfolio by region – 31/12/2015	Valuation including transfer taxes *(€Mn)*	Valuation excluding estimated transfer taxes *(€Mn)*	Net inital yield[(1)] 31/12/2015	Net inital yield[(1)] 31/12/2014
France[(2)]	13,661	13,148	4,3%	4.4%
Central Europe[(3)]	3,691	3,657	5,2%	5.5%
Nordic	3,338	3,281	4,6%	4.9%
Spain	3,090	3,031	5,1%	5.7%
Germany[(3)]	2,681	2,564	4,8%	5.3%
Austria[(3)]	2,147	2,126	4,5%	4.6%
Netherlands	1,521	1,432	5,0%	5.3%
TOTAL[(4)]	**30,129**	**29,238**	**4,6%**	**4.8%**

Figures may not add up due to rounding.
(1) Annualized contracted rent (including indexation) and other incomes for the next 12 months, net of operating expenses, divided by the asset value net of estimated transfer taxes and transaction costs. Shopping centres under development or held by companies accounted for using the equity method are not included in the calculation.
(2) The effect of including key money in the region's net rental income would increase the net initial yield to 4.5% as at December 31, 2015.
(3) Aupark was transferred from Austria to Central Europe on January 1, 2015. German assets are now presented separately except for Ring-Center which continues to be included in the Central Europe region. The 2014 figures have been restated accordingly. Net initial yield as of December 31, 2015 now includes Ruhr Park (fully consolidated).
(4) Valuation amounts in € include the Group share equity investments in assets accounted for using the equity method.

The following table shows the geographic split of the Group's retail assets:

Valuation of Shopping Centre portfolio (including transfer taxes)	31/12/2015		31/12/2014	
	€Mn	%	€Mn	%
France	13,661	45%	13,041	48%
Central Europe[(1)]	3,691	12%	3,367	12%
Nordic	3,338	11%	2,919	11%
Spain	3,090	10%	2,661	10%
Germany[(1)]	2,681	9%	1,971	7%
Austria[(1)]	2,147	7%	1,964	7%
Netherlands	1,521	5%	1,424	5%
TOTAL[(2)]	**30,129**	**100%**	**27,348**	**100%**

Figures may not add up due to rounding.
(1) Aupark was transferred from Austria to Central Europe on January 1, 2015. German assets are now presented separately except for Ring-Center which continues to be included in the Central Europe region. The 2014 figures have been restated accordingly.
(2) Valuation amounts include the Group share equity investments in assets accounted for using the equity method.

Sensitivity

A change of +25 basis points in net initial yield would result in a downward adjustment of -€1,457 Mn (or -5.2%) of the shopping centre portfolio value (excluding assets under development or accounted for using the equity method), including transfer taxes and transaction costs.

Like-for-like analysis

On a like-for-like basis, the value of the shopping centre portfolio, including transfer taxes and transaction costs but excluding works, capitalised financial and leasing expenses and eviction costs, increased by +€1,269 Mn (or +5.9%) in 2015. This 5.9% increase was the result of a +2.6% rent impact and a +3.3% yield compression impact.

Shopping Centre – Like-for-like (LxL) change[1] Full year 2015	LxL change (€Mn)	LxL change (%)	LxL change – Rent impact	LxL change – Yield impact[2]
France	354	3.4%	1.3%	2.2%
Central Europe	278	10.3%	6.5%	3.8%
Nordic	109	5.0%	2.2%	2.9%
Spain	332	15.2%	4.1%	11.1%
Germany	32	3.1%	-3.7%	6.8%
Austria	149	7.6%	5.7%	1.9%
Netherlands	16	1.4%	1.7%	-0.3%
TOTAL	**1,269**	**5.9%**	**2.6%**	**3.3%**

Figures may not add up due to rounding.
(1) Like-for-like change net of investments from December 31, 2014 to December 31, 2015, excluding assets accounted for using the equity method.
(2) 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 confirm a differentiation between assets attracting 6 million or more visits per annum (+6.2% in 2015, of which +2.8% is the rent impact and +3.4% the yield impact) and those with less than 6 million visits per year with -2.3% in 2015 (-1.1% rent impact and -1.2% yield impact).

Shopping Centre – Like-for-like (LxL) change by footfall category[1] Full year 2015	LxL change (€Mn)	LxL change (%)	LxL change – Rent impact	LxL change – Yield impact[2]
6 Mn visits and above	1,288	6.2%	2.8%	3.4%
Below 6 Mn visits	-19	-2.3%	-1.1%	-1.2%
TOTAL	**1,269**	**5.9%**	**2.6%**	**3.3%**

(1) Like-for-like change net of investments from December 31, 2014 to December 31, 2015, excluding assets accounted for using the equity method.
(2) Yield impact calculated using the change in potential yields (to neutralise changes in vacancy rates) and taking into account key money.

On a like-for-like basis, the value of the shopping centres attracting 10 million or more visits per annum increased by +7.4% in 2015 (+4.1% rent impact and +3.3% yield impact).

2.3.1.2. Office portfolio

Evolution of Unibail-Rodamco's office portfolio valuation

The value of the office portfolio increased to €4,512 Mn as at December 31, 2015 from €4,081 Mn as at December 31, 2014, including transfer taxes and transaction costs.

VALUATION 31/12/2014 *(€MN)*	**4,081**
Like-for-like revaluation	215
Revaluation of non like-for-like assets	62[(1)]
Revaluation of shares	16[(2)]
Capex/Acquisitions	158
Disposals	(22)
Constant Currency Effect	1[(3)]
VALUATION 31/12/2015 *(€MN)*	**4,512**

Figures may not add up due to rounding.
(1) Includes: (i) investment properties under construction or delivered in 2015, valued at cost or at fair value (mainly So Ouest Plaza) and (ii) the reversal of the provision on the Triangle project made in December 2014.
(2) Revaluation of the shares in Zlote Tarasy offices (Lumen and Skylight) accounted for using the equity method.
(3) Currency impact of +€1 Mn 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 (including transfer taxes)	31/12/2015		31/12/2014	
	€Mn	%	€Mn	%
France	4,044	90%	3,659	90%
Nordic	209	5%	189	5%
Central Europe[(1)]	137	3%	121	3%
Germany[(1)]	54	1%	46	1%
Austria	40	1%	39	1%
Netherlands	27	1%	28	1%
TOTAL	**4,512**	**100%**	**4,081**	**100%**

Figures may not add up due to rounding.
(1) German assets (previously in Central Europe) are now presented separately. The 2014 figures were restated accordingly. Central Europe includes shares in Zlote Tarasy offices (Lumen and Skylight).

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, 2015 compressed by -85 basis points to 6.0%.

Valuation of occupied office space – 31/12/2015	Valuation including transfer taxes *(€Mn)*[(1)]	Valuation excluding estimated transfer taxes *(€Mn)*	Net inital yield[(2)] 31/12/2015	Net inital yield[(2)] 31/12/2014
France[(3)]	3,077	2,989	5.9%	6.8%
Nordic	187	183	7.0%	7.2%
Central Europe[(4)]	137	137	8.6%	8.4%
Germany[(4)]	49	47	5.9%	7.3%
Austria	37	36	6.7%	6.6%
Netherlands	5	5	8.1%	7.8%
TOTAL	**3,492**	**3,397**	**6.0%**	**6.8%**

(1) Valuation of occupied office space as at December 31, 2015, based on the appraiser's allocation of value between occupied/vacant space.
(2) Annualised contracted rents (including latest indexation) net of expenses, divided by the value of occupied space net of estimated transfer taxes and transaction costs.
(3) The occupied space in Majunga is included in the Net Initial Yield computation as at December 31, 2015.
(4) German assets (previously in Central Europe) are now presented separately. Central Europe does not include the investment in Zlote Tarasy offices (Lumen and Skylight).

Sensitivity

A change of +25 basis points in net initial yield would result in a downward adjustment of -€202 Mn (-5.0%) of the office portfolio value (occupied and vacant spaces, excluding assets under development or accounted for using the equity method), including transfer taxes and transaction costs.

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, increased on a like-for-like basis by +€215 Mn (+6.1%) in 2015 mainly due to yield compression of (+8.6%) which was partially offset by a negative rent effect (-2.5%) as some of the Group's offices are over rented.

Offices – Like-for-like (LxL) change(1) Full year 2015	Like-for-like change (€Mn)	Like-for-like change (%)	LxL change – Rent impact	LxL change – Yield impact(2)
France	200	6.2%	-2.7%	8.8%
Nordic	10	5.4%	-2.1%	7.5%
Central Europe	0	1.5%	4.2%	-2.7%
Germany	8	18.0%	-4.5%	22.5%
Austria	(3)	-6.7%	4.5%	-11.2%
Netherlands	(1)	-6.4%	-3.8%	-2.6%
TOTAL	**215**	**6.1%**	**-2.5%**	**8.6%**

Figures may not add up due to rounding.
(1) Like-for-like change net of investments from December 31, 2014 to December 31, 2015. Does not include assets accounted for using the equity method.
(2) Yield impact calculated using the change in potential yields (to neutralise changes in vacancy rates).

French Office portfolio

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

	Valuation (including transfer taxes)	
French Office portfolio by sector – 31/12/2015	€Mn	%
La Défense	1,940	48%
Neuilly-Levallois-Issy	1,235	31%
Paris CBD & others	870	22%
TOTAL	**4,044**	**100%**

Figures may not add up due to rounding.

For **occupied offices** and based on an asset value excluding estimated transfer taxes and transaction costs, the French Office division's net initial yield as at December 31, 2015 came to 5.9% reflecting a -89 bps decrease in yields during 2015, partly due to the inclusion of Majunga for the first time.

Valuation of French occupied office space – 31/12/2015	Valuation including transfer taxes (€Mn)(1)	Valuation excluding estimated transfer taxes (€Mn)	Net inital yield 31/12/2015(2)	Average price (€/m²)(3)
La Défense	1,350	1,303	6.9%	6,586
Neuilly-Levallois-Issy	1,184	1,158	5.3%	8,190
Paris CBD and others	543	528	4.2%	11,885
TOTAL	**3,077**	**2,989**	**5.9%**	**7,761**

(1) Valuation of occupied office space as at December 31, 2015, based on the appraiser's allocation of value between occupied and vacant spaces.
(2) Annualised contracted rent (including latest indexation) net of expenses, divided by the value of occupied space net of estimated transfer taxes and transaction costs.
(3) Average price, excluding estimated transfer taxes, per square meter for occupied office space based on the appraiser's allocation of value between occupied and vacant spaces. The computation takes into account the areas allocated to company restaurants.
Average prices were restated for car parks with a basis of €30,000 per unit for Paris CBD and Neuilly-Levallois-Issy and €15,000 for other areas.

2.3.1.3. Convention & Exhibition portfolio

The value of Unibail-Rodamco's Convention & Exhibition portfolio is derived from the combination of the value of each individual asset.

Valuation methodology

The valuation methodology adopted by PwC 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 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 discounted cash flow methodology has been adopted for the Pullman Montparnasse and the Cnit Hilton hotels (both operated under an operating lease agreement by 3rd party operators) as well as for the Confluence hotel as at December 31, 2015.

Evolution of the Convention & Exhibition valuation

The value of Convention & Exhibition centres and hotels, including transfer taxes and transaction costs, grew to €2,726 Mn[1] as at December 31, 2015:

VALUATION 31/12/2014 *(€MN)*	**2,498[(1)]**
Like-for-like revaluation	164
Revaluation of non like-for-like assets	3
Capex/Acquisitions	61[(2)]
Valuation 31/12/2015 *(€Mn)*	**2,726[(3)]**

(1) Of which €2,227 Mn for Viparis (including Palais des Sports) and €271 Mn for hotels.
(2) Including the -€29 Mn impact of an asset reclassified from the Convention & Exhibition sector to the Retail sector.
(3) Of which €2,439 Mn for Viparis (including Palais des Sports) and €287 Mn for hotels (including hotel project in Porte de Versailles).

On a like-for-like basis, net of investments, the value of Convention & Exhibition properties and hotels is up +€164 Mn (+6.6%) compared to December 31, 2014.

	Full year 2015	
Convention & Exhibition – Like-for-like change net of investment	**€Mn**	**%**
Viparis and others[(1)]	182	8.2%
Hotels	(17)	-6.5%
TOTAL	**164**	**6.6%**

Figures may not add up due to rounding.
(1) Viparis and others include all of the Group's Convention & Exhibition centres.

Based on these valuations, the average EBITDA yield (recurring earnings before interest, tax, depreciation and amortisation divided by the value of assets, excluding estimated transfer taxes) of Viparis' consolidated venues as at December 31, 2015 decreased by -15 basis points from December 31, 2014 to 6.3%.

2.3.1.4. Services

The services portfolio is composed of:

- Espace Expansion, a property service company in France;
- Unibail-Rodamco Germany's fee business.

The services portfolio is appraised annually by PwC as at each year-end in order to include all significant intangible assets in the portfolio at their market value for the calculation of Unibail-Rodamco's NAV. In Unibail-Rodamco's consolidated statement of financial position, intangible assets are not revalued but recognised at cost less any amortisation charges and/or impairment losses booked.

(1) Based on a full scope of consolidation, including transfer taxes and transaction costs (see § 2.3.1.5 for group share figures).

2.3.1.5. 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 – 31/12/2015	**€Mn**	**%**	**€Mn**	**%**
Shopping centres	30,129	80%	26,240	80%
Offices	4,512	12%	4,480	14%
Convention & Exhibition	2,726	7%	1,592	5%
Services	387	1%	312	1%
TOTAL	**37,755**	**100%**	**32,624**	**100%**

Asset portfolio valuation – 31/12/2014	€Mn	%	€Mn	%
Shopping centres	27,348	79%	24,534	80%
Offices	4,081	12%	4,077	13%
Convention & Exhibition	2,498	7%	1,486	5%
Services	649	2%	637	2%
TOTAL	**34,576**	**100%**	**30,734**	**100%**

Like-for-like change – net of Investments – Full year 2015	€Mn	%	€Mn	%
Shopping centres	1,269	5.9%	1,125	5.9%
Offices	215	6.1%	212	6.1%
Convention & Exhibition	164	6.6%	86	5.9%
Services	18	4.9%	12	3.9%
TOTAL	**1,666**	**6.0%**	**1,435**	**5.9%**

Like-for-like change – net of Investments – Full year 2015 – Split rent/yield impact	Rent impact %	Yield impact %	Rent impact %	Yield impact %
Shopping centres	2.6%	3.3%	2.5%	3.4%
Offices	-2.5%	8.6%	-2.5%	8.6%

Net Initial Yield	31/12/2015	31/12/2014	31/12/2015	31/12/2014
Shopping centres	4.6%	4,8%	4,6%	4,9%
Offices – occupied space	6.0%	6,8%	6,0%	6,8%

Figures may not add up due to rounding.

2.3.1.6. Additional Valuation parameters – IFRS 13

Unibail-Rodamco complies with the IFRS 13 fair value measurement and the position paper[(1)] on IFRS 13 established by EPRA, the representative body of the publicly listed real estate industry in Europe.

Considering the limited public data available, the complexity of real estate asset valuations, as well as the fact that appraisers use in their valuations the non-public rent rolls of the Group's assets, Unibail-Rodamco believes it appropriate to classify its assets under Level 3. In addition, unobservable inputs, including appraisers' assumptions on growth rates and exit yields, are used by appraisers to determine the fair value of Unibail-Rodamco's assets.

In addition to the disclosures provided above, the following tables provide a number of quantitative data in order to assess the fair valuation of the Group's assets.

(1) *EPRA Position Paper on IFRS 13 – Fair value measurement and illustrative disclosures, February 2013.*

Shopping Centres

All shopping centres are valued using the discounted cash flow and/or yield methodologies.

Shopping Centres – 31/12/2015		Net initial yield	Rent (€ per sqm)[1]	Discount Rate[2]	Exit yield[3]	CAGR of NRI[4]
France	Max	8.7%	905	13.0%	9.5%	8.8%
	Min	3.6%	85	5.3%	4.0%	0.2%
	Weighted average	4.3%	487	5.9%	4.5%	4.9%
Central Europe[5]	Max	8.8%	535	11.5%	9.5%	4.9%
	Min	4.9%	116	6.8%	5.1%	2.2%
	Weighted average	5.2%	369	7.0%	5.5%	2.7%
Nordic	Max	9.8%	531	9.8%	7.8%	5.5%
	Min	4.1%	114	6.7%	4.5%	2.2%
	Weighted average	4.6%	358	7.2%	4.8%	4.5%
Spain	Max	8.4%	747	11.0%	7.8%	5.2%
	Min	4.6%	100	7.5%	4.8%	1.4%
	Weighted average	5.1%	274	8.2%	5.2%	3.4%
Germany[5]	Max	7.2%	399	8.0%	6.9%	4.5%
	Min	4.3%	238	6.4%	4.2%	2.2%
	Weighted average	4.8%	293	6.8%	4.8%	3.0%
Austria[5]	Max	4.5%	367	6.4%	4.5%	2.8%
	Min	4.4%	345	6.3%	4.5%	2.6%
	Weighted average	4.5%	356	6.3%	4.5%	2.7%
Netherlands	Max	12.4%	412	9.1%	9.0%	4.3%
	Min	4.5%	131	6.0%	4.4%	-1.8%
	Weighted average	5.0%	252	6.5%	5.0%	3.1%

Net initial yield, discount rate and exit yield weighted by GMV.
(1) Average annual rent (minimum guaranteed rent + sales based rent) per asset per m².
(2) Rate used to calculate the net present value of future cash flows.
(3) Rate used to capitalise the exit rent to determine the exit value of an asset.
(4) Compounded Annual Growth Rate of Net Rental Income determined by the appraiser (between 6 and 10 years depending on duration of DCF model used).
(5) Aupark (Bratislava) was transferred from Austria to Central Europe in January 2015. German assets are now presented separately.

Offices

Offices are valued using the discounted cash flow and yield methodologies.

Offices – 31/12/2015		Net initial yield on occupied space	Rent (€ per m^2)[1]	Discount Rate[2]	Exit yield[3]	CAGR of NRI[4]
France	Max	11.9%	484	9.8%	8.3%	24.5%
	Min	4.0%	104	5.0%	4.3%	-2.6%
	Weighted average	5.9%	370	6.1%	5.2%	3.1%
Nordic	Max	9.0%	248	9.0%	7.9%	3.9%
	Min	5.1%	68	7.1%	5.5%	1.6%
	Weighted average	7.0%	195	7.9%	6.6%	2.8%
Netherlands	Max	15.5%	52	13.8%	9.8%	9.4%
	Min	n.m	n.m	6.6%	5.4%	n.m
	Weighted average	8.1%	47	10.5%	8.1%	9.3%
Germany	Max	7.7%	535	8.5%	7.5%	7.6%
	Min	4.9%	53	6.5%	4.5%	1.4%
	Weighted average	5.9%	165	7.9%	6.3%	2.9%
Austria	Max	6.9%	126	7.6%	7.0%	2.7%
	Min	6.4%	120	7.2%	6.5%	2.0%
	Weighted average	6.7%	123	7.4%	6.8%	2.4%

Net initial yield, discount rate and exit yield weighted by GMV. Central Europe region only encompasses one asset (excluding shares in Zlote Tarasy offices, Lumen and Skylight) and is therefore not displayed. Vacant assets, assets considered at bid value and assets under restructuring are not included in this table.
(1) Average annual rent (minimum guaranteed rent) per asset per m^2. The computation takes into account the areas allocated to company restaurants.
(2) Rate used to calculate the net present value of future cash flows.
(3) Rate used to capitalise the exit rent to determine the exit value of an asset.
(4) Compounded Annual Growth Rate of NRI determined by the appraiser (between 3 and 10 years, depending on duration of DCF model used).

2.3.2. EPRA triple net asset value calculation

The EPRA triple 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.

2.3.2.1. Consolidated shareholders' equity

As at December 31, 2015, consolidated shareholders' equity (Owners of the parent) came to €16,042 Mn.

Shareholders' equity (Owners of the parent) incorporated the net recurring profit of €1,030.4 Mn and the positive impact of €1,303.6 Mn of fair value adjustments on property assets and financial instruments, as well as the capital gain on sales of properties.

2.3.2.2. Impact of rights giving access to share capital

Dilution from securities giving access to share capital as at December 31, 2015 was computed when such instruments were in the money and fulfilled the performance conditions.

The debt component of the ORAs[1], recognised in the financial statements 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, financial instruments and the ORNANEs[2] 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 2012 and not repurchased was "in the money" as at December 31, 2015. Consequently, the fair market value was restated for an amount of €2 Mn for the NNNAV calculation and the potential dilution (+8,547 shares) was included in the number of fully diluted shares outstanding as at December 31, 2015 (*i.e.* for the outperformance part of the ORNANE, the nominal amount remaining as debt).

The ORNANEs issued in 2014 and 2015 were not restated for the NNNAV calculation as they are "out of the money" as at December 31, 2015, and therefore had no impact on the number of shares.

The exercise of "in the money" stock-options and performance shares with the performance conditions fulfilled as at December 31, 2015, would have led to a rise in the number of shares by +774,205, generating an increase in shareholders' equity of +€107 Mn.

(1) Bonds redeemable for shares ("Obligations Remboursables en Actions").
(2) Net share settled bonds convertible into new and/or existing shares (ORNANE) – see Financial Resources note.

As at December 31, 2015, the fully-diluted number of shares taken into account for the NNNAV calculation was 99,484,430.

2.3.2.3. Unrealised capital gains on intangible and operating assets

The appraisal of property service companies, of the operating asset of Unibail-Rodamco (7 Adenauer, Paris 16th arr.) and of the operations ("*fonds de commerce*") of Viparis Porte de Versailles/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 +€340 Mn which was added for the NAV calculation.

2.3.2.4. Adjustment of capital gains deferred 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, 2015.

For the purpose of the EPRA NAV calculation, deferred taxes on unrealised capital gains on assets not qualifying for tax exemption (€1,377 Mn) were 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 €267 Mn.

For the calculation of the EPRA NNNAV, estimated taxes actually payable should a disposal take place (€670 Mn) were deducted.

2.3.2.5. Mark-to-market value of debt and derivatives

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

The fair value adjustment (€182 Mn) 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 -€469 Mn. This impact was taken into account in the EPRA NNNAV calculation.

2.3.2.6. 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, 2015, these estimated transfer taxes and other transaction costs compared to transfer taxes and costs already deducted from asset values on the statement of financial position (in accordance with IFRS) came to a positive net adjustment of €442 Mn.

2.3.2.7. EPRA Triple Net Asset Value

Unibail-Rodamco's EPRA NNNAV (Owners of the parent) stood at €16,903 Mn or €169.90 per share (fully-diluted) as at December 31, 2015.

The EPRA NNNAV per share increased by +12.4% (or +€18.70) compared to December 31, 2014 and increased by +5.1% (or +€8.20) compared to June 30, 2015.

The increase of +€18.70 compared to December 31, 2014 was the sum of: (i) the value creation of +€27.54 per share, (ii) the impact of the dividend paid in March and July 2015 of -€9.60, and (iii) the positive impact of the +€0.76 mark-to-market of the fixed-rate debt and derivatives.

2.3.3. 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 €186.70 per share as at December 31, 2015, an increase of +€20.40 (+12.3%) compared to December 31, 2014.

This increase was the sum of: (i) the value creation of +€29.24 per share, (ii) the impact of the dividend paid in March and July 2015 of -€9.60, and (iii) the positive impact of the +€0.76 mark-to-market of the fixed-rate debt and derivatives.

The following tables show the calculation presented in compliance with EPRA best practices recommendations. A bridge from December 31, 2014 to December 31, 2015 is also presented.

EPRA NNNAV calculation *(All figures are Group share, in €Mn)*	31/12/2014 €Mn	31/12/2014 €/share	30/06/2015 €Mn	30/06/2015 €/share	31/12/2015 €Mn	31/12/2015 €/share
Fully diluted number of shares		100,177,029		100,625,762		99,484,430
NAV per the financial statements	14,520		14,641		16,042	
Amounts owed to shareholders	0		473		0	
ORA and ORNANE	148		3		2	
Effect of exercise of options	279		309		107	
Diluted NAV	14,947		15,425		16,151	
Include						
Revaluation of intangible and operating assets	350		398		340	
Exclude						
Fair value of financial instruments	464		425		182	
Deferred taxes on balance sheet	1,244		1,317		1,377	
Goodwill as a result of deferred taxes	(255)		(253)		(267)	
EPRA NAV	**16,750**	**€167.20**	**17,313**	**€172.00**	**17,783**	**€178.80**
Fair value of financial instruments	(464)		(425)		(182)	
Fair value of debt	(907)		(363)		(469)	
Effective deferred taxes	(604)		(651)		(670)	
Impact of transfer taxes estimation	372		397		442	
EPRA NNNAV	**15,147**	**€151.20**	**16,271**	**€161.70**	**16,903**	**€169.90**
% of change over 6 months		**5.5%**		**6.9%**		**5.1%**
% of change over 1 year		**3.4%**		**12.8%**		**12.4%**

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, in €Mn)*	31/12/2014 €Mn	31/12/2014 €/share	30/06/2015 €Mn	30/06/2015 €/share	31/12/2015 €Mn	31/12/2015 €/share
EPRA NNNAV	15,147		16,271		16,903	
Effective deferred capital gain taxes	604		651		670	
Estimated transfer taxes	909		927		1,000	
GOING CONCERN NAV	**16,660**	**€166.30**	**17,849**	**€177.40**	**18,573**	**€186.70**
% of change over 6 months		**5.9%**		**6.7%**		**5.2%**
% of change over 1 year		**4.2%**		**12.9%**		**12.3%**

The change in EPRA NNNAV and Going concern NAV between December 31, 2014 and December 31, 2015 broke down as follows (figures may not add up due to rounding):

Evolution of EPRA NNNAV and Going concern NAV		EPRA NNNAV	Going concern NAV
AS AT DECEMBER 31, 2014, PER SHARE (FULLY DILUTED)		**€151.20**	**€166.30**
Revaluation of property assets[1]		18.73	18.73
Retail	15.62		
Offices	2.39		
Convention & Exhibition	0.73		
Revaluation of intangible and operating assets		(0.52)	(0.52)
Capital gain on disposals		0.84	0.84
Recurring Net Result		10.46	10.46
Distribution 2014		(9.60)	(9.60)
Mark-to-market of debt and financial instruments		0.76	0.76
Variation in transfer taxes & deferred taxes adjustments		(1.13)	0.45
Variation in the fully diluted number of shares		(1.23)	(1.12)
Other (including foreign exchange difference)		0.39	0.40
AS AT DECEMBER 31, 2015, PER SHARE (FULLY DILUTED)		**€169.90**	**€186.70**

(1) Revaluation of property assets is €14.43 per share on like-for-like basis, of which +€3.66 is due to rental effect and +€10.77 is due to yield effect.

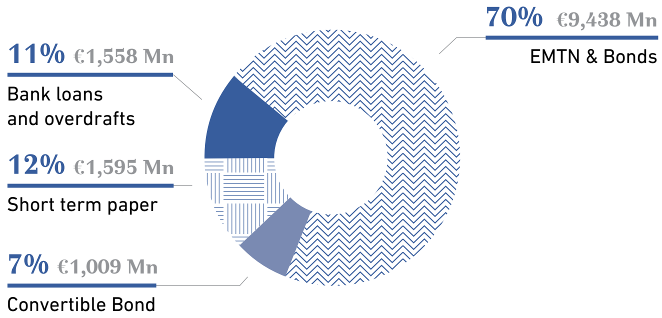
2.4. FINANCIAL RESOURCES

In 2015, the financial markets remained volatile on the back of negative macro-economic news flow and of uncertainties on central bank decisions. In this context, Unibail-Rodamco raised €4,015 Mn of medium to long-term funds in the bond and bank markets at attractive conditions while further diversifying its sources of funding.

The financial ratios stand at healthy levels:

- the Interest Coverage Ratio (ICR) improved and stands at 4.6x (*versus* 4.2x in 2014);
- the Loan to Value (LTV) ratio decreased to 35% (*versus* 37% as at December 31, 2014). This evolution is mainly due to the disposals completed in 2015 and valuation increases partly offset by capital expenditures on projects delivered or to be delivered in the coming years and by balance sheet management costs.

The average cost of debt for 2015 reached a record low level of 2.2% (*vs.* 2.6% in 2014 and 2.9% in 2013).



The Group's debt remains well diversified with further diversification achieved in 2015 and a predominant proportion of bond financing.

2.4.1. Debt structure as at December 31, 2015

Unibail-Rodamco's consolidated nominal financial debt as at December 31, 2015 remained stable at €13,600 Mn[1] compared to €13,652 Mn as at December 31, 2014.

The financial debt includes €1,009 Mn of net share settled bonds convertible into new and/or existing shares of Unibail-Rodamco (ORNANE) for 100% of their outstanding nominal value issued in June 2014 and in April 2015, while ca. 99% of the ORNANE issued in September 2012 has been repurchased in 2015 (see section 2.4.1.2).

2.4.1.1. Debt breakdown

Unibail-Rodamco's nominal financial debt as at December 31, 2015 breaks down as follows[2] :

- €9,438 Mn in bonds under the Euro Medium Term Notes (EMTN) programme of Unibail-Rodamco;
- €1,009 Mn in ORNANE;
- €1,595 Mn in commercial paper (*billets de trésorerie*) and BMTN paper[3] ;
- €1,558 Mn in bank loans and overdrafts, including €438 Mn in unsecured corporate loans, €1,098 Mn in mortgage loans and €23 Mn in bank overdrafts.

No loans are subject to prepayment clauses linked to the Group's ratings[4].

2.4.1.2. Funds raised

In 2015, the Group took advantage of positive market windows and of limited financing needs to manage its balance sheet by buying-back existing public and convertible bonds in H1-2015 and by issuing new diversified debt at attractive conditions and for longer maturities, completing the following number of "firsts":

- 1st tender offer of the Group on its ORNANE;
- 1st tender offer allowing the Group to switch from regular bonds to Green Bonds.

While the Group issued the:

- 1st ORNANE with a negative yield for a real-estate company in the Euro market;
- 1st public bond with a 15-year maturity issued by a real-estate company, *i.e.* the longest ever maturity achieved in the sector on the Euro market;
- New Green bond issued by the Group in the Euro market with a 10-year maturity.

The Group also further diversified its sources of funding at attractive conditions (below secondary levels) and for long maturities through private placements completed in H2-2015 including bonds in HKD with Asian Investors, Constant Maturity Swap rate (CMS) indexed bonds and long term Floating Rate Note (FRN) format.

In total, medium- to long-term financing transactions completed in 2015 amounted to €4,015 Mn and include:

- the signing of €2,275 Mn of new or refinanced medium- to long-term credit facilities or loans with an average maturity of 5.9 years and an average margin[5] of 38 bps. This amount includes the refinancing of two mortgage loans on assets in Germany and France for a total amount of €360 Mn and a new average maturity of ca. 11 years;

(1) *After impact of derivative instruments on debt raised in foreign currencies.*
(2) *Figures may not add up due to rounding.*
(3) *Short term paper is backed by committed credit lines (see 2.4.1.2).*
(4) *Barring exceptional circumstances (change in control).*
(4) *Taking into account current rating and based on current utilization of these lines.*

In addition to the €2,275 Mn raised, Unibail-Rodamco extended its existing syndicated credit lines for a total amount of €1,800 Mn with an additional 1-year maturity;

- the issue of two public EMTN bonds in April 2015 for a total amount of €1,000 Mn with the following features:
  - a €500 Mn 15-year bond with a 1.375% coupon,
  - a Green Bond issued for an amount of €500 Mn with a 1.00% coupon and a 10-year maturity;
- the issue of four private placements under Unibail-Rodamco's EMTN programme in H2-2015 for a total equivalent amount of €240 Mn, at an average margin of 78 bps above mid-swap and for an average duration of 12 years, split as follows:
  - €90 Mn equivalent bond issued in HKD and swapped back to Euro for a 10-year maturity,
  - €50 Mn of FRN format bond for a 9-year maturity,
  - €70 Mn of 10-year CMS indexed bond swapped back to 3-month Euribor for a 15-year maturity,
  - €30 Mn of fixed rate bond for a 15-year maturity.

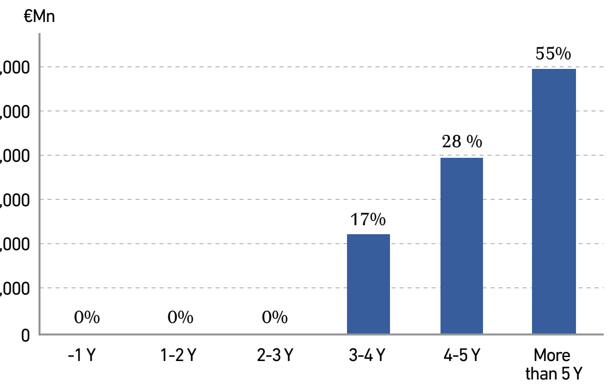
  In total, €1,240 Mn were raised on the bond markets in 2015 at an average margin of 65 bps over mid-swaps for an average duration of 12 years, *versus* 67 bps on average for an average duration of nine years in 2014;
- the issue of a €500 Mn ORNANE in April 2015 with the first negative yield for a real estate company in the Euro market (Unibail-Rodamco received 100.5% of the par value of the ORNANE at issuance), a 0% coupon, a duration of seven years and an exercise price of €346.87 at issuance, reflecting a 37% premium to the volume weighted average of Unibail-Rodamco's share price on the day of the issue[1] ;
- the Group also completed two successful tender offers in April 2015 for:
  - €1,145 Mn encompassing nine bonds maturing between 2016 and 2021 with coupons ranging between 1.625% and 4.625%,
  - €741 Mn of ORNANE issued in 2012 corresponding to a hit ratio of ca. 99%.

In addition, Unibail-Rodamco accessed the money market by issuing commercial paper and *Bons à Moyen Terme Négociables* (BMTN). The average amount of commercial paper and BMTN outstanding in 2015 was €1,192 Mn (€804 Mn on average in 2014) with remaining maturities of up to 14 months. *Billets de trésorerie* were raised in 2015 at an average margin of 11 bps above Eonia[2] .

As at December 31, 2015, the total amount of undrawn credit lines came to €5,450 Mn following the signing of new lines and the restructuring of existing lines and the cash on-hand came to €343 Mn.

2.4.1.3. Debt maturity

The following chart illustrates Unibail-Rodamco's debt as at December 31, 2015 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.



100% of the debt had a maturity of more than three years as at December 31, 2015 (after taking into account undrawn credit lines).

The average maturity of the Group's debt as at December 31, 2015, taking into account the unused credit lines improved to 6.5 years (*versus* 5.9 as at December 2014 and 5.4 years as at December 2013).

Liquidity needs

Unibail-Rodamco's debt repayment needs[3] for the next twelve months are covered by the available undrawn credit lines. The amount of bonds and bank loans outstanding as at December 31, 2015, and maturing or amortising within a year is €915 Mn (including a total of €612 Mn of bonds maturing in April and September 2016) compared with €5,450 Mn of undrawn committed credit lines and €343 Mn of cash on-hand as at December 31, 2015.

(1) *The ORNANE includes a €9.6 dividend adjustment provision (dividend paid being adjusted for their portion above €9.6).*

(2) *Eonia rate was -0.107% in average in 2015.*

(3) *Excluding €1,480 Mn of Commercial Paper maturing in 2016.*

2.4.1.4. Average cost of Debt

Unibail-Rodamco's average cost of debt decreased to 2.2% for 2015 compared to 2.6% for 2014. This record low average cost of debt results from low coupon levels the Group achieved during the last three years on its fixed rate debt, the tender offer transactions realised in October 2014 and April 2015, 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 2015.

2.4.2. 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 May 29, 2015 and maintained its stable outlook.

On July 20, 2015, Fitch Ratings confirmed the "A" long term rating of the Group with a stable outlook. Fitch Ratings also rates the short-term issuances of the Group as "F1".

2.4.3. Market risk management

Market risks can (i) generate losses resulting from fluctuations in interest rates, exchange rates, raw material prices and share prices and (ii) prevent the Group from raising financial resources needed to apply its strategy. 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, exchange rate fluctuations due to the Group's activities in countries outside the Euro-zone, and liquidity risk.

Unibail-Rodamco's risk management policy aims to limit the impact of interest rate fluctuations on results, ensure its liquidity, 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;
- put in place undrawn back-up facilities.

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. The Group marks to market its derivative transactions pursuant to IFRS 13 since June 2013.

2.4.3.1. Interest rate risk management

Interest rate hedging transactions

The Group took advantage of historically low long term interest rates in H1-2015 to issue longer maturities and lock-in attractive coupons kept at fixed rate:

- €500 Mn 7-year ORNANE with a 0% coupon;
- €500 Mn 10-year bond with a 1.00% coupon;
- €500 Mn 15-year bond with a 1.375% coupon.

The market environment evolved significantly in H2-2015 which saw interest rate curve steepening through a decrease in short term rates to record low levels while long term rates rebounded after the ECB meeting on December 3, 2015.

Against this backdrop and the Group's hedging position, the Group restructured part of its hedging position in H2-2015 through:

- the cancellation of €3 Bn of existing long-term swaps[1] through 2022;
- the restructuring of existing swaps[1] for €4 Bn through 2017;
- the implementation of caps[2] for €5.5 Bn and €4 Bn on short- and medium-term maturities until January 2021, taking advantage of low medium-term rates and of a decrease in the cap volatility over this period.

Following these restructurings:

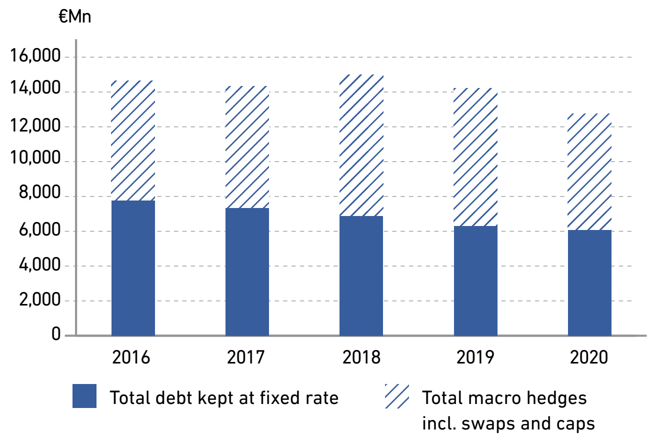
- the debt the Group expects to raise over the next three years is fully hedged;
- the debt the Group expects to raise in 2019 and 2020 is hedged at more than 79%;
- the hedging of the Group is more balanced with an increased proportion of hedging by way of caps on more than 24% of the projected debt allowing it to benefit from lower rates.

The restructuring of the hedging position in H2-2015 (including cancellation, restructuring and implementation of new hedging instruments) has been done for a total cost of almost €0.5 Bn.

(1) Including options on swaps.
(2) Including caps with options on swaps.

Annual projection of average hedging amounts and fixed rate debt up to 2020

(€Mn – as at December 31, 2015)



The graph above shows:

- the part of the 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.

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

A cash flow hedge accounting policy according to IFRS is only applied for its derivative instrument on the Täby Centrum loan raised in DKK and swapped into SEK.

Measuring interest rate exposure

As at December 31, 2015, net financial debt stood at €13,258 Mn (*vs.* €12,821 as at December 31, 2014), excluding partners' current accounts and after taking into account the cash surpluses of €343 Mn.

The outstanding debt was fully hedged against an increase in variable rates, based on debt outstanding as at December 31, 2015 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 2016, if interest rates (Euribor, Stibor or Pribor) were to rise by an average of 0.5%[(1)] (50 basis points) during 2016, the resulting estimated impact on financial expenses would be a €8.0 Mn negative impact on the 2016 recurring net profit. A further rise of 0.5% would have an additional negative impact of €0.8 Mn. A 0.5% (50 basis points) drop in interest rates (leading to negative interest rates) would have an estimated €28.3 Mn positive impact on financial expenses and would impact 2016 recurring net profit by an equivalent amount.

2.4.3.2. Managing and measuring currency risk exposure

The Group has activities and investments in countries outside the euro-zone (*e.g.*, the Czech Republic, Poland and Sweden). When converted into euros, the income and value of the Group's 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.

(1) 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, 2015 of -0.131%.

Measuring currency exposure

Main foreign currency positions (in €Mn)

Currency	Assets	Liabilities	Net exposure	Hedging Instruments	Exposure net of hedges
CHF	0	(124)	(124)	124	0
CZK	3	(145)	(141)	0	(141)
DKK	400	(207)	193	135	328
HKD	0	(296)	(296)	296	0
HUF	5	0	5	0	5
PLN	289	1	290	0	290
SEK	2,773	(1,045)	1,728	(134)	1,595
USD	0	(189)	(189)	189	0
TOTAL	**3,471**	**(2,005)**	**1,466**	**610**	**2,076**

The main exposure kept is in Swedish Krona:

- a decrease of 10% in the SEK/EUR exchange rate would have a €145.0 Mn negative impact on shareholders' equity;
- the sensitivity of the 2016 recurring result[1] to a 10% depreciation in the SEK/EUR exchange rate is limited to €10.5 Mn;
- the SEK 1,750 Mn credit line signed in April 2012 is undrawn as at December 31, 2015.

2.4.4. Financial structure

As at December 31, 2015, the portfolio valuation (including transfer taxes) of Unibail-Rodamco amounted to €37,755 Mn.

Debt ratio

As at December 31, 2015, the LTV ratio calculated for Unibail-Rodamco amounted to 35%[2], compared to 37% as at December 31, 2014.

Interest coverage ratio

The Interest Coverage Ratio (ICR) ratio for Unibail-Rodamco improved to 4.6x for 2015 as a result of strong rental level growth with delivery of assets and the lower cost of debt. It is in line with the solid levels achieved in recent years and increased from 4.2x in 2014.

Financial ratios	31/12/2015	31/12/2014
LTV[2]	35%	37%
ICR[3]	4.6x	4.2x

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, 2015, 97% of the Group's credit facilities and bank loans allowed indebtedness up to 60% 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.

(1) *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 9.2118.*

(2) *LTV = Net financial debt/Total portfolio valuation including transfer taxes. Total Portfolio valuation includes consolidated portfolio valuation (€37,755 Mn as at December 31, 2015 versus €34,576 Mn as at December 31, 2014). The LTV excluding transfer taxes is estimated at 37% as at December 31, 2015.*

(3) *Interest Cover Ratio (ICR) = Recurring EBITDA/Recurring Net Financial Expenses (including capitalised interest); Recurring EBITDA is calculated as total recurring operating results and other income less general expenses, excluding depreciation and amortisation.*

2.5. EPRA PERFORMANCE MEASURES

In compliance with the EPRA[1] best practices recommendations[2], Unibail-Rodamco summarises below the Key Performance Measures over 2015.

2.5.1. EPRA earnings

EPRA earnings are defined as "recurring earnings from core operational activities", and are equal to the Group's definition of recurring earnings.

	2015	2014
EPRA Earnings *(€Mn)*	1,030.4	1,068.1
EPRA Earnings/share *(€/share)*	10.46	10.92
Growth EPRA Earnings/share *(%)*	-4.2%	6.8%

Bridge between Earnings per IFRS Income Statement and EPRA Earnings:

	2015	2014
EARNINGS PER IFRS INCOME STATEMENT (OWNERS OF THE PARENT)	**2,334.0**	**1,670.5**
Adjustments to calculate EPRA Earnings, exclude:		
(i) Changes in value of investment properties, development properties held for investment and other interests	1,818.8	1,314.2
(ii) Profits or losses on disposal of investment properties, development properties held for investment and other interests	84.7	82.6
(iii) Profits or losses on sales of trading properties including impairment charges in respect of trading properties		
(iv) Tax on profits or losses on disposals	(14.9)	-
(v) Impairment of goodwill/Negative goodwill	-	11.3
(vi) Changes in fair value of financial instruments and associated close-out costs	(362.1)	(446.9)
(vii) Acquisition costs on share deals and non-controlling joint venture interests	(1.6)	0.1
(viii) Deferred tax in respect of EPRA adjustments	(248.6)	(176.8)
(ix) Adjustments (i) to (viii) above in respect of joint ventures (unless already included under proportional consolidation)	177.9	14.5
(x) Non-controlling interests in respect of the above	(150.6)	(196.6)
EPRA EARNINGS	**1,030.4**	**1,068.1**
Average number of shares and ORA	98,496,508	97,824,119
EPRA Earnings per Share (EPS)	**€10.46**	**€10.92**
EPRA Earnings per Share growth	**-4.2%**	**6.8%**

2.5.2. EPRA Net Asset Value and EPRA NNNAV

For a more detailed description of the EPRA NAV and triple net NAV, please see the Net Asset Value section, included in this report.

	31/12/2015	31/12/2014
EPRA NAV *(€/share)*	178.80	167.20
EPRA NNNAV *(€/share)*	169.90	151.20
% change over 1 year *(%)*	12.4%	3.4%

(1) EPRA: European Public Real estate Association.

(2) Best Practices Recommendations. See www.epra.com.

2.5.3. EPRA Net Initial Yields

The following table provides the Group yields according to the EPRA net initial yield definitions per sector and with a bridge from Unibail-Rodamco's net initial yield:

	31/12/2015		31/12/2014	
	Retail(3)	Offices(3)	Retail(3)	Offices(3)
UNIBAIL-RODAMCO YIELDS	**4.6%**	**6.0%**	**4.8%**	**6.8%**
Effect of vacant units	0,0%	-1.2%	0.0%	-0.5%
Effect of EPRA adjustments on NRI	0.1%	0.0%	0.1%	0.0%
Effect of estimated transfer taxes and transaction costs	-0.1%	-0.1%	-0.2%	-0.2%
EPRA TOPPED-UP YIELDS(1)	**4.5%**	**4.7%**	**4.7%**	**6.1%**
Effect of lease incentives	-0.2%	-1.2%	-0.2%	-1.4%
EPRA NET INITIAL YIELDS(2)	**4.3%**	**3.5%**	**4.6%**	**4.7%**

(1) EPRA topped-up yield: EPRA Net Initial Yield adjusted in respect of the expiration of rent free periods (or other unexpired lease incentives such as discounted rent periods and step rents).
(2) EPRA Net Initial Yield: annualised rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the gross market value of the portfolio.
(3) Assets under development or held by companies accounted for using the equity method are not included in the calculation.

2.5.4. EPRA Vacancy rate

The EPRA vacancy rate is defined as the Estimated Rental Value (ERV) of vacant spaces divided by the ERV of total space (let plus vacant). Central Europe was restated to exclude Germany as at December 31, 2014.

	31/12/2015	31/12/2014
Retail		
France	2.8%	2.2%
Central Europe	0.9%	0.9%
Spain	1.1%	1.5%
Nordic	3.8%	3.1%
Austria	1.6%	2.1%
Germany	3.0%	4.7%
Netherlands	3.9%	3.3%
TOTAL RETAIL	**2.5%**	**2.2%**
Offices		
France	14.7%	14.6%
TOTAL OFFICES	**14.4%**	**14.4%**

2.5.5. EPRA Cost ratios

		2015	2014
	Include:		
(i-1)	General expenses	(106.2)	(89.3)
(i-2)	Development expenses	(4.5)	(4.1)
(i-3)	Operating expenses	(99.9)	(112.7)
(ii)	Net service charge costs/fees	(29.1)	(24.5)
(iii)	Management fees less actual/estimated profit element	-	-
(iv)	Other operating income/recharges intended to cover overhead expenses	-	-
(v)	Share of Joint Ventures expenses	(14.3)	(14.9)
Exclude (if part of the above):		**-**	**-**
(vi)	Investment Property Depreciation	-	-
(vii)	Ground rents costs	-	-
(viii)	Service charge costs recovered through rents but not separately invoiced	28.8	28.5
EPRA COSTS (INCLUDING DIRECT VACANCY COSTS) (A)		**(225.3)**	**(217.0)**
(ix)	Direct vacancy costs	(29.1)	(24.5)
EPRA COSTS (EXCLUDING DIRECT VACANCY COSTS) (B)		**(196.2)**	**(192.5)**
(x)	Gross Rental Income (GRI) less ground rents	1,490.6	1,517.4
(xi)	Less: service fee and service charge costs component of GRI (if relevant)	(28.8)	(28.5)
(xii)	Add Share of Joint Ventures (Gross Rental Income less ground rents)	121.4	123.9
GROSS RENTAL INCOME (C)		**1,583.1**	**1,612.9**
EPRA COST RATIO (INCLUDING DIRECT VACANCY COSTS) (A/C)		**14.2%**	**13.5%**
EPRA COST RATIO (EXCLUDING DIRECT VACANCY COSTS) (B/C)		**12.4%**	**11.9%**

Note: The calculation is based on the EPRA recommendations and is applied on shopping centres and offices sectors.

2.5.6. Capital expenditure

	2015		2014	
(€Mn)	100%	Group Share	100%	Group Share
Acquisitions[1]	137.7	127.6	412.6	273.4
Development[2]	507.8	422.2	450.0	399.3
Like-for-like portfolio[3]	513.9	407.7	511.4	434.5
Other[4]	172.6	137.6	155.1	129.7
CAPITAL EXPENDITURE	**1,332.1**	**1,095.1**	**1,529.2**	**1,236.9**

(1) In 2015, includes mainly the acquisitions of land and assets related to the Leidsenhage project, Amstelveen and Parquesur. In 2014, includes mainly the capitalisation of the new lease contract for Porte de Versailles (Viparis).

(2) Includes the capital expenditures related to investments in brownfield projects, mainly the Majunga and Trinity towers as well as Mall of Scandinavia (Stockholm), Polygone Riviera (Cagnes-sur-Mer) and Carré Sénart extension (Paris region).

(3) In 2015, includes mainly the capital expenditures related to extensions and renovations in pre-existing assets: So Ouest Plaza offices (Paris region), Täby Centrum (Stockholm), Ruhr Park (Bochum) and Minto (Mönchengladbach). In 2014, includes mainly the capital expenditures related to the Täby Centrum (Stockholm), Parly 2 (Paris region), Glories (Barcelona) and Euralille (Lille) extension and renovation projects.

(4) Includes eviction costs and tenant incentives, capitalised interest relating to projects referenced above, letting fees and other capitalised expenses of €74.3 Mn, €25.8 Mn, €28.6 Mn and €8.9 Mn in 2015, respectively (amounts in group share).

2.5.7. LTV reconciliation with B/S

(€Mn)	31/12/2015	31/12/2014
Amounts accounted for in B/S	**36,515.9**	**33,538.2**
Investment properties at fair value	33,001.8	29,781.5
Investment properties at cost	708.2	472.1
Other tangible assets	216.3	215.7
Goodwill	542.8	541.2
Intangible assets	242.1	237.5
Shares and investments in companies under the equity method	1,536.0	1,676.1
Properties or shares held for sale	268.8	614.1
Adjustments	**1,239.0**	**1,037.8**
Transfer taxes	1,642.8	1,465.6
Goodwill	(400.4)	(421.9)
Revaluation intangible and operating assets	418.3	408.0
IFRS restatements, including	(421.7)	(413.9)
Financial leases	*(364.3)*	*(368.9)*
Other	*(57.3)*	*(45.0)*
TOTAL ASSETS, INCLUDING TRANSFER TAXES (=A)	**37,754.9**	**34,576.0**
TOTAL ASSETS, EXCLUDING TRANSFER TAXES (=B)	**36,112.1**	**33,110.4**
Amounts accounted for in B/S		
Net share settled bonds convertible into new and/or existing shares (ORNANE)	1,087.8	1,406.7
Long-term bonds and borrowings	11,522.9	12,006.0
Current borrowings and amounts due to credit institutions	2,447.7	1,289.4
TOTAL FINANCIAL LIABILITIES	**15,058.3**	**14,702.1**
Adjustments		
Mark-to-market of debt	(79.1)	(177.8)
Current accounts with non-controlling interests	(1,227.0)	(766.5)
Impacts of derivatives instruments on debt raised in foreign currency	(99.9)	(27.5)
Accrued interests/issue fees	(52.0)	(78.3)
TOTAL FINANCIAL LIABILITIES (NOMINAL VALUE)	**13,600.3**	**13,652.0**
Cash & cash equivalents	(342.6)	(831.1)
NET FINANCIAL DEBT (=C)	**13,257.7**	**12,820.9**
LTV ratio, including Transfer Taxes (=C/A)	**35%**	**37%**
LTV ratio, excluding Transfer Taxes (=C/B)	**37%**	**39%**

3

CORPORATE SUSTAINABILITY

Sustainable development is closely integrated into Unibail-Rodamco's operating, development and investment activities. Sustainability is a day-to-day commitment of all teams within the Group to run a more efficient and ethical business. The Group's sustainability strategy, based on environmental best practices, social fairness and transparent governance, is designed to return reliable, quantifiable improvements in performance over the long-term.

In 2015, the Group continued the implementation of its long-term sustainability strategy and priorities. In particular, in parallel with continuing efforts in environmental matters, the cooperation with stakeholders and local economic development have been reinforced in the Group's Sustainability initiatives, which aim to sustain and create value for both the Group and its stakeholders. In 2015, an update of the materiality survey, initiated in 2012, was carried out to measure progress made and identify changes in business risks and opportunities in the real estate sector and for the Group. This updated Sustainability vision, which also included input from external stakeholders, led to design a new framework for structuring the Group's Sustainability policy and priorities, and to setup new middle-term objectives.

In April 2015, Unibail-Rodamco successfully issued its third Green bond, which demonstrated again the Group's commitment to and long-term view on sustainability both for the development, construction and operating phases. The enclosed second Green Bonds' reporting demonstrates compliance of the first three issuances on the usage of the raised funds and on the compliance of the selected projects according to the disclosed "use of proceeds".

At the same time, the Group maintained its efforts in tackling environmental issues as illustrated by the increase in environmental certification for its entire portfolio and development projects. In 2015, 21 Shopping Centres and one Office building obtained "BREEAM-In-Use" certificates. By December 31, 2015, 84% (in GLA) of the Group's standing Retail properties were awarded an environmental certification representing more than 2.6 million m² of GLA. 96% of certifications obtained reached an "Excellent" or "Outstanding" level for the "Building Management" score, which is the highest certification profile for a portfolio in the retail real estate market.

The Group's active policy for CO_2 emissions mitigation pays off, with a carbon intensity reduction (cumulative CO_2 emissions/visit for managed shopping centres on like-for-like basis) of -17% achieved end of 2015 compared to 2012, in line with the -30% target to reach by 2020. This Group's objective for carbon emissions reduction is consistent with scenario +2°C of the Climate Conference COP21 and among the most ambitious targets across the Real Estate sector.

In 2015, Unibail-Rodamco continued to implement its core Sustainability policies in the retail assets owned and managed in Germany, which are included in the Group's reporting scope for the second consecutive year: the significant achievements in 2015 are the environmental certifications for standing assets and the rolling out of the Group's in-house Risk Management System dedicated to health and safety matters, including the annual assessment carried out by an independent third-party.

For further details on the 2015 progress, KPIs and the long-term targets, please see pages 129-132.

The environmental information and indicators disclosed in the following pages cover 87% of the total gross market value of the Group's consolidated asset portfolio as of December 31, 2015 and 100% of the Group's entities with employees for human resources information.

3.1. STRATEGY AND ORGANISATION

At Unibail-Rodamco, environmental best practices, social fairness and responsible governance have a central role to play in building and consolidating long-term economic success.

3.1.1. Integration with business & strategy

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 with the Group exceeding its initial long-term targets set for the 2006 to 2016 reporting period. In 2012, the Group decided that it was the 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 allowed the Group to:

- understand and prioritise its sustainability impact, risks and opportunities;
- develop a sustainability vision for 2020 (time-frame in line with the new European legislation);
- provide a hierarchy of the material issues – defining long-term and shorter term targets;
- develop a sustainability strategy that focuses on the most important issues for the Real Estate sector and for Unibail-Rodamco's business model, activities and portfolio spread; and
- enable Unibail-Rodamco staff to clearly articulate its sustainability vision and priorities to external stakeholders.

In 2015, the Group decided to appoint again JLL to undertake a new materiality review. The aim of this project was to:

- refresh the understanding and prioritisation of Unibail-Rodamco's sustainability impacts, risks and opportunities in light of broader changes within the business, and produce an updated materiality matrix;
- update its sustainability strategy, in order to reflect internal and external stakeholder perspectives, updated materiality findings, and better prepare the Group to successfully tackle new challenges.

This survey integrated several extensive tests, including input from external stakeholder[1].

The conclusions of this study led to a new prioritisation of issues detailed in the graph, page 65 and new targets, page 132, both reflecting the results of the materiality analysis approved by the Corporate Sustainability Committee, and ensuring that value creation opportunities are considered in an integrated way.

Material issues to create sustainable value

The new materiality matrix indentified the material issues having the potential to create the most value for both stakeholders and the Company, given the current business strategy and activities.

Since 2013, this vision has led the Group to re-allocate its efforts and resources, to refine its long-term targets (page 132) and to report progress on these topics.

The materiality matrix shows the various sustainability issues classified as follows:

- **Vertically: impact on the Group's value creation in line with business risks and opportunities.**

  Different levels of impact according to the relative position on this axis:

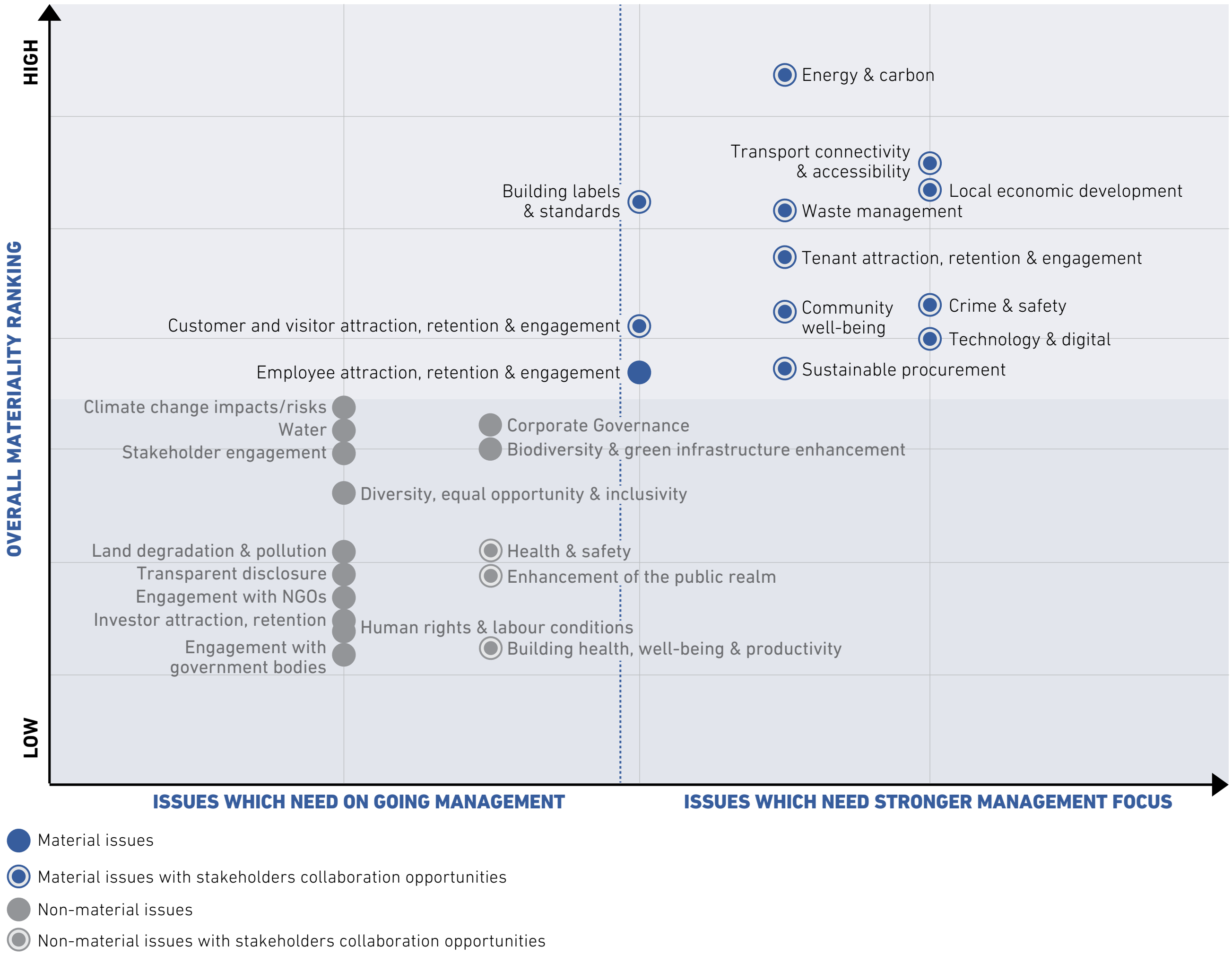
  - high: key value creation opportunities – core priorities in line with Unibail-Rodamco's business levers for value creation;
  - medium: actively manage risks and meet stakeholder expectations – fields to be mastered within Unibail-Rodamco sustainability strategy with a limited impact on the Group's value;
  - low: less material, incorporate within reporting & investor disclosure – issues with a low impact on the Group's value, to be addressed through operational policies and internal targets (maintained in the reporting).
- **Horizontally: current management of these issues, which determines on the right side of the graphic where new initiatives can be undertaken or what topics require stronger management focus, and on the left side what issues are considered to be under control and which ones require ongoing management.**

The Group's operating activities are located in dense cities across continental Europe, which means they have a minor impact on biodiversity protection or water supply. Rather than reducing water use or enhancing biodiversity, the materiality analysis concludes that local economic development is the major issue for Unibail-Rodamco activities. Whether it is job creation or urban regeneration, the Group's impact is real.

(1) *Investors, local authorities and tenants.*

TOP MATERIAL ISSUES TO CREATE SUSTAINABLE VALUE (1)

Based on the materiality tests performed, a set of 12 issues have been identified which need stronger management focus by Unibail-Rodamco, illustrated on the matrix below.



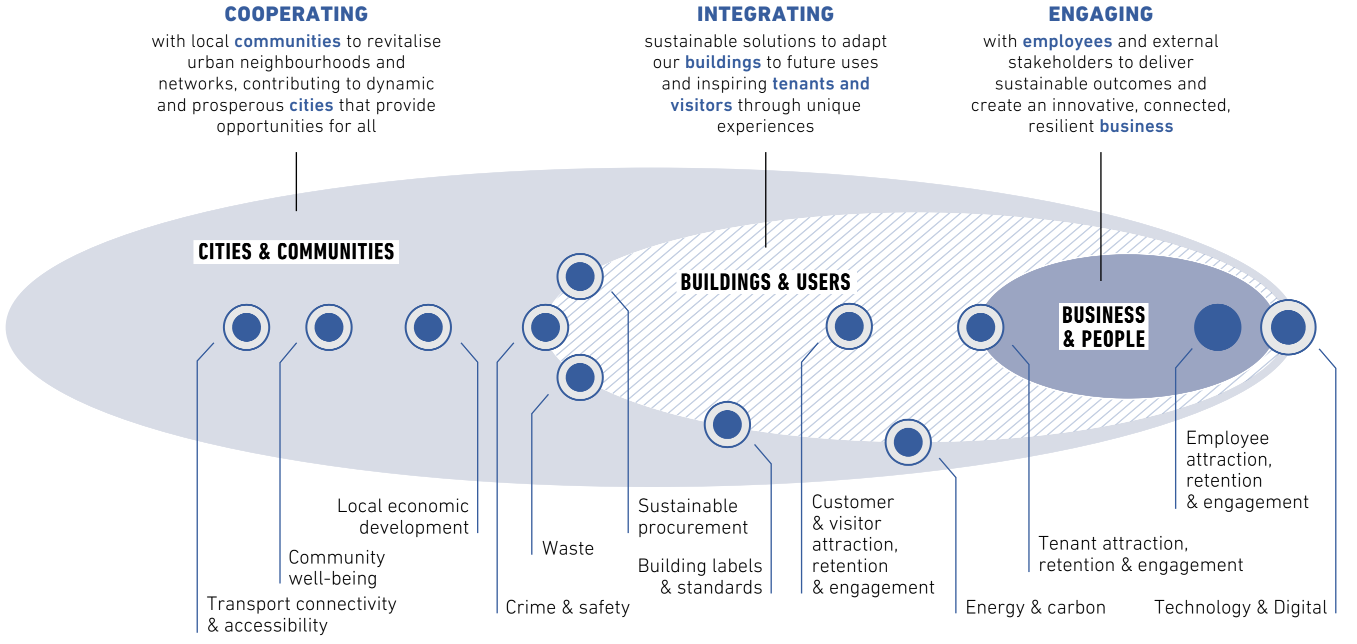
This updated assessment confirmed the outcomes of the previous materiality study carried out in 2012, and also raised a few new topics, now positioned as priorities considering the current or upcoming business challenges for Unibail-Rodamco: such as “crime and safety”, “waste”, “technology and digital” and “sustainable procurement”.

(1) The top 12 issues which, given the current business strategy and activities, represent the biggest opportunities of value creation for Unibail-Rodamco business.

3

Build the Group's resilience together with its stakeholders

By developing innovative buildings and collaborating with its partners, Unibail-Rodamco aims to inspire its tenants and visitors, revitalise neighbourhoods and deliver sustainable solutions to systemic urban challenges. This approach will promote the long-term resilience of the Group's activities and business.



In order to better organise the updated sustainability vision and to structure the material topic's and the new related objectives, the survey also led the Group to design a revised sustainability framework, structured around the three following scales fully consistent with the Group's business approach, and highlighting the environmental and social dimensions together:

1. **Cities & Communities:** this dimension deals with cooperation with local communities to revitalise urban neighbourhoods and networks, contributing to dynamic and prosperous cities that provide opportunities for all;
2. **Buildings & Users:** this dimension gathers the necessary integration of sustainable solutions to adapt the buildings to future uses inspiring tenants and visitors through unique experiences;
3. **Business & People:** this dimension highlights the fruitful engagement with employees and external stakeholders to deliver sustainable outcomes and create an innovative, connected, resilient business.

All selected material topics were ranked according to this new Sustainability framework, which will help in better structuring action plans and strengthen communication both to internal and external audiences.

Targets setting

Unibail-Rodamco's sustainability strategy seeks to improve, responsibility and tangibly the Group's long-term social, environmental and economic performance. The Group's sustainability journey is structured around the conclusions of the revised materiality survey, with the aim to improve business benefits in the three dimensions. In parallel with long-term objectives set in 2012 and still on-going, new objectives have been added to take account of the new material issues, in particular: waste management, launching of studies on low-carbon buildings and circular economy, security awareness program intended for tenant staff.

For a detailed vision on refined targets according to these three dimensions, please see page 132.

The Group's sustainability strategy is driven by its desire to be a responsible corporation with a transparent communication on its activities to all of its stakeholders. **As a signatory of the UN Global Compact**, Unibail-Rodamco is committed to the promotion and application of fundamental values with respect to human rights, labor, the environment and corruption.

3.1.2. Integration with governance and management

Unibail-Rodamco develops its sustainability targets and policy through different management systems ensuring the highest coverage of the Group's activities and the best ownership at every level of the entire organisation. The management structure for sustainability issues is designed to drive performance improvement both from the top down and the bottom up ensuring that the Group's strategy is fueled by stakeholder needs and expectations.

How does the Group manage sustainability?

CORPORATE		Stakeholders Engagement
Corporate Sustainability Committee 7 members 3 times a year	• Set the vision & define the policy • Policy & targets • Monitor the progress	Supervisory Board Investors
DEVELOPMENT		
Sustainable Design Attitude 100% of the development project breeam	• Apply Group's design guidelines • Prepare commissioning • Obtain the highest BREEAM score	Contractors Tenant Local authorities
OPERATIONS		
Sustainable Management Attitude 100% of the managed portfolio breeam in-use	• Set targets per asset & implement the action plan • Track the asset's performance • Obtain the highest BREEAM In-Use scores	Visitors Suppliers Tenants Local communities

Overall sustainability leadership

The **Corporate Sustainability Committee** (CSC) develops the Group's sustainability strategy, sets ambitious social and environmental targets, and monitors results. The 7-member CSC meets at least three times per year and reports on progress and targets to the Management Board and the Supervisory Board. The Committee is chaired by Mrs Astrid Panosyan, the member of the Management Board in charge of Unibail-Rodamco's environmental and social sustainability strategy and activities. Four of the members of the CSC report directly to the CEO.

Members of the Corporate Sustainability Committee are the following:

- **Astrid Panosyan**[(1)], Member of the Management Board, Chief Resources Officer, leading Sustainability and Human Resources across the Group;
- **Jean-Marie Tritant**[(1)], Member of the Management Board, Chief Operating Officer;
- **Olivier Bossard**[(1)], Member of the Management Board, Chief Development Officer;
- **Simon Orchard,** Managing Director of Spain;
- **Benjamin Griveaux**[(1)], Group Director of Communications and Institutional Relations;
- **Sylvain Montcouquiol**, Group Director of Human Resources and Organization ;
- **François Cantin,** Group Director of PMPS (Property Maintenance Purchasing & Sustainability).

At **corporate level**, a dedicated 3-member **Sustainability team** plays a key-role in securing and assisting the implementation of the Group's sustainability policy. This essentially involves designing methodologies and tools, motivating and training regional teams, identifying and sharing best practices and tracking environmental performance to report results and achievements quarterly.

This corporate team drives a network of regional sustainability contacts, and is in charge of promoting environmental initiatives and assisting other departments in achieving sustainability targets.

This sustainability network is led by François Cantin, the Group's Director of Property Maintenance, Purchasing & Sustainability (PMPS). Sustainability seminars, gathering all regional sustainability contacts twice a year, are an excellent opportunity to share best practices and monitor progresses across the Group.

Commitment of top management and of the entire organisation

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 introduced financial incentives for sustainability performance: since 2011, part of the variable remuneration of the Regional Managing Directors has been based on annual sustainability achievements.

Relevant, consistent and complementary targets and initiatives are allocated to each of the Group's assigned workforce in environmental and social areas. These are selected and implemented in close cooperation with the relevant management team: Investment, Development, Finance, Operations, Technical, Marketing, Leasing, Legal and Human Resources departments.

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

(1) Reports directly to the CEO.

When responsibility for obtaining results is shared with other partners, the Group seeks to cooperate with those partners, especially with the co-owners of the managed assets, in order to identify and work towards common goals. Whenever results depend on factors that cannot be controlled, such as weather conditions, the Group works to both leverage opportunities and identify mitigate risks.

3.1.3. Integration with core processes and activities

The Group is strongly convinced that the sustainability journey must be fully embedded into core business processes, and not managed alongside the business; otherwise it would not be sustainable because of the disconnection between material issues and daily concerns. Thus, sustainability matters are managed through an in-house system whereby targets and key performance indicators are fully integrated into existing management processes. Their implementation is verified by external audits and certification schemes.

Relevant management processes are in place at each stage 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 highest standards;
- each managed asset has a customized Environmental Action Plan and performance targets, which are assessed at least once a year;
- the 4-person Internal Audit department conducts regular assessments of the management and compliance processes, in place within each 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.

For more information about the two in-house Environmental Management Systems (EMS) in place for both operations on standing assets **(Sustainable Management Attitude)**, and development projects **(Sustainable Design Attitude),** see pages 73-74.

3.1.4. Training

To ensure that the Group's sustainability strategy and processes are properly implemented, training sessions are regularly organized for relevant employees and managers. Details of sustainability training program are provided alongside Group-wide training information and data in section 3.6.4. Training-UR Academy.

A dedicated e-learning program was also developed, in order to raise awareness about sustainability within the Company. The e-learning will be deployed in all of the Group's regions. The roll-out of this program, has been delayed in order to integrate a larger Group project developing an e-learning program for newcomers in the Company and gathering trainings on all key topics for Unibail-Rodamco, including sustainability.

Viparis implemented a specific eco-charter composed of four topics and twenty commitments to encourage the environmentally friendly behavior of its employees at work. The charter covers waste selection, energy savings, responsible use of paper and printing, and efficient business travel.

Ahead of the COP21 global conference held in Paris in December 2015, four keynote sessions with renowned external experts were performed in November at the Paris headquarters for general awareness of the Group's staff in relation to main Climate Change issues.

3.1.5. Innovation

In 2012, the Group created the UR Lab to structure the innovation strategy of its business by offering customers a unique experience that can neither be found in other retail settings nor on the web. The role of UR Lab is to define the innovative vision, which will allow the Group's assets to strengthen their leadership position in terms of customer services and differentiation, and to support the implementation of these initiatives by developing design processes and conducting pilot tests on active development projects.

The structuring of this key entity was completed by end 2013. All the skills and expertise used previously in innovation across the Group are now concentrated in UR Lab, operating in many innovative fields: design and materials, digital marketing, new offer to customers and even digital tools for internal use to support the Group's performance and transformation.

Ureka! Program

UR Lab also fosters innovation attitude and skills across the whole organisation, in order the Group's management and teams quickly adopt the new approaches and projects and speed up their implementation, but also to encourage each of the Group's employees to participate in the sourcing of new concepts, ideas and projects and to feed the innovation roadmap. Ureka! Program integrates HR elements (trainings, coaching of Innovation Managers in the Group), physical tools (UR Lab Campus in Clichy, Ureka! Creativity rooms), events (keynotes and Innovation Days) as well as a simplified structure for start-up selection called Pitch&Deal and a digital collaborative tool called UR World.

Innovation Roadmap

In 2014, UR Lab structured its roadmap of innovative projects for the years 2015 and 2016. UR Lab launched and experimented with a number of new concepts such as:

- The Fresh: comprising a food market and a qualitative restauration offer with fresh goods implemented at Glories (Barcelona);
- The Designer Gallery™: a new exclusive destination designed to celebrate fashion, offering trendy brands in a dedicated location with special design and services, recently unveiled at Polygone Riviera (French Riviera) and Mall of Scandinavia (Stockholm).

Innovation Champions are trained and coached to launch and develop in a lean start up mode each roadmap project.

Research

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

3.1.6. Participation in external organisations

As the leading European listed commercial Real Estate company, Unibail-Rodamco has the opportunity and the responsibility to encourage the industry as a whole to adopt more sustainable operating practices.

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 this 2015 Annual and Sustainable Development Report complies with the 2nd edition of the Best Practice Recommendations on sustainability reporting (sBPR), published by EPRA in September 2014 (see pages 133-136). The Group is an active member in the EU Public Affairs Committee (EPAC) and chairs the sustainability group of the International Council of Shopping Centres (ICSC), and the sustainability committee of the French Council of Shopping Centres (CNCC) and is a member of the sustainability committee of the French Property Real Estate Association (FSIF).

3.1.7. ESG (Environmental, Social and Governance) ratings and awards

ESG Profiles: the Group's ESG Profiles have been updated by the following agencies:

- **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 2015 (as of January 11, 2016), the Group was ranked 4th out of 224 Real Estate companies rated by Oekom research. It achieved a C+ (Prime status);
- **Sustainalytics** is a global leader in sustainability research and analysis, serving investors and financial institutions around the world. The Group was ranked 3rd out of 297 companies and named "industry leader" at the end of 2015;
- **Vigeo** is a European expert in the assessment of companies and organizations with regard to their practices and performance on environmental, social and governance ("ESG") issues. In 2015, the Group was ranked 3rd out of 33 companies within the financial services – Real Estate sector.

ESG Indexes: in 2015, Unibail-Rodamco's ESG accomplishments were recognized by its continued inclusion in a number of prestigious SRI (Socially Responsible Investment) indexes:

- **Dow Jones Sustainability Indexes (DJSI) (World since 2008; Europe since 2010):** the DJSI World is the first global index to track the financial performance of the leading sustainability-driven companies worldwide based on an analysis of financially material economic, environmental, and social factors. In 2015 the Group did not respond to the questionnaire but was ranked in the top 16% of property companies;
- **FTSE4Good (since 2005):** the FTSE4Good Index series is made up of companies that meet globally recognised corporate responsibility standards. In 2015, Unibail-Rodamco was confirmed as a constituent of the FTSE4Good Index series;
- **Euronext Vigeo indices (since 2013):** Vigeo's indices are composed of the highest-ranking listed companies as evaluated by the agency in terms of their performance in corporate responsibility. In 2015, the Group was confirmed in the Euronext Vigeo World 120, Euronext Vigeo Europe 120, Euronext Vigeo Eurozone 120, Euronext Vigeo France 20;
- **Ethibel Sustainability Index (Excellence since 2011, Pioneer since 2013):** the ESI Excellence Europe includes companies that show a better than average performance in terms of corporate sustainability and responsibility in their respective sector. Unibail-Rodamco has been reconfirmed as a constituent of the Ethibel Sustainability Index (ESI) Excellence Europe and the Ethibel Sustainability Index (ESI) Excellence Global since March 23, 2015;
- **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 included in all STOXX ESG Leaders indexes, and also in three specific sub-indexes STOXX ESG Social Leaders, Governance Leaders and Leaders. In 2015, Unibail-Rodamco remained a component of the STOXX® Global ESG Leaders indices for the fourth consecutive year and named sector leader;
- **ECPI Index (since 2007):** ECPI is a leading Rating and Index company dedicated to ESG Research (Environmental, Social and Governance). Unibail-Rodamco has been confirmed for inclusion in the following ECPI® Indices: ECPI Ethical EMU Equity, ECPI Global Eco Real Estate and Building Equity and ECPI Global Megatrend Equity.

ESG benchmarks: the Group's sustainability commitment has been recognised through different benchmarks:

- **Global Real Estate Sustainability Benchmark (GRESB)** is an industry-driven organization committed to assessing the sustainability performance of Real Estate portfolios (public, private and direct) around the globe. In 2015, Unibail-Rodamco was named "Green Star" for the fifth consecutive year and "Global Sector Leader" achieving the best score worldwide within the retail sector (1st out of 123 real estate companies);
- **Universum:** Unibail-Rodamco was confirmed in 2015 as one of the most attractive employers in France;
- **Happy at Work:** In 2015, Unibail-Rodamco obtained the "Happy Trainees 2015-2016" label.

In 2016 Unibail-Rodamco will exclusively contribute to ESG analysis and ratings based on the Group's public documentation. The Group will concentrate its efforts on dedicated SRI roadshows and Investors Days. For more detailed information about Unibail-Rodamco's ESG scores, contact the Investor Relations team: investors@unibail-rodamco.com or Sustainability team: sustainability@unibail-rodamco.com

Sustainability Awards: Unibail-Rodamco's assets also received awards demonstrating their successful role in their local respective communities:

- **"BREEAM In-Use" celebration at Mapic (November 2015, Cannes):** Centrum Chodov located in Prague achieved an "Outstanding" rating under Parts 1 & 2 of "BREEAM In-Use International 2015", establishing a new benchmark for retail real estate across Europe;
- **Best Nordic shopping centre by NCSC (April 2015, Stockholm):** Täby Centrum located in Stockholm won the award for "Best Nordic shopping centre";
- **ISO 20121 for the COP21 event (December 2015, Le Bourget):** the Bourget Viparis site, hosted the first UN climate change conference ISO 20121 certified.

3.2. CORPORATE GOVERNANCE, ETHICAL CONDUCT AND RISK MANAGEMENT

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

3.2.1. Corporate Governance

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

Please see the Legal Information chapter (pages 224-299) 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 2015.

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.

3.2.2. Ethical conduct

The Unibail-Rodamco **Code of Ethics** describes the values and principles that every employee, manager and Director of the Group must meet and comply with at all times.

It mainly deals with the following:

- respect for employees' dignity and work, notably the Group's refusal to tolerate discrimination, harassment or intimidation in any form;
- loyalty, integrity and conflicts of interest;
- respect of applicable laws and regulations, respect of delegations of authority and signatures, the treatment of confidential and proprietary information, the protection of personal data, 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 corporation Internet and Intranet sites and is distributed to all employees, who confirm their acceptance of its terms. It applies to all employees and subsidiaries, and is available in English, French, German, Spanish, 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 continuously rolled out to ensure that all employees in all regions understand how the Code should be applied in day-to-day business operations. As of December 31, 2015, 1,497 employees had already been trained in this program.

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, accountability 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 runs 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 behavior. As well as explaining that suppliers are expected to uphold the standards described in the Group Code of Ethics, the clause describes the required steps to report the code's breaches, or possible breaches.

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

Any material compliance breach is reported to the French Stock Market Authorities, *Autorité des marchés financiers* (AMF), who would then make this information public *via* its Internet site. The Group did not report any material breaches in 2015.

Unibail-Rodamco's assets and operations are all located in continental European Countries, where the legal environment and business practices against corruption, bribery, labor abuse, and environmental damages are more binding and mature. According to the Corruption Perceptions Index (CPI) published by Transparency International for 2015, none of the overall Group's managed assets is located in a country with a perception score below 50/100 (top 50 out of 168 countries).

3.2.3. Risk and crisis management

The Report of the Chairman of the Supervisory Board (pages 300-318) 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 into account environmental, social and governance risks, such as climate change, public health and safety, bribery and corruption. Please see pages 84-85 for information on climate change risks and pages 101-102 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. Final hierarchy of issues was revealed after weighing potential material issues against their associated level of risk. The study identified the most important risks and the most relevant trends relating to sustainability and the property sector with clear indications of likelihood, magnitude and significance. With this ranking, the Group is in a better position to identify issues that 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 flood and earthquake risks for the entire portfolio (including mfi assets in Germany) it was concluded that very few assets are located in areas showing such risks.

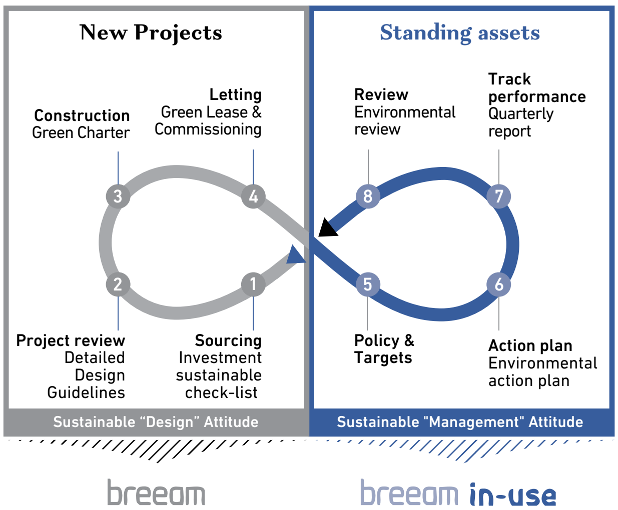
3.3. ENVIRONMENT

Unibail-Rodamco's environmental strategy is designed to reduce the environmental impact of each of the Group's managed assets and operations 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.

3.3.1. 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.

3.3.1.1. 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 minimize environmental impact and ensure that each new project over 10,000 m^2 obtains at least a "BREEAM" rating of "Very Good" or higher.

For each pipeline project, the "Sustainable Design Attitude" covers all four stages in the development process:

- 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 requirements 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" have been 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.

"Design Guidelines" requirements for new developments include:

- close attention to structural elements that can affect energy requirements (*e.g.* orientation, prevailing winds, shell composition);
- 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 optimizes operating hours and conditions of each piece of technical equipment.

The "Design Guidelines" are updated each year to follow on 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 ensures that the Group's new retail and office assets achieve the highest possible "BREEAM" ratings and HQE certification. The SDA is central to the work carried out by several 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 meant to optimize the work-sites' Environmental Quality whilst minimizing its forms of pollution both for the contractors working on site as well as the neighbouring area and the natural environment. In every respect, local or national planning regulations are met. Requirements related to the "BREEAM" certification are also readjusted accordingly. The constructor, as well as its beneficiaries are required to comply with the environmental protection criteria and ensure the worksite has a low environmental impact. Since 2014, the constructors are obliged to adhere to the Group's Construction Charter prior to signing any contracts with Unibail-Rodamco in the regions.

Some of the topics gathered in the "Construction Charter":

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

3.3.1.2. 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 individual site specificities.
- 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 reports: performance is tracked and analysed on a quarterly basis at site, regional 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 ensures that the Group's retail assets achieve the highest possible ratings under the "BREEAM In-Use" scheme which was chosen in 2011 for the main assets in order to promote the environmental performance of the Group's 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 been verified by an independent third party in each of the countries where the Group operates.

These two complementary EMS help the Group to:

- deliver the most sustainable and flexible projects with the highest "BREEAM" scores;
- secure licenses 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.

3.3.2. Reporting methodology for environmental data

The Group uses a variety of tools, processes and indicators to monitor the performance of the assets, owned and managed by the Group. They are used 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 targets, and implement suitable corrective measures.

For two years, the Group has been developing a new reporting tool in order to gather and homogenise all tools, processes, and indicators for all regions at the Group level. This tool has been selected and designed from one of the most renowned software specialised in environmental reporting available on the market. In 2015, almost 200 operational users were trained and since then have been reporting all site data using this unique tool within a structural workflow. The new reporting tool will increase the reliability of the KPIs disclosed in the following pages.

In 2015, the Group's Environmental Management System is really marked by the effective implementation of this tool for all teams on managed sites.

3.3.2.1. 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.

Since 2012, the Group has included 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 147-150.

In 2013, Unibail-Rodamco embraced the CNCC's sector-specific guidelines for reporting against the "Article 225" in the Shopping Centre industry. The guide has been designed under the supervision of the audit firm EY.

The 2015 Annual and Sustainable Development Report fully complies with EPRA Best Practices Recommendations (BPR) on Sustainability Reporting. For the fourth time in a row, Unibail-Rodamco received the EPRA Gold Award in 2015 for performing its 2014 reporting in accordance with the EPRA Sustainability BPR.

The Group, that integrated the new GRI Guidelines at the earliest in 2013, continues in 2015 to report against GRI G4 with a core approach. EPRA and GRI content indexes are published on pages 133-146 of this report.

3.3.2.2. Reporting values

Data is reported using absolute values (energy and water consumptions, CO_2 emissions, tonnes 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/m^2), Unibail-Rodamco promotes indicators that reflect the intensity of use relating to a building's specific activity.

For **standard intensity indicators,** denominators are related to surface (m^2) and defined as:

- for Shopping Centres, areas of mall and common parts accessible to public (including the shopping centre management offices), and total GLA delivered with common utilities as energy or water depending on the indicator;
- 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 centres, the annual sum of m^2 occupied during Days when the venues are Opened to the Public (*i.e.* energy, CO_2 emissions/m^2 DOP).

3.3.2.3. Reporting scope

Environmental indicators cover Shopping Centres, Offices, and Convention & Exhibition venues managed by Unibail-Rodamco in 2015 that represent 87% of the total gross market value of the consolidated portfolio 2015. The Group reports on the environmental performance of assets that are under its operational management, where data on energy efficiency and resources use can be measured and verified. In 2015, Unibail-Rodamco reported energy and water data for 100% of its managed assets (all sectors combined), and waste data for 100% of 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 a whole year. Assets which enter the managed portfolio for 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 year if and only if all data for the whole running year is available;
- **"Like-for-like",** used to show the change in an indicator over time at a constant portfolio scope (notably in terms of the monitored assets). This scope includes assets that were managed by Unibail-Rodamco over a whole-two-year comparison period. To assess the positive impact of its management policy at the earliest, Unibail-Rodamco ensures that the like-for-like scope for year (Y+1) includes all sites acquired in year Y and/or managed as from year (Y), if and only if a complete set of data is available for the whole year (Y).

3.3.2.4. 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.

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) only if all corresponding data for the full rolling year (Y) is 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;
- refurbished assets during the rolling year remain in the reporting scope for the year (Y);
- assets whose common floor space is being extended by more than 20% 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 related to the extension, the asset will remain in the "like-for-like" scope.

The assessment of the evolution of the portfolio's performance includes assets under refurbishment and extension works, both integral to the Group's activities. The extended asset 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.

In 2015, the changes in portfolio listed below impacted the reporting scope:

- Since 2013, the seven owned and managed Shopping Centres of mfi company in Germany have been consolidated in the Central Europe region. From 2015 reporting, Germany is an independent region by itself. The centres not owned but managed by mfi for a third party, are not included in the reporting;
- End of management mandates occurred for three Shopping Centres in France: Usine Channel Outlet Store, Usine Roubaix, Usine Mode et Maison;
- 2015 asset disposals are fully excluded from the reporting scope: Nice étoile (France) and Novalund (Sweden);
- New openings in 2015 will integrate the total reporting scope in 2016: Minto (Germany), Mall of Scandinavia (Sweden), Polygone Riviera (France).

Assets included in 2015 reporting scope for environmental KPIs

Region	Number of assets	Assets	Reporting areas for standard intensity indicators(1)	Denominators for intensity of use indicators(3)
Austria	2	Donau Zentrum (including Dux), Shopping City Süd (including Mux)	305,400 m^2	35.2 million visits
Central Europe	6	Aupark, Centrum Cerný Most, Centrum Chodov, Galeria Mokotów, Arkadia, Wilenska,	377,042 m^2	82.2 million visits
France	18	Aéroville*, Carré Sénart, Carrousel du Louvre, Cour Oxygène, Euralille, Gaîté Montparnasse, La Part-Dieu, Le Forum des Halles, Les Quatre Temps, Lyon Confluence, Parly 2, Rennes Alma, Rosny 2, So Ouest, Toison d'Or, Ulis 2, Vélizy 2, Villeneuve 2	993,980 m^2	258.7 million visits
Germany	7	Höfe am Brühl, Pasing Arcaden, Ruhr Park Bochum, Gera Arcaden, Paunsdorfcenter, Gropius passage Berlin, Palais Vest*	525,520	69.7 million visits
Netherlands	4	Leidsenhage, Citymall Almere, Stadshart Amstelveen, Stadshart Zoetermeer	94,244 m^2	36.5 million visits
Nordics	7	Arninge Centrum, Eurostop Arlandastad, Eurostop Örebro, Fisketorvet, Nacka Forum, Solna Centrum, Täby Centrum	367,553 m^2	43 million visits
Spain	12	Los Arcos, El Faro, Bahía Sur, Barnasud, Bonaire, Equinoccio, Garbera, Glòries, La Maquinista, Parquesur, Splau, Vallsur	333,006 m^2	106 million visits
Offices	14	7 Adenauer, 2-8 Ancelle, 70-80 Wilson, Capital 8, Espace 21 (Villages 3, 4, 5, 6, 7, Village commerce), Issy Guynemer, Tour Ariane, Tour So Ouest, Sextant	295,613 m^2 (2)	18,566 occupants
Convention & Exhibition	9	CNIT, Espace Champerret, Espace Grande Arche, Carrousel du Louvre, Palais des Congrès de Paris, Palais des Congrès d'Issy, Paris Nord-Villepinte, Paris Nord-Le Bourget, Porte de Versailles	625,200 m^2 (2)	28.6 million m^2 occupied per days opened to the public *(m^2 DOP)*

* *Added to the scope in 2015.*
(1) See the definition of reporting area for Shopping Centres before in Reporting value – standard intensity indicators.
(2) Total spaces according to consolidation; see Portfolio pages 3-13.
(3) See the definition of denominators used for intensity of use calculation before in Reporting value – intensity of use indicators.

In Europe, some office buildings and hotels linked to a shopping centre are included in the reporting scope, reported under the shopping centre entity:

Region	Number of assets	Assets	Managed GLA
Austria	1	Shopping City Süd Office	8,933 m^2
Netherlands	1	Stadshart Amstelveen Office	1,810 m^2
Nordic	6	Arninge Office, Eurostop Arlandastad Office and hotel, Eurostop Örebro Offices and hotel, Nacka Forum Office, Solna Office and residentials, Täby Office	62,913 m^2

3.3.2.5. Reporting system

Each region is responsible for collecting, checking, and validating the data for its managed assets. At the corporate level, data is consolidated, analysed, and reported:

- **quarterly** for the consumption of each energy source used, environmental certifications, occupation rate of Offices, and m^2 per days of opening of Convention & Exhibition venues to the public. 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 CO_2 emissions, water, waste, transport, Health & Safety, suppliers assessments, purchase mapping, soil pollutions, and for supplementary data that is necessary for some calculations (*e.g.* conversion factors for CO_2 emissions; number of visits to Shopping Centres).

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.

In 2015, Unibail-Rodamco's new reporting tool was operationally implemented, opened to end-users across the Group, for the whole reporting scope. Trainings were delivered to almost 200 users in order to collect the entire year of data into this new system. Historical data between 2006 and 2014 had been uploaded into the tool beforehand, securing the past performance and allowing the 2014 annual consolidation.

The IT solution is composed of a predefined workflow including a mandatory validation step. It is a three-level process:

- the Contributor: on-site Technical Managers fill-in raw data related to their site into the online system, they manage the site's environmental action plan, they analyze and track their performance against their annual target;
- the Validator: the property managers, responsible at Regional level for several assets, validate the information sent by contributors and challenge their results;

- the Administrator: the Corporate Sustainability team at Group level consolidates the data validated before and assesses the Group's performance against long-term objectives.

This new IT solution homogenizes, automatizes, and secures the reporting process and the indicators calculation for the whole Group managed portfolio.

3.3.2.6. Reporting period

In order to integrate the Corporate Annual Report timeline, Unibail-Rodamco publishes environmental reporting KPIs consolidated over a 12-month rolling period (Q4 of previous year plus Q1, Q2 and Q3 of the reporting year) rather than over the financial year, as it was the case in the years prior to 2010.

The first round of performance disclosure measured against 2006-2012 targets is closed. The Group currently reports performance on the 2012-2020 period to which the long-term objectives refer.

3.3.2.7. 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 years whenever relevant.

Transparent KPIs' tables presentation in the Financial Report

- In this report, indicators are identified according two levels: **Material Performance Indicators (MPIs)** and relevant **Key Performance Indicators (KPIs)**. The MPIs have been selected according to the Materiality survey conclusions (see page 65).
- For the main MPIs, the coverage is given in gross market value (GMV) of the Group's portfolio as being the division of values of reported assets by the total Group's gross market value.
- Following the reset of the Group targets from the new 2012 baseline, the past evolution 2012/2006 is maintained for intensity MPI tables only for information. The Group currently measures its progress against 2012-2020 long-term targets.
- According to EPRA's Best Practices Recommendations on Sustainability Reporting, Unibail-Rodamco provides the absolute values on the like-for-like perimeter for the MPIs.

Continuous updates in environmental reporting

- In 2015, all 56 Assets Booklets of managed shopping centres were updated by the shopping centre's Technical Managers. Asset Booklets are the in-house reference documentation for each managed asset describing, among other things, technical characteristics and functioning, areas, perimeters of collected data. The document has been deeply recast in order to:
  - simplify the document and remove some information that is now collected in the new IT tool;
  - list the exhaustive site areas with more precision;
  - merge with the Service Booklet for building a single Reference Document including the characteristics of purchased services contracts.
- On site internal controls of environmental reporting are conducted every year. 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 2015, Shopping City Süd shopping centre in Austria was verified internally.

Data quality improvement

In 2015, the data quality is marked by the launch of the new environmental reporting tool. This transition leads to a few variations for past year data:

- Once all users trained, they had the opportunity to check their historical site data recovered in the new reporting system. Following this verification some figures were corrected because of some errors found in the historical data recovery. The tool architecture is programmed to identify precisely the buildings scope reported under the different business activities: Shopping Centres, Offices, Convention & Exhibition, Various buildings such as Hotels, Housing... This last new category brings changes and a better readability for the historical data that was not identified separately.
- A deep check of scope reported was conducted for the German portfolio that has recently been incorporated in Group reporting process. It resulted in historical adjustments of energy consumptions reported since 2013 in order to comply exactly with the Group's Reporting Guidelines.

3.3.2.8. Third-party independent verification

Unibail-Rodamco has commissioned a third-party audit for its sustainability data since 2009. The Group has extended the scope of external verification through the years. Since 2012, and according to the Article 225 requirements (French Grenelle law), the EY audit firm has performed an in-depth review of the Group's disclosures regarding the Article's 42 items and 38 key-performance indicators (see assurance statement pages 151-153).

In 2014, the audit started with a comprehensive review of the new reporting tool settings and indicator formulas programmed. It allowed to attest the proper functioning of the consolidation. Auditors checked also the accuracy of historical data recovery in the system. In 2015, this verification included a detailed on-site review of six of the Group's largest assets: Aéroville, Les Quatre Temps and Le Bourget (France), Shopping City Süd (Austria), Paunsdorf and Hofe am Brühl (Germany).

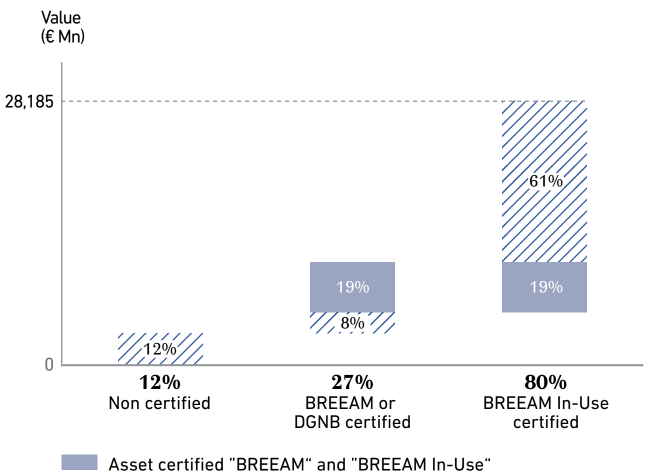
EY has also been commissioned to carry out the audit of the annual reporting for the "green bonds" issued in 2014 and 2015. This audit consists of checking compliance of funded assets with an eligibility criteria set. It includes a yearly review of the evidences for each domain and criteria of each concerned assets (both for construction and operation phases) as well as on-site audits of a sample of sites. In 2015, the audit covered Lyon Confluence, So Ouest, Mall of Scandinavia, Majunga, So Ouest Plaza, Carré Sénart extension, and Aéroville that were audited on-site.

3.3.3. Product labelling: Environmental certification

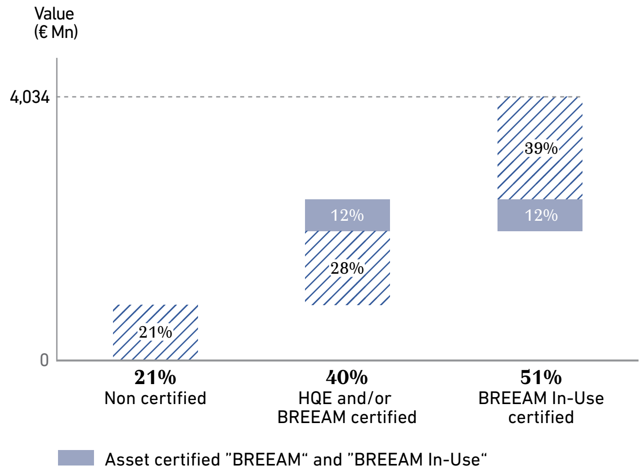
Unibail-Rodamco relies on external environmental and ISO certifications to validate the environmental performance of its assets. The Group deploys an active product labelling policy for both new developments and standing assets thanks to its two in-house Environmental Management Systems. This serves 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.

Environmental certification

Penetration rate (%) within the total standing Retail portfolio in value[(1)]



Penetration rate (%) within the total standing Office portfolio in value[(1)]



3.3.3.1. 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 the "BREEAM" certification. Since then, the Group has achieved a number of other market strong benchmarks across Europe:

- Donau Zentrum, extension, Vienna, Austria: 1st shopping centre certified "Very Good" in Austria (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" and best score in Europe (November 2010);
- Tour Majunga, La Défense, France: 1st high rise building certified "Excellent" (February 2011), Majunga received a 2011 BREEAM Award at Ecobuild (highest score for a building in Europe in 2011);
- Nouvel Air (former Issy Guynemer), Issy-les-Moulineaux, France: office building certified "Excellent" (April 2012);
- Aéroville, Tremblay, France: 2nd shopping centre certified "Excellent" in France (April 2013);
- Mall of Scandinavia (MoS), Stockholm, Sweden: 1st Nordic shopping centre certified "Excellent" (April 2014);
- So Ouest, Levallois-Perret, France: 1st shopping centre certified "Excellent" (final certificate), best score in Europe and BREEAM award 2014 at Ecobuild.

1) *In term of Gross Market Values as of December 31, 2015, excluding values of shares in assets accounted for using the equity method.*

In 2015, the Group confirmed its leadership by getting two final "Excellent" certificates for both the Majunga tower and Aéroville shopping centre.

Local certification, such as HQE certification in France, High Environmental Quality (the French standard certification scheme for sustainable constructions), is obtained when relevant for the leasing or investment markets.

MPI: Environmental certification of new developments

BREEAM – Retail

In 2015, 100% of the projects delivered or in a construction phase were in a "BREEAM" certification process.

				Date		Performance rating		
Site name	City	Group's Region	Project type	Certification	Opening	Level	Total score (out of 100%)	Total GLA according to 2015 consolidation
Donau Zentrum	Vienna	Austria	Extension	2010	2010	Very Good	63.2%	123,900
Confluence	Lyon	France	New development	2010	2012	Very Good	59.9%	53,500
So Ouest	Levallois	France	New development	2010	2012	Excellent	73.1%	/
El Faro	Badajoz	Spain	New development	2012	2012	Very Good	57.4%	43,100
Centrum Cerny Most	Prague	Central Europe	Extension	2012	2013	Very Good	58.3%	97,400
Taby Centrum	Stockholm	Nordic	Extension	2013	2013	Very Good	55.5%	81,400
So Ouest(1)	Levallois	France	New development	2013	2012	Excellent	78.4%	54,300
Aéroville	Tremblay	France	New development	2013	2013	Excellent	72.9%	/
Toison d'Or	Dijon	France	Extension	2014	2013	Very Good	64.9%	46,100
Rennes Alma	Rennes	France	Extension	2014	2013	Very Good	57.1%	33,100
Mall of Scandinavia	Solna – Stockholm region	Nordic	New Development	2014	2015	Excellent	77.4%	101,100
Aéroville(1)	Tremblay	France	New Development	2015	2013	Excellent	70.5%	83,300
Polygone Riviera	Cagnes-sur-Mer – French Riviera	France	New Development	2015	2015	Very Good	57.1%	61,900
						GROUP'S AVERAGE SCORE		**TOTAL m²**
						Very Good	**63.6%**	**778,100**

BREEAM – Offices

				Date		Performance rating		
Site name	City	Group's Region	Project type	Certification	Delivery	Level	Total score (out of 100%)	Total floor space according to 2015 consolidation (m²)
Issy Guynemer (Nouvel Air)	Paris	France	Refurbishment	2012	2012	Excellent	70.6%	47,000
Majunga	La Défense-Paris region	France	New development	2011	2014	Excellent	77.4%	/
2/8 Ancelle	Neuilly	France	Refurbishment	2014	2014	Excellent	72.8%	17,200
So Ouest Plaza	Levallois	France	Refurbishment	2014	2015	Excellent	72.3%	36,600
Majunga(1)	La Défense-Paris region	France	New development	2015	2014	Excellent	76.2%	65,600
						GROUP'S AVERAGE SCORE		**TOTAL m²**
						Excellent	**73.0%**	**166,400**

(1) BREEAM final certificate.

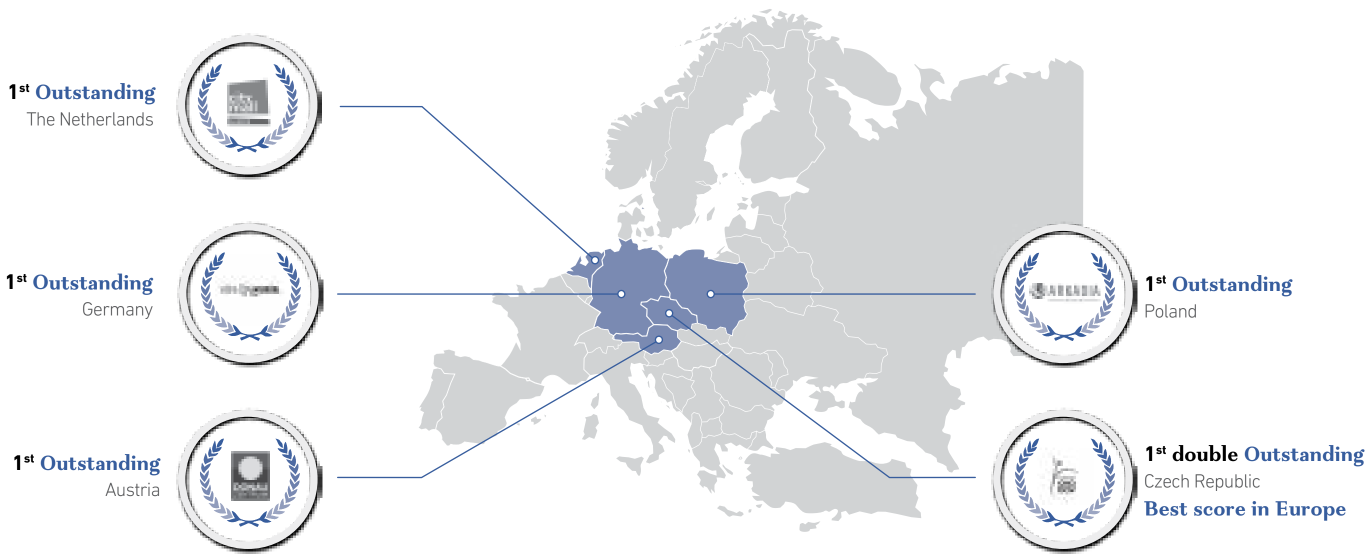
HQE – Offices

				Date		Performance rating		Total floor space according to 2015 consolidation
Site name	City	Group's Region	Project type	Certification	Delivery	Level	Energy label	(m²)
Le Wilson 2	Paris region	France	Refurbishment	2012	2012	/	THPE	23,000
So Ouest	Levallois	France	Refurbishment	2010	2013	/	BBC	33,300
Majunga	La Défense – Paris region	France	New development	2011	2014	Passport Excellent	BBC/HPE	65,600
2/8 Ancelle	Neuilly	France	Refurbishment	2013	2014	Passport Excellent	BBC	17,200
So Ouest Plaza	Levallois	France	Refurbishment	2012	2015	Passport Exceptional	BBC	36,600
								TOTAL m²
								175,700

3.3.3.2 Standing assets

2015 was an intense "BREEAM In-Use" year with 21 Shopping Centres and 1 Office building certified. The Group achieved strong performances establishing local market benchmarks in five European countries (Austria, Czech Republic, Germany, The Netherlands and Poland). 16 out of the 21 Shopping Centres were rated at "Outstanding" level for "Building Management" (part 2). With a double "Outstanding" rating for part 1 and part 2, Centrum Chodov, located in Prague, obtained the highest scores under "BREEAM In-Use" international 2015 scheme across Europe and the Group's standing retail portfolio.

Best "BREEAM In-Use" ratings[1] obtained in five countries in 2015



(1) Retail Asset's score in Building Management (Part 2).

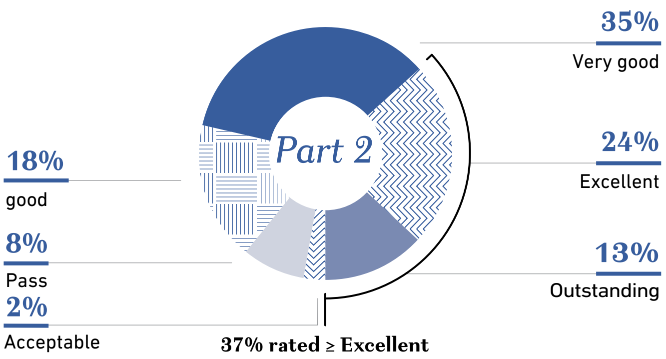
Unibail-Rodamco targets a "BREEAM-In-Use" certification for at least 80% of its Shopping Centres (managed assets – in m²) by 2016, with a minimum of "Very Good" for the "Building Management" score. By December 31, 2015, the Group had 46 managed Shopping Centres "BREEAM In-Use" certified in Europe and achieved its goal, a year ahead with 83,8% (up to 2,6 million m² consolidated GLA) and 80% (up to €22,4 Bn in terms of gross market value) of the total Group's standing Shopping Centres.

59% of the "BREEAM In-Use" certificates delivered to the Group's retail assets reached the "Outstanding" level for the "Building Management" (part 2), compared to 13% only for the European market's Real Estate[1], confirming the superior environmental performance of the Group's assets despite the diversity of the portfolio in terms of size, age and location.

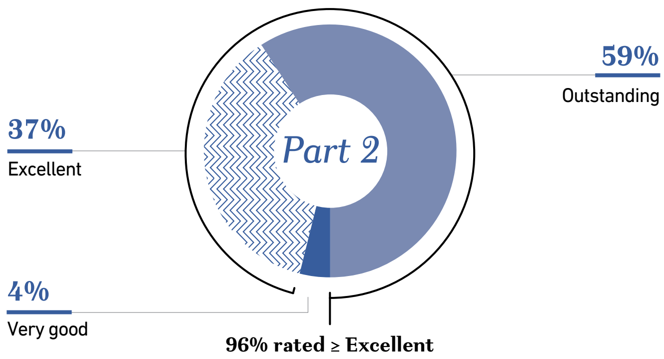
At the end of 2015, the Group had 54 assets (46 Shopping Centres and 8 Office buildings) and consolidated over 2,9 million m² GLA under "BREEAM In-Use" certification.

Breakdown of BREEAM In-Use certifications by rating[2] *(in number)*

European Real Estate sector[1]

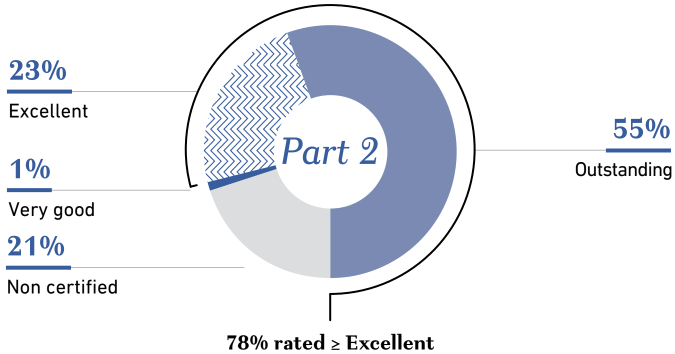


Unibail-Rodamco[3]



Breakdown of BREEAM In-Use certifications by rating [2] *(in value)*

Unibail-Rodamco[5]: 80% certified in value (up to €22,4 Bn)[4]



(1) Source: BRE Global BREEAM In-Use Data, BREEAM ES and BREEAM NL data as of December 31, 2015 – 348 retail assets certified under BREEAM In-Use (Part 2).

(2) Retail Asset's score in Building Management (Part 2).

(3) 46 standing shopping centres certified as of December 31, 2015.

(4) In term of Gross Market Values as of December 31, 2015, excluding values of shares in assets accounted for using the equity method.

MPI: Environmental certification of standing assets

BREEAM In-Use – Retail per region

Region	Managed portfolio	Total 2015 consolidated m² GLA(1)	Assets Certified(2)	Certification coverage % (in number)	Certification coverage % (in m² GLA)	Site name
Austria	2	258,800	2	100%	100%	Donau Zentrum(3), Shopping City Sud
Central Europe	6	370,600	6	100%	100%	Arkadia(3), Galeria Mokotov(3), Chodov(3), Wilenska(3), Černý Most(3), Aupark(3)
France	20	969,200	17	85%	95%	Carré Sénart(3), Part Dieu(3), 4 Temps(3), Vélizy 2(3), CNIT(3), Toison d'Or(3), Confluence(3), Carrousel(3), Boutiques du Palais(3), Rosny 2(3), Ulis 2(3), So Ouest(3), Rennes Alma(3), Villeneuve 2(3), Euralille, Aéroville, Parly 2
Germany	8	337,900	3	38%	45%	Pasing Arcaden, Höfe am Brühl, Palais Vest
Netherlands	4	264,000	3	75%	75%	Amstelveen(3), Almere, Zoetermeer
Nordic	8	417,200	5	63%	67%	Fisketorvet(3), Solna(3), Nacka Forum(3), Täby(3), Arlanda
Spain	12	524,900	10	83%	88%	Parquesur(3), La Maquinista(3), Splau(3), Bonaire(3), Bahia Sur(3), Vallsur(3), Los Arcos(3), Garbera(3), Barnasud(3), Faro(3)
TOTAL GROUP	**60**	**3,142,600**	**46**	**77%**	**83.8%**	

(1) Total GLA consolidated (managed assets).
(2) In number of managed assets.
(3) Assets certified in 2012, 2013 and 2014, for which renewed or new certificates were redelivered by BRE and NSO's in 2015.

BREEAM In-Use – Retail total Group

	2014	2015	Cumulated (as of December 31, 2015)
Number of managed assets certified	16	21	46
Surface certified *(m² GLA)*	854,400	1,463,600	2,635,000
Average score "Asset"	71.9% – Excellent	73.8% – Excellent	71.6% – Excellent
Average score "Building Management"	81.5% – Excellent	84.0% – Excellent	81.7% – Excellent

BREEAM In-Use – Offices

7 Adenauer, the Group's headquarters in Paris, was the first Office building within continental Europe to be rated "Excellent" for both the "Asset" (part 1) and "Building Management" (part 2) of the "BREEAM In-Use" International pilot scheme in 2012. In 2015, So Ouest office building was certified under "BREEAM In-Use" international 2015 scheme and rated "Excellent" for both "Asset" (part 1) and "Building Management" (part 2).

The Group aims to obtain environmental certification (HQE and/or BREEAM) for at least 80% of the managed Offices portfolio by 2016 (in m²). In 2015, with one new Office buildings certified (So Ouest), the Group achieved its goal. By December 31, 2015, 81.6% (399,000 m² consolidated GLA) and 79% (up to €3.1 Bn in terms of gross market value) of the Group's standing office portfolio were certified "BREEAM In-Use", HQE and/or "BREEAM".

	2014	2015	Cumulated (as of December 31, 2015)
Number of assets certified	4	1	8
Total floor area according to consolidation *(m²)*	127,400	33,300	279,600
Average score "Asset"	68.0% – Very Good	71.6% – Excellent	66.8% – Very Good
Average score "Building Management"	80.0% – Excellent	76.5% – Excellent	78.0% – Excellent

ISO 20121 – Convention & Exhibition (Viparis Group)

In 2014, the Viparis group obtained the ISO 20121 certification and became the first global player in the events sector to obtain this demanding environmental certification for all its venues and its business activities. This significant achievement constituted a distinctive competitive advantage, which will improve the visibility of its offer and allows it to further improve its business practice.

Viparis launched the ISO 20121 certification process in 2013, as part of its pioneering and proactive CSR policy. Viparis is acutely aware of its position as a lead player within the sector, welcoming more than 9 million visitors(1) to its venues per year. Sustainable development is one of its core values and has always formed a key pillar of its strategy. In 2015 the ISO 20121 certification was confirmed by Bureau Veritas following an intense audit process which was conducted between June 22 and 26, 2015 for ten venues managed by the Group.

The COP21 which took place at Viparis (Bourget) from November 30 to December 11, 2015 was the first UN climate change conference to receive the ISO 20121 certification.

Viparis has a common, structured management system which is consistent with main international principles: due diligence, diversity and inclusion, integrity and transparency. Viparis implements a relevant CSR policy revolving around three key challenges, corresponding to the Group's three main business areas:

- property management: improving the energy efficiency of our buildings;
- space rental and operational event management: developing a responsible purchasing policy;
- visitor management: promoting responsible behaviour by all visitors.

3.3.4. Climate change

The effects of climate change on Unibail-Rodamco's portfolio possibly occuring in the coming years will vary by region and by asset. The scale and severity of changes will determine the extent of the impact, as will factors such as age, location, construction methods, asset operational efficiency, local infrastructure quality and capacity.

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 infrastructures 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 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 emissions reduction strategy is based on energy-efficient behavior, 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.

3.3.4.1. Carbon footprint

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

Unibail-Rodamco chooses the approach by **"operational control"** for building the methodology to calculate total footprint activities. 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 actors' responsibilities. Considering energy for example, tenants' private electricity consumptions, not attached to Unibail-Rodamco's management scope, are consequently located within Scope 3. The split of carbon emissions relating to energy is as follows:

- **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).

(1) On a declaratory basis from companies that organised the events.

The total consolidated perimeters for carbon emissions have been defined through three separate entities:

- Corporate supporting activities and employees (100% of headquarter activities);
- asset portfolio (100% of managed Shopping Centres and Offices);
- development projects delivered during the current period.

The sources of emissions included in the total Group's carbon footprint are detailed per entity and split per scope. Please see below.

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 within three sub-divisions:

- **Scope 3 managed,** Unibail-Rodamco's operational control;
- **Scope 3 related,** stakeholders' responsibility;
- **Scope 3 extended,** excluded from 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
Scope 2	Indirect emissions linked to electricity consumption in common areas (transportation and production excluded)
	Indirect emissions from cold or hot steam consumption (centralised cooling and heating provided by urban heating and cooling networks)

Scopes 3

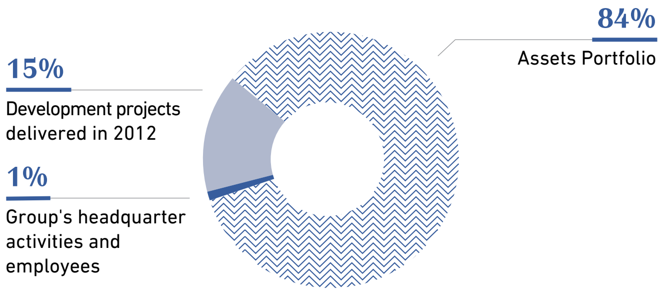
Scope 3 managed Unibail-Rodamco's operational control	Energy-related activities not included in scope 1&2 emissions (extraction, production and transport of fuels, electricity, steam, heating and cooling): Upstream transportation and distribution of energy consumed by common parts
	Purchased products and services: services expenses for daily exploitation on site such as cleaning, maintenance, security, waste management, energies and fluid provision, marketing expenses (OPEX), Office supplies (headquarter)
	Capital equipment: IT equipment on site, Company's cars
	Wastes: on site waste management
	Employees' 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 built areas 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 visitors 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 from the perimeter	Production and distribution of products sold in Shopping Centres
	Use phase of the product
	End of product's life cycle

(1) These sources have been measured on a sample of three sites.

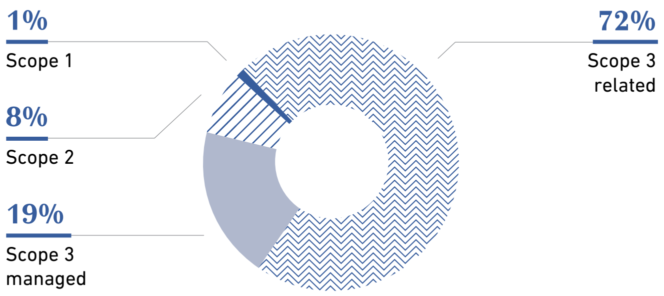
3

Group consolidated results (based on 2012 data)

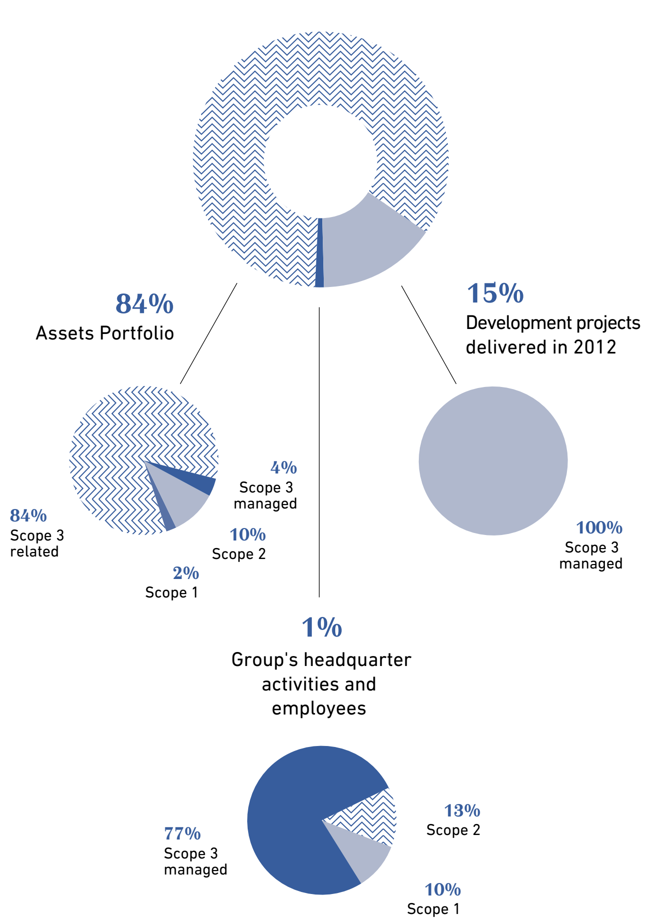
Split of the Group's carbon footprint per entity



Split of the Group's carbon footprint per scope



Unibail-Rodamco's carbon footprint



The results of Unibail-Rodamco's carbon footprint have confirmed the relevance of the Group's strategy since 2007:

- location in major cities with high connectivity;
- continuous optimization of energy consumptions;
- enhancement of footfall and occupancy rate (intensity of use);
- shift for low carbon emission energies;
- roll-out of green leases.

Thanks to this survey, Unibail-Rodamco decided to enlarge the scope of its carbon emissions calculation:

- short-term: integrate in its internal reporting (i) refrigerant gas leaks, (ii) emissions related to waste management and (iii) visitors transportation;
- mid-term: (i) investigate solutions for measuring tenants' private electricity consumptions, due to its major impact on Scope 3 related, and (ii) perform carbon footprint assessments for main construction projects.

Since 2013, Unibail-Rodamco has completed its scope 1 monitoring by adding the calculation of CO_2 emissions related to refrigerant leaks and waste management (see page 88). Emissions related to visitors transportation are not yet measured.

Moreover, the Group maintained existing initiatives to measure tenants' private electricity consumptions (see page 91).

3.3.4.2. 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).

Because monitoring climate change is not just about reducing energy consumption and CO_2 emissions, Unibail-Rodamco developed the **carbon intensity indicator CO_2/visit.** It leverages the business activity providing a clear picture of a building's overall carbon impact and efficiency. This material indicator (MPI) traces the combined performance of the following main components:

- energy efficiency of the building (*i.e.* less consumption) (kWh/m^2);
- carbon dependency of the primary energy mix (changes in carbon conversion rates or for low carbon energies) (CO_2/kWh);
- intensity of usage of a building (visit/m^2).

Between 2006 and 2012, the Group already achieved a cumulative -58% for the carbon intensity indicator in a like-for-like perimeter. This performance was driven by:

1. ambitious energy-saving program that operate across all of the Group's assets;
2. the low-carbon energy purchase policy and purchasing policy;
3. the capacity of the Group to drive its business successfully (continuous increase of footfall).

However, this reduction in carbon intensity has also 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 producers to invest in low-carbon and renewable energy technologies, by increasing market demand for these "clean" energies.

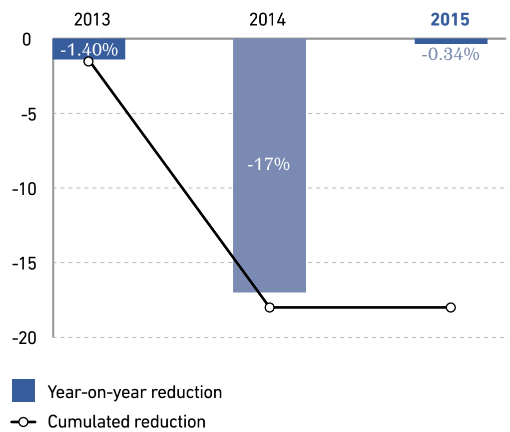
In 2012, in the context of the culmination of its long-term targets, Unibail-Rodamco set new long-term targets, even if this CO_2 reduction performance had to be considered in the long-term, taking into account the possible cyclical and external factors, such as tough climate conditions or uncontrolled changes in the suppliers' energy mix. The Group's target for carbon mitigation is to achieve -30% for its cumulated carbon intensity by 2020 compared to the 2012 baseline.

In 2015, CO_2 emissions remain stable compared with 2014 on a like-for-like basis.

For the same period, the carbon intensity, CO_2/visit reduced by 1% as the result of:

- a slight increase in energy efficiency (*i.e.* less consumption): -2% of energy consumption in like-for-like between 2015 and 2014;
- a slight increase of footfalls: +1% in like-for-like compared to 2014;
- a similar energy supply comparable to last year purchase and mix, not causing significant change in CO_2 emission factors.

Reducing CO_2 emissions at managed Shopping Centres (like-for-like)



MPI: CO_2 emissions ($kgCO_2e$) [G4-EN15, EN16, EN19]

CO_2 emissions related to energy consumption are calculated from the 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).

Portfolio coverage in gross market value: 87%.

	Shopping centres									Offices		Convention & Exhibition	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France	Scope	France
2013 Total	76/76	81,747,458	3,348,415	38,756,191	9,395,354	9,508,391	1,929,810	2,361,677	16,447,619	12/13	3,138,450	9/9	14,834,458
2014 Total	59/59	64,506,864	2,305,134	34,201,288	5,718,925	6,705,969	1,124,459	947,104	13,503,985	13/14	2,756,334	9/9	14,834,458
2015 Total	56/56	65,671,089	3,136,232	32,820,353	5,902,818	7,002,730	749,913	1,246,826	14,812,217	14/14	2,406,507	9/9	9,273,320
of which direct emissions	*56/56*	*9,412,273*	*2,992,968*	*1,460,032*	*2,239,342*	*1,471,177*	*674,013*	*0*	*574,740*	*14/14*	*208,625*	*9/9*	*10,204,106*
of which indirect emissions	*56/56*	*56,258,817*	*143,265*	*31,360,320*	*3,663,476*	*5,531,553*	*75,900*	*1,246,826*	*14,237,477*	*14/14*	*2,197,883*	*9/9*	*4,282,440*
2014 Like-for-like	49/56	56,179,150	137,128	29,754,679	4,823,311	6,705,969	547,262	706,816	13,503,985	11/14	2,587,099	9/9	9,273,320
2015 Like-for-like	49/56	55,985,738	143,265	27,994,820	5,584,769	6,080,615	539,119	830,933	14,812,217	11/14	2,265,155	9/9	10,204,106
Evolution 2015/2014 *(%)*	49/56	0	4	-6	16	-9	-1	18	10	11/14	-12	9/9	10
Cumulated Evolution 2015/2012 *(%)*		-18%	-95%	-19%	-17%	-36%	-15%	-16%	12%		-27%		-22%

Depending on the availability and reliability, emissions factors are collected from the following sources, assessed by reliability order: (i) final energy supplier; (ii) National decree applicable at consolidation date; (iii) International Energy Agency. In a same country, every asset uses the same source of CO_2 emission factors (supplier, national decree, or IEA) in order to avoid double counting of national renewable energy production. In the case of green electricity purchase, the supplier's emission factor is systematically preferred. When the supplier can't deliver a factor for green electricity provided under a certificate of origin, the zero value is used as the emission factor for this green electricity purchased. In 2015, the assets based in Austria, Germany, Netherlands, and Czech Republic applied a zero emission factor to the share of green electricity puchased.

KPI: Refrigerants leaks and waste disposal CO_2 emissions ($kgCO_2e$) [G4-EN20]

	Shopping centres							
2015	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain
Refrigerants' emissions	2,394,176	709,280	841,462	292,604	380,190	41,325	58,872	70,443
Waste disposal emissions	13,403,461	1,316,813	857,406	5,620,169	781,573	205,729	1,616,487	3,005,285

Focus on green electricity supply

kWh of green electricity 2015

	Shopping centres									Offices		Convention & Exhibition	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France	Scope	France
Total Electricity consumption 2013 *(kWh)*	76/76	311,114,785	29,168,799	68,007,580	103,080,695	25,321,733	6,982,062	31,790,441	46,763,474	12/13	19,030,472	9/9	99,942,817
of which green electricity purchase 2013 (%)	*23/76*	*33%*	*48%*	*54%*	*0%*		*100%*	*100%*	*0%*	*0/13*	*0%*	*0/9*	*0%*
Total Electricity consumption 2014 *(kWh)*	59/59	273,898,460	28,253,895	67,766,980	81,729,587	23,256,316	4,536,129	32,704,594	35,650,960	13/14	20,831,742	9/9	89,342,747
of which green electricity purchase 2014 (%)	*23/59*	*42%*	*100%*	*54%*	*0%*		*100%*	*100%*	*0%*	*0/14*	*0%*	*0/9*	*0%*
Total Electricity consumption 2015 *(kWh)*	56/56	266,272,604	29,256,612	64,478,388	80,639,162	24,559,896	3,571,071	30,246,216	33,521,259	14/14	23,271,364	9/9	95,708,224
of which green electricity purchase 2015 (kWh)	*24/56*	*123,736,835*	*29,256,612*	*38,264,575*	*0*	*22,398,361*	*3,571,071*	*30,246,216*	*0*	*0/14*	*0*	*0/9*	*0*
of which green electricity purchase 2015 (%)	*24/56*	*46%*	*100%*	*59%*	*0%*	*91%*	*100%*	*100%*	*0%*	*0/14*	*0%*	*0/9*	*0%*

MPI: Carbon intensity of use (gCO_2e/visit/year for Shopping Centres, gCO_2e/occupant/year for Offices, gCO_2e/m^2 DOP/year for Convention & Exhibition centres) [G4-EN18]

Numerator: CO_2 Emissions MPI related to energy consumption in absolute Energy Consumption MPI.

Denominator: usage indicator per business activity (see Reporting Methodology part Reporting values page 75).

Portfolio coverage in gross market value: 86%.

	Shopping centres *(gCO_2e/visit)*									Offices *(gCO_2e/occupant)*		Convention & Exhibition *(gCO_2e/m^2DOP)*	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France	Scope	France
2013 Total	71/76	112	95	447	26	177	44	55	123	11/13	200,122	9/9	429
2014 Total	57/59	102	65	423	20	116	30	21	126	12/14	160,206	9/9	307
2015 Total	55/56	103	77	399	22	100	21	29	140	14/14	127,134	9/9	357
2014 Like-for-like	48/56	103	6	437	20	116	18	24	126	11/14	159,069	9/9	307
2015 Like-for-like	48/56	102	5	405	23	100	19	27	140	11/14	125,113	9/9	357
Evolution 2015/2014 *(%)*	48/56	-1%	-8%	-7%	17%	-14%	3%	12%	11%	11/14	-21%	9/9	16%
Cumulated Evolution 2015/2012 *(%)*		-17%	-96%	-13%	-17%	-44%	-17%	-24%	9%		-39%		-14%
PAST CUMULATED EVOLUTION 2012/2006 *(%)*		**-58%**	**-27%**	**-58%**	**-43%**	**/**	**-84%**	**-80%**	**-53%**		**-34%**		**/**

MPI: Carbon intensity per m² ($kgCO_2e/m^2/year$) [G4-EN18]

Numerator: CO_2 emissions MPI related to energy consumption considered in absolute Energy Consumption MPI.

Denominator: m² (see Reporting Methodology part Reporting values page 75).

Portfolio coverage in gross market value: 87%.

	Shopping centres										Offices	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France
2013 Total	76/76	23	11	86	7	18	14	6	32	12/13	13
2014 Total	59/59	20	7	76	6	13	8	2	36	13/14	10
2015 Total	56/56	21	10	87	6	13	8	3	44	14/14	8
2014 Like-for-like	49/56	21	1	79	5	13	5	3	36	11/14	10
2015 Like-for-like	49/56	22	1	93	6	13	6	3	44	11/14	9
Evolution 2015/2014 *(%)*	49/56	4%	11%	18%	16%	0%	16%	0%	22%	11/14	-12%
Cumulated Evolution 2015/2012 *(%)*		-17%	-95%	0%	-21%	-28%	-8%	-30%	27%		-26%

3.3.4.3. Energy consumption

Unibail-Rodamco had already reached a cumulative -23% decrease in energy efficiency (kWh/visit) between 2006 and 2012. The Group is now measuring its performance in energy efficiency against a long-term target aiming to reduce kWh/visit by 25% in 2020, relative to the 2012 baseline for managed Shopping Centres. In 2015, dedicated long-term targets were set for Offices and Convention & Exhibitions business units (see page 132).

In 2015, the Group Shopping Centres achieved a -2% reduction of energy consumptions in kWh on a like-for-like basis, after a sharp reduction achieved in 2014 thanks to the specific energy action plans implemented in the 20 most energy-intensive assets combined with the mild climate conditions across Europe during this period. This reduction has lead to a cumulative reduction of -13% in kWh/visit since 2012.

30% of the Group's managed Shopping Centres have reduced their energy consumption by 15% or more since 2012, with no inconvenience for visitors' comfort.

In order to get the best ROI in energy efficiency solutions, the Group sets daily energy optimization as its priority (see graph on page 91).

Energy efficiency actions are taken across all assets 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 for 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 working properly.

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 crucial factor when it comes to choosing low consumption technical equipment, especially regular maintenance works relating to lighting, heating, cooling and ventilation. The main improvements in the core building efficiency are synchronised with major developments and extension/ renovation projects when the Group targets an environmental certification of the highest score.

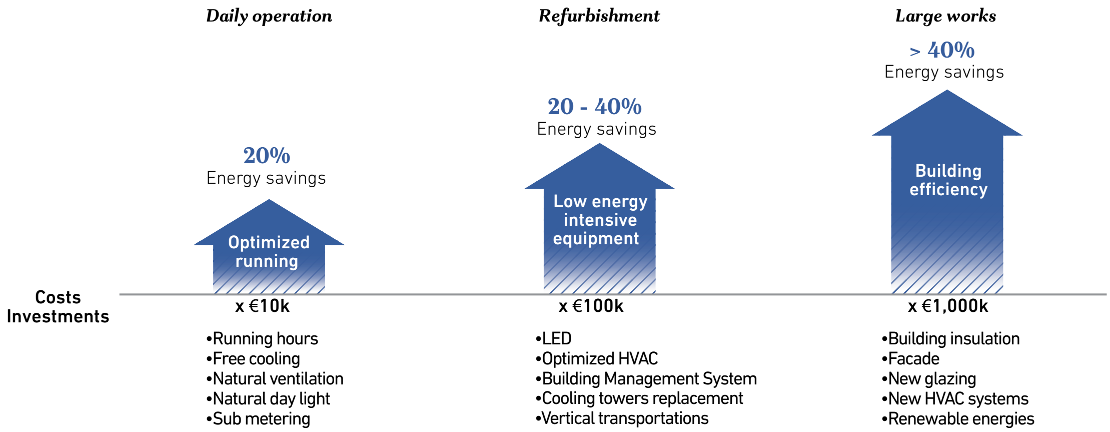
An energy efficiency attitude is well embedded in all existing processes relating to the technical management of each asset by gradually ensuring:

- daily optimisation of technical equipment;
- technical improvements through non-recurring annual maintenance works;
- intrinsic building works synchronised with the Group's value creation policy (5-year business plan).

As of December 31, 2015, five Energy Performance Contracts (EPC) were implemented or contracted across the Group's standing managed portfolio (offices and shopping centres). EPC are contracted with the site maintenance companies to stimulate supplier's engagement and commitment toward site energy target reduction, drive site energy efficiency and energy-related costs (Opex). The Group will systematically study the feasibility for contracting EPC on its owned and managed standing portfolio.

Increased energy efficiency limits Unibail-Rodamco's exposure to rising, increasingly volatile energy prices and protects it against possible supply shocks in the future. This is important in France, in particular, where energy prices are currently below European market rates.

A gradual and pragmatic approach to energy savings



MP1: Energy consumption (kWh) [G4-EN3, EN4, 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 to be used 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.

Portfolio coverage in gross market value: 87%.

	Shopping centres									Offices		Convention & Exhibition	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France	Scope	France
2013 Total	76/76	539,415,875	52,380,785	111,527,089	150,854,378	67,445,252	17,962,590	70,932,010	68,313,772	12/13	36,862,539	9/9	176,291,607
2014 Total	59/59	449,762,431	48,683,624	101,574,811	124,552,526	46,738,278	11,080,614	63,839,237	53,293,342	13/14	38,445,872	9/9	145,115,822
2015 Total	56/56	449,559,990	51,477,626	94,261,768	132,621,909	52,669,883	7,774,299	57,140,050	53,614,455	14/14	39,317,608	9/9	47,831,697
of which direct energy	*56/56*	*49,988,411*	*15,052,059*	*7,898,373*	*12,989,913*	*7,361,764*	*3,435,946*	*0*	*3,250,355*	*14/14*	*1,128,601*	*9/9*	*11,995,836*
of which indirect energy	*56/56*	*399,571,580*	*36,425,567*	*86,363,394*	*119,631,996*	*45,308,119*	*4,338,352*	*57,140,050*	*50,364,100*	*14/14*	*38,189,006*	*9/9*	*130,456,073*
2014 Like-for-like	49/56	366,136,408	21,206,711	89,630,940	107,664,908	46,738,278	7,187,481	40,414,749	53,293,342	11/14	36,942,123	9/9	145,115,822
2015 Like-for-like	49/56	360,253,793	21,985,340	81,421,081	113,395,828	46,867,233	6,333,056	36,636,800	53,614,455	11/14	36,895,521	9/9	153,622,896
Evolution 2015/2014 *(%)*	49/56	-2%	4%	-9%	5%	0%	-12%	-9%	1%	11/14	0%	9/9	6%
Cumulated Evolution 2015/2012 *(%)*		-13%	-11%	-16%	-3%	-31%	-24%	-14%	-6%		-6%		-5%

Tenants' collected electricity consumption (kWh)

	Shopping centres			
2015	Shopping centres: common electricity managed	Tenants: private electricity consumptions *(kWh)*	Number of tenants	Total GLA
Split of electricity consumptions	59,577,053	83,144,724	1,586	460,200

KPI: Financial impact resulting from variations in energy consumption (€) [G4-EN6]

Total cost saved due to the reduction of energy consumptions of the Energy Consumption Indicator, estimated with an average energy cost per supplier.

Definition:

- Difference in energy consumption year-on-year, "like-for-like perimeter".
- Energy consumption difference multiplied by energy cost, per supplier, per asset and consolidated per region.

			Shopping centres						
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain
Energy consumptions evolutions 2015/2014 *(kWh)*	49/56	-5,882,615	778,629	-8,209,859	5,730,920	128,955	-854,425	-3,777,948	321,113
Costs savings 2015/2014 *(€)*	49/56	-1,001,899	65,927	-704,967	336,176	-157,396	-39,087	-443,872	-58,680

MPI: Energy efficiency per building usage (kWh/visit/year for Shopping Centres, kWh/occupant/year for Offices, kWh/m² DOP/ year for Convention & Exhibition centres) [G4-EN5]

Numerator: Energy Consumption MPI.

Denominator: usage indicator per business activity (see Reporting Methodology part Reporting values page 75).

Portfolio coverage in gross market value: 86%.

				Shopping centres *(kWh/visit)*					Offices *(kWh/occupant)*		Convention & Exhibition *(kWh/m²DOP)*	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France	Scope	France
2013 Total	71/76	0.72	1.27	1.29	0.43	1.25	0.41	1.66	0.51	11/13	2,358	9/9	5.09
2014 Total	57/59	0.69	1.11	1.25	0.44	0.81	0.30	1.42	0.50	12/14	2,248	9/9	4.80
2015 Total	55/56	0.69	1.16	1.15	0.50	0.75	0.21	1.33	0.51	14/14	2,028	9/9	5.37
2014 Like-for-like	48/56	0.65	0.91	1.32	0.44	0.81	0.24	1.38	0.50	11/14	2,286	9/9	4.80
2015 Like-for-like	48/56	0.64	0.88	1.18	0.47	0.77	0.22	1.19	0.51	11/14	2,049	9/9	5.37
Evolution 2015/2014 *(%)*	48/56	-2%	-3%	-11%	7%	-5%	-8%	-14%	2%	11/14	-10%	9/9	12%
Cumulated Evolution 2015/2012 *(%)*		-13%	-20%	-11%	-3%	-38%	-26%	-23%	-7%		-21%		4%
PAST CUMULATED EVOLUTION 2012/2006 *(%)*		**-23%**	**17%**	**-29%**	**-29%**	**/**	**-26%**	**-14%**	**-25%**		**-18%**		**/**

MPI: Energy efficiency per m² (kWh/m²/year) [G4-EN5]

Numerator: Energy Consumption MPI.

Denominator: m² (see Reporting Methodology part Reporting values page 75).

Portfolio coverage in gross market value: 87%.

					Shopping centres					Offices	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France
2013 Total	76/76	150	170	246	120	130	129	175	131	12/13	149
2014 Total	59/59	141	157	225	121	90	82	160	143	13/14	138
2015 Total	56/56	146	168	250	133	100	82	131	161	14/14	133
2014 Like-for-like	49/56	136	144	236	115	90	72	148	143	11/14	139
2015 Like-for-like	49/56	140	158	269	122	100	74	114	161	11/14	139
Evolution 2015/2014 *(%)*	49/56	3%	10%	14%	6%	11%	3%	-23%	13%	11/14	0%
Cumulated Evolution 2015/2012 *(%)*		-11%	-7%	3%	-7%	-23%	-18%	-29%	7%		-5%

3.3.4.4. Energy mix

Unibail-Rodamco works at reducing the environmental impact of the energy it consumes, by purchasing low-carbon or 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 producers to invest in "green" power-generation technologies by contributing to the strong and growing market demand for low-carbon and renewable energies.

Since 2009, Unibail-Rodamco has progressively expanded its "green" electricity purchasing policy up to 5 out of 7 regions, which have now shifted to a full or partial green electricity supply. In 2015, "green" electricity supply contracts were maintained as in 2014.

Some assets are equipped with systems to generate low-carbon or renewable energy. For example, solar panels are installed in 9 assets in Spain, Austria, and Netherlands and produce renewable energy for re-sale to the national grid. In Spain, two shopping centres are also equipped with tri-generation systems. For its heating and cooling needs Aéroville in France also uses geothermal energy.

KPI: Carbon weight of energy mix (gCO2e/kWh) [G4-EN15, EN16]

Numerator: CO_2 emissions MPI.

Denominator: Energy Consumption MPI.

	Shopping centres									Offices		Convention & Exhibition	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France	Scope	France
2013 Total	76/76	152	64	348	62	141	108	33	241	12/13	85	9/9	84
2014 Total	59/59	144	47	337	46	144	102	15	254	13/14	72	9/9	64
2015 Total	56/56	146	61	348	45	133	97	22	276	14/14	61	9/9	66
Evolution 2015/2014 *(%)*	49/56	1%	17%	4%	9%	-10%	12%	28%	9%	11/14	-13%	9/9	3%
Cumulated Evolution 2015/2012 *(%)*		-6%	-94%	-3%	-16%	-8%	12%	-6%	19%		-22%		-19%

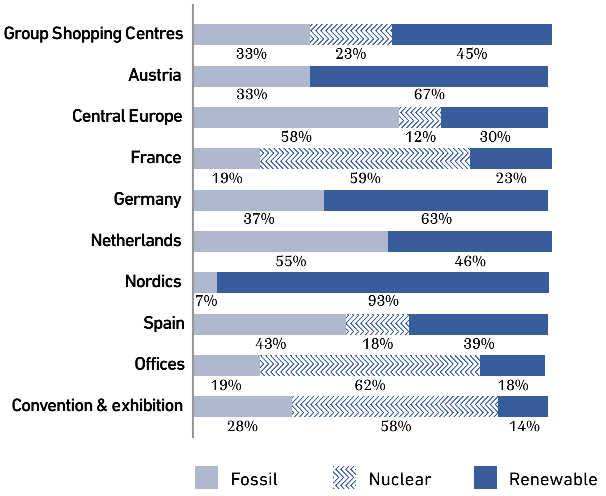
MPI: Direct and indirect final energy consumption by primary energy source (%) [G4-EN3, EN4]

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.

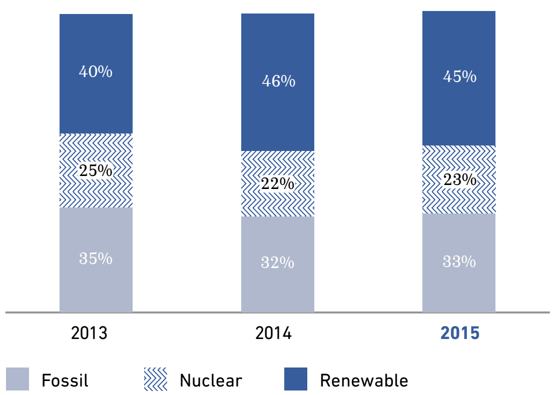
Portfolio coverage in gross market value: 87%.

	Shopping centres								Offices	Convention & Exhibition
2015 *(en %)*	**Total Retail**	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	**France**	**France**
NUCLEAR	**23%**	**0%**	**12%**	**59%**	**0%**	**0%**	**0%**	**18%**	**62%**	**58%**
Direct natural gas	11%	32%	8%	10%	14%	44%	0%	6%	3%	15%
Indirect natural gas	7%	0%	2%	6%	14%	11%	1%	22%	12%	11%
Fuel oil	0%	0%	0%	0%	0%	0%	1%	2%	3%	1%
Coal	13%	0%	44%	2%	9%	0%	1%	13%	2%	1%
Other fossil fuels	1%	1%	3%	0%	0%	0%	4%	0%	0%	0%
SUB-TOTAL: FOSSIL	**33%**	**33%**	**58%**	**19%**	**37%**	**55%**	**7%**	**43%**	**19%**	**28%**
Hydo power	17%	50%	7%	16%	45%	46%	1%	0%	9%	8%
Wind power	10%	3%	7%	3%	0%	0%	59%	0%	3%	3%
Solar power	0%	0%	0%	1%	0%	0%	0%	0%	1%	1%
Geothermal power	1%	0%	0%	0%	0%	0%	5%	0%	0%	0%
Biomass based intermediate energy	9%	13%	15%	3%	10%	0%	12%	11%	1%	0%
Other renewable sources	7%	1%	1%	0%	8%	0%	16%	28%	4%	2%
SUB-TOTAL: RENEWABLE	**45%**	**67%**	**30%**	**23%**	**63%**	**46%**	**93%**	**39%**	**18%**	**14%**
TOTAL FINAL ENERGY *(kWh)*	**449,559,990**	**51,477,626**	**94,261,768**	**132,621,909**	**52,669,883**	**7,774,299**	**57,140,050**	**53,614,455**	**39,317,608**	**153,622,896**
of which direct energy	*49,988,410*	*15,052,059*	*7,898,373*	*12,989,913*	*7,361,764*	*3,435,946*	*0*	*3,250,355*	*1,128,601*	*23,166,823*
of which indirect energy	*399,571,578*	*36,425,567*	*86,363,394*	*119,631,996*	*45,308,119*	*4,338,352*	*57,140,050*	*50,364,100*	*38,189,006*	*130,456,073*

Direct and indirect energy mix by region (all assets)



Direct and indirect energy by primary source at managed Shopping Centres



The primary energy mix varies from country to country and is mainly influenced by the electricity plant industry. The voluntary low carbon energy purchasing policy at Shopping Centres enables a decreasing share in fossil energies from 42% in 2011 to 33% in 2015.

MP1: Renewable energy produced and CO_2 emissions saved [G4-EN3, EN4, EN7]

Energy output from photovoltaic plants installed at nine assets in Spain, Austria, and Netherlands.

Renewable electricity produced on site is sold to the public network and not consumed on site. CO_2 emissions avoided due 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 the equivalent CO_2 emissions are indirectly saved.

	2013	2014	2015
Renewable energy produced on site *(kWh)*	1,292,371	1,062,878	1,121,441
CO_2 emissions saved *(kgCO$_2$e)*	315,197	220,799	284,633

3.3.4.5. Transport

CO_2 emissions from visitors or occupants transport significantly outweigh the CO_2 emissions generated by the 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.

The results of the carbon footprint conducted in 2012 highlighted 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 any given asset. This conclusion confirms the relevance of the Group's strategy set since 2007: unique assets located in major cities with high connection to public transport are more sustainable for the environment and more resilient.

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 accessible by sustainable modes of transport. All of the Group's assets are connected to public transport. Internal survey shows that 56% of customers walked, or used public transport to visit the Group's Shopping Centres in 2015. 65% of the Group's managed assets were linked to a bicycle lane. The Office portfolio is also particularly well-connected to major transport hubs.

Since 2006 and with close cooperation with local authorities, an increasing number of Unibail-Rodamco's assets have benefited from a direct connection to tramways over the years (Carré Sénart, Lyon Part Dieu, Lyon Confluence, Toison d'Or, Vélizy 2, Porte de Versailles, Mall of Scandinavia). Mall of Scandinavia development project, inaugurated mid-November 2015 (Stockholm region), achieved 92% of credits in the "Transport" section within the "BREEAM" interim certification, helping it become the first retail development in Sweden to obtain an overall "Excellent" rating. Mall of Scandinavia will benefit from an exceptional public transport connection (train: Solna station, buses, commuter rail, subway and tram).

The Group is promoting the use of electric vehicles by installing charging points in its Shopping Centres across Europe. In 2015, 52 assets (Shopping Centres, Offices and Convention & Exhibition) across Europe are equipped with free recharging points installed in dedicated 200 parking spaces for electrical vehicles. In 2015, the California based premium electric car company Tesla, opened its second Swedish store in the Unibail-Rodamco's Mall of Scandinavia shopping centre.

MPI: Split of Shopping Centres' visits by means of transport (%) [G4-EN17, EN30]

Visits split by means of transport in percentage. The split of transport modes is based on marketing surveys conducted in 2015. In 2015, the figures were updated for 93% of the total number of assets.

Portfolio coverage in gross market value: 87%.

	Shopping centres							
2015	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain
Public transport	34%	36%	47%	42%	39%	16%	21%	14%
Car	41%	47%	34%	33%	36%	41%	46%	64%
Bicycle	3%	1%	1%	1%	5%	24%	6%	1%
On foot	19%	8%	17%	22%	19%	14%	24%	16%
Others (2 wheels)	3%	9%	1%	3%	1%	5%	3%	4%

KPI: Access to public transport (%) [G4-EN30]

Share of assets with excellent connections to public transport.

Definition:

- Assets located less than 200 metres from public transport.
- Assets with public transport connections, with intervals of at least 15 minutes, during week- days and office hours.

	Shopping centres									Offices		Convention & Exhibition	
2015	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	All assets	Scope	All assets
Percentage of assets located less than 200 metres from a public transport connection	56/56	93%	100%	100%	94%	100%	100%	86%	83%	14/14	79%	9/9	78%
Percentage of assets served at least every 15 minutes during weekday office hours	56/56	84%	100%	83%	82%	100%	100%	57%	83%	14/14	100%	9/9	89%

Unibail-Rodamco collects CO_2 emissions data relating to employees' business travel made by air and 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 is heavily influenced by business activities and can vary significantly from year to year (acquisitions, divestments, meetings with international retailers, etc.).

Since 2013, a shared service of three electric cars is installed in the headquarters' car park. Any employee can book and use one of them for a short business trip around Paris instead of an individual car or taxi.

In 2015, Unibail-Rodamco defined guidelines in in order to promote an environmentally responsible car fleet:

- restrict the Unibail-Rodamco company's car fleet to cars with an emission level of maximum 150 g CO_2/km;
- for each new car request, hybrid car models are systematically evaluated. If an hybrid car has the same level of performance, the employee should choose the hybrid car;
- it is recommended that the limit of CO_2/km for corporate cars should be reviewed annually, following the publication of new bonus-malus grid and the improved performance of the cars on the market.

With approximately 30% of the French car fleet being renewed annually, the Group target have 100% of the French company car fleet with an emission level below 140 g CO_2/km by 2019.

KPI: CO_2 emissions from employees' business travel by train and plane (tonnes CO_2e) [G4-EN30]

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 2015. Data and methodology are provided by referenced travel agencies for each region.

2015	Total	Headquarters & France	Austria	Central Europe	Netherlands	Nordics	Spain
TOTAL EMISSIONS *(tCO_2e)*	**2,290**	**1,373**	**45**	**288**	**113**	**162**	**309**
kg CO_2e/employee	1,531	1,350	813	2,645	1,718	1,602	2,088

Germany's country is excluded from this KPI in 2015 (data unavailable).

3.3.5. Use of resources

Unibail-Rodamco's resources 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 imposed standards are met.

3.3.5.1. Materials

An in-house materials policy ensures that materials are fit for purpose, that opportunities to re-use 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.

In addition 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. Majunga's structure has been conceived following a 30/60 years life cycle analysis (BREEAM credit MAN12 rarely obtained).

In line with the "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 closer 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 services providers.

3.3.5.2. Water

The materiality study pointed out that water is not a strategic environmental matter 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 the 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. In 2015, the analysis was updated according to the Mean Annual Relative Water Stress Index, and showed that 85% of the Group's assets are located in areas with no or a low water scarcity issue.

As a consequence, the Group has not maintained water in its new disclosed long-term targets. However, as part of the resource use monitoring policy, reducing water consumption is still an operational target on sites and continues to be tracked and reported.

Based on environmental best practice, the Group is taking active steps to limit water consumption, reduce waste and maintain water quality. Special efforts are made to install water-efficient equipment, optimize 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 a 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 2015, water efficiency at managed Shopping Centres was improved by 1% on a like-for-like basis compared with 2014. It conducts to a cumulative trend of -21% in litre/visit since 2012.

Since 2013, Unibail-Rodamco has enlarged the scope of reporting on water by integrating Convention & Exhibition business units.

The variability of invoicing frequency and meter readings for billing adjustment by water suppliers, occuring mainly in France, introduces some uncertainty in the data reported.

Reused water

In 2015, the shopping centres Donau Zentrum (Austria), Centrum Cerny Most and Centrum Chodov (Czech Republic), Stadshart Almere (Netherlands), and La Maquinista (Spain), collected 169,101 m^3 of rainwater and ground water on site, re-used for cleaning and green spaces watering.

22 shopping centres across the Group re-use the water from the periodic regulatory sprinkler tests.

3

KPI: Water consumption (m^3) [G4-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 measured.

	Shopping centres									Offices		Convention & Exhibition	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France	Scope	France
2013 Total	69/76	2,589,893	233,660	478,256	854,288	/	34,163	261,688	676,518	11/14	90,969	8/9	394,399
2014 Total	59/59	2,806,033	234,205	441,718	1,004,479	189,456	29,957	254,089	597,739	12/14	107,512	8/9	341,424
2015 Total	56/56	2,783,073	241,738	464,972	974,166	208,641	17,614	290,651	585,292	14/14	140,195	9/9	546,067
of which tenants' consumptions 2015 (%)		*52*	*52*	*49*	*66*	*58*	*59*	*/*	*53*		*/*		*/*
2014 Like-for-like(1)	48/56	2,152,141	123,719	365,720	617,083	189,456	26,834	231,590	597,739	11/14	101,615	8/9	293,911
2015 Like-for-like(1)	48/56	2,190,823	134,548	383,722	664,233	187,944	14,469	220,616	585,292	11/14	127,954	8/9	370,347
Evolution 2015/2014 *(%)*	48/56	2%	9%	5%	8%	-1%	-46%	-5%	-2%	11/14	26%	8/9	26%
Cumulated Evolution 2015/2012 *(%)*		-20%	4%	-9%	-27%	-1%	-46%	-22%	-19%		14%		-16%

(1) Les Quatre Temps and CNIT are excluded from the Like-for-like perimeter 2014-2015 because of pending invoicing issue.

KPI: Financial impact resulting from variations in water consumption (K€) [G4-EN8]

Total cost saved thanks to the reduction of water consumptions of the Water Consumption indicator, estimated with an average water cost per supplier.

Definition:

- Difference in water consumption year-on-year, "like-for-like perimeter".
- Water consumption difference multiplied by water cost, per supplier, per asset and consolidated per region.

	Shopping centres								
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain
Water consumptions evolutions 2015/2014 *(m^3)*	48/56	38,683	10,829	18,002	47,150	-1,512	-12,365	-10,974	-12,446
Costs savings 2015/2014 *(K€)*	48/56	55.1	-88.2	23.7	212.5	-28.4	-30.6	-3.5	-30.5

KPI: Water intensity of use (litre/visit/year for Shopping Centres, litre/occupant/year for Offices, litre/m² DOP/year for Convention & Exhibition centres) [G4-EN8]

Numerator: Water Consumption KPI.

Denominator: usage indicator per business activity (see Reporting Methodology part Reporting values page 75).

	Shopping centres (litre/visit)									Offices (litre/occupant)		Convention & Exhibition (litre/m²DOP)	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France	Scope	France
2013 Total	64/76	3.94	7.08	5.52	2.45	/	0.79	7.34	6.02	11/14	5,848	8/9	11.40
2014 Total	57/59	4.44	6.74	5.46	3.71	3.28	0.80	6.88	5.59	12/14	6,320	8/9	11.30
2015 Total	55/56	4.27	4.78	5.66	3.71	2.99	0.48	6.76	5.52	14/14	7,216	9/9	19.10
2014 Like-for-like[1]	47/56	4.27	6.84	5.37	3.16	3.28	0.90	7.92	5.59	11/14	6,324	8/9	10.04
2015 Like-for-like[1]	47/56	4.23	5.18	5.55	3.40	3.09	0.50	7.18	5.52	11/14	7,140	8/9	13.33
Evolution 2015/2014 *(%)*	47/56	-1%	-24%	3%	8%	-6%	-44%	-9%	-1%	11/14	13%	8/9	33%
Cumulated Evolution 2015/2012 *(%)*		-21%	-28%	-3%	-24%	/	-48%	-28%	-24%		-5%		-8%
PAST CUMULATED EVOLUTION 2012/2006 *(%)*		**-16%**	**9%**	**-22%**	**-29%**	**/**	**-35%**	**-1%**	**-14%**		**-14%**		**/**

KPI: Water consumption per m² (litre/m²/year) [G4-EN8]

Numerator: Water Consumption KPI.

Denominator: m² (see Reporting Methodology part Reporting values page 75).

	Shopping centres									Offices	
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	Scope	France
2013 Total	69/76	825	944	1,072	627	/	516	771	1,090	11/14	369
2014 Total	59/59	855	790	997	944	320	397	757	1,052	12/14	386
2015 Total	56/56	838	855	1,069	903	391	482	667	1,127	14/14	474
2014 Like-for-like[1]	48/56	815	842	983	761	320	771	826	1,223	11/14	383
2015 Like-for-like[1]	48/56	824	965	1,064	812	392	617	690	1,127	11/14	482
Evolution 2015/2014 *(%)*	48/56	1%	15%	8%	7%	23%	-20%	-17%	-8%	11/14	26%
Cumulated Evolution 2015/2012 *(%)*		-25%	-8%	-8%	-31%	/	-33%	-33%	-26%		14%

(1) Les Quatre Temps and CNIT are excluded from the Like-for-like perimeter 2014-2015 because of pending invoicing issue.

3.3.5.3. Waste

Unibail-Rodamco's waste management approach is designed to maximise recycling and minimise disposal to landfill.

All operating assets regularly inform tenants about on-site waste management local policy and process. Both supplier purchasing contracts and tenant green leases establish the minimum requirements to be met for waste sorting and recycling. 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. In this case 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 Office buildings. This means that the Group has a limited impact on the total volume of waste generated on site. Moreover, the Group is committed to waste management efficiency measured through long-term targets set for recycling and disposal route:

- reduce the share of waste sent to landfill by 50% in 2016 compared to 2009;
- obtain a waste recycling rate of at least 50% by 2016.

In 2015, 32% of waste was recycled and 50% valued either by compost, methanation, or incineration with energy recovery. In total, it is 82% of the wastes generated in the Group's managed Shopping Centres that are recycled or valued, compared to only 61% in 2012. These two achievements are in line with the targets above.

8 shopping centres are equipped with an advanced waste management system which consists in weighing the waste of each tenants separately in order to invoice them on their real tonnes generated. A better segregation enables tenants to reduce the tonnes of residual wastes for which the final disposal is more expensive, it offers them the opportunity to minimize their charges. This system contributes efficiently to improve the recycling rate.

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/re-use/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 in order 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. Signing 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 business units are excluded from the scope of waste indicators. At Convention & Exhibition venues, waste is managed by exhibition 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 waste disposal truck routes. Therefore, consistent and separate data tracking for the Group is not yet available.

KPI: Total waste (tonnes) and shares of recycled and valued waste (%) [G4-EN23]

Total waste collected on site. Valued waste include compost, incineration and landfill with energy recovery.

		Shopping centres							
	Scope	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain
2013 Total	65/70	61,210	4,578	7,065	26,823	/	844	6,200	15,697
of which recycled waste 2013 (%)		*32*	*46*	*33*	*27*	/	*38*	*38*	*35*
of which valued waste 2013 (%)		*37*	*54*	*29*	*51*	/	*36*	*59*	*4*
2014 Total	54/59	51,692	5,264	4,842	21,389	3,425	919	5,968	9,884
of which recycled waste 2014 (%)	*54/59*	*31*	*42*	*29*	*27*	*49*	*32*	*35*	*27*
of which valued waste 2014 (%)	*54/59*	*49*	*58*	*19*	*63*	*46*	*30*	*65*	*23*
2015 Total	56/56	58,388	5,561	5,144	23,256	4,261	829	6,895	12,441
of which recycled waste 2015 (%)	*52/56*	*32*	*40*	*20*	*26*	*53*	*35*	*37*	*33*
of which valued waste 2015 (%)	*52/56*	*50*	*60*	*28*	*62*	*42*	*23*	*63*	*26*

3

KPI: Split of total waste by disposal route (%) [G4-EN23]

Hazardous and non-hazardous waste by disposal method.

Hazardous wastes are disposed of by the waste management suppliers with adequate treatment.

		Shopping centres						
2015	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain
TOTAL WASTE *(in tonnes)*	**58,388**	**5,561**	**5,144**	**23,256**	**4,261**	**829**	**6,895**	**12,441**
Recycling/Reuse/Compost	36	40	41	27	55	35	39	41
Incineration with Energy recovery	37	35	23	45	37	23	61	15
Incineration without Energy recovery	0.9	0	0	2.2	0	0	0	0
Landfill with Energy recovery	10	26	5	16	3	0	0	3
Landfill without Energy recovery	10	0	24	0	0,3	0	0.2	36
Managed by local authority*	2	0	0	0	0	42	0	5
Other	5	0	8	10	4	0	0	0

Scope: 52 out of 56 Shopping Centres.

* *Information on how local authorities manage the waste they collect in not available.*

KPI: Split of total waste by type (tonnes) [G4-EN23]

		Shopping centres						
2015	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain
TOTAL WASTE *(in tonnes)*	**58,388**	**5,561**	**5,144**	**23,256**	**4,261**	**829**	**6,895**	**12,441**
Cardboard	15,032	1,494	1,534	5,436	1,503	184	1,736	3,144
Pallet & Wood	1,013	109	6	205	53	1	298	340
Plastic	977	186	123	191	18	0	40	420
Glass	755	137	20	89	40	88	165	216
Ordinary Industrial Waste/Mixed waste	33,808	1,919	2,190	15,374	1,901	278	4,325	7,821
Organic Bio Waste	3,578	1,419	120	1,241	229	10	195	364
Cooking oil	146	17	36	1	89	0	0	3
Green waste	20	0	0	0	14	0	6	0
Metals	149	51	4	59	7	0	3	26
Batteries	4	0	0	2	0	0	1	1
Electrical and electronic equipment	28	0	1	2	2	0	21	1
Bulky waste	660	11	0	437	81	0	102	29
Others	2,217	219	1,109	218	325	268	3	76

Scope: 56 out of 56 Shopping Centres.

3.3.5.4. 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 project, 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 checked 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.

Under the supervision of the International landscape artist Jean Mus, more than 1,000 trees were planted at Polygone Riviera the first lifestyle open-air mall of France, located in the French Riviera (Cagnes-sur-Mer), inaugurated in October 2015. Mall of Scandinavia shopping centre (Stockholm) inaugurated in November 2015, achieved 70% of credits in the "Land Use and Ecology" section within the "BREEAM" interim certification, helping it become the first retail development in Sweden to obtain in 2014 an overall "Excellent" rating (design stage).

Existing assets benefit from an equally pragmatic approach as far as biodiversity and ecology are concerned, 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 issues are also addressed and fostered to achieve high standards in their domains. Design 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.

3.3.6. Health & safety and environmental risks and pollution

With a managed standing portfolio of over 4 million consolidated m^2 GLA, welcoming hundreds of millions of visitors each year, and a development pipeline of over 1.5 million m^2 of additional 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 to prevent 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 have been 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.

As an example, according to the Group's Health & Safety policy, the Group aims to replace evaporative cooling towers by "dry systems" allowing the eradication of the legionella risk on concerned sites. As of December 31, 2015, 20 managed shopping centres are equipped with evaporative cooling towers under the Group's responsibility.

In 2015, Unibail-Rodamco continued to perform Health & Safety audits conducted by an independent third-party for all managed assets in each country where the Group operates. An auditor visits each asset undergoing an annual assessment of health and safety risks so as to ensure compliance with applicable regulations 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 water and air pollution, legionella, electromagnetic radiation, IPPC[1] 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 auditor and internal audit department.

This in-house Health & Safety management system enables the Group to monitor and assess the risk performance on a day to day basis, and maintains a high level of Health & Safety culture embedded within operating and shopping centres management teams. In 2015, 78% of audited sites (Shopping Centres, Offices, Convention & Exhibition) improved or maintained their annual score compared with 2014 and 53% reach a "A" level (best rating). In 2015, the entire owned managed German retail portfolio performed an annual Health & Safety audit for the first time, as Aéroville, Majunga office (France) and Shopping City Süd (Austria). Only three sites out of 78 obtained a "C" rating.

(1) European Directive for Integrated Pollution Prevention and Control.

No D rating has been delivered for two years.

Health & Safety audits are rated from A to D, meaning:

A: Good overall management and monitoring of the H&S risks;

B: H&S approach is generally monitored, indicators of risk monitoring are satisfactory over the past year, however improvements are still needed to sustain the process;

C: Good management with the exception of some issues;

D: H&S management is insufficient and corrective actions are required before a new audit.

For new developments, the Group complies with all applicable 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 & Safety plan and rules are applied by contractors during the construction phase.

There is no provision for environmental risk in the Group's accounting in 2015.

KPI: Annual risk management assessment [G4-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
2015	Total Retail	Austria	Central Europe	France	Germany	Netherlands	Nordics	Spain	France	France
Total number of managed assets	56	2	6	18	7	4	7	12	14	9
Number of assets audited[1]	56	2	6	18	7	4	7	12	13	9
ASSESSMENT COVERAGE *(%)*	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**93%**	**100%**
% of audited sites in improvement or stable regarding 2014	80%	50%	100%	89%	N/A	50%	100%	100%	57%	89%
% of audited sites obtaining a "A" or "B" annual score	95%	100%	100%	94%	100%	50%	100%	100%	100%	100%

(1) 2-8 Ancelle (France) was not audited due to disposal agrement in 2015.

KPI: Soil pollution and site remediation [G4-EN27]

Annual (for current year) monetary expenses for soil detoxification/site remediation and equivalent areas (volumes that have been detoxified).

Monetary expenses in depollution *(€)*	444,542
Volumes concerned *(m^3)*	4,337

KPI: Fines for environmental breaches [G4-EN29]

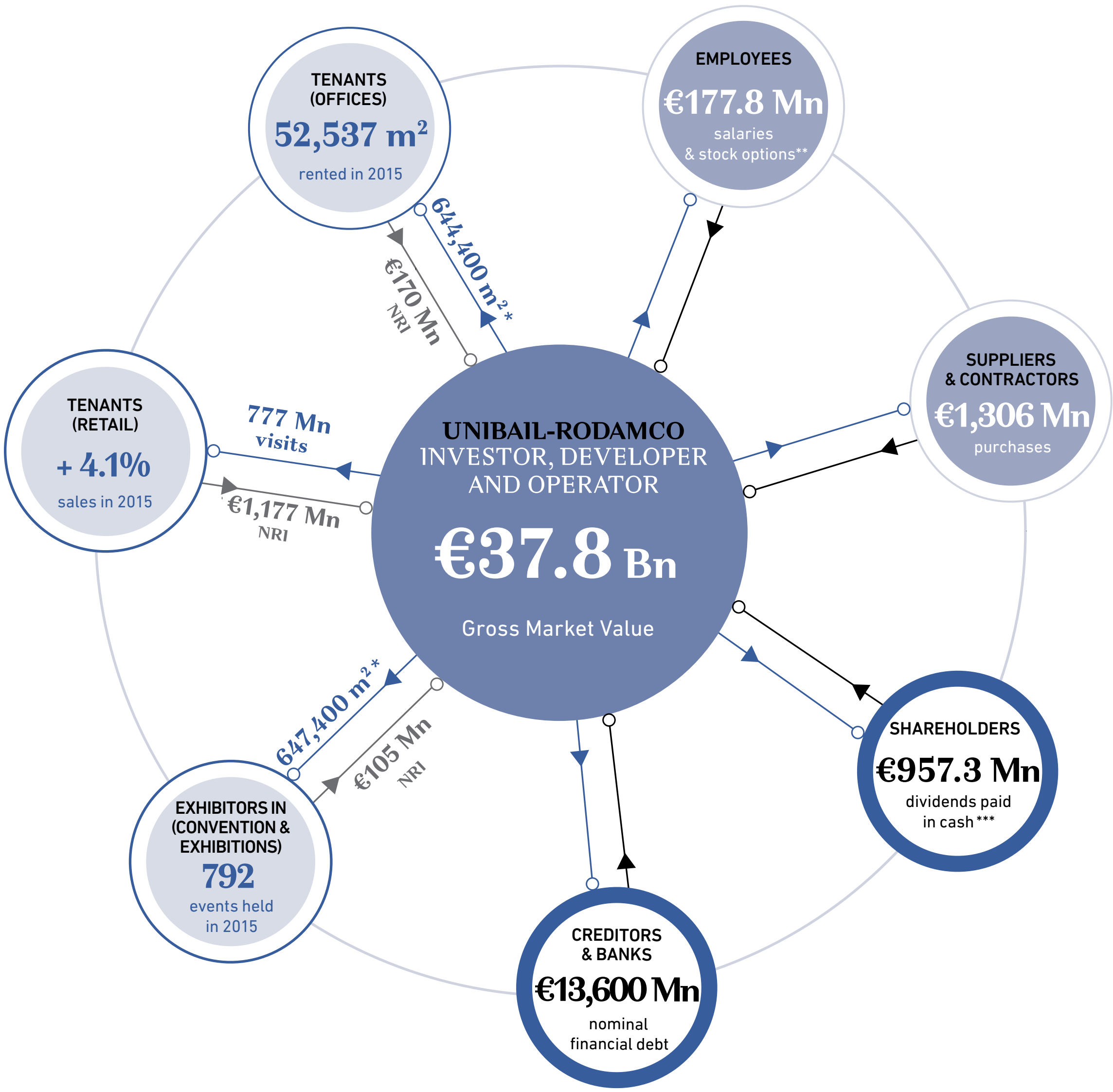
Annual monetary value of significant fines and total number of non-monetary sanctions on non-compliance with environmental laws and regulations.

	2013	2014	2015
Monetary value of significant fines *(€)*	590	1,341	3,720
Total number of non-monetary sanctions	1	0	6

3.4. 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.

Driving value for stakeholders



Figures based on 2015 fiscal year.
* *Total space according to consolidation.*
** *Refer to personnel costs (page 207).*
*** *Subject to the approval of the Annual General Meeting.*

3.4.1. Communities contribution

With a €7.4 Bn prime quality development pipeline, and a total portfolio valued at €37.8 Bn as of December 31, 2015, Unibail-Rodamco as a leader in the Real Estate market plays an important social and economic role for local communities. The Group's activities generate economic growth through employees' salaries, payments to suppliers and infrastructure investments, and 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, provision of public facilities;
- **Social integrator:** services offered to visitors, charities, partnerships with local communities, places for a unique experience (events, entertainment, shopping…).

In order to ensure that neighboring communities benefit from its investments, developments and operations and that their expectations are met, 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- from pony clubs to movie theatres-, all assets regularly organise free events, such as fashion shows, concerts and programs for children. Shopping centre managers are committed to developing as many local cultural, charitable and environmental initiatives as possible with local or international associations.

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. In 2015, shopping centres staff working with the public (retail employees, security staff, cleaning contractors, etc.) received a special training program for welcoming customers with mental disabilities, in order to accommodate their needs. These shopping centres 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.

3.4.1.1. Economic impact

In 2013, the Group decided to engage the Beyond Financials firm to perform a review of the economic contribution of its French owned and managed Shopping Centres to the French economy, both directly through shopping centre operations, as well as indirectly through tenants' business activities. The aim of the study was to design a comprehensive methodology to assess the economic impact generated locally (in the surroundings and the department) and at national level. The study estimated the total amount of pay covered by shopping centre activities, the number of jobs created within the locality and the taxes paid through the activities of the shopping centres.

In 2014, the Group decided to i) update the 2013 French economic footprint, by taking into account the 2014 disposal effect (12 shopping centres), ii) and extend the economic footprint assessment to Spanish and Swedish regions. The study is based on the 2013 fiscal year for France and 2014 fiscal year for Spain and Sweden. It only focuses on the shopping centres running operations (previous construction phases have been excluded from the study).

The study takes into account the following financial flows: Unibail-Rodamco employees' salaries, the salaries of the tenants' employees, the salaries of suppliers' staff working onsite, the shopping centre suppliers' salaries, the tax revenue generated locally by the shopping centres and potential local spending of shopping centres' employees.

All impacts are in gross rather than net terms, meaning that the results are expressed in terms of created or maintained jobs excluding "non-additional" effects, meaning that some jobs would have existed even in the absence of a shopping centre in the locality.

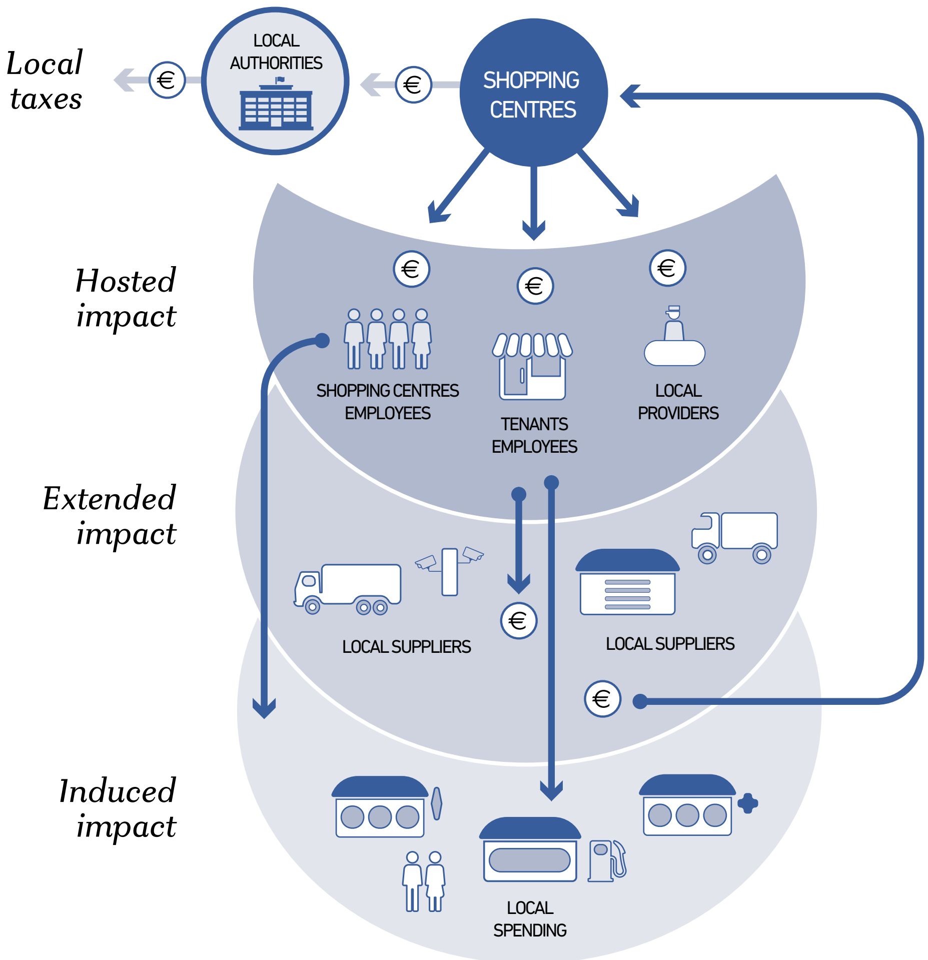
In 2015, the previous studies were extended to the 21 shopping centres not measured the year before with the aim to evaluate the total number of jobs hosted throughout the entire managed shopping centers portfolio. This mission focuses on the hosted jobs including Unibail-Rodamco's employees, tenants' employees, and on site working suppliers, evaluated in full-time employees.

Definition

Unibail-Rodamco's local economic footprint has been structured as the following:

- **Hosted impact:** the hosted impact analysis measures the economic flows to employees (salaries) working at the shopping centre (the management staff at the Unibail-Rodamco Shopping Centres, tenants and onsite suppliers' staff);
- **Extended impact:** the extended impact analysis measures the economic flows generated by the shopping centre (Unibail-Rodamco and tenants) through purchases from their different suppliers (contracts converted into salaries; suppliers rank 1 only, not the entire supply chain, including goods and services), and the tenants' suppliers (jobs converted into salaries; generic services: security, cleaning and maintenance (not the products for sale through the outlets) and Unibail-Rodamco's purchases as part of the shopping centre's daily operations;
- **Induced impact:** the induced impact analysis estimates the potential local spending of the overall employees working within the shopping centre (Unibail-Rodamco shopping centre's management staff, tenants' staff and suppliers' staff);
- **Taxes:** landlords' and tenants local taxes paid to local authorities:
  - for the landlord: Land tax, Waste tax, Added-Value tax (Corporate tax), Office tax,
  - for the tenant: Commercial tax, Added-Value tax (Corporate tax).

3.4.1.2. The Group's local economic footprint



Methodology

1) Overall economic impact at national level has been assessed using a **bottom-up approach**: the results of empirical shopping centre economic study[1] for each region (local method) have been used to estimate the National economic impact of Unibail-Rodamco's Shopping Centres activities based on available data (accounting, surfaces, tenants, taxes).

2) **Extension to the total managed shopping centres portfolio:** the 2015's extrapolation applies 2014's ratios to evaluate hosted jobs of the 21 not yet measured shopping centres.

Scope

2014:

- France: 22 managed shopping centres (including So Ouest and Aéroville);
- Spain: 14 managed shopping centres;
- Sweden: 7 managed shopping centres.

The economic footprint performed in 2014 covers 67% in value (in terms of gross market value as of December 31, 2014: standing asset – retail).

2015:

- France: 18 managed shopping centres;
- Spain: 12 managed shopping centres;
- Sweden: 6 managed shopping centres.
- Austria, Czech Republic, Germany, Poland, Slovakia, Netherlands, Denmark: 21 managed shopping centres

The economic footprint performed in 2015 covers 71% in value (in terms of gross market value as of December 31, 2015: standing asset – retail).

Results

Results are based on analysis performed by Beyond Financial. Beyond Financial estimated employment, salaries and occupiers' tax contribution figures using modelling techniques, Data provided by Unibail-Rodamco and assessment methods and simulation are based upon the National statistical database. Unibail-Rodamco's total tax contribution was based on data provided by the Group.

2014:

	France	Spain	Sweden
Number of assets	22	14	7
Total hosted jobs supported (FTE)*	24,074	10,972	3,849
Total extended jobs supported (FTE)	1,257	775	326
Induced impact (FTE)	1,313	1,149	400
Total local taxes paid *(€Mn)* (landlord and tenants)	38.6	6.7	6.6

* *Full Time Employees.*

2015:

	Total Group hosted jobs (FTE)	Spain[1]	Sweden[1]	France[1]	Others (Austria, Czech Republic, Germany, Poland, Slovakia, Netherlands, Denmark)[2]
Unibail-Rodamco employees (FTE)	305	41	17	88	159
Tenants employees (FTE)	57,387	9,899	3,305	21,106	23,078
Suppliers employees	2,155	201	54	1,185	716
Total Hosted Jobs (FTE)	59,848	10,141	3,376	22,379	23,952

1) *2014 Study.*
2) *Extrapolation conducted in 2015 to the entire Group portfolio.*

Conclusion

The analysis of Unibail-Rodamco's economic footprint confirms the significant economic contribution the Group and its stakeholders (tenants and suppliers) make to the economy in each region both at local and national levels.

The survey has also allowed the Group to establish a transparent method to assess in detail the economic impact of its Shopping Centres' operations, which helps the Group to address the material issues identified for the Company:

- **Supply chain:** enhanced capability to assess more precisely the economic and social value of the Group's supply chain;
- **Operation license and local authorities:** evaluate the current and future economic impact of our development projects.

(1) *Economic impact of shopping centre Carré Sénart in 2013, So Ouest, Aéroville, Confluence, Taby and Maquinista in 2014.*

3.4.2. The Customer Experience

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 area results from the hard work of the Group's different teams and the diversity of their skills as well as their ability to work together with a common goal, continuously striving for a better, more differentiating customer experience. The variety of skills can be seen in development for outstanding architecture and design, leasing for differentiating the tenant mix, the enabled care for comfort and safety, marketing actions for attracting the most striking events innovation in customer research, or Property Management for the welcome and service quality.

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 within 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, shoe-shiner, free wifi, free newspapers, etc. This label is based on a 684-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 2015, eight additional shopping centres were awarded with the "4 Star label". Thus, the Group met its target of auditing successfully 40 managed shopping centres by the end of 2015. In 2015, Euralille, Polygone Riviera, Vélizy 2 (France), Shopping City Sud (Austria), Minto, Rurh Park (Germany), Aupark (Slovakia) and Mall of Scandinavia (Sweden) were added to the list, following a comprehensive quality audit performed by SGS. Shopping City Sud and Aupark are the first shopping centres in Austria and Slovakia to be granted the demanding label. The new target set is to audit successfully at least 48 managed shopping centres according to the "4 Star label" by end of 2016.

To satisfy its customers,facilitate their shopping experience from their arrival until their departure and retain them longer on site, the Group introduces new offers and destinations inside its malls, such as the Dining Experience(TM) concept (dining plaza with large and varied food offer), and invests 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). Further, by organising differentiating events across its Shopping Centres through exclusive partnerships, such as the Elite international modelling competition, the Group is able to enhance the attractiveness of these assets for visitors.

In addition, 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 and aims at enhancing in-store shopping. The Group keeps consolidating its large and growing digital audience. As of December 2015, on a like-for-like perimeter (excluding 2014 divestments and German assets), smartphone application downloads increased by +19% (to 3.5 Mn), website visits grew by +11% (to 32.5 Mn visits) and on Facebook, the Group's shopping centres now have 5.2 Mn fans (+12,5% compared to the same period in 2014).

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 64 assets in 2015 with 27,612 interviews. The average score across the Group was 7.9/10, and 96.2% of customers surveyed were reported as very or rather satisfied. Internal quality audits were used to assess 223 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 reach and maintain the customer satisfaction survey score above 8/10 for the managed retail portfolio.

KPI: Customer satisfaction

	2013	2014	2015
Average score in internal quality audit	89/100	93/100	92/100

Many of the Group's shopping centres organise events and communication campaigns to promote environmentally-responsible behavior among their customers and highlight the asset's environmental performance and targets.

During the first two weeks of December 2015, in the context of the COP21 Climate Conference held in Paris, a digital billboard campaign was deployed throughout the whole French managed Retail portfolio, in order to promote to visitors the significant carbon savings already achieved by each shopping centre since 2008, and this, thanks to the environmental action plan in place and to the long-term Group commitment to the climate change challenge.

3.4.3. Partnerships with the tenants

Strong, mutually beneficial relationships with tenants are crucial 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. With a strong focus on differentiating and exclusive retail concepts, generating traffic and customer preference, 196 leases were signed with international premium retailers in 2015. Annual "retailer open house" events are held in different regions 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.

This sharp differentiation strategy makes tenant sales in the Group's Shopping Centres continuously outperform the national sales index in the countries where it operates.

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 2015, 5,601 tenants responded to the Group's satisfaction survey corresponding to a global response rate of 66% (+2% increase compared with 2014).

Tenants are the Group's most important partners 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 regulations, 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. 1,664 of these "green" leases, which regardless of the size of surface leased, were signed in 2015 for both existing or development portfolio and for both the Retail and Office portfolio. End of 2015, 72% 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 end of 2016.

This performance now includes the German owned assets portfolio; in 2015 environmental requirements for occupants were added to the former environmental appendix attached to all signed leases since mid-2012 in Germany, so far mainly dealing with fit-out specifications.

MPI: Green leases

	2013	2014	2015
Number of "green" leases signed	1,686	1,982	1,664
Share of "green" leases signed among office/retail leases (including renewals)	93%	92%	92%
Share of "green" leases within Group's total active leases (cumulated)	52%	62%	72%

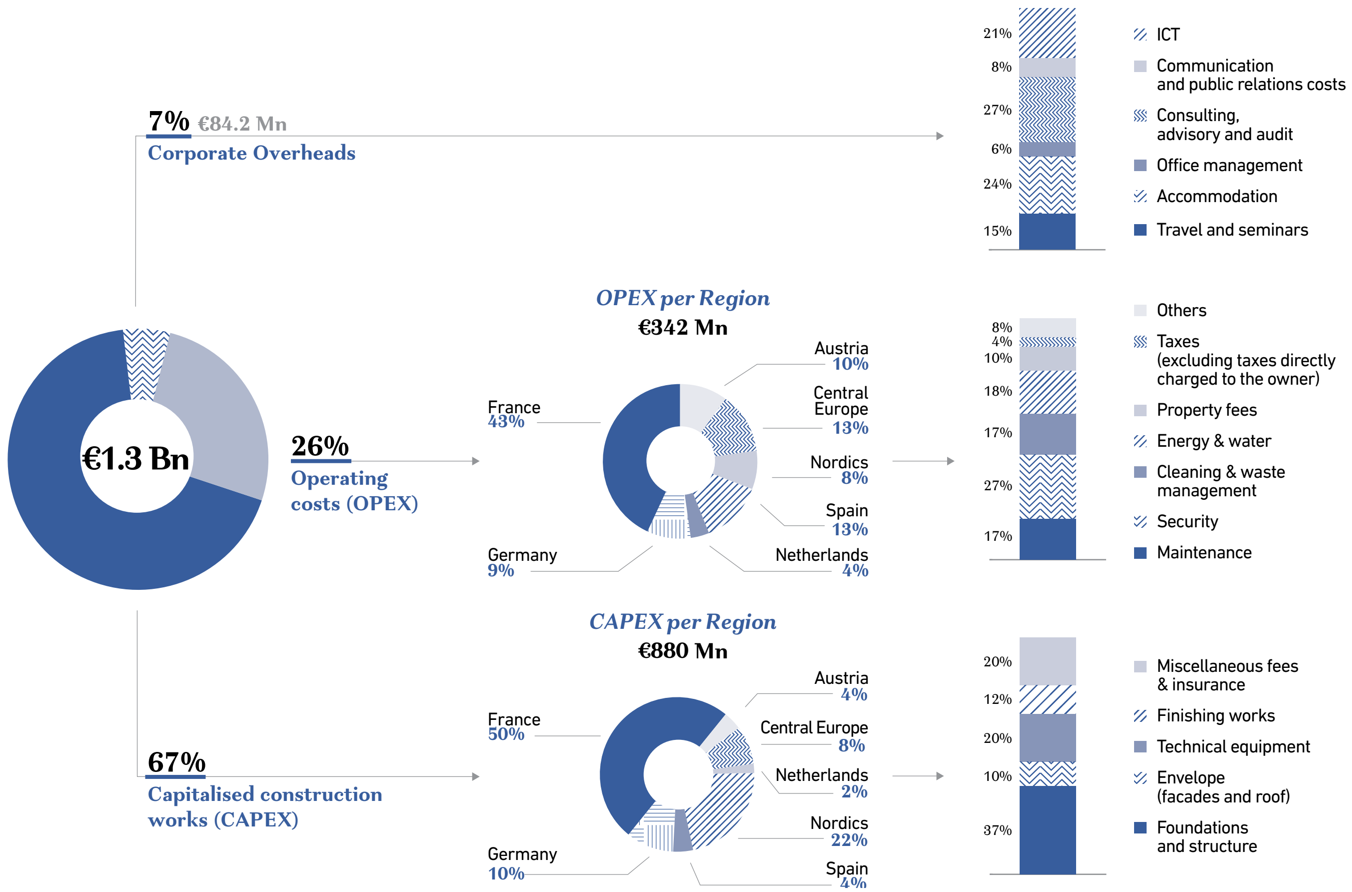
3.4.4. Suppliers and contractors: Supply Chain Management

With a purchasing volume of €1.3 Bn for the entire Group in 2015, Unibail-Rodamco plays a substantial buyer role at the European market level. According to the size of its portfolio, 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 being local players or subsidiaries that support the local economy where the Group operates.

Purchases Mapping

Purchases at Unibail-Rodamco can be split into three categories:

- **Corporate overheads costs,** including office management, business travels and seminars, accommodation, consulting advisory and audit fees, corporate communication and public relations costs, ICT – for the entire Group's staff and regional headquarters;
- **Operating costs,** 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);
- **Capitalised construction works** invested in properties for three main purposes: new development or enhancement works, maintenance works, or re-letting works (CAPEX paid by the property owner); these include mainly purchases to constructors, fees for architects, designers and engineering firms, and insurance premiums.



Overheads being a small part in the overall expenses, purchases are mainly made of OPEX and CAPEX for the operation and development of properties. Therefore, 94% of the purchases are services on assets provided by local work-force. These expenses are localy labour-intensive and to that extent are purchases that cannot be relocated.

Capitalised construction works are non-recurring expenses depending on the development activity. In 2015, the Nordics and France regions represented 72% of total investments with their main projects: Mall of Scandinavia and Polygone Riviera. The Group also measures the breakdown of its construction costs (CAPEX) using the five following components: foundations and structure, envelope (façades and roof), technical equipment, finishing works for decoration, and fees related to the project. This confirms that the largest share of purchases relates to labour-intensive works.

In total, purchases are a split between a very large number of suppliers that ensure the Group is not exposed to the risk resulting from dependence on a few main strategic suppliers only. Wherever possible, the purchasing policy favors local purchases in the catchment area of the Group's assets in order to contribute to employment and the economy in the region concerned.

Purchasing Policy

The purchasing strategy of the Group is meant to comply with the following rules: fairness, a focus on quality, long-term partnerships, reduced risk and the respect for both applicable regulations and the trust given to Unibail-Rodamco through the property management contract which strives to be transparent and cost efficient.

In 2014, the Group voluntarily signed the "Responsible Procurement Charter" in France, which is an initiative led by the French authorities. This charter, structured around 10 commitments, aims to promote best practices for more responsible purchases, and more balanced and cooperative relationship between large companies towards their providers.

Unibail-Rodamco choses its contractors with great care and ensures they comply with the Group's purchasing policy. This is why the Group has started implementing since 2010 a Group wide Purchasing Procedure in order to guarantee an optimised price for the best level of service, to encourage equal treatment among providers/suppliers (transparency), to protect owners' interests, and to respect the approved budget per property. Tender process and the use of standard contracts are the rules for fairness. 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 meet the Group's Compliance Book, the applicable local country laws and regulations, especially labour's, and standard contracts, in particular in terms of sustainability clauses. The Group-wide purchasing policy and processes in place enable a better identification of supply chain risks. Each purchasing step 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 procedures relating to invitations to tender processes. In the case of a complaint against the Group, the supplier can contact the Group's Compliant Officer to expose and solve the issue. Unibail-Rodamco's Corporate Internal Audit carries out regular audits across the Group to validate the thorough application of the Group's purchasing policy and Compliance Book.

In 2016-2017, a purchasing web-solution is due to be implemented. Using such a collaborative on-line platform for procurement which fully integrates suppliers, should enable to strengthen and secure the Group's purchasing processes, to enlarge partnership built with selected providers, to ensure the required transparency for all procurement initiatives and decisions, to provide operational teams with a tool-kit supporting supplier selection, the sharing of best practices risk mitigation, and to save time for the whole supply chain administrative management. Gathering all purchased services information, this platform aims to reinforce and to share internally the knowledge about suppliers' onsite organization and to feed purchasing reporting at Group level.

Integrating Sustainability in the Supply Chain

Sustainability is fully integrated at each step of the procurement process and for all procurement staff (project managers for construction works, and on-site technical managers), which have been trained to meet 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. 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 communicates with key suppliers about its environmental and social targets and asks 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 Organization (ILO) conventions and local labor laws and regulations.

Initiatives are also in place concerning incentives for energy savings or 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 2015, an annual suppliers' assessment was performed for 293 contracts on key services (multi-technical, safety security, mechanical transport, cleaning, and waste management) in 73 Shopping Centres, Offices and Convention & Exhibition venues for a total contractual purchased amount of €118 Mn. This enabled the Group to verify their compliance with environmental clauses, management practices and service quality;
- among 28 suppliers that worked on the Group's french portfolio in 2015 for the key services (multi-technical, safety security, mechanical transport, cleaning, and waste management), 22 have signed the environmental addendum in the Group's General Purchasing Conditions;
- in 2015, as part of the Group's "4 Star" criteria, Unibail-Rodamco kept delivering trainings in "customer-service" skills to supplier staff involved in the roles of security and cleaning across all Shopping Centre's labelled "4 Star". In France, maintenance suppliers are trained to the Group's Environmental and Health & Safety processes, free of charge.

KPI: Suppliers assessment [G4-HR1, S09]

Evaluate the compliance of maintenance, security, vertical transportation, cleaning and waste management services contracts with environmental clauses, management and service quality.

	2013	2014	2015
Total number of contracts running on managed perimeter*	394	347	311
Number of contracts evaluations performed	389	315	293
ASSESSMENT COVERAGE OF CONTRACTS	**99%**	**91%**	**94%**
Amount in euro of service charges evaluated	135,605,175	128,067,611	117,939,265

* *Multi-technical, safety security, mechanical transport, cleaning, and waste management contracts on 73 managed sites (Shopping Centres, Offices, Convention & Exhibition).*

3.4.5. Investors and shareholder transparency

3.4.5.1. Investor Relations

Unibail-Rodamco is listed on a number of prestigious SRI indexes (see pages 69-70 for details). The Group shares its sustainability strategy and achievements with investors in dedicated sessions. In 2015, the Group's executives and the team in charge of investors relations met 45% of its shareholders in 383 meetings, events and site visits. 24 investors were met specifically on the subject of sustainable development, representing 20.8% of total shareholders. These meetings also enable Unibail-Rodamco to learn more about the vision of sustainability in the Real Estate sector for investors and to improve its yearly notations ratings in the different SRI indexes. Sustainability information is regularly disclosed to the Group's investors, through the annual results as well as regular publications and letters.

Unibail-Rodamco is a UN Global Compact signatory.

3.4.5.2. Green Bonds Framework and Reporting

Endowed with a clear sustainability policy and recognised ESG performance within Real Estate sector for many years, the Group has decided to develop the framework of a "Unibail-Rodamco Green Bond" to finance brownfield and/or existing assets which meet strong and selective criteria in social, environmental and sustainable areas both during the construction and the operating phases of these eligible assets. As part of its innovating and diversified funding sources, Unibail-Rodamco issued the 1st Green Bond for a Real Estate company on the Euro market in February 2014 and the 1st Green Bond on the SEK market in June 2014 for a non-Swedish corporate. In April 2015, the Group issued its second Green Bond on the Euro market. These issuances demonstrate the successful team work between Unibail-Rodamco's sustainability, legal and finance departments and the capacity for the Group to turn individual strengths into collective power.

Use of Proceeds of "Unibail-Rodamco's green bond"

- **Strict limitation of proceeds to the "best-in-class" sustainable assets:** the net proceeds of the Unibail-Rodamco "green bond" issuance is used to finance (through loans or equity) the construction and/or development of Eligible Assets as defined below:
  - (i) new or on-going projects (including brownfield, greenfield and/or extension/renovation projects),
  - (ii) and/or existing assets under management by Unibail-Rodamco SE or any of its subsidiaries, which:
    - (a) have received a BREEAM[1] Certificate Design Stage (or any equivalent certification) of at least (and including) "Very Good" (*i.e.* a minimum score of 55/100),
    - (b) and which have obtained or will obtain a BREEAM[1] In-Use Certificate (or any equivalent certification) in respect of the asset and building management under Part 1 (Asset) and Part 2 (Building Management) respectively, of the BREEAM[1] assessment (www. breeam.org) of at least (and including) "Very Good" as soon as reasonably possible after the commencement of operations. Eligible Assets will also meet the additional social and environmental criteria developed with and validated by Vigeo (or any other third party appointed by the Issuer as a successor to Vigeo in the future) to be published on the Issuer's website (the "Additional Criteria") (www.unibail-rodamco.com).
- **Third-party auditor:** EY (or any other third party appointed by the Issuer as a successor to EY in the future) is expected to issue a report each year in the Issuer's Annual & Sustainable Development Report on the compliance, in all material respects, of the Eligible Assets with the eligibility criteria described above.
- **Annual release:** Unibail-Rodamco SE is also expected to indicate each year in its Annual & Sustainable Development Report the list of Eligible Assets financed by the net proceeds of the issuance of the Notes with indicators on these Eligible Assets regarding environmental impact, energy performance and impact on local territory and the well-being of visitors and tenants, to be published on the Issuer's website (the "Indicators") available at www.unibail-rodamco.com.

3

(1) *BREEAM is an environmental assessment method and rating system for buildings launched in 1990. BREEAM sets a standard for best practice in sustainable building design, construction and operation and a measure of a building's environmental performance. It encourages designers, clients and others to think about low carbon and low impact design, minimizing the energy demands created by a building before considering energy efficiency and low carbon technologies (please see www.breeam.org for more information).*

Relevant and ambitious social and environmental criteria

The social and environmental criteria developed with and validated by Vigeo are aligned with (i) the "Green Bond Principles" (GBP) updated in March 2015 and (ii) relevant with the Group's sustainability strategy implemented since years with structured long-term targets.

	BREEAM certifications	
Prerequisite	**Construction**	**Operation**
New development: BREEAM certification with a minimum "Very Good" score	√	N/A
Existing: BREEAM In-Use with a minimum "Very Good" score for both Asset (Part 1) and Building Management (Part 2)	N/A	√

	Sub criteria to meet	
Criteria in five additional domains	**Construction**	**Operation**
I - Select the countries in which Eligible assets are located based on human rights and governance	2	/
II - Contribution of the Eligible assets to the development and well-being of the communities in which they are located	4	1
III - Monitoring the environmental impacts of the Eligible assets	6	3
IV - Promoting sustainable and enduring relationships with tenants and visitors	1	5
V - Promoting social and environmental factors with suppliers	4	4
TOTAL OF SUB CRITERIA	**17**	**13**

Green bonds issued by Unibail-Rodamco(1)

Unibail-Rodamco has issued three "green bonds" since 2014:

- February 19, 2014, 1st Real Estate company to issue a "green bond" on the Euro market;
- May 23, 2014, 1st international non-Swedish corporate to issue a "green bond" on the SEK market;
- April 8, 2015, third "green bond", (and second on the Euro market).

	Euro	SEK	Euro
	GB I	**GB II**	**GB III**
Issuer (legal entity name)	Unibail-Rodamco SE	Rodamco Sverige	Unibail-Rodamco SE
Date	February 19, 2014	May 23, 2014	April 8, 2015
Size	750 Mn	1.5 Bn	500 Mn
Maturity	10 years	5 years	10 years
Coupon	2.5%	3 – month STIBOR +78 bps	1.0%

(1) Issuances of Green Bonds and allocation of funds are validated by the ALM Committee (see pages 313-314 for details) following a specific procedure that has been formalized internally.

Current allocation of Unibail-Rodamco's Green Bond proceeds

	GB I €750 Mn			GB II SEK 1.5 Bn	GB III €500 Mn		
	Lyon Confluence	So Ouest	Aéroville	Mall of Scandinavia	Majunga	So Ouest Plaza	Carré Sénart ext
Business	Shopping Centre	Shopping Centre	Shopping Centre	Shopping Centre	Office	Office	Shopping Centre
Funds allocated to projects *(%)* (1)	20%	40%	40%	100%	68%	24%	8%
2015 GLA scope of consolidation *(m²)*	53,500	54,300	83,300	101,506	65,600	36,600	29,055
2015 Visit *(Mn)*	8.9	8.0	8.6	N/A(2)	N/A	N/A	Under construction
Opening date to public	April 4, 2012	October 16, 2012	October 16, 2013	November 11, 2015	Delivered in July 2014	Delivered in May 2015	H2-2017(3)

(1) Allocation done through internal loans, excepted for So Ouest Plaza.
(2) Data non available due to opening in November 2015.
(3) Under construction, expected opening in H2-2017, €233 Mn expected cost (scope of consolidation, excluding financial costs and internal costs capitalised; the costs are discounted as at December 31, 2015).

Annual report according to "Unibail-Rodamco's Green Bond" Use of Proceeds (for GB I and GB II issued in 2014)

Construction phase

BREEAM prerequisite

			GBI €750 Mn			GB II SEK 1.5 Bn
Prerequisite	**Criteria**	**Commitment**	**Lyon Confluence**	**So Ouest**	**Aéroville**	**Mall of Scandinavia**
Environmental certification	BREEAM	BREEAM score minimum "Very Good"	Very Good(4)	Excellent(5)	Excellent(6)	Excellent(7)

(4) Has achieved an interim overall score of 59.92% and a BREEAM rating "Very Good" under the 2008 version of BREEAM international.
(5) Has achieved a final overall score of 78.4% and a BREEAM rating "Excellent" under the 2009 version of BREEAM Europe commercial retail.
(6) Has achieved a final overall score of 70.5% and a BREEAM rating "Excellent" under the 2009 version of BREEAM Europe commercial retail.
(7) Has achieved an interim overall score of 77.4% and a BREEAM rating "Excellent" under the 2008 version of BREEAM Europe commercial retail.

17 sub criteria

Domains	Criteria	Sub criteria	GB I €750 Mn			GB II SEK 1.5 Bn
			Lyon Confluence	So Ouest	Aéroville	Mall of Scandinavia
I - Select the countries in which Eligible assets are located based on human rights and governance	Respect, protection and promotion of freedom and human rights	Integration, signature or ratification of conventions related to (i) Human Rights, and (ii) Labour Rights **KPI: country score Vigeo (out of 100)**	97.22/100[1]			97.22/100[1]
	Democratic institutions	Performance indicators on: Political Freedom and Stability; Prevention of corruption; Press freedom; Independence of the judicial system; Legal certainty **KPI: country score Vigeo (out of 100)**	87.58/100[1]			100/100[1]
II – Contribution of the Eligible assets to the development and well-being of the communities in which they are located	Sustainable insertion and local consultation	Existence of information on projects to neighbours	√	√	√	√
		Absence of material public recourse on the project preventing the completion of the project	√	√	√	√
	Development of sustainable transports and connectivity	Accessibility of the asset by public transports (at less than 500 meters) **KPI: Distance to a public transport mode** *(m)*	**30 m** tramway	**45 m** bus line	**40 m** bus line	**120 m** train
		Promote the potential use of alternative transport solution and sustainable mobility	√	√	√	√
III – Monitoring the environmental impacts of the Eligible assets	Environmental Management Systems ("Sustainable Design Attitude")	Involvement of an external environmental consultant	√	√	√	√
		Commissioning Report	√	√	√	Ongoing[2]
	Pollution prevention and control	Environmental impact assessment and implementation of appropriate measures if necessary	√	√	√	√
		Promote applicable construction charter to minimize environmental impact of building sites during construction phase	√	√	√	√
	Carbon intensity management	Optimize intrinsic energy performance of the asset in view of applicable regulatory constraints **KPI: Percentage improvement over national standard building energy performance** *(%)*	**-34%[3]**	**-57.7%[3]**	**-55%[3]**	**-32%[4]**
	Biodiversity conservation and landscape integration	Involvement of an ecologist during the Project Phase	√	√	√	√
IV – Promoting sustainable and enduring relationships with tenants and visitors	Sustainable relations with tenants	Promote Green Leases signature before opening **KPI: Percentage of green lease sign** *(%)*	**91%**	**86%**	**98%**	**100%[5]**
V – Promoting social and environmental factors with suppliers	Social responsibility towards suppliers' workers	Promote if possible health & safety coordinator contract (or equivalent)	√	√	√	√
		Promote access control to building site	√	√	√	√
	Integration of environmental and social factor in the supply chain	Promote construction charter to minimize environmental impact of building sites	√	√	√	√
	Sustainable relations with suppliers	E-learning for Unibail-Rodamco's employees on its Code of Ethics	√	√	√	√

(1) Source: Country score Vigeo – February 2016.
(2) Commissioning report expected to be completed in 2016.
(3) According to dynamic thermal simulation aligned with RT 2005 requirements.
(4) According to Swedish building regulation (BBR 17).
(5) As of December 31, 2015.

Operation phase

BREEAM In-Use prerequisite

Prerequisite	Criteria	Commitments/ supporting elements	GB I €750 Mn Lyon Confluence	GB I €750 Mn So Ouest	GB I €750 Mn Aéroville	GB II SEK 1.5 Bn Mall of Scandinavia
Environmental certification	BREEAM In-Use	BREEAM In-Use scores minimum "Very Good" for Asset (P1) and Building Management (P2)(1)	(P1): Excellent (P2): Outstanding Obtained on Dec. 19, 2013	(P1): Excellent (P2): Outstanding Obtained on Dec. 11, 2014	(P1): Excellent (P2): Outstanding Obtained on July. 28, 2015	Expected in 2017 Annual Report

(1) According to BREEAM In-Use international schemes.

13 sub criteria

Domains	Criteria	Evidences	GB I €750 Mn Lyon Confluence	GB I €750 Mn So Ouest	GB I €750 Mn Aéroville	GB II SEK 1.5 Bn Mall of Scandinavia
II – Contribution of the Eligible assets to the development and wellbeing of the communities in which they are located	Assess the local social and economic development	Assess local employment through tenants activities (*e.g.* follow-up of number of jobs created in the catchment area) **KPI: Total tenant's supported job (FTE)**	**869**(2)	**735**(2)	**1,387**(2)	Expected in 2016 Annual Report
III – Monitoring the environmental impacts of the Eligible assets	Environmental Management Systems ("Sustainable Management Attitude")	Environmental action plan and follow-up with regular reporting (from 1 year after opening)	√	√	√	Expected in 2016 Annual Report
	Pollution prevention and control	Annual audit of health and safety risks (from 2 year after opening) **KPI: Annual health & safety audit (rating from A to D)**	**A**(3)	**B**(3)	**B**(3)	Expected in 2017 Annual Report
	Carbon intensity management	Assess energy consumption and CO_2 emissions with potential action plan if needed **KPI: Carbon intensity trend (in CO_2/visit) since measured baseline**	**-28%** kWh/visit **-54%** CO_2/visit (2015/2013)	**0.9%** kWh/ visit **-2%** CO_2/ visit (2015/2014)	Expected in 2016 Annual Report(4)	Expected in 2018 Annual Report
IV – Promoting sustainable and enduring relationships with tenants and visitors	Sustainable relations with tenants	Organize on site sustainability committee	√	√	√	Expected in 2016 Annual Report
		Conduct satisfaction survey with retailers **KPI: Overall satisfaction score (out of 100)**	**66/100**	**64/100**	**74/100**	Expected in 2016 Annual Report
	Sustainable relations with visitors	4-Star Labelling or equivalent if applicable	√	√	√	Expected in 2016 Annual Report
		Conduct satisfaction survey **KPI: Overall satisfaction score (out of 100)**	**87/100**	**81/100**	**81/100**	Expected in 2016 Annual Report
		Relevant safety management (*e.g.* video protection plan)	√	√	√	Expected in 2016 Annual Report
V – Promoting social and environmental factors with suppliers	Social responsibility towards suppliers' workers	Promote labour rights to suppliers *via* contractual documentation	√	√	√	Expected in 2016 Annual Report
	Integration of Environmental and social factor in the supply chain	Promote environmental and social factor to suppliers *via* contractual documentation	√	√	√	Expected in 2016 Annual Report
	Sustainable relations with suppliers	Promote ethics to suppliers *via* contractual documentation	√	√	√	Expected in 2016 Annual Report
		Assess regularly compliance with contractual clause by the main suppliers	√	√	√	Expected in 2016 Annual Report

(2) Source: shopping centre economic footprint study performed by Beyond Financial firm.
(3) In-house Health & Safety audit – methodology and rating detailed in the Financial Report pages 101-102.
(4) No data available due to an opening to public in October 16, 2013, energy consumptions and CO_2 emissions are tracked since the opening but the evolutions of these indicators will be published in the 2016 Annual Report.

Annual report according to "Unibail-Rodamco's Green Bond" Use of Proceeds (for GB III issued in 2015)

Construction phase

BREEAM prerequisite

			GB III €500 Mn		
Prerequisite	**Criteria**	**Commitment**	**Majunga**	**So Ouest Plaza**	**Carré Sénart Ext**
Environmental certification	BREEAM	BREEAM score minimum "Very Good"	Excellent[(1)]	Excellent[(2)]	Excellent[(3)]

(1) Has achieved a final overall score of 76.2% and a BREEAM rating "Excellent" under the BREEAM 2009 Europe commercial office.
(2) Has achieved an interim overall score of 72.3% and a BREEAM rating "Excellent" under the BREEAM 2009 Europe commercial office.
(3) Has achieved an interim overall score of 78.1% and a BREEAM rating "Excellent" under the 2009 version of BREEAM Europe commercial retail.

17 sub criteria

			GB III €500 Mn		
Domains	**Criteria**	**Sub criteria**	**Majunga**	**So Ouest Plaza**	**Carré Sénart Ext**
I - Select the countries in which Eligible assets are located based on human rights and governance	Respect, protection and promotion of freedom and human rights	Integration, signature or ratification of conventions related to (i) Human Rights, and (ii) Labour Rights **KPI: country score Vigeo (out of 100)**		97.22/100[(1)]	
	Democratic institutions	Performance indicators on: Political Freedom and Stability; Prevention of corruption; Press freedom; Independence of the judicial system; Legal certainty **KPI: country score Vigeo (out of 100)**		87.58/100[(1)]	
II – Contribution of the Eligible assets to the development and well-being of the communities in which they are located	Sustainable insertion and local consultation	Existence of information on projects to neighbours	√	√	√
		Absence of material public recourse on the project preventing the completion of the project	√	√	√
	Development of sustainable transports and connectivity	Accessibility of the asset by public transports (at less than 500 meters) **KPI: Distance to a public transport mode** *(m)*	**440 m** Defense Hub	**300 m** bus line	**150 m** bus line
		Promote the potential use of alternative transport solution and sustainable mobility	√	√	√
III – Monitoring the environmental impacts of the Eligible assets	Environmental Management Systems ("Sustainable Design Attitude")	Involvement of an external environmental consultant	√	√	√
		Commissioning Report	√	Ongoing[(2)]	Ongoing[(2)]
	Pollution prevention and control	Environmental impact assessment and implementation of appropriate measures if necessary	√	√	√
		Promote applicable construction charter to minimize environmental impact of building sites during construction phase	√	√	√
	Carbon intensity management	Optimize intrinsic energy performance of the asset in view of applicable regulatory constraints **KPI: Percentage improvement over national standard building energy performance** *(%)*	**-58.7%**[(3)]	**-53.8%**[(3)]	**-53.1%**[(4)]
	Biodiversity conservation and landscape integration	Involvement of an ecologist during the Project Phase	√	√	√
IV – Promoting sustainable and enduring relationships with tenants and visitors	Sustainable relations with tenants	Promote Green Leases signature before opening **KPI: Percentage of green lease sign** *(%)*	**100%**	**100%**	**100%**[(5)]
V – Promoting social and environmental factors with suppliers	Social responsibility towards suppliers' workers	Promote if possible health & safety coordinator contract (or equivalent)	√	√	√
		Promote access control to building site	√	√	√
	Integration of environmental and social factor in the supply chain	Promote construction charter to minimize environmental impact of building sites	√	√	√
	Sustainable relations with suppliers	E-learning for Unibail-Rodamco's employees on its Code of Ethics	√	√	√

(1) Source: Country score Vigeo – February 2016.
(2) Commissioning report expected to be completed in 2017 for So Ouest Plaza and 2018 for Carré Sénart extension.
(3) According to RT 2005 modeling.
(4) According to dynamic thermal simulation aligned with RT 2012 requirements.
(5) As of December 31, 2015 (leasing in progress).

Operation phase

BREEAM In-Use prerequisite

Prerequisite	Criteria	Commitments/supporting elements	GB III €500 Mn Majunga	GB III €500 Mn So Ouest Plaza	GB III €500 Mn Carré Sénart Ext
Environmental certification	BREEAM In-Use	BREEAM In-Use scores minimum "Very Good" for Asset (P1) and Building Management (P2)(1)	Expected in 2017 Annual Report	Expected in 2017 Annual Report	Expected in 2019 Annual Report

(1) According to BREEAM In-Use international schemes.

13 sub criteria

Domains	Criteria	Evidences	GB III €500 Mn Majunga	GB III €500 Mn So Ouest Plaza	GB III €500 Mn Carré Sénart Ext
II – Contribution of the Eligible assets to the development and wellbeing of the communities in which they are located	Assess the local social and economic development	Assess local employment through tenants activities (*e.g.* follow-up of number of jobs created in the catchment area) **KPI: Total tenant's supported job (FTE)**	**Not concerned**	**Not concerned**	Expected in 2019 Annual Report
III – Monitoring the environmental impacts of the Eligible assets	Environmental Management Systems ("Sustainable Management Attitude")	Environmental action plan and follow-up with regular reporting (from 1 year after opening)	Expected in 2016 Annual Report	Expected in 2016 Annual Report	Expected in 2018 Annual Report
	Pollution prevention and control	Annual audit of health and safety risks (from 2 year after opening) **KPI: Annual health & safety audit (rating from A to D)**	**B(2)**	Expected in 2017 Annual Report	Expected in 2019 Annual Report
	Carbon intensity management	Assess energy consumption and CO_2 emissions with potential action plan if needed **KPI: Carbon intensity trend (in CO_2/visit) since measured baseline**	Expected in 2017 Annual Report(3)	Expected in 2017 Annual Report(3)	Expected in 2019 Annual Report(3)
IV – Promoting sustainable and enduring relationships with tenants and visitors	Sustainable relations with tenants	Organize on site sustainability committee	Expected in 2016 Annual Report	Expected in 2016 Annual Report	Expected in 2018 Annual Report
		Conduct satisfaction survey with retailers **KPI: Overall satisfaction score (out of 100)**	**Not concerned**	**Not concerned**	Expected in 2018 Annual Report
	Sustainable relations with visitors	4-Star Labelling or equivalent if applicable	**Not concerned**	**Not concerned**	Expected in 2018 Annual Report
		Conduct satisfaction survey **KPI: Overall satisfaction score (out of 100)**	**Not concerned**	**Not concerned**	Expected in 2018 Annual Report
		Relevant safety management (*e.g.* video protection plan)	**Not concerned**	**Not concerned**	Expected in 2018 Annual Report
V – Promoting social and environmental factors with suppliers	Social responsibility towards suppliers' workers	Promote labour rights to suppliers *via* contractual documentation	Expected in 2016 Annual Report	Expected in 2016 Annual Report	Expected in 2018 Annual Report
	Integration of Environmental and social factor in the supply chain	Promote environmental and social factor to suppliers *via* contractual documentation	Expected in 2016 Annual Report	Expected in 2016 Annual Report	Expected in 2018 Annual Report
	Sustainable relations with suppliers	Promote ethics to suppliers *via* contractual documentation	Expected in 2016 Annual Report	Expected in 2016 Annual Report	Expected in 2018 Annual Report
		Assess regularly compliance with contractual clause by the main suppliers	Expected in 2016 Annual Report	Expected in 2016 Annual Report	Expected in 2018 Annual Report

(2) In-house Health & Safety audit – methodology and rating detailed in the Financial Report pages 101-102.
(3) No data available for Majunga and So Ouest Plaza due to an ongoing tenant's fit-out works and ongoing works for Carré Sénart extension.

Independent verifier's report on green bond criteria and indicators

Unibail-Rodamco has commissioned the EY firm as a third-party auditor to check the compliance of the financed assets with the eligibility criteria set and reported above. This verification included an in depth review of the evidences for each domain and criteria (for each phase) and a detailed on-site audits including Aéroville. The EY reasonable assurance report is available below (pages 118-119).

Independent report of one of the statutory auditors on compliance with environmental and social criteria for selection and monitoring of assets eligible for Green Bonds and the allocation of funds raised under these obligations

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.

Year ended December 31st, 2015

To Mr. Christophe Cuvillier, Chairman of the Management Board,

In our capacity as statutory auditor of the company, we hereby present our report on environmental and social criteria for selection and monitoring processes, defined in the "Use of Proceeds" [(1)] requirements of Green Bonds "Selection and Monitoring Criteria" for the assets selected for Green Bonds in effect on December 31st 2015 and on the allocation of funds raised under the obligation issued in 2015.

Responsibility of the company

It is the responsibility of the Company's Chairman to establish the Selection and Monitoring Criteria and ensure their implementation.

Independence and quality control

Our independence is defined by regulatory requirements and the Code of Ethics of our profession and the conditions laid down by Article L. 822-11 of the French Commercial Code. In addition, we have implemented a quality control system, including documented policies and procedures to ensure compliance with ethical standards, professional standards and applicable laws and regulations.

Responsibility of the statutory auditor

It is our role, based on our work:

- to express a reasonable assurance as to whether the assets selected for Green Bonds in effect on December 31st 2015 comply, in all material aspects, with the Selection and Monitoring Criteria (reasonable assurance report) ;
- to attest to the allocation of funds raised under Green Bonds to the selected assets and attest to the concordance of funds allocated to these assets with the amount in the accounts.

We conducted the work described below in accordance with the international standard ISAE 3000 (International Standard on Assurance Engagements) and the professional standards applicable in France. We called, to assist us in performing our work, on our experts in sustainable development, under the responsibility of Mr. Eric Duvaud, Partner.

I. Reasonable assurance report on environmental and social criteria for selection and monitoring

Nature and scope of work

In order to be able to express our conclusion, we undertook the following work, between November 2015 and March 2016:

- We assessed the suitability of the Selection and Monitoring Criteria regarding their relevance, completeness, clarity, neutrality and reliability, taking into consideration the "Green Bonds Principles" [(2)] ;
- We undertook interviews at the main office of the Company in order to understand selection and monitoring procedures and to verify the compliance with Selection and Monitoring Criteria, based on the documentary evidence available at the company main office, relating to the three assets selected for the 2015 financial year (Majunga, So Ouest Plaza and Carré Sénart extension) and for the four assets monitored in the framework of bonds issued during the previous financial year (Lyon Confluence, So Ouest, Aéroville and Mall of Scandinavia).

(1) Criteria" and "Indicators" press releases published on February 19th 2014, about Selection criteria ("Additional criteria") and Monitoring Criteria (Indicators) for Green Bonds, available at www. unbail-rodamco.fr

(2) The Green Bonds Principles (updated version of March 2015) are available on the website of the ICMA (International Capital Market Association): http://www.icmagroup.org

Information or explanations

- The Selection and Monitoring Criteria only cover environmental and social aspects of eligible assets, and exclude their economic aspects. These criteria are the minimum requirements to be met by eligible assets in order to be considered as Green Bonds. They are related to construction and operating phases and the monitoring of assets. The company also publishes the justification or the confirmation of the compliance with each criterion for the selected assets in the chapter "3.4.5.2 Green Bonds Framework and Reporting" of the Management Report.
- For the operating phase, part of the criteria cannot be applied and verified before one or several years of operation (e.g. certification BREAM-In-Use). For assets still under construction (e.g. Carré Sénart extension) or recently delivered (e.g. Majunga, So Ouest Plaza), the expected date of compliance with these criteria is specified in the detailed table by asset in the chapter 3.4.5.2 of the Management Report.
- The analysis, selection and monitoring of the eligible assets have been formalized in an internal procedure document, based on the Assets & Liability Management (ALM) Committee.

Conclusion

In our opinion, the assets selected for Green Bonds in effect on December 31st, 2015 comply, in all material aspects, with the Selection and Monitoring Criteria.

II. Attestation on funds allocation

It is also our responsibility to express our conclusion on the funds allocated to the assets that were selected and on the consistency between the amount of funds allocated to these assets in 2015 within the framework of the Green Bonds issuance with the accounting records and their underlying data.

However, it is not our responsibility to express a conclusion on the use of the funds allocated to the eligible assets following their allocation.

In our capacity as statutory auditor of Unibail-Rodamco, we conducted jointly with the co-statutory auditor, the audit of the consolidated financial statements of the company for the year ended December 31st, 2015. Our audit, conducted in accordance with professional standards applicable in France, aimed at expressing an opinion on the consolidated financial statements considered globally and not on specific elements of these statements used to establish this information. Therefore, we did not perform any audit tests or sampling to this purpose and we do not express any opinion on these isolated elements.

Our intervention, under the allocation of funds, which is neither an audit nor a limited review, was performed in accordance with professional standards applicable in France, in order to:

- understand the procedures that the company put in place so as to determine the information provided in chapter "3.4.5.2 Green Bonds Framework and Reporting" in the 2015 Management Report;
- obtain the internal loans or financing contracts signed with the subsidiaries owning Majunga, So Ouest Plaza and Carré Sénart extension and verify that these contracts mention the source of the funds;
- verify that the sum of the funds provided under these contracts equals the amount of the Green Bond issuance of MEUR 500 issued in April 2015;
- verify the consistency between the information provided in the introduction of chapter "3.4.5.2 Green Bonds Framework and Reporting" of the 2015 Management Report for the year ended December 31st, 2015 and the data from the consolidated financial statements of the company for the same year.

Based on our work, in the context of the Green Bonds issuance, we have nothing to report with regard to the allocation of the funds to the assets selected or to the consistency of the amount of funds allocated in 2015 to these eligible assets, within the framework of the Green Bonds issuance with the accounting records and their underlying data.

Paris-La Défense, March 16th, 2016

One of the Statutory Auditors

French Original signed by:

ERNST & YOUNG Audit

Christian Mouillon

Éric Duvaud
Sustainability Expert

3.5. CORPORATE CITIZENSHIP

In 2015, a total of €5,038,266, was donated, in cash and in kind. These donations originated from three sources: (i) Shopping Centres and regional initiatives contributed €2,669,210; (ii) corporate subscriptions and donations totaled €1,019,056 and (iii) the "Grand Prix des Jeunes Créateurs", to which the Group donated €1,350,000. In 2015, more than 341 local charity fundraising and awareness events were held in the Group's Shopping Centres.

When supporting the communities in which its employees work and live, Unibail-Rodamco aims to boost the education of young people, entrepreneurs and those in need. With this purpose, the Group develops **educational, entrepreneurial and social initiatives**. Unibail-Rodamco's employees are encouraged to live these values and to engage in the different actions the Group is involved with.

3.5.1. 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 retail business in France, greeting prizes of a value of €1.35 Mn to the three winners. In 2015, the winner of the Grand Prix was 'Persillé Maison de Viande', a concept developed by two young entrepreneurs to modernize the meat trade and offer a unique catering experience. The added value of 'Persillé Maison de Viande' is to combine a butchery with a restaurant proposing French high quality products at accessible prices.

3.5.2. Education

Unibail-Rodamco is a founding member of the Palladio Foundation, under the aegis of Fondation de France. The Palladio Foundation gathers real estate companies, policy makers, students and researchers to promote and advance education and research in the field of real estate and urban studies. In 2015, with the support of Unibail-Rodamco, the Palladio Foundation organized the fourth annual cycle of the Palladio Institute, on the theme of 'The Values of the City of Tomorrow', sponsored by Alain Juppé, Mayor of Bordeaux. Thirteen scholarships were granted to the most promising students in the field of real estate, along with the Junior Prize of Real Estate. In addition, the Foundation organized for the fourth time the Real Estate Career Forum, which attracted 1,500 visitors, and the Research Colloquium on Real Estate and Urban Construction on the theme 'Innovate to produce better'.

Since 2012, the Group organizes a cycle of conferences in Architecture to raise questions on the future of cities and urban planning, with Pierre de Meuron (Pritzker Architecture Prize winner in 2001 and co-founder of the Herzog & de Meuron architecture firm, in Basel) as this year's guest of honour. This cycle of conferences intends to reach a widespread audience: students from Paris schools of architecture, established architects and employees, amongst others.

In September 2015, Unibail-Rodamco hosted the first Women in Architecture Meeting organized by ARVHA, with the aim to educate, inspire and empower women to be architects.

3.5.3. Social

The Group continued to support its partnership with École de la Deuxième Chance (E2C, School of the Second Chance), which provides 18-25 years old, who have little or no qualifications, with the training and support they require to access further education or employment. In 2015, about a hundred interns have been recruited in 13 Unibail-Rodamco shopping centres, with the aim of finding stable employment. This year, the Group's headquarters participated as well to the program by hosting their first trainees.

3.6. HUMAN RESOURCES

Unibail-Rodamco aims to offer a working environment that promotes equal opportunities, talent diversity, and provides its employees with the skills and opportunities required to build exciting and rewarding careers. Recruitment and human resources policies are designed to attract, develop and retain the best talents on the market.

3.6.1. Reporting methodology

Throughout the year, Unibail-Rodamco uses a set of Key Performance Indicators (KPIs) to track and analyze 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 KPIs 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 Centres, Offices and Convention & Exhibition venues as of December 31, 2015.

Each region controls and collects data related to their area as part of a common database accessible by the Corporate Human Resources teams, in compliance with Data Protection laws and authorities. In 2015, the Group worked on the Implementation of a full integrated Human Resources Information System (HRIS) to build a consistent and structured system covering HR reporting needs. The Group will deploy its full HRIS solution during the first quarter of 2016, focusing on a core HR data repository, a Learning Management System (LMS) and an upgrade of its payroll system in France.

3.6.2. Employment, diversity, and Corporate citizenship

In 2015, the average headcount for the Group was 1,996 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 forms in the workplace, is an essential stake for Unibail-Rodamco. The Group strongly promotes trust, professionalism, transparency, efficiency, integrity, humility, team work and mutual respect, regardless of gender, age, disability, sexual orientation and religious beliefs.

In February 2014 the Group launched the UR Experience as an internal long-term initiative aiming at:

- reasserting fundamental values that make Unibail-Rodamco successful and constitute its DNA;
- promoting aspirational behaviors to further enhance its performance.

The Management Board captured the essence of Unibail-Rodamco's culture in six specific, authentic and prescriptive pillars, referred to as the "UR Experience". These were then detailed into tangible expected behaviors. Introduced in 2014 in the yearly assessment scheme, the UR Experience is now well rooted in everyone behaviors and daily activities.

The principles highlighted above are emphasized in the Code of Ethics and in the Group Compliance book as a foundation of its culture. In 2009, Unibail-Rodamco signed the Diversity and Disability Workplace Charters in France and the "Charte de la Parentalité" (2013). In 2012, a European Diversity Charter was deployed throughout the Group emphasizing principles and practices to fight all kinds of discrimination and harassment. The Group ensures that the standards set out in the charters mentioned above are respected across all regions from the time of recruitment onwards.

In that respect, candidates are encouraged to submit anonymous CV through the Corporate website. The French recruitment team also annually participates in forums concerning the employment of people with disabilities, and job offers are open to disabled people and identified through a logo, on websites offering this possibility. In 2015 in France (including Viparis) 23 employees were disabled.

In line with the charters signed, 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 "Women@UR" network continues to operate within the company at a local and Group level. It includes among its actions a mentoring programme, events with external guest speakers, an internal network, and a leadership development course dedicated to women. This course was run for the fourth year in a row and was taught by three women executives, employee of the Group. In 2015, 39% of management positions were held by women, *versus* 38,1% in 2014 (before the integration of Germany with mfi).

The Group has also launched in 2015 an "Equal Opportunity" project to analyze the evolution of careers according to gender and nationality in the Group. Local action plans with precise KPIs were proposed under the leadership of Corporate Human Resources department. The talent review process is based on a 360° assessment system which allows decision making based on factual achievements and competencies. Analyses are also conducted during the Talent Review process to confirm no discrepancy in remuneration decisions is made during this process, particularly according to gender and countries.

The Group also continued its partnerships with associations such as the "École de la 2e Chance" and "Frateli" in order to support young people in their education and job search. Within the Frateli association partnership, the Group encouraged employees to mentor high-potential students from disadvantaged backgrounds in order to help them during their post-secondary school studies. Unibail-Rodamco is recognized as being part of the 10 most active partners in the program, with around 20 mentors.

The Group also launched the UR for Jobs initiative to act in favour of the employment of unqualified young workers in Unibail-Rodamco's shopping centres, including 3 pilots in Spain, the Netherlands and France, where employees participated to mentoring initiatives.

KPI: Employment by country [G4-10, G4-LA12]

Sum of the headcount on the last day of each month in the year in each region divided by 12.

	2014	%	2015	%
Austria	56	2.7%	55	2.8%
Czech Republic	42	2.0%	44	2.2%
Denmark	7	0.3%	8	0.4%
France(1)(2)	1,084	51.9%	1,017	51.0%
Germany	532	25.5%	500	25.0%
Netherlands	66	3.2%	66	3.3%
Poland	47	2.2%	53	2.6%
Slovakia	9	0.4%	12	0.6%
Spain	151	7.2%	148	7.4%
Sweden	95	4.5%	93	4.7%
TOTAL	**2,089**	**100.0%**	**1,996**	**100.0%**

(1) This figure includes 100% of VIPARIS employees (384 in 2014 vs. 383 in 2015) / Portugal (1 in 2014) / Expatriates to mfi and employees recharged to mfi (3 in 2014) / Expatriates to CAML (1 in 2014 and 1 in 2015).
(2) Since 2015 January 1, Members of the Board are not taken into account in Group headcounts.

KPI: Employment by activity [G4-10, G4-LA12]

Workforce as of December 31st.

	2014(1)	2015
Offices	0.9%	0.8%
Shopping Centres	34.0%	32.1%
Convention & Exhibition(2)	18.4%	19.3%
Development(3)	8.0%	7.9%
Shared Services	22.9%	25.1%
Headquarters	15.8%	14.8%

(1) Amount recalculated with a more precise split of employees outside France in 2014.
(2) These figures include 100% of Viparis employees.
(3) Offices and Shopping Centres development.

KPI: Employment by age [G4-10, G4-LA12]

Workforce, as of December 31st.

	2014	2015
< 30 years old	25.0%	26.8%
30-40 years old	33.3%	32.2%
40-50 years old	23.5%	23.6%
> 50 years old	18.2%	17.4%

KPI: Employment by gender [G4-10, G4-LA12]

Workforce, as of December 31st.

	2014	2015
Women	49.3%	49.6%
Men	50.7%	50.4%

3.6.3. Career management

Employees receive regular support and advice on career development. Employees meet with their managers at least twice a year for mid-year and year-end appraisal, which is an opportunity for them to discuss their performance *versus* objectives and career progression, to review their achievements and identify possible training needs. A 360° feedback review process, hierarchical, peer-to-peer and upward, is held annually to provide employees and managers with a comprehensive feedback on their strengths and development needs and allows objective decisions in terms of career planning. 100% of employees are reviewed in the Group's Talent Committees each year.

Unibail-Rodamco competency model was completely rebuilt in 2014 to reflect the UR Experience launch, and thus integrate the 6 pillars into the assessment methodology. This enforcement gave the opportunity to all employees to develop their ownership over the 6 pillars, and further investigate expected behaviors and competencies. In 2015, the competency model was refined to be clearer for all employees, and facilitate assimilation.

A job grading system provides a common, consistent and transparent language, which supports careers and mobility across the Group. Internal mobility between core disciplines is strongly encouraged. 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 build networks and share best practices between the different regions.

To favour spontaneous applications for local or international mobility, a Groupwide transparent communication process of open positions has been implemented in 2015. That same year, there were 46 active international mobility assignments, *versus* 43 in 2014. Moreover, 220 employees made a lateral or geographical career shift within the Group and 295 employees (*i.e.* 14,8% on average) were promoted. The international mobility policy has also been re-designed to cover all international mobility situations, define associated benefits and provide full support to employees and their family.

To fully integrate innovation into its organization and culture, the Group has enlarged the "Innovation Champions" network, and transformed it into an "Innovation Champion Graduate Programme". Several formats of participation are feasible. The majority of Innovation Champions stays in their operational job and can dedicate up to 20% of their time on an innovation project. They receive specific trainings and coaching on brainstorming techniques and design thinking for example. Their role is to conduct at least one phase of an innovation project and support innovation within their teams, and within the organization at large. The program ends with an Innovation day to celebrate their active contribution. Other Innovation Champions are working on a full time basis for UR Lab, the dedicated Research and Development team composed of seven employees (as of December 31, 2015). This team is reinforced by some junior profiles who can perform an Innovation Track for six or nine months. It aims at energizing their career paths and transitions, and at increasing our overall innovation capacity. In 2016 the Group's ambition is to increase the internationalization of its Innovation Champions network.

3.6.4. Training – UR Academy

Unibail-Rodamco training strategy has evolved with the deployment of "UR Academy 3.0" project by focusing on the redesigning of the catalog, individualization of the training, professionalization of training providers and modernization of the training methodology and content. Inspired by innovation, a new Learning Management System based on the technology of Cornerstone-On Demand® has been developed during year 2015 and will go live in early 2016. This new and modern approach allows employees, managers, and Human Resources teams to link efficiently the training effort to talent management.

Unibail-Rodamco Academy has therefore transformed its role in the organization, one in which the innovation and internationalization are key. The Group is continuously improving and updating its training content, combining both internal and external experts as trainers for all technical disciplines, management and soft skills. Using the Learning Management System enables the Group to help career progression and to support transitions to new positions, (functions and/or countries), with a special focus on the onboarding for new recruitments. Aiming at developing the new leaders of the future, Innovation has also inspired the four main events of year 2015: The **induction seminar** for new participants in the European Graduate Programme was articulated around the innovative ideas coming out of the Ureka! contest, an internal competition that mobilized all the employees group-wide on the proposal of innovative ideas, submitted to the vote of employees first then of a Jury. - The **Trainers Expedition** for 50 international internal trainers who have explored from the basics of neuroscience to the cutting-edge techniques for facilitating training sessions with an effective transfer of knowledge - The **Summer Campus** for young Talents diving deep into the strategy in an interactive format with Senior Managers as trainers and the presence of Board Members - The **Lead UR Experience**, a leadership and management training addressed to seasoned managers at International level with a program aiming at translating the six pillars described by the UR Experience into managerial behaviors.

The Group continued to increase the number of management training sessions such as "Leading People in Project Mode", "Management Basics", "Prevention of psycho-social risks" and the "Practice of the Annual Performance Interview".

Once the Learning Management System is fully operational in early 2016, E-Learning will play an important role in the training strategy. In 2015, the E-learning Code of Ethics has been followed by 1,497 employees. A new Onbording E-learning programme for newcomers has been developed during 2015, including the following modules: UR History, UR Organization, Value Creation Strategy and Sustainability.

KPI: Training [G4-LA9]

Sum of all training hours attended by Employees with permanent and fixed term contracts.

	2013	2014[2]	2015
Total number of hours provided	34,535	30,978	41,023
Average number of hours per employee[1]	22.4	14.8	20,6

(1) Based on effective headcount average during the year.
(2) It includes the integration of mfi.

3.6.5. Attraction

The Group recruits graduates among the most renowned business and engineering schools across Europe, in particular thanks to strengthened campus management actions. As an example, in 2015 the Group Director of Human Resources and Organization has become a member of the CEMS Executive Board, thus materializing 7 years of an active partnership with the alliance.

The Group also is, for the fourth year in a row, the first corporate employer (*i.e.* consulting firms excluded) of young graduates at the prestigious HEC Paris business school.

In 2015, 55 young graduates were recruited into the European Graduate Programme (EGP), 22% more than last year. Among them, 12 hold a CEMS Master's degree, ranked by the Financial Times as the fourth best Master in Management worldwide. In total, 140 EGP assignments were managed throughout the year in the Group.

In order to keep the company attractive, a Human Resources communication material (flyers, brochure, stand) has been redesigned with a new claim reflecting the Group's employer brand: "Ready to dare?", which enabled the Group to strengthen its visibility on professional social networks such as Linkedin (over 20,000 followers).

Nine videos were created to introduce our jobs and graduate programme to students. These videos called up employees from various countries to represent the Group's international dimension.

The second edition of urMall business game attracted 360 candidates. As last year, 80 students were selected during a regional selection phase in eight European capitals. 31 finalists got the opportunity to come to Paris to work in teams on a business case, presented in front of Management Board members and benefited from a design thinking training. This edition on the theme of innovation was the most fruitful in terms of recruitments, as nine young were hired under permanent contracts (one in Austria, two in Czech Republic, one in France, four in Spain, one in Germany) and one French student hired for an internship.

Unibail-Rodamco was elected as one of the best company for internships in France, among 1,000 companies, receiving the HappyTrainees prize. Ranked fifth in its category, the Group continues to reaffirm its commitment to young talents training.

Finally, Unibail-Rodamco remains one of the most attractive companies for French business students (Universum survey 2015). The Group aims at consolidating this position by signing a partnership with Universum next year.

The 2015 employee turnover, as measured by the number of resignations, dismissals, mutual agreements, retirements, departures during probation periods and deaths over permanent headcount at the end of 2014, stood at 19.3% (*versus* 15.4% in 2014).

KPI: Recruitment [G4-10, G4LA1]

Total number of newcomers (internships excluded).

Employees by contract type	2014	2015
Permanent contracts	215	325
Fixed-term contracts	67	62
Apprenticeships[1]	9	15
TOTAL	**291**	**402**

(1) Excluding internships (32 in 2014 and 45 in 2015).

KPI: Departures [G4LA1]

Total number of departures (excluding internships).

Reasons for departures	2014	2015[1]
Resignations	114	190
Dismissals	51	103
Mutual Agreements	41	55
Retirements	5	23
Departures during probatory period	18	15
Expiries of temporary contract	57	56
Outsourcing	8	46
Deaths	3	1
TOTAL	**297**	**489**

(1) 2015 includes Unibail-Rodamco Germany GmbH.

3.6.6. Employee's vitality and well-being

Launched in 2014, the **WorkSmarter** initiative tends to facilitate the daily lives of the Group employees. In the French Headquarters and in Czech Republic, Poland, Austria, Spain, Sweden, and Germany, creativity rooms known as **Ureka Rooms!** were set up to encourage collaborative work and brainstorming using playful furniture as digital paperboard, and post-it wall. Moreover, these countries have renovated their premises into brand new offices, easily accessible by foot or public/transportation with lunch rooms, office restaurants, common rooms/recreativity rooms.

The Group is constantly seeking to improve the working conditions by updating information technology (multifunction printers, single sign on for business applications, Apple TV, UR Services, sophisticated headsets in Germany).

As part of the **WorkSmarter** and vitality initiatives, several regions have founded their in-house sports team: in France a city football team plays in competition once a week; whereas In Czech Republic employees access to some entertainment activity (as box bag, football table, and golf).

More specifically, two sporting events also took place in 2015: during spring, employees from France were invited to participate in a 10 km race or relay 5X2 km: "Foulées de l'immobilier" organized by Paris Dauphine University. The race gathered more than thirty Unibail-Rodamco employees in a friendly atmosphere and was organized in favor of the Abbé Pierre Foundation. In June 2015, employees from Sweden also participated to a 10 km race, "Blodomloppet"; and raised funds in favor of "Blodgivning i Sverige", a blood-donation foundation in Sweden.

The Group also fosters efforts around employee well-being with the organization of friendly gathering as Christmas and New Year parties, an Open House for employees' children, an annual football tournament involving teams from all regions, and employees' invitations to Shopping Centre inaugurations, such as Polygone Riviera, Rennes Alma, Euralille or Mall of Scandinavia.

To ensure well-being, employees in the Nordics can benefit from massages at a very interesting price. Most of the Group regions also provide their employees with fresh fruits or free beverages.

In France, a Health and Safety Committee ensures the promotion of a safe working environment.

In 2015, the Group continued its training programmes in France based on this policy. Training sessions "Toolbox for new managers" were delivered to newly appointed managers to raise awareness of labor law requirements (leave, daily rest, working hours, etc.). Moreover, the training program for the prevention of psychosocial risks launched in 2013 was pursued.

KPI: Labor contracts [G4-10]

Workforce as of December 31st.

Employees by contract type	2014	2015
Permanent contract	97.2%	96.7%
Fixed-term contract	2.8%	3.3%

Employees by contracted hours	2014	2015
Full-time contract	94.1%	95.2%
Part-time contract	5.9%	4.8%

In 2015, sick leaves totaled 15,393 working days (3.5% of total working days) and days of absence for injuries and occupational diseases represented 252 working days (0.06% of total working days).

- Absenteeism is tracked in each region and data is regularly reported back to management.
- Causes of work-related injuries are analyzed and actions taken to reduce chances of reoccurrence. In 2015, injury frequency and severity rates[1] were respectively 6.36% and 0.04%.

(1) The injury frequency rate is the number of work accidents in 2015 multiplied by 1,000,000 divided by the number of hours worked. The injury severity rate is the number of lost days in 2015 due to work accidents multiplied by 1,000 divided by the number of hours worked.

KPI: Absenteeism [G4-LA6]

Type of accidents	2014 Number of incidents	2015 Number of incidents
Work-related accidents	8	21
Commuting accidents	4	12
Work-related fatalities	0	0

	2014 Number of working days	2014 Ratio[1]	2015 Number of working days[2]	2015 ratio[2]
Lost days for injuries	431	0.11%	252	0.06%
Lost days for occupational disease	0	0.00%	0	0.00%
Lost days of sick leave	10,021	2.57%	15,393	3.50%
Lost days for personal/family events	1,064	0.27%	1,124	0.26%
TOTAL	**11,516**	**2.96%**	**16,769**	**3.82%**

(1) The absenteeism rate is calculated in working days: total number of missed absentee days in 2015/(average working days 2015 x average headcount 2015).
Not counted in the absenteeism ratio: maternity/paternity/parental leaves which represented 5,784 working days (1.32% of total working days).
Not counted in the absenteeism ratio: other absences such as sabbatical leaves which represented 1,229 working days (0.28% of total working days).
(2) 2015 includes Unibail-Rodamco Germany GmbH.

3.6.7. Remuneration

Unibail-Rodamco remuneration's policy is defined at Group level, taking into account the specificities of local markets to attract, motivate and retain talent. The total remuneration is considered, including fixed salary, short-term variable pay, long-term incentives and benefits.

The remuneration policy is designed to encourage individual achievement and support the long-term growth of the Group. In 2015, 66.4% of Group employees received an individual Short Term Incentive (STI). On a like-for-like headcount basis, total remuneration (including STI) increased by an average 3.20% between 2014 and 2015.

Unibail-Rodamco works to ensure that there is no difference between men and women remuneration with same jobs and with similar responsibilities. All young graduates with equivalent diplomas in a given country are recruited at the same base salary, regardless of gender.

KPI: Remuneration breakdown [G4-LA13, G4-EC1]

	Women		Men	
Comparison of remuneration for similar positions across the Group in 2015[1] *(€)*	% per category	Average gross monthly salary[2]	% per category	Average gross monthly salary[2]
Accountants	70%	3,521	30%	3,546
Analysts[3]	52%	3,623	48%	3,688
Assistants	95%	3,026	5%	2,742
Controllers	38%	3,968	62%	5,204
Development/Investment	30%	4,765	70%	5,872
IT managers & project heads	13%	5,087	87%	5,776
Leasing	62%	5,229	38%	5,879
Marketing managers (Shopping Centres)	87%	3,610	13%	3,464
Operating managers	55%	4,750	45%	5,284
Property maintenance & Purchasing (PMP)	16%	3,664	84%	3,692
Shopping centre managers	34%	5,607	66%	5,845

(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.

Total remuneration[1]	2012/2013	2013/2014	2014/2015
Annual increase in average salary, including individual STI	4.30%	4.70%	3.20%

(1) Based on like-for-like headcount.

Variable remuneration	2013	2014	2015
Received an individual STI[1]	67.7%	67.3%	66.4%
Received stock-options	18.2%	17.9%	15.2%

(1) Individual Short Term Incentive paid year N/effective headcount at the end of the year N-1.

In 2015, 623,085 options and 37,554 performance shares have been granted to 15.2% of total employees and MB members (including Unibail-Rodamco Germany GmbH) with no discount on the share price at the time of allocation. These options and performance shares were all subject to conditions based on Unibail-Rodamco's share price performance compared with that of the EPRA Euro zone index, being the benchmark for the sector's performance.

In 2015, the Group supported the voluntary saving contribution of its staff by making a total employer gross contribution of €650,000.

On December 31, 2015, more than 72% of eligible employees (excluding Viparis) were shareholders of Unibail-Rodamco through the Group's Saving Plan.

The Group's leasing metrics system continues to be used for assessing the performance of all leasing managers throughout the Group. Individual scorecards were produced per leasing manager and used for the Group's talent reviews. A similar metrics system continues to be used for Shopping Centre Managers. The Property Maintenance Purchasing and Sustainability organization also implemented a metrics system in France to measure relative performance of its employees. Sustainability criteria were included in the Regional Managing Directors' performance assessment and variable compensation.

3.6.8. Labor relations

Unibail-Rodamco abides by the labor standards as outlined by the International Labor Organization (ILO). Unibail-Rodamco only operates in the European Union where the social regulations are well developed through democratic 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 business ethics (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 based. An involvement of employees in an European Company process has been implemented as part of the transformation of the Group in May 2009. Each European country (with at least 10 employees) within the Group is entitled to have at least one representative. Meetings are held twice a year to discuss key topics (Group results and forecasts, project development and investments, new business strategy, Corporate citizenship, equal opportunity: Gender...).

In addition, the Group conducted social relations meetings in the regions concerned with employee Committees and Unions on various subjects.

There are currently 43 agreements signed or in force with Unions in France (Viparis included). They cover a variety of topics including Equal opportunities between men and women, senior and youth employment (known as **"contrat de génération"**), working time, or annual salary agreements. In 2015, Unibail-Rodamco in France has finalized and signed a work agreement related to Sunday work with the Employee representatives and unions. According to the agreement, employees working on Sunday will be entitled to a double paid salary, a day off and the reimbursement of child care expenses.

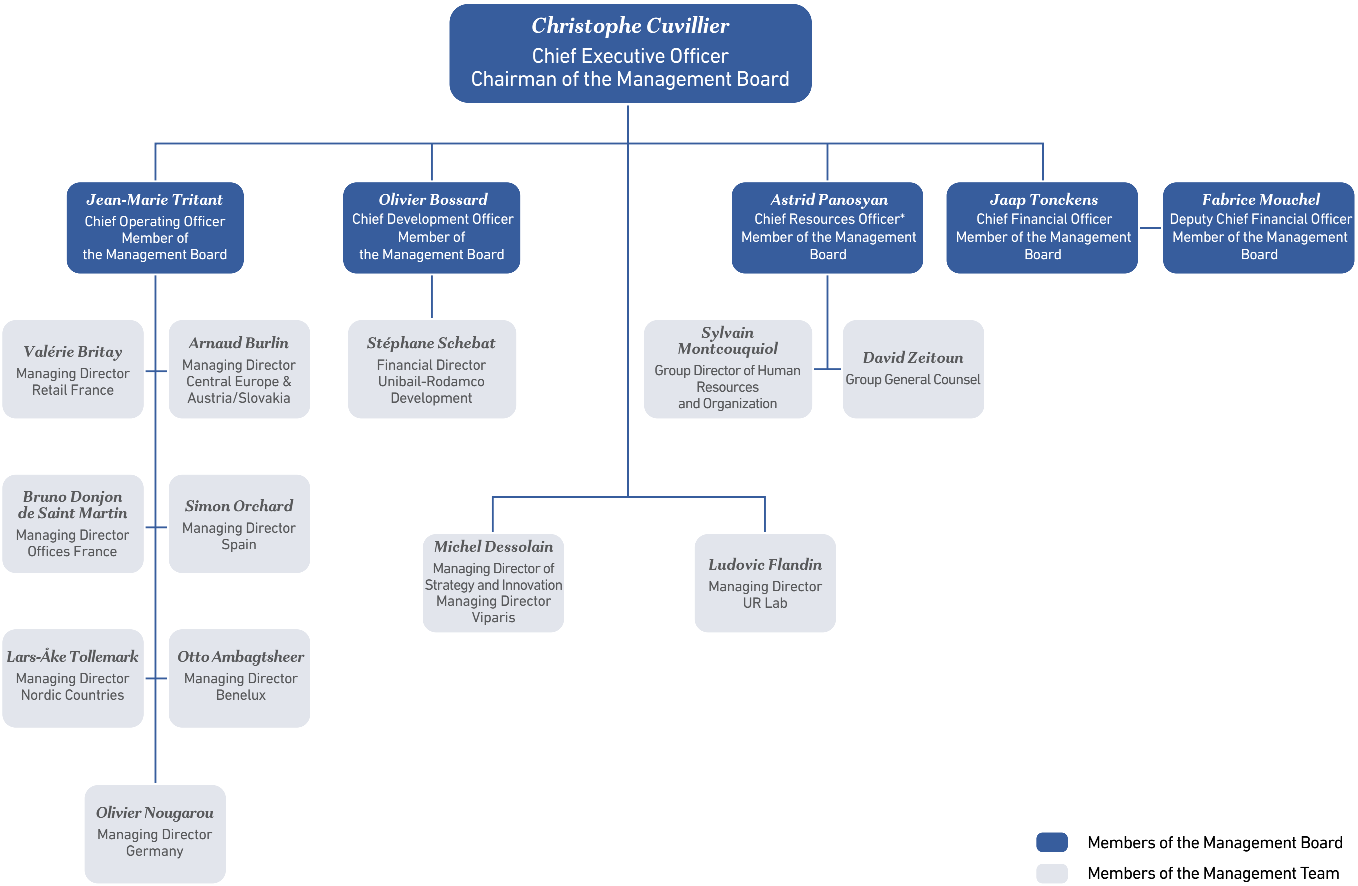
In 2015, Unibail-Rodamco in the Netherlands harmonized 11 pension schemes into one defined contribution scheme.

On December 31, 2015, 66.3% of employees were covered by labor relations agreements.

KPI: Labor Relations [G4-11]

Labor relations	2014	2015
Employees covered by collective agreements	66.20%	66.30%

3.6.9. Organizational chart 2015



* Resources include Human Resources, Legal, Information Technology, Organization and Corporate Sustainability.

3.7. 2015 ACHIEVEMENTS & LONG-TERM OBJECTIVES

3.7.1. 2015 Achievements

2015 Achievements	Material issues	Target	Scope(1)	Target date	Progress	Comments
Building resilience through innovation and efficient, environmentally-sound buildings	**Energy and carbon**	Reduce carbon intensity *(CO_2 emissions/visit)* at managed shopping centres by 30% in 2020 compared to 2012	R	2020	57%	Carbon intensity decreased by 17% in 2015 compared with 2012
		Increase energy efficiency *(kWh/visit)* at managed shopping centres by 25% in 2020 compared to 2012	R	2020	52%	Energy intensity decreased by 13% in 2015 compared with 2012
	Product labelling	Obtain a "BREEAM In-Uses certification for at least 80% of the managed Retail portfolio with a minimum of "Very Good" for "building management" part by 2016 *(m^2)*	R	2016	100%	As of December 31, 2015, 46 shopping centres were "BREEAM In-Use" certified in Europe, corresponding to 83,8% of the total retail managed portfolio (consolidated GLA) and 80% in terms of retail standing gross market value
		Obtain environmental certification (HQE and/or BREEAM) for at least 80% of the managed Offices portfolio by 2016 *(m^2)*	O	2016	100%	As of December 31, 2015, 8 Offices buildings were "BREEAM In-Use" certified and two more HQE or BREEAM certified in France corresponding to 81,6% of the total office managed portfolio (consolidated m^2)
		Complete a BREEAM certification of minimum "Very Good" rating for all new developments exceeding 10,000 m	R/O	Ongoing	100%	100% of 2015 major projects underwent BREEAM assessments. In 2015, Polygone Riviera project was certified BREEAM "Very Good" at design stage. Majunga and Aeroville obtained their final BREEAM "Excellent" certificates
		Maintain the ISO 20121 certification on all the 10 venues and business activities	C	2015	100%	In 2015, the ISO 20121 certification was renewed for the entire VIPARIS portfolio
	Connectivity	Promote alternative transportation in order to reduce the share of visitors coming by individual car to 35% by 2020 for the managed Retail portfolio (like-for-like)	R	2020	Ongoing Target 2020	In 2015, 41% of visitors drive by car to the Group's managed shopping centres

(1) Scope - R = Retail; O = Offices; C = Convention & Exhibition; G = the whole Group.

2015 Achievements	Material issues	Target	Scope(1)	Target date	Progress	Comments
Unlock opportunities for tenants and customers to make sustainable decisions for revenue growth, brand value and competitiveness	Tenants	Improve the tenant's satisfaction score in each of the "4 Star" labelled shopping centre	R	2015	100%	In 2015, 5,601 tenants responded to the Group's satisfaction survey corresponding to a total response rate of 66% (+2% increase compared with 2014)
	Tenants	Exceed 90% of green lease for total active Retail and Offices portfolio by 2016	R/O	2016	80%	In 2015, 1,664 "green leases", representing 92% of the total signed leases, were signed across the Group. In total, "green leases" represent 72% within the entire portfolio (total active leases for Retail and Offices) as of December 31, 2015
	Suppliers	Assess suppliers' compliance with environmental clauses at each shopping centre (target relates to security, cleaning and maintenance contracts)	R	2015	94%	In 2015, 293 assessments of key maintenance, security, cleaning, waste and mechanical transports suppliers were performed corresponding to 94% of services provided in total managed assets in Europe (Retail, Offices and Convention & Exhibition)
	Suppliers	Provide specific training in "customer-oriented attitude" skills for the service staff of security and cleaning suppliers in all "4 Star" labelled shopping centres by 2015 with a minimum of 90% of staff suppliers trained	R	2015	100%	Training of cleaning and security staff is a mandatory criterion assessed by SGS for obtaining the "4 Star" label, either for new shopping centres or for the annual renewal audit
	Visitors and Customers	Maintain the Customer Satisfaction Survey score above 8.0/10 for the managed Retail portfolio	R	2015	99%	Customer satisfaction survey score was 7.9/10 in 2015, based on 27,612 interviews conducted in 64 shopping centres. 96.2% of customers surveyed were reported as very or rather satisfied
	Visitors and Customers	Extend the service quality program within the Group and achieve at least 40 managed shopping centres successfully audited according to the "4 Star" label by 2015	R	2015	100%	In 2015, 8 additional shopping centres were awarded with the "4 Star" label, reaching 40 centres compliant with the "4 Star" label
	Visitors and Customers	Maintain in each region the scores for "Health & Safety risks" assessment measured through the annual third-party audits. Obtain the first assessments for the German managed retail portfolio in 2015	G	2015	100%	In 2015, an annual health and safety risk audit was performed by a third-party on 99% of the managed portfolio in Europe, corresponding to 78 assets audited. 78% of audited sites improved or maintained their annual score compared with 2014, and 53% reached a "A" level (best rating). 100% of the German owned and managed retail portfolio was audited in 2015

(1) Scope - R = Retail; O = Offices; C = Convention & Exhibition; G = the whole Group.

2015 Achievements	Material issues	Target	Scope(1)	Target date	Progress	Comments
Creating opportunities to help communities prosper	Community wellbeing	Cooperate with local authorities to launch specific environmental or social initiatives in each managed shopping centre by 2016	R	2016	Ongoing Target 2016	In 2015, numerous initiatives in the managed shopping centres were implemented with local authorities
		Deploy the Group's Corporate Citizenship program on 10 managed shopping centres by 2016	R	2016	Ongoing Target 2016	In 2015, the pilot program "UR for Jobs" was launched in 3 regions (France, Spain, Netherlands), to promote access to employment in the Group's shopping centres for unskilled youth
	Local economic development	Maintain the Group's commitments in supporting its main philanthropic causes towards entrepreneurship, social and young talents (with special focus on impact)	G	2015	100%	In 2015, with a total of €5.04 Mn donated in cash and in kind, the Group increased by 8.8% its contribution to its main philanthropic causes compared with 2014. In particular, more than 341 local charity fundraising and awareness events were held in the Group's shopping centres
A motivated workforce empowered to deliver change	Employees	Deploy a Group HRIS core database shared among the HR community	G	2015	90%	Go live in February 8, 2016 for HR community and all employees of Spain and Netherlands, and March 1, 2016 for all other countries
		Deploy a Learning Management System and develop our e-learning offers within the Group to ease and strengthen Training delivery for all our Employees	G	2015	90%	Rolling-out of the LMS in progress, with a new onboarding package of e-learnings for everyone in the Group
		Design and roll-out an employee engagement / culture survey on all employees in the Group	G	2016	25%	Provider chosen; survey to take place in April-May 2016; questionnaire design completed
		Launch an enterprise social network to strengthen links and communication between teams	G	2016	100%	The Enterprise social network "UR World" will be opened to all Unibail-Rodamco employees in Europe in January 2016
		Increase and nurture ou innovative culture and community of innovative champions	G	2017	50%	Deployment in 2015 of an Innovation Champion Graduate Program, with a total of 20 ICGP, to organize, internationalize and recognize the Group's community of Innovation Champions

(1) Scope - R = Retail; O = Offices; C = Convention & Exhibition; G = the whole Group.

3.7.2. Long-term targets: a clear vision and targets through to 2020

Since 2013, the Group has decided to concentrate its efforts and resources on items that count, based on the materiality survey performed 2012 and the extended materiality survey performed in 2015, revealing a list of top priorities named "material issues". The Group has therefore revised and aligned its sustainability long-term targets based on these top material issues, so as to stick to the Group's long-term vision on value creation. The Group will continue to address and manage internal targets for each operational core function (such as water, biodiversity, bribery and corruption, land pollution…).

Dimension	Material issue	Target /engagement	Scope[1]	Target date
COOPERATING with cities and communities	Transport connectivity & accessibility	Promote alternative transport means to reduce the share of visitors coming by individual car to 35% by 2020 for managed Retail portfolio (like-for-like)	R	2020
	Community well-being	Deploy the Group's "UR for Jobs" program on 10 managed Shopping Centres by 2016	R	2016
		Maintain the Group's commitments in supporting its main philanthropic causes towards entrepreneurship, social and young talents (with special focus on impact)	G	2016
	Local economic development	Define the Group's circular economy policy	R	2016
	Crime & Safety	Implement an awareness program towards tenants & providers' staff in order to improve security of people in case of serious incident (fire safety, security, attack)	R+O	2016 France
	Sustainable procurement	Carry out a life-cycle assessment (LCA) for a development project in order to identify the most relevant levers for reducing the embodied carbon (materials and construction)	R/O	2017
INTEGRATING building & users	Energy and carbon	Reduce carbon intensity *(CO_2 emissions/visit)* at managed Shopping Centres down to 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
		Increase energy efficiency *(kWh/occupant)* at managed Offices by 35% in 2020 relative to 2012	O	2020
		Increase energy efficiency *(kWh/m^2 JOCC)* at managed Viparis sites by 25% in 2020 relative to 2014	C	2020
		Define the Group's low carbon vision and action plan for new development project	R	2018
	Product labelling	Obtain a "BREEAM In-Use" certification for at least 80% of the managed Retail portfolio with a minimum of "Oustanding" for "Building management" (part 2) by 2020 *(in number assets)*	R	2020
		Obtain a "BREEAM In-Use" certification for at least 90% of the French Offices portfolio with a minimum of "Excellent" for Building Management (Part 2) by 2020 *(in number of assets)*	O	2020
		Complete a BREEAM certification of minimum "Very Good" for extension and an "Excellent" rating for all new developments *(over 10,000 m^2)*	R/O	Ongoing
	Waste	Aim to send zero waste to landfill by 2020	R	2020
		Reach a waste recycling rate of at least 80% by 2020, thanks to individual tenants sorting and invoicing	R	2020
	Visitors & Customers	Extend the service quality program within the Group and achieve at least 48 managed Shopping Centres successfully audited according to the "4 Star" label by 2016	R	2016
		Obtain minimum B score for all managed asset in "health & safety risks" assessment measured through the annual third-party audits	G	2016
	Suppliers	Assess suppliers' compliance with environmental clauses at each shopping centre (target relates to security, cleaning and maintenance contracts)	R	2016
		Carry out a pilot for a web-solution supporting the Group's purchasing processes and policy	G	2016
ENGAGING business & people	Technology / digital	Launch the new incubator program UR>Link with the selection and active support of 6 innovative start-ups	G	2016
	Employees attraction, retention & engagement	Design and roll-out an employee engagement survey on all employees in the Group	G	2016
		Launch an enterprise social network to strengthen links and communication between teams	G	2016
		Increase and nurture our innovative culture and community of innovative champions	G	2017
		Take advantage of our new Learning Management System to reach everyone in the Group with: on-site trainings, e-learnings and videos (partnership with TED Talks)	G	2016
	Tenants attraction, retention & engagement	Exceed 90% of green lease for total active Retail and Offices portfolio by 2016	R/O	2016

(1) Scope - R = Retail; O = Offices; C = Convention & Exhibition; G = the whole Group.

3.8. CONTENT INDEXES

3.8.1. EPRA Sustainability Performance Measures

In 2015, Unibail-Rodamco received the EPRA Gold Award, for its exceptional compliance in its sustainability reporting 2014 with the EPRA Best Practice Recommendations on sustainability reporting (EPRA sBPR).

The indicators reported in the 2015 Annual and Sustainable Development Report complies with the 2nd edition of the EPRA (sBPR) published in September 2014. The table below shows the cross- check results between the EPRA guidelines and Unibail-Rodamco report.

Code	Indicator	Type	Definition	Reported	Cross reference	Pages	External assurance
PERFORMANCE MEASURES							
Elec-Abs	Total electricity consumption *(annual kWh)*	Core	Total amount of electricity consumed from renewable and non-renewables sources, whether imported and generated onsite	Reported	**MPI:** Energy consomption *(kWh)*	91	✓
					kWh of green electricity 2015	89	✓
					MPI: Direct and indirect final energy consumption by primary energy source *(%)*	93	✓
					MPI: Renewable energy produced and CO_2 emissions saved	94	✓
Elec Lfl	Like-for-like total electricity consumption *(annual kWh)*	Core	Total electricity consumed	Reported	**MPI:** Energy consumption *(kWh)*	91	✓
DH&C-Abs	Total district heating & cooling consumption *(annual kWh)*	Core	Total amount of indirect energy consumed from district heating & cooling systems	Reported	**MPI:** Energy consumption *(kWh)*	91	✓
DH&C-Lfl	Like-for-like total district heating & cooling consumption *(annual kWh)*	Core	Total amount of district heating &r cooling consumed	Reported	**MPI:** Energy consomption *(kWh)*	91	✓
Fuel-Abs	Total fuel consumption *(annual kWh)*	Core	Total amount of fuel used from direct (renewable and non-renewable) sources	Not Reported	Not applicable		
Fuel-Lfl	Like-for-like total fuel consumption *(annual kWh)*	Core	Total amount of fuels consumed	Not Reported	Not applicable		
Energy-Int	Building energy intensity *(kWh/person/ year or kWh/m²/year or kWh/ revenue/year)*	Core	Total amount of direct and indirect energy used by renewable and non-renewable sources in a building	Reported	**MPI:** Energy efficiency per building usage (kWh/visit/year for Shopping Centres, kWh/occupant/year for Offices, kWh/m² DOP/year for Convention & Exhibition Centres)	92	✓
					MPI: Energy efficiency per m² *(kWh/m²/year)*	92	✓
GHG-Dir-Abs	Total direct greenhouse gas (GHG) emissions *(annual metric tonnes CO_2e)*	Core	Total amount of direct greenhouse gas emissions	Reported	**MPI:** CO_2 emissions *($kgCO_2e$)*	88	✓
		Additional	Fugitive emissions	Reported	**MPI:** Refrigerant leaks and waste disposal CO_2 emission *($kgCO_2e$)*	88	✓
GHG-Indir-Abs	Total indirect greenhouse gas (GHG) emissions *(annual metric tonnes CO_2e)*	Core	Total amount of indirect greenhouse gas emissions	Reported	**MPI:** CO_2 emissions *($kgCO_2e$)*	88	✓

■ *Reported* ■ *Not Reported*

Code	Indicator	Type	Definition	Reported	Cross reference	Pages	External assurance
GHG-Dir-Lfl	Like-for-like total direct greenhouse gas (GHG) emissions *(annual metric tonnes CO_2e)*	Core	Total amount of direct greenhouse gas emissions emitted		**MPI:** CO_2 emissions *(kgCO_2e)*	88	✓
GHG-Indir-Lfl	Like-for-like total indirect greenhouse gas (GHG) emissions *(annual metric tonnes CO_2e)*	Core	Total amount of indirect greenhouse gas emissions produced		**MPI:** CO_2 emissions *(kgCO_2e)*	88	✓
GHG-Int	Greenhouse gas (GHG) intensity from building energy consumption *(kg CO_2e/m^2/year, kg CO_2e/person/year, kg CO_2e/revenue/year)*	Core	Total amount of direct and indirect GHG emissions generated from energy consumption		**MPI:** Carbon intensity of use (gCO_2e/visit/year for Shopping Centres, gCO_2e/occupant/year for Offices, gCO_2e/m^2 DOP/year for Convention & Exhibition Centres)	89	✓
					MPI: Carbon intensity per m^2 *(kgCO_2e/m^2/year)*	90	✓
Water-Abs	Total water consumption *(annual m^3)*	Core	Total amount of water consumed		**KPI:** Water consumption *(m^3)*	97	✓
		Additional	Water sources (surface, ground, grey, black, etc.)		**3.3.5.2. Water > Reused water**	96-98	✓
Water-Lfl	Like-for-like total water consumption *(annual m^3)*	Core	Total amount of water consumed		**KPI:** Water consumption *(m^3)*	97	✓
Water-Int	Building water intensity *(litres/person/day or m^3/m^2/year)* or *(litres/m^3/revenue/year)*	Core	Total amount of water consumed normalised by an appropriate denominator		**KPI:** Water intensity of use *(litre/visit/year for Shopping Centres, litre/occupant/year for Offices, litre/m^2 DOP/year for Convention & Exhibition centres)*	98	✓
					KPI: Water consumption per m^2 *(litre/m^2/year)*	98	✓
Waste-Abs	Total weight of waste by disposal route *(annual metric tonnes and proportion by disposal route)*	Core	Total amount of waste produced and disposed of *via* various disposal methods routes		**KPI:** Total waste *(tonnes)* and percentages of recycled and valued waste *(%)*	99	✓
					KPI: Split of total waste by disposal route *(%)*	100	✓
Waste-Lfl	Like-for-like total weight of waste by disposal route *(annual metric tonnes and proportion by disposal route)*	Core	Total amount of waste created				

Reported *Not Reported*

Code	Indicator	Type	Definition	Reported	Cross reference	Pages	External assurance
Cert-Tot	Type and number of sustainability certified assets *(Total number by certification/rating/labelling scheme)*	Core	Total number of assets within a portfolio that have formally obtained sustainability certification, rating or labelling		Penetration rate (%) within the total standing Retail portfolio in value	79	✓
					Penetration rate (%) within the total standing Office portfolio in value	79	✓
		Additional	Total number of assets certified and level of certification obtained, as well as percentage of assets certified within the portfolio		**MPI:** Environmental certification of new developments	80-81	✓
					MPI: Environmental certification of standing assets	81-83	✓
OVERARCHING RECOMMENDATIONS							
5.1	Organisational boundaries	Core	Organisational structure by type of asset (subsidiaries, associates, etc.) and financial/operational leases		**I. Portfolio**	3-13	✓
5.2	Coverage	Core	Percentage of assets within the organisational boundary included in data disclosed for each sustainability performance measure		Coverage given in every KPI and MPI tables	88-102	✓
5.3	Estimation of Landlord-obtained utility consumption	Core	Methodology used to estimate utility consumption		**3.3.2. Reporting methodology for environmental data**	75-79	✓
5.4	Third Party Assurance	Core	Level of third party assurance according to AA1000 or ISAE3000		**3.3.2.8. Third-party independant verification**	78-79	✓
					3.9. Independant verifier's report on consolidated social, environmental and societal information	151-153	✓
5.5	Boundaries reporting on landlord and tenant consumption	Core	Absolute consumption (only Landlord-obtained energy/water)		**3.3.2.3. Reporting scope**	76	✓
					MPI: Energy consumption *(kWh)*	91	
					KPI: Water consumption *(m³)*	97	✓
		Additional	Private consumption (tenant-obtained consumption) collected by the Landlord		Tenants' collected electricity consumption *(kWh)*	91	✓
					KPI: Water consumption *(m³)*	97	✓

■ *Reported* ■ *Not Reported*

Code	Indicator	Type	Definition	Reported	Cross reference	Pages	External assurance
5.6	Normalisation	Core	Intensity sustainability performance measures (denominators: managed floor area or occupancy)	Reported	**3.3.2.2. Reporting values**	75	✓
					3.3.2.4. Changes in reporting scope	76-77	✓
5.7	Analysis –Segmental analysis *(by property type, geography)*	Core	Concordance with property typology adopted in financial reporting	Reported	**I. Portfolio**	3-13	✓
5.8	Disclosure on own offices	Core	Own office performance measure	Reported	Unibail-Rodamco's headquarters is reported within the Offices portfolio – France	83-102	✓
5.9	Narrative on performance	Core	Commentaries/ explanations on environmental performance	Reported	**3.3. Environment**	73-102	✓
5.10	Location of EPRA Sustainability Performance Measures in companies' report	Core	Epra and environmental measures included in the annual report	Reported	**3.8. Content Indexes > 3.8.1. EPRA Sustainability Performance Measures**	133-136	✓
OTHER ISSUES TO CONSIDER							
6.1	Materiality	/	External materiality survey and GRI G4 adherence	Reported	**3.1.1. Integration with business & strategy > Material issues to create sustainable value**	64-66	✓
					3.8. Content Indexes > 3.8.2. GRI G4	137-146	✓
6.2	Return on Carbon Emissions (ROCE)	/	Financial return on each tones of carbon emitted	Not Reported			
6.3	Socio-Economic Indicators related to Sustainability Performance	/	Local economic contribution of the Company's operations and surrounding communities	Reported	**3.4.1.1. Economic Impact**	104-106	✓
6.4	Transport	/	Emissions from employees commuting and business travel and from the end users of assets	Reported	**KPI:** CO_2 emissions from employees' business travel by train and plane *(tonnes CO_2e)*	96	✓
6.5	Refrigerant gases	/	Fugitive emissions arising from the Company's activities	Reported	**KPI:** Refrigerant leaks and waste disposal CO_2 emissions *($kgCO_2e$)*	88	✓

Reported *Not Reported*

3.8.2. GRI G4

Since 2013 publication, the Group has made the transition from the Application level B+ of the Global Reporting Initiative Construction & Real Estate Sector Supplement reporting framework (GRI 3.1 CRESS published in 2011) to the G4 new Guidelines, deeply modified and published in May 2013.

The Core Approach has been maintained for the third year, reporting under G4 guidelines. The concordance table below shows where the information has been disclosed in this 2015 Annual and sustainable development report. The “Reported” column indicates the level of reporting for each indicator.

Unibail-Rodamco fully reports all Profile (53) disclosures and selected 18 topics as being material to its sector’s activity.

36 material performance indicators and 4 additional indicators (not related to material topics) are reported.

Items	Description	Reported	Cross-reference	Pages	External assurance
I. PROFILE					
STRATEGY AND ANALYSIS					
G4-1	Statement by the organisation’s decision-maker organisation with the highest seniority		**Annual and sustainable development report/** Message from the CEO & Chairman of the Management Board	8-9	
G4-2	Key impacts, risks, and opportunities		**Annual and sustainable development report/** Corporate	8-23	
			3.1.1. Integration with business & strategy > Material issues to create sustainable value	64-68	✓
			3.7. 2015 Achievements and 2020 objectives	129-132	✓
			5. Legal information/ Risk factors	295-299	✓
			6. Report of the Chairman of the Supervisory Board/ Internal control system	311-315	✓
ORGANIZATIONAL PROFILE					
G4-3	Name of the organisation		**Annual and sustainable development report/** Profile	2-3	
			5. Legal information/ General information	225-242	
G4-4	Primary brands, products, and services		**Annual and sustainable development report/** Message from the CEO & Chairman of the Management Board	8-9	
			Annual and sustainable development report/ Strategy	24-59	
			Annual and sustainable development report/ Across the portfolio	66-85	
			Annual and sustainable development report/ Building unique destinations	36-53	
G4-5	Location of the organisation’s headquarters		**5. Legal information/** General information	225-242	
G4-6	Number of countries where the organisation operates, and countries names where either the organisation has significant operations or operations that are specifically relevant to the sustainability topics covered in the report		**Annual and sustainable development report/** Profile	2-3	
			3.3.2. Reporting methodology for environmental data	75-79	✓
G4-7	Nature of ownership and legal form		**5. Legal information/** General information	225-242	
G4-8	Markets served		**Annual and sustainable development report/** Profile	2-3	
			Annual and sustainable development report/ Strategy	24-59	
			1. Portfolio	3-13	
			3.4. Stakeholders	103-117	✓
G4-9	Scale of the organisation		**2. Business review and 2015 Results/** Scope of consolidation	15	✓
			3.6.2. Employment, diversity and corporate citizenship	121-123	✓
			4. Consolidated financial statements	154-223	✓

Reported *Partially Reported*

Items	Description	Reported	Cross-reference	Pages	External assurance
G4-10	Total number of employees by employment contract and gender		**KPI:** Employment by country	122	✓
			KPI: Employment by activity	122	✓
			KPI: Employment by age	122	✓
			KPI: Employment by gender	123	✓
			KPI: Recruitment	124	✓
			KPI: Labour contracts	125	✓
G4-11	Share of total employees covered by collective bargaining agreements		**KPI:** Collective bargaining	127	✓
G4-12	Description of the organisation's supply chain		**3.4.4. Suppliers and contractors: Supply Chain Management**	108-110	✓
			3.4.4. Suppliers and contractors: Supply Chain Management – Purchases mapping	108-109	✓
G4-13	Significant changes during the reporting period in terms of size of the organisation's, structure, ownership, or supply chain		**1. Portfolio**	3-13	
			2. Business review and 2015 Results	14-61	✓
			4. Consolidated financial statements	154-223	✓
G4-14	How the precautionary approach or principle is addressed by the organisation		**5. Legal information/** Risk factors	295-299	✓
			3.3.1. Environmental Management Systems (EMS)	73-75	✓
			3.3.4. Climate change	84-87	✓
G4-15	Externally developed economic, environmental and social charters, principles, or other initiatives to which the organisation subscribes or which it endorses		A comprehensive strategy (signatory of the UN Global Compact)	111	
			3.1.6. Participation in external organisations	69	
			3.1.7. ESG Ratings and awards	69-70	✓
			5. Legal information/ Corporate governance	245-255	✓
			3.8. Content indexes	133-150	
G4-16	Memberships of associations (such as industry associations) and national or international advocacy organisations in which the organisation: • holds a position on the governance body; • participates in projects or committees; • provides substantive funding beyond routine membership dues; • views membership as strategic		**3.1.6. Participation in external organisations**	69	
IDENTIFIED MATERIAL ASPECTS AND BOUDARIES					
G4-17	List all entities included in the organisation's consolidated financial statements or equivalent documents Report whether any entity included in the organisation's consolidated financial statements or equivalent documents is not covered by the report		**Annual and sustainable development report/** Profile	2-3	
			1. Portfolio	3-13	
			2. Business review and 2015 Results	14-61	✓
			3.3.2. Reporting methodology for environmental data	75-79	✓
			4. Consolidated financial statements	154-223	✓
G4-18	Process for defining the report content and the Aspect Boundaries		**3.1. Strategy and organisation**	64-70	
			3.3.2. Reporting methodology for environmental data	75-79	✓
			3.4. Stakeholders	103-117	✓
G4-19	Material Aspects identified in the process defining report content		**3.1.1. Integration with business & strategy > Material issues to create sustainable value**	64-66	✓
G4-20	Aspect materiality for all entities within the organisation		**3.1.1. Integration with business & strategy > Material issues to create sustainable value**	64-66	✓
			3.7. 2015 Achievements and 2020 objectives	129-132	✓

Reported *Partially Reported*

Items	Description	Reported	Cross-reference	Pages	External assurance
G4-21	Aspect materiality outside of the organisation	Partially Reported	**3.1.1. Integration with business & strategy > Material issues to create sustainable value**	64-66	✓
G4-22	Effect of any restatements of information provided in previous reports, and the reasons for such restatements	Reported	**2. Business review and 2015 Results**	14-61	✓
			3.3.2. Reporting methodology for environmental data	75-79	✓
			4. Consolidated financial statements	154-223	✓
G4-23	Significant changes from previous reporting periods in the Scope and Aspect Boundaries	Reported	**2. Business review and 2015 Results**	14-61	✓
			3.3.2. Reporting methodology for environmental data	75-79	✓
			4. Consolidated financial statements	154-223	✓
STAKEHOLDERS ENGAGEMENT					
G4-24	List of stakeholder groups engaged by the organisation	Reported	**3.4. Stakeholders**	103-117	✓
G4-25	Basis for identification and selection of stakeholders with whom to engage	Reported	**Annual and sustainable development report/** Message from the CEO & Chairman of the Management Board	8-9	
			3.1.1. Integration with business & strategy > Material issues to create sustainable value	64-68	✓
			3.4. Stakeholders	103-117	✓
G4-26	Organisation's approach to stakeholder engagement, including frequency of engagement by type and by stakeholder group, and an indication of whether any of the engagement was undertaken specifically as part of the report preparation process	Partially Reported	**3.1.6. Participation in external organisations**	69	
			3.4. Stakeholders	103-117	✓
			3.7. 2015 Achievements and 2020 objectives	129-132	✓
			No stakeholder consultation during the preparation of the report		
G4-27	Key topics and concerns that have been raised through stakeholder engagement, and how the organisation has responded to those key topics and concerns, including through its reporting. Stakeholder groups that raised each of the key topics and concerns	Partially Reported	**Annual and sustainable development report/** Our people	60-65	
			3.4. Stakeholders	103-117	✓
			3.7. 2015 Achievements and 2020 objectives	129-132	✓
REPORT PROFILE					
G4-28	Reporting period (such as fiscal or calendar year) for information provided	Reported	**1. Portfolio**	3-13	
			2. Business review and 2015 Results	14-61	✓
			3.3.2. Reporting methodology for environmental data	75-79	✓
			4. Consolidated financial statements	154-223	✓
G4-29	Date of the most recent report, prior to the current one	Reported	**3.3.2. Reporting methodology for environmental data**	75-79	✓
G4-30	Reporting cycle (annual, biennial, etc.)	Reported	**3.3.2. Reporting methodology for environmental data**	75-79	✓
G4-31	Contact point for questions regarding the report or its contents	Reported	Persons responsible for this document, for the financial information and auditing the accounts	319	✓
G4-32	"In accordance" option chosen by the organisation GRI Content Index for the chosen option Reference to the External Assurance Report	Reported	**3.3.2. Reporting methodology for environmental data**	75-79	✓
			3.8.2. GRI G4	137-146	
			3.3.2.8. Third-party independent verification	78-79	✓
G4-33	Organisation's policy and current practice with regard to seeking external assurance for the report Scope and basis of any external assurance provided Relationship between the organisation and the assurance providers Highest governance body or senior executives involved in seeking assurance for the organisation's sustainability report	Reported	**3.3.2.8. Third-party independent verification**	78-79	✓
			4. Consolidated financial statements	154-223	✓
			6. Report of the Chairman of the Supervisory Board	301-318	✓

■ *Reported* ■ *Partially Reported*

Items	Description	Reported	Cross-reference	Pages	External assurance
GOVERNANCE					
G4-34	Governance structure of the organisation, including committees of the highest governance body. Identify committees responsible for decision-making on economic, environmental and social impacts		**Annual and sustainable development report/** Message from the Chairman of the Supervisory Board	10-11	
			3.1. Strategy and organisation	64-70	
			3.2. Corporate Governance, ethical conduct and risk management	71-72	
			5. Legal information/ Management Board and Supervisory Board	245-255	✓
			6. Report of the Chairman of the Supervisory Board	301-318	✓
G4-35	Process for delegating authority for economic, environmental and social topics from the highest governance body to senior executives and other employees		**3.1.2. Integration with governance and management**	67-68	✓
G4-36	Top managers appointed by the organisation with responsibility for economic, environmental and social topics, and whether post holders report directly to the highest governance body		**3.1.3. Integration with core processes and activities**	68	✓
G4-38	Composition of the highest governance body and its committees		**Annual and sustainable development report/** Message from the Chairman of the Management Board	8-9	
			3.1. Strategy and organisation	64-70	
			3.2. Corporate Governance, ethical conduct and risk management	71-72	
			3.6.9. Organisational structure in 2015	128	
			5. Legal information/ Management Board and Supervisory Board	245-255	✓
			6. Report of the Chairman of the Supervisory Board	301-318	✓
G4-39	Is the Chair of the highest governance body also an executive officer		**5. Legal information/** Management Board and Supervisory Board	245-255	✓
G4-40	Nomination and selection of processes for the highest governance body and its committees, criteria used for nominating and selecting highest governance body members		**3.6.2. Employment, diversity and corporate citizenship**	121-123	✓
			5. Legal information/ Management Board and Supervisory Board	245-255	✓
			6. Report of the Chairman of the Supervisory Board	301-318	✓
G4-41	Processes for the highest governance body to ensure conflicts of interest are avoided and managed. Report on whether conflicts of interest are disclosed to stakeholders		**5. Legal information/ Corporate Governance**	245-255	✓
G4-42	Highest governance body's and senior executives' roles in the development, approval, and updating of the organisation's purpose, value or mission statements, strategies, policies, and goals related to economic, environmental and social impacts		**3.1.2. Integration with Governance and Management**	67-68	
			3.1.3. Integration with core processes and activities	68	
G4-44	Evaluation Processes of the highest governance body's performance with respect to governance of economic, environmental and social topics. Self-assessment, or independent evaluation, and frequency. Actions taken in response to evaluation of the highest governance body's performance with respect to governance of economic, environmental and social topics		**5. Legal information/** Corporate Governance	245-255	✓
			6. Report of the Chairman of the Supervisory Board	301-318	✓

Reported *Partially Reported*

Items	Description	Reported	Cross-reference	Pages	External assurance
G4-45	Highest governance body's role in the identification and management of economic, environmental and social impacts, risks, and opportunities. Include the highest governance body's role in the implementation of due diligence processes Stakeholder consultation used to support the highest governance body's identification and management of economic, environmental and social impacts, risks, and opportunities		**5. Legal information/** Corporate Governance	245-255	✓
			6. Report of the Chairman of the Supervisory Board	301-318	✓
G4-46	Highest governance body's role in reviewing the effectiveness of the organisation's risk management processes for economic, environmental and social topics		**3.1.2. Integration with governance and management**	67-68	
			5. Legal information/ Corporate Governance	245-255	✓
			5. Legal information/ Management Board and Supervisory Board	245-255	✓
G4-47	Frequency of the highest governance body's review of economic, environmental and social impacts, risks, and opportunities		**3.1.2. Integration with governance and management**	67-68	✓
G4-48	Highest committee or position that formally reviews and approves the organisation's sustainability report and ensures that all material aspects are covered		**3.1.2. Integration with governance and management**	67-68	✓
G4-49	Process for communicating critical concerns to the highest governance body		**5. Legal information/** Corporate Governance	245-255	✓
G4-51	Remuneration policies for the highest governance body and senior executives. Performance criteria in the remuneration policy related to the highest governance body's and senior executives' economic environmental and social targets		**3.6.7. Remuneration**	126-127	✓
			5. Legal information/ Remuneration of Management Board and Supervisory Board members	257-293	✓
			6. Report of the Chairman of the Supervisory Board/ Remuneration of the Management Board	310	✓
G4-52	Process for determining remuneration		**5. Legal information/** Remuneration of Management Board and Supervisory Board members	257-293	✓
			6. Report of the Chairman of the Supervisory Board/ Remuneration of the Management Board	310	✓
G4-53	How stakeholders' views are sought and taken into account regarding remuneration		**5. Legal information/** Share capital and voting rights	243-244	✓
			5. Legal information/ Remuneration of Management Board and Supervisory Board members	257-293	✓
ETHICS AND INTEGRITY					
G4-56	Organisation's values, principles, standards and behaviour standards such as codes of conduct and codes of ethics		**3.2. Corporate Governance, ethical conduct and risk management**	71-72	
			5. Legal information/ Corporate Governance	245-255	✓
			6. Report of the Chairman of the Supervisory Board	301-318	✓
G4-57	Internal and external mechanisms for seeking advice on ethical and lawful behaviour, and matters related to organisational integrity		**5. Legal information/** Corporate Governance	245-255	✓
			3.2. Corporate Governance, ethical conduct and risk management	71-72	
G4-58	Internal and external mechanisms for reporting concerns about unethical or unlawful behaviour, and matters related to organisational integrity		**5. Legal information/** Corporate Governance	245-255	✓
			3.2. Corporate Governance, ethical conduct and risk management	71-72	

Reported *Partially Reported*

II. MANAGEMENT APPROACH

Items	Description	Reported	Cross-reference	Pages	External assurance
ECONOMIC					
EC	Economic performance	Reported	**Annual and sustainable development report/** Corporate	8-23	
			2. Business review and 2015 Results	14-61	✓
			4. Consolidated financial statements	154-223	✓
EC	Market presence	Reported	**Annual and sustainable development report/** Profile	2-3	
			Annual and sustainable development report/ Strategy	24-59	
			1. Portfolio	3-13	
EC	Indirect economic impacts	Reported	**3.4.1. Communities contribution**	104-106	✓
			3.4.1.1. Economic impact	104-106	✓
			3.4.1.2. The Group's local economic footprint	105-106	✓
ENVIRONMENTAL					
EN	Energy	Reported	**3.3.4.3. Energy consumption**	90-91	✓
EN	Emissions	Reported	**3.3.4. Climate Change**	84	✓
			3.3.4.1. Carbon footprint	84-86	
			3.3.4.2. CO_2 emissions	87	✓
EN	Products and services	Reported	**Annual and sustainable development report/** Building unique destinations	36-53	
			3.3.3. Product labelling: Environmental certification	79	✓
EN	Compliance	Reported	**3.3.2.8. Third-party independent verification**	78-79	✓
			3.9. Independent verifier's attestation and assurance report on social environmental and societal information	151-153	✓
EN	Transport	Reported	**3.3.4.5. Transport**	94-95	✓
SOCIAL					
	LABOUR AND DECENT WORK PRACTICES				
LA	Employment	Reported	**3.6.2. Employment and diversity**	121-122	✓
LA	Occupational health and safety	Reported	**3.3.6. Health & Safety and environmental risks and pollution**	101-102	✓
			3.6.6. Employee Vitality and Wellbeing	125	✓
LA	Training and education	Reported	**3.1.4. Training**	68	✓
			3.6.4. Training – UR Academy	123-124	✓
LA	Diversity and equal opportunity	Reported	**3.6.2. Employment, diversity and corporate citizenship**	121-122	✓
LA	Equal remuneration for women and men	Reported	**3.6.7. Remuneration**	126-127	✓
	SOCIETY				
SO	Local communities	Reported	**3.4.1. Communities contribution**	104-106	✓
SO	Anti-corruption	Reported	**3.2.2. Ethical conduct**	71-72	
			3.2.2. Ethical conduct/ Group Compliance Book and Code of Ethics	71-72	✓
SO	Supplier assessment for impacts on society	Partially Reported	**3.4.4. Suppliers and contractors: Supply Chain Management**	108-110	✓
SO	Grievance mechanisms for impacts on society	Partially Reported	**3.3.1.1. Sustainable Design Attitude (SDA): an EMS for development projects**	73-74	

Reported *Partially Reported*

Items	Description	Reported	Cross-reference	Pages	External assurance
	PRODUCT RESPONSIBILITY				
PR	Customer health and safety	Reported	**3.3.6. Health & Safety and environmental risks and pollution**	101-102	✓
			3.4.2. Customers experience	107	✓
PR	Product and service labelling	Reported	**Annual and sustainable development report/** Building unique destinations	36-53	
			3.3.3. Product labelling: Environmental certification	79-80	✓

III. MATERIAL KEY PERFORMANCE INDICATORS

Items	Description	Reported	Cross-reference	Pages	External assurance
ECONOMIC					
	ECONOMIC PERFORMANCE				
G4-EC1	Direct economic value generated and distributed	Reported	**3.4. Stakeholders**	103-117	✓
			3.5. Corporate citizenship	120	✓
			KPI: Recruitment	124	✓
			KPI: Remuneration breakdown	126	✓
			4. Consolidated Financial Statements/ Consolidated financial KPIs	155-159	✓
			4. Consolidated Financial Statements/ Employee remuneration and benefits	206-210	✓
G4-EC2	Financial implications and other risks and opportunities for the organisation due to climate change	Partially Reported	**3.3.4. Climate change**	84-87	✓
			5. Legal information/ Risk factors	295-299	
G4-EC3	Coverage of the organisation's defined benefit plan obligations	Reported	**3.6.7. Remuneration**	126-127	✓
			4. Consolidated Financial Statements/ Employee remuneration and benefits	206-210	✓
			4. Consolidated Financial Statements	154-223	✓
	MARKET PRESENCE				
G4-EC6	Senior management members hired locally at significant locations of operation	Partially Reported	**KPI:** Employment by country	122	✓
			KPI: Employment by age	122	✓
			3.4.1. Communities contribution	104-106	✓
			3.4.1.1. Economic impact	104-106	✓
			3.4.1.2. The Group's local economic footprint	105-106	✓
			3.4.4. Suppliers and contractors: Supply Chain Management – Purchases mapping	108-110	✓
	INDIRECT ECONOMIC IMPACTS				
G4-EC7	Development and impact of infrastructure investments and services supported	Partially Reported	**3.4.1.1. Economic impact**	104-106	✓
			3.4.1.2. The Group's local economic footprint	105-106	✓
			3.3.4.5. Transport	94-95	✓
			3.4.1. Communities contribution	104-106	✓
G4-EC8	Significant indirect economic impacts, including the extent of impacts	Partially Reported	**Annual and sustainable development report/** Fostering local communities	50-51	
			3.4.1.1. Economic impact	104-106	✓
			3.4.1.2. The Group's local economic footprint	105-106	✓
ENVIRONMENTAL					
	ENERGY				
G4-EN3	Energy consumption within the organisation	Reported	**MPI:** Energy consumption *(kWh)*	91	✓
			MPI: Direct and indirect final energy consumption by primary energy source *(%)*	93	✓
			MPI: Renewable energy produced and CO_2 emissions saved	94	✓

Reported *Partially Reported*

Items	Description	Reported	Cross-reference	Pages	External assurance
G4-EN4	Energy consumption outside of the organisation		**3.3.4.3. Energy consumption** – Tenants' electricity consumption collected *(kWh)*	91	✓
			MPI: Energy consumption *(kWh)*	91	✓
			MPI: Direct and indirect final energy consumption by primary energy source *(%)*	93	✓
			MPI: Renewable energy produced and CO_2 emissions saved	94	✓
G4-EN5	Energy intensity		**MPI:** Energy efficiency per building usage *(kWh/visit/year for Shopping Centres, kWh/occupant/year for Offices, kWh/m² DOP/year for Convention & Exhibition centres)*	92	✓
			MPI: Energy efficiency per m² *(kWh/m²/year)*	92	✓
G4-EN6	Reduction of energy consumption		**MPI:** Energy consumption *(kWh)*	91	✓
			KPI: Financial impact resulting from variation in energy consumption *(€)*	92	✓
			3.3.4.3. Energy consumption	90-91	✓
G4-EN7	Reductions in energy requirements of products and services		**3.3.4.3. Energy consumption**	90-91	✓
			MPI: Energy consumption *(kWh)*	91	✓
			MPI: Renewable energy produced and CO_2 emissions saved	94	✓
	EMISSIONS				✓
G4-EN15	Direct greenhouse gas (ghg) emissions (scope 1)		**MPI:** CO_2 emissions *($kgCO_2e$)*	88	✓
			KPI: Carbon weight of energy mix *(gCO_2e/kWh)*	93	✓
G4-EN16	Energy indirect greenhouse gas (ghg) emissions (scope 2)		**MPI:** CO_2 emissions *($kgCO_2e$)*	88	✓
			KPI: Carbon weight of energy mix *(gCO_2e/kWh)*	93	✓
G4-EN17	Other indirect greenhouse gas (ghg) emissions (scope 3)		**MPI:** Split of Shopping Centres' visits by transportation means *(%)*	95	✓
G4-EN18	Greenhouse gas (ghg) emissions intensity		**MPI:** Carbon intensity of use *(gCO_2e/visit/year for Shopping Centres, gCO_2e/occupant/year for Offices, gCO_2e/m² DOP/year for Convention & Exhibition centres)*	89	✓
			MPI: Carbon intensity per m² *($kgCO_2e$/m²/year)*	90	✓
G4-EN19	Reduction of greenhouse gas (ghg) emissions		**3.3.4.2. CO_2 emissions**	87	✓
			MPI: CO_2 emissions *($kgCO_2e$)*	88	✓
G4-EN20	Emissions of ozone-depleting substances (ods)		**KPI:** Refrigerants leaks and waste disposal CO_2 emissions *($kgCO_2e$)*	88	✓
	PRODUCTS AND SERVICES				
G4-EN27	Extent of impact mitigation of environmental impacts of products and services		**3.3.1. Environmental Management Systems (EMS)**	73-75	✓
			3.3.3. Product labelling: Environmental certification	79-80	✓
			3.3.6. Health & safety and environmental risks and pollution	101-102	✓
			KPI: Soil pollution and site remediation	102	
	COMPLIANCE				
G4-EN29	Monetary value of significant fines and total number of non-monetary sanctions for noncompliance with environmental laws and regulations		**KPI:** Fines for environmental breaches	102	
	TRANSPORT				
G4-EN30	Significant environmental impacts of products and other goods and materials as well as members of the workforce transport required for the organisation's operations		**KPI:** Access to public transport *(%)*	95	✓
			MPI: Split of Shopping Centres' visits by transport means *(%)*	95	✓
			KPI: CO_2 emissions from employees' business travel by train and plane *(tonnes CO_2e)*	96	✓

Reported *Partially Reported*

Items	Description	Reported	Cross-reference	Pages	External assurance
SOCIAL					
	LABOUR PRACTICES AND DECENT WORK				
	Employment				
G4-LA1	Total number and rates of new employee hires and employee turnover by age group, gender and region		**KPI:** Recruitment	124	✓
			KPI: Departures	125	✓
			3.6.5. Attraction– Turnover	124-125	✓
G4-LA2	Benefits provided to full-time employees only and not provided to temporary or part-time employees, by significant locations of operation		**3.6.7. Remuneration**	126-127	✓
			IV. Consolidated Financial Statements/ Employee remuneration and benefits	206-210	✓
	Occupational health and safety				
G4-LA6	Type of injury and rates of injury, occupational diseases, lost days, and absenteeism, and total number of work-related fatalities, by region and by gender		**KPI:** Absenteeism	126	✓
	Training and education				
G4-LA9	Average hours of training per year per employee by gender, and by employee category		**3.6.4. Training – UR Academy**	123-124	✓
			KPI: Training	124	✓
G4-LA10	Programmes for skills management and lifelong learning that support the continued employability of staff and assist them in managing career endings		**3.6.3. Career management**	123	✓
			3.6.4. Training – UR Academy	123-124	✓
G4-LA11	Share of employees receiving regular performance and career development reviews, by gender and by employee category		**3.6.3. Career management**	123	✓
	Diversity and equal opportunity				
G4-LA12	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other diversity indicators		**KPI:** Employment by country	122	✓
			KPI: Employment by activity	122	✓
			KPI: Employment by age	122	✓
			KPI: Employment by gender	123	✓
			3.6.2. Employment and diversity/ % of women in management position	121	✓
			5. Legal information/ Composition of the Management Board and the Supervisory Board	245-254	
	Equal remuneration for women and men				
G4-LA13	Ratio of basic salary and remuneration for women and men by employee category, by significant locations of operation		**KPI:** Remuneration breakdown	126	✓
	SOCIETY				
	Local communities				
G4-SO1	Share of operations with implemented local community engagement, impact assessments, and development programmes		**3.3.3.1. New development projects**	79-80	✓
			3.4.1. Communities contribution	104-106	✓
			3.5. Corporate citizenship – Social	120	✓
G4-SO2	Operations with significant actual and potential negative impacts on local communities		**3.4.1. Communities contribution**	104-106	✓
			3.4.1.1. Economic impact	104-106	✓
			3.4.1.2. The Group's local economic footprint	105-106	✓
	Anti-corruption				
G4-SO3	Total number and share of operations assessed for risks related to corruption and identified significant risks		**3.2.2. Ethical conduct/** Group Compliance Book and Code of Ethics	71-72	✓
			6. Report of the Chairman of the Supervisory Board/ Internal control system	311-315	
G4-SO4	Communication and training on anti-corruption policies and procedures		**3.2.2. Ethical conduct**	71-72	
			3.2.2. Ethical conduct/ Group Compliance Book and Code of Ethics	71-72	✓

Reported *Partially Reported*

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Items	Description	Reported	Cross-reference	Pages	External assurance
	Supplier assessment for impacts on society				
G4-SO9	Share of new suppliers that were screened using criteria for impacts on society	Partially Reported	**3.4.4. Suppliers and contractors: Supply Chain Management**	108-110	✓
			KPI: Suppliers assessment	110	✓
	PRODUCT RESPONSABILITY				
	Customer health and safety				
G4-PR1	Share of significant product and service categories for which health and safety impacts are assessed for improvement	Reported	**3.2.3. Risk and crisis management**	72	
			3.3.6. Health & Safety and environmental risks and pollution	101-102	✓
			KPI: Annual risk management assessment	102	✓
	Product and service labelling				
G4-PR3	Type of product and service information required by the organisation's procedures for product and service information and labelling, and share of significant product and service categories subject to such information requirements	Reported	**3.3.1. Environmental Management Systems (EMS)**	73-75	✓
			3.3.3. Product labelling: Environmental certification	79-80	✓
			MPI: Environmental certification of new developments	80-81	✓
			MPI: Environmental certification of standing assets	83	✓
			3.3.6. Health & Safety and environmental risks and pollution	101-102	✓
			3.3.5.1. Materials	96	
G4-PR5	Results of surveys measuring customer satisfaction	Reported	**3.4.2. Customers experience**	107	✓
			3.4.3. Tenants partnership	107-108	✓

IV. ADDITIONAL KEY PERFORMANCE INDICATORS REPORTED

Items	Description	Reported	Cross-reference	Pages	External assurance
ENVIRONMENTAL					
	WATER				
G4-EN8	Total water withdrawal by source	Reported	**KPI:** Water consumption *(m³)*	97	✓
			KPI: Water intensity of use *(litre/visit/year for Shopping Centres, litre/occupant/year for Offices, litre/m² DOP/year for Convention & Exhibition centres)*	98	✓
			KPI: Financial impact resulting from variation in water consumption *(€)*	97	
			KPI: Water consumption per m² *(litre/m²/year)*	98	✓
G4-EN10	Share and total volume of recycled and reused water	Reported	**3.3.5.2. Water**	96-97	✓
	EFFLUENTS AND WASTE				
G4-EN23	Total weight of waste by type and disposal method	Reported	**KPI:** Total waste *(tonnes)* and shares of recycled and valued waste *(%)*	99	✓
			KPI: Split of total waste by disposal route *(%)*	100	✓
			KPI: Split of total waste by type *(tonnes)*	100	✓
HUMAN RIGHTS					
	INVESTMENT				
G4-HR1	Total number and share of significant investment agreements and contracts that include human rights clauses or that underwent human rights screening	Reported	**3.2.2. Ethical conduct**	71-72	
			3.4.4. Suppliers and contractors: Supply Chain Management	108-110	✓
			KPI: Suppliers assessment	110	✓

Reported *Partially Reported*

3.8.3. 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 has commissioned a third-party audit for its sustainability data since 2009. The Group has extended the scope of external verification through the years. In 2015, and according to Article 225 requirements (French Grenelle law), EY audit firm performed an in-depth review of the Group's disclosures regarding Article, 42 items and 38 key performance indicators for which an independent verifier's attestation and assurance report has been delivered (see assurance statement pages 151-153). The table below shows the concordance between legal requirements and Unibail-Rodamco's audited disclosures.

Nomenclature Grenelle Article 225	Description	References	Pages	Materiality(1)
I. SOCIAL INFORMATION				
I.A – Employment	Total number and breakdown of employees by gender, age, and geographical zone	**KPI:** Employment by gender	122	M
		KPI: Employment by age	122	
		KPI: Employment by country	122	
I.A – Employment	New hires and dismissals	**KPI:** Recruitment	124	P
		KPI: Departures	125	
		3.6.5. Attraction – Turnover	124-125	
I.A – Employment	Salaries and their evolution	**3.6.7. Remuneration**	126-127	P
		KPI: Remuneration – Total remuneration	126-127	
		KPI: Remuneration – Variable remuneration	127	
I.B – Labour organisation	Working time organisation	**3.6.6. Employee Vitality and Wellbeing**	125	P
I.B – Labour organisation	Absenteeism	**KPI:** Absenteeism	126	M
I.C – Social Relations	Organisation of social dialogue (procedures for consultation and negotiation)	**3.6.8. Employee relations** – Core principles and presentation of the European Employees' Committee	127	P
		3.6.8. Employee relations – Number of social relation meetings conducted with representative employee committees and Unions on various subjects	127	
I.C – Social Relations	Review of collective agreements	**KPI:** Collective bargaining	127	P
I.D – Health & Safety	Health and safety conditions at work	**3.6.6. Employee Vitality and Wellbeing**	125	P
I.D – Health & Safety	Review of the agreements signed with trade unions or staff representatives on health and safety at work	No agreement has been signed with trade unions. However a 40 actions plan dedicated to psycho-social risks and well being at work has been implemented in France since July 2013		P
I.D – Health & Safety	Occupational accidents, including the frequency and severity rates, and occupational diseases	**KPI:** Absenteeism	126	P
I.E – Training	Implemented training policies	**3.6.4. Training – UR Academy**	123-124	P
I.E – Training	Total number of hours trained	**KPI:** Training	124	M
I.F – Equality of treatment	Implemented policies and measures in favour of equality between women and men	**3.6.2. Employment, diversity and corporate citizenship** – Number of management positions held by women	121	P
		KPI: Remuneration	126-127	
I.F – Equality of treatment	Implemented policies and measures for employment and integration of disabled people	**3.6.2. Employment, diversity and corporate citizenship** – Signature of the Diversity and Disability Workplace Charter	121	P
I.F – Equality of treatment	Implemented policies and measures to fight discrimination	**3.1. Strategy and Organisation**	64-70	P
		3.2. Corporate Governance, ethical conduct and risk management	71-72	
		3.6.2. Employment, diversity and corporate citizenship – Anonymous CVs	121	
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	**3.4.4. Suppliers and contractors: Supply Chain Management** – Promotion of ILO's core principles	110	P
		3.6.8. Employee relations – Compliance by the labour standards outlined by the ILO	127	

(1) **"Annual and sustainable development report":** *please refer to this section of the annual report.*
M = Material; P = Potentially material; N/A = Non applicable.

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Nomenclature Grenelle Article 225	Description	References	Pages	Materiality[1]
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	**3.1. Strategy and Organisation**	64-70	**M**
		3.3.1. Environmental Management Systems (EMS)	73-75	
		3.3.2. Reporting methodology for environmental data	75-79	
		3.3.3. Product labelling: Environmental certification	79-80	
		MPI: Environmental certification of new developments	80-81	
		MPI: Environmental certification of standing assets	83	
		3.7. 2015 Achievements and 2020 objectives	129-132	
II.A – Overall environmental policy	Training and informing activities conducted on employees for the protection of the environment	**3.1.4. Training** Regions trained to sustainability awareness	68	**P**
		3.6.4. Training – UR Academy Training indicator	124	
II.A – Overall environmental policy	Resources devoted to the prevention of environmental risks and pollution	**3.3.6. Health & safety and environmental risks and pollution**	101-102	**P**
		KPI: Annual risk management assessment	102	
II.A – Overall environmental policy	Prevention, reduction or compensation measures for air rejections, water and soil discharge that seriously harm the environment	**3.3.4. Climate change**	84-87	**P**
		3.3.5.3. Waste	98-99	
		3.4.4. Suppliers and contractors: Supply Chain Management – Compulsory contract addendum on environmental and social matters	110	
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)	**3.3.6. Health & safety and environmental risks and pollution** "No amount of provisions for environmental risks"	102	**P**
II.B – Pollution and waste management	Actions taken in support for the prevention, recycling and waste disposal	**3.3.5.3. Waste**	98-99	**P**
		KPI: Total waste *(tonnes)* and shares of recycled and valued waste *(%)*	99	
		KPI: Split of total waste by disposal route *(%)*	100	
		KPI: Split of total waste by type *(tonnes)*	100	
II.B – Pollution and waste management	Consideration of noise pollution and any other form of pollution specific to an activity	**3.3.5.3. Waste** – Considerate Construction Charter	99	**P**
		3.3.6. Health & safety and environmental risks and pollution	101-102	
II.C – Sustainable use of resources	Water consumption and supply according to local regulations	**3.3.5.2. Water**	96-97	**P**
		KPI: Water consumption *(m^3)*	97	
		KPI: Water intensity of use *(litre/visit/year for shopping centreShopping Centres, litre/occupant/year for Offices, litre/m^2 DOP/year for Convention & Exhibition centres)*	98	
		KPI: Water consumption per m^2 *(litre/m^2/year)*	98	
II.C – Sustainable use of resources	Consumption of raw material and measures taken to improve their use efficiency	**3.3.5.1. Materials**	96	**P**

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M = Material; P = Potentially material; N/A = Non applicable.

Nomenclature Grenelle Article 225	Description	References	Pages	Materiality[1]
II.C – Sustainable use of resources	Energy consumption	**MPI:** Energy consumption *(kWh)*	91	M
		MPI: Energy efficiency per building usage *(kWh/visit/year for Shopping Centres, kWh/occupant/year for Offices, kWh/m² DOP/year for Convention & Exhibition centres)*	92	
		MPI: Energy efficiency per m² *(kWh/m²/year)*	92	
		MPI: Direct and indirect final energy consumption by primary energy source *(%)*	93	
		3.3.4.3. Energy consumption – Tenants' electricity consumption collected *(kWh)*	91	
	Use of renewable energies	**3.3.4.2. CO_2 emissions** – Focus on green electricity supply	89	
		MPI: Renewable energy produced and CO_2 emissions saved	94	
	Measures taken to improve energy efficiency	**3.3.4.3. Energy consumption**	90-91	
		3.7. 2015 Achievements and 2020 objectives	129-132	
II.C – Sustainable use of resources	Land use	**3.3.6. Health & safety and environmental risks and pollution** – Pollution prevention policy on existing sites and acquisitions (due diligence)	101	P
		KPI: Soil pollution and site remediation	102	
II.D – Climate change	Green House Gases emissions	**3.3.4.2. CO_2 emissions**	87	M
		3.7. 2015 Achievements and 2020 objectives	129-132	
		MPI: CO_2 emissions *($kgCO_2e$)*	88	
		MPI: Carbon intensity of use *(gCO_2e/visit/year for Shopping Centres, gCO_2e/occupant/year for Offices, gCO_2e/m^2 DOP/year for Convention & Exhibition centres)*	89	
		MPI: Renewable energy produced and CO_2 emissions saved	94	
		MPI: Carbon intensity per m² *($kgCO_2e/m^2$/year)*	90	
		MPI: Split of Shopping Centres' visits by means of transport *(%)*	95	
II.D – Climate change	Adaptation to climate change impacts	**3.3.4. Climate Change** – Due diligence taking potential climate change impacts into account	84	P
		3.3.4. Climate Change – Analysis of possible impacts of climate change on existing assets	84	
II.E – Biodiversity protection	Measures taken to preserve or develop biodiversity	**3.3.5.4. Biodiversity**	101	P
III. SOCIETAL INFORMATION				
III.A – Territorial, economic and social impact of the Company	In terms of employment and regional development	**3.4.1. Communities contribution**	104-106	M
		3.4.1.1. Economic impact	104-106	
		3.4.1.2. The Group's local economic footprint	105-106	
III.A – Territorial, economic and social impact of the Company	On local population	**3.5. Corporate citizenship**	120	P
III.B – Relationships with persons or organisations interested in the Company's business	Dialogue conditions with said persons or organisations	**3.4. Stakeholders**	103-117	M
		3.4.2. Customers experience	107	
		KPI: Customer satisfaction	107	
		3.4.3. Tenants partnership	107-108	
		KPI: Green leases	108	
		3.7. 2015 Achievements and 2020 objectives – Green lease	130	

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Nomenclature Grenelle Article 225	Description	References	Pages	Materiality(1)
III.B – Relationships with persons or organisations interested in the Company's business	Partnerships or sponsorships	**3.5. Corporate citizenship** – Total donations amount	120	P
		3.5. Corporate citizenship – Education through Architecture	120	
		3.5. Corporate citizenship – Social	120	
III.C – Subcontractors and suppliers	Consideration of social and environmental issues in the procurement policy of the Company	**3.4.4. Suppliers and contractors: Supply Chain Management** – Purchasing policy	109-110	M
		3.4.4. Suppliers and contractors: Supply Chain Management – Purchases mapping	108-109	
		KPI: Suppliers assessment	110	
III.C – Subcontractors and suppliers	The importance of subcontracting and addressing suppliers' social and environmental responsibility	**3.4.4. Suppliers and contractors: Supply Chain Management**	108-110	M
		3.7. 2015 Achievements and 2020 objectives	129-132	
III.D – Fair practices	Actions taken against corruption	**3.2.2. Ethical conduct**	71-72	M
		3.1.4. Training	68	
		3.4.4. Suppliers and contractors: Supply Chain Management	108-110	
III.D – Fair practices	Actions taken in favour of customers health and safety	**3.7. 2015 Achievements and 2020 objectives**	129-132	M
		3.3.6. Health & safety and environmental risks and pollution	101-102	
		KPI: Annual risk management assessment	102	
III.E – Human Rights	Other actions taken in favour of Human Rights	As a signatory of the UN Global Compact, Unibail-Rodamco promotes the application of fundamental values with respect to human rights, labour, environment and the fight against corruption.	111	P

(1) **"Annual and sustainable development report":** *please refer to this section of the annual report.*
M = Material; P = Potentially material; N/A = Non applicable.

Disclaimer

Some statements contained in this document are of future expectations and other forward-looking statements. These expectations are based on 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 the said statements. Statements are based on the current property portfolio and disregard 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 since 2009 was collected on a quarterly and/or annual basis, using internal management tools. 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. Since the 2014 annual and sustainable development report, the environmental data, KPIs and measured performances are consolidated by the Corporate Sustainability team through the Enablon reporting software, in-house named "Unism@rt".

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.

3.9. INDEPENDENT VERIFIER'S REPORT ON CONSOLIDATED SOCIAL, ENVIRONMENTAL AND SOCIETAL INFORMATION PRESENTED IN THE MANAGEMENT REPORT

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.

Year ended the December 31st, 2015

To the Shareholders,

In our quality as an independent verifier accredited by the COFRAC[1], under the number n° 3-1050, and as a member of the network of one of the statutory auditors of the company Unibail-Rodamco SE, we present our report on the consolidated social, environmental and societal information established for the year ended on the December 31, 2015, presented in the "Sustainable Development" section of the management report, hereafter referred to as the "CSR Information," pursuant to the provisions of the article L. 225-102-1 of the French Commercial code *(Code de commerce)*.

Responsibility of the company

It is the responsibility of the management board to establish a management report including CSR Information referred to in the article R. 225-105 of the French Commercial code *(Code de commerce)*, in accordance with the environmental and social protocols in their versions updated in 2013 for environmental data and in 2015 for social data (hereafter referred to as the "Criteria"), of which a summary is included in introduction to chapter 3.2, 4.1.1 and 6.1 of the management report (the "Methodological note") and available on request at the company's headquarters.

Independence and quality control

Our independence is defined by regulatory requirements, the Code of Ethics of our profession as well as the provisions in the article L. 822-11 of the French Commercial code *(Code de commerce)*. In addition, we have implemented a quality control system, including documented policies and procedures to ensure compliance with ethical standards, professional standards and applicable laws and regulations.

Responsibility of the independent verifier

It is our role, based on our work:

- to attest whether the required CSR Information is present in the management report or, in the case of its omission, that an appropriate explanation has been provided, in accordance with the third paragraph of R. 225-105 of the French Commercial code *(Code de commerce)* (Attestation of presence of CSR Information);
- to express a limited assurance conclusion, that the CSR Information, overall, is fairly presented, in all material aspects, in according with the Criteria;

Our verification work was undertaken by a team of six people between September 2015 and March 2016 for an estimated duration of ten weeks.

We conducted the work described below in accordance with the professional standards applicables in France and the Order of May 13, 2013 determining the conditions under which an independent third-party verifier conducts its mission, and in relation to the opinion of fairness, in accordance with the international standard ISAE 3000[2].

1. Attestation of presence of CSR Information

We obtained an understanding of the company's CSR issues, based on interviews with the management of relevant departments, a presentation of the company's strategy on sustainable development based on the social and environmental consequences linked to the activities of the company and its societal commitments, as well as, where appropriate, resulting actions or programmes.

We compared the information presented in the management report with the list provided in the Article R. 225-105-1 of the French Commercial code *(Code de commerce)*.

(1) *Scope available at www.cofrac.fr*
(2) *ISAE 3000 – Assurance engagements other than audits or reviews of historical information.*

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In the absence of certain consolidated information, we verified that the explanations were provided in accordance with the provisions in Article R. 225-105-1, paragraph 3, of the French Commercial code *(Code de commerce)*.

We verified that the information covers the consolidated perimeter, namely the entity and its subsidiaries, as aligned with the meaning of the Article L. 233-1 and the entities which it controls, as aligned with the meaning of the Article L. 233-3 of the French Commercial code *(Code de commerce)*, with the limitations specified in the Methodological Note in chapter 3.3, 4.1.1 and 6.1 of the management report.

Based on this work, and given the limitations mentioned above, we confirm the presence in the management report of the required CSR information.

2. Limited assurance on CSR Information

Nature and scope of the work

We undertook about ten interviews with people responsible for the preparation of the CSR Information in the PMPS (Property Maintenance, Purchasing and Sustainability) and Human Resources departments, in charge of the data collection process and, if applicable, the people responsible for internal control processes and risk management, in order to:

- assess the suitability of the Criteria for reporting, in relation to their relevance, completeness, reliability, neutrality, and legibility, taking into consideration industry standards, especially the sectorial recommendation of the EPRA (European Real Estate Association) as well as the environmental and societal Guidelines of the National Council of Shopping Centres (CNCC) issued in July 2013;
- verify the implementation of the process for the collection, compilation, processing and control for completeness and consistency of the CSR Information and identify the procedures for internal control and risk management related to the preparation of the CSR Information.

We determined the nature and extent of our tests and inspections based on the nature and importance of the CSR Information, in relation to the characteristics of the Company, its social and environmental issues, its strategy in relation to sustainable development and industry best practices.

For the CSR Information which we considered the most important(1):

- At the level of the consolidated entity and of the controlled entities, we consulted documentary sources and conducted interviews to corroborate the qualitative information (organisation, policies, actions, etc.), we implemented analytical procedures on the quantitative information and verified, on a test basis, the calculations and the compilation of the information, and also verified their coherence and consistency with the other information presented in the management report ;
- At the level of the representative selection of sites that we selected(2), based on their activity, their contribution to the consolidated indicators, their location and a risk analysis, we undertook interviews to verify the correct application of the procedures and undertook detailed tests on the basis of samples, consisting in verifying the calculations made and linking them with supporting documentation. The sample selected therefore represented on average 15% of the total surface and 12% of the energy consumption of the 2015 total consolidated values.

For the other consolidated CSR information, we assessed their consistency in relation to our knowledge of the company.

Finally, we assessed the relevance of the explanations provided, if appropriate, in the partial or total absence of certain information taking into account, if relevant, professional best practices formalised in the CSR reporting sectorial Guide of the National Council of Shopping Centre.

We consider that the sample methods and sizes of the samples that we considered by exercising our professional judgment allow us to express a limited assurance conclusion; an assurance of a higher level would have required more extensive verification work. Due to the necessary use of sampling techniques and other limitations inherent in the functioning of any information and internal control system, the risk of non-detection of a significant anomaly in the CSR Information cannot be entirely eliminated.

(1) ***KPIs (Environmental, societal and social):*** *environmental certifications of new developments and standing assets, waste disposal and recycling, energy consumption and greenhouse gases emissions per m^2 and per visit, water consumption, economic footprint (direct and indirect jobs), share of "green" leases among tenants signed leases, accessibility by public transportation, 4-star label, total number and breakdown of employees by geographical zone, absenteeism, total number of hours of training.*
Qualitative information: *Company's organisation to take into account environmental matters and environmental assessment approaches or certification, measures taken to improve energy efficiency and reduce greenhouse gas emissions, territorial, economic and social impact of the Company in terms of employment and regional development, mapping of purchases, measures taken in favor of customers health and safety, HR and training policy.*

(2) *Aéroville (Shopping Center – France), Les Quatre Temps (Shopping Center – France), Le Bourget (Exhibition & Convention Center – France), Hofe Am Brühl (Shopping Center – Germany), Paunsdorf Center (Shopping Center – Germany), Shopping City Süd (Shopping Center – Austria).*

Conclusion

Based on our work, we have not identified any significant misstatement that causes us to believe that the CSR Information, taken together, has not been fairly presented, in compliance with the Criteria.

Observations

Without qualifying our conclusion above, we draw your attention to the following points:

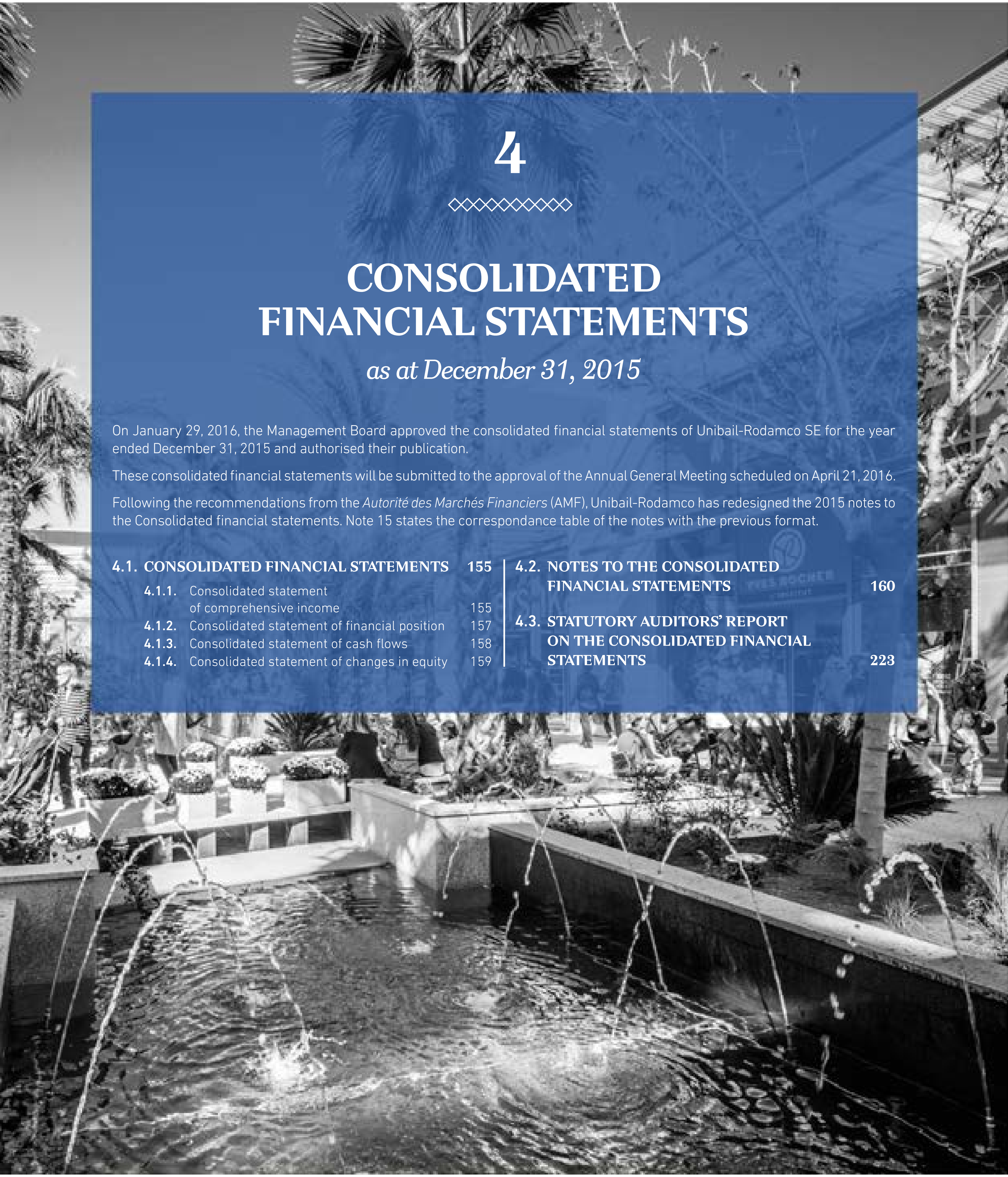
- As recommended by the sectorial Guidelines of the National Council of Shopping Centres (CNCC) and the sectorial Best Practices Recommendations of the EPRA (European Real Estate Association), energy consumption for shopping centers is monitored and reported over the operational scope (energy bought and managed for common areas and private areas connected to the common network), except when tenants directly and independently buy their own energy for specific uses.
- The greenhouse gases emission factors used for energy consumption are the ones provided by suppliers, except for "Austria" and "The Netherlands" areas for which the emission factor related to green electricity consumption is considered equal to zero. These areas represent 9% of the total electricity consumption of the Group.
- Reporting mistakes on environmental data that were validated by the sites were identified during our works. However, these mistakes do not impact consolidated data, given the controls and corrections carried out by the headquarters.

Paris-La Défense, the March 16th, 2016

French original signed by:

Independent Verifier
ERNST & YOUNG et Associés

Éric Duvaud	Bruno Perrin
Partner, Sustainable Development	Partner



4

CONSOLIDATED FINANCIAL STATEMENTS

as at December 31, 2015

On January 29, 2016, the Management Board approved the consolidated financial statements of Unibail-Rodamco SE for the year ended December 31, 2015 and authorised their publication.

These consolidated financial statements will be submitted to the approval of the Annual General Meeting scheduled on April 21, 2016.

Following the recommendations from the *Autorité des Marchés Financiers* (AMF), Unibail-Rodamco has redesigned the 2015 notes to the Consolidated financial statements. Note 15 states the correspondance table of the notes with the previous format.

4.1. CONSOLIDATED FINANCIAL STATEMENTS

The financial statements are presented in millions of euros, rounded to the nearest hundred thousand and, as a result, slight differences between rounded figures may exist.

4.1.1. Consolidated statement of comprehensive income

Presented under IFRS format (€Mn)	Notes	2015	2014
Gross rental income	4.3.1	1,685.0	1,702.0
Ground rents paid	4.3.2	(17.5)	(14.0)
Net service charge expenses	4.3.2	(29.1)	(24.5)
Property operating expenses	4.3.2	(185.6)	(198.3)
NET RENTAL INCOME		**1,452.8**	**1,465.1**
Corporate expenses		(104.0)	(87.1)
Development expenses		(4.5)	(4.1)
Depreciation of other tangible assets		(2.2)	(2.2)
ADMINISTRATIVE EXPENSES	**4.3.4**	**(110.7)**	**(93.4)**
ACQUISITION AND RELATED COSTS	**3.3**	**(1.6)**	**0.1**
Revenues from other activities		293.4	237.3
Other expenses		(219.7)	(164.4)
NET OTHER INCOME	**4.3.3**	**73.7**	**72.9**
Proceeds from disposal of investment properties		342.4	766.4
Carrying value of investment properties sold		(341.0)	(749.7)
RESULT ON DISPOSAL OF INVESTMENT PROPERTIES	**5.1**	**1.4**	**16.7**
Proceeds from disposal of shares		114.4	886.0
Carrying value of disposed shares		(100.7)	(820.1)
RESULT ON DISPOSAL OF SHARES	**3.3.3**	**13.7**	**65.9**
Valuation gains on assets		2,137.4	1,576.0
Valuation losses on assets		(318.6)	(261.8)
VALUATION MOVEMENTS ON ASSETS	**5.5**	**1,818.8**	**1,314.2**
IMPAIRMENT OF GOODWILL/NEGATIVE GOODWILL		**-**	**11.3**
NET OPERATING RESULT BEFORE FINANCING COST		**3,248.2**	**2,852.8**
Result from non-consolidated companies		-	4.7
Financial income		*86.3*	*99.9*
Financial expenses		*(385.8)*	*(438.4)*
Net financing costs	7.2.1	(299.5)	(338.5)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	7.3.4	(183.4)	(48.3)
Fair value adjustments of derivatives and debt	7.4	(178.0)	(396.6)
Debt discounting		(0.7)	(1.8)
Profit on disposal of associates	3.3.3	69.6	-
Share of the result of companies under the equity method	6.3	243.3	88.6
Income on financial assets	6.3	22.1	22.9
RESULT BEFORE TAX		**2,921.6**	**2,183.8**
Income tax expenses	8.2	(288.3)	(180.0)
NET RESULT FOR THE PERIOD		**2,633.3**	**2,003.8**
Non-controlling interests	3.4	299.3	333.3
NET RESULT (OWNERS OF THE PARENT)		**2,334.0**	**1,670.5**
Average number of shares (undiluted)	11.2	98,488,530	97,814,577
Net result for the period (Owners of the parent)		2,334.0	1,670.5
NET RESULT FOR THE PERIOD PER SHARE (OWNERS OF THE PARENT) *(€)*		**23.7**	**17.1**
Net result for the period restated (Owners of the parent)		2,346.2	1,720.2
Average number of shares (diluted)	11.2	100,311,426	103,878,972
DILUTED NET RESULT PER SHARE (OWNERS OF THE PARENT) *(€)*		**23.4**	**16.6**

Net Comprehensive Income (€Mn)	Notes	2015	2014
NET RESULT FOR THE PERIOD		**2,633.3**	**2,003.8**
Foreign currency differences on translation of financial statements of subsidiaries		5.2	(12.9)
Gain/loss on net investment hedge		1.3	(45.2)
Cash flow hedge		1.3	0.9
OTHER COMPREHENSIVE INCOME WHICH CAN BE RECLASSIFIED TO PROFIT OR LOSS		**7.8**	**(57.2)**
OTHER COMPREHENSIVE INCOME RECLASSIFIED TO PROFIT OR LOSS		**-**	**(19.8)**
EMPLOYEE BENEFITS – WILL NOT BE RECLASSIFIED INTO PROFIT OR LOSS	**10.3.1**	**14.8**	**(5.9)**
OTHER COMPREHENSIVE INCOME		**22.6**	**(82.9)**
NET COMPREHENSIVE INCOME		**2,655.9**	**1,920.9**
Non-controlling interests		299.3	333.1
NET COMPREHENSIVE INCOME (OWNERS OF THE PARENT)		**2,356.6**	**1,587.8**

4.1.2. Consolidated statement of financial position

(€Mn)	Notes	31/12/2015	31/12/2014
NON CURRENT ASSETS		**36,634.2**	**33,287.8**
Investment properties	**5.1**	**33,710.0**	**30,253.6**
Investment properties at fair value		*33,001.8*	*29,781.5*
Investment properties at cost		*708.2*	*472.1*
Tangible assets	5.2	216.3	215.7
Goodwill	5.4	542.8	541.2
Intangible assets	5.3	242.1	237.5
Loans and receivables		41.1	46.7
Financial assets	7.3.1	17.1	77.1
Deferred tax assets	8.3	31.6	14.3
Derivatives at fair value	7.4.2	297.2	225.7
Shares and investments in companies under the equity method	6	1,536.0	1,676.1
CURRENT ASSETS		**1,475.7**	**2,282.4**
Properties or shares held for sale[1]	**5.1**	**268.8**	**614.1**
Trade receivables from activity		**393.6**	**364.4**
Other trade receivables		**470.6**	**472.8**
Tax receivables		159.6	166.8
Other receivables		218.3	229.4
Prepaid expenses		92.7	76.6
Cash and cash equivalents	**7.3.9**	**342.6**	**831.1**
Available for sale investments		98.4	529.3
Cash		244.2	301.8
TOTAL ASSETS		**38,109.8**	**35,570.2**
Shareholders' equity (Owners of the parent)		**16,042.1**	**14,519.9**
Share capital		493.5	490.3
Additional paid-in capital		6,310.2	6,229.8
Bonds redeemable for shares		1.2	1.3
Consolidated reserves		6,967.3	6,199.9
Hedging and foreign currency translation reserves		(64.1)	(71.9)
Consolidated result		2,334.0	1,670.5
Non-controlling interests		**3,196.5**	**2,413.3**
TOTAL SHAREHOLDERS' EQUITY		**19,238.6**	**16,933.2**
NON CURRENT LIABILITIES		**15,127.8**	**16,108.4**
Long-term commitment to purchase non-controlling interests	3.4	45.4	119.6
Net share settled bonds convertible into new and/or existing shares (ORNANE)	7.3.3	1,087.8	1,406.7
Long-term bonds and borrowings	7.3.3	11,522.9	12,006.0
Long-term financial leases	7.3.3	361.4	367.3
Derivatives at fair value	7.4.2	263.9	698.3
Deferred tax liabilities	8.3	1,465.6	1,172.9
Long-term provisions	9	35.3	40.2
Employee benefits	10.3.1	8.7	20.7
Guarantee deposits		201.4	196.0
Tax liabilities		0.0	1.3
Amounts due on investments		135.4	79.4
CURRENT LIABILITIES		**3,743.4**	**2,528.5**
Current commitment to purchase non-controlling interests	**3.4**	**-**	**2.0**
Amounts due to suppliers and other current debt		**1,117.8**	**1,035.2**
Amounts due to suppliers		162.2	187.6
Amounts due on investments		415.0	379.1
Sundry creditors		337.7	256.1
Other liabilities		202.9	212.4
Current borrowings and amounts due to credit institutions	**7.3.3**	**2,447.7**	**1,289.4**
Current financial leases	**7.3.3**	**6.0**	**6.0**
Tax and social security liabilities		**153.8**	**172.8**
Short-term provisions	**9**	**18.1**	**23.1**
TOTAL LIABILITIES AND EQUITY		**38,109.8**	**35,570.2**

(1) In 2014, comprise €475.7 Mn of investment properties held for sale and €138.4 Mn of shares in companies under the equity method held for sale.

4.1.3. Consolidated statement of cash flows

(€Mn)	Notes	2015	2014
OPERATING ACTIVITIES			
NET RESULT		**2,633.3**	**2,003.8**
Depreciation & provisions		22.9	31.8
Impairment of goodwill/Negative goodwill		-	(11.3)
Changes in value of property assets		(1,818.8)	(1,314.2)
Changes in value of financial instruments		361.4	445.0
Discounting income/charges		0.7	1.8
Charges and income relating to stock options and similar items		7.8	7.9
Other income and expenses		-	(5.0)
Net capital gains/losses on disposal of shares		(13.7)	(65.9)
Net capital gains/losses on disposal of shares of associates		(69.6)	-
Net capital gains/losses on sales of properties[(1)]		(0.2)	(16.0)
Income from companies under the equity method		(243.3)	(88.6)
Income on financial assets		(22.1)	(22.9)
Dividend income from non-consolidated companies		(0.1)	(4.8)
Net financing costs	7.2.1	299.5	338.5
Income tax charge		288.3	180.0
CASH FLOW BEFORE NET FINANCING COSTS AND TAX		**1,446.2**	**1,480.0**
Income on financial assets		22.1	21.5
Dividend income and result from companies under equity method or non-consolidated		7.9	19.9
Income tax paid		(38.9)	(39.8)
Change in working capital requirement		(21.7)	106.8
TOTAL CASH FLOW FROM OPERATING ACTIVITIES		**1,415.6**	**1,588.4**
INVESTMENT ACTIVITIES			
PROPERTY ACTIVITIES		**(518.0)**	**(118.2)**
Acquisition of consolidated shares	3.3.4	(226.5)	(891.1)
Amounts paid for works and acquisition of property assets	5.6	(1,276.2)	(1,339.0)
Exit tax payment		(1.4)	(1.4)
Repayment of property financing		98.5	1.1
Increase of property financing		(30.4)	(12.6)
Disposal of shares/consolidated subsidiaries	3.3.4	166.6	1,271.4
Disposal of shares of associates/non-consolidated subsidiaries[(2)]	3.3.4	409.0	137.8
Disposal of investment properties		342.4	715.6
REPAYMENT OF FINANCE LEASING		**-**	**0.2**
FINANCIAL ACTIVITIES		**(3.4)**	**(3.0)**
Acquisition of financial assets		(6.5)	(5.6)
Disposal of financial assets		2.3	1.6
Change in financial assets		0.7	1.0
TOTAL CASH FLOW FROM INVESTMENT ACTIVITIES		**(521.4)**	**(121.0)**
FINANCING ACTIVITIES			
Capital increase of parent company		83.1	94.2
Change in capital from company with non controlling shareholders		3.0	1.2
Distribution paid to parent company shareholders	11.3	(946.5)	(871.4)
Dividends paid to non-controlling shareholders of consolidated companies		(40.9)	(65.8)
Disposal of interests in subsidiaries not resulting in a loss of control	3.3.5	690.8	-
New borrowings and financial liabilities		3,458.8	3,419.1
Repayment of borrowings and financial liabilities[(3)]		(3,843.8)	(2,907.7)
Financial income	7.2.1	84.4	97.8
Financial expenses	7.2.1	(397.4)	(420.7)
Other financing activities[(3)]	7.3.7	(503.5)	(62.8)
TOTAL CASH FLOW FROM FINANCING ACTIVITIES		**(1,411.9)**	**(716.1)**
CHANGE IN CASH AND CASH EQUIVALENTS DURING THE PERIOD		**(517.7)**	**751.3**
CASH AT THE BEGINNING OF THE YEAR		**827.6**	**94.8**
EFFECT OF EXCHANGE RATE FLUCTUATIONS ON CASH HELD		**10.1**	**(18.4)**
CASH AT PERIOD-END	**7.3.9**	**320.1**	**827.6**

(1) Includes capital gains/losses on property sales, disposals of short-term investment properties, disposals of finance leasing and disposals of operating assets.
(2) In 2015, comprise mainly the disposal of the 50% stake in Comexposium and Arkady Pankrac shopping centre (Prague). In 2014, it corresponds mainly to the disposal of the stake in Société Foncière Lyonnaise.
(3) A reclassification has been done in 2014 between "Other financing activities" and "Repayment of borrowings and financial liabilities".

4.1.4. Consolidated statement of changes in equity

(€Mn)	Share capital	Additional paid-in capital	Bonds Redeemable for Shares[1]	Consolidated reserves	Consolidated net result	Hedging & foreign currency translation reserves[2]	Total Owners of the parent	Non-controlling interests	Total Shareholders' equity
EQUITY AS AT 31/12/2013	**486.4**	**6,139.8**	**1.4**	**5,800.4**	**1,290.6**	**(14.7)**	**13,703.9**	**2,179.8**	**15,883.7**
Profit or loss of the period	-	-	-	-	1,670.5	-	1,670.5	333.3	2,003.8
Other comprehensive income	-	-	-	(25.5)	-	(57.2)	(82.7)	(0.2)	(82.9)
Net comprehensive income	**-**	**-**	**-**	**(25.5)**	**1,670.5**	**(57.2)**	**1,587.8**	**333.1**	**1,920.9**
Earnings appropriation	-	-	-	1,290.6	(1,290.6)	-	-	-	-
Dividends related to 2013	-	-	-	(871.4)	-	-	(871.4)	(65.8)	(937.2)
Stock options and Company Savings Plan	3.9	90.0	-	-	-	-	93.9	-	93.9
Conversion of Bonds Redeemable for Shares	-	-	(0.1)	-	-	-	(0.1)	-	(0.1)
Share based payment	-	-	-	7.9	-	-	7.9	-	7.9
Transactions with non-controlling interests	-	-	-	(1.2)	-	-	(1.2)	7.2	6.0
Changes in scope of consolidation and other movements	-	-	-	(1.0)	-	-	(1.0)	(41.1)	(42.1)
EQUITY AS AT 31/12/2014	**490.3**	**6,229.8**	**1.3**	**6,199.9**	**1,670.5**	**(71.9)**	**14,519.9**	**2,413.3**	**16,933.2**
Profit or loss of the period	-	-	-	-	2,334.0	-	2,334.0	299.3	2,633.3
Other comprehensive income	-	-	-	14.8	-	7.8	22.6	-	22.6
Net comprehensive income	**-**	**-**	**-**	**14.8**	**2,334.0**	**7.8**	**2,356.6**	**299.3**	**2,655.9**
Earnings appropriation	-	-	-	1,670.5	(1,670.5)	-	-	-	-
Dividends related to 2014	-	-	-	(946.5)	-	-	(946.5)	(63.1)	(1,009.6)
Stock options and Company Savings Plan	3.1	80.3	-	-	-	-	83.4	-	83.4
Conversion of Bonds Redeemable for Shares	0.0	0.2	(0.1)	0.0	-	-	0.2	-	0.2
Share based payment	-	-	-	8.8	-	-	8.8	-	8.8
Transactions with non-controlling interests	-	-	-	20.4[3]	-	-	20.4	543.7	564.1
Changes in scope of consolidation and other movements	-	-	-	(0.5)	-	-	(0.5)	3.3	2.8
EQUITY AS AT 31/12/2015	**493.5**	**6,310.2**	**1.2**	**6,967.3**	**2,334.0**	**(64.1)**	**16,042.1**	**3,196.5**	**19,238.6**

(1) In 2015, the amount corresponds to 6,189 ORA not exercised and convertible into 7,736 shares.

(2) The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. The hedging reserve is used to record the effect of hedging net investments in foreign operations.

(3) Correspond mainly to the disposal's gain of the 46.1% stake in Unibail-Rodamco Germany GmbH (formerly mfi AG) to the Canada Pension Plan Investment Board (CPPIB) for +€56.8 Mn (see § 3.3.6) and to the revaluation of the commitment to purchase non-controlling interests in Polygone Riviera (Cagnes-sur-Mer) shopping centre for -€30 Mn (see § 3.4.1).

4.2. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DETAILED SUMMARY OF THE NOTES TO THE FINANCIAL STATEMENTS

Note 1 - Significant events of the year

Unibail-Rodamco Germany GmbH (formerly mfi AG)

On July 1, 2015, the Group sold a 46.1% stake in Unibail-Rodamco Germany GmbH to the Canada Pension Plan Investment Board (CPPIB).

CPPIB paid the Group €394 Mn for the equity stake and provided additional funding in support of Unibail-Rodamco Germany's financing strategies.

Unibail-Rodamco Germany remains fully consolidated by Unibail-Rodamco.

Ruhr Park

On July 24, 2015, Unibail-Rodamco and AXA Real Estate (AXA) acquired Perella Weinberg Real Estate Fund (PWREF)'s 50% stake in Ruhr Park (Bochum) (AXA: 35% and Unibail-Rodamco: 15%). The Group now owns a 65% stake.

Unibail-Rodamco's total commitment for the equity stake, the assumption of debt and the incremental capital expenditure to complete the extension and refurbishment of the shopping centre was approximately €98 Mn.

Pursuant to the shareholders' agreement entered into between Unibail-Rodamco and AXA, the Group controls Ruhr Park, which is fully consolidated as at December 31, 2015.

Disposal of Comexposium

In order to accelerate Comexposium's international development and reinforce CCIR's partnership (Paris-Île-de-France Chamber of Commerce and Industry) with Comexposium, Unibail-Rodamco and CCIR entered into an agreement with Charterhouse Capital Partners LLP, pursuant to which Charterhouse acquired Unibail-Rodamco's 50% stake in Comexposium on July 31, 2015. This transaction valued Comexposium at an enterprise value of €550 Mn. The net result on disposal amounts to €45.9 Mn.

Disposals of investment properties

The disposals of the Group mostly consist of:

- the sale of the Nicetoile shopping centre (Nice) in January 2015 to a joint-venture between Allianz and Hammerson;
- the sale of the Nova Lund shopping centre (Lund) in October 2015 to TH Real Estate;
- and the sale of the Arkady Pankrac shopping centre (Prague), which was accounted for using the equity method, in June 2015 to Atrium European Real Estate.

Openings of shopping centres

In 2015, the Group inaugurated three new shopping centres:

- Mall of Scandinavia (Stockholm) on November 12, 2015;
- Polygone Riviera (Cagnes-sur-Mer), first open-air lifestyle shopping centre, on October 21, 2015;
- Minto (Mönchengladbach) on March 25, 2015.

Note 2 - Accounting policies

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, 2015 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

2.1. IFRS basis adopted

The accounting principles and methods used are the same as those applied for the preparation of the annual consolidated financial statements as at December 31, 2014, except for the application of the new obligatory standards and interpretations described below.

Standards, amendments and interpretations effective as of January 1, 2015

- IFRIC 21: Levies;
- Improvements to IFRSs (2011-2013 cycle).

These standards and amendments do not have a significant impact on the Group's accounts as at December 31, 2015.

Standards, amendments and interpretations not mandatorily applicable as of January 1, 2015

The following norms and amendments have been adopted by the European Union as at December 31, 2015 but with a later effective date of application and were not applied in advance:

- IAS 19 A: Defined Benefit Plans – Employee contributions;
- Improvements to IFRSs (2010-2012 cycle).

The following texts were published by the IASB but have not yet been adopted by the European Union:

- IFRS 9: Financial instruments;
- IFRS 11 A: Accounting for acquisition of interests in Joint operation;
- IAS 16 A and IAS 38 A: Clarification of acceptable methods of depreciation and amortization;

- IFRS 15: Revenue from contracts with customers;
- Improvements to IFRSs (2012-2014 cycle);
- IAS 1 A: Disclosure initiative;
- IFRS 10 A, IFRS 12 A and IAS 28 A: Investment entities: applying the consolidation exception.

The measurement of the potential impacts of these texts on the consolidated accounts of Unibail-Rodamco is on-going. On IFRS 9 & IFRS 15, the Group does not expect significant impacts on the financial statements.

2.2. Estimates 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 following sections: for the valuation of investment properties in § 5.1 "Investment properties", for the goodwill and intangible assets, respectively in § 5.4 "Goodwill" and § 5.3 "Intangible assets" and for fair value of financial instruments in § 7.4 "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 appraisers.

Note 3 - Scope of consolidation

3.1. Accounting principles

3.1.1. Scope and methods of consolidation

The scope of consolidation includes all companies controlled by Unibail-Rodamco and all companies in which the Group exercises joint control or significant influence.

According to IFRS 10, an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The Group considers all facts and circumstances when assessing whether it controls an investee. The control over an investee is reassessed if facts and circumstances indicate that there are changes to one or more of the elements above mentioned.

The method of consolidation is determined by the type of control exercised:

- Control: the companies are fully consolidated.
- Joint control: it is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The classification of a joint arrangement as a joint operation or a joint venture depends upon the rights and obligations of the parties to the arrangement.
  - A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Each party shall account for the assets which it has rights to, liabilities which it has obligations for, revenues and expenses relating to its interests in a joint operation.
  - A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint-ventures are accounted for using the equity method.
- Significant influence: accounting for using the equity method. Significant influence is the power to participate in the financial and operating policy decisions of the investee but it is not control or joint control of those policies. It is presumed where an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, unless it can be clearly demonstrated that this is not the case.

3.1.2. Foreign currency translation

Group companies with a functional currency different from the presentation currency

The Group's consolidated financial statements are presented in euros. The financial statements of each consolidated Group company are prepared in its functional currency. The functional currency is the currency of the principal economic environment in which it operates.

The results and financial position of all the Group entities that have a functional currency different from the presentation currency, the euro, are translated into the presentation currency as follows:

- the assets and liabilities, including goodwill and fair value adjustments arising on consolidation, are translated into 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's company is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Foreign currency transactions

The Group's entities can realise operations in a foreign currency which is not their own functional currency. These transactions in foreign currencies are translated into euro at the spot exchange rate on the date of the transaction. At the closing date, monetary assets and liabilities denominated in foreign currency are translated into functional currency at the exchange rate on that date. Foreign exchange differences arising on translation or on settlement of these transactions are recognised in the income statement account, with the exception of:

- unrealised translation results on net investments;
- 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.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currency are translated using the exchange rate on the date of transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into euros at exchange rates on the dates the fair value was determined, and are reported as part of the fair value gain or loss.

3.1.3. Business combinations

To decide whether a transaction is a business combination the Group notably considers whether an integrated set of activities is acquired besides the investment property. The criteria applied may include the number of property assets held by the target company, the extent of the acquired processes and, particularly, the auxiliary services provided by the acquired entity. If the acquired assets are not a business, the transaction is recorded as an asset acquisition.

Business combinations are accounted for using the acquisition method. The acquisition is recognised at the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are booked as expenses. For the companies accounted for using the equity method, acquisition costs are capitalised in the value of the shares.

At the date of acquisition and in accordance with IFRS 3 Revised, identifiable assets, liabilities 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 valuation of these items 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 re-measured 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.

Under IFRS 3 Revised, acquisition of additional shares from non-controlling shareholders is 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.

3.2. Description of significant controlled partnerships

The significant controlled partnerships are presented below.

Viparis and Propexpo

The Viparis' entities are equally held by Unibail-Rodamco SE and its partner, the CCIR (Paris-Île-de-France Chamber of Commerce and Industry). The relevant activities for these entities are the management of the convention & exhibition venues. The Managing Director, who holds the executives powers for the management of these relevant activities is designated by Unibail-Rodamco SE.

The Chairman, which has a non-executive role, is nominated by the partner and he has no casting vote.

Each partner has the same number of Directors in the Management Board. Yet in the event of a tie vote, the Directors designated by the Group have a casting vote.

There's no casting vote held by other governance or supervisory bodies (Shareholders' General Meetings) which could question this control.

Hence, the Group considers that it has the full control of the Viparis' entities and thus the Viparis' entities are fully consolidated.

Propexpo is a real estate company which owns part of the Viparis' assets and is equally held by Unibail-Rodamco SE and CCIR.

The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of these assets.

The Managing Director, a Group company, cannot be removed without the agreement of the Group.

The executive Chairman is designated by the group Unibail-Rodamco, whereas the non-executive Vice-President is designated by the CCIR.

There's no casting vote held by other governance or supervisory bodies (Shareholders' General Meetings) which could question this control.

The governance of both Propexpo managed by the Group and the Viparis' entities which control the on site property services are defined by the Shareholders' agreement between the Group and CCIR as with respect to Viparis.

Therefore, Propexpo is fully consolidated.

Unibail-Rodamco Germany GmbH (formerly mfi AG)

Until June 30, 2015, Unibail-Rodamco held 91.15% of Unibail-Rodamco Germany GmbH which was fully consolidated.

Since July 1, 2015, Unibail-Rodamco Germany GmbH is jointly held by the Group (48%) and by Canada Pension Plan Investment Board (CPPIB) (46.1%).

The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of these assets.

The Group is entitled to nominate 3 members of Unibail-Rodamco Germany GmbH's Supervisory Board and CPPIB 2 members. According to the governance, the Group has the control on Unibail-Rodamco Germany GmbH which remains fully consolidated.

Parly 2 shopping centre

The Parly 2 shopping centre (Paris region) is held by the Group and Abu Dhabi Investment Authority (ADIA).

The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of the shopping centre.

The Managing Director is a Unibail-Rodamco company designated for an indefinite term, which holds powers in order to administrate the companies and obtain the authorizations needed for their activities.

There's no casting vote held by other governance or supervisory bodies (Management Boards, Shareholders' General Meetings) which could question this control.

As a result, the Group controls the asset which is fully consolidated.

Forum des Halles shopping centre & parking

The shopping centre and the parking Forum des Halles located in Paris are held by the Group (65%) and an insurance company, AXA (35%).

The Managing Director is a Unibail-Rodamco company designated for an indefinite term, which holds powers in order to administrate the Company and obtain the authorizations needed for its activities and cannot be removed without the agreement of the Group.

Therefore, these assets are fully consolidated.

Les 4 Temps shopping centre

The asset is held at 53.3% by the Group and at 46.7% by two insurance companies.

The Managing Director is a Unibail-Rodamco company designated for an indefinite term, which holds large powers in order to administrate the Company and obtain the authorizations needed for its activities and cannot be removed without the agreement of the Group.

Therefore, the asset is fully consolidated.

3.3. Share deals: acquisitions and disposals in 2015

For all the business combinations described below, the values recognised in the consolidated financial position as at December 31, 2015 are based upon current best estimates. It is possible that further adjustments to initial evaluation may be recognised within twelve months of the acquisition in accordance with IFRS rules.

3.3.1. Unibail-Rodamco Germany GmbH (formerly mfi AG)

On July 1, 2015, the Group completed the sale of a 46.1% stake in Unibail-Rodamco Germany GmbH to Canada Pension Plan Investment Board's wholly-owned subsidiary, CPP Investment Board Europe S.à r.l.

CPPIB paid the Group €394 Mn for the equity stake.

Since the Company remains fully consolidated, the transaction was treated as a transaction with non-controlling interests. As a result, the impact of this operation was recognised in the shareholder's equity, for a positive amount of €56.8 Mn, net of the transaction costs.

3.3.2. Ruhr Park

Following the acquisition of an additional stake of 15% and the change of control, Ruhr Park (Bochum) is fully consolidated by the Group since July 24, 2015.

Therefore the acquisition was treated as a business combination in stages.

The impact, at the acquisition date, of the fair value adjustment of the equity interest in Ruhr Park held by the Group immediately before acquisition date amounted to €24.5 Mn, which is recognised on the line "Valuation movements on assets" of the Consolidated statement of income.

The fair value of the identifiable assets and liabilities of Ruhr Park at the date of acquisition were:

(€Mn)	Fair value recognised on acquisition
Investment properties	620.8
Other current assets	97.1
Cash and cash equivalents	13.6
	731.6
Borrowings	201.7
Other financial liabilities	0.3
Deferred tax liabilities	28.0
Other current liabilities	114.9
	344.9
TOTAL IDENTIFIABLE NET ASSETS AT FAIR VALUE	**386.7**
Acquired share	**251.4**
Goodwill arising on acquisition	14.2
TOTAL CONSIDERATION	**265.5**

The total consideration of €265.5 Mn booked for the shares consists of €61.5 Mn for the acquisition of the additional 15% stake in the company and €204.0 Mn is the current value of the 50% stake acquired previously.

At acquisition date, the external borrowing (€201.7 Mn) was fully refinanced with shareholders loans.

From the date of acquisition and the corresponding take over, the full consolidation of Ruhr Park has contributed for €10.3 Mn to the gross rental income and €6.7 Mn to the recurring result of the Group.

If the combination had taken place at the beginning of the year, the contribution of Ruhr Park at 100%, as a fully consolidated asset, would have been:

- gross rental income: €23.7 Mn;
- recurring result: €16.0 Mn.

The goodwill of €14.2 Mn is justified by tax optimisation expected on the asset.

3.3.3. Result on disposal of shares

During 2015, the Group disposed of fully consolidated companies in Sweden, France and Germany. Share deals amounted to €114.4 Mn total net disposal price and a net positive result of €13.7 Mn.

Arkady Pankrac (Prague) and Comexposium, which were accounted for using the equity method, were disposed during the period. Result on disposal of shares of companies accounted for using the equity method amounted to €69.6 Mn.

3.3.4. Acquisitions and disposals of consolidated shares/(non)-consolidated subsidiaries (Consolidated statement of cash flows)

Acquisition of consolidated shares

(€Mn)	2015	2014
Acquisition price of shares [1]	(110.0)	(711.0)
Cash and current accounts [2]	(116.5)	(180.0)
ACQUISITION OF CONSOLIDATED SHARES	**(226.5)**	**(891.1)**

(1) In 2015, this item refers mainly to the acquisition of an additional stake in Unibail-Rodamco Germany GmbH for €22.7 Mn and a 15% additional stake in Ruhr Park shopping centre (Bochum) for €61.5 Mn.
(2) In 2015, corresponds mainly to the financing by current accounts in the Ruhr Park shopping centre (Bochum).

Disposal of shares/consolidated subsidiaries

(€Mn)	2015	2014
Net price of shares sold	123.2	777.0
Cash and current accounts	43.4	494.4
DISPOSAL OF SHARES/CONSOLIDATED SUBSIDIARIES [1]	**166.6**	**1,271.4**

(1) In 2015, corresponds to the share deal's disposal of Nova Lund shopping centre (Lund).

Disposal of shares of associates/non-consolidated subsidiaries

(€Mn)	2015	2014
Net price of shares sold	248.9	137.8
Current accounts	160.1	-
DISPOSAL OF SHARES OF ASSOCIATES/ NON-CONSOLIDATED SUBSIDIARIES [1]	**409.0**	**137.8**

(1) In 2015, refer mainly to the disposal of the Group's 75% stake in Arkady Pankrac (Prague) and to the disposal of the 50% stake in Comexposium.

3.3.5. Disposal of interests in subsidiaries not resulting in a loss of control (Consolidated statement of cash flows)

(€Mn)	2015	2014
Net price of shares sold	408.9	-
Current accounts	281.9	-
DISPOSAL OF INTERESTS IN SUBSIDIARIES NOT RESULTING IN A LOSS OF CONTROL [1]	**690.8**	**-**

(1) In 2015, this item refers to the sale of a 46.1% stake in Unibail-Rodamco Germany GmbH to Canada Pension Plan Investment Board.

3.3.6. Summary of the acquisitions and disposals in 2014

CentrO

On May 14, 2014, Unibail-Rodamco acquired an indirect stake in CentrO, a leading shopping centre located in Oberhausen (Germany).

The acquisition was treated as a business combination. At closing in May 2014, €471.0 Mn was paid. In addition, a deferred payment was taken into account for its present value.

The calculation of the purchase price resulted in the registration of a goodwill of €90.5 Mn.

The acquired companies are jointly controlled by Unibail-Rodamco and CPPIB and are accounted for using the equity method.

Unibail-Rodamco Germany GmbH

On July 25, 2014, Unibail-Rodamco increased its stake in Unibail-Rodamco Germany GmbH to 91.15%, following the exercise of the put by PWREF for a total amount of €317.0 Mn.

According to the governance in place, Unibail-Rodamco Germany GmbH has been fully consolidated since that date.

The acquisition was treated as a business combination in stages and by applying the full goodwill method.

At acquisition date, the impact of the fair value adjustment of the equity interest in Unibail-Rodamco Germany GmbH held by the Group immediately before acquisition date amounted to €26.1 Mn, which was recognised on the line "Valuation movements on assets" of the statement of comprehensive income.

The total consideration of €710.0 Mn booked for the shares consisted of €317.0 Mn for the acquisition of the 44.66% additional stake in the company, €330.1 Mn for the value of the shares previously owned and €62.9 Mn for the revaluation of the stake of the non-controlling shareholders.

The goodwill of €253.2 Mn is justified by the value of the fee business and of the pipeline and by the ability to generate and develop new projects and activities in Germany.

In 2015, the goodwill has been adjusted of -€10.7 Mn following the review of the Unibail-Rodamco Germany GmbH values formerly recognised at date of acquisition.

3.4. Non-controlling interests and related liabilities

3.4.1. Commitment to purchase non-controlling interests

Unibail-Rodamco has given long-term commitments to purchase the non-controlling interests in the development project Polygone Riviera in Cagnes-sur-Mer and in Unibail-Rodamco Germany GmbH.

These commitments are accounted for in debts and are revalued at the present value of the exercise price.

3.4.2. Non-controlling interests

In 2015, this item comprised mainly non-controlling interests in the following entities:

- several shopping centres in France (€152.8 Mn, mainly Les Quatre Temps for €102.2 Mn and Forum des Halles for €45.3 Mn);
- Convention & Exhibition entities (€83.7 Mn);
- several shopping centres in Spain and in Germany.

Note 4 - Net recurring result and segment reporting

4.1. Accounting principles

Segment information is presented in respect of the Group's divisions and geographical segments, based on the Group's management and internal reporting structure and in accordance to IFRS 8.

Contributions of affiliates are also presented according to the Group's divisions and geographical segments.

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), hotels (Pullman-Montparnasse and Cnit-Hilton hotels operated under an operational lease agreement, and Novotel Confluence in Lyon operated under a management contract) and the organisation of exhibitions (Comexposium), the latter accounted for using the equity method, until its disposal date on July 31, 2015.

Geographical segments

Geographical segments are determined on the basis of the Group's definition of a home region. A home region is defined as a region with more than €1 Bn in property investment, a local organisation dedicated to all three business lines: the "owner function" (asset selection and management including pipeline), Shopping Centres management, the finance function and a regional consolidated reporting.

The creation of a specific reporting segment for Germany[1] this year is the result of the significant investments the Group made in this region since 2012.

The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.

The following are considered home regions based on specific operational and strategic factors:

- France, including France and Belgium;
- Central Europe, including the Czech Republic, Poland, Hungary and Slovakia;
- Spain;
- Nordic, including Sweden, Denmark and Finland;
- Austria;
- Germany;
- The Netherlands.

4.2. Net recurring result definition

The income statement by segment is split between recurring and non-recurring activities. The non-recurring result before tax consists of the valuation movements on investment properties, fair value adjustments on derivatives and debts, termination costs of financial instruments on the full cancelled commitment period when the maturity of the financial instrument is beyond the current period, bond tender premiums, currency gains/losses on revaluation of balance sheet items, the net result on disposals, impairment of goodwill or recognition of negative goodwill, as well as costs directly related to a business combination and other non-recurring items.

The income tax is split between recurring 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).

The 3% contribution levied on cash dividends paid by the French entities of the Group is accounted for in the non-recurring result. This contribution is due on the amount of distribution paid in cash above the legal distribution obligation related to the French SIIC status.

(1) *Except for Ring-Center asset (Berlin) which continues to be included in Central Europe region.*

4.3. Consolidated income statement by segment

(€Mn)		2015 Recurring activities	2015 Non-recurring activities[1]	2015 Result	2014 Recurring activities	2014 Non-recurring activities[1]	2014 Result
SHOPPING CENTRES							
FRANCE	Gross rental income	606.4	-	606.4	696.9	-	696.9
	Operating expenses & net service charges	(57.3)	-	(57.3)	(68.1)	-	(68.1)
	Net rental income	**549.1**	**-**	**549.1**	**628.8**	**-**	**628.8**
	Contribution of affiliates	9.0	(2.9)	6.1	12.9	6.2	19.2
	Gains/losses on sales of properties	-	6.9	6.9	-	46.3	46.3
	Valuation movements	-	307.7	307.7	-	504.3	504.3
	Result Shopping Centres France	**558.1**	**311.6**	**869.8**	**641.7**	**556.8**	**1,198.5**
CENTRAL EUROPE	Gross rental income	153.6	-	153.6	144.9	-	144.9
	Operating expenses & net service charges	(5.4)	-	(5.4)	(3.9)	-	(3.9)
	Net rental income	**148.2**	**-**	**148.2**	**141.0**	**-**	**141.0**
	Contribution of affiliates	36.0	102.3	138.3	36.5	(3.8)	32.7
	Gains/losses on sales of properties	-	23.7	23.7	-	(0.1)	(0.1)
	Valuation movements	-	266.9	266.9	-	195.1	195.1
	Result Shopping Centres Central Europe[2]	**184.2**	**392.9**	**577.1**	**177.4**	**191.3**	**368.7**
SPAIN	Gross rental income	164.0	-	164.0	165.6	-	165.6
	Operating expenses & net service charges	(16.5)	-	(16.5)	(19.8)	-	(19.8)
	Net rental income	**147.5**	**-**	**147.5**	**145.8**	**-**	**145.8**
	Contribution of affiliates	1.1	(2.1)	(1.0)	1.4	(1.0)	0.4
	Gains/losses on sales of properties	-	(3.0)	(3.0)	-	4.4	4.4
	Valuation movements	-	385.5	385.5	-	192.3	192.3
	Result Shopping Centres Spain	**148.6**	**380.4**	**529.0**	**147.1**	**195.7**	**342.8**
NORDIC	Gross rental income	126.4	-	126.4	116.1	-	116.1
	Operating expenses & net service charges	(20.4)	-	(20.4)	(19.0)	-	(19.0)
	Net rental income	**106.1**	**-**	**106.1**	**97.1**	**-**	**97.1**
	Gains/losses on sales of properties	-	2.2	2.2	-	(0.1)	(0.1)
	Valuation movements	-	354.0	354.0	-	110.7	110.7
	Result Shopping Centres Nordic	**106.1**	**356.2**	**462.3**	**97.1**	**110.6**	**207.7**
AUSTRIA	Gross rental income	99.7	-	99.7	94.6	-	94.6
	Operating expenses & net service charges	(7.6)	-	(7.6)	(6.4)	-	(6.4)
	Net rental income	**92.1**	**-**	**92.1**	**88.2**	**-**	**88.2**
	Valuation movements	-	138.7	138.7	-	86.9	86.9
	Result Shopping Centres Austria[2]	**92.1**	**138.7**	**230.8**	**88.2**	**86.9**	**175.1**
GERMANY	Gross rental income	73.2	-	73.2	21.0	-	21.0
	Operating expenses & net service charges	(6.1)	-	(6.1)	(1.6)	-	(1.6)
	Net rental income	**67.1**	**-**	**67.1**	**19.4**	**-**	**19.4**
	Contribution of affiliates	32.9	82.7	115.6	31.6	16.3	47.9
	Gains/losses on sales of properties	-	3.1	3.1	-	0.8	0.8
	Valuation movements	-	38.4	38.4	-	21.9	21.9
	Result Shopping Centres Germany[2]	**100.0**	**124.2**	**224.2**	**51.0**	**39.0**	**90.1**
THE NETHERLANDS	Gross rental income	76.2	-	76.2	79.9	-	79.9
	Operating expenses & net service charges	(9.2)	-	(9.2)	(7.7)	-	(7.7)
	Net rental income	**67.0**	**-**	**67.0**	**72.1**	**-**	**72.1**
	Gains/losses on sales of properties	-	0.5	0.5	-	2.2	2.2
	Valuation movements	-	7.4	7.4	-	12.7	12.7
	Result Shopping Centres The Netherlands	**67.0**	**7.9**	**74.9**	**72.1**	**14.9**	**87.1**
TOTAL RESULT SHOPPING CENTRES		**1,256.1**	**1,711.9**	**2,968.0**	**1,274.8**	**1,195.2**	**2,470.0**

(1) Non-recurring activities include valuation movements, disposals, mark-to-market and termination costs of financial instruments, bond tender premiums, impairment of goodwill or recognition of negative goodwill as well as costs directly incurred during a business combination and other non-recurring items.
(2) The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.

(€Mn)		2015 Recurring activities	2015 Non-recurring activities[1]	2015 Result	2014 Recurring activities	2014 Non-recurring activities[1]	2014 Result
OFFICES							
FRANCE	Gross rental income	156.7	-	156.7	154.6	-	154.6
	Operating expenses & net service charges	(5.3)	-	(5.3)	(6.2)	-	(6.2)
	Net rental income	**151.4**	**-**	**151.4**	**148.4**	**-**	**148.4**
	Gains/losses on sales of properties	-	4.4	4.4	-	(0.3)	(0.3)
	Valuation movements	-	221.7	221.7	-	54.5	54.5
	Result Offices France	**151.4**	**226.1**	**377.5**	**148.4**	**54.2**	**202.7**
OTHER COUNTRIES	Gross rental income	22.7	-	22.7	28.8	-	28.8
	Operating expenses & net service charges	(3.7)	-	(3.7)	(4.8)	-	(4.8)
	Net rental income	**19.0**	**-**	**19.0**	**24.0**	**-**	**24.0**
	Gains/losses on sales of properties	-	-	-	-	1.3	1.3
	Valuation movements	-	16.8	16.8	-	(5.0)	(5.0)
	Result Offices other countries	**19.0**	**16.8**	**35.8**	**24.0**	**(3.7)**	**20.3**
TOTAL RESULT OFFICES		**170.4**	**242.9**	**413.3**	**172.4**	**50.5**	**223.0**
CONVENTION & EXHIBITION							
FRANCE	Gross rental income	188.0	-	188.0	180.4	-	180.4
	Operating expenses & net service charges	(96.8)	-	(96.8)	(95.4)	-	(95.4)
	Net rental income	**91.2**	**-**	**91.2**	**85.0**	**-**	**85.0**
	Contribution of affiliates	0.5	0.2	0.7	0.4	(0.3)	0.2
	On site property services	**51.4**	**-**	**51.4**	**49.7**	**-**	**49.7**
	Hotels net rental income	**14.2**	**-**	**14.2**	**15.3**	**-**	**15.3**
	Exhibitions organising	**8.0**	**43.6**	**51.6**	**14.2**	**(2.9)**	**11.3**
	Valuation movements. depreciation, capital gains	(11.1)	85.1	73.9	(10.6)	152.9	142.4
TOTAL RESULT CONVENTION & EXHIBITION		**154.1**	**128.9**	**283.0**	**154.1**	**149.7**	**303.8**
Other property services net operating result		33.4	(2.4)	31.0	33.7	(1.1)	32.7
Other net income		-	-	-	4.7	28.3	33.0
TOTAL OPERATING RESULT AND OTHER INCOME		**1,614.0**	**2,081.3**	**3,695.4**	**1,639.7**	**1,422.7**	**3,062.4**
General expenses		(106.1)	(1.6)	(107.7)	(89.3)	(4.9)	(94.2)
Development expenses		(4.5)	-	(4.5)	(4.1)	5.0	0.9
Financing result		(299.5)	(362.1)	(661.6)	(338.5)	(446.9)	(785.3)
RESULT BEFORE TAX		**1,203.9**	**1,717.7**	**2,921.6**	**1,207.9**	**975.9**	**2,183.8**
Income tax expenses		(24.8)	(263.5)	(288.3)	(3.2)	(176.8)	(180.0)
NET RESULT FOR THE PERIOD		**1,179.1**	**1,454.2**	**2,633.3**	**1,204.7**	**799.1**	**2,003.8**
Non-controlling interests		148.7	150.6	299.3	136.7	196.6	333.3
NET RESULT – OWNERS OF THE PARENT		**1,030.4**	**1,303.6**	**2,334.0**	**1,068.1**	**602.4**	**1,670.5**
Average number of shares and ORA		98,496,508			97,824,119		
RECURRING EARNINGS PER SHARE (€)		**10.46**			**10.92**		
RECURRING EARNINGS PER SHARE GROWTH		**-4.2%**			**6.8%**		

(1) Non-recurring activities include valuation movements, disposals, mark-to-market and termination costs of financial instruments, bond tender premiums, impairment of goodwill or recognition of negative goodwill as well as costs directly incurred during a business combination and other non-recurring items.

4.3.1. Gross rental income

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. Gross rental revenue is recorded on a straight-line basis over the firm duration of the lease.

In case of an Investment property Under Construction, revenues are recognised once spaces are delivered to tenants.

Rents and key money

Gross rental income consists of rents and similar income (*e.g.* occupancy compensation, key money, parking revenues) invoiced for Shopping Centres and Offices properties over the period.

Under IAS 17 and SIC 15, the effects of rent-free periods, step rents and key monies are spread over the fixed term of the lease.

The property management fees re-invoiced to the tenants are classified in gross rental income.

Gross 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.

Gross rental income by segments

(€Mn excluding taxes)	2015	2014
SHOPPING CENTRES	**1,299.5**	**1,319.0**
France	606.4	696.9
Central Europe (1)	153.6	144.9
Spain	164.0	165.6
Nordic	126.4	116.1
Austria (1)	99.7	94.6
Germany (1)	73.2	21.0
Netherlands	76.2	79.9
OFFICES	**179.4**	**183.4**
France	156.7	154.6
Other countries	22.7	28.8
CONVENTION & EXHIBITION AND HOTELS	**206.1**	**199.6**
TOTAL	**1,685.0**	**1,702.0**

(1) The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.

Minimum guaranteed rents under leases

As at December 31, 2015, minimum future rents due under leases until the next possible termination date break down as follows:

Minimum future rents per year *(€Mn)*

Year	Shopping Centres	Offices	Total
2016	1,146.3	179.6	1,325.9
2017	932.8	163.1	1,095.9
2018	694.5	151.4	845.8
2019	485.0	111.2	596.2
2020	339.0	84.6	423.6
2021	232.0	80.7	312.7
2022	177.2	69.1	246.3
2023	132.3	64.2	196.6
2024	108.6	63.4	172.0
2025	69.7	66.7	136.3
2026	51.9	19.8	71.7
Beyond	31.2	1.7	32.9
TOTAL	**4,400.4**	**1,055.4**	**5,455.8**

4.3.2. Operating expenses & net service charges

The operating expenses & net service charges are composed of ground rents paid, net service charge expenses and property operating expenses.

Ground rents paid

Ground leaseholds

Based on the analysis of existing contracts, IAS 17 and IAS 40, 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.

For the leaseholds recognised as financial leases, future cash flows are discounted. An asset and a financial liability are recognised for the same amount.

Buildings constructed on land under a lease agreement are recognised in accordance with the accounting principles described in note 5.

Ground rents correspond to variable lease payments (or straight-lining of initial payments) for properties built on land subject to leasehold or operated under an operating contract (concession). This item mainly applies to the French conventions and exhibitions venue of Le Bourget in Paris and to some shopping centres, in particular in France and in Austria.

Net service charge expenses

These expenses are net of charges re-invoiced to tenants and relate mainly to vacant premises.

Property operating expenses

These expenses comprise service charges borne by the owner, works-related expenses, litigation expenses, charges relating to doubtful accounts and expenses relating to property management, and expenses related to venue sites on Convention-Exhibition segment.

4.3.3. On-site property services and other property services net operating result

The Net other income consists of on-site property service and other property services net operating result.

Revenues from other activities mainly cover:

- 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;
- fees for property services received by companies in the Convention & Exhibition segment.

Other expenses comprise charges relating to property services, general costs and depreciation charges for related fixed assets.

(€Mn)	2015	2014
NET OTHER INCOME	**73.7**	**72.9**
On-site property services	40.3	39.2
Other property services	33.4	33.7

4.3.4. Administrative expenses

This item comprises personnel costs, head office and Group administrative expenses, expenses relating to development projects and not capitalised and depreciation charges and rents relating mainly to Unibail-Rodamco headquarters in Paris and Schiphol.

4.4. Other information by segment

4.4.1. Reconciliation between the Results by segment and the income statement of the period (IFRS format)

For 2015

(€Mn)	Net rental income	Adminis-trative expenses, acquisition and related costs	Net other income	Result on disposal of investment properties and shares	Valuation movements on assets	Impairment of goodwill/ Negative goodwill	Net operating result before financing cost	Profit on disposal of associates	Share of the result of companies under equity method & income on financial assets	Result from non-consoli-dated companies	Total
SHOPPING CENTRES											
France	549.1	-	-	6.9	307.7	-	863.7	-	6.1	-	869.8
Central Europe	148.2	-	-	-	266.9	-	415.1	23.7	138.3	-	577.1
Spain	147.5	-	-	(3.0)	385.5	-	530.0	-	(1.0)	-	529.0
Nordic	106.1	-	-	2.2	354.0	-	462.3	-	-	-	462.3
Austria	92.1	-	-	-	138.7	-	230.8	-	-	-	230.8
Germany	67.1	-	-	3.1	38.4	-	108.6	-	115.6	-	224.2
The Netherlands	67.0	-	-	0.5	7.4	-	74.9	-	-	-	74.9
TOTAL SHOPPING CENTRES	**1,177.0**	**-**	**-**	**9.6**	**1,498.7**	**-**	**2,685.3**	**23.7**	**259.1**	**-**	**2,968.0**
OFFICES											
France	151.4	-	-	4.4	221.7	-	377.5	-	-	-	377.5
Others	19.0	-	-	-	16.8	-	35.8	-	-	-	35.8
TOTAL OFFICES	**170.4**	**-**	**-**	**4.4**	**238.5**	**-**	**413.3**	**-**	**-**	**-**	**413.3**
C. & E. [(1)]											
France	105.4	-	40.3	1.1	84.0	-	230.8	45.9	6.3	-	283.0
TOTAL C. & E.	**105.4**	**-**	**40.3**	**1.1**	**84.0**	**-**	**230.8**	**45.9**	**6.3**	**-**	**283.0**
NOT ALLOCATED											
TOTAL NOT ALLOCATED	**-**	**(112.2)**	**33.4**	**-**	**(2.4)**	**-**	**(81.2)**	**-**	**-**	**-**	**(81.2)**
TOTAL 2015	**1,452.8**	**(112.2)**	**73.7**	**15.1**	**1,818.8**	**-**	**3,248.2**	**69.6**	**265.4**	**-**	**3,583.2**

(1) Convention & Exhibition segment.

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For 2014

(€Mn)	Net rental income	Adminis-trative expenses, acquisition and related costs	Net other income	Result on disposal of investment properties and shares	Valuation movements on assets	Impairment of goodwill/ Negative goodwill	Net operating result before financing cost	Profit on disposal of associates	Share of the result of companies under equity method & income on financial assets	Result from non-consoli-dated companies	Total
SHOPPING CENTRES											
France	628.8	-	-	46.3	493.0	11.3	1,179.4	-	19.2	-	1,198.5
Central Europe[1]	141.0	-	-	(0.1)	195.1	-	336.0	-	32.7	-	368.7
Spain	145.8	-	-	4.4	192.3	-	342.4	-	0.4	-	342.8
Nordic	97.1	-	-	(0.1)	110.7	-	207.7	-	-	-	207.7
Austria[1]	88.2	-	-	-	86.9	-	175.1	-	-	-	175.1
Germany[1]	19.4	-	-	0.8	21.9	-	42.2	-	47.9	-	90.1
The Netherlands	72.1	-	-	2.2	12.7	-	87.1	-	-	-	87.1
TOTAL SHOPPING CENTRES	**1,192.4**	**-**	**-**	**53.4**	**1,112.8**	**11.3**	**2,369.9**	**-**	**100.1**	**-**	**2,470.0**
OFFICES											
France	148.4	-	-	(0.3)	54.5	-	202.7	-	-	-	202.7
Others	24.0	-	-	1.3	(5.0)	-	20.3	-	-	-	20.3
TOTAL OFFICES	**172.4**	**-**	**-**	**1.0**	**49.6**	**-**	**223.0**	**-**	**-**	**-**	**223.0**
C. & E[2]											
France	100.3	-	39.2	-	152.9	-	292.4	-	11.4	-	303.8
TOTAL C. & E.	**100.3**	**-**	**39.2**	**-**	**152.9**	**-**	**292.4**	**-**	**11.4**	**-**	**303.8**
NOT ALLOCATED											
TOTAL NOT ALLOCATED	**-**	**(93.3)**	**33.8**	**28.3**	**(1.1)**	**-**	**(32.3)**	**-**	**-**	**4.7**	**(27.6)**
TOTAL 2014	**1,465.1**	**(93.3)**	**72.9**	**82.6**	**1,314.2**	**11.3**	**2,852.8**	**-**	**111.5**	**4.7**	**2,969.0**

(1) *The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.*

(2) *Convention & Exhibition segment, including hotels.*

4.4.2. Statement of financial position by segment

For 2015

(€Mn)	Investment properties	Goodwill	Shares and investments in companies under the equity method	Other non current assets	Properties or shares held for sale	Other current assets	Total Assets	Total Liabilities excluding shareholders' equity
SHOPPING CENTRES								
France	12,904.7	3.1	170.8	2.5	3.6	295.7	13,380.3	683.6
Central Europe	3,072.1	112.0	680.5	11.9	-	20.6	3,897.2	471.6
Spain	3,017.4	-	16.6	25.1	-	15.8	3,074.9	315.4
Nordic	3,238.3	49.9	-	-	-	35.8	3,324.0	549.0
Austria	2,029.8	72.9	-	-	-	39.7	2,142.4	363.3
Germany	1,895.5	256.7	663.9	22.8	-	68.6	2,907.6	181.2
The Netherlands	1,432.2	-	-	0.3	-	33.8	1,466.3	32.9
TOTAL SHOPPING CENTRES	**27,590.1**	**494.5**	**1,531.9**	**62.7**	**3.6**	**510.1**	**30,192.8**	**2,597.1**
OFFICES								
France	3,358.7	-	-	151.7 (2)	248.5	131.1	3,890.0	149.3
Others	306.3	-	0.4	-	16.7	3.1	326.5	6.8
TOTAL OFFICES	**3,665.0**	**-**	**0.4**	**151.7**	**265.2**	**134.2**	**4,216.5**	**156.1**
C. & E. (1)								
France	2,454.9	38.0	3.7	263.3 (3)	-	106.1	2,866.0	208.9
TOTAL C. & E.	**2,454.9**	**38.0**	**3.7**	**263.3**	**-**	**106.1**	**2,866.0**	**208.9**
NOT ALLOCATED								
TOTAL NOT ALLOCATED	**-**	**10.3**	**-**	**367.8 (4)**	**-**	**456.5 (5)**	**834.5**	**15,909.0**
TOTAL 2015	**33,710.0**	**542.8**	**1,536.0**	**845.4**	**268.8**	**1,206.9**	**38,109.8**	**18,871.2**

(1) Convention & Exhibition segment, including hotels.
(2) Corresponds mainly to the operating asset of the Group's headquarters.
(3) Relates mainly to tangible and intangible assets.
(4) Refers mainly to the derivatives.
(5) Include mainly cash and cash equivalents.

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For 2014

(€Mn)	Investment properties	Goodwill	Shares and investments in companies under the equity method	Other non current assets	Properties or shares held for sale	Other current assets	Total Assets	Total Liabilities excluding shareholders' equity
SHOPPING CENTRES								
France	12,016.2	3.1	177.3	66.1	306.5	346.0	12,915.2	656.2
Central Europe[1]	2,723.2	112.0	556.9	14.9	138.4	51.4	3,596.8	457.9
Spain	2,587.9	-	17.8	23.9	-	39.3	2,668.9	297.3
Nordic	2,641.5	51.8	-	-	169.3	32.1	2,894.7	467.7
Austria[1]	1,857.2	72.9	-	0.6	-	16.3	1,947.0	207.6
Germany[1]	1,175.4	253.2	728.7	22.1	-	20.3	2,199.7	44.8
The Netherlands	1,342.8	-	-	0.6	-	18.9	1,362.3	32.4
TOTAL SHOPPING CENTRES	**24,344.2**	**493.0**	**1,480.6**	**128.3**	**614.1**	**524.4**	**27,584.7**	**2,164.0**
OFFICES								
France	3,289.4	-	-	154.0[3]	-	95.5	3,538.9	78.7
Others	294.5	-	0.4	-	-	2.4	297.3	17.1
TOTAL OFFICES	**3,583.9**	**-**	**0.4**	**154.0**	**-**	**97.9**	**3,836.2**	**95.8**
C. & E.[2]								
France	2,325.6	38.0	195.0	259.1[4]	-	131.8	2,949.5	218.2
TOTAL C. & E.	**2,325.6**	**38.0**	**195.0**	**259.1**	**-**	**131.8**	**2,949.5**	**218.2**
NOT ALLOCATED								
TOTAL NOT ALLOCATED	**-**	**10.3**	**-**	**275.5[5]**	**-**	**914.0[6]**	**1,199.8**	**16,158.9**
TOTAL 2014	**30,253.6**	**541.2**	**1,676.1**	**817.0**	**614.1**	**1,668.3**	**35,570.2**	**18,637.0**

(1) The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.
(2) Convention & Exhibition segment, including hotels.
(3) Corresponds mainly to the operating asset of the Group's headquarters.
(4) Relates mainly to tangible and intangible assets.
(5) Refers mainly to the derivatives.
(6) Include mainly cash and cash equivalents.

4.4.3. Investments by segment

	2015			2014		
(€Mn)	Investments in investment properties at fair value	Investments in investment properties at cost(1)	Total investments	Investments in investment properties at fair value	Investments in investment properties at cost(1)	Total investments
SHOPPING CENTRES						
France	466.4	66.2	**532.6**	361.2	137.1	**498.3**
Central Europe(2)	33.8	49.6	**83.4**	22.0	20.4	**42.3**
Spain	49.8	8.1	**58.0**	78.0	6.2	**84.2**
Nordic	225.0	-	**225.0**	60.8	183.3	**244.1**
Austria(2)	33.8	-	**33.8**	13.9	-	**13.9**
Germany(2)	76.4	8.4	**84.8**	63.2	1.3	**64.6**
The Netherlands	83.9	-	**83.9**	116.8	-	**116.8**
TOTAL SHOPPING CENTRES	**969.2**	**132.3**	**1,101.5**	**715.8**	**348.4**	**1,064.2**
OFFICES						
France	64.0	84.1	**148.1**	125.3	26.1	**151.5**
Others	10.8	-	**10.8**	6.6	-	**6.6**
TOTAL OFFICES	**74.8**	**84.1**	**158.9**	**132.0**	**26.1**	**158.1**
C. & E.(3)						
France	69.9	1.8	**71.7**	309.3	0.3	**309.6**
TOTAL C. & E.	**69.9**	**1.8**	**71.7**	**309.3**	**0.3**	**309.6**
NOT ALLOCATED						
TOTAL NOT ALLOCATED	-	15.6	**15.6**	-	23.8	**23.8**
TOTAL	**1,113.9**	**233.8**	**1,347.7**	**1,157.1**	**398.6**	**1,555.7**

(1) *Before transfer between category of investment property.*
(2) *The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.*
(3) *Convention & Exhibition segment.*

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Note 5 - Investment properties, tangible and intangible assets, goodwill

5.1. Investment properties

5.1.1. Accounting principles

Investment properties (IAS 40 & IFRS 13)

Under the accounting treatment recommended by IAS 40, investment properties are shown at their market value. According to IFRS 13, the fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (*i.e.* an exit price). Expectations about future improvements or modifications to be made to the property interest to reflect its highest and best use have to be considered in the appraisal, such as the renovation of or an extension to the property interest.

Unibail-Rodamco complies with the IFRS 13 fair value measurement rule and the position paper[1] on IFRS 13 established by EPRA, the representative body of the publicly listed real estate industry in Europe.

Transaction costs incurred for an asset deal are capitalised in the value of the investment property. Capitalised expenses include capital expenditures, evictions costs, capitalised financial interests, letting fees and other internal costs related to development projects.

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 twice a year. 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.

(1) *EPRA Position Paper on IFRS 13 – Fair value measurement and illustrative disclosures, February 2013.*

According to the Group, a 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 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. The gross value is reduced by disposal costs and transfer taxes[(1)], depending on the country and on the tax situation of the property, in order to arrive at a net market value.

For the Shopping Centres and Offices portfolios, 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 m^2 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.

The sites of the Convention & Exhibition portfolio are qualified as Investment property.

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, or over the life of the long-term lease (notably the Porte de Versailles long-term lease) or leasehold, if it exists or otherwise over a 10-year period, with an 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 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.

Properties held for sale are identified separately in the statement of financial position.

(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.*

5.1.2. Investment properties at fair value

(€Mn)	2015	2014
Shopping Centres	**27,062.8**	**23,959.2**
France	12,629.1	11,819.3
Central Europe[(1)]	2,937.4	2,637.5
Spain	2,942.3	2,521.0
Nordic	3,238.3	2,641.5
Austria[(1)]	2,029.8	1,857.2
Germany[(1)]	1,853.6	1,141.9
The Netherlands	1,432.2	1,340.8
Offices	**3,487.4**	**3,498.3**
France	3,181.1	3,203.8
Other countries	306.3	294.5
Convention & Exhibition and Hotels	**2,451.7**	**2,324.1**
TOTAL	**33,001.8**	**29,781.5**

(1) The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.

(€Mn)	Shopping Centres	Offices	Convention & Exhibition	Total investment properties	Properties held for sale	Total
31/12/2013	**22,529.4**	**3,228.6**	**1,855.6**	**27,613.6**	**188.6**	**27,802.1**
Acquisitions	170.1	-	241.6	411.7	0.9	412.6
Entry into scope of consolidation	1,092.3	10.8	-	1,103.1	-	1,103.1
Capitalised expenses	543.0	131.0	67.7	741.7	0.2	741.9
Disposals/exits from the scope of consolidation	(1,663.8)	(85.7)	-	(1,749.5)	(189.6)	(1,939.1)
Reclassification and transfer of category	263.3	167.8	(3.3)	427.9	475.7	903.6
Discounting impact	2.1	-	-	2.1	-	2.1
Valuation movements	1,096.8	52.9	162.5	1,312.2	-	1,312.2
Currency translation	(74.2)	(7.2)	-	(81.4)	-	(81.4)
31/12/2014	**23,959.2**	**3,498.3**	**2,324.1**	**29,781.5**	**475.7**	**30,257.2**
Acquisitions	135.1	2.5	0.1	137.7	-	137.7
Entry into scope of consolidation	620.8	-	-	620.8	-	620.8
Capitalised expenses[(1)]	833.2	72.3	69.8	975.3	0.9	976.2
Disposals/exits from the scope of consolidation	(17.0)	(20.4)	(0.3)	(37.7)	(472.1)[(4)]	(509.8)
Reclassification and transfer of category[(2)]	17.0	(294.7)	(17.1)	(294.7)	264.9	(29.9)
Discounting impact	1.9	-	-	1.9	-	1.9
Valuation movements	1,493.2	228.0	75.1	1,796.4	1.0	1,797.4
Currency translation	19.2	1.3	-	20.5	(1.5)	19.0
31/12/2015	**27,062.8**	**3,487.4**	**2,451.7**	**33,001.8[(3)]**	**268.8**	**33,270.6**

(1) Capitalised expenses mainly concern shopping centres in France, Germany and Sweden.
(2) The majority of the reclassification and transfer of category was due to reclassification into the category of the properties held for sale.
(3) No IPUC is assessed at fair value in the consolidated statement of financial position at December 31, 2015.
(4) Concern mainly the sale of the Nicetoile shopping centre (Nice) in January 2015 and the sale of the Nova Lund shopping centre (Lund) in October 2015.

Acquisitions of investment properties and entry into scope of consolidation

The main acquisitions concern essentially:

- a number of retail units and other minor assets in Leidsenhage (The Hague region) and in Amstelveen in The Netherlands;
- additional plots acquired in France such as Forum des Halles (Paris) and Euralille (Lille) and in Spain in Parquesur (Madrid), Glories (Barcelona) and Bonaire (Valencia).

The principal entry into the scope of consolidation corresponded to the acquisition of an additional stake of 15% in Ruhr Park (Bochum), pursuant to which the entity is fully consolidated since July 24, 2015.

Valuation assumptions and sensitivity

Considering the limited public data available, the complexity of real estate asset valuations, as well as the fact that appraisers use in their valuations the non-public rent rolls of the Group's assets, Unibail-Rodamco believes it appropriate to classify its assets under Level 3. In addition, unobservable inputs, including appraisers' assumption on growth rates and exit yields, are used by appraisers to determine the fair values of Unibail-Rodamco's assets.

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As at December 31, 2015, independent experts have appraised 97% of Unibail-Rodamco's portfolio.

As the appraisers noted no meaningful impact of the terrorist attacks in Paris on the Group's assets during this valuation round, the December 2015 valuations have not been impacted.

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 €73.2 Mn.

The following tables provide a number of quantitative elements used by the appraisers to assess the fair valuation of the Group's assets.

Shopping Centres

All Shopping Centres are valued using the discounted cash flow and/or yield methodologies.

Shopping Centres – December 31, 2015		Net initial yield	Rent in € per sqm (1)	Discount Rate (2)	Exit yield (3)	CAGR of NRI (4)
France	Max	8.7%	905	13.0%	9.5%	8.8%
	Min	3.6%	85	5.3%	4.0%	0.2%
	Weighted average	4.3%	487	5.9%	4.5%	4.9%
Central Europe (5)	Max	8.8%	535	11.5%	9.5%	4.9%
	Min	4.9%	116	6.8%	5.1%	2.2%
	Weighted average	5.2%	369	7.0%	5.5%	2.7%
Nordic	Max	9.8%	531	9.8%	7.8%	5.5%
	Min	4.1%	114	6.7%	4.5%	2.2%
	Weighted average	4.6%	358	7.2%	4.8%	4.5%
Spain	Max	8.4%	747	11.0%	7.8%	5.2%
	Min	4.6%	100	7.5%	4.8%	1.4%
	Weighted average	5.1%	274	8.2%	5.2%	3.4%
Germany (5)	Max	7.2%	399	8.0%	6.9%	4.5%
	Min	4.3%	238	6.4%	4.2%	2.2%
	Weighted average	4.8%	293	6.8%	4.8%	3.0%
Austria (5)	Max	4.5%	367	6.4%	4.5%	2.8%
	Min	4.4%	345	6.3%	4.5%	2.6%
	Weighted average	4.5%	356	6.3%	4.5%	2.7%
The Netherlands	Max	12.4%	412	9.1%	9.0%	4.3%
	Min	4.5%	131	6.0%	4.4%	-1.8%
	Weighted average	5.0%	252	6.5%	5.0%	3.1%

Net initial yield, discount rate and exit yield weighted by gross market values.
(1) Average annual rent (minimum guaranteed rent + sales based rent) per asset per m^2.
(2) Rate used to calculate the net present value of future cash flows.
(3) Rate used to capitalise the exit rent to determine the exit value of an asset.
(4) Compounded Annual Growth Rate of net rental income determined by the appraiser (between 6 and 10 years depending on duration of DCF model used).
(5) Aupark (Bratislava) was transferred from Austria to Central Europe in January 2015. German assets are now presented separately.

Based on an asset value excluding estimated transfer taxes and transaction costs, the segment's net initial yield as at December 31, 2015 is 4.6% compared to 4.8% as at December 31, 2014.

A change of +25 basis points of the net initial yield would result in a downward adjustment of -€1.457 Mn (-5.2%) of the total Shopping Centres portfolio value (excluding assets under development or accounted for using the equity method), including transfer taxes and transaction costs.

Offices

Appraisers value the Group's Offices using the discounted cash flow and yield methodologies.

Offices – December 31, 2015		Net initial yield on occupied space	Rent in € per sqm [1]	Discount Rate [2]	Exit yield [3]	CAGR of NRI [4]
France	Max	11.9%	484	9.8%	8.3%	24.5%
	Min	4.0%	104	5.0%	4.3%	-2.6%
	Weighted average	5.9%	370	6.1%	5.2%	3.1%
Nordic	Max	9.0%	248	9.0%	7.9%	3.9%
	Min	5.1%	68	7.1%	5.5%	1.6%
	Weighted average	7.0%	195	7.9%	6.6%	2.8%
The Netherlands	Max	15.5%	52	13.8%	9.8%	9.4%
	Min	n.m	n.m	6.6%	5.4%	n.m
	Weighted average	8.1%	47	10.5%	8.1%	9.3%
Germany	Max	7.7%	535	8.5%	7.5%	7.6%
	Min	4.9%	53	6.5%	4.5%	1.4%
	Weighted average	5.9%	165	7.9%	6.3%	2.9%
Austria	Max	6.9%	126	7.6%	7.0%	2.7%
	Min	6.4%	120	7.2%	6.5%	2.0%
	Weighted average	6.7%	123	7.4%	6.8%	2.4%

Net initial yield, discount rate and exit yield weighted by gross market values. Central Europe region only encompasses one asset (excluding shares in Zlote Tarasy offices, Lumen and Skylight) and is therefore not displayed. Vacant assets and assets under restructuring are not included in this table. Asset considered at bid value are not displayed in this table.

(1) Average annual rent (minimum guaranteed rent) per asset per m^2. The computation takes into account the areas allocated to company restaurants.

(2) Rate used to calculate the net present value of future cash flows.

(3) Rate used to capitalise the exit rent to determine the exit value of an asset.

(4) Compounded Annual Growth Rate of net rental income determined by the appraiser (between 3 and 10 years depending on duration of DCF model used).

For occupied offices (rented and available area) and based on an asset value excluding estimated transfer taxes and transaction costs, the segment's net initial yield as at December 31, 2015 is 6.0%, compared to 6.8% as at December 31, 2014.

A change of +25 basis points of the net initial yield would result in a downward adjustment of -€202 Mn (-5.0%) of the total Office portfolio value (occupied and vacant spaces, excluding assets under development or accounted for using the equity method), including transfer taxes and transaction costs.

Convention & Exhibition

Based on the valuations, the average EBITDA yield on Viparis venues as at December 31, 2015 (recurring earnings before interest, tax depreciation and amortization divided by the value of assets, excluding estimated transfer taxes) decreased by -15 basis points to 6.3% compared to December 31, 2014.

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 -€110.7 Mn (-5.2%).

5.1.3. Investment properties under construction at cost

(€Mn)	2015	2014
Shopping Centres	**527.3**	**385.0**
France	275.6	196.9
Central Europe [1]	134.7	85.7
Spain	75.1	66.9
Nordic	-	-
Austria [1]	-	-
Germany [1]	41.9	33.5
The Netherlands	-	2.0
Offices	**177.7**	**85.6**
France	177.7	85.6
Other countries	-	-
Convention & Exhibition and Hotels	**3.2**	**1.4**
TOTAL	**708.2**	**472.1**

(1) The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.

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As at December 31, 2015, buildings under construction valued at cost are notably:

- offices developments such as Trinity and Phare-"Sisters" in Paris-La Défense;
- shopping centres under development such as Wroclavia (Wroclaw), the Parly 2 (Paris region), Carré Sénart (Paris region) and Centrum Chodov (Prague) extension and renovation projects.

Assets still stated at cost were subject to an impairment test as at December 31, 2015. Allowances were booked for a total amount of €8.7 Mn net of reversal on several development projects.

(€Mn)	Gross value	Impairment	Total investment properties at cost
31/12/2013	**947.6**	**(8.5)**	**939.1**
Acquisitions	29.0	-	29.0
Entry into the scope of consolidation	122.0	-	122.0
Capitalised expenses	345.8	-	345.8
Disposals/exits from the scope of consolidation	(2.5)	-	(2.5)
Reclassification and transfer of category	(905.6)	1.7	(903.9)
Impairment/reversal	-	(51.3)	(51.3)
Currency translation	(6.3)	-	(6.3)
31/12/2014	**530.1**	**(58.1)**	**472.1**
Acquisitions (1)	72.4	-	72.4
Capitalised expenses (2)	145.9	-	145.9
Disposals/exits from the scope of consolidation	(0.5)	-	(0.5)
Reclassification and transfer of category	30.5	-	30.5
Discounting impact	(2.0)	-	(2.0)
Impairment/reversal	-	(8.7)	(8.7)
Currency translation	(1.4)	-	(1.4)
31/12/2015	**775.0**	**(66.8)**	**708.2**

(1) Mostly related to Trinity project in Paris-La Défense.
(2) Capitalised expenses mainly concerned the extension project in Carré Sénart in Paris region, Trinity project in Paris-La Défense and Wroclavia development project in Wroclaw.

5.2. Tangible assets

5.2.1. Accounting principles

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 "Tangible assets".

If the appraisal value of a property is lower than net book value, an impairment provision is booked.

5.2.2. Changes in tangible assets

Net value (€Mn)	Operating assets[1]	Furniture and equipment	Total
31/12/2013	**148.6**	**54.5**	**203.1**
Acquisitions and capitalised expenses	-	9.9	9.9
Changes in the scope of consolidation	-	21.7	21.7
Depreciation	(2.2)	(13.4)	(15.6)
Impairment/reversal	7.1	(10.1)	(3.0)
Other movements	-	(0.3)	(0.3)
31/12/2014	**153.5**	**62.2**	**215.7**
Acquisitions and capitalised expenses	-	15.6[2]	15.6
Depreciation	(2.2)	(15.5)[2]	(17.7)
Impairment/reversal[3]	-	3.7	3.7
Other movements	-	(1.0)	(1.0)
31/12/2015	**151.3**	**65.0**	**216.3**

(1) Related to the headquarters of the Group located at 7 Place Adenauer (Paris).
(2) Increase on Viparis assets and property services entities.
(3) Reversal of impairment on Viparis assets according to the external appraisals.

5.3. Intangible assets

5.3.1. Accounting principles

Intangible assets (IAS 38)/Impairment of assets (IAS 36)

An intangible asset is recognised when it is identifiable and separable and can be sold, transferred, licensed, rented, or exchanged, either individually or as part of a contract with an attached asset or a liability, or which arises from contractual or other legal rights regardless of whether those rights are transferable or separable. After initial recognition, intangible assets are recognised at cost less any amortisation charges and impairment losses.

Intangible assets with a finite life are amortised on a linear basis over the life of the asset. 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 qualified as "Rights and exhibitions" relate mainly to the Viparis' entities and are valued by external appraisers. If the appraisal value of an intangible asset is lower than net book value, an impairment provision is booked.

5.3.2. Changes in intangible assets

Net value (€Mn)	Rights and exhibitions	Other intangible assets	Total
31/12/2013	**214.1**	**3.4**	**217.5**
Acquisitions	-	2.0	2.0
Amortisation	(2.3)	(2.6)	(4.9)
Impairment/reversal	(0.5)	-	(0.5)
Change in the scope of consolidation	22.0	1.4	23.4
31/12/2014	**233.3**	**4.2**	**237.5**
Acquisitions	-	6.4	6.4
Amortisation	(2.3)	(2.3)	(4.6)
Impairment/reversal (1)	2.8	-	2.8
31/12/2015	**233.8**	**8.3**	**242.1**

(1) Related mainly to an impairment on the Paris-Nord Villepinte exhibition sites intangible assets according to the external appraisals and to a reversal of impairment on the Palais des Congrès de Paris.

A change of +25 basis points of the yield and WACC of Viparis' intangible assets as determined at December 31, 2015 would result in a negative adjustment of -€21.7 Mn (-6.0%).

5.4. Goodwill

5.4.1. Accounting principles

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. Therefore, in this case the impairment test consists in a comparison between the accounting value of the Goodwill and the potential tax optimisation existing at the date of reporting.

5.4.2. Changes in goodwill

(€Mn)	Gross value	Impairment	Total
31/12/2013	**1,913.5**	**(1,644.1)**	**269.4**
Entry in the scope of consolidation	276.3	-	276.3
Decrease	(4.5)	-	(4.5)
31/12/2014	**2,185.3**	**(1,644.1)**	**541.2**
Entry in the scope of consolidation	14.2 (1)	-	14.2
Decrease	(12.6) (2)	-	(12.6)
31/12/2015	**2,186.9**	**(1,644.1) (3)**	**542.8**

(1) Corresponds to the goodwill recognised on Ruhrpark following the acquisition of an additional stake of 15% and the change of control (see § 3.3.2).
(2) The decrease is mainly due to the review of the values formerly recognised at the date of acquisition on Unibail-Rodamco Germany GmbH (see § 3.3.6).
(3) The amount of impairment relates mainly to the write off of part of the Rodamco Europe's goodwill in 2007.

Goodwill amounts to €542.8 Mn and breaks down as follows:

- €290.1 Mn correspond to the potential tax optimisation existing at the date of acquisition on the assets;
- €252.7 Mn mainly related to the goodwill recognised on Unibail-Rodamco Germany in 2014 (see § 3.3.6) and represent the value of the fee business and the ability to generate and develop projects.

An impairment test was carried out on the goodwill which represents the potential tax optimisation existing on the assets. No further impairment was recognised as at December 31, 2015.

The goodwill which corresponds to the value of the fee business and the ability to generate development projects is based on an external appraisal.

5.5. Valuation movements on assets

This item reflects changes in market valuation of investment properties, impairment and reversal on tangible and intangible assets.

(€Mn)	2015	2014
Investment properties at fair value	1,797.4	1,312.2
• Shopping centres	1,494.2	1,096.8
• Offices	228.0	52.9
• Convention & Exhibition	75.1	162.5
Investment properties at cost	(8.7)	(51.3)
Tangible and intangible assets	6.5	(3.5)
Other	23.7 [1]	56.8
TOTAL	**1,818.8**	**1,314.2**

(1) Corresponds mostly to the fair value adjustment of the equity interest in Ruhr Park previously held prior to the 15% additional stake acquisition.

5.6. Amounts paid for works and acquisition of property assets (Consolidated statement of cash flows)

In 2015, amounts paid for works and acquisition of property assets amount to €1,276.2 Mn. They comprise acquisitions, transaction capitalised costs, works and capitalised expenses and are adjusted for the changes on amounts due on investments of the period.

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Note 6 - Shares and investments in companies accounted for using the equity method

6.1. Accounting principles

The accounting principles are detailed in note 3.1.1 "Scope and methods of consolidation ".

6.2. Changes in shares and investments in companies accounted for using the equity method

These shares and investments are those in the 24 companies accounted for using the equity method, of which 12 are under significant influence and 12 are jointly controlled. The list of these companies is given in note 14 "List of consolidated companies".

(€Mn)	31/12/2015	31/12/2014
Shares in Shopping Centres and Convention & Exhibition companies	982.4	1,054.9
Loans granted to Shopping Centres and Convention & Exhibition companies	553.6	567.6
SUB-TOTAL INVESTMENT IN SHOPPING CENTRES AND CONVENTION & EXHIBITION COMPANIES	**1,536.0**	**1,622.5**
Shares in Comexposium	-	67.4
Loan granted to Comexposium	-	124.6
SUB-TOTAL INVESTMENT IN COMEXPOSIUM (1)	**-**	**192.0**
TOTAL SHARES AND INVESTMENTS IN COMPANIES UNDER THE EQUITY METHOD	**1,536.0**	**1,814.5**
Of which shares and investments in companies whose properties held for sale	-	138.4
TOTAL SHARES AND INVESTMENTS IN COMPANIES UNDER THE EQUITY METHOD (EXCLUDING HELD FOR SALE)	**1,536.0**	**1,676.1**

(1) On July 31, 2015, the Group completed the disposal of its 50% stake in Comexposium to Charterhouse.

6.3. Share of the result of companies accounted for using the equity method and income on financial assets

The contribution of affiliates breaks down as follows:

(€Mn)	Recurring activities	Non-recurring activities (1)	Result
Income from stake in Shopping Centres and Convention & Exhibition companies	59.0	180.2	239.1
Income from stake in Comexposium (2)	6.5	(2.3)	4.2
TOTAL SHARE OF INCOME FROM COMPANIES UNDER THE EQUITY METHOD	**65.4**	**177.9**	**243.3**
Interests on the loans granted to Shopping Centres companies	20.6	-	20.6
Interests on the loan granted to Comexposium (2)	1.5	-	1.5
TOTAL INTERESTS ON LOANS GRANTED TO COMPANIES UNDER THE EQUITY METHOD	**22.1**	**-**	**22.1**

(1) Correspond mainly to the fair value adjustment on the underlying investment properties.
(2) On July 31, 2015, the Group completed the disposal of its 50% stake in Comexposium to Charterhouse.

6.4. Joint-ventures

According to IFRS 11, joint ventures are those entities in which the Group has joint control established by contractual agreement and rights to the net assets of the arrangement.

6.4.1. Description of the main joint-ventures accounted for using the equity method

CentrO

CentrO, a leading shopping centre located in Oberhausen, is jointly held by the Group and Canada Pension Plan Investment Board (CPPIB). The joint venture is governed by a Board of Directors with four members, two of which are designated by Unibail-Rodamco and two designated by CPPIB.

The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of these assets.

The decision-making process for all these relevant activities required the approval of both partners.

Therefore these companies which are joint ventures are accounted for using the equity method.

6.4.2. Consolidated financial position of the joint-ventures

The main jointly controlled assets are the following ones:

- CentrO in Oberhausen;
- Paunsdorf in Leipzig;
- Rosny 2 in Paris region;
- Palais des Sports in Paris;
- Benidorm in Spain.

Ruhr Park companies which were accounted for using the equity method have been consolidated under the full consolidation method since July 24, 2015 (see section 3 "Scope of consolidation" § 3.3.2).

The main items of the statements of financial position and income statement of joint ventures are presented in aggregate in the tables below. These items are stated in Group share including restatements for consolidation purposes.

Shopping Centres and Convention & Exhibition companies

(€Mn)	31/12/2015	31/12/2014
Investment properties	1,215.9	1,357.0
Other non-current assets	26.6	33.9
Current assets	38.9	82.5
TOTAL ASSETS	**1,281.4**	**1,473.4**
Restated shareholders' equity	564.7	620.3
Deferred tax liabilities	121.3	116.6
Internal borrowings	170.9	197.1
External borrowings	397.8	494.8
Other non-current liabilities	2.7	3.8
Current liabilities	24.0	40.9
TOTAL LIABILITIES	**1,281.4**	**1,473.4**

(€Mn)	2015 (1)	2014 (2)
Net rental income	58.4	61.6
Change in fair value of investment properties	102.2	35.7
Net result	119.9	64.7

(1) Ruhr Park shopping centre was accounted for using the equity method from January 1, 2015 to July 24, 2015.
(2) Unibail-Rodamco Germany GmbH was accounted for using the equity method from January 1, 2014 to July 26, 2014 and CentrO entities contributed as from May 14, 2014.

Comexposium

On July 31, 2015, the Group completed the disposal of its 50% stake in Comexposium to Charterhouse.

The main items of the income statement of joint ventures are presented in the table below. These items are stated in Group share including restatements for consolidation purposes.

(€Mn)	2015	2014
Revenues from other activities	82.8	129.3
Net operating profit before financing cost	11.0	22.6
Net result	4.2	7.7

6.5. Associates

Associates are those entities, not controlled by the Group, but in which it has a significant influence according to IAS 28 R.

6.5.1. Description of the main associates accounted for using the equity method

Zlote Tarasy complex

The Group is the sole limited partner in a partnership which holds 100% of a holding company (Warsaw III) which owns 100% of Zlote Tarasy complex (Warsaw). In compliance with the restrictions imposed on 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 not performed by the Group. Consequently, the Group does not control this asset and its investment in the Zlote Tarasy complex is accounted for using the equity method.

6.5.2. Consolidated financial position of associates

The main associates are the following assets:

- Zlote Tarasy complex (Warsaw);
- Ring Center (Berlin);
- Gropius (Berlin).

Further to the agreement with Atrium European Real Estate entered into on January 22, 2015, Unibail-Rodamco completed the disposal of its 75% stake in Arkady Pankrac (Prague) on June 30, 2015.

The main items of the statements of financial position and income statement of associates are presented in aggregate in the tables below. These items are stated in Group share including restatements for consolidation purposes.

Shopping Centres

(€Mn)	31/12/2015	31/12/2014
Investment properties	945.8	1,012.7
Other non-current assets	7.0	20.9
Current assets	76.7	65.4
TOTAL ASSETS	**1,029.6**	**1,099.0**
Restated shareholders' equity	326.4	348.9
Deferred tax liabilities	4.5	97.6
Internal borrowings	382.9	370.4
External borrowings	307.5	260.4
Other non-current liabilities	3.7	4.8
Current liabilities	4.5	16.9
TOTAL LIABILITIES	**1,029.6**	**1,099.0**

(€Mn)	2015 (1)	2014
Net rental income	53.9	54.8
Change in fair value of investment properties	70.0	11.5
Net result	119.2	16.4

(1) Comprise Arkady Pankrac (Prague) which was accounted for using the equity method through June 30, 2015, the effective disposal date.

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6.6. Transactions with related-parties (joint-ventures and associates)

The consolidated financial statements include all companies in the Group's scope of consolidation (see note 14 "List of consolidated companies").

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 accounted for using the equity method.

(€Mn)	31/12/2015	31/12/2014
Comexposium (1)		
Loan	-	124.6
Recognised interest	1.5	3.6
Rents and fees invoiced (2)	42.4	60.0
Shopping Centres and Convention & Exhibition companies		
Loans (3)	553.6	567.6
Recognised interest (3)	20.6	19.3
Current account in debit	1.0	1.6
Current account in credit	(7.7)	(6.3)
Asset management fees invoiced and other fees (4)	35.5	17.3

(1) On July 31, 2015, the Group completed the disposal of its 50% stake in Comexposium to Charterhouse.
(2) 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 until July 31, 2015.
(3) Correspond to 100% of the financing in the shopping centres investment.
(4)) The increase is mainly explained by the change of consolidation method of Unibail-Rodamco Germany from the equity method to the full consolidation method in July 2014.

All of these transactions are based on market prices.

No transactions with related parties had a material impact on the Group consolidated financial statements.

Note 7 - Financing and financial instruments

7.1. Accounting principles

7.1.1. Financial instruments (IAS 32/IAS 39/ IFRS 7/IFRS 13)

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 of 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.

Financial assets available for sale

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 in 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.

Being a financial debt with an embedded derivative, and based on the option provided by IAS 39, the ORNANE convertible bond, 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 interest expenses are booked based on the contractual interest rates and are classified in the statement of comprehensive income on the line "Net financing costs".

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 some 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 euro zone. 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 adjustments of derivative and debt.

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.

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.

7.1.2. 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;
- 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.

7.1.3. 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 interests costs of the project 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.

7.2. Financing result

7.2.1. Net financing costs

(€Mn)	2015	2014
Security transactions	0.9	5.1
Other financial interest	7.7	5.5
Interest income on derivatives	77.6	89.4
SUBTOTAL FINANCIAL INCOME	**86.3**	**99.9**
Security transactions	-	(1.4)
Interest on bonds and EMTNs	(265.3)	(328.1)
Interest and expenses on borrowings	(64.4)	(55.4)
Interest on partners' advances	(22.7)	(24.7)
Other financial interest	(2.5)	(3.0)
Interest expenses on derivatives	(61.1)	(63.4)
Financial expenses before capitalisation of financial expenses	**(416.1)**	**(476.0)**
Capitalised financial expenses	30.3	37.6
SUBTOTAL NET FINANCIAL EXPENSES	**(385.8)**	**(438.4)**
TOTAL NET FINANCIAL COSTS	**(299.5)**	**(338.5)**

Financial income and expenses from the consolidated statement of cash flows correspond to cash amounts of financial interest paid and received during the period. They do not include any non-cash items such as accrued interest and amortisation of issuance costs.

7.2.2. Fair value adjustment of debts and derivatives

(€Mn)	2015	2014
Premium and costs paid on the repurchased bonds and ORNANEs and on repayments of borrowings	(214.3)	(85.7)
Mark-to-market of the ORNANEs	(75.9)	(48.3)
Currency impact	(64.8)	(40.4)
Restructuring of hedges and mark-to-market of derivatives	(13.4)	(236.4)
Financial interest on the debt related to the long-term lease agreement on Porte de Versailles	-	(13.6)
Debt discounting and other items (including amortisation of Rodamco debt marked-to-market at the time of the merger and amortisation of Unibail-Rodamco Germany debt marked-to-market in July 2014)	6.3	(22.4)
TOTAL NON-RECURRING FINANCIAL RESULT	**(362.1)**	**(446.9)**

7.3. Financial assets and liabilities

7.3.1. Financial assets

A bond issued by the owner of a shopping centre in Béziers to which the Group signed in for €62.7 Mn was fully reimbursed in January 2015.

7.3.2. Main financing transactions in 2015

In total, medium- to long-term financing transactions completed in 2015 amounted to €4,015 Mn and include:

- the signing of €2,275 Mn of new or refinanced medium- to long-term credit facilities or loans with an average maturity of 5.9 years. This amount includes the refinancing of two mortgage loans on assets in Germany and France for a total amount of €360 Mn and a new average maturity of ca. 11 years.

  In addition to the €2,275 Mn raised, Unibail-Rodamco extended its existing syndicated credit lines for a total amount of €1,800 Mn with an additional 1-year maturity;
- the issue of two public EMTN bonds in April 2015 for a total amount of €1,000 Mn;
- the issue of four private placements EMTN placements for a total amount €240 Mn:
  - €90 Mn equivalent bond issued in HKD and swapped back to Euro for a 10-year maturity,
  - €50 Mn of FRN format bond for a 9-year maturity,
  - €70 Mn of 10-year CMS indexed bond swapped back to 3-month Euribor for a 15-year maturity,
  - €30 Mn of fixed rate bond for a 15-year maturity.

  In total, €1,240 Mn was raised on the bond markets in 2015 for an average duration of 12 years;
- the issue of a €500 Mn ORNANE in April 2015;
- the Group also completed two successful tender offers in April 2015 for:
  - €1,145 Mn encompassing nine bonds maturing between 2016 and 2021,
  - and €741 Mn of ORNANE issued in 2012.

The Group also accessed the money market by issuing commercial paper and *Bons à moyen terme négociables* (BMTN). The average amount of commercial paper and BMTN outstanding in 2015 was €1,192 Mn (€804 Mn on average in 2014) with remaining maturities of up to 14 months. *Billets de trésorerie* were raised in 2015 at an average margin of 11 bps above Eonia.

As at December 31, 2015, the total amount of undrawn credit lines came to €5,450 Mn following signing of new lines and restructuring of existing lines and the cash on-hand came to €343 Mn.

7.3.3. Financial debt breakdown and outstanding duration to maturity

	Current	Non-current		Total	Total
Outstanding duration to maturity *(€Mn)*	Less than 1 year	1 year to 5 years	More than 5 years	31/12/2015	31/12/2014
NET SHARE SETTLED BONDS CONVERTIBLE INTO NEW AND/OR EXISTING SHARES (ORNANE)	**0.0**	**11.4**	**1,076.4**	**1,087.8**	**1,406.7**
Principal debt	-	9.2	1,000.0	1,009.2	1,250.0
Mark-to-market of debt	-	2.2	76.4	78.6	151.1
Accrued interest	0.0	-	-	0.0	5.6
BONDS AND EMTNs	**676.0**	**3,562.8**	**5,363.4**	**9,602.2**	**10,089.7**
Principal debt (1)	611.9	3,562.8	5,363.4	9,538.0 (4)	10,003.9
Accrued interest	112.1	-	-	112.1	133.6
Issuance costs	(47.9)	-	-	(47.9)	(47.8)
BANK BORROWINGS	**291.6**	**704.7**	**550.0**	**1,546.3**	**2,205.1**
Principal debt	281.0	704.5	550.0	1,535.5	2,188.1
Accrued interest	4.5	-	-	4.5	4.8
Borrowings issue fees	(16.7)	-	-	(16.7)	(18.1)
Bank overdrafts & current accounts to balance out cash flow	22.5	-	-	22.5	3.5
Mark-to-market of debt (2)	0.2	0.2	-	0.5	26.7
OTHER FINANCIAL LIABILITIES	**1,480.0**	**1,111.8**	**230.2**	**2,822.0**	**1,000.7**
Interbank market instruments and negotiable instruments	1,480.0	115.0	-	1,595.0	234.0
Accrued interest on interbank market instruments and negotiable instruments	-	-	-	-	0.1
Current accounts with non-controlling interests (3)	-	996.8	230.2	1,227.0	766.5
FINANCIAL LEASES	**6.0**	**12.7**	**348.7**	**367.4**	**373.3**
TOTAL	**2,453.7**	**5,403.3**	**7,568.7**	**15,425.7**	**15,075.5**

(1) Include currency impacts on debt raised in foreign currency for an amount of +€99.9 Mn.
(2) Rodamco fixed-rate debts have been marked-to-market at the date of its first consolidation in 2007. In 2015, following the full early repayment of Unibail-Rodamco Germany fixed-rate debt, the marked-to-market recognised at the date of its first consolidation in July 2014 has been reversed.
(3) They are considered as non-current as they are financing the related assets.
(4) The amount shown in the Financial Resources note (€9,438 Mn) corresponds to the amount of bonds after impact of derivatives instruments on debt raised in foreign currencies.

Maturity of current principal debt

	Current			Total
(€Mn)	Less than 1 month	1 month to 3 months	More than 3 months	31/12/2015
Bonds and EMTNs	-	-	611.9	611.9
Bank borrowings	0.4	-	280.6	281.0
Other financial liabilities	371.0	661.0	448.0	1,480.0
Financial leases	-	-	6.0	6.0
TOTAL	**371.4**	**661.0**	**1,346.5**	**2,378.9**

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7.3.4. Net share settled bonds convertible into new and/or existing shares (ORNANE)

Issuance of a €500 Mn ORNANE in April 2015

Unibail-Rodamco announced on April 8, 2015, the issuance of net share settled bonds convertible into new and/or exchangeable for existing shares (ORNANE) for a total amount of €500 Mn[1]. The Bond has been issued at 100.5% of the Par Value, with a 0% coupon, corresponding to a negative yield to maturity.

The bonds will be redeemed at par on July 1, 2022[2]. They may be redeemed prior to the maturity date at the option of Unibail-Rodamco pursuant to the terms described in the prospectus approved by the AMF under N°15-144 on April 8, 2015. 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, new and/or existing shares of Unibail-Rodamco. The Company also has the option to deliver new and/or existing shares of Unibail-Rodamco only.

Repurchase of part of the 2012 ORNANE

In April 2015, Unibail-Rodamco launched a repurchase procedure over the 2012 ORNANE. In total €741 Mn of the 2012 ORNANE were repurchased corresponding to a hit ratio of ca. 99% The repurchase price corresponded to the volume-weighted average trading price of the shares of the Company on April 8, 2015, increased by €39.

As at December 31, 2015, the ORNANE are presented in the table below.

(€Mn)	Debt at fair value	Fair value recognised in the profit and loss	Repurchase	Total fair value recognised in the profit and loss
ORNANE issued in 2012	11.4	-	(107.6)[1]	(107.6)
ORNANE issued in 2014	564.2	(60.9)	-	(60.9)
ORNANE issued in 2015	512.2	(15.0)	-	(15.0)
TOTAL	**1,087.8**	**(75.9)**	**(107.6)**	**(183.4)**

(1) Almost all of the ORNANE (99%) were repurchased in April 2015.

(1) The ORNANE includes a €9.6 dividend adjustment provision (exercise price being adjusted by the portion of dividend paid above €9.6 per share).
(2) Or on the first following business day if such date is not a business day.

7.3.5. Characteristics of bonds and EMTNs (excluding ORNANE)

Issue date	Rate	Amount at 31/12/2015 (€Mn)	Maturity
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 (CMS) 10 years (floored at 5%, capped at 7.5%)	50.0	August 2019
August 2009	Fixed rate 5% during 3 years then CMS 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%	368.7	September 2016
May 2010	Structured coupon linked to CMS 10 years	50.0	May 2020
June 2010	Structured coupon linked to CMS 10 years	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%	643.3	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 3.5%	243.2	April 2016
November 2011	Fixed rate 4.05%	20.0	November 2031
December 2011	Fixed rate 3.875%	298.0	December 2017
March 2012	Fixed rate 3%	457.1	March 2019
May 2012	Fixed rate 3.196%	425.0	May 2022
August 2012	Fixed rate 2.25%	461.6	August 2018
October 2012	Fixed rate 1.625%	258.3	June 2017
February 2013	Fixed rate 2.375%	430.3	February 2021
February 2013	Fixed rate HKD swapped back into EUR	85.2	February 2025
March 2013	Fixed rate HKD swapped back into EUR	71.2	March 2025
June 2013	Fixed rate 2.5%	700.0	June 2023
October 2013	Fixed rate HKD swapped back into EUR	48.7	October 2025
October 2013	Fixed rate 1.875%	244.1	October 2018
November 2013	Fixed rate CHF swapped back into EUR	123.8	November 2023
December 2013	Fixed rate 3% SEK	86.8	December 2018
December 2013	Float rate SEK (Stib3M + 100bps)	152.0	December 2018
February 2014	Float rate (Erb3M + 70bps)	30.0	February 2019
February 2014	«Green Bond» Fixed rate 2.5%	750.0	February 2024
March 2014	Fixed rate 3.08%	20.0	March 2034
April 2014	Fixed rate 3.08%	30.0	April 2034
April 2014	Float rate USD swapped back into EUR	188.7	April 2019
June 2014	Fixed rate 2.25% SEK	92.3	June 2019
June 2014	Float rate SEK (Stib3M + 78bps)	70.6	June 2019
June 2014	Fixed rate 2.5%	600.0	June 2026
October 2014	Fixed rate 1.375%	750.0	October 2022
April 2015	«Green Bond» Fixed rate 1%	500.0	March 2025
April 2015	Fixed rate 1.375%	500.0	April 2030
October 2015	Float rate (Erb3M + 81bps)	50.0	October 2024
November 2015	Fixed rate 2.066%	30.0	November 2030
November 2015	Fixed rate HKD swapped back into EUR	91.3	November 2025
December 2015	Fixed rate 2.1% during 3 years then Constant Maturity Swap 10 years (floored at 0% capped at 4%)	70.0	December 2030
TOTAL		**9,538.0**	

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7.3.6. Covenants

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 Loan-to-Value (LTV)[1] or Interest Coverage Ratio (ICR)[2]) in the EMTN and the Commercial Paper programs.

Bonds issued are not restricted by any covenant based on financial ratios which could lead to early repayment of the debt. Green bonds must be used to finance projects or assets that meet certain criteria.

The majority of bank loans and credit facilities contain financial covenants such as LTV and ICR ratios, as well as a prepayment clause in case of occurrence of a material adverse change.

As at December 31, 2015, the LTV ratio calculated for Unibail-Rodamco amounted to 35% compared to 37% as at December 31, 2014.

The ICR ratio for Unibail-Rodamco improved to 4.6x for 2015 as a result of strong rental level growth with delivery of assets and the lower cost of debt. It is in line with the solid levels achieved in recent years and increased from 4.2x in 2014.

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, 2015, 97% of the Group's credit facilities and bank loans allowed indebtedness up to 60% of the Group's total asset value or of the value of the asset of the borrowing entity, as the case may be.

7.3.7. Other financing activities

In the consolidated statement of cash flow, "Other financing activities" comprise mainly costs paid on the cancellation, restructuring and implementation of new hedging instruments, following the hedging restructuring which occurred in H2-2015.

7.3.8. Debt's market value

The market value of Unibail-Rodamco's fixed-rate and index-linked debt is presented in the table below.

	31/12/2015		31/12/2014	
(€Mn)	**Carrying value**	**Market value**	Carrying value	Market value
Fixed-rate and index-linked debt				
Fixed-rate & index-linked borrowings, interbank instruments and negotiable market instruments	11,077.4 (1)	11,546.7	11,777.7	12,684.1

(1) ORNANE included, at market value (see § 7.3.4 "ORNANE").

Financial debt is valued at market value based on market rates and on spreads issuers at such closing date.

7.3.9. Net financial debt

Net financial debt is determined as below:

Net financial debt

(€Mn)	**2015**	2014
Amounts accounted for in B/S		
Net share settled bonds convertible into new and/or existing shares (ORNANE)	1,087.8	1,406.7
Long-term bonds and borrowings	11,522.9	12,006.0
Current borrowings and amounts due to credit institutions	2,447.7	1,289.4
TOTAL FINANCIAL LIABILITIES	**15,058.3**	**14,702.1**
Adjustments		
Mark-to-market of debt	(79.1)	(177.8)
Current accounts with non-controlling interests	(1,227.0)	(766.5)
Impact of derivatives instruments on debt raised in foreign currency	(99.9)	(27.5)
Accrued interests/issuance fees	(52.0)	(78.3)
TOTAL FINANCIAL LIABILITIES (NOMINAL VALUE)	**13,600.3 (1)**	**13,652.0**
Cash & cash equivalents	**(342.6) (1)**	**(831.1)**
NET FINANCIAL DEBT	**13,257.7**	**12,820.9**

(1) Bank overdrafts & currents accounts to balance out cash flow are included in the total financial liabilities, in 2015 for €22.5 Mn and in 2014 for €3.5 Mn.

(1) See definition in note 11.1.
(2) Interest Cover Ratio (ICR) = Recurring EBITDA/Recurring Net Financial Expenses (including capitalised interest); Recurring EBITDA is calculated as total recurring operating results and other income less general expenses, excluding depreciation and amortisation.

Net cash at period-end

(€Mn)	2015	2014
Available for sale investments [1]	98.4	529.3
Cash	244.2	301.8
TOTAL ASSET	**342.6**	**831.1**
Bank overdrafts & current accounts to balance out cash flow	(22.5)	(3.5)
TOTAL LIABILITIES	**(22.5)**	**(3.5)**
NET CASH AT PERIOD-END	**320.1**	**827.6**

(1) This item comprises investments in money-market SICAV (marketable securities).

The high level of cash and cash equivalents at year-end 2014 was mainly due to the cash generated from proceeds of disposals completed at the end of the year.

7.4. Hedging instruments

7.4.1. Accounting principles

Exposure to the credit risk of a particular counterparty

The Group, which holds a group of financial assets or financial liabilities, is exposed to market risks and credit risks of every single counterparty as defined in IFRS 7. The Group applies the exception provided by IFRS 13 (§ 48) which permits to measure the fair value of a group of financial assets or a group of financial liabilities on the basis of the price that would be received to sell or transfer a net position towards a particular risk in an orderly transaction between market participants at the measurement date under current market conditions.

To determine the net position, the Group takes into account existing arrangements to mitigate the credit risk exposure in the event of default (*e.g.* a master netting agreement with the counterparty). The fair value measurement takes into consideration the likelihood that such an arrangement would be legally enforceable in the event of default.

Valuation of derivatives has to take into account the Credit Valuation Adjustment (CVA) and the Debit Valuation Adjustment (DVA).

CVA, calculated for a given counterparty, is the product of:

- the total mark-to-market the Group has with this counterparty, in case it is positive;
- the probability of default of this counterparty over the average maturity, weighted by the nominal of the derivatives booked with them. This probability of default is taken from the Bloomberg model, based on market data and derived from the Credit Default Swaps of the banks;
- and the loss given default set at 60% following market standard.

DVA based on Unibail-Rodamco's credit risk, corresponds to the loss that the Group's counterparties may face in case of the Group's default. It is the product of:

- the total mark-to-market the Group has with a counterparty, in case it is negative;
- the probability of default of the Group over the average maturity, weighted by the nominal of the total portfolio of derivatives. The Group's probability of default is derived from the Credit Default Swaps of Unibail-Rodamco and taken from Bloomberg model;
- and the loss given default set at 60% following market standard.

7.4.2. Change on hedging instruments

(€Mn)	31/12/2014	Amounts recognised in the Statement of Comprehensive Income: Net financing costs	Fair value adjustments of derivatives	Other comprehensive income	Reallocation	Acquisitions/ Disposals	31/12/2015
ASSETS							
Derivatives at fair value	**225.7**	**(1.9)**	**41.8**	**1.3**	**2.7**	**27.5**	**297.2**
• Cash flow hedge	0.7	(1.1)	-	1.3	-	-	1.0
• Without a hedging relationship	225.0	(0.8)	27.3	-	2.7	27.5	281.7
• Other derivatives	-	-	14.5	-	-	-	14.5
LIABILITIES							
Derivatives at fair value	**698.3**	**(6.7)**	**(73.5)**	**-**	**2.7**	**(356.9)**	**263.9**
• Cash flow hedge	(0.0)	-	-	-	-	-	(0.0)
• Without a hedging relationship	698.3	(6.7)	(73.5)	-	2.7	(356.9)	263.9
NET	**(472.6)**	**4.8**	**115.3**	**1.3**	**-**	**384.4**	**33.3**

7.5. Risk management policy

7.5.1. Market risk

Liquidity risk

The following table shows the Group's contractually agreed interest payments and repayments of the non-derivative financial liabilities (excluding financial leases) 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, 2015. Lines drawn as at December 31, 2015 are considered as drawn until maturity.

Billets de trésorerie and commercial paper have 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) 31/12/2015	Less than 1 year: Interest	Less than 1 year: Redemption	1 year to 5 years: Interest	1 year to 5 years: Redemption	More than 5 years: Interest	More than 5 years: Redemption
BONDS, BORROWINGS AND AMOUNTS DUE TO CREDIT INSTITUTIONS							
Bonds and EMTNs	(10,547.2)	(243.1)	(611.9)	(728.6)	(3,571.9)	(501.8)	(6,363.4)
Bank borrowings and other financial liabilities(2)	(3,130.5)	(15.0)	(1,761.0)	(42.1)	(819.5)	(27.2)	(550.0)
FINANCIAL DERIVATIVES							
Derivative financial liabilities							
Interest rate derivatives without a hedging relationship	(263.9)	(5.0)	-	(256.6)	-	(76.3)	1.5
Derivative financial assets							
Currency and interest rate derivatives in connection with fair value and cash flow hedges	1.0	(0.8)	1.6	-	-	-	-
Interest rate derivatives without a hedging relationship	281.7	52.7	-	157.9	43.8	60.2	54.6

(1) Corresponds to the amount of principal debt (see section 7.3.3).
(2) Excludes current accounts with non-controlling interests.

The average maturity of the Group's debt as at December 31, 2015, taking into account the unused credit lines improved to 6.5 years (*versus* 5.9 as at December 2014).

Unibail-Rodamco's debt repayment needs[1] for the next 12 months are covered by the available undrawn credit lines. The amount of bonds and bank loans outstanding as at December 31, 2015 and maturing or amortising within a year is €915 Mn (including a €612 Mn bond maturing in April and September 2016), compared with €5,450 Mn of undrawn committed credit lines and €343 Mn of cash on-hand as at December 31, 2015.

Unibail-Rodamco's long-term refinancing policy consists of diversifying the Group's expiry schedules and financial resources. Accordingly, bonds & EMTN issues represented 70% of financial nominal debt at December 31, 2015, bank loans and overdrafts 11%, convertible bonds 7% and commercial paper & *billets de trésorerie* 12%.

(1) *Excluding Commercial Paper maturing in 2016 and amounting to €1,480 Mn.*

The commercial paper programs 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, 2015, the total amount of undrawn credit lines came to €5,450 Mn.

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.

In case of derivatives terminations, netting can apply as a result of existing agreements between the Group and the banks. The related amounts of derivatives instruments, including accrued interests, would be €144.2 Mn as assets and €100.8 Mn as liabilities.

Interest rate risk

Unibail-Rodamco is exposed to interest rate fluctuations on its existing or future variable rate borrowings. 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 uses notably 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

It corresponds to the ratio between "recurring financial expenses (excluding the ones on financial leases and partners' current accounts) + capitalized financial expenses (excluding non-recurring financial expenses such as mark-to-market and termination costs of financial instruments including bonds repurchased, currency impact)" and "average net debt over the period".

Unibail-Rodamco's average cost of debt in 2015 decreased to 2.2% compared to 2.6% for 2014. This record low average cost of debt results from low coupon levels the Group achieved during the last three years on its fixed rate debt, the tender offer transaction realised in October 2014 and April 2015, 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 2015.

Interest rate hedging transactions

The Group took advantage of historically low long term interest rates in H1-2015 to issue longer maturities and lock-in attractive coupons kept at fixed rate:

- €500 Mn 7-year ORNANE with a 0% coupon;
- €500 Mn 10-year bond with a 1.0% coupon;
- €500 Mn 15-year bond with a 1.375% coupon.

The market environment evolved significantly in H2-2015 which saw interest rate curve steepening through a decrease in short term rates to record low levels while long term rates rebounded after the ECB meeting on December 3, 2015.

Against this backdrop and the Group's hedging position, the Group restructured part of its hedging position in H2-2015 through:

- the cancellation of €3 Bn of existing long-term swaps through 2022;
- the restructuring of existing swaps for €4 Bn through 2017;
- the implementation of caps for €5.5 Bn and €4 Bn on short- and medium-term maturities until January 2021, taking advantage of low medium terms rates and of a decrease in the cap volatility over this period.

Following these restructurings:

- the debt the Group expects to raise over the next three years is fully hedged;
- the debt the Group expects to raise in 2019 and 2020 is hedged at more than 79%;
- the hedging of the Group is more balanced with an increased proportion of hedging by way of caps on more than 24% of the projected debt allowing it to benefit from lower rates.

The restructuring of the hedging position in H2-2015 (including cancellation, restructuring and implementation of new hedging instruments) has been done for a total cost of almost €0.5 Bn.

Measuring interest rate risk

As at December 31, 2015, the measuring interest risk is as follow:

	Financial assets		Financial liabilities		Net exposure	
	Fixed rate	Variable rate	Fixed rate	Variable rate[(1)]	Fixed rate	Variable rate
Less than 1 year	(244.2)	(98.4)	1,469.9	925.5	1,225.7	827.1
1 year to 2 years	-	-	706.3	273.8	706.3	273.8
2 years to 3 years	-	-	911.7	377.7	911.7	377.7
3 years to 4 years	-	-	719.4	649.2	719.4	649.2
4 years to 5 years	-	-	643.3	110.0	643.3	110.0
More than 5 years	-	-	6,443.4	470.0	6,443.4	470.0
TOTAL	**(244.2)**	**(98.4)**	**10,894.0**	**2,806.2**	**10,649.8**	**2,707.8**

(1) Including index-linked debt.

The Group does not have a micro-hedging strategy, except when both currency exchange risk and interest rate risk are hedged, which enables it not to correlate its liquidity risk and interest rate risk management. Consequently, the maturities of the debts and hedging instruments can be dissociated and the outstanding derivatives instruments can hedge a part of the fixed rate debt maturing in the following years.

The outstanding nominal net debt was fully hedged against an increase in variable rates, based on debt outstanding as at December 31, 2015, through both:

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

The hedging balance as at December 31, 2015 breaks down as follow:

	Outstanding total at 31/12/2015	
(€Mn)	Fixed rate	Variable rate[(1)]
Financial liabilities	(10,894.0)	(2,806.2)
Financial assets	244.2	98.4
Net financial liabilities before hedging program	**(10,649.8)**	**(2,707.8)**
Micro-hedging	2,661.4	(2,561.5)
Net financial liabilities after micro-hedging[(2)]	**(7,988.4)**	**(5,269.4)**
Swap rate hedging[(3)]		2,022.5
Net debt not covered by swaps		**(3,246.9)**
Cap and floor hedging		3,350.0
HEDGING BALANCE	**-**	**103.1**

(1) Including index-linked debt.
(2) Partners' current accounts are not included in variable-rate debt.
(3) Forward hedging instruments are not accounted for in this table.

Based on the estimated average debt position of Unibail-Rodamco in 2016, if interest rates (Euribor, Stibor or Pribor) were to rise by an average of 0.5%[(1)] (50 basis points) during 2016, the resulting estimated impact on financial expenses would be a €8.0 Mn negative impact on the 2016 recurring net profit. A further rise of 0.5% would have an additional negative impact of €0.8 Mn. A 0.5% (50 basis points) drop in interest rates would have an estimated €28.3 Mn positive impact on financial expenses and would impact 2016 recurring net profit by an equivalent amount.

Currency exchange rate risk

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.

(1) 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, 2015 of -0.131%.

Measuring currency exchange rate exposure

The Group has activities and investments in countries outside the euro zone (*e.g.* the Czech Republic, Poland and Sweden). When converted into euros, the income and value of the Group's 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.

Main foreign currency positions at December 31, 2015 (1) *(€Mn)*

Currency	Assets	Liabilities	Net Exposure	Hedging instruments	Exposure net of hedges
CHF	-	(123.8)	(123.8)	123.8	-
CZK	3.4	(144.6)	(141.2)	-	(141.2)
DKK	399.9	(207.1)	192.7	135.3	328.0
HKD	-	(296.3)	(296.3)	296.3	-
HUF	5.2	-	5.2	-	5.2
PLN	289.3	0.6	289.9	-	289.9
SEK	2,773.4	(1,045.2)	1,728.2	(133.6)	1,594.6
USD	-	(188.7)	(188.7)	188.7	-
TOTAL	**3,471.2**	**(2,005.1)**	**1,466.1**	**610.4**	**2,076.4**

(1) The Assets in SEK take into account cash held in local currency and used in the cash pooling.

Exposure sensitivity to currency exchange rate

The main exposure kept is in Swedish Krona (SEK).

	31/12/2015		31/12/2014	
(€Mn)	Recurring result Gain/(Loss)	Equity Gain/(Loss)	Recurring result Gain/(Loss)	Equity Gain/(Loss)
Impact of a decrease of -10% in the SEK/EUR exchange	(10.5) (1)	(145.0)	(7.1)	(139.0)

(1) 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 a EUR/SEK exchange rate of 9.2118.

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7.5.2. 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 lease agreements, they are required to provide financial guarantees, such as a deposit, first-demand guarantee or a 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-litigation or litigation action to be taken.

The Group applies the following rules to calculate the provision for doubtful accounts:

- 50% for receivables due for more than three months (calculation after preliminary deduction of deposits and bank guarantee);
- 100% for receivables due for more than six months.

7.6. Carrying value of financial instruments per category

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 at Fair Value through Profit and Loss

31/12/2015 (€Mn)	Categories in accordance with IAS 39	Carrying Amount 31/12/2015	Amounts recognised in statement of financial position according to IAS 39 Amortised Cost	Fair value recognised in equity	Fair value recognised in profit & loss	Fair value
ASSETS						
Loans	L&R	41.1	41.1	-	-	41.1
Financial assets	L&R	17.1	17.1	-	-	17.1
Derivatives at fair value	FAFVPL	297.2	-	(0.7)	297.9	297.2
Trade receivables from activity[1]	L&R	252.0	252.0	-	-	252.0
Other receivables[2]	L&R	126.2	126.2	-	-	126.2
Cash and cash equivalents	FAFVPL	342.6	-	-	342.6	342.6
		1,076.2	**436.4**	**(0.7)**	**640.6**	**1,076.2**
LIABILITIES						
Financial debts (excluding *ORNANE*)	FLAC	13,970.5	13.970.5	-	-	14,439.8
Financial leases	FLAC	367.4	367.4	-	-	367.4
Net share settled bonds convertible into new and/or existing shares (*ORNANE*)	FLFVPL	1,087.8	-	-	1,087.8	1,087.8
Derivatives at fair value	FLFVPL	263.9	-	-	263.9	263.9
Guarantee deposits	FLAC	201.4	201.4	-	-	201.4
Non-current amounts due on investments	FLAC	135.4	135.4	-	-	135.4
Amounts due to suppliers and other current debt[3]	FLAC	876.8	876.8	-	-	876.8
		16,903.3	**15,551.6**	**-**	**1,351.7**	**17,372.6**

(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.

31/12/2014 (€Mn)	Categories in accordance with IAS 39	Carrying Amount 31/12/2014	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	46.7	46.7	-	-	46.7
Financial assets	L&R	77.1	77.1	-	-	77.1
Derivatives at fair value	FAFVPL	225.7	-	(2.0)	227.7	225.7
Trade receivables from activity(1)	L&R	260.1	260.1	-	-	260.1
Other receivables(2)	L&R	128.1	128.1	-	-	128.1
Cash and cash equivalents	FAFVPL	831.1	-	-	831.1	831.1
		1,568.8	**512.0**	**(2.0)**	**1,058.8**	**1,568.8**
LIABILITIES						
Financial debts (excluding *ORNANE*)	FLAC	13,295.4	13,295.4	-	-	14,201.8
Financial leases	FLAC	373.3	373.3	-	-	373.3
Net share settled bonds convertible into new and/or existing shares (*ORNANE*)	FLFVPL	1,406.7	-	-	1,406.7	1,406.7
Derivatives at fair value	FLFVPL	698.3	-	-	698.3	698.3
Guarantee deposits	FLAC	196.0	196.0	-	-	196.0
Non-current amounts due on investments	FLAC	79.4	79.4	-	-	79.4
Amounts due to suppliers and other current debt(3)	FLAC	797.5	797.5	-	-	797.5
		16,846.6	**14,741.6**	**-**	**2,105.0**	**17,753.0**

(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 amounts at the reporting date approximate the fair value.

7.6.1. Fair value hierarchy of financial assets and liabilities

IFRS 13 establishes a hierarchy of valuation techniques for financial instruments. The following categories are identified:

- Level 1: financial instruments quoted in an active market;
- Level 2: financial instruments whose fair value is evidenced by comparison with other observable current market transactions in the same instrument (*i.e.* without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets;
- 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 31/12/2015 Total	Level 1	Level 2	Level 3
ASSETS				
Fair value through profit or loss				
Derivatives	297.9	-	297.9	-
Available for sale investments	98.4	98.4	-	-
Fair value through equity				
Derivatives	(0.7)	-	(0.7)	-
TOTAL	**395.7**	**98.4**	**297.2**	**-**
LIABILITIES				
Fair value through profit or loss				
ORNANE	1,087.8	1,087.8	-	-
Derivatives	263.9	-	263.9	-
TOTAL	**1,351.7**	**1,087.8**	**263.9**	**-**

7.6.2. Net gain/loss by category

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 adopted strategy.

2015 (€Mn)	From interest	From subsequent measurement At fair value	Currency translation	Impairment/ reversal of impairment	Net gain/loss
Loans & receivables	(0.1)	-	-	-	(0.1)
Available for sale financial assets	-	0.9	-	-	0.9
Derivatives at fair value through profit and loss	16.5	-	-	-	16.5
Financial liabilities at amortised cost	(347.2)	-	-	-	(347.2)
	(330.7)	**0.9**	**-**	**-**	**(329.8)**
Capitalised expenses					30.3
NET FINANCIAL EXPENSES					**(299.5)**

2014 (€Mn)	From interest	From subsequent measurement At fair value	Currency translation	Impairment/ reversal of impairment	Net gain/loss
Loans & receivables	0.7	-	-	-	0.7
Available for sale financial assets	-	5.1	-	-	5.1
Derivatives at fair value through profit and loss	26.0	-	-	-	26.0
Financial liabilities at amortised cost	(407.8)	-	-	-	(407.8)
	(381.1)	**5.1**	**-**	**-**	**(376.0)**
Capitalised expenses					37.6
NET FINANCIAL EXPENSES					**(338.5)**

Note 8 - Taxes

8.1. Accounting principles

8.1.1. Income tax expenses

The Group companies are taxable according to the tax rules of their country. In some countries, special tax regimes for public property companies exist.

The income tax expenses calculation is based on the local rules and rates.

8.1.2. Deferred tax

Deferred taxes are recognised in respect of all temporary differences between the carrying amount and tax base of assets and liabilities at each financial year-end.

Deferred tax assets or liabilities are calculated based on total temporary differences and on tax losses carried forward, using the local tax rate that will apply on the expected reversal date of the concerned differences, if this rate has been set. Otherwise, they are calculated using the applicable tax rate in effect at the financial year-end date. Within a given fiscal entity or group and for a given tax rate, debit balances are 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 used.

The main deferred tax liabilities relate to:

- the mark-to-market of investment properties, resulting in the recognition of a deferred tax liability for non-tax-exempt assets;
- the recognition of intangible assets at the acquisition date identified on Viparis entities, particularly Viparis-Porte de Versailles and Viparis-Nord Villepinte.

8.1.3. Tax regimes

Different tax regimes exist following the countries.

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 95% of their recurring income, 60% 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;
- all other operations are taxable.

Spanish SOCIMI regime

Unibail-Rodamco has entered the SOCIMI-regime with most of its Spanish companies in 2013. The SOCIMI regime provides for a tax rate of 0% on the recurring income provided that certain requirements related to the shareholders of Unibail-Rodamco SE are fulfilled. Capital gains realized within the SOCIMI regime are taxed at 0% as well, capital gains related to the period before the entry in the regime will be taxed at the moment of realisation. Based on the SOCIMI regime, the company has to fulfill distribution obligations which amount to at least 80% of its profits annually, as well as 50% of the capital gains, provided that the remaining 50% is reinvested in the real estate sector within a three-year period.

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 2015 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, even though questioned by the Dutch tax authorities, this assumption had no impact on recurring result for 2015.

8.2. Income tax expenses

(€Mn)	2015	2014
Recurring deferred and current tax on:		
• Allocation/reversal of provision concerning tax issues	4.3	7.9
• Other recurring results	(29.1)	(11.1)
TOTAL RECURRING TAX	**(24.8)**	**(3.2)**
Non-recurring deferred and current tax on:		
• Change in fair value of investment properties and impairment of intangible assets	(222.3)	(154.9)
• Other non-recurring results[1]	(41.2)	(21.9)
TOTAL NON-RECURRING TAX	**(263.5)**	**(176.8)**
TOTAL TAX	**(288.3)**	**(180.0)**
Total tax due	(38.9)	(39.8)

(1) Includes the 3% tax levied on cash dividends paid by French companies for a total amount of -€14.1 Mn in 2015 (-€14.8 Mn in 2014).

Reconciliation of effective tax rate	%	2015	2014
Profit before tax, impairment of goodwill and result of associates		**2,678.3**	**2,083.9**
Income tax using the average tax rate	29.1%	(778.4)	(607.9)
Tax exempt profits (including SIIC and SOCIMI regimes)	(18.3%)	490.6	470.8
Non-deductible costs	1.3%	(33.6)	(31.9)
Effect of tax provisions	(0.2%)	4.3	7.9
Effect of non-recognised tax losses	(0.9%)	24.7	19.2
Effect of change in tax rates	(0.1%)	3.6	(36.8)
Effect of currency translation in tax	(0.1%)	1.6	(2.0)
Other	0.0%	(1.1)	0.7
	10.8%[1]	**(288.3)**	**(180.0)**

(1) The tax rate of 10.8% is mainly due to tax exempt profits in France according to SIIC regime.

8.3. Deferred taxes

2015 change

(€Mn)	31/12/2014	Increase	Decrease	Reclassification	Currency translation	Change in scope of consolidation	31/12/2015
Deferred tax liabilities	**(1,312.1)**	**(243.8)**	**21.0**	**0.6**	**(2.2)**	**(38.6)**	**(1,575.1)**
Deferred tax on investment properties	(1,245.7)	(242.4)	19.7	0.6	(2.2)	(38.6)	(1,508.6)
Deferred tax on intangible assets	(66.4)	(1.4)	1.3	-	-	-	(66.5)
Other deferred tax	**139.2**	**(9.5)**	**(25.0)**	**(0.6)**	**-**	**5.4**	**109.5**
Tax loss carry-forward[1]	122.8	(16.5)	(10.4)	(0.6)	-	11.5	106.7
Other[1]	16.4	7.0	(14.6)	-	-	(6.0)	2.8
TOTAL DEFERRED TAX LIABILITIES	**(1,172.9)**	**(253.3)**	**(4.0)**	**-**	**(2.2)**	**(33.2)**	**(1,465.6)**
Deferred tax assets							
Tax loss carry-forward	26.9	20.6	(3.8)	-	-	(0.4)	43.4
Other deferred tax assets	(12.6)	0.1	-	-	-	0.7	(11.8)
TOTAL DEFERRED TAX ASSETS	**14.3**	**20.7**	**(3.8)**	**-**	**-**	**0.3**	**31.6**

(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 with an obligation to distribute part of their net result. The increase of deferred tax liabilities on investment properties is mainly due to the increase of the valuation of the assets outside France.

The change in scope of consolidation is mainly due to the full consolidation of Ruhr Park shopping centre (Bochum) which was previously accounted for using the equity method (see section 3.3 “Share deals: acquisitions and disposals in 2015” § 3.3.2).

2014 change

(€Mn)	31/12/2013	Increase	Decrease	Reclassification	Currency translation	Change in scope of consolidation	31/12/2014
Deferred tax liabilities	**(1,072.1)**	**(178.9)**	**21.4**	**(23.4)**	**8.5**	**(67.6)**	**(1,312.1)**
Deferred tax on investment properties	(999.2)	(174.8)	16.3	(36.2)	8.5	(60.4)	(1,245.7)
Deferred tax on intangible assets	(72.9)	(4.2)	5.1	12.8	-	(7.2)	(66.4)
Other deferred tax	**59.0**	**21.0**	**(13.5)**	**32.7**	**-**	**40.1**	**139.2**
Tax loss carry-forward	48.6	15.1	(6.6)	41.9	-	23.7	122.8
Other	10.3	5.8	(6.9)	(9.2)	-	16.4	16.4
TOTAL DEFERRED TAX LIABILITIES	**(1,013.1)**	**(158.0)**	**7.9**	**9.3**	**8.5**	**(27.5)**	**(1,172.9)**
Deferred tax assets							
Tax loss carry-forward	8.7	14.1	-	3.6	-	0.5	26.9
Other deferred tax assets	-	0.3	-	(12.9)	-	-	(12.6)
TOTAL DEFERRED TAX ASSETS	**8.7**	**14.4**	**-**	**(9.3)**	**-**	**0.5**	**14.3**

Unrecognised deferred tax assets

The table below presents the tax basis on which no deferred tax assets were recognised:

(€Mn)	31/12/2015	31/12/2014
Temporary differences investment properties	8.5	8.5
Tax loss carry-forwards not recognised [1]	578.2	396.5
TOTAL UNRECOGNISED TAX-BASIS	**586.7**	**405.0**

(1) This amount does not include Dutch tax losses.

Detail of unrecognized tax losses at the end of 2015 into final year of use:

(€Mn)	
2016	18.4
2017	30.4
2018	34.9
2019	21.4
2020	9.2
Unlimited	463.8
TOTAL	**578.2**

The temporary differences and tax losses are mainly related to negative financial result on French SIIC entities (€409.9 Mn) and to real estate operations in Poland (€113.4 Mn). 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.

As underlined above, it is expected that the Dutch tax authorities will deny the FBI status for Unibail-Rodamco's Dutch activities for 2010 onwards. The Group does not agree with this position. As at December 31, 2015, a deferred tax liability of €76.3 Mn 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 9 - Provisions

The determination of the amount of provisions requires the use of estimates and assumptions made by the Management as well as its judgment, on the basis of the information available or situations prevalent at the date of preparation of the accounts, which may be different from the subsequent actual events.

2015 change

(€Mn)	31/12/2014	Allocations	Reversals used	Reversals not used	Changes in scope of consolidation	Other movements	31/12/2015
Long-term provisions	**40.2**	**3.9**	**(3.4)**	**(6.4)**	**-**	**1.1**	**35.3**
Provisions for litigation	28.8	2.3	(2.9)	(4.4)	-	1.6	25.3
Other provisions	11.4	1.7	(0.5)	(2.1)	-	(0.5)	10.0
Short-term provisions	**23.1**	**8.0**	**(3.4)**	**(5.4)**	**-**	**(4.2)**	**18.1**
Provisions for litigation	21.3	6.0	(2.1)	(5.1)	-	(4.6)	15.5
Other provisions	1.8	2.0	(1.2)	(0.3)	-	0.4	2.6
TOTAL	**63.3**	**11.9**	**(6.8)**	**(11.9)**	**-**	**(3.1)**	**53.4**

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 Group has made an estimate of the risk based on its current knowledge and has also impacted the fair value calculation of the investment property.

2014 change

(€Mn)	31/12/2013	Allocations	Reversals used	Reversals not used	Changes in scope of consolidation	Other movements	31/12/2014
Long-term provisions	**31.5**	**11.2**	**(2.0)**	**(2.0)**	**1.5**	**-**	**40.2**
Provisions for litigation	24.2	5.5	(1.4)	(0.9)	1.3	0.2	28.8
Other provisions	7.3	5.8	(0.6)	(1.1)	0.2	(0.2)	11.4
Short-term provisions	**20.5**	**8.1**	**(0.7)**	**(5.0)**	**0.2**	**-**	**23.1**
Provisions for litigation	18.2	7.1	-	(4.0)	-	-	21.3
Other provisions	2.3	1.0	(0.7)	(1.0)	0.2	-	1.8
TOTAL	**52.0**	**19.3**	**(2.7)**	**(7.0)**	**1.7**	**-**	**63.3**

Note 10 - Employee remuneration and benefits

10.1. Headcount

The average number of employees of the Group's companies breaks down as follows:

Regions	2015	2014
France[1]	1,017	1,084
Central Europe[2]	109	98
Spain	148	151
Nordic	101	102
Austria[2]	55	56
Germany[2]	500	532
The Netherlands	66	66
TOTAL	**1,996**	**2,089**

(1) Of which Viparis: 383/384.
(2) The 2014 figures have been restated following the creation of the new Germany region which was previously included in Central Europe, and the transfer of Slovakia management from Austria to Central Europe.

10.2. Personnel costs

(€Mn)	2015	2014
Head and regional office personnel costs	100.9	94.7
Personnel costs for property services activities	34.5	22.3
Personnel costs for Convention & Exhibition centre management activities	33.7	31.1
Employee benefits [1]	8.8	7.9
TOTAL	**177.8**	**156.1**

(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 2014. The profit-sharing agreement is based on the annual growth of the net recurring result and of the EPRA NNNAV, weighted for the activity in France and adjusted for indexation.

Employees belonging to the UES Viparis benefit from an employee profit-sharing plan and a profit-sharing agreement renewed in 2014, based on growth in net operating income.

The following amounts were allocated to these schemes:

(€Mn)	2015	2014
Regulated employee profit-sharing plan	2.8	3.4
Employee profit-sharing agreement	1.1	0.4

10.3. Employee benefits

10.3.1. Pension plan

Accounting principles

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 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.

Due to the termination of the defined benefit contract in the Netherlands by the Insurer, the Group has decided to change the pension plans. From January 1, 2016, one new defined contribution pension plan will be introduced for all employees in the Netherlands.

The Defined Benefit Obligation existing at December 31, 2015 has been revised accordingly leading to a reversal of the provision of €14.7 Mn booked in the "other comprehensive income".

To manage the Defined Benefit Obligation accrued until 2015, the Group will continue to pay a yearly fee to the insurer until the liability is exhausted. A provision of €3.1 Mn representing the present value of this yearly cost was booked in the consolidated statement of income within the line "Corporate expenses".

Provisions for pension liabilities *(€Mn)*	31/12/2015	31/12/2014
Retirement allowances	5.5	5.9
Pension plans with defined benefit	3.2	14.8
TOTAL	**8.7**	**20.7**

The following tables only cover pension plans with defined benefit of the Dutch group companies.

(€Mn)	31/12/2015	31/12/2014
Benefit obligations	41.1	55.6
Fair value of plan assets	(41.1)	(40.8)
NET LIABILITIES AT YEAR-END	**-**	**14.8**

Change in net liability *(€Mn)*	31/12/2015	31/12/2014
Net liability at the beginning of the year	**14.8**	**9.3**
Net expense recognised in profit or loss	0.1	0.8
Gains/losses recognised in Other Comprehensive Income	(14.7)	5.2
Employer contributions	(0.2)	(0.5)
NET LIABILITY AT THE END OF THE YEAR	**-**	**14.8**

10.3.2. Share-based payments

Accounting principles

Under IFRS 2, all transactions relating to share-based payments must be recognised in the income statement. This is the case for Unibail-Rodamco's Company Savings Plan, Stock Option Plan, Performance Shares Plan.

Shares issued under the Company Savings Plan are offered at a discount to the share price. This discount represents an employee benefit and is recorded in the income statement for the period, with a corresponding increase in equity.

Stock options granted to employees are stated at their fair value on the date of allocation. As the transactions are equity-settled share-based payments, this value remains unchanged, even if the options are never exercised. The value applied to the number of options finally 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 condition, have been valued using a Monte Carlo model.

The additional expenses incurred by the Company Savings Plan, Stock Option Plans and Performance Shares Plans are classified under personnel expenses.

Company Savings Plan

Subscription to the Company Savings Plan is offered to employees in France who have been with the Group for more than 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 €1.8 Mn in 2015 compared with €2.1 Mn in 2014.

Stock option plans

There are currently four stock option plans granted to Directors and employees of the Group, all subject to performance condition. These stock options have a duration of seven years and may be exercised at any time, in one or more installments, 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.

Stock options are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to stock options came to €5.1 Mn in 2015 and €4.8 Mn in 2014.

The performance-related stock-options allocated in September 2015 were valued at €7.78 using a Monte Carlo model. This valuation is based on an initial exercise price of €238.33, a share price at the date of allocation of €226.60, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 16.47%, a dividend representing 5.0% of the share value, a risk-free interest rate of 0.20% and a volatility of EPRA index of 13.34% with a correlation EPRA/Unibail-Rodamco of 90.80%.

The performance-related stock-options allocated in March 2015 were valued at €11.74 using a Monte Carlo model. This valuation is based on an initial exercise price of €256.81, a share price at the date of allocation of €256.70, a vesting period of four years, an estimated duration of 4.7 years, a market volatility of 16.77%, a dividend representing 5.0% of the share value, a risk-free interest rate of 0.12% and a volatility of EPRA index of 12.82% with a correlation EPRA/Unibail-Rodamco of 88.53%.

The table below shows allocated stock options not exercised at the period-end:

Plan		Exercise period[(1)]	Adjusted subscription price (€)[(2)]	Number of options granted	Adjustments in number of options[(2)]	Number of options cancelled	Number of options exercised	Potential additional number of shares[(3)]
2007 plan (n° 5)	2007	From 12/10/2011 to 11/10/2014	143.46	653,700	126,180	220,351	559,529	-
	2008	From 24/10/2012 to 23/10/2015	103.62	860,450	185,210	270,097	775,563	-
	2009	From 14/03/2013 to 13/03/2016	79.08	735,450	170,116	199,064	667,798	38,704
2010 plan (n° 6)	2010	From 11/03/2014 to 10/03/2017	120.33	778,800	170,561	231,172	654,253	63,936
	2011	From 11/03/2015 to 10/03/2018	141.54	753,950	15,059	181,214	440,140	147,655
2011 plan (n° 7)	2011	From 10/06/2015 to 09/06/2018	152.03	26,000	-	-	26,000	-
	2012	From 15/03/2016 to 14/03/2019	146.11	672,202	-	154,792	638	516,772
	2013	From 05/03/2017 to 04/03/2020	173.16	617,066	-	107,431	-	509,635
	2014	From 04/03/2018 to 03/03/2021	186.10	606,087	-	79,272	-	526,815
2015 plan (n° 8)	2015	From 04/03/2019 to 03/03/2022	256.81	615,860	-	39,741	-	576,119
	2015	From 05/09/2019 to 04/09/2022	238.33	7,225	-	-	-	7,225
TOTAL				**6,326,790**	**667,126**	**1,483,134**	**3,123,921**	**2,386,861**

(1) Under assumption that the performance and presence conditions are satisfied. If the first day of the exercise period is a non-business day, the retained date will be the next business day. If the end of the exercise period is a non-business day, the retained date will be the first preceding business day.
(2) Adjustments reflect distribution paid from retained earnings.
(3) All the options are subject to performance condition.

The table below shows the number and weighted average exercise prices of stock options:

	2015		2014	
	Number	Weighted average price (€)	Number	Weighted average price (€)
Outstanding at the beginning of the period	2,460,675	156.56	2,766,176	139.66
Allocated over the period	623,085	256.60	606,087	186.10
Cancelled over the period	(120,315)	201.95	(153,211)	162.74
Exercised over the period	(576,584)	134.78	(758,377)	117.26
Average share price on date of exercise	-	247.56	-	195.29
Outstanding at the end of the period	2,386,861	185.65	2,460,675	156.56
Of which exercisable at the end of the period[(1)]	250,295	126.46	213,084	104.25

(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.

Performance shares plan

All the shares are subject to performance condition.

Performance shares are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to performance shares came to €2.4 Mn in 2015 and €1.6 Mn in 2014.

The awards allocated in September 2015 were valued, using a Monte Carlo model, at €113.94 for the others beneficiaries (excluding French tax residents beneficiaries). This valuation is based on a share price at the date of allocation of €226.60, a vesting period of three years for French tax residents beneficiaries and four year for others beneficiaries, a market volatility of

16.47%, a volatility of EPRA index of 13.34% with a correlation EPRA/Unibail-Rodamco of 90.80%, a dividend representing 5.0% of the share value and risk-free interest rates of -0.09%, 0.25% and 0.60% (respectively for four, five and seven years).

The awards allocated in March 2015 were valued, using a Monte Carlo model, at €123.63 for the French tax residents beneficiaries and €135.91 for the others beneficiaries. This valuation is based on a share price at the date of allocation of €256.70, a vesting period of three years for French tax residents beneficiaries and four year for others beneficiaries, a market volatility of 16.77%, a volatility of EPRA index of 12.82% with a correlation EPRA/Unibail-Rodamco of 88.53%, a dividend representing 5.0% of the share value and risk-free interest rates of -0.01%, 0.14% and 0.34% (respectively for three, five and seven years).

The table below shows allocated performance shares not exercised at the period-end:

Starting date of the vesting period (1)	Number of performance shares allocated	Number of performance shares cancelled	Number of performance shares acquired	Potential additional number of shares (2)
2012	44,975	10,267	27,570	7,138
2013	36,056	6,481	-	29,575
2014	36,516	4,773	-	31,743
2015	37,554	2,396	-	35,158
TOTAL	**155,101**	**23,917**	**27,570**	**103,614**

(1) 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.
(2) All the shares are subject to performance condition.

10.3.3. Remuneration of the Management Board and the Supervisory Board

Remuneration of the Management Board

(K€) Paid in:	2015	2014
Fixed income	3,056	3,011
Short-term incentive	2,861	1,988
Other benefits (1)	1,021	953
TOTAL (2)	**6,938**	**5,952**

(1) Mainly Supplementary Contribution Scheme and company car.
(2) The amounts indicated correspond to the periods during which the beneficiaries were members of the Management Board.

In 2015, members of the Management Board were allocated a total of 147,900 stock options, all subject to performance condition, and 8,911 performance shares.

Regarding the 2015 results, the Management Board members will receive in 2016 a total variable remuneration of €3,114 K.

Remuneration of the Supervisory Board

The remuneration of the Supervisory Board amounts to €828,600 for the 2015 fiscal year.

Loans or guarantees granted to Directors

None.

Transactions involving Directors

None.

Note 11 - Share capital and dividends

11.1. Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may issue new debt or buy back existing outstanding debt, adjust the amount of dividends paid to shareholders (subject to the Group's fiscal status under the SIIC regime in France), return capital to shareholders, issue new shares or buy back outstanding shares or sell assets to reduce debt.

The Group has disclosed the debt ratio "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, 2015, net financial debt stood at €13,258 Mn[1] excluding partners' current accounts and after taking cash surpluses into account (€343 Mn).

As at December 31, 2015, the total Portfolio valuation includes consolidated portfolio valuation (€37,755 Mn), including transfer taxes.

As at December 31, 2015, the calculated ratio amounted to 35%, compared to 37% as at December 31, 2014.

(1) After impact of derivatives instruments on debt raised in foreign currencies.

11.2. Number of shares

Accounting principles

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 and the related financial expenses are restated from the net result when taking into account the dilutive impact.

Changes in share capital

	Total number of shares
AS AT 01/01/2014	**97,268,576**
Exercise of stock options	758,377
Capital increase reserved for employees under Company Savings Plan	30,779
Bonds reedemable for shares	572
Shares granted	43
AS AT 31/12/2014	**98,058,347**
Exercise of stock options	576,584
Capital increase reserved for employees under Company Savings Plan	28,202
Shares created from performance shares	27,527
Conversion of ORNANE	1,831
Bonds reedemable for shares	1,451
AS AT 31/12/2015	**98,693,942**

Average number of shares diluted and undiluted

	2015	2014
AVERAGE NUMBER OF SHARES (UNDILUTED)	**98,488,530**	**97,814,577**
Dilutive impact		
Potential shares *via* stock options [(1)]	318,720	456,018
Attributed bonus shares (unvested) [(1)]	7,138	100,660
Potential shares *via* ORNANE	1,489,060	5,498,175
Potential shares *via* ORA	7,978	9,542
AVERAGE NUMBER OF SHARES (DILUTED)	**100,311,426**	**103,878,972**

(1) Correspond only to shares and attributed bonus shares which are in the money and for which the performance condition is fulfilled.

11.3. Dividends

In accordance with the combined Ordinary and Extraordinary General Meeting held on April 16, 2015, a dividend of €946.5 Mn (€9.60 per share) was paid in cash to the shareholders, of which €472.5 Mn as an interim dividend on March 26, 2015 and the remaining €474.0 Mn on July 6, 2015.

On May 15, 2014, in accordance with the combined Ordinary and Extraordinary General Meeting of April 23, 2014, a dividend of €871.4 Mn (€8.90 per share) was paid in cash to the shareholders.

Note 12 - Off-balance sheet commitments and contingent liabilities

All significant commitments are shown below. The Group does not have any complex commitments.

12.1. Commitments given

Commitments given (€Mn)	Description	Maturities	31/12/2015	31/12/2014
1) Commitments related to the scope of the consolidated Group			**114.2**	**135.5**
Commitments for acquisitions	• Purchase undertakings and earn-out	2016 to 2020	37.9	94.7
Commitments given as part of specific operations	• Liability warranties	2016+	76.3	40.9
2) Commitments related to Group financing			**1,097.9**	**1,753.2**
Financial guarantees given	• Mortgages and first lien lenders(1)	2016 to 2024	1,097.9	1,753.2
3) Commitments related to Group operational activities			**1,634.5**	**1,655.8**
Commitments related to development activities	• Properties under construction: residual commitments for works contracts and forward purchase agreements(2)	2016+	622.3	529.3
	• Residual commitments for other works contracts	2016 to 2021	36.3	59.1
	• Commitments subject to conditions precedent(3)	2016+	225.9	273.1
Commitments related to operating contracts	• Commitments for construction works(4)	2016 to 2064	674.3	717.1
	• Rental of premises and equipment	2016+	40.1	47.6
	• Other	2016+	35.5	29.6
TOTAL COMMITMENTS GIVEN			**2,846.5**	**3,544.4**

(1) The outstanding balances at the reporting date of the debts and drawn credit lines which are secured by mortgages. The decrease is mainly explained by the repayment of mortgage loans on assets in Germany. The gross amount of mortgages contracted, before taking into account subsequent debt reimbursement and unused credit lines, was €1,114.8 Mn as at December 31, 2015 (€1,865.9 Mn as at December 31, 2014).

(2) Includes commitments related to the construction of new or extension of existing shopping centres and offices, particularly Trinity in Paris-La Défense, Carré Sénart in Paris region, the Forum des Halles shopping centre in Paris, the Eagle Project in Warsaw, Wroclavia in Wroclaw (Poland) and Centrum Chodov Extension in Prague.

(3) Mainly commitments provided for the projects Phare-"Sisters" in Paris-La Défense, Val Tolosa (Toulouse) and Versailles Chantiers (in Paris region).

(4) On the 50-year lease contract to operate Porte de Versailles (Paris), Viparis has committed to invest €497 Mn for renovation works €220 Mn for the maintenance works, representing an initial commitment of €358 Mn in Group share of which €51 Mn have already been invested.

Other unquantifiable commitments given related to the scope of the consolidated Group

- For a number of recent acquisitions of properties in France, Unibail-Rodamco SE has committed to the French tax authorities to retain these interests during at least five years, in accordance with the SIIC tax regime.
- For a number of recent disposals, the Group granted usual liability warranties to the purchasers.
- The agreements in connection with joint investments with partners may include usual clauses like (i) a lock-up period during which the shareholders have to retain their interest in shared subsidiaries or (ii) arrangements pursuant to which the parties can organise the exit of the shareholders (for example: right of first offer, tag-along right in case the partner sells its shares to a third party).

  These kinds of clauses are included in the following partnerships:
  - As part of the agreements signed with Socri to develop Polygone Riviera, Unibail-Rodamco SE has committed to retain its interests in shared subsidiaries until three years after the date of the shopping centre's opening.
  - Following the disposal of a 46.1% stake in Unibail-Rodamco Germany (formerly mfi AG) to the Canadian Pension Plan Investment Board (CPPIB), the Group has committed to retain its interests in shared subsidiaries for a period of five years as from July 1, 2015.

Other commitments given related to Group operational activities

- The Group's 50% subsidiary SCI Propexpo has committed that the Espace Champerret venue in Paris, France, will continue to be used as an exhibition hall until 2066.
- The French companies 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 95% of their recurring income, 60% of capital gains and 100% of dividends received from SIIC subsidiaries.
- In 2014, the City of Brussels selected Unibail-Rodamco as the co-developer, with its partners BESIX and CFE, of the NEO 1 project. BESIX has the possibility to increase its interest in the Mall of Europe from 12.5% to 20%.

  CFE has an option to sell its shares in the Mall of Europe to Unibail-Rodamco from December 31 following the opening of the shopping centre and during a period of one year. If the put is not exercised, the Group has an option to buy CFE's shares in the Mall of Europe.

  BESIX has an option to sell its shares in the Mall of Europe to Unibail-Rodamco from the end of the second full year after the opening of the shopping centre and lasting 38 months from such date.

Unibail-Rodamco SE together with the parent companies of BESIX and CFE provided guarantees to the City of Brussels with respect of all payment obligations of the joint ventures which will develop the project.

Several counter guarantees were provided between Unibail-Rodamco SE, BESIX and CFE, to ensure that each joint venture shall not bear any financial consequence beyond its program and that ultimate shareholder shall not bear more than its share in each joint venture.

Commitments relating to entities' interests in joint ventures and associates

- In connection with the acquisition of a limited partnership owning through its subsidiary Warsaw III B.V., the Zlote Tarasy complex (Warsaw), 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 prorata share of the net revenue of the retail premises;
  - payment of the fund's prorata share of the "Open Market Value" of the Zlote Tarasy shopping centre, 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's participating loan by Warsaw III prior to December 31, 2016.

12.2. Commitments received

Commitments received (€Mn)	Description	Maturities	31/12/2015	31/12/2014
1) Commitments related to the scope of the consolidated Group			**51.8**	**49.3**
Commitments for acquisitions	• Sales undertakings	2016+	3.8	1.3
Commitments received as part of specific operations	• Liability warranties	2016+	48.0	48.0
2) Commitments related to Group financing			**5,450.0**	**4,869.0**
Financial guarantees received	• Undrawn credit lines (1)	2016 to 2022	5,450.0	4,869.0
3) Commitments related to Group operational activities			**579.1**	**691.9**
Other contractual commitments received related to operations	• Bank guarantees on works and others	2016+	5.2	21.5
	• Other (2)	2016 to 2024	100.3	178.0
Assets received as security, mortgage or pledge, as well as guarantees received	• Guarantees received relating to Hoguet regulation (France)	2016	150.2	175.2
	• Guarantees received from tenants	2016+	259.7	248.9
	• Guarantees received from contractors on works	2016 to 2019	63.7	68.4
TOTAL COMMITMENTS RECEIVED			**6,080.9**	**5,610.2**

(1) 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 €440 Mn is guaranteed by mortgages as at December 31, 2015.

(2) The decrease is mainly explained by the reimbursement of the Béziers bond.

Other commitments received related to the scope of the consolidated Group

As part of the agreements signed with Socri to develop Polygone Riviera, Socri has committed to retain its interests in shared subsidiaries until three years after the date of the shopping centre's opening.

The Group has an option to buy at most an additional stake of 29.99% from 24 months after the opening of the shopping centre and during a period of six months.

Commitments relating to entities' interests in joint ventures and associates

Following the acquisition of a stake in the German shopping centre CentrO in May 2014, the vendor has provided an unlimited tax guarantee in proportion to the stake acquired for any tax claim related to previous years that may arise after the acquisition date. The vendor has also guaranteed a certain amount of tax losses carried forward available at the date of acquisition.

Note 13 - Subsequent events

None.

Note 14 - List of consolidated companies

List of consolidated companies	Country	Method[1]	% interest 31/12/2015	% control 31/12/2015	% interest 31/12/2014
Unibail-Rodamco SE	France	FC	100.00	100.00	100.00
SHOPPING CENTRES					
Donauzentrum Besitz- u. Vermietungs GmbH	Austria	FC	100.00	100.00	100.00
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
Broekzele Vastgoed Sprl	Belgium	FC	100.00	100.00	-
Mall of Europe NV	Belgium	FC	86.00	86.00	86.00
Beta Development sro	Czech Republic	FC	80.00	80.00	80.00
Centrum Cerny Most as	Czech Republic	FC	100.00	100.00	100.00
Centrum Chodov	Czech Republic	FC	100.00	100.00	100.00
Centrum Praha Jih-Chodov sro	Czech Republic	FC	100.00	100.00	100.00
Cerny Most II, as	Czech Republic	FC	100.00	100.00	100.00
Garaze Hraskeho sro	Czech Republic	-	Liquidated	Liquidated	100.00
Pankrac Shopping Center ks	Czech Republic	-	Sold	Sold	75.00
Autopaikat Oy	Finland	JO	34.29	34.29	34.29
Kiinteistö Oy Vantaanportin Liikekeskus	Finland	JO	21.40	21.40	21.40
Kiinteistö Oy Vantaanportin Liiketilat	Finland	JO	60.00	60.00	60.00
SA Société d'Exploitation des Parkings et du Forum des Halles de Paris	France	FC	65.00	65.00	65.00
SARL Geniekiosk	France	FC	50.00	50.00	50.00
SARL Le Cannet Développement[2]	France	FC	100.00	100.00	50.00
SAS Aquarissimo	France	FC	50.00	50.00	50.00
SAS BEG Investissements	France	FC	100.00	100.00	100.00
SAS Copecan	France	EM-JV	50.00	50.00	25.00
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 Etoile	France	-	Liquidated	Liquidated	100.00
SAS Parimall-Bobigny 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
SNC PCE	France	FC	100.00	100.00	100.00
SAS PCE-FTO	France	EM-JV	50.00	50.00	50.00
SAS SALG	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	EM-JV	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	FC	50.00	50.00	50.00
SCI Chesnay Pierre 2	France	FC	50.00	50.00	50.00

List of consolidated companies	Country	Method(1)	% interest 31/12/2015	% control 31/12/2015	% interest 31/12/2014
SCI Chesnay Remiforme	France	FC	50.00	50.00	50.00
SCI Coquelles et Coquelles	France	FC	100.00	100.00	100.00
SCI du CC de Lyon La Part Dieu	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	FC	50.00	50.00	50.00
SCI Eiffel Levallois Commerces	France	FC	100.00	100.00	100.00
SCI Élysées Parly 2	France	FC	50.00	50.00	50.00
SCI Élysées Vélizy 2	France	FC	100.00	100.00	100.00
SCI Extension Villeneuve 2	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	50.00	50.00	50.00
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 Parly 2	France	FC	50.00	50.00	50.00
SCI Marceau Plaisir	France	FC	100.00	100.00	100.00
SCI Olvègue	France	FC	100.00	100.00	100.00
SCI Parimall-Parly 2	France	FC	50.00	50.00	50.00
SCI Pégase	France	FC	53.30	53.30	53.30
SCI Rosny Beauséjour	France	EM-JV	50.00	50.00	50.00
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 Tayak	France	FC	100.00	100.00	100.00
SCI Vendôme Villeneuve 2	France	FC	100.00	100.00	100.00
SEP Bagnolet	France	JO	35.22	35.22	35.22
SEP du CC de Rosny 2	France	EM-JV	26.00	26.00	26.00
SEP Galerie Villabé	France	JO	36.25	36.25	36.25
SNC Almacie	France	FC	100.00	100.00	100.00
SNC CC Francilia	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 Francilium	France	FC	100.00	100.00	100.00
SNC Juin Saint Hubert	France	FC	50.01	50.01	50.01
SNC Juin Saint Hubert II	France	FC	50.01	50.01	50.01
SNC Les Terrasses Saint Jean	France	FC	50.01	50.01	50.01
SNC Maltèse	France	FC	100.00	100.00	100.00
SNC Randoli	France	FC	100.00	100.00	100.00
SNC Saint Jean	France	FC	50.01	50.01	50.01
SNC Saint Jean II	France	FC	50.01	50.01	50.01
SNC Vélizy Petit-Clamart	France	FC	100.00	100.00	100.00
SNC Vilplaine	France	FC	40.00	40.00	40.00
SNC VUC	France	FC	100.00	100.00	100.00
KG Schliebe & Co Geschäftszentrum Frankfurter Allee	Germany	EM-A	66.67	66.67	66.67
Unibail-Rodamco Beteiligungs GmbH	Germany	FC	48.02	48.02	91.15
mfi Gropius	Germany	EM-A	9.60	20.00	18.23
Minto GmbH	Germany	FC	48.17	48.17	90.91
Rhein Arcaden GmbH	Germany	FC	48.02	48.02	91.15
Höfe am Brühl GmbH	Germany	FC	48.17	48.17	90.91
Gera Arcaden GmbH	Germany	FC	48.17	48.17	90.91
Palais Vest GmbH	Germany	FC	48.17	48.17	90.91
mfi Paunsdorf	Germany	EM-JV	24.01	50.00	45.58
Neumarkt 14 Projekt GmbH & Co. KG	Germany	FC	42.41	42.41	79.98

List of consolidated companies	Country	Method[1]	% interest 31/12/2015	% control 31/12/2015	% interest 31/12/2014
Pasing Arcaden GmbH	Germany	FC	48.17	48.17	90.91
Unibail-Rodamco ÜSQ Bleu 1 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 2 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 3 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 4 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 5 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 6 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 7 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 8 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 9 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Bleu 10 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Residential 1 GmbH	Germany	FC	100.00	100.00	100.00
Unibail-Rodamco ÜSQ Residential 2 GmbH	Germany	FC	100.00	100.00	100.00
Unibail-Rodamco ÜSQ Residential 3 GmbH	Germany	FC	100.00	100.00	100.00
Unibail-Rodamco ÜSQ Rouge A GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Rouge A Holding GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Rouge B GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Rouge B Holding GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Rouge E3 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Rouge E3 Holding GmbH & Co. KG	Germany	FC	100.00	100.00	-
Euromall Kft	Hungary	FC	100.00	100.00	100.00
SARL Red Grafton 1[3]	Luxembourg	FC	65.00	65.00	50.00
SARL Red Grafton 2[3]	Luxembourg	FC	65.00	65.00	50.00
CH Warsaw U Sp zoo	Poland	EM-JV	4.82	4.82	4.82
Crystal Warsaw Sp zoo	Poland	FC	100.00	100.00	100.00
GSSM Warsaw Sp zoo	Poland	FC	100.00	100.00	100.00
WSSM Warsaw Sp zoo	Poland	FC	100.00	100.00	100.00
Zlote Tarasy partnership	Poland	EM-A	100.00	-	100.00
Aupark as	Slovakia	FC	100.00	100.00	100.00
RP P6 s.r.o.	Slovakia	FC	100.00	100.00	100.00
D-Parking	Spain	EM-JV	42.50	42.50	42.50
Essential Whites SLU	Spain	FC	52.78	100.00	52.78
Glorias Parking	Spain	EM-JV	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 Retail Spain	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Benidorm SL	Spain	EM-JV	50.00	50.00	50.00
Unibail-Rodamco Spain SLU	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Ocio SLU	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Palma SL	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Steam SLU	Spain	FC	51.11	100.00	51.11
UR Real Estate	Spain	FC	100.00	100.00	100.00
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	-	Sold	Sold	100.00
Rodamco Nova Lund 2 AB	Sweden	-	Sold	Sold	100.00
Rodamco Nova Lund 3 AB	Sweden	-	Sold	Sold	100.00
Rodamco Parkering AB	Sweden	FC	100.00	100.00	100.00

List of consolidated companies	Country	Method(1)	% interest 31/12/2015	% control 31/12/2015	% interest 31/12/2014
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	-	-	-	10.00
Unibail-Rodamco Nederland Winkels BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Retail Investments 1 BV	The Netherlands	FC	100.00	100.00	-
Unibail-Rodamco Retail Investments 2 BV	The Netherlands	FC	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 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
SCI Marceau Part Dieu	France	FC	100.00	100.00	100.00
SCI Montheron	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 UR Versailles Chantiers	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
SNC 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
Unibail-Rodamco ÜSQ Jaune C GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Jaune D1 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Jaune D2 GmbH & Co. KG	Germany	FC	100.00	100.00	-
Zlote Tarasy Tower partnership	Poland	EM-A	100.00	-	100.00
Woningmaatschappij Noord Holland BV	The Netherlands	FC	100.00	100.00	100.00
CONVENTION & EXHIBITION					
Société d'exploitation de l'Hôtel Salomon de Rothschild	France	FC	50.00	100.00	45.00
SA Comexposium Holding (subgroup)	France	-	Sold	Sold	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
SCI Pandore	France	FC	50.00	100.00	50.00
SNC Paris Expo Services	France	FC	50.00	100.00	50.00
SAS Société d'Exploitation du Palais des Sports	France	EM-JV	25.00	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
SNC Holmy	France	-	Sold	Sold	100.00

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List of consolidated companies	Country	Method[1]	% interest 31/12/2015	% control 31/12/2015	% interest 31/12/2014
SNC 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	-	Liquidated	Liquidated	100.00
Unibail-Rodamco Invest GmbH	Austria	FC	100.00	100.00	100.00
EKZ 11 sro	Czech Republic	-	Sold	Sold	75.00
Rodamco Ceska Republica sro	Czech Republic	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 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
SAS UR Lab France	France	FC	100.00	100.00	100.00
mfi Betriebsgesellschaft mbH	Germany	FC	48.02	48.02	91.15
mfi Immobilien Marketing GmbH	Germany	FC	48.02	48.02	91.15
Unibail-Rodamco Germany GmbH	Germany	FC	48.02	48.02	91.15
mfi Shopping Center Management GmbH	Germany	FC	48.02	48.02	91.15
PFAB GmbH	Germany	-	-	-	22.22
Unibail-Rodamco ÜSQ Development GmbH	Germany	FC	100.00	100.00	-
Unibail-Rodamco ÜSQ Süd Quartiersmanagement GmbH	Germany	FC	100.00	100.00	100.00
Unibail-Rodamco Polska Sp zoo	Poland	FC	100.00	100.00	100.00
Rodamco Management AB	Sweden	-	Liquidated	Liquidated	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	-	Liquidated	Liquidated	100.00
Unibail-Rodamco Belgium NV	Belgium	FC	100.00	100.00	100.00
Rodamco Pankrac as	Czech Republic	-	Sold	Sold	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 Belwarde1	France	FC	100.00	100.00	100.00
SAS Doria	France	FC	100.00	100.00	100.00
SAS Espace Expansion Immobilière	France	FC	100.00	100.00	100.00
SAS Foncière Immobilière	France	FC	100.00	100.00	100.00
SAS Holmex	France	-	Sold	Sold	100.00
SAS R.E. France Financing	France	FC	100.00	100.00	100.00
SAS Tritabo	France	-	Sold	Sold	-
SAS Unibail-Rodamco Participations	France	FC	100.00	100.00	100.00
SAS Unibail-Rodamco SIF France	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 Labex	France	-	Liquidated	Liquidated	100.00

List of consolidated companies	Country	Method[1]	% interest 31/12/2015	% control 31/12/2015	% interest 31/12/2014
SCI Ostraca	France	FC	100.00	100.00	100.00
SCI Sicor	France	FC	73.00	73.00	73.00
SCI Sirmione	France	FC	100.00	100.00	100.00
SNC Acarmina	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	50.00	50.00	50.00
SNC Yeta	France	-	-	-	100.00
AS Holding GmbH	Germany	FC	51.00	51.00	86.50
Unibail-Rodamco Germany Objekt GmbH	Germany	FC	48.02	48.02	91.15
Unibail-Rodamco Germany Projekt GmbH	Germany	FC	48.02	48.02	91.15
mfi Development GmbH	Germany	FC	48.02	48.02	91.15
mfi dreiundzwanzigste Grundbesitzgesellschaft mbH & Co. KG	Germany	FC	48.02	48.02	91.15
mfi einundzwanzigste Grundbesitzgesellschaft mbH & Co. KG	Germany	FC	48.02	48.02	91.15
mfi fünfzehnte Grundbesitzgesellschaft mbH & Co. KG	Germany	FC	48.02	48.02	91.15
mfi Grundstück GmbH	Germany	-	Liquidated	Liquidated	91.15
mfi Grundstücksentwicklungsgesellschaft mbH	Germany	FC	48.02	48.02	91.15
mfi siebzehnte Grundbesitzgesellschaft mbH & Co. KG	Germany	FC	48.02	48.02	91.15
mfi zweiundzwanzigste Grundbesitzgesellschaft mbH & Co. KG	Germany	FC	48.02	48.02	91.15
Neukölln Kino Betriebsgesellschaft mbH	Germany	FC	48.02	48.02	91.15
Neumarkt 14 Projekt Verwaltungs GmbH	Germany	FC	40.81	40.81	77.48
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
Ruhrpark Generalübernehmer Geschäftsführungs GmbH[3]	Germany	FC	65.00	65.00	-
Ruhrpark Generalübernehmer GmbH & Co KG[3]	Germany	FC	65.00	65.00	50.00
Unibail-Rodamco Investments GmbH	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
Polish ZTR Holding SCSp	Luxembourg	EM-A	100.00	-	-
SA Crossroads Property Investors	Luxembourg	FC	100.00	100.00	100.00
SARL Crimson Grafton[3]	Luxembourg	FC	65.00	65.00	50.00
SARL Purple Grafton	Luxembourg	FC	51.00	51.00	100.00
SARL Red Grafton[3]	Luxembourg	FC	65.00	65.00	50.00
SCSp	Luxembourg	EM-A	100.00	-	-
Uniborc SA	Luxembourg	FC	80.00	80.00	80.00
UR Lab Luxembourg SARL	Luxembourg	-	-	-	100.00
Warsaw III SARL	Luxembourg	EM-A	100.00	-	-
ZT Poland 2 SCA	Luxembourg	EM-A	100.00	-	100.00
Calera Investments Spzoo	Poland	EM-A	100.00	-	-
CIF (FIZAN)	Poland	EM-A	100.00	-	-
Handlei Investments Spzoo	Poland	EM-A	100.00	-	-
Wood Sp zoo	Poland	FC	100.00	100.00	100.00
Arrendamientos Vaguada CB	Spain	JO	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
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	100.00
Fastighetsbolaget Anlos L BV	Sweden	FC	100.00	100.00	100.00
Fastighetsbolaget Helsingborg Östra AB	Sweden	-	Liquidated	Liquidated	100.00
Fastighetsbolaget Helsingborg Västra AB	Sweden	-	Liquidated	Liquidated	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

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List of consolidated companies	Country	Method[(1)]	% interest 31/12/2015	% control 31/12/2015	% interest 31/12/2014
Rodamco AB	Sweden	FC	100.00	100.00	100.00
Rodamco Expand AB	Sweden	FC	100.00	100.00	100.00
Rodamco Holding AB	Sweden	-	Sold	Sold	100.00
Rodamco Invest AB	Sweden	-	Liquidated	Liquidated	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	-	Sold	Sold	100.00
Belindam BV	The Netherlands	FC	100.00	100.00	100.00
Broekzele Investments BV	The Netherlands	FC	100.00	100.00	-
Cijferzwaan 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 B.V.	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 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
Romanoff Eastern Europe Property BV	The Netherlands	FC	80.00	80.00	80.00
Unibail-Rodamco Cascoshop Holding BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Investments BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Investments 2 BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Investments 3 BV	The Netherlands	FC	100.00	100.00	100.00
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	100.00
Unibail-Rodamco Poland 5 BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Project BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco ÜSQ Holding B.V.	The Netherlands	FC	100.00	100.00	100.00
Warsaw III BV	The Netherlands	EM-A	100.00	-	100.00
CentrO Holdings (UK) Limited	United Kingdom	EM-JV	47.60	47.60	47.60

(1) FC: full consolidation method, JO: joint operations, EM-JV: joint ventures under the equity method, EM-A: associates under the equity method.
(2) Change in consolidation method of the shopping centre project Le Cannet, previously accounted for using the equity method and now fully consolidated.
(3) Acquisition on July 24, 2015, of a stake of 15% in Ruhr Park (Bochum) pursuant to which the Group has gained control of this asset, which is fully consolidated since that date.

Note 15 - Correspondance table of the notes to the 2014 consolidated financial statements

Notes to the consolidated financial statements for the year ended 31/12/2014		Notes to the consolidated financial statements for the year ended 31/12/2015
GENERAL INFORMATION		
4.2.1	Accounting principles and consolidation methods	2.1/2.2/3.1/4.1/4.3/5.1/5.2/5.3/ 5.4/6.1/7.1/7.4/8.1/10.3/11.2
4.2.2	Business segment report	4.2/4.3/4.4
4.2.3	Scope of consolidation	14/3.2/6.4/6.5
4.2.4	Highlights and comparability of the last two years	1/3.3/5.1/7.1/7.3/11.3
BALANCE SHEET ITEMS – ASSETS		
Note 1	Investment properties	5.1
Note 2	Other tangible assets	5.2
Note 3	Goodwill	5.4
Note 4	Intangible assets	5.3
Note 5	Loans and receivables	-
Note 6	Financial assets	-
Note 7	Available for sale financial assets	-
Note 8	Shares and investments in companies under the equity method	6.2/6.4/6.5
Note 9	Trade receivables from activity	-
Note 10	Other trade receivables	-
Note 11	Cash and cash equivalents	7.3
BALANCE SHEET ITEMS – LIABILITIES		
Note 12	Commitment to purchase non-controlling interests	3.4
Note 13	Current and non-current financial liabilities	7.3
Note 14	Hedging instruments	7.4
Note 15	Deferred tax	8.3
Note 16	Provisions	9
Note 17	Amounts due to suppliers and other current debt	-
Note 18	Tax and social security liabilities	-
CONSOLIDATED INCOME STATEMENT ITEMS		
Note 19	Gross rental income	4.3
Note 20	Ground rents paid	4.3
Note 21	Net service charge expenses	4.3
Note 22	Property operating expenses	4.3
Note 23	Administrative expenses	4.3
Note 24	Acquisition and related costs	3.3
Note 25	Net other income	4.3
Note 26	Result on disposal of investment properties	5.1
Note 27	Result on disposal of shares	3.3
Note 28	Valuation movements on assets	5.5
Note 29	Net financing costs	7.2
Note 30	Fair value adjustments of derivatives and debt	7.2
Note 31	Debt discounting	7.1
Note 32	Share of the result of companies under the equity method and income on financial assets	6.3
Note 33	Income tax expenses	8.2
Note 34	Non-controlling interests	3.4
INFORMATION ON CONSOLIDATED CASH FLOWS		
Note 35	Change in working capital requirement	-
Note 36	Breakdown of acquisitions and disposals of shares/consolidated subsidiaries	3.3
Note 37	Amounts paid for works and acquisition of property assets	5.6
Note 38	Distribution paid to Parent Company shareholders	11.3
Note 39	Financial income and expenses	7.2
Note 40	Other financing activities	7.3
Note 41	Reconciliation of cash at period-end on the statement of cash flows and cash on the statement of financial position	7.3

Notes to the consolidated financial statements for the year ended 31/12/2014		Notes to the consolidated financial statements for the year ended 31/12/2015
OTHER INFORMATION		
4.2.6	Financial instruments	7.5/7.6
4.2.7	Capital risk management	11.1
4.2.8	Financial commitments and guarantees	4.3/12.1/12.2
4.2.9	Employee remuneration and benefits	10.1/10.2/10.3
4.2.10	Related party disclosures	6.6/10.3
4.2.11	Relationship with Statutory Auditors	16
4.2.12	Post-closing events	13

Note 16 - Relationship with Statutory Auditors

Statutory Auditors are:

- EY
  - commencement date of first term of office: AGM of May 13, 1975,
  - person responsible: Christian Mouillon designated in April 2011;
- Deloitte
  - 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 2015 and 2014 fiscal years, for the Parent Company and fully consolidated subsidiaries:

	EY				Deloitte				Others			
	Amount		%		Amount		%		Amount		%	
(€Mn)	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
AUDIT												
Statutory audit, certification, review of company and consolidated financial statements												
Issuer (1)	0.4	0.4	19%	16%	0.3	0.3	18%	18%	-	-	0%	0%
Fully consolidated subsidiaries	1.7	1.6	73%	74%	1.3	1.2	78%	75%	-	-	0%	0%
Other assignments and services directly related to the statutory audit assignment												
Issuer (1)	0.2	0.2	7%	8%	0.1	0.1	4%	8%	-	-	0%	0%
Fully consolidated subsidiaries	0.0	0.1	1%	2%	0.0	-	1%	0%	0.0	0.0	100%	100%
TOTAL	**2.4**	**2.2**	**100%**	**100%**	**1.7**	**1.6**	**100%**	**100%**	**0.0**	**0.0**	**100%**	**100%**

(1) *The issuer is the Parent Company.*

Concerning the subsidiaries accounted for using the equity method, the fees of Statutory Auditors and other professionals in their networks for the 2015 fiscal year for the statutory audit, certification and review of Company financial statements amount to €0.6 Mn, of which €0.4 Mn for EY and €0.2 Mn for other audit firms.

4.3. STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in French and it is provided solely for the convenience of English-speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures. This report also includes information relating to the specific verification of information given in the group's management report.This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

Year ended December 31, 2015

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2015, on:

- the audit of the accompanying consolidated financial statements of Unibail-Rodamco SE;
- 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, 2015 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 notes 5.1.1 and 5.3.1 to the consolidated financial statements, the real estate portfolio and intangible assets are 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 5.1.2 to the consolidated financial statements was determined in accordance with the valuations carried out by the aforementioned appraisers. We have also assessed the appropriateness of the valuation process and of its implementation. In particular, appraisers noted no meaningful impact of the terrorist attacks on the Group's assets, and confirmed that the December 2015 valuations have not been impacted. Moreover, for investment properties under construction maintained at cost, as stated in note 5.1.3, for which the fair value could not be reliably determined, and for intangible assets, we have assessed the reasonableness of data and assumptions used by your company to carry out the impairment tests.
- As indicated in note 7.3 to the consolidated financial statements, your company uses derivatives to manage interest rate and exchange rate risks. These derivatives are recorded at fair value. We have assessed the reasonableness of the data and parameters used by your company to determine this fair value.
- As described in the note 3.2 to the consolidated financial statements, your company has analyzed its joint arrangements in order to determine the appropriate consolidation method. We have reviewed the reasonableness of the criteria used to assess the control.

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 16, 2016

The Statutory Auditors

DELOITTE & ASSOCIES	ERNST & YOUNG Audit
Damien Leurent	Christian Mouillon

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LEGAL INFORMATION

5.1. GENERAL INFORMATION

5.1.1. Company name

Unibail-Rodamco SE

5.1.2. Registered office

7, place du Chancelier Adenauer – 75016 Paris (France)

5.1.3. 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.

5.1.4. 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: in relation to rental activities, corporate income tax is borne at shareholder level and not at the level of the Company.

5.1.4.1. SIIC distribution requirements[1]

As the Company has opted for the SIIC regime, in France, the net recurring results derived from its eligible activities and capital gain derived from sales of eligible assets are exempt from corporate income tax, subject to compliance with the following distribution requirements[2]:

- at least 95% of the net rental income flowing from eligible activities and 100% of dividends from subsidiaries having opted for the SIIC regime received in year N must be distributed to shareholders in year N+1; and
- at least 60% of capital gains derived from sales of eligible assets made in year X must be distributed to shareholders (at the latest) in year N+2.

Since January 1, 2010, a shareholder or group of shareholders acting in concert cannot own 60% or more of the capital and/or voting rights in a SIIC entity. As at the date of filing of this Registration Document, to the best of the Company's knowledge, no shareholder has reached this threshold.

5.1.5. Term of the Company

99 years from July 23, 1968. Expiry July 22, 2067.

5.1.6. Corporate purpose

The corporate purpose of the Company is (Article 2 of the Articles of Association) 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.

5.1.7. Trade and Companies Register

682 024 096 RCS Paris
SIRET 682 024 096 00054
APE code: 6420Z

5.1.8. 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) *For more information on the SIIC regime, refer to page 203 of the Annual Report.*
(2) *The rates indicated are the rates in force in accordance with the Amended Finance Act n°2013-1279 dated December 29, 2013.*

5.1.9. Financial year

The financial year runs from January 1 to December 31.

5.1.10. 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 any shareholders holding (directly or indirectly) 10% or more of the share capital ("Shareholder Concerned"[1]), if the Shareholder Concerned, as a legal person who is a non-French tax resident, is not subject to a tax equivalent to the French corporate income tax to be paid by French companies on SIIC dividends distributed by the Company (the "Shareholder Subject to Withholding Tax"). Any Shareholder Concerned is deemed to be a Shareholder Subject to Withholding Tax unless it provides the Company with a satisfactory and unreserved legal opinion certifying that it is not a Shareholder Subject to Withholding Tax. If this is not possible and in compliance with Article 21 of the Articles of Association, this tax, where applicable, is borne by the Shareholder Subject to Withholding Tax *i.e.* the withholding amount is either offset against its dividend or reimbursed by the Shareholder Subject to Withholding Tax.

5.1.11. Corporate governance structure[2]

The Company is managed under a two-tier governance system (Management Board and Supervisory Board).

On December 31, 2015, the Management Board of Unibail-Rodamco SE is composed of six members[3] appointed by the Supervisory Board, which is composed of eleven members appointed by the General Meeting of Shareholders.

The members of the Management Board are appointed for a four-year period and the members of the Supervisory Board are appointed for a three-year period.

5.1.12. General Meetings of Shareholders

The General Meetings of Shareholders are convened and conducted pursuant to French law and European regulations. All shareholders, evidencing the ownership of their shares, have the right to participate, either in person or through a representative, provided that they have been shareholders for at least two business days prior to the date of the General Meeting.

The terms and conditions of participation in Shareholders Meetings are set out in Article 18 of the Company's Articles of Association.

There is one voting right per share. There are currently neither preference shares nor shares with double voting rights. For further information, refer to Articles 18 and 19 of the Articles of Association[4].

The Florange Act, of March 29, 2014 introduced a new provision establishing automatic double voting rights where there is no specific provision to the contrary in the Articles of Association for any share retained in the registered form for a two-year period. The Company wishes to reaffirm the "one share, one vote" principle and submitted a resolution to this effect for approval to the General Meeting of Shareholders held on April 16, 2015. This resolution was approved by the General Meeting and Article 18 of the Articles of Association were amended accordingly.

5.1.13. Statutory shareholder threshold and obligation to register shares

In addition to the thresholds provided by French law[5], under Article 9 *bis* of the Articles of Association of Unibail-Rodamco SE, any shareholder that comes to hold a number of shares equal to or greater than 2% of the total number of shares in issue, or any further multiple thereof, must, no later than ten business days after exceeding the threshold, advise the Company in writing of the total number of shares held, sent by registered letter with proof of receipt requested to the Company's registered office. Notification must also be given when the number of shares or voting rights falls below one of these thresholds under the same conditions and within the same time limit.

(1) A "Shareholder Concerned" is any shareholder, other than a natural person, that owns, directly or through entities acting as intermediaries that it controls within the meaning of Article L. 233-3 of the French Commercial Code, at least the percentage of rights to a dividend specified in Article 208 C-II-ter (10%) of the French General Tax Code.

(2) For 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.

(3) For full details, refer to section 5.4.1.1. Composition of the Management Board as at December 31, 2015.

(4) For full details, refer to the Articles of Association available on the Company's website and the Company's registered office.

(5) For full details, refer to section 5.3.2. Information regarding ownership threshold disclosures since January 1, 2015.

Moreover, pursuant to Article 9 of the Company's Articles of Association, a Shareholder Concerned[1] must register the totality of its shares (owned directly or *via* an entity it controls) and provide evidence to the Company by registered mail within five trading days of reaching such threshold. A Shareholder Concerned that fails to comply with the above requirements may lose the right to participate in and/or vote at General Meetings of the Company in accordance with the provisions of Article 9 paragraph 4 of the Articles of Association.

Pursuant to the provisions of Article 9 *bis*, the Shareholder Concerned shall declare under its own responsibility whether it has to be considered as a Shareholder Subject to Withholding Tax *("Actionnaire à Prélèvement")* under Article 208 C II of the French Tax Code, which is the case when the Shareholder Concerned (i) is not resident in France for taxation purposes; and, (ii) is not subject, in its country of residence, to a tax equal to at least two-thirds of the level of taxation applicable in France. Any Shareholder Concerned declaring it has to not to be considered as a Shareholder Subject to Withholding Tax shall provide the Company with a satisfactory and unreserved legal opinion certifying that it is not a Shareholder Subject to Withholding Tax. Any change in the Shareholder Concerned's position should be notified to the Company within ten trading days prior to the payment of any distribution.

Any shares exceeding the threshold that have not been disclosed in accordance with the requirements specified under the first and third paragraphs hereinabove shall be disqualified for voting purposes at all General Meetings held for a period of two (2) years after the date of the notice confirming the requisite disclosure has finally been made, (i) if the failure to disclose has been duly noted and (ii) if requested by one or more shareholders holding at least 2% of the Company's share capital in accordance with the terms of the law (unless the voting rights have already been stripped pursuant to Article 9 paragraph 4 of Articles of Association).

Similarly, the voting rights attached to any shares that have not been disclosed in accordance with these requirements may not be exercised or delegated by the holder either in person or by proxy.

Declarations are to be sent to the Investor Relations department: investors@unibail-rodamco.com.

(1) *A "Shareholder Concerned" is any shareholder, other than a natural person, that owns, directly or through entities acting as intermediaries that it controls within the meaning of Article L. 233-3 of the French Commercial Code, at least the percentage of rights to a dividend specified in Article 208 C-II-ter (10%) of the French General Tax Code.*

5.2. SHARE CAPITAL – GENERAL INFORMATION

5.2.1. Statutory obligations pertaining to changes in the Company's share capital and categories of share rights

None.

5.2.2. Authorised share capital – Form of shares

As at December 31, 2015, the share capital is €493,469,710 divided into 98,693,942 fully paid-up shares with a nominal value of €5 each. Company shares may be registered or bearer shares at the shareholder's discretion subject to the requirements set out in Article 9 of the Articles of Association.

Table summarising authorizations to increase the share capital (as at December 31, 2015)

Pursuant to Article L. 225-100 of the French Commercial Code, the following table summarises the authorizations currently in force granted by General Meetings to increase the share capital and their use during the 2015 financial year.

Type of authorization(1)	Amount(2)	Date of General Meeting	Authorization expiry date	Beneficiaries	Issue terms and conditions	Amount authorization used: number of shares, bonds or Stock Options issued/ subscribed for or allocated(2)	Outstanding authorization (nominal value, number of shares/ bonds, Stock Options or Performance Shares) as at 31/12/2015(2)
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities with PSR(3) Resolution no. 14	€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	16/04/2015	16/10/2016	Shareholders	Authorization to the Management Board to fix the amount and conditions	0	Totality of the authorization
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any other securities without PSR(3) Resolution no. 15	€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	16/04/2015	16/10/2016	Shareholders and/or third parties	Authorization to the Management Board to fix the amount and conditions; including power to cancel PSR(3) with a priority right	0	Totality of the authorization
Increase of the number of shares or securities to be issued in the case of an increase in the share capital with or without PSR(3) Resolution no. 16	Maximum threshold of 15% for the first issue and within the global limit fixed in respect of the initial issue of debts instruments	16/04/2015	16/10/2016	Subscribers to the issue	Authorization to the Management Board to increase the number of shares and/or negotiable securities giving access to the share capital to be issued at the same terms and conditions as the initial issue	0	Totality of the authorization
Increase in the share capital without PSR (3) by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities as consideration for capital contributions in kind Resolution no. 17	Capital contribution in the form of securities: 10% of the authorized share capital as at the issuance	16/04/2015	16/10/2016	Subscribers to the issue	Authorization to the Management Board to fix the amount and conditions including the power to cancel PSR(3)	0	Totality of the authorization

Type of authorization[1]	Amount[2]	Date of General Meeting	Authorization expiry date	Beneficiaries	Issue terms and conditions	Amount authorization used: number of shares, bonds or Stock Options issued/ subscribed for or allocated[2]	Outstanding authorization (nominal value, number of shares/ bonds, Stock Options or Performance Shares) as at 31/12/2015[2]
Increase in the share capital reserved for the Group's salaried staff and corporate officers eligible for the Performance Shares Plan – Plan no. 2 Performance[4] Resolution no. 18	Global limit: 0.8% of the fully diluted capital over the authorization validity period[5]	16/04/2015	16/06/2018	Salaried staff and corporate officers of the Group	Authorization to the Management Board to fix the terms[4] Performance and presence conditions are mandatory	0	Totality of the authorization
Increase in the share capital reserved for participants of employees savings plan without PSR[3] Resolution no. 19	Maximum nominal value of €2,000,000	16/04/2015	16/10/2016	Participants in the Company Savings Plan	Authorization to the Management Board to fix the terms 20% discount applies based on the average share price over previous 20 trading days	28,202	371,798
Increase in the share capital reserved for managers and employees eligible for the Stock Option plan – Plan no. 8 Performance Resolution no. 19	Maximum: • 1% of the fully diluted share capital per year • 3% of the total diluted capital over the authorization validity period	23/04/2014	23/06/2017	Employees and corporate officers of the Group	Authorization to the Management Board to fix the terms Performance and presence conditions are mandatory No discount applied	623,085	2,412,936

(1) For more details, refer to the exact text of the resolutions.
(2) Up to:
€122 Mn nominal amount of share capital increase of shares and securities giving access to the capital ; and up to
€1.5 Bn nominal amount for debt securities issues.
(3) Pre-emptive Subscription Rights.
(4) The conditions of allocation, retention and, if applicable, performance are fixed by the Management Board for each allocation.
(5) The total number of (i) Performance Shares granted under these authorizations and of (ii) Stock Options that may be granted under the unused part of a previous authorization still in force and of (iii) Stock Options open but not yet exercised and Performance Shares granted and not yet definitely acquired under previous authorizations cannot give rise to a number of shares exceeding 8% of the share capital on a fully diluted basis.

Table summarising new authorizations to increase the share capital to be proposed to the Annual General Meeting of Shareholders for approval on April 21, 2016

Type of authorization[1]	Amount[2]	Date of General Meeting	Authorization expiry date	Beneficiaries	Issue terms and conditions	Effect on the previous authorization
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities with PSR[3] Resolution no. 11	€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	21/04/2016	21/10/2017	Shareholders	Authorization to the Management Board to fix the amount and conditions	The approval of this authorization would revoke the unused part of the 16/04/2015 authorization
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any other securities without PSR[3] Resolution no. 12	€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	21/04/2016	21/10/2017	Shareholders and/or third parties	Authorization to the Management Board to fix the amount and conditions; including power to cancel PSR[3] rights with a priority right	The approval of this authorization would revoke the unused part of the 16/04/2015 authorization
Increase of the number of shares or securities to be issued in the case of an increase in the share capital with or without PSR[3] Resolution no. 13	Maximum threshold of 15% for the first issue and within the global limit fixed in respect of the initial issue of debts instruments	21/04/2016	21/10/2017	Subscribers to the issue	Authorization to the Management Board to increase the number of shares and/or negotiable securities giving access to the share capital to be issued at the same terms and conditions as the initial issue	The approval of this authorization would revoke the unused part of the 16/04/2015 authorization
Increase in the share capital without PSR[3] by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities as consideration for capital contributions in kind Resolution no. 14	Capital contribution in the form of securities: 10% of the authorised share capital as at the issuance	21/04/2016	21/10/2017	Subscribers to the issue	Authorization to the Management Board to fix the amount and conditions including the power to cancel PSR[3] rights	The approval of this authorization would revoke the unused part of the 16/04/2015 authorization
Increase in the share capital reserved for the Group's employees and Executive Officers eligible for the Performance Shares Plan – Plan no. 2 Performance[4] Resolution no. 15	Global limit: 0.8% of the fully diluted capital over the authorization validity period[5]	21/04/2016	21/06/2019	Employees and Executive Officers of the Group	Authorization to the Management Board to fix the terms [4]	The approval of this authorization would revoke the unused part of the 16/04/2015 authorization
Increases in the share capital reserved for participants of employees savings plan without PSR[3] Resolution no. 16	Maximum nominal value of €2,000,000	21/04/2016	21/10/2017	Participants in the Company Savings Plan	Authorization to the Management Board to fix the terms 20% discount applies based on the average share price over previous 20 trading days	The approval of this authorization would revoke the unused part of the 16/04/2015 authorization

(1) For more details, refer to the exact text of the resolutions.
(2) Up to:
€122 Mn nominal amount of share capital increase and securities giving access to the capital;
and up to €1.5 Bn nominal amount for debt securities issues.
(3) Pre-emptive Subscription Rights.
(4) The conditions of allocation, retention and, if applicable, performance are fixed by the Management Board for each allocation.
(5) The total number of (i) Performance Shares granted under these authorizations and of (ii) Stock Options that may be granted under the unused part of a previous authorization still in force and of (iii) Stock Options open but not yet exercised and Performance Shares granted and not yet definitely acquired under previous authorizations cannot give rise to a number of shares exceeding 8% of the share capital on a fully diluted basis.

5.2.3. Other securities granting access to the share capital

5.2.3.1. Stock Options and Performance Shares

The variable long-term incentive (LTI) equity compensation is an essential part of the Group's compensation policy and significantly contributes to the attractiveness of Unibail-Rodamco as an employer.

The Company combines two equity compensation instruments: Stock Options and Performance Shares, which are used to build employee loyalty and to align their interests with shareholder interests.

This LTI program, subject to performance and presence conditions, is intended to strengthen the commitment of employee beneficiaries in the Group's development by encouraging decision making that contributes to its long-term success and to bring together the long-term interests of employee and corporate officer beneficiaries with those of shareholders.

Stock Options and Performance Shares are allocated to employees and corporate officers in recognition of exemplary performance, taking on additional responsibilities, key role within the Group and long-term contribution to the Group's performance.

Each beneficiary receives a number of Stock Options and a number of Performance Shares; the ratio of Stock Options to Performance Shares is determined each year and such ratio is identical for each beneficiary regardless of whether they are a corporate officer or an employee.

Capped at a maximum percentage of diluted capital as authorized by the General Meeting, the potential dilutive effect of these instruments remains limited and managed by the Company and stands theoretically (assuming the performance conditions are met over the specified period and excluding any potential cancelations that may occur during the course of the plan) on December 31, 2015, at 5.6% of the fully diluted capital.

Allocations per beneficiary are not automatic, in neither number nor frequency. They vary from year to year, both in terms of the beneficiaries concerned and the number of shares allocated to them. Each year, around 320 Group employees are concerned.

In accordance with the Afep-Medef Code, the equity investment and holding obligations applicable to corporate officers are set out in section 5.4.1.2.

Allocation procedure for Stock Options and Performance Shares

In connection with the General Meeting vote on resolutions delegating powers to the Management Board, the shareholders authorized the Management Board to grant Stock Options and Performance Shares.

The Supervisory Board plays an essential role in the allocation process by setting the overall allocation envelope for Stock Options and Performance Shares, and the number of Stock Options and Performance Shares allocated to Management Board members. These decisions are made pursuant to the Afep-Medef Code upon the recommendation of the Governance Nomination and Committee (GN&RC).

Each year the Management Board determines the individual beneficiaries and allocations within the strict limits of the authorization granted by the General Meeting and the overall envelope defined by the Supervisory Board.

THE GENERAL MEETING OF SHAREHOLDERS: AUTHORIZES

The General Meeting of Shareholders authorizes the Management Board to allocate Stock Options and Performance Shares and sets out the following principles:

- an authorization period limited to 38 months;
- a maximum envelope limiting the potential dilutive effect;
- the obligation to provide a presence condition and one or more performance conditions; and
- the obligation to provide a reference period for determination of the performance condition and a holding period for the Performance Shares.

THE SUPERVISORY BOARD: DETERMINES

On an annual basis, the Supervisory Board, upon the recommendation of the GN&RC:

- determines the overall envelope of Stock Options and Performance Shares to be allocated taking into account the thresholds set by the General Meeting, the potential dilutive effect for shareholders and the financial cost of allocation (corporate officers included) to the Company;
- sets the number of Performance Shares and Stock Options allocated to each Management Board member; and
- sets the holding and equity investment obligations for Management Board members.

THE MANAGEMENT BOARD: ENFORCES

The Management Board determines the terms and conditions for allocation and of the plans, and specifically:

- the list of employee beneficiaries and their allocation, within the envelope determined by the Supervisory Board;
- the terms and conditions of the plan, in particular the performance and/or presence conditions and any exceptions;
- the vesting period for the Stock Options and Performance Shares and the reference and holding periods for Performance Shares;
- the subscription price upon allocation of Stock Options are with no discount, and in line with the rules set out in the French Commercial Code.

General conditions common to the allocation of Stock Options and Performance Shares to salaried staff and corporate officers

The Stock Option and Performance Share plans are based on the following principles:

- a **single plan** for employees and corporate officers;
- a **stable and consistent periodicity** that forbids any windfall effect;
- the **absence of any discount** on the subscription price;
- a **stringent performance condition calculated over a long period (minimum 3 years),** directly linked to the company's performance and long-term strategy: no compensation for underperformance nor median performance;
- a **continuous presence condition** of 24 months before the exercise of Stock Options or the delivery of Performance Shares;
- a **cap on the overall allocation** to restrict the potential dilutive effect and the cost on the Company;
- a **stability of conditions** for the Stock Option and Performance Share plans, unchanged since their introduction in 2006 (Stock Options) and 2012 (Performance Shares), except for minor updates.

Caps on authorisations

- the allocation of Stock Options is capped at an annual limit of 1% and a global limit of 3% of the Company's fully diluted share capital over the validity period.
- the allocation of Performance Shares must not exceed 0.8% of the Company's share capital on a fully diluted basis over the validity period.
- the total number of (i) Performance Shares granted under these authorizations and of (ii) Stock Options that may be granted under the unused part of a previous authorization still in force and of (iii) Stock Options open but not yet exercised and as the case may be, Performance Shares granted and not yet definitively acquired under previous authorizations, cannot give rise to a number of shares exceeding 8% of the share capital on a fully diluted basis.

a) Stock Options of salaried staff and corporate officers (options to subscribe for and/or purchase shares)

The General Meeting authorization currently in force with regard to the allocation of Stock Options was granted on April 23, 2014 (19th resolution) and expires on October 23, 2017.

Stock Options are, by its terms, allocated without discount. They are valid for a seven-year period and may be exercised once or several times from the fourth anniversary of the allocation date subject to the presence and performance conditions. The Plans set out exceptions to the performance condition in the event of a share swap following a merger or demerger or to the vesting period in the event of a takeover bid.

In accordance with Article L. 225-177 of the French Commercial Code and the resolution itself, no allocation may be made:

- less than twenty trading days after (i) the detachment of the shares from a coupon giving entitlement to a dividend or (ii) a capital increase;
- within ten trading days preceding or following the date on which the consolidated financial statements or the annual financial statements are made public;
- beyond a period of 120 days following the date of publication of the annual financial statements; and
- within the period between the date on which Unibail-Rodamco SE's corporate bodies become aware of information that, if made public, could have a significant impact on the price of the Company's shares, and the date following ten trading days after which said information has been made public.

Detail of the various plans in force (Plan no. 5 to Plan no. 8) are provided below.

Performance condition

Selection of the performance condition

The Supervisory Board ensures that the LTI promotes overall performance and does not encourage excessive risk taking. Measuring the performance condition over the long-term aligns shareholders' interests with those of the beneficiaries, be they employees or corporate officers.

The performance condition selected by the Supervisory Board, upon the recommendation of the GN&RC, meets the following requirements:

Requirements	Company practice
Based on an external indicator out of the Company's control and full alignment of the interests of shareholders and of the beneficiaries of the allocation	A comparison over a long reference period of the change in investments in the Company's share (Total Shareholder Return – TSR) with the EPRA Eurozone Total Return Index published by Bloomberg
Compares the Company's performance with that of its industry in Continental Europe	Compares Company performance with the performance of the top 35 companies in terms of stock market capitalization, as determined by the European Public Real Estate Association, in the real estate sector in Continental Europe.
Only rewards outperformance and provides no compensation for median performance nor underperformance	The performance condition is reached only in the event of outperformance; no vesting occurs in the event of median performance nor underperformance
Does not make any distinction in the treatment of corporate officers and other Group employees	A single performance condition applied to all beneficiaries without distinction to strengthen solidarity

The Supervisory Board regards the relationship between stock market performance of Unibail-Rodamco SE shares (TSR) and the EPRA[1] Eurozone Total Return Index ("EPRA Eurozone Index") as a very relevant indicator of the Company's performance, which is measured in the long-term in a highly cyclical industry sensitive to external macroeconomic factors.

This indicator, included in the performance condition, is one of the benchmarks used by investors and analysts to measure and compare the performance of listed companies in the real estate sector in Europe.

Definition of the Performance condition, reference period and Comparison Group

The exercise of Stock Options is conditional on the Company's overall stock market performance clearly outperforming the EPRA Eurozone Index over the reference period (period beginning on the date of allocation of the Stock Options and ending on the last trading day prior to the exercise of the said Stock Options by the beneficiary, inclusive) (the "Reference Period"):

(i) the overall market performance of Unibail-Rodamco SE 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 Eurozone Index; and

(ii) the performance of the EPRA Eurozone Index is defined by the evolution of the 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 and distributions paid).

The Comparison Group is a panel of the top 35 companies in terms of market capitalization as selected by EPRA when calculating its EPRA Eurozone Index.

On December 31, 2015, among the top 35 listed companies in the real estate sector in Continental Europe comprising the index, the top 10 companies accounted for 67.57% of its weight: Unibail-Rodamco SE (18.08%[2]), Vonovia SE (10.42%), Klepierre (9.99%), Deutsche Wohnen AG (6.76%), Gecina (5.49%), Foncière des Régions (4.28%), LEG Immobilien AG (3.71%), Icade (3.57%), Merlin Properties Socimi SA (2.92%) and Grand City Properties (2.35%).

(1) European Public Real Estate Association (EPRA).
(2) Relative weight in the index based on market capitalization.

Presence condition

The exercise of Stock Options is only authorised for beneficiaries who are able to justify their effective presence prior to the exercise of the Stock Options, pursuant to their employment contract or corporate mandate for 24 continuous months in one of the Group's companies[1].

The Options will lapse in the event of resignation, dismissal, contractual termination or revocation of the beneficiary for any reason whatsoever. However, they will remain in the event of retirement, termination of activity due to death or disability (Categories 2 or 3 as provided for in Article L. 341-4 of the French Social Security Code and in respect of foreign countries, by equivalent provisions set out in local regulations), or employer substitution approved by Unibail-Rodamco SE or an explicit and justified decision of the Management Board in exceptional circumstances.

Plans currently in force

Plans currently in force	Plan Performance no. 5	Plan Performance no. 6	Plan Performance no. 7	Plan Performance no. 8
Authorizations granted by the Combined General Meeting	May 21, 2007	May 14, 2009	April 27, 2011	April 23, 2014
Decision of the Management Board in accordance with the Supervisory Board, upon the recommendation of the GN&RC	October 11, 2007: Adopting a new Stock Option plan subject to the performance condition **(Plan no. 5)**.[1]	October 10, 2010: Adopting a new Stock Option plan subject to the performance condition **(Plan no. 6)**.	June 9, 2011: Adopting a new Stock Option plan subject to the performance condition **(Plan no. 7)**.	March 3, 2015: Adopting a new Stock Option plan subject to the performance condition **(Plan no. 8)**.
Effective allocations per Plan in accordance with the Supervisory Board, upon the recommendation of the GN&RC	On October 11, 2007, October 23, 2008 and on March 13, 2009, the Management Board granted a total of 2,249,600 Stock Options under Plan no. 5, representing 2,731,106 potential shares after legal adjustments related to exceptional distributions (see table below).	On March 10, 2010, and March 10, 2011, the Management Board granted 1,532,750 Stock Options, representing 1,718,370 potential shares after legal adjustments related to exceptional distributions (see table below).	On June 9, 2011, March 14, 2012, March 4, 2013 and March 3, 2014, the Management Board granted a total number of 1,921,355 Stock Options.	On March 3, 2015 and March 8, 2016, the Management Board granted 1,234,693 Stock Options.
Shares created/potential shares per plan as at March 8, 2016	The number of shares created amounts to 1,466,470 and, after the cancellation of Stock Options due to staff departures, the potential number of new shares amounts to 15,595.	The number of shares created amounts to 1,116,506 and, after the cancellation of Stock Options due to staff departures, the potential number of new shares amounts to 188,968.	The number of shares created amounts to 26,638 and, after the cancellation of Stock Options due to staff departures, the potential number of new shares amounts to 1,549,609.	After the cancellation of Stock Options due to staff departures, the potential number of new shares under this plan amounts to 1,191,764.

(1) Plan no. 5 was extended to all Unibail and Rodamco Europe Group's subsidiaries following the formalization of the merger on June 21, 2007.

On March 8, 2016, the Management Board granted a total of 611,608 Stock Options to 325 beneficiaries.

(1) Including in the event of employer substitution approved by the Company, at that employer's premises; except in exceptional cases where rights are upheld as provided in the regulations of the relevant plan.

Information about the Share Subscription or Purchase Options' Allocations as at March 8, 2016 (Table no. 8 of AMF/Afep-Medef recommendations)

Date of the plan	Plan Performance no. 5		Plan Performance no. 6		Plan Performance no. 7				Plan Performance no. 8	
	Tranche 2008	Tranche 2009	Tranche 2010	Tranche 2011	Tranche 2011	Tranche 2012	Tranche 2013	Tranche 2014	Tranche 2015	Tranche 2016
Date of General Meeting of Shareholders	21/05/2007	21/05/2007	14/05/2009	14/05/2009	27/04/2011	27/04/2011	27/04/2011	27/04/2011	23/04/2014	23/04/2014
Maximum amount of Stock Options that may be granted under the authorization of the General Meeting	≤ 3% of the fully diluted shares***		≤ 3% of the fully diluted shares***		≤ 1% of the fully diluted shares**** ≤ 3% of the diluted share capital****	≤ 1% of the fully diluted shares****	≤ 1% of the fully diluted shares****	≤ 1% of the fully diluted shares****	≤ 1% of the fully diluted shares**** ≤ 3% of the diluted share capital****	≤ 1% of the fully diluted shares****
Date of the Board	23/10/2008 (1) (2) (3)	13/03/2009 (1) (2) (3)	10/03/2010 (1) (2) (3)	10/03/2011 (3)	09/06/2011	14/03/2012	04/03/2013	03/03/2014	03/03/2015	08/03/2016
Total number of shares allocated	1,045,660	905,566	949,361	769,009	26,000	672,202	617,066	606,087	623,085	611,608
Effective allocation as a% of the fully diluted shares(4)	1.12%	0.97%	1.01%	0.82%	0.03%	0.70%	0.63%	0.61%	0.62%	0.60%
Effective allocation to the Executive Officers(5) as a% of the fully diluted shares(4)	0.23%	0.19%	0.20%	0.17%	0.03%	0.16%	0.11%	0.15%	0.15%	0.15%
To Executive Officers(6):	60,353	51,550	101,073	76,500	26,000	97,750	124,100	125,800	127,500	148,750
Christophe Cuvillier	n/a	n/a	n/a	n/a	26,000(7)	29,750	42,500	42,500	42,500	42,500
Olivier Bossard*	21,375	18,231	18,489	18,360	n/a	15,300	20,400	20,400	20,400	20,400
Fabrice Mouchel*	17,603	15,088	14,792	13,260	n/a	11,900	15,300	17,000	18,700	18,700
Astrid Panosyan(8)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	18,700
Jaap Tonckens	n/a	n/a	49,303	26,520	n/a	25,500	25,500	25,500	25,500	25,500
Jean-Marie Tritant*	21,375	18,231	18,489	18,360	n/a	15,300	20,400	20,400	20,400	22,950
End of lock-up period (at the opening of the trading day)**(9)	24/10/2012	14/03/2013	11/03/2014	11/03/2015	10/06/2015	15/03/2016	05/03/2017	04/03/2018	04/03/2019	09/03/2020
Expiry date (at the end of the trading day)**(9)	23/10/2015	13/03/2016	10/03/2017	10/03/2018	09/06/2018	14/03/2019	04/03/2020	03/03/2021	03/03/2022	08/03/2023
Strike price *(€)*	103.62	79.08	120.33	141.54	152.03	146.11	173.16	186.1	256.81	227.24
Exercise terms (if the plan has more than one tranche)	see page 234	see page 234	see page 234	see page 234	see page 234	see page 234	see page 234	see page 234	see page 234	see page 234
Number of Stock Options subscribed	775,563	690,907	656,783	459,723	26,000	638	0	0	0	0
Number of Stock Options cancelled	270,097	199,064	231,172	181,724	0	154,792	109,344	80,972	42,929	0
OUTSTANDING STOCK OPTIONS	**0**	**15,595**	**61,406**	**127,562**	**0**	**516,772**	**507,722**	**525,115**	**580,156**	**611,608**

n/a means any information relating to a period within which the person involved was neither an Executive Officer nor an employee of the Company.

* *These beneficiaries were employees up to April 25, 2013.*

** *Under assumption that the performance and presence conditions are satisfied.*

*** *The total number of Stock Options to be granted under, respectively (i) the authorization granted by the General Meeting of May 21, 2007 (Resolution no. 9) and (ii) the authorization granted by the General Meeting of May 14, 2009 (Resolution no. 19) may not confer a right to subscribe or purchase shares in excess of 3% of the authorised share capital on a fully-diluted basis.*

**** *The total number of Stock Options to be granted under, respectively (i) the authorization granted by the General Meeting of April 27, 2011 (Resolution no. 21) and (ii) the authorization granted by the General Meeting of April 23, 2014 (Resolution no. 19) may not confer a right to subscribe or purchase shares in excess of 3% of the authorised share capital on a fully-diluted basis, without exceeding annually 1% on a fully diluted basis per year.*

(1) After taking into account the adjustment applied on July 15, 2009.

(2) After taking into account the adjustments applied on May 10, 2010 and on October 12, 2010.

(3) After taking into account the adjustment applied on May 10, 2011.

(4) On the basis of the fully diluted shares as at December 31, N-1.

(5) Executive officers of Unibail-Rodamco SE at the time of the allocation.

(6) Executive officers of Unibail-Rodamco at December 31, 2015.

(7) Subsequent to his appointment as Member of the Management Board on June 1, 2011 (i.e. after the allocation dated March 10, 2011), Mr Cuvillier benefited from an exceptional grant in the framework of an additional Plan (Plan no. 7).

(8) Mrs Astrid Panosyan was appointed as Chief Resources Officer effective September 1, 2015, by the Supervisory Board held on July 22, 2015, upon the recommendation of the GN&RC.

(9) Indicative dates which must be adjusted to take into account non business days.

As at March 8, 2016, the number of potential shares to be issued theoretically (assuming the performance conditions are met over the specified period and excluding any potential cancelations that may occur during the course of the plan) with respect to Stock Options, represent 2,91% of fully diluted share capital.

b) Performance Shares

The General Meeting authorization currently in force with regard to the allocation of Performance Shares was granted on April 16, 2015 (18th resolution) and expires on October 16, 2018.

The use of Performance Shares reduces the dilutive effect of the LTI plans while maintaining an equivalent level of motivation.

The plans are all subject to the same presence and performance conditions as those applied to the Stock Option Plans (section 5.2.3.1).

The allocation of Performance Shares is part of a general policy aimed at promoting shareholder value, as the allocation is only effective if the performance condition is met. If the performance and presence conditions are not met over the reference period, then all rights are lost.

The French law no. 2015-990 of August 6, 2015 to promote growth, activity and equal economic opportunities ("Loi Macron") overhauled the legal, tax and social security system for free shares by reducing the employer's contribution from 30% to 20% and eliminating the employee's contribution of 10% on capital gains at acquisition, instead taxing the shares according to the capital gains regime upon sale while allowing a deduction if the shares are retained for the specified holding period.

This new scheme is only applicable to shares whose allocation was authorized by a resolution of the General Meeting subsequent to the publication of the law with effect from August 7, 2015 and as such is not applicable to plans currently in force. To qualify, the Company must submit a new resolution to the vote by shareholders, authorizing the Management Board to allocate Performance Shares under this scheme.

Given the interest to both the Company and the beneficiaries of the new "Loi Macron" scheme, the Company will present, to benefit from this scheme, a new resolution at the General Meeting in April 2016, on strictly identical terms to the resolution approved at the General Meeting in April 2015.

Vesting, reference and holding periods

For French tax resident beneficiaries

Notwithstanding the reduction to the vesting and holding periods for free shares authorized by "Loi Macron", the Supervisory Board has maintained the total length of the Performance Share plan at five years comprised of (i) a vesting and reference period of three years for calculation of the performance condition and (ii) a holding period of two years in line with best market practices and in response to the expectations expressed by our shareholders and by proxy advisory agencies' recommendations.

If the performance and presence conditions are met at the end of the vesting period, shares may be transferred, at the earliest, three years after their allocation, and the beneficiaries have unrestricted ownership, at the earliest, five years after the allocation date.

For non-French tax resident beneficiaries

The reference period used to calculate the performance condition is the same as that applicable to French residents. However, the vesting period is four years and the holding period is not applicable to them. If the performance and presence conditions are met, shares may be transferred at the earliest four years after the allocation date to beneficiaries who take unrestricted ownership.

Performance condition

As is the case for Stock Options (section 5.2.3.1), the allocation of the Performance Shares is conditional on the Company's overall stock market performance outperforming the EPRA[1] Eurozone Total Return Index ("EPRA Eurozone Index") over the reference period.

(i) The overall market performance of Unibail-Rodamco SE 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 Eurozone Index.

(ii) The performance of the EPRA Eurozone Index is defined by the evolution of the 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 and distributions paid).

The three-year vesting period set by the Management Board starts on the grant date and expires on the third anniversary inclusive of the grant date (on the fourth anniversary inclusive for the non-French tax resident beneficiaries).

The vesting period corresponds to the reference period used to measure the performance condition (the "Reference Period"). This performance measurement, over a minimum of three years, ensures equity compensation is aligned with the Company's performance in the medium/long-term.

If the performance condition is not fulfilled on that date, the vesting period shall be automatically extended by a six month period. If the performance condition is not fulfilled at the end of the six month period, the vesting period shall be automatically extended by a second six month period. If the performance condition is not fulfilled at the end of the second six month period, the vesting period will be automatically extended by a third and final period of twelve months.

(1) European Public Real Estate Association (EPRA).

The performance condition can only be restrictively tested, at a maximum of four times ("restrictive tests") during the vesting period. The application of these four restrictive tests effectively extends the reference period successively from 3.5 years to 5 years. If the performance condition is not met during any of these restrictive tests, then all rights are definitively and fully lost.

The performance condition for Performance Shares is identical to that for the Stock Options, as such the performance condition is presented on pages 232 and 233.

Presence condition

The grant of Performance Shares is only authorized for beneficiaries who are able to justify an uninterrupted presence during a 24-month period at the Group, immediately prior to the end of the vesting period, under an employment contract or a corporate mandate, with the exception of special cases to maintain such rights subject to the provisions of the relevant plan.

For non-French tax residents, the presence condition is checked 24 months before the end of the four-year vesting period.

The presence condition is identical to the one governing Stock Options, as such for further details please see page 234.

Plans currently in force

Plans currently in force	Performance Share award Plan no. 1			
Authorizations granted by the Combined General Meeting	**April 26, 2012**			
Decision of the Management Board in accordance with the Supervisory Board upon the recommendation of the GN&RC	Management Board meeting on March 14, 2012, approved, effective April 26, 2012: Adopting a new Performance Share plan (Plan no. 1 – Performance).			
Shares allocated under the Plan by the Management Board in accordance with the Supervisory Board upon the recommendation of the GN&RC	March 14, 2012 effective April 26, 2012	March 4, 2013	March 3, 2014	March 3, 2015
	44,975 Performance Shares	36,056 Performance Shares	36,516 Performance Shares	37,554 Performance Shares
Shares vested under Plan no. 1	After observing on April 27, 2015 the achievement of the performance condition for Plan no. 1 Performance – Tranche 2012 over the current reference period from April 26, 2012 to April 26, 2015, and after taking into account the presence condition,	After observing on March 5, 2016 the achievement of the performance condition for Plan no. 1 Performance – Tranche 2013 over the current reference period from March 4, 2013 to March 4, 2016, and after taking into account the presence condition,	N/a.	N/a.
	27,570 new shares were permanently allocated to French tax residents that are subject to a mandatory holding period of 2 years.	**21,482** new shares were permanently allocated to French tax residents that are tax subject to a mandatory holding period of 2 years.		
	The performance shares allocated under this plan to non-French tax residents will be delivered subject to the fulfilment of the presence condition in April 2016.	The performance shares allocated under this plan to non-French tax residents will be delivered subject to the fulfilment of the presence condition in March 2017.		
Potential dilution under each plan at March 8, 2016	After the cancellation of Performance Shares due to staff departures, the potential number of new shares under Plan no. 1 Performance amounts to 15,068.			

Performance Share award Plan no. 2

In order to benefit from the new provisions introduced by "Loi Macron" and insofar as these new provisions apply to free shares whose allocation was authorized by decision of the Extraordinary General Meeting of Shareholders on a date after the law's publication date, the Combined General Meeting of April 21, 2016 will be requested to vote on a new resolution on strictly identical terms to the resolution approved on April 16, 2015 authorizing the Management Board to grant Performance Shares to the Group's salaried staff and corporate officers.

If this resolution is adopted, it will end, for the unused portion, the previous authorization granted by the Combined General Meeting of April 16, 2015.

Moreover, as part of an ongoing commitment to improving its practices, the Company has decided to engage in a restructuring of its Performance Share plans which will be applicable to grants made as from January 1, 2017. These changes intend, in particular, to eliminate the ability to test on more than one occasion the attainment of the performance condition («restrictive tests») at the end of the vesting period, and thus move the plan to a "single testing" scheme. Accordingly, the terms and conditions of future Performance Share plans will be amended in 2017, based upon the recommendation of the GN&RC and after approval by the Supervisory Board, to apply this elimination while preserving the goals of incentivizing and creating long-term company loyalty as well as aligning the interests of the beneficiaries with those of shareholders over the long term.

Information about Performance Shares as at March 8, 2016

Table 9 – AFEP-MEDEF Recommendation/Table 10 – AMF Recommendations

Date of the Plan	2012	2013	2014	2015
Date of Management Board	14/03/2012	04/03/2013	03/03/2014	03/03/2015
Total number of Performance Shares allocated:	44,975	36,056	36,516	37,554
By Executive Officers:				
Christophe Cuvillier	1,992	2,500	2,561	2,561
Olivier Bossard*	1,024	1,200	1,229	1,229
Fabrice Mouchel*	797	900	1,024	1,127
Astrid Panosyan**	n/a	n/a	n/a	n/a
Jaap Tonckens	1,707	1,500	1,536	1,536
Jean-Marie Tritant*	1,024	1,200	1,229	1,229
Starting date of the vesting period	26/04/2012	04/03/2013	03/03/2014	03/03/2015
*Allocation date and starting date of the holding period ****				
• for French tax residents(1)	26/04/2015	04/03/2016	03/03/2017	03/03/2018
• for non-French tax residents(1)	26/04/2016	04/03/2017	03/03/2018	03/03/2019
*End of lock-up period (at the end of the trading day)****				
• for French tax residents(2)	26/04/2017	04/03/2018	03/03/2019	03/03/2020
• for non-French tax residents(3)	26/04/2016	04/03/2017	03/03/2018	03/03/2019
Number of Performance Shares vested (unavailable)	27,570	21,482	0	0
Number of cancelled/expired Performance Shares	10,267	6,644	4,877	2,589
Outstanding Performance Shares (unvested)	7,138	7,930	31,639	34,965

n/a means any information relating to a period within which the person involved was neither an Executive Officer nor an employee of the Company.
** Beneficiaries were employees up to April 25, 2013*
*** Mrs Astrid Panosyan was appointed as Chief Resources Officer effective September 1, 2015, by the Supervisory Board held on July 22, 2015, upon the recommendation of the GN&RC.*
**** Indicative dates which must be adjusted to take into account non business days.*
(1) Subject to the completion of the performance condition which shall be tested as of 26/04/2015 for the 2012 Plan, 04/03/2016 for the 2013 Plan, 03/03/2017 for the 2014 Plan and 03/03/2018 for the 2015 Plan. If the performance condition is not met, all rights are definitively lost respectively on 26/04/2017 (Plan 2012), on 04/03/2018 (Plan 2013), on 03/03/2019 (Plan 2014), and on 03/03/2020 (Plan 2015), final expiry date after the vesting period.
(2) Subject to the performance condition being met on 26/04/2015 (Plan 2012), on 04/03/2016 (Plan 2013), on 03/03/2017 (Plan 2014), and on 03/03/2018 (Plan 2015). If not, the holding period will expired 2 years after the effective restrictive test.
(3) Subject to the performance condition being met on 26/04/2016 (Plan 2012), 04/03/2017 (Plan 2013), 03/03/2018 (Plan 2014), and 03/03/2019 (Plan 2015). If not, the lock-up period could be extended until 26/04/2017 (Plan 2012), 04/03/2018 (Plan 2013), 03/03/2019 (Plan 2014), and 03/03/2020 (Plan 2015) at the latest.

As at March 8, 2016, after recognition of cancellation, the number of potential shares to be issued with respect to Performance Shares represent 0.08% of fully diluted share capital.

5.2.3.3. Warrants to purchase existing shares and/or subscribe for new shares

None.

5.2.3.4. ORA (bonds redeemable in shares)

Pursuant to the Rodamco Europe B.V. Public Exchange Offer, 9,363,708 ORA were issued in part consideration for the shares contributed by Rodamco Europe B.V. shareholders. As at December 31, 2015, 9,357,519 ORA had been redeemed for shares.

The remaining ORA, yet to be converted, as at December 31, 2015, is 6,189. A total of 7,736(1) 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(2).

5.2.3.5. ORNANE (bonds redeemable in cash and/or in new and/or existing shares)

ORNANE 2012 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 nominal amount of €750 Mn.

In April 2015, Unibail-Rodamco SE completed a repurchase procedure which resulted in the purchase of 99% of the 2012 ORNANE. As at December 31, 2015, the remaining number of 2012 ORNANE, is 42,122.

The 2012 ORNANE are convertible since January 1, 2016. The rate of conversion is 1.13 as at December 31, 2015. 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).

ORNANE 2014 issuance on June 25, 2014

On June 25, 2014, Unibail-Rodamco SE issued 1,735,749 ORNANE at a nominal value per unit of €288.06, representing a nominal amount of €500 Mn.

The 2014 ORNANE will be potentially convertible from April 1, 2016. The rate of conversion is 1.03 as at December 31, 2015. For full details on the 2014 ORNANE, please refer to the "Note d'opération" approved by the *Autorité des marchés financiers* (AMF) (French financial markets authority) under visa no. 14-296 dated June 17, 2014(2).

ORNANE 2015 issuance on April 15, 2015

On April 15, 2015, Unibail-Rodamco SE issued 1,441,462 ORNANE at a nominal value per unit of €346.87, representing a nominal amount of €500 Mn.

The 2015 ORNANE will be potentially convertible from April 1, 2016. The rate of conversion is 1.00 as at December 31, 2015. For full details on the 2015 ORNANE, please refer to the "Note d'opération" approved by the *Autorité des marchés financiers* (AMF) (French financial markets authority) under visa no. 15-144 dated April 8, 2015(2).

5.2.4. Share buy-back programme

Pursuant to Articles L. 225-209 and 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 16, 2015 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 authorization 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 authorization 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 and the liquidity of the shares through an investment intermediary in the context of a liquidity contract;

(1) Subsequent to ORA holder entitlement to round up fractional shareholdings.
(2) Available for free on the Company's website or on request.

(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 €250 per share, excluding costs, based on a nominal value of €5/share. The total cost of the share buy-back programme must not exceed €2.45 Bn.

At the Combined General Meeting to be held on April 21, 2016, the Management Board will propose to shareholders that they renew this authorization for a period of eighteen months on the same terms and conditions, *i.e.* a maximum share buy-back purchase price at €250 per share, excluding costs, based on a nominal value of €5/share. The total cost of the share buy-back programme must not exceed €2.47 Bn pursuant to the share capital as at December 31, 2015 (*i.e.* 98,693,942 shares).

This new authorization, subject to the Annual General Meeting approval, would replace the authorization granted on April 16, 2015. This authorization cannot be used by the Management Board during the period of a public offer.

5.2.4.1. Review of share buy-back programme (March 3, 2015 to March 8, 2016)

Between March 3, 2015 and April 16, 2015, the Company did not buy-back any shares pursuant to the General Meeting authorization of April 23, 2014.

From April 17, 2015 to March 8, 2016, the Company did not buy-back any shares pursuant to the General Meeting authorization of April 16, 2015.

As at March 8, 2016, the Company does not hold any of its own shares.

Situation as at March 8, 2016

% 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	0
Number of shares held in the portfolio as at March 8, 2016	0
Accountant value of the portfolio	€0
Market value of the portfolio	€0

Information on transactions between the Combined General Meeting held on April 16, 2015 and March 8, 2016

	Gross totals		Open positions on Registration Document filing date			
			Buy		Sell	
	Buy	Sales/Transfers	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.

5.2.5. Pledged Company shares

As at March 8, 2016, 70,962 shares were pledged in a registered custodian account *(nominatif administré)*. No standard registered shares *(nominatif pur)* were pledged.

5.2.6. 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 custodian) within a ten-year period as from the sale of shares.

5.2.7. Other securities granting access to the share capital

None.

5.2.8. Dividends/Distribution of profits

Dividends are paid out of profits, retained earnings and, if necessary, distributable reserves.

In respect of the 2014 financial year, the Company made a distribution of €9.60 per share deducted from the "distributable earnings" (as authorised by the General Meeting on April 16, 2015), through an instalment payment made on March 26, 2015 and a balance payment on July 6, 2015.

The shareholders of the Group received in total for each Unibail-Rodamco SE share owned:

- €4.87 in cash paid from Unibail-Rodamco SE's tax exempt real estate activities (dividend issued from the "SIIC regime"). Such dividend, which corresponds to the Company's distribution obligation under the SIIC regime, is not subject to the 3% contribution tax which is otherwise payable by companies that are liable to corporate income tax on the distributions they make (Article 235 *ter* ZCA of the French Tax Code);
- €4.73 in cash paid from Unibail-Rodamco SE's non-tax exempt activities (dividend issued from the activities which are not exempt under the "SIIC regime"). The Company was liable for the aforesaid 3% contribution tax in respect of this dividend.

The total distribution with respect to the 2014 financial year was €946,454,707.

With respect to the 2015 financial year, on the basis of the consolidated recurring result of €10.46 per share(1), the Management Board will propose to shareholders at the General Meeting to be held on April 21, 2016, that they approve the accounts for the financial year ending December 31, 2015 and the payment of a dividend of €9.70 per share to be paid out of distributable profits, which is an increase of 1.0% in relation to 2014. This represents a distribution rate of 93% of the recurring net result per share which is an increase compared to 2014 (88%).

Subject to the approval of the General Meeting scheduled on April 21, 2016, the shareholders of the Group will receive a distribution of €9.70 per share for each owned Unibail-Rodamco SE share, composed as follows:

- €8.89 in cash paid from Unibail-Rodamco's tax exempt real estate activities (dividend issued from the "SIIC regime"). Such dividend, which corresponds to the Company's distribution obligation under the SIIC regime, will not be subject to the 3% contribution tax which is otherwise payable by companies that are liable to corporate income tax on the distributions they make (Article 235 *ter* ZCA of the French Tax Code).

  At present, French tax treatment of recipients should be as follows:

  - for non-French residents, subject to double tax treaties provisions, this dividend will bear French withholding tax,
  - for French collective investment vehicles and such comparable vehicles constituted according to a foreign law established in the European Union or in a State or territory having entered into an exchange of information treaty with France, this dividend will bear a 15% withholding tax (Articles 119 *bis* 2° and 219 *bis* 2° of the French Tax Code),
  - for French-resident individuals, this dividend will not benefit from the 40% rebate referred to in Article 158-3-2° of the French tax code and a 21% withholding tax may also be applicable (Article 117 *quater* of the French Tax Code),
  - for persons that are liable to French corporate income tax, this dividend will not be eligible to the tax exemption provided for under the parent-subsidiary regime of Articles 145 and 216 of the French Tax Code(2);
- €0.81 in cash paid from Unibail-Rodamco SE's non-tax exempt activities (dividend issued from the activities which are not exempt under the "SIIC regime"). The Company will be liable for the aforesaid 3% contribution tax in respect of this dividend. At present, French tax treatment of recipients should be as follows:
  - for non-French residents, subject to double tax treaties provisions, this dividend will bear French withholding tax. However, collective investment vehicles established in the European Union or in a State or territory having entered into an exchange of information treaty to fight against fraud and tax evasion with France may benefit from a withholding tax exemption provided they are in a position to show that they are comparable to French collective investments vehicles. Otherwise, as the case may be, within the European Union, the withholding tax exemption provided for by the parent-subsidiary directive (2011/96/EU) may apply (Article 119 *ter* of the French Tax Code),
  - for French-resident individuals, this dividend may benefit from the 40% rebate referred to in Article 158-3-2° of the French Tax Code. A 21% withholding tax may also be applicable (Article 117 *quater* of the French Tax Code),
  - for persons that are liable to French corporate income tax, this dividend may be eligible to the tax exemption provided for under the parent-subsidiary regime of Article 145 and 216 of the French Tax Code (subject to compliance with all requirements of this regime).

The payment of the dividend, the amount of which has been fixed on February 2, 2016 by the Supervisory Board, will be paid as follows:

- payment of an interim dividend of €4.85 paid on March 29, 2016 (ex-date March 23, 2016) from the profits of Unibail-Rodamco SE's tax exempt real estate activities;
- payment of a final dividend of €4.85 paid on July 6, 2016 (ex-date July 4, 2016), subject to approval of the General Meeting on April 21, 2016, of which €0.81 arising from the profits of Unibail-Rodamco SE's tax exempt real estate activities.

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. 1126-1 of the French General Code of the Property of Public Persons *(Code général de la propriété des personnes publiques).*

(1) Split based on the number of existing shares as at December 31, 2015.

(2) The amended finance law for 2015 dated December 29, 2015 restated the non-eligibility of dividends issued from the SIIC regime to the parent-subsidiary regime which was punctually cancelled further to a decision of the Conseil constitutionnel ruling against a more general disposition introduced by the amending finance law for 2014 and including the exclusion of dividends issued from the SIIC regime.

Increases/decreases in Unibail-Rodamco's share capital during the past five years

Date	Movements in the share capital	Number of shares issued	Total number of shares	Total share capital	Premium resulting from transaction
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)	-5,99	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	-128,37	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	-8,9	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
09/05/2012	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
01/03/2013	Exercise of options (2006-2008)	105,465	94,997,445	€474,987,225	€10,720,322.94
31/03/2013	Exercise of options (2006-2009)	431,244	95,428,689	€477,143,445	€38,676,960.60
03/06/2013	Exercise of options (2006-2009)	582,712	96,011,401	€480,057,005	€54,102,667.78
03/06/2013	Reimbursement of ORA	21	96,011,422	€480,057,110	€3,190.92
03/06/2013	Dividend paid in shares	1,190,366	97,201,788	€486,008,940	€189,994,317.26
01/07/2013	Company Savings Plan	27,812	97,229,600	€486,148,000	€4,249,951.72
30/09/2013	Exercise of options (2006-2009)	10,451	97,240,051	€486,200,255	€1,018,780.52
31/12/2013	Exercise of options (2006-2009)	28,525	97,268,576	€486,342,880	€2,834,076.22
03/03/2014	Exercise of options (2007-2009)	17,733	97,286,309	€486,431,545	€1,708,947.30
31/03/2014	Exercise of options (2007-2010)	298,109	97,584,418	€487,922,090	€33,304,465.88
30/06/2014	Exercise of options (2007-2010)	416,441	98,000,859	€490,004,295	€47,417,417.39
01/07/2014	Company Savings Plan	30,779	98,031,638	€490,158,190	€4,830,560.79
30/09/2014	Exercise of options (2007-2010)	9,206	98,040,844	€490,204,220	€964,819.33
30/09/2014	Anticipated allocation of Performance Shares (2012) following a death	43	98,040,887	€490,204,435	€0.00
30/09/2014	Reimbursement of ORA	500	98,041,387	€490,206,935	€76,140.00
31/12/2014	Reimbursement of ORA	72	98,041,459	€490,207,295	€10,941.68
31/12/2014	Exercise of options (2007-2010)	16,888	98,058,347	€490,291,735	€1,737,148.66
03/03/2015	Reimbursement of ORA	1,045	98,059,392	€490,296,960	€159,132.60
03/03/2015	Exercise of options (2007-2010)	15,774	98,075,166	€490,375,830	€1,698,066.93 €
03/04/2015	Reimbursement of ORA	180	98,075,346	€490,376,730	€27,410.40
03/04/2015	Exercise of options (2008-2011)	370,345	98,445,691	€492,228,455	€49,774,191.67
30/06/2015	Reimbursement of ORA	126	98,445,817	€492,229,085	€19,163.97
30/06/2015	Allocation of Performance Shares (2012)	27,527	98,473,344	€492,366,720	€0.00
30/06/2015	Exercise of options (2008-2011)	115,751	98,589,095	€492,945,475	€14,760,250.08
01/07/2015	Company Savings Plan	28,202	98,617,297	€493,086,485	€5,223,355.02
30/09/2015	Exercise of options (2008-2011)	22,486	98,639,783	€493,198,915	€2,877,669.34
30/09/2015	Reimbursement of ORNANE	1,831	98,641,614	€493,208,070	n/a
31/12/2015	Reimbursement of ORA	100	98,641,714	€493,208,570	€15,228.00
31/12/2015	Exercise of options (2009-2011)	52,228	98,693,942	€493,469,710	€5,717,440.57

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.

5.3. SHARE CAPITAL AND VOTING RIGHTS

5.3.1. Ownership of capital and voting rights

The Group's share capital as at March 8, 2016 comprises of 98,760,646 fully paid-up shares with a nominal value of €5 each. One voting right is attached to each share in accordance with the "one share, one vote" principle.

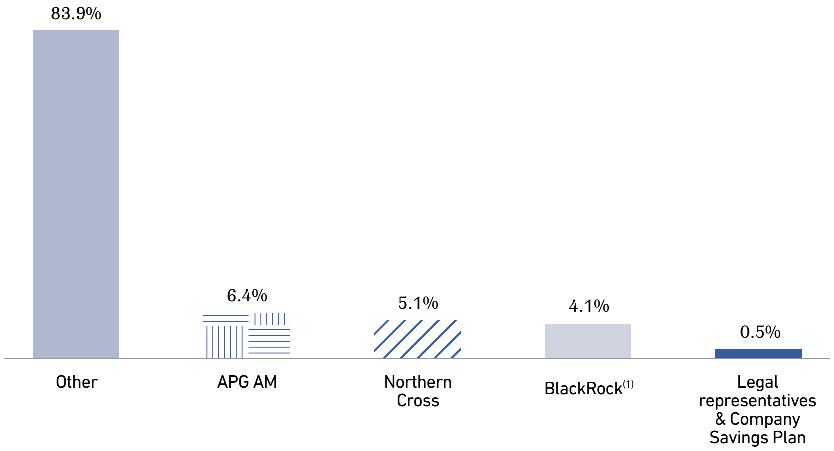
99,5% of the share capital is free floating.

The Company's shareholding structure has changed as follows during the last three financial years:

	Year-end-2013			Year-end-2014			Year-end-2015			Position as at 08/03/2016		
Shareholder	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	96,838,169	99.56%	99.56%	97,613,810	99.55%	99.55%	98,171,188	99.47%	99.47%	98,227,844	99.46%	99.46%
Treasury shares	0	0.00%	0.00%	0	0.00%	0.00%	0	0.00%	0.00%	0	0.00%	0.00%
Company directors	178,990	0.18%	0.18%	199,780	0.20%	0.20%	282,512	0.29%	0.29%	297,431	0.30%	0.30%
Group Company Savings Plan (1)	251,417	0.26%	0.26%	244,757	0.25%	0.25%	240,242	0.24%	0.24%	235,371	0.24%	0.24%

(1) Including units in the Company Saving Plan hold by the members of the Management Board.

Shareholding Structure as of December 31, 2015



(1) BlackRock Advisors (U.K.), LTD.

5.3.2. Information regarding ownership threshold disclosures since January 1, 2015[1]

In addition to the thresholds provided by Article 9 bis of the Articles of Association of Unibail-Rodamco SE[2] and in accordance with Article L. 233-7 of the French Commercial Code, any individual or entity acting on his own or in concert who comes to acquire a percentage of the share capital or voting rights[3] of the share capital of the Company which is equal to or greater than 5%, 10%, 15%, 20%, 25%, 30%, 33.3%, 50%, 66.6%, 90% or 95% is required to notify the Company and the French Financial Markets Authority within four business days following the crossing of such threshold, the total number of shares or voting rights it holds. Notification must also be given when the number of shares or voting rights falls below one of these thresholds.

Failing this, the voting rights attached to all shares exceeding the threshold that have not been disclosed are suspended in the Shareholders' meetings until such time as the situation has been regularized and for a period of two years after the date of due notification. Under the same conditions, the voting rights attached to such shares exceeding the threshold that ought to have been declared may not be exercised or transferred by the defaulting shareholder (Article L. 233-14 paragraphs 1 & 2 of the French Commercial Code).

A standard notification form declaring the crossing of legal thresholds is available on the AMF website.

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 08/03/2016	Number of voting rights	% of voting rights as of 08/03/2016
UBS AG (number of shares based on a fax dated 10/02/2015 sent to the Company)	1,981,254	2.01%	1,981,254	2.01%

5.3.3. Shareholders' agreement

To the best of the Company's knowledge, there is no shareholders' agreement, nor any person or group of persons exercising or capable of exercising control over the Company.

(1) Legal threshold disclosures notified prior to January 1, 2015 can be viewed on the AMF website and threshold Company disclosures notified to the Company are available at the registered office of the Company.

(2) Refer to Section 5.1.13 Statutory shareholder threshold and obligation to register shares of the present Annual Report.

(3) Calculated in accordance with Article 223-11 of the General Regulation of AMF, based on the total number of shares to which voting rights are attached, including shares without voting rights, as published on a monthly basis by Unibail-Rodamco SE as regulated information release.

5.4. CORPORATE GOVERNANCE: THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The Company, created in 1968, has been structured as a limited liability company with a Management Board and a Supervisory Board since May 21, 2007. Further to a decision of the Extraordinary General Meeting of May 14, 2009, the Company adopted the status of European company with a Management Board and a Supervisory Board.

This two-tier governance structure provides for a balance of power between executive functions, entrusted to the Management Board, and non-executive oversight functions, falling to the Supervisory Board, which oversees the management of the Company by the Management Board.

Such governance structure ensures an efficient balance between management and supervision allowing a responsive and reactive Management Board in the performance of its duties, in accordance with the prerogatives of the Supervisory Board, whose balanced and diverse composition guarantees independent oversight and balance in powers.

Adhesion and compliance with the Afep-Medef Corporate Governance Code

In accordance with the Article L. 225-68 of the French Commercial Code, Unibail-Rodamco SE refers to the Afep-Medef Code as its Corporate Governance code.

Pursuant to the Afep-Medef Code and the recommendations of the AMF (French financial market authority), companies are required to report exactly the manner in which they apply the Code and, if applicable, indicate the reasons why they did not comply with certain recommendations.

As of the date of registration of the present document, the Group has applied all of the recommendations set forth in the Afep-Medef Code, including those regarding the remuneration of Management Board members for listed French companies, the contents of which was confirmed and supplemented by the AMF recommendation n°2012-02.

The application of the recommendations set forth in the Afep-Medef Code and its evaluation is monitored by the Governance, Nomination and Remuneration Committee (GN&RC), which reports to the Supervisory Board, working closely with the Management Board. Each year, close attention is paid to the report issued by the Afep-Medef's High Committee for Corporate Governance (*Haut Comité du Gouvernement d'Entreprise*) and the AMF report on Governance and remuneration of executives. An analysis report on the Company's own practices and, if applicable, proposed improvements in the form of an action plan, is submitted to the GN&RC and subsequently to the Supervisory Board at the end of each year.

5.4.1. The Management Board

The Management Board is Unibail-Rodamco SE's collegial decision-making body and is overseen by the Supervisory Board. The members of the Management Board are collectively responsible for the Company's management and general course of affairs. The Management Board's mission consists in developping and executing the Company's strategy, effectively structuring and staffing the Company to ensure its efficient functioning, achieving the projected financial results and communicating these results in a suitable manner.

The actions of the Management Board are governed by a charter that may be consulted on the Company's website. Besides coordinating the Company's strategy, the Management Board policy and representing the Company *vis à vis* third parties, **the Chairman of the Board and CEO** is directly responsible for innovation, institutional relations and communication as well as internal audit and risk management. Upon the recommendation of the CEO, and subject to prior approval by the Supervisory Board, the members of the Management Board share the different operational responsibilities for the group amongst themselves.

Based on the delegations granted, the allocation of responsibilities amongst the members of the Management Board is as follows:

- One member of the MB acts as **Chief Financial Officer (CFO)** and, is responsible for generating profits through the optimization of the cost of capital, tax matters and investor relations. As such, he is in charge of the overall financial function within the Group (financial control, consolidation, financing, tax, the budget and 5-year plan, coordination of asset valuations and investor relations). He is also responsible for the investment/divestment process and defining the co-ownership and co-investment strategy; and coordinating corporate development (mergers and acquisitions, strategic alliances and joint venture developments).
- One member of the Management Board acts as **Chief Operating Officer (COO)** and, is responsible for: defining the retail asset strategy, the net rental growth (in absolute and like-for-like terms), tenants' sales and footfall throughout the Group's retail portfolio in compliance with the defined strategy, overall budget and plans; leading all operating departments: marketing, leasing and specialty leasing, operating management, shopping centre management and PMPS (Property, Maintenance, Purchasing and Sustainability); and supervising and supporting the Regional Managing Directors in all regions including the Regional Managing Director Offices France.

- One member of the Management Board acts as **Chief Resources Officer (CRO)** and, is in charge of human resources, information technology and organisation functions, as well as corporate sustainability. This member is in charge of identifying and monitoring key legal risks, determining and overseeing the deployment of the Group's legal philosophy, policies and procedures and managing litigation activity, and negotiating and overseeing the drafting of material contracts.
- One member of the Management Board acts as **Chief Development Officer (CDO)** and, is responsible for the origination and the execution of property development projects for the construction of new assets and for major restructurings, extensions or refurbishments of existing assets.
- One member of the Management Board acts as **Deputy Chief Financial Officer (Deputy CFO)** and, is particularly in charge of financing, financial control, the budget and the 5-year plan, as well as supervising the Finance functions in the regions for his principal areas of responsibility.

The Management Board also actively supervises the Company's internal audit programme.

The Management Board upholds the interests of the Group and its operations in the performance of its duties. It takes into account the relevant interests of all stakeholders of the Company. It is held to account for the manner in which it carries out its duties. It must act with independence, loyalty and professionalism. As provided for by the Afep-Medef Code, the Supervisory Board assesses the functioning of the Management Board on an annual basis. For more information, please refer to the Report of the Chairman of the Supervisory Board (page 300).

5.4.1.1. Composition of the Management Board

As at December 31, 2015, it consists of six members.

Management Board members	Nationality	Age	Main function	First appointment to the Management Board	Effective date	Renewal of mandate	Expiry date/End of mandate
Christophe CUVILLIER	French	53	Chairman of the Management Board and CEO	27/04/2011	01/06/2011	25/04/2013(1)	AG 2017
Olivier BOSSARD	French	51	Management Board member – Chief Development Officer	04/03/2013	25/04/2013		AG 2017
Fabrice MOUCHEL	French	45	Management Board member – Deputy Chief Financial Officer	04/03/2013	25/04/2013		AG 2017
Astrid PANOSYAN	French	44	Management Board member – Chief Resources Officer	22/07/2015	01/09/2015		AG 2017
Jaap TONCKENS	Dual American/Dutch	53	Management Board member – Chief Financial Officer	22/07/2009	01/09/2009	25/04/2013	AG 2017
Jean-Marie TRITANT	French	48	Management Board member – Chief Operating Officer	04/03/2013	25/04/2013		AG 2017

(1) Appointed Chairman of the Management Board on March 4, 2013 with effect at April 25, 2013.

Mandates held by the actual members of the Management Board as at December 31, 2015

Mr Christophe Cuvillier Chairman of the Management Board Chief Executive Officer of Unibail-Rodamco SE Born on December 5, 1962	**Other current Functions and Mandates outside of the Unibail-Rodamco Group** **French Companies** ● Representative of Unibail-Rodamco as Member of the French Fédération des Sociétés Immobilières et Foncières (FSIF). ● Director of Pavillon de l'Arsenal. ● Representative of Unibail-Rodamco on the Board of Directors of Société Paris – Île-de-France Capitale Économique. **Foreign Companies** ● Representative of Unibail-Rodamco as Member of the European Public Real Estate Association (EPRA). **Other current intra-group Functions and Mandates** **French Companies** ● Director of Viparis Holding. **Foreign Companies** ● Chairman of the Supervisory Board of Rodamco Europe B.V. ● Director and Chairman of the Board of Directors of U&R Management B.V. **Previous Mandates during the last 5 years** **French Companies** ● Director of Comexposium Holding S.A. **Foreign Companies** ● Member of the Board of Directors and Secretary of Unibail Rodamco Spain S.L.U. (formerly known as Unibail Rodamco Inversiones, S.L.U.) and Unibail Rodamco Ocio S.L.U. ● 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. **CV** ● Graduate of HEC business school. ● Prior to joining Unibail-Rodamco, Mr Cuvillier held various positions within Kering Group from 2000; notably, Chief Executive Officer of FNAC from 2008 to 2010 and Chief Executive Officer of Conforama from 2005 to 2008. ● Prior to Kering, he spent 14 years with the Luxury Products Division of the L'Oreal Group, both in France and abroad. ● Prior to his appointment as Chairman of the Management Board on April 25, 2013, he was a Management Board member as Chief Operating Officer (since June 2011).

Mr Olivier Bossard
Member of the Management Board
Chief Development Officer
Born on May 12, 1964
	Other current intra-group Functions and Mandates
	French Companies
	● Managing Director of Espace Expansion S.A.S.
	● Managing Director of Unibail Management S.A.S.
	● Manager of Le Cannet Developpement S.A.R.L., itself Chairman of Copecan S.A.S.
	● Chairman of Unibail-Rodamco Development S.A.S., itself:
	  ▪ Manager of S.C.I. 3 Borders, S.N.C. Saint Jean, S.N.C. Saint Jean II, S.N.C. Les Terrasses Saint Jean, S.N.C. Juin Saint Hubert, S.N.C. Juin Saint Hubert II, S.C.I. Trinity Defense, S.C.I. CNIT Developpement and S.N.C. Financière Loutan (itself Manager of SNC Vilplaine) and
	  ▪ Chairman of Unibail-Rodamco SIF France S.A.S. and Uniwater S.A.S.
	● Director of Unibail-Rodamco Participations S.A.S.
	Foreign Companies
	● Director of U&R Management B.V.
	● Member of the Supervisory Board of Beta Development, s.r.o.
	● Director of Unibail-Rodamco Belgium N.V.
	● Supervisory Board member of CH Warszawa U sp. z o.o.
	Previous Mandates during the last 5 years
	French Companies
	● Managing Director of Immobilière Lidice S.A.S., itself Chairman of 1 UR'subsidiary.
	● Chairman and Director of Société Foncière du 4/6 Rue Louis Armand S.A.
	● Chairman of Unibail-Rodamco Development S.A.S., itself Manager of S.C.I. Aéroville and S.N.C. Lefoullon.
	● Manager of S.N.C. Holmy.
	● Chairman of Holmex S.A.S.
	CV
	● Architect (*École des Beaux-Arts, Paris*), Masters in City Planning and Urbanism (Sciences Po Paris), Degree in History (Paris VII).
	● Began his career in 1989 as a Project Manager with the French developer COGEDIM.
	● Joined PARIBAS in 1996 as a Portfolio Manager.
	● Joined Unibail Office Division in 1998 as Portfolio Manager, then became Head of Asset Management (2003) and Deputy General Manager of the Office Division (2005).
	● He was involved in the Unibail-Rodamco merger as Executive Vice President in charge of Unibail Development and Strategy (2006).
	● He became Managing Director of the Office Division on October 1, 2007 and was Group Managing Director of Development from October 16, 2010 to April 24, 2013.
	● His appointment to the Management Board as Chief Development Officer was effective from April 25, 2013.

Mr Fabrice Mouchel Member of the Management Board Deputy Chief Financial Officer of Unibail-Rodamco SE Born on April 16, 1970	**Other current intra-group Functions and Mandates** **French Companies** • n/a. **Foreign Companies** • Director of Liffey River Financing Ltd. • Director of U&R Management B.V. • Director of Crossroads Property Investors S.A. **Previous Mandates during the last 5 years** **French Companies** • Managing Director of R.E. France Financing S.A.S. **Foreign Companies** • n/a. **CV** • Graduate of HEC Business School and Masters Degree in Law and Bar diploma (CAPA: *certificat d'aptitude à la profession d'avocat*). • Lawyer in the Mergers & Acquisitions Department of Gide Loyrette & Nouel (1993-1996). • Vice-President of Mergers and Acquisitions at ING-Barings (1997-2001). • Joined Unibail in 2001 as Head of Corporate Development. • Became Head of Financial Resources and Investor Relations Department in 2002. • Was Deputy Chief Financial Officer from June 2007 to April 2013. • His appointment to the Management Board as Deputy CFO was effective from April 25, 2013.
Mrs Astrid Panosyan Member of the Management Board Chief Resources Officer of Unibail-Rodamco SE Born on August 13, 1971	**Other current intra-group Functions and Mandates** **French Companies** • Chairman and CEO of Société de Tayninh (listed company) • Chairman of Doria S.A.S., Unibail Management S.A.S., Espace Expansion Immobilière S.A.S. • Director of Unibail-Rodamco Participations S.A.S. • Supervisory Board Member of Uni-Expos S.A. **Foreign Companies** • Director of U&R Management B.V. **Previous Mandates during the last 5 years** **French Companies** • Member of the Board of Directors and of the Audit Committee of CEGID GROUP SA. **Foreign Companies** • n/a. **CV** • Graduate from IEP Paris, HEC Paris and the University of Harvard (Kennedy School of Government). • She started her career at AT Kearney before joining AXA's Strategy Department in 1998, then moved to the Department of Business Support & Development for Asia-Pacific region. • In 2002, she joined Groupama, where she successively held various senior positions in the International Department, the Department of Strategy and the Department of Finance. She became General Secretary of the Group in 2011. • Before joining Unibail-Rodamco, she was previously an advisor and member of the cabinet of Emmanuel Macron, French Minister of Economy, Industry and Digital Affairs where she was in charge of Economic Attractiveness and International Investments.

Mr Jaap Tonckens Member of the Management Board Chief Financial Officer of Unibail-Rodamco SE Born on July 16, 1962	**Other current intra-group Functions and Mandates** **French Companies** ● Chairman of Uni-Commerces S.A.S., itself Chairman of 17 UR'subsidiaries and manager of 34 UR'subsidiaries; of Immobilière Lidice S.A.S., itself Chairman of 5 UR'subsidiaries and manager of 20 UR'subsidiaries; of Rodamco-France S.A.S.; of UR-LAB S.A.S.; of Belwarde 1 S.A.S. ● Member of the Board Committee of S.C.I. Chesnay Pierre 2, Geniekiosk S.A.R.L., Aquarissimo S.A.S. and S.C.I. Parimall-Parly 2. **Foreign Companies** ● Chairman of the Supervisory Board of Unibail-Rodamco Germany. ● Director of Centro Asset Management Limited, Centro Europe (NO.2) Limited, Centro Europe Limited, Centro Holding (UK) .Limited, Centro Management GmbH, CentrO Grundstücksentwicklungs GmbH, Neue Mitte Oberhausen Projektentwicklung Ltd. & Co. KG, Neue Mitte Oberhausen Projektentwicklung Beteiligungs GmbH, Neue Mitte Oberhausen Projektentwicklung Verwaltungs Ltd. & Co. KG, Centro Oberhausen GmbH, Centro Projektentwicklungs GmbH and SL Oberhausen. ● Director of Unibail-Rodamco Belgium N.V. ● Representative of the Unibail-Rodamco S.E. Permanent Establishment in The Netherlands. ● Director of Rodamco Europe B.V., Rodamco Nederland B.V., Rodamco Nederland Winkels B.V., U&R Management B.V., Rodamco Europe Beheer B.V. ● Representative of Unibail-Rodamco Nederland Winkels B.V. ● Director of Unibail-Rodamco Poland 2 B.V., Rodamco España 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 4 B.V., Unibail-Rodamco Poland 5 B.V., Rodamco Project I B.V., Unibail-Rodamco Poland I B.V., Rodamco Europe Finance B.V., Rodamco Europe Finance II B.V, Unibail-Rodamco Cascoshop Holding B.V., Unibail-Rodamco Investments B.V., Unibail-Rodamco Investments 2 B.V., Unibail-Rodamco Investments 3 B.V., Real Estate Investments Poland Coöperatief U.A., Unibail-Rodamco Project B.V., Stichting Rodamco, Old Tower Real Estate B.V., New Tower Real Estate B.V., Broekzele Investments B.V., Unibail-Rodamco Retail Investments 1 B.V., Unibail-Rodamco Retail Investments 2 B.V. ● Member of the Board of Directors of Unibail- Rodamco Austria Verwaltungs GmbH, Shopping Center Planungs- und Entwicklungsgesellschaft mbH, SCS Motor City Süd Errichtungsges mbH, SCS Liegenschaftsverwertung GmbH, DZ-Donauzentrum Besitz- und Vermietungs-GmbH, Unibail-Rodamco Invest 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., ČERNÝ MOST II, a.s., CENTRUM CHODOV, a.s., Garáže Hráského s.r.o. ● Member of the Supervisory Board of Beta Development, s.r.o. ● Member of the Board of Directors of Rodamco Deutschland GmbH. ● Member of the Administrative Board (Verwaltungsrat) of Ring-Center I Berlin KG. ● Member of the Board of Directors of Euro-Mall Ingatlanbefektetési Kft and of the Board of Directors of UNIBORC S.A. ● Director of Aupark a.s. and UR P6 spol. s r.o. ● Member of the Board of GSSM Warsaw Sp. zo.o., WSSM Warsaw Sp. z o.o., Crystal Warsaw Sp. z o.o., Wood Sp. z o.o., Supervisory Board member of CH Warszawa U sp. z o.o. ● Director and Chairman of Unibail-Rodamco Spain S.L.U. (formerly known as Unibail Rodamco Inversiones, S.L.U.), Unibail-Rodamco Ocio S.L.U., Unibail Rodamco Palma, S.L.U., Unibail Rodamco Real Estate, S.L. and Unibail Rodamco Retail Spain, S.L. ● Director and Secretary of Proyectos Inmobiliaros New Visions 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 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 Projekt 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 Parkering A.B., Rodamco Fisketorvet A.B., Rodamco Nacka A.B., Rodamco Täby A.B., Rodamco Garage A.B., Anlos Fastighets A.B, Rodamco Scandinavia Holding A.B, Fastighetsbolaget Anlos H A.B, Fastighetsbolaget Anlos L A.B, Rodamco Handel A.B, Fastighetsbolaget Anlos K A.B, Rodareal OY. **Previous Mandates during the last 5 years** **French Companies** ● Co-Manager of S.A.R.L. Foncière d'Investissement S.A.R.L. ● Chairman of Uni-Commerces S.A.S., itself Chairman of 9 UR'subsidiaries and Manager of 31 UR' subsidiaries. ● Chairman of Immobilière Lidice S.A.S., itself Chairman of 7 UR' subsidiaries and Manager of 4 UR' subsidiaries. **Foreign Companies** ● Member of the Board of Unibail-Rodamco SI B.V. ● Director of Crystal Warsaw Real Estate B.V. ● Chairman of Rodamco Tyresö Centrum AB, Väsby Handel Fastighet AB, Haninge Handel Fastighets AB, Fastighetsbolaget ES Örebro AB, Fastighetsbolaget Grindtorp AB, Rodamco Nova Lund KB, Rodamco Holding AB, Rodamco Tumlaren AB, Rodamco Invest AB, Fastighetsbolaget Helsingborg Västra AB, Fastighetsbolaget Helsingborg Östra AB, Rodamco Nova Lund 2 AB, Rodamco Nova Lund 3 AB and Rodamco Management 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 Directors and Secretary of Unibail-Rodamco Proyecto Badajoz S.L.U. and Promociones Unibail-Rodamco Generales S.L.U. ● Member of the Board of Directors of Moravská obchodní, a.s. and of Rodamco Pankrác, a.s. ● Member of the Board of 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. and Rodamco CH 1 sp. z o.o. ● Member of the Board of Unibail-Rodamco Liegenschaftserwerbs GmbH and Unibail-Rodamco Austria Management GmbH. **CV** ● Law Degree from Leiden University, The Netherlands. ● Masters Degree in Law from Emory University, Atlanta, GA, U.S.A. ● Associate with Shearman & Sterling L.L.P. in New York and Paris. ● Associate, Vice-President and Executive Director at Morgan Stanley in London. ● Managing Director at Morgan Stanley, Leverage & Acquisition Finance, New York, NY, U.S.A. ● Managing Director at Endurance Capital, New York, NY, U.S.A. ● Joined Unibail-Rodamco's Management Board as General Counsel in 2009 and then became Chief Investment Officer in 2010. ● Was promoted Chief Financial Officer on July 2012.

Mr Jean-Marie Tritant Member of the Management Board Chief Operating Officer of Unibail-Rodamco SE Born on November 10, 1967	**Other current intra-group Functions and Mandates** **French Companies** ● Chairman of the Board Committee of Aquarissimo S.A.S. ● Member of the Board Committees of S.N.C. Saint Jean, S.N.C. Saint Jean II, S.N.C. Juin Saint Hubert, S.N.C. Juin Saint Hubert II, S.N.C. Les Terrasses Saint Jean. **Foreign Companies** ● Director of U&R Management B.V. ● Member of the Board of Directors and Secretary of Unibail Rodamco Spain, S.L.U. (formerly known as Unibail Rodamco Inversiones, S.L.U.), Unibail Rodamco Ocio SLU, Unibail Rodamco Palma, S.L.U., Unibail Rodamco Real Estate, S.L. and Unibail Rodamco Retail Spain, S.L. ● Member of the Board of Directors and Chairman of Proyectos Inmobiliaros New Visions, 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. ● Supervisory Board member of Unibail-Rodamco Germany GmbH. ● Director and Chairman of Rodamco Sverige AB. **Previous Mandates during the last 5 years** **French Companies** ● Chairman of Unibail Management S.A.S.; of Rodamco Gestion S.A.S.; of Espace Expansion S.A.S., itself Manager of 5 subsidiaries and Chairman of 1 subsidiary. ● Managing Director of Uni-Commerces S.A.S., itself Manager of 57 UR'subsidiaries and Chairman of 25 UR'subsidiaries; of Immobilière Lidice S.A.S., itself Manager of 19 UR'subsidiaries and Chairman of 11 UR'subsidiaries; of Rodamco France S.A.S., itself Representative of Parly 2 Avenir S.A.S.; of Unibail Management S.A.S. ● Manager of SOGEFIC S.A.R.L., Espace Coquelles S.A.R.L., BAY 1 BAY 2 S.A.R.L., BEG Investissements S.A.R.L., Cefic Gestion S.A.R.L. and Geniekiosk S.A.R.L. ● Chairman and Chief Executive Officer of Union Internationale Immobilière S.A., of Société d'Exploitation du Parking du Forum des Halles de Paris S.A and Director of Société Foncière du 6/8 Rue Louis Armand S.A. **Foreign Companies** ● Director and Chairman Unibail Rodamco Proyecto Badajoz S.L.U. and Unibail Rodamco Palma, S.L.U. ● Director and representative of Unibail-Rodamco Nederland Winkels B.V. ● Supervisory Board Member of mfi AG. **CV** ● Graduate of ESC Dijon – Business School. ● Master's Degree from Paris I-Sorbonne University in commercial real estate (a qualification recognized by the Royal Institution of Chartered Surveyors). ● Started his career at Arthur Andersen Paris. ● Joined Unibail in 1997. ● Appointed as Managing Director of the Office Division in 2002, and Managing Director Retail France in 2007. ● His appointment to the Management Board as Chief Operating Officer was effective from April 25, 2013.

5.4.1.2. Shares held by the members of the Management Board at December 31, 2015

All of the shares held by the members of the Management Board shall be registered shares (Article L. 225-109 of the French Commercial Code).

Number of Unibail-Rodamco SE shares held by the members of the Management Board on December 31, 2015 :

Members of the Management Board	Total number of shares*
Christophe CUVILLIER Chief Executive Officer	25,294
Olivier BOSSARD Chief Development Officer	80,820
Fabrice MOUCHEL Deputy Chief Financial Officer	75,892
Astrid PANOSYAN (1) Chief Resources Officer	0
Jaap TONCKENS Chief Financial Officer	7,797
Jean-Marie TRITANT Chief Operating Officer	95,547

* *Including the shares equivalent to the number of units held in the Company Savings Plan on December 31, 2015.*

(1) *Mrs Astrid Panosyan was appointed as Chief Resources Officer effective September 1, 2015, by the Supervisory Board held on July 22, 2015, upon the recommendation of the GN&RC.*

Retention and investment requirements applicable to members of the Management Board

In order to maintain and promote an alignment of interests between shareholders and the Management Board members and upon proposal of the Supervisory Board (in line with the French Afep-Medef corporate governance code and with the provisions of the French Commercial Code), members of the Management Board have been required to comply with retention and investment requirements in respect of the Company's shares respectively, since October 10, 2007[1] regarding Stock Options and since March 5, 2012[1] regarding Performance Shares.

Obligation to retain shares

- 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 the end of their mandates as Management Board members. This retention obligation applies up to a value equivalent to two years of gross annual fixed income (three years of gross annual fixed income for the CEO), until the end of their mandates as Management Board members.
- All Management Board members must retain 30% of the Performance Shares (once they become available) as a personal investment, until the end of their mandates as Management Board members.
- This retention obligation, together with the retention obligation for Stock Options, applies up to a value equivalent to two years of gross annual fixed income for non-CEO Management Board members (three years of gross annual fixed income for the CEO), until the end of their mandates as Management Board members.

Obligation to invest in shares

- 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 equivalent to at least 50% of his or her gross annual fixed income in any given year.

5.4.1.3. Management Board members which mandate ended over the 2015 financial year

Mrs Armelle Carminati-Rabasse's mandate as member of the Management Board and as Chief Resources Officer of Unibail-Rodamco SE ended on August 31, 2015.

5.4.2. The Supervisory Board

The Supervisory Board exercises permanent oversight and control over the Management Board and the general affairs of the Company as provided by law, the Articles of Association and its internal Charters. The Supervisory Board is guided by the interests of the Company and its business; it takes into account the relevant interests of all stakeholders of the Company.

At any time of the year, it may carry out any verification or controls it deems necessary and may request any documents it deems useful for the fulfillment of its mission.

For details on its functioning and its self-assessment, see the Report of the Chairman of the Supervisory Board (page 300).

5.4.2.1. Composition of the Supervisory Board

As at December 31, 2015, the Supervisory Board has eleven members elected for a term of three years.

The Supervisory Board Chairman is Mr Rob ter Haar 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 [2].

The Supervisory Board has two 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[2], 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.

(1) Supervisory Board decision pursuant to section L. 225-185 of the French Commercial Code.
(2) Available on the Company's website and at the Company's registered office.

Supervisory Board Members as at December 31, 2015

AUDIT COMMITTEE MEMBERS

Name	Age	Gender	Nationality	Independent[1]	SB Attendance Rate	Committee Attendance Rate	Last Renewal	Term Expires at AGM	Number of Shares Held
Mr François Jaclot SB Vice-Chairman	66	M	French	Yes	75%[2]	50%[2]	2013	2016[3]	339
Mr Frans J.G.M. Cremers	63	M	Dutch	Yes	100%	100%	2013	2016[3]	329
Mr Jean-Louis Laurens AC Chairman	61	M	French	Yes	100%	100%	2015	2018	363
Mr Alec Pelmore	62	M	British	Yes	100%	100%	2015	2018	500
Mrs Sophie Stabile	45	F	French	Yes	100%	100%	2015[4]	2018	5

GN&RC MEMBERS

Name	Age	Gender	Nationality	Independent	SB Attendance Rate	Committee Attendance Rate	Last Renewal	Term Expires at AGM	Number of Shares Held
Mr Rob ter Haar SB & GN&RC Chairman	65	M	Dutch	Yes	100%	100%	2014	2017	354
Mr José Luis Duran(5)	51	M	Spanish	Yes	100%	80%	2014	2017	350
Mrs Mary Harris	49	F	British	Yes	100%	100%	2015	2018	600
Mrs Dagmar Kollmann	51	F	Austrian	Yes	100%	100%	2014[4]	2017	100[6]
Mr Yves Lyon-Caen	65	M	French	Yes	75%	80%	2014	2017	404
Mrs Jacqueline Tammenoms Bakker	62	F	Dutch	Yes	83%	100%	2015[4]	2018	21

(1) 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 303 to 305.
(2) Exceptional absences due to personal reasons, discussed directly with the Supervisory Board Chairman.
(3) No re-appointment sought due to term limit of 12 years in order to maintain independence as specified in the Supervisory Board Charter.
(4) First appointment.
(5) Joined the Audit Committee as of January 1, 2016.
(6) Holds 240 shares as at February 2016.

Mandates Held by Supervisory Board Members on December 31, 2015

AUDIT COMMITTEE MEMBERS

Mr François Jaclot SB Vice-Chairman	**Other Current Functions and Mandates** ● Director and CEO of AOG (Addax & Oryx Group) (MT). ● Managing Director of FJ Consulting (Be). **Previous Mandates during the last 5 years** ● Chairman of the Boards of Directors of FACEO (FR), of SEREN (FR) and of Financière du Bois du Roi (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). ● Former *Inspecteur des Finances* and former board member of Suez, M6, Eurotunnel, GMT, and former CFO to Lafarge, Suez and Inbev (ex-Interbrew).
Dr Frans Cremers	**Other Current Functions and Mandates** ● Chairman of the Supervisory Board of SBM Offshore N.V. (NL) (listed). ● Supervisory Board member of Royal Vopak 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** ● Chairman of the Supervisory Board of Royal Imtech N.V. (NL) (listed). ● Member of the Committee investigating Fortis N.V. on behalf of the Enterprise Chamber of the Amsterdam Court of Appeal (2009-2010). ● Vice-Chairman of the Supervisory Boards of Fugro N.V. (NL) (listed) and NS N.V. the Dutch Railways (NL). ● Member of the Supervisory Boards of Luchthaven Schiphol N.V. (NL) and of Parcom Capital Management B.V. (NL). **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 lastly as CFO of Shell Expro (UK). ● From 1997-2004 he was CFO and member of the Executive Board of VNU N.V. (NL).
Mr Jean-Louis Laurens AC Chairman	**Other current Functions and Mandates** ● General Partner of Rothschild & Cie Gestion Paris (FR). ● Chairman of the Board of Rothschild Asset Management Inc. New York (USA) and of the Board of Risk Based Investment Solutions Ltd, London (UK) (Rothschild Group). **Previous Mandates during the last 5 years** ● None. **CV** ● Graduate of the *École des Hautes Études Commerciales* (HEC). ● Has a Doctorate in Economics and a Masters Degree in Law. ● Former Executive Director of Morgan Stanley International, Former CEO of AXA Investment Managers France, former CEO of ROBECO France and former Global Head of Mainstream Investment of Robeco Group (until 2009).
Mr Alec Pelmore	**Other Current Functions and Mandates** ● Non-Executive Director and member of the Audit and Nomination Committees of London Metric Property PLC (UK) (listed). **Previous Mandates during the last 5 years** ● Senior Independent Director on the Board of Metric Property Investments plc, Chairman of its Audit Committee and member of its Nomination and Remuneration Committee (UK) (listed). **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.
Mrs Sophie Stabile	**Other Current Functions and Mandates** ● Executive Committee member of AccorHotels (FR)(listed). ● Chief Executive Officer of HotelServices France (FR) (Accor Group). ● Chairman of the Supervisory Board of Orbis (FR) (listed – Accor Group). ● Supervisory Board member of Altamir (FR) (listed). ● Non-Executive Board member of Spie (FR) (listed). **Previous Mandates during the last 5 years** ● Board member of Groupe Lucien Barrière. **CV** ● Graduate of *École Supérieure de Gestion et Finances*.

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GN&RC MEMBERS

Mr Rob ter Haar
SB & GN&RC Chairman

Other Current Functions and Mandates
- Chairman of the Supervisory Boards of Mediq B.V. (NL) and of VvAA Groep B.V. (NL).
- Supervisory Board member of Bergschenhoek Groep B.V. (NL).

Previous Mandates during the last 5 years
- Audit Committee member of Unibail-Rodamco SE until April 27, 2011.
- Chairman of the Supervisory Board of Parcom Capital Management B.V. (NL).
- Supervisory Board member of Royal FrieslandCampina N.V. (NL), Maxeda Retail Group B.V. (NL), Sperwer Holding B.V. (NL), Spar Holding B.V. (NL) and Board member of Univar Inc. (USA).

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 José Luis Duran*

Other Current Functions and Mandates
- Non-Executive Director of Orange S.A. (FR) (listed) and of Inditex (ESP) (listed).

Previous Mandates during the last 5 years
- Board member of HSBC Holdings (UK), of Parashop Diffusion (FR) and of Aigle S.A. (FR).
- CEO of Devanlay S.A. (FR).
- CEO and Board member of Lacoste S.A. (FR).
- Chairman of the Board of Gant Holding AB (Sweden).

CV
- Bachelor of Economics and Management, Universidad Pontifica Comillas de Madrid, Spain.
- Former Chairman and CEO of Carrefour S.A. (FR).

Mrs Mary Harris

Other Current Functions and Mandates
- Member of the Supervisory Board, Audit and Nominations Committees and Chair of the Remuneration and Strategy Committees 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).
- Non-Executive Director of ITV PLC (UK) (listed) and of Reckitt Benckiser PLC (UK) (listed).

Previous Mandates during the last 5 years
- Member of Advisory Board of Irdeto B.V. (NL).
- Member of the Supervisory Boards of TNT N.V. (NL) and of Scotch & Soda N.V. (NL).

CV
- Masters Degree in Politics, Philosophy and Economics from Oxford University and a Masters Degree in Business Administration from Harvard Business School.
- Former Consultant and Partner at McKinsey & Co in London, Amsterdam, China and South East Asia and held various positions at Pepsi Beverages, Goldman Sachs and at private equity/venture capital firms.

Mr Yves Lyon-Caen

Other Current Functions and Mandates
- Chairman of the Supervisory Board of Bénéteau S.A. (FR) (listed) and of the Fédération Française des Industries Nautiques (FR).
- Member of the Supervisory Board of Sucres & Denrées (FR).

Previous Mandates during the last 5 years
- None

CV
- Law graduate of the *Institut d'Études Politiques* and former student of the *École Nationale d'Administration* (ENA).
- Former Board member of Nexans S.A. (FR) and Chairman and CEO of Crédit National and of Air Liquide Santé.

Mrs Dagmar Kollmann

Other Current Functions and Mandates
- Vice-Chair of the Supervisory Board of Deutsche Pfandbriefbank AG (DE).
- Member of the Supervisory Boards of Deutsche Telekom AG (DE) (listed), KfW IPEX-Bank GmbH (DE) and Bank Gutmann AG (AT).
- Commissioner of the Monopolies Commission (DE).

Previous Mandates during the last 5 years
- Vice-Chair of the Supervisory Board of HRE Holding AG (DE).

CV
- Masters of Law (focus on International and Business Law) from *Universität Wien*, Austria.
- Former Board member of Morgan Stanley International Ltd (UK) and Morgan Stanley and Co. International Ltd (UK).
- Former Chair of the Management Board, Country Head and CEO – Germany and Austria, Morgan Stanley Bank AG (DE).

Mrs Jacqueline Tammenoms Bakker

Other Current Functions and Mandates
- Non-Executive Director and member of Governance and Remuneration Committee of Groupe Wendel (FR) (listed).
- Non-Executive Director and member of the Remuneration and Nominations Committees of TomTom (NL) (listed).
- Non-Executive Director and member of the Governance and Sustainability Committee of CNH Industrial (UK) (listed).
- Chair Supervisory Board of the Van Leer Group Foundation (NL).

Previous Mandates during the last 5 years
- Non-Executive Director, Chair of the CSR Committee and member of the Remuneration Committee of Tesco PLC (UK) (listed).
- Non-Executive Director, Chair of the Remuneration Committee and member of the Nominations Committee of Vivendi S.A., France (FR).
- Supervisory Board member of the Land Registry/Ordnance Survey (NL).

CV
- B.A. in History and French, St. Hilda's College, Oxford.
- M.A. in International Relations, Johns Hopkins School for Advanced International Studies, Washington D.C.
- Former Advisor to the National Council for Environment and Infrastructure (NL).
- Former Director General Civil Aviation & Freight Transport of the Ministry of Transport, Public Works and Water Management (NL).
- Former Director or Executive of various public and private organisations including GigaPort (NL), Quest International (NL), and Shell International, and Consultant at McKinsey & Co (NL/UK).

* *Joined the audit committe as of January 1, 2016 .*

5.4.2.2. Shares held by Supervisory Board Members

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 Code and in order to promote an alignment of interests between shareholders and the Supervisory Board members, Article 3.3 of the Supervisory Board Charter requires all Supervisory Board members to hold a number of shares at least equal to one year of gross Supervisory Board fees (excluding committee fees and other fees and expenses) *i.e.* the equivalent of at least €52,000 in shares within 2 years of their appointment. See the table above "Supervisory Board Members" for details on individual member share ownership.

5.4.3. Supervisory Board Committees

Audit Committee

The Audit Committee is chaired by Mr Jean-Louis Laurens as of January 2015. It was composed of five members in 2015 and as of January 2016 it is composed of six members all of whom are independant (as determined pursuant to the criteria defined in the Afep-Medef Code and incorporated into the Supervisory Board Charter) and have significant financial and accounting expertise.

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. 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.

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 (GN&RC)

The GN&RC, chaired by Mr Rob ter Haar, was composed of six members in 2015. It is composed of five members as of January 2016, all of whom are independant (as determined pursuant to the criteria defined in the Afep-Medef Code and incorporated into the Supervisory Board 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 policy and related remuneration policies including; the remuneration policies and its components (fixed income, short-term incentive, long-term incentive and other benefits) and the annual remuneration arrangements of the CEO and the other members of the Management Board; (c) the scope, composition and functioning of the Management Board and the Supervisory Board; (d) the independence of the Supervisory Board members; (e) the (re)appointment of members of the Management Board and/or the Supervisory Board; and (f) the Group's corporate governance practices and rules.

5.4.4. 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).

5.5. UNIBAIL-RODAMCO'S COMPLIANCE PROGRAMME (INCORPORATING THE CODE OF ETHICS)

In an effort to comply with the strictest standards of governance, the Group established a Compliance Programme in 2008 that is applicable to all Group employees and managers in every region in which it operates.

The Compliance Programme hinges on 3 pillars: prevention, detection and correction, as presented in the following table.

Prevention	Detection	Correction
Commitment from management and employees to adhere to the Code of Ethics Existence of a special independent compliance function Implementation of an annual awareness module	Existence of an alert mechanism Existence of control and investigation procedures Implementation of control procedures for partners and suppliers	Ethics form an integral part of the employee evaluation policy Application of a zero tolerance policy in the form of systematic sanctions Reporting of incidents in an annual compliance report

This programme is led by the Group's Compliance Officer, who reports to the Chairman of the Management Board and the Chairman of the Supervisory Board. It notably incorporates:

- a Code of Ethics [1], translated into each language spoken within the Group, outlining the strengths and fundamental principles governing the Company and setting rules of conduct and guidelines for managers and employees to apply to their working environment, as well as for service providers and partners of the Group, in relation to:
  - respect for human dignity, work and non-discrimination,
  - compliance with the laws and regulations,
  - loyalty, integrity and the managing of conflicts of interest,
  - ethical conduct of business (including efforts to fight against corruption),
  - the protection of confidential information and personal data,
  - respect for competitors,
  - the use of Unibail-Rodamco SE's assets and services,
  - respect for delegations of authority and signature;
- a procedure relating to "insider trading" and the trading of Unibail-Rodamco SE securities;
- a verification procedure for people who are hired and appointed or promoted to sensitive positions (*i.e.* executive officers, cash management, authorised bank signatories and Chief Resources Officer) through a requirement to supply a non-criminal record certificate and a list of mandates held in companies outside of the Group;
- an IT charter concerning the use of the IT tools made available to employees;
- a procedure to handle internal or external irregularities with a single email address;
- a procedure to tackle money laundering and the financing of terrorism; and
- a procedure, which is in the course of being drafted, to fight against corruption.

As part of its purchasing procedure, the Group has strict supplier selection criteria and requires suppliers to adhere to the principles of the Code of Ethics.

Every year, each employee of the Group completes an online awareness module specifically covering the Compliance Programme. The module was updated in 2015 to incorporate modifications in the Code of Ethics.

The Compliance Officer submits an annual Compliance Report to the Management Board and the Governance, Nomination and Remuneration Committee. This report notably documents instances of non-compliance with the Code of Ethics and the above-mentioned procedures. The Group applies the strictest standards and may issue sanctions depending on the severity of the incidents, in accordance with the legislation in force.

The "insider trading" procedure imposes a certain number of rules pertaining to the trading of Company securities (or other financial instruments linked to such securities) or shares or related financial instruments in the Company's listed subsidiaries. There are also rules prohibiting the trading of such securities during closed periods (the thirty-day period prior to the publication of interim and annual accounts).

All executive officers, managers and employees of the Group are required to report the slightest proven or potential conflict of interest to the Chairman of the Management Board, the Compliance Officer and the Management Board member in charge of the department in which they work, if they have a direct or indirect personal interest in a decision that should, as a rule, be made objectively (holding a position, a function or a financial interest in any rival company, client, supplier or partner of the Group).

Moreover, as a signatory of the United Nations Global Compact, the Group is committed to promoting the application of fundamental values with respect to human rights, labour rights, the environment and efforts to fight against corruption.

(1) *Available on the Company's website or at its head office.*

5.6. REMUNERATION OF MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS

5.6.1. Remuneration policy for members of the Management Board

The remuneration of the Management Board members as determined by the Supervisory Board upon the recommendation of the Governance, Nomination and Remuneration Committee (GN&RC) is in accordance with the Afep-Medef Code.

In developing the Group's remuneration policy, the Supervisory Board's focus was to create a policy consistent with the best practices of the market and of the Company's sector, to ensure (i) competitive remuneration levels, (ii) a direct link between company performance and each Management Board member's remuneration and (iii) ensuring a balanced approach between short-term performance and medium/long-term performance.

Main pillars of the remuneration policy:

- **Comprehensive assessment of the remuneration** of each Management Board member by GN&RC and the Supervisory Board. Each component (see section 5.6.1.1 hereinafter) is individually analyzed and considered together with the other components to ensure a balance among the various remuneration elements.
- **Reasonable and balanced remuneration, evaluated in relation to the market** by means of a comparative analysis resquested by the GN&RC, conducted by an independent external advisor and examined in relation to the business context and the Group's benchmark sector represented by (i) CAC 40 companies, (ii) CAC 40 companies with similar market capitalisation, (iii) large real estate companies in Europe as well as (iv) best governance practices with respect to remuneration.
- **Individual performance-related remuneration** ("*Pay for Performance*" principle) to ensure the alignment of Management Board members' interests with those of shareholders.
- **Transparency in the remuneration policy**, in particular when it comes to information communicated to shareholders. For 2015-2016, particular efforts are being made to improve communication on the quantitative and qualitative components of the short-term incentive (STI), in particular on the level of achievement of the expected objectives, as well as the principles and conditions (in particular the performance condition) of the elements of the long-term incentive (LTI), to facilitate their comprehension by shareholders.

The five main objectives of the remuneration policy for members of the Management Board:

The fundamentals of the remuneration policy for Management Board members

INCLUDED IN THE REMUNERATION POLICY FOR MANAGEMENT BOARD MEMBERS	EXCLUDED FROM THE REMUNERATION POLICY FOR MANAGEMENT BOARD MEMBERS
Alignment of remuneration with performance with demanding criteria *(Pay for Performance)* STI is based on internal and absolute performance indicators (recurring net earnings per share and net asset value per share). LTI is based on an external and relative indicator: the outperformance of Unibail-Rodamco's share relative to the sector's benchmark index in Continental Europe (evolution in the share price with dividends reinvested compared to EPRA Eurozone Index)	**No remuneration of underperformance or median performance** for the LTI
Capping of the maximum STI and LTI by the establishment of maximum percentages of Fixed Income	**No excess in the number of remuneration components:** no multi-annual short-term incentive, no deferred short-term incentive
Regular comparative analysis of the Group's remuneration policy and practices relative to market levels by an independent external advisor (Willis Towers Watson)	**No defined benefit pension plan** ("top-up pension plans", Article 39 of the French Tax Code)
Transparency regarding each remuneration component: a clear and comprehensive presentation of each component of remuneration	**No pre-arranged contractual commitments in the event of termination of duties:** no severance package ("golden parachute"), no indemnity for non-compete clause
Coherence between the remuneration policy for Management Board members and the policies in place for Group employees, based on the same components (Fixed Income/ STI) and on the same performance conditions for LTI	**Prohibiting the use of hedging instruments** for Stock Options or shares derived from the exercise of Stock Options to avoid risk-taking by Management Board members
Encouraging Management Board members to invest in the Company and to **affirm their commitment** through policies requiring the holding of and investment in Company shares	**No attendance fees for serving** as a corporate officer of other Group companies

5.6.1.1. Remuneration of the Management Board members

Components of the remuneration of Management Board members

The remuneration of Management Board members consists of a Fixed Income (FI), a variable remuneration in the form of a short-term incentive (STI) based on performance during the previous year, and a long-term incentive (LTI) in the form of Stock Options and Performance Shares, as well as other benefits: a Supplementary Contribution Scheme (SCS), a company car, insurance, etc.

WHAT THE COMPANY PAYS	OBJECTIVE
Fixed income (FI)	**Attract and retain** to guarantee an attractive remuneration level to recruit and retain talented individuals
Short-term incentive (STI)	**Motivate** to remunerate the level of achievement of financial and operational objectives achieved during the year
Long-term incentive (LTI)	**Encourage and align** to encourage long-term value creation and ensure that the interests of the Management Board members are aligned with those of shareholders
Other benefits	**Attract** to provide access to protections and benefit schemes such as the SCS (an amount paid into a blocked savings account available only after termination of the mandate as a Management Board member), a company car and unemployment insurance providing security for the beneficiaries (GSC)

STI and LTI are capped in proportion to the Fixed Income to ensure a reasonable overall remuneration, which is also in accordance with the Afep-Medef Code recommendations.

Determination and decision-making process for Management Board remuneration

The remuneration policy for the Management Board members is the responsibility of the Supervisory Board, which entrusts the preparatory mission to the GN&RC.

In preparation of the Supervisory Board, every year in March, to take a decision on all components of the Management Board remuneration, works on the review of remuneration are conducted annually several months ahead, with, every two years, the assistance of an independent external advisor, Willis Towers Watson. The advisor which confirmed that it was neither in a conflict of interest nor in a situation that could potentially have a bearing on its objectivity and independence regarding the Company as part of the tasks conducted on its behalf, is mandated by the GN&RC to conduct a comparative study of the remuneration of Management Board members.

The analysis encompasses all components of the remuneration of the Management Board members. It compares the Group's practices to (i) CAC 40 companies (ii) CAC 40 companies with similar market capitalisation (iii) large real estate companies in Europe, and (iv) best governance practices in relation to remuneration.

On the basis of this study, the GN&RC issues recommendations to the Supervisory Board.

During the course of the year, the GN&RC may review specific remuneration component as was the case in 2014 with the reflection on the pension scheme replaced by a Supplementary Contribution Scheme (SCS).

At its March 3, 2015 meeting and as subsequently announced at the Annual General Meeting of April 16, 2015, the Supervisory Board, upon the recommendation of the GN&RC, initiated a review of the variable remuneration structure (STI). This included reassessing the overall structure and the various components of the remuneration of Management Board members and with respect to the STI, the distribution between the qualitative and quantitative components; and, within the quantitative component, the relative weight given to recurring earnings per share and the net asset value per share, in order to strengthen the alignment of the Management Board members' STI with the Group's performance and the interests of its shareholders.

In this context, the Company had a closer dialogue with shareholders and proxy advisors.

The conclusions of this review prompted the Supervisory Board to make certain adjustments to the structure of the STI, further details of which are provided on pages 267 and 268.

Panel of companies reviewed by Towers Watson under the Comparison Group

- The panel of CAC 40 companies[1].
- The panel of 24 CAC 40 with similar market capitalisations[2].
- The 9 largest listed companies in the European real estate sector:
  - Land Securities Group,
  - Vonovia,
  - British Land,
  - Klepierre,
  - Deutsche Wohnen,
  - Gecina,
  - Hammerson,
  - Intu Properties,
  - Derwent London.

Since 2007 : independent and transparent decision making process

STEP 1 January – February	STEP 2 February – March	STEP 3 March	STEP 4 March
Willis Towers Watson Benchmark	Governance, Nomination and Remuneration Committee makes recommendations to the Supervisory Board	Supervisory Board decides	Full compensation is disclosed in the Annual Report and on the Unibail-Rodamco website[3]
Independent external advisor	100% independent members	100% independent members	Process 100% transparent

(1) As compared with 2015, EDF has been replaced by Klépierre.

(2) As compared with 2015, Klépierre and Schneider Electric have been included in panel of comparable companies whilst Arcelor Mittal, Accor Hotels, Alstom and Tecnip have been removed.

(3) Based on the tables recommended by the AMF and Afep-Medef.

a) Details of Management Board member remuneration (before income tax and social security charges)

Fixed Income, STI, LTI and other benefits (before income tax and social security charges) allocated to Management Board members in respect of the referred years (Table no. 1 of AMF/Afep-Medef recommendations)

	Mr Christophe Cuvillier (1) Chief Executive Officer (since April 25, 2013) (Chief Operating Officer between June 1, 2011 and April 25, 2013)					Mr Olivier Bossard (2) Chief Development Officer (since April 25, 2013)				
	Year 2011	Year 2012	Year 2013	Year 2014	Year 2015	Year 2011	Year 2012	Year 2013	Year 2014	Year 2015
Fixed income	€396,894	€620,000	€756,364	€850,504	€882,654	n/a	n/a	€272,727	€400,000	€400,000
Short term incentive*	€306,499	€516,053	€867,441	€962,099	€1,323,981	n/a	n/a	€204,545	€333,611	€378,400
Pension**	€32,083	€55,000	€200,000	€269,400	€274,475	n/a	n/a	n/a	€115,000	€118,361
Other benefits	€18,323	€21,011	€20,470	€20,796	€20,772	n/a	n/a	€8,528	€14,688	€19,413
REMUNERATION DUE IN RESPECT OF THE FINANCIAL YEAR	**€753,800**	**€1,212,064**	**€1,844,275**	**€2,102,799**	**€2,501,882**	**n/a**	**n/a**	**€485,800**	**€863,299**	**€916,174**
Evolution year N *vs* year N-1 *(in %)*	n/a	60.8%	52.2%	14.0%	19.0%	n/a	n/a	n/a	n/a	6.1%
Stock Options IFRS valuation allocated during the financial year (detailed in table no. 4)***	€197,600	€205,573	€337,875	€307,717	€349,737	n/a	n/a	n/a	€147,704	€167,874
Evolution year N *vs* year N-1 *(in %)*	n/a	4.0%	64.4%	-8.9%	13.7%	n/a	n/a	n/a	n/a	13.7%
Performance Shares IFRS valuation allocated during the financial year (detailed in table no. 6)***	n/a	€99,660	€155,140	€184,652	€242,547	n/a	n/a	n/a	€88,613	€116,396
TOTAL	**€951,400**	**€1,517,297**	**€2,337,290**	**€2,595,168**	**€3,094,166**	**n/a**	**n/a**	**€485,800**	**€1,099,616**	**€1,200,444**
Evolution year N *vs* year N-1 *(in %)*	n/a	59.5%	54.0%	11.0%	19.2%	n/a	n/a	n/a	n/a	9.2%

n/a means any information relating to a period within which the person involved was not a Executive officer of the Company.

* *Short Term Incentive indicated in column "Year N" is STI due in respect of Year N and paid in March Year N+1.*

** *As of January 1, 2014, the former supplementary pension scheme was replaced by a new component, the SCS.*

*** *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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) *Member of Unibail-Rodamco SE Management Board since June 2011, Mr Christophe Cuvillier was appointed as CEO and Chairman of the Management Board effective April 25, 2013, by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC. The remuneration fixed for the 2011 financial year was applied prorata temporis.*

(2) *Mr Olivier Bossard was appointed as Chief Development Officer effective April 25, 2013 (i.e. after the allocation date of Stock Options and Performance Shares for 2013), by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC. The remuneration fixed for the 2013 financial year was applied pro rata temporis.*

	Mr Fabrice Mouchel (3) Deputy Chief Financial Officer (since April 25, 2013)					Mrs Astrid Panosyan (4) Chief Resources Officer (since September 1, 2015)				
	Year 2011	Year 2012	Year 2013	Year 2014	Year 2015	Year 2011	Year 2012	Year 2013	Year 2014	Year 2015
Fixed income	n/a	n/a	€218,182	€320,000	€360,000	n/a	n/a	n/a	n/a	€120,000
Short term incentive*	n/a	n/a	€163,636	€280,338	€340,560	n/a	n/a	n/a	n/a	€113,400
Pension**	n/a	n/a	n/a	€101,000	€109,034	n/a	n/a	n/a	n/a	€0
Other benefits	n/a	n/a	€7,666	€10,691	€14,657	n/a	n/a	n/a	n/a	€3,928
REMUNERATION DUE IN RESPECT OF THE FINANCIAL YEAR	**n/a**	**n/a**	**€389,484**	**€712,029**	**€824,251**	**n/a**	**n/a**	**n/a**	**n/a**	**€237,328**
Evolution year N *vs* year N-1 *(in %)*	n/a	n/a	n/a	n/a	15.8%	n/a	n/a	n/a	n/a	n/a
Stock Options IFRS valuation allocated during the financial year (detailed in table no. 4)***	n/a	n/a	n/a	€123,087	€153,884	n/a	n/a	n/a	n/a	n/a
Evolution year N *vs* year N-1 *(in %)*	n/a	n/a	n/a	n/a	25.0%	n/a	n/a	n/a	n/a	n/a
Performance Shares IFRS valuation allocated during the financial year (detailed in table no. 6)***	n/a	n/a	n/a	€73,832	€106,736	n/a	n/a	n/a	n/a	n/a
TOTAL	**n/a**	**n/a**	**€389,484**	**€908,948**	**€1,084,871**	**n/a**	**n/a**	**n/a**	**n/a**	**€237,328**
Evolution year N *vs* year N-1 *(in %)*	n/a	n/a	n/a	n/a	19.4%	n/a	n/a	n/a	n/a	n/a

n/a means any information relating to a period within which the person involved was not a Executive officer of the Company.

* *Short Term Incentive indicated in column "Year N" is STI due in respect of Year N and paid in March Year N+1.*

** *As of January 1, 2014, the former supplementary pension scheme was replaced by a new component, the SCS.*

*** *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

(3) Mr Fabrice Mouchel was appointed as Deputy Chief Financial Officer effective April 25, 2013 (i.e. after the allocation date of Stock Options and Performance Shares for 2013), by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC. The remuneration fixed for the 2013 financial year was applied prorata temporis.

(4) Mrs Astrid Panosyan was appointed as Chief Resources Officer effective September 1, 2015 (i.e. after the allocation date of Stock Options and Performance Shares for 2015), by the Supervisory Board held on July 22, 2015, upon the recommendation of the GN&RC. The remuneration fixed for the 2015 financial year was applied pro rata temporis.

	Mr Jaap Tonckens Chief Financial Officer (Management Board member since September 1, 2009)					Mr Jean-Marie Tritant (5) Chief Operating Officer (since April 25, 2013)				
	Year 2011	Year 2012	Year 2013	Year 2014	Year 2015	Year 2011	Year 2012	Year 2013	Year 2014	Year 2015
Fixed income	€440,000	€440,000	€550,000	€550,000	€550,000	n/a	n/a	€306,818	€450,000	€450,000
Short term incentive*	€273,636	€381,820	€412,500	€470,249	€527,450	n/a	n/a	€230,114	€377,657	€430,200
Pension**	€108,782	€108,206	€113,603	€141,250	€147,025	n/a	n/a	n/a	€123,750	€127,766
Other benefits	€18,129	€18,652	€21,915	€4,715	€30,209	n/a	n/a	€11,587	€15,905	€19,903
REMUNERATION DUE IN RESPECT OF THE FINANCIAL YEAR	**€840,546**	**€948,678**	**€1,098,018**	**€1,166,214**	**€1,254,684**	**n/a**	**n/a**	**€548,519**	**€967,312**	**€1,027,869**
Evolution year N *vs* year N-1 *(in %)*	2.7%	12.9%	15.7%	6.2%	7.6%	n/a	n/a	n/a	n/a	6.3%
Stock Options IFRS valuation allocated during the financial year (detailed in table no. 4)***	€182,260	€176,205	€202,725	€184,630	€209,842	n/a	n/a	n/a	€147,704	€167,874
Evolution year N *vs* year N-1 *(in %)*	-28.5%	-3.3%	15.1%	-8.9%	13.7%	n/a	n/a	n/a	n/a	13.7%
Performance Shares IFRS valuation allocated during the financial year (detailed in table no. 6)***	n/a	€85,401	€93,084	€108,177	€146,328	n/a	n/a	n/a	€88,613	€116,396
TOTAL	**€1,022,806**	**€1,210,284**	**€1,393,827**	**€1,459,021**	**€1,610,854**	**n/a**	**n/a**	**€548,519**	**€1,203,629**	**€1,312,139**
Evolution year N *vs* year N-1 *(in %)*	-4.7%	18.3%	15.2%	4.7%	10.4%	n/a	n/a	n/a	n/a	9.0%

n/a means any information relating to a period within which the person involved was not a Executive officer of the Company.

* *Short Term Incentive indicated in column "Year N" is STI due in respect of Year N and paid in March Year N+1.*

** *As of January 1, 2014, the former supplementary pension scheme was replaced by a new component, the SCS.*

*** *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

(5) Mr Jean-Marie Tritant was appointed as Chief Operating Officer effective April 25, 2013 (i.e. after the allocation date of Stock Options and Performance Shares for 2013), by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC. The remuneration fixed for the 2013 financial year was applied pro rata temporis.

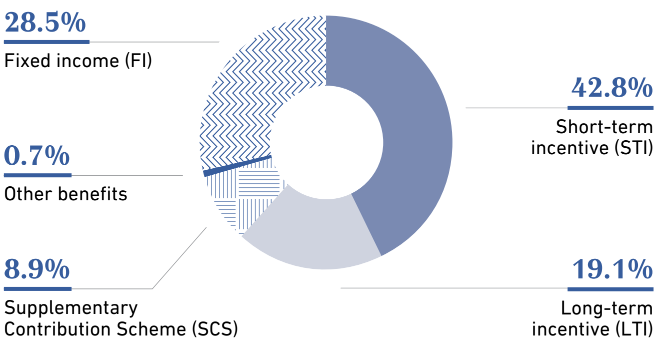
	Mrs Armelle Carminati-Rabasse [6] Chief Resources Officer (From September 1, 2013 to August 31, 2015)				
	Year 2011	Year 2012	Year 2013	Year 2014	Year 2015
Fixed income	n/a	n/a	€146,667	€440,000	€293,333
Short term incentive*	n/a	n/a	€110,000	€302,508	€135,000
Pension**	n/a	n/a	n/a	€122,000	€119,251
Other benefits	n/a	n/a	€2,907	€13,971	€15,712
REMUNERATION DUE IN RESPECT OF THE FINANCIAL YEAR	**n/a**	**n/a**	**€259,574**	**€878,479**	**563,296€**
Evolution year N *vs* year N-1 *(in %)*	n/a	n/a	n/a	n/a	-35.9%
Stock Options IFRS valuation allocated during the financial year (detailed in table no. 4)***	n/a	n/a	n/a	€147,704	€167,874
Evolution year N *vs* year N-1 *(in %)*	n/a	n/a	n/a	n/a	13.7%
Performance Shares IFRS valuation allocated during the financial year (detailed in table no. 6)***	n/a	n/a	n/a	€88,613	€116,396
TOTAL	**n/a**	**n/a**	**€259,574**	**€1,114,796**	**€847,566**
Evolution year N *vs* year N-1 *(in %)*	n/a	n/a	n/a	n/a	-24.0%

n/a means any information relating to a period within which the person involved was not a Executive officer of the Company.
** Short Term incentive indicated in column "Year N" is STI due in respect of Year N and paid in March Year N+1.*
*** As of January 1, 2014, the former supplementary pension scheme was replaced by a new component, the SCS.*
**** The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*
(6) Mrs Armelle Carminati-Rabasse's mandate as Chief Resources Officer ended on August 31, 2015. Her rights to Performance Shares and Stock Options were permanently lost.

Remuneration of the Chairman of the Management Board and Chief Executive Officer

Mr Christophe Cuvillier, CEO – Chairman of the Management Board

The 2015 remuneration policy for the CEO remained unchanged in relation to the remuneration policy approved by the Supervisory Board.



TOTAL €3,094k

Fixed Income

As a result of the 2011 Willis Towers Watson benchmark study, which revealed that the CEO's remuneration was in the lowest quartile compared to CAC 40 companies as well as CAC 40 companies with similar market capitalization, the Supervisory Board, on March 7, 2011, decided to review annually the fixed income of the CEO based on the like-for-like fixed income evolution for all employees across the Group.

As of January 1, 2015, the Supervisory Board, upon the recommendation of the GN&RC, increased the gross annual fixed income of the CEO to €882,654 (before income tax and social security charges) representing an increase of +3.78%, the average like-for-like increase in fixed incomes across the Group in 2015.

The Willis Towers Watson benchmark study conducted in February 2016 concluded, as in 2011 and 2014, that the fixed income of the CEO remained in the lowest quartile compared to CAC 40 companies as well as the CAC 40 companies with similar market capitalization.

On this basis, in light of the excellent results achieved in 2015 and in line with CEO remuneration policy established on March 7, 2011, the Supervisory Board of March 8, 2016, upon the recommendation of GN&RC, decided to increase the remuneration of the CEO from €882,654 to €913,988 for 2016, representing an increase of +3.55%, the average like-for-like increase in fixed incomes across the Group in 2016.

Variable remuneration

Short term incentive (STI)

Pursuant to the remuneration policy approved by the Supervisory Board on June 26, 2007 and October 10, 2007, the CEO's STI is 100% based on quantitative criteria and entirely linked to the Group's performance.

The STI of the CEO is calculated according to a formula unchanged since 2007 that takes into consideration the following key performance indicators:

- the recurring net result and recurring EPS growth above inflation;
- the value creation during the period, measured by the growth, above inflation, of the net asset value per share plus the dividend per share distributed over the same period.

The STI is capped at 150% of his gross annual fixed income.

The STI for 2015 reflects the growth in recurring net result per share adjusted for the impact of disposals made in 2014 and 2015 that were communicated in the 2015 Outlook and the 2015 Full-year results. 2015 was characterized by a very solid operating performance and a strong growth in the net asset value per share.

The amount resulting from the application of the formula is €1,574,153 (*i.e.* 178.3% of his gross annual fixed income). After application of the cap of 150%, this results in an STI for the CEO for 2015 of €1,323,981.

Long term incentive (LTI)

The Supervisory Board determines the LTI each year in accordance with the Group's remuneration policy which promotes the principle of *Pay for Performance* wherein only outperformance is rewarded.

The LTI is composed of a combination of Stock Options and Performance Shares, based on a ratio decided by the Supervisory Board. For further details see pages 271 to 277.

To ensure complete alignment of the interests of employees and executive officers, the same Stock Options and Performance Shares plans are provided to the CEO as employees of the Group, including the same performance and presence conditions.

The economic value of the total amount of Stock Options and Performance Shares (as calculated in accordance with IFRS requirements in the Group consolidated accounts) to be granted to the CEO must remain in the range of 0% to 150% of his gross annual fixed income.

The economic value corresponds to the value of the Stock Options and Performance Shares at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.

In 2015, the economic value of the CEO's LTI amounted to 67.1% of his gross annual fixed income, far below the ceiling of 150% set by the current remuneration policy.

The LTI awarded to the CEO for 2016 is presented on page 273.

Other advantages

Mr Christophe Cuvillier does not benefit from any defined benefit pension plan (also called "top-up pension plan" or "retraite chapeau", Article 39 of the French Tax Code).

In order to take into account the heterogeneity of the composition of the Management Board (age, tenure, remuneration), and following the conclusion of a study on the structure of the supplementary pension scheme, effective January 1, 2014, the supplementary pension scheme was replaced by a new plan called the Supplementary Contribution Scheme ("SCS"), which consists of an annual contribution paid into a blocked savings for the CEO equivalent to:

- a fixed amount of €90,000; and
- a variable amount of 10% of the total cash remuneration earned each year (*i.e.* fixed income for year N plus STI for year N-1).

The payment made under the 2015 SCS amounted to €274,475. This amount will be available only after the end of his mandate as a Management Board member.

The amount of the SCS for 2015 is included in the tables no. 1 and 2 (pages 260 and 262, and pages 269 to 271).

The CEO benefits from a company car, a Group health and life insurance as well as unemployment contribution (GSC type). He does not benefit from the profit-sharing scheme (*intéressement et participation*) available to employees but he can subscribe to the Company Savings Plan without the benefit of the top-up contribution offered to employee participants.

No employment contract – no pre-arranged contractual commitment

In accordance with Afep-Medef recommendations, the CEO has no employment contract (*contrat de travail*) within the Group.

The CEO does not benefit from any contractual severance package in the event of termination of his mandate nor any contractual indemnity clause in relation to non-compete provisions.

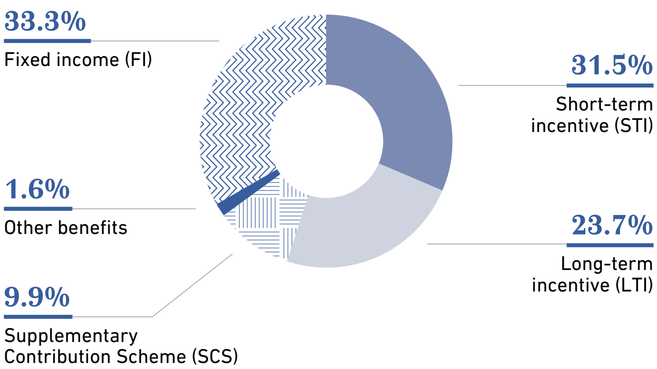
Tables presenting the Management Board members remuneration

Pursuant to the AMF and the Afep-Medef Code (revised in November 2015) recommendations concerning the remuneration of executive officers of listed companies, the tables on pages 260 and 262 and pages 269 to 271 present:

- the gross remuneration received in respect of the financial years 2011 through to 2015, including the STI due in respect of financial year N and paid in Year N+1 after the publication of the results of financial year N (table no. 1); and
- the gross remuneration paid during 2014 and 2015 respectively, including the STI that was paid in Year N due in respect of the previous year (table no. 2).

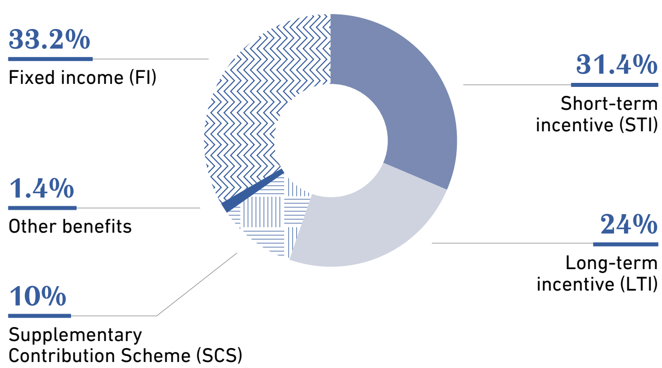
Remuneration of the other members of the Management Board

Mr Olivier Bossard Chief Development Officer



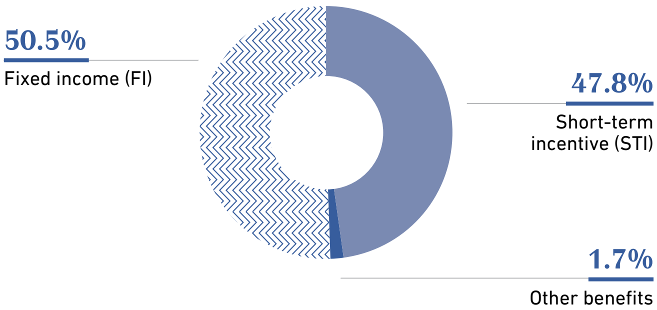
TOTAL €1,200k

Mr Fabrice Mouchel Deputy Chief Financial Officer



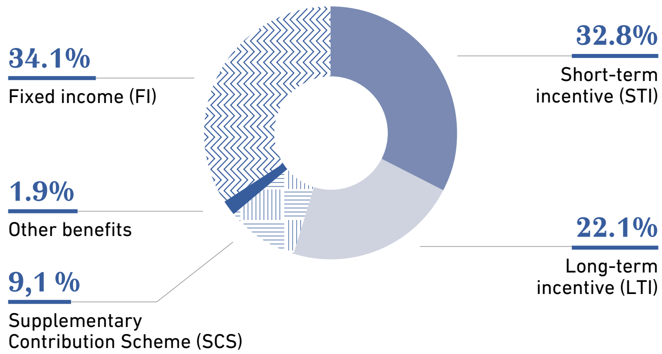
TOTAL €1,084k

Mrs Astrid Panosyan Chief Resources Officer



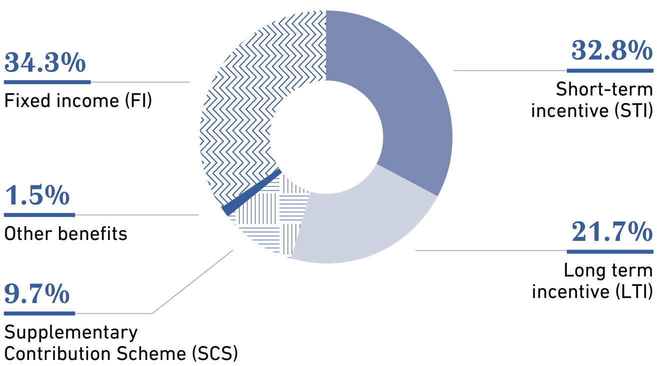
TOTAL €237k

Mr Jaap Tonckens Chief Financial Officer



TOTAL €1,610k

Mr Jean-Marie Tritant Chief Operating Officer



TOTAL €1,312k

Fixed Income

In light of the benchmark study conducted by Willis Towers Watson in February 2016 on the remuneration of Management Board members compared to practices of the CAC 40 companies, from those of a panel of CAC 40 companies with similar market capitalization and major real estate companies in Europe, the Supervisory Board of March 8, 2016, upon the recommendation of the GN&RC, has:

- maintained the remuneration of Management Board members at the level set:
  - in 2013 for Mr Olivier Bossard at €400,000 and Mr Jaap Tonckens at €550,000,
  - in 2015 for Mr Fabrice Mouchel at €360,000 and to Mrs Astrid Panosyan[(1)] at €360,000;
- increased the gross annual fixed remuneration of Mr Jean-Marie Tritant to €500,000 (+11.1% *vs.* 2015) as of January 1, 2016, given the large scope of responsibilities of his role and his strategic importance to the overall Group's strategy, including direct accountability for managing the Group's operations, and in light of the results of the comparative analysis of Willis Towers Watson. The gross fixed annual remuneration of Mr Jean-Marie Tritant was unchanged since 2013.

Short Term Incentive (STI)

According to the Management Board remuneration policy approved by the Supervisory Board on June 26, 2007, the STI of the Management Board members, due in respect of the 2015 financial year, includes two components: a quantitative component and a qualitative component, each capped at 50% of gross annual fixed income.

(i) **the quantitative component**, entirely linked to the Group's performance in 2015 and calculated according to a formula unchanged since 2007 that takes into consideration the following key performance indicators:
  - the recurring net result and recurring EPS growth above inflation,
  - the value creation during the period, measured by the growth above inflation of the net asset value per share, plus the dividend per share distributed over the same period;

  This quantitative component must be within a range of 0% to 50% of gross annual fixed income of the relevant period.

  The STI for 2015 reflects the growth in recurring net result per share adjusted for the impact of disposals made in 2014 and 2015 that were communicated in the 2015 Outlook and the 2015 Full-year results. 2015 was characterized by a very solid operating performance and a strong growth in the net asset value per share.

  For 2015, the amount resulting from the application of the formula for each Management Board member exceeds the authorized cap. Accordingly, the STI quantitative components have been brought down to the cap of 50% of their gross annual fixed income.

(ii) **the qualitative component** is determined according to the achievement of individual qualitative objectives for each Management Board member. Individual objectives are pre-defined by the CEO and approved by the GN&RC and the Supervisory Board.

  The qualitative component must be in a range of 0% to 50% of gross annual fixed income of the relevant period.

Regarding the qualitative component, the objectives assigned to Management Board members were established around three themes:

- **People Developer**: attract, retain, engage and develop employees;
- **Value Creator**: contribute to the company's growth strategy; challenge and rethink practices, innovate and contribute to new operations;
- **Business Operator**: efficiently control the daily business and improve profitability.

Each Management Board member has various objectives per theme. The level of achievement of each objective is evaluated based on a score from 1 to 5 corresponding to a level of achievement in a range of 0% to 100%. The overall achievement level of the qualitative component is determined by taking the sum of the scores obtained for each objective divided by the maximum possible score for all objectives.

(1) *On July 22, 2015 the Supervisory Board appointed Mrs Astrid Panosyan to the Management Board effective September 1, 2015 at a gross annual fixed income of €360,000 applied pro rata temporis for the 2015 financial year.*

According to this policy, and after applying the 50% cap, the Supervisory Board of March 8, 2016 set the STI of the Management Board members, for the 2015 financial year, at the amounts indicated in the table below and in Table 1 (pages 260 and 262).

The table below provides some examples of achievement of 2015 qualitative objectives for each non-CEO Management Board member:

Mr Olivier Bossard	**Quantitative component** (1)	The amount resulting from the application of the formula is €247,610 (*i.e.* 61.9% of his gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mr Olivier Bossard for 2015 of €200,000.
	Qualitative component (2)	The level of achievement of the 2015 individual qualitative objectives by Mr Olivier Bossard is 89.2%, which results in a qualitative STI for 2015 of 44.6% of his gross annual fixed income *i.e.* €178,400. *Among Olivier Bossard's most significant targets achieved:* *A record number of deliveries of 280,500 m² additional GLA for a cumulative TIC of €2.0 bn including Mall of Scandinavia, Polygone Riviera, Ruhr Park and Minto delivered on time; active management of the development pipeline with 3 Pays, Sisters and "Tour Triangle" projects; and in terms of innovation, the first 2 Designer Galeries delivered in Mall of Scandinavia and Polygone Riviera thanks to a close collaboration between UR Lab, the Concept Studio and the regional teams.*
	Total STI	For 2015, the STI for Mr Olivier Bossard amounts to **€378,400**, *i.e.* 94.6% of his gross annual fixed income.
Mr Fabrice Mouchel	**Quantitative component** (1)	The amount resulting from the application of the formula is €226,249 (*i.e.* 62.8% of his gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mr Fabrice Mouchel for 2015 of €180,000.
	Qualitative component (2)	The level of achievement of the 2015 individual qualitative objectives by Mr Fabrice Mouchel is 89.2%, which results in a qualitative STI for 2015 of 44.6% of his gross annual fixed income *i.e.* €160,560. *Among Fabrice Mouchel's most significant targets achieved:* *Cost of debt decreased from 2.6% in 2014 to 2.2% in 2015, while debt maturity increased from 5.9 to 6.5 years; continued to diversify sources of funding including a number of "firsts", such as the first negative yield ORNANE and the first 15-year bond for a real estate company and a 10-year Green Bond with a coupon of 1% the lowest ever coupon for Unibail-Rodamco; and the successful and timely restructuring of the hedging portfolio in December 2015.*
	Total STI	For 2015, the STI for Mr Fabrice Mouchel amounts to **€340,560** *i.e.* 94.6% of his gross annual fixed income.
Mrs Astrid Panosyan	**Quantitative component** (1)	The amount resulting from the application of the formula is €75,416 (*i.e.* 62.8% of her *pro rata temporis* gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mrs Astrid for 2015 of €60,000.
	Qualitative component (2)	The level of achievement of the 2015 qualitative objectives by Mrs Astrid Panosyan is 88.9%, which results in a qualitative STI for 2015 of 44.5% of her *pro rata temporis* gross annual fixed income *i.e.* €53,400. *Among Astrid Panosyan's most significant targets achieved:* *The recruitment of 55 EGPs (European Graduate Program) of 14 different nationalities in 2015; enhancing the Talent Management program with the launch of the Summer Campus for young top talents and the "Next Leaders" program; the successful recruitment of key top managers; the delivery of the new HR Information System including Core HR, new French Payroll and new Learning Management System; the full roll out of UR World, the Group's internal social network platform.*
	Total STI	For 2015, the STI for Mrs Astrid Panosyan amounts to **€113,400** *i.e.* 94.5% of her gross annual fixed income on *pro rata temporis* basis.
Mr Jaap Tonckens	**Quantitative component** (1)	The amount resulting from the application of the formula is €327,712 (*i.e.* 59.5% of his gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mr Jaap Tonckens for 2015 of €275,000.
	Qualitative component (2)	The level of achievement of the 2015 individual qualitative objectives by Mr Jaap Tonckens is 91.8%, which results in a qualitative STI for 2015 of 45.9% of his gross annual fixed income *i.e.* €252,450. *Among Jaap Toncken's most significant targets achieved:* *The disciplined asset rotation, with successful management of disposals: €1.6 Bn cash proceeds (Arkady Pankrac, Nova Lund, mfi, Comexposium...) and a 14% premium over last unaffected appraisals; building a strong relationship with JV partners CPPIB in our German operations; the successful interaction with Unibail-Rodamco investors, including a successful Asian/Australian roadshow; voted 2015 Best CFO in European Real Estate (buy side) for the second year in a row by Institutional Investors Magazine, continuing active and close contact with UR investors.*
	Total STI	For 2015, the STI for Mr Jaap Tonckens amounts to **€527,450**; *i.e.* 95.9% of his gross annual fixed income.
Mr Jean-Marie Tritant	**Quantitative component** (1)	The amount resulting from the application of the formula is €274,310 (*i.e.* 60.9% of his gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mr Jean-Marie Tritant for 2015 of €225,000.
	Qualitative component (2)	The level of achievement of the 2015 individual qualitative objectives by Mr Jean-Marie Tritant is 91.1%, which results in a qualitative STI for 2015 of 45.6% of his gross annual fixed income *i.e.* €205,200. *Among Jean-Marie Tritant's most significant targets achieved:* *Exceeding the 2015 budget: NRI LfL Growth above indexation of +3.6% for the Shopping Centre division, a rotation rate of 13,2%; an MGR uplift of 18,2%; 196 deals with International Premium Retailers (+15,3% compared to 2014), including a certain number of "firsts" (deals with Reiss, Brooks Brothers, Tesla, Aesop, etc.); UR Germany fully integrated to Group Operation processes; new Regional Managing Director hired and on-boarded in the Netherlands; environmental certifications "BREEAM In-Use" obtained for 21 shopping centers in 2015, of which 16 with an "outstanding" score; Majunga tower fully let with the Deloitte lease for the remaining 19 floors.*
	Total STI	For 2015, the STI for Mr Jean-Marie Tritant amounts to **€430,200**, *i.e.* 95.6% of his gross annual fixed income.

(1) The quantitative component is capped at 50% of the gross annual fixed income.

(2) The qualitative component is capped at 50% of the gross annual fixed income and calculated based on the level of achievement of individual objectives. The maximum performance rate of 100% on all qualitative objectives results in the maximum STI for the qualitative component of 50% of the gross annual fixed income.

Long Term Incentive (LTI)

The Supervisory Board determines the LTI each year in accordance with the Group's remuneration policy which promotes the principle of *Pay for Performance* wherein only outperformance is rewarded. The LTI is composed of a combination of Stock Options and Performance shares, details of which are given in pages hereafter (271 to 277) based on a ratio determined by the Supervisory Board.

To ensure complete alignment of the interests of employees and executives officers, the same Stock Option and Performance Share plans are provided to each Management Board members as employees of the Group, including the same performance and presence conditions.

The economic value corresponds to that described for the LTI of the CEO on page 263.

Other advantages

The Management Board members do not benefit from any defined benefit pension plan (also called "top-up pension plan" or "retraite chapeau", Article 39 of the French Tax Code).

In order to take into account the heterogeneity of the composition of the Management Board (age, tenure, remuneration), and following the conclusion of a study on the structure of the supplementary pension scheme, effective January 1, 2014, the entire supplementary pension scheme was replaced by a new plan called the Supplementary Contribution Scheme ("SCS"), which consists of an annual contribution paid into a blocked savings equivalent to:

- a fixed amount of €45,000; and
- a variable amount of 10% of the total cash remuneration earned each year (*i.e.* fixed income for year N plus short-term incentive for year N-1) to each Management Board member.

The amounts paid to each Management Board members under the SCS paid in 2015 are included in the tables 1 and 2 (pages 260 and 262, and pages 269 to 271).

These amounts will only be available at the end of their mandates as Management Board members.

The Management Board members benefit from a company car, a Group health and life insurance as well as unemployment contribution (GSC type). Mr Jaap Tonckens benefits from an expatriate health insurance policy and an International Assignment Extra-compensation.

They do not benefit from the profit-sharing scheme (*intéressement et participation*) available to employees and can subscribe to the Company Savings Plan (without the benefit of the top-up contribution offered to employee participants).

No employment contract – no pre-arranged contractual commitment

In accordance with Afep-Medef recommendations, each Management Board member has no employment contract (*contrat de travail*) within the Group.

The Management Board members do not benefit from any contractual severance package in the event of termination of their mandate nor any contractual indemnity clause in relation to non-compete provisions.

Changes in the annual short-term incentive structure as from 2016

The 2015 General Shareholders Meetings was informed of the GN&RC's and Supervisory Board's intention to conduct an extensive review of the STI construct in 2015.

Accordingly, revisions have been made to the STI construct in order to simplify the quantitative formula, to further ensure direct alignment with Management Board remuneration and the Group's performance and to allow the targets to be communicated to the market.

On February 2, 2016 the Supervisory Board, upon the recommendation of the GN&RC approved revisions to the STI formula to be applied to the 2016 Management Board remuneration onwards.

The CEO's STI remains capped at 150% of the gross annual fixed income. In order to ensure a comprehensive incentive structure aligned with the best market practices, a qualitative component has been integrated for the CEO. The CEO's STI arrangement will now include two components:

- (i) a Quantitative component, to be calculated through application of a revised quantitative formula, entirely linked to the Group's performance and capped at 120% of the CEO's gross annual fixed income. This formula will take into account the following key performance indicators:
  - a "cash flow" component which is proportional to the recurring EPS growth (REPS) potentially adjusted for the impact of significant disposals in line with the Group's financial communication,
  - a "value creation" component proportional to the net asset value per share growth plus the dividend per share distributed over the same period.

In order for the quantitative component to reach its maximum of 120%, the company's performance must reach the following targets:

  - a growth of +8% (the current top bracket of our medium term guidance) for the cash flow component; and
  - a growth of +12% for the value creation component;
- (ii) a Qualitative component, capped at 30% of gross annual fixed income, will be determined according to the achievement of individual qualitative objectives, pre-defined by the GN&RC and Supervisory Board.

The STI for the non-CEO Management Board members remains capped at 100% of the gross annual fixed income. In order to ensure the full alignment of remuneration with the Group's performance, the quantitative component has been increased with the qualitative component decreased by the same amount. The non-CEO Management Board members' STI arrangement still includes two components:

- (i) a Quantitative component, to be calculated through application of a revised quantitative formula, entirely linked to the Group's performance and capped at 70% of gross annual fixed income (vs. 50% previously). This formula, analogous to the formula applied to the CEO, will take into account the following key performance indicators:

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- a "cash flow" component which is proportional to the recurring EPS growth (REPS) potentially adjusted for the impact of significant disposals in line with the Group's financial communication,
- a "value creation" component proportional to the net asset value per share growth plus the dividend per share distributed over the same period.

In order for the quantitative component to reach its maximum, the company's performance must reach the following targets:

- a growth of +8% (the current top bracket of our medium term guidance) for the cash flow component; and
- a growth of +12% for the value creation component;

- (ii) a Qualitative component, capped at 30% of gross annual fixed income (vs. 50% previously), determined according to the achievement of individual qualitative objectives for each non-CEO Management Board member, which are pre-defined by the CEO and approved by the GN&RC and Supervisory Board.

In order to ensure that the quantitative targets are aligned with the Group's objectives and market communications, the quantitative targets and principles will be reassessed periodically, in principle every 3 years, to align them to potential new medium term market guidance communicated by Unibail-Rodamco and/or significant changes in the economic or financial environment.

Tables presenting the Management Board members remuneration

Pursuant to the AMF (December 22, 2008) and the Afep-Medef Code recommendations concerning the remuneration of executive officers of listed companies, the tables hereinafter present:

- the gross remuneration received in respect of the financial years 2011 through to 2015, *i.e.* including the STI due in respect of financial year N and paid in Year N+1 after the publication of the results of financial year N (table no. 1); and
- the gross remuneration paid during 2014 and 2015 respectively, and including the STI that was paid in Year N due 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 no. 2 of AMF/Afep-Medef recommendations)

Mr Christophe Cuvillier Chairman of the Management Board and Chief Executive Officer (since April 25, 2013)	Financial year 2014		Financial year 2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed income	€850,504	€850,504	€882,654	€882,654
Short term incentive (STI)	€962,099	€867,441	€1,323,981	€962,099
Supplementary Contribution Scheme (SCS)	€269,400	€269,400	€274,475	€274,475
Other benefits	€20,796	€20,796	€20,772	€20,772
TOTAL DIRECT REMUNERATION	**€2,102,799**	**€2,008,141**	**€2,501,882**	**€2,140,000**
Long time incentive (LTI) – Stock Options allocated IFRS valuation*	€307,717	€307,717	€349,737	€349,737
Long time incentive (LTI) – Performance Shares allocated IFRS valuation*	€184,652	€184,652	€242,547	€242,547
TOTAL DIRECT REMUNERATION + LTI	**€2,595,168**	**€2,500,510**	**€3,094,166**	**€2,732,284**

* *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

Mr Olivier Bossard Chief Development Officer (since April 25, 2013)	Financial year 2014		Financial year 2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed income	€400,000	€400,000	€400,000	€400,000
Short term incentive (STI)	€333,611	€204,545	€378,400	€333,611
Supplementary Contribution Scheme (SCS)	€115,000	€115,000	€118,361	€118,361
Other benefits	€14,688	€14,688	€19,413	€19,413
TOTAL DIRECT REMUNERATION	**€863,299**	**€734,233**	**€916,174**	**€871,385**
Long time incentive (LTI) – Stock Options allocated IFRS valuation*	€147,704	€147,704	€167,874	€167,874
Long time incentive (LTI) – Performance Shares allocated IFRS valuation*	€88,613	€88,613	€116,396	€116,396
TOTAL DIRECT REMUNERATION + LTI	**€1,099,616**	**€970,550**	**€1,200,444**	**€1,155,655**

* *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

Mr Fabrice Mouchel Deputy Chief Financial Officer (since April 25, 2013)	Financial year 2014		Financial year 2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed income	€320,000	€320,000	€360,000	€360,000
Short term incentive (STI)	€280,338	€163,636	€340,560	€280,338
Supplementary Contribution Scheme (SCS)	€101,000	€101,000	€109,034	€109,034
Other benefits	€10,691	€10,691	€14,657	€14,657
TOTAL DIRECT REMUNERATION	**€712,029**	**€595,327**	**€824,251**	**€764,029**
Long time incentive (LTI) – Stock Options allocated IFRS valuation*	€123,087	€123,087	€153,884	€153,884
Long time incentive (LTI) – Performance Shares allocated IFRS valuation*	€73,832	€73,832	€106,736	€106,736
TOTAL DIRECT REMUNERATION + LTI	**€908,948**	**€792,246**	**€1,084,871**	**€1,024,649**

* *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

Mrs Astrid Panosyan [1] Chief Resources Officer (since September 1, 2015)	Financial year 2014		Financial year 2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed income	n/a	n/a	€120,000	€120,000
Short term incentive (STI)	n/a	n/a	€113,400	n/a
Supplementary Contribution Scheme (SCS)	n/a	n/a	n/a	n/a
Other benefits	n/a	n/a	€3,928	€3,928
TOTAL DIRECT REMUNERATION	**n/a**	**n/a**	**€237,328**	**€123,928**
Long time incentive (LTI) – Stock Options allocated IFRS valuation*	n/a	n/a	n/a	n/a
Long time incentive (LTI) – Performance Shares allocated IFRS valuation*	n/a	n/a	n/a	n/a
TOTAL DIRECT REMUNERATION + LTI	**n/a**	**n/a**	**€237,328**	**€123,928**

n/a means any information relating to a period within which the person involved was not a corporate officer of the Company.

* *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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 Astrid Panosyan was appointed as Chief Resources Officer effective September 1, 2015, by the Supervisory Board held on July 22, 2015, upon the recommendation of the GNRC (i.e. after the allocation date of Stock Options and Performance Shares for 2015). The remuneration fixed for the 2015 financial year was applied pro rata temporis.*

Mr Jaap Tonckens Chief Financial Officer (Management Board member since September 1, 2009)	Financial year 2014		Financial year 2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed income	€550,000	€550,000	€550,000	€550,000
Short term incentive (STI)	€470,249	€412,500	€527,450	€470,249
Supplementary Contribution Scheme (SCS)	€141,250	€141,250	€147,025	€147,025
Other benefits *	€4,715	€4,715	€30,209	€4,366
TOTAL DIRECT REMUNERATION	**€1,166,214**	**€1,108,465**	**€1,254,684**	**€1,171,640**
Long time incentive (LTI) – Stock Options allocated IFRS valuation**	€184,630	€184,630	€209,842	€209,842
Long time incentive (LTI) – Performance Shares allocated IFRS valuation**	€108,177	€108,177	€146,328	€146,328
TOTAL DIRECT REMUNERATION + LTI	**€1,459,021**	**€1,401,272**	**€1,610,854**	**€1,527,810**

* *For 2015, the benefits include International Assigment Extra-Compensation (excl. EU).*

** *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

Mr Jean-Marie Tritant Chief Operating Officer (since April 25, 2013)	Financial year 2014		Financial year 2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed income	€450,000	€450,000	€450,000	€450,000
Short term incentive (STI)	€377,657	€230,114	€430,200	€377,657
Supplementary Contribution Scheme (SCS)	€123,750	€123,750	€127,766	€127,766
Other benefits	€15,905	€15,905	€19,903	€19,903
TOTAL DIRECT REMUNERATION	**€967,312**	**€819,769**	**€1,027,869**	**€975,326**
Long time incentive (LTI) – Stock Options allocated IFRS valuation*	€147,704	€147,704	€167,874	€167,874
Long time incentive (LTI) – Performance Shares allocated IFRS valuation*	€88,613	€88,613	€116,396	€116,396
TOTAL DIRECT REMUNERATION + LTI	**€1,203,629**	**€1,056,086**	**€1,312,139**	**€1,259,596**

* *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

Mrs Armelle Carminati-Rabasse [1] Chief Resources Officer (from September 1, 2013 to August 31, 2015)	Financial year 2014		Financial year 2015	
	Amount due	Amount paid	Amount due	Amount paid
Fixed income	€440,000	€440,000	€293,333	€293,333
Short term incentive (STI)	€302,508	€110,000	€135,000	€437,508
Supplementary Contribution Scheme (SCS)	€122,000	€122,000	€119,251	€119,251
Other benefits	€13,971	€13,971	€15,712	€15,712
TOTAL DIRECT REMUNERATION	**€878,479**	**€685,971**	**€563,296**	**€865,804**
Long time incentive (LTI) – Stock Options allocated IFRS valuation*	€147,704	€147,704	€167,874	€167,874
Long time incentive (LTI) – Performance Shares allocated IFRS valuation*	€88,613	€88,613	€116,396	€116,396
TOTAL DIRECT REMUNERATION + LTI	**€1,114,796**	**€922,288**	**€847,566**	**€1,150,074**

* *The value corresponds to the value of the Stock Options and Performance Shares at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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 Armelle Carminati-Rabasse's mandate as Chief Resources Officer ended on August 31, 2015. Her rigths to Performance Shares and Stock Options were permanently lost.*

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 2015 financial year

The detail on the plans in force, in particular the Stock Option Plan (Plan Performance no. 8) applicable to employees and executive officers is presented on pages 231 to 236.

All Stock Options granted in 2015 are:

- without discount; and
- subject to a presence and an external performance conditions based on Unibail-Rodamco SE's overall stock market performance, taking into account distributions reinvested, outperforming the EPRA Eurozone Index over the reference period (between the grant date and the last trading day preceding the Option exercise date). For details on the performance and presence conditions refer to pages 232 to 234.

In accordance with Afep-Medef recommendations, except under exceptional circumstances, the annual allocation of Stock Options occurs in March, following the publication of the financial results.

The allocation to the CEO shall not exceed 8% of any total allocation granted, and the six highest allocations of the Group (including the allocation to the CEO) shall not exceed a total of 25% of any total allocation.

On March 3, 2015, with a total of 623,085 Stock Options granted to employees and Management Board members, 147,900 Stock Options were granted to Management Board members representing 23.7% of the total allocation of Stock Options within the Group in 2015.

Mr Christophe Cuvillier, as CEO, was awarded 42,500 options in 2015, the same as in 2013 and 2014. This represented 6.8% of the total Stock Option allocation within the Group in 2015.

The Management Board members received the following allocations of Stock Options in 2015: Mr Olivier Bossard: 20,400; Mrs Armelle Carminati-Rabasse: 20,400; Mr Fabrice Mouchel: 18,700; Mr Jaap Tonckens: 25,500 and Mr Jean-Marie Tritant: 20,400.

According to the Afep-Medef code, each Management Board member is strictly 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.

Retention and investment obligation applicable to Management Board members[1]

Pursuant to Article L. 225-185 of the French Commercial Code and pursuant to Afep-Medef Code recommendations, all Management Board members are subject to retention and investment obligations in the Company's shares. For details see page 251.

(1) *Under the Supervisory Board 's decision taken in accordance with Article L. 225-185 of the French Commercial Code.*

Share subscription or purchase options granted during financial years 2012 to 2015 (Table no. 4 of AMF/Afep-Medef recommendations)

Plan Number	Plan performance no. 7			Plan performance no. 7			Plan performance no. 7			Plan performance no. 8		
Date of grant	March 14, 2012			March 4, 2013			March 3, 2014			March 3, 2015		
Opening of exercise period (at the opening of trading day)*	March 15, 2016			March 5, 2017			March 4, 2018			March 4, 2019		
End of exercise period (at the end of he trading day)*	March 14, 2019			March 4, 2020			March 3, 2021			March 3, 2022		
Exercise Price per Stock Option	€146.11*			€173.16*			€186.10*			€256.81*		
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 members	Number of Stock Options granted	Value of Stock Options granted**	Variation 2012 *vs* 2011 in value	Number of Stock Options granted	Value of Stock Options granted**	Variation 2013 *vs* 2012 in value	Number of Stock Options granted	Value of Stock Options granted**	Variation 2014 *vs* 2013 in value	Number of Stock Options granted	Value of Stock Options granted**	**Variation 2015 *vs* 2014 in value**
Mr Christophe Cuvillier Chief Executive Officer(1)	29,750	€205,573	4.0%	42,500	€337,875	64.4%	42,500	€307,717	-8.9%	42,500	€349,737	13.7%
Mr Olivier Bossard Chief Development Officer(2) ***	15,300	€105,723	-16.2%	20,400	€162,180	53.4%	20,400	€147,704	-8.9%	20,400	€167,874	13.7%
Mr Fabrice Mouchel Deputy Chief Financial Officer(3) ***	11,900	€82,229	-9.8%	15,300	€121,635	47.9%	17,000	€123,087	1.2%	18,700	€153,884	25.0%
Mrs Astrid Panosyan Chief Resources Officer(4)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mr Jaap Tonckens Chief Financial Officer	25,500	€176,205	-3.3%	25,500	€202,725	15.1%	25,500	€184,630	-8.9%	25,500	€209,842	13.7%
Mr Jean-Marie Tritant Chief Operating Officer(5) ***	15,300	€105,723	-16.2%	20,400	€162,180	53.4%	20,400	€147,704	-8.9%	20,400	€167,874	13.7%
Mrs Armelle Carminati-Rabasse *Chief Resources Officer(6)*	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	*20,400*	*€147,704*	*n/a*	*20,400*	*€167,874*	*13.7%*

n/a means any information relating to a period within which the person involved was neither a corporate officer nor an employee of the Company.

* *Under assumption that the performance and presence conditions are satisfied.*

** *The value corresponds to the value of the Stock Options at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

*** *Beneficiaries were still employees on the date of grant of the 2012 and 2013 grants.*

(1) *Member of Unibail-Rodamco SE Management Board since June 2011, Mr Christophe Cuvillier was appointed as CEO and Chairman of the Management Board effective April 25, 2013, by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC.*

(2) *Mr Olivier Bossard was appointed as Chief Development Officer effective April 25, 2013, by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC.*

(3) *Mr Fabrice Mouchel was appointed as Deputy Chief Financial Officer effective April 25, 2013, by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC.*

(4) *Mrs Astrid Panosyan was appointed as Chief Resources Officer effective September 1, 2015, by the Supervisory Board held on July 22, 2015, upon the recommendation of the GN&RC and did not benefit of grant of Stock Options.*

(5) *Mr Jean-Marie Tritant was appointed as Chief Operating Officer effective April 25, 2013, by the Supervisory Board held on March 4, 2013, upon the recommendation of the GN&RC.*

(6) *Mrs Armelle Carminati-Rabasse's mandate as Chief Resources Officer ended on August 31, 2015. Her rigths to Stock Options were permanently lost.*

Stock Options granted to Management Board members in the financial year 2016

The Supervisory Board of March 8, 2016, upon the recommendation of the GN&RC, granted to employees and executive officers a total of 611,608 Stock Options, representing overall 0.6% of a fully diluted capital.

The allocation to the CEO shall not exceed 8% of the total allocation within the Group and the six highest allocations of the Group (including the allocation to the CEO) may not exceed a total of 25% of the total allocation.

A total of 148,750 Stock Options were allocated to the Management Board members.

The number of Stock Options granted to CEO represents 6.9% of the total allocation of Stock Options within the Group in 2016.

The overall Stock Options allocation to the Management Board members (CEO included) represents 24.3% of the total allocation of Stock Options within the Group in 2016, and are indicated in the table below:

Share subscription or purchase options granted to Management Board members in the 2016 financial year (Table no. 4 bis of AMF/Afep-Medef recommendations)

Plan Number	Plan Performance no. 8	
Date of grant	March 8, 2016	
Opening of the exercise period (at the opening of the trading day)**	March 9, 2020	
End of the exercise period (at the end of the trading day)**	March 8, 2023	
Exercise Price per Stock Option	€227,24*	
Type of Stock Options	Share subscription or purchase Stock Options subject to performance conditions and with no discount	
Name of the Management Board members	Number of Stock Options granted	Value of Stock Options granted***
Mr Christophe Cuvillier – Chief Executive Officer	42,500	€359,522
Mr Olivier Bossard – Chief Development Officer	20,400	€172,571
Mr Fabrice Mouchel – Deputy Chief Financial Officer	18,700	€158,190
Mrs Astrid Panosyan – Chief Resources Officer	18,700	€158,190
Mr Jaap Tonckens – Chief Financial Officer	25,500	€215,713
Mr Jean-Marie Tritant – Chief Operating Officer	22,950	€194,142

* *At the grant date.*

** *Under assumption that the performance and presence conditions are satisfied.*

*** *The value corresponds to the value of the Stock Options at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis 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.*

Stock Options exercised by Management Board members during the 2015 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 Members	Plan number – Tranche year and date	Number of stock-options exercised for the financial year[1]	Exercise price per option[1]
Mr Christophe Cuvillier	Plan Performance no. 7 – Tranche 2011 – 09/06/2011	26,000	€152.03
Mr Olivier Bossard	Plan Performance no. 5 – Tranche 2008 – 23/10/2008	13,000	€103.62
	Plan Performance no. 5 – Tranche 2009 – 13/03/2009	1,188	€79.08
Mr Fabrice Mouchel	Plan Performance no. 6 – Tranche 2011 – 10/03/2011	13,260	€141.54
Mr Jaap Tonckens	Plan Performance no. 6 – Tranche 2011 – 10/03/2011	26,520	€141.54
Mr Jean-Marie Tritant	Plan Performance no. 5 – Tranche 2008 – 23/10/2008	21,375	€103.62

(1) After legal adjustment(s), if any.

c) Details of Long term incentive (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 2015 financial year

The detail on the plans in force, in particular the Performance Shares Plan (Plan Performance no. 1) applicable to employees and executive officers is presented on pages 236 to 238.

All Performance Shares are subject to a presence and an external performance conditions based on Unibail-Rodamco SE's overall stock market performance, taking into account distributions reinvested, outperforming the EPRA Eurozone Index over the reference period (minimum 3 years). For details on the performance and presence conditions see section 5.2.3.

In accordance with Afep-Medef recommendations, except under exceptional circumstances, the annual allocation of Performance Shares occurs in March, following the publication of the financial results.

The allocation to the CEO shall not exceed 8% of any total allocation, and the six highest allocations of the Group (including the allocation to the CEO) shall not exceed 25% of any total allocation.

On March 3, 2015, with a total of 37,554 Performance Shares granted to employees and Management Board members, 8,911 Performance Shares were granted to Management Board members representing 23.7% of the total allocation of Stock Options within the Group in 2015.

Mr Christophe Cuvillier, as CEO, was awarded 2,561 Performance Shares in 2015, the same as in 2013 and 2014. This represented 6.8% of the total Performance Shares allocation within the Group in 2015.

The Management Board members received the following allocations of Performance Shares in 2015: Mr Olivier Bossard: 1,229; Mrs Armelle Carminati-Rabasse: 1,229; Mr Fabrice Mouchel: 1,127; Mr Jaap Tonckens: 1,536 and Mr Jean-Marie Tritant: 1,229.

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.

Retention and investment obligation applicable to Management Board members[1]

Pursuant to Article L. 225-185 of the French Commercial Code and pursuant to Afep-Medef Code recommendations, all Management Board members are subject to retention and investment obligations in the Company's shares. For details see page 251.

(1) Under the Supervisory Board 's decision taken in accordance with Article L. 225-185 of the French Commercial Code.

Details of Performance Shares granted to Management Board members during the 2015 financial year (Art. L. 225-197-4 of the French Commercial Code) (Table no. 6 of AMF/Afep-Medef recommendations)

Management Board Member	Plan number and date	Numbers of Performance Shares allocated during the 2015 financial year	Shares valuation according to the reserved method for consolidated financial statements[1]	Acquisition date	Availability date (at the end of the trading day)[2]	Performance criteria
Mr Christophe Cuvillier	Plan Performance no. 1 – Tranche 2015 03/03/2015	2,561	€242,547	03/03/2018	03/03/2020	yes
Mr Olivier Bossard	Plan Performance no. 1 – Tranche 2015 03/03/2015	1,229	€116,396	03/03/2018	03/03/2020	yes
Mr Fabrice Mouchel	Plan Performance no. 1 – Tranche 2015 03/03/2015	1,127	€106,736	03/03/2018	03/03/2020	yes
Mrs Astrid Panosyan[3]	Plan Performance no. 1 – Tranche 2015 03/03/2015	n/a	n/a	-	-	-
Mr Jaap Tonckens[4]	Plan Performance no. 1 – Tranche 2015 03/03/2015	1,536	€146,328	03/03/2019	03/03/2019	yes
Mr Jean-Marie Tritant	Plan Performance no. 1 – Tranche 2015 03/03/2015	1,229	€116,396	03/03/2018	03/03/2020	yes
Mrs Armelle Carminati-Rabasse[5]	*Plan Performance no. 1 – Tranche 2015 03/03/2015*	*1,229*	*€116,396*	*03/03/2018*	*03/03/2020*	*yes*

(1) The value corresponds to the value of the Performance Shares at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by Willis 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. For non-French tax resident beneficiaries, this value takes into account the specific duration of the vesting period (four years) and the absence of holding period.
(2) First potential availability date, subject to the completion of the Performance condition as from March 3, 2018. If the performance condition is not met on one of those dates, all rights are definitively lost on March 3, 2020.
(3) Mrs Astrid Panosyan was appointed as Chief Resources Officer effective September 1, 2015, by the Supervisory Board held on July 22, 2015, upon the recommendation of the GN&RC (i.e. after the allocation of Performance Shares for 2015).
(4) For non-French tax resident beneficiaries, the acquisition date is on March 3, 2019 taking into account the four-year Vesting period and the absence of holding period.
(5) The Chief Resources Officer's mandate of Mrs Armelle Carminati-Rabasse ended on August 31, 2015. Her rights to Performance Shares from Plan no. 1 were permanently lost.

Details of Performance Shares available to Management Board members during the 2015 financial year (Table no. 7 of AMF/Afep-Medef recommendations)

Management Board Member	Plan number and date	Number of Performance Shares being definitely available during the 2015 financial year	Acquisition condition
Mr Christophe Cuvillier	Plan Performance no. 1 – 26/04/2012	n/a	Yes
	Plan Performance no. 1 – 04/03/2013 Plan Performance no. 1 – 03/03/2014 Plan Performance no. 1 – 03/03/2015	n/a n/a n/a	Yes Yes Yes
Mr Olivier Bossard	Plan Performance no. 1 – 26/04/2012	n/a	Yes
	Plan Performance no. 1 – 04/03/2013 Plan Performance no. 1 – 03/03/2014 Plan Performance no. 1 – 03/03/2015	n/a n/a n/a	Yes Yes Yes
Mr Fabrice Mouchel	Plan Performance no. 1 – 26/04/2012	n/a	Yes
	Plan Performance no. 1 – 04/03/2013 Plan Performance no. 1 – 03/03/2014 Plan no. 1 Performance – 03/03/2015	n/a n/a n/a	Yes Yes Yes
Mrs Astrid Panosyan[1]	n/a	n/a	Yes
Mr Jaap Tonckens	Plan Performance no. 1 – 26/04/2012	n/a	Yes
	Plan Performance no. 1 – 04/03/2013 Plan Performance no. 1 – 03/03/2014 Plan Performance no. 1 – 03/03/2015	n/a n/a n/a	Yes Yes Yes
Mr Jean-Marie Tritant	Plan Performance no. 1 – 26/04/2012	n/a	Yes
	Plan Performance no. 1 – 04/03/2013 Plan Performance no. 1 – 03/03/2014 Plan Performance no. 1 – 03/03/2015	n/a n/a n/a	Yes Yes Yes
Mrs Armelle Carminati-Rabasse[2]	*Plan Performance no. 1 – 03/03/2014* *Plan Performance no. 1 – 03/03/2015*	*n/a* *n/a*	*Yes* *Yes*

n/a means The Performance Shares granted with respect to this Performance Plan are not yet available.
(1) Mrs Astrid Panosyan was appointed as Chief Resources Officer effective September 1, 2015, by the Supervisory Board held on July 22, 2015, upon the recommendation of the GN&RC (i.e. after the allocation of Performance Shares for 2015).
(2) The Chief Resources Officer's mandate of Mrs Armelle Carminati-Rabasse ended on August 31, 2015. Her rights to Performance Shares from Plan no. 1 were permanently lost.

Performance Shares granted to Management Board members in the financial year 2016[1]

Pursuant to the remuneration policy, the allocation of Performance Shares occurs each year concurrently with the grant of Performance Shares, the LTI corresponding to a combination of the two instruments according to a ratio defined by the Supervisory Board. These allocations are typically made in March.

In order to benefit from the new legal, tax and social provisions introduced by the French law no. 2015-990 of August 6, 2015 to promote growth, activity and equal economic opportunities («Loi Macron»), insofar these new provisions apply to free shares whose allocation was authorized by a resolution of the Extraordinary General Meeting of shareholders after the date of publication of the law, the Supervisory Board on March 8, 2016 decided to postpone allocation of Performance Shares at the end of the General Meeting of shareholders to be held on April 21, 2016 to approve a resolution authorizing the Management Board to grant Performance Shares. This resolution has strictly identical terms that the resolution adopted in 2015.

Moreover, as part of an ongoing commitment to improving its practices, the Company has decided to engage in a restructuring of its Performance Share plans which will be applicable to grants made as from January 1, 2017. These changes intend, in particular, to eliminate the ability to test on more than one occasion the attainment of the performance condition («restrictive tests») at the end of the vesting period, and thus move the plan to a "single testing" scheme. Accordingly, the terms and conditions of future Performance Share plans will be amended in 2017, upon the recommendation of the GN&RC and after approval by the Supervisory Board, to apply this elimination while preserving the goals of incentivizing and creating long-term company loyalty as well as aligning the interests of the beneficiaries with those of shareholders over the long term.

The allocation decided at the end of the General Meeting shall be disclosed in a specific communication.

Details of Performance Shares granted to Management Board members during the 2016 financial year* (Table no. 6 bis of AMF/Afep-Medef recommendations)

Management Board member	Plan number and date	Numbers of Performance Shares allocated during the 2016 financial year	Performance Shares valuation according to the reserved method for consolidated financial statements	Acquisition date	Availability date (at the end of the trading day)	Performance criteria
Mr Christophe Cuvillier		n/a	n/a	n/a	n/a	n/a
Mr Olivier Bossard		n/a	n/a	n/a	n/a	n/a
Mrs Astrid Panosyan[1]		n/a	n/a	n/a	n/a	n/a
Mr Fabrice Mouchel		n/a	n/a	n/a	n/a	n/a
Mr Jaap Tonckens		n/a	n/a	n/a	n/a	n/a
Mr Jean-Marie Tritant		n/a	n/a	n/a	n/a	n/a

(1) Mrs Astrid Panosyan was appointed as Chief Resources Officer with effect as of September 1, 2015, by the Supervisory Board held on July 22, 2015, upon the recommendation of the GNRC.

(1) At the date of the filing of this Registration Document.

d) Number of Unibail-Rodamco SE shares/Stock Options/Performance Shares held by Management Board members as at March 8, 2016 (Art. 17 of Annex 1 of Regulation EC 809/2004) (including Stock Options granted on March 8, 2016)

Management Board member	Unibail-Rodamco SE shares owned*	Stock Options non exercised	Performance shares subject to vesting period
Mr Christophe. Cuvillier	27,608	199,750	5,122
Mr Olivier Bossard	84,090	130,260	2,458
Mrs Astrid Panosyan	0	18,700	0
Mr Fabrice Mouchel	75,224	81,600	2,151
Mr Jaap Tonckens	9,718	127,500	3,072
Mr Jean-Marie Tritant	99,528	151,083	2,458

* *Including the shares equivalent to the number of units held in the Company Savings Plan.*

e) Information required by the AMF on the situation of members of the Management Board on December 31, 2014 (Table no. 10 – Recommendation Afep-Medef/Table 11 – Recommendations AMF)

	Employment contract	Supplementary Contribution Scheme (SCS)	Additional pension scheme "chapeau" (defined benefits)	Contractual severance package	Severance related to non-competition clause
Mr Christophe Cuvillier Chief Operating Officer First mandate as CEO: April 25, 2013 End of mandate: AGM 2017	No	Yes	No	No	No
Mr Olivier Bossard Chief Development Officer First mandate: April 25, 2013 End of mandate: AGM 2017	No	Yes	No	No	No
Mr Fabrice Mouchel Deputy Chief Financial Officer First mandate: April 25, 2013 End of mandate: AGM 2017	No	Yes	No	No	No
Mrs Astrid Panosyan Chief Resources Officer First mandate: September 1, 2015 End of mandate: AGM 2017	No	Yes	No	No	No
Mr Jaap Tonckens Chief Financial Officer First mandate: September 1, 2009 Renewal of mandate: April 25, 2013 End of mandate: AGM 2017	No	Yes	No	No	No
Mr Jean-Marie Tritant Chief Operating Officer First mandate: April 25, 2013 End of mandate: AGM 2017	No	Yes	No	No	No

(1) Mr Olivier Bossard, Mr Fabrice Mouchel and Mr Jean-Marie Tritant immediately renounced their employment contracts following their appointment on April 25, 2013, a practice that goes beyond the Afep-Medef recommendations.

5.6.1.2. Remuneration package due or granted in the 2015 financial year and submitted to the advisory opinion of the Annual General Meeting of April 21, 2016

a) Elements of remuneration due or granted to the CEO for the 2015 financial year and submitted to the advisory opinion of the Annual General Meeting of April 21, 2016

Advisory opinion on the elements of remuneration due or granted in respect of the 2015 financial year to Mr Christophe Cuvillier, Chairman of the Management Board

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Fixed Income (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€882,654**	The gross annual fixed income of **€882,654** paid to Mr Christophe Cuvillier in 2015 as CEO and Chairman of the Management Board was determined by the Supervisory Board on March 3, 2015. This amount is before income tax and social security charges. This amount is in the lowest quartile compared to CAC 40 companies as well as the CAC 40 companies with similar market capitalization (2016 Willis Towers Watson Benchmark).
Short-Term Incentive – STI (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€1,323,981**	The short-term incentive (STI) of Mr Christophe Cuvillier paid in respect of the 2015 financial year determined by the Supervisory Board on March 8, 2016, upon the recommendation of the GN&RC, is **€ 1,323,981** (before income tax and social security charges). Pursuant to the remuneration policy approved by the Supervisory Board on June 26, 2007 and October 10, 2007, the STI due to the CEO is 100% based on quantitative criteria and entirely linked to the Group's performance in 2015. The STI of the CEO is calculated according to a formula unchanged since 2007 that takes into consideration the following key performance indicators: • the recurring net result 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 the dividend per share distributed over the same period. The STI is capped at 150% of his gross annual fixed income. The STI for 2015 reflects the growth in recurring net profit per share adjusted for the impact of disposals made in 2014 and 2015 that were communicated in the 2015 Outlook and the 2015 Full-year results. 2015 was characterized by a very solid operating performance and a strong growth in the net asset value per share. The amount resulting from the application of the formula is €1,574,153 (*i.e.* 178.3% of his gross annual fixed income). After application the cap of 150%, this results in an STI for the CEO for 2015 of €1,323,981.
Deferred STI	**n/a**	The MB remuneration policy does not provide for deferred STI.
STI over several years	**n/a**	The MB remuneration policy does not provide for STI over several years.
Fees	**n/a**	Mr Christophe Cuvillier did not benefit from any attendance fees with respect to his duties in any company in the Group.
Exceptional remuneration	**n/a**	The MB remuneration policy does not provide for exceptional remuneration.

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Long Term Incentive – LTI Stock Options, Performance Shares and any other element of LTI (economic value at the allocation date according to IFRS 2 requirements based on the evaluation conducted by Willis Towers Watson) Please see pages 271 to 277	**€592,284**	In accordance with the MB remuneration policy, the economic value of the total amount of Stock Options and Performance Shares granted must remain in the range of 0% to 150% of the annual gross fixed income. In 2015, the economic value amounts to a total of €592,284 *i.e.* 67.1% of the CEO's gross annual fixed income. *Obligation to retain shares:* the Supervisory Board decided that, ● all MB members must maintain a personal investment in Unibail-Rodamco SE shares equivalent to 30% a) of the capital gain (net of tax) on the date of exercise of the Stock Options granted and b) of Performance Shares from the time those Performance Shares become available, both until the end of their mandates as Management Board members; and ● this retention obligation applies up to a maximum of the equivalent in Unibail-Rodamco shares of three years of gross annual fixed income for the CEO. **Stock Options** Mr Christophe Cuvillier was granted 42,500 Stock Options by the Supervisory Board on March 3, 2015. The Stock Options granted are without discount and may only be exercised as from the fourth anniversary of the allocation date, subject to: (i) a presence condition which requires an uninterrupted presence during a 2-year period in the Group immediately prior to the request to exercise the options; (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. The grant of Stock Options to the CEO must not exceed 8% of the total number of Stock Options granted per year. The economic value of the Stock Options granted in 2015 amounts to **€349,737.** This represents 6.8% of the total number of Stock Options granted. **Performance Shares** Mr Christophe Cuvillier was granted 2,561 Performance Shares by the Supervisory Board on March 3, 2015. The acquisition of Performance Shares is subject to a three year vesting period and up to five years, as the case may be, and subject to the following cumulative criteria: (i) a presence condition which requires an uninterrupted presence during a 2-year period in the Group before the expiry of the vesting period. (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. A minimum holding period of two years of the Performance Shares shall be respected once vested. 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 the period that a Management Board member owns or comes to own a number of Unibail-Rodamco shares equivalent to at least 50% of his or her annual fixed income in any given year. The grant of Performance Shares to the CEO must not exceed 8% of the total number of Performance Shares granted per year. The economic value of the Performance Shares granted in 2015 amounts to **€242,547.** This represents 6.8% of the total value of Performance Shares granted.
Welcome Bonus or severance package	**n/a**	The MB remuneration policy does not provide for any welcome bonus or severance package. Hence, Mr Christophe Cuvillier does not benefit from any severance package in the event of termination of his duties.
Supplementary contribution scheme -SCS	**€274,475**	Mr Christophe Cuvillier does not benefit from any defined benefit pension plan (also called "top up pension plan"– "retraite chapeau", Article 39 of the French Tax Code). Mr Christophe Cuvillier benefits from the Supplementary Contribution Scheme ("SCS") which consists of an annual contribution paid into a blocked savings account equivalent to: ● a fixed amount of €90,000; and ● a variable amount of 10% of the total cash remuneration earned each year (*i.e.* fixed income for year N plus short-term incentive for year N-1). The amount paid in 2015 amounted to **€274,475**. This amount will be available only after the end of his mandate as a Management Board member.
Collective life and health insurance	**n/m**	Mr Christophe Cuvillier benefits from the Company's health and life insurance under the same terms as those applied to the category of employees he is affiliated with, with respect to social security benefits and other items of his compensation.
Benefits of any kind	**€20,772**	Mr Christophe Cuvillier benefits from a company car and an unemployment contribution (GSC type).
Indemnity for non-compete clause	**n/a**	Mr Christophe Cuvillier does not benefit from any contractual indemnity clause in relation to any non-compete provision in the event of termination of his duties.

n/a means not applicable.
n/m means not material.

b) Elements of remuneration elements due or granted to other Management Board members in the 2015 financial year and submitted to the advisory opinion of the Annual General Meeting of April 21, 2016

Advisory opinion on the elements of remuneration due or granted in respect of the 2015 financial year to Mr Olivier Bossard, Member of the Management Board

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Fixed Income (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€400,000**	The gross annual fixed income of **€400,000** paid to Mr Olivier Bossard in 2015 was determined by the Supervisory Board on March 4, 2013. This amount is before income tax and social security charges.
Short-Term Incentive – STI (paid in respect of the 2015 financial year before income tax and social security charges) Please see pages 260 to 271	**€378,400**	The short-term incentive (STI) of Mr Olivier Bossard paid in respect of the 2015 financial year as determined by the Supervisory Board on March 8, 2016 was €378,400 (before income tax and social security charges), *i.e.* 94.6% of his gross annual fixed income. Note that the amount of total STI for non-CEO Management Board members may not exceed 100% of the gross annual fixed income. In accordance with the MB remuneration policy approved by the Supervisory Board on June 26, 2007 the STI of the MB members due in respect of the 2015 financial year includes two components: a quantitative component and a qualitative component, each capped at 50% of the gross annual fixed income. (i) the **quantitative component,** entirely linked to the Group's performance in 2015 and calculated according to a formula unchanged since 2007 that takes into consideration the following key performance indicators: ▪ the recurring net result and recurring EPS growth per share above inflation; and ▪ the creation of value during the period, measured by the growth above inflation of the net asset value per share plus the dividend per share distributed over the same period. The STI for 2015 reflects the growth in recurring net profit per share adjusted for the impact of disposals made in 2014 and 2015 that were communicated in the 2015 Outlook and the 2015 Full-year results. 2015 was characterized by a very solid operating performance and a strong growth in the net asset value per share. This quantitative component must be in a range of 0% to 50% of gross annual fixed income of the relevant period. The amount resulting from the application of the formula is €247,610 (*i.e.* 61.9% of his gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mr Olivier Bossard for 2015 of **€200,000**. The quantitative component amount represents 52.9% of the total STI granted for the period. (ii) the **qualitative component**[1] determined according to the achievement of individual qualitative objectives for each Management Board Member, which are pre-defined by the CEO and approved by the GN&RC and Supervisory Board. The qualitative component must be in a range of 0% to 50% of gross annual fixed income of the period. The level of achievement of the 2015 individual qualitative objectives by Mr Olivier Bossard is 89.2%, which results in a qualitative STI for 2015 of 44.6% of his gross annual fixed income i.e. **€178,400**. The qualitative component amount represents 47.2% of the total STI granted for the period. **For more details on the qualitative objectives, please refer to pages 265 and 266.**
Deferred STI	**n/a**	The MB remuneration policy does not provide for deferred STI.
STI over several years	**n/a**	The MB remuneration policy does not provide for STI over several years.
Fees	**n/a**	Mr Olivier Bossard did not benefit from any attendance fees with respect to his duties in any company in the Group.
Exceptional remuneration	**n/a**	The MB remuneration policy does not provide for exceptional remuneration.

(1) The qualitative component is capped at 50% of the gross annual fixed income and calculated based on the level of achievement of individual objectives. The maximum performance rate of 100% on all qualitative objectives results in the maximum STI for the qualitative component of 50% of the gross annual fixed income. For details on qualitative objectives, see pages 265 and 266.

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Long Term Incentive – LTI Stock Options, Performance Shares and any other element of LTI (economic value at the allocation date according to IFRS 2 requirements based on the evaluation conducted by Willis Towers Watson). Please see pages 271 to 277	€284,270	In accordance with the MB remuneration policy, the economic value of the total amount of Stock Options and Performance Shares granted must remain in the range of 0% to 150% of the gross annual fixed income. In 2015, the economic value amounts to a total of €284,270, *i.e.* 71.0% of the gross annual fixed income. *Obligation to retain shares:* the Supervisory Board decided that, ● all MB members must maintain 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 and of Performance Shares from the time those Performance Shares become available, both until the end of their mandates as Management Board member; and ● this retention obligation applies up to a maximum of the equivalent in Unibail-Rodamco shares of two years of gross annual fixed income for the MB member. **Stock Options** Mr Olivier Bossard was granted 20,400 Stock Options by the Supervisory Board on March 3, 2015. The Stock Options granted are without discount and may only be exercised once or several times from the fourth anniversary of the allocation date, subject to: (i) a presence condition which requires an uninterrupted presence during a 24-month period in the Group immediately prior to the request to exercise the options; (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. The economic value of the Stock Options granted in 2015 amounts to **€167,874** **Performance Shares** Mr Olivier Bossard was granted 1,229 Performance Shares by the Supervisory Board on March 3, 2015. The Performance Shares are definitively acquired at the end of a minimum vesting period of 3 years and up to 5 years, as the case may be, subject to the following cumulative criteria: (i) a presence condition which requires an uninterrupted presence during a 2-year period in the Group before the expiry of the vesting period; (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. A minimum holding period of two years of the Performance Shares shall be respected once vested. 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 the 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 economic value of the Performance Shares granted in 2015 amounts to **€116,396.**
Welcome Bonus or severance payment	n/a	The MB remuneration policy does not provide for any welcome bonus or severance package. Hence, Mr Olivier Bossard did not benefit from any welcome bonus when assuming his functions and does not benefit from any severance package in the event of termination of his duties.
Supplementary contribution scheme - SCS	€118,361	Mr Olivier Bossard does not benefit from any defined benefits pension plan (also called "top up pension plan"– "retraite chapeau", Article 39 of the French Tax Code). Mr Olivier Bossard benefits from the Supplementary Contribution Scheme ("SCS") which consists of an annual contribution paid into a blocked savings account equivalent to: ● a fixed amount of €45,000; and ● a variable amount of 10% of the total cash remuneration earned each year (*i.e.* fixed income for year N plus short-term incentive for year N-1). The amount paid in 2015 amounted to **€118,361.** This amount will be available only after the end of his mandate as a Management Board member.
Collective life and health insurance	n/m	Mr Olivier Bossard benefits from the Company's health and life insurance under the same terms as those applied to the category of employees he is affiliated with, with respect to social security benefits and other items of his compensation.
Benefits of any kind	€19,413	Mr Olivier Bossard benefits from a company car and an unemployment contribution (GSC type).
Indemnity for non-compete clause	n/a	Mr Olivier Bossard does not benefit from any contractual indemnity clause in relation to any non-compete provision in the event of termination of his duties.

n/a means not applicable.
n/m means not material.

Advisory opinion on the elements of remuneration due or granted in respect of the 2015 financial year to Mr Fabrice Mouchel, Member of the Management Board

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Fixed Income (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€360,000**	The gross annual fixed income of **€360,000** paid to Mr Fabrice Mouchel in 2015 was determined by the Supervisory Board on March 3, 2015. This amount is before income tax and social security charges.
Short-Term Incentive – STI (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€340,560**	The short-term incentive (STI) of Mr Fabrice Mouchel paid in respect of the 2015 financial year as determined by the Supervisory Board on March 8, 2016 was €340,560 (before income tax and social security charges), *i.e.* 94.6% of his gross annual fixed income. Note that the amount of total STI for non-CEO Management Board members may not exceed 100% of the gross annual fixed income. In accordance with the MB remuneration policy approved by the Supervisory Board on June 26, 2007 the STI of the MB members due in respect of the 2015 financial year includes two components: a quantitative component and a qualitative component, each capped at 50% of the gross annual fixed income. (i) the **quantitative component,** entirely linked to the Group's performance in 2015 and calculated according to a formula unchanged since 2007 that takes into consideration the following key performance indicators: ▪ the recurring net result and recurring EPS growth per share above inflation; and ▪ the creation of value during the period, measured by the growth above inflation of the net asset value per share plus the dividend per share distributed over the same period. The STI for 2015 reflects the growth in recurring net profit per share adjusted for the impact of disposals made in 2014 and 2015 that were communicated in the 2015 Outlook and the 2015 Full-year results. 2015 was characterized by a very solid operating performance and a strong growth in the net asset value per share. This quantitative component must be in a range of 0% to 50% of gross annual fixed income of the relevant period. The amount resulting from the application of the formula is €226,249 (*i.e.* 62.8% of his gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mr Fabrice Mouchel for 2015 of **€180,000**. The quantitative component amount represents 52.9% of the total STI granted for the period. (ii) the **qualitative component**[1] determined according to the achievement of individual qualitative objectives for each Management Board Member, which are pre-defined by the CEO and approved by the GN&RC and Supervisory Board. The qualitative component must be in a range of 0% to 50% of gross annual fixed income of the period. The level of achievement of the 2015 individual qualitative objectives by Mr Fabrice Mouchel is 89.2%, which results in a qualitative STI for 2015 of 44.6% of his gross annual fixed income *i.e.* **€160,560**. The qualitative component amount represents 47.1% of the total STI granted for the period. **For more details on the qualitative objectives, please refer to pages 265 and 266.**
Deferred STI	**n/a**	The MB remuneration policy does not provide for deferred STI.
STI over several years	**n/a**	The MB remuneration policy does not provide for STI over several years.
Fees	**n/a**	Mr Fabrice Mouchel did not benefit from any attendance fees with respect to his duties in any company in the Group.
Exceptional remuneration	**n/a**	The MB remuneration policy does not provide for exceptional remuneration.

(1) The qualitative component is capped at 50% of the gross annual fixed income and calculated based on the level of achievement of individual objectives. The maximum performance rate of 100% on all qualitative objectives results in the maximum STI for the qualitative component of 50% of the gross annual fixed income. For details on qualitative objectives, see pages 265 and 266.

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Long Term Incentive – LTI Stock Options, Performance Shares and any other element of LTI (economic value at the allocation date according to IFRS 2 requirements based on the evaluation conducted by Willis Towers Watson) Please see pages 271 to 277	**€260,620**	In accordance with the MB remuneration policy, the economic value of the total amount of Stock Options and Performance Shares granted must remain in the range of 0% to 150% of the gross annual fixed income. In 2015, the economic value amounts to a total of €260,620, *i.e.* 72.4% of the gross annual fixed income. *Obligation to retain shares:* the Supervisory Board decided that, ● all MB members must maintain 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 and of Performance Shares from the time those Performance Shares become available, both until the end of their mandates as Management Board member; and ● this retention obligation applies up to a maximum of the equivalent in Unibail-Rodamco shares of two years of gross annual fixed income for the MB member. **Stock Options** Mr Fabrice Mouchel was granted 18,700 Stock Options by the Supervisory Board on March 3, 2015. The Stock Options granted are without discount and may only be exercised once or several times from the fourth anniversary of the allocation date, subject to: (i) a presence condition which requires an uninterrupted presence during a 24-month period in the Group immediately prior to the request to exercise the options; (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. The economic value of the Stock Options granted in 2015 amounts to **€153,884.** **Performance Shares** Mr Fabrice Mouchel was granted 1,127 Performance Shares by the Supervisory Board on March 3, 2015. The Performance Shares are definitively acquired at the end of a minimum vesting period of 3 years and up to 5 years, as the case may be, subject to the following cumulative criteria: (i) a presence condition which requires an uninterrupted presence during a 2-year period in the Group before the expiry of the vesting period. (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. A minimum holding period of two years of the Performance Shares shall be respected once vested. 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 the 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 economic value of the Performance Shares granted in 2015 amounts to **€106,736.**
Welcome Bonus or severance package	**n/a**	The MB remuneration policy does not provide for any welcome bonus or severance package. Hence, Mr Fabrice Mouchel did not benefit from any welcome bonus when assuming his functions and does not benefit from any severance package in the event of termination of his duties.
Supplementary Contribution Scheme - SCS	**€109,034**	Mr Fabrice Mouchel does not benefit from any defined benefit pension plan (also called "top up pension plan"– "retraite chapeau", Article 39 of the French Tax Code). Mr Fabrice Mouchel benefits from the Supplementary Contribution Scheme ("SCS") which consists of an annual contribution paid into a blocked savings account equivalent to: ● a fixed amount of €45,000; and ● a variable amount of 10% of the total cash remuneration earned each year (*i.e.* fixed income year N plus short-term incentive year N-1). The amount paid in 2015 amounted to **€109,034.** This amount will be available only after the end of his mandate as a Management Board member.
Collective life and health insurance	**n/m**	Mr Fabrice Mouchel benefits from the Company's health and life insurance under the same terms as those applied to the category of employees he is affiliated with, with respect to social security benefits and other items of his compensation.
Benefits of any kind	**€14,657**	Mr Fabrice Mouchel benefits from a company car and an unemployment contribution (GSC type).
Indemnity for non-compete clause	**n/a**	Mr Fabrice Mouchel does not benefit from any contractual indemnity clause in relation to any non-compete provision in the event of termination of his duties.

n/a means not applicable.
n/m means not material.

Advisory opinion on the elements of remuneration due or granted in respect of the 2015 financial year to Mrs Astrid Panosyan, Member of the Management Board (since September 1, 2015)

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Fixed Income (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€120,000**	The amount of **€120,000** represents the *pro rata temporis* application in 2015 of the gross annual fixed income of Mrs Astrid Panosyan, appointed to the Management Board effective September 1, 2015, at a gross fixed annual income of €360,000. This amount is before income tax and social security charges.
Short-Term Incentive – STI (paid in respect of the 2014 financial year – before income tax and social security charges) Please see pages 260 to 271	**€113,400**	The short-term incentive (STI) of Mrs Astrid Panosyan paid in respect of the 2015 financial year as determined by the Supervisory Board on March 8, 2016, on a *prorata temporis* basis, was €113,400 (before income tax and social security charges), *i.e.* 94.5% of her gross annual fixed income. Note that the amount of total STI for non-CEO Management Board members may not exceed 100% of the gross annual fixed income. In accordance with the MB remuneration policy approved by the Supervisory Board on June 26, 2007, the STI of the MB members due in respect of the 2015 financial year includes two components: a quantitative component and a qualitative component, each capped at 50% of the gross annual fixed income. (i) the **quantitative component,** entirely linked to the Group's performance in 2015 and calculated according to a formula unchanged since 2007 that takes into consideration the following key performance indicators: ▪ the recurring net result and recurring EPS growth per share above inflation; and ▪ the creation of value during the period, measured by the growth above inflation of the net asset value per share plus the dividend per share distributed over the same period. The STI for 2015 reflects the growth in recurring net profit per share adjusted for the impact of disposals made in 2014 and 2015 that were communicated in the 2015 Outlook and the 2015 Full-year results. 2015 was characterized by a very solid operating performance and a strong growth in the net asset value per share. This quantitative component must be in a range of 0% to 50% of gross annual fixed income of the relevant period. The amount resulting from the application of the formula is €75,416 (*i.e.* 62.8% of her *pro rata temporis* gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mrs Astrid Panosyan for 2015 of **€60,000**. The quantitative component amount represents 52.9% of the total STI granted for the period. (ii) the **qualitative component**(1) determined according to the achievement of individual qualitative objectives for each Management Board Member, which are pre-defined by the CEO and approved by the GN&RC and Supervisory Board. The qualitative component must be in a range of 0% to 50% of gross annual fixed income of the period. The level of achievement of the 2015 qualitative objectives by Mrs Astrid Panosyan is 88.9%, which results in a qualitative STI for 2015 of 44.5% of her *pro rata temporis* gross annual fixed income *i.e.* **€53,400**. The qualitative component amount represents 47.1% of the total STI granted for the period. **For more details on the qualitative objectives, please refer to pages 265 and 266.**
Deferred STI	n/a	The MB remuneration policy does not provide for deferred STI.
STI over several years	n/a	The MB remuneration policy does not provide for STI over several years.
Fees	n/a	Mrs Astrid Panosyan did not benefit from any attendance fees with respect to her duties in any company in the Group.
Exceptional remuneration	n/a	The MB remuneration policy does not provide for exceptional remuneration.
Long Term Incentive (LTI) Stock Options, Performance Shares and any other element of LTI	n/a	Mrs Astrid Panosyan received no Stock Options and Performance Shares in 2015.
Welcome Bonus or severance package	n/a	The MB remuneration policy does not provide for any welcome bonus or severance payments. Hence, Mrs Astrid Panosyan did not benefit from any welcome bonus when assuming her functions and does not benefit from any severance package in the event of termination of her duties.
Supplementary Contribution Scheme -SCS	n/a	She did not receive any supplementary contribution in 2015. Mrs Astrid Panosyan does not benefit from any defined benefit pension plan (also called "top up pension plan" – "retraite chapeau", Article 39 of the French Tax Code).
Collective life and health insurance	n/m	Mrs Astrid Panosyan benefits from the Company's health and life insurance under the same terms as those applied to the category of employees she is affiliated with, with respect to social security benefits and other items of her compensation.
Benefits of any kind	€3,928	Mrs Astrid Panosyan benefits from a company car and an unemployment contribution (GSC type).
Indemnity for non-compete clause	n/a	Mrs Astrid Panosyan does not benefit from any contractual indemnity clause in relation to any non-compete provision in the event of termination of her duties.

n/a means not applicable.
n/m means not material.
(1) The qualitative component is capped at 50% of the gross annual fixed income and calculated based on the level of achievement of individual objectives. The maximum performance rate of 100% on all qualitative objectives results in the maximum STI for the qualitative component of 50% of the gross annual fixed income. For details on qualitative objectives, see pages 265 and 266.

Advisory opinion on the elements of remuneration due or granted in respect of the 2015 financial year to Mr Jaap Tonckens, Member of the Management Board

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Fixed Income (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€550,000**	The gross annual fixed income of **€550,000** paid to Mr Jaap Tonckens in 2015 was determined by the Supervisory Board on March 4, 2013. This amount is before income tax and social security charges.
Short-Term Incentive – STI (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€527,450**	The short-term incentive (STI) of Mr Jaap Tonckens paid in respect of the 2015 financial year as determined by the Supervisory Board on March 8, 2016 was €527,450 (before income tax and social security charges), *i.e.* 95.9% of his gross annual fixed income. Note that the amount of total STI for non-CEO Management Board members may not exceed 100% of the gross annual fixed income. In accordance with the MB remuneration policy approved by the Supervisory Board on June 26, 2007 the STI of the MB members due in respect of the 2015 financial year includes two components: a quantitative component and a qualitative component, each capped at 50% of the gross annual fixed income. (i) the **quantitative component**[1], entirely linked to the Group's performance in 2015 and calculated according to a formula unchanged since 2007 that takes into consideration the following key performance indicators: ▪ the recurring net result and recurring EPS growth per share above inflation; and ▪ the creation of value during the period, measured by the growth above inflation of the net asset value per share plus the dividend per share distributed over the same period. The STI for 2015 reflects the growth in recurring net profit per share adjusted for the impact of disposals made in 2014 and 2015 that were communicated in the 2015 Outlook and the 2015 Full-year results. 2015 was characterized by a very solid operating performance and a strong growth in the net asset value per share. This quantitative component must be in a range of 0% to 50% of gross annual fixed income of the relevant period. The amount resulting from the application of the formula is €327,712 (*i.e.* 59.5% of his gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mr Jaap Tonckens for 2015 of **€275,000**. The quantitative component amount represents 52.1% of the total STI granted for the period. (ii) the **qualitative component**[1] determined according to the achievement of individual qualitative objectives for each Management Board Member, which are pre-defined by the CEO and approved by the GN&RC and Supervisory Board. The qualitative component must be in a range of 0% to 50% of gross annual fixed income of the period. The level of achievement of the 2015 individual qualitative objectives by Mr Jaap Tonckens is 91.8%, which results in a qualitative STI for 2015 of 45.9% of his gross annual fixed income *i.e.* **€252,450**. The qualitative component amount represents 47.9% of the total STI granted for the period. **For more details on the qualitative objectives, please refer to pages 265 and 266.**
Deferred STI	**n/a**	The MB remuneration policy does not provide for deferred STI.
STI over several years	**n/a**	The MB remuneration policy does not provide for STI over several years.
Fees	**n/a**	Mr Jaap Tonckens did not receive any attendance fees with respect to his duties in any company in the Group.
Exceptional remuneration	**n/a**	Mr Jaap Tonckens did not receive any exceptional remuneration.

(1) The qualitative component is capped at 50% of the gross annual fixed income and calculated based on the level of achievement of individual objectives. The maximum performance rate of 100% on all qualitative objectives results in the maximum STI for the qualitative component of 50% of the gross annual fixed income. For details on qualitative objectives, see pages 265 and 266.

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Long Term Incentive (LTI) Stock Options, Performance Shares and any other element of LTI (economic value at the allocation date according to IFRS 2 requirements based on the evaluation conducted by Willis Towers Watson) Please see pages 271 to 277	**€356,170**	In accordance with the MB remuneration policy, the economic value of the total amount of Stock Options and Performance Shares granted must remain in the range of 0% to 150% of the gross annual fixed income. In 2015, the economic value amounts to a total of €356,170, *i.e.* 64.8% of the gross annual fixed income. *Obligation to retain shares:* the Supervisory Board decided that, • all MB members must maintain 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 and of Performance Shares from the time those Performance Shares become available, both until the end of their mandates as Management Board member; and • this retention obligation applies up to a maximum of the equivalent in Unibail-Rodamco shares of two years of gross annual fixed income for the MB member. **Stock Options** Mr Jaap Tonckens was granted 25,500 Stock Options by the Supervisory Board on March 3, 2015. The Stock Options granted are without discount and may only be exercised once or several times from the fourth anniversary of the allocation date, subject to: (i) a presence condition which requires an uninterrupted presence during a 24-month period in the Group immediately prior to the request to exercise the options; (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. The economic value of the Stock Options granted in 2015 amounts to **€209,842.** **Performance Shares** Mr Jaap Tonckens was granted 1,536 Performance Shares by the Supervisory Board on March 3, 2015. The Performance Shares are definitively acquired at the end of a minimum vesting period of 3 years and up to 5 years, as the case may be, subject to the following cumulative criteria: (i) a presence condition which requires an uninterrupted presence during a 2-year period in the Group before the expiry of the vesting period; (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. The economic value of the Performance Shares granted in 2015 amounts to **€146,328.**
Welcome Bonus or severance package	**n/a**	The MB remuneration policy does not benefit from any welcome bonus or severance package. Hence, Mr Jaap Tonckens does not benefit from a severance package in the event of termination of his duties.
Supplementary Contribution Scheme - SCS	**€147,025**	Mr Jaap Tonckens does not benefit from any defined benefit pension plan (also called "top up pension plan"– "retraite chapeau", Article 39 of the French Tax Code). Mr Jaap Tonckens benefits from the Supplementary Contribution Scheme ("SCS") which consists of an annual contribution paid into a blocked savings account equivalent to: • a fixed amount of €45,000; and • a variable amount of 10% of the total cash remuneration earned each year (*i.e.* fixed income year N plus short-term incentive year N-1). The amount paid in 2015 amounted to **€147,025**. This amount will be available only after the end of his mandate as a Management Board member.
Collective life and health insurance	**n/a**	n/a
Benefits of any kind	**€30,209**	Mr Jaap Tonckens benefits from an expatriate health insurance policy and an International Assignment Extra-Compensation (excl. EU).
Indemnity for non-compete clause	**n/a**	Mr Jaap Tonckens does not benefit from any contractual indemnity clause in relation to any non-compete provision in the event of termination of his duties.

n/a means not applicable.
n/m means not material.

Advisory opinion on the elements of remuneration due or granted in respect of the 2015 financial year to Mr Jean-Marie Tritant, Member of Management Board

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Fixed Income (paid in respect of the 2015 financial year- before income tax and social security charges) Please see pages 260 to 271	**€450,000**	The gross annual fixed income of **€450,000** paid to Mr Jean-Marie Tritant in 2015 was determined by the Supervisory Board on March 4, 2013. This amount is before income tax and social security charges.
Short-Term Incentive – STI (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€430,200**	The short-term incentive (STI) of Jean-Marie Tritant paid in respect of the 2015 financial year as determined by the Supervisory Board on March 8, 2016 was €430,200 (before income tax and social security charges), *i.e.* 95.6% of his gross annual fixed income. Note that the amount of total STI for non-CEO Management Board members may not exceed 100% of the gross annual fixed income. In accordance with the MB remuneration policy approved by the Supervisory Board on June 26, 2007 the STI of the MB members due in respect of the 2015 financial year includes two components: a quantitative component and a qualitative component, each capped at 50% of the gross annual fixed income. (i) the **quantitative component,** entirely linked to the Group's performance in 2015 and calculated according to a formula unchanged since 2007 that takes into consideration the following key performance indicators: ■ the recurring net result and recurring EPS growth per share above inflation; and ■ the creation of value during the period, measured by the growth above inflation of the net asset value per share plus the dividend per share distributed over the same period. The STI for 2015 reflects the growth in recurring net profit per share adjusted for the impact of disposals made in 2014 and 2015 that were communicated in the 2015 Outlook and the 2015 Full-year results. 2015 was characterized by a very solid operating performance and a strong growth in the net asset value per share. This quantitative component must be in a range of 0% to 50% of gross annual fixed income of the relevant period. The amount resulting from the application of the formula is €274,310 (*i.e.* 60.9% of his gross annual fixed income). After application of the cap of 50%, this results in a quantitative STI for Mr Jean-Marie Tritant for 2015 of **€225,000**. The quantitative component amount represents 52.3% of the total STI granted for the period. (ii) the **qualitative component**[1] determined according to the achievement of individual qualitative objectives for each Management Board Member, which are pre defined by the CEO and approved by the GN&RC and Supervisory Board. The qualitative component must be in a range of 0% to 50% of gross annual fixed income of the period. The level of achievement of the 2015 individual qualitative objectives by Mr Jean-Marie Tritant is 91.1%, which results in a qualitative STI for 2015 of 45.6% of his gross annual fixed income *i.e.* **€205,200**. The qualitative component amount represents 47.7% of the total STI granted for the period. **For more details on the qualitative objectives, please refer to pages 265 and 266.**
Deferred STI	**n/a**	The MB remuneration policy does not provide for deferred STI.
STI over several years	**n/a**	The MB remuneration policy does not provide for STI over several years.
Fees	**n/a**	Mr Jean-Marie Tritant did not benefit from any attendance fees with respect to his duties in any company in the Group.
Exceptional remuneration	**n/a**	The MB remuneration policy does not provide for exceptional remuneration.

(1) The qualitative component is capped at 50% of the gross annual fixed income and calculated based on the level of achievement of individual objectives. The maximum performance rate of 100% on all qualitative objectives results in the maximum STI for the qualitative component of 50% of the gross annual fixed income. For details on qualitative objectives, see pages 265 and 266.

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Long Term Incentive – LTI Stock Options, Performance Shares and any other element of LTI (economic value at the allocation date according to IFRS 2 requirements based on the evaluation conducted by Willis Towers Watson) Please see pages 271 to 277	**€284,270**	In accordance with the MB remuneration policy, the economic value of the total amount of Stock Options and Performance Shares granted must remain in the range of 0% to 150% of the gross annual fixed income. In 2015, the economic value amounts to a total of €284,270, *i.e.* 63.2% of the gross annual fixed income. *Obligation to retain shares:* the Supervisory Board decided that, • all MB members must maintain 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 and of Performance Shares from the time those Performance Shares become available, both until the end of their mandates as Management Board member; and • this retention obligation applies up to a maximum of the equivalent in Unibail-Rodamco shares of two years of gross annual fixed income for the MB member. **Stock Options** Mr Jean-Marie Tritant was granted 20,400 Stock Options by the Supervisory Board on March 3, 2015. The Stock Options granted are without discount and may only be exercised once or several times from the fourth anniversary of the allocation date, subject to: (i) a presence condition which requires an uninterrupted presence during a 24-month period in the Group immediately prior to the request to exercise the options; (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. The economic value of the Stock Options granted in 2015 amounts to **€167,874.** **Performance Shares** Mr Jean-Marie Tritant was granted 1,229 Performance Shares by the Supervisory Board on March 3, 2015. The Performance Shares are definitively acquired at the end of a minimum vesting period of 3 years and up to 5 years, as the case may be, subject to the following cumulative criteria: (i) a presence condition which requires an uninterrupted presence during a 2-year period in the Group before the expiry of the vesting period; (ii) an external performance condition: the Company's overall stock market performance outperforming the EPRA Eurozone Index over the reference period. A minimum holding period of two years of the Performance Shares shall be respected once vested. 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 the 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 economic value of the Performance Shares granted in 2015 amounts to **€116,396.**
Welcome Bonus or severance package	**n/a**	The MB remuneration policy does not provide for any welcome bonus or severance package. Hence, Mr Jean-Marie Tritant did not benefit from any welcome bonus when assuming his functions and does not benefit from any severance package in the event of termination of his duties.
Supplementary Contribution Scheme - SCS	**€127,766**	Mr Jean-Marie Tritant does not benefit from any defined benefit pension plan (also called "top up pension plan"– "retraite chapeau", Article 39 of the French Tax Code). Mr Jean-Marie Tritant benefits from the Supplementary Contribution Scheme ("SCS") which consists of an annual contribution paid into a blocked savings account equivalent to: • a fixed amount of €45,000; and • a variable amount of 10% of the total cash remuneration earned each year (*i.e.* fixed income year N plus short-term incentive year N-1). The amount paid in 2015 amounted to **€127,766.** This amount will be available only after the end of his mandate as a Management Board member.
Collective life and health insurance	**n/m**	Mr Jean-Marie Tritant benefits from the Company's health and life insurance under the same terms as those applied to the category of employees he is affiliated with, with respect to social security benefits and other items of his compensation.
Benefits of any kind	**€19,903**	Mr Jean-Marie Tritant benefits from a company car and an unemployment contribution (GSC type).
Indemnity for non-compete clause	**n/a**	Mr Jean-Marie Tritant does not benefit from any contractual indemnity clause in relation to any non-compete provision in the event of termination of his duties.

n/a means not applicable.
n/m means not material.

5.6.1.3. Elements of remuneration elements due or granted to in the 2015 financial year to Mrs Armelle Carminati-Rabasse, Management Board member until August 31, 2015 submitted to the advisory opinion of the Annual General Meeting of April 21, 2016

Advisory Opinion on the elements of remuneration due or attributed to Mrs Armelle Carminati-Rabasse, member of the Management Board between January 1, 2015 and August 31, 2015

Elements of remuneration	Amounts or countable valuations submitted to the vote of the shareholders	Comments
Fixed Income (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€293,333**	The amount of **€293,333** represents the *pro rata temporis* application in 2015 (January 1 to August 31, 2015, the date of termination of her mandate as a Management Board member) of the gross annual fixed income of Mrs Armelle Carminati-Rabasse of €440,000, as determined by the Supervisory Board on July 24, 2013. This amount is before income tax and social security charges.
Short-Term Incentive – STI (paid in respect of the 2015 financial year – before income tax and social security charges) Please see pages 260 to 271	**€135,000**	The mandate of Ms Armelle Carminati-Rabasse ended August 31 2015, the Supervisory Board approved an STI *prorata temporis* of **€135,000**. This represents 46% of the *pro rata temporis* gross annual fixed Income.
Deferred STI	**n/a**	The MB remuneration policy does not provide for deferred STI.
STI over several years	**n/a**	The MB remuneration policy does not provide for STI over several years.
Fees	**n/a**	Mrs Armelle Carminati-Rabasse did not benefit from any attendance fees with respect to her duties in any company in the Group.
Exceptional remuneration	**n/a**	The MB remuneration policy does not provide for exceptional remuneration.
Long Term Incentive – LTI Stock Options, Performance Shares and any other element of LTI (economic value at the allocation date according to IFRS 2 requirements based on the evaluation conducted by Willis Towers Watson) Please see pages 271 to 277	**€284,270**	Mrs Armelle Carminati-Rabasse was granted 20,400 Stock Options by the Supervisory Board on March 3, 2015 with an economic value of €167,874. Mrs Armelle Carminati-Rabasse's mandate as Chief Resources Offices ended on August 31, 2015. Her rights to Stock Options were permanently lost. Mrs Armelle Carminati-Rabasse was granted 1,229 Performance Shares by the Supervisory Board on March 3, 2015 with an economic value of €116,396. Mrs Armelle Carminati-Rabasse's mandate as Chief Resources Offices ended on August 31, 2015. Her rights to Performance Shares were permanently lost.
Welcome Bonus or severance package	**n/a**	The MB remuneration policy does not provide for any welcome bonus or severance payments. Hence, Mrs Armelle Carminati-Rabasse did not benefit from any welcome bonus when assuming her functions and does not benefit from any severance package in the event of termination of her duties.
Supplementary Contribution Scheme - SCS	**€119,251**	Mrs Armelle Carminati-Rabasse did not benefit from any defined benefit pension plan (also called "top up pension plan" – "retraite chapeau", Article 39 of the French Tax Code) or additional annual contribution. Mrs Armelle Carminati-Rabasse benefited from the Supplementary Contribution Scheme ("SCS") which consists of an annual contribution paid into a blocked savings account equivalent to: • a fixed amount of €45,000 and • a variable amount of 10% of the total cash remuneration earned each year (*i.e.* fixed income plus short-term incentive). The amount paid in 2015 amounted to **€119,251**. This amount was available only after the end of her mandate as a Management Board member.
Collective life and health insurance	**n/m**	Mrs Armelle Carminati-Rabasse benefited from the Company's health and life insurance under the same terms as those applied to the category of employees she was affiliated with, with respect to social security benefits and other items of her compensation.
Benefits of any kind	**€15,712**	Mrs Armelle Carminati-Rabasse benefited from a company car and an unemployment contribution (GSC type).
Indemnity for non-compete clause	**n/a**	Mrs Armelle Carminati-Rabasse did not benefit from any contractual indemnity clause in relation to any non-compete provision due to the termination of her duties.

n/a means not applicable.
n/m means not material.

5.6.2. Remuneration of members of the Supervisory Board

a) Remuneration of the Chairman of the Supervisory Board

A market study conducted in 2014 by an independent external advisor in connection with the Supervisory Board succession planning revealed that the Supervisory Board's Chairman's fees were significantly lower in comparison to its peers (large listed companies of similar size in France and Netherlands with a two-tier governance structure and an independent Chairman). As a result and in the absence of the Chairman, the Supervisory Board voted to revise, as of January 2015, the annual Chairman's fees to €150,000 *versus* €130,000 in 2014 and which had remained unchanged since 2009. This is paid separately and in addition to the general envelope fixed by the General Meeting for the other Supervisory Board members.

Additionally a separate annual fee of €20,000 is paid for the performance of GN&RC Chairman duties (the same amount paid to the Audit Committee Chairman for the performance of his duties, of which €17,500 is a fixed fee and €2,500 is a variable fee that is paid according to the number of meetings attended) in order to allow the maximum amount of flexibility in the succession planning and permit, as necessary, the disassociation of the Supervisory Board Chairman and the GN&RC Chairman going forward. The Supervisory Board Chairman receives no compensation related to the performance of the Company (neither STI nor LTI).

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 June 26, 2007 meeting as detailed hereinafter.

Supervisory Board fees in 2015

Since 2007, the annual Supervisory Board fee remains €52,000 per member. In 2015, the fee was comprised of a 75% fixed portion (€39,000) and a 25% variable portion (€13,000), allocated according to member attendance. The fixed portion was paid quarterly and the variable portion was paid at year-end. The Supervisory Board members receive no compensation related to the performance of the Company (neither STI nor LTI). The Vice-Chairman of the Supervisory Board was paid a supplementary fee of €15,000 for his services. An additional fee of €1,350 was paid to Supervisory Board members (with the exception of the Supervisory Board Chairman) attending a meeting (or several related meetings) of the Supervisory Board and/or a Supervisory Board committee held outside their country of residence.

For 2016, the Supervisory Board has revised the fee compensation structure maintaining the same overall annual fee, but increasing the variable portion to 60% and decreasing the fixed portion to 40%. Additionally, as physical absence should be extraordinary, a "Physical Presence Rule" will be implemented in 2016 wherein no more than 30% of scheduled meetings (Supervisory Board and Committee meetings inclusive) should be attended by call-in or the member will forego the variable portion of the fees for the meetings attended by call-in above such threshold.

Supervisory Board Committee fees in 2015

In 2015, the annual fee for Audit Committee and GN&RC members (with the exception of the committee Chairmen) was maintained at €10,000. The Chairman of the Audit Committee was paid an annual fee of €20,000 for his services. As described in detail in paragraph a) of this section, the Supervisory Board voted, in the absence of the GN&RC Chairman, to also provide an annual fee, as of January 2015, of €20,000 to the GN&RC Chairman. An additional fee of €1,350 was paid to members (with the exception of the Supervisory Board Chairman) attending a meeting (or several related meetings) of the Supervisory Board and/or a Supervisory Board committee held outside their country of residence. In 2015, 25% of the annual committee fee was variable and allocated according to attendance at committee meetings at year-end.

For 2016, the Supervisory Board has revised the committeee fee compensation structure maintaining the same overall annual committee fee, but increasing the variable portion to 60% and decreasing the fixed portion to 40%. Additionally, the Physical Presence Rule described in the Section above will apply in 2016 to Supervisory Board and committee meetings inclusive.

Annual fees paid in the financial years 2014 and 2015[(1)]

Supervisory Board Members	2014 fees	2015 fees
Mr Frans Cremers	€63,525	€68,750
Mr José Luis Duran	€61,825	€64,200
Mrs Mary Harris	€70,100	€71,450
Mr François Jaclot	€92,125	€80,600
Mrs Dagmar Kollmann	€42,775	€71,450
Mr Jean-Louis Laurens	€60,825	€74,700
Mr Yves Lyon-Caen	€61,725	€59,600
Mr Alec Pelmore	€68,475	€72,800
Mrs Sophie Stabile[(2)]	€0	€46,700
Mrs Jacqueline Tammenoms Bakker[(2)]	€0	€48,350
TOTAL SB MEMBERS (EXCLUDING SB CHAIRMAN)	**€521,375**[(3)]	**€658,600**

(1) Including the out of country fees, if any, and before withholding tax (30%) for non-French residents and advance tax (including social charges) (36.5%) for French residents.
(2) Mandate commenced on April 16, 2015.
(3) Additionally, in 2014, €27,750 was paid to Mrs Marella Moretti and €34,775 was paid to Mr Herbert Schimetschek, both of whom's mandates ended on April 23, 2014, resulting in total annual fees paid to Supervisory Board members in 2014 of €583,900.

Annual remuneration of the Supervisory Board Chairman in the financial years 2014 and 2015

Supervisory Board Chairman	2014	2015	
		SB Chairman Fees GN&RC Chairman Fees	€150,000 €20,000
Mr Rob ter Haar	€130,000	Total Fees:	€170,000

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5.7. OTHER INFORMATION

5.7.1. Details of top ten Stock Options grants/exercises (excluding Executive Officers) in the 2015 financial year (Art. L. 225-184 of the French Commercial Code)

Table 9 of the AMF recommendations

	Top ten of stock options grants during the 2015 year	Top ten stock options exercices during the 2015 year
Number of granted stock options/and subscribed or purchased option[(1)]	119,000	154,595
Weighted average price	€256,81	€133,55
Plan no. 5 Tranche 2008	-	11,033
Plan no. 5 Tranche 2009	-	9,906
Plan no. 6 Tranche 2010	-	9,326
Plan no. 6 Tranche 2011	-	124,330
Plan no. 7 Tranche 2011	-	0
Plan no. 8 Tranche 2015	119,000	-

(1) The number of top grants concerns 12 beneficiaries instead of 10 as 3 beneficiaries have received an equal number of Stock Options. Each year the option holders list may vary.

5.7.2. Details of top ten Performance Shares grants/available (excluding Executive Officers) in the 2015 financial year (Art. L. 225-197-4 of the French Commercial Code)

Table 9 of the AMF recommendations

	Top ten of Performance Shares grants during the 2015 year[(1)]	Top ten Performance Shares being available during the 2015 year
Number of Performance Shares granted/available	7,170	0

(1) The number of top grants concerns 12 beneficiaries instead of 10 as 3 beneficiaries have received an equal number of Performance Shares. Each year the performance shares holders list may vary.

5.7.3. Information on share transactions and Permanent Insiders

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. 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.

Pursuant to AMF General Regulation disclosure requirements and to the provisions of the Compliance Book (Group compliance program), all persons with management responsibilities in the Company (and persons with whom they have "a close personal relationship") are informed of good conduct rules and of the disclosure rules that they must comply with in relation to any individual dealings in the Company's shares.

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 shares owned by Management Board and Supervisory Board members must be registered shares (Article L. 225-109 of the French Commercial Code).

Transactions of Executive Officers on Unibail-Rodamco shares (Art. 223-26 of the AMF General Regulation)

Name	Date	Nature of the transaction	Amount	Unit price
BOARD MEMBERS PRESENT AT DECEMBER 31, 2015				
Mr Christophe Cuvillier Chief Executive Officer	28/10/2015	Sale of Unibail-Rodamco shares	3,000	€255.00
	01/07/2015	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	131.72	€189.79
	16/06/2015	Exercise of Stock Options	1,900	€152.03
	15/06/2015	Exercise of Stock Options	4,100	€152.03
	10/06/2015	Exercise of Stock Options	20,000	€152.03
Mr Olivier Bossard Chief Development Officer	01/07/2015	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	43.67	€189.79
	12/06/2015	Exercise of Stock Options	13,000	€103.62
	02/04/2015	Exercise of Stock Options	1,188	€79.08
Mr Fabrice Mouchel Deputy Chief Financial Officer	01/07/2015	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	131.72	€189.79
	17/06/2015	Exercise of Stock Options	13,260	€141.54
Mr Jaap Tonckens Chief Financial Officer	01/07/2015	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	131.72	€189.79
	16/03/2015	Acquisition of Unibail-Rodamco shares	1,000	€256.00
	11/03/2015	Sale of Unibail-Rodamco shares	26,520	€245.83
	11/03/2015	Exercise of Stock Options	26,520	€141.54
Mr Jean-Marie Tritant Chief Operating Officer	13/10/2015	Exercise of Stock Options	21,375	€103.62
	01/07/2015	Subscription to units of the Company savings plan (Unibail-Rodamco shares)	131.72	€189.79
MEMBER OF THE BOARD FOR 2015				
Mrs Armelle Carminati-Rabasse* *Chief Resources Officer*	*01/07/2015*	*Subscription to units of the Company savings plan (Unibail-Rodamco shares)*	*131.72*	*€189.79*
	01/07/2015	*Subscription to units of the Company savings plan (Unibail-Rodamco shares)*	*227.99*	*€237.23*
MEMBERS OF THE SUPERVISORY BOARD				
Mrs Sophie Stabile Member of the Supervisory Board	07/08/2015	Acquisition of Unibail-Rodamco shares	5	€244.85
Mrs Jacqueline Tammenoms Bakker Member of the Supervisory Board	04/09/2015	Acquisition of Unibail-Rodamco shares	21	€229.75

* *Mrs Armelle Carminati-Rabasse's mandate ended on August 31, 2015*

5.7.4. Appraiser fees

The assets of each of the Group's three business sectors are valued twice a year by independent appraisers: Cushman & Wakefield, JLL and PwC. These appraisers were appointed in 2015 as part of Unibail-Rodamco's policy of rotating appraisers every five years.

The appraiser fees are contractually fixed and amounted to €1.1 Mn in 2015 (same amount in 2014). Fees are determined prior to the valuation campaign and are independent from the value of properties appraised. For each appraiser, the invoiced fees represent less than 10% of the appraiser's overall turnover.

5.7.5. 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, Inherent defect insurance or by Contractors warranties for works in countries where the Group operates.

The 2015 premium amounted to €8 Mn, except construction insurance premiums. Most of these premiums were invoiced in the context of existing contracts and regulations in force.

At the end of 2015, the Group's insurance policies were successfully renegotiated with substantial coverage improvements with effect as of January 1, 2016.

There were no major losses in 2015.

5.7.6. Supplier payment dates for the parent company, Unibail-Rodamco SE (Art. D. 441-4 of the French Commercial Code)

The table below shows the balances of outstanding supplier accounts as at December 31, 2015 (according to the due date). This information is provided with comparative figures against the preceding year (in thousands of euros).

	Due											
	within 30 days		between 30 days and 60 days		More than 90 days		Already due at year end		Without payment date		Total	
	12/31/2014	12/31/2015	12/31/2014	12/31/2015	12/31/2014	12/31/2015	12/31/2014	12/31/2015	12/31/2014	12/31/2015	12/31/2014	12/31/2015
Suppliers	13,752	582	0	0	0	0	2,800	1,986	0	0	16,552	2,568
Accruals									55,359	37,600	55,359	37,600
Others									2,286	434	2,286	434
France	13,752	582	0	0	0	0	2,800	1,986	57,645	38,034	74,197	40,602
Dutch Permanent Establishment											15,124	5,173
TOTAL UNIBAIL-RODAMCO											**89,321**	**45,775**

"Other" are mainly amounts withheld as contractual guarantees.

5.7.7. Results for the parent company, Unibail-Rodamco SE over the past 5 years

	2011	2012	2013	2014	2015
Capital at year-end *(in thousands of euros)*					
Share capital	459,034	474,460	486,343	490,292	493,470
Number of shares outstanding	91,806,889	94,891,980	97,268,576	98,058,347	98,693,942
Number of convertible bonds outstanding	3,936,812	3,462,358	3,459,575	5,194,866	3,225,522
Results of operations *(in thousands of euros)*					
Net sales	78,067	76,798	79,817	90,002	82,659
Income before tax, depreciation, amortization and provisions	776,181	667,782	787,414	675,408	1,209,728
Corporate income tax	146	(465)	3,304	14,781	14,055
Net income	1,067,499	1,469,245	774,210	1,209,223	1,159,629
Dividends	734,455	806,427	871,354	946,455	957,331(1)
Exceptional distribution	0	0	0	0	0
Per share data *(in euros)*					
Income after tax, before depreciation, amortization and provisions	8.45	7.04	8.06	6.74	12.26
Earnings per share	11.63	15.48	7.96	12.33	11.75
Dividend	8.00	8.40	8.90	9.60	9.70(1)
Exceptional distribution	0	0	0	0	0
Employee data					
Number of employees	11	5	1	1	1
Total payroll *(in thousands of euros)*	6,534	4,700	3,723	4,320	3,939
Total benefits *(in thousands of euros)*	2,506	2,560	2,713	2,714	2,450

(1) Subject to the approval of Annual General Meeting on April 21, 2016 on the basis of 98,693,942 shares as at December 31, 2015.

5.8. RISK FACTORS

Internal control policies and arrangements of Unibail-Rodamco Group ("the Group"), which are based on Registration 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, although 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 page 311).

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.

5.8.1. Risks inherent in the Group's business activities

5.8.1.1. 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 hedge and curb the significant adverse effect 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 adverse effect 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 and/or investments may have a significant impact on the level of the Group's activities, the value of its assets, its results and its investment and development strategy.

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 to deal with a lack of attractiveness, and/or in the event of consolidation among these retail sector companies.

5.8.1.2. Risks arising from property asset construction and refurbishment projects

Unibail-Rodamco conducts construction and refurbishment activities in the office, shopping center and convention-exhibition property segments, the principal risks of which are linked to:

1) Securing the final requisite legal administrative authorizations (building permits, commercial licences, opening and/or operational licences, etc.);
2) Controlling construction costs (staying on time and on budget, managing fluctuations and technical constrains); and
3) Achieving a good letting rate for properties (letting of all surfaces at sufficient rent levels).

5.8.1.3. 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 €17 Mn.

5.8.1.4. Risk relating to the footfall in shopping centres

Any event, either accidental or not, likely to have a significant adverse effect on the footfall in Group's shopping centres, could have correlatively a significant adverse effect on the financial position, the results or the outlook of the Group, as well as on the trading prices of securities traded on a regulated market issued by Unibail-Rodamco.

5.8.2. Legal, regulatory, tax, environmental and insurance-related risks

5.8.2.1. Legal and regulatory risks

Unibail-Rodamco must comply with a wide variety of laws and regulations in France and in the countries it operates as well as with extraterritorial regulations, and in particular with European regulations, including financial rules with securities law and regulations, 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[1] regime and foreign equivalents.

Changes in the regulatory framework and/or the loss of benefits associated with a status or an authorization could require Unibail-Rodamco to adapt and/or reduce its business activities, its assets or its strategy (including geographical presence) or to face to additional constraints and/or costs, possibly leading to a significant adverse effect 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 and/or administrative and/or arbitral and/or regulatory proceedings (for instance, regarding contractual responsibility, employers' liabilities, penal issues) and is subject to tax and administrative audits. Furthermore, in addition to financial risks, risks potentially associated with the foregoing include risk of loss of the right to conduct business or maintain a geographical market presence and 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, administrative, regulatory 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 significant adverse effects 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 (page 314).

5.8.2.2. 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 a real estate company 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 significant adverse effect on its business activities and its results. Furthermore, if one or more of Unibail-Rodamco's shareholders, acting separately or together, reaches the 60% ownership threshold for voting rights, this would cause Unibail-Rodamco to lose its SIIC status.

In addition to the above, Unibail-Rodamco 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'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 226.

The Netherlands

As reported in its press release of December 11, 2009, Unibail-Rodamco expects that the Dutch tax authorities will deny the FBI (Fiscale Beleggings Instelling) status 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 2014 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 the Group's fiscal advisors in the Netherlands, even though questioned by the Dutch tax authorities, this assumption should have no material impact on the financial position of the Group.

Spain

In Spain, Unibail-Rodamco was able to enter the SOCIMI *(sociedades cotizadas de inversion en el mercado immobiliario)* tax regime for most of its Spanish real estate assets in 2013. If Unibail-Rodamco does not respect the required conditions, the Company would become liable for standard corporate income tax which would

(1) Listed Property Investment Companies SIIC (Sociétés d'Investissements Immobiliers Cotées).

have a significant adverse effect on its business activities and its results.

Furthermore, if one or more of Unibail-Rodamco's shareholders would have a participation that equals 5% or more and at the same time pay less than 10% tax on its dividends received from Unibail-Rodamco SE, the Group could be faced with an additional 19% tax charge on distributions paid out of the SOCIMI result.

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, which can have a significant adverse effect on the Group, its results and its financial position.

5.8.2.3. Environmental and health risks

As a property owner or manager, Unibail-Rodamco has to comply with local environmental and health regulations in each country where it is active. Failure to comply with these local environmental and health regulations, or the need to comply with significant new regulations that may be introduced in these domains, could lead to higher expenses (Capex and/or Opex) or hamper the development of the Group's activities and could potentially affect Unibail-Rodamco's results and its financial position 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 significant adverse effect on the affected properties and similarly on the Group, its results and its financial position.

A specific report dedicated to Sustainability is integrated into the Annual Report (Chapter 3). This report, also available on its website, deals with environmental group policy, targets and achievements. A specific section is dedicated to the Group policy for Health and Safety risk management on its assets.

5.8.2.4. Terrorism risks

By their nature, and despite of the measures put in place by the Group on its own, and in close cooperation with public authorities in the country concerned, the property assets of the Group are potentially exposed to acts of terrorism which may have serious consequences on persons and property. The activity and the footfall of an asset which has been subject to an act of terrorism as well as all or some assets located in the country concerned, would suffer variable consequences depending on the gravity of the event for a relatively long period of time and could have a significant adverse effect on the Group, its results and its financial position.

5.8.2.5. 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 under-assessed by its external property insurance valuers, which could impact the indemnification of the losses.

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 no longer in force or provide insufficient coverage in case of loss.

In case of a total or partial reconstruction of an asset after a loss, the execution of new leases during a less favorable market cycle than that in which the terminated leases were concluded, could lead to a decrease in the value of the asset.

5.8.3. Risks related to information systems

The Group relies on communication and information systems to conduct its business. Any failure, interruption or breach in security of these systems or any loss of data could result in failures or interruptions to its business leading to important costs related to information retrieval and verification and to a potential loss of business.

The information systems may also face attacks against computer hardware or software leading to the misappropriation of confidential data, extortion of funds or the temporary interruption of Group activities (denial of service). Consequences could be, among others, financial (abortion of a transaction, penalties, etc.), reputational (disclosure of operational or non-public financial data) and/or legal (responsibility towards individuals or corporate entities about which Unibail-Rodamco Group holds confidential and/or personal information).

A failure, interruption or security breach of its information systems could have a material adverse effect on its business, results of operations and financial condition.

5.8.4. Risks associated with Unibail-Rodamco's financing policy and financial activities

5.8.4.1. Market risks

The Group, 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.

The Group 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 significant adverse effect on the Group'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 significant adverse effect on the Group result by affecting the valuation of contracted derivatives.

The Group 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 of the Group.

The use of financing instruments on international markets exposes the Group to extraterritorial regulations that may have a significant adverse effect on the Group, its results and its financial position.

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. Hedging practices 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.

5.8.4.2. Liquidity risks

The Group's strategy depends on its ability to raise financial resources, either in the form of debt (mainly bank loans, bonds, credit lines and commercial papers) 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's credit rating or a change in business activities, financial situation or Unibail-Rodamco'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 in 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.

5.8.4.3. 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, the Group 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 and/or currency exposures and have a significant adverse effect on the Group, its results and its financial position.

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.

5.8.5. 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 and/or new and/or existing Unibail-Rodamco SE shares and any securities that the Group may issue) could be volatile and could be affected by events affecting the Group, 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 the Group'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.

5.8.6. Risks related to the sovereign debt crisis

The onset of a credit risk (including for Sovereigns) and a 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.

5.8.7. 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 meaningful and attractive remuneration policy as well as a succession plan to the most relevant levels (Supervisory Board, Management Board, Group Management Team).

5.8.8. Risks related to geographic presence

Although the Group's operations are currently concentrated in Continental 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 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 significant adverse effect on the Group'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 the Group's portfolio, despite the implementation of hedging policies.

5.8.9. Risks associated with possible conflicts of interest

These are primarily risks of conflicts of interest with companies where Unibail-Rodamco SE is the majority shareholder

Unibail-Rodamco SE is the majority shareholder through fully-owned subsidiaries in several companies which have one or more minority shareholders (see pages 214 to 220). 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 Shareholders' Agreements and the existing rules preventing such situations and managing conflicts of interest.

6

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, 2015 (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 General Counsel and the Group Director of Internal Audit and Risk Management. In addition, it was discussed with the Group's Statutory Auditors. On March 8, 2016, the Supervisory Board approved this report pursuant to Article L. 225-68 of the French Commercial Code.

6.1. SUPERVISORY BOARD

6.1.1. Functioning of the Supervisory Board

6.1.1.1. 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 recommendations to the Management Board on matters including:

- 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.

6.1.1.2. Limitations on the Powers of the Management Board and the Purview of the Supervisory Board

Pursuant to 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 Mn (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 Mn (consolidated figure) for assets and/or activities located within European Union Member States and within the scope of the Group's strategy. This threshold is raised again to €700 Mn (consolidated figure) for urgent operations and decisions; subject to prior dialogue between the CEO, the Chairman and the Vice-Chairman of the Supervisory Board;
- asset disposals (including transfers of real estate or shareholdings) in real estate exceeding €500 Mn (consolidated figure). This threshold is raised to €700 Mn (consolidated figure) for urgent operations and decisions; subject to prior dialogue between the CEO, the Chairman and the Vice-Chairman of the Supervisory Board;
- indebtedness or guarantees in excess of €500 Mn (consolidated figure), threshold raised to €1 Bn for corporate debt refinancing purposes;
- transfers of all or part of the Company's business to third parties in excess of €500 Mn (consolidated figure);
- any significant changes in the Group's governance and/or organisation, 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;
- 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 Mn but below €500 Mn. The thresholds were last amended by the Supervisory Board on February 9, 2011. For full details and information, refer to the Supervisory Board Charter[1].

6.1.1.3. 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-appointed. 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. It is noted that the Company does not fall under the scope of Article 225-79-2 of the French Commercial Code providing for employee representation on Supervisory Boards.

(1) *Available on the Company's website and at the Company's registered office.*

Each year, the Governance, Nomination and Remuneration Committee (GN&RC) and the Supervisory Board review the Supervisory Board profile which reflects the desired composition of the Supervisory Board to best carry out its responsibilities and duties to the Company and all others involved in the Company (including its shareholders). The profile outlines the objectives to be met in establishing and maintaining an independent board reflecting diversity in its membership in terms of gender, age and nationality, with the required skill, expertise and experience. Individual Supervisory Board member independence is also reviewed on an annual basis by the GN&RC and the Supervisory Board.

As at December 31, 2015, the Supervisory Board was composed of eleven members[1]. Four out of eleven members are women, the average age of members is 58.2 years and five nationalities are represented. The current composition of the Supervisory Board reflects a diversity of experience, expertise and background and a strong commitment to the independence of its members and to the Group's European profile. The varied skills and expertise of members are summarised in the detailed biographies provided in the Legal Information chapter (pages 253 to 254).

In the event of a vacancy on the Supervisory Board, in accordance with the terms of the Supervisory Board profile, an individual profile is drawn up by the GN&RC in consultation with the Management Board, and on occasion, with an executive search consulting firm. Such profile reflects both the requirements outlined in the Supervisory Board profile as well as any specific additional criteria in light of the Group's strategy and corporate governance principles. Each profile is subject to the approval of the Supervisory Board. A short list of possible candidates is then determined by the Supervisory Board Chairman and the Chief Resources Officer, followed by candidate interviews with the Supervisory Board Chairman, at least two members of the GN&RC, the Chief Executive Officer and the Chief Resources Officer. Selected candidates are then presented to the Supervisory Board for approval prior to being proposed to shareholders for appointment at the Annual General Meeting (AGM).

Supervisory Board Members[1]
As at December 31, 2015

AUDIT COMMITTEE MEMBERS

Name	Age	Gender	Nationality	Independent	SB Attendance Rate	Committee Attendance Rate	Last Renewal	Term Expires at AGM	Number of Shares Held
Mr François Jaclot Vice-Chairman	66	M	French	Yes	75%[2]	50%[2]	2013	2016[3]	339
Mr Frans J.G.M. Cremers	63	M	Dutch	Yes	100%	100%	2013	2016[3]	329
Mr Jean-Louis Laurens AC Chairman	61	M	French	Yes	100%	100%	2015	2018	363
Mr Alec Pelmore	62	M	British	Yes	100%	100%	2015	2018	500
Mrs Sophie Stabile	45	F	French	Yes	100%	100%	2015[4]	2018	5

GN&RC MEMBERS

Name	Age	Gender	Nationality	Independent	SB Attendance Rate	Committee Attendance Rate	Last Renewal	Term Expires at AGM	Number of Shares Held
Mr Rob ter Haar SB & GN&RC Chairman	65	M	Dutch	Yes	100%	100%	2014	2017	354
Mr José Luis Duran[5]	51	M	Spanish	Yes	100%	80%	2014	2017	350
Mrs Mary Harris	49	F	British	Yes	100%	100%	2015	2018	600
Mrs Dagmar Kollmann	51	F	Austrian	Yes	100%	100%	2014[4]	2017	100[6]
Mr Yves Lyon-Caen	65	M	French	Yes	75%	80%	2014	2017	404
Mrs Jacqueline Tammenoms Bakker	62	F	Dutch	Yes	83%	100%	2015[4]	2018	21

(1) For detailed biographies see Legal Information chapter (pages 253 to 254).
(2) Exceptional absences due to personal reasons, discussed directly with the Supervisory Board Chairman.
(3) No re-appointment sought due to term limit of 12 years in order to maintain independence as specified in the Supervisory Board Charter.
(4) First appointment.
(5) Joined the Audit Committee as of January 1, 2016.
(6) Holds 240 shares as at February 2016.

(1) At the April 16, 2015 AGM Mrs Mary Harris, Mr Jean-Louis Laurens and Mr Alec Pelmore were each re-appointed for a three-year term. Additionally Mrs Sophie Stabile and Mrs Jacqueline Tammenoms Bakker were each appointed for the first time for a three-year term.

6.1.1.4. Independence and Conflicts of Interest

Every year an in-depth independence analysis is conducted for each Supervisory Board member pursuant to the criteria defined in the French Afep-Medef corporate governance code (last updated in November 2015) (Afep-Medef Code) and incorporated into the Supervisory Board Charter[1]. Where any kind of relationship is determined to exist a further quantitative and qualitative analysis is conducted on a case-by-case basis to understand the significance of the relationship in order to analyze the independence of that particular member.

As a result of the foregoing analysis, as at December 31, 2015 all members qualify as independent.

AFEP-MEDEF Code independence criteria (additional SB Charter criteria shown in blue)

SB members as at 31/12/2015	Not an employee or executive director of the Company, nor an employee or director of its parent or of one of its consolidated subsidiaries, and has not been one during the previous 5 years.	Not an executive director of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or a current or former (during the previous five years) executive director of the Company is a director.	Not (nor bound directly or indirectly to) a customer, supplier, investment banker or commercial banker: that is material to the Company or its group; or for which the Company or its group represents a material proportion of the entity's activity. Materiality Analysis: for both entities, when possible, the financial relationship, the continuity in duration and intensity of the relationship and the position of the SB member in the company.	Not related by close family ties to an executive director.	Not an auditor of the Company within the previous 5 years.	Not a director of the Company for more than 12 years (upon expiry of the term of office during which the 12 year limit is reached). For the avoidance of doubt, the past function of an SB member in Rodamco Europe NV or Unibail S.A. prior to the closing of the merger shall be taken into account for the purpose of this paragraph. As at 31/12/2015:	Not received personal financial compensation, including any compensation related to the performance of the Company (neither STI nor LTI), from the Company other than the compensation received for the work performed as an SB member and in so far as this is in line with the normal course of business.	Not a member of the management board of a company, of which an MB member (that he/she supervises) is a supervisory board member (cross ties).	Has not temporarily managed the Company during the preceding 12 months while members of the MB were absent or unable to fulfil their duties.	Not represent any major shareholder of the Company (>10%)	Conclusion
Mr Rob ter Haar	OK	OK	OK	OK	OK	10.5 years (first app. 2005)	OK	OK	OK	OK	**Independent**
Mr François Jaclot	OK	OK	OK	OK	OK	12.5 years (first app. 2003)	OK	OK	OK	OK	**Independent**
Mr Frans Cremers	OK	OK	OK	OK	OK	10.5 years (first app. 2005)	OK	OK	OK	OK	**Independent**
Mr José Luis Duran	OK	OK	OK (see analysis)	OK	OK	4.5 years (first app. 2011)	OK	OK	OK	OK	**Independent**
Mrs Mary Harris	OK	OK	OK	OK	OK	7.5 years (first app. 2008)	OK	OK	OK	OK	**Independent**
Mrs Dagmar Kollmann	OK	OK	OK (see analysis)	OK	OK	1.5 years (first app. 2014)	OK	OK	OK	OK	**Independent**
Mr Jean-Louis Laurens	OK	OK	OK (see analysis)	OK	OK	8.5 years (first app. 2007)	OK	OK	OK	OK	**Independent**
Mr Yves Lyon-Caen	OK	OK	OK	OK	OK	10.5 years (first app. 2005)	OK	OK	OK	OK	**Independent**
Mr Alec Pelmore	OK	OK	OK	OK	OK	7.5 years (first app. 2008)	OK	OK	OK	OK	**Independent**
Mrs Sophie Stabile	OK	OK	OK (see analysis)	OK	OK	0.5 year (first app. 2015)	OK	OK	OK	OK	**Independent**
Mrs Jacqueline Tammenoms Bakker	OK	OK	OK	OK	OK	0.5 year (first app. 2015)	OK	OK	OK	OK	**Independent**

Further quantitative and qualitative analysis was carried out by the GN&RC and then by the full Supervisory Board with respect to the assessment of the independence of Mr Rob ter Haar, given his role as Supervisory Board Chairman, and of Mr José Luis Duran, Mrs Dagmar Kollmann, Mr Jean-Louis Laurens and Sophie Stabile given their relationships with the Group during 2015 which are separate to their role as Supervisory Board members.

(1) See Article 3.4 of the Supervisory Board Charter, available on the Company's website and at the Company's registered office.

Mr Rob ter Haar: the Afep-Medef Code makes no presumption on the non-independence of a Chairman of the Supervisory Board, whereas it presumes the non-independence of the Chairman of the Board of Directors. This last presumption inconsistent with a dual corporate governance structure in which the Supervisory Board's role is to only exert oversight and control over the actions of the Management Board, and governed by a principle of non-interference in the executive duties of the Management Board, to avoid all risks of a conflict of interest. Nonetheless, the French Financial Market Authority, *Autorité des Marchés Financiers* (AMF) recommends to transpose the same requirements for the Chairmen of Boards of Directors to the Chairmen of Supervisory Boards requesting that the independence of a Chairman of a Supervisory Board be justified in detail. As such, a specific independence analysis has been conducted for Mr Rob ter Haar, Supervisory Board Chairman. Notably, as demonstrated by the chart above, other than as member and Chairman of the Supervisory Board and GN&RC, he has no, nor has he previously had any relationship of any kind with the Company, its group or the management of either. Other than the compensation received for the work performed as a Supervisory Board member, he has not received personal financial compensation, including any compensation related to the performance of the Company (neither STI nor LTI), from the Company. In addition, as a Supervisory Board Chairman in a two-tier structure, Mr ter Haar has no executive functions and is not involved in the day-to-day operations nor the operational decisions of the Company. Accordingly, Mr ter Haar is determined to be independent

Mr José Luis Duran's independence was further analyzed given his other mandates as Non-Executive Director of Orange S.A. and Non-Executive Director of Inditex. The following criteria were assessed for each brand: the legal entity signing lease contracts; the percentage, at group level, each brand represented: out of all stores, of gross lettable area (GLA), and of minimum guaranteed rent for the Group's consolidated portfolio in 2015; and the date a business relationship was first established for each brand at group level. Notably, he is not and has never been an employee nor executive director of the companies; as a Non-Executive, he is not implicated in the day-to-day operations nor the operational decisions of the companies; the lease contracts between the companies are routine agreements and are entered into on an arm's length basis; except for three assets, the lease contracts between the companies are entered into between subsidiaries of each group and not at the group level; discussions on specific lease terms and negotiations never rise to the Supervisory Board or Orange or Inditex Board level, therefore, he does not participate in negotiations nor have an impact on any negotiations between the entities; and other than the compensation received for the work performed as a Supervisory Board or Board member, he has not received personal financial compensation, including any compensation related to the performance of the companies (neither STI nor LTI), from the companies. Accordingly, Mr Duran is determined to be independent.

Mrs Dagmar Kollmann's independence was further analyzed given her other Non-Executive mandates as Supervisory Board Member of Deutsche Telekom AG and as Vice-Chair of the Supervisory Boards of Deutsche Pfandbriefbank AG and of HRE Holding AG (mandate ended July 2015). The following criteria were assessed for Deutsche Telekom AG: the legal entity signing lease contracts; the percentage represented at group level: out of all stores, of GLA, and of minimum guaranteed rent for the Group's consolidated portfolio in 2015; and the date a business relationship was first established at group level. The following criteria were assessed for Deutsche Pfandbriefbank and HRE Holding: the euro amount of loans granted, if any, and the euro amount and percentage of financing provided, if any, by any entity above to the Company or the Group during 2015; and the date a business relationship was first established, the overall duration and the continuity of same.

Notably, a non-material business relationship with Deutsche Pfandbriefbank ended during the course of 2015 and as at December 31, 2015, no business relationship existed with Deutsche Pfandbriefbank nor HRE Holding; the business relationship between Deutsche Pfandbriefbank and the Company was limited in duration and non-continuous; she is a Non-Executive Supervisory Board member at each company; she is not and has never been an employee nor executive director of the companies; as a Non-Executive, she is not implicated in the day-to-day operations nor the operational decisions of the companies; the contracts between the companies are routine agreements and entered into on an arm's length basis; the lease contracts between Deutsche Telekom and the Company are entered into between subsidiaries of each group and not at the group level; discussions on specific loan terms (Deutsche Pfandbriefbank) or lease terms (Deutsche Telekom) and negotiations never rise to the companies' Supervisory Board level, therefore, she does not participate in negotiations nor have an impact on any negotiations between the entities; and other than the compensation received for the work performed as a Supervisory Board member, she has not received personal financial compensation, including any compensation related to the performance of the companies (neither STI nor LTI), from the companies. Accordingly, Mrs Kollmann is determined to be independent.

Mr Jean-Louis Laurens' independence was further analyzed given his other mandates in the Rothschild investment banking group as General Partner at Rothschild & Cie Gestion Paris; Chairman of the Board of Rothschild Management Asset Inc. New York; and Chairman of the Board of Risk Based Investment Solutions Ltd, London (Rothschild group). All of these roles are limited to asset management of the Rothschild entities. The following criteria were assessed: the euro amount of investment banking mandates granted, if any, and the euro amount and percentage of financing provided, if any, to any entity above by the Company or the Group during 2015; and the date a business relationship was first established with any entity above, the overall duration and the continuity of same. Notably, a non-material business relationship with the Rothschild group ended during the course of 2015 and as at December 31, 2015, no business relationship existed with any Rothschild group entity; the business relationship between the two groups was limited in duration and non-continuous; as a Supervisory Board member of the Company, he is not implicated in the day-to-day operations nor the operational decisions of the Company; the contracts between the companies are routine agreements and entered into on an arm's length basis; discussions on mandate terms and negotiations never rise to the Supervisory Board level, therefore, he does not participate in negotiations nor have an impact on any negotiations with respect to the Company; and other than the compensation received for the work performed as a Supervisory Board member, he has not received personal financial compensation, including any compensation related to the performance of the Company (neither STI nor LTI), from the Company. Accordingly, Mr Laurens is determined to be independent.

Mrs Sophie Stabile's independence was further analyzed given her other mandates in the Accor group as Executive Committee Member of AccorHotels and Chief Executive Officer of HotelServices France and as a Non-Executive Board Member of Spie. With respect to the Accor group, the following criteria were assessed: the percentage of GLA and NRI the Accor hotels represent for the Group's consolidated portfolio in 2015; the type of business relationship; and the date a business relationship was first established. With respect to Spie, the following criteria were assessed: the type of business relationship; the total euro amount paid for services in 2015; and date a business relationship was first established, the overall duration and the continuity of same.

Notably, as a Non-Executive Supervisory Board member of the Company and of Spie, she is not implicated in the day-to-day operations nor the operational decisions of the Company nor of Spie; the hotel management contracts (Accor) and service contracts (Spie) are granted after a tender, are routine agreements for the companies and entered into on an arm's length basis; discussions on specific management contract terms (Accor) or service contract terms (Spie) and negotiations never rise to the Supervisory Board level nor to the Board level for Spie, therefore, from the Company's perspective she does not participate in negotiations nor have an impact on any negotiations with respect to the Company; and other than the compensation received for the work performed as a Supervisory Board member and as a Board member of Spie, she has not received personal financial compensation, including any compensation related to the performance of the Company nor of Spie (neither STI nor LTI), from the Company nor from Spie. Accordingly, Mrs Stabile is determined to be independent.

In order to ensure that each Supervisory Board member acts with loyalty, independence and professionalism, the Supervisory Board Charter has strict requirements with regards to any conflicts of interest[(1)]. Each Supervisory Board member must immediately report any potential conflicts of interest with the Company to the Chairman of the Supervisory Board and to the other Supervisory Board members providing all information relevant to the conflict of interest. Such conflicted member must abstain from discussions and the decision-taking process on the subject or transaction to which he/she has a conflict of interest. Additionally, SB members must seek prior SB approval before accepting a new directorship in order for the SB to conduct, among other things, a conflicts of interest analysis. For more detail regarding conflicts of interest, in particular, the Group's Code of Ethics, see the Group Compliance Programme section on page 256.

6.1.1.5. 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.

The meeting documents are sent at least three days prior to Supervisory Board meetings (except in unusual circumstances). This 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.

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. In 2015, the Supervisory Board and Management Board took the opportunity to visit the new German headquarters in Düsseldorf, Germany, visit three German assets, interact with the local management team and discuss in detail Group's strategy and market developments. The Supervisory Board and Management Board also held separate strategy meetings during this visit whereby the Group's strategic objectives and opportunities as well as the Group's financial strategy and its digital strategy were discussed.

(1) See Article 11 of the Supervisory Board Charter, available on the Company's website and at the Company's registered office.

An annual training day is held for the Supervisory Board members which typically includes a Group asset site visit. In 2015, the Supervisory Board members visited the Polygone Riviera asset a few months prior to its grand opening as well as a neighboring competitor asset. Furthermore, each new member to the Supervisory Board participates in an induction program individually tailored to that particular member's skill, experience and expertise. The induction program provides the new member with information unique to the Group and its business activities, its financial reports and legal affairs as well as site visits to particular assets.

6.1.1.6. Summary of Supervisory Board Activities

The Supervisory Board held eight meetings in 2015 (including its annual offsite meeting and two *ad hoc* meetings). Overall average attendance at these meetings was 95%. Since 2013, the Supervisory Board begins its meeting twice a year in the absence of the Management Board (*i.e.* "executive sessions"). In addition to the matters within its statutory scope, the Supervisory Board was briefed on and discussed all major events in 2015, both internal (*e.g.* organisation matters, key appointments within the Group, internal audits, etc.) and external (*e.g.* acquisitions, disposals, developments in the Group's strategy, development projects, financial policy, etc.). The Supervisory Board in particular approved:

- the 2015 Budget;
- the AGM agenda and resolutions to be submitted for shareholder approval;
- investment, development and divestment projects and operations above its prior approval thresholds in force in 2015;
- related party agreements or absence thereof;
- the funding of the Group's five-year business plan, financial resources and borrowing requirements;
- the 2015 internal audit plan;
- the qualitative objectives set for each non-CEO Management Board member by the CEO;
- the remuneration of the Management Board members;
- the total allocation of stock options and performance shares for 2015, including the allocations to Management Board members;
- appointment at a new CRO;
- revisions to the STI formula structure;
- amendments to the Supervisory Board Charter, including the Audit Committee and GN&RC Charters;
- the profile and composition of the Supervisory Board and the composition of its committees;
- the appointment of new Supervisory Board members, Mrs Sophie Stabile and Mrs Jacqueline Tammenoms Bakker;
- an increase in allocation of the variable portion of the Supervisory Board member fees;
- the formal evaluation of the functioning and efficiency of the Supervisory Board and Management Board (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 2015;
- regular updates on the Group's share price and business activities, including human resources, sustainability initiatives and the progress of development projects;
- updates on the operations of UR Germany;
- changes in tax regulations at the European level (OECD);
- updates on discussions with shareholders and shareholder expectations;
- important investment, development and divestment projects and significant operational matters below its prior approval thresholds in force in 2015;
- internal audit, risk management (including additional updates to the risk mapping) and compliance matters;
- review of the whistleblowing policy;
- updates on security, including "Vigipirate" security, and IT risks and security, including insuring against cyber-risks;
- the full year 2014 and half year 2015 financial statements;
- the 2015 Group's five-year business plan, including its financial results and financing resources and needs;
- the implementation of the Company Savings Plan in 2015 for the French subsidiaries of the Group;
- the report on the Group's Compliance program;
- the annual review of equal opportunity with respect to diversity and equality of pay within the Group; and
- the succession planning of the Supervisory Board, Management Board and the Group Management Team.

Supervisory Board members were also informed of the work and recommendations of its specialised committees and that of the Statutory Auditors. The minutes and documents of all the meetings of the Audit Committee and the GN&RC were systematically made available to all members of the Supervisory Board.

6.1.1.7. Annual Supervisory Board Self-Assessment

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 formal in-depth written questionnaire and discussion thereafter. The formal evaluation of the Supervisory Board consisted of a detailed questionnaire which was completed on a confidential basis and had the purpose of providing insight into each member's assessment of the performance of the Supervisory Board and of the Supervisory Board Chairman, the GN&RC Chairman and the Audit Committee Chairman as well as on the overall functioning of the Supervisory Board. In addition to this, a discussion on the functioning of the Supervisory Board was also carried out which was structured around several key points. The Audit Committee and the GN&RC performed their own separate self-assessment exercises in the form of a discussion. Management Board members were not present and did not participate in these assessments. This type of formal self-assessment is carried out every three years, with an informal self-assessment carried out annually. The conclusion of the three assessments was that the current corporate governance structure and arrangements are functioning well and that there is a good level of overall participation and contribution of each member.

Furthermore, the following areas of improvement were identified:

- increase the meeting times for certain Supervisory Board and committee meetings, in particular where important strategic matters are discussed;
- have focused reports on the specific strategic topics identified by the Supervisory Board in 2016;
- continue to focus on the Supervisory Board succession planning to ensure recruitment of particular profiles;
- continue to implement IT and digital development and keep the Supervisory Board informed of market trends in this area;
- further improve the efficiency of meetings by ensuring the executive summary of documents outlines the major key points and contains a clear summary of general background information particularly for long-term projects.

6.1.1.8. Supervisory Board Remuneration[1]

In 2014, as part of the Supervisory Board succession planning, the Supervisory Board commissioned a market study through an independent external consultant to ensure that the Supervisory Board member remuneration was aligned with market practices. The study revealed that the Chairman fees were low in comparison to its peers (*i.e.* large listed companies of similar size in France and Netherlands with a two-tier governance structure and an independent Chairman). As a result, the Supervisory Board voted, in the absence of the Chairman, to revise the Chairman's fees for 2015. In 2015, the Chairman of the Supervisory Board was paid a total gross annual remuneration of €150,000 for his duties as Chairman of the Supervisory Board. This amount increased from a total gross annual remuneration of €130,000 in 2014 which had been unchanged since 2009. Additionally a separate annual fee of €20,000 is paid for the performance of his GN&RC Chairman duties. The Supervisory Board Chairman receives no compensation related to the performance of the Company (neither STI nor LTI). For details on the revised fees for 2015, see the Remuneration of Members of the Supervisory Board section of the Legal Information chapter (page 290).

The annual fee paid to Supervisory Board members (with the exception of the Supervisory Board Chairman) was maintained at €52,000 per member in 2015 (unchanged since 2007). In 2015, the fee was comprised 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-Chairman of the Supervisory Board was paid a supplementary annual fixed fee of €15,000.

An additional fee of €1,350 per day was paid to Supervisory Board members (with the exception of the Supervisory Board Chairman) attending a meeting (or several related meetings) of the Supervisory Board and/or a Supervisory Board committee outside their country of residence.

For 2016, the Supervisory Board has revised the fee compensation structure maintaining the same overall annual fee, but increasing the variable portion to 60% and decreasing the fixed portion to 40%. Additionally, as physical absence should be extraordinary, a "Physical Presence Rule" will be implemented in 2016 wherein no more than 30% of scheduled meetings (Supervisory Board and committee meetings inclusive) should be attended by call-in or the member will forego the variable portion of the fees for the meetings attended by call-in above such threshold.

6.1.2. Functioning of the Specialised Committees of the Supervisory Board

Two specialised committees assist the Supervisory Board: (1) the Audit Committee and (2) the GN&RC. All Supervisory Board members participate in one of these committees. The committees function under separate Charters[2].

(1) *For full details, refer to the Legal Information section.*
(2) *Available on the Company's website and at its registered office.*

6.1.2.1. 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[2], 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, internal audit, risk control and the implementation of Company-relevant financial legislation;
- the Company's financial policy (accounting methods and developments in 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

The Audit Committee was composed of five members in 2015 and as of January 2016 is composed of six independent members, including the Chairman of the Audit Committee, pursuant to the criteria defined in the Afep-Medef Code also incorporated into the Supervisory Board Charter. 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), the Deputy Chief Financial Officer (Deputy 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 Group Director of Tax, the Group Director of Consolidation and Accounting, the Group Director of Control and the Group 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 receives a presentation from the Statutory Auditors twice a year after which they meet with the Statutory Auditors without the members of the Management Board being present. During its annual self-assessment the Audit Committee meets without the members of the Management Board being present. The Audit Committee may decide to meet without the Management Board members or to meet only with the CEO as it deems necessary. The Audit Committee may solicit the advice of external advisers as it deems necessary.

Members receive the meeting documents which include an agenda and comprehensive papers 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 and 24 hours prior to the Supervisory Board meeting at which the half-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 2015 (twice in the presence of the Statutory Auditors). The average member attendance rate was 90%. In 2015, 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 2014 full-year accounts and the 2015 half-year accounts, including corporate risks and off-balance sheet commitments;
- the quarterly Management Board reports for 2015;
- the 2015 Budget;
- 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 2014 annual accounts;
- the organisation of human resources within the finance departments throughout the Group;
- the reporting lines to the CFO and Deputy CFO 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 and internal audit plan for 2015;
- review of the whistleblowing policy;
- updates on security including "Vigipirate" security and IT risks and security including, insuring against cyber risks;
- updates to IT tools;
- the review of changes in tax regulations at the European level (OECD);
- the examination of the Company's exposure to and management of risks;
- the internal control and management of risk part of the Report of the Chairman of the Supervisory Board 2014;

- the review of relevant accounting and governance developments such as IFRS developments; and
- the annual evaluation of the functioning of the Audit Committee.

Audit Committee Remuneration[1]

The annual Audit Committee fees were maintained in 2015 at €20,000 for the Audit Committee Chairman and €10,000 for the other Audit Committee members (unchanged since 2007). An additional fee of €1,350 per day was 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. In 2015, 25% of Audit Committee fees were variable and allocated according to attendance at Audit Committee meetings.

For 2016, the Supervisory Board has revised the committee fee compensation structure maintaining the same overall annual fee, but increasing the variable portion to 60% and decreasing the fixed portion to 40%. Additionally, the Physical Presence Rule described in Section 6.1.1.8. will apply in 2016 to Supervisory Board and committee meetings inclusive.

6.1.2.2. Governance, Nomination and 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[2] 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 supplementary contribution scheme) 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

The GN&RC consisted of six members year-end 2015 and consists of five members as of January 2016, including the Supervisory Board Chairman, all of whom are independent pursuant to the criteria defined in the Afep-Medef Code also incorporated into the Supervisory Board Charter.

In addition to GN&RC members, the CEO and the CRO typically attend GN&RC meetings. The GN&RC may decide to meet without the CEO and the CRO or to meet only with the CEO as it deems necessary, in particular in matters concerning them. Twice a year, during the annual self-assessment of the GN&RC as well as during the assessment of and the decision on the compensation of the Management Board, the GN&RC meets without the CEO and the CRO being present. At least once a year the GN&RC receives a Compliance Report presentation from the Group Director Internal Audit & Risk Management. Additionally, 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 the meeting documents which include a detailed agenda and comprehensive papers 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 GN&RC met five times in 2015. The average member attendance rate was 93%. In 2015, the GN&RC considered and reported to the Supervisory Board on:

- Unibail-Rodamco SE's governance practices compared to the Afep-Medef Code;
- updates on discussions with shareholders and shareholder expectations;
- the annual review of the Supervisory Board's profile;
- the annual review of the independence of Supervisory Board members;
- the expiration of mandates and re-appointment of Supervisory Board members pursuant to the resignation and rotation rules;
- the profile and composition of the Supervisory Board and the composition of its committees;

(1) *For full details, refer to the Legal Information section.*
(2) *Available on the Company's website and at its registered office.*

- the succession plan of the Supervisory Board, including the revised profiles and screening criteria for new Supervisory Board candidates and interviewing and discussing identified candidates;
- the appointment of new Supervisory Board members, Mrs Sophie Stabile and Mrs Jacqueline Tammenoms Bakker;
- review of the allocation of the variable portion of the Supervisory Board member fees;
- appointment of a new CRO;
- the qualitative objectives set for each non-CEO Management Board member by the CEO;
- the remuneration of Management Board members;
- long-term incentive arrangements, including the 2015 allocation of Stock Options and Performance Shares to Management Board members;
- the short-term incentive pay-out for Management Board members for 2014 performance;
- proposed revisions to the STI formula structure;
- the succession planning of the Management Board and the Group Management Team;
- the report on the Group's Compliance program;
- the annual review of equal opportunity with respect to diversity and equality of pay within the Group;
- the annual evaluation of the GN&RC;
- the amendments to the Supervisory Board Charter, including the Audit Committee and GN&RC Charters;
- the corporate governance part of the Report of the Chairman of the Supervisory Board 2014; and
- the implementation of the Group Company Savings Plan for 2015.

GN&RC Remuneration[1]

The annual GN&RC fees in 2015 were maintained at €10,000 per member (unchanged since 2007)[1]. As part of the market study conducted in 2014, described in Section 6.1.1.7 above, the Supervisory Board voted, in the absence of the GN&RC Chairman, to provide a separate committee fee, as of January 2015, of €20,000 to the GN&RC Chairman (the same amount paid to the Audit Committee Chairman) in order to allow flexibility in the succession planning and permit the disassociation of the Supervisory Board Chairman and the GN&RC Chairman going forward.

An additional fee of €1,350 per day was paid to members (with the exception of the Supervisory Board Chairman) 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. In 2015, 25% of GN&RC fees were variable and allocated according to attendance at GN&RC meetings.

For 2016, the Supervisory Board has revised the committee fee compensation structure maintaining the same overall annual fee, but increasing the variable portion to 60% and decreasing the fixed portion to 40%. Additionally, the Physical Presence Rule described in Section 6.1.1.8. will apply in 2016 to Supervisory Board and committee meetings inclusive.

6.2. REMUNERATION OF THE MANAGEMENT BOARD MEMBERS[1]

Unibail-Rodamco SE complies with all of the Afep-Medef recommendations on executive officer remuneration as incorporated into the latest consolidated version of the Afep-Medef Code (November 2015).

The Management Board remuneration policy is developed by the GN&RC and approved by the Supervisory Board. The remuneration of each Management Board member consists of four components: (i) Fixed Income (FI), (ii) Short-Term Incentive (STI), (iii) Long-Term Incentive (LTI) comprised of Stock Options and Performance Shares both subject to performance and presence conditions which promote the principle of Pay For Performance wherein only outperformance is rewarded, and (iv) other benefits (including supplementary contribution scheme, company car and insurance). The goal of the Management Board remuneration policy is to ensure an incentive structure that rewards long-term performance by aligning pay with performance (for more detail see the Legal Information chapter page 224).

(1) *For full details, refer to the Legal Information section.*

6.3. 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 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 fully complies with the Afep-Medef Code's principles.

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(1). 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 226).

6.4. 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. The Group's strategy and policies aim to limit the negative effects of these risks. However, sudden changes in the geopolitical, political, social, economic, consumer behavior, 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 fully reviewed by the Group Risk Committee (created in January 2015). This committee is composed of the Chief Resources Officer (Chair), the Chief Financial Officer, the Deputy Chief Financial Officer, the General Counsel and the Group Directors of Human Resources, Information Technology, Internal Audit, Insurance, Property Maintenance and Purchasing. It aims at anticipating risks and following up on risk indicators.

The risk mapping was discussed by the Management Board on June 24, 2015. In addition, the risk mapping was reviewed and discussed by the Audit Committee and subsequently by the Supervisory Board on December 11, 2015. These "controllable" risks are monitored through the Group's internal control system. This system covers all activities of the Group in all regions. 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 optimized;
- property assets are protected;
- financial information is reliable; and
- all operations comply with prevailing legislation, external regulations and Unibail-Rodamco's internal rules.

Note that this system has now been fully implemented in the Group's German operations at UR Germany.

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 six members as at December 31, 2015, 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). 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

(1) *Available on the Company's website and at its registered office.*

- 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.

6.4.1. Investment and Divestment Authorization

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 Chief Operating Officer, the Chief Development Officer (for property development and re-development) 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 authorization 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 authorization 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 Mn and is subject to the additional prior approval by the Supervisory Board when exceeding €500 Mn.

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 Mn.

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 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.

6.4.2. 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.

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 monitoring 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 organizes regular meetings with all regional contacts responsible for environmental policy, and closely examines each environmental action plan and achievements annually at site level to shape a common environmental performance policy and monitor the way it is embedded into operating practices. The Group has been listed on The Dow Jones Sustainability Index since 2008.

Unibail-Rodamco SE publishes detailed corporate sustainability information annually dealing with the Group's environmental and social policy, its targets and achievements.

6.4.3. 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 appraisers 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.

Prompt measures were implemented following the Paris terrorist attacks to strengthen existing procedures and processes to assist local teams and reinforce the security of customers, employees, suppliers' employees and tenants' employees by:

- reinforcing strong relationships with police authorities;
- providing temporary additional staffing for securing access;
- providing training to shopping centre management teams to identify and manage situations linked to terrorism; and
- further developing crisis management principles and best practices.

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 Contractor's All Risk policies 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.

A Health and Safety annual risk assessment was conducted in 2015 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 and 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.

6.4.4. 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 or by the Chief Executive Officer.

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.

6.4.5. 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 Deputy Chief Financial 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 twice in 2015. 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, except at UR Germany.

The IT application supporting cash management allows the automatic recording of financial transactions *via* a workflow between the front-office and the back-office and is completed by a module where bank proxies management is fully integrated for France.

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.

6.4.6. 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 General Counsel. 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 General Counsel 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.

A data protection task force was created following the Court of Justice of the European Union decision invalidating the data transfer pact between the US and Europe ("Safe Harbor Privacy Principles") which had allowed companies to transfer personal data to the US and still comply with European privacy laws.

6.4.7. 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 computers and applications. In addition, the control of access right requests, firewall and anti-spam protections ensure the security and integrity of the Group's information system.
  - An IT Risk Officer was appointed in December 2014 with the creation of the Information Technology Risk Committee;
  - 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 2015. This BRP provides a technical and organizational action plan in case of a major breakdown (temporary unavailability of Head Offices and\or computing infrastructures).

- In July 2015, an audit of the information system security was performed by an external company to reinforce the information system security. In addition to the policy covering standard risks related to the IT system, a cyber-risks policy was taken out in July 2015.

6.4.8. 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 four 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 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 provided 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.

6.5. 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 SE

(Free translation of a French language original)

To the Shareholders,

In our capacity as statutory auditors of Unibail-Rodamco SE 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, 2015.

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 of 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 16, 2016

The Statutory Auditors French Original signed by

DELOITTE & ASSOCIÉS	ERNST & YOUNG Audit
represented by Damien Leurent	represented by Christian Mouillon

6.6. OVERVIEW OF VALUATION REPORTS PREPARED BY UNIBAIL-RODAMCO'S INDEDEPENDANT EXTERNAL APPRAISERS

Scope of Instructions

In accordance with your instructions we have undertaken valuations of the various freehold and leasehold property interests as at December 31, 2015 (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 (as defined in IFRS 13) for each property we have taken into consideration European wide investment transaction activity and not solely any investment activity in the domestic market.

We can confirm that we did not receive fees from the Company representing more than 10% of our respective turnovers.

We can also confirm that our opinion of Fair Value has been reviewed against other valuations conducted across Europe, if applicable, for consistency of approach and consideration of the evidence and sentiment in the market place.

The valuations have been based upon the discounted cash-flow or yield methodologies that are regularly used for these types of properties.

Following the wide and competitive tender process led by the Company in the first quarter of 2015, we confirm that, in situations where an appraisal firm saw its valuation mandate renewed for a given asset, the appraisal signatory of such asset was replaced by a new signatory as of June 2015, in accordance with RICS recommendations.

Basis of Valuation and Assumptions

We set out below the basis and assumptions we have used in preparing our Valuation.

We confirm that the valuations have been made in accordance with the appropriate sections of the current Practice Statements contained within the RICS Valuation - Professional Standards (the "Red Book"). This is an internationally accepted basis of valuation. Our valuations are fully compliant with IFRS accounting standards and IVSC valuation standards and guidance.

The valuations have been also prepared in accordance with the AMF recommendations regarding the presentation of valuation parameters of listed real estate companies, published February 8, 2010.

We can confirm that we have prepared our valuations as External Valuers as defined in the Royal Institution of Chartered Surveyors Valuation Standards and our valuations have been prepared in accordance with our General Principles.

Our valuations are prepared on the basis of Fair Value and are reported as gross values (Fair value gross of any deduction made for typical purchaser costs).

As we noted no meaningful impact of the terrorist attacks in Paris on the Group's assets during this valuation round, the December 2015 valuations have not been impacted.

Date of Valuation

The effective date of valuation is 31 December 2015.

Information

We have requested company management to confirm that the information which it has supplied to us in respect of the property and its lessees is both comprehensive and correct in all material aspects. It follows that we have made an assumption that details of all matters likely to affect value within their collective knowledge such as operating expenses, committed capital expenditures, financial elements including any doubtful debtors, sales based rental levels, prospective and signed leasing deals, lease incentives and all rent roll information and vacant units have been made available to us and that the information is up to date in all material aspects.

Floor Areas

We have not measured the property and have relied on the areas which have been supplied to us.

Environmental Investigations and Ground Conditions

We were not instructed to carry out a site survey or environmental assessment nor have we investigated any historical records, to establish whether any land or premises are or have been, contaminated. Unless we have been provided with information to the contrary, we assume that properties are not, nor are likely to be, affected by land contamination and that there are no ground conditions which would affect their present or future use.

Planning

We have not seen planning consents and we assume that properties have been erected and are being occupied and used in accordance with all necessary consents and that there are no outstanding statutory notices. We assume that buildings comply with all statutory and Local Authority requirements including building, fire and health and safety regulations. We also assume that any extensions currently under construction satisfy all planning regulations and all necessary permits are in place.

Title and Tenancies

We have relied upon tenancy schedules, summaries of additional income, non-recoverable costs and capital expenditure and business plans which have been supplied to us.

Our valuations assume that, other than disclosed in our reports, there is good and marketable title to the properties and that they are free of any undisclosed burdens, outgoings, restrictions or charges. We have not read documents of title and for the purposes of our advice have accepted the details of tenure, tenancies and all other relevant information, which have been supplied by the Company.

Condition

We have reflected the general condition of the property as noted during our inspections. We were not instructed to carry out a structural survey but we have reflected any apparent wants of repair in our opinion of the value as appropriate. The property has been valued on the basis of the Company's advice except where we have been specifically advised to the contrary, that no harmful materials have been used in its construction.

Taxation

Our valuations are prepared on the basis of Fair Value and are reported as gross values (Fair value gross of any deduction made for typical purchaser costs). No allowance has been made in our valuations for expenses of realisation or for any taxation, which may arise in the event of a disposal. However, when we have used the discounted cash flow (DCF) methodology, we have deducted registration duty and transaction costs at the end of the model for the assessment of the exit value. All rental and capital values stated are exclusive of Valued Added Tax.

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,

Dermot Charleson MRICS
Director
For and on behalf of JLL Limited

Jean-Philippe Carmarans MRICS
Director
For and on behalf of Cushman & Wakefield

Geoffroy Schmitt
Partner
For and on behalf of PwC 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 recalled that with respect to the 2013 financial year, without qualifying the opinion expressed in their report on the consolidated financial statements for the financial year ending on December 31, 2013, the statutory auditors made the following comment:

- attention is drawn to notes 2.1.1 and 2.1.2 of the notes to the consolidated financial statements which describe the impact of the new standards that the Company has implemented since January 1, 2013, in particular, the early application of IFRS standards 10 (consolidated financial statements), 11 (joint arrangements) and 12 (disclosure of interests in other entities) as well as the mandatory application of IFRS standard 13 (fair value measurement).

Paris, March 18, 2016

On behalf of the Management Board

Christophe Cuvillier	Jaap Tonckens
Chairman of the Management Board of Unibail-Rodamco SE	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

Commencement date of the first term of office:
GM of May 13, 1975

DELOITTE ET ASSOCIÉS

185 avenue Charles de Gaulle
92524 Neuilly-sur-Seine

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

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(1) Annual Report and Corporate Sustainability Report.

(1) Annual Report and Corporate Sustainability Report.

(1) Annual Report and Corporate Sustainability Report.

GLOSSARY

Average cost of debt: recurring financial expenses (excluding the ones on financial leases) + capitalized financial expenses (excluding non-recurring financial expenses such as mark-to-market and termination costs of financial instruments including bonds repurchased, currency impact)/average net debt over the period.

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.

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.

EBITDA-Viparis: "Net rental income" and "Other site property services income" + "Contribution of affiliates" of Viparis venues.

EPRA: European Public Real estate Association.

EPRA NNNAV (triple net asset value): corresponds to the Going concern NAV less the estimated transfer taxes and deferred capital gain taxes.

EPRA NIY: annualized rental income based on the cash rents passing at the balance sheet date, less non-recoverable property operating expenses, divided by the Gross Market Value of the portfolio. For a reconciliation of Unibail-Rodamco's NIY with the EPRA net initial yield definitions, refer to the EPRA Performance Measures (Item 3).

EPRA topped-up yield: EPRA Net Initial Yield adjusted in respect of the expiration of rent free periods (or other unexpired lease incentives such as discounted rent periods and step rents).

EPRA vacancy rate: Estimated Rental Value (ERV) of vacant spaces divided by ERV of total surfaces.

4 Star label: the "4 Star label" for a shopping centre is based on a 684 point quality referential and audited by SGS, the world leader in service certification.

Going Concern Net Asset Value (NAV): the amount of equity needed to replicate the Group's portfolio with its current financial structure.

Interest Cover Ratio (ICR): Recurring EBITDA/Recurring Net Financial Expenses (including capitalised interest); Recurring EBITDA is calculated as total recurring operating results and other income less general expenses, excluding depreciation and amortisation.

International Premium Retailer (IPR): retailer with strong and international brand recognition, and a differentiating store design and product approach, which may increase the appeal of the shopping centres.

IVSC: International Valuation Standards Council.

Large malls: standing shopping centres with more than 6 million visits per annum.

Like-for-like NRI: Net Rental Income **excluding** acquisitions, divestments, transfers to and from pipeline (extensions, brownfields or redevelopment of an asset when operations are stopped to enable works), all other changes resulting in any change to the square meters and currency exchange rate differences in the periods analysed.

Loan-to-Value (LTV): net financial debt/Total portfolio valuation, including transfer taxes. Please refer to EPRA Performance Measures (Item 7) for the calculation and reconciliation of the Group's LTV with its Balance Sheet.

Minimum Guaranteed Rent uplift: difference between new MGR and indexed old MGR. Indicator calculated on renewals and relettings.

Net Initial Yield (NIY): annualized contracted rent (including indexation) and other incomes for the next 12 months, net of operating expenses, divided by the asset value net of estimated transfer taxes and transaction costs.

Non-recurring activities: include valuation movements, disposals, mark-to-market and termination costs of financial instruments, including bond tender premiums, impairment of goodwill or recognition of negative goodwill as well as costs directly incurred during a business combination and other non-recurring items.

Occupancy Cost Ratio (OCR): (rental charges + service charges including marketing costs for tenants, all including VAT)/(tenants' sales, including VAT). As tenant turnover is not known for all tenants for The Netherlands, no reliable OCR can be calculated for this country.

ORA (*Obligations Remboursables en Actions*): bonds redeemable for shares.

RICS: Royal Institution of Chartered Surveyors.

Rotation rate: (number of relettings and number of assignments and renewals with new concepts)/number of stores.

SBR: Sales Based Rent.

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

SIIC: *Société d'Investissement Immobilier Cotée* (in France).

Tenant sales performance in Unibail-Rodamco's shopping centres (excluding The Netherlands) in 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.

Total Acquisition Cost (TAC): the total amount a buyer shall pay to acquire an asset or a company. TAC equals the price agreed between the seller and the buyer plus all transfer taxes and transactions cost.

TIC: Total Investment Cost equals the sum of: (i) all capital expenditures from the start of the project to the completion date and includes: land costs, construction costs, study costs, technical fees, tenant fit-out costs paid for by the Group, letting fees and related costs, eviction costs and vacancy costs for renovations or redevelopments of standing assets; and (ii) tenants' lease incentives and opening marketing expenses. Does not include capitalized interests and internal costs capitalized.

Yield on cost: contracted rents for the 12 months following the opening (for the delivered projects) or annualized expected rents (for the on-going projects), net of expenses, divided by the Total Investment Cost.

Note: The columns "Joint control" reflect the impact of proportional consolidation instead of the equity method required by IFRS 11 of the following jointly controlled assets: CentrO (Oberhausen), Rosny 2 (Paris region), Paunsdorf (Leipzig), Benidorm (Benidorm) and Palais des Sports (Paris).

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