20230720113030

Årsredovisning

för

Rodamco Fisketorvet AB

556174-5935

Räkenskapsåret

2022

Fastställelseintyg

Undertecknad styrelseledamot intygar härmed att en med denna undertecknade kopia likalydande resultat- och balansräkning blivit fastställd på årsstämman den 30/6 2023. Årsstämman beslöt tillika godkänna styrelsens förslag till vinstdisposition.

Stockholm den 30/6 2023

Jurn Hoeksema

20230720113131

Årsredovisning

för

Rodamco Fisketorvet AB

556174-5935

Räkenskapsåret

2022

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Styrelsen och verkställande direktören för Rodamco Fisketorvet AB avger följande årsredovisning för räkenskapsåret 2022.

Årsredovisningen är upprättad i svenska kronor, SEK. Om inte annat särskilt anges, redovisas alla belopp i tusentals kronor (Tkr). Uppgifter inom parentes avser föregående år.

Förvaltningsberättelse

Verksamhet
Bolagets verksamhet består av att äga och förvalta fast och lös egendom.

Företaget har sitt säte i Stockholm.

Väsentliga händelser under året
Inga väsentliga händelser har ägt rum under räkenskapsåret.

Flerårsöversikt (tkr)	**2022**	**2021**	**2020**	**2019**	**2018**
Nettoomsättning	0	0	0	0	289 548
Resultat efter finansnetto	402	-151	-10	1 758 887	93 801
Rörelsemarginal (%)	0,0	0,0	0,0	0,0	47,4
Avkastning på eget kapital (%)	0,0	0,0	0,0	82,1	49,2
Balansomslutning	2 142 599	2 142 197	2 184 396	2 184 445	2 396 933
Soliditet (%)	100,0	100,0	98,1	98,1	7,9
Antal anställda	0	0	0	0	7

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

Förändringar i eget kapital
Förslag till vinstdisposition
Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	2 142 085 722
årets vinst	402 213
	2 142 487 935
disponeras så att	
i ny räkning överföres	2 142 487 935
	2 142 487 935

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning samt kassaflödesanalys med noter.

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Resultaträkning
Tkr

	Not	2022-01-01 -2022-12-31	2021-01-01 -2021-12-31
Centrala kostnader för administration och marknadsföring	4, 5	-11	-11
RÖRELSERESULTAT	6	**-11**	**-11**
Resultat från finansiella poster			
Övriga ränteintäkter och liknande resultatposter	7	414	0
Räntekostnader och liknande resultatposter		0	-140
Summa resultat från finansiella poster		**414**	**-140**
Resultat efter finansiella poster		**402**	**-151**
Skatt på årets resultat	8	0	36
Årets resultat	**14**	**402**	**-116**

Årets resultat överensstämmer med totalresultatet för bolaget.

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Balansräkning
Tkr

	Not	2022-12-31	2021-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	9, 10	2 011 672	2 011 672
Omsättningstillgångar			
Kortfristiga fordringar			
Fordringar hos koncernföretag	11	130 887	130 485
Övriga kortfristiga fordringar		40	40
		130 927	**130 525**
Kassa och bank		0	0
Summa omsättningstillgångar		**130 927**	**130 525**
SUMMA TILLGÅNGAR		**2 142 599**	**2 142 197**

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Balansräkning

Tkr

	Not	2022-12-31	2021-12-31
EGET KAPITAL OCH SKULDER			
Eget kapital	14		
Bundet eget kapital			
Aktiekapital	12	100	100
Reservfond		12	12
		112	**112**
Fritt eget kapital			
Balanserad vinst eller förlust		2 142 086	2 142 201
Årets resultat		402	-116
		2 142 488	**2 142 085**
Summa eget kapital		**2 142 600**	**2 142 197**
Kortfristiga skulder			
Övriga kortfristiga skulder		-1	0
SUMMA EGET KAPITAL OCH SKULDER		**2 142 599**	**2 142 197**

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Rapport över förändringar i eget kapital

Tkr

	Aktie-kapital	Bundna reserver	Balanser ad vinst inklusive årets resultat		Summa eget kapital
Ingående eget kapital 2021-01-01	**100**	**12**	**2 142 201**		**2 142 313**
Årets resultat			-116	0	-116
Utgående eget kapital 2021-12-31	**100**	**12**	**2 142 085**	**0**	**2 142 197**
Ingående eget kapital 2022-01-01	**100**	**12**	**2 142 085**	**0**	**2 142 197**
Årets resultat			402		402
Utgående eget kapital 2022-12-31	**100**	**12**	**2 142 488**	**0**	**2 142 600**

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Kassaflödesanalys
Tkr

	Not	2022-01-01 -2022-12-31	2021-01-01 -2021-12-31
Den löpande verksamheten			
Rörelseresultat		-11	-11
Erhållen ränta		414	0
Betald skatt		0	0
Kassaflöde från den löpande verksamheten före förändringar av rörelsekapital		**403**	**-11**
Kassaflöde från förändringar i rörelsekapital			
Ökning/Minskning av övriga rörelsefordringar		-403	11
Investeringsverksamheten			
Kassaflöde från investeringsverksamheten		**0**	**0**
Finansieringsverksamheten			
Kassaflöde från finansieringsverksamheten		**0**	**0**
Likvida medel vid årets början		0	0
Likvida medel vid årets slut		**0**	**0**

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Noter

Tkr

Not 1 Företagsinformation

Namn: Rodamco Fisketorvet AB
Org.nummer: 556174-5935
Huvudsaklig verksamhet: Bolaget ska äga och förvalta fast och lös egendom samt driva annan därmed förenlig verksamhet

Koncernförhållanden
Företaget är ett dotterbolag till Rodamco Sverige AB, org.nr 556201-8654, med säte i Stockholm. Företaget är ett moderföretag men med hänvisning till undantagsreglerna i årsredovisningslagen 7 kap 2§ upprättas ingen egen koncernredovisning.

Rodamco Sverige AB, org.nr 556201-8654, är ett dotterbolag till Rodamco Northern Europe AB, org.nr 556583-3612. Det senare bolaget ägs till 100% av Rodamco Europe Properties BV, reg.nr 24170522, med säte i Schiphol, Nederländerna. Moderbolag i hela koncernen är Unibail-Rodamco-Westfield SE, reg.nr 682 024 096 RCS, med säte i Paris, Frankrike.

Koncernredovisningen för den största koncernen där företaget ingår samt hållbarhetsredovisning upprättas av Unibail-Rodamco-Westfield SE.

Årsredovisningen för Unibail-Rodamco-Westfield SE publiceras på www.urw.com

Not 2 Grunder för upprättande av årsredovisningen

Årsredovisningen har upprättats utifrån antagandet om fortlevnad (going concern). Tillgångar och skulder är värderade till sina historiska anskaffningsvärden. Finansiella skulder redovisas till upplupet anskaffningsvärde.

De finansiella rapporterna har upprättats i enlighet med Årsredovisningslagen och RFR 2 - Redovisning för juridiska personer (01 - 2014). Bolaget tillämpar frivilligt RFR 2 i enlighet med reglerna i BFNAR 2012:3.

Nya standarder och tolkningar
Nya och ändrade standarder och tolkningar som trätt i kraft från januari 2022 har inte haft väsentlig påverkan på bolagets finansiella rapporter.

Nya och ändrade standarder och tolkningar som ännu ej trätt i kraft
Nya och ändrade standarder och tolkningar som ännu ej trätt i kraft förväntas inte få någon väsentlig påverkan på företagets finansiella rapporter.

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Not 3 Sammanfattning av viktiga redovisningsprinciper

Intäktsredovisning

Intäkter redovisas då det är troligt att ekonomiska fördelar kommer företaget tillgodo och att intäkterna kan fastställas på ett tillförlitligt sätt.

IFRS 9 Finansiella Instrument

En finansiell tillgång eller finansiell skuld redovisas i balansräkningen när bolaget blir part till instrumentets avtalsenliga villkor. En finansiell tillgång bokas bort från balansräkningen när den avtalsenliga rätten till kassaflödet från tillgången upphör, regleras eller bolaget förlorar kontrollen över den. En finansiell skuld, eller del av finansiell skuld, bokas bort från balansräkningen när den avtalade förpliktelsen fullgörs eller på annat sätt upphör.

Finansiella instrumentens verkliga värde

Det verkliga värdet för finansiella tillgångar och skulder som handlas på en aktiv marknad bestäms med hänvisning till noterat marknadspris. Det verkliga värdet på andra finansiella tillgångar och skulder bestäms enligt allmänt accepterade värderingsmodeller såsom diskontering av framtida kassaflöden och användning av information hämtad från aktuella marknadstransaktioner. För samtliga finansiella tillgångar och skulder bedöms det redovisade värdet vara en god approximation av dess verkliga värde, om inte annat särskilt anges.

Upplupet anskaffningsvärde och effektivräntemetoden

Upplupet anskaffningsvärde för en finansiell tillgång är det belopp till vilket den finansiella tillgången värderas vid det första redovisningstillfället minus kapitalbelopp, plus den ackumulerade avskrivningen med effektivräntemetoden av eventuell skillnad mellan det kapitalbeloppet och det utestående kapitalbeloppet, justerat för eventuella nedskrivningar. Redovisat bruttovärde för en finansiell tillgång är det upplupna anskaffningsvärdet för en finansiell tillgång före justeringar för en eventuell förlustreserv. Finansiella skulder redovisas till upplupet anskaffningsvärde med användning av effektivräntemetoden eller till verkligt värde via resultaträkningen. Effektivräntan är den ränta som vid en diskontering av samtliga framtida förväntade kassaflöden över den förväntade löptiden resulterar i det initialt redovisade värdet för den finansiella tillgången eller den finansiella skulden.

Kvittning av finansiella tillgångar och skulder

Finansiella tillgångar och skulder kvittas och nettoredovisas i balansräkningen när det finns legal rätt att kvitta och när avsikt finns att reglera posterna med ett nettobelopp eller att samtidigt realisera tillgången och reglera skulden.

Nedskrivningar

Bolaget redovisar en förlustreserv för förväntade kreditförluster på finansiella tillgångar som värderas till upplupet anskaffningsvärde. Per varje balansdag redovisar bolaget förändringen i förväntade kreditförluster sedan det första redovisningstillfället i resultatet.

De förväntade kreditförlusterna för kundfordringar och avtalstillgångar beräknas med hjälp av data som är baserad på tidigare händelser, nuvarande förhållanden och prognoser for framtida ekonomiska förutsättningar.

Bolaget definierar fallissemang som att det bedöms osannolikt att motparten kommer att möta sina åtaganden på grund av indikatorer som finansiella svårigheter och missade betalningar. Bolaget skriver bort en fordran när inga möjligheter till ytterligare kassaflöden bedöms föreligga.

Inkomstskatter

Uppskjuten inkomstskatt
Uppskjuten skatt redovisas på balansdagen i enlighet med balansräkningsmetoden för temporära skillnader mellan tillgångars och skulders skattemässiga och redovisningsmässiga värden. Uppskjuten skatt beräknas med tillämplig skattesats som beslutas eller aviserats per balansdagen och som förväntas gälla när den uppskjutna skatten realiseras eller regleras.

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Uppskjutna skatteskulder uppkommer framförallt på grund av skillnader mellan bokföringsmässiga avskrivningar och skattemässiga avskrivningar på förvaltningsfastigheter.

Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

Uppskjutna skattefordringar redovisas endast i den omfattning att det är sannolikt att framtida överskott kommer att finnas tillgängliga, mot vilka de temporära skillnaderna kommer att kunna utnyttjas.

Uppskjutna skattefordringar och skatteskulder kvittas när det finns en legal kvittningsrätt för aktuella skattefordringar och skatteskulder och när de uppskjutna skattefordringarna och skatteskulderna hänför sig till skatt debiterade av samma skattemyndighet där det finns en avsikt att reglera saldona genom nettobetalningar.

Fordringar
Fordringar med förfallodag mer än 12 månader efter balansdagen redovisas som anläggningstillgångar, övriga som omsättningstillgångar. Fordringar upptas till det belopp som efter individuell prövning beräknas bli betalt. Hyresfordringar redovisas som omsättningstillgångar till det belopp som förväntas bli inbetalt efter avdrag för individuellt bedömda osäkra hyresfordringar.

Redovisning av koncernbidrag
Koncernbidrag redovisas som bokslutsdisposition.

Omräkning av poster i utländsk valuta
Fordringar och skulder i utländsk valuta har värderats till Europeiska Centralbankens växelkurs per 31 december. Kursvinster och kursförluster på rörelsefordringar och skulder redovisas i rörelseresultatet medan kursvinster och kursförluster på finansiella fordringar och skulder redovisas som finansiella poster.

Nyckeltalsdefinitioner
Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Resultat efter finansiella poster
Resultat efter finansiella intäkter och kostnader men före bokslutsdispositioner och skatter.

Rörelsemarginal (%)
Rörelseresultat i procent av omsättningen.

Avkastning på eget kapital (%)
Resultat efter finansiella poster i procent av justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt).

Balansomslutning
Företagets samlade tillgångar.

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

Antal antällda
Medelantalet anställda under räkenskapsåret.

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Not 4 Ersättning till revisorer

Revisionsarvode faktureras från revisionsbyrån Deloitte AB direkt till moderbolaget, Rodamco Sverige AB. Arvodet ingår sedan i moderbolagets fakturering av administrativa tjänster till respektive dotterbolag.

Not 5 Anställda och personalkostnader

Bolaget har inte haft några anställda och några löner har ej utbetalats.
Bolaget administreras av personal anställda i Rodamco Sverige AB. Verkställande direktör är anställd i koncernbolaget Rodamco Nederland B.V med säte i Schiphol, Nederländerna och erhåller lön där.

Not 6 Inköp och försäljning mellan koncernföretag

	2022	2021
Andel av årets totala inköp som skett från andra företag i koncernen	80,00 %	100,00 %
Andel av årets totala försäljningar som skett till andra företag i koncernen	0,00 %	0,00 %

Not 7 Övriga ränteintäkter och liknande resultatposter

	2022	2021
Ränteintäkter från koncernföretag	414	0
	414	**0**

Not 8 Aktuell och uppskjuten skatt

	2022	2021
Aktuell Skatt	0	0
Justering avseende tidigare år	0	36
Skatt på årets resultat	**0**	**36**

Not 9 Andelar i koncernföretag

	2022-12-31	2021-12-31
Ingående ackumulerade anskaffningsvärden	2 011 672	2 011 672
Utgående ackumulerade anskaffningsvärden	**2 011 672**	**2 011 672**
Utgående redovisat värde	**2 011 672**	**2 011 672**

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Not 10 Specifikation andelar i koncernföretag

Namn	Kapital-andel	Antal andelar	Bokfört värde
URW Fisketorvet A/S	100%	1 461 595 167	2 011 672
			2 011 672

	Org.nr	Säte	Eget kapital	Resultat
URW Fisketorvet A/S	40081534	Köpenhamn	2 707 435	87 944

Not 11 Finansiella instrument

Koncernens finansiella riskhantering är centraliserad till koncernens yttersta moderbolag Unibail-Rodamco-Westfield SE. För vidare information om bolagets policy för finansiell riskhantering hänvisas till Unibail-Rodamco-Westfield SE koncernens årsredovisning, vilken publiceras på www.urw.com.

Tabellen nedan visar företagets finansiella tillgångar och skulder som är föremål för finansiell riskhantering.

	2022-12-31		2021-12-31	
Tillgångar i balansräkningen	**Bokfört värde**	**Verkligt värde**	**Bokfört värde**	**Verkligt värde**
Koncerninterna fordringar	130 887	130 887	130 485	130 485
Övriga fordringar	40	40	40	40
Summa	**130 927**	**130 927**	**130 525**	**130 525**

Not 12 Aktiekapital

Antal aktier: 1 000

	2022-12-31	2021-12-31
Emitterade och betalda:		
Vid årets början	100	100
Vid årets slut	**100**	**100**

Not 13 Väsentliga händelser efter räkenskapsårets slut

Inga väsentliga händelser har skett efter årets slut.

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Not 14 Resultatdisposition

Styrelsen föreslår att till förfogande stående vinstmedel:

balanserad vinst	2 142 086
årets vinst	402
	2 142 488

disponeras så att

i ny räkning överföres	2 142 488
	2 142 488

Stockholm den 2023-06-16

Jurn Hoeksema
Verkställande direktör

Vincent Rouget
Ordförande

Vår revisionsberättelse har lämnats 2023-06-29

Deloitte AB

Malin Lüning
Auktoriserad revisor

20230720113444

Deloitte.

REVISIONSBERÄTTELSE

Till bolagsstämman i Rodamco Fisketorvet AB
organisationsnummer 556174-5935

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Rodamco Fisketorvet AB för räkenskapsåret 2022-01-01 - 2022-12-31.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Rodamco Fisketorvet ABs finansiella ställning per den 31 december 2022 och av dess finansiella resultat och kassaflöde för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Rodamco Fisketorvet AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.

- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.

- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.

- drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.

- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna

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kontrollen som vi identifierat.

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning för Rodamco Fisketorvet AB för räkenskapsåret 2022-01-01 - 2022-12-31 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Rodamco Fisketorvet AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt *med aktiebolagslagen*.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

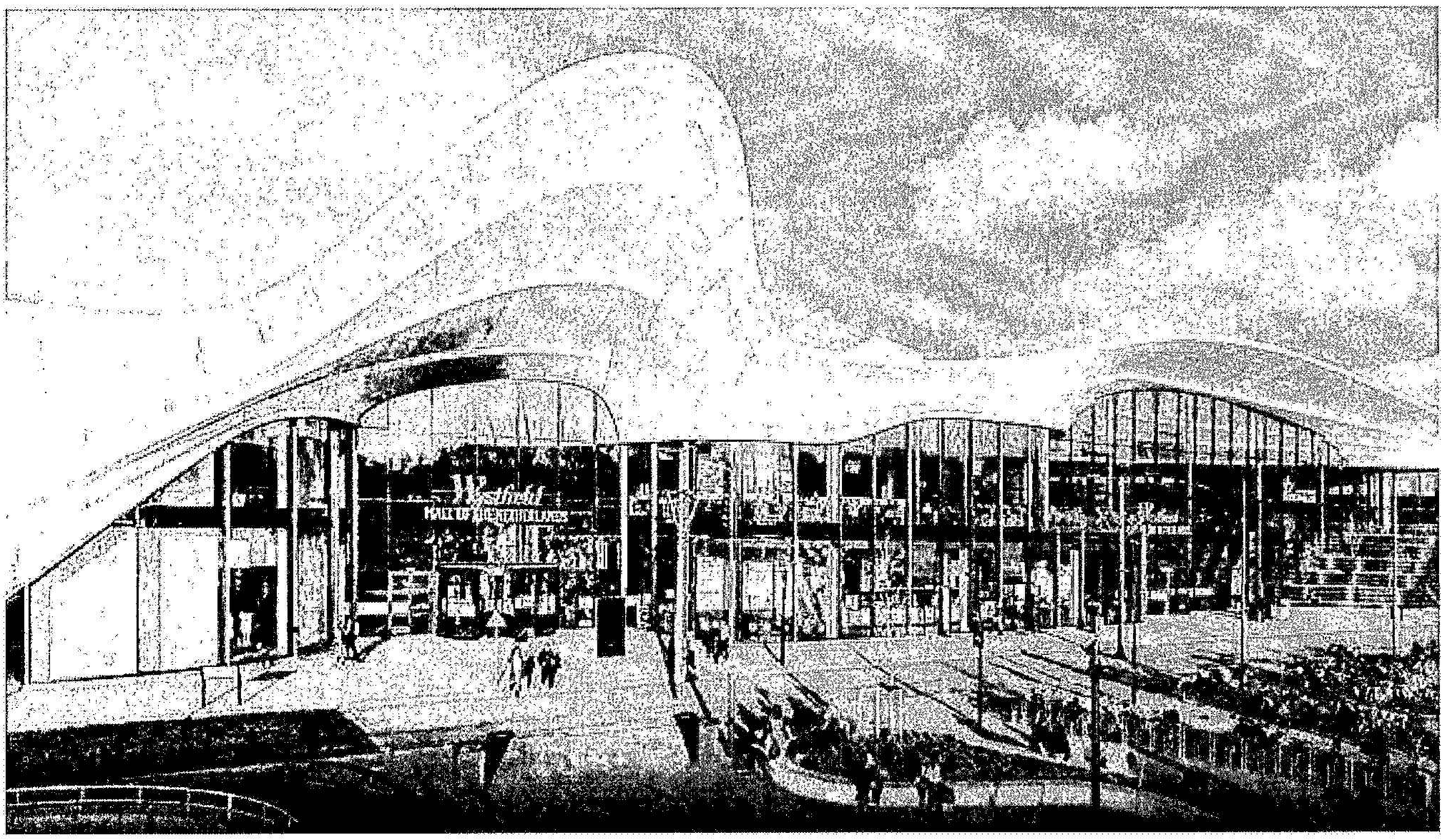
Stockholm 2023-06-29

Deloitte AB

Malin Lüning
Auktoriserad revisor

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UNIBAIL-RODAMCO-WESTFIELD



2022

Universal Registration Document

UNIBAIL-RODAMCO-WESTFIELD SE

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UNIBAIL-RODAMCO-WESTFIELD

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Universal Registration Document

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This Universal Registration Document has been filed on March 27, 2023, with the *Autorité des Marchés Financiers* (French Financial Markets Authority), as competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of this Regulation.

The Universal Registration Document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary together with any amendments to the Universal Registration Document. All shall be approved by the *Autorité des Marchés Financiers* in accordance with Regulation (EU) 2017/1129.

The Universal Registration Document ("URD") is a reproduction of the official version of the URD, which has been prepared in XHTML and available on www.urw.com.

This is a translation into English of the Universal Registration Document of the Company issued in French and available on www.urw.com.

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1.1 KEY FACTS

78
Shopping Centres

10
Offices & Others Buildings[1]

10
Convention & Exhibition venues[2]

97%
Collection rate[3]

~2,700
Employees

€2,226 Mn
Net Rental Income

€2,209 Mn
EBITDA

€9.31
Adjusted Recurring Earnings Per Share

€2.8 Bn
Disposals[4]

€52.2 Bn
Gross Market Value

€155.7
EPRA Net Reinstatement Value Per Share

€3.1 Bn
Pipeline

(1) Only standalone offices > 10,000 sqm and offices affixed to a shopping centre > 15,000 sqm.
(2) Excluding Palais des Sports.
(3) Retail only, assets at 100%. MGR + CAM in the US. Data as at February 2, 2023.
(4) Transactions completed in 2022.

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1.2 HISTORY

UNIBAIL

1968
Worms & Cie, a Paris-based banking group, creates Unibail as a real estate financial leasing company ("Sicomi") managed by Arc Union/Espace Expansion.

1972
Listing of Unibail on the Paris Stock Exchange.

1988
First significant acquisition, Sliminco, one of the two Crédit Lyonnais Sicomis.

1992
Léon Bressler succeeds Jean Meynial as Chief Executive Officer ("CEO"). Unibail starts to focus on the property investment sector, and to phase out involvement in lease financing. The strategy is to become a specialised owner, developer and manager of shopping centres and offices. Unibail concentrates on large-size and differentiated assets.

1992–1995
Build-up of a property portfolio with close to 30 shopping centres located in France, including the Forum des Halles and Les Quatre Temps, and substantial office properties in Paris and La Défense.

1995
Takeover of Arc Union; Unibail becomes self-managed and self-administered. Espace Expansion, the main shopping centre operator in France, becomes its subsidiary.

1998–2000
Acquisition of the Cœur Défense project, the Vivendi portfolio and Porte de Versailles.

2001
Delivery of Cœur Défense.

2003
France introduces a Real Estate Investment Trust ("REIT") regime, taxing real estate and capital gains from property disposals at the level of the shareholders of a Société d'Investissement Immobilier Cotée ("SIIC"). Unibail opts for the SIIC status.

2006
Guillaume Poitrinal succeeds Léon Bressler as Chief Executive Officer and Chairman of the Board of Directors.

RODAMCO

1979
Robeco, a Rotterdam-based fund manager, creates Rodamco, a diversified global real estate investment fund ("FBI") listed in Amsterdam with investments in Europe, the US and Asia.

1980s
Rodamco is one of the top global real estate investment funds with investments in the US, the UK, Europe and Asia.

1994–1996
Acquisition of Suez Spain and CEGEP (Parly 2, Lyon Part-Dieu).

1999
Rodamco splits into four regionally focused real estate companies, including Rodamco Europe.

2000
Listing of Rodamco Europe in Amsterdam.

2000–2005
Acquisitions in Sweden (Skanska portfolio), in the Czech Republic (Intershop Holding), in The Netherlands (Amvest), in Poland (Galeria Mokotow), in Austria (Donauzentrum) and in Slovakia (Aupark).

UNIBAIL-RODAMCO

2007
Merger of Unibail and Rodamco Europe, creating the European leader in commercial real estate. The Group was incorporated as a limited liability company *(société anonyme)* with a two-tier governance structure with a Management Board and a Supervisory Board. Listed in Paris and Amsterdam, the new entity is included in the CAC40 and AEX25 indices.

2008
Unibail-Rodamco and the Chamber of Commerce and Industry of Paris ("CCIP") merge their Convention & Exhibition activities to form Viparis and Comexposium. Viparis, with ten venues in the Paris region, is responsible for the management and development of the sites. Comexposium is the European leader in the organisation of large-scale trade shows, fairs and congresses. Acquisition of Shopping City Süd in Vienna and La Maquinista in Barcelona.

2009
Unibail-Rodamco becomes a European company (*Societas Europaea*) and is now formally known as Unibail-Rodamco SE.

2010
Acquisition of Simon Ivanhoe's portfolio in Poland (Arkadia, Wilenska) and France. Disposal of €1.5 Bn of non-core assets.

2011
Acquisition of Galeria Mokotow's full ownership in Warsaw and of Splau in Barcelona. Disposal of €1.1 Bn of assets.

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2012
Acquisition of a 51% stake in mfi AG, Germany's second largest shopping centre operator, investor and developer. Creation of the 4-star shopping experience.

2013
Christophe Cuvillier succeeds Guillaume Poitrinal as Chief Executive Officer and Chairman of the Management Board. Launch of "Unexpected shopping" advertising campaign. Partnership with Socri to develop Polygone Riviera, the first lifestyle open-air shopping centre in France bringing art and shopping together.

2014
Partnership with CPPIB on CentrO (Germany). Signature of agreements with the city of Hamburg to develop Überseequartier and with the City of Brussels to develop Mall of Europe. Disposal of €2.4 Bn of non-core assets.

2015
Delivery of Mall of Scandinavia, the largest shopping centre in Scandinavia at the forefront of the Group's standards. Disposal of Comexposium stake to Charterhouse Capital Partners LLP.

2016
Launch of Unibail-Rodamco's Corporate Social Responsibility ("CSR") strategy "Better Places 2030" and launch of UR Link's first season to foster development of retail start-ups.

2017
Unibail-Rodamco announces it has entered into an agreement with Westfield Corporation to create the world's premier developer and operator of Flagship destinations.

WESTFIELD

1959
John Saunders and Frank Lowy open their first shopping centre, Westfield Plaza, in Blacktown, in the outer suburbs of Sydney, Australia.

1960
Westfield is listed on the Sydney Stock Exchange.

1966
Burwood, the first shopping centre branded with the Westfield logo, opens in Australia.

1977
Westfield enters America with the acquisition of Trumbull (Connecticut) on the East Coast.

1994
The $1 Bn CenterMark transaction with 19 centres, triples Westfield portfolio in the US.

1996
Westfield America Trust was listed on the ASX, enabling Australian investors to make direct investments in the US retail property market.

1998
Westfield acquired the $1.4 Bn TrizecHahn portfolio, adding a further 12 properties to the Group's Californian portfolio.

2000
Westfield enters the UK, with the acquisition of a centre in Nottingham followed by the establishment of a joint venture interest in nine prime town centre and urban locations.

2002
Westfield becomes one of the largest retail property groups in the US with the acquisition of nine shopping centres from Richard E Jacobs and 14 shopping centres from Rodamco.

2004
Birth of the Westfield Group, consisting of Westfield Holdings, Westfield Trust and Westfield America Trust.

2008
Opening of Westfield London, the UK's largest shopping centre with more than 280 stores, attracting 23 million visits in the first year.

2011
Westfield Stratford City opens, transforming the east side of London, and the gateway to the 2012 London Olympics.

2014
Split of the Australian and New Zealand business from other international operations.

2016
Westfield's most ambitious project in the US, the $1.5 Bn World Trade Center, opens.

UNIBAIL-RODAMCO-WESTFIELD

2018
Acquisition of Westfield Corporation by Unibail-Rodamco and the creation of Unibail-Rodamco-Westfield ("URW"), the world's premier developer and operator of Flagship destinations.

2020
Disposal of five French shopping centres into a JV with Crédit Agricole Assurances, La Française and URW. Delivery of the Westfield Valley Fair and Lyon La Part-Dieu retail extensions and the Trinity office tower in La Défense. Operations impacted by lockdowns and other restrictions following the outbreak of the COVID-19 pandemic. Léon Bressler appointed as Chairman of the Supervisory Board, succeeding Colin Dyer.

2021
Jean-Marie Tritant succeeds Christophe Cuvillier as Chief Executive Officer and Chairman of the Management Board. €2.5 Bn of disposals signed in Europe. Operations continued to be impacted by lockdowns and other restrictions related to COVID-19 pandemic.

2022
Continued deleveraging with €2.8 Bn of European and US disposal volumes. Delivery of Les Ateliers Gaîté shopping centre and Gaîté Montparnasse Office project, completing the Gaîté Montparnasse mixed-use complex. Launch of Westfield Rise in Europe, an in-house media, brand experience and data partnerships agency.

1.3 STRATEGY AND BUSINESS MODEL

INTRODUCTION – REINVENT BEING TOGETHER

Unibail-Rodamco-Westfield ("URW" or "the Group") is an owner, developer and operator of sustainable, high-quality real estate assets in the most dynamic cities in Europe and the United States. Founded in 1968, Unibail merged with Rodamco Europe in 2007 to form Unibail-Rodamco, and in 2018 the company acquired Westfield Corporation ("Westfield") to become Unibail-Rodamco-Westfield.

The Group owns and operates 78 shopping centres in 12 countries, 52 of which are Flagships[1]. The Group also owns and develops office buildings, owns and operates convention & exhibition venues in the Paris region and manages retail operations at select airports in the US.

As at December 31, 2022, the Group's proportionate total portfolio value stood at €52.2 Bn, of which 87% in retail, 6% in offices & others, 5% in convention & exhibition venues and 2% in associated services.

URW'S BUSINESS STRATEGY

URW's strategy is led by its purpose to creating sustainable places that "Reinvent Being Together". URW is a committed partner in the regeneration of cities to accelerate urban environmental transformation by creating and operating unique sustainable places that connect people through extraordinary experiences.

SUSTAINABLE PLACES: CREATE AND OPERATE UNIQUE SUSTAINABLE PLACES

The destinations created by URW participate in shaping and improving the cities in which the Group is present and has a major influence on how people live, work, shop, connect and are entertained. URW anticipates consumer trends to ensure its assets meet evolving demand, while delivering on its commitment to make positive contributions to the social, environmental and economic well-being of its communities. URW's "Better Places 2030" sustainability programme guides the Group's activities and strategy.

The Group expects to generate sustained income growth as it focuses increasingly on its European portfolio while divesting non-core assets and radically reducing its financial exposure to the US. URW has a disciplined asset rotation strategy, which is based on disposing those assets that no longer meet its demanding return criteria.

URW concentrates on Flagship destinations in the leading cities and catchment areas, attracting new and differentiating retailers through active tenant rotation and drives footfall by introducing new brands, executing on a dynamic customer engagement strategy and offering high-quality services.

The Group continues to add new high quality mixed-use developments in the best cities and catchment areas to its portfolio, like Westfield Mall of the Netherlands delivered in 2021, the mixed-use asset Les Ateliers Gaîté delivered in 2022 and Westfield Hamburg Überseequartier which will be delivered in 2024. The Group also has a strategy to maximise asset value with the densification of its portfolio by adding office, residential, hotel and other "mixed- use" projects.

EXTRAORDINARY EXPERIENCES: CONNECT PEOPLE THROUGH EXTRAORDINARY MEANINGFUL SHARED EXPERIENCES

URW is re-inventing the retail and user experience through outstanding services, advanced traditional and digital marketing, the introduction of premium retailers and diverse Food & Beverage ("F&B") and entertainment offerings, as well as inspiring customer-oriented events. The Group's Westfield brand is the only global B2B and B2C brand for retail, leisure, entertainment and dining destinations. URW continues to leverage the Westfield brand, by introducing it to its Continental European Flagship assets, and has rebranded 20 centres since 2019.

URW provides a unique platform for retailers and brand advertising, and offers an unparalleled experience for customers. URW's assets attracted c. 900 million visits in 2022, bouncing back from the impact of COVID-19 lockdowns and restrictions. The combined visitor base strengthens the Group's consumer insights and enhances its value to retailers and brands, making URW a critical partner for such operators globally.

URW's unrivalled portfolio provides a unique platform to generate new media related revenue streams. This includes generating significant new revenues from advertising, brand experience and data by turning URW's footfall into qualified audiences highly valued by brands. In 2022, URW launched Westfield Rise, its in-house retail media agency. This agency is now able to serve as a one-stop-shop for brands and media-buyers to creative innovative and measurable campaigns across URW's platform. The Group also progressed on the roll-out of its first-party data collection system, first implemented in France and enabling a General Data Protection Regulation ("GDPR") compliant qualification of mall audiences and further monetisation via Westfield Rise.

(1) Assets of a certain size and/or with footfall in excess of 10 million per year, substantial growth potential for the Group based on their appeal to both retailers and visitors, iconic architecture or design and a strong footprint in their area.

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PEOPLE: PUT PEOPLE AT THE HEART OF EVERYTHING URW DOES, BOLSTERING DYNAMIC PURPOSE-DRIVEN CULTURE

URW empowers its talented professionals to be sustainable and creative change-makers in a rapidly evolving retail environment. Their skills, engagement and teamwork are key to driving performance and generating superior value. The team's skills lie across a range of disciplines, from engineering, finance and human resources to marketing, retail, digital, design, development, operations and leasing. The Group fosters an environment that promotes new ideas, engagement, and individual development. URW is committed to diversity and promotes an inclusive culture where people are positively encouraged to succeed, which is embedded in its values, "Together at URW".

CONTINUED FOCUS ON DELEVERAGING STRATEGY AND BALANCE SHEET MANAGEMENT

URW is executing a comprehensive deleveraging programme that includes:

- Radically reducing its financial exposure to the US;
- A €4.0 Bn European disposal programme (€3.2 Bn completed in 2021 and 2022);
- Limiting CAPEX; and
- Suspending dividend payments for fiscal years 2020, 2021 and 2022.

This programme is supported by the strong operational performance of URW's assets and the Group's liquidity position.

In 2022, URW continued to streamline its regional US portfolio. This included the disposals of the Promenade development parcel in the San Fernando Valley of Los Angeles, Westfield Santa Anita, The Village at Topanga, as well as Westfield Trumbull and Westfield South Shore, resulting in an IFRS net debt reduction of €0.6 Bn. The Group is committed to the radical reduction of its financial exposure to the US.

Over 2021 and 2022, the Group completed €3.2 Bn of European disposals, at a premium to last unaffected appraisal values. URW intends to complete the remaining €0.8 Bn of its €4.0 Bn European disposal target during 2023.

The Group only undertakes select development projects, in line with its concentration strategy, disciplined capital allocation and high internal return requirements, with the committed pipeline in 2022 amounting to €2.4 Bn (out of a total development pipeline of €3.1 Bn) of which €1.2 Bn remains to be spent.

Given the impact of the pandemic on the Group's 2020 and 2021 results, as well as the Group's commitment to deleverage, URW decided to suspend the payment of a dividend for fiscal years 2020, 2021 and 2022.

Given the statutory results of URW SE in 2022 (+€90 Mn in 2022 and cumulated negative retained earnings of -€2,341 Mn), the Group has no obligation to pay a dividend in 2023 for the fiscal year 2022 under the SIIC regime and other REIT regimes it benefits from. Consequently, URW SE's total carry forward SIIC distribution obligation, standing at €1,720 Mn as at December 31, 2022, will be delayed until URW SE has sufficient statutory results to meet this obligation. These statutory results do not prevent URW SE from making distributions out of its premium.

The Group has a strong liquidity position with €3.3 Bn of cash on hand[1] and €9.7 Bn of undrawn credit facilities[1] as at December 31, 2022, covering its financing needs for the next 36 months. The Group average cost of debt amounted to 2.0% in 2022 and average debt maturity stood at 8.3 years.[2]

THE GROUP'S ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

Faced with the urgency of climate change, URW is a committed partner in the regeneration of cities by accelerating their urban environmental transformation. Sustainability is at the very heart of URW's business strategy. In 2016, the Group launched its Better Places 2030 strategy.

Better Places 2030 combines both an ambitious objective to reduce URW's environmental footprint and increase social engagement, integrating sustainability into the Group's entire value chain. The Group's ambition subscribes to a larger global vision, aligned with the objectives of the 2015 Paris Agreement and adapted to the challenges of the industry and specific nature of its operations. The Group relies on both the quality of its assets and collective power of its teams to raise awareness, mobilise and provide practical solutions that will facilitate the transition towards a low-carbon economy. Through its civic engagement and job creation initiatives, the Group is actively involved in the communities in which it operates.

The Group's commitment to address climate change across its value chain and halve its carbon footprint is more fundamental than ever. Better Places 2030 also tackles new environmental challenges like biodiversity, responsible consumption and the circular economy.

Better Places 2030 is based on 3 pillars:

- Better spaces: cut carbon emissions across the value chain by -50%, across scopes 1, 2 and 3 (including the carbon emissions of stakeholders that URW can influence but does not control directly like construction, operations, tenant energy consumption, transportation of employees and visitors);
- Better communities: be a catalyst for growth within the communities in which the Group operates; and
- Better together: empower URW's people to become sustainability and diversity change-makers.

(1) On an IFRS basis.
(2) Taking into account the undrawn credit lines (subject to covenants) and cash on hand.

In 2022, URW announced it would further increase its energy-saving approach across all its shopping centres to support wider government and private sector efforts to address the European energy crisis and expanded its reduction targets of energy intensity.

URW updated its Green Financing Framework in November 2022, adopting higher standards on energy performance and updating its eligibility criteria to require buildings to meet BREEAM In-Use "Excellent" rather than "Very Good" and be closely connected to public transport.

URW's strategy has been recognised and rewarded: in 2022, the Group was ranked second in the real estate industry worldwide by Sustainalytics, included in the CDP "A" list, received a "5 Star" GRESB rating and obtained ISS ESG's "Prime" status. In addition, the Group's climate targets have been recognised by the Science Based Targets initiative, as they are aligned with the 1.5°C trajectory.

URW is committed to contribute to global carbon neutrality and will present a step-change update to its plan in autumn 2023, with a view to establishing new commitments.

2023 GUIDANCE

Thanks to the improvement in 2022 operating performance, higher indexation, the positioning of the Group on prime and well-located assets and retailers' drive-to-store strategies, as well as deleveraging progress, URW is well-positioned to continue to perform in what is expected to remain an uncertain macro environment in 2023.

In this context, the Group forecasts its 2023 AREPS to be in the range of €9.30 to €9.50. The main drivers of this guidance are:

- Consistent performance in retail operations versus 2022 with inflation protection through indexation and SBR;
- The impact of large events scheduling changes in 2022, leading to a naturally lower Convention & Exhibition activity in 2023;
- Full-year effect of 2022 disposals, impact of US regional streamlining and the European disposal programme;
- Contribution of 2022 and 2023 project deliveries;
- Stable cost of funding thanks to Group's hedging programme; and
- FX impact with the strengthening of the Euro vs. USD.

This guidance does not include major disposals in the US in the context of the radical reduction of its financial exposure.

The Group assumes no major energy-related restrictions, nor major deterioration to the macro-economic and geopolitical environment.

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MEDIUM-TERM OUTLOOK

During its Investor Day held in March 2022, URW announced that it expected European retail Net Rental Income ("NRI") and EBITDA to reach stabilized pre-COVID levels[1] on a run rate basis in 2023 with full effect in 2024. The Group's Offices business will benefit from the full letting of recently completed projects as well as new deliveries, while Convention & Exhibition is expected to return to normalised levels in 2023, ahead of the 2024 Paris Olympics.

Thanks to its strategy, the URW portfolio is at the forefront of the changes in a rapidly evolving retail environment. The impact of these changes on physical retail includes the rationalisation of store footprints, increasing importance of flagship stores, the transformation of categories and merchandising within shopping centres, an expanded focus on dining, entertainment and leisure and integration of digital technology.

Research shows that physical stores are a vital part of leading brands' omnichannel and drive-to-store strategy, a role reinforced and validated by the post-pandemic recovery. In the future, the vast majority of consumer spend will touch both physical stores and online, thus stores will remain hugely valuable for customer engagement, marketing, branding and fulfilment purposes, regardless of where the actual transaction takes place.

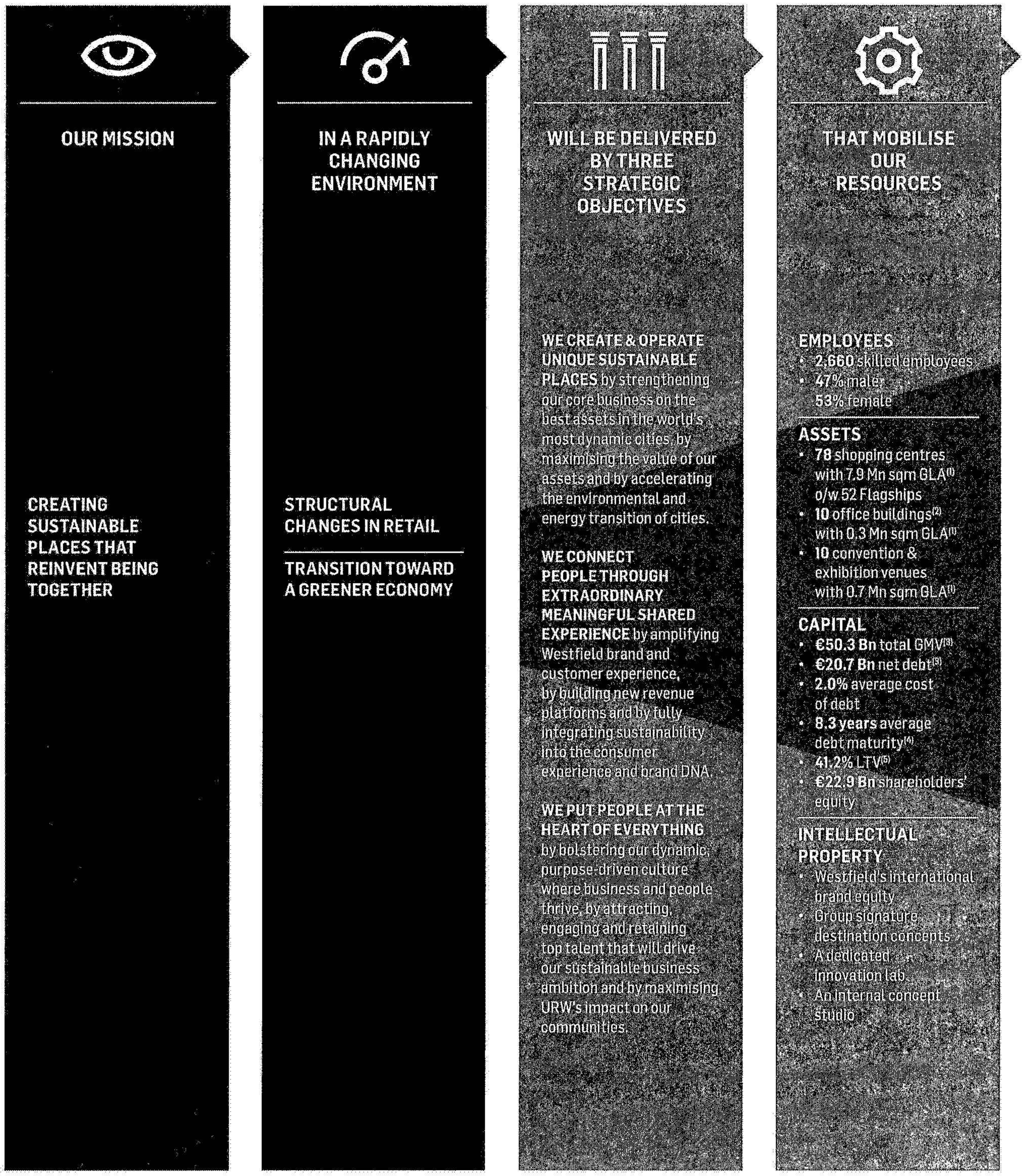
Stores are the opportunity for retailers to truly differentiate themselves, enabling them to create places where they can express the deeper meaning and identity of the brand, offer great experiences, provide expert advice, as well as serving as customer service and fulfilment hubs. Physical stores also allow retailers to benefit from the Halo effect (the additional spend online in a catchment area after opening a shop there). In addition, physical stores allow omni-channel retailers to reduce costs thanks to both delivery and return of products in store, resulting in better margins than for online players.

Traditional retailers like Inditex, H&M or Foot Locker are reducing their total number of stores by closing smaller stores, concentrating on most productive locations that drives offline and online profitability, in particular in URW shopping centres, as those are key for their brand image and an integral part of their omni-channel and drive-to-store strategy. In 2022, URW's existing top 50[2] tenants in Europe increased their surfaces by +13%. For example, JD Sports expanded its store in Westfield Stratford City. In Westfield Donau Zentrum, Zara upgraded its store, becoming the largest store in Austria.

Digital Native Vertical Brands ("DNVBs") have also recognised the need for physical locations, to attract the increasingly critical, selective and experience-oriented customers, and build a relationship with them. DNVBs such as NA-KD, Freshly Cosmetics, Paper & Tea and Chiquelle, have elected to open stores in URW centres, acknowledging the quality of the URW centres, active and innovation-oriented asset management, as well as embracing the omni-channel strategy.

Furthermore, the Group has focused on leveraging the expansion of its leisure and entertainment strategy across its portfolio and continues to attract exciting leisure operators such as Gravity (in the UK), Boda Borg (in Germany), la Tête dans les Nuages (in France) or virtual reality (VR) concepts such as Zero Latency (in Austria) and DIVR Labs (in the UK and Nordics).

(1) 2019 retail NRI and EBITDA on stabilised European portfolio.
(2) In terms of GLA.



(1) Excluding assets under redevelopment, total complex.
(2) Only standalone offices > 10,000 sqm and offices affixed to a shopping centre > 15,000 sqm.
(3) On an IFRS basis.
(4) Taking into account the undrawn credit lines (subject to covenants) and cash on hand.
(5) On an IFRS basis, excluding goodwill not justified by fee business as per the Group's European bank debt leverage covenants.

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FOCUS ON VALUE CREATION AND DELEVERAGING

BUILDING AND RENOVATION
- **€3.1 Bn** development pipeline
- Ambitious mixed-use projects, fully integrated in their communities, like Westfield Hamburg
- Constantly challenging the *status quo* to deliver the best customer experience

LEASING
- Ensure we offer the best tenant mix and brands to our visitors with **2,402** leases signed in 2022

PROPERTY MANAGEMENT
- Ensure premium quality services for our visitors

NEW REVENUE GROWTH
- Generate increased revenue from media advertising, brand experiences and data & services

INVESTMENT & DIVESTMENT
URW is strongly committed to deleveraging through disposals and select capital allocation.
- Invest in the highest quality assets in vibrant dynamic destinations
- Control CAPEX deployment with focused development pipeline and reduced cost base
- **€4.0 Bn** of European disposals of which **€3.2 Bn** has been completed over 2021 and 2022
- Positioned to execute the radical reduction in financial exposure to the US, supported by the strong asset performance
- Retain earnings by suspending dividend payments for fiscal years 2020, 2021 and 2022

ALLOWING URW TO RE-EMERGE AS THE MOST ATTRACTIVE RETAIL FOCUSED LISTED REAL ESTATE COMPANY IN EUROPE AND DELIVER SUSTAINABLE GROWTH AS A TOTAL RETURN PLAY

TO PRODUCE OPTIMAL OUTPUTS

ASSETS
- **74%** of owned and managed shopping centres are certified BREEAM In-Use, of which **26%** were rated "Outstanding" for Building Management (Part 2)
- **100%** of Group portfolio supplied with Green Electricity

SHAREHOLDERS AND CREDITORS
- **€9.31** AREPS[1]
- **€155.70** EPRA NRV per share

SALES AND FOOTFALL
- Sales continue to outperform footfall. Tenant sales reached **103%** of 2019 levels, with Continental Europe at **101%**, the UK at **96%** and the US at **108%**

EMPLOYEES
- **15.0%** of employees were promoted
- **3.7%** of employees made a lateral career move within the Group
- **1.2%** of employees conducted an international mobility assignment

SOCIO-ECONOMIC FOOTPRINT
- **56%** of the Flagships engaged to support local entrepreneurship through space donation, marketing or financial support
- **81%** of the Flagships supported and promoted at least one sustainable consumption initiative

COMMUNITIES
- **83%** of Flagships supported at least one local charity or NGO-sponsored long-term project
- **Over 750** social or environmental initiatives were organised in the Group's centres through the provision of spaces, collection of materials or donations, and educational events
- "**URW for jobs**" conducted in **38** shopping centres across Continental Europe, the UK and the US. **877** jobs and qualifying certifications provided through the programme and **17,400** training hours provided

MOBILITY
- **83%** of the Group's standing assets equipped with electrical vehicle charging spaces

(1) Adjusted Recurring Earnings Per Share.

1.4 BUSINESS OVERVIEW

BUSINESS SEGMENTS

RETAIL

As at December 31, 2022, URW owned 78 shopping centres, of which 52 are Flagships. URW's strategy is built upon continuously reinforcing the attractiveness of its assets by re-designing them (upgrading the layout), re-tenanting them (renewing the tenant mix) and re-marketing them (enhancing the shopping experience through special events).

Total proportionate Net Rental Income ("NRI") of the Shopping Centre portfolio in 2022 amounted to €2,024.3 Mn, an increase of +24.0%. This growth is mainly driven by indexation, higher variable income, lower doubtful debtors and improved rent collection.

	NRI (€Mn)		
Region	2022	2021	%
France	507.0	417.2	21.5%
Spain	188.3	126.2	49.3%
Central Europe	217.2	161.5	34.5%
Austria	109.5	88.3	24.0%
Germany	128.1	91.2	40.5%
Nordics	98.8	107.3	(7.9%)
The Netherlands	76.8	60.6	26.7%
UK	119.7	101.1	18.3%
US	578.8	479.0	20.8%
TOTAL NRI	2,024.3	1,632.5	24.0%

OFFICES & OTHERS

URW develops and owns large, efficient office buildings and hotels in prime locations in the Paris central business district, La Défense and elsewhere in the Paris region. URW also owns office, hotel and residential assets in the US and certain other countries in which URW operates. URW's investment strategy is driven by development and renovation opportunities.

In 2022, the proportionate NRI from Offices & Others amounted to €69.8 Mn, a +16.0% increase compared to 2021, due primarily to the leasing activity progress at Trinity in La Défense and deliveries of Pullman Montparnasse and Gaîté Montparnasse offices.

	NRI (€Mn)		
Region	2022	2021	%
France	53.5	34.9	53.3%
Other countries	12.1	18.5	(34.4%)
US	4.1	6.7	(38.9%)
TOTAL NRI	69.8	60.2	16.0%

CONVENTION & EXHIBITION

The Convention & Exhibition activity is exclusively located in the Paris region and consists of real estate venues and services company: Viparis. Viparis is a world leader jointly owned with the Chamber of Commerce and Industry of Paris Île-de-France ("CCIR"), but operated and fully consolidated by URW.

In total, 617 events were held in Viparis venues through the year, of which 189 exhibitions, 75 congresses and 353 corporate events, compared to the 236 and 721 events held in 2020 and 2018, respectively. Viparis' Net Operating Income ("NOI") amounted to €190.2 Mn compared to €55.2 Mn in 2021 and €164.7 Mn in 2018. This includes the €25 Mn contribution from the French State to compensate closure periods in earlier years. Restated from this and triennal shows (held in 2018 and 2022), the NOI is slightly above 2018, due to the strong recovery of activity and the shift of certain biannual shows, despite the remaining impact of COVID-19 in the first quarter.

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PORTFOLIO BREAKDOWN

NET RENTAL INCOME AND RECURRING NET RESULT

Reported Adjusted Recurring Earnings Per Share ("AREPS") amounted to €9.31, up +34.7% from 2021, an increase of +€2.40. The main drivers of earnings evolution were the strong retail operational performance (including the end of COVID-19 rent relief, lower doubtful debtors and higher variable income), the recovery of the C&E division and the delivery of projects, partly offset by disposals, increase in financial expenses and taxes.

(€Mn)	FY-2022	FY-2021	Growth	Like-for-like growth*
Shopping Centres	2,024.3	1,632.5	24.0%	21.5%(a)
Offices & Others	69.8	60.2	16.0%	23.2%
Convention & Exhibition	132.3	31.5	n.m.	n.m.
NRI	2,226.3	1,724.2	29.1%	27.4%(b)
Recurring Net Result (Group share)	1,339.3	1,005.3	33.2%	

* "Like-for-like Net Rental Income": NRI 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 square metres and currency exchange rate differences in the periods analysed.
(a) Excluding Airports.
(b) Including Airports.

(€)	FY-2022	FY-2021	Growth
Recurring EPS	9.66	7.26	33.1%
Adjusted recurring EPS	9.31	6.91	34.7%

VALUATION SPLIT PER ACTIVITY

	Proportionate		IFRS		Group share	
Asset portfolio valuation – Dec. 31, 2022	(€Mn)	%	(€Mn)	%	(€Mn)	%
Shopping Centres	45,209	87%	43,430	86%	38,510	88%
Offices & Others	3,346	6%	3,125	6%	3,094	7%
Convention & Exhibition	2,643	5%	2,644	5%	1,372	3%
Services	1,052	2%	1,052	2%	990	2%
TOTAL	52,250	100%	50,251	100%	43,967	100%

Figures may not add up due to rounding.

VALUATION SPLIT PER ACTIVITY AND REGION

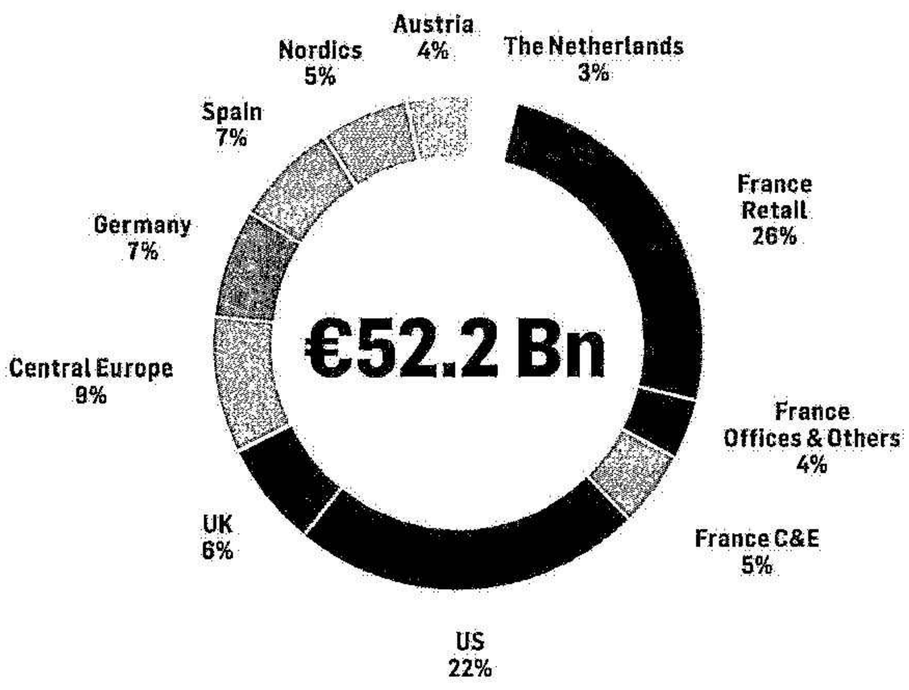
Valuation of Shopping Centre portfolio	Dec. 31, 2022 (€Mn)	Dec. 31, 2022 %	Dec. 31, 2021 (€Mn)	Dec. 31, 2021 %
France	13,409	30%	13,673	29%
Spain	3,627	8%	3,585	8%
Central Europe	4,837	11%	4,798	10%
Austria	2,254	5%	2,277	5%
Germany	3,104	7%	3,319	7%
Nordics	2,649	6%	3,031	6%
The Netherlands	1,662	4%	1,820	4%
UK	2,359	5%	2,594	6%
US	11,310	25%	12,012	25%
TOTAL	**45,209**	**100%**	47,109	100%

Figures may not add up due to rounding.

Valuation of Offices & Others portfolio	Dec. 31, 2022 (€Mn)	Dec. 31, 2022 %	Dec. 31, 2021 (€Mn)	Dec. 31, 2021 %
France	2,136	64%	2,097	60%
Other countries	531	16%	668	19%
UK	492	15%	559	16%
US	186	6%	186	5%
TOTAL	**3,346**	**100%**	3,510	100%

The chart below shows the split of proportionate Gross Market Value ("GMV") per region as at December 31, 2022:

GROSS MARKET VALUE



Figures may not add up due to rounding.

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DEVELOPMENT PIPELINE

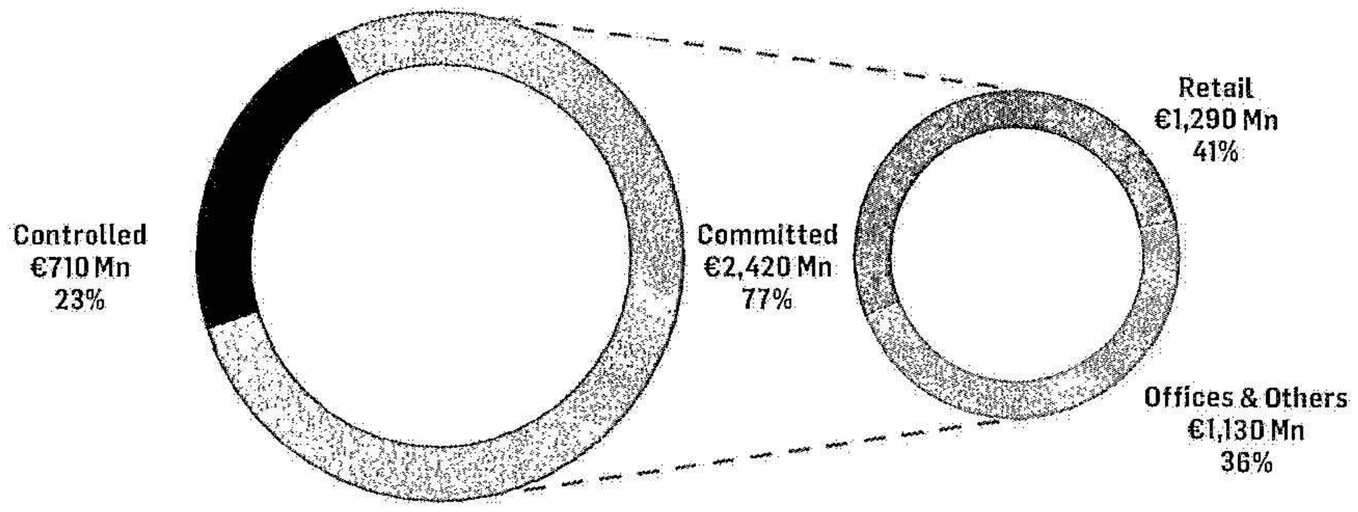
The table below shows the evolution of URW's development pipeline between December 31, 2021, and December 31, 2022:

(€Bn)	Dec. 31, 2022	Dec. 31, 2021
Committed projects[a]	2.4	2.4
Controlled projects[b]	*0.7*	*0.9*
URW TOTAL INVESTMENT COST	3.1	3.2

(a) Committed: projects for which URW owns the land or building rights and has obtained:
- All necessary administrative authorisations and permits;
- Approvals of JV partners (if applicable);
- Approvals of URW's internal governing bodies to start superstructure construction works; and
- On which such works have started.

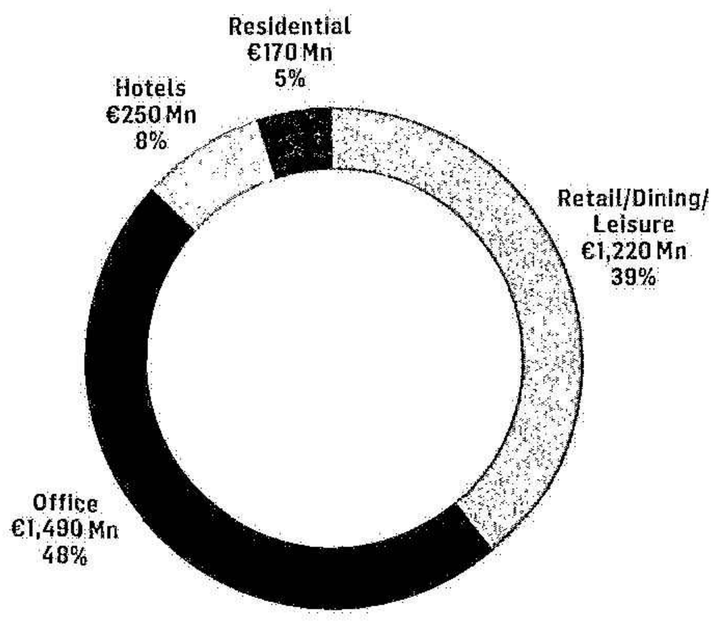
(b) Controlled: projects at an advanced stage of studies, for which URW controls the land or building rights, and all required administrative authorisations have been filed or are expected to be filed shortly. There can be no assurance these will become "Committed" projects, as this will be subject to having obtained all required administrative approvals, as well as those of JV partners (if applicable), and of URW's internal governing bodies to start superstructure works. Besides these approvals, the Group retains the flexibility to decide to launch them, if and when appropriate. URW could in particular consider launching these projects with joint venture partners.

DEVELOPMENT PIPELINE BY PROJECT PHASE[1]

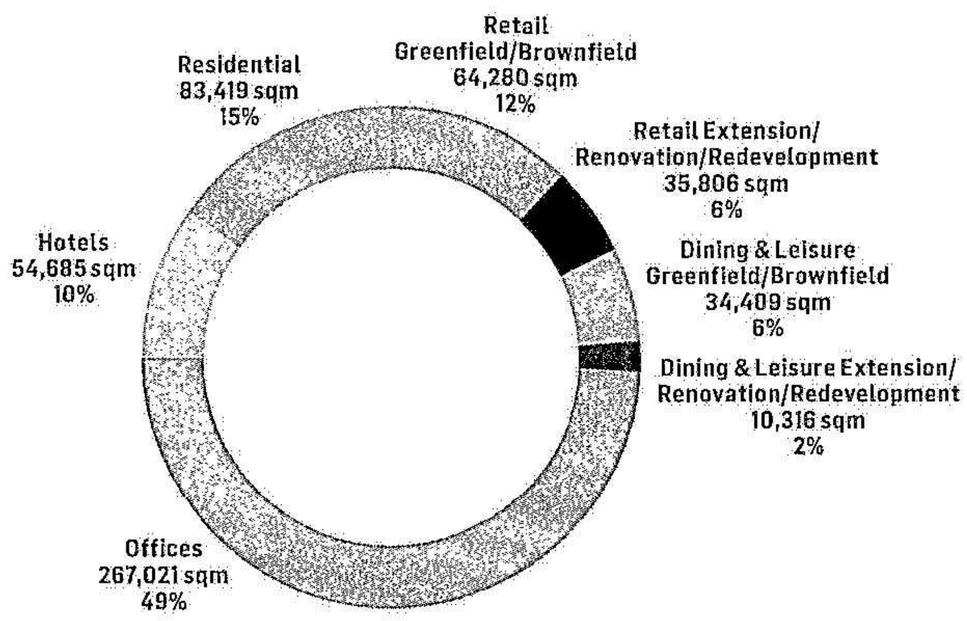


DEVELOPMENT PIPELINE BY CATEGORY AND REGION[1]

URW TIC (€3,130 MN)



GLA (549,936 SQM)



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

1.5 PORTFOLIO

1.5.1 FRANCE: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Shopping Centres in the Paris region											
Westfield Les 4 Temps (La Défense) Auchan, C&A, Go Sport, H&M, Apple, Zara; 248 units and a cinema complex	140,600	4,234[1]	11.4[*]	1992 1995 1999 2011 2016 2019 2020 2021	1981 (R) 2006/08	98.9%	135,400	53%	100%	135,400	FC
Westfield Parly 2 (Le Chesnay-Rocquencourt) Printemps, BHV, FNAC, Decathlon, Apple; 185 units and a cinema complex	129,700	4,620	8.4[*]	2004 2012 2018	1969/87 (R) 2011 (R) 2015 (C) 2017 (C) 2019	97.6%	103,900	50%	100%	103,900	FC
Westfield Vélizy 2 (Vélizy-Villacoublay) Auchan, Printemps, FNAC, Apple; 186 units and a cinema complex	129,300	6,460	8.3[*]	1994 2007	(R) 2005/07 (C) 2019	97.4%	91,700	100%	100%	91,700	FC
Westfield Carré Sénart (Lieusaint) Carrefour, Galeries Lafayette, Apple, H&M, FNAC; 205 units and a cinema complex	122,300	6,310	3.6[*]	1999	2002 (C) 2006/07 (C) 2012 (R) 2017 (C) 2019	97.4%	96,200	55%	100%	96,200	FC
Westfield Rosny 2 (Rosny-sous-Bois) Carrefour, Galeries Lafayette, FNAC, C&A, Apple; 171 units and a cinema complex	113,100	6,180	11.8[*]	1994 2001 2010 2016 2018	1973 (R) 1997 (C) 2011 (R) 2016	98.8%	32,100 28,500 20,200	26% 100% 50%	26% 100% 100%	8,300 28,500 20,200	FC & EM-JV
Aéroville (Roissy-en-France) Auchan, H&M, New Yorker, Furet du Nord, Pathé, La Tête Dans Les Nuages; 204 units and a cinema complex	85,100	4,700	4.1[*]	n/a	(C) 2013	n/a	85,100	46%	n/a	n/a	EM-A
Westfield Forum des Halles (Paris 1st) FNAC, H&M, Monoprix, Go Sport, Nike; 128 units and a cinema complex	75,900	1,190	15.2[*]	1994 2010 2016 2022	1979/86 (R) 1996 (C) 2016 (R) 2022	99.3%	75,900	65%	100%	75,900	FC
So Ouest (Levallois-Perret) Leclerc, Boulanger, Go Sport, H&M; 105 units and a cinema complex	57,100	1,740[3]	8.7	2006 2010	(C) 2012/2015	n/a	51,800	46%	n/a	n/a	EM-A
Ulis 2 (Les Ulis) Carrefour, C&A, Go Sport; 87 units and a cinema complex	54,600	3,270[1]	2.5	1994	1973 (R) 1998	92.9%	25,800	100%	100%	25,800	FC
CNIT (La Défense) FNAC, Decathlon, Monoprix; 29 units	29,000	884[2]	10.3[*]	1999	1989 (R) 2009	96.3%	29,000	100%	100%	29,000	FC
Les Ateliers Gaîté (Paris 14th) Darty, Leclerc, Food Society, Go Sport, Mr Bricolage	29,200	1,370[3]	5.1[*]	1998	1976 (R) 2000/01 (R) 2022	93.6%	29,200	100%	100%	29,200	FC
L'Usine Mode et Maison (Vélizy-Villacoublay) Action, Galeries Lafayette; 62 units	21,100	1,220	3.5	2005	1986 (R) 2011	67.1%	21,100	100%	100%	21,100	FC
Carrousel du Louvre (Paris 1st) Printemps, Nature & Découvertes; 35 units	13,400	580[1][4]	6.8	1999	1993 (R) 2009	95.7%	13,400	100%	100%	13,400	FC
Sub-total Shopping Centres in the Paris region										678,600	

Catchment area: determined according to CACI gravity model (*) or less than 30 minutes from the Shopping Centre.
(1) Car Parks not owned by URW.
(2) Car parks are owned by CNIT C&E and are shared between CNIT C&E, CNIT Offices and CNIT Retail.
(3) Gaîté Montparnasse car parks are shared between Pullman hotel, Les Ateliers Gaîté and offices.
(4) The Carrousel du Louvre car park is shared between the shopping centre and the exhibition space.

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Shopping Centres in the French provinces											
Westfield La Part-Dieu (Lyon) Carrefour, Galeries Lafayette, Decathlon, Primark, FNAC; 258 units and a cinema complex	161,300	3,090	3.9(*)	2004 2016	1975 (R) 2001/02 (C) 2009/10 (R) 2011 (C/R) 2020	95.2%	118,500	100%	100%	118,500	FC
La Toison d'Or (Dijon) Primark, Carrefour, Zara, Boulanger, Apple; 167 units	78,500	3,700	1.2(*)	1994 2017	1990 (C) 2013	n/a	49,000	46%	n/a	n/a	EM-A
Polygone Riviera (Cagnes-sur-Mer) Printemps, H&M, Zara, Primark, FNAC; 117 units, a cinema complex and a casino	77,200	2,440	1.5(*)	2017	(C) 2015	97.0%	71,100	100%	100%	71,100	FC
Westfield Euralille (Lille) Carrefour, Primark, Zara, H&M, Go Sport; 132 units	67,800	2,910(1)	3.7(*)	1993	1994 (R) 2015	97.8%	51,700	76%	100%	51,700	FC
Rennes Alma (Rennes) Carrefour, Printemps, Zara, Conforama; 115 units	55,800	2,690	1.3(*)	2005 2007 2020	1971 (R) 1990 (C) 2013	n/a	41,800	46%	n/a	n/a	EM-A
Lyon Confluence (Lyon) Carrefour, Joué Club, Zara, Apple; 92 units and a cinema complex	53,400	1,490	2.7		2012	n/a	53,400	46%	n/a	n/a	EM-A
La Valentine (Marseille) Printemps, Darty; 70 units	39,500	1,600	1.4	2007 2017 2018	1982 (R) 1999 (R) 2015	92.6%	19,000	100%	100%	19,000	FC
Sub-total Shopping Centres in the French Provinces										260,300	

Catchment area: determined according to CACI gravity model (*) or less than 30 minutes from the Shopping Centre.
(1) Car parks not owned by URW.

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Other holdings											
Bel-Est (Bagnolet) Auchan; 58 units	48,900	2,000	3.8	2010	1992	62.9%	500 5,000	100% 35%	100% 35%	500 1,750	FC & EM-JV
Aquaboulevard (Paris 15th) Decathlon, water park, fitness center, event area, McDonald's; 3 units and a cinema complex	41,500	948	n/a	2006 2008 2022	1990	100.0%	39,400	49%	49%	19,300	EM-JV
Maine Montparnasse (Paris 15th) 1 unit	35,500	1,900	n/a	2007	n/a	0.0%	200	100%	100%	200	FC
Villabe (Villabe) Carrefour; 56 units	35,400	2,900	1.3	2010 2012 2013 2015	1992	66.8%	3,400 5,800	100% 49%	100% 49%	3,400 2,800	FC & EM-JV
Sub-total Other holdings in France										27,950	
Total (according to the scope of consolidation)										966,850	

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

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Presentation of the Group

1.5.2 FRANCE: CONVENTION & EXHIBITION

Portfolio as at December 31, 2022	Total floor space (sqm)	Parking spaces	Year of acquisition	Construction (C) Refurbishment (R) date	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Description	Consolidation method
Property and Operation									
Paris Nord Villepinte	246,300	12,700	2008	Hall 7 in 2010	50%	100%	246,300	9 exhibition halls, 45 conference rooms of which 3 auditoriums	FC
Paris Porte de Versailles (Paris 15th)	238,900	3,900	2000	(C) Hall 5 in 2003 (R) Pavillion 7 in 2017 (C) Pavillion 6 in 2019	50%	100%	238,900	7 exhibition halls (from 19,000 to 70,000 sqm), of which 1 convention centre with a 5,200 seat plenary room	FC
Le Palais des Congrès de Paris[3] (Paris 17th)	48,600	1,780[2]	2008	1993	50%	100%	48,600	82 meeting rooms, 18 conference rooms of which 4 auditoriums	FC
CNIT (La Défense)	24,000	1,100[1]	1999	(R) 2007	100%	100%	24,000	Exhibition and convention space	FC
Espace Champerret (Paris 17th)	8,500	1,480[2]	1989/1995	(R) 2008	50%	100%	8,500	Exhibition space (trade shows)	FC
Carrousel du Louvre (Expos) (Paris 1st)	6,600	4,300[2]	1999	1993 (R) 2016	100%	100%	6,600	Exhibition space (trade and fashion shows, corporate events)	FC
Espace Grande Arche (La Défense)	5,000	n/a	2001	(R) 2003	50%	100%	5,000	Flexible space covering 5,000 sqm	FC
Operation									
Paris, Le Bourget	79,700	1,500	2008	1952 2005	50%	100%	n/a	4 exhibition halls, 7 conference rooms of which 1 auditorium and 1 exhibition hall under construction to be delivered in 2023	FC
Palais des Congrès d'Issy-les-Moulineaux	3,000	n/a	2009	(R) 2018	48%	100%	n/a	14 conference rooms of which 1 auditorium	FC
Hôtel Salomon de Rothschild (Paris 8th)	1,300	n/a	2014	(R) 2007 (R) 2010 (R) 2016	50%	100%	n/a	8 18th century rooms 1 reception room	FC
Palais des Sports (Paris 15th)	n/a	n/a	2002	1960	25%	50%	n/a	Flexible entertainment or convention room from 2,000 to 4,200 seats	EM-JV
Total (according to the scope of consolidation)							**577,900**		

(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 URW.
(3) Including Les Boutiques du Palais.

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1.5.3 FRANCE: OFFICES & OTHERS

Portfolio as at December 31, 2022	Total floor space (sqm)	Parking spaces	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Main tenants (in terms of rental income)	Consolidation method
Paris Central Business District, Paris and Western Paris outskirts											
Paris 15th											
Le Sextant	13,400	144	2009	(C) 1998	85.8%	13,300	49%	49%	6,500	Direct Energie, Alloresto, APEC	EM-JV
Sub-total Paris CBD									6,500		
Paris - La Défense											
Trinity	50,000	315	2012	(C) 2020	74.7%	49,200	100%	100%	49,200	Technip FN-Power, Sopra Steria, Altitude, Mylan, HDI, Welkin & Merakl	FC
Les Villages de l'Arche	19,800	841	1999	(R) 2006 (R) 2020[1]	78.0%	19,600	100%	100%	19,600	Genegis, Ageas, SMI, MZI, Groupe Lucien Barrière	FC
CNIT (Offices)	38,600	1,123[2]	1999	(R) 2009	98.7%	38,500	100%	100%	38,500	SNCF, ESSEC, IFSI, Châteauform	FC
CNIT (Hotel)	10,800	n/a	1999	(R) 2009	100.0%	10,800	100%	100%	10,800	Hilton	FC
Lightwell[3][4]	n/a	147	1999	(R) 2010	100.0%	n/a	100%	100%	n/a		FC
Sub-total Paris - La Défense									118,100		
Other office buildings in Paris and Western Paris region											
Pullman Paris-Montparnasse (Hotel) (Paris 14)	51,300	n/a	1998	(R) 2012 (R) 2021	100.0%	51,300	100%	100%	51,300	Pullman Hotel	FC
Gaîté-Montparnasse (Offices) (Paris 14)	13,100	n/a	1998	(C) 2022	100.0%	13,100	100%	100%	13,100	Wojo	FC
29, rue du Port (Nanterre)	10,300	90	2010	(C) 1989	100.0%	8,200	100%	100%	8,200	Xylem Water Solutions France	FC
Sub-total of other office assets in Paris and Western Paris region									72,600		
Other											
Versailles Chantiers (Versailles)	15,100	150	2016	(C) 2019	93.5%	14,900	100%	100%	14,900	Léon Grosse, Stop & Work, Novatel, Fiducim, France Habitation, SMA BTP, Vinci	FC
Tour Rosny (Rosny-sous-bois)	13,600	200	2017 2018	(C) 1975	32.6%	13,600	100%	100%	13,600		FC
Novotel (Lyon)	7,600	n/a	2012	(C) 2012	n/a	7,600	46%	n/a	n/a	Novotel	EM-A
Sub-total Other									28,500		
Total (according to the scope of consolidation)									225,700		

(1) For part of Village 5.
(2) Car parks are owned by CNIT C&E and shared between CNIT C&E, CNIT Offices and CNIT retail.
(3) Former name of the asset is Michelet-Galilée.
(4) Currently under redevelopment.

1.5.4 CENTRAL EUROPE: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in million of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Czech Republic											
Centrum Cerny Most (Prague) Superdry, H&M, Nespresso, Aw Lab, Sinsay; 180 units and a cinema complex	107,700	3,720	2.7	2000	(C) 1997 (C) 2013	99.3%	107,700	100%	100%	107,700	FC
Westfield Chodov (Prague) Armani Exchange, Hugo Boss, Zara, Douglas; 305 units and a cinema complex	100,800	3,429	3.5	2005 2014	(C) 2005 (C+R) 2014 (C+R) 2017	98.2%	100,800	100%	100%	100,800	FC
Metropole Zlicin (Prague) Gant, Reserved, Rituals; 128 units and a cinema complex	54,200	1,800	1.8	2017	(C) 2002 (C) 2004	99.7%	54,200	50%	50%	27,100	EM-JV
Sub-total Shopping Centres in Czech Republic										**235,600**	
Poland											
Westfield Arkadia (Warsaw) Victoria's Secret, H&M, Zara, Douglas, Mango; 221 units and a cinema complex	117,500	3,900	4.3	2010	(C) 2004 (C) 2017	98.3%	79,300	100%	100%	79,300	FC
Westfield Mokotów (Warsaw) H&M, Carrefour, Peek & Cloppenburg, Zara, Euro Rtv Agd; 222 units and a cinema complex	68,300	2,226	3.8	2003 2011	(C) 2000 (C) 2002 (C) 2006 (C) 2013	96.6%	68,300	100%	100%	68,300	FC
Zlote Tarasy(1) (Warsaw) Van Graaf, Zara, Reserved, H&M, Calypso; 174 units and a cinema complex	66,400	1,132	2.7	2007 2012 2013	(C) 2007	n/a	66,400	100%	n/a	n/a	EM-A
Wroclavia (Wroclaw) H&M, Zara, Reserved, Peek & Cloppenburg, CCC; 174 units and a cinema complex	65,200	1,964	1.4		(C) 2017	95.9%	65,200	100%	100%	65,200	FC
CH Ursynow (Warsaw) OBI, Auchan, Zdrofit, RTV EURO AGD; 29 units	46,700	1,682	1.7	2014	(C) 1998	92.3%	46,700	50%	50%	23,400	EM-JV
Wilenska (Warsaw) RTV EURO AGD, Dealz, Reserved, Pepco, Deichman; 83 units	41,300	1,100	3.0	2010	(C) 2002	94.7%	19,500	100%	100%	19,500	FC
Sub-total Shopping Centres in Poland										**255,700**	
Slovak Republic											
Aupark (Bratislava) Zara, H&M, Gant, Kiehl's, Peek & Cloppenburg; 220 units and a cinema complex	59,500	1,900	1.2	2006 2011 2018	(C) 2001 (R) 2015	100.0%	59,500	13%	13%	7,700	EM-JV
Sub-total Shopping Centres in Slovak Republic										7,700	
Total (according to the scope of consolidation)										499,000	

Catchment area: less than 30 minutes from the Shopping Centre.
(1) Not managed by URW.

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1.5.5 CENTRAL EUROPE: OFFICES & OTHERS

Portfolio as at December 31, 2022	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Poland								
Wilenska Offices (Warsaw)	13,600	2010	(C) 2002	4,800	100%	100%	4,800	FC
Wroclavia Offices (Wroclaw)	8,500		(C) 2017	8,500	100%	100%	8,500	FC
Total (according to the scope of consolidation)							13,300	

1.5.6 SPAIN: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Spain											
Westfield Parquesur (Madrid) Apple, Primark, Leroy Merlin, MediaMarkt, Fnac; 239 units and a cinema complex	159,000	5,800	4.6	1994	(C) 1989 (C) 2005	98.7%	131,000	100%	100%	131,000	FC
Bonaire (Valencia) Primark, Zara, C&A, Cinesa Luxe, Fnac; 150 units and a cinema complex	135,000	5,208	1.5	2001	(C) 2001 (R) 2003 (R) 2012 (R) 2016	99.8%	57,300	100%	100%	57,300	FC
Westfield La Maquinista (Barcelona) Zara, Media Markt, Dyson, Apple, Leroy Merlin; 222 units and a cinema complex	94,500	4,614	3.6	2008	(C) 2000 (C) 2010 (R) 2012 (R) 2021	97.6%	80,000	51%	100%	80,000	FC
La Vaguada (Madrid) Zara, Fnac, JD Sport, Sfera 241 units and a cinema complex	87,000	3,600	5.3	1995	(C) 1983 (R) 2003	93.3%	38,100	100%	100%	38,100	FC
Westfield Glòries (Barcelona) H&M, Zara, Pull&Bear, Fnac, Uniqlo; 136 units and a cinema complex	70,100	2,271(1)	2.7	1998	(C) 1995 (R) 2001 (R) 2014/15 (R) 2016 (R) 2017	96.8%	41,900	100%	100%	41,900	FC
Splau (Barcelona) Primark, Media Markt, Zara, Mercadona, Ilusiona; 157 units and a cinema complex	55,900	2,848	2.3	2011	(C) 2010	97.4%	55,900	100%	100%	55,900	FC
Garbera (San Sebastian) MediaMarkt, Forum, H&M, Zara, Primark; 80 units and a cinema complex	44,000	3,600	0.5	2002	(C) 1997 (R) 2002 (R) 2014 (R) 2021	97.9%	29,200	100%	100%	29,200	FC
Equinoccio (Madrid) Decathlon, Ilusiona, Casa, Pepco, Fit Up; 34 units and a cinema complex	36,800	1,476	5.2	1998	(C) 1998 (R) 2000/08 (C) 2012 (R) 2015	86.2%	33,900	100%	100%	33,900	FC
Total (according to the scope of consolidation)										467,300	

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

1.5.7 SPAIN: OFFICES & OTHERS

Portfolio as at December 31, 2022	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Spain								
La Vaguada Offices (Madrid)	10,300	2018		10,300	100%	100%	10,300	FC
Total (according to the scope of consolidation)							10,300	

1.5.8 NORDICS: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Sweden											
Westfield Mall of Scandinavia (Greater Stockholm) Tesla, Filmstaden, Uniqlo, H&M, Åhlens; 218 units and a cinema complex	105,500	3,700	1.6		(C) 2015	96.8%	105,500	100%	100%	105,500	FC
Westfield Täby Centrum (Greater Stockholm) Apple, Filmstaden, H&M, ICA, SATS; 258 units and a cinema complex	84,700	2,670	0.8	1997	(C) 1968/1969 (R) 1975/1992/2015	94.7%	84,700	100%	100%	84,700	FC
Nacka Forum (Greater Stockholm) H&M, Jumpyard, MediaMarkt, SATS, MIO 130 units	56,300	1,750	1.0	1996	(R) 1990/1997/2008	96.0%	56,300	100%	100%	56,300	FC
Sub-total Shopping Centres in Sweden										246,500	
Denmark											
Fisketorvet (Copenhagen) Fotex Hypermarket, Silvan, Bahne, Sport24; 105 units and a cinema complex	56,200	1,600	0.9	2000	2000 (R) 2013	90.6%	56,200	100%	100%	56,200	FC
Sub-total Shopping Centres in Denmark										56,200	
Total (according to the scope of consolidation)										302,700	

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

1.5.9 NORDICS: OFFICES & OTHERS.

Portfolio as at December 31, 2022	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Sweden								
Nacka Forum (Greater Stockholm)	14,300	1996	1990/1997/2008	14,300	100%	100%	14,300	FC
Täby Centrum (Greater Stockholm)	11,000	1997	1968/1969 1975/1992	11,000	100%	100%	11,000	FC
Total (according to the scope of consolidation)							25,300	

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1.5.10 AUSTRIA: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Austria											
Westfield Shopping City Süd (SCS) (Vienna) Zara, H&M, Primark, P&C, MediaMarkt; 287 units and a cinema complex	198,800	9,704	2.1	2008	(C) 1976/ 2002/2012 (R) 2013	97.3%	139,400	55%	100%	139,400	FC
Westfield Donau Zentrum (Vienna) Interspar, Zara, H&M, P&C, C&A; 265 units, a cinema complex and hotel	127,300	3,000	1.8	2003	(C) 1975/2000/ 2006/2008/2010 (R) 2012	99.1%	127,300	100%	100%	127,300	FC
Total (according to the scope of consolidation)										266,700	

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

1.5.11 AUSTRIA: OFFICES & OTHERS

Portfolio as at December 31, 2022	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Austria								
Donauzentrum (Vienna)	10,000	2003	1975 1985	10,000	100%	100%	10,000	FC
Shopping City Süd (SCS) (Vienna)	9,000	2008	1989	9,000	55%	100%	9,000	FC
Total (according to the scope of consolidation)							19,000	

1.5.12 GERMANY: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (In millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Germany											
Westfield CentrO (Oberhausen) Galeria Karstadt Kaufhof, H&M, Mango, Sinn, TK Maxx, Wormland, Zara; 222 units and a cinema complex	259,200	12,000	3.1	2014	(C) 1996	97.8%	252,300	50%	50%	126,500	EM-JV
Ruhr Park (Bochum) Baltz, Galeria Karstadt Kaufhof, H&M, Kaufland, MediaMarkt, New Yorker, Sinn; 164 units and a cinema complex	118,600	4,750	3.2	2012	(C) 1964 (R) 2015	99.1%	109,900	65%	100%	109,900	FC
Paunsdorf Center (Leipzig) C&A, Decathlon, H&M, Kaufland, MediaMarkt, Müller; 175 units	113,700	7,300	0.8	2012	(C) 1994 (R) 2012	89.3%	113,700	50%	50%	56,900	EM-JV
Gropius Passagen (Berlin) Kaufland, MediaMarkt, Müller, Primark, Woolworth; 151 units and a cinema complex	94,700	2,014	3.0	2012	(C) 1964 (R) 1997 (R) 2019	n/a	94,700	20%	n/a	n/a	EM-A
Höfe am Brühl (Leipzig) Fischer, H&M, MediaMarkt, Müller, New Yorker; 125 units	50,800	820	0.8	2012	(C) 2012	91.3%	50,800	51%	100%	50,800	FC
Pasing Arcaden (Munich) C&A, Esprit, H&M, Hit, MediaMarkt, Müller; 136 units	46,300	950	2.1	2012	(C) 2011 (C) 2013	96.3%	46,300	51%	100%	46,300	FC
Palais Vest (Recklinghausen) C&A, DM, Kaufland, MediaMarkt, Reserved; 117 units	45,900	970	2.2	2012	(C) 2014	93.6%	45,900	51%	100%	45,900	FC
Minto (Mönchengladbach) H&M, Mango, Müller, Saturn, Sportscheck, Superdry; 124 units	41,300	905	1.3		(C) 2015	98.5%	41,300	51%	100%	41,300	FC
Total (according to the scope of consolidation)										477,600	

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

1.5.13 GERMANY: OFFICES & OTHERS

Portfolio as at December 31, 2022	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Germany								
Pasing Arcaden (Munich)	6,800	2012		6,800	51%	100%	6,800	FC
Höfe am Brühl (Leipzig)	4,900	2012	(C) 2012	4,900	51%	100%	4,900	FC
Total (according to the scope of consolidation)							11,700	

1.5.14 THE NETHERLANDS: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property-owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Netherlands											
Westfield Mall of the Netherlands (the Hague region) Albert Heijn, Jumbo, Zara, Nike, Peek & Cloppenburg; 263 units and a cinema complex	125,500	3,776[1]	2.9	1990	(C) 1971 (R) 2021	96.0%	114,700	100%	100%	114,700	FC
Stadshart Zoetermeer (Zoetermeer) Albert Heijn XL, Primark, HEMA, Media Markt, Kruidvat; 123 units	84,100	3,214[1]	2.4	1983	(C) 1983 (R) 2005	98.5%	54,000	100%	100%	54,000	FC
Stadshart Amstelveen (Amstelveen) De Bijenkorf, H&M, HEMA, Albert Heijn, Zara; 151 units	81,800	2,775[1]	2.7	2005	(C) 1960 (R) 1998	96.9%	58,200	100%	100%	58,200	FC
Sub-total Shopping Centres in the Netherlands										**226,900**	
Other holdings											
De Els (Waalwijk) 11 units	14,500	500[2]	n/a	1990	(C) 1975 (R) 2017	n/a	1,200	100%	100%	1,200	FC
In den Vijfhoek (Oldenzaal) Albert Heijn, Blokker, Action, Library; 21 units	8,100	70[2]	n/a	1980	(C) 1980 (R) 2021	n/a	7,900	100%	100%	7,900	FC
Zoetelaarpassage (Almere) Tanger supermarket; 19 units	6,500	450[2]	n/a	1983	(C) 1983 (R) 2015	n/a	6,500	100%	100%	6,500	FC
Sub-total Other holdings in the Netherlands										**15,600**	
Total (according to the scope of consolidation)										**242,500**	

Catchment area: less than 30 minutes from the Shopping Centre.
(1) Car parks partly owned by URW and are shared between retail and office.
(2) Car parks not owned by URW.

1.5.15 THE NETHERLANDS: OFFICES & OTHERS

Portfolio as at December 31, 2022	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
Netherlands								
Stadshart Amstelveen (Amstelveen)	6,800	2005/2016	(C) 1999	5,700	100%	100%	5,700	FC
Stadshart Zoetermeer (Zoetermeer)	5,700	1983/2005	n/a	5,700	100%	100%	5,700	FC
Total (according to the scope of consolidation)							**11,400**	

1.5.16 UNITED STATES: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of peoples)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
US Flagships incl. Central Business District centres											
Westfield Garden State Plaza (Paramus, New Jersey) Gucci, Louis Vuitton, Burberry, Versace, Apple; 304 units and AMC Theatre	194,100	10,831	1.7	1996	(C) 1957 (R) 1997, 2007, 2014	91.3%	107,100	50%	50%	53,600	EM-JV
Westfield Valley Fair (Santa Clara, California) Cartier, Louis Vuitton, Gucci, Tiffany, Apple, Eataly, Prada, Longchamp; 360 units and Icon Theatre	182,100	8,408	1.8	1998	(C) 1986 (R) 2002, 2013, 2016, 2020	90.8%	99,900	50%	50%	49,900	EM-JV
Westfield Southcenter (Seattle, Washington) Abercrombie, Express, Lululemon, Sephora, Victoria's Secret; 225 units and AMC Theatre	151,000	6,916	1.1	2002	(C) 1968 (R) 2008, 2012	89.8%	70,000	55%	55%	38,500	EM-JV
Westfield Topanga (Canoga Park, California) Apple, Tesla, Tiffany, Nespresso, Lululemon; 245 units and AMC Theatre	147,500	6,143	0.9	1994	(C) 1964 (R) 1994, 2006, 2008, 2019	89.5%	78,400	55%	55%	43,100	EM-JV
Westfield Old Orchard (Skokie, Illinois) Louis Vuitton, Tiffany, Lululemon, Peloton, Aritzia; 142 units and CMX Theatre	129,800	7,608	1.1	2002	(C) 1956 (R) 2007, 2011, 2013	91.1%	80,700	100%	100%	80,700	FC
Westfield Galleria at Roseville (Roseville, California) Gucci, Macy's, Louis Vuitton, Apple, Restoration Hardware; 232 units, acquisition of Seritage Box	124,500	6,572	1.3	2002	(C) 2002 (R) 2008, 2018	92.8%	75,200	100%	100%	75,200	FC
Westfield Century City (Los Angeles, California) Nordstrom, Eataly, Tiffany, Tesla, Equinox, Tag Heuer, Aritzia, Lululemon; 247 units and AMC Theatre	124,300	4,888	1.6	2002	(C) 1964 (R) 2006, 2013, 2017	92.9%	90,600	100%	100%	90,600	FC
Westfield San Francisco Centre & Emporium (San Francisco, California) Nordstrom, Burberry, Aritzia, Kate Spade; 179 units and Century Theatre	110,200	-	1.8	2002	(C) 1988 (R) 2006	76.2%	16,500 33,300	100% 50%	100% 50%	16,500 16,700	FC & EM-JV
Westfield UTC (San Diego, California) Hermes, Chanel, Tesla, Aritzia, Lululemon; 223 units and AMC Theatre	108,900	4,756	1.2	1998	(C) 1977 (R) 1998, 2007, 2012, 2017	95.4%	82,700	50%	50%	41,400	EM-JV
Westfield Mission Valley[1] (San Diego, California) Bed Bath and Beyond, Foot Locker, Windsor, Ulta Beauty; 132 units and AMC Theatre	108,200	5,837	1.1	1994	(C) 1961 (R) 1997, 1998, 2004, 2007	93.5%	72,100	42%	42%	30,100	EM-JV
Westfield Montgomery (Bethesda, Maryland) Apple, Bath & Body Works, Lululemon, Tesla, Sephora, 217 units and AMC Theatre	103,700	5,689	0.9	1994	(C) 1968 (R) 2001, 2014, 2016	88.5%	63,600	50%	50%	31,800	EM-JV
Westfield Culver City (Culver City, California) Macy's, H&M, Adidas, Victoria's Secret; 169 units	99,800	4,285	1.1	1998	(C) 1975 (R) 2009, 2012	94.3%	64,100	55%	55%	35,300	EM-JV
Westfield World Trade Center[2] (New York, New York) Apple, Longines, Eataly, H&M, Banana Republic; 114 units	36,800	-	7.9	2012	(C) 2016	68.5%	36,800	100%	100%	36,800	FC
Sub-total Flagship Shopping Centres in the US										640,200	

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Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of peoples)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
US Regional centres											
Westfield Wheaton (Wheaton, Maryland) Aldo, Footlocker, Costco, H&M; 176 units and AMC Theatre	140,100	6,110	0.6	1997	(C) 1960 (R) 2005, 2013, 2016	94.4%	68,200	53%	53%	35,900	EM-JV
Westfield Annapolis (Annapolis, Maryland) Aldo, Express, Crate & Barrel, Sephora; 229 units and AMC Theatre	130,200	6,540	0.8	1994	(C) 1980 (R) 2007	89.5%	73,000	55%	55%	40,200	EM-JV
Westfield North County[3] (Escondido, California) Apple, Cheesecake Factory, Express, Lululemon; 179 units	116,000	5,752	0.6	1994	(C) 1986 (R) 2006, 2012, 2014	77.9%	61,400	55%	55%	33,800	EM-JV
Westfield Oakridge (San Jose, California) Apple, Aldo, Sephora, Vans; 189 units and Century Theatre	108,200	4,357	0.8	1998	(C) 1973 (R) 2003	85.5%	74,700	55%	55%	41,100	EM-JV
Westfield Brandon (Brandon, Florida) Apple, Cheesecake Factory, Victoria's Secret; 197 units	106,900	5,101	0.8	2002	(C) 1995 (R) 2007	94.4%	61,300	100%	100%	61,300	FC
Westfield Valencia Town Center (Valencia, California) Forever 21, Lululemon, H&M, Apple; 200 units and Edwards Theater	101,800	4,312	0.4	2005	(C) 1992 (R) 2010, 2019	84.9%	71,500	50%	50%	35,700	EM-JV
Westfield Plaza Bonita (National City, California) H&M, Aldo, Forever 21, Pandora; 185 units and AMC Theatre	96,000	4,572	0.6	1994	(C) 1981 (R) 2008, 2011	90.6%	56,600	55%	55%	31,100	EM-JV
Westfield Fashion Square (Sherman Oaks, California) Apple, Bath & Body Works, Macy's, Lululemon, Tesla; 145 units	80,300	3,863	0.9	2002	(C) 1961 (R) 2012	86.6%	33,700	50%	50%	16,800	EM-JV
Sub-total Regional Shopping Centre in the US										295,900	
Total (according to the scope of consolidation)										936,100	

(1) Including Mission Valley West.
(2) Including Fulton.
(3) Disposed on February 1, 2023.

1.5.17 UNITED STATES: OFFICES & OTHERS

Portfolio as at December 31, 2022	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
US Offices & Others								
San Francisco Centre (San Francisco, California)	33,300	1996 2002	(R) 2006	9,800 23,500	100% 50%	100% 50%	9,800 11,700	FC & EM-JV
Wheaton Office (Wheaton, Maryland)	18,700	1997		18,700	53%	53%	9,800	EM-JV
Old Orchard Office (Skokie, Illinois)	7,600	2002	(C) 1956	7,600	100%	100%	7,600	FC
Corbin Office (New York, New York)	3,700	2014	2014	3,700	100%	100%	3,700	FC
Total (according to the scope of consolidation)							**42,600**	

1.5.18 UNITED KINGDOM: SHOPPING CENTRES

Portfolio as at December 31, 2022	GLA of the whole complex (sqm)	Parking spaces	Catchment area (in millions of people)	Year of acquisition	Construction (C) Refurbishment (R) date	Occupancy (EPRA definition)	GLA of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total space according to consolidation (sqm)	Consolidation method
UK											
Westfield London (London, Shepherds Bush) John Lewis, M&S, Vue 466 units and a cinema complex	235,900	5,200	3.3	2008	(C) 2008 (R) 2018	87.6%	235,900	50%	50%	118,000	JO
Westfield Stratford City (London, Stratford) John Lewis, M&S, Waitrose, Vue, Aspers Casino; 316 units and a cinema complex	183,400	4,700	5.3	2011	(C) 2011	94.5%	183,400	50%	50%	91,700	EM-JV
Sub-total Shopping Centres in the UK										**209,700**	
Other assets											
Whitgift (Croydon) M&S, Sainsbury's, Boots, New Look, Superdry, The Entertainer; 185 units	89,900	397	1.9	2013	(C) 1970	n/a	89,900	50%	50%	45,000	EM-JV
Centrale (Croydon) House of Fraser, H&M, Zara, Next, Sports Direct, Metro Bank; 77 units	74,100	950	1.9	2013	(C) 1988 Drummond centres (R) 2004	n/a	74,100	50%	50%	37,100	EM-JV
Sub-total other holdings in the UK										**82,100**	
Total (according to the scope of consolidation)										**291,800**	

1.5.19 UNITED KINGDOM: OFFICES & OTHERS

Portfolio as at December 31, 2022	Total floor space (sqm)	Year of acquisition	Construction (C) Refurbishment (R) date	Total floor space of the property owning companies (sqm)	URW's share (%)	% of consolidation	Total floor space according to consolidation (sqm)	Consolidation method
UK								
Westfield London (London)	13,400	2008	(C) 2018	13,400	50%	50%	6,700	JO
Total (according to the scope of consolidation)							**6,700**	

FC = Fully Consolidated
EM-JV = Joint Venture under the equity method
EM-A = Associates under the equity method
JO = Joint Operation

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1.6 OVERVIEW OF VALUATION REPORTS PREPARED BY URW SE'S INDEPENDENT EXTERNAL APPRAISERS FOR THE EUROPEAN ASSETS

SCOPE OF INSTRUCTIONS

In accordance with your instructions we have undertaken valuations of the various freehold and leasehold property interests as at December 31, 2022 (the "valuation date") either held directly by Unibail-Rodamco-Westfield SE (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 assets' rotation made in 2021 by the Company, we confirm that, in situations where an appraisal firm saw its valuation mandate renewed for a given asset, the appraisal signatory of such asset did not exceed two consecutive mandates of four years, 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).

INTANGIBLE ASSETS AND BUSINESSES

Regarding the valuation of intangible assets attached to the shopping centres and of businesses, the instructions, standards and confirmations specific to real estate valuation do not apply.

DATE OF VALUATION

The effective date of valuation is December 31, 2022.

DATE OF INSPECTION

The properties were inspected in the timeframe of January 2022 and December 2022.

AGGREGATED TOTAL AMOUNT OF VALUE OF THE TOTAL PROPERTY PORTFOLIO PER THE DATE OF THE REPORT

Appraiser	Sector	Number of assets appraised	Number of assets visited in 2022	Valuation including transfer taxes[a] (€Mn)
Cushman & Wakefield	Shopping Centres/Offices & Others	44	44	17,314
Jones Lang Lasalle	Shopping Centres/Offices & Others	49	49	17,530
PricewaterhouseCoopers	Shopping Centres/Convention & Exhibition	12	11	2,802
Other appraisers	Shopping Centres	3	3	3,068
Impact of the assets valued by two appraisers	Shopping Centres			-2,217
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others			1,203
TOTAL PORTFOLIO		**108**	**107**	**39,701**

(a) On a Proportionate basis.

AGGREGATED TOTAL VALUE FOR ALL LEASEHOLD AND ALL FREEHOLD PROPERTIES

	Valuation including transfer taxes[a] (€Mn)
Freehold	36,146
Leasehold	3,555
TOTAL PORTFOLIO	**39,701**

(a) On a Proportionate basis.

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.

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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.

VALUATION APPROACH/IMPACT

Properties that do not meet the sustainability characteristics expected in the market may represent a higher investment risk. Changes to legislation and market perception may affect prospects for rental and capital growth, and susceptibility to obsolescence. This view is supported by the RICS in their recently published guidance note "Sustainability and ESG in commercial property valuation and strategic advice (3rd Edition)."

As of today, we are currently collecting some ESG information and KPIs on properties being valued in EMEA and we are analysing the transactional market evidence to understand what importance is given to each ESG factor and how they are or were priced by buyers in ongoing or recent transactions. At this stage, there is limited information available to rationalise the exact impact of ESG and its components on market values, as many investors recently finalised their strategy and only started to collect KPIs. Some local and EU regulations are also recent, what does not provide sufficient experience to fully embrace the potential implications and possible solutions to comply with these regulations.

The existence of a green premium for the more sustainable buildings is a matter of ongoing market monitoring, investigation and debate. Appropriate levels of market evidence have yet to be established to demonstrate fully whether additional value can be ascribed to retail assets. This investment market monitoring is also to assess where a brown discount is appropriate. As yet in the market we observe the yield gap between prime and more secondary assets to be widening with secondary assets often by definition to have lower EPC ratings.

Additionally, we consider that it is likely that further legislation and regulation will be introduced in coming years. Alongside this, occupiers and investors in some sectors are becoming more attentive to the sustainability aspects of the buildings they choose to occupy or purchase.

In assessing our Market value, we have also considered the most recently transacted shopping centres and their ESG performance (Westfield Carré Sénart, Crossroads portfolio, Westfield Shopping City Süd, Aupark and Almere). We would consider that these transactions give indications on what yields can be achieved for shopping centres with a similar sort of ESG performances.

In our study we have considered where the information provided is a positive or negative outlier relative to the average and assessed whether this matches the overall quality assessment of the asset to determine whether there is reduced or enhanced risk at an asset level.

Overall, there is a lack of market evidence to show that there is a value impact for the sector at the valuation date but we will continue to track the risk profiles of the assets and work with URW in assessing the data set available.

We observe that URW is well advanced on ESG topics compared to their peers and was able to provide us with a significant amount of information to allow us to analyse the ESG performances of the portfolio.

MARKET CONDITIONS EXPLANATORY NOTE

As at the date of valuation and at the time this report was drafted, there are a number of negative factors recognised as influencing property markets, exerting downward pressure on property values and reducing liquidity. These include:

GLOBAL ECONOMY

The wider global economy is facing several additional negative factors that are contributing to significant cost inflation and causing interest rates to increase.

MARKET ACTIVITY

The property markets can mostly be described as functioning, but there is evidence that both transaction activity, and the sentiment of buyers and sellers, are changing in a number of markets and property sectors. There is a general perception of a changing real estate market and there is a risk that continued volatility, coupled with rising interest rates, will have a material and direct impact on pricing as yields continue to increase. Evidence is emerging of wider bid spreads and price renegotiations, with some transactions being terminated.

UKRAINE

The full extent of the war in Ukraine and its wider long-term implications, whilst unknown, are contributing to the volatility in global stock markets, high cost inflation, and supply chain delays, particularly within Europe.

For the avoidance of doubt, due to the functioning nature of the market, our valuation is NOT reported as being subject to "material valuation uncertainty" as defined by VPS 3 and VPGA 10 of the RICS Valuation - Global Standards.

This explanatory note has been included to ensure transparency and to provide further insight as to the market context under which the valuation opinion was prepared. In recognition of the potential for market conditions to move rapidly, we highlight the critical importance of the valuation date and advise you to keep the valuation under regular and early review.

CONFIDENTIALITY AND PUBLICATION

Finally and in accordance with our normal practise we confirm that our valuations are confidential to the party to whom it is addressed for the specific purpose to which they refer. No responsibility whatsoever is accepted to any third party and neither the whole of our valuation reports, nor any part, nor references thereto may be published in any document, statement or circular, nor in any communication with third parties without our prior written approval of the form and context in which it will appear. In signing this Overview, each appraiser does so on its behalf for its own valuation work only.

Yours faithfully,

Christian Luft MRICS
Director
For and on behalf of Jones Lang LaSalle Limited

Jean-Philippe Carmarans MRICS
Director
For and on behalf of Cushman & Wakefield

Geoffroy Schmitt
Partner
For and on behalf of PwC Corporate Finance

Marc Gerretsen
Partner
For and on behalf of PwC Corporate Finance

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1.7 OVERVIEW OF VALUATION REPORTS PREPARED BY URW SE'S INDEPENDANT EXTERNAL APPRAISERS FOR THE AMERICAN ASSETS

SCOPE OF INSTRUCTIONS

In accordance with your instructions we have undertaken valuations of the various freehold and leasehold property interests as at December 31, 2022 (the "valuation date") either held directly by Unibail-Rodamco-Westfield SE (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 for each relevant asset and have been reviewed at the national level by each firm's engagement leadership. In arriving at an opinion of Fair Value (as defined in IFRS 13) for each property we have taken into consideration nationwide investment transaction activity and not solely any investment activity in the local markets.

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 prepared under guidelines as stipulated in the Uniform Standards of Professional Appraisal Practice ("USPAP"), which provide for a consistency of approach and analysis for all valuations undertaken in the US.

The valuations have been based upon the discounted cash-flow or yield methodologies that are regularly used for these types of properties.

We confirm that, in situations where an appraisal firm saw its valuation mandate renewed for a given asset, the appraisal signatory of such asset did not exceed two consecutive mandates of four years, 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) and as net values (Fair Value after deduction of typical purchaser costs).

All assets were valued on a total basis without regard to the Company's ownership share and as unencumbered by debt.

INTANGIBLE ASSETS AND BUSINESSES

Regarding the valuation of intangible assets attached to the shopping centres and of businesses, the instructions, standards and confirmations specific to real estate valuation do not apply.

DATE OF VALUATION

The effective date of valuation is December 31, 2022.

DATE OF INSPECTION

The properties were inspected in the timeframe of January 2022 and December 2022.

AGGREGATED TOTAL AMOUNT OF VALUE OF THE TOTAL PROPERTY PORTFOLIO PER THE DATE OF THE REPORT

Appraiser	Sector	Number of assets appraised	Number of assets visited in 2022	Valuation including transfer taxes[a] (€Mn)
Cushman & Wakefield	Shopping Centres/Offices & Others	11	11	6,927
Kroll	Shopping Centres/Offices & Others	13	13	3,894
PricewaterhouseCoopers	Shopping Centres	1		214
Other appraisers	Shopping Centres			379
Internal valuation	Offices & Others			49
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others			34
TOTAL PORTFOLIO		**25**	**24**	**11,497**

(a) On a Proportionate basis.

AGGREGATED TOTAL VALUE FOR ALL LEASEHOLD AND ALL FREEHOLD PROPERTIES

	Valuation including transfer taxes[a] (€Mn)
Freehold	8,404
Leasehold	3,093
TOTAL PORTFOLIO	**11,497**

(a) On a Proportionate basis.

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.

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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) and as net values (Fair Value after deduction of typical purchaser costs). In addition, 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,

Deborah A. Jackson, CRE, FRICS
Senior Managing Director
For and on behalf of Cushman & Wakefield

Kroll, LLC
For and on behalf of Kroll

Marc Gerretsen
Partner
For and on behalf of PwC Corporate Finance

1.8 STRUCTURE

URW Group comprises two main legal entities:
- Unibail-Rodamco-Westfield SE with a registered office in France; and
- Unibail-Rodamco-Westfield N.V., with a registered office in The Netherlands.

The shares of Unibail-Rodamco-Westfield SE and the Class A shares of Unibail-Rodamco-Westfield N.V. are stapled together (the "Stapled Shares") such that holders hold an interest in both Unibail-Rodamco-Westfield SE and Unibail-Rodamco-Westfield N.V. as if they held an interest in a single (combined) company. Any holder of a Stapled Share has the rights and obligations of both a shareholder of Unibail-Rodamco-Westfield SE and a shareholder of Unibail-Rodamco-Westfield N.V.:
- The right to attend and to vote at general meetings of both companies and the right to receive dividends paid by both companies; and
- The obligation to disclose threshold crossing in both companies to the French Market Authorities for Unibail-Rodamco-Westfield SE and to the Dutch Market Authorities for Unibail-Rodamco-Westfield N.V. and all disclosure requirements described in the Articles of Association of both companies.

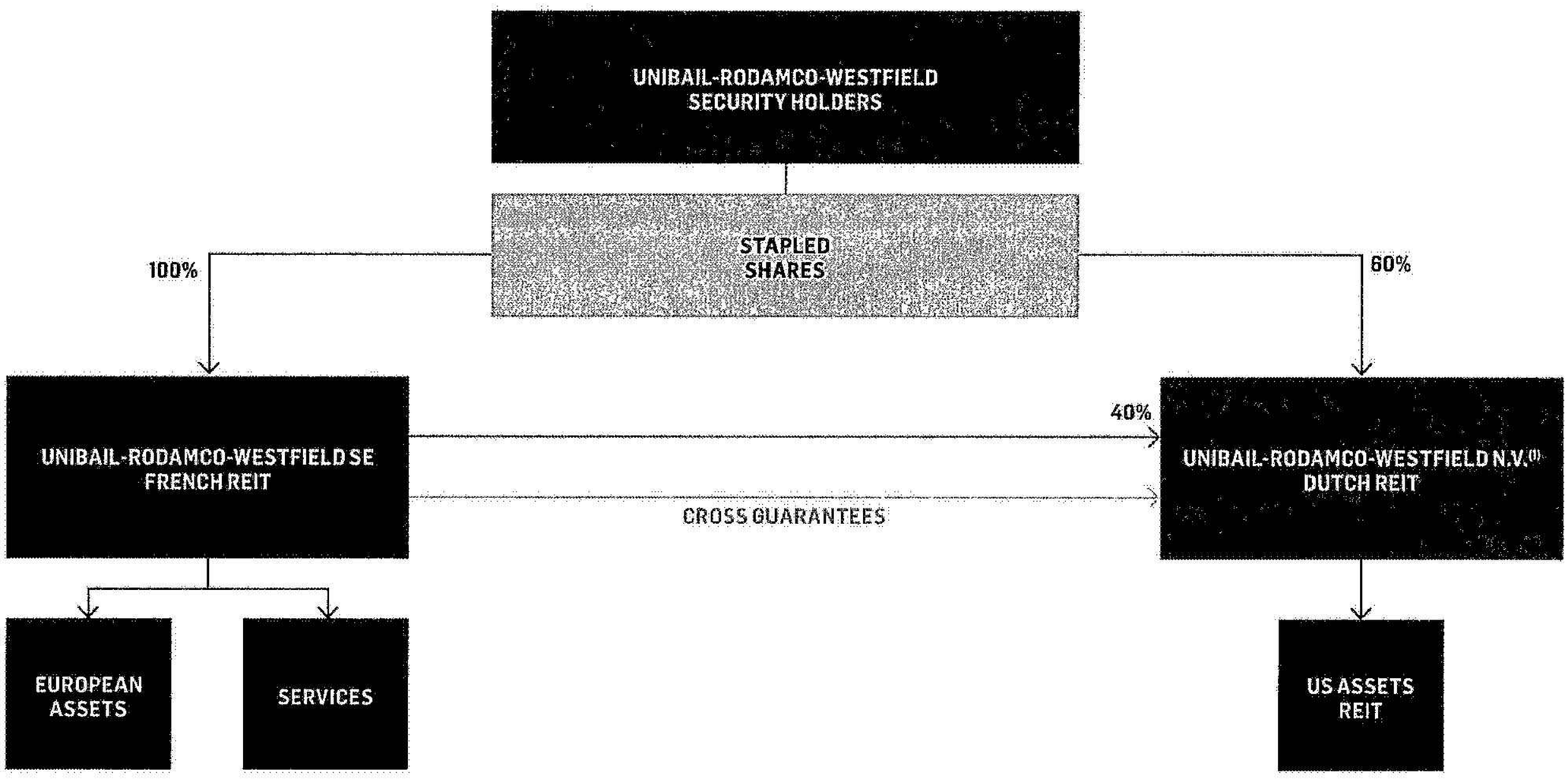
The Stapled Shares are traded on the regulated market of Euronext Paris. The Group has obtained the approval of the Euronext Listing Board on February 28, 2023 to change its market of reference from Euronext Amsterdam to Euronext Paris and delist the URW stapled shares from Euronext Amsterdam, while maintaining their listing on Euronext Paris. In addition, a secondary listing on the Australian Securities Exchange has been established to allow former Westfield Corporation shareholders to trade Stapled Shares locally in the form of Chess Depositary Interests ("CDIs").

The structure has been designed to take into account the interests of all former Unibail-Rodamco and Westfield Corporation shareholders by preserving the respective REIT regimes. URW Group operates under the Sociétés d'Investissements Immobiliers Cotées regime ("SIIC") in France, the Sociedades Anónimas Cotizadas de Inversión en el Mercado Inmobiliario regime ("SOCIMI") in Spain, the Fiscal Investment Institution regime (fiscale beleggingsinstelling, "FII") for Unibail-Rodamco-Westfield N.V. in The Netherlands and the Real Estate Investment Trust ("REIT") regime in the United Kingdom and the United States.

While both entities have separate decision-making corporate bodies, independent Supervisory Boards and Management Boards, alignment and coordination between both entities is guaranteed by the appointment of the CEO and CFO of Unibail-Rodamco-Westfield SE to the Supervisory Board of URW NV, and appointment of the URW US COO, who is the Chairman of the Management Board of Unibail-Rodamco-Westfield N.V., to the Executive Committee of the URW Group.

Unibail-Rodamco-Westfield SE fully consolidates Unibail-Rodamco-Westfield N.V. and its controlled undertakings and Unibail-Rodamco-Westfield SE's consolidated financial statements therefore represent a comprehensive overview of the Group.

For any further information related to Unibail-Rodamco-Westfield N.V., please refer to its Annual Report available on the website (https://www.urw-nv.com/en/investors/financial-information).

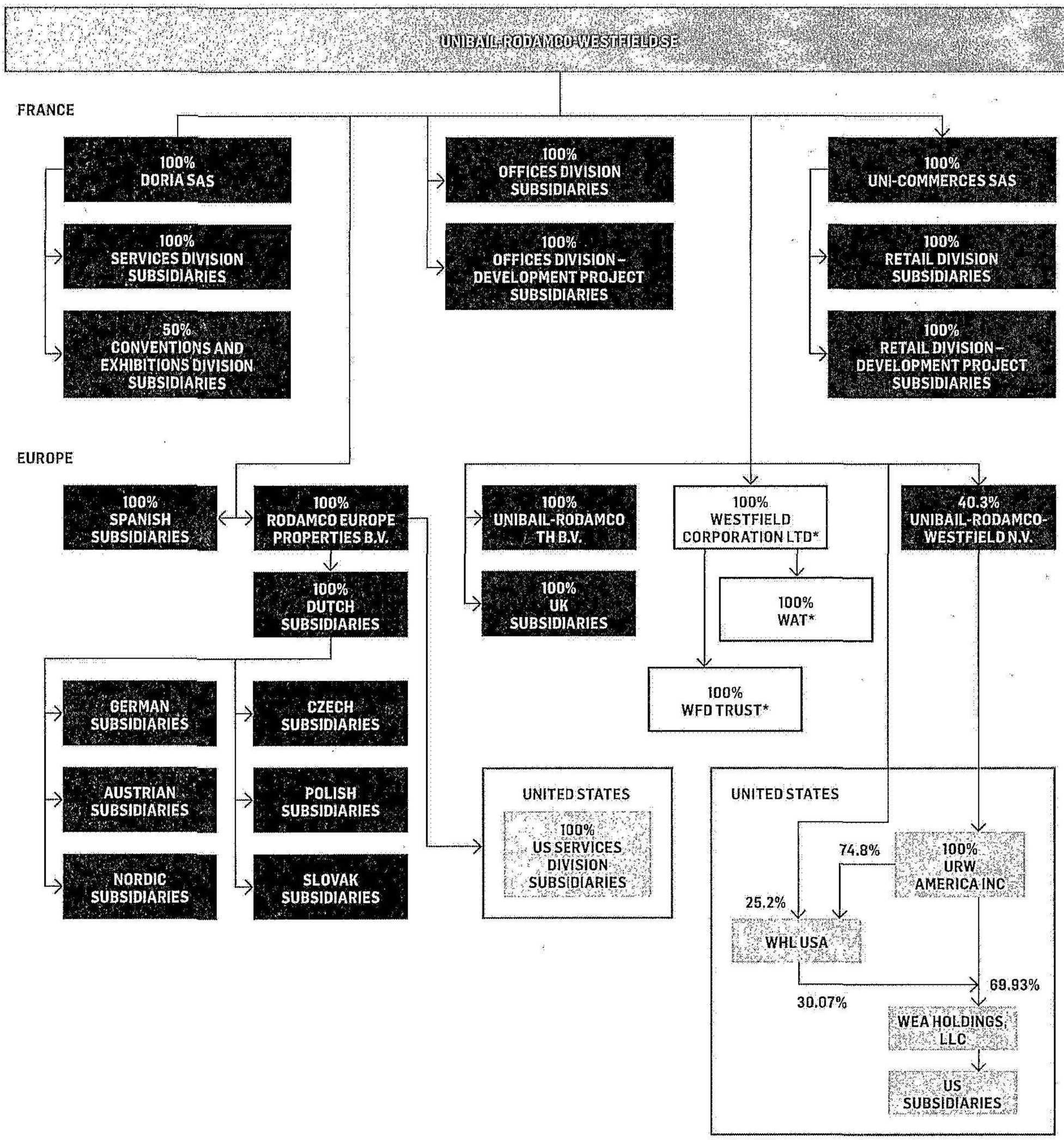


(1) Also owns selected Dutch assets.

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1.9 SIMPLIFIED GROUP ORGANISATIONAL CHART STRUCTURE

As at December 31, 2022, the Group is structured as follows:



☐ US part of the Group

* Australian companies.

CHAPTER 2.

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URW is committed to supporting the environmental transition of cities to carbon neutrality through creating and operating sustainable places that Reinvent Being Together. To achieve this, our Better Places 2030 plan places ambitious environmental, social and governance objectives at the heart of our business strategy, decision-making and remuneration criteria. These commitments cover our entire value chain.

Reflecting the comprehensiveness of this ambition and performance, URW is consistently recognised by external analysts and certification bodies for its sustainability performance – in both real estate-specific and all-sector ratings. In addition, our greenhouse gas emission reduction targets are approved by the Science Based Targets initiative, aligning us with the 1.5°C limit set out in the Paris Agreement.

We are on track to meet all of our targets, including cutting carbon emissions across our entire value chain by 50% and energy intensity by 30% by 2030. In 2022, URW also took decisive additional actions to achieve an increased temporary reduction in its energy intensity to support wider government and private sector efforts to address the European energy crisis.

Our consumers, retailers, investors and our own teams inspire us to do more and move faster in response to challenges such as climate change, biodiversity loss and inclusion. In the second half of 2023, we will announce an update to our sustainability strategy – including our own path to carbon neutrality."

JEAN-MARIE TRITANT
Chief Executive Officer

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2.1 GROUP SUSTAINABILITY STRATEGY

2.1.1 BUSINESS MODEL

The Unibail-Rodamco-Westfield ("URW") business model is presented in sections 1.3 Strategy and business model and 1.4 Business overview.

2.1.2 SUSTAINABILITY CHALLENGES AND OPPORTUNITIES

URW's current approach to sustainability has been structured on solid grounds, going way beyond regulation. In order to define its sustainability strategy, the Group has identified key areas of work, representing challenges and opportunities related to its activities. 2 complementary approaches were used to that end:

- A materiality analysis, which is a mapping tool used to identify and prioritise the important sustainability issues for the Group from an internal as well as an external stakeholder perspective; and
- A risk analysis, which is a framework used to highlight the sustainability issues likely to negatively impact the Group.

In 2022, the wording "CSR" (corporate social responsibility) has been replaced by "sustainability" in the whole document to reflect URW's holistic approach. This change in semantics continues to cover all the environmental, social and societal topics.

2.1.2.1 MATERIALITY MATRIX

In 2022, URW updated its materiality matrix, previously updated in 2018, to identify its sustainability-related priorities. An external advisory firm supported the Group in this process to ensure the robustness and neutrality of the methodology.

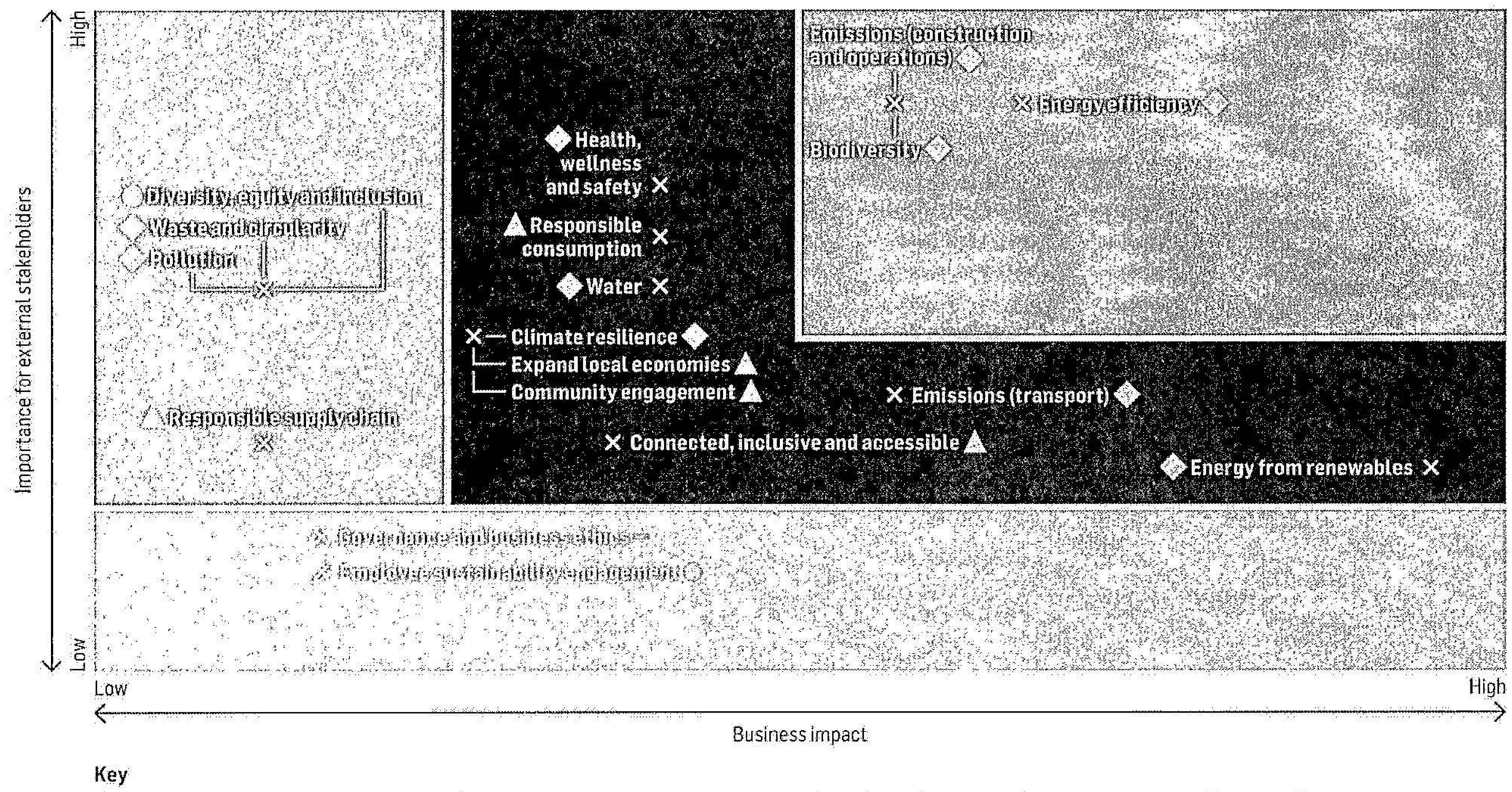
This work was done on the basis of the previous materiality matrix, the current sustainability strategy (Better Places 2030), industry frameworks (such as various third-party frameworks across industry bodies and ratings agencies(1)) and Environmental Social and Governance ("ESG") trends.

The business impact of each ESG topic has been assessed across 6 value levers (value protection, revenue increase, cost reductions, improved valuation, preferred financing and new revenue sources) and by appraising the magnitude of the impact. The importance for external stakeholders (regulator, investor and consumer expectations) takes into account the current or upcoming regulation and the following market trends used as proxies: core focus on climate and sustainability, rise of people-centric destinations, shifting role of the store given omni-channel surge and other real estate trends such as future of mobility, PropTech/CleanTech, etc.

The Executive Committee ("EC") validated the updated materiality matrix, which confirmed the main priorities identified through the previous analysis. These priorities, in line with the parallel work done on risks (see section 2.1.2.2 Sustainability risks and opportunities), resulted in 3 focus areas for the Group sustainability strategy (see section 2.1.3 Priorities of the Group sustainability strategy).

(1) MSCI, ECORE, SASB and Global Reporting Initiative ("GRI").

URW'S MATERIALITY MATRIX



Key

◆ Pillar 1 – Better Spaces ▲ Pillar 2 – Better Communities ● Pillar 3 – Better Together — Transversal

Top priority issues
- Energy efficiency
- Emissions (construction and operations)
- Biodiversity

Important issues
- Health, wellness and safety
- Responsible consumption
- Water
- Climate resilience
- Expand local economies
- Community engagement
- Connected, inclusive and accessible
- Emissions (transport)
- Energy from renewables

Key issues for external stakeholders
- Diversity, equity and inclusion
- Waste and circularity
- Pollution
- Responsible supply chain

Less material issues
- Governance and business ethics
- Employee sustainability engagement

2.1.2.2 SUSTAINABILITY RISKS AND OPPORTUNITIES

In 2018, in response to the Directive related to the disclosure of non-financial information[1], URW identified and assessed its main sustainability risks, using the Group risk assessment methodology taking into account 3 impact criteria: financial, legal and reputational. In line with the spirit of the regulation, the analysis provided below presents gross risks (before the implementation of management measures).

The Group sustainability risk universe was defined on the basis of both the sustainability priorities highlighted by the Group's materiality analysis (see section 2.1.2.1 Materiality matrix) in its 2018 version and the sector-based sustainability risk universe established by the work done in 2018 in partnership with the French Council of shopping centres ("CNCC").

In total, 30 risks were identified and classified into 11 categories, among which 20 were identified as main sustainability risks due to their level of impact.

The risk analysis and rating work was undertaken jointly by the Group's Sustainability team and Group Risk Management department, with the involvement of the local teams. The results were shared with the member of the Group Management Board overseeing Group resources and sustainability.

The following table summarises the main sustainability risks, and the policies, action plans, performance indicators and opportunities associated with their management. The results of the performance indicators for each action plan are presented either directly within this table, or within the body of this document (see references in the 'risks' column of the table).

Climate change risks for the Group (physical and transitional) form a core part of the sustainability risks analysis and are integrated in the following summary of main sustainability risks and their management policies. A more detailed overview of climate risk management and, in particular, of the resilience of assets to physical climate risks is provided

(1) European Directive no. 2014/95/UE as regards disclosure of non-financial information.

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in section 2.2.1.3 Climate risk management and adaptation to climate change. Sustainability risks are integrated in the global Group Enterprise Risk Management ("ERM") Framework, which provides a specific risk governance and control framework (see section 6.1.2 Group Enterprise Risk Management framework for more details).

Related policies and action plans described hereafter reflect the latest updates made by the Group to mitigate these risks, as do all associated performance indicators disclosed.

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2022 results)	Opportunities
Business ethics	• **Corruption, agreements or fraud (business relationships, relationships with public officials)** • **Money laundering and financing of terrorism** • **Non-compliance with anti-trust regulation** References: *3.4.1 Ethics and compliance: a daily and essential requirement* *6.2.2.5 B. Corruption, money laundering and fraud risks* *6.2.2.1 B. Mergers & Acquisitions, Investment and Divestment* *6.2.2.5 A. Legal and Regulatory*	• Anti-corruption programme ("ACP") in compliance with Sapin II law (France), the Foreign Corrupt Practices Act ("FCPA") (US) or the UK Bribery Act ("UKBA") (UK); • Group Code of Ethics with a compulsory yearly e-learning module for all employees; • Procedure for screening of business partners; • Whistleblowing procedure accessible 24/7 to all employees and suppliers, with a guarantee against retaliation; • Appointment of Local Compliance Correspondents to support the coordination of the ACP; • Insider Trading Rules procedure; • Part of the due diligence process in case of acquisitions; and • Close monitoring of Viparis activities in relation with the French General Directorate for Fair Trading, Consumer Affairs and Fraud Control ("DGCCRF").	• Number (A) and monetary value (B) of sanctions imposed by regulators in 2022 linked to corruption incidents: 0 (A); €0 (B); and • Percentage of employees trained on the Group Code of Ethics and corruption prevention: 83%.	**Promote and embed trust and transparency as a core part of the business relationship**
	• **Non-transparency in the reporting of lobbying activities** References: *3.4.1 Ethics and compliance within the URW Group*	• Annual reporting of lobbying activities to the French High Authority for Transparency in Public Affairs; and • Internal policy on interest representatives.	• Lobbying activities declared annually and available on the French High Authority for Transparency in Public Affairs ("HATVP") platform.	
	• **Breach of customers' personal data** References: *6.2.2.5 A. Legal and Regulatory* *6.2.2.1 D. Information Technology system and data: continuity and integrity*	• Data Privacy Protection programme compliant with EU and US regulations; • Data protection governance network at corporate and local levels; • Preventive and alert internal processes; • Group-wide employees and specific business population trainings on data protection awareness and cybersecurity; • Signature of data processing agreements with major IT contracts service providers; and • Information systems security strategy.	• Percentage of employees trained on IT security awareness: 100%.	
Health and safety (H&S), security and wellbeing of people in properties	• **Threats or attacks on sites** References: *6.2.2.4 A. Terrorism and major security incident* *2.2.3.7 Health and safety, security and environmental risk and pollution*	• Dedicated Group organisation for security and crisis management; • Global security and crisis governance, policies and guidelines implemented at all locations; • Crisis response plan, training and exercises; • Frequent interactions with police authorities, regional authorities and intelligence agencies; • Training of shopping centre management and security teams, as well as all URW employees; and • Raising awareness of tenants on security and crisis framework and evacuation plans.	• Percentage of employees trained on security: 45%(1). • Total number of crisis exercises completed for the training campaign at regional headquarters and centres: 101.	**Lead the industry in health, safety and security to reduce incident levels**

(1) The coverage of this figure excludes Viparis employees.

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2022 results)	Opportunities
Health and safety (H&S), security and wellbeing of people in properties *(continued)*	• Failure to provide a safe and healthy environment for employees, tenants, contractors and visitors/ occupants References: *6.2.2.4 B. Health and Safety (including pandemic and natural disasters) 2.2.3.7 Health and safety, security and environmental risk and pollution 2.2.2.1 Environmental Management Systems ("EMS") - health and safety on work sites*	Operations: • Dedicated Group organisation for H&S risk management, supplemented procedures that comply with local regulations at local level; • Maintenance and inspection conducted for all relevant equipment subject to regulation; • Annual third-party audits of H&S risks conducted at asset level on the European portfolio and associated action plans; • Routine property tours to identify hazardous conditions and implement corrective actions in the US; and • Strong sanitation and hygiene standards implemented at all of the Group's venues to answer to the global COVID-19 pandemic, in partnership with an external certification partner. Developments: • Worksites monitored by a H&S Coordinator; and • Contractual requirement for construction contractors overseen by the construction management contractor to make the necessary provisions for site safety and comply with the relevant H&S legislation.	• Number of sanctions for non-compliance related to building H&S and monetary value of associated fines; and • Percentage of assets in operation that obtained an A or B annual score in their H&S and environmental third-party risk assessment.	Lead the industry in health, safety and security to reduce incident levels
	• Non-resilience of assets facing physical climate risks (acute and chronic events) References: *2.2.1.3 Climate risk management and adaptation to climate change 6.2.2.4 B. Health and safety (including pandemic and natural disasters) 2.2.2.2 Environmental certifications of buildings under development 2.2.3.2 Environmental certifications of buildings during the operation phase 6.3 Transferring risk to insurers*	• Group forward-looking climate change risk assessment covering all standing assets and the development pipeline, in line with Task Force on Climate-related Financial Disclosures ("TCFD") recommendations, covering both transitional and physical risks; • Global map of future risks of climate change for the Group portfolio, to design relevant climate change adaptation plans; • Focused update of the Group climate change risk assessment on the European portfolio aligned with the latest Intergovernmental Panel on Climate Change ("IPCC") scenarios and Taxonomy requirements, including site visits and tailored mitigation action planning; • Target for development projects and standing assets in the portfolio to integrate long-term climate risks; • Assessment of assets most exposed to natural disasters and of their prevention/protection plans; • Insurance cover for natural disasters for all assets in Europe, the UK and the US subject to sub-limits; • Annual emergency preparedness drills for all assets in a natural catastrophe zone; • Compliance with regulatory requirements in each region regarding flooding risks, water management, and drainage systems for exceptionally heavy rainfall; • Due diligence process for acquisitions and new development projects also covers the risks associated with climate change; and • Environmental certification policy for all assets in both development and operation phases: BREEAM, or LEED and BREEAM In-Use certifications schemes covering among others physical resilience and energy aspects.	• Coverage of BREEAM In-Use environmental certification of the Group's standing assets (shopping centres and offices) - in floor area; • Percentage of retail and office assets in the standing portfolio that obtained an environmental certification in development phase (in number); • Percentage of development projects that are in an environmental building certification process; and • Conditions of asset insurance for natural disasters.	Enhance resilience of buildings facing climate change impacts

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Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2022 results)	Opportunities
"Green"/ sustainable value of assets and the Group	• **Loss of access to green financing instruments and low ESG ratings** References: *2.1.4.2 Results of non-financial ratings and indices* *2.1.5.4 Relations with investors and professional organisations* *2.5. Green financing of the Group activities* *6.2.2.2 A Access to Capital and Financial Markets Disruption* *2.5.1 EU Taxonomy regulation*	• Issuance of a new Green Financing Framework integrating best market practices and second party opinion; • Establishment of a dedicated Green Financing Committee to ensure framework alignment with the market; • Contractualisation of sustainability-linked loans and sustainability-linked revolving credit facilities with margins dependent on the achievement of strong sustainability-linked covenants; • Answering to the most recognised non-financial rating agencies, monitoring questionnaire evolutions and benchmarking of scores; • Organisation of ESG roadshows and meetings with investors, and direct dialogue on sustainability issues with investors; • Environmental EU Taxonomy annual disclosure and active monitoring of the evolutions on the EU Taxonomy regulation and ESG ratings; and • Regular back-testing of asset eligibility to Green Bond criteria and monitoring of green loan KPIs' performance levels.	• Public and externally verified reporting on Green Bonds allocation sustainability criteria (KPIs) and amount of Green Bonds allocated (monetary value); • Supply to lenders of annual external audit reports on Sustainability-linked covenants; and • Scores of extra-financial ratings (e.g. Carbon Disclosure Project (CDP), Global Real Estate Sustainability Benchmark (GRESB), etc.).	**Obtain access to green financing instruments. Improve and demonstrate the environmental quality of assets (environmental certifications, carbon footprint, accessibility, etc.)**
Responsible supply chain	• **Non-compliance of Group supply chain actors (tier 1 or beyond) with environmental or social regulations and standards of their profession** References: *2.3.3.3 Supply chain management* *2.2.2 Design sustainable buildings - Sustainable construction* *2.2.2.3 Construction materials - A responsible supply chain*	• Identification and quotation of environmental, social and ethical risks inherent to all the Group purchasing categories (Group supply chain sustainability risk mapping), to design tailored mitigation action plans; • Development of a supplier responsible purchasing charter • Procedure for screening business partners; • Group Code of Ethics applicable to all contractors; • Whistleblowing procedure made accessible to all contractors; • Onboarding process of main service providers on the Group's sustainability engagements; • Group purchasing conditions and standard contracts, including environmental and social terms, such as complying with International Labour Organisation ("ILO") conventions and local labour laws in Europe; • Group Considerate Construction Charter applicable for all development projects describing the Group's requirements and recommendations to optimise worksites' environmental quality; • For development projects, compliance of providers to professional standards ensured through the tender process, the contract documents, and the monitoring of compliance by the operations supervisor, with sanctions in case of non-compliance, according to severity (formal notice, penalties or dismissal); and • Policy to use 100% timber from certified, sustainably managed forests with the Forest Stewardship Council ("FSC") or the Programme for the Endorsement of Forest Certification ("PEFC") certifications in development, extension and renovation projects, for both works and building structure.	• Direct information to all the Group's main service providers on its Better Places 2030 sustainability strategy, to kickstart an onboarding process; and • Number and percentage of development projects that implement a Considerate Construction Charter.	**Onboard stakeholders along the Group's value chain in its sustainability strategy**

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2022 results)	Opportunities
Responsible supply chain *(continued)*	• Sustainability-related controversies related to tenants affecting asset, Group or brand image References: *2.3.4.2 Open dialogue with tenants and visitors* *2.3.5 Promote responsible consumption* *2.3.3.2 Support local entrepreneurship* *2.2.3.3 Green leases and tenant commitments*	• Strengthen communication with tenants and visitors (e.g. sustainability meetings with tenants, satisfaction surveys, sustainability customer satisfaction surveys conducted and analysed in shopping centres to improve their sustainability perception, etc.); • Reflecting consumer trends in tenanting mix, and notably increasing sustainable and healthy alternatives in the shopping centres; • Support entrepreneurship and local/innovative concepts; • Signing voluntary and contractual agreements on sustainability issues with tenants; and • Initiatives led in collaboration with tenants to raise visitors' awareness of the environmental and social impact of consumption choices.	• Percentage of Green leases signed among new leases and active leases.	Onboard stakeholders along the Group's value chain in its sustainability strategy
Human capital	• Non-engagement of employees and employee turnover rate increase References: *2.4.1.1 Talent development and career management 2.4.1.2 Training 2.4.1.4 Compensation and benefits 2.4.2 Working Together 2.4.3.1 Employee commitments and sustainability 2.4.3.2 Wellbeing 6.2.2.3 B. Recruitment, retention and succession plan*	• Frequent employee consultations and engagement surveys to design and implement action plans to make URW a great place to work; • Ambitious people-oriented policies on work-life balance, wellbeing, diversity and inclusion, and a sustainable work environment ("Work Greener"); • Enhanced Group policy for flexibility at work (up to 2 days homeworking, flexi work and family friendly policies); • Structured and comprehensive benefits policy (stock-options and performance shares, Company Saving Plan, health plans) in line with market practice; • Monitoring continued attractiveness of compensation and benefit packages; • Global people Performance review, including yearly 360° feedback for all employees; • Providing permanent learning and development opportunities (e.g. URW Academy learning platform, international mobility, cross-functional mobility); • Shared "Together at URW" corporate values embedding the Group's culture; • "Be You at URW" corporate framework and regional networks embedding the Group's commitment to diversity and inclusion; and • Roll-out of "Your Wellbeing" framework to all employees supporting healthy culture, minds and bodies.	• Turnover rate; • Percentage of employees who were promoted; • Percentage of employees who made a lateral career move; • Percentage of URW countries that implement employee wellbeing and Work Greener programmes; and • Employee engagement rate in the Group URW volunteering programme.	Engage employees in the Group's strategy
	• Lack of attractiveness for employees/loss of key competencies for the execution of the Group's strategy References: *2.4.1.2 Training* *2.4.1.1 Talent development and career management* *6.2.2.3 A. Recruitment, retention and succession plan*	• Developing and supporting URW's "employer brand"; • Highly successful International Graduate Programme ("IGP"); • Global People Performance review including yearly 360° feedback for all employees; • Global succession planning process; • Strong co-optation programme and partnering with the best head-hunting firms to regularly map best external talent; • Providing permanent learning and development opportunities (e.g, URW Academy learning platform, international mobility, cross-functional mobility); and • Leadership and management programmes.	• Average number of training hours per employee; • Employee recruitment rate; and • Percentage of employees that conducted an international mobility assignment.	Attract the best talent for the Company

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Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2022 results)	Opportunities
Human capital *(continued)*	• **Lack of profile diversity (innovation, long-term management and decision making)** References: *2.4.2.2 Diversity and Inclusion* *2.4.2.1 Together at URW* *2.4.1.2 Training* *2.4.1.4 Compensation and benefits* *6.2.2.3 A. Recruitment, retention and succession plan*	• Enhanced diversity and inclusion in URW senior management, with a minimum 40% share of women target by 2025; • URW's equal opportunity statement included in ptimizati HR policies relating to recruitment practices, compensation and benefits, talent review, and learning and development; • Group 'Be You at URW' framework to embed the Group commitment to increase diversity and inclusion; • 'Be You at URW' networks represented in all regions, raising awareness and engaging employees on diversity and inclusion; • Shared 'Together at URW' corporate values supporting the ambition to unite diverse teams; • Group-wide 'Supporting Inclusion at URW' unconscious bias training rolled out to employees in all regions including newcomer learning path; • Development of international Group culture (e.g. international, mobility, cross-functional mobility, IGP programme); and • Group Code of Ethics and whistleblowing procedure with a zero-tolerance principle for discrimination or harassment; • Promotion of a European Diversity Charter to fight all forms of discrimination; and • Disability inclusion awareness training offered to employees in some regions.	• Percentage of women in employee headcount; • Proportion of senior management level positions held by women; and • Percentage of conversion of apprenticeships to permanent contracts.	**Diversify skills and competency profiles in the Company**
Local acceptability	• **Slowing local economic development and affecting local jobs (local acceptability)** References: *2.3.2 Promoting community resilience 2.3.3.1 Socio-economic impact* *2.3.3.2 Support local entrepreneurship* *2.3.4 Engaging with local stakeholders*	• Extensive public consultations held for all development and extension projects; • Community resilience framework rolled out and action plans designed in all assets; • Building long-term partnerships with local stakeholders (residents, public authorities, and associations); • Measurement and enhancement of the direct and indirect socio-economic impact of the Group's assets; • Supporting employment through the URW for Jobs programme, rolled out in all locations where the Group operates and through specific initiatives organized in partnership with local institutional employment agencies, industries, and schools; and • Empowering entrepreneurship, supporting business creation and retail innovation (e.g. space provision, exposure to customers, long-term partnerships, financial support, participation to entrepreneurship networks, mentorship, etc.).	• Percentage of assets with a Community Resilience Action Plan; • Percentage of Flagship assets that support local entrepreneurship; • Number of people that integrated a job or a qualifying training certification through the URW for Jobs programme; • Total hosted jobs by the Group and its stakeholders (socio-economic footprint study); • Amount of local taxes and social contributions paid by the Group by region; and • Percentage of Flagship assets that had a partnership with a charity or NGO (non-governmental organisation) for at least 2 years.	**Create local jobs** **Foster local economic development** **Create social link**

Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2022 results)	Opportunities
Environmental pollution	• Water, soil and air pollution linked with the development and operation of assets References: *2.2.3.7 Health and safety, security and environmental risk and pollution* *2.2.2.1 Environmental Management System (EMS) - Sustainable construction*	• Soil decontamination when relevant during works on development and existing sites; • Group Considerate Construction Charter applicable to all new development, renovation and extension projects, with requirements to minimise pollution for the contractors working on site, the neighbouring area and the natural environment; • Inspection and continuous maintenance and improvement of existing buildings and technical equipment liable to have an impact on the environment or on personal safety (including air and water quality, soil and air pollution); and • Annual third-party audits of health, safety and environmental risks conducted at asset level on the European portfolio and associated action plans.	• Monetary value of fines for environmental breaches (operations) (€); • Total number of non-monetary sanctions for environmental breaches (operations); and • Percentage of assets in operation that obtained an A or B annual score in their Health and Safety and Environmental third-party risk assessment.	Contribute to optimising the exploitation of material flows in operations and developments
	• Not identifying/controlling existing pollutions in development projects References: *2.2.2.1 Environmental Management System (EMS) - Pollution and environmental risk management* *2.2.2.1 Environmental Management System (EMS) - Pollution Prevention*	• Pre-acquisition due diligence process, including environmental risks and soil pollution; and • Soil decontamination for works on development and existing sites.	• Expenses in site controlling decontamination (€) and volumes of soil concerned (m^3).	
Energy and greenhouse gases	• Limited availability and increase in prices of fossil fuels References: *2.2.3.4 Energy management* *2.2.1.2 Carbon assessment - Focus on Scopes 1 and 2 emissions from the operation of buildings* *2.2.3.3 Green leases and tenant commitments* *2.2.3.1 Environmental Management System (EMS) - EMS for existing assets* *2.2.2.1 Environmental Management System (EMS) - Energy and Carbon* *2.2.2.3 Construction materials*	• Energy efficiency targets and energy management action plans in all standing assets, involving daily energy optimisation actions as well as investments in energy efficient equipment, including specific targets and actions to face the energy crisis in 2022; • Environmental management system to improve environmental performance of assets; • Shift towards electricity supply from renewable energy sources for all assets; • Development of on-site renewable energy production capacity; • Lifecycle assessments of development projects to reduce the amount of materials used and their carbon footprint; and • Engaging with stakeholders to improve energy efficiency and source renewable energy: tenants and suppliers (e.g. Green leases, PPA contracts, and energy performance contracts with maintenance providers).	• Energy intensity per area or use (KWh/sqm and KWh/sqmDOCC); and • Carbon intensity linked with energy consumption of standing assets (Scopes 1 & 2 emissions) per area or use ($kgCO_2$ eq/sqm and gCO_2 eq/sqm DOCC)	Improve energy efficiency and develop renewable energy use

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Themes	Risks	Summary of associated policies and actions plans	Associated main performance indicators (2022 results)	Opportunities
Energy and greenhouse gases *(continued)*	• **Increased regulation of building energy efficiency** References: *2.2.3.4 Energy management* *2.2.3.3 Green leases and tenant commitments* *2.2.3.1 Environmental Management System (EMS) - EMS for existing assets* *2.2.2.1 Environmental Management System (EMS) - Energy and Carbon* *2.3.3.3 Supply chain management*	• Energy efficiency targets and energy management action plans in all standing assets, involving daily energy optimisation actions as well as investments in energy efficient equipment; • Environmental management system to improve environmental performance of assets; and • Engaging with stakeholders to improve energy efficiency: tenants and service providers (e.g. Green leases, and energy performance contracts with maintenance providers).	• Energy intensity per area or use (KWh/sqm and KWh/sqm DOCC); • Financial impact resulting from variations in energy consumption (€); and • Percentage of Green leases signed among new leases and active leases.	**Increase operational efficiency through improved energy efficiency**
Governance	• **Lack of resources/ownership for managing sustainability risks and strategy** References: *2.4.3 Inspiring our people* *2.1.5 Governance of sustainability* *2.1.4.4 External assurance* *2.2.2.2 Environmental certifications of buildings under development* *2.2.3.2 Environmental certifications of buildings during the operation phase*	• Sustainability agenda defined and overviewed at the highest governance levels: Group Executive Officer (CEO), Management Board (MB) and Group Executive Committee, and the Supervisory Board (SB); • Integration of the sustainability agenda in core business processes: due diligence process, environmental management system for both development projects and existing assets, sustainability information integrated in asset budget reviews, sustainability objectives set for all employees in the assessment process of individual performance, sustainability training module rolled out to all employees; • Alignment of initiatives, action plans and targets with the sustainability programme in all departments (leasing, HR, development, operations, etc.); • Dedicated sustainability team responsible for overseeing and supporting the implementation of the Group sustainability strategy; • Specific Group sustainability governance with committees involving top management and operational managers in all business lines; and • Effective implementation verified through external audits and certification schemes.	• Percentage of Group employees with annual sustainability individual objectives.	**Enhance the Group's reputation as a trusted and responsible partner, and seize sustainability opportunities**

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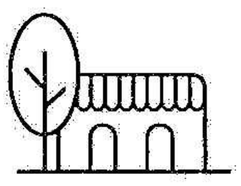
2.1.3 PRIORITIES OF THE GROUP SUSTAINABILITY STRATEGY

2.1.3.1 BETTER PLACES 2030

Since 2007, URW has defined an ambitious sustainability strategy. Between 2006 and 2015, URW had already achieved a cumulative reduction of 33.8% of its energy intensity and 65.1% of its carbon intensity. In 2016, the Group took up a new long-term challenge, with its Better Places 2030 programme. In doing so, the Group was the first listed real estate company to incorporate sustainability in its entire value chain and address the wide scope of indirect carbon emissions resulting from construction works, transportation of visitors and employees, and energy consumption by tenants.

In 2019, the Group's sustainability strategy, Better Places 2030, was extended to the new regions of the Group and to a broader scope of topics. While URW's agenda on fighting climate change remains central, Better Places 2030 also onboarded new environmental and societal challenges like responsible consumption and the circular economy, but also critical social responsibilities on diversity and inclusion, and employee wellbeing. Better Places 2030 relies on an efficient sustainability governance structure allowing decision making at the appropriate level within the organisation and covering all geographies (presented in section 2.1.5.2 Governance of sustainability and of the Better Places 2030 programme), and sustainability-related risks are included into the Group Risk Management Framework. Better Places 2030 builds on the conclusions of the materiality analysis, market trends to 2030 and the analysis of sustainability risks. It addresses the main challenges facing commercial real estate: moving towards a low carbon economy and sustainable mobility, fully integrating the Group's business activities within local communities, and empowering teams on sustainability and diversity.

Better Places 2030 rests on 3 pillars as outlined below:

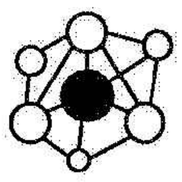


BETTERSPACES

CUT CARBON EMISSIONS ACROSS OUR VALUE CHAIN BY -50%

-50%

CARBON EMISSIONS ACROSS OUR VALUE CHAIN BY 2030(1)

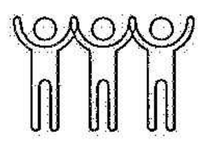


BETTERCOMMUNITIES

BE A CATALYST FOR GROWTH WITHIN THE COMMUNITIES IN WHICH WE OPERATE

€20Mn

OF SOCIAL VALUE GENERATED BY URW COMMUNITY-ORIENTED PROGRAMMES IN 2022



BETTERTOGETHER

EMPOWER OUR PEOPLE TO BECOME SUSTAINABILITY & DIVERSITY CHANGE-MAKERS

100%

GROUP EMPLOYEES WITH YEARLY INDIVIDUAL SUSTAINABILITY OBJECTIVES FROM 2020 ONWARDS

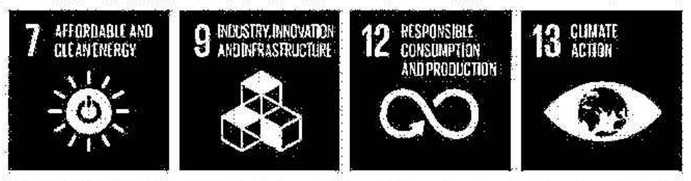
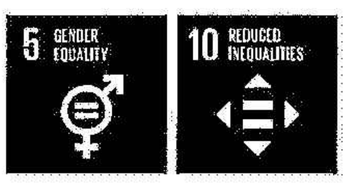
(1) Baseline 2015.

In order to lead this transformation, Better Places 2030 is structured in a detailed and actionable set of sub-targets, detailed in the sustainability section of URW's website(1). The 2022 performance results linked with these targets are presented in section 2.1.4.1 Summary of the Group's sustainability performance. Better Places 2030 and its associated performance indicators have been recognised by key non-financial rating agencies, which rank the Group among the most sustainable companies in commercial real estate (see section 2.1.4.2 Results of non-financial ratings and indices).

(1) See the Better Places 2030 brochure at https://www.urw.com/en/csr/csr-documents

Better Places 2030 contributes to the United Nations' Sustainable Development Goals (SDGs) as outlined below:

– CONTRIBUTION OF BETTER PLACES 2030 TO THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

Pillars	Ambitions	SDGs
BETTER SPACES Cut carbon emissions across our value chain by -50%	**Design sustainable buildings** Minimise the environmental impact through innovative design and construction	
	Improve eco-efficiency Collaborate with our tenants and contractors for efficient resource use	
	Develop connectivity and sustainable mobility Ensure access to public transport and sustainable mobility	
	Integrate nature and biodiversity Contribute to greener cities by protecting biodiversity	
BETTER COMMUNITIES Be a catalyst for growth within the communities in which we operate	**Expand local economies** Foster sustainable local economic development	
	Engage with local stakeholders Support local partners	
	Promote responsible consumption Promote healthier and more responsible consumption	
BETTER TOGETHER Empower our people to become sustainability and diversity change-makers	**Bring together** Promote diversity and inclusion throughout the organisation	
	Empower Develop and train talent	
	Inspire Make Sustainability a core part of our corporate culture	

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2.1.3.2 BETTER EVENTS 2030 – VIPARIS SUSTAINABILITY STRATEGY

Viparis is a real estate venues and services company owned jointly with the Chamber of Commerce and Industry of Paris Île-de-France ("CCIR"), and which is fully consolidated by URW. This activity is exclusively located in France and operates the Group's Convention & Exhibition venues (See section 1.4 Business overview).

With more than 10 million visitors annually, 800 events and 12 sites[1], Viparis integrates sustainable development in its values and strategy. This commitment is acknowledged in its ISO 20121 certification, the leading international standard for the events sector, which has been enforced at all its sites since 2014. In 2017, in line with the Better Places 2030 programme, Viparis decided to step up its sustainability policy by launching its "Better Events Viparis 2030" strategic plan. This sustainability policy has been revised in 2021, outlining Viparis' major issues and commitments for the coming years and revolves around 3 pillars referring to the pillars of sustainability:

1. Better for the Environment: With a target of reducing both its carbon and ecological footprints, Viparis aims to build and operate sustainable buildings that respect nature and its resources, and supports the accessibility of its sites via sustainable transport means and optimised logistics solutions;
2. Better Heritage: Viparis ensures that each event leaves a positive legacy by offering an increasing number of sustainable services as it joins forces with local and like-minded partners; and
3. Better at Heart: Viparis is committed to cultivating and valuing its employees, but also to embracing diversity. Viparis' sustainability initiative also engages all employees.

With this ambition, Viparis aims, as an industry leader, to play a key role in transforming industry practices to achieve greater sustainability. These commitments allow Viparis to participate in the UN's SDGs and to do its part on its own scale. The Viparis sustainability policy is set out in a dedicated document, available on Viparis' website's sustainable development section: www.viparis.com.

(1) Carrousel du Louvre and the CNIT are mixed-use assets with both Convention & Exhibition and Retail areas, which reporting figures have all been reported under the retail category; and there are 2 marketing sites (La Serre and Paris Convention Centre) which are part of the Paris Porte de Versailles asset and included in its reported data (see section 2.6.1 Unibail-Rodamco-Westfield's reporting methodology).

2.1.4 SUMMARY OF THE GROUP'S SUSTAINABILITY ACHIEVEMENTS

2.1.4.1 SUMMARY OF THE GROUP'S SUSTAINABILITY PERFORMANCE – BETTER PLACES 2030

This section includes the main targets of Better Places 2030 only. The sub-targets tied to the operational roll-out and their associated progress are described in the next sections (2.2 Better Spaces, 2.3 Better Communities and 2.4 Better Together).

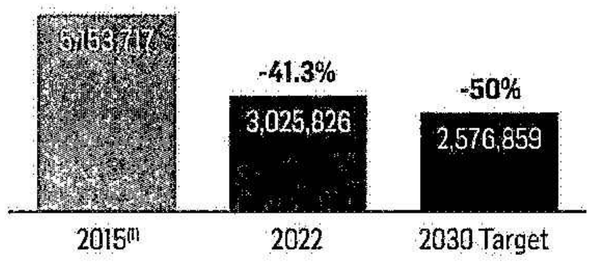
Pillar 1 BETTERSPACES

Performance Progress
- Achieved
- In progress
- Not achieved

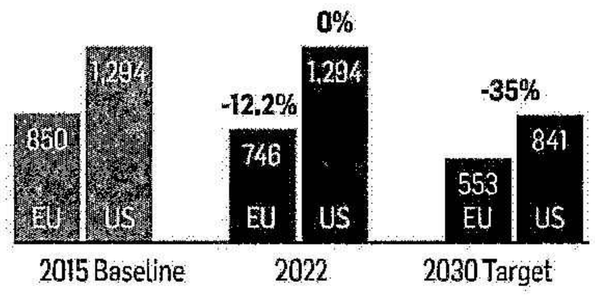
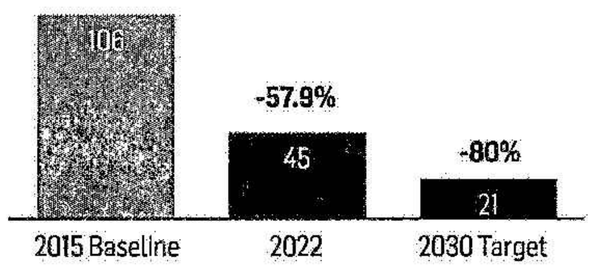
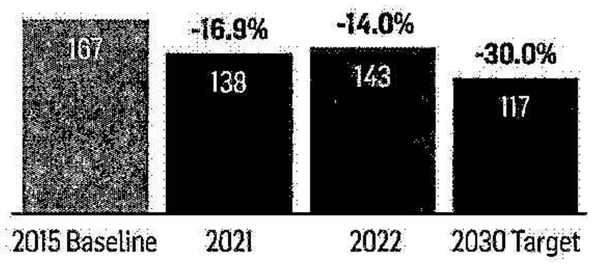
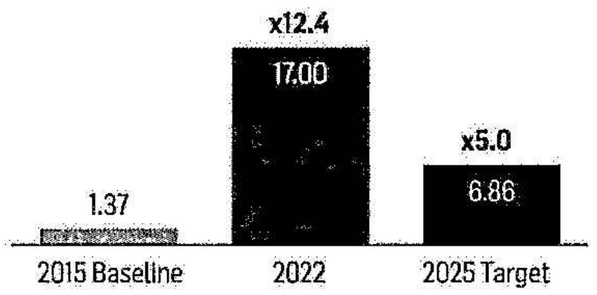
KEY TARGET

Cut carbon emissions across our value chain by **-50% by 2030.**

PERFORMANCE



TCO_2eq – % variation vs. baseline

TARGET	PERFORMANCE
Reduce emissions from construction by **-35% by 2030.**	
100% development projects to integrate a circular economy design solution by **2025.**	The requirement for the integration of circular economy design solutions in the development projects has been added in the Group Sustainability Brief in 2020 and will be closely monitored through a dedicated assessment tool.
100% development projects to include long-term climate risks, while minimising resource use and maintaining user comfort by **2025.**	
Reduce emissions from operations by **-80% by 2030.**	
Improve the energy efficiency of our assets by **30% by 2030.**	
Multiply the installed capacity of on-site renewable energy **five-fold by 2025.**	

$kgCO_2eq/sqm$ – % variation vs. baseline

% development projects

The requirement for the study of climate risks faced by development projects has been added in the Group sustainability brief in 2020 and will be closely monitored through a dedicated assessment tool.

$kgCO_2eq/sqm$ – % variation vs. baseline

kWh/sqm – % variation vs. baseline(1)

MW – Capacity multiplier vs. baseline

(1) Corrections have been made to the 2015 baseline and 2030 targets figures (for more details: 2.6.1.5 Continuous improvement of definitions and data quality improvement).

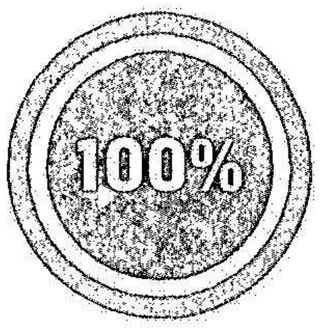
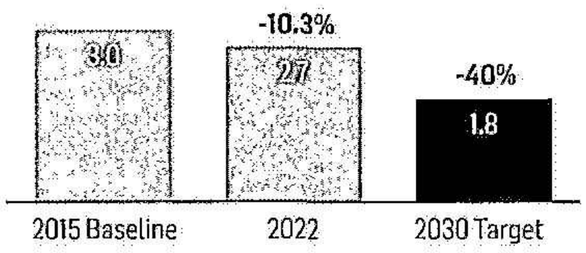
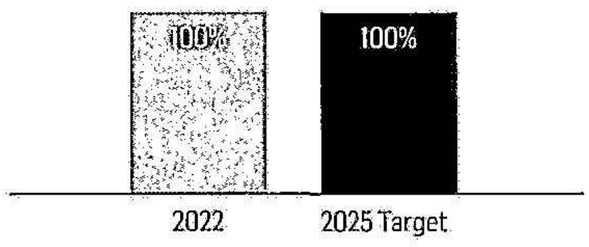
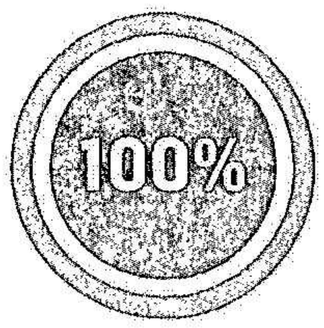
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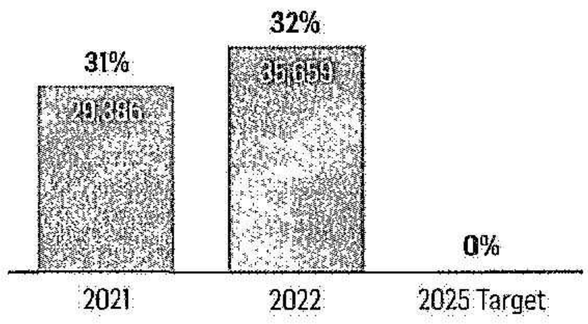
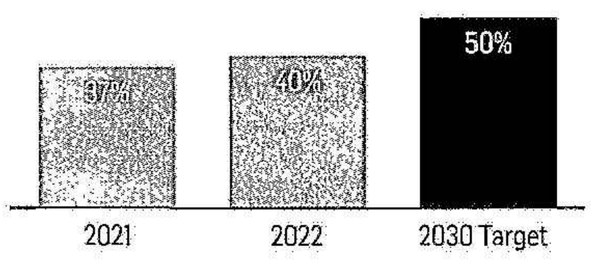
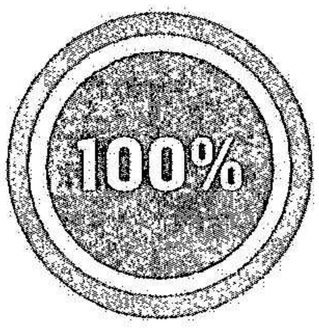
Performance Progress

●●○ Achieved

●○○ In progress

○○○ Not achieved

TARGET	PERFORMANCE
100% of our assets to include a climate change risk plan by **2022.**	 % of assets Based on the Group risk assessment of long-term climate change risks delivered in 2022, 100% of the Group most exposed assets have done specific climate change adaptation plans.
Reduce emissions from transport by **-40% by 2030.**	 $kgCO_2eq/visit$ - % variation vs baseline
100% development projects significantly connected to public transport solutions by **2025.**	 % of projects
100% standing assets with high biodiversity stakes to implement a biodiversity action plan by **2022.**	 % of standing assets

TARGET	PERFORMANCE
Aim to send **zero waste** to landfill by **2025.**	 Metric tonnes - % of total waste
50% of visitors to access Group assets by sustainable means of transport by **2030.**	 % of visitors
Develop a Group Biodiversity Strategy by **2020.**	The Group Biodiversity Strategy has been developed in 2020 with, in addition to the two existing commitments, a new one on having 100% new development projects to achieve a biodiversity net gain by 2022.
100% development projects to implement a biodiversity action plan by **2022.**	 % of development projects

Performance Progress

●●● Achieved

●●○ In progress

●○○ Not achieved

Pillar 2 BETTERCOMMUNITIES

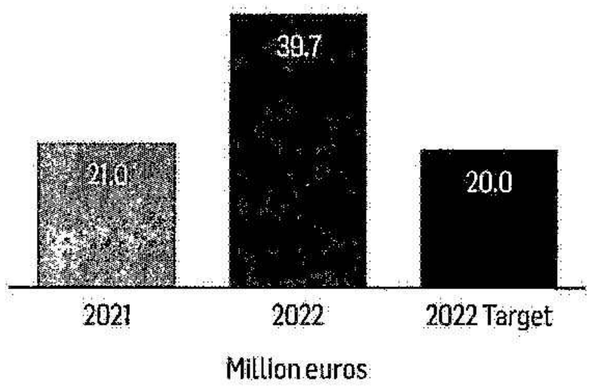
KEY TARGET

At least **€20 Mn** of social value generated through community oriented programmes each year.

●●●

PERFORMANCE

NEW



TARGET

100% of Flagship assets to support local entrepreneurship through commercial partnerships and regional networks by **2022.**

●○○

PERFORMANCE

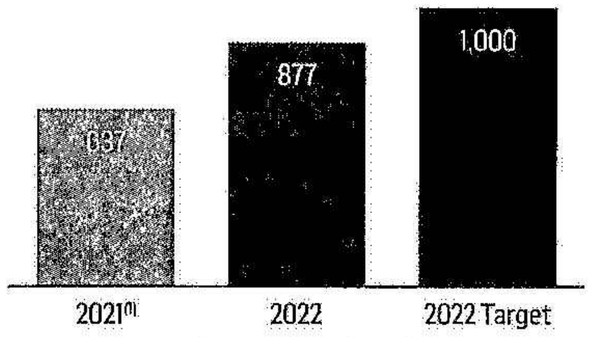


TARGET

1,000 people to integrate a job or a qualifying training certification through the URW for Jobs programme from **2020** onwards.

●●○

PERFORMANCE



100% of Flagship assets to support at least one local charity or NGO-sponsored long-term project (>two years) by **2022.**

●●○



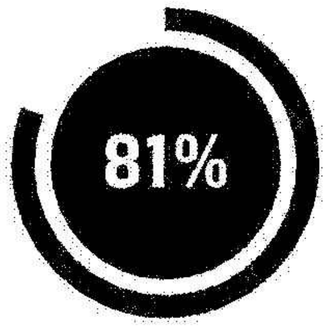
Collaborate with tenants to increase transparency of brands on health and sustainability, and to expand healthy and sustainable alternatives in **100%** of Flagship assets by **2025.**

●●○

The Group pursued the integration of sustainable brands (brands integrating sustainability as heart of their processes and products) in its portfolio to enrich its alternative sustainable offer. In parallel, concrete discussions with retailers were undertaken (Viparis) on their sustainability policies, for the Group to engage and support their efforts when relevant.

100% of Flagship assets support and promote at least one sustainable consumption initiative by **2022.**

●●○



(1) Several shopping centres did not conduct URW for Jobs in 2021 due to the COVID-19 pandemic (closures and cancelled job events in line with governmental health and safety restrictions).

Performance Progress

●●● Achieved

●●○ In progress

●○○ Not achieved

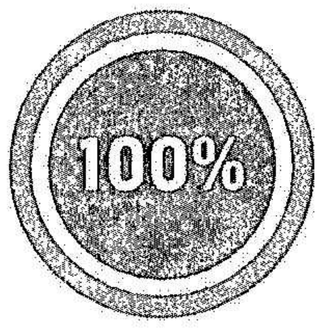
Pillar 3 BETTERTOGETHER

KEY TARGET

100% of Group employees with individual sustainability objectives.

●●●

PERFORMANCE



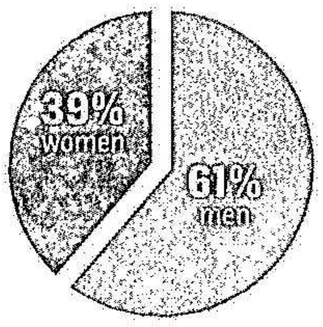
2022[1] – % of employees

TARGET

Achieve a **60/40** gender balance by **2025** in senior management roles.

●●○

PERFORMANCE



2022 – % of women and men in senior management roles

TARGET

Improve employee engagement on Diversity and Inclusion.

●●○

PERFORMANCE

The Group Employee Pulse Survey was rolled out to all employees, with **65%** of respondents strongly stating that URW is committed to diversity and inclusion. The survey is rolled out each year.

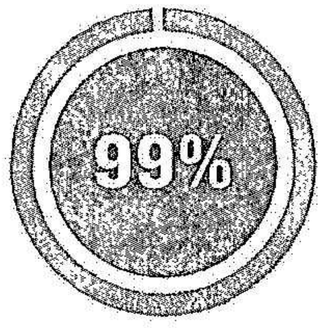
Develop and roll-out Group-wide leadership and management programmes integrating sustainability by **2022.**

●●●

In 2022, URW hosted a Leadership Working Session for the Top 100 Senior Leader population. This full 2-day programme focused on sustainability and included a deep dive into the impact of climate change, carbon net zero, sustainable design and construction, and sustainable consumption.

100% of Group employees to have participated in sustainability training by **2022.**

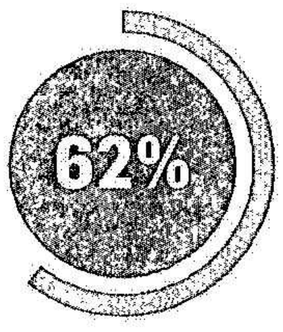
●●●



In 2022, 99% of employees participated in sustainability training, including a new e-learning on the Group's "Better Places 2030" sustainability strategy, and sustainability training on specific topics including Construction Carbon Footprint.

100% of Group employees take part in the URW Volunteering Programme annually from **2020** onwards.

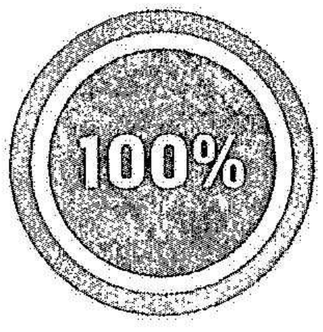
●●●



2022 – % of employees

100% of our countries to implement Work Greener and employee Well-being programmes from **2020** onwards.

●●●



2022 – % of countries

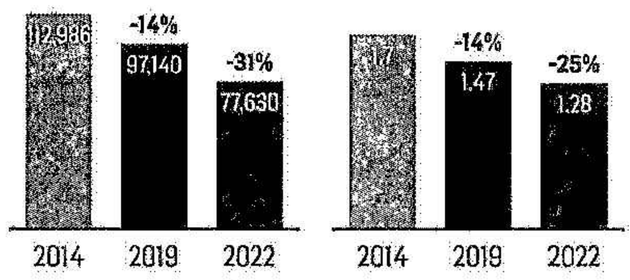
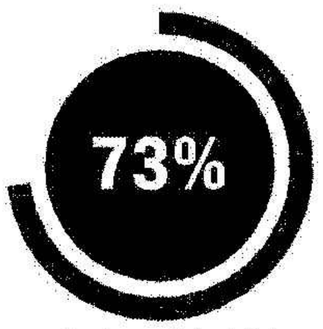
(1) All employees having formalised objectives in the Group Human Resources performance assessment tool.

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– BETTER EVENTS 2030 (VIPARIS)

BETTER FOR THE ENVIRONMENT

TARGET	PERFORMANCE
Reduction of GHG emissions.	Signatory of the **Net Zero Carbon Events** Pledge. Accompaniment on a mission to determine carbon objectives in line with the SBTi methodology.
Build and operate sustainable buildings. **-35%** in the carbon footprint for the construction of new development projects in 2030 compared to 2016. **100%** of new buildings being environmentally certified.	Baseline currently being revised. Hall 3 Paris Le Bourget: **786 kgCO$_2$eq./sqm**(3) according to an end-of-construction life-cycle analysis. **2 new hotels** certified HQE (excellent level) and Effinergie+ in 2022.
Respect nature and its resources. Fight against food waste.	**100%** of catering partners and food outlet concessionaires with a solution to redistribute consumable food products and biowaste management included in their contract.
Support green mobility. Reduction of logistics carbon footprint.	Off-site logistics(5): In 2022, **20 events** with full off-site logistics. **546 light vehicles** were grouped into **66 semis**, i.e. 1 semi for 8 light vehicles on average. **480 fewer vehicles** arriving at the Palais des Congrès de Paris.

TARGET	PERFORMANCE
Build and operate sustainable buildings. **30%** reduction in energy intensity in 2025 compared to 2014(1). **-15%** reduction of the off-production energy consumption in 2025 compared to 2019.	 % variation vs baseline(2) Definition of an energy sobriety plan, under deployment.
Respect nature and its resources. Reduce and valorize waste (**70%** recycling rate in 2030 on the perimeter managed by Viparis).	 Rate of material waste recovery Rate of global waste recovery 2022 – % of waste(4) In 2022, the rate of energy recovery (excluding waste to landfill with energy recovery) is 44% compared to 11% in 2019.
Respect nature and its resources. Re-introduce biodiversity.	Signatory in 2022 of the **Paris Climate Action Biodiversity Pact**. **100%** of venues with a biodiversity stake implementing Viparis' Biodiversity charter (including 0 phytosanitary products).
Support green mobility. Reduction of visitors' mobility carbon footprint with **80%** of visitors arriving via sustainable transport means.	 Visitors coming by sustainable transport(6) WiFi questionnaire on visitor transportation: 114,193 respondents between Sept 22 and Dec 22.

(1) The energy intensity ratio indicator is more relevant with the event sector activity back to normal in 2022.
(2) The energy intensity ratio indicator and energy consumption indicator are calculated based on energy consumption and square meters per day of occupation of a calendar year (from January to December). Espace Grande Arche has been removed from this calculation due to its operation by a lessee for a long period of time.
(3) Floor area.
(4) Considering the 2020-2021 context, recycling rates were not very representative. Therefore, they are not mentioned here. Excluding Le Bourget venue.
(5) Off-site logistics implemented at The Palais des Congrès de Paris allowing grouped shipments and cleaner transport between the off-site storage facility and our venue.
(6) Metro, public transport, bicycle, pedestrian, shuttle.

BETTER HERITAGE

TARGET	PERFORMANCE
Offer sustainable services.	Definition of the **"IMPACT programme"** to develop new sustainable services. Elaboration of a document **"Accompanying the responsible event"** listing the sustainability solutions of our sites and services for our clients and training of **100%** of the sales teams, project managers and exhibitor service team.
Work with responsible partners.	**Evolution** of the weighting of sustainability in the evaluation of tenders (15% weighting in notation). Mission carried out to **develop purchasing in protected sectors** *and structures for integration.* **One buyer** trained in responsible purchasing, and **100% of buyers** trained internally in 2023 targeted. **50%** of our tenders in 2022 have integrated sustainability clauses. **100%** of referenced caterers certified ISO 20121.
Involve local stakeholders.	3 venues in partnership with associations for the reception of Ukrainian refugees and the collection of food(1). 6 leisure centres participated for biodiversity awareness (Paris Nord Villepinte); 50 children(2). 9 new startups at the French Event Booster (incubator at Paris Expo Porte de Versailles) in 2022.

BETTER AT HEART

TARGET	PERFORMANCE
Enrich the employee experience.	**85%** of the new employees trained in sustainable development in 2022. **43** participants in World Cleanup Day 2022. **95** participants in the Sustainable Development challenge; **90** participants in the "All Equals" challenge. Creation of a **conviviality space** at Paris Expo Porte de Versailles and deployment of canteens. Happy Trainees **Happy Trainees** label: fourth consecutive year (rating 4.45/5).
Cultivate our talents.	Implementation of a co-optation programme. New partnership with schools. Implementation of a monthly **meeting with the CEO** for newcomers. **More salary transparency** with a grading system. Creation of a new managerial community **"Viparis Management Team"**.
Embrace diversity. Promote gender equality. Welcome intergenerational experience. Develop inclusion of *people with disabilities.*	French equality index: **94/100** in 2022. **100%** of new employees under 30 years old mentored through an internal mentoring system. Signature of a disability agreement, approved by local administration, with a defined action plan. **26** participants in disability cooking workshops, as well as participation in a VivreFM radio with accompaniment by trainees with disabilities. Recruitment of a disabled athlete.

(1) Paris Nord Villepinte; Paris Expo Porte de Versailles; Palais des Congrès de Paris; Paris Le Bourget.
(2) Awareness-raising on biodiversity and insect hotels building.

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2.1.4.2 RESULTS OF NON-FINANCIAL RATING AND INDICES

URW again features in recognised extra-financial (ESG) performance indices. The Group's strong ESG ratings and assessments confirm and strengthen its position as an ESG leader in the industry in 2022.

– NON-FINANCIAL EVALUATIONS

The Group's ESG assessments by extra-financial rating agencies were updated in 2022:

- **GRESB:** in 2022, with a score of 90/100, the Group received a '5 Star' rating which recognises entities with the highest performance levels in the GRESB benchmark and placed in the top 20% of the benchmark.
- **CDP (formerly the Climate Disclosure Project):** URW was highlighted as a global leader on corporate climate action by global environmental impact non-profit CDP:
  - Achieving a place on the CDP Climate Change A List (score on a scale of A to D-) in 2022 for the fifth year in a row[1];
  - Being awarded a position in the Supplier Engagement Leaderboard in 2022 recognising the Group as a global leader for engaging with its suppliers on climate change (more details in section 2.3.3.3 Supply chain management);
- **MCSI ESG ratings:** In 2022, and for the ninth year in a row, URW obtained the highest rating of AAA (on a scale of AAA to CCC) in the MSCI ESG ratings assessment (last update in December 2022);
- **ISS ESG Corporate rating:** URW reconfirmed its B rating in November 2022 and received again the Prime status awarded to companies with an ESG performance above the sector-specific Prime threshold. URW also conserved its leader position in the first decile rank comparing its performance relatively with its industry peers;
- **Sustainalytics:** URW received an ESG Risk Rating of 4.7 and was assessed by Sustainalytics to be at "Negligible" risk of experiencing material financial impacts from ESG factors. URW's ESG Risk Rating by Sustainalytics places the Group at the second rank and in the first percentile of the Real Estate Industry group assessed by Sustainalytics, as well as at the seventh rank in the global rated universe (15,000+ companies). URW's management score of ESG issues assessed by Sustainalytics is strong (81.9/100) (last update in October 2021). URW has also been included in Sustainalytics' 2023 Top-Rated ESG Companies List across all segments (Global 50 Rated; ESG Industry Top-Rated and ESG Regional Top-Rated);
- **Moody's ESG solutions (formerly Vigeo Eiris):** In 2022, URW was rated 67/100 for its global ESG performance, positioning the Group at an advanced performance level, and ranked third in its sector (Financial Services - Real Estate);

– NON-FINANCIAL INDICES

In 2022, URW again features in a number of renowned ESG indices, including:

- **Euronext ESG indices**, among which: World 120, Europe 120, Eurozone 120, France 20, CAC 40 ESG, Euronext CDP Environment ESG Eurozone, Euronext Green Planet France, Euronext Equileap Gender Equality Eurozone 100 (as confirmed in November 2022, for more details please see Euronext's website[2]);
- **The FTSE4Good Index series** (since 2005, updated FTSE4Good Index Review in June 2022);
- **The Solactive Europe Corporate Social Responsibility Index** and **the Solactive Global Corporate Social Responsibility Index** (formerly the Ethibel Sustainability Index Excellence Europe and the Ethibel Sustainability Index Excellence Global of which URW is part since 2011);
- The list of 'Top 10 Performers' of the **CAC 40® Governance index** (since the creation of the index in 2017, confirmed in December 2022);
- **ECPI® indices:** ECPI EMU Ethical Price Index, ECPI Euro ESG Index, ECPI Global ESG Gender Equality Index, ECPI World ESG Index (reconfirmed as of December 2022); and
- **MSCI indexes:** MSCI Global Green Building, MSCI World ESG Leaders, MSCI Europe ESG Leaders, MSCI France ESG Universal, and MSCI World Low Carbon leaders (confirmed in December 2022).

2.1.4.3 ALIGNMENT WITH SUSTAINABILITY REPORTING STANDARDS AND FRAMEWORKS

Since 2018, the Group issues its non-financial statement (French *Déclaration de Performance extra-financière*, ("DPEF")), in compliance with the transposition into French law (via decree no. 2017-1265 of August 9, 2017) of the European Directive of October 22, 2014, related to the disclosure of non-financial information.

URW's 2022 non-financial statement consists mainly of the present Chapter 2 "Sustainability" of the Group's 2022 Universal Registration Document (URD), completed with elements in Chapters 1 and 3 (business model and business ethics policies). Detailed components of the non-financial statement as required by the regulation are presented in a correspondence table in section 8.6.3 Cross-reference table of the management report.

In 2022, in compliance with the EU "Taxonomy" regulation, URW has published the share of its eligible and aligned activities. The European Taxonomy aims to establish a unified classification system for economic activities to determine whether these activities can be considered "environmentally sustainable" (or "green"). The eligible and aligned share of turnover, CAPEX and OPEX from URW activities are presented in section 2.5.1 EU Taxonomy regulation.

(1) https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Nasdaq/2022-12-1320221213-CDP-Press-release.ashx?revision=cea0aef0-b435-481c-9571-cb968bb7d0e4

(2) https://live.euronext.com/en/product/equities/FR0013326246-XAMS/market-information#index-weight-off-canvas

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Since 2018, the Group ensures its alignment with the latest industry guidelines for reporting non-financial information, updated by the CNCC the same year to ensure that the reporting done by commercial real estate companies complies with the regulatory requirements on non-financial disclosure and is comparable from one company to another.

The 2022 URW URD also complies with the Best Practices Recommendations on Sustainability Reporting ("sBPR") established by the European Public Real Estate Association ("EPRA"). For the eleventh time in a row, URW received the EPRA Gold Award in 2022 for completing its 2021 reporting in accordance with the EPRA Sustainability BPR.

Since 2013, URW follows the GRI guidelines. The 2022 URD has been prepared in accordance with the GRI Standards: Core option. URW's sustainability reporting also follows the Sustainability Accounting Standards Board (SASB) dedicated sustainability accounting standard for Real estate.

The 2022 Group's non-financial statement is also in line with the recommendations of the TCFD. URW is an official supporter of the Financial Stability Board's ("FSB") TCFD since 2020, recognising the importance of increasing transparency of climate-related risks and opportunities, promoting more informed financial decision-marking and building a more resilient financial system.

Cross-references tables of the Group's 2022 sustainability reporting with EPRA, GRI and SASB frameworks, as well as with the TCFD's core elements of climate-related financial disclosures, are available in the sustainability section of the Group's website (https://www.urw.com/en/csr/csr-documents).

The Group's Better Places 2030 sustainability strategy is furthermore aligned with the UN's SDGs. Its contributions to the SDGs are detailed in section 2.1.3 Priorities of the Group sustainability strategy.

2.1.4.4 EXTERNAL ASSURANCE

In compliance with the applicable regulation on the disclosure of non-financial information (see section 2.1.4.3 Alignment with sustainability reporting standards and frameworks), the data and key performance indicators of the Group's non-financial statement are audited by an independent third-party verifier; see the assurance report in section 2.6.2 Independent third-party's report on consolidated non-financial statement.

In 2022, the audit included a comprehensive review of the data reported by a sample of 7 assets, representative of the Group's portfolio: Donau Zentrum, Metropole Zlicin, Bonaire, Centrum Chodov, Galeria Mokotow, Paunsdorf Center, and Ruhr Park. The indicators were audited with a limited level of assurance. A list of the indicators audited can be found in the auditors' report (section 2.6.2 Independent third-party report on consolidated non-financial statement).

The third-party verifier was also commissioned to carry out an audit on the annual reporting for the Green Bonds issued by the Group. This audit consists of verifying the compliance of funded assets with the set of eligibility criteria, concerning both their development and operation phases, which are defined in the Green Bonds Use of Proceeds (see section 2.5.3 Green financing (bonds)). The detailed reporting and assurance report are disclosed in section 2.5.3 Green financing (bonds).

2.1.5 GOVERNANCE OF SUSTAINABILITY

2.1.5.1 ETHICS AND INTEGRITY

URW's corporate governance, ethical conduct and risk management policies provide the necessary stability and reliability required for sustainable growth and performance. As a signatory to the UN Global Compact since 2004, the Group is committed to adopting, upholding and enacting within its sphere of influence the 10 universally recognised principles relating to human rights, labour laws, environmental protection and anti-corruption.

URW's governance structure is presented in Chapter 3 Corporate governance and remuneration. URW's Compliance policy, Code of Ethics and Anti-corruption programme are presented in section 3.4.1 Ethics and Compliance within the URW Group.

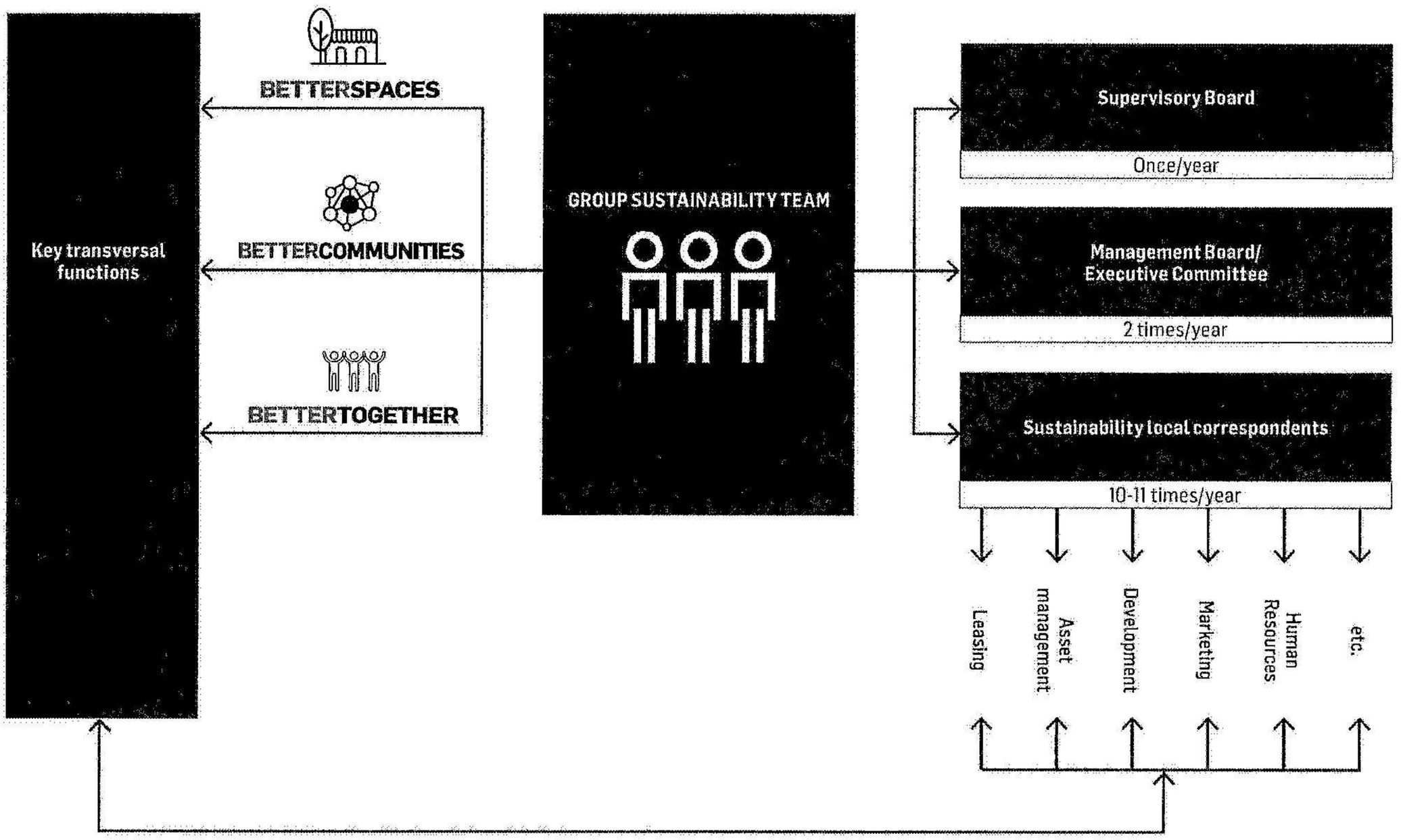
2.1.5.2 GOVERNANCE OF SUSTAINABILITY AND OF THE BETTER PLACES 2030 PROGRAMME

The sustainability governance and the Better Places 2030 programme are built around 2 priorities:

- Monitoring sustainability performance by ensuring that the objectives of the Better Places 2030 programme are fully integrated into the Group's business and decision-making processes; and
- Engaging all stakeholders and employees of the Group in order to collectively achieve the objectives of the Better Places 2030 programme.

As a key topic of Better Places 2030, climate change is fully integrated in the sustainability governance described hereafter.

OVERVIEW OF URW SUSTAINABILITY GOVERNANCE IN 2022



The sustainability governance is structured around the following bodies:

The Supervisory Board (SB), including its 2 committees (the Audit Committee and the Governance, Nomination and Remuneration Committee, GNRC) oversees the sustainability programme as part of its regular business reviews and discusses the sustainability strategy during its strategy sessions. In addition, the Audit Committee monitors sustainability as part of the Group risk management approach, as a non-financial risk factor (see section 6.1.2 Group Enterprise Risk Management framework).

The Management Board (MB) and the Executive Committee (EC) act as the Group Sustainability Steering Committee by defining the strategy and key Group policies, and by monitoring the implementation of the sustainability programme. They report on progress and results to the SB. The MB and EC are chaired by the CEO.

A dedicated sustainability team is responsible for overseeing and supporting the implementation of the Group's sustainability strategy across the organisation. This team develops tools and methodologies, and supports and trains Corporate and EU teams as well as the country/ regional teams. It shares best practices and measures sustainability performance to regularly report on results and progress achieved. The team is led by Clément Jeannin, Group Director of Sustainability, and is overseen by Sylvain Montcouquiol(1), Chief Resources and Sustainability Officer ("CRSO") and member of the Management Board.

(1) Reports directly to the CEO.

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The sustainability team leverages 2 key components of the Group organisation to deliver its mission:

- The Chief Operating Officers (COOs) of each region, in charge of coordinating the implementation of Better Places 2030 at regional level. COOs are allocated specific sustainability objectives at country level on all the pillars of the Better Places 2030 programme. They rely on sustainability local correspondents in each country to help following country sustainability performance and coordinate with the Group sustainability team; and
- Key transversal functions, in charge of providing relevant guidelines and functional support to regions and countries to implement areas of the sustainability programme, like the risk management and compliance team.

2.1.5.3 INTEGRATION WITHIN CORE PROCESSES

The sustainability approach is fully embedded into the key processes of URW, in line with the Group's strategic priorities and operational concerns. Relevant management processes have been set up at each stage of the business cycle, along with appropriate key performance indicators. For example:

- The URW due diligence process for asset acquisitions includes a complete audit of technical, regulatory, environmental and H&S risks, including soil contamination;
- The Group Enterprise Risk Management Framework ("ERM") includes climate change and sustainability risks: identified among the main risk factors, they are integrated in the risk management programme overviewed by the Group Risk Committee, which reports regularly to the Management Board and Supervisory Board (see section 6.1.2 Group Enterprise Risk Management framework for more details);
- Development projects are regularly reviewed in light of the Better Places 2030 targets;
- Managed assets have an environmental action plan, with annual performance reviews;
- The Internal Audit Department conducts regular assessments of the management and compliance processes in accordance with the rules set by URW within each business unit;
- All HR processes ensure the promotion of diversity and inclusion and well-being, and learning and development opportunities for employees are a top priority.
- The training path of all employees including new joiners includes relevant sustainability content and specific functions receive in-depth sustainability-related training tailored to their needs (see section 2.4.1.2 Training);
- Individual objectives of Group employees include sustainability objectives (see section 2.4.3 Inspiring our people for more details);
- The short-term incentive plan ("STIP") of the Management Board and Executive Committee as well as the long-term incentive plan ("LTIP") of all eligible Group employees specifically integrate sustainability-related performance criteria (see section 2.4.3.1 Employee commitments and sustainability for more details); and
- Standing assets and development projects 5-year business plans integrate sustainability components to ensure alignment with the Better Places 2030 targets.

2.1.5.4 RELATIONS WITH INVESTORS AND PROFESSIONAL ORGANISATIONS

– RELATIONS WITH INVESTORS

URW reports to investors on its ESG strategy and achievements via regular publications (annual results, periodical publications and news), direct answers to information requests, annual interactions with a targeted list of ESG rating and ranking providers, and through dedicated meetings. These meetings also enable URW to learn more on key areas of interest for investors on ESG topics. The Group's position in the various ESG indices and evaluations is outlined in section 2.1.4.2 Results of non-financial ratings and indices.

– RELATIONS WITH PROFESSIONAL ORGANISATIONS

As one of the leading listed commercial real estate companies worldwide, URW has the responsibility to encourage the industry as a whole to adopt more sustainable practices. The Group is a member of the European Public Real Estate Association ("EPRA"), and its Sustainability Committee. The mission of the EPRA Sustainability Committee is to "support the publicly listed real estate sector, through the EPRA platform, in playing its part in the global transition to an environmentally, socially and economically sustainable economy". URW's CEO is a member of the EPRA Board of Directors. URW is also a member of the EPRA Reporting & Accounting, as well as Regulatory & Taxation Committees. At Group level, URW is a founding member of the European Council of Shopping Places ("ECSP") since 2020 and a member of its Sustainability Working Group.

At regional or country level, the Group is a member of professional organisations such as, in France, the Council of shopping centres ("CNCC") and its sustainability group. URW is also a member of the French Association of Private Businesses ("AFEP"), and of the Sustainable Development Committee of the French listed property federation (Fédération des Entreprises Immobilières ("FEI")).

2.2 BETTER SPACES

2.2.1 ADDRESS CLIMATE CHANGE

2.2.1.1 CLIMATE CHANGE STRATEGY

As part of its sustainability strategy, Better Places 2030, the Group commits to cutting carbon emissions across its value chain by -50% between 2015 and 2030. This strong commitment marked a first in the listed commercial property industry by covering, in addition to its Scopes 1 and 2 emissions, the Group's Scope 3 emissions, including:

- Greenhouse gas (GHG) emissions generated in the construction of its development projects;
- GHG emissions due to the private energy consumption of its tenants; and
- Emissions due to transport of building occupants and especially visitors to the Group's shopping centres.

The Group's carbon reduction target between 2015 and 2030 breaks down into the following 3 complementary objectives:

- Reduce emissions from construction by -35% by 2030;
- Reduce emissions from operations by -80% by 2030; and
- Reduce emissions from transport by -40% by 2030.

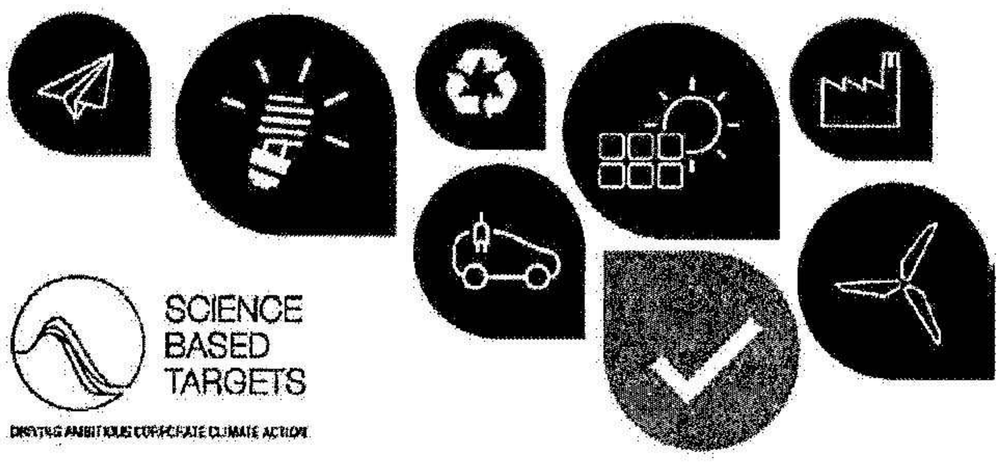
The carbon reduction targets of the Group cover all its activities (except airports and exhibition centres), and all countries where the Group operates.

In 2020, the Group's GHG emissions reduction targets (except the one for construction, which has not been submitted) have been approved by the Science Based Targets initiative (SBTi) as consistent with levels required to meet the goals of the Paris Agreement:

- The targets covering GHG emissions from the Group's operations (Scopes 1 and 2) are consistent with reductions required to limit warming to 1.5°C, the most ambitious goal of the Paris Agreement; and
- The targets for the emissions from the Group's value chain (Scope 3) meet the SBTi's criteria for ambitious value chain goals, meaning they are in line with current best practices.

Science-based targets are emissions reduction targets in line with what the latest climate science says is needed to meet the goals of the Paris Agreement: to limit global warming to well-below 2°C above preindustrial levels and pursue efforts to limit warming to 1.5°C.

WE'VE HAD OUR
SCIENCE-BASED TARGET APPROVED



In 2020, the Group also elevated its commitment to cutting carbon emissions across its value chain by -50% between 2015 and 2030, by switching it to an absolute target that measures the contraction of absolute emissions, instead of the "comparable value" relative approach used until 2019.

Achieving these objectives involves the active participation of all the Group's employees within their areas of responsibility and the contribution of the Group's stakeholders in driving change, mainly tenants, suppliers and service providers. It also relies on strong partnerships with large corporates and start-ups in order to accelerate the pace of transformation, particularly in the fields of low-carbon construction and new sustainable mobility solutions.

In 2022, the Group has been working on updating and securing all its carbon reduction trajectories and associated levers to consider, among other topics, both the latest internal methodologies and processes for carbon emissions calculations, and external decarbonation hypotheses (for transport, construction and operations). This work has been supported by external experts.

Changes in carbon performance with regard to the targets is presented in section 2.1.4.1 Summary of the Group's sustainability performance.

– REDUCE EMISSIONS FROM CONSTRUCTION BY -35% BY 2030

URW was the first company in commercial real estate to commit to significantly reducing its carbon emissions from construction on a broad scope. In concrete terms, reducing its carbon intensity by -35% between 2015 and 2030 means dropping from an average:

- In Europe (including the UK), of 850 $kgCO_2eq$[(1)]/sqm constructed[(2)] in 2015 to 552.5 $kgCO_2eq$/sqm on average by the end of 2030. The 2015 baseline has been built on the carbon intensity of greenfield/ brownfield projects under construction or delivered between 2012 and 2015; and
- In the US, of 1,294 $kgCO_2eq$/sqm constructed in 2015 to 841 $kgCO_2eq$/sqm on average by the end of 2030. This baseline for the US has been calculated in 2019 following the carbon assessments conducted on 4 different projects.

The main levers to achieve the Group's low-carbon target on construction are the following:

- A "lean building" approach from the design phase using fewer materials, through optimised design choices: structure, fixtures and fittings, façades, suspended ceilings, reduced number of parking spaces, etc.;
- Using new solutions for construction and choosing alternative and low-carbon materials, such as low-carbon concrete and cement, wood and recycled products, as well as selecting suppliers and products based on their location and place of manufacture, respectively; and
- Developing targeted partnerships with construction firms and manufacturers of building materials for the implementation of innovative solutions.

(1) CO_2eq: carbon dioxide equivalent, meaning the number of metric tonnes of CO_2 emissions with the same global warming potential as 1 metric tonne of another GHG.
(2) Square metres constructed correspond to gross floor area (excluding gross floor area of car parks).

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In order to secure the Better Places 2030 commitments regarding construction activities, the Group has created the Sustainability guidelines for development projects, to lead the development teams from the very beginning of the design phase to the delivery of development projects. The document is split into 2 parts:

- The Group Sustainability Brief, gathering all the specific requirements for development projects (brownfield, greenfield, refurbishments, renovations and extensions) to be in line with Better Places 2030; and
- The 10 Golden Rules for sustainable construction, which set the right mindset and directions for the development teams to integrate sustainability topics in projects.

The Sustainability guidelines for development projects, approved in 2019, have been rolled out in 2020 throughout the Group. The sustainability performance of the development projects is closely monitored during key project reviews thanks to a dedicated assessment tool also created in 2020, based on the requirements of the Sustainability Brief. In 2022, the content of the guidelines has been updated to integrate and reflect, among others, the acceleration of the Group towards low-carbon construction and the compliance with the EU Taxonomy criteria for building development (see section 2.5.1.4 URW Share of aligned activities).

The Group also offers specific trainings for the development and construction managers to help them better understand the technical requirements of the Group's Sustainability guidelines and new regulations around low-carbon buildings (ex. training in France for the new RE2020 regulation).

URW's carbon performance with regard to the construction target is presented in section 2.1.4.1 Summary of the Group's sustainability performance.

– REDUCE EMISSIONS FROM OPERATIONS BY -80% BY 2030

When it comes to standing assets, URW's carbon footprint consists mainly of GHG emissions from energy consumed as part of the operation of its buildings. Achieving its ambitious target of reducing carbon emissions from operations by 80% between 2015 and 2030 draws on 2 levers simultaneously:

- Improving energy efficiency both in common and private areas of the Group's assets. The Group pursues the objective of improving the energy efficiency of its assets by 30% (in kWh/sqm) between 2015 and 2030. To reach this ambitious target, all of the Group's assets are to design and implement an energy efficiency action plan (see section 2.2.3.4 Energy management); and
- Completing a fast transition to renewable energies. URW is committed to using 100% electricity from renewable energy sources ("green electricity") for the consumption of the common areas of its assets (including shared facilities) and push for an equivalent transition for the private electricity consumption of its tenants.

Achieving this target, which has been approved by the SBTi in 2020, requires strong involvement of tenants: in 2022, 76% of the carbon footprint from energy consumption of asset operations were from tenant areas. To accomplish this, the 2 levers of improving energy efficiency and transitioning to low-carbon energy sources are also implemented in the private areas of the assets, in cooperation with the tenants (specific green terms are added in lease contracts - see section 2.2.3.3 Green leases and tenant commitments).

URW's carbon performance with regard to the operations target is presented in section 2.1.4.1 Summary of the Group's sustainability performance.

– REDUCE EMISSIONS FROM TRANSPORT BY -40% BY 2030

The Group's GHG emissions from the transportation of visitors or occupants are significantly higher than emissions from the operation of the buildings themselves. They represent over two-thirds of the Group's total carbon footprint (see section 2.2.1.2 Carbon assessment). URW is committed to improving sustainable mobility and has set itself an ambitious target, that has been approved by the SBTi in 2020, to cut its carbon footprint from visitor transport by -40% between 2015 and 2030.

This reduction target is supported by the availability and promotion of sustainable mobility solutions for users of standing assets and the requirement for greenfield/brownfield projects under development to have good public transport connections. Overall, the Group targets a maximum car modal share (excluding electric vehicles) of 50% for both its standing assets and development projects (see section 2.2.4 Develop connectivity and sustainable mobility).

URW's carbon performance with regard to the transport target is presented in section 2.1.4.1 Summary of the Group's sustainability performance.

– REDUCE SCOPES 1 AND 2 EMISSIONS BY -80% BY 2030

The target to reduce absolute GHG emissions from Scopes 1 and 2 (emissions from operations under the Group's control) by -65% between 2015 and 2030 has been raised in 2022 to a -80% reduction objective between 2015 and 2030, to reflect the Group's ambition to decarbonate its direct operations.

This new target is still approved by the SBTi with a 1.5°C pathway alignment, the most ambitious goal of the Paris Agreement (minimum 4.2% linear annual reduction from 2015 to 2030), in connection with the Group's target to reduce its absolute Scopes 1, 2 and 3 GHG emissions by -50% between 2015 and 2030.

The levers identified to reach the Group's carbon reduction target from operations described previously (see paragraph "Reduce emissions from operations by -80% by 2030") will actively participate in the achievement of this new target (which focuses on a sub-part of the Group's operations: common areas and shared services)).

URW's carbon performance with regard to the Scopes 1 and 2 target is presented in section 2.2.1.2 Carbon assessment.

– URW CONTRIBUTES TO GLOBAL CARBON NEUTRALITY

In addition to the Group's ambitious science-based targets, URW is committed to contributing to global carbon neutrality with an ultimate ambition for URW to reach net zero. The Group is working on a number of initiatives to achieve this objective, like exploring ways to do more to support decarbonisation across its value chain, specifically through quantifying and increasing "avoided emissions" for its partners, and also developing high-quality carbon removals as close as possible to the Group's business. The full scope of URW's contribution to global carbon neutrality will be announced in 2023.

– REDUCE EMISSIONS FROM EVENTS BY -50% BY 2030 (VIPARIS)

In line with its sustainability strategy, Better Events 2030, Viparis took a new commitment during the COP 26 in Glasgow in 2021 by signing the Net Zero Carbon Events initiative. Through this initiative, launched by the Joint Meetings Industry Council, all stakeholders in the events industry commit to halve their GHG emissions by 2030 and to achieve net zero GHG emissions by 2050.

In line with the Paris Climate agreements, this commitment enhances Viparis' ambition to reduce its carbon footprint with the 4 following engagements:

- By the end of 2023, to define a trajectory to achieve an intermediate target of -50% reduction in global GHG emissions by 2030, before reaching net zero emissions by 2050, according to the methodology to be defined in future workshops under the initiative;
- Work with the entire value chain (partners, suppliers and customers) to achieve these targets;
- Measure and track GHG emissions in line with industry best practice; and
- Report on progress at least every 2 years.

In 2022, Viparis has worked on defining a trajectory towards net zero carbon emissions by 2050 and setting new medium and long-term goals. Moreover, Viparis renewed its commitment to the City of Paris by signing the new "Paris Action Climat Biodiversité" pledge, supporting the City of Paris in its fight against global warming.

Viparis' sustainability strategy Better Events 2030 is presented in section 2.1.3.2 Better Events 2030 - Viparis sustainability strategy.

2.2.1.2 CARBON ASSESSMENT

– METHODOLOGY

The method used for quantifying Group emissions is in line with the ISO 14064-1 standard, the GHG protocol guidelines and the Bilan Carbone® methodology of ADEME (*Agence de l'Environnement et de la Maîtrise de l'Énergie*, or French Environment and Energy Management Agency), and is subject to specific methodological guidelines (see section 2.6.1 URW's reporting methodology).

The sources of emissions included in the Group's total carbon footprint are broken down per Scope and influence level in the table hereafter.

The Group calculates its carbon footprint on an extended Scope 3 basis, which is outlined in this table, measuring the major indirect emissions across its entire value chain. To reflect the Group's business activities in the most accurate manner, including the interactions between the company and its stakeholders, Scope 3 has been further broken down into 2 categories:

- Scope 3 managed: URW's operational control; and
- Scope 3 related: Responsibility of stakeholders that URW can influence but does not control directly.

– SCOPES 1 AND 2

Scope 1	Direct emissions from stationary combustion: gas and fuel consumption in common areas
	Direct emissions from mobile combustion: fuel used for company vehicles
	Direct fugitive emissions: leaks of refrigerant gas/fluid
Scope 2	Indirect emissions linked to electricity consumption in common areas (linked to production only)
	Indirect emissions from cold or hot steam consumption (centralised cooling and heating provided by district heating and cooling networks)

– SCOPE 3

Scope 3 managed URW's operational control	Emissions from energy production not included in Scopes 1 and 2 (extraction, production and transport of fuel, electricity, hot and cold steam): Upstream emissions and transport and distribution losses of energy consumed by common areas
	Purchased products and services: expenses for daily operation of sites, such as cleaning, maintenance, security, waste management, energy and fluid provision, marketing expenses (OPEX), office supplies (headquarters)
	Capital equipment: IT equipment on site, company vehicles
	Waste: on-site waste management
	Employee commuting: URW employees' transportation from home to work
	Business travel: URW employees' business travel by plane and train
	Investments: Expenses related to development projects
Scope 3 related Stakeholders' responsibilities	Visitor and customer transport: upstream and downstream travel of visitors, customers and/or occupants to the Group's shopping centres and offices
	Downstream leased assets: electricity consumption of private areas (production, transportation and distribution)

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The following items are excluded from the Group carbon footprint, either because they do not apply to the Group's business, or because the Group cannot influence them significantly: direct emissions from processes excluding energy; biomass emissions (soil and forests); upstream transport of goods (emissions included for Viparis only); upstream leased assets; downstream transport of goods; use of sold products; end of life of sold products; downstream franchised assets; and other indirect emissions.

– RESULTS: GROUP CARBON FOOTPRINT EXCLUDING VIPARIS

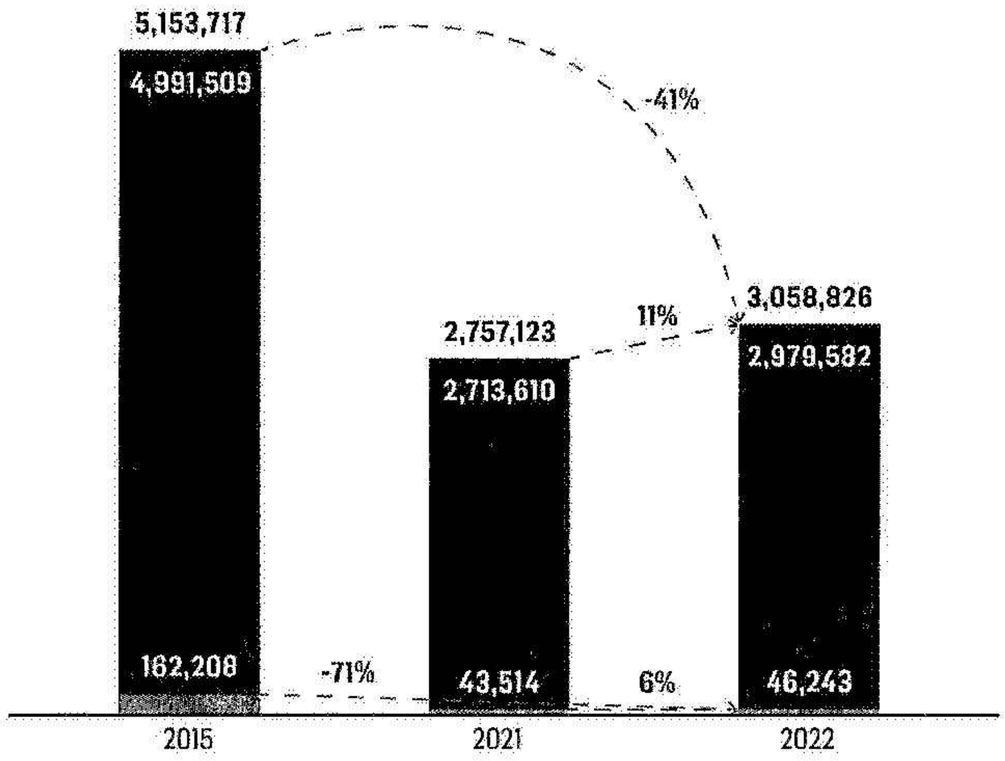
Unless otherwise stated, the GHG emissions figures used in this chapter are expressed according to the "Market-based" method in order in order to highlight the efforts made in selecting the Group's energy suppliers. However, to take into account the expectations of various stakeholders, results are also expressed according to the "Location-based" approach (countries' emissions factors) in this section.

The carbon footprint for 2015 is the baseline for tracking the carbon related objectives of the Better Places 2030 strategy. The 2015 Group carbon footprint baseline and the Group carbon footprint evolution in 2021 and 2022 are presented hereafter. The 2021 results were still heavily impacted by the COVID-19 health crisis (average closure period for the Group's assets of 62 days in 2021). In 2022, no closure linked to the COVID-19 health crisis has been undertaken throughout the portfolio.

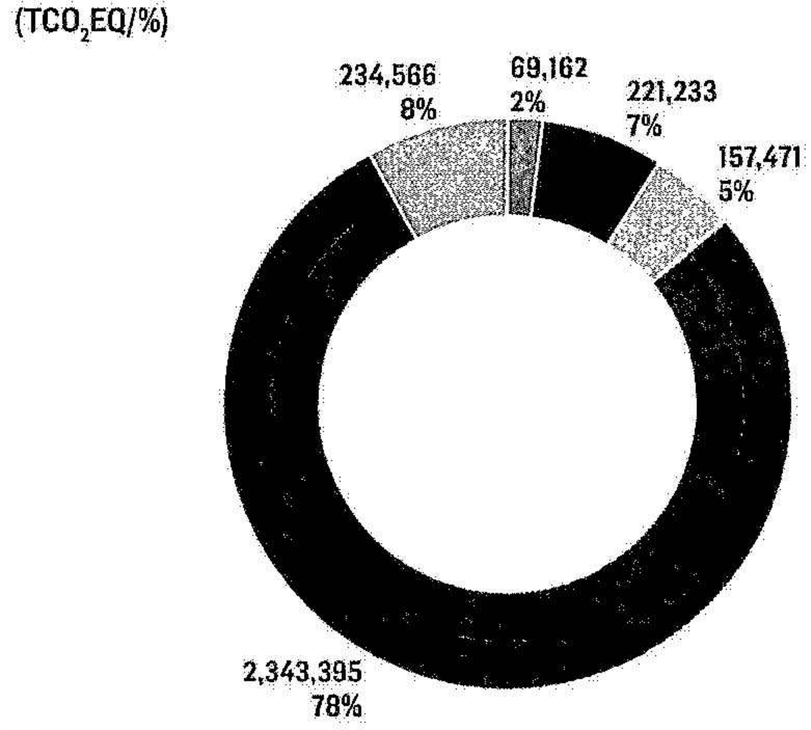
– 2015, 2021 AND 2022 GROUP CARBON FOOTPRINT FOLLOWING "MARKET-BASED" AND "LOCATION-BASED" METHODS

	Carbon footprint (TCO_2eq)	
	"Market-based" method	"Location-based" method
2015 - Scope 1	26,868	26,868
2015 - Scope 2	135,340	168,927
Sub-total 2015 - Scopes 1 and 2	**162,208**	**195,796**
2015 - Scope 3	4,991,509	4,991,764
TOTAL 2015 (baseline)	**5,153,717**	**5,187,559**
2021 - Scope 1	22,597	22,597
2021 - Scope 2	20,916	114,547
Sub-total 2021 - Scopes 1 and 2	**43,514**	**137,144**
2021 - Scope 3	2,713,610	2,745,721
TOTAL 2021	**2,757,123**	**2,882,865**
2022 - Scope 1	20,737	20,737
2022 - Scope 2	25,507	134,749
Sub-total 2022 - Scopes 1 and 2	**46,243**	**155,485**
2022 - Scope 3	2,979,582	3,069,137
Of which Scope 3 managed	414,955	420,313
Of which Scope 3 related	2,564,628	2,648,824
TOTAL 2022	**3,025,826**	**3,224,622**
2022/2015 CHANGE (%)	**-41%**	**-38%**

GROUP CARBON FOOTPRINT EVOLUTION – MARKET BASED (TCO_2EQ)



BREAKDOWN OF THE 2022 GROUP CARBON FOOTPRINT BY ACTIVITY (TCO_2EQ/%)



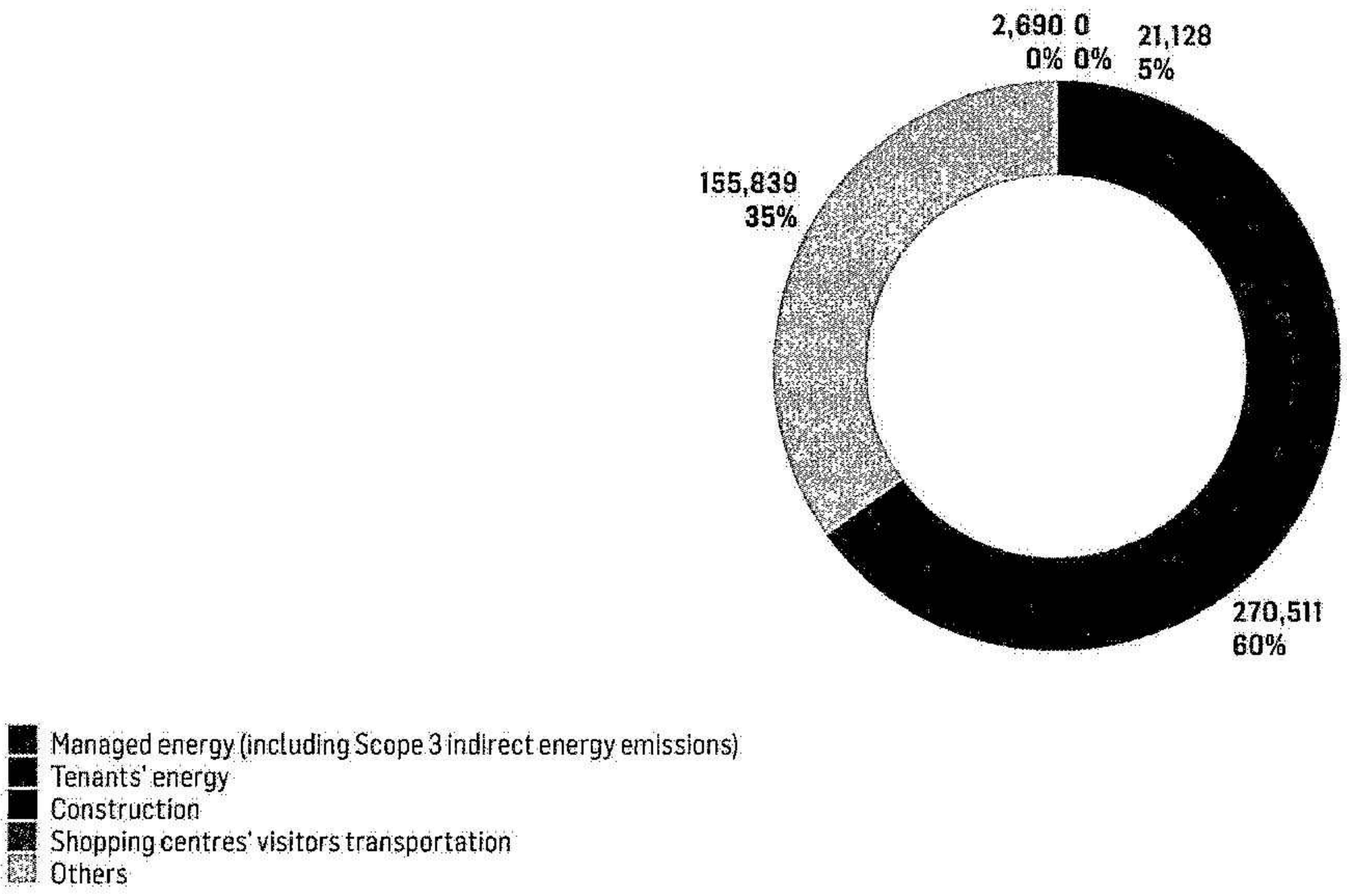
– RESULTS: VIPARIS CARBON FOOTPRINT

The carbon footprint of Viparis is presented below on Scopes 1, 2 and 3, following the "Market-based" and "Location-based" methods.

2022 VIPARIS CARBON FOOTPRINT FOLLOWING "MARKET-BASED" AND "LOCATION-BASED" METHODS

	Carbon footprint (TCO_2eq)	
	"Market-based" method	"Location-based" method
2022 - Scope 1	704	704
2022 - Scope 2	1,663	3,017
2022 - Scope 3	447,801	674,311
TOTAL 2022	**450,168**	**678,032**

BREAKDOWN OF THE 2022 VIPARIS CARBON FOOTPRINT BY ACTIVITY (TCO_2EQ/%)



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– FOCUS ON SCOPES 1 AND 2 EMISSIONS FROM THE OPERATIONS OF BUILDINGS

As part of its proactive policy on efficient building operation, the Group is monitoring GHG emissions from the energy consumption of the operations of its owned and managed buildings (common areas and common equipment). This contributes to the Group target of reducing GHG emissions from its operations by 80% between 2015 and 2030.

To manage the carbon performance of its operational activities, the Group has set indicators to measure the intensity of GHG emissions per area (sqm) for each of its operated shopping centres and offices, and per area occupied per days of occupancy (sqm DOCC) for its operated Convention & Exhibition venues. This makes it possible to analyse a building's overall carbon efficiency on a comparable basis, depending on its purpose and scope.

– GHG EMISSIONS FROM ENERGY CONSUMPTION OF STANDING ASSETS (SCOPES 1 AND 2) (TONNES OF CO_2 EQ)[1]

GHG emissions generated by the energy purchased and managed by the site manager over the year (Scope 1: natural gas, Scope 2: electricity, district heating and cooling networks).

	Retail	Office	Convention & Exhibition
2022 Total	**41,097**	**278**	**2,592**
of which direct emissions - Scope 1	*15,869*	*0*	*954*
of which indirect emissions - Scope 2	*25,229*	*278*	*1,638*
2021 Like-for-like	**33,569**	**469**	**548**
2022 Like-for-like	**36,089**	**223**	**2,592**
2022/2021 change (%)	8%	-52%	373%

The Group policy regarding renewable electricity purchase enables it to reduce its operations' carbon footprint year on year. It also allows the Group to encourage producers to invest in the development of clean technologies by increasing market demand for these energy sources.

– CARBON INTENSITY LINKED TO THE ENERGY CONSUMPTION OF STANDING ASSETS (SCOPES 1 AND 2) BY AREA FOR SHOPPING CENTRES AND OFFICES ($kgCO_2$ EQ/SQM/YEAR), AND BY USAGE FOR CONVENTION & EXHIBITION VENUES (gCO_2 EQ/SQM DOCC[2]/YEAR)

	Retail ($kgCO_2eq$/sqm)	Office ($kgCO_2eq$/sqm)	Convention & Exhibition (gCO_2eq/sqm DOCC)
2022 Total	**8.9**	**3.1**	**92.879**
2021 Like-for-like	**8.2**	**9.6**	**74.5**
2022 Like for-like	**8.9**	**5.4**	**92.9**
2022/2021 Change (%)	**9%**	**-43%**	**25%**

Other than GHG emissions from the energy consumption of its buildings, the main item of the Group's direct GHG emissions related to the operation of its buildings is from the leak of refrigerants from cooling appliances maintained by the property managers of sites owned and managed by the Group.

– GHG EMISSIONS GENERATED BY LEAKS OF REFRIGERANT FLUIDS (TONNES OF CO_2 EQ)

	Total (all assets)
2022 GHG emissions linked with refrigerants leaks	4,703

(1) These emissions are expressed based on emission factors for each source of energy using the "market-based" method of the GHG protocol, according to which these factors depend on the type of energy consumed (electricity, natural gas, etc.), the country, the supplier and the nature of the energy product (energy from fossil fuels or renewable sources). These are specific factors associated with the contractual commitments between the supplier and property manager which do not necessarily reflect emissions from energy delivered by the grid but valorise and focus on the production and purchase of energy that is certified as generated from renewable sources.
(2) Areas occupied per days of occupancy.

In 2022, the carbon intensity linked to the energy consumption (Scopes 1 and 2) of the Group's shopping centre portfolio (CO_2eq/sqm) increased by 9% compared to 2021 on a like-for like basis. This increase was mainly due to the reopening of 100% of the Group's shopping centres in 2022 compared to 2021. Nevertheless, this increase was limited thanks to:

- A continued improvement in the energy efficiency level of the owned and managed shopping centres portfolio between 2021 and 2022; and
- The accomplished transition towards electricity from renewable sources under the Better Places 2030 programme, which largely contributed to this reduction: in 2022, shopping centres and offices in Europe, UK and in the US are 100% powered by electricity from renewable sources (see section 2.2.3.4 Energy management).

2.2.1.3 CLIMATE RISK MANAGEMENT AND ADAPTATION TO CLIMATE CHANGE

The Group's Risk Management Framework is presented in Chapter 6 "Risk factors and internal control". Sustainability risks were analysed at Group level (see section 2.1.2.2 Sustainability risks and opportunities); this section presents a detailed analysis of the climate change risks for the Group.

On top of addressing climate change mitigation (see section 2.2.1.1 Climate change strategy), Better Places 2030 also addresses climate change adaptation through the resilience of URW assets to climate change. The Group targets for 100% of its development projects to include long-term climate risks, while minimising resource use and maintaining user comfort by 2025, and for 100% of its standing assets to include a climate change risk plan by 2022.

The effects of climate change on URW's portfolio will vary depending on the region and the 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.

In 2019, the Group commissioned its first climate change risk assessment study covering all standing assets as well as the development pipeline. In line with TCFD recommendations, this study covered both transitional (policy and legal, technology, market) and physical risks (chronic ones: precipitation, temperature, drought and sea level rise) and was based upon IPCC scenarios RCP4.5 and RCP8.5, with different time horizons: Short term 2030, Medium term 2050 and Long term 2100. The methodology for physical risks was based on assessing each existing asset with exposure, sensitivity and adaptive capacity grades to end up with a final physical vulnerability score. The methodology for transition risks was based on local surveys and data collection from specific asset locations.

In 2022, the Group updated this study with a new one covering both standing assets and development projects in Europe (incl. UK) and using a new methodology from AXA Climate to assess exposure to physical risks. The study is compliant with the EU Taxonomy requirements (see "Adaptation to climate change" paragraph in section 2.5.1.4 URW Share of aligned activities) and brought to the Group an updated vision of the risk level, relying on state-of-the-art climate modelling. In addition, assets' visits have been conducted on the most exposed assets to evaluate more precisely the impact curves of the potential risks considering the details of the asset (topography, localisation of the technical equipment, existing resilience solutions already in place, etc.).

This update of the climate change risk assessment enabled URW to have a clear global view on the future risks of climate change for its portfolio. Following this assessment, the highest risks assets were selected to perform specific climate change adaptation plans, as the Group committed in Better Places 2030.

In addition, URW performed its update of the CRREM study (Carbon Risk Real Estate Monitor) in 2022 to analyse stranding risks across its portfolio. The analysis was done on the European portfolio, only for shopping centres and offices, using 2021 data. Results are encouraging, with approximatively only 50% of assets (in number of buildings) are considered as stranded assets in 2050 (using the "market-based" method with both common areas and private areas energy consumptions with a 2°C scenario). It must be noted that this is a purely theoretical approach that does not integrate any further reduction measures that are planned in the next 10 to 30 years and that was based on 2021 energy consumptions.

Furthermore, and on a shorter time horizon, the Group complies with regulatory requirements in each region with regard to flooding risks, water management, and drainage systems for exceptionally heavy rainfall.

Regarding development projects, specific requirements including the realisation of a study on adaptation to climate change covering physical risks, comfort and energy efficiency topics are already integrated in the Sustainability Brief (see section 2.2.2.1 Environmental Management System ("EMS")).

URW's due diligence process for acquisitions and greenfield/brownfield development projects covers the analysis of risks and opportunities related to financial and operational issues. For example, the 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 the due diligence phase. Issues covered include risks associated with climate change, soil pollution, protection of wetlands, asbestos, legionella and electromagnetic radiation.

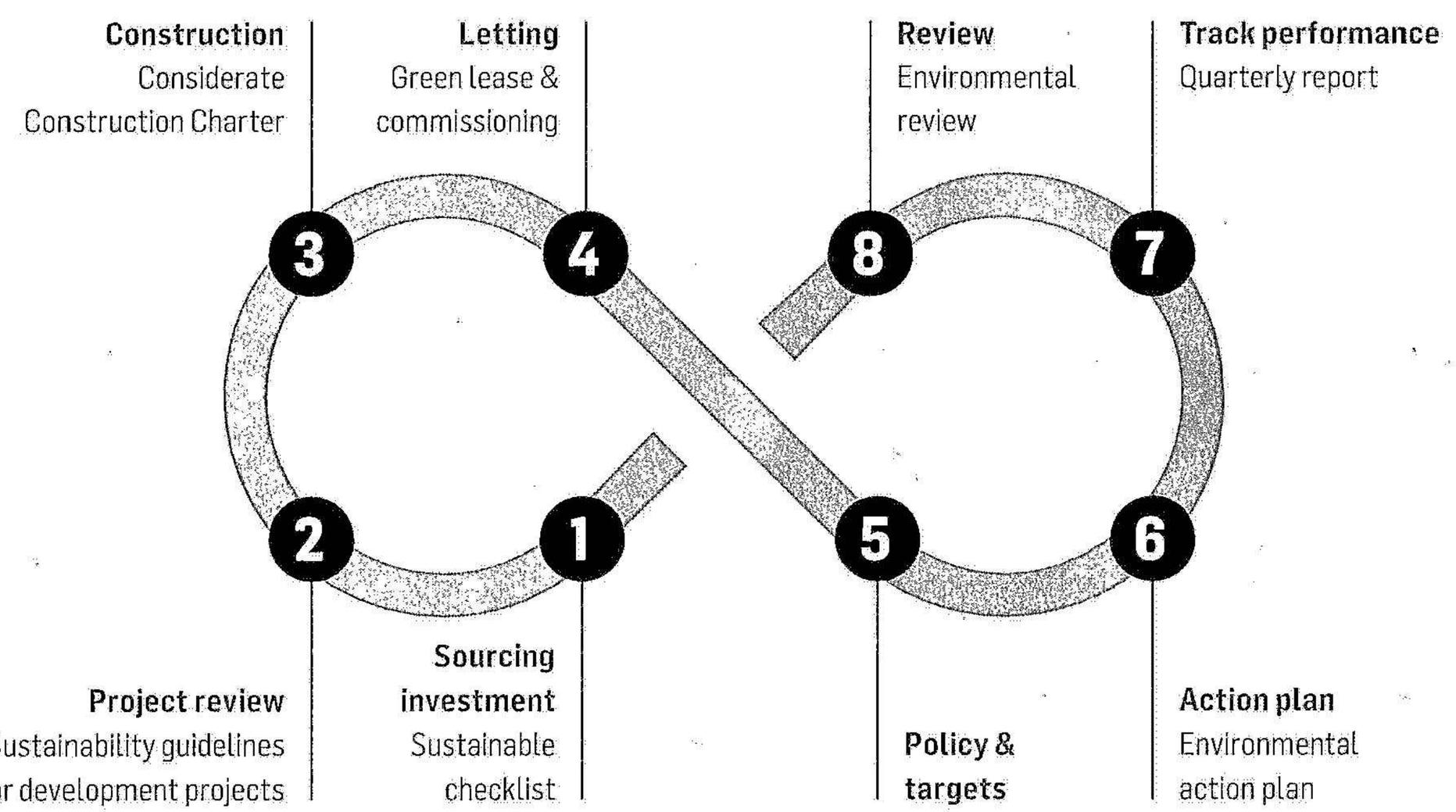
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2.2.2 DESIGN SUSTAINABLE BUILDINGS

2.2.2.1 ENVIRONMENTAL MANAGEMENT SYSTEM

The Group's environmental strategy relies on an EMS, aiming at reducing the environmental impacts of its assets from initial design through to daily operation.

GROUP ENVIRONMENTAL MANAGEMENT SYSTEM



The Group has defined and monitors several indicators to manage the environmental performance of its standing assets and development projects, in line with the objectives of its sustainability strategy. Some of them are incorporated into 5-year budget review processes for standing assets and development projects to ensure alignment between sustainability objectives and business decisions.

– EMS FOR DEVELOPMENT PROJECTS

The EMS ensures that all development projects, whatever their size or type, are designed in the most sustainable way in the long term and in accordance with the Group sustainability strategy in order to minimise their environmental impact. For each project, the EMS covers all 4 stages of the development process and involves several departments, notably Development, Security, Technical, Operations, Leasing and on-site shopping centre management teams:

- Acquisition audit: Sustainability and risks related to climate change are analysed and evaluated during the Group's due diligence process;
- Project reviews: At key milestones during the design of the project, the latter is assessed using the Group's Sustainability Brief to ensure compliance with the Group sustainability strategy;
- Construction: The project contractor agrees to abide by the Group's Considerate Construction Charter, which is designed to limit the social and environmental effects of the construction process; and
- Commissioning: A commissioning process is followed to ensure that buildings' technical installations perform efficiently (settings and operating instructions), and that maintenance suppliers in charge of operations and running technical installations as well as shopping centre management teams are properly trained.

As part of the EMS, a Group-wide community of "sustainability champions" in the development teams was created in 2019 to ensure best practice sharing across countries. The community is led by the Group corporate sustainability team (see section 2.1.5.2 Governance of Sustainability and of the Better Places 2030 programme). In 2022, the community shared experiences and good practices regarding the sustainability performance of their development projects, reviewed and adapted the Group's guidelines (sustainability guidelines for development projects) to increase its ambition, visited the Group best performing development projects in terms of sustainability and presented to the others the best environmental innovations they implemented in their respective projects. The animation around sustainability objectives is key in progress towards the 2030 objectives.

– PROJECT DESIGN AND REVIEW STAGE

In 2022, the Sustainability Brief was updated in collaboration with the development teams. The Sustainability Brief applies to new developments and extension & renovation projects Group-wide. It sets minimum requirements applicable to all projects and additional specific requirements for large projects[1]. Requirements for all projects include, among others:

- Zero waste to landfill for future operation;
- 100% of timber with FSC (Forest Stewardship Council) or PEFC certification (Programme for the Endorsement of Forest Certification) for both works and the building itself; and
- Divert demolition, strip-out and construction waste from landfill with at least a 70% waste recovery rate.

Requirements for large projects include, among others:

- Minimum environmental certification level (covering the construction or refurbishment) to obtain: BREEAM "Excellent" for projects in Europe or LEED Gold in the US;
- Passive and/or renewable energy solutions to be studied (technical economic study) in order to cover a minimum 10% reduction in conventional energy consumption or carbon reduction on the project;
- Undertake a feasibility assessment of bio-sourced materials for structural elements;
- Undertake a long-term climate risks analysis, while minimising resource use and maintaining user comfort;
- Integrate at least two circular economy "concepts" from the Group's Circular Economy Framework, based on a technical economic study; and
- Alignment with new EU Taxonomy criteria for our construction projects (new development and refurbishment).

During key milestones in the design phase of the project, sustainability reviews are made:

- To ensure all projects are working on their own sustainability strategy;
- To ensure that all the minimum requirements of the Sustainability Brief are included in the project brief; and
- To study variants to improve the environmental performance of the project in line with Better Places 2030 objectives.

A specific assessment tool has been created to ensure that specific requirements are handled by project teams at the project phase. The Sustainability Brief and the assessment tool have been updated in 2022 to take into account also the feedbacks received by the Group's employees and sustainability champions.

CIRCULAR ECONOMY

As part of its Better Places 2030 strategy, the Group commits to having 100% of its development projects to integrate a circular economy design solution by 2025.

In answer to this commitment, a specific requirement to "integrate at least two circular economy "concepts" from the Group Circular Economy Framework, based on a technical economic study" has been added to the Group's Sustainability Brief in 2020, and is now closely monitored during project reviews among other topics.

Since 2020, the Group adopted a Circular Economy Framework to guide the development teams in the incorporation of circular economy design solutions in their projects. This practical framework allows the teams to better understand and apply the right circular economy solution for their projects. The development project Lightwell (France) is considered as a pilot for the Group to test its Circular Economy Framework. This project has undertaken a resource audit prior to its refurbishment to identify the materials that could be reused on site or off site, and some of them have been sold online for a second life. Thanks to the reuse of materials in the Lightwell project, 30 tonnes of equivalent CO_2 emissions and 21 tonnes of waste were saved. The same principles have been used for the refurbishment and extension of the projects Les Ateliers Gaîté and La Part-Dieu, where it has been chosen to keep as much as possible the existing structure to reduce the overall embodied carbon footprint of the project (see section 2.2.2.3 construction materials).

The adaptability and flexibility of the Triangle project (Paris region) will allow the tower to change its use from office to residential or hotel in order to match future needs. In 2022, several initiatives led in France on existing shopping centres allowed the reuse or recycle of tenants' furniture after their departure.

In 2022, the Group also participated the new French circular economy digital platform created by AFEP, to share objectives and best practices around circular economy with the public.

ENERGY AND CARBON

URW was the first commercial real estate company to commit to wide-scale reduction of its carbon footprint, including development projects. As part of its Better Places 2030 strategy, from 2017, the Group systematised the assessment of the carbon footprint of its large development projects from the design phase via a dynamic approach, based on a Life Cycle Assessment ("LCA") combined with the thermal simulations that have historically been performed on the projects. This is also fully incorporated in the Group's Sustainability Brief as a requirement for large projects to perform a LCA at early design stage and update it until delivery. Due to the lack of specific worldwide guidelines, with the assistance of an independent expert, the Group created a customised methodology and tools to assess the carbon footprint of its development projects, which was based on existing standards and adapted to correspond to the specific attributes of the shopping centres and offices developed by the Group.

Since 2017, the Group's development teams have been trained in using this methodology and applying these targets to ensure that the carbon performance of projects is fully taken into account at design stage.

(1) Europe retail: Total investment cost (TIC) > €50 Mn or GLA > 10,000 sqm; US retail: TIC > $100 Mn or GLA > 20,000 sqm; Others: TIC>$/€40 Mn.

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In this respect, 100% of development projects[1] had conducted an LCA analysis in the concept design stage or the feasibility phase (equivalent RIBA stage 2) as at 2022-year end.

This comprehensive approach to assessing projects throughout different project stages (construction and operation) supports the policy of reducing the carbon footprint of the Group's projects and helps in making the best construction, technical and energy choices through a multi-criteria approach (capital expenditures, costs, carbon emissions in construction and in operation, aesthetics and sustainability).

As an illustration, the Triangle project (France) fully embodies the Group's ambitious environmental performance goals, guaranteed by "Exceptional" HQE, "Excellent" minimum BREEAM, and Effinergie certifications and labels. In 2021, and updated in 2022, a specific study was conducted, to analyse the full carbon impact of the project, considering both the construction and operational phases. This approach is going to be progressively generalised within the Group to highlight and limit the future impact of transport during the operational phase, at the earliest stages of development projects.

In addition to our GHG emissions' reduction commitments, URW is also working on avoiding emissions through the retrofit of buildings. In 2022, a few development projects have calculated the amount of carbon emissions avoided during their future operational phase thanks to their refurbishments. For the Lightwell project, the avoided emissions compared to the initial state of the building have been estimated at 85 TCO_2eq/year (energy-related avoided emissions).

WATER AND WASTE

The Group's development projects are built in line with the Sustainability Brief, the Considerate Construction Charter and the BREEAM and LEED certifications water and waste management requirements.

In particular, these recommendations include:

- Good practice and clear technical steps on how to achieve water efficiency right from the design stage, in particular, in the choice of equipment installed (toilets, urinals, fire extinguishers, sprinkler systems, cooling systems, etc.);
- Integration of zero waste to landfill requirements for future operations, mandatory by 2025 as per Better Places 2030; and
- A feasibility study at an early stage for on-site treatment of waste needs to be undertaken (e.g. through composting).

POLLUTION AND ENVIRONMENTAL RISK MANAGEMENT

The Group complies with all applicable environmental legislation across all its activities. The Group's acquisitions and developments are covered by the policy of risk management and subject to Health and Safety (H&S) and environmental risk analysis.

As such, the Group's acquisition process incorporates an assessment of technical, regulatory H&S and environmental risks, including soil pollution, wetland protection and climate change, as part of its preacquisition due diligence. For all its development projects, the Group complies with all applicable regulation regarding health, safety and environmental matters. An assessment of the environmental impact of each project (following applicable regulation) is carried out at a very early stage.

There is no provision for environmental risk in the Group's accounting in 2022.

– SUSTAINABLE CONSTRUCTION

Since 2011, the Group's Considerate Construction Charter is applied to all greenfield/brownfield construction, renovation and extension projects in Continental Europe. It describes the Group's requirements and recommendations intended to optimise its worksites' environmental quality while minimising pollution for the contractors working on site, the neighbouring area and the natural environment. The application of the charter to all construction contractors has been a specific requirement of the Sustainability Brief since 2020, and is therefore enforced throughout the Group.

The Considerate Construction Charter includes the following requirements:

- Using 100% of timber for development, extension and renovation projects from certified, sustainably managed forests with FSC or PEFC certification, including for works;
- Providing information to people living nearby and limiting traffic disruptions;
- Training and informing employees of construction companies;
- Ensuring proper management of risk and hazardous product handling;
- Ensuring at least 70% of waste recycling (material recovery) by weight, and clear traceability of all waste managed;
- Managing and limiting noise and visual pollution, as well as the risk of soil, water and air pollution; and
- Monitoring resources in order to reduce resource consumption.

NUMBER AND SHARE OF DEVELOPMENT PROJECTS THAT IMPLEMENT A CONSIDERATE CONSTRUCTION CHARTER

	2022
Number of development projects that implement a Considerate Construction Charter	9
Share of development projects that implement a Considerate Construction Charter	100%

(1) Committed development projects as at January 1, 2022 over sustainability guidelines area and investment cost thresholds.

– POLLUTION PREVENTION

Moreover, the Group ensures that the action plans and preventive measures are implemented by contractors during construction.

SOIL POLLUTION AND SITE REMEDIATION

Annual monetary expenses for soil decontamination/site remediation and volumes that have been detoxified.

	2022
Monetary expenses in soil decontamination (*k€*)	2,113
Volumes concerned (m^3)	33,998

HEALTH AND SAFETY ON WORK SITES

The construction contractors overseen by the Construction Management Contractor are contractually required to make the necessary provisions for site safety and comply with the relevant H&S legislation.

The Management Contractor's teams develop the technical requirements provided to contractors within the tendering process. These include specific safety requirements, as well as the applicable H&S standard a successful bidder must comply with. Tender submissions that do not comply with the technical requirements and the applicable H&S standards are disqualified from the tendering process.

During the construction phase, site health, safety and security is continuously monitored by the Management Contractor's teams.

H&S Coordinators are appointed in various countries where the Group is active. They are employed by the Construction Manager, with a principal function to coordinate health and safety matters between the various stakeholders.

2.2.2.2 ENVIRONMENTAL CERTIFICATIONS OF BUILDINGS UNDER DEVELOPMENT

URW, as part of its strategy for development projects set up in the Sustainability Brief, targets an environmental certification for all of its large new greenfield/brownfield construction, refurbishment and extension projects: BREEAM in Europe and LEED in the US. URW aims to achieve a minimum level of "Excellent" (BREEAM) or "Gold" (LEED) for its large development projects (with a certification covering the construction or the refurbishment).

Other environmental certifications are obtained, when relevant to the real estate leasing or investment markets, such as HQE certification in France (High Environmental Quality, the French standard certification scheme for sustainable constructions) or DGNB (Deutsche Gesellschaft für Nachhaltiges Bauen) in Germany for the Offices portfolio.

In 2022, the Group confirmed its leading position in terms of environmental certification by obtaining a BREEAM post-construction stage certificate for Mall of The Netherlands.

In addition to securing the "Excellent"/"Gold" level under BREEAM/ LEED respectively, all large projects need to undertake a technical and economic feasibility study to reach the BREEAM "Outstanding" or LEED "Platinum" level, as applicable, as mentioned in the Sustainability Brief.

SHARE OF DEVELOPMENT PROJECTS THAT ARE IN AN ENVIRONMENTAL BUILDING CERTIFICATION PROCESS

	2022
Share of development projects that are in an environmental building certification process	100%

NUMBER OF DEVELOPMENT PROJECTS THAT OBTAINED A DESIGN STAGE ENVIRONMENTAL CERTIFICATE

	2022
Number of development projects that obtained a design stage BREEAM/LEED certificate	4
Share of development projects that obtained a design stage BREEAM/LEED certificate	44%

2.2.2.3 CONSTRUCTION MATERIALS

– REDUCING CARBON IMPACT OF CONSTRUCTION MATERIALS

As part of its pioneering commitment to reducing its construction carbon footprint by -35% between 2015 and 2030, the Group focuses on the choice and use of the materials for its development projects. Specifically, it involves:

- Adopting a "lean material construction" approach right from the design phase (structure, façade, false ceilings, fixtures and fittings, etc.);
- Using new solutions and optimised low-carbon materials (low-carbon cement and concrete, bio-sourced materials, recycled materials, etc.);
- Asking subcontractors to put forward alternative solutions with low carbon content; and
- Adopting a purchasing policy that includes criteria for the carbon content of products and construction materials (requiring environmental and Health and Safety certification - Environmental Product Declarations).

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In 2019, the Group also developed guidelines on low-carbon interior design to help from the very beginning the interior architect design teams to choose the best material options for interior design of shopping centres based on their carbon performance.

The Group's priority is to work towards reducing the carbon impact of the most significant items, beginning with the structure and foundations of the building. The Group studies the use of low-carbon concrete for all current development projects. Here are a few examples:

- Les Ateliers Gaîté, delivered in 2022, URW has been working closely with Hoffman Green Cement Technologies to incorporate an innovative cement which has a carbon footprint reduction of more than 75% compared with traditional cement. The project also includes a residential property using timber construction and using bio-sourced materials to reduce indirect construction-related emissions;
- Westfield Hamburg focused on reducing the use of trucks during the construction phase. For this purpose, a concrete mixing plant was installed on site and ships were used to evacuate 20% of the excavated soil. In addition, low-carbon concrete was used for most of the project;
- Trinity projects used a large part of low-carbon concrete; and
- The Triangle project is currently studying how to maximise the use of low-carbon concrete.

The use of wood in our development projects is always studied to both reduce the embodied carbon emission of our projects and increase the carbon sinks through the lifetime of the projects thanks to the wood's capability to store CO_2 (following the principle of the French *Label bas Carbone* methodology for buildings, published in 2022).

Circular economy solutions can also lead to carbon savings, through material reuse for example (see section Circular Economy in 2.2.2.1 Environmental Management System (EMS)).

– A RESPONSIBLE SUPPLY CHAIN

URW is committed to ensuring responsibility in its upstream supply chain (development activities).

The Sustainability Brief and the Considerate Construction Charter specify that 100% of timber used in development, extension and renovation projects must be from certified, sustainably managed forests with FSC or PEFC certification. Besides, as part of the certification process (prerequisite for BREEAM and optional for LEED), the sourcing of wood used during construction is verified and validated. The Group aims to obtain "post-construction" final certification according to the BREEAM or LEED standards for as many projects as possible.

The Sustainability Brief requirements are specified in tender documents for construction projects and all contractors are asked to abide by its terms. Also, in all its European contracts, the Group requires from the contractors to do their best efforts to reduce the carbon footprint of the project and the design project managers are asked to pay close attention to this contractual requirement.

2.2.2.4 COMFORT, HEALTH, WELLBEING AND PRODUCTIVITY FOR USERS OF BUILDINGS

Comfort and wellbeing issues are a determining factor in the Group's technical and architectural choices for development, refurbishment and extension projects (e.g. façades, glass roofs, interior finishes, heating, ventilation and air-conditioning equipment, lighting, occupant control methods, etc.). The Group's technical specifications for new developments, renovation and extension projects provide clear steps on how to achieve comfortable and safe spaces, based on thermal, visual and acoustic, and interior air quality.

In new development projects, façades are designed to achieve a balance between thermal performance rating (insulation value, solar factor), carbon performance and visual comfort (daylight illumination, glare control).

The acoustics of spaces are also designed to provide the best solutions to reduce technical equipment noise levels, to reduce noise levels passing through façades, and to improve interior sound absorption and insulation between premises. Interior surfaces are selected on the basis of their volatile organic compound emissions thresholds, as set by BREEAM or LEED certifications, which require the use of construction products that abide by the best practices in each country, (for example, A and A+ labelling in France). These recommendations also appear in the specifications for developing stores in shopping centres.

Moreover, during the design phase of large new development projects, comfort and wellbeing are evaluated using dynamic thermal simulation to ensure best levels of comfort during operation. In order to assess the climate change resilience of projects, the same simulations are also done using future climate change scenarios. Projects must be adapted (or explain how they can easily adapt) to the expected levels of comfort.

The Group works in close cooperation with tenants to provide comfortable and safe spaces. Green leases and Sustainable Development Committees set up with tenants raise awareness of issues among the various stakeholders, and set out tenants' responsibilities for the final fitting-out of the spaces provided by the landlord.

2.2.3 IMPROVE ECO-EFFICIENCY

2.2.3.1 ENVIRONMENTAL MANAGEMENT SYSTEM (EMS)

– EMS FOR EXISTING ASSETS

The EMS is implemented across the whole owned and managed portfolio. This pragmatic and dynamic EMS, based on an environmental continuous improvement approach (ISO 14001), ensures that the Group is able to meet its annual and long-term targets, and supports URW's continuous improvement for each area covered by the Group's sustainability policy.

This includes climate change and resource use. It completes the development projects' EMS, as part of the overall policy of managing the environmental quality of the Group's assets throughout their life cycle (see section 2.2.2.1 Environmental Management System (EMS) - EMS for development projects).

The EMS system is based on 4 steps of the environmental performance management process: target setting, establishing an environmental action plan, measuring results and reviewing the performance:

- Group policy and targets: Targets are set each year for every owned and managed asset in line with the Group's long-term targets and with the specific characteristics of each individual site;
- Environmental action plan: An action plan covering key topics such as energy, GHG emissions, water, waste, transport and stakeholders is implemented and challenged for each managed site. On a daily basis, asset technical managers ensure the environmental performance and monitoring of operations and implement the rollout of the asset environmental action plans. Additional external technical reviews commissioned by technical teams may also be conducted at asset level when a specific expertise is required, for example, waste or energy audits;
- Measuring results: Performance is measured and assessed on a monthly basis by each asset team (using Deepki and specific energy dashboards) and asset teams have access all year round to a live dashboard with monthly, quarterly and annual performance; and
- Review: At asset level, the Group conducts internal environmental performance reviews. These reviews are conducted at least on an annual basis by the teams in charge of environmental sustainability at platform levels and with the Group sustainability team. Achievements against targets are reviewed on these occasions. A corrective action plan is implemented in case of deviation.

The Group sets itself ambitious targets in terms of asset certification under the BREEAM In-Use standard (see section 2.2.3.2 Environmental certifications of buildings during the operation phase). This international standard was applied to the Group's assets in 2011 to promote the quality of their environmental management and related performances for visitors, tenants and local communities.

Additionally, two of the Group's shopping centres in the UK, Westfield Stratford City and Westfield London, have been certified under the ISO 14001 environmental management standard since 2013 and 2015, respectively.

Regarding Convention & Exhibition venues, the Viparis subsidiary is ISO20121 certified, recognising its Social and Environmental Responsibility management system, specific to events businesses. Viparis' ISO 20121 certification, obtained for the first time in 2014 for all of its sites and all of its business activities, illustrates the Group's trailblazing and proactive sustainability commitment: Viparis became one of the first global players in the events industry to win this stringent certification, which constitutes a distinctive competitive advantage, ensuring transparent and improved business practices. In January 2021, Viparis' ISO 20121 certification was renewed by Bureau Veritas for another three years.

2.2.3.2 ENVIRONMENTAL CERTIFICATIONS OF BUILDINGS DURING THE OPERATION PHASE

URW aims to obtain operational environmental building certifications for 100% of its owned and managed shopping centres and offices worldwide, and maintain the high level of the certifications obtained.

Following the best industry standards, the Group started in 2021 to certify its assets (certification renewals and new certifications) under the latest version of the BREEAM In-Use framework: this "version 6" comes with improved features for driving environmental performance and occupant health and wellbeing, with added emphasis on resilience to climate change, social value and circular economy principles. During fall 2022, as part of its continuous workflow improvement, the Group updated its collection process with a new electronic document management system which ease up validation and progress monitoring over the portfolio.

The Group continued its certification strategy in 2022 and now reaches a total of 52 assets BREEAM In-Use certified on Building Management (Part 2). Among those 52 certified assets, there are 50 Shopping Centres and 2 Office buildings, accounting for a total certified area of over 5 million sqm. This represents a share of 72% of the Group's standing portfolio in number of assets (retail and office assets), and a coverage of 77% in surface area.

– RETAIL

In the US, the Group started to roll out the BREEAM In-Use certification (version 6) in its shopping centres in 2020, with 2 shopping centres certified: Westfield Century City (Good), Westfield Valley Fair (Good). Two new shopping centres obtained their BREEAM In-Use certification in 2021: Westfield Garden State Plaza (Very Good), Westfield UTC (Very Good). In 2022, while the certification process is still ongoing, no new certifications were obtained in the course of the year.

As at December 31st 2022, the Group had 50 owned and managed shopping centres certified under BREEAM In-Use, of which 13 were rated "Outstanding" for Building Management (Part 2).

Certified shopping centres account for over 4.2 million sqm consolidated GLA and correspond to 74% of the Group owned and managed Shopping Centres portfolio in number of buildings, and to a 65% BREEAM In-Use certification coverage in surface area. In 2022, 94% of the Group's European shopping centres and 21% of the Group's US shopping centres are certified, in number of buildings.

In terms of European comparison, 78% of the BREEAM In-Use certificates awarded to the Group's shopping centres in Europe achieved the "Excellent" or "Outstanding" level for Building Management (Part 2), compared to an average of just 28% for the European Retail Real Estate market[1], confirming the superior environmental performance of the Group's assets despite the diversity of the portfolio in terms of size, age and location.

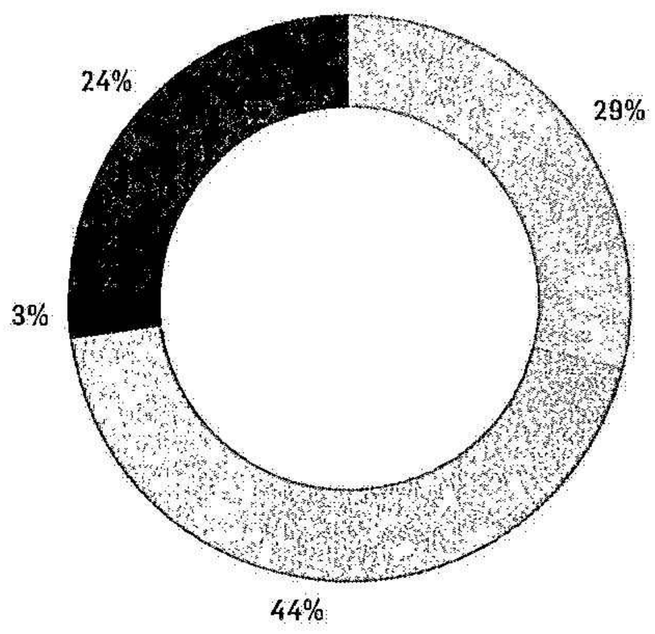
(1) Source: BRE Global "BREEAM In-Use" data - Retail assets certified under Part 2 under BRE Global (International), ITG (Spain), NGBC (Netherlands) & TUV (Austria & Germany), as at December 31, 2022 - Retail assets certified under BREEAM In-Use International 2015 and version 6 (Part 2).

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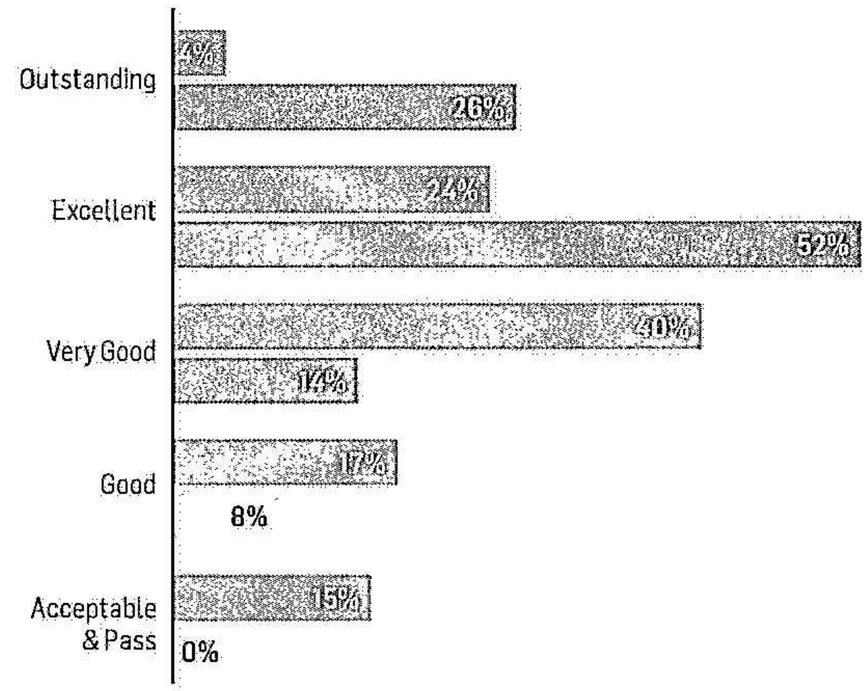
COVERAGE OF BREEAM IN-USE ENVIRONMENTAL CERTIFICATION OF THE GROUP'S STANDING ASSETS IN NUMBER OF ASSETS AND FLOOR AREA – SHOPPING CENTRES

	Number of assets certified	Surface area certified (sqm GLA)	Certification coverage % (in number)	Certification coverage % (in sqm GLA)
Total certified Retail assets	50	4,179,321	74%	65%
Of which outstanding (Part 2)	*13.0*	*1,354,363.0*	26%	32%
Of which excellent (Part 2)	*26*	*2,676,243*	52%	64%

COVERAGE OF ENVIRONMENTAL CERTIFICATIONS IN OPERATION AND DEVELOPMENT WITHIN THE TOTAL GROUP STANDING SHOPPING CENTRE PORTFOLIO (IN NUMBER) (%)



BREAKDOWN OF GROUP SHOPPING CENTRES' BREEAM IN-USE CERTIFICATIONS BY LEVEL (IN NUMBER OF ASSETS) IN COMPARISON WITH THE EUROPEAN RETAIL REAL ESTATE SECTOR[b]



- Assets both certified in development (BREEAM, DGNB or LEED) and operation (BREEAM In-Use[a])
- Assets certified in operation only (BREEAM In-Use[a])
- Assets certified in development only (BREEAM, DGNB or LEED)
- Non-certified assets
- European Real Estate sector (including the UK) – update 2022
- URW (Europe)

(a) Building Management (Part 2).
(b) Source: BRE Global "BREEAM In-Use" data - Retail assets certified under Part 2 under BRE Global (International), ITG (Spain), NGBC (Netherlands) & TUV (Austria & Germany), as at December 31, 2022 - Retail assets certified under BREEAM In-Use International 2015 and V6 (Part 2).

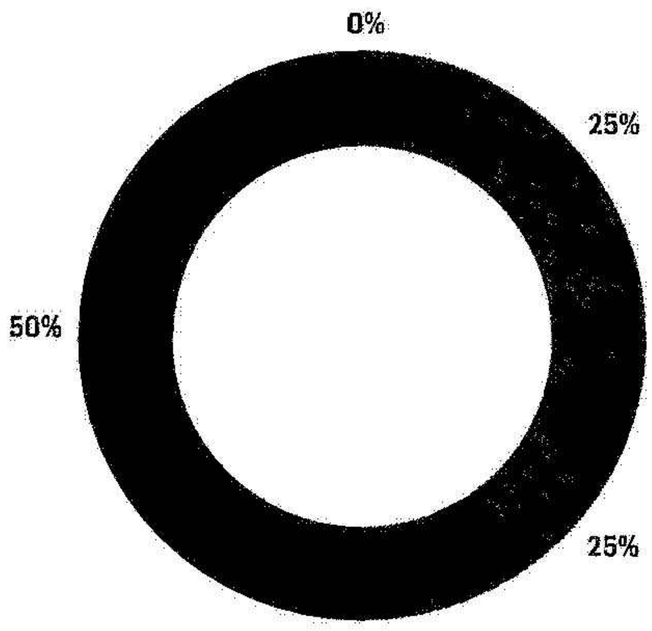
– OFFICES

As at December 31, 2022, 50% of the owned and managed Office portfolio was certified.

COVERAGE OF BREEAM IN-USE ENVIRONMENTAL CERTIFICATION OF THE GROUP'S STANDING ASSETS IN NUMBER OF ASSETS AND FLOOR AREA – OFFICES

2022	Number of assets certified	Surface area certified (sqm)	Certification coverage	
			% (in number)	% (in sqm)
Total certified Office assets	2	26,200	50%	29%
Of which Excellent or above (Part 2)	0	0.00	0%	0%

COVERAGE OF ENVIRONMENTAL CERTIFICATIONS IN OPERATION AND DEVELOPMENT WITHIN THE TOTAL GROUP STANDING OFFICE PORTFOLIO (IN NUMBER) (%)



- Assets both certified in development (BREEAM, DGNB or LEED) and operation (BREEAM In-Use[a])
- Assets certified in operation only (BREEAM In-Use[a])
- Assets certified in development only (BREEAM, DGNB or LEED)
- Non-certified assets

(a) Building Management (Part 2).

– CONVENTIONS & EXHIBITION VENUES

Regarding Convention & Exhibition venues, apart from the current ISO 20121 certification of all the Group's Convention & Exhibition assets in activity (see section 2.2.3.1 Environmental Management System (EMS)), in 2021 le Palais des Congrès de Paris obtained a BREEAM In-Use re-certification (Asset Performance - Part 1 - and Building Management - Part 2 - both rated "Excellent").

2.2.3.3 GREEN LEASES AND TENANT COMMITMENTS

Since 2009, the Group has been committed to an active "Green leases" policy. Green leases aim at improving tenants' sustainability performance during the operation phase through a set of requirements, including fit-out, operation and reporting requirements.

This approach, based on dialogue, information, and sharing of best practices, encourages the tenants to play a role in the environmental performance of the assets that they occupy. As well as contributing to lower common and private service charges through decreasing energy and utilities consumption and improving waste management, this change in behaviours is helping the Group and its stakeholders to prepare for increased constraints on resource management (regulation, availability, etc.).

In that respect, since 2010 and ahead of all existing regulations, all new leases and renewals signed with Retail and Office tenants have had environmental clauses. These first versions of Green leases cover those aspects that are most relevant to improve tenants' environmental behaviours and performances, such as commitment to sharing energy consumption data, technical specifications for fitting-out tenant spaces (especially maximum power for private lighting), and various measures to save energy and water and sort waste.

As part of the Better Places 2030 commitments, this environmental appendix on leases was strengthened in 2017 to reflect the Group's new ambitions in terms of environmental performance and contributions to the community. Indeed, meeting the Group's reduction target of its carbon footprint from operations requires strong involvement of tenants, given the scale of their energy use (see section 2.2.1.2 Carbon

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assessment). To accomplish this, the two Group levers of improving energy efficiency and transitioning to renewable energy sources are also implemented in the private areas of the assets, in cooperation with the tenants. Clauses have been added to the first version of Green leases and include, in particular, the obligation to install LED lighting solutions for any new fit-out works performed in private tenant spaces and the obligation to sign a supply contract guaranteeing that electricity is procured from renewable sources. To support the Group's engagement with its communities, a clause has also been added to invite the tenants to participate in initiatives organised by the Group to promote local employment. This constitutes the second version of the Group's Green lease ("Green Lease Version 2").

Following the acquisition of Westfield in June 2018, the Group has been working on Green lease templates applicable to the US and the UK. In 2021, these Green lease templates have been rolled out in the UK. In the US, the provisions contained in the Green lease template are progressively integrated through other documents such as the tenant handbook or fit-out guides, and will be rolled out in the US in 2023 (initial timeline has been postponed due to the global COVID-19 pandemic).

The tables hereafter show the penetration rates of the latest applicable Green lease version across the Group assets, both for standing assets and pipeline projects. In shopping centres, the penetration rate of Green leases signed in 2022 is 60% Group-wide, which breaks down into a penetration rate of up to 79% in Continental Europe and of 22% in the US and in the UK. Regarding offices, Version 2 Green leases were implemented since the start of 2018 and reached a penetration rate of 100% of leases signed in 2022.

2022 NUMBER AND PERCENTAGE OF GREEN LEASES AMONG IN-YEAR SIGNED LEASES AND ACTIVE LEASES (SHOPPING CENTRES AND OFFICES)

	Retail			Office
	Total	Continental Europe	US and UK	Total
Number of Green leases signed during the year	1,890	1,652	238	15
% of Green leases signed among leases signed during the year	60%	79%	22%	100%
% of Green leases among total active leases at year end	46%	65%	12%	42%

In Continental Europe, to support tenant adoption of energy efficient lighting technologies and electricity from renewable sources, Memorandums of Understanding covering LED and green electricity topics have been signed until 2019, these topics now being covered by the Green Lease Version 2.

The topics of responsible resource consumption, environmental performances, behavioural changes or implementation of operational improvements are often discussed through the regular operation of the shopping centres.

2.2.3.4 ENERGY MANAGEMENT

The Group targets, in its Better Places 2030 strategy, to improve the energy efficiency of its shopping centres by 30% (kWh/sqm) by 2030, compared with a 2015 baseline. As part of its Better Events strategy, Viparis revised in 2022 its initial target of reducing the energy intensity of its convention and exhibition venues from 25% to 30% (kWh/sqm DOCC) by 2025, while keeping its target of reducing the baseload energy intensity of its Convention & Exhibition venues by 15% by 2025, compared with 2014 levels. In accordance to French "*Decret Tertiaire*", both URW and Viparis French assets aim to achieve a -40% energy intensity reduction (kWh/sqm or kWh/sqm DOCC) by 2030.

As part of its operational management process of environmental performance, the Group measures improvements in its energy efficiency by asset type against these targets: progress and results are disclosed in section 2.1.4.1 Summary of the Group's sustainability performance.

To reach its ambitious targets in terms of energy efficiency, the Group has formalised a dedicated Energy Management Policy, whereby assets are required to define their energy management action plan, setting the operational path towards reaching the objective, with levers identified at asset level to improve energy efficiency, their associated budget, and their gradual implementation schedule. This policy also underlines energy optimisation best practices and sets the approach to define renewable energies action plans as well as sets requirements on green electricity purchasing.

In the wake of energy crisis in summer 2022, URW has announced an increase of its energy efficiency ambition in Europe by an additional -15% for the year 2022. This includes a -20% reduction for France, beyond governmental expectations. Thus, in addition to the long-term energy action plan (updated in 2022 as every year), an Emergency Energy Plan was developed in each asset and consolidated at European level to match the Group short-term energy efficiency objectives.

In 2022, the energy action plan process (including emergency and management actions) was improved in two ways: first, a 2-day seminar was organised for the internal energy expert community to share feedback and expertise, as well as to commit on priorities for each country. Second, the asset-level energy action plans were reviewed with country management teams to raise awareness of URW leaders on energy topics and validate budget integration. These improvements also resulted in shaping the next Group-wide and strategic roll-out projects, like energy submetering and photovoltaic plants.

In Europe, since 2021, the energy action plans are built directly into a new custom tool for monitoring and reporting, called "Operational Data Portal". This new process has allowed the Group to easily benchmark and compare energy actions proposed by the Group's regions and to

allocate resources efficiently on the most impactful actions to reduce the energy impact. Based on the reporting in "Operational Data Portal", the actions implemented in 2022 are estimated to annually save approximately 11.5 GWh across European assets.

In the US, an Energy Management Policy has been adopted in 2020 with the same content as in Europe. Comprehensive energy efficiency action plans at asset level were rolled out in 2022, in order to identify appropriate levers to achieve the Group's energy efficiency objectives.

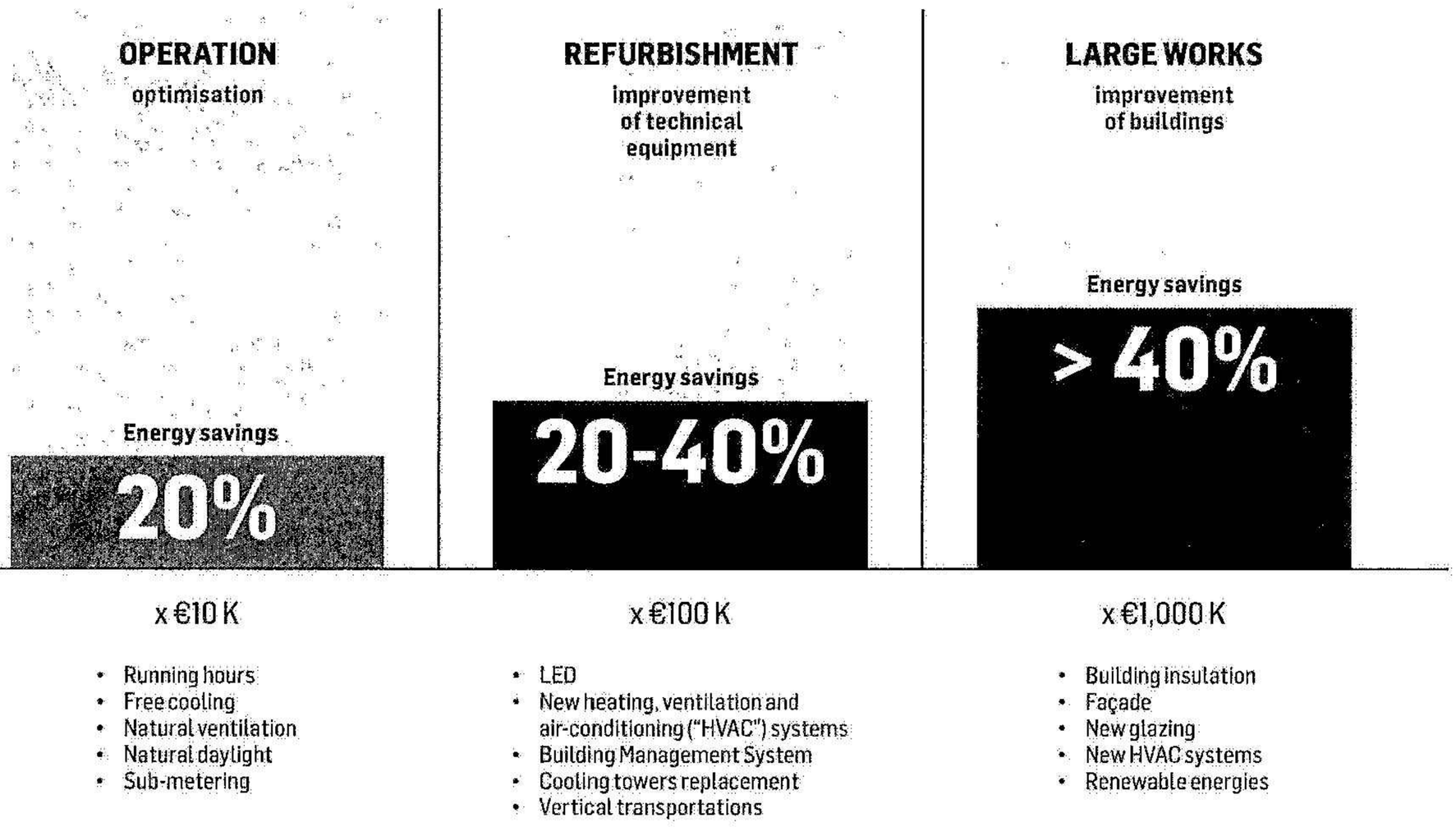
Regarding the Convention and Exhibition activity, Viparis rolled out an energy sobriety plan in order to participate to the event sector's efforts to reduce energy consumption during the energy crisis. In accordance with an on-going "Performance 2025" energy plan based on investments, energy audits, improving energy management and measurements, reducing off-activity consumption, Viparis' sobriety plan integrates implementation of best practices regarding temperature setpoint or lighting programme, energy-saving practices, nomination of energy experts on each venue, or supporting clients in putting their own energy sobriety plan into action during events.

– ENERGY CONSUMPTION

Energy efficiency is embedded in all existing processes relating to the technical management of each asset, by gradually ensuring:

- Daily optimisation of the operation and supervision of technical equipment;
- Technical improvements of equipment's efficiency through nonrecurring annual maintenance works; and
- Intrinsic building structural works synchronised with the Group's long-term value creation strategy (large works).

A GRADUAL AND PRAGMATIC APPROACH TO ENERGY SAVINGS



OPTIMISATION

In order to get the best return on energy efficiency solutions, the Group sets daily energy optimisation as its priority. Actions to optimise operations in order to improve energy efficiency are being undertaken in all the assets owned and managed by the Group, thanks to the strong commitment of the Group's on-site teams, tenants and maintenance suppliers.

Standard practices include: daily monitoring of each asset's energy consumption; identification of factors that affect energy consumption; optimisation of the running hours for each piece of equipment; seasonal action plans to adjust temperatures in line with weather conditions; strong focus on behavioural changes (for example turning out lights and using natural ventilation); and regular checks to ensure that technical equipment is working properly.

As an example, shopping centre night audits of tenant and common area energy use are conducted by operational teams in Europe to identify potential energy savings during the night shift and rationalise the functioning of energy-consumptive equipment to a minimum when the assets are closed to the public. In France, these night audits have been reinforced in 2022 with direct communication channel between the shopping centre management team and the security teams systematically touring centres at night. Optimisation of energy consumption was also permitted with daily energy management, combined with the implementation of an additional submetering structure. Indeed, submeters allow a greater responsiveness to misuse or overconsumption and makes it possible for URW to prevent these situations by interacting with its tenants and thus support them in their energy efficiency. In 2022, the Group launched a European programme to continue the roll-out of energy submetering and to ensure a minimum standard across the portfolio, starting by auditing existing submetering features in each asset and designing full submetering specifications in 2023.

In 2022, 5 assets (CNIT, Lyon Confluence, So Ouest, Carrousel du Louvre and Westfield Forum des Halles) owned and managed by the Group in Europe had an Energy Performance Contract (EPC). In December 2021, a tender for an EPC for the Spanish portfolio has been awarded. These EPCs are contractual agreements between URW and the energy contractor, with the scope of energy supply, maintenance and energy management under which the latter commits to improve the energy efficiency of an asset. These contracts, underpinned by bonus-malus incentive clauses, encourage the supplier to contribute to the Group objective of reducing on-site energy consumption and manage the associated costs.

The Group implements automated energy monitoring systems to improve the daily management of its energy consumption. In 2021, the US started the rollout of a real-time energy metering and fault detection platform to better streamline operations by providing real-time insights, alerts, and analytics that actively reduce of consumption. URW finalised installation of this system across the US flagship portfolio in 2022. In addition to this, in 2022, the US began the pilot of a whole-building analytics and active monitoring commissioning system. The initial results of this pilot have been very successful from energy and emissions savings perspectives, and the pilot is poised for strategic expansion in 2023. In Europe, the Group started to work with Deepki in 2018 to roll out energy consumption monitoring in its shopping centres and Convention & Exhibition venues. In 2022, Deepki was rolled out in Austria and Poland, and process has also started in the UK (in addition to Sweden, Denmark, Germany, Czech Republic, Spain, France and The Netherlands), covering a total of 9 European countries at 2022 year end. This proves to be a helpful tool to control energy and fluid consumption at the level of each shopping centre and each country, thanks to dashboards based on the data collected. The data from submeters are also integrated in the Deepki tool.

IMPROVEMENT OF TECHNICAL EQUIPMENT

With regard to technical equipment, the Group is systematically outfitting its assets with Building Management Systems, which are regularly upgraded, so on-site teams can easily monitor and manage energy performance. Energy efficiency is also a crucial factor when it comes to replacing technical equipment, especially in the context of regular maintenance works related to lighting, heating, cooling and ventilation: low-consumption energy-effective alternatives are systematically considered in the multi-annual planning process.

When refurbishing old equipment, the Group's assets are to comply with minimal energy efficiency standards, such as replacing fixed speed units with variable speed units, implementing sensor-regulated equipment and introducing systems with energy recovery or limiting energy losses, such as shifting to LED light bulbs.

The renovation of systems such as cooling towers, chillers, pumping systems or ventilations filters on kitchen extract units lead to a higher energy-effectiveness. In Europe, based on the reporting in the "Operational Data Portal", the actions for renovating systems implemented in 2022 are estimated to have saved approximately 5.7 GWh (49% of the total estimated annual energy savings planned for all 2022 energy-related actions implemented in Europe). Works on HVAC brought large savings. For example, Clima Project in Westfield Taby Centrum is a long-term project running from 2017 to 2026, and aims at deeply refurbishing the whole technical systems.

As part of its Better Places 2030 strategy, URW aims to systematically implement LED lighting solutions in the common areas of its owned and managed shopping centres. At the end of 2022, 69% of the Group's shopping centres were equipped with full LED lighting in their common areas. In Europe (including the UK), as of December 31, 2022, 84% of lighting fixtures in common areas of the Group shopping centres are based on LED technology, compared with 95% in the US.

The Group implements LED lighting technology across its standing portfolio (common and private areas) through two levers:

- The planning and rollout of LED refurbishment projects through the identification of specific budgets lines in the Group assets' 5-year budget plans supporting the gradual replacement of existing light sources with LED equipment; and
- The onboarding of retailers in the Group's LED installation programme, through Green leases provisions requiring the setup of LED lighting when refurbishing or opening stores (see section 2.2.3.3 Green leases and tenant commitments).

In Europe, based on the reporting in the "Operational Data Portal", the actions for lighting optimisation implemented in 2021 are estimated to have saved approximately 3.9 GWh (33% of the total estimated annual energy optimisation planned for all 2021 energy-related actions implemented in Europe). This lighting optimisation concerns areas such as malls, façades, car parks or back-of-house spaces. For instance, Wroclavia saved an estimated 330 MWh installing LED lightings in 2022. The largest LED project in 2022 across Europe was achieved in Westfield London, where approximately 1750 MWh were saved in 2022.

IMPROVEMENT OF BUILDINGS

The main improvements in the core building efficiency (e.g. thermal insulation, light shafts, etc.) are synchronised with major extension and renovation development projects, for which the Group targets an environmental certification of the highest level (see section 2.2.2 Design sustainable buildings).

RESULTS

In 2022, shopping centres owned & managed by the Group achieved a 4% increase in energy intensity (kWh/sqm) on a like-for-like basis, compared with 2021. Regarding the office portfolio, the energy intensity increase reached 9%. Convention and exhibition venues reduced their energy intensity by 52% over the same period.

The 2015 to 2022 evolution results against strategic targets are disclosed in section 2.1.4.1 Summary of the Group's sustainability performance.

This increase in energy intensity is closely linked to the reopening of our shopping centres with zero closure in 2022 compared to an average closure period for the Group's shopping centres of 62 days in 2021.

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ENERGY CONSUMPTION (MWh)

Final energy consumed by the assets in common areas and by common equipment, and provided to tenants for heating and/or cooling. Individual tenant energy consumption is not included. Energy consumption includes both energy purchased from the grid (produced off site) and energy produced on site and self-consumed by the Group's assets.

	Retail	Office	Convention & Exhibition
2022 TOTAL	**671,784.4**	**9,630.3**	**41,683.2**
of which natural gas (Scope 1)	*77,219.1*	*-*	*4,642.2*
of which electricity (Scope 2)	*407,355.0*	*4,979.0*	*26,122.0*
of which district heating & cooling (Scope 2)	*187,210.2*	*4,651.3*	*10,919.0*
Of which on-site production (%)	2%	0%	0%
Of which off-site purchase (%)	98%	100%	100%

LIKE-FOR-LIKE EVOLUTION IN ENERGY CONSUMPTION (MWh AND %)

	Retail	Office	Convention & Exhibition
2022 like-for-like (MWh)	588,231.6	4,610.8	41,683.2
of which natural gas (Scope 1)	*62,712.6*	*-*	*4,642.2*
of which electricity (Scope 2)	*359,008.0*	*2,224.0*	*26,122.0*
of which district heating & cooling (Scope 2)	*166,511.0*	*2,386.8*	*10,919.0*
2021 like-for-like (MWh)	568,215.1	5,050.7	22,809.1
of which natural gas (Scope 1)	*66,425.6*	*-*	*1,171.0*
of which electricity (Scope 2)	*357,673.0*	*2,192.0*	*15,469.0*
of which district heating & cooling (Scope 2)	*144,116.5*	*2,858.7*	*6,169.2*
2022/2021 change (%)	**4%**	**-9%**	**83%**
of which natural gas (Scope 1)	*-6%*	*-*	*296%*
of which electricity (Scope 2)	*0%*	*1%*	*69%*
of which district heating & cooling (Scope 2)	*16%*	*-17%*	*77%*

FINANCIAL IMPACT RESULTING FROM VARIATIONS IN ENERGY CONSUMPTION (€)

Total cost saved due to the reduction of energy consumption, estimated on a like-for-like basis.

	Retail
2022/2021 change in energy consumption (MWh)	18,240
Estimated financial extra costs 2022/2021 (€)	3,074,196

ENERGY EFFICIENCY OF STANDING ASSETS, PER AREA FOR SHOPPING CENTRES AND OFFICES (kWh/SQM) AND PER USAGE FOR CONVENTION & EXHIBITION VENUES (kWh/SQM DOCC[1])

Energy efficiency is calculated on the scope of final energy purchased from the grid. Energy self-consumed from on-site production is excluded.

	Retail (kWh/sqm)	Office (kWh/sqm)	Convention & Exhibition (kWh/sqm DOCC)
2022 TOTAL	**143.37**	**106.6**	**1.494**
2021 like-for-like	137.06	103.1	3.1
2022 like-for-like	142.98	112.2	1.494
2022/2021 change (%)	**4%**	**9%**	**-52%**

(1) Areas occupied per days of occupancy.

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– ENERGY MIX

URW works at reducing the environmental impact of the energy it consumes by purchasing renewable energy from suppliers and generating low-carbon or renewable energy on site. As such, the Group targets, as part of its Better Places 2030 strategy, to:

- Multiply its installed capacity of on-site renewable energy fivefold by 2025, compared with 2015 (see results in section 2.1.4.1 Summary of the Group's sustainability performance); and
- Source 100% electricity from renewable sources for its owned and managed assets.

PURCHASING OF RENEWABLE ENERGY

In this context, the Group has accelerated its transition towards sourcing electricity derived from renewable sources ("green electricity"). In Europe, the Group started to sign green electricity contracts with energy suppliers since 2009, and 100% of assets (shopping centres, offices, and Convention & Exhibition centres) have been running entirely on green electricity since 2018. This green electricity is covered by mechanisms of Guarantee of Origin as defined by the 2009/28/ EC European Directive. In the US, URW rolled out an equivalent green electricity certificate mechanism in 2021 for its portfolio and maintained full coverage since, with 100% of the US annual electricity consumption covered by Renewable Energy Certificates. The Group has maintained its objective of sourcing 100% of its portfolio's electricity consumption from renewable sources in 2022.

The Group also purchases renewable electricity directly from renewable energy production plants in the form of Power Purchase Agreements ("PPA"). A PPA (15-years contract with a 132 kW system) covers the supply of Westfield Culver City (US). The Group also increased the part of PPA in 2022 in its electricity supply, covering approximately 19% of the French portfolio's annual electricity consumption. The electricity generated under this PPA comes from a wind farm located in France.

Beyond the purchase of certified green electricity, the energy mix of the Group's assets is a key focus. For example, the Group chooses district systems rather than natural gas to heat its buildings wherever possible. In Minto (Germany) and Spain, the natural gas suppliers of the Group's shopping centres are committed to compensate the GHG emissions linked to this energy supply to the Group.

The Group's policy of purchasing renewable energy from its suppliers offers two key benefits. First, it reduces the carbon intensity of the Group's operations. Second, it encourages producers to invest in "green" power-generation technologies by contributing to build market demand for renewable energies.

The Group is committed to extend this measure to shopping centre tenants as well, through a contractual requirement to source green electricity in private areas (see section 2.2.3.3 Green leases and tenant commitments).

PRODUCTION OF RENEWABLE ENERGY

For many years now, the Group has been rolling out a solar photovoltaic installation programme across its portfolio to generate electricity on site. The installed capacity of the Group's systems has continued to increase. In 2022, new PV plants were notably finalised in Slovakia (Aupark, 496 kWp), Sweden (467 kWp in Westfield Taby Centrum) and the largest photovoltaic plant on a shopping centre roof in Europe was completed in Westfield Shopping City Süd (Austria) to reach 2,6 MWp installed. In addition, the Group launched in 2022 a European programme to continue the roll-out of PV plants across the whole portfolio, starting by identifying PV potential in all assets.

In total, there are 7 solar panel installations across 6 US assets, 21 across the Group's Europe assets (in France, Spain, Austria, Sweden, Poland and The Netherlands), and a wind turbine installed in Westfield Carré Sénart Shopping Centre (France). In France, Aéroville shopping centre also uses geothermal energy to meet its heating and cooling needs. A solid pipeline of future projects is maintained throughout the Group, such as photovoltaic self-consumption plants.

The total installed renewable energy capacity of the Group's assets in 2021 is 17 MW.

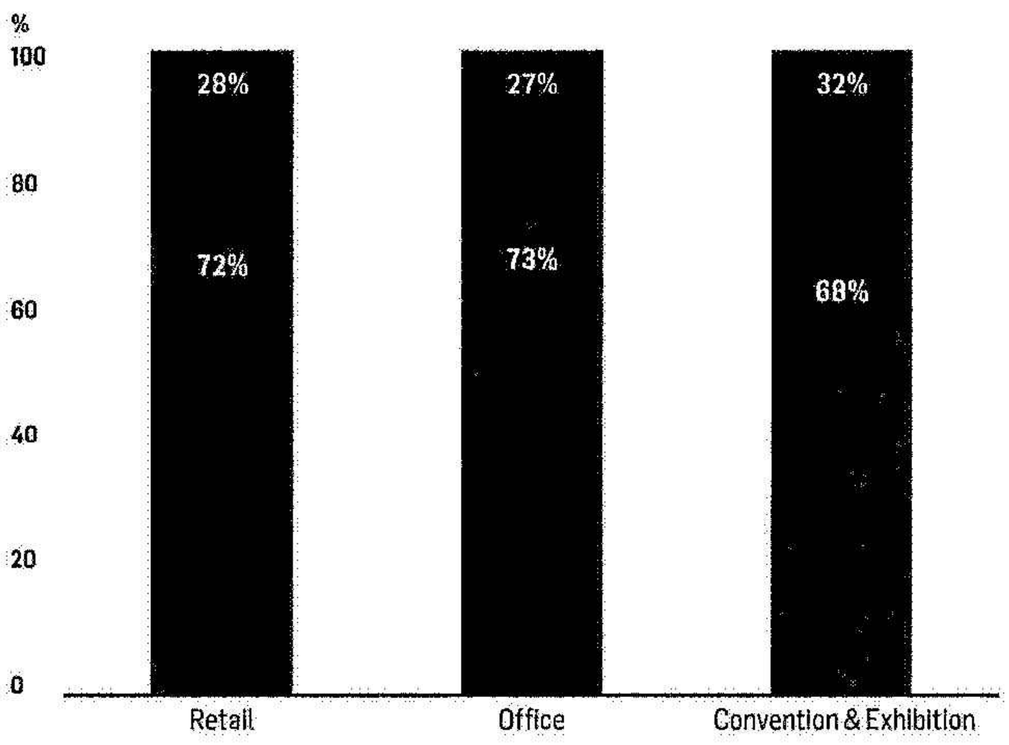
The renewable electricity produced by the Group is either self-consumed to meet an asset's energy needs, or sold to the grid. The total on-site production of renewable electricity at the Group's assets and breakdown between energy sold and self-consumed is as follows:

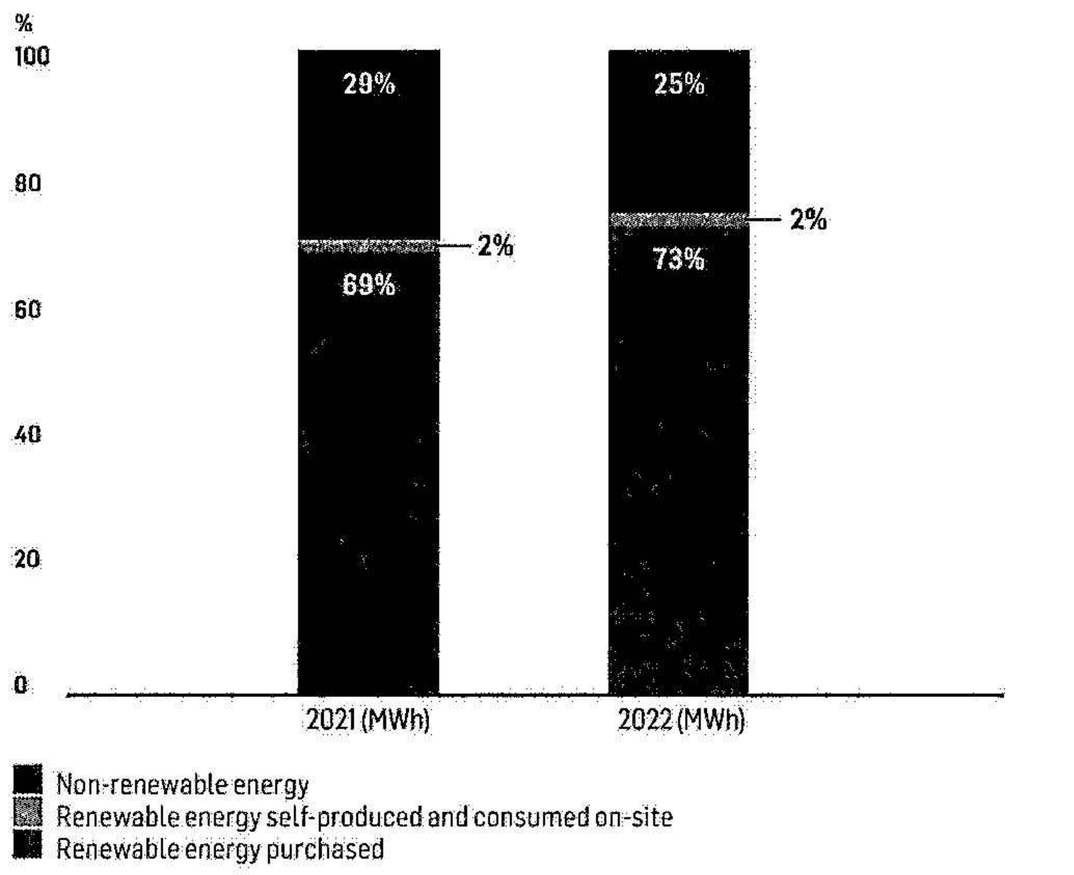
2022 RENEWABLE ELECTRICITY PRODUCED ON SITE (MWh), WITH BREAKDOWN BETWEEN SALES AND SELF-CONSUMPTION (%)

	Retail	Office	Convention & Exhibition
Total renewable electricity produced on site (MWh)	13,122.8	-	-
of which self-consumed (%)	95%	-	-
of which sold (%)	5%	-	-

RESULTS

2022 ENERGY MIX AND ITS EVOLUTION (ALL OWNED AND MANAGED ASSETS)





The Group's energy mix varies from country to country and is mainly influenced by the Group's voluntary low-carbon energy production and renewable energy purchasing policy, which increased the share of renewable energy in the final energy mix consumed by the assets owned and managed by the Group to reach 74% in 2022.

SHARE OF TOTAL ENERGY CONSUMPTION DERIVED FROM RENEWABLE SOURCES PER ENERGY SOURCE: ELECTRICITY, DISTRICT HEATING AND COOLING, AND DIRECT ENERGY CONSUMPTION (%)

	Retail	Office	Convention & Exhibition
2022 total electricity consumption (MWh)	407,355	4,979	26,122
of which green electricity (%)	100%	100%	99%
2022 total district heating & cooling consumption (MWh)	187,210	4,651	10,919
of which renewable energy (%)	39%	44%	23%
2022 total fuels direct energy consumption (MWh)	77,219	-	4,642
of which renewable energy (%)	0%	-	0%

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2.2.3.5 WATER MANAGEMENT

The non-financial risk assessment pointed out that water is not a key environmental issue for URW. Indeed, the assets of the Group's portfolio are not considered as being significant water consumers.

Nevertheless, URW acknowledges water as a fundamental resource and upholds the right for everyone to have fair and equitable access to it. Reducing water consumption is an operational target at all sites as part of the Group's resource efficiency policy and is closely tracked and managed at asset and Group levels. Based on environmental best practice, the Group is taking active steps to limit water consumption, reduce water waste and maintain water quality.

Water consumption at the Group's assets is mostly driven by their number of visitors. Special efforts are made to install water-efficient equipment, optimise operating practices, and ensure that leaks are detected and repaired rapidly. For example in the Nordics, the Group continued the roll-out of real-time water monitoring system called "Smartvatten". In 2022, this water leakage detection system started being deployed in Fisketorvet and Westfield Taby Centrum. Water monitoring is a key focus for the Group, which also started rolling out water connected submeters in some assets in France. Northern Europe assets also kept on installing hourly controlled valves that allow systematically turns off water supply in some areas out of the opening hours to reduce leak risks. Additionally, aerators and other low-flowrates water features are implemented in assets in accordance to BREEAM requirements. In 2022, the US continued the rollout of a real-time water monitoring platform to better streamline operations by providing real-time insights, alerts, and analytics that actively drive the reduction of consumption. This system is currently active at 14 US assets. As a result, several leaks from pipes, valves, irrigation lines and sanitary equipment were identified and repaired, and significant water and cost savings were achieved. In addition to this impactful programme, a pilot of smart irrigation systems was installed at 4 US centres, and traditional turf at Galleria at Roseville was converted to drought tolerant landscaping.

To optimise water use and leverage-associated cost savings, the Group also prioritises the use of non-drinkable or reused water over drinkable water wherever possible. In 2022, 12 shopping centres collected 201,930 m^3 of rainwater and groundwater or of greywater on site, which were used for cleaning and for watering green spaces. Projects are also planned in the environmental actions plans of some of the Group's assets to increase water reuse, using underground water for cooling towers or extending roof rainwater harvesting systems for landscape areas with additional water tanks.

At existing assets, the Group relies on a close cooperation with tenants to reduce water consumption. Green leases (see section 2.2.3.3 Green leases and tenant commitments) and tenants' discussions on site are used to help raise awareness among tenants about water use and to get them on board with water management.

In terms of preventing environmental pollution, run-off water collected from car parks is treated before being disposed of through municipal wastewater networks.

In 2022, water consumption at owned and managed shopping centres increased by 1% compared with 2021 on a like-for-like basis. The continued distribution of hydroalcoholic gel in common areas also contributes to limiting water consumption.

In 2022, water intensity in litres/visit at owned and managed shopping centres decreased by -22% compared with 2021 on a like-for-like basis.

– WATER CONSUMPTION (M^3) BROKEN DOWN BY SOURCE (%)

Water purchased from the district network (municipal water) and water withdrawals from other sources for use in common and private areas of standing assets.

	Retail	Office	Convention & Exhibition
2022 TOTAL WATER CONSUMPTION	5,568,313	12,273	206,593
of which municipal water (%)	*94%*	*100%*	*100%*
of which rainwater (%)	*3%*	*0%*	*0%*
of which groundwater (%)	*1%*	*0%*	*0%*
of which surface water (%)	*3%*	*0%*	*0%*
of which wastewater from another organisation (grey water) (%)	*0%*	*0%*	*0%*
2021 Like-for-like	5,451,056	8,289	160,141
2022 Like-for-like	5,531,613	6,451	206,593
2022/2021 CHANGE (%)	1%	-22%	29%

– WATER INTENSITY OF STANDING ASSETS PER USAGE FOR SHOPPING CENTRES (LITRE/VISIT/YEAR), FOR OFFICES (LITRE/OCCUPANT/YEAR), AND FOR CONVENTION & EXHIBITION VENUES (LITRE/SQM DOCC/YEAR)

	Retail (Litre/visit)	Offices (Litre/occupant)	Convention & Exhibition (Litre/sqm DOCC[1])
2022 TOTAL	**6.34**	**1,995.66**	**3.46**
2021 like-for-like	8.14	1,935	8.91
2022 like-for-like	6.36	1,491	3.46
2022/2021 change (%)	**-22%**	**-23%**	**-61%**

(1) Areas occupied per days of occupancy.

2.2.3.6 WASTE MANAGEMENT

The Group has set itself the target of sending no waste to landfill by 2025 in its Better Places 2030 strategy (see progress in section 2.1.4.1 Summary of the Group's sustainability performance). URW's waste management approach is consequently designed to maximise recycling and minimise disposal to landfill.

The total volume of waste generated in a building, whatever its use, is mostly dependent 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. Nevertheless, the Group is committed to waste management efficiency measures, such as increasing waste sorting, and raising awareness among tenants, as well as incentivising them to reduce the amount of waste disposed, and implementing innovative waste management solutions.

– IMPROVING WASTE SORTING IN COLLABORATION WITH TENANTS AND WASTE SERVICE PROVIDERS

Suitable waste segregation facilities are in place in all assets and most assets are equipped with specific sorting facilities and treatment solutions for organic waste, which represents a significant share of the total amount of waste generated by the Group.

Tenants are regularly informed and made aware of local on-site waste management policies and processes and of the importance of sorting waste. This is via, for example, tenants' on-site discussions, and the development of site-level waste sorting guidelines reminding tenants of what to do with different types of waste. Both supplier purchasing contracts and tenant Green leases establish the minimum requirements to be met for waste sorting and recycling. Waste management service providers must monitor and submit a monthly progress report, with details of tonnages collected by type of waste and recycling percentages achieved. Furthermore, they are asked to regularly submit a waste management improvement plan or propose available opportunities, such as upgrades in material recovery facilities, or modified equipment when the tenant mix changes to site management teams, to ensure the efficient management of each location's waste streams. Shopping centre technical managers meet with waste management service providers on a frequent basis to monitor progress and performance. The waste solution providers' remits, however, extend beyond just management and reporting, also focusing heavily on tenant engagement and communications.

Tenant education includes delivering tenant-level waste sorting guidelines to the retailers' teams, updating and adding signage on waste bins, sharing best practices, highlighting the importance of properly sorting material, and outlining the legal requirements associated with the waste management programme. For example, in the UK, educational sessions with retailers are held regularly via the waste contractor's "Green Academy" programme. In the US, assets with organic waste food-service programmes are provided additional assistance for the set up and ongoing management of diverting pre-consumer food waste. All the Group's shopping centres also hold yearly meetings with their stakeholders (tenants and waste treatment providers), with a detailed account of the site's waste management outcomes. In the US, additional education is provided to tenants on an ongoing basis when and where there are opportunities to improve performance.

Tenants are also being incentivised through the implementation of individual reinvoicing of waste charges. An increasing number of shopping centres are equipped with an advanced waste management system, which consists of weighing the waste of each tenant separately to invoice them on the actual tonnage they generate. This encourages better waste sorting, enabling tenants to reduce the tonnage of residual waste for which the final disposal is more expensive. This system contributes efficiently to improving the asset's recycling rate. Waste awareness among tenants was also enhanced with waste ambassadors in each asset in Spain.

– DEVELOPING INNOVATIVE WASTE MANAGEMENT SOLUTIONS

On-site innovative waste treatment solutions are also installed in several of the Group's assets to increase the amount of valorised waste and reduce waste management costs, such as eco-digesters turning organic waste into inert greywater which can then be flushed into a standard drain and composters producing fertiliser for green spaces out of organic waste.

The Group also worked on improving waste service providers contracts, by integrating requirements for higher rates of recycling and 0% waste to landfill in new tenders signed in Spain and France for example. In addition, reverse vending machines available to visitors have been tested in the UK to foster recycling of coffee cups and other small food packaging.

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The Group has also built and nurtured a sustainable partnership with the start-up Too Good To Go since 2018. The solution helps retailers prevent wastage of unsold food at the end of the day, by putting them in touch with consumers through an application offering baskets of unsold products at a discount price. After the success of an initial pilot project launched at the Westfield Euralille shopping centre (France), the Group launched the large-scale roll-out of this partnership across all of its French shopping centres in early 2019. Then, in 2020, the Group expanded the partnership across all of Europe, and in 2021 in the US. In 2022, 309,000 meals (+28% compared with 2021) were saved across URW's portfolio thanks to this initiative.

Westfield Old Orchard is the new home of the Skokie Spring Greening event, which allows the community to drop off and properly recycle environmentally sensitive items such as electronics, paints, medications, textiles, batteries, fire extinguishers, holiday lights/wiring, and paper for shredding. This event has been ongoing for 13 years, and 2022 was the second year it was hosted at Westfield Old Orchard and had its highest turnout ever, with 1,250 vehicles arriving to properly dispose of 30K-50K pounds of these sensitive materials.

As part of its Better Events 2030 strategy, Viparis has created a new dynamic in the events industry by focusing on the circular economy and initiating joint discussions with various stakeholders such as event operators, event organisers, standholders and cleaning services. This led to three tests at three different-sized exhibitions at the Paris Nord Villepinte convention site. The initial results of these tests were encouraging, with up to 65% of waste sorting for one of the exhibitions tested. In 2022, a partnership between a cleaning and waste provider and Viparis at Porte de Versailles venue leaded to the set-up of an on-site sorting centre, increasing so the part of event wastes being recycled. In addition to waste flow management and figures, issues relating to waste valorisation streams and eco-design were discussed. This circular economy work will give rise to new common goals among the stakeholders of the French Union of the event industry (Union Française des Métiers de l'Événement, "UNIMEV"). A "Green Growth Commitment" (French ECV), was signed between the industry stakeholders and four Ministries of the French Government to find practical solutions to tackle the waste issue and reach concrete recycling objectives. In addition, following a technical and economic study of event's waste management initiated in 2020 by UNIMEV, in partnership with the eco-organisation Valdelia, a more exhaustive study was launched in November 2021, also piloted by UNIMEV, to complete its results. This study is still ongoing. A food-waste diversion programme implemented at Palais des Congrès de Paris with Moulinot, a company from social and solidarity economy, resulted in 5.8 tonnes of food-waste methanised.

– RESULTS

In 2022, 32% of the waste generated by the Group's owned and managed shopping centres was sent to landfill, of which 8% valorised with energy recovery. A total of 41% of waste was recycled (including reuse, material and bio-waste recycling), compared with 43% in 2021. In total, 70% of waste was valorised in 2022, through recycling or energy recovery.

The increase in total waste generated by the Group in 2022 compared with 2021 is directly linked to the activity recovery following the 2021 closures due to the COVID-19 health crisis.

TOTAL WASTE GENERATED (METRIC TONNES), AND BREAKDOWN BY DISPOSAL ROUTES (%)

Total waste[1] collected on site, generated from shopping centre operations (common areas and tenants) and associated waste treatment streams.

	Retail
2022 Total waste (metric tonnes)	112,748
of which recycled waste (%)	*41%*
of which recovered waste: waste-to-energy (%)	*29%*
of which not recovered (%)	*30%*
2021 Like-for-like (metric tonnes)	89,022
of which recycled waste (%)	*43%*
of which recovered waste: waste-to-energy (%)	*29%*
of which not recovered (%)	*28%*
2022 Like-for-like (metric tonnes)	112,328
of which recycled waste (%)	*41%*
of which recovered waste: waste-to-energy (%)	*29%*
of which not recovered (%)	*30%*
2022/2021 CHANGE (%)	26%

(1) Waste for which URW has the legal management responsibility. The Group's waste management responsibilities and reporting scopes are guided by specific national requirements. At some assets, local authorities are responsible for waste management: in this case the Group does not control the final destination of the waste produced at these assets. The disposal of hazardous waste falls outside the Group's legal responsibility as it is managed directly by the maintenance contractors who are responsible for it, using the appropriate disposal route. Offices & Others and Convention and exhibition business units are excluded from the scope of waste indicators. At Convention and exhibition venues (business operated by the Viparis subsidiary), waste is indeed managed by exhibition planners. At Offices, waste collection services, whether ensured by a private company or the local authority, are shared with other buildings and owners. Therefore, separate data tracking for the Group is not available.

2.2.3.7 HEALTH AND SAFETY, SECURITY AND ENVIRONMENTAL RISK, AND POLLUTION

The prevention of health, safety and security risks for people (employees, customers, tenants, suppliers, subcontractors and local communities) and of environmental risks linked with the operation of its assets forms an integral part of the Group's risk management policy.

The Group complies with all applicable legislation in this regard and often exceeds minimum standards required by laws to ensure a higher standard of health, safety and security at its assets.

The Health, Safety and Environment ("HSE") and security management systems enable the Group to monitor and assess its performance regarding risk prevention on a day-to-day basis, and maintain a strong risk management culture embedded within operating and management teams.

– HEALTH, SAFETY AND ENVIRONMENT RISK MANAGEMENT

The Group has drawn up an appropriate HSE risk management policy which includes rules and guiding principles at Group level, supplemented at a local level by procedures that comply with local regulations. The main areas covered by the Group's HSE risk management policy are air and water quality, asbestos, air pollution, Legionnaires' disease, technical and safety installations, and fire extinguishing and alarm systems. In the context of the COVID-19 global health crisis, the Group has reinforced these risk management topics with a focus on pandemic risk since 2020, implementing strong sanitation and hygiene standards at all of its venues.

This Group policy includes, in particular, an annual review of HSE risks at standing assets for both European and US platforms by the Group Risk Committee, and the inspection and continuous improvement of these buildings and their technical equipment liable to have an impact on the environment or on personal safety. Technical documentation on regulatory maintenance and testing is also kept up-to-date and made available at each site. Policy monitoring is conducted by on site teams and checked every year by external auditors or internal management.

URW has worked with Bureau Veritas, one of the world's most distinguished leaders in testing, inspection, and certification services, since 2012 to attest to the implementation of very strict standards regarding health and safety within its assets. In Europe, an independent third-party audit was thus carried out in 2022, as it is every year, to assess HSE risks for building visitors and occupants at all the Group's assets (shopping centres, offices, and Convention & Exhibition centres)[1] in all countries in which the Group operates, based on a framework that incorporates both external regulations and Group policies. This audit awards the site one of four overall scores which reflect the extent to which HSE risks are being controlled:

A. Satisfactory risk management and control;
B. Satisfactory risk management and control, with improvements still needed for certain indicators;
C. Records of areas of non-compliance requiring the implementation of corrective actions; or
D. Unsatisfactory risk management and control.

A personalised action plan, monitored on a daily basis by operational teams, is systematically updated following each assessment in order to improve the quality of risk control as part of a process of continuous improvement. If a "D" rating is given, a second assessment is carried out in the month following the audit to check that all corrective actions identified have been implemented.

The Group's target is to obtain at least a "B" ranking for all its European owned and managed assets for the assessment of these risks. In 2022, 74% assets were audited Group-wide: 98% in Europe and none in the US. 100% of audited sites obtained an "A" or "B" rating level, no asset obtained a "C" rating. No "D" rating has been given for the last 10 years.

(1) Except for Gropius Passagen in which URW is holds a minority share.

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ANNUAL HEALTH, SAFETY, AND ENVIRONMENTAL RISK MANAGEMENT ASSESSMENT

	Group total	Retail	Office	Convention & Exhibition
2022 HSE external assessment coverage (%)	74%	70%	100%	100%
% of which audited sites obtaining an A or B annual score	100%	100%	100%	100%

Internal reviews are also being held Group-wide, at asset level, to ensure the enforcement of HSE regulations and procedures, identifying actions that have been rolled out, new action plans to be implemented and associated budget. For example, in order to reduce its exposure to the risk of Legionnaires' disease, the Group is progressively replacing "open" cooling towers with systems permanently eradicating this risk on the sites in question.

One of the keystones of the Group's risk prevention approach is staff training. As such, local teams get the necessary HSE training under the supervision of regional technical teams according to their needs, and all new employees of relevant departments attend an introductory course to review HSE policies, encompassing risk control policies and tools. On-site teams are trained in first aid techniques and maintain close relationships with local emergency services (fire brigade, paramedics and police) as well as with the relevant administrative departments. For more details, see section 6.2.2.4 Security, Health and Safety risks - B. Health and Safety (H&S) (including pandemic and natural disasters).

Since 2020, the Group reinforced its HSE practices through the implementation of a third-party label in partnership with Bureau Veritas to certify its shopping centre practices are based on the latest recommendations of health authorities: the Group's guide to Hygiene, Safety and Environment practices has been updated with a team of experts and epidemiologists. As a result of this work, 100% of the Group's European shopping centres have been granted the "Safe & Healthy Places" label in 2022. This is issued by Bureau Veritas to attest to the excellence of their hygiene, safety and environmental practices in compliance with the latest safety recommendations.

SAFE&HEALTHY PLACES
SHOPPING CENTRE LABELLED

In addition to the certification of European centres, Bureau Veritas conducted a review and audit of URW's COVID-19-related Health and Safety practices, policies and procedures in the US: all US shopping centers continue to rely on stringent cleaning protocols conducted by the on-site janitorial contractors.

The progressive reopening of shopping centres following the COVID-19 crisis has also been accompanied with the creation of a charter emphasising common efforts between URW and its retailers and service providers to ensure health and safety in the assets and inform visitors of operational measures. Co-signed by all these stakeholders, this charter demonstrates the collective readiness to welcome visitors in the best possible way, around the following commitments:

- To ensure customers and partners are well informed;
- To ensure everyone is protected;
- To ensure compliance with the most strict hygiene rules; and
- To ensure compliance with social distancing rules.

The full Working Together Charter is publicly available on the Group's website[1]. For more information on the welcoming of visitors and the collaborative work with retailers, please refer to section 2.3.4.2 Open dialogue with tenants and visitors.

Regarding Convention & Exhibition venues, Viparis has drawn up H&S guidelines for event venues as a top priority for employees, event organisers, exhibitors, service providers and visitors alike. Every point of contact between Viparis and its stakeholders has been identified to define a fully comprehensive safety protocol, which Bureau Veritas has validated based on the latest recommendations of health authorities. In 2020, a specific Hygiene Security Environment label has been developed, entitled "SAFE V", encompassing general and venue-specific measures, as well as measures for employees, service providers and organisers, to complement national health protocols. The "SAFE V" label has been attributed to all Convention & Exhibition venues except for one, in compliance with this full audit grid developed by Viparis and Bureau Veritas.

(1) https://www.urw.com/en/press/press-news/2020/our-commitment-to-you

COMPLIANCE WITH HEALTH AND SAFETY REGULATION

Penalties for non-compliance related to building H&S.

	2022
2022 number of sanctions for non-compliance related to building H&S	0
2022 monetary value of associated fines (€)	0

COMPLIANCE WITH ENVIRONMENTAL REGULATION

Penalties for non-compliance with environmental legislation and regulations.

	2022
2022 monetary value of fines for environmental breaches (€)	2,855
2022 total number of non-monetary sanctions for environmental breaches	0

– SECURITY AND CRISIS MANAGEMENT

Mastering the security risk is key for the Group's portfolio, comprising public places welcoming a high number of visitors. In 2018, a complete department was created to cover terrorism threat, criminal activities and cyber-protection of the assets.

Monitored and managed through a Group Security Committee, the Security policy and strategy are overseen at Management Board level for the whole portfolio. A regional Security Action Plan, challenged by corporate teams, assesses the security threats and directs the security measures to align them with local specificities. A security audit is performed to check the minimum required protection level is achieved and to monitor the continuous enhancement of the Group's assets. All Group employees have also been invited to complete a complementary e-learning session on the Group Security Policy.

In addition to the prevention of security-related situations, in 2019 the Group finalised the implementation of the Crisis Management Framework and the related crisis training organisation (see section 6.2.2.4 Security, Health and Safety risks - A. Terrorism and major security incident).

Finally, the critical risk of terrorist attacks faced by several countries has prompted the Group to develop a resolute, responsible policy for providing protection and preventing the risk of attacks, with the chief aim being to reassure the tenants' and service providers' employees who work at sites managed by the Group as well as providing a safe environment for customers and visitors. These plans, worked out in close cooperation with local authorities and the enforcement authorities, combine surveillance and detection equipment, heightened security measures, information sharing and the training of tenants' staff in order to increase the vigilance of all site personnel and to react effectively in case of a threat.

URW's Crisis Management Framework ensures consistently high standards of preparedness and response to emergency incidents across all of its regions, with comprehensive policies, procedures and training programmes in place.

2.2.4 DEVELOP CONNECTIVITY AND SUSTAINABLE MOBILITY

As part of its Better Places 2030 programme, URW aims at ensuring access to public transport and sustainable mobility to the visitors of its assets. The Group is committed to reduce by -40% its Scope 3 carbon emissions linked with visitor transportation from a 2015 baseline (see section 2.2.1 Address climate change) and to achieve the target of having 50% of visitors accessing Group assets by sustainable means of transport by 2030. This engagement cascades down through the Group's development pipeline, in which the Group aims at 100% development projects significantly connected to public transport solutions by 2025. See section 2.1.4.1 Summary of the Group's sustainability performance for a summary of the Group results against these strategic targets.

By making these commitments, the Group is setting a long-term view on the evolution of mobility trends by working both on asset attractivity and actively encouraging new sustainable transport solutions and behaviours.

To strengthen the internal mobility expert community created in 2021 in Europe, a 2-day seminar was organised in 2022 to share best practice and discuss further synergies across countries. The two main focuses of the seminar were electric vehicle (how to structure and support local rollouts) and green mobility (current trends and feedback on possible actions to implement in our shopping centres). See section 2.2.4.1 Connectivity to transportation.

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2.2.4.1 CONNECTIVITY TO TRANSPORTATION

The Group is focusing on assets that are well connected to public transport networks and are located within major cities. The Group's selection, investment and development processes look at connected projects and sustainable mobility solutions that have a strong positive impact on the surrounding territories. Indicators such as number of electric vehicle charging spaces, bicycle spaces, connection to public transport and projected car modal share are being assessed for each project in the Group pipeline. In particular, the Group has set minimal requirements regarding these mobility indicators for all its development projects in its Sustainability Brief for development projects. These requirements are to be reviewed at each key milestone of a project's development.

At 2022 year end, 100% of the Group's development projects are connected to significant public transport solutions.

For standing assets, URW is committed to systematically providing its visitors, retailers and employees with an extended offer of sustainable transportation, such as short-distance carpooling, car-sharing solutions, charging stations for electric vehicles, adapted bicycle infrastructures and innovative autonomous electric transportation when available. For all the Group's shopping centres located in a bike-friendly area, continuous improvements are done regarding the on-site bike facilities in the frame of the "Come by Bike" project. This involves increasing the size of bicycle parks, installing electric bicycle chargers, repair tools and pumps, creating dedicated lanes, etc. In addition, bike events are organised across the portfolio, like those that took place in Wroclavia (Poland) in 2022, with bike checking & repair services, bike challenge leading to NGO donation and bike security marking to prevent thefts.

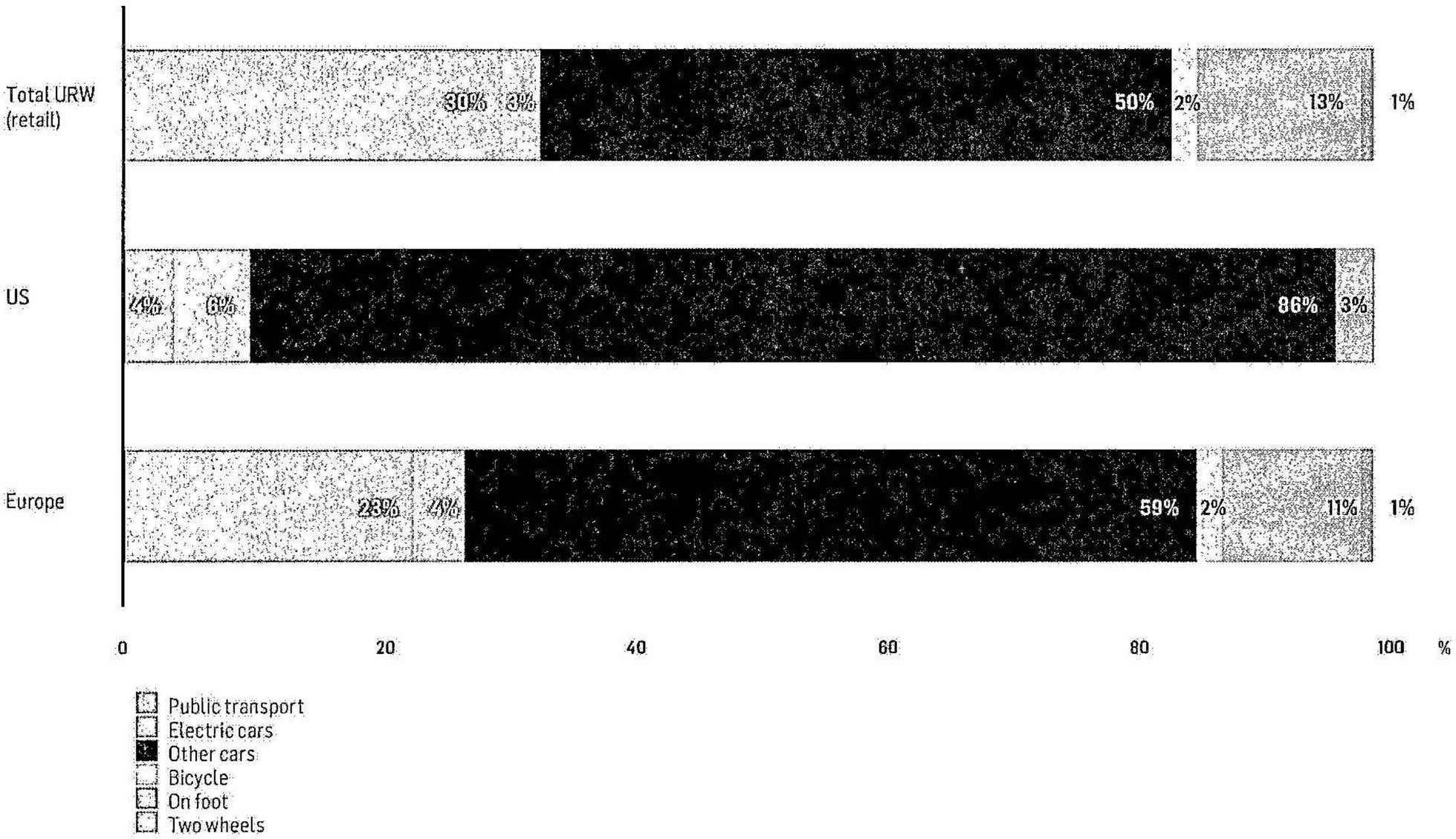
Assets are also working in close conjunction with local authorities to improve their connectivity with public transport services. For example, in Westfield Rosny 2 (France), the asset is preparing for the arrival of the metro: a part of URW ground was given to RATP (local public network operator) to build the entrance of the metro station and host 900 bike spots; the current walkway connecting the shopping centre entrance and the existing transportation hub, impacted by the ongoing works, got a new shine with a 1000 sqm colourful fresco. In CNIT (France), huge works are currently ongoing below the shopping centre where the new station of RER Eole (Parisian suburban trains) will open in with a direct connection to the mall.

A pilot programme to incentive clients coming by sustainable means of transport is currently ongoing in Confluence (France), with expected results in 2023.

As a result, 40% of visitors travelled by sustainable means of transport (public transport, bicycle, on foot and electric vehicles) to the Group's shopping centres in 2022.

Regarding Convention & Exhibition venues, since September 2022, Viparis has implemented a transportation questionnaire for visitors when they connect to free Wi-Fi. An analysis of the results will lead to an appropriate action plan to support greener mobility.

BREAKDOWN OF GROUP SHOPPING CENTRES' VISITS BY TRANSPORT MEANS AND BY REGION (%)



– MOBILITY ACTION PLANS

In order to improve every aspect of its customers' mobility experience (time taken, cost, environmental impact, etc.) and to reach the ambitious mobility targets of its Better Places 2030 strategy, the Group has developed an internal tool: the Mobility Action Plan ("MOBAP"). This 360° tool starts with a diagnosis of transport methods offered by a shopping centre and used by its visitors, and leads to the design of an action plan with a two-fold objective:

1. Improve the centre's mobility experience; and
2. Deploy "soft" transport solutions to reduce the carbon footprint of visitors.

Some short-/medium-term actions that can be directly implemented are identified as part of MOBAPs, such as adding dynamic signage on shopping centre approaches to improve traffic management, as well as more long-term measures involving relations and partnerships with local authorities, such as developing shopping centres connectivity with planned bicycle lanes or public transport.

In 2021, the MOBAP update and follow-up process was digitalised in Europe and is now fully implemented in the "Operational Data Portal" tool. This makes it easier to monitor the progress of mobility actions at asset and corporate levels, allocate the right resources to their implementation, and enables to share mobility project ideas and practical details across assets.

Since its introduction in 2017, this MOBAPs tool was widely rolled out across the European assets: in 2022, 98% of the shopping centres owned and managed by the Group in Europe have completed and/or updated a MOBAP. Furthermore, each site has implemented one or more green mobility actions (better welcoming of cyclists, adding electric vehicle (EV) charging stations, improving the connection with public transport, etc.). In the US, the COVID-19 crisis hampered the complete rollout initially planned in 2021. As at year end 2022, 70% of the shopping centres owned and managed by the Group had successfully implemented their own MOBAP.

2.2.4.2 INNOVATIVE SUSTAINABLE TRANSPORT SOLUTIONS

– PROMOTION OF ELECTRIC TRANSPORT

As part of its commitment to foster sustainable mobility, the Group is encouraging the use of EVs by installing charging stations at its assets.

In 2018, the Group launched a 3-year plan to introduce EV semi-fast-charging stations in its European shopping centres.

The Group plans to deploy even more chargers in the years to come. In France and the UK, site-specific studies have been realised, clarifying the charging needs in the future, and setting the rollouts roadmap. Local partnerships have also been established, with car-sharing operators who can take advantage of the Group's EV charging stations to recharge their fleets at night. The Group has also initiated exchanges with B2B charging services operators who contracted with car-sharing, logistics, company and taxi fleets to continue to electrify the car parks beyond the use of the customers.

In the US, a partnership with the EV charging operator Electrify America is underway and recharging stations are installed at 6 URW assets: Westfield Century City, Westfield Galleria at Roseville, Westfield Old Orchard, Westfield Culver City, Westfield Valley Fair, and Westfield Santa Anita. To date, 45 charging stations are installed across the URW's US portfolio. Electrify America has the ability to provide electric vehicle charging to all EVs (including Tesla), allowing all customers to charge their cars at URW centres. Additionally, Electrify America has signed partnerships with a number of EV manufacturers (such as Audi, Porsche, Ford, Fisker, Byton, Harley Davidson and Lucid) to provide special rates or bundle costs of charging (with Electrify America only) into the vehicle purchase price. Partnerships like the one with Electrify America allow URW to continue to attract the top brands and clientele to its centres around the world. In the US, there are currently 347 total charging stations available across 19 assets (including Electrify America, ChargePoint, Blink, and Volta).

Discussions surrounding fast-charging installations are continuously evolving with different providers. Local partnerships with Tesla led to the installation of their brand-specific, DC fast-charging solution called "Tesla Superchargers" in many assets throughout the Group. For example, these chargers are available in Westfield Parly 2 (France), Westfield Vélizy 2 (France), Westfield London (England), Pasing Arcaden (Germany) Westfield Culver City (US), Westfield Galleria at Roseville (US), Westfield Oakridge (US).

As a result, EV charging is well embedded in the Group's asset operations: in 2022, 85% of the Group's assets were equipped with EV charging facilities in Europe, and 75% in the US.

PROPORTION OF STANDING ASSETS EQUIPPED WITH CHARGING FACILITIES FOR ELECTRIC VEHICLES

Charging facilities for electric vehicles include EV charging areas (semi-fast or fast), stations and car park spaces that are accessible to all visitors (operators allowing for interoperability).

	Group total	Retail	Office	Convention & Exhibition
2022 Share of assets equipped with charging facilities for electric vehicles	83%	90%	50%	29%
2022 associated number of car park spaces with EV charging points	1,523	1,478	20	25

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– LOGISTICS SOLUTIONS FOR RETAILERS

Even though it is considered outside its Scope 3 GHG emissions, URW is aiming to reduce the impact of deliveries to retailers in urban centres by developing pooled logistics, optimising the load factor of delivery vehicles, reducing the number of round trips and using low emission vehicles.

Discussions are also in progress for the installation of a hydrogen production and distribution station at the Porte de Versailles convention site in Paris. This station would supply taxi fleets but also, in the long term, be the source of fuel for the site's logistics vehicles and handling equipment.

2.2.5 PROTECT AND IMPROVE BIODIVERSITY

As part of its Better Places 2030 strategy, the Group developed its Group biodiversity strategy in 2020 in collaboration with a specialised consulting firm. As part of this process, 21 key internal stakeholders from different departments of the Group were individually interviewed in order to collect information on biodiversity and their expectations for the new Group strategy. A complete study of the impacts and dependencies of the Group against biodiversity was also led in order to focus the Group strategy on appropriate actions. As a consequence, the Group biodiversity strategy lays now in the three following commitments:

- 100% new development projects to achieve a biodiversity net gain by 2022;
- 100% development projects to implement a biodiversity action plan by 2022; and
- 100% standing assets with high biodiversity stakes to implement a biodiversity action plan by 2022.

Each commitment is detailed in the following sections.

In 2021, URW's commitments for biodiversity have been recognised as "SMART" by the Act4nature international multi-stakeholders steering committee. This committee gathers the 14 partner organisations of Act4nature international (business networks, environmental NGOs and scientific bodies), the member companies of the French Association of Companies for the Environment (EpE) and the committed members of the funding networks.

– 100% NEW DEVELOPMENT PROJECTS TO ACHIEVE A BIODIVERSITY NET GAIN BY 2022

The preliminary studies of the Group biodiversity strategy showed that one of the main drivers of biodiversity loss, according to the 2019 Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services ("IPBES") report, is the change in land use. It also showed that real estate companies play a major role in this driver due to the artificialisation, degradation and fragmentation of land operated in greenfield projects. In the context of its biodiversity strategy, URW decided to commit to fighting these impacts by aiming to achieve a biodiversity net gain between the state of the site before and after the construction in all large projects[1].

In order to reach this target, all concerned projects starting in 2022 will have to use the methodology "Biodiversity Metric 2.0", created by the Department for Environment, Food and Rural Affairs in the UK ("Defra"). This methodology was created to "calculate a biodiversity baseline and to forecast biodiversity losses and gains (on site or off site) resulting from development or land management changes", DEFRA claims. The Group will also make its best efforts to apply this target for its ongoing projects where it is possible.

The Biodiversity Metric 2.0 uses simple calculations to model the biodiversity state of the site, taking into account each habitat location, size and ecological condition, as well as their connections with other nearby green spaces. For each habitat of a site, the user needs to enter the value of each parameter before and after the project. As a result, the tool provides an amount of "Biodiversity Units" present on site before and after modification. This methodology has been used by several real estate companies in the past, it is recognised as reliable and was chosen by the Group for its scientific relevance and its scalability to all the countries of the Group.

With its biodiversity net gain target, URW commits to reach more Biodiversity Units at project delivery than there were before the transformation of the site. In case of loss of Biodiversity Units, the Group will have the possibility to finance compensation projects creating enough Biodiversity Units off site to raise the project's balance to a biodiversity net gain.

In 2021, the first calculation using the "Biodiversity Metric 2.0" was performed on the Lightwell renovation project located in La Défense, France. The results were a gain in biodiversity thanks to the creation of 1,000 sqm of green terraces.

In 2022, the Group also performed a calculation for the USQ project in Hamburg and the results were also a gain in biodiversity with multiple habitat units that will be created.

Since 2022, all the new development projects that start their design will include the biodiversity net gain as part of their objective. The requirements has been added in the update of the sustainability guidelines for the development projects.

– 100% DEVELOPMENT PROJECTS TO IMPLEMENT A BIODIVERSITY ACTION PLAN BY 2022

In addition to the biodiversity net gain target, all large development projects need to implement a biodiversity action plan by 2022. This action plan should be made by a qualified ecologist after the assessment of the characteristics of the local biodiversity. The purpose of this document is to first avoid and reduce all impacts of the project on the local nature, and second to implement on each project a list of Group recommendations like the use of environmentally certified aggregates for the concrete or bird-friendly designs for the *façades*.

The new commitments and recommendations for the integration of biodiversity in development projects were integrated in the Group's design process through the Sustainability guidelines (see section Project design and review stage in 2.2.2 Design sustainable buildings).

(1) Europe retail: Total investment cost (TIC) > €50 Mn or GLA > 10,000 sqm; US retail: TIC > $100 Mn or GLA > 20,000 sqm; Others: TIC>$/€40 Mn.

Some projects also do an Environmental Impact Assessment, which includes an environmental/biodiversity component, as it is a prerequisite for obtaining a building permit and commercial planning permission in some countries like France. A public consultation may also be carried out as part of this process.

Biodiversity is also addressed by the development projects through the "Land Use and Ecology" section in the BREEAM (new development) certification. For example, the project Westfield Mall of Scandinavia (Sweden) inaugurated in 2015 achieved 70% of the credits of that section, just like Westfield Carré Sénart, while Westfield Chodov reached 90% of the credits.

Some outstanding initiatives for biodiversity can also be noted in the recent project deliveries such as a biological trail devoted to education purposes outside of Garbera extension (Spain) or the creation of 3.5 hectares of green landscapes in the project Mall of Europe (Belgium).

– 100% STANDING ASSETS WITH HIGH BIODIVERSITY STAKES TO IMPLEMENT A BIODIVERSITY ACTION PLAN BY 2022

The Group applies a pragmatic approach on biodiversity to its standing assets. Even though the very dense urban locations of most assets severely limit the potential to enhance biodiversity, the Group's sites are committed to retaining and improving local biodiversity. This translates in the new biodiversity strategy in the implementation by 2022 of biodiversity action plans in all High Biodiversity Stake ("HBS") assets. Assets are considered HBS if located within 1.5 km from a protected area in Europe. These areas are composed of all the IUCN (management categories I to VI) and Bird Life International (Key Biodiversity Areas) protection areas. As it is required for the creation of the biodiversity action plans of development projects, these standing assets have to appoint a qualified ecologist to assess the on-site biodiversity and propose an adapted action plan to preserve and improve the state of local nature.

A list of recommendations has also been written by the Group as part of the biodiversity strategy and suggests actions like turning off building enhancement lights outside opening hours or creating urban meadows in the assets' green spaces.

In respect to this objective, in 2022, 16 biodiversity audits have been collected for our European high biodiversity stakes assets.

In addition to the biodiversity action plan, all HBS assets are encouraged to raise awareness about biodiversity towards tenants and visitors.

When possible, URW also focuses on creating "green" spaces, such as green roofs, green walls and green parking lots. For example, the two UK centres, Westfield London and Westfield Stratford City, exhibit over 1,500 sqm of living walls containing close to 50,000 individual plants of over 20 varying species. Westfield London planted 73 mature and semimature trees across the estate, as well as 27,000 mixed bulbs across the external shrub land. Westfield Stratford City installed 15 insect hotels to promote diverse ecology of the plant beds, and also erected internal plant displays to improve the inside air quality and add to the environment for the general public. In The Netherlands, Westfield Mall of the Netherlands and Zoetermeer have also installed green walls. Westfield Mall of the Netherlands wall contains around 25,000 plants, 12 birdhouses and 10 bat boxes to promote biodiversity.

In 2022, after a 12-month redevelopment, the shopping centre "Polygone Riviera" (France) inaugurated a nature park on October 12 at a ceremony attended by the Cagnes-sur-Mer mayor. Located along the banks of the Malvan River, this leafy open-air space offers a unique and biodiversity-friendly experience. At the same time URW also celebrated a new partnership with LPO, the French bird protection league.

Another example of the ambition of the Group to improve local nature is in the centre Westfield Parly 2 where 1,200 sqm outside the shopping centre were disartificialised with more than 250 trees and bushes planted around the area to let nature flourish on its own.

The Group also works across its shopping centres to raise awareness among its stakeholders about the importance of biodiversity:

- In 2022, in Polygone Riviera shopping centre, the new nature park raise awareness of environmental protection and ecological challenges by creating an educational journey highlighting biodiversity; and
- In 2021, in the Wroclavia shopping centre, a specific campaign was dedicated to biodiversity learning, starting with the organisation of an educational exhibition "Wild animals in the city". At the same time, Wroclavia sponsored virtual classes for primary school students that were led by Zoo experts about "Wild animals in the city" (what to do to support a wildlife in the city). 229 students from five primary schools located in Wroclaw participated in these classes. Additionally, Wroclavia supported bees that live in the Wroclaw Zoo by symbolic adoption.

The Group's BREEAM In-Use certification policy (see section 2.2.3.2 Environmental certifications of buildings during the operation phase) ensures that biodiversity issues are well addressed and promoted to achieve high standards. Once a project has been built 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 sustainability team monitors the application of the Group's biodiversity policy and provides operating teams with the necessary support.

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As part of its sustainability strategy, Better Events 2030, Viparis carried out concrete actions in 2020 to preserve and reintroduce biodiversity, such as greening the terrace of Palais des Congrès d'Issy-les-Moulineaux, eco-grazing at the Paris Nord Villepinte exhibition centre, installing composters at the Hôtel Salomon de Rothschild and the Palais des Congrès d'Issy-les-Moulineaux, and banning the use of phytosanitary products for the maintenance of green spaces at all of its sites. In 2021, Viparis has complemented these actions with the setup of two nesting boxes for titmice in the Jardin aux Biches garden of the Hôtel Salomon de Rothschild. This choice was made to fight ecologically against the box tree borer, which the titmice feed on.

In May 2022, Paris Nord Villepinte venue hosted 48 children belonging to six leisures centres for an afternoon to raise their awareness about biodiversity: 20 insect hotels were setup, of which 7 were kept by the leisure centres and Villepinte city hall.

– URBAN FARMING AT URW

In keeping with its commitment to turn its assets into better places, the Group has begun research and development into urban agriculture and beekeeping projects at a number of its assets. Other than the benefits incurred from diversifying surface usage and influencing food consumption trends, this type of project also has a positive impact on promoting biodiversity in cities.

In June 2020, the Group opened "Nature Urbaine", the biggest urban farm in Europe (14,000 sqm) on the roof of Pavillon 6 in Paris Expo Porte de Versailles convention venue (France), in partnership with Agripolis and Cultures en Ville. On this farm, more than 20 market gardeners produce during the season over 1,000 fruit and vegetables per day, of 20 different species, using no pesticides, with the ambition to become a global model of sustainable production, increasing environmental and economic resilience of the cities of tomorrow. Additional services are offered with this urban farm space to the neighbouring communities: vegetable garden plots for rent offered to residents, educational visits and discovery workshops around urban farming.

These three projects have been contributing to the city of Paris target to revegetate 100 hectares in Paris by 2020, including 1/3 surfaces dedicated to urban farming, formalised in an engagement Charter "Objectif 100 hectares" which URW and Viparis have signed in 2016.

Since September 2021, Westfield La Part-Dieu's rooftop has become home to urban saffron farming. More than 45,000 organic bulbs were planted on two terraces with a total of 980 sqm of cultivation space. The first harvest took place in October, and the saffron has been dried and bagged by the workers of a centre providing care through employment (French ESAT labelled institution), or transformed and used in syrup. Distributed in short circuits, the saffron has been sold during workshops organised by the "Bien Elevée" urban agricultural house, but also within the centre during occasional sales to the general public and to the restaurant owners of the shopping centre Westfield la Part-Dieu.

Moreover, a number of the Group's shopping centres host beehives on their premises and produce their own honey. One such example is the shopping centre Westfield Shopping City Süd in Austria which hosts 10 beehives on its roofs with over 500,000 bees producing 120 kilograms of honey each year. Another is Westfield Arkadia in Poland, which uses beehives installed on the roof of the shopping centre to organise sensibilisation workshops with children about the importance of pollinators for the environment.

2.3 BETTER COMMUNITIES

URW acts as a catalyst for growth within the communities in which it operates.

The Group's economic success is based on a strong relationship and regular consultations with its stakeholders: tenants, customers, investors, local communities, suppliers and contractors, as well as employees. These strong relationships are critical to develop and operate assets meeting stakeholders' expectations in all respects. URW is also aware of the leading economic importance of its real estate properties: in addition to being an urban planner, providing public facilities and building unique, iconic and well-connected places, URW plays a key role in the local ecosystem:

- Economic driver: offering direct employment through construction and operational spending, indirect employment by tenants' sales and activities, suppliers' activities and local taxes; and
- Social integrator: services offered to visitors, charities, employment promotion initiatives, partnerships with local communities and non-profits, places for unique experiences (events, entertainment, shopping, etc.).

The COVID-19 crisis emphasised the importance of this social and economic mission. The Group's assets demonstrated new ways to support their communities, fighting and preventing the spread of the virus, strengthening local cohesion, and protecting the most vulnerable (see section 2.3.4.1 Supporting the community).

In 2022, as part of the Better Places 2030 strategy, URW made a new commitment to generate at least €20 Mn of social value through its community oriented programmes each year. This new commitment builds on the 2020 achievement of having 100% of its owned and managed assets with a Community Resilience Action Plan. These action plans updated in 2021 and are now part of the Group's processes. They aim to enhance the resilience of communities in which the Group operates thanks to a structured *"glocal"* approach, ensuring the implementation of the most relevant strategies according to the needs of local areas. The new target allows URW to measure and focus on the impact generated and marks a step ahead in our support to the local communities.

As part of this overarching commitment, the Group also pursued its engagements to:

- Foster local economic development: 100% of the Group Flagship assets support local entrepreneurship through commercial partnership and regional networks; and
- Support local partners:
  - The URW for Jobs programme aims to facilitate the recruitment of people cut off from the job market. Through this programme, the Group committed to have 1,000 people per year getting a job or joining a certifying training programme by 2020 and beyond; and
  - Local partners are also supported through locally tailored initiatives or events. Since 2018, almost all of the Group's assets organise at least one event each year with a non-profit organisation. To reinforce these partnerships, the Group commits to have 100% of its Flagship assets support at least one charity or NGO-sponsored long-term project by 2022.

URW also leverages the high number of visitors it hosts each year. This attractiveness gives URW a unique opportunity to support more responsible consumption patterns and the development of desirable sustainable consumption alternatives. Therefore, the Group committed to support and promote at least one sustainable consumption initiative in all its Flagship assets by 2022 and collaborate with tenants to increase transparency of brands on health and sustainability, while expanding healthy and sustainable alternatives in 100% of its Flagship assets by 2025.

A summary of the results achieved against these Group strategic targets is presented in the 2022 performance dashboard (see section 2.1.4.1 Summary of the Group's sustainability performance).

2.3.1 GENERATING SOCIAL VALUE

URW has developed a framework to account for the social value generated by the community-related programmes of the Group and released a target to annually achieve at least €20 Mn of social value through its community-oriented programmes each year as a way to encourage actions with positive social impact and demonstrate the value of its programmes. As the Group is convinced by the value of locally rooted partnerships and actions, most of the community-oriented programmes are decided and managed at asset level. Our social value target and results reflect the strong positive social impact generated by URW.

Following the development of the framework, we collaborated with external experts to develop a methodology and a tool to translate social impact into financial value in line with the principles of Social Value International. This work was based on:

- The identification of the 20 main social outcomes linked with our projects;
- The definition of the corresponding valuation methodology; and
- The definition of attribution factors and efficacy rates.

In 2022, the Group achieved €39.7 Mn of social value generated, demonstrating the high level of integration and support to the local communities. The results are presented in section 2.1.4.1 Summary of the Group's sustainability performance.

2.3.2 PROMOTING COMMUNITY RESILIENCE

"Community resilience" is the ability of a community to uphold a favourable socio-economic climate, anticipating incidents and unplanned events, as well as contributing to generate positive impact on the local area. It is based on building strong and long-term local relationships to understand challenges faced by the communities the assets belong to and coordinate common answers. By generating social capital and reducing risks in and from the community, resilience is a part of the business performance and essential for the long-term growth of the assets in their local areas.

The Community Resilience Action Plan is the yearly action plan arising from the long-term social strategy designed at asset level to contribute to the long-term development of the community and, thus, the asset itself.

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In 2022, a majority of the Group's owned and managed shopping centres updated their Community Resilience Action Plan. Within the same framework, each asset management team updated the in-depth analysis of the key issues faced by the local community. They identified key stakeholders to work or partner with on these issues, and exchanged with them on their vision and strategies to tackle local community issues. The output of this analysis was formalised for each asset into a long-term strategy and translated into short-term co-constructed projects specifically tailored to the community's strengths and vulnerabilities.

In addition to reinforcing the dialogue with local stakeholders, this process enables the Group and each asset to improve the monitoring of its local involvement and enhance its positive impact for the communities. It also brought to light local innovative practices, which will be extended for a greater impact.

Examples of existing community resilience projects:

- Westfield Stratford City relaunched the "Future You" project to address youth disenfranchisement and work with key partners in the local community to a make positive change specifically targeting 12 to 24-year-olds. The teams worked with Newham Council Youth Engagement team to identify local organisations that could contribute, with an objective to support mental, emotional and physical wellbeing. Based on the demand from local organisations, 3 key themes were selected: sports & wellbeing, creative arts, and education & career goals. It takes form of a selection of free workshops and sessions for 12 to 24-year-olds, helping to develop young minds with useful financial advice, university support, sport sessions and art workshops. It engaged 500 beneficiaries in the course of October 2022 and received great feedback from both the local community and community partners;
- At Westfield Chodov, in the Czech Republic, the centre pursued the Óbejvak project with several non-profit organisations and the TV station OCKO. The project provided a dedicated space for children and young people to engage in several activities and games, under supervision. This space compensates for the lack of infrastructure in the local areas, thus avoiding youth disenfranchisement. It supports a long-term partnership with two social agencies, Proxima Sociale and YMCA, which provide advice to young people at a contact point in the centre, while communicating regularly with the shopping centre management teams to monitor more efficiently the issues of young children in the community; and
- Westifield Donau Zentrum was awarded as one of the top 5 nominees for the first Austrian Green Marketing Award for its unique co-operation with a social-oriented supermarket operated with "Arbeiter Samaritebund", a local affiliate of the Red Cross. The store offers a wide range of regular products, from fresh food to canned goods and hygiene items, sold at prices well below market to ensure affordability for beneficiaries. Most of its supplies are secured thanks to donations from other tenants of the mall.

URW is convinced that the locally tailored and co-constructed approach of the Community Resilience Action Plans will benefit communities and its assets. From 2020 onwards, Community Resilience Action Plans will be updated on a yearly basis.

2.3.3 EXPAND LOCAL ECONOMIES

Be it at a local or global level, having a clear understanding of the economic and social impacts of its activities is key for the Group.

URW assesses the social and economic impact of each development project, which includes both the temporary impacts of the construction phase, as well as the long-term contribution of the asset's operations to the prosperity of local communities. Throughout the development, the Group not only generates construction-related jobs, but also contributes to the development of transportation infrastructure and public realm, dynamising the communities in which it operates. Once completed, projects serve as catalysts of local employment (directly and indirectly), economic activity and tax income. The Group's developments play a key role in revitalising and regenerating areas, attracting additional investment and projects, and unlocking their growth potential. The assessment and enhancement of the socio-economic impact of development projects supports a constructive dialogue and collaboration with the local authorities.

Once assets are in operation, the consideration of the socio-economic impact is fully integrated as part of the decision-making procedures; social and economic criteria are systematically considered and addressed when entering in relationships with stakeholders, particularly with the supply chain during the purchasing process. On top of this, the Group and its assets design and implement relevant community programmes to be a catalyst for growth within the communities in which it operates.

2.3.3.1 SOCIO-ECONOMIC IMPACT – BOOSTING OUR SOCIO-ECONOMIC FOOTPRINT

The Group started to work on quantifying the socio-economic footprint of its French assets in 2013. It worked on a Group-wide study in 2018, which encompassed all shopping centres in Continental Europe. Performed by external experts, it enabled the Group to measure economic[1]:

- Local impacts (ranging from the city to the region level): by estimating the total paid out salaries which are tied to activities of the shopping centres, the number of jobs created, as well as local taxes paid in relation to operational activities; and
- National impact: by estimating the Full Time Equivalents ("FTEs") associated with all jobs provided by the shopping centres. This includes URW employees, tenant employees, and those of on-site service providers.

The study found that 62,266 hosted jobs were created or maintained within the Group's shopping centres in Continental Europe (including retail spaces within those shopping centres not owned by the Group). Tenants' employees accounted for 95.5% of the Group's footprint in terms of direct employment in Continental Europe, with suppliers and sub-contractors accounting for 4% and on-site URW employees for 0.5%.

(1) For Continental Europe, employment, salaries and tax contribution figures were estimated using economic modelling techniques, data provided by URW and assessment methods and simulation based on national statistical databases. URW's total tax contribution was based on data provided by the Group. All results are expressed in terms of created or maintained jobs excluding "additional" effects; some jobs would have existed even in the absence of a shopping centre in the area.

In 2018, the Group published the results of the socio-economic footprint of its two assets located in London[1]. During their 10 years of operations, both Westfield London and Westfield Stratford City supported 25,000 jobs (FTE equivalent) in London, which account for approximately 12% of all jobs in two local boroughs: Hammersmith and Fulham, and Newham. In addition to encouraging local employment through several services to tenants, the study estimated that 24% of Westfield London employees were previously unemployed. Over 10 years, both assets have attracted 590 million visitors and generated over £16.7 Bn in sales. Through the creation of mixed-use developments, which feature the best in retail, dining and leisure alongside offices, hotels and residential, the Group's centres have acted as catalysts to further inward investment and have contributed to placemaking in key areas of London.

In 2020, the results of a similar study conducted on the socio-economic impact of the Group's activity in the Paris region (Île-de-France)[2] revealed that the Group's operations generated €9.5 Bn of direct economic benefits in the region in 2018 (€4.1 Bn from the retail activity of the Group's 14 shopping centres, €5.4 Bn from the Convention & Exhibition activities). Over a 10-year period (2009 to 2018), the Group has invested an average of €310 Mn every year to develop ambitious projects to contribute to increase the region attractiveness and dynamism. The study also confirmed the Group's major economic role in supporting employment. Overall, in the Paris region, the activities of the Group support, directly or indirectly, over 60,000 jobs, of which 1,000 being directly provided by the Group. These jobs are of all levels and qualification, offering a wide range of opportunities:

- The retail activity accounts for 21,000 jobs supported. Retail jobs are by nature impossible to de-localise and offer opportunities for unqualified individuals; 78% of the sales staff in France have qualifications below baccalaureate level, or no qualifications at all;
- The offices activity supports approximately 12,000 jobs, attracting the best international talents to the region; and finally
- The biggest driver of employment is the Group's Convention & Exhibition activity; 30,000 jobs are estimated to be supported by the events and tourism generated by Viparis' operations.

The results of these studies confirm the significant economic contribution of the Group, its retailers, and its suppliers in the economy of each region both at local and national levels.

In 2022, EPRA and the European Association for Investors in Non-listed Real Estate Vehicles ("INREV") updated their study on measures the contribution of real estate in the real economy and job creation. It shows the role and the importance of commercial real estate in the European economy:

- Contribution of €427 Bn to the EU economy in 2021 (significantly more than either automotive manufacturing or telecommunications sectors) i.e. 2.8% of the total European economy; and
- Employment of 4.2 million people (direct or indirect jobs); and Investment of €371 Bn each year in building refurbishment and development by the commercial property sector.

The contribution of the Group's activities to the development of local areas are not restricted to these measures of socio-economic footprint. The ambition of the Group of being a catalyst for growth is translated in a wide range of additional initiatives towards the communities, ranging from entrepreneurship projects to training programmes (see following sections). These additional engagements demonstrate the Group's commitment to go beyond the positive impact induced of its activities, but to proactively create value for the communities in which it operates.

– TAX FOOTPRINT

TAX TRANSPARENCY REGIMES

URW is a publicly traded Group dedicated to investing in commercial real estate across Europe and the US. Many countries have adopted laws on local tax transparency to encourage long-term investment in real estate. These regimes subject the Group to distribution obligations[3]. Based on the tax transparency regimes, the profits made are taxed at the shareholder level directly, instead of at the level of the Group. URW promotes the concept of a global real estate investment regime that would allow for mutual recognition and a fair share of tax revenues between the countries where the properties are located, through withholding tax payments, and the countries where shareholders are located, through income tax payments.

URW also believes that the tax transparency regimes for real estate contribute to a responsible and sustainable approach to taxation by creating conditions for long-term investment and win-win partnerships between local communities and the real estate industry.

Following the decision taken in 2020 and the Group's commitment to deleverage, the Group suspended the payment of a dividend for its fiscal years 2020, 2021 and 2022. This has no impact on the SIIC regime and other REIT regimes the Group benefits from due to cumulated negative statutory results.

The tax position of URW reflects the geographical location of its activities. The Group declares profits and pays taxes where its activities are carried out. This translates into payments to local or national tax authorities of corporate income tax, business taxes and taxes withheld on dividend payments[4].

(1) 10 years in the Making - the socio-economic impact of Unibail-Rodamco-Westfield centres in London, by Volterra, published in November 2018: https://www.urw.com/en/portfolio/standing-assets/standing-portfolio/shopping-centres//-/media/Corporate-o-Sites/Unibail-Rodamco-Corporate/Files/Homepage/Portfolio/Standing-Portfolio/Shopping-Centre/Westfield-London/URW-10_Years_in_the_Making.ashx

(2) 10 ans d'impact positifs en Ile de France - Unibail-Rodamco-Westfield au service de la transformation du territoire francilien, published in 2020: https://cdn.urw.com/-/media/Corporate-o-Sites/Unibail-Rodamco-Corporate/Files/Homepage/PRESS-ROOM/Publication/20200817-URW-10-ans-d-impacts-positifs-en-ile-de-france_onlyFR.ashx?la=fr-FR&revision=be4c894e-2847-4d24-b55d-66d9f5970e6e

(3) See note 8 to the consolidated financial information in Chapter 5.2 Notes to the consolidated financial statements, section 8.1.3. Tax regimes, for an overview on these regimes.

(4) See note 8 to the consolidated financial information in Chapter 5.2 Notes to the consolidated financial statements, section 8.2. Income tax expenses.

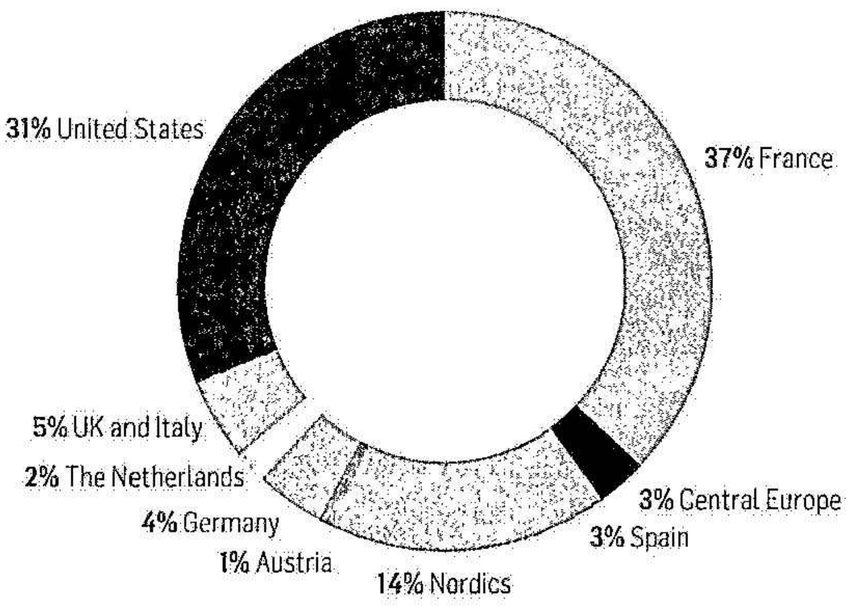
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TAXES AND SOCIAL SECURITY CONTRIBUTIONS PAID LOCALLY

The Group's tax position mirrors the location of its investments. Considering its €52.25 Bn portfolio and the fact that holding real estate assets requires it to pay property taxes, URW pays significant amounts of taxes. Significant tax payments are also made to local authorities upon investment and divestment transactions, although this will vary as it depends on the number and size of transactions completed during a particular year. In addition, URW and its tenants in the Group's shopping centres employ many people locally who contribute significant amounts in taxes and social charges.

In 2022, on a proportionate basis, the subsidiaries of the URW Group paid €300 Mn of local taxes and social contributions. The below geographic breakdown does not include income taxes, which are reported in note 8.2 in section 5.2 Notes to the consolidated financial statements.

GEOGRAPHIC BREAKDOWN OF TAXES AND SOCIAL CONTRIBUTIONS PAID IN 2022



COMBATTING TAX EVASION

The business strategy of URW consists of creating value with its real estate portfolio over the long term. The tax policy of the Group is completely integrated into this long-term plan and is consistent with the normal course of its business operations.

In 2022, the Group operated in 78 shopping centres in 10 different countries in Continental Europe, the UK and the US. The Group does not use investment routes through non-cooperative countries or territories(1) to locate income in low tax jurisdictions. As a matter of principle, URW complies with the letter and the spirit of tax laws and regulations. Tax risks are followed and monitored by a team of internal and external tax experts and discussed with an internal committee whose members include the Group Chief Executive Officer and the Chief Financial Officer, and the Group's auditors, Audit Committee and Supervisory Board.

URW complies with tax transparency regulations such as the European DAC 6 (Directive on Administrative Cooperation, as amended for the sixth time), the US FATCA (Foreign Account Tax Compliance Act) and CRS (Common Reporting Standard) and files its fiscal Country-By-Country Report with the French tax authorities.

Further information on URW's approach to tax is available on our website at the following link: https://www.urw.com/en/investors/taxation-information.

2.3.3.2 SUPPORT LOCAL ENTREPRENEURSHIP

The Group wishes to enhance the economic vitality of its community by fostering local economy and is committed to have 100% of its Flagship assets support local entrepreneurship through commercial partnerships and regional networks from 2020 onwards. In 2022, 56% of the Group's Flagship assets managed to empower entrepreneurs to create businesses and grow. The support provided took different formats, depending on the operational means available to the asset.

The Group assets offer entrepreneurs visibility and exposure to customers through marketing operations or space provision (e.g. shopping centre unit, temporary space in the common parts or during special events such as Christmas markets). The Group hosts several concept stores in its assets, promoting local young entrepreneurs or artisans.

Support to entrepreneurs is also conducted through the provision of financial support (long-term services partnerships, financial grants, etc.), or by engaging by being active in local entrepreneurship networks (financial support, mentoring, etc.). This is, for example, the case every year through the Westfield East Bank Creative Future Fund, part of the sponsorship programme of Westfield Stratford City. The US supported entrepreneurs at country or asset levels. For example in 2022, Westfield Garden State Plaza partnered with the New Jersey Economic Development Authority to create a customisable, low-cost investment to lease space. Also, offering them in-depth training on finances, guidance on business plans, and helping them succeed through the New Jersey Economic Development Authority.

(1) Non-cooperative countries or territories are usually defined as countries or territories refusing to adhere to international tax good governance standards.

In the Czech Republic, partnerships with local start-ups focusing on sustainable mobility like Hoppy Go (car sharing), Rekola (shared bike) and, since 2021, with BeRider (shared electric scooters) have been launched to encourage the shift towards more sustainable modes of transport.

In Spain, in collaboration with the Provincial Government, sponsor of the event, Garbera shopping centre made available a temporary space where 6 selected local designers can exhibit their spring/summer 2022 collections. All fashion designers are members of GK Green Fashion Cluster, and create sustainable and ethical shoes, bags, accessories, and more.

Besides local initiatives, several country-wide actions are initiated to empower entrepreneurs. URW organises the *"Grand Prix Commerce URW"* (Grand Prize Retail) to support retail innovation and business creation. The competition began in 2007 in France, and in Spain from 2019, and rewards bold innovative concepts with grants and the opportunity to develop in the Group's shopping centres. After a year's break, URW will relaunch it in 2023. It will cover new geographies and will be focused on sustainability. With its Grand Prix Commerce URW, the Group has already helped accelerate the development of over 38 young, daring retail entrepreneurs, while identifying the innovative concepts that will enhance future retail.

Regarding Convention & Exhibition activities, Viparis is co-founder of "French Event Booster", an innovation platform for event industry players, incubating solutions for the future of the event industry.

2.3.3.3 SUPPLY CHAIN MANAGEMENT

The sustainability strategy of the Group encompasses a much wider footprint than the Group itself. Being a substantial buyer, URW is aware of the importance of driving industry standards and works on integrating sustainability further in its supply chain.

Given the size of its portfolio, the Group works with a large number of suppliers and contractors, and ensures it is not exposed to the risk of depending on only a few strategic suppliers. The Group has designed a Responsible Procurement Roadmap, and performed a mapping of sustainability risks in its supply chain in 2021. URW became a signatory to the UN Global Compact in 2004, thus committing to adopting, upholding and enacting within its sphere of influence the 10 universally recognised principles relating to human rights, labour laws, environmental protection and anti-corruption.

In addition to this, URW issued in June 2021 a Modern Slavery statement available at https://modernslaveryregister.gov.au/.

– PURCHASING MAPPING

Purchases at URW can be split into 3 categories:

- Corporate overheads, including office management, business travel, consultancy and audit fees, corporate communication and public relations costs, ICT and other administrative costs. This covers all Group staff and regional headquarters;
- Operating costs, services provided to properties for daily on-site operations, such as cleaning, maintenance, security, waste management, energy and fluid provision, and marketing expenses (OPEX paid by the property owner and mostly passed onto tenants as service charges); and
- Capitalised construction works invested in properties for 3 main purposes: new development or enhancement works, maintenance works or reletting works (CAPEX paid by the property owner); these include mainly purchases from constructors, fees for architects, designers and engineering firms, and insurance premiums.

The varied nature of procurements and the diverse locations of the Group's properties result in having most of the supply chain being local companies or subsidiaries that support the local economy. In addition, wherever possible, the purchasing policy favours local purchases in the catchment area of the Group's assets in order to contribute to employment and local economic development.

Purchases consist principally of OPEX and CAPEX for the operation and development of properties (overheads being a small part of the overall expenses). Operating expenses are spent locally. OPEX and CAPEX costs mostly comprise labour-intensive services and to that extent are purchases that cannot be relocated. Capitalised construction works are non-recurring expenses depending on development activity.

– MAPPING OF SUSTAINABILITY RISKS IN THE SUPPLY CHAIN

URW is committed to protecting human rights, health, safety and the protection of the environment in its value chain. To strengthen its approach to responsible procurement, URW established a mapping of sustainability related risks mapping in its supply chain in 2021. This mapping allows URW to understand and identify key risks related to sustainability in its upstream value chain and will allow the Group to define and implement action plans to manage these risks. The mapping has been designed with specialised external consultants and involved key representatives of functions with high procurement volumes (such as development teams or technical teams) as well as the Group compliance team. The mapping covers approximately 10 key procurement categories under 11 risk categories (resources consumption, pollution, waste generation, climate change, biodiversity, illegal/forced work, discrimination/harassment, working time/salary, health and safety, data protection and corruption), with distinction between countries. This mapping includes mapping of the main existing risk management measures already in place within the Group.

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– SUSTAINABLE PROCUREMENT

URW's procurement strategy is designed to comply with the following rules: fairness, focus on quality, long-term partnerships, reduced risk and the respect for applicable regulations. Moreover, the Group must honour the trust placed in it through property management contracts which aim to be transparent and cost-efficient.

In addition to the principles and rules detailed in the Group procedures and Compliance Book (and specifically in the Code of Ethics and the anti-corruption programme), all purchases must comply with the applicable local laws and regulations, especially labour and environmental laws. These local laws and regulations notably include the respect of the UK and Australian Modern Slavery Act or anti-discrimination clauses in the US.

To secure the proper application of these rules, in the case of a tender process and over the term of a contract, the supplier can contact the URW Compliance Officer at any time to raise and submit a complaint, in accordance with the Group's whistleblowing procedure. The URW Corporate Internal Audit team carries out regular audits across the Group to validate the thorough application of the Group's procurement policy.

The sustainability approach is fully integrated at each step of the supplier procurement and referencing process of URW in Continental Europe.

In 2022, URW was again identified as a global leader for engaging with its suppliers on climate change, being awarded a position on the 2022 Supplier Engagement Leaderboard by global environmental impact non-profit CDP. URW was recognised to be among the top 8% of organisations assessed by the CDP.

Also, in 2014, the Group signed the "Responsible Procurement Charter" in France, an initiative led by the French authorities. This Charter, structured around 10 commitments, aims to promote best practices for more responsible purchases and a more balanced and cooperative relationship between large companies towards their providers.

– SUPPLIER CODE OF CONDUCT/RESPONSIBLE PROCUREMENT CHARTER

In Sweden, since 2020, URW uses the Swedish property industry's Code of Conduct for suppliers, which is applied in its purchasing processes for its headquarters and standing assets to ensure a minimum level of sustainability and responsibility from its suppliers and their sub-contractors. Suppliers must sign and comply with the Code of Conduct, which includes requirements related to the preservation of the environment, the working environment and social conditions, and business ethics and compliance. Furthermore, suppliers must answer a self-evaluation questionnaire in order to show how compliance with the Code of Conduct takes place and must be updated once a year. An equivalent approach is followed for construction activities.

In the UK, URW deployed a scoring matrix based on a detailed questionnaire, to underpin its objectives towards the due diligence required by the Modern Slavery Act. The scoring matrix is made of different criteria weighted to provide a score and contribute to an early identification of at-risk suppliers. Additionally, URW is set to roll out a UK Supplier Code of Conduct to further monitor suppliers' commitment to a set of criteria when providing goods or services to URW.

At the Group scale, URW launched a process to design a Responsible Procurement Charter to clearly define its commitments and requirements to direct and indirect suppliers, in terms of human rights guarantees, sustainability criteria, fair competition and corruption prevention. The Charter aims to offer a framework to appropriately monitor URW's suppliers policies, commitments and, if needed, the corrective actions taken. The Charter is meant to be a contractually binding document between URW and its suppliers. More specifically on forced labour, understanding and awareness of this significant issue is critical. URW partnered with "Stronger Together" to develop high-level training to fight the risk of forced labour. Stronger Together is a not-for-profit organisation, working with businesses to reduce forced labour, labour trafficking and other hidden third-party exploitation of workers. The developed training was delivered for the first time to all Management Teams at Corporate level and within the Regions, as well as the more exposed departments within the Group in English, French and German in 2022.

Regarding Convention & Exhibition activities, one employee of Viparis' procurement department has been trained in responsible purchasing in 2022.

SELECTION OF SUPPLIERS

On top of the existing Supplier Code of Conducts/Responsible Procurement Charters, URW chooses its contractors with great care and ensures they comply with its procurement policy. The Group-wide Purchasing Procedure guarantees an optimised price for the best level of service while securing an equal treatment among providers/suppliers. It states that the suppliers of all goods and services must be selected fairly on the basis of objective, comparable criteria and, when relevant, according to procedures relating to invitations to tender.

Prospective business partners are screened in line with the "Know Your Partner" procedure of the Group. As part of this due diligence, the Group evaluates any violations with respect to environmental misconduct, corruption, illegal employment of migrant workers, child labour, human trafficking, modern slavery and any red flags identified are escalated with the Compliance department.

Before a new service provider joins the approved list, a substantial amount of information is required, including an overview of its sustainability strategy and practices. These environmental and social factors are of particular importance to the Group's information in its choice of suppliers and form part of the criteria considered in tender processes.

Each purchasing step is duly documented for traceability. In Continental Europe, a web-based solution for purchasing management was launched in 2017, focusing on services procurement in the standing portfolio. It makes the procedures of URW more robust, facilitates new and direct collaboration between all stakeholders, ensures the transparency required for all purchasing decisions, helps operational teams to select providers, and facilitates the sharing of best practices and risks mitigation. This solution secures the administrative management for the whole purchasing cycle.

INCLUSION OF SUSTAINABILITY CRITERIA IN CONTRACTUAL CLAUSES

General Purchasing Conditions ("GPC") apply for all the countries in which URW operates, although they vary between Continental Europe, the UK and the US, according to local requirements. A clause is also automatically included in these conditions, requiring suppliers to abide by the Group's Code of Ethics provisions, including complying with applicable laws and regulation, prevention of all forms of corruption and discrimination, respect for human dignity and for employees' work, preservation of the environment and reporting practices that are in breach of these principles using the contact procedure provided by the Group.

In Continental Europe, for standing assets, service providers (particularly cleaning, multi-technical maintenance and security companies), are asked to sign the GPC attached to each contract. This includes a sustainability clause covering all environmental issues, notably improved energy efficiency, responsible waste management, and the use of environmentally friendly products and materials, and which ensure the protection of social and labour rights, including a commitment to comply with the conventions and standards of the ILO and with local employment legislation.

In the UK, the Standard Service Agreement includes a commitment to comply with all relevant safety, labour and environment (including but not restricted to waste and water management) legislation, with the site environmental management accreditation (ISO 14001) and with best practices in these areas.

In the US, clauses require the suppliers not to engage in any direct or indirect form of human trafficking, slavery, forced or involuntary labour.

In France, two addenda to the GPC reinforce the existing sustainability provisions, specifying the efforts and results expected in terms of environmental and social performance: an "environmental clauses addendum" and a "professional integration clauses addendum". The latter, which was introduced in 2018, commits service providers to fostering the professional integration of people remote from the job market. It requires service providers to commit and make major efforts in this field when providing services within the Group's assets. Specific targets are set in association with the Group, to adapt professional integration ambitions to the scope and business of each supplier, to secure genuine pathways leading to careers or qualifications and diversified recruitment channels. The ambitions are regularly reviewed. In this addendum, providers also agree to recruit most of their staff from communities located close to the place where the contract is being fulfilled, and to take part in the Group's URW for Jobs recruitment events (see section 2.3.4 Engaging with local stakeholders). Finally, signatory providers agree to prepare and send to the Group a summary of the professional integration actions implemented, and results obtained in each of the Group assets in which they operate.

In Continental Europe, for projects under construction, the contracts signed with suppliers state that the Group and the companies it controls are committed to reducing the carbon footprint of their projects, particularly during the development phase of the assets.

A clause indicates that the construction companies involved in the Group's projects must take the carbon impact into account when selecting construction techniques, materials and technical solutions. After each project review and at all project stages, an arbitration regarding the carbon footprint impact is to be taken for the proposed solution to be submitted to the Group. The principles and action plans used to select the most sustainable materials with a reduced carbon content are specified in section 2.2.2.3 Construction materials.

RAISING AWARENESS AMONG EXISTING SUPPLIERS

To encourage existing suppliers and contractors to improve sustainable operating practices and use environmentally sustainable materials, the Group shared its sustainability policy and related environmental and social targets with all its main service providers Group-wide through official communication letters. These included contents and ambitions of the Group sustainability strategy and the announcement of further supplier engagement on sustainability topics. The Group confirmed its willingness to work together with its supply chain in its Better Places 2030 journey.

As part of the Group's Continental Europe "4 Star" label criteria, URW regularly conducts training in customer service skills for the security staff and cleaning suppliers at all shopping centres with the "4 Star" label. In France, maintenance suppliers are trained in the Group's Environmental and H&S processes.

The Group has also introduced initiatives concerning incentives for energy savings and waste segregation performance (e.g. energy performance contracts - see section 2.2.3.4 Energy management) and contractual targets of percentage waste to landfill (see section 2.2.3.6 Waste management). These site-by-site practices challenge suppliers and serve as a basis to involve them in a process of continuous improvement for all managed assets.

ASSESSING THE SUSTAINABILITY PERFORMANCE OF SUPPLIERS

In Continental Europe, internal annual supplier assessment of compliance with environmental clauses, management modes and service quality are performed on key services (multi-technical, H&S, mechanical transport, cleaning and waste management).

The supplier assessment process allows for the evaluation of supplier compliance with contractual requirements and to anticipate tender needs. Data collected through these assessments, once consolidated, are also shared with contractors through Steering Committees.

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Since 2020, in Sweden, compliance with the Swedish property industry's Code of Conduct for suppliers is monitored through a questionnaire sent to suppliers to assess their commitments to sustainability and updated annually (See section 2.3.3.3 Supply chain management for more details).

In 2020, Viparis launched an external evaluation campaign of its suppliers on sustainability criteria in partnership with EcoVadis. For suppliers outside the EcoVadis platform, Viparis has also updated its sustainability internal biennial assessment questionnaire in 2021. These assessments are used during annual meetings with contractors to define a plan of action regarding sustainability performance.

2.3.4 ENGAGING WITH LOCAL STAKEHOLDERS

2.3.4.1 SUPPORTING THE COMMUNITY

Each of the Group's assets is fully committed to creating social value for communities and contributing to the sustainable economic development of the areas in which it operates.

– SUPPORT TO UKRAINIAN COMMUNITIES

URW is focusing on mid-term and long-term humanitarian help and positioning as an umbrella company facilitating the orientation of those in need with the right NGOs and government bodies and to raise awareness among visitors.

Since the beginning of the war in Ukraine, URW has been actively supporting initiatives to help refugees through:

- Providing vacant spaces for non-governmental organisation's ("NGOs") actions in collaboration with local authorities to collect and distribute first necessity goods and services. In Poland, Galeria Wileńska reacted quickly and joined the aid for Ukraine action, allocating a vacant unit for Caritas as a place to collect food, clothes, hygienic, material gifts. In France, at Paris Expo Porte de Versailles, Viparis has opened its doors to welcome refugees arriving in France, creating in partnership with the NGO Coalia a refugee centre with the capacity to host 500 people; and
- Providing free services to refugees. In the Czech Republic, at Centrum Cerny, free educational support is provided for Ukrainian children. In Poland, in co-operation with Fikolki Kids' Club, free childcare has been made available for refugees at Westfield Arkadia and Wroclavia.

URW also financially supported NGOs dedicated to the support of Ukrainian refugees on the ground:

- Westfield London and Westfield Stratford City made a direct cash donation to enable our teams on the ground in Poland to purchase much-needed supplies, furniture and bedding for refuge centres on the Polish/Ukraine border. Besides monetary donations, our UK teams partnered with Choose Love to host pop-up kiosks in the shopping centres, where employees volunteered to sell merchandise for donations that supported refugee aid initiatives;
- In Poland, our destinations are covering the cost of care for an additional 15 children for 8 weeks at each shopping centre;
- In The Netherlands, the Amstelveen and Zoetermeer teams installed a display for visitors to scan a QR code and donate to the national relief fund "Giro 555";
- In the Nordics, the Group has initiated an extensive collaboration with Save the Children. This includes a fundraiser in each centre, as well as the provision of space for the organisation to raise awareness on the humanitarian crisis, both physically and online;
- Throughout Germany, logistics were put into place to receive both monetary donations and donations in kind, and sent to organisations such as Caritas, the Red Cross and others;
- In the US, URW have also launched financial donations going in this sense; and
- In Austria and Germany: both the Company and employees made monetary donations to Caritas, and donations in kind were also received on behalf of the organisation.

The Company provided media screen time, social & website, space and logistics services to support financial initiatives for refugees:

- In partnership with Ocean and JC Decaux, the UK supported the Red Cross fundraising campaign across all media screens at Westfield London and Westfield Stratford City with a media value package of approx. £800k per month.

The Group supported URW employees that are interested in hosting individuals/families or want to volunteer:

- In March 2022, URW initiated opportunities for employees to make financial donations to support a humanitarian NGO, matched by a URW donation; and
- URW employees had the opportunity through the URW volunteering programme in the Czech Republic to be volunteering in our co-ordination centres - co-ordination centres "Help to Ukraine!" are meant to gather the needs of those still in Ukraine and refugees through NGOs and state institutions (e.g., collecting essential goods, electronics and advising those in need or people offering help).

– URW FOR JOBS

URW for Jobs is one of the Group's major community initiatives. Its goal is to create job opportunities within the Group's assets for local people facing barriers to employment, for example due to economic, social or family issues.

The programme is designed for beneficiaries who have been unable to find sufficient employment, to receive free training support to meet the requirements of employers in the Group's value chain (for example, retailers, customer services, security and construction). At the end of this process, participants are introduced to tenants from the shopping centre and other employers through job interviews, job fairs and job applications. These actions are delivered in collaboration with local public employment services and charities with which the Group builds long-term partnerships.

The Group committed to support 1,000 local people to integrate a job or a qualifying training certification through the URW for Jobs programme from 2020 onwards. Since its inception in 2016, URW for Jobs has helped 3,239 people to find a job or a certified training programme.

In 2022, URW for Jobs was hosted at 38 shopping centres across the Group. Through nearly 17,400 training hours, the beneficiaries were able to rebuild self-confidence, crystallise their career plans and develop skills.

In 2022, 877 local people were hired in a job or completed a certified training course in the 2 months following the programme. This includes 638 candidates trained through the programme and a further 239 candidates who were able to gain entry to the initiative without prior training and found a job at events organised by the shopping centres.

In 2022, Westfield Rosny 2 launched a partnership with YOOKAN, a non-profit supported by Pole Emploi, the French, national agency responsible for supporting unemployed people, Adecco, Génération France and the city of Rosny-sous-Bois. More than 1,000 sqm of space is now dedicated to local jobseekers, with virtual services offered to promote new jobs and provide recruitment support to people facing difficulty accessing the job market.

– URW COMMUNITY DAY

The URW Community Day is designed to engage a large number of employees in volunteering for a local charity, involving all countries where the Group operates.

The Group's community-oriented activities in 2022 continued to focus on bolstering stronger and more inclusive communities, providing support to refugees, and contributing to sustaining the local environment. A total of 62% of Group employees delivered more than 8,278 volunteering hours in 2022.

Some of the 2022 volunteering initiatives:

- The Austria team volunteered to support Jugend Eine Welt, a humanitarian aid organisation that works to improve the future prospects of children and young people on the margins of society;
- In France, the team continued its partnership with the National Forests Office (Office national des forêts, "ONF") to help maintain local forests around the Paris region by clearing vegetation and planting trees;
- In Germany, employees partnered with organisations including Hanseatic Help e.V., which supports refugees, homeless people, and families in need by providing clothing and hygiene products;
- The Nordics team joined forces with Rena Mälaren to clean up the Fisksätra waters, removing 380kg of batteries and 2 tonnes of waste;
- In the UK, colleagues teamed up to transform three local areas near to Westfield London shopping centre, including improvements to biodiversity spaces and community gardens; and
- Teams in the US lent a hand to a number of non-profit organisations, including Interfaith Works and Baby2Baby, to collect and sort donations of essential items for emergency shelters and families living in poverty.

– LOCAL PARTNERSHIPS

Today more than ever, the Group aims to come together with communities and stakeholders building on each other's strengths to create shared value.

Anchored in the local areas where it operates, each of the Group's assets has built a strong network of local partnerships, working closely to identify and tackle the issues that are critical for local populations and businesses. By building these strong and long-term relationships with local stakeholders, the Group co-ordinates common answers, bringing its years of experience to connect people, commerce and the built environment.

In 2020, the Group made a step forward to better monitor and strengthen the positive impact of its community-oriented actions with the implementation of Community Resilience Action Plans in 100% of its owned and managed assets (see section 2.3.2 Promoting community resilience). As part of the Community Resilience Action Plans, and in addition to the URW for Jobs and URW Community Days initiatives, these local or national partnerships give rise to a wide range of additional initiatives, in which URW employees dedicate time and expertise.

The Group committed to 100% of Flagship assets supporting at least one local charity or NGO-sponsored long-term project (> 2 years) by 2022. In 2022, at least 83% of Flagship assets had partnerships with charities or NGOs for at least 2 years. In 2022, over 750 social and environmental initiatives were delivered by the Group's centres through the provision of spaces, donations, collection of materials or donations, and educational events. They benefited at 47% to non-profits, 25% to public community partners such as schools, nurseries and sports clubs, and 29% were private entities with a social or environmental purpose.

In total, including donations of the airports division and contributions made at national and corporate levels, philanthropic contributions from URW amount to €12.7 Mn Group-wide for 2022.

Examples of long-term projects with charities or NGOs:

- In France, Westfield Vélizy 2 launched a Social Inclusion Committee in 2020 to gather local non-profits and start-ups around social inclusion topics, including improvement of accessibility and possible dedicated services for people with disabilities. This collaboration led to the installation of electric scooters for people with reduced mobility and the launch of a partnership with a local social healthcare institution to advance the employability of disabled people. The centre also implemented a new service, together with the partnering organisations: one employee dedicated to welcome and accompany disabled customers in the centre based on preliminary appointments twice a week; and
- In Poland, pursuing the existing partnership with Brother Albert's Aid Society, the Wroclavia shopping centre opened a charity stand conducted by the Brother Albert Aid Society before Christmas where homeless people were selling their handcraft, not only to raise money but also to increase awareness about homelessness problems and promote the Brother Albert Aid Society. It follows a 2020 programme where the centre partnered with the Brother Albert's Aid Society to create a community garden looked after by homeless people.

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These projects provide the charities and non-profits the support they need to have long-term visibility and develop impactful answers, while leaning on the stability, attractiveness and commitment of the Group's assets.

In parallel to these local partnerships, the Group pursued its long-term national engagement:

- Through its partnership with the *Ecole de la 2ème Chance (E2C)*, which has been renewed every year since 2008, URW supports the effort to achieve sustainable social, civic, and professional integration of young people in training. Each year, the E2C offers young adults, aged 16 to 25, with or without a first level of diploma, a new chance to develop skills and know-how, in order to integrate into the job market. In 2022, URW was honoured to welcome the former French Prime Minister, Edith Cresson, to sign the fourteenth Convention between the network of Écoles de la 2ème chance ("second-chance schools") (Réseau E2C France), the Edith Cresson Foundation and URW; and
- Since 2021, as industry leader, alongside the main stakeholders of the French real estate sector, URW is involved in promoting and driving forward education and research in the fields of real estate and urban planning. As a founding member of the Palladio Foundation, the Group has taken part in its annual programme of conferences sponsored by the former French Prime Minister, Édouard Philippe, on the topic of "Health & wellbeing in the City of tomorrow". This was aimed at identifying the major challenges of contemporary societies to invent the city of tomorrow. In addition to these working groups, the Foundation also finances the brightest students in the real estate field, helping them to continue their higher education or pursue research projects.

COMMUNITY ENGAGEMENT

Our centres create better communities

URWforJOBS by UNIBAIL-RODAMCO-WESTFIELD

Creating job opportunities for people seeking employment

17,400
Training hours provided in 2022

877
People secured a job or with a certifying training programme

38
Shopping Centres involved

LOCAL partnerships

Getting involved locally

750
Social or environmental initiatives delivered

96%
of assets supported at least one local charity or NGO during the year

URW community DAY by UNIBAIL-RODAMCO-WESTFIELD

Engaging a wide range of employees to support non-profits

93
Volunteering initiatives

Led in each of the
11
Group countries

8,278
Hours of volunteering

2.3.4.2 OPEN DIALOGUE WITH TENANTS AND VISITORS

After several years impacted by the COVID-19 crisis, consumers' new expectations and new habits require reinventing the business and challenging the offer to integrate more sustainable brands.

Since 2020, customer surveys with URW loyalty database are being conducted to understand sustainability perceptions, needs and expectations within our shopping centers. Starting in 2022, these surveys will be conducted on an annual basis across our assets. URW has also begun tracking, within Westfield Brand Tracker research platform, sustainability perceptions and expectations beginning in the third quarter of 2022. Key takeaways and results will be leveraged to strengthen the company's customer actions.

The collaboration between retailers is crucial to match customer needs on local production (consumers' attention is increasingly focused on the origin and place of manufacture), sustainable materials, local initiatives and partnerships with local associations or actors.

The yearly tenant satisfaction surveys in each shopping centre were pursued in 2021 in Continental Europe and the UK, to secure among other topics that the retailers are aware of the Group's strategy to keep them safe and feel supported through the crisis.

The URW "Connect" application importantly improves day-to-day relations between the centres, tenants and suppliers. The application is used regularly to engage and get feedback of tenants and their satisfaction regarding new services or events. Launched in 2016, the application is currently used in a great majority of European and US retail assets.

These intense exchanges and the continuous work to improve the relationship with tenants and visitors comes in addition to the "4 Star" label, which ensures a unique shopping experience through the quality of services provided and infrastructure summarised in a framework of 680 points. This "4 Star" label was maintained in Europe in 2022, while the corresponding label called "Service with style" was pursued in the US portfolio.

2.3.4.3 SOCIAL INCLUSION

URW also strives to ensure its assets are welcoming and accessible to all citizens, empowering the Group's teams to take action to translate this inclusive vision in the Group's daily operations. Social inclusion is a critical topic for the Group, and this has been reinforced by the COVID-19 crisis and its impact on pre-existing inequalities as well as by other major social events.

- The Group reiterated its commitment to the fight against racism and bias. In addition to diversity and inclusion initiatives led internally (see section 2.4.2.2 Diversity and Inclusion), a number of regions help strengthen support to the economic empowerment of people of colour through community-oriented initiatives, such as through URW for Jobs, corporate giving and programmes to support entrepreneurship;
- The URW Airports team in the US is committed to lowering the barriers of entry for minority groups, women, and disadvantaged businesses to help partners succeed and foster a more inclusive industry. In 2022, URW Airports launched the Supplier Diversity Network programme to help build the pipeline of disadvantaged businesses and connect them with bidding opportunities;
- A permanent Black Pound Day store was opened at Westfield London in 2022 following a successful temporary pop-up space in the asset the year before. Black Pound Day aims to support Black-owned homegrown brands and strengthen the UK economy.
- In Germany, Pasing Arcaden held the anniversary exhibition of *Hilfe von Mensch zu Mensch e. V.*, an organisation focusing on inclusion and integration of different people of all ages. Thanks to the activities organised, the exhibition space gave children a chance to express themselves creatively in a welcoming and inclusive environment for over a month; and
- In Austria, Westfield Donau Zentrum appointed the first-ever centre LGBT (lesbian, gay, bisexual, and transgender) ambassador and proudly displayed the rainbow colours during the month of June to celebrate its commitment to diversity and the inclusion of LGBT people. The centre also started a co-operation with the Austrian LGBT movement (HOSI) with donations made for every voucher card sold.

In 2020, the Group launched a dedicated training course across Europe to raise awareness of social inclusion among all customer facing staff. Created together with the French association ADAPEI, the learning programme helps Group employees and providers to better understand the diverse nature of disability (including hidden or invisible impairments), identify situations where specific assistance might be needed, devise suitable responses, and adopt appropriate behaviours. In parallel, in the US, various initiatives were launched in 2020, including dedicated e-training courses and awareness-raising workshops, alongside efforts to enhance the overall guest experience for people with disabilities.

In April 2022, URW is committed to an inclusive experience in shopping centres during the World Autism Awareness Day and highlighted the initiatives implemented to enhance the shopping experience for persons with autism all year round.

Three initiatives were launched to build a more inclusive environment for all in our destinations:

- A weekly silent hour is now observed in 10 centres in France (dimming the lights in traffic aisles and turning off ambient music and audible announcements);
- In the UK, Westfield London launched new sensory packs designed in partnership with Ethos Farm to support people living with a wide range of disabilities who are likely to benefit from sensory resources to make their shopping experience more enjoyable. The UK also supports the hidden disabilities Sunflower Campaign, which provides visitors with invisible disabilities, if they wish, a discreet lanyard that indicates to the centres' employees that the person wearing it needs additional support, help, or a little more time;

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- In Paris, Westfield Forum des Halles hosted a large photography exhibition on autism in April titled "We are all different - 100 portraits to change the way we view autism", organised with the charity association *"Un pas vers la vie Autisme"*. The 100 black-and-white portraits of people affected by autism, shot by the artist JR, are full of life and accompanied by testimonies and statistics to encourage inclusion and raise visitors' awareness of autism is in everyday life.
- In December 2022, AlterMassage, an association approved as a "social utility enterprise", specialising in wellbeing and health prevention at work, opened a store in Westfield les 4 Temps. The company employs mainly people with disabilities and offers products made in France by ESATs (*Établissements d'Aide et Service par le Travail* - an organisation for the inclusion of people with disabilities) and companies that employ people with disabilities;
- Café Joyeux, a restaurant chain that employs and trains people with Down syndrome or cognitive disorders, has set up shop in Westfield Parly 2(1). The aim is to make disability visible and to encourage encounters, by offering work in an ordinary environment to people who are far from employment; and
- In February 2022, Westfield Velizy 2 organised workshops and simulations of disabilities within the center's spaces, in order to allow visitors to better understand physical or mental disabilities, to raise awareness of disabilities and to encourage inclusion.

Multiple local disability inclusion initiatives are conducted throughout the Group, such as the Social Inclusion Committee of Westfield Vélizy 2 of its (see section 2.3.4.1 Supporting the community).

2.3.5 PROMOTE RESPONSIBLE CONSUMPTION

Household consumption is a major contributor to some of the most pressing environmental issues globally, such as anthropogenic climate change, waste generation or water pollution, requiring generalised short and long-term solutions and a massive market evolution towards more social and environmental responsibility.

As a leader of the industry and with the high number of visitors coming each year to its assets, the Group has a strong responsibility to foster change by promoting healthier and more responsible consumption. This responsibility was translated into concrete commitments within the Group's Better Places 2030 strategy, be it through the diversification of the retail offer or through non-retail initiatives such as services or events. This shift is indeed not only about having the right brands, but also adopt marketing practices and services in line with the Group's commitments.

By 2022, the Group has committed to have 100% of its Flagship assets support and promote at least one sustainable consumption initiative. These initiatives aim to encourage changes in consumer behaviours and lifestyle and encompass a large range of services, infrastructures, or events to ease customers' eco-gestures and enhance their awareness on the impact of their purchasing choices (see section 2.3.5.1 Fostering change in behaviours).

In 2022, 81% of the Group's Flagship assets supported and promoted at least one sustainable consumption initiative.

In the longer term, by 2025, the Group engaged to collaborate with tenants to increase transparency of brands on health and sustainability and to expand healthy and sustainable alternatives in 100% of its Flagship assets. This translates in increasing the presence of a sustainable offer through partnerships with existing tenants while integrating new sustainable brand leaders in the portfolio (see section 2.3.5.2 An attractive, distinctive and sustainable offering).

URW conducted its sustainability-oriented survey on its own customer base for the second year in a row on its European portfolio, confirming the importance of sustainability for consumers, giving clear orientations on the most appropriate answers to meet their expectations according, and confirmed the relevance of the Group's commitments.

2.3.5.1 FOSTERING CHANGE IN BEHAVIOURS

The Group's assets develop locally tailored initiatives to promote responsible consumption choices and sustainable behaviours with local partners. On top of mobility services (mentioned in section 2.2.4.2 Innovative sustainable transport solutions) and waste management solutions offered to visitors (mentioned in section 2.2.3.6 Waste management), each of the Group assets encourages sustainable behaviours with local awareness-raising activities and join Group or regional-wide initiatives.

Local initiatives take the form of enhancement of the available infrastructure such as the implementation of eco-citizen points of collect, urban gardening infrastructures or swapping corners. Locally, sustainable behaviours are also strongly encouraged by highlighting the sustainable features and initiative of the tenants and their offer, by incentivising responsible customer choices, by engaging the public through physical events such as workshops to upcycle, repair or extend the lifespan of products or TED talks.

The best local practices are then rolled out and monitored more closely at Group level. This is, for example, the case for the smart food waste solution deployed in Europe or the focus made on circularity in textiles.

– AWARENESS-RAISING INITIATIVES

Numerous initiatives are led to raise visitors' awareness of the environmental and social impact of their consumption choices and behaviours. These initiatives translate into events, long-term services or communication and address various consumption-related subjects such as:

- In 2022, Westfield CentrO (Germany) transformed the unused meadows in front of the shopping centre into natural greenland for bees to thrive. The installation of beehives also generated the production of 250 kg of locally harvested honey. While raising awareness about the importance of bees in our ecosystems and food systems, all the proceeds derived from the sale of the honey produced on-site were donated to Tafel Oberhausen, a local food bank supporting families and individuals in need.

(1) Opening in February 2023.

- In June 2022, Westfield La Maquinista and Westfield Glories (Spain) partnered with (R)Forest, a non-profit the that seeks to promote a fundamental change in life habits and advance responsible consumption practices. The non-profit core goals are focused on helping to keep forests clean of plastics or small infectious outbreaks, to support reforestation efforts. As (R)Forest is to broaden its scope to integrate underwater reforestation, the two assets aim to sponsor and publicise these outings to promote the protection of both forest and ocean ecosystems.
- In December 2022, Hofe am Bruhl (Germany) partnered with the Toys Company, a social project of the DEKRA Academy supported by the Leipzig Job Centre. The shopping centre launched a collection service of second-hand toys donations at the reception. All toys were cleaned and upcycled by the Toys Company to be donated to eligible families with children, completely free of charge. The initiative also aimed at making shoppers aware of the difficulties faced by families in a context of economic uncertainty.

Empowering customers to make the right purchasing decision also requires making sure that they have access to the relevant information. URW's team worked hand-in-hand with the tenants to highlight their sustainable offer or initiatives. For example, Taby Centrum organised several talks on sustainable fashion and beauty in partnership with Myrorna.

Making sustainability attractive through fashionable and desirable activations is fully integrated as part of the Marketing roadmap of each asset and will continue to be a focus for the Group in the future.

– CONNECTING PEOPLE TO NATURE

The urban gardening activities of the Group are enhanced year after year (see section 2.2.5 Protect and improve biodiversity). These spaces dedicated to increasing the local biodiversity are also used to connect the public with nature, deliver pedagogical messages and sustainable experience.

Westfield Rosny 2 started deploying re-vegetation efforts to develop more than 1200 sqm of green area within and by the centre, featuring 20 rare species of trees and bringing the opportunity for visitors to engage with nature while reinforcing the available space for biodiversity to thrive. A greenhouse built in the common areas is meant to provide restaurants in the centre with fresh fruits and vegetables, reinforcing the circularity options for local restaurants.

Polygone Riviera inaugurated its newly renovated nature park, providing visitors with a leafy open-air space that offers a biodiversity-friendly experience with an educational trail to raise awareness of environmental protection, ecological issues and the preservation of biodiversity. The inauguration consolidated a partnership with the LPO, a major French biodiversity protection NGO. The nature park aims at raising awareness of environmental protection and ecological challenges by creating an educational journey highlighting the importance of biodiversity.

When local urban farming activities are not taking place, centres still encourage the link between their visitors and nature such as in the partnership signed between Westfield Vélizy 2 and the ONF (French National Forest Office) organising workshops and encouraging visitors to co-finance the restoration of a degraded forest plot nearby.

Centres also regularly take part in environmental cleaning campaigns in their neighbourhoods.

Finally, the centre teams regularly participate in urban planning meetings with the local authorities, offering their support to increase the surface of green spaces available in the surroundings. This is notably the case in Centrum Cerny Most, which contributes to deliver the design of the Triangle Park in the close vicinity of the asset, in partnership with several other partners, including the municipality of Prague 14.

– LIMIT FOOD WASTE

Since 2018, the partnership with Too Good To Go, a platform where food retailers can sell their unsold products at a discount to customers at the end of the day, offers a turnkey solution to the Group's tenants while generating additional revenues and raising awareness among visitors.

In 2022, 435 stores in 62 different assets offer the solution to limit food waste. It enabled the saving of around 295,000 meals (see section 2.2.3.6 Waste management).

These results have been made possible thanks to the involvement of the URW teams who act as an intermediary for the food and beverage retailers and supermarkets, clarifying and facilitating their involvement, and for the customers, promoting the benefits of using the service.

Local initiatives in the Group's centers also include:

- In 2022, Westfield London and Westfield Stratford City partnered with the Felix Project, a London-based charity set up to help combat food poverty. Amid a crippling cost-of-living crisis in the UK, donations from the two London assets will now fund 90,000 winter meals for those living in poverty in the capital. The Felix Project collects fresh, nutritious food that cannot be sold and would otherwise go to waste and redistributes it to over 1,000 organisations and schools to help the most vulnerable members of the local community; and
- In April 2022, as the average amount of waste generated by Polish households is increasing, Westfield Mokotów launched an educational campaign to raise awareness about the right way of segregating and reducing different types of garbage - especially the products that are sold on-site. The campaign used information boards, sharing information on official guidelines and useful tips. The project was directly connected to Earth Day celebrations, including a challenge for schools and family teams to perform in a garbage collection and segregation's knowledge competition.

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In June 2022, Garbera (Spain) partnered with the Kristina Enea foundation to improve the separation and segregation of waste at the source. First by reducing the amount of solid urban waste that is generated and destined for waste rejection through responsible attitudes, but also by minimizing the generation of any waste on-site. This project has been carried out in collaboration with all the new restaurants in the Dining Experience area.

– CIRCULARITY IN FASHION

Given the importance of the fashion sector in the Group's assets and the impact of the fashion industry on the environment, the Group made circularity in fashion one of its priorities.

This is addressed through the presence of containers in the assets' premises. Twenty of the Group's assets facilitate the recycling of used clothes in partnership with local companies or charities, which engage to provide them with a second life, reusing them through second-hand market or charity donations or recycling them. In 2022, the containers enabled the collection of 541 tonnes of textile.

Circularity-related events enabled an additional collection of 18 tonnes of textile products. Since 2021, at Westfield Forum des Halles, The Second Life company offers the possibility for visitors to sell fashion items against a gift card in the shopping centre. Items are being bought at a price set by The Second Life and resold with its partners, online or in physical second-hand pop-up stores. In total, nearly 1,500 unique clients participated in this initiative.

In March 2022, Taby Centrum hosted the Spring Festival of Sustainable Fashion and Beauty with the completion of a family craft workshop with Newbie and influencer Sofia "Mokkasin" Vusir Jansson to recreate a floral setting from old clothes and fabrics.

In October 2022, Stadshart Amstelveen launched the "Style Recycle Challenge", offering visitors the chance to donate old clothes in the interactive Holobox created for the challenge. The event helped collect more than one tonne of garments for the partnering organisation, Sympany, a textile recycling foundation. Visitors were incentivised to participate with awareness-raising spots, special prizes and vouchers.

In 2022, Metropole Zlicin organised a Sustainability Festival to inspire and educate visitors, providing them with information on how to change their approach towards the environment, and become more responsible. Visitors were encouraged to engage with topics such as "Circular fashion", "Life without waste", "Future on a plate" or "Composting in the city." These topics were presented by 4 local non-profit organisations: Potex, Zerowasters, ProVeg and Kokoza.

In December 2022, Westfield la Maquinista inaugurated a Circlow store, a pilot project in partnership with Wallapop, the leading app for buying and selling second-hand products in Spain. Circlow offers customers the chance to sell unwanted clothing items, providing support for the presentation, the display and the pricing of their items in the store. While directly supporting the purchasing power of local customers, Circlow encourages second-hand fashion.

In total, 560 tonnes of textile were collected to be given a second life through URW assets in 2022.

2.3.5.2 AN ATTRACTIVE, DISTINCTIVE AND SUSTAINABLE OFFERING

URW devotes considerable energy to create extraordinary and sustainable places where people live, work, shop, connect and are entertained. The Group constantly works to meet the increasing needs of its visitors and communities by offering a wider range of services, animating the community through tailored programmes of entertainment and events and providing a prime and relevant tenant mix.

To diversify its offer, and response to the growing demand for more responsible products and services, the Group mobilised its teams to engage with current tenants towards more collaboration on sustainability, and particularly to encourage a more sustainable offer in their premises. In the meantime, the Group also entered into relationships with new ecologically and/or socially positioned retailers to integrate more alternative offers in the portfolio.

– COLLABORATE WITH TENANTS TO INCREASE TRANSPARENCY OF BRANDS ON HEALTH AND SUSTAINABILITY

Many of the Group's retailers have implemented serious strategies to address climate change and decrease their social or environmental impact. URW strives to actively support its tenants' strategies on environmental and social performance, be it by launching partnerships to enhance their initiatives or promoting their existing sustainable alternatives towards customers.

Therefore, the Group has started several discussions with large retailers to identify synergies on sustainability, with the conviction that a partnership approach is the most efficient approach to make a significant impact. These partnerships materialise in collaborations on technical and real estate-related management of the stores (eco-efficiency, waste management, etc.), but also in the promotion of responsible consumption, be it ecological product lines, recycling programmes or information on raw material sourcing and transformation.

Several initiatives are running, such as the launch of the Nature Reserve, together with Timberland and Urban Planters at Westfield London since 2020. This accessible pioneer space at the heart of the capital hosts a hub for biodiversity with a variety of different areas, including a wildflower meadow, insect hotels, beehives, fruit trees, vegetable beds, herbs and a pond area. Located behind the Southern Terrace, this teaching place offers an opportunity to witness different methods for growing fruits and vegetables, and to learn about the importance of caring for the environment. It has also been designed to be a safe and accessible space for visitors, which will mostly be students from local specialist schools supporting young people with severe learning disabilities and autism. This three-year partnership with Timberland is a great example of how working together can help local communities and the environment flourish.

– EXPAND HEALTHY AND SUSTAINABLE ALTERNATIVES

The Group also has a key role to play in attracting sustainable brands: innovative retail formats that convey sustainability benefits and have a positive impact on consumption behaviour.

The Group is convinced that its assets offer the best place for change and welcomed several new sustainable fashion brands. In May 2022, Garbera (Spain) partnered with the Environment Department of the Gipuzkoa Provincial Council in opening a commercial space for the GK Green Fashion brands within the centre. GK Green Fashion Pop-Up Store, is an initiative occurring twice a year, in May and November. The initiative aims to make sustainable fashion more accessible and to broaden their purchasing options. Likewise, the GK Green Fashion store helps bring local brands and sustainable fashion closer together.

In December 2022, Westfield Euralille (France) inaugurated Emmaüs Village, a solidarity shop offering second-hand items refurbished by the organisation's workshops by Emmaüs "companions", mostly people that have been excluded from the job market or are in a difficult economic condition. The shop also displays new items that come from partner brands or donations from the centre's tenants. The shop is exclusively run by volunteers and people in a situation of professional reintegration.

In 2022, Westfield London launched an "I do handmade" pop-up mini maker's market for two 6-week periods with more than 450 brands including 150 sustainable brands. The aim is supporting independent, handmade and local businesses.

In the food and beverage sector, URW signed a lease with Café Joyeux, a socially responsible restaurant with the purpose of training and employing people with cognitive disabilities such as Down Syndrome and autism opened in France at Westfield Parly 2 (See 2.3.4.3 Social inclusion). In Nacka Forum, Eat for Change is a food truck created to help people in the suburbs who, for various reasons, have had trouble finding a job, but who have a great interest in cooking and food culture. In Fisketorvet, URW signed a lease in October 2022 with Veganland, a restaurant that offers 100% vegan and vegetarian food.

More recently Marquette, a concept-store showcasing more than 45 digitally native brands chose la Toison d'Or to deploy their newest concept. The store offers visitors with multiple sustainable brands options, such as the sustainable clothing brand Faguo, the eco-friendly personal care brand Lamazuna, N'Go offering sneakers made of recycled plastics or Endro Cosmétique, a plastic-free cosmetic brand.

The transformation of the offer and the increase of healthy and sustainable alternatives will not be achieved in a day. But the Group is committed to pursue its effort, test and learn from the new concepts and models implemented with a rich variety of partnerships in order to progressively become a recognised platform of sustainable content for visitors and retail partners.

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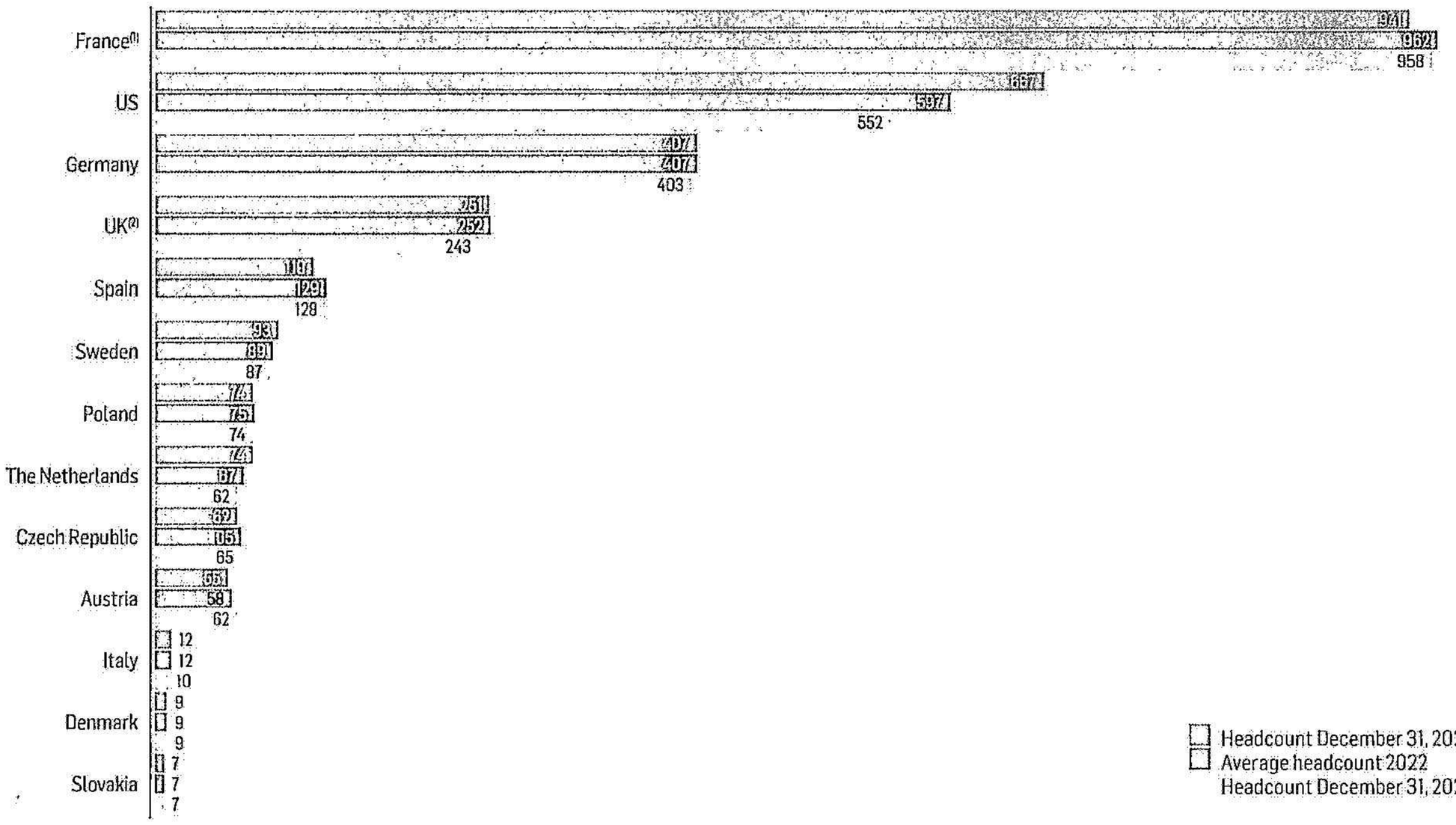
2.4 BETTER TOGETHER

KEY FIGURES

The Group has 2,660 employees as at December 31, 2022, and an average of 2,728 monthly headcount[1] for 2022.

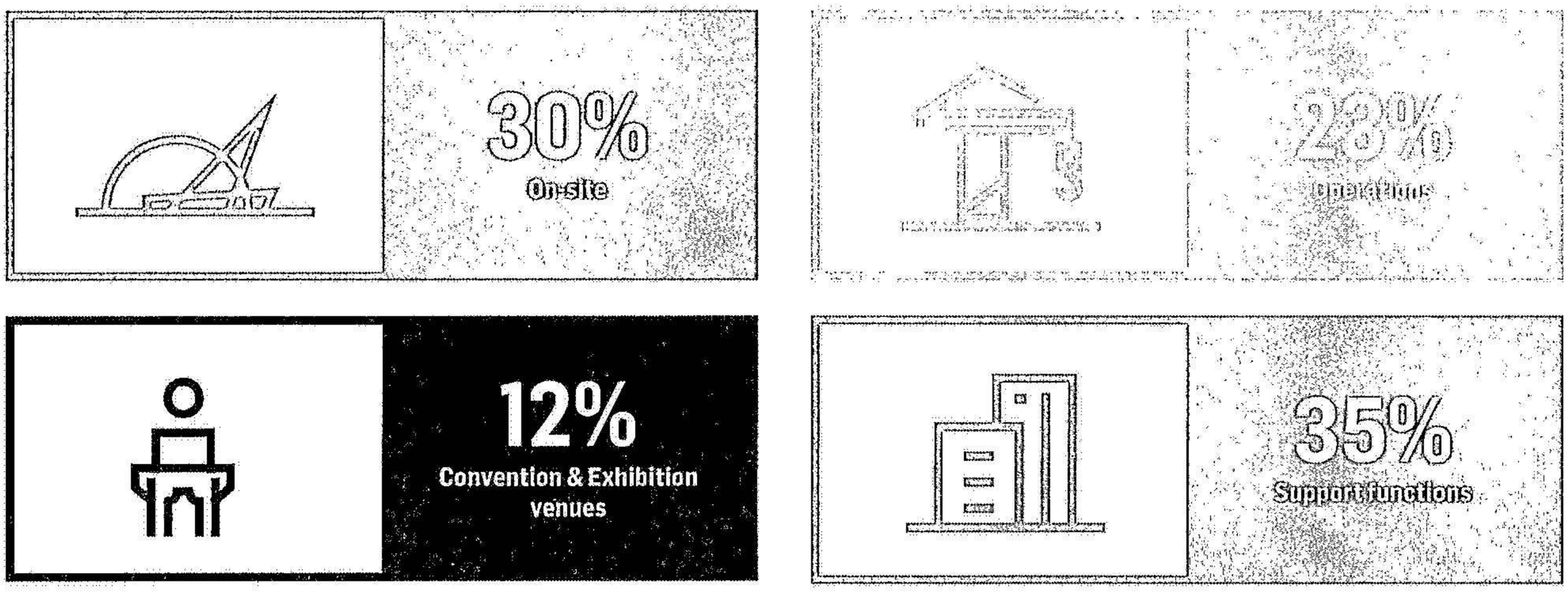
EMPLOYMENT BY COUNTRY

Workforce as at December 31.



EMPLOYMENT BY ACTIVITY

Workforce as of December 31, 2022.

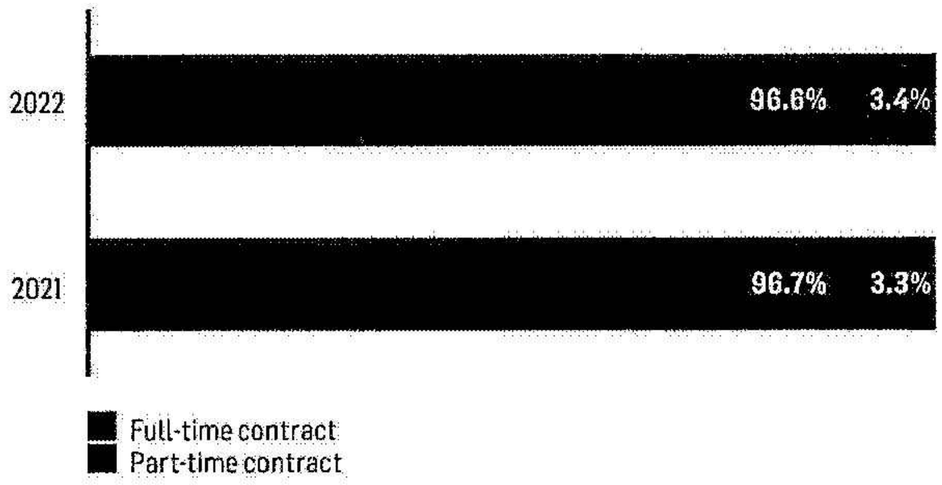


(1) This figure includes VIPARIS employees (336 on December 31, 2022, 336 average headcount in 2022).
(2) This figure includes 1 CAML employee on December 31, 2022.

EMPLOYMENT CONTRACTS

Workforce as of December 31, 2022.





2.4.1 EMPOWERING OUR PEOPLE

2.4.1.1 TALENT DEVELOPMENT AND CAREER MANAGEMENT

– ATTRACTING THE BEST TALENT

Unibail-Rodamco-Westfield has always been committed to attracting the best talent by fostering professional development, promoting cross-functional and international mobilities and offering exciting career opportunities at all levels, be it for graduates or professionals. The Group's International Graduate Programme has been a long-standing proof of this promise, a key lever in terms of external attractiveness and an efficient onboarding and learning path for newcomers. As we focus on recruiting the best graduates from top European and American schools for the International Graduate Programme, we also continue our efforts in recruiting experienced profiles. Bringing new sets of capabilities and diversifying our leadership and management styles are key success factors for the Group.

Apprentices are also key to the group's onboarding of talents strategy with 20.0% of them having been offered a permanent employment contract in 2022 at the end of their apprenticeships.

INTERNATIONAL GRADUATE PROGRAMME (IGP)

The International Graduate Programme ("IGP") allows recent graduates to discover our unique approach to commercial real estate. They get to acquire first-hand knowledge of the company's business fundamentals, build a strong network, as well as access a springboard to a promising career shaping the future of the company. Graduates gain unparalleled exposure to diverse areas of the Group's business functions, completing at least 3 assignments in different departments, one of them being abroad.

Highlights of the Programme:

- A 12-month international programme with a tailored development plan;
- A chance to work with company leaders & top management;
- A unique opportunity to make a difference in shaping our places of tomorrow.

In 2022, 51 graduates from 15 different nationalities and 30 international schools joined the Programme.

2022 was a key year to enhance the International Graduate Programme experience. Each of the graduates did at least one assignment abroad (except for US graduates).

A mobility policy was put in place to improve graduates' experience and integration.

With the easing of COVID-19 rules, 3 different cohorts of graduates (87 participants) were reunited for a 3-day seminar in Paris in June 2022. They participated in Q&A sessions with the top management, visited the Group's iconic assets, and were trained through pitching sessions and business games.

URW reinforced its presence with European business schools by participating in the CEMS (The Global Alliance in Management Education) forum held in Barcelona in November 2022, including the organisation of interviews to recruit for the IGP programme, a skill seminar on negotiating skills, and a URW stand at the fair to meet with the 800 participants attending the event.

URW also intensified its communication around the programme with the release of a new presentation video on social media.

To support the transformation of the Finance function, with the creation of a Controlling & Performance Management practice, the Group launched a Finance Track whose goal is to attract finance profiles for assignments in Controlling, Audit, Treasury, Performance Management and prepare for future CFO functions. 2 recruits have been onboarded as part of this programme in France in 2022.

WeHIRE

URW considers its employees as the Group's best ambassadors and has developed the global programme WeHIRE to foster employee referral initiatives across the Group. WeHIRE offers our employees the opportunity to refer someone from their professional or personal network for open positions in the Group. If the recommended person is hired, the referring employee receives a bonus, with an additional amount given to a charity of her/his choice. In 2022, 66 new recruits were hired thanks to WeHIRE across the Group. €42,000 were donated all over Europe to charities.

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LINKEDIN

The URW Corporate LinkedIn page allows us to maintain our strong digital presence. Its audience grew by 8,000+ in 2022 to reach over 102,000 followers by December 2022. Besides stories on our business activities and our People, among others, here the Group showcases content labelled #ReinventBeingTogether and #ReinventRetail to promote our unique experiences and #BetterPlaces2030 to highlight our sustainability initiatives and initiatives to support the communities we are a part of. URW continues to grow its reach on LinkedIn thanks to its network of regional pages with locally specific content (US, Germany, Austria, Poland and the Nordics) as well as via development project showcase pages such as Westfield Hamburg-Überseequartier or Lightwell.

– TALENT DEVELOPMENT

URW's talents development programmes are designed to develop the best Talent in the market. The Group is committed to offering employees a working environment that fosters diversity and equal opportunities, as well as the opportunity to build an exciting career.

Employees receive regular support and advice on career development. They meet with their managers once a year for year-end evaluations, can provide and receive ongoing feedback throughout the year, which gives them the opportunity to discuss their performance, objectives, career advancement and training needs.

INTERNAL MOBILITY AND CAREER EVOLUTION

Career evolution in the Company is strongly linked with the Group's competency model. The latter is based on the six corporate values of Boldness, Excellence, Teamwork, Ethics, Passion, and Ownership common to the Group (see section 2.4.2 Working Together). The competency model not only enhances communication, consistency, and transparency in managing mobility across the Group, it also recognises the experience and expertise employees are developing in their position. It is as well embedded in the annual performance evaluation review. Internal mobility between functions is strongly encouraged and is conceived as a collaborative process involving employees, managers, and the HR department. It gives employees a more in-depth understanding of the Group's various activities and priorities. International mobility also helps employees to build and consolidate networks and share best practices among the various regions.

The international mobility policy covers all mobility schemes, increases awareness of the related benefits and provides full support to expatriate employees and their families. In 2022, 3.68% of employees made a lateral career move within the Group, 15% of employees were promoted and 1.2% of employees conducted an international mobility assignment.

A comprehensive Succession Planning programme is rolled out every year for executive and leadership positions in the Group, both in Europe and in the US, with a focus on Corporate and regional functions. 126 leadership positions and their identified successors were reviewed by the Management Board at a dedicated Group Succession Planning review, preceded by in-depth reviews done in every country, led by HR Directors and Chief Operating Officers. The Succession Planning programme contributes to building a strong talent pool, clarifying development opportunities for the identified successors, and foreseeing possible career paths for them.

At the same time as Succession Planning review, Top Talents reviews are being carried out. All functions and all levels of experience are considered. The objective of the review is to get a comprehensive view of the talent pool for development and retention purposes and work further to match talents with key positions in the long run. 211 employees have been identified with potential to grow either in a business role (operating management, development, leasing) or central function role.

The Group largely enhanced its career and development planning processes thanks to the Succession Planning and People Performance Review.

In 2022, adjustments to the People Performance Review have been made, aiming at fostering regular feedback within the company and encouraging self-development and objective thinking all year long. The cornerstone of the programme remains a 360-degree feedback approach, now happening in June, where every employee can benefit from the evaluation of their annual performance by their direct manager and receive feedback from colleagues, direct reports (if any) and functional managers/reports (if any). End of the year reviews are carried out in a committee setting with presence of key leaders in the organisation to ensure fairness and consistency in evaluating performance cross-functionally. The programme results in an in-depth discussion of employees' annual performance, potential for professional growth and retention. 2,137 employees have been reviewed within the People Performance Programme at the end of 2022 (scope: employees hired before September 30 on a long-term contracts).

The Group continued to address talent development actions in 2022, with a focus on job learning, individual coaching as well as learning and development initiatives provided by the Group and local URW Academy. In 2022, 23 High Potentials benefitted from a customised Mentoring Programme, with mentors and mentees being paired and supported by HR and external coach all along the year. A newly defined High Potential cohort of 27 participants has been identified in 2022, who will benefit in 2023 from high-level and customised experience to accelerate their professional development (digital coaching, Seminar, networking).

In addition to that, multiple local initiatives have been launched to ensure talent onboarding and development.

RECRUITMENT

Overall recruitment rate for the Group was 21.6%, with the following details:

Employees by contract type	2021	2022
Permanent contracts	383	572
Fixed-term contracts	77	79
Apprenticeships[1]	37	52
TOTAL	**497**	**703**

(1) Excluding internships.

DEPARTURES

Total number of departures (excluding trainees).

Reasons for departure	2021	2022
Resignations	487	462
Dismissals	151	139
Mutual agreements	74	81
Retirements	12	13
Departures during probation period	10	21
Expiry of fixed-term contracts	77	97
Outsourcing	15	0
Death	0	1
TOTAL	**826**	**814**

TURNOVER

Employee turnover in 2022, as measured by dividing the total number of resignations, dismissals, departures under mutual agreement, retirements, departures during trial periods and deaths by the number of permanent employees at the end of 2021, stood at 27.0% (compared to 24.5% in 2021).

2.4.1.2 TRAINING

The role of the URW Academy has evolved from creating a stimulating environment enabling learning to happen anytime, anyplace, anywhere, to reconnecting people across functions and countries to foster a sense of belonging. 2022 marked the return to in-person learning experiences, bringing our employees together to discover and connect, and complementing our virtual and digital offer for all. The focus for the year remained on creating meaningful learning experiences designed to sharpen business acumen and enhance personal development.

The year began with the iconic "URW Fundamentals" newcomer onboarding event, which took place from February 1 to 17 in a virtual format, and included sessions focused on key strategic and cultural topics presented by business experts and leaders. This programme reached more than 210 attendees from across all regions over a period of 2 weeks.

The Group launched its first Global Learning Week from March 21st to 25th in all regions. Dedicated to professional and personal growth, this special period included a unique line-up of sessions hosted by our in-house experts and designed to boost business acumen and leadership skills. In addition to global sessions, local training tailored to regional business needs was offered throughout the week. More than 250 employees attended at least one session during the Learning Week.

To support the ongoing development of our people managers, a new, in-house designed Manager programme was launched in June. Composed of 4 modules, fully delivered internally, and customised in each country, the programme has been deployed across the Group. In addition, new learning experiences focused on leadership skills in Diversity and Inclusion, Sustainability and Wellbeing topics were offered.

A Senior Leadership Development experience, Perspectives 2022, took place from May 3 to May 5, bringing together our top 100 leaders. This interactive 2.5-day programme was designed with an external partner, to further develop the critical skills necessary to help our leaders transform our business. The programme focused on enhancing leadership skills, strengthening connections and collaborations across the business, and exploring new ways of thinking that inspire fresh approaches to navigating our changing and complex business.

As fostering a diverse and inclusive working environment is a top priority for the Group, a custom-designed global inclusion learning curriculum was launched for all employees in August. In addition, specific manager workshops, focused on inclusive leadership, were created.

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Priority was also given to sustainability this year. To raise awareness on the impact of climate change, learning by playing was the choice made by the company. Sessions of the Climate Fresk, a card game, were launched across the entire Group; 37 sessions took place, engaging and training 1,656 employees (see Sustainability Training and Education section for more details).

Alongside our programmes, virtual webinars and trainings, the URW Academy concentrated efforts to increase the visibility of its digital offer of more than 4,800 "off-the-shelf" online courses on topics ranging from personal development to professional skills. With our common Learning Management System ("LMS") providing unified access across all countries, learning is easily accessible via laptop or mobile device.

– SUSTAINABILITY TRAINING AND EDUCATION

Group and regional trainings are regularly organised to reinforce the Group's sustainability strategy, sustainability processes and to empower and encourage employees to deliver sustainable actions.

The sustainability ambition and related action plans are systematically introduced to newcomers in the "URW Fundamentals" training. Dedicated technical training is offered to all relevant staff members, covering topics such as sustainable consumption and the carbon footprint assessment methodology for development project teams. Manuals and training materials related to new sustainability topics are also drafted regularly, shared with the relevant teams, and made accessible on the Group's training platform (for example "Carbon Footprint" and "Reporting of Green Leases" guidelines).

In May 2022, the Group launched its first global Sustainability Week, presenting an opportunity for employees to deepen understanding of climate change related challenges and develop more sustainable mindsets. Group and regional initiatives included climate change awareness workshops, a virtual guest speaker keynote - "Climate Action - Why to Act Now?" - and promotion of the Group's e-learning on the latest URW sustainability targets, actions and resources, which form the basis for the Group's "Better Places 2030" sustainability strategy.

URW committed to Group-wide leadership and management programmes to integrate sustainability by 2022. In September 2022, URW hosted a Leadership Working Session for the Top 100 Senior Leader population. This full 2-day programme focused on sustainability and included a deep dive into the impact of climate change, carbon net zero, sustainable design and construction, and sustainable consumption. The roll-out of the programme was then replicated in every country, for all employees. In total 1,433 employees participated in a Climate Fresk (climate change training) from October through December 2022. 44 employees also completed additional comprehensive training on content and animation techniques to become certified Climate Fresk facilitators (including the CRSO).

The third pillar of the Better Places 2030 sustainability strategy - Better Together - focuses on people topics including diversity and inclusion and employee well-being. To further embed the Group's Diversity and Inclusion Framework in 2022, Supporting Inclusion unconscious bias training sessions continued to be rolled out to the Group as part of the newcomer learning path. To date, inclusion training has been delivered to 1,802 URW employees. In 2022, a new Global Inclusion Learning curriculum was launched with a focus on themes such as Intent versus Impact (exploring how unexamined bias shows up in the workplace) and Courageous Conversations (prioritising impact and finding ways to engage with colleagues in difficult moments). Additionally, all URW people managers were invited to participate in virtual inclusion workshops on 3 topics: Inclusion in Hiring, Creating Accountability & Belonging at Work, and Supporting the Well-being of Teams.

URW has committed to 100% of Group employees[1] to have participated in sustainability training by 2022. Results with regard to this target are presented in section 2.1.4.1 Summary of the Group's sustainability performance.

– TRAINING HOURS

Total training hours attended by employees on permanent and fixed-term contracts.

	2020	2021	2022
Total hours attended	34,705	42,472	42,730
Average number of hours per employee[1]	10.3	14.7	15.7
TOTAL PEOPLE TRAINED	3,312	3,722	3,134

(1) Based on average headcount for the year.

(1) Excluding Viparis.

2.4.1.3 AWARDS

In recognition of the quality of the Group's career opportunities and attractiveness, Unibail-Rodamco-Westfield received a number of awards in 2022:

- URW is committed to training young talents and was selected among more than 600 companies to receive the Happy Trainees Label for France: 92% of our trainees and apprentices recommend URW, giving the company an overall score of 4.27/5 with regards to their experience in the group. This corresponds to one of the highest scores in the support of trainees and apprentices in France;
- URW was named Top Employer in Germany, Poland, and the Czech Republic in 2022 by the Top Employer Institute. This award, granted by the Top Employer Institute identifies companies worldwide that place their employees at the centre of their business activities;
- URW Germany also received an award for the Fair Trainee programme 2021;
- In Poland, URW was recognised by Responsible Business Forum and placed among companies that are the most involved in progressing diversity and inclusion in the country;
- In the UK, URW won the Working Families 2022 Top 30 Employers award for Family Friendly Workplace for the sixth year running, and Working Families Best for All Families award; and
- In the US, URW Airports won the AMAC Catalyst Award for Inclusive Leadership, recognising URW's efforts to boost opportunities for minority, women, and disadvantaged businesses, specifically in the areas of supplier diversity.



2.4.1.4 COMPENSATION AND BENEFITS

URW provides a decent salary to enable employees to fulfil their essential and social needs without feeling excluded. This implies affording necessity goods and services (food, housing, health care, clothing) but also education, transport, leisure and savings. URW trusts local Human Resources teams who are fully aware of local economic and legal context to determine as fairly as possible what a decent salary means. Our remuneration policy is defined at Group level, considering the specificities of local markets.

It is designed to encourage individual achievements and contribution to collective results, supporting the long-term growth of the Group.

It aims to attract, motivate, reward, and retain the best Talent in the market, with strong drive, engagement and loyalty. The founding principles of Unibail-Rodamco-Westfield's Remuneration Policy are:



COMPETITIVENESS

based on a global approach, combining fixed salary, Short-Term Incentive ("STI"), Long-Term Incentive ("LTI") and benefits

DIFFERENTIATION AND SELECTION

approach based on merit and individual performance

FAIR AND STRUCTURED PROCESS

common to all regions to ensure fairness and accurate comparisons

EQUAL OPPORTUNITIES

(race, gender, nationality or any other personal criteria)

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– COMPETITIVE TOTAL REMUNERATION

The Group Compensation and Benefits team and Regional Human Resources Directors use benchmarks from recognised external consulting firms and ad hoc studies to ensure the URW remuneration competitiveness against relevant markets.

	2020/2021	2021/2022
Like-for-like increase in average salary, including Short-Term Incentive	-3.5%	7.39%

In the COVID-19 pandemic context, Short-Term Incentives paid in 2021 with regards to 2020 performance were reduced by 30% on average for all Group employees.

– DIFFERENTIATED AND SELECTIVE INCENTIVES

The STI (Short-Term Incentive) rewards individual annual performance, personal engagement, team spirit, and adherence to the Group's values. The LTI (Long-Term Incentive) aims to attract, reward, and retain key talent for the future of the Group, engaging participants with Group long-term performance.

	2021	2022
Proportion of employees receiving STI[1]	76.4%	81.3%
Proportion of employees receiving LTI	**16.9%**	**20.2%**

(1) STI paid in year Y to employees on the payroll at December 31 of year Y-1.

– COLLEGIAL DECISION-MAKING PROCESS

Fixed salaries and STI are decided at year end for all employees. Every decision carefully balances the role, seniority, performance and contribution to Group initiatives and the Group's values. The Group assesses achievements, as well as how they are carried out.

URW's remuneration policy is applied consistently, through a comprehensive process, with no compensation decision taken by only one person. Once a year, a 360-degree review provides employees and managers with feedback on their strengths, development areas, training needs and career planning (see section 2.4.1.1 Talent development and career management). Employees also have the opportunity to discuss contributions made to Group initiatives and projects outside their direct scope of responsibility. Each employee's performance is reviewed annually by a Talent Review Committee in the presence of HR teams, managers across functions, and for a large proportion, by members of the Management Board and the Executive Committee.

2.4.2 WORKING TOGETHER

2.4.2.1 TOGETHER AT URW

The Company values - *Together at URW* - represent the excellence in the Group's standards as a high-performance company and culture. *Together at URW* values support the Better Places 2030 ambition to empower URW employees to work together to become sustainability and diversity change-makers. In the context of the company transformation, the descriptions of Together at URW values were updated to better reflect on the evolution of the company working culture, humanistic and community-oriented approach, and the entrepreneurial spirit necessary to capture opportunity going forward.

Employee performance continue to be measured against each value in annual Performance Reviews.

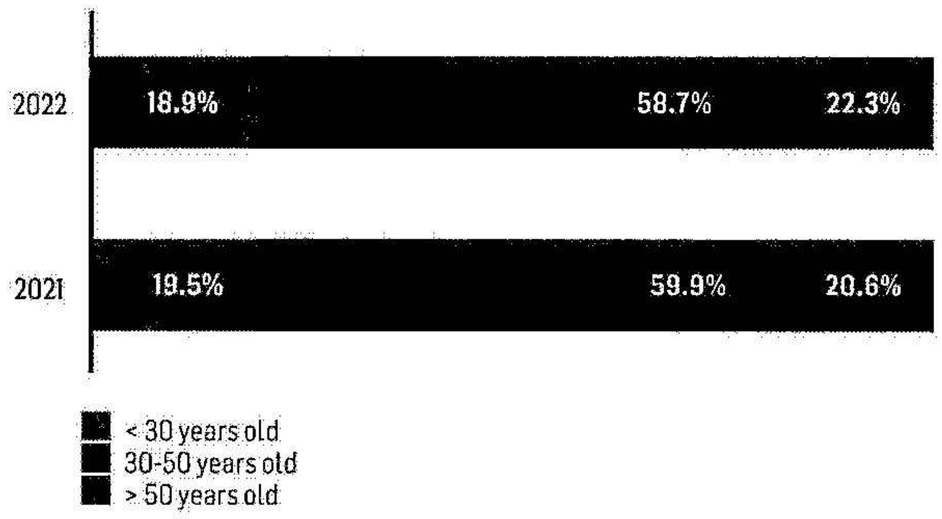
- BOLDNESS - We operate with an ambitious vision
- EXCELLENCE - We deliver positive and sustainable impact
- TEAMWORK - We unite diverse talent to succeed
- ETHICS - We build on trust and transparency
- PASSION - We love what we achieve together
- OWNERSHIP - We are action-oriented and accountable.

2.4.2.2 DIVERSITY AND INCLUSION

EMPLOYMENT BY GENDER
Workforce at December 31, 2022.



EMPLOYMENT BY AGE
Workforce at December 31, 2022.



– PROPORTION OF MANAGEMENT LEVEL POSITIONS HELD BY WOMEN

Workforce as at December 31,2022:

	2021	2022
Proportion of senior management level positions held by women[1]	34%	39%
Proportion of middle management level positions held by women[2]	44%	45%

(1) From 2020 onwards, a senior management level position in URW is defined as those positions with level 15 and above, plus any member of a country (or regional) management team below level 15. For the purpose of the table above, MB members of URW SE and URW NV are included.
(2) From 2022 onwards, a middle management level position in URW is defined as those positions from level 12 to 14, less any member of a country (or regional) management team already included in the senior management group.

– RATIO AVERAGE COMPENSATION MEN/WOMEN

Workforce as at December 31, 2022:

	2022
Senior Management Level	138.5%
Middle management level	111.1%
Other levels	109.5%

The Group stands for a fair overall outcome that rewards individual and collective performance and does not discriminate on race, gender, nationality or any other personal criteria.

The differences in average compensation can be explained by the structure (presence of more males at the highest responsibility levels), not by company remuneration policy or practices. When analysed by job level, using the URW levelling system, the average ratio across all grades is 101.8%. These ratios are being monitored, and talent management and remuneration policies are in place to keep reducing these gaps.

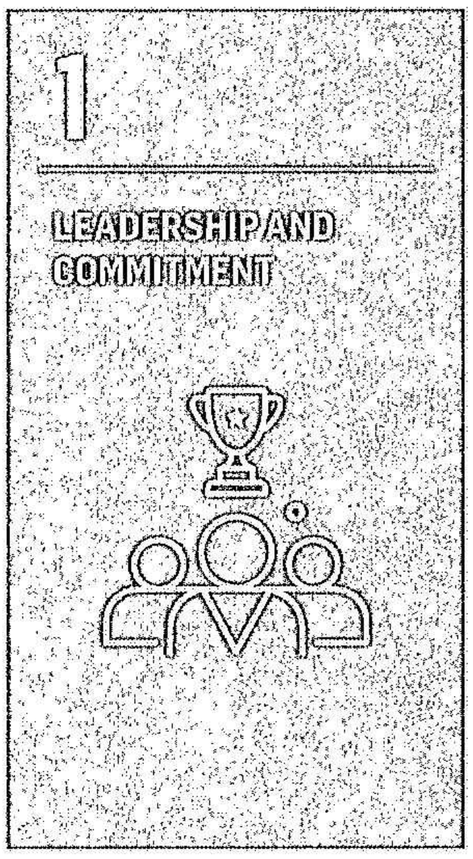
Diversity and Inclusion forms a key part of the Group's Better Places 2030 strategy. With a representation in 12 countries and 2-continents, URW welcomes employees from different parts of the world, from diverse cultures and backgrounds to build successful and inclusive teams.

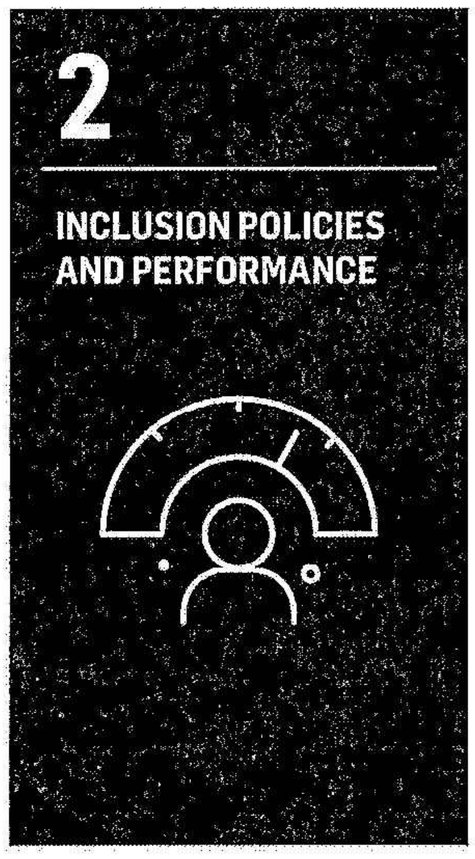
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URW commits to ensuring full equal opportunities in HR practices and processes Group-wide. This target has been achieved as 100% of URW regions ensure full equal opportunities in their HR practices and processes since 2019 by having the URW Equal Opportunity statement included in formalised HR policies relating to Recruitment practices, Compensation & Benefits, Talent Review and Learning & Development. The URW Equal Opportunities statement ensures that HR policy and processes are applied without discrimination on the basis of race, colour, religion, sex, sexual orientation, gender identity, marital status, age, disability, national or ethnic origin, military service status, citizenship, or other protected characteristics.

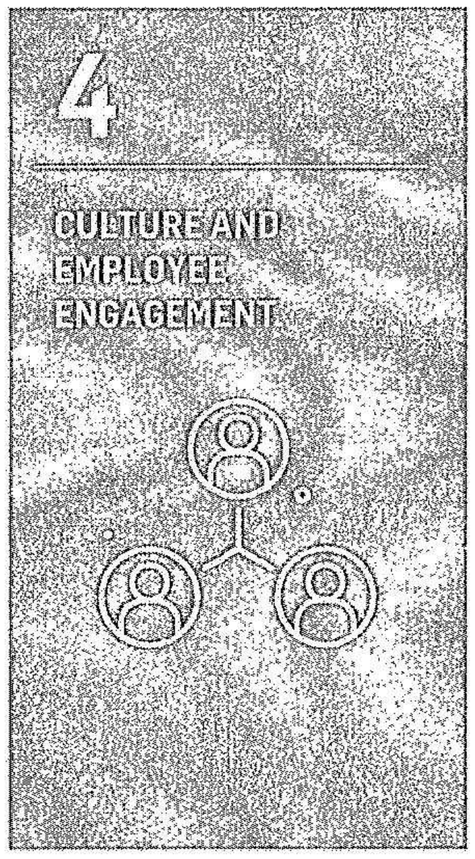
BE YOU AT URW

The *Be* You at *URW* framework aims to fully embed the Group's commitment to drive even greater Diversity & Inclusion across the business. The *Be You at URW* approach focuses on 4 key areas:









The Group's Diversity & Inclusion framework - Be You at URW - is embedded through the *Be You at URW* Charter, signed by all Management Board and Executive Committee members, which includes a commitment for 40% or more of senior positions occupied by women by 2025, and Diversity & Inclusion objectives in the Short-Term Incentive and Long-Term Incentive plans for all Management Board and Executive Committee members. In 2022, the Group progressed towards its gender diversity goals, with 39% share of women in senior roles in 2022 compared to 34% in 2021.

In line with recognising the importance of Diversity, Equity and Inclusion (DEI) Governance, URW has a dedicated employee for whom DEI is a core responsibility, and a decision-maker at Management Board level accountable for DEI. Senior decision-makers are informed of URW's Diversity and Inclusion performance through frequent progress meetings, and annual DEI updates to the GNRC and Supervisory Board.

In every region where URW operates, active *Be You at URW* Networks help to strengthen the focus on Diversity & Inclusion by organising and delivering activities to raise awareness on diversity and champion inclusive actions, behaviours and mindsets. In 2022, a Be You at URW Network framework was launched to empower Regional 2023 Diversity & Inclusion roadmaps.

In 2022, the Group Employee Pulse Survey was rolled out to all employees, including a focus and measure on Diversity & Inclusion. 1,690 employees participated in the survey, representing 70% of the global workforce, with approximately two-thirds of respondents strongly stating that URW is committed to diversity and inclusion. A Group survey is rolled out each year to check in with the global employee community and help shape effective plans to create an even more inclusive working culture.

Group and regional 2022 achievements across the 4 pillars of *Be You at URW* framework are outlined below:

1. LEADERSHIP AND COMMITMENT

- *Be You at URW* Charter embedded by all members of the Management Board and Executive Committee with a commitment for 40% or more of leadership positions occupied by women by 2025;
- Sustainability and Diversity & Inclusion objectives in place for Management Board and Executive Committee (10% of STI; 20% of LTI);
- A European Diversity Charter has been promoted throughout the Group since 2012 to fight all forms of discrimination and harassment;
- Group partnership with the LGBTQ+ inclusion charity Stonewall;
- URW is a signatory of the #StOpE initiative to raise awareness against sexism within companies;
- Commitments in the UK with Real Estate Balance and the Race at Work Charter to support gender and racial equality in the workplace; and
- Dutch diversity charter signatory in The Netherlands.

2. INCLUSION POLICIES AND PERFORMANCE

- Gender balance succession planning in all countries (including discussions on high potentials to improve gender balance in Top Management);
- Group policy for flexibility at work (up to 2 days weekly homeworking, flexi work, family-friendly policies);
- Inclusion of URW equal opportunity statement on all job descriptions, job adverts and all HR people practices, and Group HR policies reviewed for language bias;
- Gender pay gap/workplace equality analysis results published in France, the UK and the US - updated annually. URW scored 91/100 in the French Index for Workplace Equality for 2022;
- Parental leave support in all URW Regions. This includes Shared Parental Leave in the UK and extended second parent parental leave beyond legal requirements in France;
- US Talent Acquisition commitment to present a diverse candidate slate to business for each open position; and
- Top Employer awards in Germany and Central Europe:
  - URW diverse practices recognised by the Responsible Business Forum in Poland;
  - 'Best for Families' and Top 30 Employer awards by Working Families Association (UK); and
  - Inclusive Leadership Award by Airport Minority Advisory Council in the US.

3. EMPLOYEE DEVELOPMENT AND LEARNING

- Action plans involving monitoring of Key Performance Indicators have been designed to increase the share of women in senior management positions and diverse succession pipeline across the group;
- Group-wide "Supporting Inclusion at URW" unconscious bias training for employees in all regions including newcomer onboarding;
- International Graduate Programme ("IGP") partnership with Historically Black Colleges & Universities in the US and partnership with Sponsorship Educational Opportunities ("SEO") London to attract diverse IGP candidates in the UK and in France; and
- Advanced global inclusion learning offer including mandatory modules for all employees, inclusion practice workshops as part of Manager Programme, and Regional specific inclusion learning content curated by all *Be You at URW* Networks.

4. CULTURE AND EMPLOYEE ENGAGEMENT

- Active Regional *Be You at URW* networks in place to promote Diversity and Inclusion;
- Group Employee Pulse Survey including Diversity & Inclusion focus and measure;
- Compelling 'Be You at URW Conversations' webcast series launched with key sponsorship by Management Board & Executive Committee
- Group webcast for International Women's Day and gender equality activities in all URW regions;
- Solidarité Femmes (domestic violence conference) and StOpe (anti-sexism) initiatives in France;
- LGBTQ+ Pride activities in Austria, France, Germany, Spain, UK and US;
- URW France is a signatory of the Manifesto for the Inclusion of Disabled People into Economic life. For more information on disability initiatives from URW assets, see section 2.3.3.2 Open dialogue with tenants and visitors; and
- Race equality initiatives from *Be You at URW* Networks in UK and US, with a focus in France from 2022.

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– SALARY INCREASES AND STI BENEFICIARIES

	2020/2021		2021/2022	
	Female	Male	Female	Male
Salary increase beneficiaries[a]	16.6%	14.3%	66.2%	62.0%
STI beneficiaries[b]	75.9%	76.9%	82.6%	79.9%

(a) Based on like-for-like headcount.
(b) STI paid in year Y to employees on the payroll at December 31 of year Y-1.

In the COVID-19 pandemic context, salary increases in 2020 and 2021 were kept to exceptional cases only. In applying these restrictive measures, a particular attention was taken to avoid any gender discrimination.

2.4.3 INSPIRING OUR PEOPLE

2.4.3.1 EMPLOYEE COMMITMENTS AND SUSTAINABILITY

– INDIVIDUAL SUSTAINABILITY OBJECTIVES

The Group has committed to 100% of employees[1] having yearly individual sustainability objectives from 2020 onwards to help make all employees accountable for the collective success of the sustainability ambition. In 2022, 100% of Group employees[1] set at least one individual sustainability objective, integrated as part of the objectives used to determine their annual Short-Term Incentive.

Appropriate initiatives and targets aligned with Better Places 2030 were identified in close cooperation with each department within the Group: Investment, Development, Finance, Operations, Technical Management, Marketing, Leasing, Legal and Human Resources. A toolkit with key examples of general and functional sustainability targets is shared with URW employees Group-wide.

In 2022, quantifiable sustainability and Diversity & Inclusion targets were included in the Short-Term Incentives of members of the Group's Management Board and Executive Committee. Further details are presented in section 3.3.2 Corporate Officers' remuneration. In 2022 the proportion of ESG related performance conditions increased from 10% to 20% to include both Diversity & Inclusion and sustainability performance conditions (see section 3.3.1.1 Management board remuneration policy - Long-term incentive ("LTI")).

THE GROUP VOLUNTEERING PROGRAMME

The URW Volunteering Programme offers all employees the opportunity to dedicate at least one workday per year to support social initiatives developed by the Group including support for local people facing barriers to the job market through the *URW for Jobs* programme or supporting local non-profits through *URW Community Days* and local partnership activities. The Group has committed to 100% of Group employees taking part in the URW Volunteering Programme annually.

The Group's community-oriented activities in 2022 were focused on bolstering stronger and more inclusive communities, providing support to refugees, and contributing to sustaining the local environment. The Group's 2 major yearly social initiatives, *URW for Jobs* and *URW Community Days* continued to be supported by the commitment of Group employees. More information on the results of these initiatives is included in section 2.3.3.1 Supporting the community.

In 2022, 62% of Group employees[2] were able to volunteer to support local communities where the Group operates. This represents 8,278 volunteering hours delivered by URW employees. During the year, regional teams dedicated time to climate change awareness workshops to help propel an even greater positive impact in the countries and communities where URW operates (see section 2.4.1.2 Training).

In addition to volunteering participation hours, 6,886 hours were donated by shopping centre management teams across the Group to organise philanthropic initiatives during the year including supporting the most vulnerable communities. More information on the results of these initiatives is included in section 2.3.4.1 Supporting the community.

Volunteering initiatives will continue to be rolled out in 2023 with the target of 100% of Group employees participating in the URW Volunteering Programme annually.

– BUSINESS TRAVEL OF EMPLOYEES

The Group travel policy aims to reduce its associated carbon footprint. Employees are encouraged to travel by train when possible and give preference to videoconferencing rather than physical meetings involving travel.

CO_2 EMISSIONS FROM EMPLOYEES' BUSINESS TRAVEL BY TRAIN AND PLANE (TONNES CO_2 EQ)

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 2022. Data and methodology are provided by referenced travel agencies for each region.

	Total
Total emissions (TCO_2eq)	2,504
kg CO_2eq/employee	1,077

Since October 2016, all new Company vehicles must either be hybrid or electric. At the end of 2022, 95% of the Group's vehicle fleet was hybrid or electric.

(1) All employees having formalised objectives in the Group Human Resources performance assessment tool.
(2) All employees excluding employees on leave of more than 6 months, newcomers (joining after 01/10/2022) and Viparis employees.

– WORK GREENER

The Group has committed to 100% of URW's countries implementing Work Greener programmes from 2020 onwards. Work Greener programmes offer employees the work environment and tools to reduce the environmental impact of their day-to-day work. The programme enables employees to make URW offices more sustainable and environmentally friendly, implementing eco-friendly initiatives such as tackling waste management, promoting responsible consumption, or sustainable mobility. Since 2019, 100% of our countries have delivered at least one Work Greener initiative.

Initiatives from the programme to date have resulted in:

- **An improved waste management:**
  - Improved waste sorting infrastructure in office kitchens;
  - Getting rid of single use plastic with the installation of filter taps, glass bottles or other options;
  - Reusing old IT equipment through donations to non-profit organisations and local schools;
  - Replacing "waste producing" fittings like paper towels with hand dryers;
  - France introduced communal office food containers exclusively in glass (yoghurt, sugar), and a weekly redistribution of office food surpluses to charities; and
  - In Germany, coffee grounds from office coffee machines are used as fertiliser.
- **More eco-friendly mobility:**
  - Electrical vehicle charging points in our car parks;
  - A bicycle allowance in France available for employees using bikes for commuting to and from work. Additionally, a *"vélotafeurs"* (employees cycling to work) community is set up in France to share tips on routes and bike safety;
  - Electric bicycle sharing programmes; and
  - High quality bicycle facilities with lockers and showers available for employees in some Regions.
- **Towards better energy and water efficiency in our offices:**
  - Lighting equipment is being progressively replaced by LED lighting and intelligent detectors; and
  - Reducing water consumption, for example by reducing flush volumes in the office toilets.
- **Reducing paper:**
  - Digitisation and e-invoicing continued in 2022 as well as other processes such as electronic pre-paid lunch cards, electronic pay slips and e-signature processes; and
  - In the US, several printers across the centres are energy efficient models.
- **Sustainability awareness programmes:**
  - In 2022, the Group launched 2 new sustainability awareness programmes: the global Sustainability Week and the Leadership Working Session with a focus on sustainability (see 2.4.1.2 Sustainability Training and Education section);
  - In the face of the European energy crisis, URW established actions in the corporate office focused on responsible energy consumption. This included a maximum heating setting of 19 degrees in all workspaces, lowered to 8 degrees when the office building was less occupied, and stopping hot water supply to the sinks. Additionally, Groupwide guidance was rolled out to optimise use of technology, for example unplugging devices at the end of the workday, optimising idle settings for workstations and screens when not in use, and using sharing links rather than attachments;
  - "Work Greener" ambassadors actively champion eco-friendly practices in our offices;
  - In Spain, an internal newsletter with topics and opinion articles on sustainability is regularly sent to employees; and
  - In the UK, reusable water bottles made from plant-based materials were purchased for all UK employees. This initiative is in conjunction with our valued Brand Partner, Virgin Pure, who provides both centres with free distilled water, and effectively aligns with our Better Places 2030 strategy through decreasing single use plastic across the centres.

2.4.3.2 WELL-BEING YOUR Well-Being

Employee well-being is a key part of the Better Places 2030 strategy and Group HR strategy. Unibail-Rodamco-Westfield works to support a healthy working environment with a structured focus on well-being to help employees thrive. The Group committed to 100% of its countries implementing employee well-being programmes since 2020.

The Group's "Your Well-being" framework focuses on 3 key areas: Healthy Culture, Healthy Minds and Healthy Bodies. Each country is targeted to roll out a minimum of 5 well-being initiatives relating to all 3 of these areas of focus. This target has been achieved since 2019.

In 2022 the mental and physical well-being of employees continued to be a key URW priority. As part of a new global Manager leadership skills programme, the Group rolled out workshops offering managers the tools to help guide well-being check-in conversations with their teams; this training will continue to be delivered in 2023. The delivery of the "Your Well-Being" framework, and global and local initiatives fostering a healthy working culture, ensures support is given to employees (see examples below).

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– HEALTHY CULTURE

- Work-life balance: the Group's policy for flexibility at work allows up to 2 days homeworking weekly, in addition to flexi work and family-friendly policies in all regions. In some regions, URW encourages informal flexible working hours arrangements, and elsewhere formal agreements on flexible start and finish times are in place;
- Since 2019, the topic of work-life balance has been included in Performance Reviews to encourage conversations with managers;
- 1,690 employees participated in the Group Employee Pulse Survey, which allows all employees to easily give feedback on topics such as well-being support and improving ways of working. An Employee survey with a well-being focus will be rolled out each year to help shape effective plans to create an even better working culture; and
- Best practice and policies to support a positive and healthy work environment: the Group signed the parenthood charter in 2013. Working parents training takes place in The Netherlands, Spain, France, the UK and the US. The UK team was ranked Top 30 employers for Family Friendly Workplaces in 2022 for the sixth year running.

– HEALTHY MINDS

- Mental health resilience, mindfulness and flexible thinking: mental well-being support is offered in all regions including training sessions, crisis support and Employee Assistance Programmes, with plans to improve the offer in all countries;
- In 2022, well-being webinars were delivered in some regions including topics on Mindfulness, Menopause awareness and Mental Health first aid training; and
- Subscriptions to the leading meditation and mental health app - Calm - were offered to employees in some Regions.

– HEALTHY BODIES

- Most countries in which the Group operates offer their employees fresh fruit and complimentary drinks;
- Healthcare benefits: health insurance is offered to all employees, with a number of regions also offering flu vaccinations, eye examinations and full health screenings; and
- Walking challenges took place for teams in Germany, the UK and the US.

2.4.3.3 OCCUPATIONAL HEALTH AND SAFETY

The Group pursued its risk prevention training strategy in 2022, with a focus on "HR management" training. These sessions raise new managers' awareness of collaborative management and of internal HR processes. These sessions are provided by the HR team and aim to develop a common learning culture. Training on psychosocial risks have also been provided to new managers throughout the year.

- Absenteeism is monitored in each region and information is sent to management on a regular basis; and
- Causes of work-related accidents are analysed and measures are taken to prevent them recurring. Injury frequency and severity rates in 2022 were 1.49% and 0.05%, respectively.

In 2022, sick leave represented 13,157 working days (2.1% of total working days) and days of absence for work-related/commuting accidents or illness represented 278 working days (0.05% of total working days):

– ACCIDENTS

Accident type	2021 Number of incidents	2022 Number of incidents
Work-related accidents causing injury	10	11
Work-related/commuting accidents causing death	0	0

– ABSENTEEISM

	2021 Number of working days	2021 Ratio[1]	2022 Number of working days	2022 Ratio[1]
Lost days for work-related/commuting accidents	535	0.1%	278	0.0%
Lost days for work-related illness	0	0.0%	0	0.0%
Lost days for sick leave	11,644	1.8%	13,157	2.1%
Lost days for personal/family events	3,471	0.5%	4,752	0.8%
TOTAL	**15,650**	**2.42%**	**18,187**	**2.96%**

(1) The absenteeism ratio is calculated in working days: total number of days absent divided by the average number of working days in multiplied by average headcount in the considered year.

2.4.3.4 HUMAN RIGHTS AND LABOUR CONDITIONS

URW complies with the core conventions and labour standards set by the International Labour Organisation ("ILO"). The Group only operates in countries where social regulations are well developed through democratic frameworks. Internally, specific frameworks set up by the Group define and manage additional regulations that reinforce employee rights and strongly endorse respect and ethical conduct in business dealings (collective agreements, Code of Ethics, Compliance Book, Anti-corruption programme, etc.).

Since 2004, URW has been a member of the UN's Global Compact, which promotes ethical conduct and fundamental moral values in business. URW strives to adopt, support and apply in its sphere of influence the ten principles of the Global Compact concerning human rights, labour, environment and anti-corruption. URW complies with the respective Australian and UK Modern Slavery Act. URW's commitment to adhere to the principles laid down by both legislations is reminded in the Group Code of Ethics.

URW works with employee representatives in each of the European countries in which it operates and respects local labour laws. In 2009, Unibail-Rodamco became a European company following the creation of a European representative body, the European Employees Committee ("EEC"). The EEC meets at least twice a year and is provided annually with information regarding the market at large and the Group's economic situation (presentation of the Group's financial results, development and investment projects, etc.). This committee also discusses all issues regarding the Group's employees with implication at EU level. Through workshops, it regularly contributes to the exchange of best practices related to employment issues. The Group also organised various meetings on different topics with the Social and Economic Committee (in France), and the trade union organisations representing each region. This year, staff representatives have been closely involved in decisions relating to the Group's economic activity and the work organisation especially on, well-being digitalization and purchasing power. A total of 738 agreements are currently signed or in force with trade unions in France (including Viparis). These agreements cover a variety of topics like gender equality, senior and youth employment, working time flexibility and mandatory annual collective bargaining. As of December 31, 2022, 47% of employees were covered by a collective agreement.

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2.5 GREEN FINANCING OF THE GROUP ACTIVITIES

2.5.1 EU TAXONOMY REGULATION

2.5.1.1 CONTEXT

Since 1 January, 2021, URW is subject to the EU Environmental Taxonomy Regulation 2020/852 (the "Taxonomy"). The Taxonomy Regulation introduces a unified classification system to determine the sustainability level of investments, in order to drive capital towards financing the EU environmental transition. The sustainability of a financial vehicle is determined by the share of sustainable economic activities it finances in its portfolio. Consequently, all economic activities listed in the scope of the Taxonomy Regulation (i.e. "eligible" activities) are to be screened for their environmental impacts, based on the environmental criteria ("Technical Screening Criteria") defined in the Taxonomy Delegated Acts.

To be considered environmentally sustainable, an economic activity has to substantially contribute to at least one out of the six following "environmental objectives", while not causing harm to the others and complying with "minimal safeguards" related social and ethical standards:

- Climate change mitigation;
- Climate change adaptation;
- The sustainable use and protection of water and marine resources;
- The transition to a circular economy;
- Pollution prevention and control; and
- The protection and restoration of biodiversity and ecosystems.

As at year-end 2022, Delegated Acts have been established for the environmental objectives of climate change mitigation and climate change adaptation. The Taxonomy Regulation represents an important step towards the EU's objective of becoming climate neutral by 2050. The real estate sector is considered eligible to the Taxonomy for both of these environmental objectives. This means that the real estate sector, which plays a vital part in the economy, also has a key role to play in the transition towards a low carbon and climate resilient future.

2.5.1.2 APPLICATION TO URW ACTIVITIES

As a real estate player, URW is committed to meeting the requirements set by this new Taxonomy Regulation and improving its performance in the coming years to contribute to the broader EU environmental transition. As a developer and operator of assets, URW's main eligible activities can be split in the following 3 categories:

- **7.1: Construction of new buildings:** buildings that URW develops for third parties only. Example: Cherry Park residential project in the UK;
- **7.2: Renovation of existing buildings:** buildings that URW redevelops exceeding "major renovation" thresholds according to local building regulations implementing Directive 2010/31/EU (works amounting to at least 25% of total asset value - excluding land - or affecting over 25% of the surface of the building envelope). Example: Lightwell project in France; and
- **7.7: Acquisition and ownership of buildings:** buildings that URW owns and operates for its own account, including those under development or redevelopment that do not exceed "major renovation" thresholds. Example: Westfield La Maquinista in Spain.

In addition to the above categories, URW purchases equipment and services relating to the following categories, that enable its activities to reduce their GHG emissions:

- **7.3:** Installation, maintenance and repair of energy efficiency equipment;
- **7.4:** Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings);
- **7.5:** Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings; and
- **7.6:** Installation, maintenance and repair of renewable energy technologies.

These activities, qualified as "individual measures" are further described in the paragraph "Individual measures" of section 2.5.1.4 URW Share of aligned activities.

The Commission Delegated Regulation (EU) 2021/2178 of July 6, 2021 supplementing the Taxonomy Regulation specifies the scope, methodology and disclosure requirements for financial and non-financial undertakings concerning the proportion of environmentally sustainable economic activities in their business, investments or lending activities. The work done by URW to establish its eligibility and alignment KPIs is based on this regulation, and the associated methodology is presented hereafter.

In addition to the regulatory review performed by the statutory auditors of URW's Taxonomy disclosure, the Taxonomy methodology and main assumptions have been submitted by URW to the independent third party for examination on a voluntary basis in 2021 (eligibility) and in 2022 (alignment).

2.5.1.3 URW SHARE OF ELIGIBLE ACTIVITIES

As the first step of the Taxonomy application, companies are to determine which of their activities are "eligible", i.e. covered by the Taxonomy Delegated Acts. Three KPIs are to be disclosed to that end: the share of eligible activities in the company's Turnover, Capital expenditures ("CAPEX") and Operational expenditures ("OPEX").

2022 RESULTS OF URW SHARES OF ELIGIBLE ACTIVITIES

TURNOVER (k€)	Eligible activities	Non-eligible activities	Total
Gross rental income ("GRI")	2,178,803	52,499	2,231,302
Service charge income	320,536	0	320,536
Property development and project management revenue	162,053	0	162,053
Property services and other activities revenues	0	289,886	289,886
Total Turnover	**2,661,393**	**342,385**	**3,003,778**
% Total turnover	**88.6%**	**11.4%**	**100.0%**
% Turnover excluding service charge income	**87.2%**	**12.8%**	**100.0%**

CAPEX (k€)	Eligible activities	Non-eligible activities	Total
CAPEX on investment properties	716,198	11,995	728,193
Scope movements on investment properties	0	0	0
CAPEX on tangible assets	0	17,160	17,160
CAPEX on intangible assets	0	5,195	5,195
Total	**716,198**	**34,349**	**750,548**
% CAPEX	**95.4%**	**4.6%**	**100.0%**

OPEX (k€)	Eligible activities	Non-eligible activities	Total
% OPEX	**96.8%**	**3.2%**	**100.0%**

The slight decrease in the share of eligible activities between 2021 (figures published in URD 2021) and 2022 is explained by the following factors:

- **For eligible revenues:** the higher increase in non-eligible revenues (from property services and other activities) over eligible revenues, especially driven by a strong recovery in 2022 of the Convention & Exhibition activity, characterised by a back-to-normal trend post COVID-19 crisis impacts; and
- **For eligible CAPEX:** the decrease of eligible CAPEX on investment properties mainly linked to the measures taken by the Group to control capital expenditures in the context of its deleveraging plan, deliveries of projects in 2021 and 2022 and delays of certain projects, coupled to the slight increase of non-eligible CAPEX linked to reinforced spending in the Airport division.

– METHODOLOGY OF KPI CALCULATION

ALLOCATION RULES TO THE DENOMINATORS

- As defined in the aforementioned Delegated Regulation, total turnover and total CAPEX have been determined in accordance with International Financial Reporting Standards (IFRS) applied to URW activities and in line with financial statements:
  - Total turnover = GRI + property development and project management revenue + property services and other activities revenues + service charge income;
  - Total CAPEX = CAPEX on investment properties + scope movements on investment properties + CAPEX on tangible assets + CAPEX on intangible assets; and
  - Only fully consolidated companies are included in the scope, and KPIs are reported on IFRS bases (not under proportionate consolidation).
- The Delegated Regulation requires reported OPEX in the denominator to be limited to costs related to building renovation, maintenance and repair, short-term lease, and research and development. URW's OPEX are consolidated in different categories than the ones defined in the scope of this regulation. For this reason, calculating total OPEX required a bottom-up approach that was not based on consolidated financial statements:
  - URW identified the eligible OPEX categories from its annual country/asset level budgets in which analytical breakdowns of operational costs are available;
  - 4 OPEX categories were selected in the denominator scope: Total OPEX = OPEX on cleaning + OPEX on maintenance + OPEX on vertical transportation + Works OPEX[1]; and
  - OPEX were reported applying similar consolidation rules as for Turnover and CAPEX: looking at assets fully consolidated in financial statements and reporting KPIs based on IFRS bases (not under proportionate consolidation).

(1) This OPEX category includes a non-significant amount of expenses linked to various assignment fees, among which audits (e.g. energy, sprinklers), environmental certification, or H&S-specific assistance, which are not included in the scope of costs addressed in the Delegated Regulation.

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ALLOCATION RULES TO THE NUMERATORS: DETERMINING ELIGIBLE ACTIVITIES

- To determine the eligible share of Turnover (numerator), a screening of URW revenue categories has been performed according to the Delegated Acts' qualitative definitions of activities covered: among the revenue categories listed above, only GRI (revenues from acquisition & ownership of buildings) and revenues from property development and project management (revenues from construction of new buildings) are considered eligible to the Taxonomy. Revenues from property services and other activities (mainly linked to property management services and services provided by the Viparis entity) are excluded from the eligibility scope;
- To determine the eligible share of CAPEX (numerator), a screening of URW investment categories has been performed according to the Delegated Acts' qualitative definitions of activities covered: among the investment categories listed above, only CAPEX on investment properties and scope movements on investment properties are considered eligible for the Taxonomy. CAPEX on technical installations, equipment, furniture and intangible assets are excluded from the eligibility scope.
- The eligible share of OPEX (numerator) is considered to cover the same scope of OPEX categories as for the OPEX denominator, these being specifically listed in the Delegated Regulation scoping the expenses to consider; and
- The last step for calculating the Turnover, CAPEX and OPEX numerators has been to identify, among all URW activities, asset types or legal entities that would not be considered in the Delegated Acts' scopes. A preliminary screening of all URW entities based on NACE codes and an analysis of specific business lines has been performed. As a conclusion of this analysis, a conservative approach has been taken, deciding to include all of URW activities in the eligibility numerators except for the airport activity in the US, on the grounds that URW only operates some very specific areas in these assets (shops in terminals) and does not manage the whole buildings. As a result, Turnover, CAPEX and OPEX associated to the US airports activities have been excluded from the numerators of URW Taxonomy-eligible activities.

2.5.1.4 URW SHARE OF ALIGNED ACTIVITIES

The second part of the Taxonomy application consists of the screening and disclosure of the share of environmentally sustainable or "aligned" activities. Three KPIs are to be disclosed to that end: the share of aligned activities in the company's Turnover, CAPEX and OPEX. Financial year 2022 corresponds to the first year of application for which URW reports alignment figures.

– 2022 RESULTS OF URW SHARES OF ALIGNED ACTIVITIES

Taxonomy alignment figures calculated in accordance with the templates set by the European Commission: based on total activity (including non-eligible activities) and including service charge income lines, in compliance with the IFRS accounting standards, are presented in section 2.5.1.5 URW Share of aligned activities - European Commission reporting templates, given their size and complexity.

Taxonomy alignment figures presented in the summary table below have been calculated on the basis of eligible activities only, presented in section 2.5.1.3 URW share of eligible activities. Two consolidation methodologies have been applied: assets consolidated in compliance with the IFRS accounting standards using the equity method, and assets consolidated in the proportionate methodology including also joint-controlled entities, in order to valorise the alignment of assets in URW's portfolio that are not accounted for in the IFRS methodology as well. In this specific table, revenue lines corresponding to charges reinvoiced to the tenants (service charges income) have been excluded from numerators and denominators as they are balanced by charges in URW accounts. All URW activities aligned presented here below contribute substantially to the objective of climate change mitigation.

	Alignment figures (among eligible activities) – IFRS			Alignment figures (among eligible activities) – Proportionate		
URW activity (Taxonomy code)	% Turnover	% CAPEX	% OPEX	% Turnover	% CAPEX	% OPEX
Standing assets (7.7)	20.8%	12.4%	22.5%	23.1%	15.5%	25.5%
Development projects (7.7)	0.43%	42.1%	0%	0.34%	34.7%	0%
Major renovations (7.2)	/	8.3%	0%	/	6.8%	0%
Developments for third parties (7.1)	5.9%	0%	0%	4.7%	4.0%	0%
Individual measures (7.3 to 7.6)	/	1.4%	0%	/	1.2%	0%
TOTAL	**27.1%**	**64.2%**	**22.5%**	**28.1%**	**62.2%**	**25.5%**

Alignment figures show that URW already has nearly two thirds of its CAPEX and over a quarter of its revenues considered as aligned with the EU Taxonomy environmental objectives although the alignment criteria are very stringent and 2022 is the first year of their application.

URW's CAPEX alignment share is mainly driven by its development projects, which is due to the fact that investments are structurally higher in the pipeline than in the standing portfolio. Development projects in URW's pipeline are already highly contributing to climate change mitigation with regard to Taxonomy criteria as over 95% of CAPEX from buildings developed after 31.12.2020, and over 99% of CAPEX from major renovations are already aligned with this objective.

URW's Turnover alignment share is both driven by its standing assets and development for third parties. Indeed, 22% of gross rental revenues and 85% of revenues from buildings developed for third parties are already aligned with the climate change mitigation objective.

Nevertheless, the Taxonomy alignment figures need to be analysed carefully in light of the applicable alignment criteria and do not necessarily reflect the absolute environmental performance of URW's portfolio.

For example, in terms of energy efficiency performance, which is the main criteria for analysing the substantial contribution of standing assets to climate change mitigation according to the Taxonomy regulation, it is important to note that many European assets that are reported as not aligned are effectively performing better than some assets in the US which are reported as aligned. This is due to the fact that the assessment of alignment is to be based on relative comparisons to local regulations and benchmarks, which are more stringent in some countries than in others, rather than on absolute terms of performance values.

In addition, around 16% of URW's turnover could not be screened due to the lack of operational availability of the required criteria. This concerns for example the absence of sectorial benchmarks for the whole Convention & Exhibition centres portfolio, which has been considered as not aligned by default, or the lack of data and absence of levers to report the criteria for assets that URW owns but does not manage such as hotel assets.

Similarly, the projects that have been considered not aligned are mainly projects in the US where there are no equivalents to the Taxonomy technical screening criteria which are based exclusively on EU regulations and standards.

More information on the translation of the Taxonomy screening criteria to URW's portfolio and its limitations is given in the next section.

NB: URW has not issued any environmentally sustainable bonds with the purpose of financing Taxonomy-aligned activities in 2022. Therefore, URW is not concerned by the disclosure of adjusted turnover and CAPEX KPIs reflecting such bonds.

– ENVIRONMENTAL TECHNICAL SCREENING CRITERIA

The Annexes I and II to the Commission Delegated Regulation (EU) 2020/852 of 4 June, 2021 supplementing the Taxonomy Regulation lay down the environmental Technical Screening Criteria ("TSC") to be complied with for each eligible activity to be considered aligned with Climate Change Mitigation (Objective 1) and Climate Change Adaptation (Objective 2) Objectives. These criteria are twofold: criteria for checking the substantial contribution of activities to each environmental objective, and criteria for making sure these activities do no significant harm to all the other environmental objectives.

Since the Delegated Acts have been published, URW teams have worked intensively to translate the regulatory criteria into applicable elements for its own operations and for all its geographical locations, in close coordination with industry groups (EPRA, FEI, CNCC etc.).

Taxonomy-eligible activities indeed cover a very broad scope of URW activities, but this does not presume the relevance or practicability of the TSC to be applied to all these activities. For example, many of them cannot be screened based on the current published TSC without having recourse to additional information sources (local regulation, industry benchmarks from sectorial private organisations, ...) or using proxies. Many examples of this situation can be given such as:

- The application to the Group US portfolio of shopping centres, the TSC being based exclusively on EU regulations and standards;
- The lack of availability of some standard elements mentioned by the TSC, such as locally endorsed benchmarks to determine the top 15% of the building stock for commercial properties, and sectorial benchmarks to determine the top 15% of the building stock for asset types in URW's portfolio like Convention & Exhibition centres; or
- The lack of data and absence of levers to report and improve on TSC for part of the required scope, such as for assets that URW owns but does not manage (e.g. hotel assets) or for the assets that URW operates but does not own (e.g. concession contracts) or partially owns.

Below is a summary of the TSC criteria for substantial contribution applied by URW for each category of its eligible activities, across all its portfolio:

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SUBSTANTIAL CONTRIBUTION TO CLIMATE CHANGE MITIGATION

CONSTRUCTION OF NEW BUILDINGS (7.1)

Primary Energy Demand ("PED") 10% lower than national Nearly Zero Energy Building ("NZEB") requirements

- Applicable to all URW projects subject to thermal regulation
- -10% compared with the PED threshold contained in the national energy regulation at the time of the building permit application
- Exception in countries with advanced national energy regulation where the simple respect of the regulation is enough, as in France with RE2020, following discussions with the relevant ministry

AND

Testing for air-tightness and thermal integrity and disclosure of deviations

- Based on effective studies for projects in the construction phase or upon completion
- Based on contractual commitment for projects in the design phase (projects not mature enough for implementing these tests)

AND

Calculation of lifecycle Global Warming Potential (GWP) of the building for each stage

- Application of URW internal Life Cycle Assessment methodology aligned with EN 15978

RENOVATION OF EXISTING BUILDINGS (7.2)

Compliance with requirements for major renovations set in the Energy Performance of Buildings Directive ("EPBD")

- Compliance with local regulation

OR

Reduction of PED of at least 30% (in max. 3 years)

- -30% compared with the initial PED based on an energy audit

ACQUISITION & OWNERSHIP OF BUILDINGS (7.7)

For buildings built before 31 December, 2020: Energy Performance Certificate ("EPC") class A

- Applicable to all countries of URW's portfolio except for Germany, Poland (no letter-based grade levels available in local regulation) and the US (no applicable equivalent in local regulation)

OR

For buildings built before 31 December, 2020: Building is within the top 15% of the national or regional building stock expressed as operational PED

- Application of locally endorsed benchmarks in France, Denmark and the US (provided mainly by local real estate associations)
- Application of a publicly released European-wide coverage benchmark for other countries: using country-level values where they exist (in the UK, Germany, Spain, and Benelux) and a European-level value for the remaining countries

For buildings built after 31 December 2020, same criteria as defined for "Construction"

- Cf. 7.1

AND

For large non-residential building (HVAC systems' rated output of over 290 kW): efficiently operated through energy performance monitoring and assessment

- Screening performed for all aligned assets in URW's portfolio
- Covered through energy consumption monitoring tools, Building Management Systems, and maintenance contacts including energy management

SUBSTANTIAL CONTRIBUTION TO CLIMATE CHANGE ADAPTATION

In application of the specifications mentioned in FAQ 2022/C 385/01 of the European Commission, URW has taken a conservative approach in the screening of its substantial contribution to the objective of climate change adaptation, considering as eligible and aligned with that objective only the CAPEX linked to the adaptation plans to reduce the most important physical climate risks that are material to its assets. These plans are implemented as a result of the climate risk and vulnerability assessment conducted on its assets in compliance with Appendix A of the Taxonomy Delegated Acts, which is described hereafter. No such CAPEX have been reported in 2022.

DOES NO SIGNIFICANT HARM CRITERIA

ADAPTATION TO CLIMATE CHANGE

Pursuant to the release of the Climate Delegated Act specifying DNSH (Do No Significant Harm) criteria on adaptation to climate change, URW has updated in 2022 its climate risk assessment study covering all of the Group's standing assets and development pipeline in Europe and the UK in addition to the assessment previously made in 2019 (covering Europe, UK and US assets, and development pipeline) (see section 2.2.1.3 Climate risk management and adaptation to climate change). Those 2 studies confirmed that URW is compliant with the DNSH criteria of the Taxonomy. The following steps have been followed during latest 2022 climate risk assessment:

1. The climate experts (external consultants) first performed a screening of the climate-related perils among the ones listed in Appendix A to the Annex I of the Climate Delegated Act to identify the ones most material to the business, based on the type of activities, equipment, materials and the geographical footprint of the portfolio. Risk engineers and industry experts were consulted for feedback on this screening. As a result, the following perils were considered applicable: frost and cold waves, extreme heat, apparent temperature, wildfire, cooling/heating needs, lightning, non-cyclonic wind gusts and tornados, riverine flood, coastal flood, extreme precipitations, hail, earthquake and landslide;
2. For the climate-related perils considered as material, the experts identified the most representative climate indicators from a proprietary database of over 130 indicators. Climate indicator values were retrieved for each asset, based on their location. Climate models were then used by scientists to estimate the evolution of such values due to climate change, according to different scenarios aligned with the latest IPCC projections (see below). The climate indicator values were then translated into an impact/damage result ranging from 0% to 100%; and
3. As a follow-up to the risk and vulnerability assessment, risk engineers have performed field visits aimed at assessing the adequacy of adaptation measures already in place and at identifying new measures to be implemented. 5 assets identified as the ones potentially most at risk from a climate change and business perspective - considering both their multi-peril score and business performances- have been selected for the field visits. The measures identified for these assets could then be extended to the other assets facing similar risks. For each of those 5 assets, adaptation plans have been designed by risk engineers following the site visits and each solution has been associated with a proposed timeframe of implementation depending of the evaluation of the risks. Following those reports, URW has included the proposed solutions in the environmental action plans of each asset to monitor the implementation of the identified measures over time.

The climate scenarios selected by the experts to perform the climate change related risk analysis up to mid-century (2050) are the SSP2-4.5 ("Middle of the Road") and SSP5-8.5 ("pessimistic") scenarios:

- SSP2-4.5 is in line with today's climate policies and 2030 Nationally Determined Contributions targets; and
- SSP5-8.5 is the most pessimistic scenario which was selected to avoid any unanticipated event impacting the Group's assets.

3 timeframes have been considered for the analysis, consistently with the expected lifetime of the activity and the indications of the EU Taxonomy:

- Baseline: average between 1981 and 2010 values;
- 2030: average between 2015 and 2044 values; and
- 2050: average between 2035 and 2064 values.

OTHER DNSH CRITERIA

For development projects classified in ownership of buildings (7.7), there are no additional applicable DNSH criteria other than the one on climate change adaptation (see previous section). For refurbishments and construction of new buildings for third parties (7.1 and 7.2), the analysis of the compliance with other DNSH criteria than climate change adaptation has been done at project-level with 2 separated workstreams depending on the status of the project:

- **For ongoing projects:** projects were screened and analysed in their current development stage and, when possible, the technical criteria and/or studies related to the DNSH on water, circular economy and pollution prevention were added to the design specifications of the project to ensure its future compliance. When the projects were too advanced to change their design features, they have been considered as "not aligned" with the EU Taxonomy DNSH criteria if these criteria were not secured; and
- **For new projects:** an update of the Group design guidelines adding the DNSH criteria on water, circular economy and pollution prevention has been performed.

As no CAPEX have been reported to substantially contribute to the objective of climate-change adaptation, the DNSH for climate-change mitigation have not been screened in 2022.

– INDIVIDUAL MEASURES

The Commission Delegated Regulation (EU) 2021/2178 of July 6th, 2021 translating Article 8 of the Taxonomy Regulation provides for the integration of purchased "Individual measures" in CAPEX and OPEX alignment figures of non-aligned assets. Individual measures correspond to activities purchased that enable the target activities to become low carbon or to lead to GHG reductions, notably activities listed in points 7.3 to 7.6 of Annex I to the Climate Delegated Act, such as the installation of solar panels on a building rooftop. As part of its Better Places 2030

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strategy and asset-level environmental action plans, URW plans investments in all the aforementioned categories: energy efficiency equipment, charging stations for EVs in buildings, instruments for measuring and controlling energy performance of buildings, and renewable energy technologies (see sections 2.2.3 Improve eco-efficiency and 2.2.4 Develop connectivity and sustainable mobility). Related CAPEX spent in 2022 have been isolated and screened in accordance with the TSC of Annex I to the Climate Delegated Act for substantial contribution and DNSH where applicable.

- **Substantial contribution:** the compliance of the activities disclosed in the category 7.3 with the minimum requirements set for individual components and systems in the applicable national measures implementing Directive 2010/31/EU and the energy labels of energy efficiency equipment have been checked where applicable (in the US the regulatory equivalents have been looked at, and no label screening has been performed as no such regulation exists); and
- **DNSH:** for individual measures installed in assets identified as most vulnerable to physical climate risks (cf. previous "Do No Significant Harm" section), the materiality of the risk for that measure has been assessed (based on equipment location, etc.) as well as the coverage by the mitigation action plan where necessary. For energy efficiency equipment (7.3), the compliance with the criteria of Appendix C to Annex I to the Climate Delegated Act regarding pollution prevention has been verified. In particular, for insulation materials, the compliance of local regulation regarding asbestos with Taxonomy criteria has been checked.

In 2022, URW's individual measures stand for 1.4% of the Group eligible CAPEX, as presented in the alignment table at the top of this section.

– MINIMUM SAFEGUARDS

In addition to engaging in activities that are eligible and aligned with the European Taxonomy based on the environmental TSC, URW strictly complies with the 4 aspects of the Minimum Safeguards (MS), as described in the Article 3 (c) and Article 18 of the Taxonomy Regulation and further specified in the Final Report on Minimum Safeguards published in October 2022 by the EU Platform on Sustainable Finance.

HUMAN RIGHTS

Regarding human rights guarantees and due diligence **in its own workforce**, ethics and respect for human rights are among the core values of the Group. URW is strictly committed to upholding all fundamental individual rights and labour rights protections (see section 2.4.3.4 Human Rights and Labour Conditions), as well as safeguarding the H&S and the wellbeing of its employees through enforced internal frameworks such as a dedicated Group framework for health and safety risk management and the Group's Your Wellbeing framework (see sections 2.4.3.2 Well-being, 2.4.3.3 Occupational health and safety and 2.2.3.7 Health and safety, security and environmental risk, and pollution).

URW only operates in countries with high standards of human rights protections and the infringement of human rights in its own workforce has not been identified as a material risk factor in the Group's risk assessment (see section 6.2.1 Ratings of the main specific risk factors). Yet, and as a safeguard, internal procedures are in place to anticipate, identify and prevent any infringement on employees' human rights and freedoms. These include, for instance, clear rules against any form of discrimination along with anti-harassment and anti-bullying practices including a whistleblowing hotline accessible 24/7 to all employees. The Group indeed stands against racism, discrimination, and bias of any kind, striving to ensure that everyone feels equally welcome and embraced. These principles are clearly stated in the Group Code of Ethics applicable to all employees[1]. The Group has a zero-tolerance principle for violations of these rules (see section 3.4.1 Ethics and compliance: a daily and essential requirement). URW makes sure to cultivate a sound work environment in which employees thrive (see section 2.4.2.1 Together at URW). In particular, the Group's Be You at URW framework aims to fully embed URW's commitment to ensure equal opportunities and greater diversity and inclusion across the business (see section 2.4.2.2 Diversity & Inclusion).

URW also cares about the protection of human rights **in its value chain**, and tackles this issue through the implementation of a due diligence process that identifies sustainability risks (including social and human rights risks) across its different purchasing categories and addresses them through mitigation actions. For example, main tenders are subject to a "Know your partner" screening process, and all contracts require the acceptance of the Group's General Purchasing Conditions, including provisions on human rights and labour standards based on the ILO conventions and international human rights standards. Additionally , in the UK, URW developed a scoring matrix as part of its modern slavery due diligence, as well as a Code of Conduct for suppliers and a dedicated questionnaire to assess suppliers against multiple criteria related to sub-contractors, modern slavery and labour rights. The Group aims to continuously raise the level of vigilance and strengthen its procedures to identify, prevent, mitigate, and remedy any human right impact in its supply chain. For further information on the Group's policies and actions to uphold human rights in its supply chain, please refer to sections "Responsible supply chain" of the risk table in 2.1.2.2. Sustainability risks and opportunities and 2.3.3.3 Supply chain management.

BRIBERY/CORRUPTION

The Group has implemented robust internal mechanisms to anticipate, monitor and counter any risks of engaging in practices that could amount to corruption or bribery, such as the Anti-Corruption Programme, the Anti-Money Laundering Programme, and the Group Code of Ethics. Additionally, all employees are trained to identify and distinguish situations that could be associated with corruption, with a clear communication of our zero-tolerance principle for any violation. For further information on the Group's policies and commitments against corruption, bribery and fraud, please refer to sections "Business Ethics" of the risk table in 2.1.2.2. Sustainability risks and opportunities, 3.4 Ethics and compliance within the URW Group, 6.2.2.5 B. Corruption, money laundering and fraud risks.

(1) https://cdn.urw.com/-/media/Corporate~o~Sites/Unibail-Rodamco-Corporate/Files/Homepage/GROUP/Corporate-Governance/Code-of-Ethics/Code-of-Ethics/202201-Code-of-ethics_EN.ashx?revision=c1dd3ab1-a7a4-4074-8c67-8d6b090b2e39

TAXATION

The Group complies with the spirit and the letter of tax law and regulations. The Group's tax policy, which is published on its website[1] and is regularly updated, describes the principles governing URW's approach to tax and the processes in place to ensure efficiency of these principles. These principles are also summarized in section 2.3.3.1 Tax Footprint. In essence, the tax position of URW reflects the geographical location of its real estate portfolio and is consistent with the normal course of its business operations. The tax strategy and tax risks are followed and monitored by a team of internal and external experts and discussed with an internal committee whose members include the CEO and the CFO, the Group's auditors, the Group's AC and SB.The aim of the Group is to operate the business with low levels of tax risks. This is being done by ensuring that the tax consequences of arrangements entered into are being understood, including the way those arrangements will likely be viewed by relevant tax authorities. Only arrangements *that are considered as acceptable to the relevant tax authorities are entered into.*

FAIR COMPETITION

The Group implements policies to anticipate and avoid engaging in any practice that could amount to a violation of fair competition and anti-trust regulations (See section 6.2.2.5 A. Legal and Regulatory). Most exposed employees are educated and are expected to comply with all the competition and anti-trust laws as well as internal policies such as the Code of Ethics. Potential anti-trust violations and competition-related risks are identified through a dedicated process involving legal and compliance teams before and during any acquisition procedure of an asset (see section 6.2.2.1 B Mergers & Acquisitions, Investment and Divestment). URW fully co-operates with local authorities to preserve market integrity. 2 situations requiring special attention are still monitored by local legal teams: Viparis subsidiary in France exercising a significant leadership on exhibition centres in the Greater Paris area, with a strict supervision process by the French General Directorate for Fair Trading, Consumer Affairs and Fraud Control ("DGCCRF") (See section "Business Ethics" of the risk table in 2.1.2.2. Sustainability risks and opportunities), and the Zlote Tarasy Complex in Poland which asset URW does not directly manage because of the restrictions imposed by Polish authorities to preserve fair competition in the Warsaw area (see "Zlote Tarasy complex" paragraph in section 6.4.1 Description of the main associates accounted for using the equity method).

URW LIABILITY AND ABSENCE OF CONVICTIONS

URW has developed an internal tracking methodology to scan news outlets and relevant platforms to identify whether the Group is involved in any ongoing litigation or proceeding. URW has not been assigned or convicted for human rights violations or any offence related anti-trust regulations or corruption. URW has never been found guilty of tax evasion in any of the countries it operates in.

2.5.1.5 URW SHARE OF ALIGNED ACTIVITIES – EUROPEAN COMMISSION REPORTING TEMPLATES

The tables hereafter present taxonomy alignment figures based on total activity denominators (including non-eligible activities), in IFRS methodology only, and including service charge income lines in numerators and denominators, in the format set by the European Commission.

To calculate the share of alignment of service charge income (charges refunded to the tenants) in the Turnover table, a pro rata methodology has been used because their consolidated ventilation asset per asset was not available to screen the aligned lines: the share of gross rental income from aligned assets among the total portfolio of eligible standing assets has been applied to the total of service charge income to report the amount of aligned service charges reinvoiced to the tenants.

(1) https://cdn.urw.com/-/media/Corporate-o-Sites/Unibail-Rodamco-Corporate/Files/Homepage/INVESTORS/Taxation-Information/Other-taxation-document/20220728-Unibail-Rodamco-Westfields-approach-to-tax_EN.ashx?revision=6d75f81c-f6f3-4e52-bbc9-7543c23dca5d

TURNOVER

Economic activities (1)	Code(s) (2)	Absolute turnover (3) k EUR	Proportion of turnover (4) %	Substantial contribution criteria: Climate change mitigation (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Circular economy (8) %	Pollution (9) %	Biodiversity and ecosystems (10) %	DNSH criteria (Do No Significant Harm): Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water and marine resources (13) Y/N	Circular economy (14) Y/N	Pollution (15) Y/N	Biodiversity and ecosystems (16) Y/N	Minimum safeguards (17) Y/N	Taxonomy aligned proportion of turnover, year N (18) %	Taxonomy aligned proportion of turnover, year N-1 (19) %	Category (enabling activity/ transitional activity) (20 and 21) E/T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Construction of new buildings	7.1	137,375	4.6%	100.0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	4.6%	NA	
Acquisition and ownership of buildings	7.7	567,471	18.9%	100.0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	18.9%	NA	
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		704,846	23.5%	100.0%	0%	0%	0%	0%	0%								23.5%	NA	
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Construction of new buildings	7.1	24,678	0.8%																
Acquisition and ownership of buildings	7.7	1,931,869	64.3%																
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		1,956,547	65.1%																
Total (A.1 + A.2)		2,661,393	88.6%																
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy-non-eligible activities (B)		342,385	11.4%																
TOTAL (A + B)		3,003,778	100.0%																

CAPEX

Economic activities (1)	Codes(s) (2)	Absolute CAPEX (3) k EUR	Proportion of CAPEX (4) %	Substantial contribution criteria: Climate change mitigation (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Circular economy (8) %	Pollution (9) %	Biodiversity and ecosystems (10) %	DNSH criteria (Do No Significant Harm): Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water and marine resources (13) Y/N	Circular economy (14) Y/N	Pollution (15) Y/N	Biodiversity and ecosystems (16) Y/N	Minimum safeguards (17) Y/N	**Taxonomy aligned proportion of CAPEX, year N (18) %**	Taxonomy aligned proportion of CAPEX, year N-1 (19) %	Category (enabling activity/ transitional activity) (20 and 21) E/T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Construction of new buildings	7.1	-	0%	0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	0.0%	NA	
Renovation of existing buildings	7.2	59,438	7.9%	100.0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	7.9%	NA	T
Installation, maintenance and repair of energy efficiency equipment	7.3	7,325	1.0%	100.0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	1.0%	NA	E
Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	7.4	-	0%	0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	0.0%	NA	E
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	7.5	1,227	0.2%	100.0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	0.2%	NA	E
Installation, maintenance and repair of renewable energy technologies	7.6	1,630	0.2%	100.0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	0.2%	NA	E
Acquisition and ownership of buildings	7.7	390,447	52.0%	100.0%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	52.0%	NA	
CAPEX of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**460,068**	**61.3%**	**100.0%**	**0%**	**0%**	**0%**	**0%**	**0%**								**61.3%**	NA	
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Construction of new buildings	7.1	-	0.0%																
Renovation of existing buildings	7.2	263	0.0%																
Installation, maintenance and repair of energy efficiency equipment	7.3	-	0.0%																
Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	7.4	-	0.0%																
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	7.5	-	0.0%																
Installation, maintenance and repair of renewable energy technologies	7.6	-	0.0%																
Acquisition and ownership of buildings	7.7	263,915	35.2%																
CAPEX of eligible not Taxonomy-aligned activities (A.2)		**264,178**	**35.2%**																
Total (A.1 + A.2)		**724,246**	**96.5%**																
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CAPEX of Taxonomy-non-eligible activities (B)		**26,302**	**3.5%**																
TOTAL (A + B)		**750,548**	**100.0%**																

OPEX

Economic activities (1)	Code(s) (2)	Absolute OPEX (3) k EUR	Proportion of OPEX (4) %	Substantial contribution criteria: Climate change mitigatio (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Circular economy (8) %	Pollution (9) %	Biodiversity and ecosystems (10) %	DNSH criteria (Do No Significant Harm): Climate change mitigation (11) Y/N	Climate change adaptation (12) Y/N	Water and marine resources (13) Y/N	Circular economy (14) Y/N	Pollution (15) Y/N	Biodiversity and ecosystems (16) Y/N	Minimum safeguards (17) Y/N	Taxonomy aligned proportion of OPEX, year N (18) %	Taxonomy aligned proportion of OPEX, year N-1 (19) %	Category (enabling activity/ transitional activity) (20 and 21) E/T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Acquisition and ownership of buildings	7.7	26,555	21.7%	100%	0%	0%	0%	0%	0%	Y	Y	Y	Y	Y	Y	Y	21.7%	NA	
OPEX of environmentally sustainable activities (Taxonomy-aligned) (A.1)		26,555	21.7%	100%	0%	0%	0%	0%	0%								21.7%	NA	
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)		-																	
Acquisition and ownership of buildings	7.7	91,690	75.1%																
OPEX of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		91,690	75.1%																
Total (A.1 + A.2)		118,245	96.8%																
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OPEX		3,848	3.2%																
TOTAL (A + B)		122,094	100.0%																

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2.5.2 SUSTAINABILITY-LINKED FINANCING (LOANS, CREDIT FACILITIES AND MORTGAGE FINANCINGS)

URW has a strong track record in the sustainable finance market. Since 2017, the Group has demonstrated its leadership and commitment to sustainability through the raising of sustainability-linked financing, specifically:

- €650 Mn sustainability-linked credit facility in April 2017 - the 1st sustainability-linked syndicated credit facility in Europe;
- €400 Mn sustainability-linked credit facility in May 2018;
- €3.1 Bn sustainability-linked syndicated credit facility in April 2021 - the largest[1] sustainability-linked credit facility for a REIT in Europe.
- €1.6 Bn of sustainability-linked term loans, credit facilities and mortgage financings[2] in 2022.

These sustainability-linked financings incorporate sustainability indicators (e.g. energy intensity, carbon emission reductions, the percentage of assets with BREEAM In-Use certification and the percentage of URW employees that have participated in sustainability training) to be evaluated annually over the contract duration. The achievement of such KPIs entail an obligation of transparency for the Group or the entity holding the asset (in the case of a mortgage financing), as monitoring indicators for these commitments must be externally audited. Based on the Group's fulfillment of these commitments, the sustainability-linked financings include either an innovative margin adjustment mechanism and/or a "sustainable" account on which the Group has pledged to invest the equivalent amount of the potential savings from these facilities in internal sustainability projects within the Group.

As at December 31, 2022, the total sustainability-linked credit lines represent 45% of undrawn credit lines.

2.5.3 GREEN FINANCING (BONDS)

2.5.3.1 URW GREEN FINANCING FRAMEWORKS

The Group currently has two frameworks for its green financing:

- A green bond framework, launched in 2014, and under which two green bonds issued in February 2014 and April 2015 are still outstanding (€1.25 Bn issued of which €1.14 Bn outstanding as at December 31st, 2022)("Green Bond" and together "Green Bonds"). This framework is still used for the reporting and reallocation rules of these bonds proceeds; and
- A green financing framework ("Framework"), launched in November 2022, which will apply for all new green financing issuances going forward.

– 2014 GREEN BOND FRAMEWORK

The Group originally launched its first Green Bond framework in 2014, approved by Vigeo. It was back then (i) aligned with the "Green Bond Principles" ("GBP"); and (ii) consistent with the Group's sustainability strategy. The funds raised from Green Bond issuances were used to finance new development projects, and/or standing assets meeting all social and environmental criteria for the construction and operational phases defined in the "Use of Proceeds" procedure, and specified hereafter. Green Bonds were only used to finance resilient "best in class" assets, in line with a clear procedure for allocating funds ("Procedure for asset analysis, selection and monitoring under the "Green Bonds" system"). The following criteria were used to define "eligible assets":

i Greenfield/brownfield project or reconstruction project (redevelopment and/or extension/renovation project) and/or standing asset managed by URW S.E. or its subsidiaries which:
   a. Achieved BREEAM certification (or any other equivalent certification) at a level of "Very Good" or higher in the design phase; and
   b. Have been awarded a BREEAM In-Use certification (or any other equivalent certification) for Asset Performance (Part 1) and Building Management (Part 2) according to the BREEAM evaluation framework, at a level of "Very Good" or above within a reasonable time after the start of operation.

ii. In addition to the certification (which is a prerequisite), eligible assets had to meet additional criteria structured into 5 principles: respect for human rights, contribution to local development, monitoring of environmental impacts, promotion of responsible relationships with tenants and visitors, and promotion of responsible relationships (including social and environmental aspects) with suppliers. In total, 17 sub-criteria were analysed for the construction phase, and 13 sub-criteria were analysed for the operating phase.

Additional criteria and indicators for eligible assets of this framework are published on the issuer's website at the following link: https://www.urw.com/en/investors/financing-activity/Sustainable-financing.

– 2022 UPDATED GREEN FINANCING FRAMEWORK

In November 2022, URW introduced the Framework, establishing clear requirements for the financing and/or re-financing of eligible new development projects and the regeneration of standing assets. With this update, URW imposes higher standards on energy performance and raises the eligibility criteria to require standing assets and development projects to meet a BREEAM certification level of at least "Excellent" and be closely connected to public transport. The new eligibility criteria also include EU Taxonomy requirements and carbon emission thresholds (based on the CRREM decarbonation pathways).

The Framework specifies the eligibility criteria, as well as the allocation and the reporting process to make it easier for investors to understand and track commitments. URW has also formed in 2022 a Green Financing Committee that will rule on the Use of Proceeds and support future Green Financing allocations.

(1) As at January 1st, 2022.
(2) Four sustainability linked term loans, two sustainability-linked credit facilities and one sustainability-linked mortgage financing backed by Westfield Centro (at 100%).

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This framework is aligned with best market practices, including the most recent updates of the International Capital Market Association (ICMA) Green Bond Principles as well as the Loan Market Association (LMA) Green Loan Principles, while taking into account the EU Taxonomy TSC. ISS ESG has issued a second party opinion ("SPO") on the Framework confirming this alignment.

Additional criteria and indicators to be monitored for eligible assets are published on the issuer's website at the following link: https://www.urw.com/en/investors/financing-activity/Sustainable-financing.

2.5.3.2 OUTSTANDING GREEN BONDS

URW issued the industry's first Green Bond on the euro market in February 2014, and was the first international non-Swedish corporate to issue a Green Bond on the SEK market in May 2014. In April 2015, the Group issued its second Green Bond on the euro market.

In 2022, the outstanding bonds issuances under the 2014 framework amount to €1.14 Bn as presented in the table below.

No Green Bond under the new 2022 framework has yet been issued in 2022.

OUTSTANDING GREEN BONDS ISSUED BY URW[1]

	Green bond I (Euro)	Green Bond III (Euro)
Issuer (legal entity name)	Unibail-Rodamco S.E.	Unibail-Rodamco S.E.
Date	February 19, 2014	April 8, 2015
Size	€750 Mn - €106 Mn = €644 Mn	€500 Mn
Maturity	10 years	10 years
Coupon	2.5%	1%

2.5.3.3 CURRENT ALLOCATION OF GREEN BOND PROCEEDS ISSUED UNDER THE 2014 FRAMEWORK

In line with the Group's internal Green Bond analysis, selection and monitoring procedure, the funds generated by Green Bonds issuances are allocated to the selected assets based on a previously defined list of "eligible assets" (criteria presented in the previous paragraph). In the case of an asset disposal during the funding period (i.e. prior to the bond issue maturity), the proceeds initially allocated to the disposed asset shall be reallocated to another "eligible asset" held by the Group, based on the same process. This was the case in 2022: following the sale of 45% of Westfield Carré Sénart, the proceeds have been reallocated to 2 eligible assets, Gaîté Montparnasse and Trinity. Part of the amount allocated to Westfield Chodov has also been reallocated to these two assets.

The 2022 allocation of the proceeds from the 2 outstanding Green Bonds is illustrated below:

	Green Bond I €643.748 Mn				Green Bond III €500 Mn				
	Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté Montparnasse (offices)	Trinity	Galerie Gaîté (retail)	Gaîté Montparnasse (offices)	Westfield Chodov extension	Wroclavia
Business	Shopping Centre	Offices	Shopping Centre	Offices	Offices	Shopping Centre	Offices	Shopping Centre	Shopping Centre
Proceeds allocated to projects[1]	30%	44%	20%	6%	12%	16%	7%	25%	40%
Gross Lettable Area ("GLA") scope of consolidation (sqm)	114,700	49,200	29,200	13,100	49,200	29,200	13,100	39,000[2]	65,200[3]
Opening date to public		November 13, 2020	October 19, 2022	September 26, 2022	November 13, 2020	October 19, 2022	September 26, 2022	October 10, 2017	October 17, 2017

(1) Allocation carried out through internal loans.
(2) GLA as at December 31, 2017.
(3) Including a bus station of 7,200 sqm.

2.5.3.4 AUDITED CRITERIA

URW engaged an independent auditor to verify that the assets financed meet the eligibility criteria. The reporting on these criteria and the independent auditor's report on the information related to the allocation of funds are presented in section 2.5.3.5 Annual reporting on Green Bonds in compliance with the environmental and social criteria of the Use of Proceeds and section 2.5.3.6 Independent third party's report on Green Bond criteria and indicators.

In 2022, the audit covered: Westfield Mall of the Netherlands, Trinity, Galerie Gaîté (retail), Gaîté Montparnasse (offices), Westfield Chodov extension and Wroclavia.

(1) Green Bond issuances and the allocation of funds are approved by the Group's ALM Committee (see section 6.2.2.2.A. Access to capital and financial market disruption), using a specific procedure formalised internally.

2.5.3.5 ANNUAL REPORTING ON GREEN BONDS IN COMPLIANCE WITH THE ENVIRONMENTAL AND SOCIAL CRITERIA OF THE USE OF PROCEEDS (FOR THE 2 OUTSTANDING ISSUANCES OF URW)

– CONSTRUCTION PHASE CRITERIA

PREREQUISITE: MINIMUM BREEAM RATING OF "VERY GOOD"

Green Bond I				Green Bond III		
Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté Montparnasse (offices)	Galerie Gaîté Gaîté Montparnasse (offices) Trinity	Westfield Chodov extension	Wroclavia
Very good[1]	Excellent[2]	Excellent[3]	Excellent[4]	Excellent (see ratings for those assets in the left columns)	Excellent[5]	Excellent[6]

(1) Achieved an interim overall score of 63.5% and a BREEAM rating of "Very Good" under the 2011 version of BREEAM NL: Nieuwbouw Ontwerpfase 2011 v1.0.
(2) Achieved a final overall score of 72.6% and a BREEAM rating of "Excellent" under the 2009 version of BREEAM Europe commercial office framework.
(3) Achieved an interim overall score of 81.9% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM Europe commercial retail framework
(4) Achieved an interim overall score of 80.6% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM Europe commercial office framework.
(5) Achieved a final overall score of 71.9% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM International retail framework.
(6) Achieved a final overall score of 77.1% and a BREEAM rating of "Excellent" under the 2013 version of BREEAM International new construction retail framework.

17 SUB-CRITERIA

		Green Bond I				Green Bond III		
Commitments/ supporting elements	Criteria	Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté Montparnasse (offices)	Galerie Gaîté (retail) Montparnasse (offices) Trinity	Westfield Chodov extension	Wroclavia
Select the countries in which eligible assets are located based on human rights and governance	Integration, signature or ratification of conventions related to human rights, and labour rights. **KPI: country score Vigeo (out of 100)**	**NL 95.34/100[1]**	**FR 96.53/100[1]**	**FR 96.53/100[1]**	**FR 96.53/100[1]**	See criteria for those assets in the left columns	**CZ 93.97/100[1]**	**PL 93.10/100[1]**
	Press freedom, stability and political freedom; corruption prevention, independence of the judiciary system and legal certainty. **KPI: country score Vigeo (out of 100)**	**NL 95.17/100[1]**	**FR 97.89/100[1]**	**FR 97.89/100[1]**	**FR 97.89/100[1]**		**CZ 87.98/100[1]**	**PL 79.80/100[1]**
Contribution of the eligible assets to the development and wellbeing of communities in which they are located	Existence of information on projects to neighbours	✓	✓	✓	✓		✓	✓
	Absence of material public recourse on the project preventing the completion of the project	✓	✓	✓	✓		✓	✓
	Accessibility of the asset by public transport (within 500 metres) **KPI: Distance to a public transport mode (m)**	**10m** Tramway	**150m** Metro line	**0m** Metro line	**20m** Metro line		**20m** Metro line	**0m** Bus terminal **35m** Railway station
	Promote the potential use of alternative transport solution and sustainable mobility	✓	✓	✓	✓		✓	✓

Commitments/ supporting elements	Criteria	Green Bond I: Westfield Mall of the Netherlands	Green Bond I: Trinity	Green Bond I: Galerie Gaîté (retail)	Green Bond I: Gaîté Montparnasse (offices)	Green Bond III: Galerie Gaîté Gaîté (retail) Montparnasse (offices) Trinity	Green Bond III: Westfield Chodov extension	Green Bond III: Wroclavia
Monitoring the environmental impacts of eligible assets	Involvement of an external environmental consultant	✓	✓	✓	✓		✓	✓
	Commissioning Report	✓	✓	✓	✓		✓	✓
	Environmental impact assessment and implementation of appropriate measures if necessary	✓	✓	✓	✓		✓	✓
	Promote applicable Considerate Construction Charter to minimise environmental impact of building sites during construction phase	✓	✓	✓	✓		✓	✓
	Optimise intrinsic energy performance of the asset in view of applicable regulatory constraints	-31%(4)	-28%(2)	-41.6%(2)	-28.5%(2)		-9%(3)	-14%(4)
	KPI: Percentage improvement over national standard building energy performance (%)					See criteria for those assets in the left columns		
	Involvement of an ecologist during the project phase	✓	✓	✓	✓		✓	✓
Promoting sustainable and enduring relationships with tenants and visitors	Promote "Green leases" signature before opening	92%(5)	100%(5)	100%(5)	100%(5)		90%	99%
	KPI: Percentage of Green leases signed (%)							
Promote social and environmental factors with suppliers/ service providers	Promote, if possible, a Health and Safety coordinator contract (or equivalent)	✓	✓	✓	✓		✓	✓
	Promote access control to building site	✓	✓	✓	✓		✓	✓
	Promote the application of the Considerate Construction Charter or equivalent to minimise environmental impact of building sites	✓	✓	✓	✓		✓	✓
	E-learning for URW's employees on its Code of Ethics	✓	✓	✓	✓		✓	✓

(1) Source: Vigeo country score - February 2021.
(2) According to dynamic thermal simulation aligned with RT 2012 requirements or regulatory RT 2012 calculation.
(3) According to dynamic thermal simulation aligned with ASHRAE Energy Standard 3 and local standards 78/2013Sb and ČSN 730540.
(4) According to dynamic thermal simulation aligned with local regulation.
(5) Green leases V1 and V2 signed as at December 31, 2020.

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– OPERATION PHASE CRITERIA
PREREQUISITE: MINIMUM BREEAM IN-USE SCORE "VERY GOOD" FOR ASSET PERFORMANCE (P1) AND BUILDING MANAGEMENT (P2)

Green Bond I				Green Bond III		
Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté Montparnasse (offices)	Galerie Gaîté Gaîté Montparnasse (offices) Trinity	Westfield Chodov extension	Wroclavia
Expected in Universal Registration Document 2023	Expected in Universal Registration Document 2024(3)	Expected in Universal Registration Document 2023	Expected in Universal Registration Document 2023	**See criteria for those assets in the left columns**	Obtained: 12/21/2018(1) Re-certified: 01/19/2022(2) (P1): Excellent (P2): Excellent	Obtained: 12/22/2020(1) (P2): Excellent (P1): Excellent

(1) According to BREEAM-In-Use International 2015 scheme.
(2) According to BREEAM International In-Use: Commercial Version 6.
(3) The deadline for certifying Trinity has been pushed back due the curb of its leasing rate during the COVID-19 crisis. Indeed, the BREEAM In-Use certification rules require less than 20% of vacancy and at least 12 months of occupation by the tenants to reflect the true performance of the building in operation.

13 SUB-CRITERIA

		Green Bond I				Green Bond III		
Commitments/ supporting elements	Criteria	Westfield Mall of the Netherlands	Trinity	Galerie Gaîté (retail)	Gaîté Montparnasse (offices)	Galerie Gaîté Gaîté (retail) Montparnasse (offices) Trinity	Westfield Chodov extension	Wroclavia
Contribution of the eligible assets to the development and wellbeing of the communities in which they are located	Assess local employment through tenants' activities (e.g. follow-up of number of jobs created in the catchment area) **KPI: Total tenants supported job (FTE)**	**5,693(1)**	N/A	Expected in URD 2023	N/A		**1,896(1)**	**1,484(1)**
Monitor the environmental impacts of eligible assets	Environmental action plan and follow-up with regular reporting (from 1 year after opening)	✓	✓	Expected in URD 2023	Expected in URD 2023		✓	✓
	Annual audit of health and safety risks (from 2 years after opening) **Indicator: annual risk audit (Rating from A to D)**	Expected in URD 2023	A(2)	Expected in URD 2024	Expected in URD 2024	**See criteria for those assets in the left columns**	A(2)	A(2)
	Assess energy consumption and CO_2 emissions with potential action plan if needed **Indicator: energy intensity (kWh/visit) since measured baseline** **Indicator: carbon intensity (gCO_2 eq/visit) since measured baseline**	Expected in URD 2024	Expected in URD 2023	Expected in URD 2024	Expected in URD 2025		**-4.1% kWh/ visit** **-8.0% gCO_2e/ visit** (2022/2018)	**7.5% kWh/ visit** **5.0%g CO_2e/ visit** (2022/2018)

Commitments/ supporting elements	Criteria	Green Bond I: Westfield Mall of the Netherlands	Green Bond I: Trinity	Green Bond I: Galerie Gaîté (retail)	Green Bond I: Gaîté Montparnasse (offices)	Green Bond III: Galerie Gaîté Gaîté (retail) Montparnasse (offices) Trinity	Green Bond III: Westfield Chodov extension	Green Bond III: Wroclavia
Promote sustainable and enduring relationships with tenants and visitors	Organise on-site Sustainability Committee	✓	N/A	Expected in URD 2023	N/A	See criteria for those assets in the left columns	✓	✓
	Conduct satisfaction survey with retailers KPI: Overall satisfaction score (out of 100)	70/100	N/A	Expected in URD 2023	N/A		83/100	74/100
	4-Star labelling or equivalent *if applicable*	✓	N/A	Expected in URD 2023	N/A		✓	✓
	Conduct satisfaction survey with visitors KPI: Overall satisfaction score (out of 100)	29/100	N/A	Expected in URD 2023	N/A		54/100	47/100
	Relevant safety management (e.g. video protection plan)	✓	N/A	✓	N/A		✓	✓
Promote social and environmental factors with suppliers	Promote labour rights to suppliers via contractual documentation	✓	✓	✓	N/A[3]		✓	✓
	Promote environmental and social factors to suppliers via contractual documentation	✓	✓	✓	N/A[3]		✓	✓
	Promote ethics to suppliers via contractual documentation	✓	✓	✓	N/A[3]		✓	✓
	Assess regularly compliance with contractual clauses by the main suppliers	✓	✓	Expected in URD 2023	N/A[3]		✓	✓

(1) Source: Shopping centre retailer survey performed by shopping centre management.
(2) Source: HSE risk audit performed by an external third party - see methodology in section 2.2.3.7 Health & Safety, security and environmental risks and pollution.
(3) This criteria is not applicable because URW does not have a contractual relationship with providers on that asset: the only tenant owns the contractual relationships with maintenance, safety and cleaning providers.

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2.5.3.6 INDEPENDENT THIRD PARTY'S REPORT ON GREEN BOND CRITERIA AND INDICATORS

URW has commissioned Deloitte as a third-party auditor to check the compliance of the financed assets with the eligibility criteria set and reported above. This check includes an in-depth review of the documentary evidence for each domain and criteria (for each phase). The report on the information related to the allocation of funds from Deloitte is available hereafter.

– LIMITED ASSURANCE REPORT FROM ONE OF THE STATUTORY AUDITORS ON THE INFORMATION RELATED TO THE ALLOCATION, AS OF 31 DECEMBER 2022, OF FUNDS RAISED THROUGH THE GREEN BONDS ISSUED ON FEBRUARY 26, 2014 AND APRIL 15, 2015

This is a free translation into English of the original report issued in the French language and is provided solely for the convenience of English-speaking users. This report should be read in conjunction, and construed in accordance, with French law and regulations applicable in France.

YEAR ENDED DECEMBER 31, 2022

To the Chairman of the Management Board,

In our capacity as statutory auditor of Unibail-Rodamco-Westfield SE (the "Company") and in accordance with your request, we have undertaken a limited assurance engagement on the following information (the "Information"):

- the allocation, as of December 31, 2022, of funds raised through the green bonds issued under number XS1038708522 on February 26, 2014 and under number XS1218319702 on April 15, 2015 (the "Issuing"), which amount to €750m and €500m respectively (of which €1.14bn outstanding as of December 31, 2022), contained in the attached green bonds document[1] (the "Attached Document");
- the projects financed by the Issuing and identified as eligible by the Company (the "Eligible Projects") contained in the Attached Document.

The Information has been prepared in the context of the green bonds offering dated on February 19, 2014 and April 8, 2015 (the "Green Bonds Offerings") and the green bonds framework defined by the Company (the "Green Bonds Framework").

OUR LIMITED ASSURANCE CONCLUSION

Based on the procedures we have performed as described under the section "Summary of the work we performed as the basis for our assurance conclusion" and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Information is not prepared, in all material respects, in accordance with the Company's Green Bonds Framework used and the basis of preparation set out under the section *"Understanding how Unibail-Rodamco-Westfield has prepared the Information"*.

We do not express an assurance conclusion on information in respect of earlier periods not covered by the Attached Document or on any other information not included in the Attached Document. We have not reviewed and do not provide any assurance over other individual project information reported.

UNDERSTANDING HOW UNIBAIL-RODAMCO-WESTFIELD SE HAS PREPARED THE INFORMATION

The absence of a commonly used generally accepted reporting framework or a significant body of established practices on which to draw to evaluate and measure the sustainability information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Information needs to be read and understood together with the Green Bonds Offerings and the Green Bonds Framework available on the internet site or on demand.

UNIBAIL-RODAMCO-WESTFIELD SE'S RESPONSIBILITIES

Management of Unibail-Rodamco-Westfield SE are responsible for:

- Selecting or establishing suitable criteria for preparing the Information;
- Selecting the Eligible Projects regarding the eligible criteria;
- Preparation of the Information in compliance with the Green Bonds Offerings and the Green Bonds Framework;
- Designing, implementing and maintaining internal control over information relevant to the preparation of the Information that is free from material misstatement, whether due to fraud or error.

OUR RESPONSIBILITIES

We are responsible for:

- Planning and performing the engagement to obtain limited assurance about whether the Information is free from material misstatement, whether due to fraud or error;
- Forming an independent conclusion, based on the procedures we have performed and the evidence we have obtained; and
- Reporting our conclusion to the Directors of Unibail-Rodamco-Westfield SE.

As we are engaged to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information as doing so may compromise our independence.

However we have no responsibility for:

- challenging the eligibility criteria, and in particular we give no interpretation on the final terms;
- forming an opinion on the effective use of the funds allocated to the Eligible Projects after such funds have been allocated.

PROFESSIONAL STANDARDS APPLIED

We performed our limited assurance engagement in accordance with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes "CNCC"*) applicable to such engagement and International Standard on Assurance Engagements 3000 (Revised) « *Assurance Engagements other than Audits and Reviews of Historical Financial Information* ».

(1) Refer to section 2.5.3 of the Universal Registration document 2022.

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OUR INDEPENDENCE AND QUALITY CONTROL

We have complied with the independence and other ethical requirements of the French Code of Ethics for Statutory Auditors (*code de déontologie*) as well as the provisions set forth in Article L.822-11 of the French Commercial Code (*code de commerce*) and the *International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants* (IESBA Code).

In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements, professional standards and French professional guidance.

Our work was carried out by an independent and multidisciplinary team with experience in sustainability reporting and assurance.

SUMMARY OF THE WORK WE PERFORMED AS THE BASIS FOR OUR ASSURANCE CONCLUSION

We are required to plan and perform our work to address the areas where we have identified a material misstatement of the Information is likely to arise. The procedures we performed were based on our professional judgment.

In carrying out our limited assurance engagement on the Information we:

- Obtained an understanding of the procedures implemented by the Company for producing the Information contained in the Attached Document;
- Assessed the compliance, in all material respects, of the Eligible Projects with the eligibility criteria by performing substantive testing on a sample basis;
- Verified the appropriate segregation of the funds raised from the Issuing and their exclusive allocation to Eligible Projects;
- Performed the necessary reconciliations between the Information and the underlying accounting records;
- Verified that the Information agrees with the data used to prepare the consolidated financial statements for the year ended 31 December 2022;
- Verified the reallocation of the funds raised from the Issuing in prior years for assets disposed in 2022 to other Eligible Projects;
- Verified that the internal loans or financing contracts signed in prior years with the Company's subsidiaries owning Eligible Projects are still in force as of December 31, 2022.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

This report has been prepared within the context described above and may not be used, distributed or referred to for any other purpose.

Paris-La Défense, March 24, 2023

One of the Statutory Auditors,

Deloitte & Associés

French original signed by :

Emmanuel Gadret
Partner, Audit

2.6 APPENDICES

2.6.1 URW'S REPORTING METHODOLOGY

URW uses a variety of tools, processes and indicators to monitor the performance of the assets owned and managed by the Group. These methods are used to structure an environmental, social and societal management approach, track results and to inform its stakeholders about performance.

The Group continuously improves its 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.

The Group sustainability reporting framework, which tracks performance against each of its Better Places 2030 commitments, was co-constructed by teams representing all regions and all departments concerned by the operational implementation of the sustainability agenda to ensure its applicability. It is reviewed and updated every year to fine-tune its accuracy.

2.6.1.1. DEFINITIONS AND REPORTING VALUES

Indicators are expressed in absolute value or in the form of ratios to express efficiency and comparable trends. Intensity ratios are calculated using different types of denominators, depending on the type of information:

- Denominators related to floor area (sqm):
  - Square metres operated served with energy: the area of common and private spaces supplied with asset-level managed energy. This denominator is used to calculate the energy efficiency of assets in operation (see section 2.2.3.4 Energy management) and the energy-related Scopes 1 and 2 carbon intensity of operations (see section 2.2.1.2 Carbon assessment) for shopping centres and offices;
  - Total operated area: total standing asset floor area, including both private and common areas. This denominator is used to calculate energy-related Scopes 1, 2 and 3 carbon intensity of operations, including tenant emissions (see section 2.2.1.2 Carbon assessment); and
  - Consolidated building area, corresponding to:
    - The GLA of the property-owning companies for shopping centres;
    - The total floor space according to consolidation for offices; and
    - The total floor space according to consolidation for Convention & Exhibition venues.

  This area is used to calculate data coverages.

- Denominators related to intensity of use, adapted to each business unit:
  - Footfall for shopping centres: The annual number of visitors coming to an asset;
  - Occupants for offices: The number of occupants during the period, corresponding to the maximum office capacity multiplied by the asset occupancy rate; and
  - Areas occupied per days of occupancy (sqm DOCC) for Convention & Exhibition venues: The annual total cumulative surface occupied by the tenants when the venues are open (including assembly, exhibition and disassembly phases of a fair).

To be noted: in the disclosed tables or graphics, totals may not add up due to rounding.

2.6.1.2 REPORTING SCOPE

The information presented in section 2.1.4 Summary of the Group's sustainability achievements and in sections 2.2 Better Spaces, 2.3 Better Communities and 2.4 Better Together cover URW's consolidated scope - unless explicitly stated otherwise. 2022 is the fourth year following the acquisition by Unibail-Rodamco of the Westfield company that a complete report on sustainability performance is being released, covering the Group consolidated scope: France, Germany, Spain, Austria, The Netherlands, the Nordics (including Sweden and Denmark), Central Europe (including Czech Republic, Poland and Slovak Republic), the UK, Italy and the US.

Detailed scoping rules per indicator family are presented in the next paragraphs. Exclusions from the reporting scope are specified in the description of each indicator or in footnotes where applicable.

– REPORTING SCOPE FOR ENVIRONMENTAL AND SOCIETAL INDICATORS OF STANDING ASSETS

The environmental and societal indicators relating to operations cover the scope of assets in the Group's standing portfolio, which are owned and managed by the Group, and that have been in the Group portfolio for at least one-and-a-half (1.5) fiscal years at the reporting date. By default, this information covers all of the Group's asset categories in its core business units: shopping centres (Retail), Offices (Office Business Unit in France) and Convention & Exhibition venues (Viparis subsidiary in France). When an indicator covers a narrower scope, this is specified in its description. This sustainability reporting scope represents 90% of the total Group portfolio of standing assets in area (sqm) in 2022.

– SCOPING EXCEPTIONS FOR ENERGY-RELATED INDICATORS AND BREEAM IN-USE CERTIFICATIONS:

Energy-related indicators include the following types of information: energy consumption, energy intensity, Scopes 1 and 2 GHG emissions, and share of renewable energy. Assets that are under significant works (net impacted GLA > 1,000 sqm) during the reporting period are excluded from the sustainability reporting scope of energy-related indicators and of BREEAM In-Use certifications, due to the fact that works may affect the energy consumption of an asset in an unusual way that is not representative of normal operations and compromise data reliability and comparability. Assets under significant works are re-integrated in the sustainability reporting scope of energy-related indicators 1.5 years after the works have stopped. The reporting scope for energy-related indicators represents 83% of the total Group portfolio of standing assets in area (sqm) in 2022.

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In practice, in 2022, CH Ursynow is excluded from the reported data, while the office parts of Nacka Forum, Taby Centrum, Solna Centrum, Stadshart Zoetermeer, Stadshart Amstelveen, and the hotel part of the CNIT (Hilton) have been included in the reported data.

Resulting overall sustainability and energy-related reporting scopes coverages represent respectively 91% and 83% of the total Group portfolio of standing assets in area (sqm) in 2022.

– STANDING ASSETS INCLUDED IN THE 2022 OVERALL REPORTING SCOPE FOR ENVIRONMENTAL AND SOCIETAL KPIS

Asset type	Regions	Number of assets	Assets	Reporting floor areas for standard energy and carbon intensity indicators[1]	Denominators for intensity of use indicators[2]	Consolidated building area[3]
Retail	Austria	2	Donau Zentrum (including Dux), Shopping City Sud (including Mux)	305,044 sqm	30,244,751 visits	266,700 sqm
	Central Europe	8	Aupark, Centrum Cerny Most, Westfield Chodov, Metropole Zlicin, Westfield Arkadia, Galeria Mokotow, Galeria Wilenska, Wroclavia	1,547,473 sqm	198,111,238 visits	1,576,100 sqm
	France	17	Aéroville, Westfield Carré Sénart (including Shopping Parc), Carrousel du Louvre (including convention areas), CNIT (including CNIT offices and CNIT convention), Westfield Euralille, Westfield La Part-Dieu (including Cours Oxygène), Westfield Forum des Halles, Westfield Les 4 Temps, Confluence, Westfield Parly 2, Polygone Riviera, Rennes Alma, Westfield Rosny 2, So Ouest, La Toison d'Or, Ulis 2, Westfield Vélizy 2	1,172,479 sqm	237,522,288 visits	1,242,121 sqm
	Germany	8	Hofe am Bruhl, Pasing Arcaden, Paunsdorf Center, Ruhr Park, Minto, Palais Vest, CentrO, Gropius Passagen	571,142 sqm	72,716,145 visits	754,900 sqm
	The Netherlands	3	Stadshart Amstelveen, Stadshart Zoetermeer, Westfield Mall of the Netherlands	234,036 sqm	31,473,210 visits	226,900 sqm
	Nordics	4	Fisketorvet, Nacka Forum, Westfield Mall of Scandinavia, Taby Centrum	606,303 sqm	67,896,316 visits	535,400 sqm
	Spain	7	Bonaire, Equinoccio, Garbera, La Maquinista, Glòries, Parquesur, Splau	243,061 sqm	73,002,247 visits	432,802 sqm
	UK	2	Westfield London, Westfield Stratford City	462,672 sqm	75,453,452 visits	419,300 sqm
	US	20	Westfield Garden State Plaza, Westfield Topanga, Westfield Southcenter, Westfield Old Orchard, Westfield Valley Fair, Westfield UTC, Westfield Annapolis, Westfield Century City, Westfield Galleria at Roseville, Westfield San Francisco Centre, Westfield Culver City, Westfield Montgomery, Westfield Fashion Square (Westfield Wheaton, Westfield North County, Westfield Mission Valley, Westfield Brandon, Westfield Plaza Bonita, Westfield Valencia Town Centre, Westfield Oakridge	732,695 sqm	226,178,286 visits	1,388,851 sqm
Offices	France	4	Le Sextant, Les Villages de l'Arche, Versailles Chantiers, Trinity	90,300 sqm	6,666 occupants	90,300 sqm
Convention & Exhibitions	France	7	Espace Champerret, Le Palais des Congrès de Paris (including Les Boutiques du Palais), Paris Nord Villepinte, Paris Le Bourget, Paris Porte de Versailles (including Paris Convention Centre and la Serre), Palais des Congrès d'Issy-les-Moulineaux, Hôtel Salomon de Rothschild	59,677,639 sqm DOCC	59,677,639 sqm DOCC	622,800 sqm

(1) Shopping centres and offices: see the definition of square metres operated served with energy in section 2.6.1.1 Definitions and reporting values. Square metres served with energy only include assets in the energy-related scope.
(2) See the definition of denominators related to intensity of use per business unit in section 2.6.1.1 Definitions and reporting values.
(3) See the definition of consolidated building area in section 2.6.1.1 Definitions and reporting values.

– REPORTING SCOPE FOR SOCIAL INDICATORS

Social indicators regarding HR cover all Group employees with a direct employment contract with the Group, in all regions where the Group operates, and in all of the Group's business units and subsidiaries, regardless of whether they are located in head-offices or on-site: shopping centres (Retail), Offices (Office Business Unit in France), Convention & Exhibition (Viparis subsidiary in France), and Airports.

– REPORTING SCOPE FOR SUSTAINABILITY INDICATORS OF DEVELOPMENT PROJECTS

As part of its Better Places 2030 strategy, the Group is committed to track its sustainability performance beyond the scope of its direct operations. This includes measuring its sustainability performance from the design stage of projects under development.

The sustainability reporting of development-related KPIs covers all projects in the Group pipeline whatever their type (greenfield and brownfield projects, extension and renovation projects) which have reached a mature enough development stage to have implemented the Group sustainability strategy (committed projects(1)) and that exceed the following thresholds in terms of minimal net impacted GLA and Total investment cost ("TIC"):

- For Europe:
  - Retail projects of over €50 Mn TIC or over 10,000 sqm GLA; and
  - All other projects (Offices, Convention & Exhibition centres) of over €/$40 Mn TIC.
- For the US:
  - All projects of over $100 Mn TIC or over 20,000 sqm GLA.

In 2022, the reporting scope of development-related KPIs covered 10 projects.

– REPORTING SCOPE OF THE GROUP CARBON FOOTPRINT

As part of its Better Places 2030 strategy, the Group is committed to track its sustainability performance beyond the scope of its direct operations, and this encompasses the Group carbon footprint calculation approach, which covers an extended reporting scope.

To calculate its total carbon footprint, URW has chosen the "operational control" approach for its entire value chain: consolidation of all the GHG emissions linked with the operations over which the Group has the full authority to implement its operational policies.

The method used for quantifying Group emissions is in line with the ISO 14064-1 standard, the GHG Protocol guidelines and the Bilan Carbone® methodology of ADEME (Agence de l'Environnement et de la Maîtrise de l'Énergie, or French Environment and Energy Management Agency). The Group's carbon footprint measure includes the emissions of the following 6 greenhouse gases designated by the Kyoto protocol: carbon dioxide ("CO_2"), methane ("CH_4"), nitrous oxide ("N_2O"), sulphur hexafluoride ("SF_6"), hydrofluorocarbons ("HFC") and perfluorinated hydrocarbons ("PFC").

These GHG emissions are expressed in carbon equivalent ("CO_2eq"), meaning the number of metric tonnes of CO_2 emissions with the same global warming potential as one metric tonne of another GHG.

The scope of the Group's carbon footprint is defined as follows:

- Organisational scope:
  - Owned and managed standing assets: shopping centres, offices and Convention & Exhibition venues (selection rules identical to aforementioned reporting scope for environmental and societal indicators in standing assets);
  - Development projects: all greenfield/brownfield, extensions and renovation projects whatever their size and development stage (broader scope than the reporting scope for sustainability indicators in development projects described above); and
  - Group employees and headquarters: all employees with a direct employment contract with the Group (selection rules identical to aforementioned reporting scope for social indicators);
- Operational scope: all the activities over which the Group has direct operational control or that it can influence.

The detailed emission sources accounted for in the Group carbon footprint are presented in section 2.2.1.2 Carbon assessment.

2.6.1.3 CHANGES IN REPORTING SCOPE AND CALCULATION OF EVOLUTIONS

In 2019, the scoping rules for reporting sustainability -related information (presented in section 2.6.1.2 Reporting scope) were reviewed in order to integrate changes linked with the Westfield acquisition. In order to enable data comparability, these updated scoping rules have been applied retroactively to portfolio compositions of previous years: in particular, the 2015 baseline year figures have been recalculated accordingly.

Changes in reporting scope may also 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. To compare data from one year to another, a "like-for-like" scope is used when calculating data evolutions: the like-for-like scope corresponds to a restricted scope of assets that are both present in the sustainability reporting scope (as defined in section 2.6.1.2 Reporting scope) of the year 2022, and of that of the year 2021. It is used to assess an indicator's evolution over time, based on a comparable portfolio. The 2021-2022 like-for-like scope represents 88% of the total 2022 standing portfolio area (sqm).

(1) Since 2020, the reporting scope of development-related KPIs has changed to only cover the "committed" projects (as defined in section 4.1.3.2 Pipeline projects as at December 31, 2022), to better align the reporting with the projects' schedule for implementing sustainability levers in a secured manner. Carbon footprint related reporting on development projects however still covers the bulk of "committed" and "controlled" project to grasp the complete perimeter of Scope 3.

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2.6.1.4 REPORTING PERIOD AND REFERENCE YEAR

Most environmental, social and societal data are reported as at December 31 of the reporting year ended, for one calendar year. However, given the scheduling requirements for the release of the Group URD, some environmental data are reported on a rolling 12-month period (Q4 of the previous financial year and Q1, Q2 and Q3 of the reporting year ended): energy consumption, energy-related Scopes 1 and 2 GHG emissions, and water consumption.

The sustainability strategy Better Places 2030 sets 2015 as its reference year for measuring progress against energy and carbon-related objectives. The 2015 baseline data has been recalculated in 2019 to take into account the new Group consolidated scope, including the UK and the US regions. Plaisir, Zlote Tarasy, Jumbo, Hôtel Salomon de Rothschild and CH Ursynow assets are excluded from the calculation of the 2015 baseline.

In 2022, some updates were made to the 2015 baseline to correct methodological errors, leading to a 6% increase in the energy intensity value: the common areas of four German assets (Hofe am Bruhl, Palais Vest Pasing Arcaden and Paunsdorf Center) have been updated to remove the emergency exit corridors that should have been excluded according to the sustainability reporting protocol. Similarly, the energy consumption value from district heating and cooling of Westfield Stratford City (UK) was corrected to reinclude the energy served to the tenants by common energy equipment in accordance with the sustainability reporting protocol for. These updates have been validated during the 2022 external audit review.

2.6.1.5 CONTINUOUS IMPROVEMENT OF DEFINITIONS AND DATA QUALITY

URW continues to improve the quality and comparability of its data, align with emerging external reporting standards and frameworks, develop internal benchmarks, introduce sub-metering to collect information for environmental data, and fine-tune the accuracy of the data analysis.

As a consequence, adjustments may occur on data calculation methodologies and previously reported data whenever relevant.

– UPDATES ON KPI REPORTING METHODOLOGIES

BREEAM-IN-USE REPORTING

Regarding the BREAM-In-Use environmental certification KPIs, the scope under which these KPIs are reported has been updated in 2021. This update has been made to take into account the fact that development projects (with ongoing works or recently delivered) are unable to report a realistic energy consumption because of their status (under works and/or tenants that have not arrived yet and/or energy commissioning of the building not finished yet). In this regard, and because the BREEAM-In-Use certification considers energy consumption within its evaluation, all BREEAM-In-Use KPIs are now reported under the reporting scope for energy-related indicators and no longer under the overall sustainability reporting scope (see section 2.6.1.2 Reporting scope).

SCOPE 3 OF CARBON EMISSIONS' REPORTING

The methodologies for calculating carbon emissions related to the shopping centre waste generation and shopping centre energy consumption from private areas were updated in 2021.

- For carbon emissions related to waste, the emission factors have been simplified to match the treatment categories at Group level.
- For carbon emissions related to the shopping centre energy consumption from private areas, only rented areas are now taken into account (this change better reflects the reality).

– IDENTIFYING UNCERTAINTY AS REGARDS THE GROUP CARBON FOOTPRINT

SCOPES 1 AND 2 EMISSIONS

Regarding Scope 1 and 2 emissions, the reporting methodology developed by the Group, the sources of the data used for calculation (invoices for energy consumption and published supplier data and country data for emissions factors) as well as the long history track of Group data published ensure a high level of reliability of the presented results.

Small margins of error may remain, linked to:

- The estimation of energy consumption in some invoices from energy suppliers, which may result in under or over-estimations. These are usually resolved during the following year; and
- The carbon emission factors provided by energy providers based on their energy mix: these factors are usually verified and made public but may be released after URW reporting closure date. In that case, the emission factor from the previous year is used, which ensures data consistency in the long term.

SCOPE 3 EMISSIONS

Regarding Scope 3 emissions, processed information can only be partially managed. A qualitative analysis of margins of error is therefore presented hereunder for the 3 main areas of construction, operation and mobility.

CONSTRUCTION

Margins of error may be related to:

- The quality of the environmental data used (Environmental Product Declaration);
- The quantities of materials used for each new development project; and
- The tracking of construction cost trends over time (economic ratios) based on a like-for-like approach.

In order to reduce uncertainty, quantities of materials used are questioned by construction managers during product reviews (to optimise construction costs and carbon impact).

OPERATIONS

Margins of error for energy sources non-managed by the Group (energy directly purchased and managed by the tenants) may be linked to energy consumption or to the carbon emission factors:

- Private energy consumptions are calculated by using ratios from the Group's portfolio, where the landlord provides electricity directly to the tenants. To limit uncertainty, the sample is built with private electricity data from at least 5 shopping centres across Europe and the US; and
- The exact energy mix each tenant is using is not known by the Group.

To address this issue, the carbon emission factors are calculated based on conservative assumptions (residual emissions factors).

MOBILITY

Margins of error may be related to the number of visitors to each site, to the assessment of modal shares, to the assessment of the distances covered by each mode of transport (catchment areas), to the occupancy rate for cars and finally to the emission factors used for each mode of transport.

To strengthen the reliability of the data inputs, the Group has updated its reporting methodology and tools in 2019: evolutions of over 5% in the data are being tracked and verified. Furthermore, to limit the sources of errors on data evolution, 3 of the 4 above parameters listed above have been fixed, to focus only on the annual data collection and verification of modal shares reported through customer marketing surveys. Other parameters are being updated on a lower frequency basis.

2.6.2 INDEPENDENT THIRD PARTY'S REPORT ON CONSOLIDATED NON-FINANCIAL STATEMENT

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.

– REPORT OF ONE OF THE STATUTORY AUDITORS, APPOINTED AS INDEPENDENT THIRD PARTY, ON THE VERIFICATION OF THE CONSOLIDATED NON-FINANCIAL PERFORMANCE STATEMENT

YEAR ENDED DECEMBER 31, 2022

To the Shareholders' Meeting,

In our capacity as Statutory Auditor of Unibail-Rodamco-Westfield SE (hereinafter the "Company"), appointed as independent third party ("third party") and accredited by the French Accreditation Committee (Cofrac), under number 3-1886 rév. 0 (Cofrac Inspection Accreditation, scope available at www.cofrac.fr), we have conducted procedures to express a limited assurance conclusion on the historical information (observed or extrapolated) in the consolidated non-financial performance statement, prepared in accordance with the Company's procedures (hereinafter the "Guidelines"), for the year ended December 31, 2022 (hereinafter the "Information" and the "Statement", respectively), presented in the Group management report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*code de commerce*).

CONCLUSION

Based on our procedures as described in the section "Nature and scope of procedures" and the evidence we have obtained, no material misstatements have come to our attention that cause us to believe that the non-financial performance statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

PREPARATION OF THE NON-FINANCIAL PERFORMANCE STATEMENT

The absence of a generally accepted and commonly used reference framework or established practices on which to base the assessment and measurement of the Information enables the use of different but acceptable measurement techniques that may impact comparability between entities and over time.

Accordingly, the Information must be read and interpreted with reference to the Guidelines, summarised in the Statement and available on request from its headquarters.

LIMITS INHERENT IN THE PREPARATION OF THE INFORMATION RELATING TO THE STATEMENT

The Information may be subject to uncertainty inherent to the state of scientific and economic knowledge and the quality of external data used. Some information is sensitive to the choice of methodology and the assumptions or estimates used for its preparation and presented in the Statement.

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RESPONSIBILITY OF THE COMPANY

Management is responsible for:

- selecting or determining the appropriate criteria for the preparation of the Information;
- preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies implemented with respect to these risks as well as the outcomes of these policies, including key performance indicators and the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- implementing such internal control as it determines is necessary to enable the preparation of Information that is free from material misstatement, whether due to fraud or error.

The Statement has been prepared by applying the Company's Guidelines as referred to above.

RESPONSIBILITY OF THE STATUTORY AUDITOR APPOINTED AS INDEPENDENT THIRD PARTY

Based on our work, our responsibility is to express a limited assurance conclusion on:

- the compliance of the Statement with the requirements of Article R. 225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information."

As it is our responsibility to issue an independent conclusion on the information prepared by management, we are not authorised to participate in the preparation of the Information, as this could compromise our independence.

It is not our responsibility to provide a conclusion on:

- the Company's compliance with other applicable legal and regulatory provisions (particularly with regard to the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy), the duty of vigilance and the fight against corruption and tax evasion);
- the fairness of information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- the compliance of products and services with the applicable regulations.

APPLICABLE REGULATORY PROVISIONS AND PROFESSIONAL GUIDANCE

We performed the work described below in accordance with our audit verification programme in application of Articles A. 225-1 et seq. of the French Commercial Code, the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement and with the international standard ISAE 3000 (revised - Assurance engagements other than audits or reviews of historical financial information).

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by Article L. 822-11-3 of the French Commercial Code and French Code of Ethics for Statutory Auditors (*Code de déontologie*). In addition, we have implemented a system of quality control including documented policies and procedures aimed at ensuring compliance with applicable legal and regulatory requirements, ethical requirements and the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement.

MEANS AND RESOURCES

Our work engaged the skills of five people between September 2022 and March 2023 and took a total of twenty-two weeks.

To assist us in conducting our work, we referred to our corporate social responsibility and sustainable development experts. We conducted around fifteen interviews with people responsible for preparing the Statement.

This work involved the use of information and communication technologies allowing the work and interviews to be carried out remotely, without hindering the good execution of the verification process.

NATURE AND SCOPE OF PROCEDURES

We planned and performed our work taking account of the risk of material misstatement of the Information.

We consider that the procedures conducted in exercising our professional judgement enable us to express a limited assurance conclusion:

- We familiarized ourselves with the activities of all companies in the consolidation scope and the description of the principal risks.
- We assessed the suitability of the Guidelines with respect to their relevance, completeness, reliability, neutrality, and clarity, taking into account, where appropriate, best practices within the sector.
- We verified that the Statement covers each category of information stipulated in section III of Article L. 225-102-1 governing social and environmental affairs, respect for human rights and the fight against corruption and tax evasion.
- We verified that the Statement provides the information required under Article R.225-105 II of the French Commercial Code where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under Article L.225-102-1 III, paragraph 2 of the French Commercial Code.
- We verified that the Statement presents the business model and a description of the principal risks associated with the activities of all the consolidated entities, including where relevant and proportionate, the risks associated with their business relationships, their products, or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks.
- We referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented; and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important and listed in the Appendix; our work was carried out on the consolidating entity.
- We verified that the Statement covers the consolidated scope, i.e. all companies within the consolidation scope in accordance with Article L. 233-16, with the limits specified in the Statement.
- We obtained an understanding of internal control and risk management procedures implemented by the Company and assessed the data collection process aimed at ensuring the completeness and fairness of the Information.

- For the key performance indicators and other quantitative outcomes that we considered to be the most important, we implemented:
  - analytical procedures that consisted in verifying the correct consolidation of collected data as well as the consistency of changes thereto;
  - substantive tests, on a sample basis and using other selection methods, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. These procedures were conducted for a selection of contributing entities(1) and covered 15% of the headcount and between 9% and 15% of the consolidated environmental data selected for these tests.
- We assessed the overall consistency of the Statement in relation to our knowledge of the entire Company.

The procedures conducted in a limited assurance review are substantially less in scope than those required to issue a reasonable assurance opinion in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*); a higher level of assurance would have required us to carry out more extensive procedures.

Paris-La Défense, March 24, 2023

One of the Statutory Auditors,

Deloitte & Associés

Emmanuel Gadret
Partner, Audit

Catherine Saire
Partner, Sustainability Services

(1) Selected sites (environmental information): Ruhr Park (Bochum), Paunsdorf Center (Leipzig), Westfield Mokotow (Warsaw), Westfield Donau Zentrum (Vienna), Bonaire (Valencia), Metropole Zlicin (Praha), Westfield Chodov (Praha).
Selected countries (social information): United Kingdom and Northern Europe (Sweden, Denmark and The Netherlands).

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APPENDIX 1: IMPORTANT INFORMATION

Social KPIs

Quantitative Topics	*Qualitative Topics*
• Total headcount • Percentage of women in employee headcount • Percentage of women in senior level management positions • Employee turnover rate • Share of employees trained to the Group Code of Ethics • Share of employees trained Anti-Corruption Programme • Share of employees that participated in a sustainability training	• Actions carried out as part of Community Day 2022 • Actions undertaken on Health, Safety and Environment risk management • Actions carried out to promote responsible consumption actions

Environnemental KPIs

Quantitative Topics	*Qualitative Topics*
• Carbon intensity linked to energy consumption of standing assets (Scope 1 & 2 emissions) per area ($kgCO_2eq/sqm$). • Energy intensity per area (KWh/sqm) • Carbon emissions from Scopes 1 & 2, using "market based" factors, for retail & offices (TCO_2eq) • Carbon emissions from Scope 3, excluding Viparis, using "market based" and "location based" factors (TCO_2eq) • Value and share of total energy consumption from renewable sources, with breakdown between onsite production and offsite purchase (in % and MWh) • Total quantity of waste generated (metric Tonnes) and breakdown by disposal routes, with focus on share of waste sent to landfill • Coverage of BREEAM In-Use environmental certification of the Group's standing assets and associated levels	• Climate change physical risks assessment conducted in 2022

CHAPTER 3.

Corporate Governance and Remuneration

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3.1 GOVERNANCE PRINCIPLES – AFEP-MEDEF CODE

Unibail-Rodamco-Westfield SE voluntarily refers to the Afep-Medef Corporate Governance Code of Listed Companies in the version of January 2020 (the "Afep-Medef Code"). The Code is available on the Afep website.

The Company strives to continuously apply the highest standards of corporate governance.

Recommendations set forth in the Afep-Medef Code are examined each year by the Governance, Nomination and Remuneration Committee ("GNRC"), which reports to the Supervisory Board ("SB"), in close collaboration with the Management Board. Close attention is also paid to the report of the High Committee for Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*), the report of the French Markets Authority (*Autorité des Marchés Financiers*) on corporate governance and the remuneration of executives of listed companies, changes in governance practices in France and abroad, and the voting policies of investors and voting advisory agencies. To this end, an analysis incorporating the Company's practices and, where appropriate, proposals for improvement, in the form of an action plan, are submitted to the GNRC and subsequently to the SB.

Thus, at its meeting of February 8, 2023, the SB carried out, in accordance with Article L. 22-10-10 of the French Commercial Code, a review of the Company's proper application of the Afep-Medef Code and the proposals for improvement made by the GNRC. The SB concluded that the Group applies all recommendations of said Code, including those regarding the remuneration of executives of listed French companies. Particular attention will be paid to the application of the version of the Afep-Medef Code updated on December 2022.

3.2 MANAGEMENT AND SUPERVISORY BODIES

Since 2007, the Company has adopted a dual governance structure: a European company with a Management Board ("MB") and Supervisory Board ("SB"), considering that such structure meets the best standards in corporate governance.

It ensures a balanced structure between efficient and responsive management by the MB and control by the SB, whose diverse composition guarantees its independence and the quality of its supervision.

3.2.1 THE MANAGEMENT BOARD

The MB is the Company's collegial decision-making body and is overseen by the SB. The MB members are collectively responsible for the Company's management and general course of business. Its mission consists of establishing and executing the Company's strategy, effectively structuring and staffing the Company to ensure efficient functioning, achieving the projected financial results and communicating these results in the best manner.

3.2.1.1 COMPOSITION OF THE MANAGEMENT BOARD

As of December 31, 2022, the MB is composed of 5 members and chaired by Mr Jean-Marie Tritant. The business address of the MB members is the Company's registered address, 7 place du Chancelier Adenauer 75016 Paris (France).

MB members	Nationality	Age	Gender	Main function	Starting date	Expiry date of the term of office
Jean-Marie Tritant	French	55	M	Chief Executive Officer ("CEO") MB Chairman	January 1, 2021	GM 2025
Olivier Bossard	French	58	M	Chief Investment Officer ("CIO") MB member	January 7, 2021	GM 2025
Sylvain Montcouquiol	French	48	M	Chief Resources and Sustainability Officer ("CRSO") MB member	January 1, 2022	GM 2026
Fabrice Mouchel	French	52	M	Chief Financial Officer ("CFO") MB member	January 5, 2021	GM 2025
Caroline Puechoultres	French	53	F	Chief Customer Officer ("CCO") MB member	July 15, 2021	GM 2025



MR JEAN-MARIE TRITANT

MB CHAIRMAN – CHIEF EXECUTIVE OFFICER ("CEO")

BORN ON:
November 10, 1967

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
43,274[1]

- Graduate of Burgundy - Business School ("BSB") (previously ESC Dijon);
- Master's Degree from Paris I-Sorbonne University in commercial real estate (a qualification recognised by the Royal Institute 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;
- Appointed to the MB Unibail-Rodamco SE as COO effective from April 25, 2013, and as President US in June 7, 2018; and
- Appointed as MB Chairman and CEO as of January 1, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Companies
- Representative of URW SE as member of the French Fédération des Sociétés Immobilières et Foncières ("FSIF");
- Non-Executive Director of Pavillon de l'Arsenal;
- Representative of URW SE on the Board of Directors of Société Paris-Île-de-France Capitale Économique; and
- Representative of URW SE on the Executive Committee of the Palladio Foundation.

Foreign Company
- Director of the European Public Real Estate Association ("EPRA").

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Company
- Chairman of Uni-Expos (S.A.).

Foreign Company
- *The Netherlands*: SB Chairman of Unibail-Rodamco-Westfield N.V. (URW NV).

PREVIOUS MANDATE DURING THE LAST 5 YEARS

French Companies
- n/a

Foreign Companies
- MB Chairman of URW N.V.;
- Director of U&R Management B.V.;
- Director and Secretary of Unibail-Rodamco Spain SLU (formerly Unibail-Rodamco Inversiones, SLU), Unibail-Rodamco Ocio SLU, Unibail-Rodamco Palma SLU, Unibail-Rodamco Real Estate, SLU and Unibail-Rodamco Retail Spain, SLU; and
- Director and Chairman of Proyectos Inmobiliaros New Visions, SLU, Essential Whites, SLU, Promociones Inmobiliarias Gardiner SL, Unibail-Rodamco Steam, SLU and Proyectos Inmobiliarios Time Blue, SLU.

(1) Excluding 2,553 Stapled Shares held via the Company Savings Plan.

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PREVIOUS MANDATE DURING THE LAST 5 YEARS (continued)

- Director and President of WALP Service, Inc., Westfield America, Inc., Westfield DDC Inc., Westfield Development Inc., Westfield Eco Inc., Westfield USA Centres, Inc., WHL (USA), Inc. and WHL USA Acquisitions Inc.;
- Manager and President of URW Airports, LLC, Westfield Concession Management II LLC, Westfield Gift Card Management, LLC, Westfield Property Management LLC and WestNant Investment LLC;
- Director and Chairman of URW America Inc.;
- Director and Chairman of Annapolis TRS Inc., Fashion Square Service TRS, Inc., GSP Service TRS, Inc., Montgomery Service, Inc., VF/UTC Service, Inc., WCL Holdings, Inc., Westfield Beneficiary 1, Inc., Westfield Beneficiary 2, Inc., Westfield Subsidiary REIT 1, Inc., Westfield Subsidiary REIT 2, Inc., Westland Properties, Inc., Westland Realty Beneficiary, Inc.;
- Director of Broward Mall LLC, Roseville Shoppingtown LLC, Santa Anita Borrower LLC, Santa Anita GP LLC, Valencia Town Center Venture GP, LLC, Westfield Paramus 1 Inc.;
- Manager and Chairman of URW WEA LLC, West-OC 2 REIT 1, LLC, West-OC 2 REIT 2, LLC, West-OC 2 REIT 3, LLC, URW Airports, LLC, Westfield, LLC, Westfield Concession Management II LLC, Westfield, Gift Card Management, LLC, Westfield Property Management LLC, Westfield U.S. Holdings, LLC, and WestNant Investment LLC;
- Manager of Annapolis REIT 1 LLC, Annapolis REIT 2 LLC, Annapolis REIT 3 LLC, Broward Mall LLC, Culver City REIT 1 LLC, Culver City REIT 2, LLC, Culver City REIT 3 LLC, Horton Plaza REIT, 1 LLC, Horton Plaza REIT 2 LLC, Horton Plaza REIT 3 LLC, Mission Valley REIT 1 LLC, Mission Valley REIT 2 LLC, Mission Valley REIT 3 LLC, North County REIT 1 LLC, North County REIT 2 LLC, North County REIT 3 LLC, Oakridge REIT 1, LLC, Oakridge REIT 2 LLC, Oakridge REIT 3 LLC, Plaza Bonita REIT 1 LLC, Plaza Bonita REIT 2, LLC, Plaza Bonita REIT 3 LLC, Promenade REIT, 1 LLC, Promenade REIT 2 LLC, Promenade REIT, 3 LLC, Santa Anita REIT 1 LLC, Santa Anita REIT, 2 LLC, Santa Anita REIT 3 LLC, Southcenter REIT, 1 LLC, Southcenter REIT 2 LLC, Southcenter REIT 3 LLC, Stratford City Offices (N°.1) LLC, Stratford City Offices (N°.2) LLC, Stratford City Shopping Centre (N°.1) LLC, Stratford City Shopping Centre (N°.3) LLC, Topanga REIT 1 LLC, Topanga REIT 2 LLC, Topanga REIT 3 LLC, West Valley REIT 1 LLC, West Valley REIT 2 LLC, West Valley REIT 3 LLC, White City Investments (N°. 1) LLC, and White City Investments (N°. 2) LLC;
- Director of Descon Invest PTY Limited, Fidele PTY Limited, Nauthiz PTY LTD, Westfield America Management Limited, Westfield American Investments PTY Limited, Westfield Capital Corporation Finance PTY LTD, Westfield Queensland PTY LTD, WFA Finance (Aust) PTY Limited and WFD Finance PTY Limited; and
- Director of WFD Unibail-Rodamco Real Estate B.V.



MR OLIVIER BOSSARD

MB MEMBER – CHIEF INVESTMENT OFFICER ("CIO')

BORN ON:
May 12, 1964

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
135,416[1]

- Architect (École des Beaux-Arts, Paris), Master 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);
- Involved in the Unibail-Rodamco merger as Executive Vice-President in charge of Unibail Development and Strategy (2006);
- 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;
- Appointed to the Unibail-Rodamco SE MB as Chief Development Officer effective on April 25, 2013 and as Group CDO in June 7, 2018; and
- Appointed MB member and CIO as of January 7, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- n/a

Foreign Company
- n/a

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Companies
- Chairman of Amroy (SAS), Belwarde 1 (SAS), Immobilière Lidice (SAS), Rodamco France (SAS), Unibail Management (SAS), Unibail-Rodamco-Participations (SAS), Uni-Commerces (SAS).

Foreign Companies
- *Germany*: SB Chairman of Unibail-Rodamco-Westfield Germany GmbH, Managing Director of CentrO Grundstücksent-wicklungs GmbH, CentrO Oberhausen GmbH, CentrO Projektentwicklungs GmbH, CentrO Management GmbH, Neue Mitte Oberhausen Objektverwaltung GmbH & Co. KG, Neue Mitte Oberhausen Projektentwicklung Beteiligungs GmbH, SL Oberhausen Beteiligungs GmbH, CentrO Europe (N°.2) Ltd. Niederlassung Deutschland, Neue Mitte Oberhausen Projektentwicklung Verwaltungs Ltd. & Co. KG, Neue Mitte Oberhausen Projektentwicklung Ltd & Co KG;
- *Czech Republic*: Supervisory Board member of Beta Development, sro;
- *Italy*: Chairman of the Board of Directors of Westfield Milan S.p.A, Director of Westfield Milan Management Services S.r.l;
- *UK*: Director of CentrO Holdings (UK) Ltd, CentrO Asset Management Ltd, CentrO Europe Ltd, CentrO Europe (N°.2) Ltd, Croydon Management Services Ltd; and
- *Poland*: SB member of CH Warszawa U sp. zoo.

PREVIOUS MANDATE DURING THE LAST 5 YEARS

French Companies
- Director of Unibail-Rodamco Participations (SAS);
- Manager of Le Cannet Developpement (SARL);
- Managing Director of Espace Expansion (SAS);
- Chairman of UR-LAB (SAS); and
- Managing Director of Unibail Management (SAS).

Foreign Company
- Director of U&R Management B.V;
- Director of Rodamco Garage AB, Rodamco Centerpool AB, Rodamco Solna Centrum AB, Rodamco Pakering AB, Piren AB, Rodamco Nacka AB, Anlos Fastighets AB; and
- Director of URW Fisketorvet A/S.

(1) Excluding 7,362 Stapled Shares held via the Company Savings Plan.

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MR SYLVAIN MONTCOUQUIOL

MB MEMBER– CHIEF RESOURCES AND SUSTAINABILITY OFFICER ("CRSO")

BORN ON:
October 2, 1974

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
7,116(1)

- Graduate Engineer from École Centrale de Lyon (France), and Master of Science from Penn State University (USA);
- Started his career at Elf UK as an Engineer in 1998;
- Management Consultant at Capgemini Consulting from 1999 to 2005;
- Joined Unibail in 2005, supporting the Executive Committee on organisational and operational excellence projects;
- Became Group Director of Organisation of Unibail-Rodamco in 2007;
- Appointed Group Director of Human Resources and Organisation, member of the Group Management Team, in 2014;
- Appointed Executive Managing Director of Human Resources and Organisation of URW, member of the Group Executive Committee, in January 2021; and
- Appointed MB member and CRSO as of January 1, 2022.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- n/a

Foreign Company
- n/a

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Companies
- Chairman of Doria SAS, and Espace Expansion Immobilière SAS;
- SB member of Uni-Expos S.A.;
- Managing Director of URW Brands SAS; and
- Vice Chairman of Unibail Management SAS.

Foreign Company
- n/a

PREVIOUS MANDATE DURING THE LAST 5 YEARS

French Company
- Chairman of URW Brands SAS and Unibail Management SAS.

French Company
- n/a

(1) Excluding 4,534 Stapled Shares held via the Company Savings Plan.



MR FABRICE MOUCHEL

MB MEMBER – CHIEF FINANCIAL OFFICER ("CFO")

BORN ON:
April 16, 1970

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
26,505[1]

- Graduate of HEC Business School, Master's 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;
- Deputy CFO from June 2007 to April 2013;
- Appointed to the MB of Unibail-Rodamco SE as Deputy CFO effective on April 25, 2013 and as Group Finance Director on June 7, 2018; and
- Appointed MB member and CFO as of January 5, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- n/a

Foreign Company
- n/a

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Company
- n/a

Foreign Companies
- *The Netherlands*: SB member of URW N.V., U&R Management B.V., Unibail-Rodamco Investments B.V., Unibail-Rodamco Investments 2 B.V., Cijferzwaan B.V., Dotterzwaan B.V., Real Estate Investments Poland Coöperatief U.A., Rodamco Project I B.V., Stichting Rodamco, Traffic UK B.V., Rodamco Europe Finance B.V., Rodamco Nederland Winkels B.V., Deputy Board member of Unibail Rodamco Poland 5 B.V.;
- *Sweden*: Member of the Board of Rodamco Sverige AB;
- *Australia*: Director of Cavemont Pty Limited, Descon Invest Pty Limited, Westfield Corporation Limited, Westfield American Investments Pty Limited, Westfield Capital Corporation Finance Pty Ltd, Westfield Queensland Pty. Ltd, WCL Finance Pty Limited, WCL Management Pty Limited, Westfield Investments Pty Limited, Nauthiz Pty Ltd, Westfield UK Investments Pty Limited, Westfield UK 1 Pty Limited, Westfield UK 2 Pty Limited, Westfield UK 3 Pty Limited, Westfield UK 4 Pty Limited, Westfield UK 5 Pty Limited, Westfield UK 6 Pty Limited, Fidele Pty Ltd, Westfield R.S.C.F. Management Pty Ltd, Westfield Developments Pty Ltd, Westfield America Management Pty Ltd;
- *Austria*: Managing Director of DZ-Donauzentrum Besitz- und Vermietungs-GmbH, Shopping Center Planungs- und Entwicklungsgesellschaft m.b.H. & Co. Werbeberatung KG, Shopping Center Planungs- und Entwicklungsgesellschaft mbH, Shopping City Süd Erweiterungsbau Gesellschaft m.b.H. & Co. Anlagenvermietung KG, Unibail-Rodamco Austria Verwaltungs GmbH, URW Invest GmbH, Unibail-Rodamco Invest GmbH;
- *Germany*: Vice-President of the SB of Unibail-Rodamco-Westfield Germany GmbH;
- *UK*: Director of Liffey River Financing Ltd; and
- *Luxembourg*: Director of Crossroads Property Investors S.A.

PREVIOUS MANDATE DURING THE LAST 5 YEARS

French Company
- n/a

Foreign Companies
- Managing Director of SCS Liegenschaftsverwertung GmbH, SCS Motor City Errichtungsges.m.b.H., Austria ; and
- Director of Rodamco Deutschland GmbH, Rodamco Deutschland GmbH & Co Süd Liegenschafts KG.

(1) Excluding 6,406 Stapled Shares held via the Company Savings Plan.

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MS CAROLINE PUECHOULTRES

MB MEMBER – CHIEF CUSTOMER OFFICER ("CCO")

BORN ON:
April 12, 1969

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:[1]
0

- Graduate from HEC Business School;
- Started her career at FMCG group Procter & Gamble as Chief Group Marketing in 1991;
- Held various roles as Marketing Director from 1997 to 2003;
- Joined Club Med as member of the Executive Committee, then CEO for Asia and Pacific, based in Singapore in 2006;
- Became Head of Marketing & Strategy and member of the Executive Committee of major French Retailer Intermarché in 2016;
- Appointed Executive Director of Sales and Strategy for Carrefour Market, then member of the Senior Management Committee Carrefour France in 2019; and
- Appointed MB member and Chief Customer Officer as of July 15, 2021.

OTHER CURRENT FUNCTIONS AND MANDATES

French Company
- SB member of Lexibook Linguistic Electronic System S.A.

Foreign Company
- n/a

OTHER CURRENT INTRA-GROUP FUNCTIONS AND MANDATES

French Companies
- CEO of Société de Tayninh S.A. (listed company);
- Chairman of URW Brands SAS and Unibail Marketing & Multimédia SAS; and
- Managing Director of Unibail-Rodamco Participations SAS and Unibail Management SAS.

Foreign Company
- n/a

PREVIOUS MANDATE DURING THE LAST 5 YEARS

French Company
- Non-executive Director of Kaufman & Broad (SA)

Foreign Company
- n/a

(1) She holds 2,057 Stapled Shares held via the Company Savings Plan.

3.2.1.1.1 SHARE OWNERSHIP REQUIREMENTS APPLICABLE TO MANAGEMENT BOARD MEMBERS

In order to align the interests of the MB members with those of the shareholders, and in accordance with a SB decision, the MB members are required to comply with the strict obligations governing the holding of investment in Company securities and prohibition of hedging (described in Section 3.2.2.2) in accordance with the Afep-Medef Code and Article L. 225-185 of the French Commercial Code. Moreover, the MB members have undertaken not to engage in hedging transactions in the Company's securities.

3.2.1.1.2 MANAGEMENT BOARD SUCCESSION PLAN

The MB's succession plan was successfully implemented several times, notably after the departure of 2 former members of the MB at the end of 2020, at the time of the creation of the new position of Chief Customer Officer in 2021 and the succession of the previous CRO who resigned from her position on December 31, 2021.

Recent years have confirmed the relevance of having a robust medium and short-term succession planning, ensuring that there is no vacancy at the level of the MB, while guaranteeing real fluidity in the changes in governance, allowing a smooth and secure continuity of the Group's activity.

The succession plan, extended to the members of the EC, was reviewed and discussed by the GNRC and the SB in July and December 2022. Unless an event justifies a faster update, the succession plan is subject to at least an annual review.

The selection process of candidates is as follows:
The GNRC, in the presence of the Chairman of the Management Board and the CRSO (i) defines the profile of potential successors with regard to the Group strategy and the targeted diversity, (ii) analyses potential successors within the Group, in parallel ongoing trainings are implemented, (iii) studies the market with external consultants for the positions without potential successors, (iv) and finally selects one candidate from each gender for each profile with due consideration of diversity issues.

Then, the GNRC recommends to the SB either an internal recruitment, or the search for an external candidate with the desired profile (appointment of a recruitment firm, pre-screens of candidates, interviews of candidates, selection of a short-list of final candidates).

3.2.1.2 MANAGEMENT BOARD FUNCTIONING

ROLE OF THE MANAGEMENT BOARD

The MB is responsible for determining corporate strategy and overseeing operations in accordance with the corporate social interest, taking into account social and environmental challenges of the activity of the Company. It must act with independence, loyalty and professionalism within the limit of the corporate social interest. As provided for by the Afep-Medef Code, the SB assesses the functioning of the MB on an annual basis.

The MB defends the interests of the Group while taking into account the relevant interests of all of the Company's stakeholders. It is responsible for the manner in which the Group carries out its duties.

Aside from coordination on the strategy, the MB policy, and the Company's representation in relation to third parties, the MB Chairman has direct responsibility for legal affairs, risks, crisis management and security, institutional relations, communication, internal audit and compliance. The MB Chairman also acts as Chief Operating Officer ("COO") and thus supervises the Regional COOs who lead locally the retail asset strategy, the net rental growth and also coordinate some Centres of Excellence at European level.

Upon recommendation from the Chairman of the MB and subject to the SB's prior approval, the MB members shall divide their tasks amongst themselves.

The responsibilities and functions of the members of the MB, other than the CEO, are divided as follows:

- The Chief Financial Officer ("CFO") is responsible for tax matters, generating profits through the optimisation of the cost of capital, and investor relations. As such, he is in charge of the overall financial function within the Group (financial control, consolidation, (re) financing, tax, the budget and 5-year plan, coordination of asset valuations and investor relations);
- The Chief Resources and Sustainability Officer ("CRSO") oversees Human Resources, Information Technology, Organisation and ESG functions, within the Group;
- The Chief Investment Officer ("CIO") is responsible for the investment/divestment process and the definition of the co-ownership and co-investment strategy; and the coordination of the corporate development (mergers and acquisitions, strategic alliances and joint venture developments). The CIO is responsible for challenging the business strategy, in particular: asset and development strategy, major restructurings, extensions or refurbishments. The CIO also leads the Offices business at European level; and
- The Chief Customer Officer ("CCO") is responsible for defining the marketing strategy, encompassing innovation, branding and digital pillars, leveraging customer insights and business intelligence. The CCO is also responsible for developing new revenues, bolstering commercial partnerships, media and sponsoring, accelerating on data collection, processing and monetisation; and developing game changers' deals and strategic relationships with selected retailers.

The main provisions of the Articles of Association and the MB Charter governing the composition, role, duties and functioning of the MB are provided in Section 7.6.5.

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B. MANAGEMENT BOARD ACTIVITIES IN 2022

The MB met 14 times during the year ended December 31, 2022 and deliberated on the following subjects:

Principal responsibilities of the MB	Key areas addressed, managed and/or implemented in 2022
Group strategy	• Follow-up and adjustment of the Group strategy; • Investment and divestment operations in 2022; • Monitoring of the strategic disposals (costs and revenue) and investment transaction; • Digital and IT strategy, tools and projects; and • Redesign of the ESG ambition and strategy - to place them at the heart of the Group strategy.
Group financial policy, financial performance and reporting	• Review and closing of the 2021 consolidated and statutory financial statements and reporting on the consolidated half-year and quarterly accounts for the 2022 financial year; • Group 5-year business plan and budget; • Financial resources, balance sheet management and borrowing requirements (EMTN); • New Green Financing Framework; • The Group's dividend distribution payment policy and annual allocation/distribution of profits; and • Closing of the forecast management documents and preparation of the quarterly activity reports for the SB.
Internal audit, risk management and control systems	• Internal audits, internal control system and compliance matters; • Risk management and risk mapping; and • Energy crisis response plan.
Governance and compliance with relevant laws and regulations	• Monitoring and promoting of the Group's Anti-Corruption Programme and the Group's Compliance Programme; • Group Insurances Programme; • Grant and follow-up of endorsements and guarantees; • Compliance Book update; • Analysis of the impact of new exceptional regulations related to Ukraine war; and • Compliance with regulatory/legal requirements and changes.
Company Remuneration Policy and performance assessments	• Employee Remuneration Policy of the Group and focus on Group senior management; • Review of the Executive Committee's performance and remuneration; • Grant of Performance Stock options and Performance shares; and • Share capital increase reserved for employees.
Human resources	• Talent development and management; • Diversity and inclusion policy; • Group succession planning; and • Recruitment of key Group positions.
Shareholder outreach and engagement	• Investor and proxies advisors dialogue and road-shows; • Notice of meeting for the Annual General Meeting ("AGM") and related documentation (agenda, resolutions, MB report, etc.), answer to written questions and shareholder resquests; • General Meeting; • Group communication; and • 2021 Universal Registration Document ("URD") and 2022 HY Financial Report.

3.2.2 THE SUPERVISORY BOARD

3.2.2.1 SUPERVISORY BOARD COMPOSITION AND DIVERSITY

The Supervisory Board (SB) consists of 10 members, of which 8 members are independent, as at December 31, 2022. Mr Léon Bressler is the SB Chairman.

The principal provisions of the Articles of Association and the charters of the SB and of its committees governing the composition, role, responsibilities and functioning of the SB and its committees are provided in section 7.6.

3.2.2.1.1 EVOLUTION OF THE COMPOSITION OF THE SUPERVISORY BOARD

A. CHANGES OCCURRING IN 2022 PURSUANT TO THE MAY 11, 2022, GENERAL MEETING

IN THE SUPERVISORY BOARD ("SB") COMPOSITION

- The mandates of Ms Julie Avrane, Ms Cécile Cabanis and Ms Dagmar Kollmann were renewed as SB members for a period of 3 years; Ms Cabanis was renewed as SB Vice-Chair; and
- Mr Michel Dessolain was appointed as an SB member for a 3-year mandate.

IN THE COMPOSITION OF THE COMMITTEES

- Ms Julie Avrane was renewed as Audit Committee member;
- Ms Cécile Cabanis was renewed as Chair of the Audit Committee;
- Mr Michel Dessolain joined the Audit Committee; and
- Ms Dagmar Kollmann was renewed as a GNRC member.

B. CHANGES PROPOSED IN 2023

IN THE SUPERVISORY BOARD ("SB") COMPOSITION

Upon the Governance, Nomination and Remuneration Committee ("GNRC") recommendation, the SB will propose at the May 11, 2023 General Meeting:

- The renewals of the SB mandates of Ms Susana Gallardo for a period of 1 year, and of Mr Roderick Munsters and Mr Xavier Niel for a period of 3 years;
- The appointment of Mr Jacques Richier as member of the SB for a mandate period of 3 years, Mr Richier being also proposed to ensure the chairmanship of the SB; and
- The appointment of Ms Sara Lucas as member of the SB for a mandate period of 1 year.

The term of office as SB member of Mr Léon Bressler and Mr John McFarlane will expire at the 2023 General Meeting. Due to reaching the statutory age limit, they will not be proposed for renewal.

IN THE COMPOSITION OF THE COMMITTEES

- Mr Roderick Munsters would be renewed as GNRC Chairman;
- Mr Jacques Richier and Ms Sara Lucas would join the Audit Committee; and
- Mr Xavier Niel and Ms Susana Gallardo would be renewed as GNRC members.

ROTATION OF MANDATES

In accordance with the Afep-Medef Code (Article 14.2) and the SB Charter, the SB, upon recommendation of the GNRC, has decided to propose a staggering of the new mandates in order to avoid the renewal of too many SB mandates in a given year. Indeed, due to the appointments made in November 2020 in a particular context, the staggering of SB members' terms has been disrupted. Accordingly, it is proposed to renew the mandate of Ms Susana Gallardo for a period of 1 year, and to appoint Ms Sara Lucas for a mandate of 1 year, in order to return to a balanced staggered of the renewal of mandates in the coming years.

NEW CHAIRMAN AND MEMBER OF THE SUPERVISORY BOARD

During the meeting held on March 9, 2023, upon recommendation of the GNRC, the SB has proposed to appoint Mr Jacques Richier as an SB Member, who would take the chairmanship of the SB at the May 11, 2023 GM.

Mr Jacques Richier holds a DEA in Materials Physics, an engineer degree from INSA Lyon and holds an MBA from HEC. He has a long experience as Executive Director, first at Azur Assurances, at Swiss life France and then at Allianz France (previously AGF) where he holds the Chairmanship of the Board of Directors.

He was qualified as independent SB member.

During the meeting held on March 16, 2023, upon recommendation of the GNRC, the SB has proposed to appoint Ms Sara Lucas as an SB Member, who would join the Audit Committee at the May 11, 2023 GM.

Ms Sara Lucas has a long experience in the real estate field in Europe, whether in financing or in asset valuation, and solid knowledge in finance as responsible for all property market for Credit committees in France & Benelux for the Royal Bank of Scotland. For more than 10 years, she has led portfolio management activities in various companies of the Grosvenor Group, and has been the CEO of Grosvenor Property Europe since late 2019, where she has also contributed to the establishment of working groups and an ambitious ESG strategy.

She was qualified as independent SB member.

For more details, please refer to the convening notice 2023, available on the Company's website.

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3.2.2.1.2 COMPOSITION OF THE SUPERVISORY BOARD AS AT DECEMBER 31, 2022

The SB composition reflects a strong commitment in terms of independence (80% independent), gender diversity (50% women) and international exposure (40% non-French with 7 nationalities represented), and the wide-ranging experience and expertise of its members. The average SB member age is 60. The current composition aligns with the Group's strategy through their relevant active executive or senior leadership experience, expertise in real estate/asset management, retail and hospitality, international markets (including the Continental Europe, the US and the UK), ESG/sustainability, digital/e-commerce, corporate governance/remuneration, risk oversight/compliance, finance and restructuring/disposals, among other areas. The skills and expertise are summarised in the biographies of the SB members, and summarised in the experience matrix presented then after.

A. OVERVIEW OF SUPERVISORY BOARD COMPOSITION AS AT DECEMBER 31, 2022

Mr Léon Bressler
SB Chairman
AC member**
French

50% Female

50% Male

Mr Roderick Munsters
GNRC Chairman*
Canadian and Dutch

Attendance
97%

Ms Cécile Cabanis
SB Vice-Chair
AC Chair**
French

Ms Aline Sylla-Walbaum
GNRC member*
French

Independence
80%

Mr John McFarlane
AC member**
Australian and British

Ms Dagmar Kollmann
GNRC member*
Austrian

Average age
60

Ms Julie Avrane
AC member**
French

Nationalities
7

Mr Xavier Niel
GNRC member*
French

Ms Susana Gallardo
GNRC member*
Spanish

Mr Michel Dessolain
AC member**
French

* Governance, Nomination and Remuneration Committee.
** Audit Committee.

B. SUPERVISORY BOARD ("SB") MEMBERS AS AT DECEMBER 31, 2022

Name	Shares held[1]	Committee	Age	Gender	Nationality	Independence	First appointed	Term expires at GM	SB seniority at year-end 2022
Mr Léon Bressler *SB Chairman*	1,000	AC	75	M	French	Independent	2020	2023	2.1
Ms Cécile Cabanis *SB Vice-Chair and AC Chair*	2,087	AC	51	F	French	Independent	2020	2025	2
Mr Roderick Munsters *GNRC Chairman*	1,000	GNRC	59	M	Dutch and Canadian	Independent	2017	2023	5.6
Ms Julie Avrane	1, 200	AC	51	F	French	Independent	2020	2025	2
Mr Michel Dessolain	37,640	AC	67	M	French	Non-independent	2022	2025	0.6
Ms Susana Gallardo	100	GNRC	58	F	Spanish	Independent	2020	2023	2.1
Ms Dagmar Kollmann	725	GNRC	58	F	Austrian	Independent	2014	2025	8.5
Mr John McFarlane	922	AC	75	M	British and Australian	Independent	2018	2023	4.5
Mr Xavier Niel	1	GNRC	55	M	French	Non-independent	2020	2023	2.1
Ms Aline Sylla-Walbaum	1,057	GNRC	50	F	French	Independent	2021	2024	1.6

(1) For details related to holding shares, please refer to the biography of the relevant SB member.

The average seniority of SB members as of December 31, 2022, is 3.1 years.

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C. SUPERVISORY BOARD ("SB") MEMBER INFORMATION AND MANDATES HELD AS AT DECEMBER 31, 2022

The biography of each SB member includes a description of the competences and key expertises. All SB members have multiple skills and experiences, as described in the experience matrix then after.

The business address of the SB members is the Company's registered address, 7 Place du Chancelier Adenauer, 75016 Paris (France).



Term of office as SB member of the Supervisory Board expiring and not proposed for renewal.

MR LÉON BRESSLER

CHAIRMAN OF THE SUPERVISORY BOARD

MEMBER OF THE AUDIT COMMITTEE

Independent

BORN ON:
June 11, 1947

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1,000

- Graduate of the Institut d'Etudes Politiques de Paris and has a Master's Degree in Law;
- Chairman of the Board of Directors/Chief Executive Officer of Unibail (now URW) from 1992 to 2006;
- Partner of Perella Weinberg Partners from 2006 to 2015;
- Managing Partner of Aermont Capital (formerly Perella Weinberg Real Estate UK LLP) since inception in 2007;
- Managing Partner at Worms & Cie from 1991 to 1996;
- Chairman and Chief Executive Officer of Jeanne Lanvin and Lanvin Parfums from 1989 to 1991; and
- Various positions at Midland Bank Group, including Chairman of the Executive Board of Midland Bank SA from 1984 to 1989.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- n/a

Other companies
- Member of Cambridge Land Economy Advisory Board (UK);
- Advisor Emeritus of GIC (Singapore);
- Managing Partner of Aermont Capital;
- Director of several entities related to Aermont Capital; and
- Trustee of The Bressler Foundation.

PREVIOUS MANDATE DURING THE LAST 5 YEARS

- Member of the International Advisory Board and Investment Board of GIC (Singapore).

Further experience:
- Relevant active executive or senior leadership experience:
  - Over 3 decades in leadership positions in real estate, fashion and banking, including as Chairman/Chief Executive Officer of Unibail (now URW) from 1992 through 2006.
- Real estate/asset management:
  - Demonstrated track record in real estate and asset management; Managing Partner of Aermont Capital, a leading asset management business focused on real estate and real estate-related investment activities; former Chairman/Chief Executive Officer of Unibail.
- Financial expertise:
  - Léon Bressler began his career at Chase Manhattan Bank in Paris, before joining Midland Bank Group in 1978 to establish its Paris office; former Chairman of the Executive Board of Midland Bank S.A.
- EU market experience:
  - Experience in European fashion and retail as former Chairman and Chief Executive of Jeanne Lanvin and Lanvin Parfums and former board member of Habitat and FNAC; experience in European real estate through Aermont Capital and in former position as Chairman/Chief Executive Officer of Unibail.
- UK market exposure and expertise:
  - Experience investing in real estate and real estate-related opportunities in the UK through Aermont Capital.



MS JULIE AVRANE

MEMBER OF THE AUDIT COMMITTEE
Independent

BORN ON:
June 11, 1971

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1,200

- Graduate of the École nationale supérieure des télécommunications de Paris and of the Collège des Ingénieurs and has an MBA from INSEAD;
- Former Senior Partner with McKinsey & Company in France; and
- Prior to joining McKinsey in France, worked for 2 years as a business analyst in McKinsey's London office from 1995 to 1997, and as a researcher with Bull Honeywell in Boston (US) in 1993 and Cogema (Areva) in 1994.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed companies
- Permanent representative of the Strategic Equity Fund at the Board of Directors of Valeo S.E. (France), and at the Audit and Risks Committee;
- Independent Director of Bureau Veritas S.A. (France), member of its Strategic & Audit and Risks Committees; and
- Independent Director of Exail Technologies S.A. (former Groupe Gorgé S.A.) (France).

Other companies
- Director of Group Monnoyeur S.A.S. (France); and
- Director of Group Crouzet S.A.S. (France);

PREVIOUS MANDATE DURING THE LAST 5 YEARS

- Director of the start-up Cubyn S.A.S. (France).

Further experience:
- Relevant active executive or senior leadership experience:
  - Former Senior Partner with McKinsey & Company in France and member of the committee that elects partners of McKinsey; a Board member of Valeo, Bureau Veritas and Groupe Monnoyeur.
- Financial expertise:
  - Board member of Valeo and member of its Audit and Risks Committee, representative of the Strategic Equity Fund; and
  - Board member of Bureau Veritas and member of its Audit and Risks Committee.
- EU market experience:
  - Served major clients across Europe in high technology, aerospace and defence, transportation and mobility as a Senior Partner with McKinsey & Company in France.
- Digital/e-commerce:
  - 25 years' experience in management consulting, with expertise in digital, corporate strategy, growth, organisation, transformation, mergers and culture and change; projects ranged from large-scale transformations and turnarounds to growth strategies and Industry 4.0; co-led the McKinsey high-tech skills practice worldwide.
- Corporate governance:
  - Extensive experience advising boards of French and international listed companies on governance and strategy at McKinsey & Company.
- Risk oversight and Compliance:
  - Board member of Bureau Veritas, leader in the field of quality, health, safety and environment whose main activities are audit, certification, cyber security and ESG development.
- ESG (competencies in social, environmental, climate and governance matters) and Sustainability:
  - Julie Avrane sits on the Strategic Committee of Bureau Veritas, which manages the Group's ESG topics, and on the Audit&Risk Committees of Valeo and of Bureau Veritas that follow the extra-financial indicators and delivery of such ESG indicators; and
  - She is also co-president of the ESG club of the French Institute of Board Directors (IFA, *Institut Français des Administrateurs*).

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MS CÉCILE CABANIS

VICE-CHAIR OF THE SUPERVISORY BOARD

CHAIR OF THE AUDIT COMMITTEE

Independent

BORN ON:
December 13, 1971

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
2,087

- Deputy CEO of Tikehau Capital S.C.A. since September 1, 2021;
- Former CFO, Technology & Data, Cycles & Procurement, and former Vice-Chair of the Board of Directors and former member of the Executive Committee of Danone SA (listed, France); served in a range of key positions in finance since joining Danone SA in 2004;
- Former Deputy Director Mergers & Acquisitions at France Télécom;
- Began career in 1995 at L'Oréal in South Africa, as logistics manager and head of management control, then in France as an internal auditor; and
- Graduated from the Institut National Agronomique Paris-Grignon as an agricultural engineer.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed companies

- Deputy CEO at Tikehau Capital S.C.A. (France); and
- Independent Director and member of the Audit and Risk committee at Schneider Electric S.E. (France).

Other companies

- Member of the Engagement Supervisory Board of Société Éditrice du Monde S.A. (France);
- Member of the Supervisory Board of Mediawan S.A.S. (France);
- Director at France Medias Monde S.A. (France); and
- Member of the Board of the French Anti-trust Authority (France).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- CFO and member of the Executive Committee of Danone S.A. (France) (listed);
- Vice-Chair of the Board of Directors of Danone S.A. (France) (listed);
- Member of the Supervisory Board of 2MX Organic S.A. (France) (listed) (now Teract S.A., France, listed); and
- Chair of the Audit and Risks Committee of Schneider Electric S.E. (France) (listed).

Further experience:

- Relevant active executive or senior leadership experience:
  - Significant experience in operational management and corporate governance as Deputy CEO at Tikehau Capital S.C.A and CFO and Vice-Chair of the Board of Directors of Danone; extensive independent Director experience in France in a variety of sectors including consumer goods, media and energy.
- Financial expertise:
  - Broad knowledge of the finance function as current Deputy CEO at Tikehau Capital S.C.A., a company specialised in alternative asset management and investment, and as former CFO and non-executive Director at Danone S.A.; and
  - Served in a range of key positions in finance at Danone since 2004, including Corporate Finance Director, head of Business Development and Vice-President Finance for the Fresh Dairy Products division; Chief Financial Officer and member of the Executive Committee from 2015 to 2021; in-depth knowledge of strategic M&A developed as Deputy Director Mergers & Acquisitions at France Télécom.
- Risk oversight and compliance experience:
  - Extensive listed company experience in risk oversight and audit as Director and Chair of the Audit and Risks Committee of Schneider Electric S.E. and member of the Audit Committee of Mediawan S.A.S.
- International experience:
  - Experience in a variety of international and emerging markets as CFO of Danone, a global leader in the food and beverage sector.
- Digital:
  - In-depth experience with digital as Head of Information Systems and Technologies at Danone S.A.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Cécile has an extensive experience in ESG matters as former Chief Financial Officer Technology & Data, Cycles & Procurement at Danone, in charge of strategy, data transformation, sustainability and strategic resources cycle. Cécile was also the sponsor of inclusive diversity for Danone. She led the first listed "entreprise à mission" (Danone); and
  - Currently deputy CEO at Tikehau Capital, where she leads the Human Capital, ESG functions, and impact funds platform.



MR MICHEL DESSOLAIN

MEMBER OF THE AUDIT COMMITTEE

Non-independent

BORN ON:
December 2, 1955

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
37,640[1]

- Holds a Master's degree in Law and is a Graduate of École Spéciale des Travaux Publics du Bâtiment et de l'Industrie and of the Institut de la Construction et de l'Habitat (France);
- Started his career at La Caisse des Dépôts & Consignation as a project manager, then as property expert; he was later appointed as development manager at Habitat;
- Joined Unibail in 1997 as General Manager of the Shopping Centre Division, then became Chief Operating Officer following the merger with Rodamco in 2007;
- Appointed to the Unibail-Rodamco SE Management Board from 2007 to 2012 as Chief Strategy Officer and Co-CEO of Mfi AG (Unibail-Rodamco's German subsidiary) from 2011 to 2015;
- Was Chairman of the French Shopping Centre Council (CNCC) from 2013 to 2017;
- Was Managing Director of the Convention & Exhibition business of Unibail-Rodamco-Westfield SE from 2015 to 2018 then Chief Operating Officer Europe Group from 2018 to 2021; and
- Former Special Advisor to the Chairman of the Management Board of Unibail-Rodamco-Westfield SE in 2021 until March 31, 2022.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- n/a

Other companies/engagements
- Managing Director of Sydes S.A. (Belgium);
- Non-executive Director at Electra S.A.S. (France);
- Non-executive Director at Inmémori S.A.S. (France); and
- Non-executive Director at Besix Red S.A. (Belgium).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- *France*: Chairman of the MB of Uni-Expos, Director of Viparis Holding;
- *Germany*: SB member of Unibail-RodamcoWestfield Germany GmbH, Director of CentrO Management GmbH, Neue Mitte Oberhausen Projektentwicklung Beteiligungs GmbH, Director of CentrO Grundstücksentwicklungs GmbH, CentrO Projektentwicklungs GmbH, CentrO Oberhausen GmbH, SL Oberhausen Beteiligungs GmbH, Mfi AG;
- *Belgium*: Representative of Unibail-Rodamco Belgium N.V. (itself Director of Mall of Europea), and of Unibail-Rodamco Belgium N.V. (itself Director of Mall of Europe), Director of Unibail-Rodamco Belgium N.V.;
- *Australia*: Director of Cavemont Pty. Limited, Westfield Developments Pty Ltd, Westfield R.S.C.F. Management Pty Limited, WCL Finance Pty Limited, Fidele Pty Limited, Westfield America Management Limited, Westfield Corporation Limited;
- *Italy*: Director of Westfield Milan S.p.A.;
- *Spain*: Chairman of Proyectos Inmobiliaros New Visions, S.L., Essential Whites, S.L., Proyectos Inmobiliarios Time Blue, S.L., Unibail Rodamco Steam, S.L.; and
- *UK*: Director of Retail Utilities Solutions Limited, Stratford CCH Limited, Stratford City Car Park Limited, Stratford City JV Business Manager Limited, Stratford City Shopping Centre (N°.1) General Partner Limited, Stratford City Shopping Centre (N°.1) Nominee A Limited, Stratford City Shopping Centre (N°.1) Nominee B Limited, Stratford City Shopping Centre (N°.2) General Partner Limited, Stratford City Shopping Centre (N°.2) Nominee A Limited, Stratford City Shopping Centre (N°.2) Nominee B Limited, Stratford Retail Shopping Centre Investments (N°.1) General Partner Limited, Stratford Retail Shopping Centre Investments (N°.2) General Partner Limited, Stratford Utilities Limited, Westfield Europe Limited, White City Acquisitions Limited, White City Developments Limited.

(1) These 37,640 Stapled Shares are held directly by Mr Dessolain. He also holds 55,000 Stapled Shares through his personal holding company (Sydes S.A.), for a total of 92,640.

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Further experience:

- Relevant leadership experience:
  - Operational and leadership experience as former member of the Management Board of Unibail-Rodamco SE from 2007 to 2012 and Chief Operating Officer Europe of Unibail-Rodamco-Westfield SE from 2018 to 2021; he held several executive positions such as Chief Operating Officer, Chief Strategy & Innovation Officer, Managing Director of Viparis, or Co-CEO of Mfi AG in Germany; and formerly as executive Director at Habitat.
- International experience:
  - Experience in worldwide real estate due to its expertise in Unibail-Rodamco-Westfield shopping centres, which are widely located in Europe, the UK and the US, and also as Head of International Development at Habitat at the start of his career; and
  - Experience as Chief Operating Officer Europe from 2018 to 2021, and member of the Management Board of Unibail-Rodamco SE from 2007 to 2012, and recently as former Special Advisor of to the Chairman of the Management Board of Unibail-Rodamco-Westfield SE; major and recognised player in the field of shopping centres (Continental Europe, UK and US).
- Real estate experience:
  - Extensive real estate experience at Unibail-Rodamco-Westfield from 1997 to 2022; first as Chief Operating Officer, then as Chief Strategy & Innovation Officer and then as General Manager Europe of Unibail-Rodamco-Westfield.
- Public affairs:
  - Significant and long-lasting expertise in communications and government and public affairs, as Chairman of CNCC (2013-2017) (2 mandates) a major player in relations between legislators, operators and tenants in France, and through his interactions with political actors and the various legislative bodies across Europe in his role as Chief Strategy Officer and Chief Operating Officer of Unibail-RodamcoWestfield Group.
- ESG (competencies in social, environmental, climate and governance matters) & sustainability:
  - Extensive responsibility for oversight and reporting all relevant ESG topics as Managing Director of UR-LAB, the Unibail-Rodamco-Westfield Group's research and innovation structure specifically created in 2012 to accelerate the Group global innovation capacity of Unibail-Rodamco-Westfield and Viparis, notably on ESG issues such as carbon footprint reduction;
  - As permanent guest of the Management Board of Unibail-Rodamco-Westfield SE, actively involved in the constant reviews of ESG-related objectives and programmes in interaction with the ESG teams; and
  - On energy transition matters, he suports actively the top management as a Board member of Electra, European ultra-fast chargers development company.
- Finance:
  - Extensive responsibility for oversight and reporting all financial topics as General Manager Europe of Unibail-Rodamco-Westfield. He also managed various financial topics as project manager at La Caisse des Dépôts & Consignation; and
  - As permanent guest of the Management Board of Unibail-Rodamco-Westfield SE, was actively involved in the constant reviews Finance related issues.



Supervisory Board member proposed for renewal at the 2023 General Meeting.

MS SUSANA GALLARDO

GNRC MEMBER
Independent

BORN ON:
December 2, 1964

NATIONALITY:
Spanish

NUMBER OF STAPLED SHARES HELD:
100(1)

- BSc degree in Economics And Politics from Oxford Polytechnic and graduated from IESE Business School (Advance Management Programme); also studied at City of London Polytechnic;
- Chair of the family council of Landon Grupo Corporativo, which is active in real estate, private equity and other financial investments, in addition to its controlling interests in Almirall and Goodgrower;
- Former Director of Abertis (an infrastructure company which owns Sanef), CaixaBank (LaCaixa Group) and Criteria Caixa; former Vice-President of Pronovias; and
- Began her career in finance at Banco de Europa as a money market trader.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- Non-executive Director, and Vice-Chair of the Board of Directors of FL Entertainment N.V. (The Netherlands).

Other companies/engagements
- Chair-elect of the Family Council of Landon Grupo Corporativo (Spain);
- Director of Goodgrower S.A. (Spain);
- Member of the Advisory Board of Universitat International de Catalunya in Barcelona (Spain); and
- Director of the Fundacion Aurea (Spain).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- Director of Abertis Infraestructuras S.A. (Spain);
- Director of Saba Infraestructuras S.A. (Spain); and
- Chair of Fundacion Bienvenido (Spain).

Further experience:
- Relevant active executive or senior leadership experience:
  - Chair of the Family Council of Landon Grupo Corporativo; experience as independent Director in various sectors including banking and infrastructure; 28-year career at Pronovias as Vice-President.
- Corporate Governance/Remuneration:
  - Experience in family office governance and as independent Director of Spanish listed company boards with robust corporate governance practices; former Chair of the Appointments and Remuneration Committee of CaixaBank (LaCaixa Group); former Director of Criteria Caixa and Chair of the Audit Committee.
- Real estate/asset management:
  - Member of the investment committee of her family office for more than 20 years with large investments in real estate, fixed income and equity investments as well as private equity.
- International experience:
  - Significant knowledge of the Spanish and European market through a 29-year career in fashion and investments in European real estate, private equity, pharmaceuticals and healthcare.
- Retail experience:
  - Seasoned executive with 28 years of experience as Vice-President of Pronovias, a leading global bridalwear brand with an extensive international presence in Europe, US and Asia.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Active member since 2014 of the ESG Committee of Abertis, world leader in toll highways, operating in 12 countries. In charge of the reporting to the Board on the general policy, objectives and programmes relating to corporate social responsibility; to ensure the adoption and effective application of the aforesaid corporate social responsibility policy; to monitor the degree of compliance with the same and with corporate social responsibility strategy and practices; and to review the aforesaid policy, ensuring that it is orientated towards value creation. Susana oversees and evaluates the process of establishing relations with the different stakeholders. She coordinates the process of reporting on non-financial information and on diversity, pursuant to the applicable regulations and in line with international reference standards. Responsible of the review and draft the annual Corporate Social Responsibility Report prior to its submission to the Board of Directors; and
  - She recommends the strategy relating to the Abertis Foundation's contributions and subjects them to compliance with the corporate social responsibility programmes adopted by the company.

(1) Ms Susana Gallardo holds 1,950 Stapled Shares, of which 1,850 are held through her personal controlled company (Susanvest S.L.U.).

20231011033836



MS DAGMAR KOLLMANN

GNRC MEMBER
Independent

BORN ON:
July 9, 1964

NATIONALITY:
Austrian

NUMBER OF STAPLED SHARES HELD:
725

- Master's 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); and
- Former MB Chair, Country Head and CEO - Germany and Austria, Morgan Stanley Bank AG (Germany).

OTHER CURRENT FUNCTIONS AND MANDATES

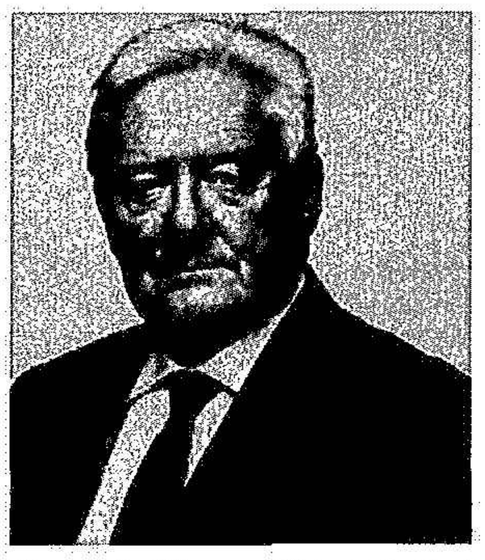
Listed companies
- SB member and AC Chair of Deutsche Telekom AG (Germany);
- Non-executive Director of Coca-Cola Europacific Partners plc (UK); and
- *Non-executive Director and AC Chair of Paysafe Limited* (New York, US).

Other companies
- SB Chair of Citigroup Global Markets Europe AG (Germany); and
- Commissioner of the Monopolies Commission (Germany).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- SB Vice-Chair and AC Chair of Deutsche Pfandbriefbank AG (Germany);
- SB member of Bank Gutmann AG (Austria);
- SB Vice-Chair and AC Chair of HRE Holding AG (Germany); and
- SB member of KfW IPEX-Bank GmbH (Germany).

Further experience:
- Relevant active executive or senior leadership experience:
  - Over 20 years' senior management experience; former CEO of Morgan Stanley Bank AG; through key transactions and M&A deals in consumer, industrial and service sectors, she gained invaluable insights into strategic and tactical challenges of global businesses in transformation.
- Financial expertise:
  - High level of financial expertise gained through various senior management positions in finance and banking, including responsibility for Corporate Finance, Mergers and Acquisitions, Real Estate Advisory and Principal Investments, including IPOs, Secondary Offerings and Debt Capital Markets; extensive experience in valuation, value creation, market positioning and critical success factors for large listed companies.
- Risk oversight and corporate governance experience:
  - Significant experience in risk management as Chair of Audit Committees of Deutsche Telekom AG, Deutsche Pfandbriefbank AG and Hypo Real Estate AG; extensive experience in anti-trust competition regulation in a wide range of segments including but not limited to consumer goods, financial and digital markets as one of 5 Commissioners of the Monopolies Commission in Germany, serving since 2010; detailed work in corporate real estate lending as member of risk and liquidity committees of Hypo Real Estate AG and Pfandbriefbank ("PBB") AG.
- International experience:
  - Multi-national, multi-cultural background; she worked in senior positions in the US, in the UK and Continental Europe, and lived in Asia; extensive experience in executive and non-executive roles in global bulge-bracket financial institutions as well as blue-chip listed and non-listed companies.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability:
  - Extensive expertise in governance, sustainability, diversity, talent and change management, resulting from both executive and non-executive positions over more than 30 years;
  - Extensive responsibility for development and oversight, strategic focus and reporting all relevant CSR topics in Supervisory Boards/Boards of Directors she is or was a member of (Germany, France/Netherlands, UK, US), including detailed work in Presidential, Audit, Nomination, Remuneration, Personnel Committees;
  - Chair of Audit Committees of Deutsche Telekom AG, HRE Holding AG, PBB AG, Paysafe Ltd with responsibility for ESG Reporting;
  - Member of successive global and pan-European Steering Committees for Diversity and Talent Management as well as Change Management at Morgan Stanley; and
  - Co-Development of significant investment funds/specialist advisory to Europe's largest institutional equity investors with focus on sustainability starting in the 1990s.



Term of office as SB member of the Supervisory Board expiring and not proposed for renewal.

MR JOHN MCFARLANE

MEMBER OF THE AUDIT COMMITTEE
Independent

BORN ON:
June 14, 1947

NATIONALITIES:
British and Australian

NUMBER OF STAPLED SHARES HELD:
922[1]

- MA, University of Edinburgh, MBA, Cranfield School of Management. Studied Finance at the London Business School;
- Non-executive Chairman of Westpac Banking Corporation (Australia) (listed);
- Former Executive and Non-Executive Chairman of Barclays plc (UK) (listed);
- Former Executive and Non-Executive Chairman of Aviva plc (UK) (listed);
- Former CEO of Australia and New Zealand Banking Group Ltd (Australia) (listed);
- Former Group Executive Director of Standard Chartered plc (UK) (listed);
- Former non-executive Director of the Royal Bank of Scotland Group (UK) plc (listed);
- Former Head of Citicorp/Citibank (UK);
- Former non-executive Director Capital Radio plc (UK) (listed);
- Former Council member London Stock Exchange (UK) (unlisted); and
- Former Director, Executive or member of various public and private organisations including Economic Research Institute for ASEAN and East Asia, Australian Government Foreign Affairs Council, Australian Government Financial Literacy Board, Australian Government Business Regulation Advisory Group, Australian Business Arts Foundation, Australian Financial Markets Foundation for Children, Australian Graduate School of Management, Business Council of Australia, Australian Bankers Association, Citicorp, Ford Motor Company, Bank of England Financial Law Panel, Auditing Practices Board, The Securities Association.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- Non-executive Chairman of Westpac Banking Corporation (Australia).

Other company
- Non-executive Director of Old Oak Holdings Ltd (UK).

PREVIOUS MANDATE DURING THE LAST 5 YEARS

- Non-executive Chairman of Barclays plc (UK) (listed);
- Non-executive Chairman of TheCityUK (UK) (professional financial organisation);
- Non-executive Director of Westfield Corporation Ltd (Australia) (listed);
- Non-executive Director of Westfield America Management Ltd (Australia) (unlisted); and
- Director of The International Monetary Conference (US) (professional financial organisation).

Further experience:
- Relevant active executive or senior leadership experience:
  - Experienced listed Company Chairman, CEO and Director; he has served the banking and finance sector for 47 years in a number of countries and executive roles, 14 years' experience on listed real estate investment trust boards and as Chairman and Director of various governments and industry bodies.
- Financial expertise:
  - Former executive and non-executive Chairman of Barclays and Aviva and former non-executive Chairman of FirstGroup; senior expert in banking, particularly in bank strategy and the restructuring of major banks following crises.
- Risk oversight and compliance experience:
  - As a non-executive Director of the UK securities regulator and in leading the restructuring of major banks following crises, he had ongoing interaction with governments, central banks and regulators at the most senior levels and gained important insights into governance, risk management and regulation.
- International experience:
  - Diverse international experience, including as CEO of ANZ in Australia; former Board member of the International Monetary Conference and member of the Asia Business Council; former Chairman of the Australian Bankers Association; and former member of the European Financial Services Roundtable, the European Banking Group and the Institut International d'Études Bancaires.
- UK market exposure and expertise:
  - Current non-executive Director of Old Oak Holdings, a boutique investor in the UK; former Chairman of TheCityUK; former member of the UK Financial Services Trade and Investment Board; former Group Executive Director of Standard Chartered and head of Citicorp/Citibank in the UK and Ireland.

(1) Held in the form of Australian Chess Depositary Interests ("CDI") listed on the Australian Securities Exchange. 20 CDIs collectively represent a beneficial ownership interest in 1 Stapled Share.

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Supervisory Board member proposed for renewal at the 2023 General Meeting.

MR RODERICK MUNSTERS

GNRC CHAIRMAN
Independent

BORN ON:
July 19, 1963

NATIONALITIES:
Canadian and Dutch

NUMBER OF STAPLED SHARES HELD:
1,000

- Master's in Economics and Finance, Tilburg University (The Netherlands);
- Current Dutch government appointed member of the Committee overseeing corporate governance standards for Dutch-listed companies (The Netherlands);
- Former Global CEO of Edmond de Rothschild Asset Management S.A. (France);
- Former CEO of Robeco Group N.V. (The Netherlands);
- Former Executive Director and CIO of ABP Pension Fund (The Netherlands) & APG All Pensions Group (The Netherlands);
- Former Managing Director and CIO of PGGM Pension Fund (The Netherlands); and
- Various positions in the Investment Department of N.V. Interpolis Insurance (The Netherlands).

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- n/a

Other companies/engagements
- SB Chair of Athora Netherlands N.V. (The Netherlands);
- SB member of Moody's Investors Service - EU (UK);
- Independent non-executive Director of European Bank of New York Mellon (Belgium); and
- Advisor of the Financial Investments Strategy Committee of Capital Guidance (Switzerland).

PREVIOUS MANDATES DURING THE LAST 5 YEARS

- SB member of PGGM Asset Management (The Netherlands); and
- SB member of Edmond de Rothschild Asset Management S.A. (France).

Further experience:
- Relevant active executive or senior leadership expertise:
  - 25 years of executive and non-executive experience in the financial services industry, as CEO and CIO, in asset management, private equity and real estate; extensive international M&A experience, on both buy and sell side.
- Real estate and asset management experience:
  - Both hands-on and executive experience for over 30 years, with 15 years as CIO at Europe's 2 largest pension funds, ABP and PGGM as CEO of Robeco Group and of Edmond de Rothschild Asset Management, responsible for European asset management companies with a global presence and a large client-base in Europe, the US and Asia; former non-executive Director at Amvest Real Estate and AlpInvest Private Equity Partners.
- Financial expertise (audit, finance):
  - Significant experience with debt and equity markets, from running investment portfolios to capital market teams and currently as an independent non-executive Director at Moody's Investors Service - EU; as a CEO, responsible for audit and compliance in various markets; in-depth knowledge of global financial markets, including various alternative investment strategies; and
  - As former member of the Capital Markets Committee of the Dutch Authority for the Financial Markets (AFM), extensive expertise in financial and capital markets.
- Corporate governance and remuneration expertise:
  - Founding Board member and former Chairman (10 years) of Dutch Institutional Corporate Governance platform; currently a Dutch government appointed member of the Committee overseeing corporate governance standards for Dutch-listed companies; hands-on experience in the design and implementation of new remuneration policies following regulatory and legislative developments.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability expertise:
  - Actively involved in developing and setting sustainability standards and strategy for 20+ years; responsible for the start and implementation of sustainability investing at 2 of Europe's largest pension funds, PGGM and ABP; and
  - As a member of various SBs actively involved in expanding and improving sustainability strategies and reporting.



Supervisory Board member proposed for renewal at the 2023 General Meeting.

MR XAVIER NIEL

GNRC MEMBER
Non-independent

BORN ON:
August 25, 1967

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1[1]

- Founder, main shareholder and former CEO of Groupe Iliad;
- Extensive experience in technology, the Internet and telecommunications industry since the end of the 1980s; and
- Recognised investor in venture capital through the Kima Ventures fund as well as a long-time active real estate and media investor.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed companies
- Director of the Board of Teract S.A. (France); and
- Director of KKR Management LLC (US).

Other companies
- Chairman of the Board of Directors of Groupe Iliad;
- Member of the SB of Mediawan S.A.S.;
- Chairman of NJJ Holding, NJJ Boru, NJJ Immobilier, NJJ Strategy, NJJ Telecom Europe, SE51, NJJ Vosges, Freebox, Iliad Holding, Invest SB and La Compagnie des Immeubles Parisiens;
- Manager (*gérant*) of SCI Paris Grenelle and Elysées Capital;
- Member of the SB of NJJ Boru, of La Société Éditrice du Monde and of Le Nouvel Observateur du Monde;
- Director of Eircom Holdings Ireland Ltd (Ireland);
- Director of Monaco Telecom;
- Director of Salt Mobile AG (Switzerland); and
- Director of Telma Comores Holding (Comores).

PREVIOUS MANDATES DURING THE LAST 5 YEARS[2]

- COO of Iliad S.A.;
- Vice-Chairman of the Board of Directors of Iliad S.A.;
- Member of the Supervisory Board of Le Monde S.A.;
- Chairman of NJJ Animation S.A.S., NJJ Project Four S.A.S., SEHF S.A.S., Golf du Lys Chantilly S.A.S., NJJ Capital S.A.S., NJJ Market S.A.S., NJJ Capital Monaco Acquisition S.A.S., NJJ Indian Ocean S.A.S., NJJ Invest Tel S.A.S., NJJ Media S.A.S., NJJ Suisse Acquisition S.A.S., NJJ Investco S.A.S., NJJ North Atlantic S.A.S., NJJ Project Two S.A.S., NJJ Project Three S.A.S., NJJ Exclusive S.A.S., NJJ Innovation S.A.S., NJJ Presse S.A.S., NJJ Tara S.A.S., NJJ Galway S.A.S., NJJ Télécom S.A.S., NJJ Project Five S.A.S., IT Solutions Factory S.A.S., Kima Ventures S.A.S., Kima Ventures II S. A.S., Sons Holdco S.A.S., Station F S.A.S. and Square Vergennes S.A.S.;
- Manager of OH4S, SCI Light CF and Lagny Immobilier;
- Chairman of the SB of BlackPills S.A.S.;
- Co-Manager of Diderot S.A.S. and Kléber Levallois S.N.C.; and
- Member of the Board of Salt Network S.A. (Switzerland) and Groupe Nice-Matin.

Further experience:
- Relevant active executive or senior leadership experience:
  - Founder and Chairman of the Board of Directors of Iliad S.A., a French telecommunications company that owns the internet provider Free and the mobile operator Free Mobile; involved in the data communications, internet and telecommunications industry since the late 1980s.
- Digital/e-commerce:
  - In 2010, founded Kima Ventures, which is an active early-stage investor that has invested in hundreds of start-up companies around the world; and
  - In 2013, created 42, a school that trains computer specialists in France and the United States; in 2017, opened Station F, a start-up campus located in Paris.
- Consumer products:
  - Through his fully owned private investment vehicle NJJ Holding, has minority stakes in various consumer products companies.
- Real estate/asset management:
  - Member of the Board of Directors of KKR Management LLC, a leading global investment firm that manages multiple alternative asset classes including private equity, energy, infrastructure, real estate and credit.
- EU market exposure and expertise:
  - Through his fully owned private investment vehicle NJJ Holding, owns majority stakes in telecom operators in various countries in Europe.

(1) Based on its own statements, Mr Xavier Niel holds 20,286,422 Stapled Shares through a controlled company Rock Investment, as subsidiary of NJJ Holding. In addition, 15,798,086 Stapled Shares by assimilation are also held by Rock Investment and NJJ Market, subsidiaries of NJJ Holding through financial instruments.
(2) In companies domiciled in France, unless specifically mentioned if abroad.

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MS ALINE SYLLA-WALBAUM

GNRC MEMBER
Independent

BORN ON:
June 12, 1972

NATIONALITY:
French

NUMBER OF STAPLED SHARES HELD:
1,057

- Graduate of HEC Business School, Institut d'Etudes Politiques de Paris and École Nationale d'Administration;
- General Manager Europe & Strategic projects at Chaumet S.A. (France) since January 2022;
- Former Global Managing Director (Luxury) of Christie's from 2014 to 2021;
- Former Managing Director of Christie's France from 2012 to 2014;
- Former Deputy Chief Executive Officer of Development at Unibail-Rodamco from 2009 to 2012;
- Former Chief Advisor for Culture and Media Affairs to the office of the French Prime Minister from 2007 to 2008;
- Former Deputy Executive Director, Director of Cultural Development at the Louvre museum from 2002 to 2007; and
- Started career as an Inspector of Finance at the French Ministry of Economy and Finance in 1999.

OTHER CURRENT FUNCTIONS AND MANDATES

Listed company
- N/A

Other companies
- Director of Musée National des arts Asiatiques Guimet (France); and
- Chair of the Supervisory Board of Société Éditrice du Monde S.A. (France).

PREVIOUS MANDATE DURING THE LAST 5 YEARS

- SB member of Lagardère SCA (France) (listed);
- Director of Musée d'Orsay (France);
- Vice-Chair of the Board of Directors of Orchestre de Paris (France);
- Director of Louvre-Lens museum (France); and
- Director of Institut Imagine (France).

Further experience:
- Relevant active executive or senior leadership experience:
  - Operational and leadership experience as Global Managing Director (Luxury) of Christie's; former member of the Supervisory Board, Audit Committee and the Appointments, Remuneration and ESG Committee at Lagardère S.C.A. (2014 to 2020).
- International experience:
  - Experience in worldwide luxury markets (jewellery, watches, wine and handbags) in her current role as General Manager Europe & Strategic projects at Chaumet and at Christie's, in her former role as Global Managing Director - Luxury, based in Paris (previously in London), and former role as Managing Director of France.
- Real Estate experience:
  - Extensive real estate experience at Unibail-Rodamco from 2009 to 2012, first as Director of External Affairs and Strategy and then as Deputy Chief Executive Officer of Development.
- Digital/e-commerce:
  - Experience in Christie's digital transformation strategy and investment in digital initiatives, including an expansion of its e-commerce platform.
- Public affairs:
  - Significant expertise in communications and government and public affairs.
- ESG (competencies in social, environmental, climate and governance matters) and sustainability expertise:
  - Environmental & Climate: at URW, in charge of institutional communication re ESG, supervision of Investor relations re ESG, as Deputy CEO of URD, environmental certification of development projects (LEED, BREEAM);
  - Social: member of the Lagardère GNRC covering talent development, succession planning, diversity, remuneration policy and best practices ; at Christie's, co-Lead of the Global Diversity and Inclusion internal committee. At Chaumet, lead for Engagement projects and involved in the Responsible Jewellery council assessment; and
  - Governance: member of the Lagardère Audit committee hence supervising compliance, risk assessment and subsequently member of the GNRC overseeing the complete scope of Governance.

3.2.2.1.3 DIVERSITY POLICY OF THE SUPERVISORY BOARD MEMBERS

The Supervisory Board ("SB") annually considers its own composition considering many elements.

As part of its annual assessment, the GNRC and the SB conduct a review of SB member profile to ensure that the SB is able to fulfil its responsibilities and obligations in the best possible conditions. The profile reflects the desired composition of the SB, in particular about the strategy pursued by the Group and the objectives to be achieved (including through the SB succession plan) in order to form and maintain a predominantly independent SB, distinguishing itself by the diversity of its members in terms of gender, age and nationality, as well as their skills, expertise and experience.

The SB and the GNRC consider that SB members collectively have the right balance of skills, expertise, and experience to ensure effective oversight of activities and to provide relevant advice to the Management Board to fulfil their obligations in the interest of the Company. As part of the especially evaluation conducted in 2022, the SB has initiated a reflection to enrich in the mid-term perspective its composition with profiles bringing particular skills in ESG/sustainability, cyber security or digital.

A. SIZE OF THE SB

In accordance with the law, the SB has between 8 and 14 members. The SB considers that the current number of 10 members is relevant for the Company and allows for optimum functioning with a target size almost constant over the last years (between 9 and 10 members on average). The SB wishes to have enough members to have diverse profiles, with eclectic perspectives and horizons while preserving a real proximity between its members, allowing quality of discussions and agility essential in its proper functioning. As of December 31, 2022, the SB comprises 10 members.

B. AGE/SENIORITY

The SB shall monitor during discussions on (i) the SB succession plan, (ii) the typical profiles/competencies of SB members as established in its Charter and (iii) the SB evaluation, to respect a diversity in the age of its members and in the desired average target age. This approach is consistent with the statutory age limit of 75 and the age limit of less than 70 for up to two-thirds of SB members.

In particular, in 2022, when establishing the criteria to conduct the search for potential candidates to replace Mr Léon Bressler and Mr John McFarlane, the SB members, upon the recommendation of the GNRC, wanted to focus the search on a candidate able to hold at least 2 terms (3 years) as SB Chair.

	As at December 31, 2022
Average age of SB members	60 years
Average seniority of SB members	3.1 years

C. DIVERSITY (GENDER, NATIONALITY AND CULTURE)

The SB composition seeks a balanced representation of women and men. In accordance with Article L. 22-10-3 paragraph 1 of the Commercial Code, the proportion of the members of the SB of each sex must be at least 40%. At year-end 2022, the SB has an equal parity with 50% of women and 50% of men. The SB shall be composed of profiles of different nationalities in order to have broad and multi-cultural points of view especially with natives of countries in which the Group operates.

	As at December 31, 2022
Proportion of women	50%
Proportion of men	50%
Number of nationalities within the SB	7

D. SKILLS OF THE SUPERVISORY BOARD MEMBERS

The SB has identified 9 skills, experiences and expertise essential to best carry out its supervisory role as well as its duties, in light of the nature and scope of the international operations of the Group, the Group's strategy for the medium and long-term and the related risks:

- **Experience in international or local markets** due to the Group's flagship shopping centre portfolio, particularly across Continental Europe and the UK;
- **Expertise in Finance**, including audit, financing/banking or tax expertise, the Company's operations involve complex financing transactions, debt management and refinancing in different countries and currencies, and the monitoring of tax and accounting measures.
- **Experience in Leadership** in a company in France or abroad with a significant size is crucial to understand the challenges the Group has to face, as part of the CAC40;
- **Experience in retail, real estate and asset management** to understand and challenge the Group's strategy, including real estate development, investment, leasing, and asset management;
- **Expertise in restructuring/disposals/divestments** is a priority for the Group given the focus on deleveraging;
- **Expertise in ESG/sustainability**, essential because of the place of environmental and societal matters that are at the heart of the Group's strategy, as a lever for progress and as an element of competitiveness;
- **Expertise in digital/e-commerce** to support and understand the development of the digital strategy in the Group's assets, and to understand all challenges associated with the evolution of e-commerce and digital as opportunities and growth drivers;
- **Expertise in risk/compliance** to oversee and advise on risk structure and management, compliance, internal control systems, and to ensure adequate risk management policies are in place; and
- **Expertise in Corporate Governance/Remuneration** to maintain a high level of corporate governance requirements, in particular, executive compensation.

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SUPERVISORY BOARD MEMBER EXPERIENCE MATRIX

Skills/experience	Léon Bressler[1]	Julie Avrane[1]	Cécile Cabanis[1]	Michael Dessolain[1]	Susana Gallardo[2]	Dagmar Kollmann[2]	John McFarlane[1]	Roderick Munsters[2]	Xavier Niel[2]	Aline Sylla-Walbaum[2]	%
Executive or Board member	•	•	•	•	•	•	•	•	•	•	100
Retail/real estate/asset management	•		•	•	•	•	•	•	•	•	90
Finance/audit	•	•	•	•		•	•	•	•		80
ESG/ sustainability		•	•	•	•	•		•		•	70
Digital/ e-commerce		•	•	•					•	•	50
Corporate Governance and Remuneration	•	•	•			•		•	•		60
Risks/ Compliance		•	•			•	•	•		•	60
Restructuring/ disposable/ divestments	•	•	•	•		•	•		•		70
International experience	•	•	•	•	•	•	•	•	•	•	100

(1) Audit Committee.
(2) Governance, Nomination and Remuneration Committee.

E. INDEPENDENCE ANALYSIS OF SUPERVISORY BOARD MEMBERS

INDEPENDENCE PROCEDURE AND CRITERIA

Every year, the GNRC and the SB carry out an in-depth independence analysis of each SB member pursuant to the criteria of the Afep-Medef Code and specific supplementary criteria as detailed below. Those criteria are included in the SB Charter.

	Afep-Medef Code independence criteria
1	Not an employee or executive officer of the Company, or an employee, executive officer or Director of its parent or of one of its consolidated subsidiaries, and has not been one during the previous 5 years.
2	Not an executive officer 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 5 years) executive officer of the Company is a Director.
3	Not (nor directly or indirectly) linked to a customer, supplier, investment or commercial banker or consultant: (i) that is material to the Company or its Group, or (ii) for which the Company or its Group represents a significant part of the entity's activity. Materiality analysis: examine, for both entities when possible, the financial relationship, the continuity over time, the intensity of the relationship and the position of the SB member in the Company.
4	Not related by close family ties to an executive officer of the Company.
5	Not an auditor of the Company within the previous 5 years.
6	Not a member of the Supervisory Board of the Company for more than 12 years.
7	Has not received any personal financial remuneration from the Company, including any remuneration related to the performance of the Company (no STI or LTI), other than the compensation received as a SB member.
8	Not representing any major shareholder of the Company (>10%).
	Specific SB Charter criteria
9	Not a Director of a company in which an MB member of the Company holds a Director role (which they are therefore responsible for controlling) (cross ties).
10	Has not temporarily managed the Company during the preceding 12 months while members of the MB were absent or unable to fulfil their duties.

When any kind of business relationship exists (criterion no.3), a further quantitative and qualitative analysis is conducted by the GNRC on a case-by-case basis to analyse the significance of the relationship with relevant criteria taken into account the nature and type of business and to assess the independence of that particular member of the SB.

MEMBER INDEPENDENCE ANALYSIS AS AT DECEMBER 31, 2022

80% of the SB members, i.e. 8 of the 10 members have been qualified as independent by the SB as at December 31, 2022.

At its meeting on March 9, 2023, the SB conducted an independence analysis of each of its members in accordance with the 10 criteria, for which the outcomes are detailed below:

As at 31/12/2022	Criterion 1 Not an employee or executive officer with the previous 5 years	Criterion 2 No crossed mandates	Criterion 3 No significant business relationship (details then after)	Criterion 4 No close family ties	Criterion 5 Not an auditor of the company within the previous 5 years	Criterion 6 Not a member of the SB for more than 12 years	Criterion 7 Not received personal financial remuneration from the company (no STI or LTI)	Criterion 8 Not representing any major shareholder of the company (>10%)	Criterion 9 No crossed links with the MB	Criterion 10 Not representing a MB within the previous 12 months	Qualification determined by the SB
Mr Léon Bressler[1]	✓	✓	✓	✓	✓	2.1	✓	✓	✓	✓	Independent
Ms Cécile Cabanis[1]	✓	✓	✓	✓	✓	2	✓	✓	✓	✓	Independent
Mr Roderick Munsters[2]	✓	✓	✓	✓	✓	5.6	✓	✓	✓	✓	Independent
Ms Julie Avrane[1]	✓	✓	✓	✓	✓	2	✓	✓	✓	✓	Independent
Mr Michael Dessolain[1]	⊘	✓	✓	✓	✓	0.6	⊘	⊘	✓	✓	Non-independent
Ms Susana Gallardo[2]	✓	✓	✓	✓	✓	2.1	✓	✓	✓	✓	Independent
Ms Dagmar Kollmann[1]	✓	✓	✓	✓	✓	8.5	✓	✓	✓	✓	Independent
Mr John McFarlane[1]	✓	✓	✓	✓	✓	4.5	✓	✓	✓	✓	Independent
Mr Xavier Niel[2]	✓	✓	✓	✓	✓	2.1	✓	⊘	✓	✓	Non-independent
Ms Aline Sylla-Walbaum[2]	✓	✓	✓	✓	✓	1.6	✓	✓	✓	✓	Independent
Independence rate											**80% (8/10)**

(1) Audit Committee.
(2) Governance, Nomination and Remuneration Comittee.

Upon the recommendation of the GNRC, the SB qualified 8 SB members as independant and qualified Mr Dessolain and Mr Niel as non-independent members.

Regarding Mr Niel, based on his own statement, he held directly or indirectly a significant part of the share capital and voting rights of the Company, i.e. 14.62% of the share capital through a controlled company (Rock Investment) and 8.4% of the share capital through assimilation or derivatives therefore, the SB confirmed that Mr Niel did not meet criterion N°.8, representing more than 10% of the Company's capital.

Regarding Mr Dessolain, the SB noted that he did not meet criteria N°.1, 7 and 8, having been an employee of URW until March 2022, receiving remuneration in this respect, and having been proposed by a major shareholder of the Group.

INDEPENDENCE ANALYSIS OF THE CHAIRMAN OF THE SUPERVISORY BOARD, MR LÉON BRESSLER

The French Financial Markets Authority ("AMF") recommends that the independence of an SB Chairman be justified in detail. In a dual corporate governance structure in which the SB's role is to exert oversight and control over the actions of the MB, and governed by a principle of non-interference in the executive duties of the MB, the risks of a conflict of interest are limited. A specific quantitative and qualitative independence analysis was conducted for Mr Léon Bressler, SB Chairman. While Mr Léon Bressler is the Managing Partner of Aermont Capital, a significant shareholder of the Group, the Aermont Capital position is well below the threshold of 10% that could impact independence pursuant to the SB Charter as well as the Afep-Medef Code.

Other than as a non-executive Chairman of the SB and AC member, he has no relationship of any kind with the Group or its management. Although he was previously CEO of Unibail (now URW) until 2006, this does not affect his independence, since, in accordance with the Afep-Medef Code, this position ended more than 5 years ago. Moreover, as SB Chairman in a two-tier governance structure, Mr Léon Bressler has no executive function and is not involved in day-to-day operations nor the operational decisions of the Group. He has not received personal financial remuneration, including any remuneration in the form of shares nor any remuneration related to the performance of the Group (no STI or LTI), from the Group, nor compensation for his duties as SB Chairman and AC member (i.e. one symbolic euro per year on his demand).

Accordingly, upon the recommendation of the GNRC, the SB concluded that Mr Léon Bressler is independent.

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INDEPTH ANALYSIS OF THE BUSINESS RELATIONSHIP

A quantitative and qualitative detailed analysis of the business relationship was carried out by the GNRC, then presented to the SB, to assess the independence of Mr Léon Bressler, given his role as SB Chairman, and of Ms Julie Avrane, Ms Cécile Cabanis, Ms Dagmar Kollmann, Mr Roderick Munsters and Mr Xavier Niel given their other roles outside the Group.

There is no direct or indirect business relationship between URW Group and respectivelly, Mr Michel Dessolain, Ms Susana Gallardo, Mr John McFarlane and Ms Sylla-Walbaum hence, no further detailed assessment was made on this criterion N°.3.

In assessing whether an SB member is independent in accordance with the Afep-Medef Code and the SB Charter, one criterion (criterion n°3) to be fulfilled is that an SB member must not be a customer, supplier, investment banker or commercial banker that is material for the URW Group; or for which the URW Group represents a significant part of the entity's activity.

In accordance with AMF requirements and the Afep-Medef Code, in considering the materiality, the SB shall examine the financial relationship between URW and the specific entity for which the SB member held a mandate, when possible, in absolute and relative amounts, the continuity in duration and intensity of the relationship and the position of the SB member in the company, the legal entities signing contracts and the number of stores and the percentage it represented out of all stores in the consolidated Group portfolio in 2022.

ANALYSIS OF MS JULIE AVRANE'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Ms Julie Avrane as at December 31, 2022.

After verification, it is noted that URW does not have any business relationships with Valeo, Exail Technologies and Group Crouzé. URW does have business relationships with Bureau Veritas and Monnoyeur Group.

Monnoyeur Group

The IT and Development teams have a license with Trimble, an IT tool that is distributed by Arkance, a subsidiary of Monnoyeur. The original agreement was executed in 2015 and renewed in 2019, and represents less than 0.3% of spending on IT of the Group in 2022.

In addition, Ms Avrane's independence has also been qualitatively analysed.

Specifically, (i) she is not and has never been an employee or executive director of URW or Monnoyeur Group, nor of one of their consolidated subsidiaries; (ii) she is not implicated in the day-to-day operations nor the operational decisions of the companies; (iii) and discussions on a specific service contract terms and negotiations never rise to the SB level.

Bureau Veritas

The relationship has been in place since at least 2014 for contracts for asbestos cleanup, since 2011 for HSE audits in France, since 2019 for audits in Europe, from 2020 for "Health and Safety place" audit. The 2022 total fee represents less than 1% of URW's total spending on service charges in 2022.

In addition, Ms Avrane's independence with respect to Bureau Veritas has also been qualitatively analysed.

Specifically, (i) she is not and has never been an employee or executive director of Bureau Veritas and URW, nor of one of their consolidated subsidiaries; (ii) she is not implicated in the day-to-day operations nor the operational decisions of the companies; (iii) and discussions on a specific service contract terms and negotiations never rise to the SB level.

Given the foregoing, the business relationship between URW, Bureau Veritas and the Monnoyeur Group is qualified as non-material. Therefore, based on the work for the GNRC, the SB concluded that Ms Julie Avrane is independent with respect to this criterion N°3.

ANALYSIS OF MS CÉCILE CABANIS' BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Ms Cécile Cabanis as at December 31, 2022.

After verification, it is noted that URW does not have any business relationships with Tikehau Capital, Mediawan, Société Editrice du Monde and France Medias Monde. URW does have a business relationship with Schneider Electric.

Schneider Electric

The relationship has been in place since at least 1998, (i) Schneider Electric is used as an energy broker in very few URW Group centres in 2022; (ii) URW does not pay Schneider Electric a direct fee; a negotiated broker rate was established which is included in supply contracts as part of the respective energy rates; (iii) and the 2022 total fees are marginal vs. URW's total spending on service charges in 2022.

In addition, Ms Cabanis's independence has also been qualitatively analysed.

Specifically, (i) she is a non-executive of Schneider Electric and of URW SE; (ii) she is not and has never been an employee or executive director of the Groups, and is not implicated in the day-to-day operations nor the operational decisions of the companies; (iii) and the contracts between the companies are entered into between subsidiaries of each group and not at the parent level.

Given the foregoing, the business relationship between URW and Schneider Electric is qualified as non-material. Therefore, based on the work for the GNRC, the SB concluded that Ms Cécile Cabanis is independent with respect to this criterion N°3.

ANALYSIS OF MS DAGMAR KOLLMANN'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Ms Dagmar Kollmann as at December 31, 2022.

After verification, it is noted that URW does not have any business relationship with Paysafe Ltd.

URW does have business relationships with Deutsche Telekom, Coca-Cola Europacific Partners and Citigroup Global Markets Europe.

Deutsche Telekom AG

As at December 31, 2022, the number of stores within URW portfolio is not significant, representing less than 1% of the total stores of URW Group. The Business relationship began in 1999.

In addition, Ms Kollmann's independence has also been qualitatively analysed.

Specifically, (i) she is a non-executive SB member of Deutsche Telekom and of URW SE; (ii) she is not and has never been an employee or executive director of the Groups and is not implicated in the day-to-day operations nor the operational decisions of the companies; (iii) the lease contracts between the companies are entered into between subsidiaries of each group and not at the parent level; (iv) and discussions on specific lease terms and negotiations never rise to the SB level, therefore, she does not participate in negotiations nor have an impact on any negotiations between the entities.

Coca-Cola Europacific Partners plc ("Coca-Cola")

URW does not typically work with brands directly, rather coordinating with their advertising agencies. All contracts in 2022 were signed and negotiated between URW subsidiaries and Coca-Cola's various advertising agencies, (i) these brand experience contracts are typically of limited duration; (ii) Coca-Cola has a long-term brand partnership in place since 1996, with a renewable 5-year term; and (iii) the 2022 total fees were marginal vs. the total fees received in commercial partnerships.

In addition, Ms Kollmann's independence has also been qualitatively analysed.

Specifically, (i) she is a non-executive SB member of Coca-Cola and of URW SE; (ii) she is not and has never been an employee or executive director of the Groups and is not implicated in the day-to-day operations nor the operational decisions of the companies; (iii) and the contracts are entered into between subsidiaries of URW, and not at the parent level neither SB level, and in the case of Coca-Cola, via its PR agency.

Citigroup Global Markets Europe AG

Citigroup Global Markets Europe AG is the European subsidiary of Citigroup. URW first worked with Citigroup in 2018. URW occasionally signs bond issuance mandate letters with Citigroup Global Market AG, but not in 2022.

Given the foregoing, the business relationships between URW, Citibank Global Markets Europe, Deutsche Telekom and Coca-Cola is qualified are non-material. Therefore, based on the work for the GNRC, the SB concluded that Ms Dagmar Kollmann is independent with respect to this criterion N°3.

ANALYSIS OF MR RODERICK MUNSTERS'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Mr Roderick Munsters as at December 31, 2022.

After verification, it is noted that URW does not have any business relationships with Athora Netherlands NV and New York Mellon. URW does have a business relationship with Moody's.

Moody's

URW first worked with Moody's Investors Service in 2010, well before Mr Munsters joined the SB of either entity. The service fees paid by the Group to Moody's are marginal compared to each group's total service fees expenses/revenues or total turnover, Moody's being one of two ratings agencies of the Group. Mr Munsters is not involved in the rating agencies selection process, (i) discussions on the contract terms and conditions and their negotiation never rise to the SB level of either company; (ii) Moody's has a "Director and Shareholder Affiliation Policy" which ensures that ratings of any Company or any pending actions are not discussed at the SB level; and (iii) the rating agencies topics are typically discussed in detail at AC level, in which Mr Munsters does not participate.

Given the foregoing, the business relationship between URW and Moody's is determined to be non-material. Therefore, based on the work for the GNRC, the SB concluded that Roderick Munsters is independent with respect to this criterion N°3.

ANALYSIS OF MR XAVIER NIEL'S BUSINESS RELATIONSHIP

An in-depth analysis was conducted given the mandates held by Mr Xavier Niel as at December 31, 2022.

After verification, it is noted that URW does not have any business relationship with Teract, KKR Management and Mediawan. URW does have a business relationship with Groupe Iliad.

Groupe Iliad (Free 5G)

As at December 31, 2022, the number of stores within URW portfolio is not significant, representing less than 1% of the total stores of URW Group. The Business relationship began in 2013.

Specifically, URW has relationships with Groupe Iliad as a service provider and as a tenant. Since 2015, Free has antennas contracts in some URW shopping centres. The contracts are typically for 5-year terms, renewable. In 2022, Free had antenna contracts in very few of URW Group Centres, and the 2022 total fees are marginal vs. the total fees received in commercial partnerships. With respect to both companies, the total fees paid are marginal compared to each group's total service fees expenses/revenues or total turnover. Discussions on the contract terms and conditions and their negotiation never rise to the SB level of either company and Mr Niel does not participate in discussions and does not have an impact on the relationship between the entities.

Given the foregoing, the business relationship between URW and Groupe Iliad/Free 5G is determined to be non-material. Therefore, based on the work for the GNRC, the SB concluded that Mr Xavier Niel is independent with respect to this criterion N°3.

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F. EMPLOYEE OR EMPLOYEE SHAREHOLDER REPRESENTATION ON THE SUPERVISORY BOARD

Pursuant to Article L. 225-79-2 of the French Commercial Code, companies above certain thresholds must provide for employee representatives within their Supervisory Board. Likewise, pursuant to Article L. 225-71 of the French Commercial Code, listed companies whose shares held by employees account for more than 3% of the share capital are required to appoint one or several employee shareholder representatives to their SB. At December 31, 2022, the Unibail-Rodamco-Westfield Group remains below the above mentioned thresholds.

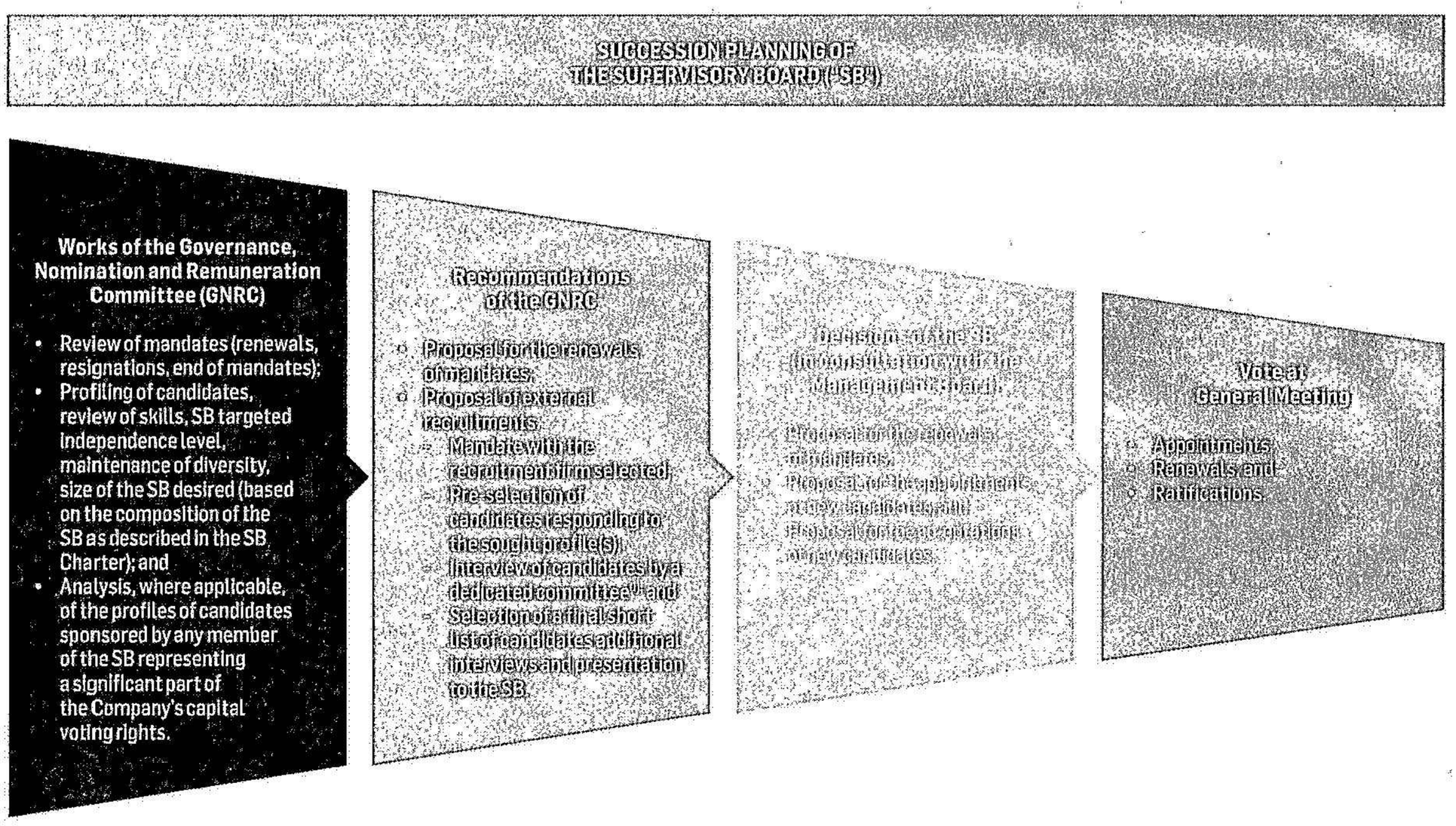
Although the Company is not subject to the legal obligations regarding employee representation on the SB, the Group is committed to employee dialogue and works with employee representatives. In addition, since 2009, the European Employees Committee ("EEC") has received information regarding the Group's economic situation and has discussed all issues regarding the Group's employees, including Group strategy, strategic transaction, ESG policy and working conditions. This body is also a forum for the exchange of best practices within the countries. Various meetings are organised by the Group with the works councils and trade unions.

3.2.2.1.4 SUCCESSION PLANNING OF THE SUPERVISORY BOARD

Succession planning is key to the long-term competitiveness and growth of the Company. Departure or incapacity of key people from top management (MB and Executive Committee) and from the SB is an identified risk factor for the Company.

The SB succession planning is discussed at least annually to ensure proper rotation of members in terms of foreseeable departures as well as to anticipate any unforeseen departures.

SUPERVISORY BOARD SUCCESSION PLANNING AND SB MEMBER CANDIDATE SELECTION PROCESS



(1) GNRC members and CEO/CRSO; and SB Vice-Chair when dealing with the SB Chair recruitment.

As every year, the SB succession plan has been reviewed in order to remain proactive and operational in its implementation under all circumstances.

In the run-up to the 2023 General Meeting, 5 terms are expiring due to the appointments made in 2020 in a particular context that has upset the staggering of terms. The GNRC initiated the process well in advance regarding the SB renewals, enriched by the results of the annual SB assessment.

At the 2023 General Meeting, Mr Léon Bressler and Mr John McFarlane will have reached the statutory age limit (75 years) not allowing them to continue respectively their duties as SB Chairman and member of the SB.

In order to anticipate this deadline, and as the SB Chair succession is a major challenge for the Group, as of January 2022, the GNRC has initiated a specific process for the search and selection of candidates able of being proposed to the 2023 General Meeting and in the capacity to respectively chair the SB and sit as SB member with the qualifications sought.

At the 2023 General Meeting, in addition to the mandate of Mr Léon Bressler, the mandates of Ms Susana Gallardo, Mr John McFarlane, Mr Roderick Munsters and Mr Xavier Niel will expire. After discussions, the GNRC has decided to propose the renewal of the mandates of Ms Susana Gallardo, Mr Roderick Munsters and Mr Xavier Niel.

In order to have a proper staggering of terms of mandates, it will be proposed to appoint Ms Susana Gallardo for 1 year, instead of 3 years for the other proposals. Upon this recommendation, the SB approved the proposed renewals of mandates of Ms Susana Gallardo, Mr Roderick Munsters and Mr Xavier Niel.

In order to be accompanied in the search for candidates for the replacements of Mr Léon Bressler and Mr John McFarlane, upon recommendation of the GNRC, the SB decided to appoint a recruitment firm to identify 2 candidates for the SB (one of which would be proposed for the SB Chair position) at the 2023 General Meeting.

SELECTION OF THE RECRUITMENT FIRM

At the GNRC and SB meetings of March 3, 2022, the SB established the recruitment firm's selection process (timeline and scoring grid). 3 recognised firms were solicited. In order to implement and follow the roadmap established by the SB, a selection committee composed of the Chairman of the GNRC, the CEO, the CRSO, the Group General Counsel, and the SB Secretary was specially constituted. The SB Vice-Chair was also involved in this process. The CEO was informed of the progress of the selection process and then involved once the 2 finalist firms had been identified.

At its July 27, 2022 meeting, upon recommendation of the GNRC, having heard the findings of the selection committee, the SB retained Egon Zehnder to conduct the search for the 2 SB candidates.

IMPLEMENTATION OF THE SB CHAIR'S SUCCESSION PLAN

During the various discussions on the succession plan of the SB Chair as predefined, despite the undeniable qualities and skills of each SB member, the SB has decided to recruit a candidate from outside the SB to replace Mr Léon Bressler as SB Chair.

Accordingly, the SB, upon the proposal of the GNRC, defined a detailed profile of the skills and experiences sought for the future SB Chair, and subsequently, in the presence of the recruitment firm, finalised the ideal profile for the said candidate during a dedicated working session in September 2022. On this occasion, the GNRC notably validated a grid of key competencies, including a solid experience as a former CEO and/or investor of international reknown, an excellent knowledge of commercial real estate and the recognition of its peers. Beyond being independent, the ideal candidate will have to show a strong motivation, a sharp entrepreneurial spirit, an ability to mobilise, and above all to support and challenge the MB in particular on the strategy and future activities of the Group in the medium and long term. It was also considered essential that the candidate be able to devote himself fully to this mandate. Particular attention was paid to the place of residence and to other mandates/functions exercised elsewhere. Finally, the defined profile indicated an age of the SB Chair allowing to carry out at least two 3-year term mandates.

CANDIDATE SELECTION

In September 2022, the recruitment firm submitted a list of candidates corresponding to the defined profile to the GNRC and the SB Vice-Chair. Following discussions, the GNRC selected a short-list of candidates to meet with the GNRC Chairman, the SB Vice-Chair and 2 GNRC members. In December 2022, after hearing the interviews findings, the SB, upon recommendation of the GNRC, selected the finalists. The SB Chairman, 2 SB members and the CEO met with these finalists.

During the GNRC meeting held mid-January 2023, after discussions on the profiles and experiences of the selected finalists, in the presence of the recruitment firm, the GNRC pre-selected 2 finalists for the role of SB Chair. Interviews were held with several SB members, including the SB Chairman, the SB Vice-Chair and the GNRC Chairman, as well as with the CEO.

At its meeting on February 7, 2023, the GNRC discussed thoroughly and recommended the nomination of Mr. Jacques Richier as a member of the SB (and able to take the SB Chair position) at the 2023 General Meeting.

At its meeting held on March 9, 2023, the SB decided to submit to the vote of the next May 11, 2023 GM the appointment of Mr Jacques Richier as a member of the SB who would take the position of SB Chair.[1]

TRANSITION AT SB CHAIRMANSHIP

From the March 9, 2023, SB meeting, in order to ensure an efficient transition and integration, without prejudging his appointment by shareholders, Mr Jacques Richier attended as a guest at meetings of the AC and the SB under strict confidentiality rules, and was able to attend customised onboarding and training programmes. In this perspective, he met with key managers to discuss the specificities of the Group and the various challenges it will face in the coming years. Numerous visits of assets are scheduled. Several meetings were also held with the current SB Chair and various SB members to ensure a smooth and optimal transition.

JOHN MCFARLANE'S SUCCESSION

In parallel with the succession of the SB Chair, the GNRC also implemented the succession planning of Mr John McFarlane, the latter having reached the statutory age limit. In order to have a composition of the SB in line with the desired diversity of the SB (gender, independence and skills), the search for the second candidate was finalised after having determined the SB Chair candidate. The selected profile corresponded to a candidate with expertise in retail/real estate, European but not French, expert in finance, and former CFO, with competences in cybersecurity and/or sustainability.

The GNRC has established a committee to (i) review the list of candidates presented at the February 7, 2023, GNRC meeting, (ii) identify a short list of the most relevant candidates, and (iii) interview these candidates, in close contact with the recruitment firm. Interviews were therefore arranged with the committee members, i.e., the Vice-Chair of the SB, the GNRC Chairman and an SB member.

(1) For detailed biography and independence analysis, please refer to the 2023 Notice of Meeting, paragraphs 3B and 3C.

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3.2.2.2 SUPERVISORY BOARD FUNCTIONNING

The functioning of the Supervisory Board ("SB") is governed by the Company's Articles of Association and the SB Charter whose main provisions are described in section 7.6 and are available on the Company's website.

3.2.2.2.1 SUPERVISORY BOARD MEETINGS IN 2022

In 2022, the SB held 7 meetings (including one ad hoc meeting) and 2 specific full days dedicated to the Group's strategy (strategic retreat).

ATTENDENCE OF MEMBERS TO SUPERVISORY BOARD AND COMMITTEE MEETINGS

SB members	SB 7 meetings	AC 5 meetings	GNRC 5 meetings
Mr Léon Bressler	86% (6/7)	80% (4/5)	-
Ms Cécile Cabanis	100% (7/7)	100% (5/5)	-
Mr Roderick Munsters	100% (7/7)	-	100% (5/5)
Ms Julie Avrane	100% (7/7)	100% (5/5)	-
Mr Michel Dessolain (mandate started on May 11, 2022)	100% (4/4)	100% (2/2)	-
Ms Susana Gallardo	100% (7/7)	-	100% (5/5)
Ms Dagmar Kollmann	100% (7/7)	-	80% (4/5)
Mr John McFarlane	100% (7/7)	100% (5/5)	-
Mr Xavier Niel	100% (7/7)	-	100% (5/5)
Ms Aline Sylla-Walbaum	86% (6/7)	-	100% (5/5)
Average attendance rate	97%	96%	96%

The member attendance rate was 97% for all SB meetings in 2022, including ad hoc and regular meetings.

The members of the SB were systematically informed of the work and recommendations of the 2 specialised committees and the work of the Statutory Auditors. The minutes and documents of all meetings of the AC, the GNRC and the SB are exclusively and systematically made available through a highly secure digital platform.

The SB members who were not able to participate in all the meetings of the SB and the Committees were able to examine the subjects dealt with and the minutes of the meetings via the secured platform where all documents are made available for each meeting, and contact the MB for any request on a particular subject.

3.2.2.2.2 STRATEGIC RETREAT

Once a year, the SB and MB typically take the opportunity to visit assets in a country where the Group operates to discuss strategic matters, competition and market developments in-depth, and to interact directly with the local management teams. In 2022, the SB travelled to Amsterdam (The Netherlands) to meet with local teams, visit the Group's assets and meet with the management of a brand operating in its centres. In 2022, the SB and the Management Board focused on divestment projects related to the Group's debt reduction, digital strategy and marketing issues, and the Group's new action plan on ESG and sustainability. Throughout 2022, in-depth discussions were held on the Group's strategic objectives, challenges and opportunities.

3.2.2.2.3 EXECUTIVE SESSIONS (MEETINGS WITHOUT MB MEMBERS)

In addition to informal gatherings, the SB can meet without the MB whenever deemed necessary and does so on a regular basis, mostly at the end of the regular meetings whenever possible. 5 non-executive sessions were held in 2022. The subjects discussed are diverse and members of the SB can express themselves openly on any subject of their choice in order to guarantee total freedom of expression.

Topics on the agenda included (i) the SB self-assessment process and the SB succession plan, in particular the succession of the SB Chair, (ii) compensation, objectives, MB succession plan and assessment, (iii) divestment projects and the Group's future liquidity needs, and (iv) the adequacy of the technical nature of the documents provided by the MB to the SB and its committees.

3.2.2.2.4 ONBOARDING OF THE NEW SB MEMBERS

Each new SB member takes part in an induction programme individually tailored to their particular skill sets, experiences and expertise. The induction programme provides the new member with information unique to the Group and its business activities, its financial reports, legal affairs, compliance, ESG and sustainability, and also crisis management. New members also meet with key people within the organisation, and conduct site visits of Group assets as well as main competitors.

For the appointment of the 2 new members of the SB at the 2023 GM, an intensive programme is specifically set up, the latter being more detailed and longer for the SB Chairman.

3.2.2.2.5 SB MEMBERS ONGOING TRAININGS

An annual training session is organised for all SB members, often associated with the visit of 1 or more Group's assets. 2022 trainings included 2 training sessions during which a significant amount of time was devoted to questions and answers. A first session focused on: (a) the Group Anti-Corruption Programme, public affairs and the list of sanctions against Russia presented by the Group Director of Internal Audit and Compliance and the Group Compliance Manager; (b) the ESG strategy and the upcoming French and European regulations jointly presented by the CRSO and the Group Director of Sustainability; (c) the Media strategy presented by the Chief Customer Officer and the Managing Director of Westfield Rise and finally; (d) a presentation on the duties, powers, obligations and missions of SB members from the perspective of divestment, provided by a specialised lawyer and the Group Director of Corporate and Securities Law.

A second training and information session focused on cybersecurity. It was organised for the SB and the MB, and facilitated by the Group Director of IT, the Group Head of Cybersecurity & IT Governance and 2 external experts: the Director of the ANSSI Strategy Department (French National Agency for Security of Information Systems) and a representative of a firm specialised in cybersecurity and IT.

3.2.2.2.6 SUPERVISORY BOARD ANNUAL ASSESSMENT PROCESS

In accordance with the Afep-Medef Code, an assessment of the SB is carried out annually with a more formal and detailed assessment carried out every 3 years, possibly conducted by a specialised agency.

IMPLEMENTATION OF 2021 EVALUATION RECOMMENDATIONS

The areas of improvement identified during the 2021 self-assessment process were continuously challenged and remained a priority in 2022: in particular, the discussions (i) on the Group's strategic issues, such as deleveraging, disposal operations, and financial resources and funding requirements, (ii) on the competitive environment and trends in the business sectors and markets in which the Group operates, in accordance with the Group's strategic objectives, (iii) on digital issues and innovation, (iv) and on consumer behaviour given the rise of digital and e-commerce. The SB stressed the importance of the visits of assets (projects and extensions/refurbishments) and to exchange with local teams in the various countries where the Group operates. The SB has continually reviewed its composition with a particular focus on cyber risk, digital, e-commerce, and ESG/sustainability skills.

Upon the supervision of the GNRC, the SB, alongside the MB, ensured that these priorities were respected, integrating them into the subjects of attention during regular or ad hoc meetings (review of the SB composition, intensification of ESG reviews, ad hoc meetings on divestments, etc.), specific training on disposals (ESG focus in the presence of the Group Director of Sustainability and an external expert, and exchanges on media policy, brands and data partnerships), committee working sessions, side interventions in the presence of specialised external experts (cybersecurity awareness, trainings) and at the annual seminar held in The Netherlands (intervention on digital markets and marketing, in the presence of an external specialist, exchanges around the new ESG strategy and the action plans implemented, divestment in the presence of a consulting firm).

2022 SB ASSESSMENT BY A SPECIALISED FIRM

In 2021, the GNRC recommended a formal assessment by an independent specialised firm for 2022, considering a 2021 assessment premature, due to the recent arrival of many SB members (6 out of 9).

SELECTION PROCESS OF THE SPECIALISED FIRM

As a result, the GNRC, in cooperation with the SB, has decided to assign the 2022 SB evaluation to a specialised firm. At the March 3, 2022 meeting, the GNRC established a detailed timeline and the proposed assessment process. Then, the GNRC contacted 3 specialised and recognised firms, which were presented to the SB.

A selection committee was specially constituted to monitor the smooth running of the process and met several times with the 2 selected firms.

In July 2022, upon the recommendation of GNRC, following the findings provided by the selection committee, the SB retained a final firm to conduct the 2022 assessment on the composition and functioning of the SB and its committees.

CONDUCT OF THE ASSESSMENT

The selected firm sent a detailed questionnaire to the selection committee. Following discussions in order to have a questionnaire that was adapted and most relevant for the Company, the selection committee approved the content of the assessment questionnaire. The questionnaire was sent to all SB members, and was returned within the following month in order to allow sufficient time for analysis before the individual interviews calibrated on the responses obtained. It should be noted that the selected firm conducted individual interviews with each of the SB members, mostly in person, as well as with the CEO and the CRSO.

At meetings held in December 2022, the selected firm presented to the GNRC and the SB the results of the questionnaires via a detailed analysis report. These results were discussed at length during the meeting.

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In February 2023, following this detailed report and the identified areas for improvement, the GNRC established, after discussion, an action plan based on these areas for improvement, and the potential actions to be implemented to improve the effectiveness of the SB, its committees and the Company. To prepare this action plan, 2 SB members were identified as "project leaders". In 2023, the GNRC will ensure the implementation and proper follow-up of the action plan in close liaison with the 2 designated SB project leaders.

RESULTS AND AREAS FOR IMPROVEMENT

The assessment and subsequent analysis conducted by the selected firm concluded that the SB is functioning very well.

The selected firm highlighted the SB's high level of expertise in terms of culture and behaviour compared with worldwide and European data on the subject. The SB assessed its overall functioning at 4.64/5 (4.92/5 for the Audit Committee and 4.94/5 for the GNRC) according to the grid established by the selected firm.

The SB is perceived by its members as a first-class Board, well organised, structured and chaired by a respected and recognised personality. The interactions between the SB and the MB are also perceived of high-quality: trust, constant communication, respective roles respected, accessibility. The range of skills and experience within the SB is considered satisfactory.

However, the following areas for improvement were highlighted. The most important expectations related to the succession of the SB Chairman and the importance of finding the right complementarity with the CEO, and to preserve the right balance between the SB and the MB.

On the skills and composition of the SB, short or medium-term additions have been suggested on certain issues (digital, CSR, urban planning, consumption trends, etc.) as well as the wish to ensure that international profiles are maintained. In terms of strategy, the SB wishes to refine the Group's strategy in the fields of digital and ESG, and to receive more information on market trends of the Group, on competition analysis, and more interaction on these topics, especially during strategic seminars.

An action plan based on the 2022 SB effectiveness assessment was developed by two SB members and then discussed and approved in GNRC and SB early 2023. Four key areas were highlighted: (i) the strategy, with the aim of having more strategic interactions and discussions, (ii) governance, with special attention to the integration of the new SB Chair, (iii) culture, with the strengthening of links between SB members through informal meetings and exchanges, and (iv) the functioning of the SB, in a constant concern to improve the efficiency of meetings and the optimization of materials.

The GNRC and the SB will closely monitor the implementation of these actions, some of which being already in place.

3.2.2.3 SUPERVISORY BOARD ACTIVITIES

3.2.2.3.1 RESPONSABILITIES OF THE SUPERVISORY BOARD

Principal responsibilities of the Supervisory Board	Key areas discussed, reviewed and/or approved in 2022
Group strategy	• Development projects, investment and divestment operations in 2022; • Regular updates: on share price evolution and business activities, including the impact of international sanctions related to the war in Ukraine and related restrictions (operations, finance, human resources, legal, ESG, development, IT, compliance/risk management, etc.); • Review of the ESG ambition and strategy; and • Digital and data strategy.
Group Financial Policy, and financial performance and reporting	• Review and discussion of the deleveraging programme and Group liquidity forecast; • 2023 Group Budget; • Follow-up on Net Asset Value ("NAV") and EPRA performance measures; • Financial commitments and guarantees; • Provisions for risks and litigation; • Consolidated accounts and quarterly financial statements; • The Group's 5-year Business Plan, financial resources and borrowing requirements; • The Group's dividend distribution payment policy and annual allocation/distribution of profits; • Relationship with the Statutory Auditors including auditor's reporting for the coming year; • Non-audit services provided by the Statutory Auditors, (including the amount of fees related thereto); • Development pipeline, overall balance sheet planning and rating agencies; • Liquidity forecasts and Loan-to-Value ("LTV") ratio; and • Follow up on goodwill and tenant negotiations and collection.
Internal Audit, Risk Management and control systems	• Monitoring Group risk management, internal audit, compliance, and insurance programmes; 2022 internal audit plan; • Internal audits, internal control system and compliance matters; • In-depth review of the Group's risk management and risk mapping; and • Focused review of selected risk management topics.

Principal responsibilities of the Supervisory Board	Key areas discussed, reviewed and/or approved in 2022
Governance and compliance with relevant laws and regulations	• Annual Group compliance report and updates to the Group's compliance programme (including the Group Anti-Corruption Programme, Anti-Money Laundering Policy) and completing Anti-Corruption Programme training; • Group's compliance with the Afep-Medef Code; • Annual review of the independence of SB members; • Review of the HCGE and AMF 2022 reports; • Regular updates on regulatory/legal changes; • Updates to the SB and MB Charters; and • Review of related party agreements and monitoring of current related party agreements.
Succession planning	• Annual review of the SB and committee composition and rotation, harmonisation of the rotation of SB mandates; • Succession planning (incl SB chair succession) and overall composition of the SB, MB and Executive Committee; • Selection of 2 new SB members to be appointed at the 2023 GM; and • Recruitment, appointments and onboarding of new SB members, establishment of a tailored onboarding and integration programme for the new SB Chair.
Group Remuneration Policy and performance assessments	• 2022 MB member remuneration (including FI, level of attainment of annual STI and LTI targets); • 2022 LTI envelope and Company Savings Plan; • 2022 MB Remuneration Policy (including LTI market benchmark and adjustment following feedback from shareholder engagement); • Annual evaluation of the functioning and efficiency of the SB (self-assessment process) and the MB; and • Selection of an independent firm to conduct the 2022 SB evaluation.
ESG	• ESG strategy and action plans to achieve Group targets; and • Diversity and inclusion policy.
Human Resources	• Talent management; and • Review of the inclusion and diversity policy.
Shareholder outreach and engagement	• Extensive shareholder and proxy advisor engagement and feedback (relating to FY and HY results); analysis of 2022 General Meeting voting results; corporate governance roadshow and communications; • Updates on shareholder composition; • 2022 General Meeting materials (agenda, resolutions, etc.); and • URD 2022 (SB Chairman's report, governance, MB/SB Remuneration Policy, risk management and internal control systems, etc.).

3.2.2.3.2 2022 KEY TOPICS OF THE SUPERVISORY BOARD

The following key topics are an important part of the Group's strategy and are carefully followed by the SB. They are discussed in detail in other sections of this Universal Registration Document (please refer to the following sections for further detail):

- ESG/Sustainability - Chapter 2;
- Diversity and Inclusion - Chapter 2;
- Risk Management Framework - section 6.1;
- Compliance - section 3.4; and
- Strategy, including the disposal programme - section 1.3.

In addition to its prerogatives, the SB discussed all the major actions carried out in 2022, both internally (for example: key organisation and appointments within the Group, internal audits, risk management, anti-corruption programme, etc.) and external (disposals, Group strategy, including the new sustainability strategy, development projects, financial policy) with particular attention to the evolution of the war in Ukraine and its direct impacts, such as inflation and energy costs, and also the deleveraging strategy.

3.2.2.3.3 ENVIRONMENTAL & SOCIAL GOVERNANCE ("ESG")

ESG is a core component of URW's long-term competitive strategy and at the heart of the Group business model. ESG topics are monitored directly at the SB level in plenary sessions, given its importance and the willingness to associate all SB members in these discussions, the SB believing that a specific committee would not be relevant. Indeed, the strategic nature of that matter and the Company's requirement to address them at the SB level are of paramount importance. ESG is also presented and discussed in more detail twice a year, with a focus on the issues and the action plan, in the presence of the Group Director of Sustainability. ESG is also a topic regularly discussed at annual strategic meetings, during the onboarding programme, and the SB ongoing trainings.

In 2022, the CRSO, the Group Director of Sustainability and an external expert from Deloitte Associés, specialised in taxonomy and sustainable development, co-hosted a training and awareness session on the relevant regulations. In view of the growing importance of ESG matters, this is being monitored at the operational level by the ESG Steering Committee (for more details, please refer to section 2.1.5 of this URD).

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3.2.2.3.4 DIVERSITY AND INCLUSION

In addition to the governance bodies (Management Board and Supervisory Board), URW is committed to applying its diversity policy to all Group employees. In this respect, the SB annually reviews the Group's diversity and inclusion policy (as detailed in section 2.4.2.2) and more specifically the gender policy on the balanced representation of women and men within the Governance bodies. In 2021, URW has defined a "leadership" group, which includes employees with a level 15 or higher position, and any member of a national or regional management team below level 15.

The goal for the leadership group is to reach a minimum of 40% women by 2025. In addition, a diversity target must be set in the annual variable compensation and long-term variable compensation for all members of the Management Board and the Executive Committee. These subjects are reviewed and challenged by the GNRC in order to ensure that the Group achieves its objectives under the supervision of the SB.

For more information on these objectives and the diversity policy applied within the Group, see chapter 2.4.2.2 of this URD.

3.2.2.3.5 COMPANY SHAREHOLDER ENGAGEMENT POLICY

The Group's shareholder base being diverse, this diversity is reflected in the composition(1) of the SB, of which 80% of members are independent. The diversity of the shareholder base and investor profiles, both on a geographic and investment strategy basis, makes it all the more important to have extensive and regular interactions with shareholders.

To formalise this commitment to shareholders, a Shareholder Engagement Policy has been published and is available on the Group's website. It provides information to shareholders on the engagement process and highlights the importance of clear communication, transparent shareholder engagement and the Group's commitment to non-selective information and equal treatment among shareholders.

In addition, when the SB considers that a resolution may be or has been the subject of relevant opposition, it may send a public letter (also published on the Company's website) to shareholders to communicate the decisions adopted by the SB to clarify any potential concern.

The dialogue initiated by the Company with its shareholders is focused on 3 areas:

(i) Strategy and financial performance, including deleveraging and disposals, for which the Investor Relations team, regularly accompanied by MB members, meets investors during post-results roadshows during the year, as well as during the 10-15 investor conferences they attend globally each year and the Investor Day, the last one held in March 2022. These discussions are focused on the Group's strategy, financial information and performance. In 2022, the team undertook around 307 meetings with 88 existing investors representing over 62% of the institutional shareholder base, and over 200 potential investors;

(ii) ESG and extra-financial performance for which the ESG team, together with the Investor Relations team, meets with investors' dedicated ESG teams or extra-financial rating agencies in order to promote the ESG strategy reflected in the "Better Places 2030" strategy, its implementation, and the Group's extra-financial performance; and

(iii) Corporate Governance involving Legal, Compensation & Benefits, Investor Relations and ESG teams. In order to improve the quality of exchanges and to provide relevant feedback to the SB and its committees, Corporate Governance roadshows typically take place over a specific period (April).

Roadshows are held after release of the URD and the AGM convening notice and prior to the AGM of shareholders, in order to discuss all the resolutions proposed to shareholders' vote. If the investor so requests, the dialogue may be opened with the Chairman of the SB, the GNRC or the AC Chairs. Information from these meetings is shared with the GNRC and the SB to better understand the issues, opposition or support expressed with respect to key topics and points of interest raised by shareholders, and to encourage informed reflection. The Company implements a similar policy of dialogue with the main voting advisory agencies and investor organisations.

In April 2022, the SB conducted a major engagement campaign with shareholders on governance and compensation issues before the GM. No specific topics on which the Company had the opportunity to exchange were identified at the end of the year, therefore it was decided not to conduct a second exchange campaign at the end of 2022.

3.2.2.4 SPECIALISED SUPERVISORY BOARD COMMITTEES

In accordance with Article 5 of the SB Charter, the SB has 2 specialised committees: the Audit Committee and the GNRC, each of which focuses on, and explores in-depth, specific topics of its overall competence. Each committee operates based on the SB's Charter, which describes its composition, role, responsibilities, organisation, and functioning. The committees make recommendations and advise the SB within their scope of responsibility. The SB is, however, ultimately responsible for all the decisions and actions taken on the committees' recommendations.

The SB Vice-Chair may temporarily replace the SB Chairman if he is absent or incapacitated, which was the case at the July 27, 2022, SB meeting, in the absence of the SB Chairman. Moreover, the SB Vice-Chair might be consulted by the SB Chairman or MB Chairman for prior approval of investment or divestment transaction above a €500 Mn threshold, as specified in the SB Charter.

The SB Vice-Chair is involved in the succession planning of the SB Chair, throughout the full process.

(1) As at the date of release of this URD.

3.2.2.4.1 AUDIT COMMITTEE

A. AUDIT COMMITTEE COMPOSITION

The AC is chaired by Ms Cécile Cabanis and consists of 5 members, 4 members including the AC Chair being independent.

The AC Members are selected by the SB, upon the recommendation of the GNRC. They are appointed by the SB notably for their strong skills in finance and accounting.

Ms Julie Avrane
Independent
Member

Ms Cécile Cabanis
Independent
Chair

Mr Léon Bressler
Independent
Member

Mr Michel Dessolain
Non Independent
Member

Mr John McFarlane
Independent
Member

PERCENTAGE OF INDEPENDENT MEMBERS

80%

60% **40%**

AVERAGE ATTENDANCE

96%

Pursuant to French Commercial Code requirements and the Afep-Medef Code, every AC member is an expert in finance and in accounting for listed companies or for other large companies which apply the IFRS accounting standards.

B. AUDIT COMMITTEE MEETINGS

Typically, the CEO, the CFO and the Group General Counsel attend AC meetings, unless decided otherwise by the AC. The AC may decide to meet without the MB members or to meet only with the CEO, the CFO or the Statutory Auditors. The Group Director of Tax, the Group Director of Accounting, Valuations and Consolidation, the Group Director of Performance Management and Controlling, the Group Director of Security, Risks and Crisis Management and the Group Director of Internal Audit and Compliance attend AC meetings at the request of the AC.

AC members receive the meeting documents, which include a detailed agenda and comprehensive papers at least 3 days before each meeting. To allow for optimal preparation for the review of the accounts, the AC meets at least 48 hours prior to the SB meeting at which the full-year and half-year financial statements are reviewed. The SB is informed of the proceedings and recommendations of the AC at its meeting directly following that of the AC.

C. AUDIT COMMITTEE ACTIVITIES

The AC met 5 times in 2022 (3 times in the presence of the Statutory Auditors). Membership attendance was 96% for all AC meetings. sessions outside the presence of the Management Board and Executive Directors were held in 2022, where the Adjusted Recurring Earnings per Share ("AREPS") guidance and the general functioning of the AC were discussed.

The AC deals with recurring issues, such as accounting and financial elements (interim and annual financial statements), internal control, risk management 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, internal audit, risk management and control procedures. As part of its risk management scope, the AC also deals directly with ESG topics such as climate change, societal risks and the Group insurance programme.

The AC may also carry out specific examinations on its own initiative or at the request of the SB. The AC may solicit the advice of external advisors as it deems necessary. In addition to the regular contact that the AC has with the MB and its Statutory Auditors, it is free to interview experts in particular fields without MB members being present. The AC also has access to valuations carried out by independent appraisers.

SELECTION PROCESS FOR STATUTORY AUDITORS

The mandates of Ernst & Young Audit ("EY") and Deloitte Associés, the Company's statutory auditors, expire at the Company's next General Meeting to be held on May 11, 2023.

At this GM, it will not be possible to propose the renewal of the mandate of EY, due to the achievement of the maximum duration of a Statutory Auditor's mandate in accordance with European Directive N°237/2014 as transposed by the Ordinance of March 17, 2016 on statutory audit.

In May 2021, the AC initiated the process of replacing EY and established a precise timetable with key milestones, the methodology and the selection criteria for the future statutory auditor. In accordance with best governance practices, the AC decided to propose the replacement of only one auditor to allow a smooth transition and continuity in the audit function. The AC recommended the renewal of the mandate of Deloitte Associés at the 2023 GM.

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These decisions were taken early enough to avoid any risk of a breakdown in the audit of the Company's accounts and to allow a smooth transition between EY and the future Statutory Co-auditor.

In September 2021, a call for tenders was issued to identify audit firms that could replace EY starting in 2023 subject to shareholder approval.

In mid-September 2021, 3 audit firms responded to the call for tenders via a dedicated form. A selection committee was specifically set up to select the Statutory Auditor, composed of the AC Chair, the CFO and the Group Director of Accounting, Valuations and Consolidation. The selection committee reviewed and analysed the responses to the call for tenders on the basis of 26 pre-established criteria, which were considered to be the most relevant for the selection of the most suitable audit firm to succeed to EY. The major criteria to support the final decision were (i) the proven practice of legal audit and transactional services for large listed companies in the real estate sector, and expertise in asset valuations, (ii) an international network (with a detailed analysis of the countries in which the audit firm operates), (iii) the experience and leadership of the signatory partners, as well as the quality of the internal and local audit teams, (iv) the optimal use of digital technologies, or (v) the fees charged.

The selection committee then heard the 2 selected audit companies in the final phase. Technical meetings on the ESG approach and data analysis tools also helped to deepen the suitability of the selected companies to the specifications and expectations of the AC.

In the end, the selection committee selected KPMG, given its excellent analytical tools, an accurate and relevant understanding of the URW Group and the retail and real estate sectors, and the leadership of the teams it met.

In December 2021, a detailed report justifying the selection of the selection committee was presented to the AC. The AC members had the opportunity to discuss and challenge this choice, and to assess the relevance of the criteria that prevailed in it. Upon the recommendation of the AC, the SB approved, on the one hand, the selection of KPMG as the new Statutory Auditor, replacing EY from 2023 onwards, and on the other the proposal for the renewal of Deloitte Associés as statutory co-auditors. These 2 proposals, for the appointment of KPMG and the renewal of Deloitte Associés, will be submitted to the 2023 GM for approval for a period of 6 fiscal years.

The anticipation of this decision has enabled the EY and KPMG teams to organise an effective transition between the 2 firms and to allow optimal continuity of the Company's audit, essential to the smooth functioning of the Group. KPMG partners were able to attend the AC meetings as observers from December 2022, the SB and the MB meetings from February 2023 (and have access to the appropriate documentation for their subjects), and to work jointly with the URW teams and the Statutory Auditors in place on the main files. In addition, coordination meetings were held in Q4 2022 between KPMG and local auditors in the various countries in which the Group operates.

Principal responsibilities of the AC	Key areas discussed, reviewed and/or recommended for approval to the SB in 2022
Group Financial Policy	• Strategic initiatives relating to the balance sheet, including deleveraging, access to capital; • 2022 Group Budget; • Follow-up on NAV and EPRA performance measures; • The Group's 5-year Business Plan, financial resources and borrowing requirements; • The Group's dividend distribution policy and annual allocation and distribution of profits; • Relationship with the Statutory Auditors, including auditor's reporting for the coming year; and • Non-audit services provided by the Statutory Auditors (including the amount of fees related thereto).
Financial performance and reporting	• Follow up on NAV, goodwill and tenant negotiations and rent collection; • Consolidated accounts and quarterly financial statements; • Net asset value, corporate risks and off-balance sheet commitments; • Financial commitments and guarantees; • Provisions for risks and litigation; • Regular tax updates; • Regular updates on regulatory/legal changes; • Development pipeline, overall balance sheet planning and rating agencies; and • Liquidity forecasts and LTV ratio.
Internal audit, risk management and control systems	• Monitoring Group risk management, internal audit, compliance, and insurance programmes; • Updates on digital and IT strategy, tools and projects; • 2022 internal audit plan; • Internal audits, internal control system and compliance matters; • In-depth review of the Group's risk management and risk mapping; and • Focused review of selected risk management topics.
AC Governance	• Annual evaluation of the functioning and efficiency of the AC (self-assessment process); and • Integration of the Statutory Auditors.
Shareholder outreach and engagement	• Shareholder engagement and feedback.

3.2.2.4.2 THE GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE ("GNRC")

The GNRC considers that having a single committee dedicated to appointments and remuneration makes it possible to improve the effectiveness of the debates, given the interdependence of the vast majority of the subjects dealt with and the strictly identical composition of the 2 former committees (Governance and Appointments Committee and Compensation Committee that merged on January 1, 2021), meetings were also held on the same dates and with the same attendance. The composition, functioning and responsibilities of the GNRC are governed by the GNRC Charter, which is established by the SB.

A. GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE COMPOSITION

The GNRC is chaired by Mr Roderick Munsters and consisted of 5 members, 4 members being independent, as at December 31, 2022.

Ms Susana Gallardo
Independent
Member

Mr Roderick Munsters
Independent
Chair

Ms Dagmar Kollmann
Independent
Member

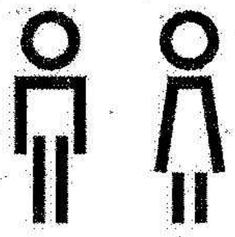
Mr Xavier Niel
Non Independent
Member

Ms Aline Sylla-Walbaum
Independent
Member

PERCENTAGE OF INDEPENDENT MEMBERS

80%

40% **60%**



AVERAGE ATTENDANCE

96%

B. GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE MEETINGS

The CEO, the CRSO and the Group General Counsel typically attend GNRC meetings, except for meetings concerning their own evaluation. At least twice a year, during the annual self-assessment of the GNRC as well as during assessment of the MB, the GNRC meets without the CEO, the CRSO and the Group General Counsel. The GNRC may solicit the advice of external advisors and is free to interview such advisors without MB members being present as deemed necessary. At least once a year, the Group Director of Internal Audit and Compliance presents a compliance report to the GNRC. Additionally, other persons may be invited to attend by the GNRC Chairman, notably the Group Director of Compensation and Benefits, the Group People Officer and the Group Director of Corporate and Securities Law, for the topics under their expertise. Members receive the meeting documents, which include a detailed agenda and comprehensive papers, at least 3 days before each meeting. The SB is informed of the GNRC's proceedings and recommendations at its meeting directly following that of the GNRC.

C. GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE ACTIVITIES

The GNRC met 5 times in 2022 (including one ad hoc meeting).

4 meetings were held outside the Management Board's presence in 2022: 3 working sessions dedicated to the SB succession planning and one dedicated session to the study of special incentive features.

The member attendance rate was 96% for all meetings, including regular and ad hoc meetings.

The GNRC is responsible for reviewing and advising the SB on: (a) MB and SB member profiles and selection criteria, (b) the scope, composition and functioning of the MB and the SB, (c) the independence of SB members, (d) the (re)appointment of MB and/or SB members through application of the established succession plans which are regularly discussed, (e) the Group's corporate governance rules and practices, (f) Group talent management, including MB, Executive Committee, and top management succession planning, but also (g) to advise the SB on (A) the Remuneration Policy of the Chairman of the Management Board and the other members of the Management Board (fixed income, annual variable remuneration, long-term variable remuneration and other benefits) and (B) the SB Remuneration Policy.

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Principal responsibilities of the GNRC	Key areas discussed, reviewed and/or recommended for approval to the SB in 2022
Governance and compliance with relevant laws and regulations	• Annual Group compliance report and review and updates to the Group compliance programme (including the Anti-Corruption Programme and Anti-Money Laundering Policy); • The Group's compliance with the Afep-Medef Code, analysis of HCGE and AMF 2022 reports for compliance and implementation/follow-up of corrective actions in 2023; • Annual review of the independence of SB members, focus on business relationships; • Regular updates on regulatory/legal changes, monitoring of European ESG legislation (Corporate Sustainability Reporting Directive (CSRD), taxonomy, Corporate Sustainability Due Diligence Directive); • Updates to the SB and MB Charters; • Annual evaluation of the functioning and effectiveness of the SB and GNRC (self-assessment process, including approach), selection process of an external and independent firm to conduct the 2022 evaluation; and • Review of related party agreements and monitoring of current related party agreements.
Succession planning	• Annual review of the SB and committee skills and profile, composition and rotation; focus in 2022 on the harmonisation of mandates to be put in place for well-balanced rotations by 2029; • Succession planning and overall composition of the SB, MB and EC, focus 2022 on possible MB and EC internal talents and action plans implemented; • SB member selection/recruitment process; selection process of the recruitment firm appointed in 2022 and focus on the SB Chair succession; • SB committees composition; and • Recruitment, appointment and onboarding of new SB members; establishment of an intensive onboarding programme for the new SB Chair.
Human Resources	• Talent management, focus on resignation rates, and retention measures; and • Annual review of diversity and inclusion policy, and of the action plans put in place by HR.
Shareholder outreach and engagement	• Extensive shareholder engagement and feedback (including as relates to governance and remuneration); • AGM materials (agenda, resolutions, etc.); and • URD 2022 (corporate governance).
Company Remuneration Policy and performance assessments	• 2022 MB member remuneration (including Fixed income, level of attainment of annual short-term incentive ("STI") and long-term incentive ("LTI") targets); • 2022 LTI envelope and Company Savings Plan; • 2023 MB and SB Remuneration Policies, focus on the remuneration of the SB Chair; and • Annual evaluation of the functioning and performance of the MB.

3.2.2.5 ADDITIONAL INFORMATION RELATED TO MANAGEMENT BOARD AND SUPERVISORY BOARD MEMBERS

3.2.2.5.1 STATEMENTS OF THE MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

A. NO CONVICTIONS OR OFFENCES

To the best of the Company's knowledge and based on their individual declaration, none of the SB or MB members has, over the past 5 years:

- Been convicted of fraud;
- Been associated as an executive with a bankruptcy, receivership or liquidation; or
- Been found guilty of an offence and/or publicly and officially sanctioned by a statutory or regulatory authority.

B. NO HEDGING TRANSACTIONS ON SECURITIES

The MB members have undertaken not to engage in hedging transactions on the URW securities until the end of their mandate.

3.2.2.5.2 CONFLICTS OF INTEREST

A. NO CLOSE FAMILY RELATIONSHIPS

To the knowledge of the Company, there are no family ties between the SB or MB members of the Company.

B. MANAGEMENT OF CONFLICTS OF INTEREST

To the knowledge of the Company, there are no conflicts of interest or potential conflicts of interest between the Company and the MB and/or SB members with respect to their personal interests or their other obligations.

In order to ensure that each SB and MB member acts with loyalty, independence and professionalism, and in accordance with Article 11 of the SB Charter and Article 7 of the MB Charter (see section 7.6 of this URD), each SB member and MB member must immediately report any potential conflicts of interest with the Company to the SB Chairman and to the other SB and MB members, respectively, 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 in relation to which he/she has a conflict of interest.

A particular follow-up and focus is in place to monitor any SB member shareholding level as long as it appears potentially significant.

In addition, the SB and MB members must seek prior SB approval before accepting any new mandate of any type, including in another company, in order for the SB to conduct, among other things, a conflict of interest and independence analysis.

The SB and the MB are also subject to the rules established in the Group's Code of Ethics and Anti-Corruption Programme, applicable to all Group employees (for more details, please see section 3.4 of this URD).

C. PROCEDURE FOR THE IDENTIFICATION AND MONITORING OF RELATED PARTY AGREEMENTS AND COMMON AGREEMENTS AND CONDUCTED UNDER NORMAL CONDITIONS

In accordance with Article L. 225-87 of the French Commercial Code, the SB has adopted on December 10, 2019, upon the recommendation of the Audit Committee, a procedure for the identification and qualification (exante) and monitoring (ex-post) of related party agreements or common agreements. After a reminder of the legal framework, this procedure formalises the various stages of verification, ensuring an effective detection and monitoring of regulated party agreements and common agreements, its qualification by the Corporate Legal Department until its signing and, as the case may be, prior approval by the SB and approval by the General Meeting for related party agreements. This procedure was disclosed within the Group and is available on the Group intranet. This procedure is reviewed annually by the SB and an awareness campaign is also conducted among URW teams.

D. INFORMATION ON RELATED PARTY AGREEMENTS

In accordance with Article L. 225-86 of the French Commercial Code, no related party agreement or commitment has been authorised during the 2022 financial year.

Moreover, one related party agreement continued during the 2022 financial year. Indeed, the usual stipulations of the settlement agreement with Mr Christophe Cuvillier (authorised by the Supervisory Board on 18 November 2020 and ratified by the General Meeting of May 12, 2021) relating to confidentiality, cooperation, non-disparagement and temporary tax assistance continued in 2021 and for a period of 36 months, expiring on December 31, 2023.

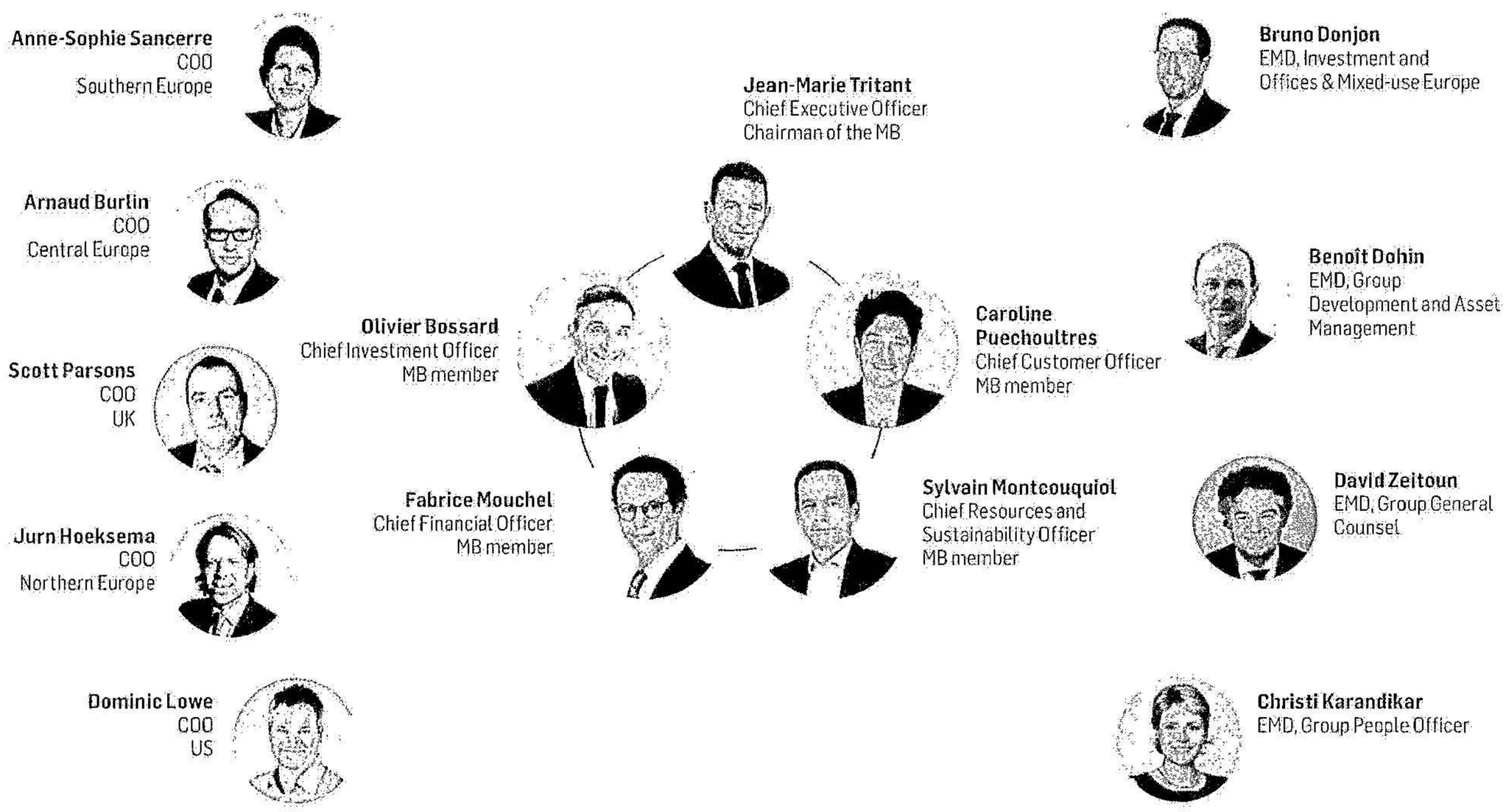
This information is included in the special Statutory Auditors' report (see section 5.8).

E. SUPERVISORY BOARD MEMBER SHARE OWNERSHIP REQUIREMENT

In accordance with the Afep-Medef Code and with Article 3.3 of the SB Charter, in order to promote the alignment of interests between shareholders and SB members, all SB members must hold within 2 years of their appointment a number of URW Stapled Shares at least equal to 1 year of SB member remuneration received according to the SB remuneration in force (excluding variable component and other expenses). As at December 31, 2022, all SB members comply with this share ownership requirement.

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3.2.3 THE EXECUTIVE COMMITTEE



Chaired by Mr Jean-Marie Tritant, as CEO, as of January 1, 2022, the Executive Committee is made up of the Group's 14 main executives, representing the geographical areas in which the Group operates as well as the corporate functional units.

The Executive committee is in charge to implement in a concrete and coherent way the financial and strategic orientations set by the Management Board in consultation with the Supervisory Board. The Executive Committee meets on average once a month to evoke the performance objectives of the Group and the advancement of strategic priorities.

3.3 MANAGEMENT AND SUPERVISORY BOARDS REMUNERATION

A WORD FROM THE GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE CHAIRMAN

Dear shareholders,

The year 2022 was the first full year post-Covid, with the Group posting solid results reflecting this recovery. Adjusted recurring earnings per share ("AREPS") increased by 34.7% over 2021 to €9.31, tenant sales and rental collections returned to pre-Covid levels, and deleveraging continued, with net debt reduced to below 2019 levels. Growth occurred across all businesses, with strong growth in Conventions & Exhibitions, Offices and Commercial Partnerships. URW maintained its ESG leadership, with recognition from leading rating agencies and on track to deliver on Better Places 2030 commitments.

Governance update

At the forthcoming 2023 AGM, the term of office of Leon Bressler, Chairman of the Supervisory Board, and that of John McFarlane will end. On behalf of the Supervisory Board, I would like to thank Léon for his invaluable contribution to the turnaround of URW. During 2022, and in early 2023, the Governance, Nomination and Remuneration Committee ("GNRC"), under the leadership of Cécile Cabanis, Vice-Chair of the Supervisory Board, has been working on their succession planning.
I am pleased to announce that Jacques Richier will join the Supervisory Board in the capacity of Chairman, subject to his appointment at the upcoming AGM. Jacques brings extensive general management, financial and public affairs experience and the entire SB is convinced that his contribution will be instrumental to the ambitious transformation agenda for URW in the years to come. The succession of John McFarlane is still under way and we will inform shareholders as soon as a suitable candidate can be submitted to the AGM.

Management Board Remuneration policy update

The remuneration policy for the Board of Management was thoroughly reviewed and put to the vote of the shareholders at the 2022 General Meeting. It received strong support, with 93% of votes in favour of the remuneration policy for both the Chairman of the Board of Management and the other members of the Board of Management.

This policy is intended to remain stable for several years, with only minor changes to adapt to evolutions in the economic context or to strategic priorities. In 2023, no changes are proposed to the quantum nor to the structure of remuneration. The short-term incentive targets are slightly adjusted, with the weighting of the gross administrative cost component increasing from 10% to 15%, to reflect the continued importance of cost control, and the net debt component being reduced from 15% to 10% to allow for the introduction of a debt coverage measure, supporting efforts to maintain healthy liquidity in the years ahead. These adjustments will be put to a vote in resolutions 12 and 13 at the next General Meeting.

As already shared with you in 2022, in the context of the implementation of the Group's recovery strategy, one-off and temporary adjustments may be made and submitted to the vote of the shareholders, in order to allow the remuneration policy to take account of significant structural progress or achievements by the MB in the most appropriate and relevant manner.

Supervisory Board Remuneration policy update

In the context of the Supervisory Board ("SB") Chair succession, an update to the SB remuneration policy is proposed at the upcoming General Meeting. This policy had remained unchanged since 2018, but needed a review to make sure that it was sufficiently competitive to attract the right candidates for this role. An exhaustive benchmarking study was conducted, across the top French listed companies (CAC40 and NEXT40), as well as the leading European Real Estate companies. The GNRC concluded that an annual remuneration of €350,000 for the SB Chair role would allow the Group to attract a suitably qualified and experienced candidate, whilst the current policy allows for €225,000. With this increase in the SB Chair remuneration policy, and to allow for future flexibility, the total SB remuneration envelope, including that of the Chairman, is proposed to be increased to a maximum of €1.6 million compared to the current limit of €1.4 Mn.

Management Board remuneration decisions

The Management Board ("MB") is unchanged since January 1, 2022. The MB members' respective remunerations were decided at the time of their nomination and have been unchanged since then.

At the time of the appointment of Caroline Puechoultres, Chief Customer Officer, and Sylvain Montcouquiol, Chief Resources and Sustainability Officer, their remuneration was decided with a two-stepped approach, with a temporarily lower income until December 2022. From January 1, 2023, their remuneration is in line with the initial decision, as approved by the 2022 General Meeting.

Apart from this planned update, the GNRC considered that despite high ongoing inflation, no increase to the fixed remuneration of MB members would be applied.

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Assessment of the 2022 performance

The year 2022 presented a strong recovery in operational performance, which is reflected in the score on the AREPS and Rent Collection component of the MB members' short-term incentive, both presenting a score of 125% of the target payout. The Group kept outperforming vs. its ESG commitments (greenhouse gas emissions reduction and executive diversity), which also resulted in a 125% score. The Net Debt reduced significantly, now back to below 2019 levels but given the ambitious targets set, the score is 51.3%. Significant efficiency initiatives have been implemented, including the restructuring of the US platform. However, in the context of strong global inflation, the Gross Administrative cost objective is only partially achieved at 59.8%. Overall, and when allowing for the individual performance components, the CEO's short-term incentive score for 2022 stands at 104.7% of target, and at 103.3% of target on average for other MB members.

Long-Term Incentive grants in 2022 and approach for 2023

In 2022, MB members received an overall LTI grant value in the bottom half of the agreed 100%-150% new policy range, at 115% of their salary. The grant was composed of a mix of 1 Performance Shares ("PS") for 1.5 Performance Stock Options ("SO"). For 2023, given the strategic importance of both the deleveraging initiatives bulding on strong 2022 results and the transformation of the company around its ambitious ESG goals, the GNRC is proposing to exceptionally use the top of the policy range, at 150% of salary. The PS/SO mix for 2023 is proposed to be set at 1 : 1.5.

As previously announced and approved by shareholders at the 2022 General Meeting, the 2023 LTI grants below Management Board and Executive Committee will include a proportion of Retention Shares, that are only subject to a presence condition. The GNRC believes that this is an important change that will help the Group retain its senior management and high potentials in an increasingly competitive market for talent.

* * *

We look forward to receive your support on the remuneration-related votes at the 2023 General Meeting. The GNRC is committed to an open dialogue with shareholders, and I personally remain available to engage with any shareholder who would want to do so.

Yours sincerely,

Roderick Munsters
Chairman of the Governance, Nomination and Remuneration Committee

3.3.1 REMUNERATION POLICY

3.3.1.1 MANAGEMENT BOARD REMUNERATION POLICY

The following remuneration policy applicable to the MB members as from 2023 will be submitted for shareholder approval (resolutions n° 12 and n° 13). The Remuneration Policy will be applicable as from January 1 of the year of the shareholder approval.

GOVERNANCE AND DECISION-MAKING PROCESS

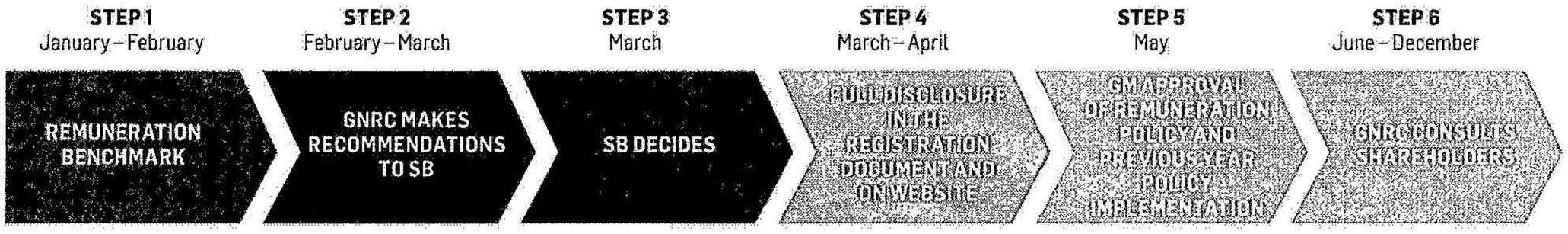
The remuneration of the MB members is determined by the Supervisory Board ("SB"), upon recommendation of the Governance, Nomination and Remuneration Committee ("GNRC"), and in accordance with the Afep-Medef Code as revised in January 2020.

The SB designs the Group remuneration policy in line with best-in-class market practice and shareholder interests.

This policy ensures the alignment of the MB with shareholders and with Group strategy by:

- Creating a direct and explicit link between Group performance and each MB member's remuneration;
- Ensuring a balanced approach between short- and medium-/long term performance; and
- Targeting competitive remuneration levels.

Our decision-making process is driven by the GNRC, which ensures transparency and independence:



The remuneration policy of MB members relies on:

5 OBJECTIVES

ATTRACT	MOTIVATE	RETAIN	REWARD	ALIGN
Attract high potential candidates to boost the management team	Motivate to deliver on challenging short and long-term objectives	Retain to maintain a highly experienced and collaborative Management Board	Reward to achieve individual and collective objectives, and to make decisions that contribute to the Group's value creation and long-term success	Align the Management Board members' interests with those of shareholders and stakeholders

5 GUIDING PRINCIPLES

BEST REMUNERATION GOVERNANCE STANDARDS	BALANCED COMPREHENSIVE REMUNERATION ASSESSMENT	PAY FOR SUSTAINABLE PERFORMANCE	TRANSPARENCY	INDEPENDENT EXTERNAL BENCHMARKING
The SB and GNRC commit to the highest standards of remuneration governance, and constantly strive to take account of the latest recommendations from national and international authorities, as well as voting policies of shareholders and proxy advisors.	Management Board members have each component of their remuneration reviewed individually and collectively.	Individual and Company performance-related remuneration is the cornerstone of the Remuneration Policy. It ensures the alignment of Management Board members' interests with the long-term value creation objectives of the Group and its stakeholders.	The SB conducts significant outreach and engagement with shareholders and proxy advisors with respect to the remuneration policy. Continued efforts are made to explain and get feedback.	A comparative analysis is conducted at the start of every mandate (or whenever a specific review is needed) with the support of an external independent advisor, taking into account remuneration practices in companies relevant to the size and geographical scope of the Group.

In particular, the rules below are strictly enforced by the SB:

INCLUDED

- ✓ Reasonable and balanced remuneration based on benchmarks provided by an external independent advisor
- ✓ Cap on Short-Term Incentives ("STI")
- ✓ Cap on overall Long-Term Incentives ("LTI") allocation
- ✓ 3-year vesting for Performance Shares ("PS")
- ✓ 3-year vesting for Performance Stock Options ("SO")
- ✓ Stringent performance conditions over a 3-year performance period
- ✓ ESG-related performance measures in STI and LTI
- ✓ Obligation to retain shares
- ✓ Clawback and Malus provisions

EXCLUDED

- × No welcome bonus
- × No exceptional remuneration
- × No service agreement
- × No additional defined benefit pension ("*retraite chapeau*")
- × No intra-Group Board fees
- × No employment contract(1)
- × No discount on Performance Stock Options subscription price
- × No profit-sharing scheme
- × No reward for underperformance
- × No grant of LTI without performance conditions

(1) The rule related to the absence of employment contract applies as of the 2022 General Meeting to any future MB member.

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SUMMARY OF MAIN REMUNERATION FEATURES FOR 2023

The table below summarises the MB remuneration policy applicable in 2023, subject to General Meeting approval.

A complete review of the MB remuneration policy was completed in 2021, and the new resulting policy was approved at the 2022 General Meeting on May 11, 2022. As a reminder, the new policy aims at:

- Improving clarity, with the introduction of a target STI, set at 120% of Fixed Income ("FI") (80% of the maximum opportunity);
- Re-balancing short-term and long-term incentives, with an LTI opportunity now ranging 100% to 150% of FI (target at 125%);
- A more stringent LTI performance condition, with progressive vesting introduced for all metrics, including relative total shareholder return ("TSR");
- A more balanced measurement of shareholder performance, with: (i) a mix of relative and absolute TSR in the LTI performance condition and (ii) an up-weighting of ESG requirements with the introduction of 2 internal metrics in line with our ESG programme Better Places 2030;
- Protecting the Company's interests with pre-defined termination conditions; and
- Reducing the total remuneration package vs. the 2020 policy.

The 2023 remuneration policy remains in principle unchanged from the 2022 one. In the particular context of the post COVID-19 crisis, the weightings of STI performance metrics have been adjusted to focus the MB on the Group's 2023 strategic priorities. ESG metrics will be proposed to be strengthened and up-weighted in 2024, after the announcement of the revised URW ESG strategy in 2023.

Other elements of remuneration are unchanged from previous years.

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The resulting proposed remuneration policy is summarised below.

Elements	Purpose and link to strategy	Operation	CEO	CFO	CIO	CCO	CRSO
Fixed Income (FI)	Attract high-calibre experienced individuals with a competitive remuneration level that reflects the scope, complexity and dynamics of the business.	Set at the start of each 4-year mandate.	€1,000,000	€750,000	€650,000	€650,000	€500,000
Short-Term Incentive (STI)	Drive short-term strategy and reward achievement of annual financial and operational objectives.	5 components: • Adjusted Recurring Earnings Per Share ("AREPS"); • Other financial objectives to be determined each year depending on strategic priorities; • ESG; • Diversity and inclusion; and • Individual objectives.	Maximum opportunity 150% of FI Target opportunity 120% of FI				
Long-Term Incentive (LTI)	Retain and align with the medium-/long-term value creation objectives of the Group and its shareholders.	Key Performance Indicators 80% Financial: 35% Relative TSR; 10% Absolute TSR; 35% AREPS 20% ESG: 10% Gender parity; 10% greenhouse gas emissions ("GHG") reduction	• Grant size range : 100% to 150% of FI (IFRS value); • Grant target: 125% of FI (IFRS value); • 3-year performance period; • 3-year vesting period.				
Shareholding requirement	Further align the MB with shareholder interests.	Retain 30% of gains (net of tax) of Stock Options exercised and 30% of Performance Shares vested until target % of FI is held.	300% of FI		200% of FI		
Supplementary Contribution Scheme	Enable long-term savings.	Annual contribution paid into a savings account.	€90,000 +10% of (FI+STI)		€45,000 +10% of (FI+STI)		
Severance(1)	Protecting Company interests with pre-defined termination conditions, including a discretionary non-compete provision.	Compensation for loss of office in the event of forced departure, subject to a performance condition, with the ability for the Supervisory Board to require a non-compete period for up to 12 months.	Global cap at 24 months of FI + STI applicable to severance and non-compete indemnities				
Other benefits	Provide perquisites, health and financial protection.	Health and life insurance, unemployment insurance, company car, international assignment extra-compensation (if needed) and company savings plan (no top-up contribution).					
Clawback/ Malus	Enforce the URW Code of Ethics.	To the extent permitted by applicable law, in the event of gross misconduct or fraud causing a material adverse impact to the Group, in particular resulting in a financial restatement, the SB reserves the right to reduce or cancel unvested LTI or STI amounts (malus), seek reimbursement of paid STI or vested LTI, or obtain damages (clawback).					

(1) Not applicable to the MB members who have a suspended employment contract at the moment of loss of office.

FIXED INCOME

The FI is determined at the start of each mandate, and, in line with the recommendations of the Afep-Medef Code, shall remain unchanged during an MB member's mandate. By exception, increases during a mandate may occur as a result of an enlarged scope of responsibilities, significant changes in the Group and/or the market or when set at nomination for new MB members.

The FI is determined taking into consideration:

(i) The level and complexity of the role;
(ii) The profile, experience and career within the Group or elsewhere; and
(iii) The comparative remuneration analyses for similar functions and responsibilities based on external benchmarks.

To set the remuneration at the right level, the SB and the GNRC seek guidance from an external independent advisor to benchmark remuneration practices and apply the best governance standards. URW's ability to attract, motivate and retain world-class talent through competitive remuneration levels is key to ensure strong Group performance.

Given the unique features of the Group among CAC40 and European real estate companies and its geographical scope, including the US and the UK markets, the benchmarking approach is based on the following peer groups (see list in the Glossary for further information):

- France General Industry (CAC40);
- Selected European and UK Real Estate; and
- Selected US Real Estate (for information and qualitative benchmarking only).

In the event of the appointment of a new MB member, the FI shall be set according to the same benchmarks and principles. The FI of MB members for 2023 has been set as follows:

Function	Name	Fixed Income
Chief Executive Officer ("CEO")	Jean-Marie Tritant	**€1,000,000**
Chief Investment Officer ("CIO")	Oliver Bossard	**€650,000**
Chief Resources & Sustainability Officer ("CRSO")	Sylvain Montcouquiol	**€500,000**
Chief Finance Officer ("CFO")	Fabrice Mouchel	**€750,000**
Chief Customer Officer ("CCO")	Caroline Puechoultres	**€650,000**

SHORT-TERM INCENTIVES ("STI")

The payment of the STI of MB members is subject to prior approval by the General Meeting (ex post vote).

STRUCTURE AND PERFORMANCE MEASURES

The structure of the STI is the same for all MB members, and broadly unchanged from the previous policy.

The table below summarises the approach that will be taken by the GNRC, then the SB, to assess the 2023 performance of MB members. The GNRC and SB will take account of results delivered vs. guidance, budgets and plans according to agreed payout formulae. The SB, upon recommendation of the GNRC, may use its discretion in determining or adjusting the STI payout if unforeseeable circumstances had significant effects on the level of achievement of one or more performance criteria, outside management control, or if the payout formula of a KPI is no longer applicable.

This provision will allow the SB, upon recommendation of the GNRC, to ensure the alignment between the implementation of the Remuneration policy and the performance of the MB member and the Group. Any exercise of discretion by the SB shall be disclosed in the Universal Registration Document and on the Group website, explained and justified with regards, amongst other considerations, to alignment with shareholders' interests, and would remain subject to a binding shareholder vote at the following General Meeting.

In 2022, the weighting of the AREPS component was increased from 20% to 35%, but still below its pre-COVID-19 level in accordance with the Group's key priority of crisis management. In 2023, in the context of a challenging market for debt management, the AREPS weight will remain set at 35% to focus on debt, liquidity, cost control and rent collection.

Weighting of performance measures applicable to all MB members (% of maximum STI)

Performance measure	Description	Regular weighting	2023 weighting
AREPS	Payment linked to the achievement in AREPS vs. the guidance provided to shareholders. 100% achievement (stretch target) is met when AREPS for the year reaches the top of the Group's yearly guidance.	50%	**35%**
Financial Priorities	Selected financial performance measures, reflecting priorities for the year. The financial objectives for 2023 are: • Net debt reduction, weighted 10%; • Liquidity management, weighted 5%. • Gross admin cost reduction, weighted 15%; and • Rent collection, weighted 5%.	20%	**35%**
ESG/Diversity & Inclusion	1 or 2 metrics related to our Better Places 2030 goals. For 2023, the selected goals are: • Reduction in greenhouse gas emissions, weighted 5%; and • Proportion of women among employees hired or promoted to executive positions, weighted 5%.	10%	**10%**
Individual	4 individual objectives, specific to each Management Board member.	20%	**20%**

Targets are commercially sensitive and are therefore disclosed retrospectively.

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LONG-TERM INCENTIVE ("LTI")

The SB considers that long-term remuneration in the form of Performance Shares (PS) and Performance Stock Options (SO) is particularly appropriate as these instruments align the MB members' interests with those of shareholders. The SB defines the proportion of SO and PS granted. The LTI plan is a key component of the Group remuneration policy and an effective incentive and retention tool. The number of participants was 550 in 2022 (i.e. c. 20% of total staff).

The vesting is calculated according to the plan rules described below. However, the SB, upon recommendation of the GNRC, may use its discretion in adjusting downwards the LTI grants and determining or adjusting LTI targets or vesting if unforeseeable circumstances had significant effects on the level of achievement of one or more performance criteria, outside management control. This provision will allow the SB to ensure the alignment between the implementation of the remuneration policy and the performance of the Group. Any exercise of discretion by the SB shall be disclosed in the Universal Registration Document and on the Group website, explained and justified with regards, amongst other considerations, to alignment with shareholders' interests.

PRINCIPLES

Each year, the SB, upon recommendation of the GNRC, determines the LTI envelope taking various factors into account, including (i) the Group's general financial performance, (ii) the overall performance of MB members, (iii) their other remuneration components and (iv) the amount of LTI granted the previous year. PS and SO are both subject to presence and performance conditions with a 3-year vesting period. In addition, MB members have a retention obligation in Stapled Shares.

In 2022, after an in-depth review and extensive shareholder consultation, the LTI design evolves for further stakeholder alignment.

The Group aims at granting the regular LTI plan each year shortly after the publication of the Full-Year results, in line with AMF and AFEP-Medef recommendations.

Element		Description		Comments
Value		Grant size range: 100% to 150% of FI (IFRS value) Target grant size: 125% of FI		The maximum grant opportunity is reduced from 180% to 150% of Fixed Income. To provide better short-/long-term balance to the MB incentive package, the target LTI grant size is set at 125% of FI, with a 100%-150% range.
Performance period		3 years		Performance vesting is assessed once at the end of the 3-year performance period, both for SO and PS.
Vesting period		3 years		The MB members' presence is required(1) at the time of vesting for PS and at exercise for SO. Exceptions are allowed in the event of retirement, death or disability.
Exercise period (SO only)		5 years		Options are exercisable between the 3rd and the 8th anniversary of the grant, subject to performance conditions.
Performance condition	Financial	35% TSR vs. peer group 10% TSR vs. growth targets 35% AREPS vs. guidance	All performance conditions achievements calculated with a progressive vesting formula	Performance conditions redesigned in line with best practices observed in the CAC40 to include absolute TSR performance (vs. growth target) in the mix, decrease weight of AREPS, up-weight ESG component (10% to 20%) with 2 key internal, quantitative metrics, externally audited. ESG targets are set according to our ambitious long-term commitments of at least 40% of female leadership by 2025 and an 80% reduction in our greenhouse gas emissions between our 2015 baseline and 2030. As actual greenhouse gas emissions have outperformed the planned trajectory, future targets have been rebased accordingly.
	ESG	10% Executive gender parity 10% GHG reduction		
Share retention obligation		30% of vested Performance Shares 30% of net gain on Stock Options at exercise		Retention obligation applies up to a Stapled Share ownership equivalent to 300% of FI for the CEO and 200% for other MB members, until the end of their last mandate as MBd member. See further details below.
Additional notes		No discount on SO exercise price		

(1) In the event that the presence condition is not met due to forced departure (as described in the 'Indemnity for Loss of Office' section below), upon decision of the SB, the presence condition can be partially waived on a time-prorata basis to the vesting period.

PERFORMANCE CONDITIONS APPLICABLE TO PEFORMANCE SHARES AND STOCK OPTIONS IN 2023

KPIs		Weight	Threshold (30% vesting, 0% vesting below)	Between Threshold and Stretch (30%-100% vesting[1])	Stretch (100% vesting)
TSR vs. Peer group	URW stapled share TSR (share price growth, dividends reinvested) outperformance vs. TSR of a 25-company international real estate peer group (see details in Glossary)	35%	At index	Between index and index + 300bps	Index +300bps or above
TSR vs. 3-year objectives	URW Stapled Share 3-year TSR vs. pre-determined growth objectives	10%	20%	Between 20% and 30%	30% or above
AREPS	3-year compounded AREPS vs. 3-year compounded guidance range	35%	Bottom of compounded guidance	Between bottom and top of compounded guidance	Top of compounded guidance or above
Executive Gender Parity improvement	Proportion of females in the leadership population as of December 31, 2025, (Level 15 and above and other country or regional Management Team members)	10%	38%	Between 38% and 40%	40% or above
GHG emissions reduction	GHG emissions in 2025 measured in tonnes of CO_2 equivalent (Scope 1 and 2). Targets set in line with our goal to reduce our emissions by 80% vs. 2015 baseline	10%	42,793 tCO_2e	Between 42,793 tCO_2e and 39,342 tCO_2e	39,342 tCO_2e or less

(1) Vesting calculated on a straight-line basis between Threshold and Stretch.

STAPLED SHARE RETENTION AND INVESTMENT OBLIGATIONS

To align the interests of MB members with shareholders and pursuant to a SB decision (in line with the Afep-Medef Code), MB members must meet retention and investment requirements in Stapled Shares. The Stapled Shares ownership requirement is 300% of the gross annual FI for the CEO and 200% for other MB members. Until that requirement is met, when LTIs are delivered, MB members must retain shares: at least 30% of their PS vested and 30% of their net gain on SO at exercise. MB members are prohibited from using hedging instruments to cover the risk on Stapled Shares owned as a result of receiving PS or of exercising SO.

SUPPLEMENTARY CONTRIBUTION SCHEME

The SCS consists of an annual contribution paid into a blocked savings account available to MB members at the earliest at the end of their last mandate.

Position	Fixed amount	Variable amount
CEO	€90,000	10% of the total cash remuneration earned each year (i.e. Fixed Income for year N plus STI for year N-1)
Other Management Board members	€45,000	

OTHER BENEFITS

The MB members benefit from:

- Health and life insurance;
- An unemployment insurance (GSC type);
- An expatriate health insurance and an International Assignment Extra-Compensation, where applicable;
- The company savings plan (without the benefit of the top-up contribution offered to employee participants); and
- A company car (hybrid or electric vehicles only).

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INDEMNITY IN THE EVENT OF LOSS OF OFFICE

The CEO and other MB members are eligible for an indemnity for loss of office, capped at a maximum of 24 times the Monthly Reference Compensation, and subject to a performance condition.

ELIGIBILITY

The indemnity for loss of office is available only in the event of forced departure. For the avoidance of doubt, forced departure strictly excludes resignation at the initiative of the MB member, retirement or termination beyond the legal retirement age, non-renewal of mandate at the end of the term, and termination for gross or wilful misconduct.

PERFORMANCE CONDITION

The payment of the indemnity will be subject to the STI paid to the MB member being at least on average equal to a threshold performance of 75% of the target STI in the last 3 financial years available. For MB members with less than 3 STI payouts, the threshold performance level will be 50% (and the maximum indemnity reduced - see below). In absence of fulfillment of this performance condition, no amount would be due in respect of the loss of office.

REFERENCE COMPENSATION AND MAXIMUM INDEMNITY

For the purpose of defining the maximum indemnity, the Monthly Reference Compensation is defined as the sum of: (i) the monthly FI, as MB member at the date on which his/her functions cease, and (ii) the average STI received or receivable in respect of his/her last 2 full financial years in office divided by 12.

The maximum indemnity is set at 24 times the Monthly Reference Compensation, and at 18 times for executives with less than 3 years of tenure at the MB.

DEFINITION OF THE AMOUNT OF THE INDEMNITY

Within this limit, the SB would decide the appropriate proportion of the maximum indemnity payable, considering various factors, such as, but not limited to, the circumstances around the end of mandate, the MB member's tenure in the Group (as an employee and as an MB member) and the MB member's proximity to retirement age. The SB shall disclose, explain and justify its decision in respect of the used criteria and circumstances.

EXCLUSION FOR MANAGEMENT BOARD MEMBERS WITH SUSPENDED EMPLOYMENT CONTRACT

MB members having a suspended employment contract are not eligible for the above indemnity.

NON-COMPETE AGREEMENT AND INDEMNITY

To protect the interests of the Company, all MB members are subject to a non-compete undertaking for up to 12 months after the termination of the work relationship. During the non-compete period, the departing MB member would receive a monthly indemnity up to one time the Monthly Reference Compensation, as defined above.

The scope of non-compete agreement is determined by the SB at the departure of the MB member. The SB shall disclose, explain and justify its decision in respect of the used criteria and circumstances.

Upon termination of any MB member, the SB can decide, in its entire discretion, to waive this non-compete undertaking. For the avoidance of doubt, non-compete undertakings are excluded in the event of retirement, and in any event, beyond legal retirement age.

In any event, the combined indemnities for loss of office and non-compete cannot exceed to 24 times the Monthly Reference Compensation.

CLAWBACK/MALUS

To align the Group's policies with the highest standards of corporate governance, its Code of Ethics reserves the right of action (including reimbursement or damages) with respect to MB members to the extent permitted by applicable law, in the event of gross misconduct or fraud causing a material adverse impact to the Group, in particular, resulting in a financial restatement.

Additionally, in such situation, the SB, upon recommendation of the GNRC, would assess the relevant MB member's performance and take appropriate action on the annual STI payment and on the LTI, including cancelling all rights to any unvested SO and PS for such MB member (malus).

3.3.1.2 SUPERVISORY BOARD REMUNERATION POLICY

The following remuneration policy applicable to the SB members will be submitted to the approval of the shareholders (resolution n° 14). The 2023 remuneration policy described below will take effect subject to shareholder approval. The 2022 remuneration policy approved at the 2022 General Meeting remains applicable until then.

GOVERNANCE AND DECISION-MAKING PROCESS

The annual remuneration of the SB members is intended to attract and retain high-calibre individuals with the right degree of expertise and experience. The SB remuneration policy is determined by the SB, upon recommendation of the GNRC and, for the SB Chair's remuneration, in his absence. The annual remuneration policy for SB members is in principle designed to only be reviewed, under GNRC supervision, at long intervals. It may be reviewed in the event of significant changes in the Group or the market.

While attendance is mandatory for the SB Chair, SB member attendance is also essential to the proper functioning of the SB and its committees. Accordingly, a significant portion (67%) of the annual remuneration received by the other SB members is based on attendance at both SB and Committee Meetings. Furthermore, a "Physical Presence Rule" applies to this variable portion. Attendance by video conference should not occur for more than 40% of scheduled meetings.

The SB members will not be paid the attendance-based portion for those meetings attended by video conference above this threshold. To account for the time spent on international travel, all SB members also receive an out-of-country indemnity for time spent on their duties as SB members outside their country of residence.

To ensure a high standard of supervision and monitoring of the Group strategy as well as to avoid any potential conflict of interest, the SB members are prohibited from receiving any remuneration related to Group performance. To promote alignment between SB members and shareholder interests, all SB members are required to hold, within 2 years of appointment, a number of Stapled Shares at least equal to 1 year of compensation as defined by the SB remuneration policy (i.e. excluding compensation related to committees and any other additional compensation). This obligation is assessed based on the acquisition cost of the Stapled Shares.

The current applicable policy has not been reviewed in depth since the Westfield acquisition in 2018. In order to ensure the recruitment of a high profile as the future SB Chair, the SB proposes, upon recommendation of the GNRC, to adjust the 2023 remuneration of the SB Chair from €225k to €350k in order to be consistent with the French and European real estate market practices. This new remuneration has been determined on the basis of a benchmark carried out on the French and European real estate market for the remuneration of an independent non-executive SB Chair. More specifically, in order to consider relevant and comparable data, the top 80 French listed companies (members of the CAC40 and Next40 indices combined) and European peers in the real estate sector were analysed. Both markets present a median remuneration of €400k. The SB, based on GNRC recommendations, therefore proposed the above-mentioned increase.

As a result of the above, and to allow for reasonable flexibility in the future, the SB remuneration envelope is to be revised from €1.4 Mn to €1.6 Mn. Subject to the 2023 General Meeting approval, the remuneration structure in the table below will apply as from January 1, 2023.

Compensation		Fixed compensation	Variable compensation	Total
Supervisory Board	Chairman	€350,000[1]		€350,000
	Member	€25,000	up to €50,000	up to €75,000
Additional Compensation				
Supervisory Board Vice-Chair		€18,000		€18,000
Committees	Chair	€20,000		€20,000
	Member	€6,000	up to €12,000	up to €18,000
Out-of-Country indemnity	Intra-continental			€1,500 per event
	Intercontinental			€6,000 per event
Ad-hoc meetings and additional special tasks	In-person meeting			€1,500 per meeting
	Video conference			€1,000 per VC
Share ownership requirement				
All Supervisory Board members				100% of compensation[2]

(1) Upon his own request, the total compensation to be paid to Mr Bressler as SB Chairman (including any committee, ad-hoc compensation and out-of-country indemnities) until the end of his mandate at the end of the 2023 General Meeting, shall be one symbolic euro per year.
(2) SB members are required to reach this required ownership within 2 years of their appointment.

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3.3.2 CORPORATE OFFICERS REMUNERATION REPORT

This report on the remuneration of the corporate officers will be submitted to the General Meeting to be held on May 11, 2023 (resolution n° 11. The payment of remuneration to the SB members in 2022 is subject to this resolution being approved.

This report also provides all details on resolutions 5 to 10 to be submitted for separate approval. The payment of the STI for 2022 of the CEO and the other MB members is subject, respectively, to resolutions 5 to 9 being approved.

This remuneration report consists of 2 sections:

- The information to be disclosed pursuant to Article L. 22-10-9 of the French Commercial Code (when not included in the 2022 Say-On-Pay); and
- The 2022 remuneration of the MB and SB members resulting from the strict implementation of the approved remuneration policy; these remunerations will be subject to a specific binding vote at the 2023 General Meeting.

The GNRC focuses on aligning pay with performance, while ensuring that the Group continues to attract and retain the talent key to delivering its strategy. Its primary aim is to reward sustainable performance aligned with shareholder interests.

In line with the current Remuneration Policy approved by the shareholders at the 2022 General Meeting, the GNRC considered the MB members' performance against the financial and strategic non-financial performance measures which had been set to reflect the Group's priorities for 2022. Separately, performance against each MB member's personal objectives was assessed on an individual basis. The GNRC determined the outcomes of the 2022 STI and the value of the LTI awards, ensuring that they are appropriately balanced.

The GNRC reviewed the updated Afep-Medef Code and confirms that the Group's remuneration policy complies with its recommendations.

In line with French regulations, this remuneration report will be submitted to the 2023 General Meeting for shareholder approval(1).

(1) Further details can be found in the 2023 General Meeting notice.

3.3.2.1 INFORMATION TO BE DISCLOSED PURSUANT TO ARTICLE L. 22-10-9 OF THE FRENCH COMMERCIAL CODE

COMPLIANCE WITH THE REMUNERATION POLICY IN 2022

The implementation of the approved Remuneration Policy is monitored by the SB with the assistance of the GNRC. In 2022, the remuneration policy was fully implemented with no deviation or exception, as summarised in the table below:

		CEO	CIO	CRSO	CFO	CCO
Variable pay maxima respected	Maximum annual 2022 STI payout (% of Fixed Income)			150%		
	Actual annual 2022 STI payout (% of Fixed Income)	126%	124%	124%	124%	124%
	LTI 2022 grant value (% of Fixed Income)	115%	115%	115%	115%	115%
Principles respected	Actual 2022 STI calculated according to KPIs presented at 2022 General Meeting			Yes		
	LTI vesting in 2022 calculated according to vesting formula			Yes		
	LTI 2022 performance criteria in line with approved Remuneration Policy			Yes		
	Fixed Income unchanged since start of each Management Board member's term			Yes		
	Supplementary Contribution Scheme 2022 paid according to defined formula			Yes		
	Benefits 2022 paid in line with benefit policies			Yes		
	No commitment to welcome payment or post-mandate payment taken			Yes		
	No exceptional remuneration			Yes		
	Management Board member shareholding requirement met	No(1)	Yes	No(1)	Yes	No(1)

(1) MB members have Stapled Shares retention obligation until the shareholding requirement is met.

EXCEPTIONAL EVENTS

In accordance with Article L. 22-10-9 of the French Commercial Code, the SB confirms if one of the following events happened in 2022:

Application of Clawback/Malus	No
New Management Board member	Yes
Change in Management Board members' responsibilities	No
Anticipated revision of the Management Board member remuneration	No

In January 2022, Sylvain Montcouquiol was appointed Chief Resources and Sustainability Officer.

GENDER EQUITY AMONG THE SUPERVISORY BOARD

The composition of the SB as of December 31, 2022, reflects the Group commitment to promote gender parity. Its 50% female/50% male ratio complies with the 40% requirement set by Article L. 22-10-3 of the French Commercial Code. The provisions of the article L. 225-45 (2°) of the French Commercial Code have therefore not been applied. See also further details in section 3.2.2.

SHAREHOLDER ENGAGEMENT

The SB is committed to active shareholder engagement. Extensive and proactive consultation with shareholders on the remuneration policy has been a long-standing practice.

In 2022, the GNRC has engaged with shareholders to conduct an in-depth review resulting in a new remuneration policy proposed for approval at the 2022 General Meeting. At the 2022 General Meeting, the ex-ante vote on the CEO remuneration policy was approved by 93.28% of shareholder votes (93.28% for the other MB members). The main changes are:

- STI/LTI rebalanced, with STI target at 120% of FI and LTI target at 125% (in a 100%-150% range);
- Strengthened LTI targets, with progressive vesting on all metrics, including TSR;
- More balanced LTI shareholder performance measurement, with a combination of relative and absolute TSR;
- Stronger focus on sustainability, with ESG-related targets for the LTI now weighted 20%; and
- Introduction of a compensation for loss of office and non-compete policy.

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REMUNERATION RATIOS AND PERFORMANCE EVOLUTION

The table below sets out the 5-year history of the ratio between the total remuneration paid or granted to each MB member and that of the remuneration of French employees.

Due to the very limited headcount of URW SE[1], calculations have been made over the like-for-like employees of the fully owned entities having French employees within the URW Group, for a total of 373 employees on December 31, 2021, on a like-for-like basis[2].

This allows for a set of ratios statistically relevant and able to reflect the link between the MB members and the employees under their direct management.

These ratios are calculated based on the Afep-Medef recommended methodology[3].

		2018	2019	2020	2021	2022
CEO	Total remuneration paid or granted	€4,166,209	€4,129,005	€4,077,112	€2,230,778	€3,546,884
	Multiple of average remuneration	41.1	39.5	38.9	24.9	33.0
	Multiple of median remuneration	63.7	60.2	59.5	37.1	47.5
CIO	Total remuneration paid or granted	n/a[4]	n/a[4]	n/a[4]	€1,113,290	€2,240,293
	Multiple of average remuneration	n/a[4]	n/a[4]	n/a[4]	11.7	20.9
	Multiple of median remuneration	n/a[4]	n/a[4]	n/a[4]	17.4	30.0
CFO	Total remuneration paid or granted	€2,390,107	€2,312,156	€2,293,339	€1,568,021	€2,576,422
	Multiple of average remuneration	23.6	22.1	21.9	16.5	24.0
	Multiple of median remuneration	25.1	36.5	33.5	24.5	34.5
CRSO[5]	Total remuneration paid or granted	€1,415,478	n/a[4]	n/a[4]	€1,113,448	€1,698,817
	Multiple of average remuneration	13.9	n/a[4]	n/a[4]	11.7	15.8
	Multiple of median remuneration	21.6	n/a[4]	n/a[4]	17.4	22.7
CCO	Total remuneration paid or granted	n/a[4]	n/a[4]	n/a[4]	€556,557	€1,512,034
	Multiple of average remuneration	n/a[4]	n/a[4]	n/a[4]	5.8	14.1
	Multiple of median remuneration	n/a[4]	n/a[4]	n/a[4]	8.7	20.2
Company remuneration	Average	€101,481	€104,409	€104,867	€95,151	€107,339
	Median	€65,431	€68,534	€68,484	€63,980	€74,674
URW performance in million EUR	Net Rental Income	€2,161.0	€2,491.2	€1,790.2	€1,724.2	€2,226.3
	Adjusted Recurring Earnings	€1,581.6	€1,711.6	€1,008.5	€957.2	€1,291.3

The ratios have increased in 2022 compared to 2021 for the following reasons:

- The STI taken into account is the one related to 2021 performance while the 2021 STI relating to 2020 performance was highly impacted by the COVID-19 pandemic; and
- Except for the CEO and CFO, the new MB members were functions created or re-established in 2021 and therefore had no STI paid in this respect in 2021. The CCO joined the group after the 2021 LTI grant and then no LTI value was taken into account for Ms. Puechoultres in 2021.

(1) The pay ratios above are calculated based on the compensation paid and granted in 2022. The compensation items taken into account for the MB members are the FI paid in 2022, the STI related to 2021 performance and paid in 2022, the LTI granted in 2022 and the various benefits in kind received in 2022 and disclosed in the Say-On-Pay tables (e.g. company car). In accordance with the Afep-Medef recommendation, the SCS duly disclosed in the Say-On-Pay tables is not taken into account for the calculation of the pay ratios above as it represents a post- mandate benefit. The LTIs granted in 2022 (SO and PS) are valued based on the IFRS2 methodology.

(2) URW SE has less than 0.5% of all Group employees in France. The ratio obtained on this very limited scope is therefore not statistically relevant. When calculated strictly on URW SE, the ratios would have been for the years 2018 to 2022, respectively:
- For the CEO: 70.9, 69.2, 67.4, 34.5 and 37.4;
- For the CIO: n/a, n/a, n/a and 16.2 and 23.6;
- For the CFO: 40.7, 38.7, 37.9, 22.8 and 27.2;
- For the CRSO: 24.1, n/a, n/a, 16.2 and 17.9; and
- For the CCO: n/a, n/a, n/a, 8.1 and 15.9.

Given the small size of the URW SE headcount, median and average ratios are the same.

(3) Total remuneration of all French fully owned entities of URW Group (i.e. excludes employees working for JVs). For comparability year after year, out of the 624 employees of fully owned entities, excluded are 9 expatriates, 8 suspended contracts, 26 apprentices and 208 employees not 'like-for-like' (less than 2 years of service). A total of 373 French employees (as of December 31, 2022) were therefore included in this analysis. The inclusion of all URW employees internationally was considered but rejected to keep comparing remunerations on a like-for-like basis and to avoid exchange rate and changes in perimeter effects. The ratios would have been lower given the higher average compensations levels in several countries, including the UK and the US.

(4) There was no MB member with this function during this period therefore no pay ratio is calculated.

(5) Total remuneration paid or granted to the CRSO in 2022 (i.e. including the STI paid to Ms. Panosyan in 2022 as former CRO until December 31, 2021). The total remuneration actually paid or granted to Mr. Montcouquiol amounts to €955,086. On this basis, the corresponding ratio to average and median remuneration would respectively be 8.9 and 12.8.

3.3.2.2 CORPORATE OFFICERS REMUNERATION IN 2022

The following remuneration elements paid or granted in 2022 are submitted for approval to the shareholders through a binding vote.

3.3.2.2.1 MANAGEMENT BOARD REMUNERATION

The following remuneration elements, paid during, or granted for 2022 to the CEO and the other MB members, are submitted for approval to the shareholders through a binding vote. These remuneration elements include those paid by URW SE and all its affiliates. The payment of the STI of the MB members will be conditioned to shareholder approval at the 2023 General Meeting (resolutions 5 to 9).

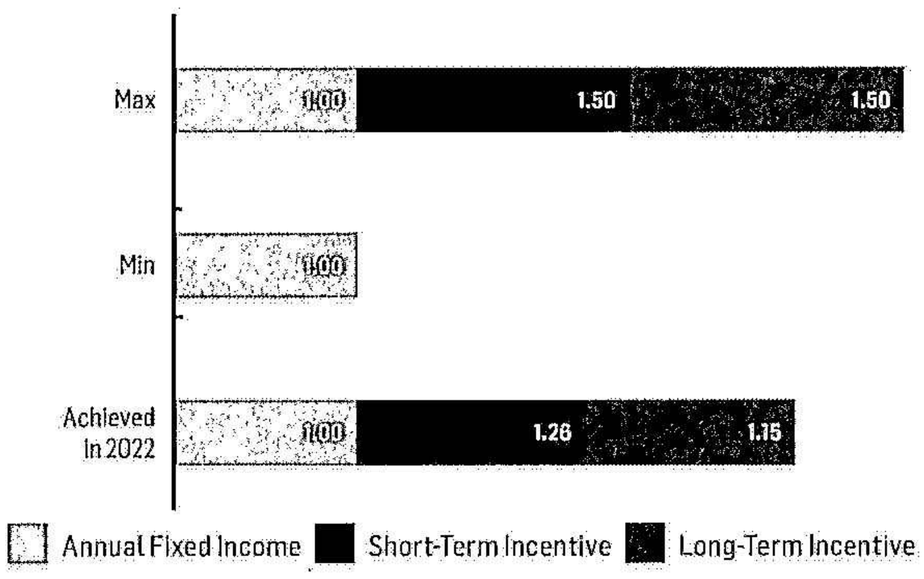
2022 PERFORMANCE OVERVIEW

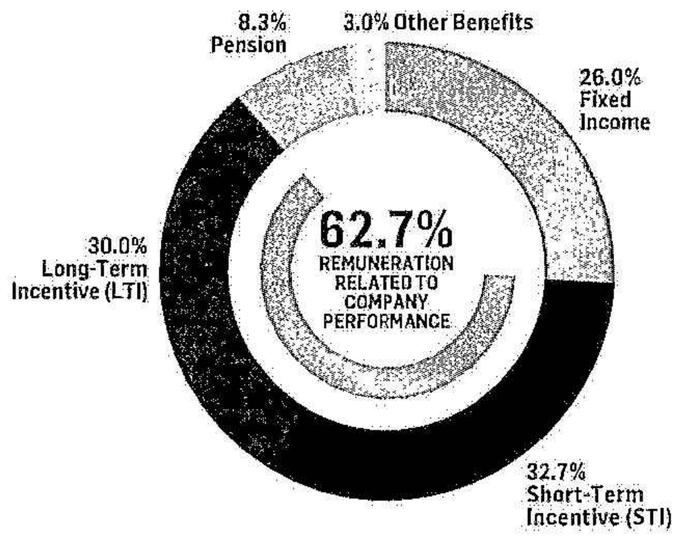
A summary of the performance assessment of each quantitative STI component applicable to all MB members is presented in the table below:

Performance measure		Weighting	Description	Threshold (37.5% payout, zero below)	Target (100% Payout)	Stretch (125% Payout, capped above)	2022 Achieved	2022 Score	Comments
FINANCIAL	AREPS	35%	Adjusted Recurring Earnings per Share	€8.20	€8.51	€8.63	€9.31	125.00%	AREPS largely outperformed initial guidance provided (€8.20-€8.40), as well as guidance updates provided during the course of the year.
	Net debt	15%	Proportionate Net Debt as of Dec. 31, 2022	€22.25 Bn	€21.54 Bn	€21.25 Bn	€22.1 Bn	51.35%	Net Debt (at Budget 2022 exchange rate) objective partially achieved against an ambitious target, due to €2.8 Bn transactions completed in 2022.
	Rent collection	10%	Rent collected vs invoiced (before discounts)	89%	94%	96%	96.3%	125.00%	Rent collection (calculated here as of December 31, 2022) largely improved since 2021.
	Gross admin costs	10%	Gross administrative costs (excluding restructuring costs)	€523.9 Mn	€509.6 Mn	€503.9 Mn	€518.8 Mn	59.84%	Cost objective, adjusted for exchange rate variations, partially achieved in an adverse inflation context.
ESG	Diversity & Inclusion	5%	% of females in new 40% entrants to URW Leadership positions (hires & promotions)	40%	54%	60%	68.4%	125.00%	13 female new executives (5 hires, 8 promotions) out of 19 (5 hires, 14 promotions), i.e. 68.4%.
	GHG equivalent emissions reduction	5%	GHG emissions on Scopes 1 and 2 (tCO_2e)	75,427	67,046	63,694	46,243	125.00%	The GHG emissions reduced more than planned in 2022, due to ongoing carbon reduction initiatives.
	TOTAL	80%						103.05%	

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MR JEAN-MARIE TRITANT, CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE MANAGEMENT BOARD





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2022	€1,000,000	The CEO's annual FI of €1,000,000 is set for the duration of his mandate.
Short-Term Incentive paid in 2023 (subject to a binding shareholder vote) in respect of 2022	€1,256,238 (126% of FI)	The STI 2022 for the CEO has been assessed by the SB, upon recommendation of the GNRC, and calculated on the basis of 120% of the Fixed Income presented above, i.e. a target amount of €1,200,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & ESG	80%	Please refer to the table above	103.05%	€989,238
Qualitative objectives				
New Group Strategy		Achieved a return of all operating metrics to pre-crisis levels, on track to meet all Group targets for 2024. Presented a compelling new Group purpose and defined the roadmap for the revised ESG strategy.		
Stakeholder Relations	20%	Enhanced the perception of the Group's strategy through constant dialogue with analysts, shareholders and investors in Europe and the US, and through involvement in various federations/associations. Implemented a Public Affairs strategy at Group level with a focus on inflation, taxes, commercial leases, decarbonation.	111.25%	€267,000
Organisation Design		Laid the foundations for a more profitable structure with a focus on operational performance, supported by autonomous regions. Reshaped the US organisation in line with the deleveraging objectives.		
Leadership		Ensured full executive team alignment on activities, organisation, culture and people management leading to improved results and a higher level of staff engagement in the company.		
TOTAL	100%		104.69%	€1,256,238

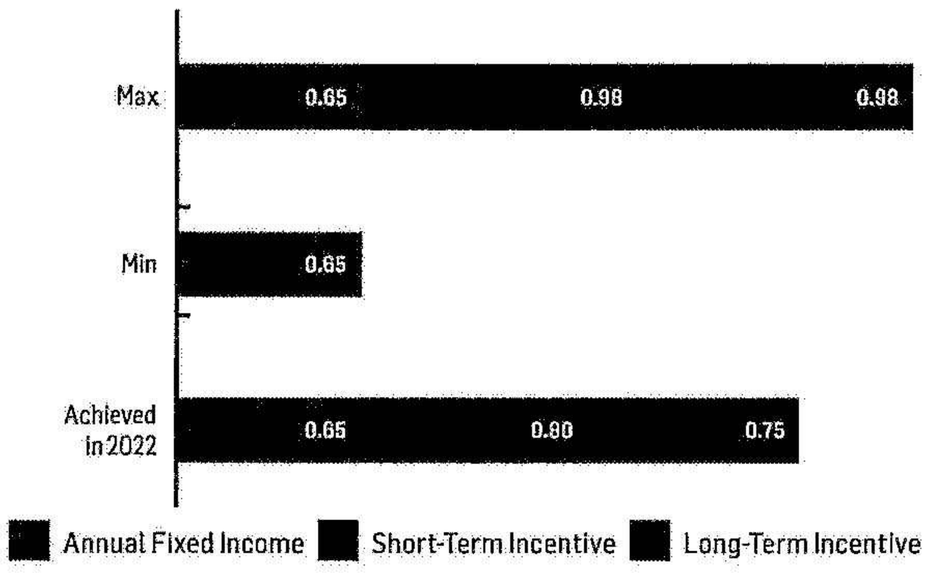
The STI paid in 2022 in respect of 2021 was €1,282,470 (128% of FI).

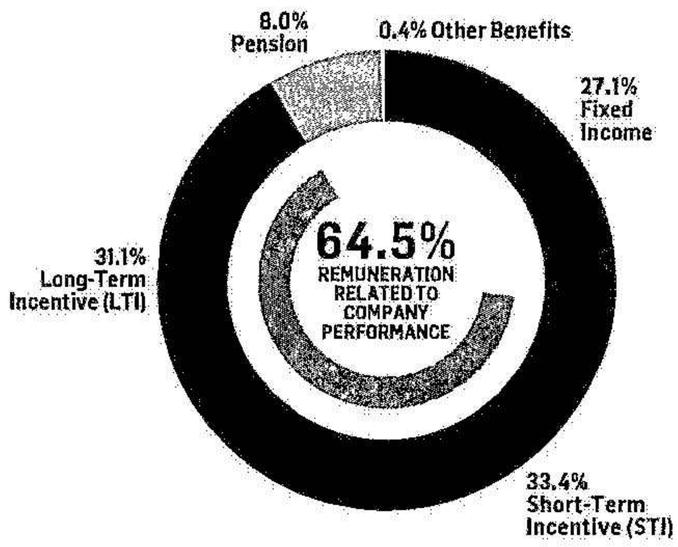
Long-Term Incentives granted during 2022	€1,150,012 (115% of FI)	The SB, upon recommendation of the GNRC, decided that the LTI grant IFRS value for MB members would be below the target grant size, i.e. 115% of their respective FI.

	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 7%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	35% AREPS 35% Relative TSR 10% Absolute TSR 10% Executive gender parity 10% GHG reduction	46,510	€1,070,122	5.75%
SO				70,000	€79,890	5.75%

Supplementary Contribution Scheme paid during 2022	€318,247	Mr Tritant does not benefit from any additional defined benefits pension scheme (*"retraite chapeau"*). He benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of his last mandate as MB member) equivalent to: • A fixed amount of €90,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Mr Tritant benefits from an international health insurance policy.
Benefits in kind	€114,402	Mr Tritant benefits from an International Assignment Extra-Compensation.

MR OLIVIER BOSSARD, CHIEF INVESTMENT OFFICER





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2022	€650,000	Mr Bossard was appointed on January 7, 2021. The CIO's annual FI of €650,000 is set for the duration of his mandate.
Short-Term Incentive paid in 2023 (subject to a binding shareholder vote) in respect of 2022	€802,905 (124% of FI)	The STI 2022 for the CIO has been assessed by the SB, upon recommendation of the GNRC, and calculated on the basis of 120% of the Fixed Income presented above, i.e. a target amount of of €780,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & ESG	80%	Please refer to the table above	103.05%	€643,005
Qualitative objectives				
Deleveraging	20%	Executed European disposal programme resulting in €3.2 Bn of total proceeds over 2021/2022. Achieved the 2 largest US mall transactions within the past 5 years.	102.50%	€159,900
Carbon Footprint		Closely monitored investment opportunities, development projects and assets trajectory.		
Asset Management		Set up the Asset Management function at Group level to optimize capital allocation. Reviewed 50+ investment opportunities.		
Leadership		Actively contributed to the MB and EC and supported key transverse actions and initiatives including the new sustainability strategy.		
TOTAL	**100%**		**102.94%**	**€802,905**

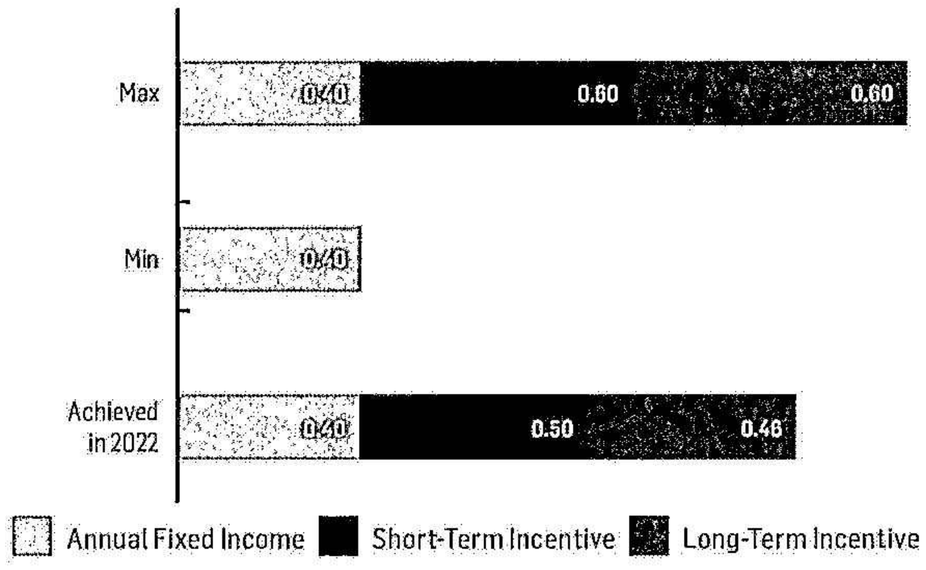
The STI paid in 2022 in respect of 2021 was €833,606 (128% of FI).

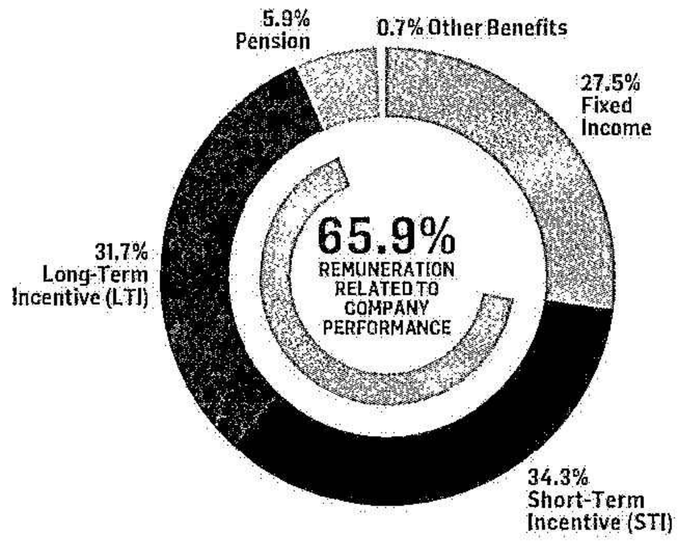
Long-Term Incentives granted during 2022	€747,520 (115% of FI)	The SB, upon recommendation of the GNRC, decided that the LTI grant IFRS value for MB members would be below the target grant size, i.e. 115% of their respective FI.

	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 5%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	35% AREPS 35% Relative TSR 10% Absolute TSR 10% Executive gender parity 10% GHG reduction	30,232	€695,591	3.74%
SO				45,500	€51,929	3.74%

Supplementary Contribution Scheme paid during 2022	€193,361	Mr Bossard does not benefit from any additional defined benefits pension scheme (*"retraite chapeau"*). He benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of his last mandate as MB member) equivalent to: • A fixed amount of €45,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Mr Bossard benefits from an international health insurance policy.
Benefits in kind	€9,167	Mr Bossard benefits from a company car.

MR SYLVAIN MONTCOUQUIOL, CHIEF RESOURCES AND SUSTAINABILITY OFFICER





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2022	€400,000	Mr Montcouquiol was appointed on January 1, 2022. The CRSO's annual FI was temporarily set at €400,000 until December 31, 2022.
Short-Term Incentive paid in 2023 (subject to a binding shareholder vote) in respect of 2022	€497,695 (124% of FI)	The STI 2022 for the CRSO has been assessed by the SB, upon recommendation of the GNRC, and calculated on the basis of 120% of the Fixed Income presented above, i.e. a target amount of of €480,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & ESG	80%	Please refer to the table above	103.05%	€395,695
Qualitative objectives				
Organisation and Transformation	20%	Launched company-wide transformation programme, positioning ESG at the core of the new strategy. Trained 1,500 employees worldwide to carbon and climate issues, resulting in URW being the first CAC40 company to be Climate Fresk certified.	106.25%	€102,000
Diversity & Inclusion		Diversity and Inclusion championed, and cascaded locally in each country. Group employee engagement score increased from 57% in 2021 to 65% in 2022.		
ESG		Led US platform restructuring and regional reorganisations for a leaner and more agile European organisation.		
Leadership		Organised first senior management convention dedicated to sustainability and subsequent sustainability workshops for all employees worldwide.		
TOTAL	100%		103.69%	€497,695

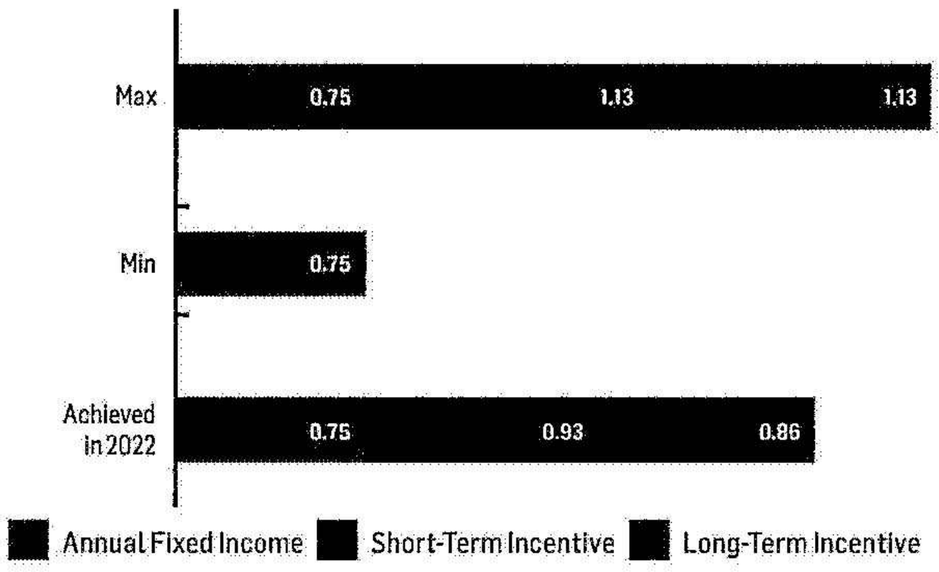
No STI history available as Mr Montcouquiol was appointed CRSO on January 1, 2022.

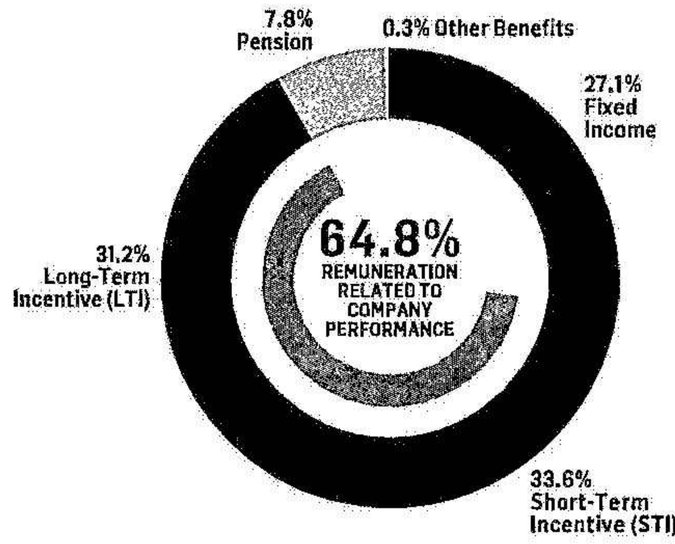
Element	Amounts	Comments/details
Long-Term Incentives granted during 2022	€460,005 (115% of FI)	The SB, upon recommendation of the GNRC, decided that the LTI grant IFRS value for MB members would be below the target grant size, i.e. 115% of their respective FI.

	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 5%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	35% AREPS 35% Relative TSR 10% Absolute TSR 10% Executive gender parity 10% GHG reduction	18,604	€428,049	2.30%
SO				28,000	€31,956	2.30%

Supplementary Contribution Scheme paid during 2022	€85,000	Mr Montcouquiol does not benefit from any additional defined benefits pension scheme (*"retraite chapeau"*). He benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of his last mandate as MB member) equivalent to: • A fixed amount of €45,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Mr Montcouquiol benefits from a health insurance policy.
Benefits in kind	€10,081	Mr Montcouquiol benefits from a company car.

MR FABRICE MOUCHEL, CHIEF FINANCE OFFICER





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2022	€750,000	Mr Mouchel was appointed on January 5, 2021. The CFO's annual FI of €750,000 is set for the duration of his mandate.
Short-Term Incentive paid in 2023 (subject to a binding shareholder vote) in respect of 2022	€928,678 (124% of FI)	The STI 2022 for the CEO has been assessed by the SB, upon recommendation of the GNRC, and calculated on the basis of 120% of the Fixed Income presented above, i.e. a target amount of of €900,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & ESG	80%	Please refer to the table above	103.05%	€741,928
Qualitative objectives				
Liquidity & Financing	20%	Secured additional liquidity and hedging to ensure the Group has enough cash/visibility on cost of debt to complete its deleveraging programme. Improved S&P rating outlook. Enhanced performance tracking. Set up a new Green financing framework.	103.75%	€186,750
Stakeholder Relations		Presented the Group's strategy and deleveraging plan to analysts and shareholders. Organised Investor Days and roadshows with positive feedback on quality and transparency of communication.		
Performance Management		Drove finance optimisation measures including shared services implementation, team streamlining and ERP implementations, leading to improved efficiency and savings. Improved Rent Collection to pre-COVID levels (97%).		
Leadership		Onboarded MB & EC members on major finance projects. Shared best practices with the COOs for monitoring operating performance in the coming year. Improved and simplified the quarterly reporting and forecasting process.		
TOTAL	**100%**		**103.19%**	**€928,678**

The STI paid in 2022 in respect of 2021 was €956,228 (128% of FI).

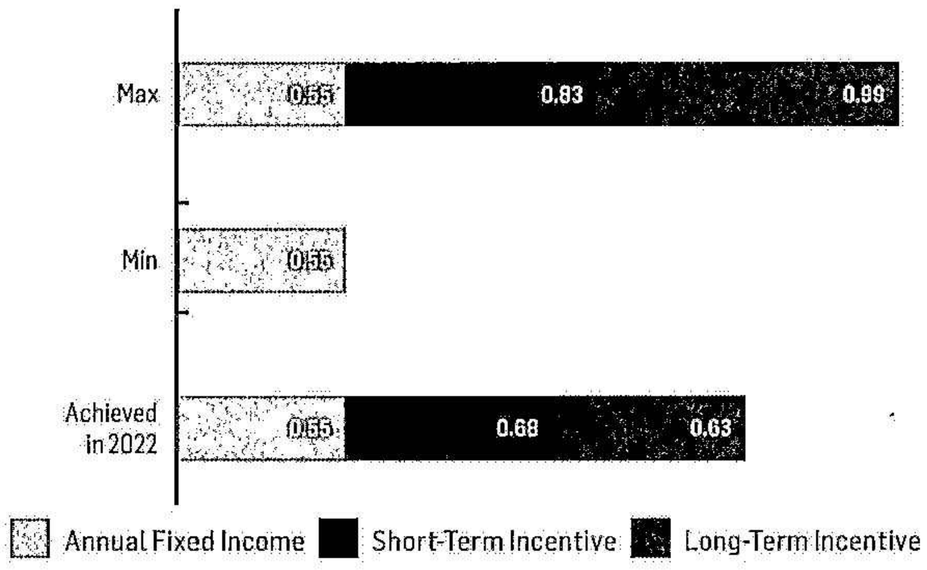
Long-Term Incentives granted during 2022	€862,521 (115% of FI)	The SB, upon recommendation of the GNRC, decided that the LTI grant IFRS value for MB members would be below the target grant size, i.e. 115% of their respective FI.

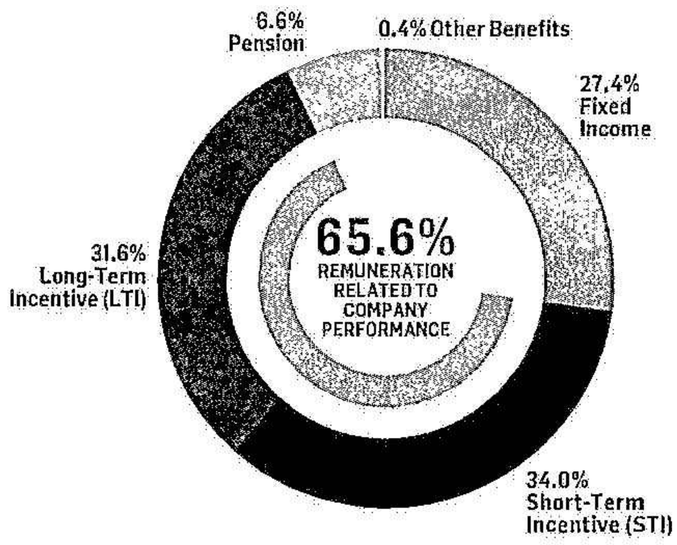
	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 7%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	35% AREPS 35% Relative TSR 10% Absolute TSR 10% Executive gender parity 10% GHG reduction	34,883	€802,603	4.31%
SO				52,500	€59,918	4.31%

Supplementary Contribution Scheme paid during 2022	€215,623	Mr Mouchel does not benefit from any additional defined benefits pension scheme (*"retraite chapeau"*). He benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of his last mandate as MB member) equivalent to: • A fixed amount of €45,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Mr Mouchel benefits from a health insurance policy.
Benefits in kind	€7,673	Mr Mouchel benefits from a company car.

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MS CAROLINE PUECHOULTRES, CHIEF CUSTOMER OFFICER





Element	Amounts	Comments/details
Annual Fixed Income paid in respect of 2022	€550,008	Ms Puechoultres was appointed on July 15, 2021. The CCO's annual FI is temporarily set at €550,000 until December 31, 2022.
Short-Term Incentive paid in 2023 (subject to a binding shareholder vote) in respect of 2022	€681,031 (124% of FI)	The STI 2021 for the CCO has been assessed by the SB, upon recommendation of the GNRC, and calculated on the basis of 120% of the Fixed Income presented above, i.e. a target amount of of €660,000.

Performance measure	Weighting	Description of key achievements	Achievement	Payout
Financial & ESG	80%	Please refer to the table above	103.05%	€544,081
Qualitative objectives				
New Organisation		Created the fully functional Westfield Rise new business division with a distinctive brand identity. Executed innovative media and brand partnership strategies.		
Westfield Brand		Formalised the Group digital and data strategic orientations and value proposition, with a focus on amplifying retail media. Achieved delivery of successful live shopping platforms in 2 countries, launch of in-mall videoanalysis tool in 5 countries and a roll-out of a new loyalty programme.		
Digital Strategy	20%	Set up of a strong corporate marketing team. Repositioned the Westfield brand with a new campaign ("More Extra, Less Ordinary") and strengthened brand identity. 3 additional rebranded Westfield assets with increased brand awareness in Europe.	103.75%	€136,950
Leadership		Engaged corporate and regional executive teams on the new CCO vision and strategy. Led initiatives to raise MB and Executive Committee awareness of marketing and customer-centricity topics.		
TOTAL	100%		103.19%	€681,031

No STI history available as Ms Puechoultres was appointed CCO on July 15, 2021.

Long-Term Incentives granted during 2022	€632,519	The SB, upon recommendation of the GNRC, decided that the LTI grant IFRS value for MB members would be below the target grant size, i.e. 115% of their respective FI.

	Presence condition	Performance period	Performance condition	Number of units	Economic value (IFRS)	% of total grant (max. 5%)
PS	2 years of continuous presence at the date of vesting or exercise	3 years	35% AREPS 35% Relative TSR 10% Absolute TSR 10% Executive gender parity 10% GHG reduction	25,581	€588,579	3.16%
SO				38,500	€43,940	3.16%

Supplementary Contribution Scheme paid during 2022	€132,139	Ms Puechoultres does not benefit from any additional defined benefits pension scheme (*"retraite chapeau"*). She benefits from the SCS, an annual net contribution paid into a blocked savings account (available only after the end of her last mandate as MB member) equivalent to: • A fixed amount of €45,000; and • A variable amount of 10% of the total cash remuneration earned each year (i.e. FI for year N plus STI for year N-1).
Life/health insurance	n.m	Ms Puechoultres benefits from a health insurance policy.
Benefits in kind	€8,108	Ms Puechoultres benefits from a company car allowance.

3.3.2.2.2 REMUNERATION OF THE CHAIRMAN OF THE SUPERVISORY BOARD

The following remuneration elements, paid during or granted for financial year 2022 to the SB Chairman, are submitted to the approval of the shareholders (resolution n° 10).

MR LÉON BRESSLER, CHAIRMAN OF THE SUPERVISORY BOARD

	2021	2022
Supervisory Board Chairman remuneration (inclusive of committee membership and attendance-based compensation)	€1	€1

Mr Bressler asked to have his remuneration limited to 1 symbolic euro per year for the duration of his mandate.

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3.3.3 SUPPLEMENTARY INFORMATION

3.3.3.1 EVOLUTION OF THE MANAGEMENT BOARD REMUNERATION

Pursuant to the AMF recommendations and the Afep-Medef Code concerning the remuneration of executive officers of listed companies, the tables hereinafter presents:

- The gross remuneration received in respect of the financial years 2018 through to 2022, 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 n° 1); and
- The gross remuneration paid during 2021 and 2022 respectively, and including the STI that was paid in Year N due in respect of the previous year (Table n° 2).

Considering that all the MB members were appointed in 2021 or 2022, the tables below includes the remuneration paid to the executive officers for their current responsibilities.

FI, STI, LTI AND OTHER BENEFITS ALLOCATED TO MANAGEMENT BOARD MEMBERS IN RESPECT OF THE REFERRED YEARS (TABLE N° 1 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

Including the STI due in respect of financial year N and paid in Year N+1, after publication of the results of financial year N.

Mr Jean-Marie Tritant
CEO and Chairman of the MB since January 1, 2021

	Year 2018	Year 2019	Year 2020	Year 2021	Year 2022
FI	n/a	n/a	n/a	€1,000,000	€1,000,000
STI[1]	n/a	n/a	n/a	€1,282,470	€1,256,238
Pension	n/a	n/a	n/a	€190,000	€318,247
Other benefits	n/a	n/a	n/a	€47,881	€114,402
Remuneration due in respect of the financial year	**n/a**	**n/a**	**n/a**	**€2,520,351**	**€2,688,887**
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*6.7%*
Annual SO IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€135,984	€79,890
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*(41.3%)*
Annual PS IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€563,995	€1,070,122
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*89.7%*
	n/a	n/a	n/a	€3,220,330	€3,838,899
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*19.2%*

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1.
(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by Willis Towers Watson ("WTW")), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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
CIO and MB member since January 7, 2021

	Year 2018	Year 2019	Year 2020	Year 2021	Year 2022
FI	n/a	n/a	n/a	€639,683	€650,000
STI[1]	n/a	n/a	n/a	€833,606	€802,905
Pension	n/a	n/a	n/a	€108,968	€193,361
Other benefits	n/a	n/a	n/a	€7,311	€9,167
Remuneration due in respect of the financial year	**n/a**	**n/a**	**n/a**	**€1,589,568**	**€1,655,433**
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*4.1%*
Annual SO IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€88,389	€51,929
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*(41.2%)*
Annual PS IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€366,588	€695,591
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*89.7%*
	n/a	n/a	n/a	€2,044,545	€2,402,953
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*17.5%*

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1.
(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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 Sylvain Montcouquiol
CRSO and MB member since January 1, 2022

	Year 2018	Year 2019	Year 2020	Year 2021	**Year 2022**
FI	n/a	n/a	n/a	n/a	€400,000
STI[1]	n/a	n/a	n/a	n/a	€497,695
Pension	n/a	n/a	n/a	n/a	€85,000
Other benefits	n/a	n/a	n/a	n/a	€10,081
Remuneration due in respect of the financial year	n/a	n/a	n/a	n/a	**€992,776**
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*
Annual SO IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	n/a	€31,956
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*
Annual PS IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	n/a	€428,049
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*
	n/a	**n/a**	**n/a**	**n/a**	**€1,452,781**
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1.
(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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
CFO and MB member since January 5, 2021

	Year 2018	Year 2019	Year 2020	Year 2021	**Year 2022**
FI	n/a	n/a	n/a	€744,048	€750,000
STI[1]	n/a	n/a	n/a	€956,228	€928,678
Pension	n/a	n/a	n/a	€119,405	€215,623
Other benefits	n/a	n/a	n/a	€6,467	€7,673
Remuneration due in respect of the financial year	n/a	n/a	n/a	€1,826,148	**€1,901,973**
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*4.2%*
Annual SO IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€101,988	€59,918
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*(41.2%)*
Annual PS IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€423,005	€802,603
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*89.7%*
	n/a	**n/a**	**n/a**	**€2,351,141**	**€2,764,494**
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*17,6%*

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1.
(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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.

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Ms Caroline Puechoultres
CCO and MB member since July 15, 2021

	Year 2018	Year 2019	Year 2020	Year 2021	Year 2022
FI	n/a	n/a	n/a	€201,286	€550,008
STI[1]	n/a	n/a	n/a	€321,399	€681,031
Pension	n/a	n/a	n/a	€45,833	€132,140
Other benefits	n/a	n/a	n/a	€3,032	€8,108
Remuneration due in respect of the financial year	n/a	n/a	n/a	€571,550	€1,371,287
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*139.9%*
Annual SO IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€0	€43,940
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*
Annual PS IFRS valuation allocated during the financial year[2]	n/a	n/a	n/a	€0	€588,579
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*
	n/a	n/a	n/a	€571,550	€2,003,806
Evolution year N vs. year N-1 (in %)	*n/a*	*n/a*	*n/a*	*n/a*	*250.6%*

(1) STI indicated in column "Year N" is STI due in respect of Year N and paid Year N+1.
(2) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group after the vesting period, but before taking into account the effect of the spread of the charge during the vesting period according to IFRS 2.

DETAILS OF THE REMUNERATION PAID IN 2021 AND 2022 (TABLE N° 2 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

Including the STI paid during financial year N but which was due for the previous financial year.

Mr Jean-Marie TRITANT
CEO and Chairman of the MB since January 1, 2021

	Financial year 2021		Financial year 2022	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
FI	€1,000,000	€1,000,000	€1,000,000	€1,000,000
STI	€1,282,470	€1,282,470	€1,256,238	€1,256,238
Pension	€190,000	€190,000	€318,247	€318,247
Other benefits	€47,881	€47,881	€114,402	€114,402
Remuneration due in respect of the financial year	€2,520,351	€2,520,351	€2,688,887	€2,688,887
Annual SO IFRS valuation allocated during the financial year[1]	€135,984	€135,984	€79,890	€79,890
Annual PS IFRS valuation allocated during the financial year[1]	€563,995	€563,995	€1,070,122	€1,070,122
	€3,220,330	€3,220,330	€3,838,899	€3,838,899

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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
CIO and MB member since January 7, 2021

	Financial year 2021		Financial year 2022	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
FI	€639,683	€639,683	€650,000	€650,000
STI	€833,606	€833,606	€802,905	€802,905
Pension	€108,968	€108,968	€193,361	€193,361
Other benefits	€7,311	€7,311	€9,167	€9,167
Remuneration due in respect of the financial year	€1,589,568	€1,589,568	€1,655,433	€1,655,433
Annual SO IFRS valuation allocated during the financial year[1]	€88,389	€88,389	€51,929	€51,929
Annual PS IFRS valuation allocated during the financial year[1]	€366,588	€366,588	€695,591	€695,591
	€2,044,545	€2,044,545	€2,402,952	€2,402,952

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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 Sylvain Montcouquiol CRO and MB member since January 1, 2022	Financial year 2021		Financial year 2022	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
FI	n/a	n/a	€400,000	€400,000
STI	n/a	n/a	€497,695	€497,695
Pension	n/a	n/a	€85,000	€85,000
Other benefits	n/a	n/a	€10,081	€10,081
Remuneration due in respect of the financial year	n/a	n/a	**€992,776**	**€992,776**
Annual SO IFRS valuation allocated during the financial year(1)	n/a	n/a	€31,956	€31,956
Annual PS IFRS valuation allocated during the financial year(1)	n/a	n/a	€428,049	€428,049
	n/a	n/a	**€1,452,781**	**€1,452,781**

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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 CFO and MB member since January 5, 2021	Financial year 2021		Financial year 2022	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
FI	€744,048	€744,048	€750,000	€750,000
STI	€956,228	€956,228	€928,678	€928,678
Pension	€119,405	€119,405	€215,623	€215,623
Other benefits	€6,467	€6,467	€7,673	€7,673
Remuneration due in respect of the financial year	**€1,826,148**	**€1,826,148**	**€1,901,973**	**€1,901,973**
Annual SO IFRS valuation allocated during the financial year(1)	€101,988	€101,988	€59,918	€59,918
Annual PS IFRS valuation allocated during the financial year(1)	€423,005	€423,005	€802,603	€802,603
	€2,351,141	**€2,351,141**	**€2,764,494**	**€2,764,494**

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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.

Ms Caroline Puechoultres CCO and MB member since July 15, 2021	Financial year 2021		Financial year 2022	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
FI	€201,286	€201,286	€550,008	€550,008
STI	€321,399	€321,399	€681,031	€681,031
Pension	€45,833	€45,833	€132,140	€132,140
Other benefits	€3,032	€3,032	€8,108	€8,108
Remuneration due in respect of the financial year	**€571,550**	**€571,550**	**€1,371,287**	**€1,371,287**
Annual SO IFRS valuation allocated during the financial year(1)	n/a	n/a	€43,940	€43,940
Annual PS IFRS valuation allocated during the financial year(1)	n/a	n/a	€588,579	€588,579
	n/a	n/a	**€2,003,806**	**€2,003,806**

(1) The value corresponds to the value of the SO and PS at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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.

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PERFORMANCE STOCK OPTIONS

PERFORMANCE STOCK OPTIONS GRANTED DURING FINANCIAL YEARS 2018 TO 2022 (TABLE N° 4 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

On March 8, 2022, the SB, upon the recommendation of the GNRC, granted to Group employees and MB members a total of 1,217,386 SO, representing 0.85% of the fully diluted share capital on December 31, 2021.

234,500 SO were allocated to the MB members, of which 70,000 (5.75%) to the CEO, 52,500 (4.31%) to the CFO, 45,500 (3.74%) to the CIO, 38,500 (3.16%) to the CCO and 28,000 (2.30%) to the CRSO as detailed in the table below:

	SO Plan 2018			SO Plan 2019			SO Plan 2020			SO Plan 2021			SO Plan 2022		
Date of grant	March 5, 2018			March 19, 2019			March 21, 2020			May 18,2021			March 8, 2022		
Opening of exercise period (at the opening of trading day)	March 6, 2022			March 20, 2022			March 22, 2023			May 20, 2024			March 10, 2025		
End of exercise period (at the end of the trading day)	March 5, 2025			March 19, 2027			March 21, 2028			May,18 2029			March 8, 2030		
Exercise price per SO	€190.09			€144.55			€92.03			€69.41			€66.68		
Type of SO	Share subscription or purchase Stock Options subject to performance and presence conditions and with no discount.														
Names of Management Board members	Number of SO granted	Value of SO granted[1]	Variation 2018 vs 2017 in value	Number of SO granted	Value of SO granted[1]	Variation 2019 vs 2018 in value	Number of SO granted	Value of SO granted[1]	Variation 2020 vs 2019 in value	Number of SO granted	Value of SO granted[1]	Variation 2021 vs 2020 in value	**Number of SO granted**	**Value of SO granted[1]**	**Variation 2022 vs 2021 in value**
Jean-Marie Tritant CEO	25,500	€122,655	(24.8%)	n/a	n/a	n/a	n/a	n/a	n/a	42,500	€135,984	n/a	**70,000**	**€79,890**	**(41.3%)**
Olivier Bossard CIO	20,400	€98,124	(32.3%)	n/a	n/a	n/a	n/a	n/a	n/a	27,625	€88,389	n/a	**45,500**	**€51,929**	**(41.2%)**
Sylvain Montcouquiol CRSO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	**28,000**	**€31,956**	**n/a**
Fabrice Mouchel CFO	17,000	€81,770	(38.4%)	n/a	n/a	n/a	n/a	n/a	n/a	31,875	€101,988	n/a	**52,500**	**€59,918**	**(41.2%)**
Caroline Puechoultres CCO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	**38,500**	**€43,940**	**n/a**

(1) The value corresponds to the value of the SO at the time they were allocated according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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.
n/a means that the individual was not MB member of URW SE at the date of grant.

PERFORMANCE STOCK OPTIONS EXERCISED BY MANAGEMENT BOARD MEMBERS DURING FINANCIAL YEAR 2022 (ARTICLE L. 225–184 OF THE FRENCH COMMERCIAL CODE) (TABLE N° 5 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

MB members	Plan number – Tranche year	Number of SO exercised during the financial year	Date of exercise	Exercise price per SO	Number of SO exercised	Overall market performance of URW SE	Performance of the applicable Reference Index	Achievement of the Performance Condition at the exercise date
Mr Jean-Marie Tritant CEO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mr Olivier Bossard CIO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mr Sylvain Montcouquiol CRSO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Mr Fabrice Mouchel CFO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Ms Caroline Puechoultres CCO	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

PERFORMANCE SHARES

The detail on the plans in force applicable to employees and MB members is presented in section 3.3.4.

On March 8, 2022, a total of 808,872 PS were granted to Group employees and MB members of which 46,510 (5.75%) to the CEO, 34,883 (4.31%) to the CFO, 30,232 (3.74%) to the CIO, 25,581 (3.16%) to the CCO and 18,604 (2.30%) to the CRO.

The grant of PS to MB members is presented in detail in Tables n° 6 and 7 in accordance with the recommendations of the Afep-Medef Code.

DETAILS OF THE PERFORMANCE SHARES GRANTED TO EACH MANAGEMENT BOARD MEMBER DURING FINANCIAL YEAR 2022 (ARTICLE L. 225-197-4 OF THE FRENCH COMMERCIAL CODE) (TABLE N° 6 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

	PS Plan 2022 (March 8, 2022)				
MB members	**Number of PS granted**	Economic value of the PS grant[1]	Share transfer date[2]	Availability date (at the end of the trading day)[2]	Presence and performance conditions
Mr Jean-Marie Tritant	46,510	€1,070,122	March 10, 2025	March 10, 2025	Mandatory
Mr Olivier Bossard	30,232	€695,591	March 10, 2025	March 10, 2025	Mandatory
Mr Sylvain Montcouquiol	18,604	€428,049	March 10, 2025	March 10, 2025	Mandatory
Mr Fabrice Mouchel	34,883	€802,603	March 10, 2025	March 10, 2025	Mandatory
Ms Caroline Puechoultres	25,581	€588,579	March 10, 2025	March 10, 2025	Mandatory
TOTAL	**155,810**	**€3,584,944**			

(1) The value corresponds to the value of the PS at the time they were attributed according to IFRS 2 requirements (based on the evaluation conducted by WTW), notably after taking into account any discount related to performance criteria and the probability of presence in the Group 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.

(2) The potential share transfer date is subject to the attainment of the performance condition on the third anniversary of the date of grant. If the performance condition is not met, all rights shall be definitively lost on the following day.

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PERFORMANCE SHARES BECOMING AVAILABLE FOR SALE BY EACH MANAGEMENT BOARD MEMBER DURING FINANCIAL YEAR 2022 (TABLE N° 7 OF AMF/AFEP-MEDEF RECOMMENDATIONS)

MB members	Plan number and date	Number of PS becoming available for sale in 2022
Mr Jean-Marie Tritant	PS Plan 2018	n/a
	PS SI Plan 2018	n/a
	PS Plan 2019	2,399
	PS Plan 2020	n/a
	PS Plan 2021	n/a
	PS Plan 2022	n/a
Mr Olivier Bossard	PS Plan 2018	n/a
	PS SI Plan 2018	n/a
	PS Plan 2019	1,799
	PS Plan 2020	n/a
	PS Plan 2021	n/a
	PS Plan 2022	n/a
Mr Sylvain Montcouquiol	PS Plan 2018	n/a
	PS SI Plan 2018	n/a
	PS Plan 2019	641
	PS Plan 2020	n/a
	PS Plan 2021	n/a
	PS Plan 2022	n/a
Mr Fabrice Mouchel	PS Plan 2018	n/a
	PS SI Plan 2018	n/a
	PS Plan 2019	1,500
	PS Plan 2020	n/a
	PS Plan 2021	n/a
	PS Plan 2022	n/a
Ms Caroline Puechoultres	PS Plan 2022	n/a

n/a means the Performance Shares granted with respect to this Performance Plan are not yet available.

DETAILS OF PERFORMANCE SHARES VESTED FOR MB MEMBERS DURING 2022

MB member	Plan number	Number of PS being fully vested before Performance condition	Achievement of the performance condition	Number of PS being fully vested during the 2021 financial year
Mr Jean-Marie Tritant CEO	Plan PS 2019	6,255	38%	2,399
	Plan PS 2020 Plan PS 2021 Plan PS 2022	n/a		
Mr Olivier Bossard CIO	Plan PS 2019	4,691	38%	1,799
	Plan PS 2020 Plan PS 2021 Plan PS 2022	n/a		
Mr Sylvain Montcouquiol CRSO	Plan PS 2019	1,669	38%	641
	Plan PS 2020 Plan PS 2021 Plan PS 2022	n/a		
Mr Fabrice Mouchel CFO	Plan PS 2019	3,909	38%	1,500
	Plan PS 2020 Plan PS 2021 Plan PS 2022	n/a		
Ms Caroline Puechoultres CCO	Plan PS 2022	n/a		

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PERFORMANCE SHARES VESTING IN 2022 – 2019 PS PLAN – PERFORMANCE ASSESSMENT

In view of the uncertainties related to the COVID-19 crisis, the extreme volatility of market conditions and governments having implemented severe restrictions with tough impact on the Group operations, the Group announced on March 23, 2020, the withdrawal of its earnings forecast for 2020.

On the occasion of the publication of its accounts for the 3rd quarter of 2020, the Group published on November 1 a new 2020 AREPS outlook. This public earnings forecast was achieved as mentioned in the 2020 annual financial statements published on February 10, 2021.

However, in view of the particular context of the year 2020 and in a concern for shared effort, on the proposal of the MB and upon the recommendation of the GNRC, the SB decided that the achievement of the forecast established for the year 2020 would not be taken into account. Consequently, making use of its discretionary power provided for in the Remuneration Policy approved at the 2020 General Meeting, the SB decided to reduce in proportion the allocations likely to result from the AREPS criterion for the LTI plans 2018 to 2020, all other terms and conditions remaining entirely unchanged.

Performance measure	Description	Target	Achieved	Weight	Score	Vesting	Comments
AREPS 2019	AREPS vs. stretch target (top of guidance given to shareholders).	2019 AREPS guidance: Bottom €11.80 Top €12.00	€12.03	15.00%	100%	15.00%	AREPS reported result was €12.37. The GNRC adjusted it for the impact of foreign exchange, IFRS16 and delays in planned disposals. After adjustment, AREPS was €12.03 vs. the stretch target of €12.0.
AREPS 2020	AREPS vs. top of guidance given to shareholders.	2020 guidance withdrawn, then provided on November 1, 2020: Bottom €7.20 Top €7.80	€7.28	15.00%	0%	0%	Although the AREPS was achieved within the range provided on November 1, 2020, the GNRC considered the year 2020 not achieved.
AREPS 2021	AREPS vs. top of guidance given to shareholders.	2021 AREPS Guidance: Bottom €5.35 Top €7.20	€6.91	15.00%	89%	13.35%	AREPS reported result was €6.91.
TSR vs Reference Index	URW TSR evolution compared to the Reference Index, designed to reflect URW's unique geographical footprint and diversity of assets.	Outperformance of Reference Index	No	45.00%	0%	0%	
ESG Rating	URW ranking vs sector peers by ISS-ESG.	PRIME Rating	Yes	5.00%	100%	5.00%	URW was rated 'Prime' by ISS-ESG in 2019, 2020 and 2021.
ESG Goal	Achievement rate of the Better Places 2030 plan Group-wide.	Achieve commitments on Continental Europe and integration of Westfield into the ESG agenda	Yes	5.00%	100%	5.00%	Assessed fully achieved by the SB.
TOTAL				100%		38.35%	

INFORMATION ON THE PERFORMANCE STOCK OPTIONS ON DECEMBER 31, 2022 (TABLE N° 8 OF AMF/AFEP- MEDEF RECOMMENDATIONS)

	SO Plan 2015	SO Plan 2016	SO Plan 2017	SO Plan 2018	SO Plan 2019	SO Plan 2020	SO Plan 2021	**SO Plan 2022**
Date of AGM authorisation		April 23, 2014		April 25, 2017	May 17, 2018	May 17, 2019	May 12, 2021	May 12, 2021
Date of grant	March 3, 2015	March 8, 2016	March 7, 2017	March 5, 2018	March 19, 2019	March 21, 2020	May 18, 2021	March 8, 2022
Total number of SO granted	623,085	611,608	611,611	630,135	748,372	885,291	950,295	1,217,386
Effective grant as a % of the fully diluted shares[1]	0.62%	0.60%	0.61%	0.62%	0.53%	0.62%	0.66%	0.85%
Effective grant to the MB members[2] as a % of the fully diluted shares[1]	0.15%	0.15%	0.15%	0.15%	0.05%	0.07%	0.09%	0.16%
To MB members[2]:	**127,500**	**148,750**	**148,750**	**151,000**	**69,700**	**98,400**	**129,625**	**234,500**
Mr Jean-Marie Tritant	20,400	22,950	22,950	25,500	n/a	n/a	42,500	70,000
Mr Olivier Bossard	20,400	20,400	20,400	20,400	n/a	n/a	27,625	45,500
Mr Sylvain Montcouquiol	n/a	18,700	18,700	17,000	n/a	n/a	27,625	28,000
Mr Fabrice Mouchel	17,000	18,700	18,700	17,000	n/a	n/a	31,875	52,500
Ms Caroline Puechoultres	n/a	n/a	n/a	n/a	n/a	n/a	n/a	38,500
End of vesting period (at the opening of the trading day)[3][4]	March 4, 2019	March 9, 2020	March 8, 2021	March 6, 2022	March 20, 2022	March 22, 2023	May 20, 2024	March 10, 2025
Expiry date (at the end of the trading day)[3][4]	March 3, 2022	March 8, 2023	March 7, 2024	March 5, 2025	March 19, 2027	March 21, 2028	May 18, 2029	March 8, 2030
Strike price (€)	256.81	227.24	218.47	190.09	144.55	92.03	69.41	66.68
Exercise terms and conditions	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4	See section 3.3.4
Number of SO subscribed	0	1,913	0	0	0	0	-	0
Number of SO cancelled	623,085	207,201	179,791	171,972	195,872	231,793	136,628	105,581
OUTSTANDING STOCK OPTIONS	-	**402,494**	**431,820**	**458,163**	**552,500**	**653,498**	**813,667**	**1,111,805**

n/a means any information relating to a period within which the person involved was not an MB member.
(1) On the basis of the fully diluted shares as at December 31, N-1.
(2) For MB members at the time of the grant.
(3) Provided that the performance and presence conditions are met.
(4) Indicative dates which must be adjusted to take into account non-business days.

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INFORMATION ABOUT PERFORMANCE SHARES ON DECEMBER 31, 2022 (TABLE N° 9 OF AFEP-MEDEF RECOMMENDATIONS)

Plans	PS Plan 2018	PS Additional LTISI Plan 2018	PS Plan 2019	PS Plan 2020	PS Plan 2021	PS Plan 2022
Date of AGM authorisation	April 21, 2016	May 17, 2018	May 17, 2018	May 17, 2019	May 12, 2021	May 12, 2021
Date of grant	March 5, 2018	May 24, 2018	March 19, 2019	March 21, 2020	May 18, 2021	March 8, 2022
Total number of PS granted:	82,539	38,130	172,174	489,440	371,846	808,872
To MB members[1]:	19,955	23,055	16,029	54,389	50,706	155,810
Mr Jean-Marie Tritant	3,370	3,883	n/a	n/a	16,625	46,510
Mr Olivier Bossard	2,696	3,106	n/a	n/a	12,469	30,232
Mr Sylvain Montcouquiol	2,247	2,588	n/a	n/a	10,806	18,604
Mr Fabrice Mouchel	2,247	2,588	n/a	n/a	10,806	34,883
Ms Caroline Puechoultres	n/a	n/a	n/a	n/a	n/a	25,581
Starting date of the vesting period	March 5, 2018	May 24, 2018	March 19, 2019	March 21, 2020	May 18, 2021	March 8, 2022
Vesting date and if any starting date of the holding period[2]						
for French tax residents[3]	March 5, 2021	May 24, 2021	March 19, 2022	March 21, 2023	May 20, 2024	March 10, 2022
for non-French tax residents[3]	March 5, 2022	May 24, 2022	March 19, 2022	March 21, 2023	May 20, 2024	March 10, 2022
End of holding period (at the end of the trading day)[2]						
for French tax residents[4]	March 5, 2023	May 24, 2023	n/a	n/a	n/a	n/a
for non-French tax residents[5]	n/a	n/a	n/a	n/a	n/a	n/a
Performance Conditions	Yes	Yes	Yes	Yes	Yes	Yes
Number of Performance Shares vested (unavailable)	16,910	21,800	-	-	-	-
Number of Performance Shares vested (available)	9,410	7,429	50,092	-	-	-
Number of cancelled/expired PS	56,219	8,901	122,082	127,896	53,693	56,635
OUTSTANDING PS (UNVESTED)	0	0	0	361,544	318,153	752,237

n/a means that the participant was not an MB member at grant date.
(1) For MB members at the time of the grant.
(2) Provided that the performance and presence conditions are met.
(3) Holding period is no longer applicable for French tax resident starting from the 2019 grant.
(4) Holding period is not applicable.

INFORMATION REQUIRED BY THE AMF ON THE SITUATION OF MANAGEMENT BOARD MEMBERS ON DECEMBER 31, 2022 (TABLE N° 11 OF AMF RECOMMENDATIONS)

MB members	End of mandate	Employment contract	SCS	Additional defined benefits pension scheme *("retraite chapeau")*	Contractual severance package	Contractual non-compete indemnity
Mr Jean-Marie Tritant, CEO	AGM 2025	No	Yes	No	No[1]	No[1]
Mr Olivier Bossard, CIO	AGM 2025	Suspended	Yes	No	No	No
Mr Sylvain Montcouquiol, CRSO	AGM 2026	Suspended	Yes	No	No[1]	No[1]
Mr Fabrice Mouchel, CFO	AGM 2025	No	Yes	No	No	No
Ms Caroline Puechoultres, CCO	AGM 2025	Suspended	Yes	No	No	No

(1) As the CEO and the CFO have no employment contract, a severance package and, if needed, a non-compete indemnity are set by the Remuneration Policy approved at the 2022 AGM.

3.3.3.2 SUPERVISORY BOARD MEMBERS REMUNERATION 2021/2022

REMUNERATION OF THE SUPERVISORY BOARD MEMBERS FOR 2021 AND 2022 FINANCIAL YEARS

SB members	2021[1]	2022[1]
Ms Julie Avrane	€95,000	€97,500
Ms Cécile Cabanis[2]	€129,625	€130,800
Mr Michel Dessolain[3]	n/a	€61,121
Mr Colin Dyer[4]	€42,250	n/a
Ms Susana Gallardo	€102,500	€106,000
Ms Jill Granoff[4]	€41,750	n/a
Ms Dagmar Kollmann	€99.000	€99,100
Mr John McFarlane	€120,500	€95,000
Mr Roderick Munsters	€125,693	€122,500
Mr Xavier Niel[5]	€1	€1
Ms Aline Sylla-Walbaum[6]	€46,000	€88,657
TOTAL (EXCLUDING SB CHAIRMAN REMUNERATION)	**€771,626**	**€824,680**
Percentage used of the annual envelope approved by GM	55.12%	58.91%

(1) Including the out-of-country indemnities, if any, and before withholding tax.
(2) Mandate as SB Vice-Chairman started on March 3, 2021.
(3) Mandate as SB member and AC member started on May 11, 2022.
(4) Mandate as SB member ended on May 12, 2021.
(5) Upon his own request, the total amount of SB remuneration to be paid to Mr Niel (including any committee, ad-hoc compensation and out-of-country indemnities), shall be 1 symbolic euro per year.
(6) Mandate as SB member started on May 12, 2021.

3.3.3.3 SHARE AND LTI HOLDINGS (ARTICLE 15 OF APPENDIX 1 OF REGULATION EC 980/2019)

NUMBER OF SHARES, STOCK OPTIONS AND PERFORMANCE SHARES HELD BY MANAGEMENT BOARD MEMBERS ON DECEMBER 31, 2022

The table below summarises the share ownership of MB members on December 31, 2022 (including shares held within the Company savings fund).

MB members	Stapled Shares owned[1]	SO non-exercised	PS subject to vesting period
Mr Jean-Marie Tritant	45,827	249,500	84,360
Mr Olivier Bossard	142,778	183,525	56,956
Mr Sylvain Montcouquiol	11,650	79,632	28,185
Mr Fabrice Mouchel	32,911	179,775	60,617
Ms Caroline Puechoultres	2,057	38,500	25,581

(1) Including the stapled shares equivalent to the number of units held in the company savings plan.

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3.3.3.4 TOP 10 STOCK OPTION AND PERFORMANCE SHARE GRANTS AND EXERCISES (TABLE N° 9 – AMF RECOMMENDATIONS)

TOP 10 PERFORMANCE STOCK OPTION GRANTS/EXERCISES IN 2022 (ARTICLE L. 225-184 OF THE FRENCH COMMERCIAL CODE)

	Top 10 SO grants in 2022[1]	Top 10 SO exercises in 2022[1]
Number of granted Stock Options/and subscribed or purchased option[2]	176,707	n/a
Weighted average price	€66.68	n/a
LTI Plan 2015	-	-
LTI Plan 2016	-	-
LTI Plan 2017	-	-
LTI Plan 2018	-	-
LTI Plan 2019	-	-
LTI Plan 2022	176,707	-

(1) Excluding MB members.
(2) The number of top grants may exceed 10 in the event that several participants have received the equal number of SO. Each year the option holders list may vary.

TOP 10 PEFORMANCE SHARE GRANTS/AVAILABLE IN 2021 (ARTICLE L. 225-197-4 OF THE FRENCH COMMERCIAL CODE)

	Top 10 PS grants in 2022[1][2]	Top 10 PS being definitively available in 2022[1][2]
Number of Performance Shares granted/available	130,878	16,772

(1) Excluding MB members.
(2) The number of top grants may exceed 10 in the event that several participants have received the equal number of PS. Each year the participants list may vary.

3.3.4 PERFORMANCE STOCK OPTIONS, PERFORMANCE SHARE, RETENTION SHARE PLANS AND EMPLOYEE SHAREHOLDING

The LTI equity compensation is an essential part of the Group's remuneration policy. It is a significant retention tool designed to strengthen the loyalty and engagement of participants in the Group's performance while aligning their interests with long-term value creation objectives of the Group and its shareholders.

As from 2023, the LTI is made up of 3 equity compensation instruments: Performance Stock Options ("SO") and Performance Shares ("PS"), both subject to performance and presence conditions for all participants, as well as Retention Shares ("RS") only subject to presence condition.

While PS and SO are allocated to employees and MB members in recognition of exemplary performance, for key roles within the Group and for their long-term contribution to the Group's performance, RS are exclusively granted to employees below MB and Executive Committee, to help with the retention of our top talents and high potentials at middle to senior management levels. The introduction of RS was made possible by resolution 23 at the 2022 AGM, whereby shares with only a presence condition can be granted as long as more than 50% of all shares granted remain subject to performance conditions. This resolution was approved by 94.71% of shareholder votes.

The SB determines each year the threshold below which only RS are granted and the ratio of SO and PS above this threshold. Grants are not automatic in number nor frequency. They vary from year to year, both in terms of participants and of instruments allocated. In 2022, where only SO and PS were granted, there were 550 LTI participants, i.e. c.20% of the Group employees.

In accordance with the Afep-Medef Code, the holding and equity investment obligations applicable to MB members are described in section 3.3.1.1.

3.3.4.1 PERFORMANCE STOCK OPTION, PERFORMANCE SHARE AND RETENTION SHARE PLANS

AUTHORISATION PRIOR TO THE GENERAL MEETING OF SHAREHOLDERS

The General Meeting of shareholders authorises the MB to allocate SO and PS and RS and sets out the following principles:

- An authorisation period limited to 38 months;
- A maximum envelope strictly limiting the potential dilutive effect;
- A maximum percentage of grant for the CEO;
- A maximum percentage of grant for the MB members;
- The obligation to provide presence and performance conditions; and
- The obligation to provide a reference period for the determination of performance condition(s).

DETERMINATION BY THE SUPERVISORY BOARD

On an annual basis, the SB, upon recommendation of the GNRC:

- Determines the overall envelope of SO, PS and RS to be granted, taking into account the thresholds set by the General Meeting, the potential dilutive effect for shareholders and the financial cost of the grant to the Group;
- Sets the number of SO and PS granted to each MB member; and
- Sets the share retention and investment obligations for MB members.

IMPLEMENTATION BY THE MANAGEMENT BOARD

The MB determines the terms and conditions for grant of the plans, and specifically:

- The list of employee participants and their grant size, within the envelope determined by the SB;
- The terms and conditions of the plan, in particular the presence conditions;
- The performance conditions for the SO and PS; and
- The SO subscription price at grant is not discounted, and in line with the rules set out in the French Commercial Code.

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3.3.4.2 GENERAL CONDITIONS APPLICABLE TO GRANTS OF PERFORMANCE STOCK-OPTIONS, PERFORMANCE SHARES AND RETENTION SHARES TO EMPLOYEES AND MANAGEMENT BOARD MEMBERS

The SO and PS plans are based on the following principles:

- A stable and consistent grant period to avoid any windfall effect. Pursuant to Article L. 22-10-58 and L. 225-177 of the French Commercial Code, no grant may be made:
  - Less than 20 trading days after (i) the detachment of the shares from a coupon giving entitlement to a dividend or (ii) a capital increase;
  - Within 10 trading days preceding or following the date on which the consolidated financial statements or the annual financial statements are made public; and
  - Within the period between the date on which corporate bodies become aware of inside information and the date on which this information is made public.
- No discount on the strike price of the SO is allowed;
- A presence condition at exercise of SO and delivery of PS and RS;
- Stringent performance conditions, calculated over a long period (minimum 3 years), directly linked to the Group's performance and long-term strategy;
- A cap on the grants to the CEO and to each MB member; and
- A cap on the overall grant to restrict the potential dilutive effect and the financial cost to the Group.

CURRENT AUTHORISATIONS – POTENTIAL DILUTIVE EFFECT

- SO current authorisation:
  The authorisation of the General Meeting in force for the 2021 SO plan was granted on May 12, 2021 (resolution n° 25);
- Performance Shares current authorisation:
  The authorisation of the General Meeting in force for the 2021 PS plan was granted on May 12, 2021 (resolution n° 26);
- Overall potential dilutive effect:
  The total number of (i) SO granted but not yet exercised; (ii) PS granted but not yet vested; and (iii) SO and PS that may be granted under the unused part of the envelopes still in force, cannot give rise to a number of shares exceeding 6% of the fully diluted share capital.

The potential dilutive effect of these instruments remains therefore limited and managed by the Group. If all the required performance conditions were met over the specified period and no cancellations were to occur during the course of the plan, all the non-vested PS and non-exercised SO would amount to 4.05% of the fully diluted capital as at December 31, 2022.

PRESENCE CONDITION

The SO and the PS may only vest for those participants who are present just prior to exercise or vesting. However, they would remain valid in the event of (i) retirement; (ii) 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 or equivalent under the applicable local regulations) or (iii) explicit and justified MB or Supervisory Board decision in exceptional circumstances.

PERFORMANCE CONDITION

The SB ensures that the LTI promotes overall performance and does not encourage excessive risk taking. Measuring and taking into account the performance of the Group over the long-term to align shareholders' interests with those of the participants, be they employees or MB member(1). The SO and the PS have a single test of all their performance conditions at the end of the 3-year performance period.

Each year, the regular LTI granted to the MB member complies with the Remuneration Policy applicable since January 1 and approved by the shareholders at the AGM of the corresponding year. Should the Remuneration Policy not be approved, the grant would be maintained but it shall be amended to comply with the last Remuneration Policy approved by the shareholders.

(1) For more details on the performance conditions applicable to Management Board members, please refer to the 2022 Remuneration Policy described in 3.3.1.1.

3.3.3.5 TRANSACTIONS OF CORPORATE OFFICERS ON GROUP SHARES (ARTICLE 223-26 OF THE AMF GENERAL REGULATION)

Name	Date	Nature of the transaction	Number	Unit price
Management Board members				
Mr Jean-Marie Tritant Chief Executive Officer	21/03/2022	Performance Shares definitively vested	2,399	€62.00
	29/04/2022	Subscription of units of the Company Savings Plan	1,486.73	€43.72
	10/09/2022	Pledge of Stapled Shares	3,491	€63.4952
Mr Olivier Bossard Chief Investment Officer	21/03/2022	Performance Shares definitively vested	1,799	€62.00
	29/04/2022	Subscription of units of the Company Savings Plan	2,288.16	€43.72
Mr Sylvain Montcouquiol Chief Resources & Sustainability Officer	21/03/2022	Performance Shares definitively vested	641	€62.00
	29/04/20222	Subscription of units of the Company Savings Plan	2,340.72	€43.72
Mr Fabrice Mouchel Chief Financial Officer	21/03/2022	Performance Shares definitively vested	1,500	€62.00
	29/04/2022	Subscription of units of the Company Savings Plan	2,287.87	€43.72
Ms Caroline Puechoultres Chief Customer Officer	29/04/2022	Subscription of units of the Company Savings Plan	2,058.55	€43.72
Supervisory Board members				
Mr Xavier Niel Supervisory Board member	23/02/2022	Acquisition of call options of Stapled Shares[1]	785,500	€1.15
	23/02/2022	Sell of Stapled Share variations[1]	8,248	€69.97
	06/04/2022	Exchange of interest and dividend conditions against Stapled Share variations[2]	1,475,389	€67.7787
	12/04/2022	Exchange of interest and dividend conditions against Stapled Share variations[2]	1,461,415	€68.4268
	28/04/2022	Exchange of interest and dividend conditions against Stapled Share variations[2]	1,435,917	€69.6419
	06/05/2022	Exchange of interest and dividend conditions against Stapled Share variations[2]	1,292,681	€67.5319
	16/05/2022	Exchange of interest and dividend conditions against Stapled Share variations[2]	2,899,126	€68.9863
Mr Michel Dessolain[3] Supervisory Board member	21/03/2022	Performance Shares definitively vested	1,949	€62.70
	25/05/2022	Performance Shares definitively vested	2,787	€65.90
Ms Aline Sylla-Walbaum Supervisory Board member	17/03/2022	Acquisition of Stapled Shares	550	€63.37

Name	Date	Nature of the transaction	Number	Unit price
Executive Committee members				
Mr Arnaud Burlin Executive Committee member	07/03/2022	Performance Shares definitively vested	674	€57.50
	21/03/2022	Performance Shares definitively vested	1,024	€62.00
	29/04/2022	Subscription of units of the Company Savings Plan	2,383.05	€43.72
Mr Benoit Dohin Executive Committee member	07/03/2022	Performance Shares definitively vested	375	€57.50
	21/03/2022	Performance Shares definitively vested	563	€62.00
	29/04/2022	Subscription of units of the Company Savings Plan	82.37	€43.72
Mr Bruno Donjon Executive Committee member	21/03/2022	Performance Shares definitively vested	768	€62.00
	229/04/2022	Subscription of units of the Company Savings Plan	376.14	€43.72
Mr Dominic Lowe Executive Committee member	21/03/2022	Performance Shares definitively vested	491	€62.00
Ms Astrid Panosyan[4] Executive Committee member	21/03/2022	Performance Shares definitively vested	1,500	€62.00
Ms Anne-Sophie Sancerre Executive Committee member	21/03/2022	Performance Shares definitively vested	641	€62.00
	29/04/2022	Subscription of units of the Company Savings Plan	1,230.12	€43.72
Mr David Zeitoun Executive Committee member	21/03/2022	Performance Shares definitively vested	756	€62.00
	29/04/2022	Subscription of units of the Company Savings Plan	315.21	€43.72

(1) Through NJJ Market SAS.
(2) Through Rock Investment SAS.
(3) Mr Michel Dessolain was a member of the Executive Committee before his appointment as member of the SB of URW SE during the General Meeting of May 11, 2022.
(4) As part of her previous mission of Senior Advisor on ESG matters of the MB of URW SE.

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3.4 ETHICS AND COMPLIANCE WITHIN THE URW GROUP

3.4.1 ETHICS AND COMPLIANCE: A DAILY AND ESSENTIAL REQUIREMENT

Unibail-Rodamco-Westfield ("URW"), through its Code of Ethics, is committed to strong ethical core values when it comes to how we conduct our day-to-day business in an ethical, transparent and fair manner. The Group has a "zero tolerance" principle against all forms of unethical practices, such as inappropriate, disrespectful or unlawful behaviour, harassment, discrimination, corruption, bribery, influence peddling and human rights violations. The Group's compliance policies and procedures are founded on a risk-based approach, in line with the industry and operational compliance risks. Procedures are put in place to guide our employees in the implementation of the policies.

At URW, every employee is an ambassador of Ethics and Compliance values and rules. The promotion of compliance awareness through a "tone from the top" is an approach followed by the senior leadership as an acknowledgement of the important role of Ethics and Compliance in the Group business and to the collective commitment to do the right thing.

3.4.2 COMPLIANCE GOVERNANCE FRAMEWORK

URW has put in place a robust compliance programme with a well-defined compliance framework to ensure good governance. The Group, through its current compliance framework, ensures that local and regional regulatory requirements are respected.

The Group Compliance Committee at Group level is monitoring compliance with laws and policies to effectively assess and remediate any lack of efficiency or gaps in the compliance programme, in collaboration with the regional management teams.

MANAGEMENT AND SUPERVISORY BOARDS OF URW SE

The Management Board ("MB") of URW SE is responsible, under the supervision of the Supervisory Board ("SB"), for compliance with all laws and regulations applicable to the Group. Promoting compliance awareness from the top on a recurring basis is one of the MB and SB's responsibility in line with the compliance framework. The MB reports all material compliance breaches to the SB. The Annual Compliance Report and, if any, dedicated incident reports related to compliance matters, are brought to the attention of the MB and SB for discussion.

3.4.3 COMPLIANCE ORGANISATIONAL FRAMEWORK

GROUP COMPLIANCE COMMITTEE

The Group Compliance Committee is composed of 4 members, including the CRSO (Chairman), the Group General Counsel, the Group Compliance Officer ("GCO") and one MB member from URW SE or URW NV who is not directly involved in the matter that the committee is handling.

The Group Compliance Committee's main responsibilities are:

- Hearing and reviewing the Annual Compliance Report prepared by the GCO;
- Making recommendations on compliance due diligences presented by the GCO or the Compliance Officer of URW NV ("CO URW NV") on the business ethics environment in case of potential new market entry;
- Periodically reviewing the adequacy and effectiveness of the Group's Anti-Corruption Programme ("ACP") with the Group General Counsel, the GCO, the Local Compliance Correspondents (EU platform) and the CO URW NV (US platform) and suggesting possible improvement;
- Participating in the crisis management in case of a material compliance breach; and
- Making recommendations or taking any decision related to any compliance-related matters, including internal promotion of compliance.

GROUP GENERAL COUNSEL

Within URW, the following compliance matters fall under the scope of the Group General Counsel:

- Identifying and advising the MB of URW SE and the Governance and Nomination Committee ("GNC") on (emerging) corporate governance issues or significant developments in the law and/or corporate governance practices; and
- Supervising the Group's regulatory compliance, in interaction with the GCO.

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GROUP COMPLIANCE OFFICER

The GCO is appointed by the SB of URW SE upon recommendation of the Chief Executive Officer ("CEO"). To ensure full independence, the GCO reports to the CEO and the Chairman of the SB. The GCO is responsible for compliance matters for the entire Group. The GCO is directly responsible for the EU platform and through supervision for the US platform, in collaboration with the CO URW NV. The GCO's scope of responsibility includes:

- Designing and monitoring the implementation of the Compliance Programme (including the Code of Ethics, Designing and monitoring the implementation of the Compliance Programme (including the Code of Ethics, ACP, Anti-Money Laundering Procedure, the Insider Trading Procedure and Whistleblowing Policy); Anti- Money Laundering Procedure, the Insider Trading Procedure and Whistleblowing Policy);
- Promoting compliance awareness for all employees and managers, as well as for the MB and SBs, through classroom trainings, e-learning courses and information sessions;
- Maintaining and updating the Group's anti-corruption risk mapping;
- Investigating possible compliance breaches, including breaches reported through the URW Integrity Line, the Group's confidential whistleblowing platform;
- Regularly reporting to the Group Compliance Committee whether the Group complies with applicable laws and regulations;
- Ensuring effective implementation of Group Compliance Committee's decision/recommendation and reporting any deviations; and
- Issuing and presenting the Annual Compliance Report to the MB and SB.

In addition to dedicated resources and budgets, the GCO and the CO URW NV have support from a Group Compliance Manager and a Local Compliance Correspondents network to fulfil their tasks. They may also request support and/or input from any department, notably the Group legal department, as well as from external advisors.

COMPLIANCE OFFICER URW NV

The CO URW NV supports the GCO in implementing and monitoring the Compliance Programme (including the ACP) within the US platform. The CO URW NV provides particular support in the implementation of the "Know Your Partner" procedure (third-party due diligence). In order to fulfil his/her tasks, the CO URW NV may request support, advice and/or input from the US General Counsel.

LOCAL COMPLIANCE CORRESPONDENTS NETWORK

The network of Local Compliance Correspondents ("LCCs") exists to locally promote compliance awareness in the different regions where the Group conducts business as well as to monitor and provide support for the local implementation of the Group's compliance procedures. The LCC provides first-level compliance advice at local level to URW staff, reports any (potential) compliance breach or issue to the GCO and makes appropriate suggestions to improve compliance procedures into the ACP, to ensure effective implementation across the Group. The LCC network is also responsible for conducting trainings to exposed employees, as well as general training for employees in their region on multiple compliance topics.

3.4.4 COMPLIANCE PROGRAMME

CODE OF ETHICS

The Code of Ethics describes values and principles that every employee of the Group must observe in the course of their work. This year, to better highlight the "Together at URW" values and provide precise examples of the behaviour expected from employees and managers when acting within or on behalf of URW, the Code of Ethics was redesigned and updated.

In particular, the Code of Ethics promotes the values of integrity and transparency in the day-to-day activities entailing a strict prohibition on the offering or receiving of illegal sums, and requiring employees to comply with applicable laws and regulations. The code serves as a clear reminder to URW employees on the "zero tolerance" principle applied to any unethical behaviour.

An annual training campaign (e-learning) is organised to raise awareness among employees of the Group's ethical principles and the major compliance risks.

The Code of Ethics can be found at www.urw.com/en/group/corporate-governance/code-of-ethics.

WHISTLEBLOWING PLATFORM: URW INTEGRITY LINE

All employees and contractors are invited to report cases or suspicions of criminal activities, violations of national and international laws, and any serious threat or harm to the general interest of URW, or breaches the Group Code of Ethics, by using the Group's whistleblowing platform. The platform is hosted by an external provider and is available 24/7 from any location worldwide in all spoken languages within the Group (https://urw.integrityline.org/). The whistleblowing platform allows anonymous reporting and ensures strict confidentiality of the identity of the reporter. The Group policy is to guarantee to not discipline, discriminate or retaliate against any employee or other person who in good faith reports information related to a violation. The GCO and the CO URW NV (for the US platform) investigate reported incidents, but the MB is ultimately responsible for taking the appropriate actions. The GCO and the CO URW NV may also seek assistance of the LCC when investigating.

3.4.5 ANTI-CORRUPTION PROGRAMME

The Group's (ACP aims to combat and prevent corruption, bribery and influence peddling, and has been created to comply with applicable laws, such as the French Sapin II Law, the UK Bribery Act and the US Foreign Corrupt Practices Act. The ACP includes a risk mapping of the various operations in the different regions of the Group; such as the regulatory landscape; as well as transactions and relationships with third parties and business partners. The MB of URW strictly enforces the Group's zero-tolerance principle regarding violations of the ACP.

RISK MAPPING

The Group's corruption risk mapping points out potential corruption risks and consists of several criteria related to the Group's location and operations. The main risk areas are sponsorships/donations, investment/divestment, development and procurement processes. The corruption risk mapping was assessed in 2022 by an external consultancy firm and updated to better comply with the requirements set out by the French Sapin II Law. The methodology applied to update the risk mapping is documented and included interviews at corporate and local levels to validate and update potential risk scenarios related to corruption, bribery and influence peddling. Each scenario identified was duly assessed locally and is mitigated by an internal control measure or subjected to an action plan when necessary.

INTERNAL ALERT SYSTEM

The Group has an externally based whistleblowing platform (the URW Integrity Line), which enables all staff as well as contractors to confidentially, and anonymously, report incidents to the GCO and the CO URW NV (for the US platform). The whistleblowing procedure and platform are accessible at https://urw.integrityline.org/.

THIRD-PARTY DUE DILIGENCE

The Group has a "Know Your Partner" ("KYP") procedure, which consists of a tailor-made due diligence in line with operational, legal and reputational risks identified during the map out of risks. The KYP is used to assess URW business partners' exposure to corruption before entering into any contractual relationships.

Pursuant to the KYP process and the onboarding of third parties, the Group ensures that a compliance clause covering anti-corruption provisions is inserted in their contracts. The compliance clause in contracts serves as a reminder to the third parties of URW's commitment to Compliance and Ethics.

ACCOUNTING CHECKS

The Group has a collective decision-making process regarding investment, divestment and procurement. The Group applies a "4 eyes" principle when processing invoices and staff expenses reimbursement, meaning that the person approving the purchase order is different from the person approving the invoice. There is also a segregation of duties in the payment process. Manual entries in accounting are systematically reviewed by the chief accountant and accounts are reviewed by statutory auditors.

TRAINING

To raise awareness and entrench the compliance culture within the Group, employees are required to participate in an annual mandatory e-training, covering ethics and compliance topics such as the prevention of corruption and influence peddling ("URW ACP"). As of December 31, 2022, more than 83% of URW staff has completed the online training.

In addition to the online training, most exposed departments identified in the URW corruption risk mapping (investment, development, public affairs, and procurement) are required to attend classroom training. Several training sessions were held throughout the Group and hosted by the LCC in local languages.

Finally, an ACP training session was attended by all SB, MB and Executive Committee members. The objective was to present actions implemented to comply with the Sapin II Law.

DISCIPLINARY ACTIONS

Disciplinary actions may be taken against employees of URW in cases of proven corruption, bribery or breaches of the ACP, based on the Group's zero tolerance principle and in line with local applicable laws.

ACP ASSESSMENT

To ensure compliance with the ACP and constant improvement, the ACP is part of the scope of the Internal Audit department and has been audited in 2020 in Europe and in the US. A follow-up audit was completed in 2021, which helped reminding the importance of the ACP and ensuring the correct implementation of recommendations.

GIFTS, MEALS AND ENTERTAINMENT

The Gift and Entertainment Policy states that hospitality, promotional or other business expenditure, received as well as given, need to be given or received in other forms than cash or cash equivalent, reasonable in value, infrequent, permitted under local laws, directly related to the promotion of the Group's assets, know-how, products or services, the execution of a contract, or to develop and maintain cordial business relations out of any tendering phase or in the frame of the Group's CSR policy, approved (as the case may be), properly recorded in accounting and not given for any corrupt purpose or with the intent of receiving anything in return.

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SPONSORING AND CHARITABLE CONTRIBUTIONS

Donations to charities, non-profit initiatives or social projects comprise a risk of having funds or assets of value being diverted for the personal use or benefit of a public official or a private party. Particular caution needs to be observed if a potential contribution is directed towards a company having an affiliation with a public official. Any contributions above €/$/£15,000 must be pre-validated by the Group CRSO for European operations or by the Chief Operating Officer US. An annual list of all the Group's sponsoring and charitable contributions is kept and followed-up at Group level.

3.4.6 PREVENTION OF MONEY LAUNDERING AND TERRORISM FINANCING

The procedure for prevention of money laundering and terrorism financing was updated in December 2022 to ensure that URW is in line with the applicable laws. Under the aforementioned Policy, employees and managers are required to be vigilant and perform due diligences before entering into certain business relationships. These due diligences include identifying the partner company under the KYP process, evaluating the risk profile of the partner/operation, performing sanctions list screening, and identifying potential ultimate beneficial owners and politically exposed persons through background checks via public databases.

The due diligence under the KYP process consists of screening the third parties against international lists of denied parties and a questionnaire sent and filled by third parties, which allows the Group to determine Ultimate Beneficial Owners ("UBOs") and shareholders of third parties and to assess their adherence to local and regional legal requirements. The Compliance team in the Group then evaluates, following some internal and/or external background checks and investigations, the risk involved with the said third parties and provides a recommendation to the relevant business owners in line with the applicable policies and findings of the assessment.

3.4.7 DATA PROTECTION

URW Group collects data than could potentially have higher market value than similar data in other industries. Moreover, data protection represents a major concern for customers, employees and partners and for the URW Group as well. Aware of the risk of data misuse and the development of legislation in this regard, URW Group is working on maintaining and improving an efficient compliance programme. This will help to strengthen its data market strategy. Nevertheless, technological progress and the international scale of the Group make it impossible to eliminate all potential risks despite measures implemented.

Sense of responsibility is essential during the implementation and development of the experience offered to URW customers, in a framework conducive to guaranteeing protection and exemplarity in the daily management of personal data collected in accordance with applicable national laws.

The Group therefore has (i) a clear and efficient structure with governance bodies for matters relating to the collection, use and protection of personal data, (ii) a set of robust processes to better support the daily processing of data, and (iii) a regulatory watch organised to ensure the best level of compliance in a constantly evolving legal and regulatory context.

3.4.7.1 A CLEAR AND EFFICIENT GOVERNANCE OF DATA PROTECTION

While 2018 was marked by the implementation of numerous measures to comply with the new regulations relating to the protection of personal data General Data Protection Regulation ("GDPR"), 2019 was the first financial year during which initial feedback has been conducted on the compliance measures deployed and their effects.

2020-2022 were years of consolidation and feedbacks used for continuous improvement of those measures implemented, and governance of the Group's compliance programme on personal data. Some decisions from European national authorities also brought some clarification and reinforced the importance of keeping the Group's procedures up to date.

This active search for compliance, which represents a constantly renewed challenge, is based on a clear managerial willingness directly integrated into the various services of the Group. The Group shall ensure compliance with its legal and regulatory obligations while supporting marketing and commercial strategies, in order to offer even more innovative services to its customers, partners and other stakeholders.

The governance in place is based on different levels according to an escalation principle. This governance is organised around:

- A Group Data Protection Officer ("DPO") for the Group registered with the *Commission Nationale Informatique & Libertes* (French Data Protection Agency) ("CNIL"). This Group DPO:
  - Leads a network of local data protection correspondents, or local DPOs, in each continental European country where the Group is present as well as in the UK. Each local correspondent (some of whom have DPO status with local data protection entities) carries out legal and operational monitoring for the country for which they are responsible. All of the correspondents meet every two months in a dedicated committee to share best market practices;
  - Coordinates the Group's data protection strategy with the Privacy Counsel responsible for compliance with the California Consumer Privacy Act for the Group's activities in the State of California (US);
  - Monitors and ensures, with the support of corporate and local legal departments and through the network of Local Data Protection Referents, the compliance with data protection regulation and in particular European Regulation N°. 2016/679, the GDPR; and
  - Implement an inter-departmental approach that includes all the teams potentially involved in personal data management and data protection, in particular IT (including IT Security), Marketing and Digital, Legal and Human Resources departments.
- The management, in project mode, of personal data questions, allowing a "privacy by design" approach by the teams in charge of projects or services likely to involve the collection or use of personal data (IT, HR, marketing, brands, legal, etc.); and
- A Data Protection Committee composed of the Chief Customer Officer, the Group General Counsel, the Group IT Director, the Group DPO, Group Head of Cybersecurity & IT Governance whose purpose is to ensure the proper application of the Group strategy relating to data protection, to review the impact assessments of certain projects and the risks of exposure of the data collected, to manage and monitor any data breach, and to adopt the risk management measures deemed appropriate. It may welcome any other relevant member regarding what is at stake.

3.4.7.2 MANAGE DATA PROTECTION ON A DAILY BASIS IN A RESPONSIBLE MANNER

Mindful of its responsibilities in this area, the Group is committed to ensuring effective protection and reasonable processing of the personal data collected.

A DAILY THOROUGHNESS

URW Group continuously endeavours to improve its knowledge of tools used and type of data processing. Such knowledge is used to implement robust organisational measures at project management level.

This applies to new projects or activities that could potentially lead to the processing of personal data, as well as for processing currently underway. These processes aim to strengthen the analysis and consideration of risks, particularly in terms of personal data security and processing. It follows that Data Protection Impact Assessment ("DPIA") is an important tool of implementing the accountability principle. A DPIA is performed to analyse the type of risk related to the project or activity involving personal data and to recommend measures to mitigate or prevent a risk. The process is also used to take the personal data protection into account as of the design stage of an application or processing ("Privacy by design"). It can imply recommendations to minimise the amount of data collected in light of the related purpose, defining appropriate retention periods, presenting information notice or obtaining consent where required, deploying data security and confidentiality measures.

In addition, significant efforts are made in terms of awareness and training on the management of personal data: each employee receives online GDPR training, and the most exposed departments are provided with personalised face-to-face training.

The Group has set up an appropriate incident response procedure and a procedure for managing data subject requests to exercise their rights (access, rectification and opposition, right to data portability, withdrawal of consent). URW Group has deployed an integrated management tool in the US, enabling it to respond quickly and appropriately to the requests of people exercising their rights in terms of personal data. The Group intends to deploy this tool in Europe during 2023.

The Group has also settled a tool to digitalise records of data-processing activities and data protection impact assessments made. Implementation of the tool within all the countries strengthen our accountability obligations regarding data protection.

This management also involves strengthening the Group's relationships with its partners, suppliers and providers so that they engage in a compliance process. The Group aims to only use subcontractors that provide guarantees as to their appropriate technical and organisational measures to ensure that processing and processing methods meet GDPR requirements and guarantee the protection of the data subject's rights.

A REASONED AND CONTROLLED USE OF DATA PROTECTION

Beyond the establishment of an internal framework suitable for ensuring compliance with regulations, the effective application of this framework is subject to regular monitoring and internal audit missions carried out by the Group's dedicated teams.

SUPPORT AN EVER-CHANGING LEGAL CONTEXT

Beyond the European Regulation on the Protection of Personal Data, each Member State of the European Union has interpreted the provisions of the GDPR by the enactment of national standards and by the jurisprudence developed by its national authorities (courts and local data protection authorities). At the same time, the State of California (US) and the UK (following Brexit), in which the Group operates, have implemented their own regulations.

This multiplication of applicable standards and regulations, combined with objectives or philosophies that may diverge, makes it increasingly complex to monitor regulatory developments. This is one of URW's endeavours to take up this major challenge on a daily basis, in order to maintain global compliance taking into account local specificities.

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3.5 REPORT OF THE SUPERVISORY BOARD ON CORPORATE GOVERNANCE

In accordance with Article L. 22-10-20 of the French Commercial Code, at its meeting held on March 9, 2023, the Supervisory Board agreed on the corporate governance report, which will be submitted at the next General Meeting, at the same time as the observations of the SB concerning the Management Board report and the financial statements, it being specified that the observations are presented in the convening notice of the 2022 GM.

The report of the SB on corporate governance is included in the paragraph 3 of the management report in Section 8.6.3.

CHAPTER 4.

Activity review

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(1) The Management Discussion & Analysis (MD&A) is based on the Financial statements prepared on a proportionate basis.

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4.1 MANAGEMENT DISCUSSION AND ANALYSIS(1)

4.1.1 BUSINESS REVIEW AND 2022 RESULTS

4.1.1.1 ACCOUNTING PRINCIPLES AND SCOPE OF CONSOLIDATION

ACCOUNTING PRINCIPLES

Unibail-Rodamco-Westfield's ("URW" or "the Group") consolidated financial statements as at December 31, 2022, were prepared in accordance with International Financial Reporting Standards ("IFRS") as applicable in the European Union as at that date.

The Group also prepares financial statements in a proportionate format, in which the joint-controlled entities are accounted for on a proportionate basis, instead of being accounted for using the equity method under IFRS. The business review and results are presented based on the financial statements on a proportionate basis, with no impact on the net results.

For rent relief granted to tenants in relation to the COVID-19 pandemic and where such relief qualifies as a lease modification because the tenant agrees concessions (e.g. extension of a lease term or higher Sales Based Rent ("SBR")), IFRS 16 applies. Under IFRS 16, the relief is treated as a lease incentive which is straight-lined over the expected term of the lease as a reduction of the Gross Rental Income ("GRI").

Rent relief signed or expected to be signed, granted without any counterpart from the tenants, is considered as a reduction of the receivables and is charged to the income statement as a reduction of the GRI.

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by management in the current context, including higher inflation, higher interest rates, increase of energy and raw material costs, supply chain disruption resulting from uncertain geopolitical and economic environment, the aftermath of the COVID-19 pandemic and difficulties in assessing their impacts and future prospects. In this context, management has taken into account these uncertainties on the basis of reliable information available at the date of the preparation of the consolidated financial statements, particularly with regards to the fair value of investment properties and financial instruments, the estimation of the provision for doubtful debtors, as well as the testing of goodwill and intangible assets.

Due to inherent uncertainties associated with estimates, the Group reviews those estimates based on regularly updated information. Actual results might eventually differ from estimates made at the date of the preparation of the consolidated financial statements.

98% of URW's property portfolio and intangible assets related to the Shopping Centres, Offices & Others, Convention & Exhibition ("C&E") and Services segments were valued by independent appraisers as at December 31, 2022.

SCOPE OF CONSOLIDATION

The principal changes in the scope of consolidation since December 31, 2021, are:

- The disposal of Solna Centrum in February 2022;
- The disposal of a 45% stake in Westfield Carré Sénart in February 2022, still fully consolidated;
- The disposal of 2 residential building rights at Westfield Hamburg in January and March 2022;
- The disposal of the Promenade development parcel in March 2022;
- The disposal of Gera Arcaden, Almere Centrum and Carré Sénart Shopping Parc in July 2022;
- The disposal of an additional 27% stake in Aupark in August 2022; this asset remains jointly controlled, and therefore accounted for using the equity method under IFRS and at 13% in the consolidated financial statements under proportionate (for the investment property and the financial debt);
- The disposal of Westfield Santa Anita in August 2022;
- The disposal of Villeneuve 2 in September 2022; and
- The disposal of The Village at Topanga, Westfield Trumbull and Westfield South Shore in December 2022.

OPERATIONAL REPORTING

URW operates in 9 regions: France, the United States of America ("US"), Central Europe, Spain, the United Kingdom ("UK"), the Nordics, Austria, Germany and The Netherlands. These regions were operationally grouped in 5 main regions, i.e. Southern Europe (France, Spain, Italy), Northern Europe (Sweden, Denmark, The Netherlands), Central and Eastern Europe (Germany, Austria, Poland, Czech Republic, Slovakia), UK and US.

As Southern Europe (France) has substantial activities in all 3 business lines of the Group, this region is itself divided into 3 segments: Shopping Centres, Offices & Others and C&E(2). The other regions operate almost exclusively in the Shopping Centres segment. In the US, the Group also operates an airport terminals commercial management business.

(1) The Management Discussion & Analysis ("MD&A") is based on the Financial statements prepared on a proportionate basis.
(2) C&E includes the Les Boutiques du Palais retail asset.

4.1.1.2 POST COVID-19 RECOVERY

The operations in URW shopping centres remained impacted by COVID-19 restrictions in the first few months of 2022. As from May 2022, no restrictions were applicable anymore in any of the regions in which the Group operates. Over the period, the economic situation has evolved rapidly with the conflict in Ukraine, an increase in energy costs and higher inflation, leading Central Banks to increase interest rates. Nevertheless, despite all these challenges, the year 2022 showed a good resumption of activity in URW's assets, in particular retail and C&E.

FOOTFALL[1] AND TENANT SALES[2]

The Group 2022 footfall and sales figures remained impacted by the restrictions in Europe in the first few months of the year. They both improved in H2 compared to H1, with H2-2022 sales exceeding H2-2019 levels and H2-2022 footfall reaching 92% of H2-2019 levels. Sales levels continue to outperform footfall, due to higher conversion rates, longer dwell times and some inflation impact.

EUROPEAN FOOTFALL

In Europe, 2022 footfall continued to improve to 88% of 2019 levels, including 91% in H2-2022 (vs. 86% in H1). France outperformed, while Germany, Austria and The Netherlands were below in H1 due to more severe restrictions during Q1-2022 but recovered in H2. UK 2022 footfall reached 89% of 2019 levels, with an improvement in H2 at 91% (vs. 86% in H1).

In Q4-2022, footfall in Europe reached 90% of 2019 levels.

Compared to 2021, footfall was up +32%, including +30% in Continental Europe and +46% in the UK.

US FOOTFALL

In the US, 2022 footfall reached 94% of 2019 levels and 96% excluding Westfield World Trade Center and Westfield San Francisco Centre in which footfall remains affected by work from home policies and security issues in San Francisco. During the second half, footfall continued to improve, from 93% in H1-2022 to 95% in H2-2022.

In Q4-2022, footfall reached 94% of 2019 levels.

Compared to 2021, footfall was up +14%.

GROUP FOOTFALL SUMMARY

The table below summarises the footfall levels during 2022:

	Footfall Levels (%)			
Region	H1-2022 vs. H1-2019	H2-2022 vs. H2-2019	2022 vs. 2019	2022 vs. 2021
France	88%	94%	91%	136%
Spain	87%	89%	88%	116%
Central Europe	86%	90%	88%	132%
Austria	80%	90%	85%	131%
Germany	80%	89%	84%	138%
Nordics	85%	87%	86%	114%
The Netherlands	80%	82%	81%	133%
Total Continental Europe	**86%**	**91%**	**88%**	**130%**
UK	86%	91%	89%	146%
Total Europe	**86%**	**91%**	**88%**	**132%**
US	93%	95%	94%	114%
Total Group	**88%**	**92%**	**90%**	**126%**

(1) Footfall for all centres in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, newly acquired assets and assets under heavy refurbishment (Ursynów, Westfield La Part-Dieu, Les Ateliers Gaîté, CNIT, Gropius Passagen, Garbera and Westfield Mall of the Netherlands) or works in the surrounding area (Fisketorvet), excluding Carrousel du Louvre and excluding Zlote Tarasy as this centre is not managed by URW, and excluding in the US, the centres for which no comparable data of the previous year is available. In addition, footfall has been restated from the disposals occurred during the year. H2 figures are based on the scope of assets in operation over the full year. H1 figures have been restated accordingly.

(2) Tenant sales for all centres (except The Netherlands) in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, newly acquired assets and assets under heavy refurbishment (Ursynów, Westfield La Part-Dieu, Les Ateliers Gaîté, CNIT, Gropius Passagen and Garbera) or works in the surrounding area (Fisketorvet), excluding El Corte Inglés sales from Westfield Parquesur and La Vaguada, excluding Zlote Tarasy as this centre is not managed by URW, excluding Carrousel du Louvre and excluding Auto category for Europe and Auto and Department Stores for the US. In addition, sales have been restated from the disposals occurred during the year. H2 figures are based on the scope of assets in operation over the full year. H1 figures have been restated accordingly.

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EUROPEAN TENANT SALES

2022 sales showed strong performances, reaching 100% of 2019 levels, with Continental Europe at 101% and the UK at 96% on the back of the recovery observed since Q2-2022. Tenant sales improved between H1 (98% of H1-2019 sales) and H2 (102% of H2-2019 sales), exceeding in H2 the 2019 sales levels in Continental Europe at 104%, ahead of the Group's expectation (vs. 98% in H1).

In Q4-2022, tenant sales remained strong, reaching 102% of Q4-2019 levels, including 104% for Continental Europe and 94% for the UK. All regions in Continental Europe except Austria (99%), were above 2019 levels, with Central Europe, Spain and France reaching 114%, 104% and 103% of 2019 levels, respectively.

The performances of the main categories in 2022 were 111% for Health and Beauty, 115% for Sports, 103% for F&B, 95% for Fashion and 88% for Entertainment, with an improvement in H2 reaching respectively 114%, 120%, 105%, 98% and 90%.

Compared to 2021, sales are up by +36% for Europe, including +34% in Continental Europe and +45% in the UK. 2022 sales growth over 2021 in URW assets exceeded market indices in all regions.

US TENANT SALES

In the US, tenant sales have consistently outperformed pre-COVID levels since H1-2021. Overall, 2022 sales came to 108% of 2019 levels, driven by the Flagships at 117%, with the Regionals at 100% and partly offset by the Central Business District ("CBD")[1] assets at 74%. Sales at CBD assets continued to be affected by the issues described earlier.

H2-2022 sales came to 107% of 2019 levels, with the Flagships at 115% and the Regionals at 99%, and to 110% of 2019 levels in H1 (119% for Flagships and 100% for Regionals).

In Q4-2022, sales reached 102% of 2019 levels, with the Flagships at 111% and the Regionals at 95%.

The strong recovery in the US continued to be broad-based with almost all categories performing above 2019 levels, in particular Luxury (183%), Home (137%), F&B (110%) and Fashion (103%). Entertainment remains the most affected at 82% but improved from 75% in H1 to 88% in H2.

Compared to 2021, sales are up by +12%, including +13% for Flagships, +8% for Regionals and +25% for CBD assets.

GROUP TENANT SALES SUMMARY

The table below summarises the Group's tenant sales growth during 2022:

	Tenant Sales Levels (%)				
Region	H1-2022 vs. H1-2019	H2-2022 vs. H2-2019	FY-2022 vs. FY-2019	FY-2022 vs. FY-2021	National Sales Index[2]
France	95%	102%	99%	136%	104%
Spain	99%	102%	101%	122%	110%
Central Europe	108%	115%	112%	140%	119%
Austria	91%	101%	96%	136%	108%
Germany	92%	101%	97%	144%	115%
Nordics	103%	102%	103%	116%	104%
The Netherlands	n/a	n/a	n/a	n/a	n/a
Total Continental Europe	**98%**	**104%**	**101%**	**134%**	**109%**
UK	98%	95%	96%	145%	107%
Total Europe	**98%**	**102%**	**100%**	**136%**	**108%**
US	110%	107%	108%	112%	108%
Total Group	**102%**	**104%**	**103%**	**127%**	**108%**

(1) Westfield World Trade Center and Westfield San Francisco Centre.
(2) Based on latest national indices available (year-on-year evolution) as at November 2022: France: INSEE; Spain: Instituto Nacional de Estadística; Central Europe: Polish Council of Shopping Centres (Poland), Český Statistický Úřad (Czech Republic); Austria: Eurostat; Germany: Destatis-Genesis; Nordics: Statistikdatabasen (Sweden), Statbank (Denmark); UK: Office for National Statistics; US: U.S. Census Bureau.

RENT RELIEF AND GOVERNMENT SUPPORT

As a reminder, throughout the COVID-19 crisis, URW recognised the issues the Group's tenants faced due to administrative closures or trading restrictions and the need to provide relief, generally limited to the period of closure and based on the principle of a fair sharing of the burden. These negotiations were focused on providing a one-off rent relief, not on permanently changing lease terms or structures.

With all major restrictions being lifted, URW did not provide any COVID-19 rent relief in 2022 regarding 2022 for its Shopping Centre activity. The 2022 P&L remained impacted by the straightlining and updated assessment of rent relief granted in 2020 and 2021. The 2022 P&L impact of COVID-19 rent discount granted in 2020 and 2021 amounted to -€1.7 Mn for the Group's shopping centre activities[1] (vs. -€215.0 Mn in 2021).

BANKRUPTCIES

The reduction in the level of bankruptcies was seen across all the Group's markets. Overall, tenant insolvency procedures affected 203 stores in the Group's portfolio in 2022 (vs. 281 in 2021), representing 1.7% of the stores in URW's portfolio (0.9% for H1-2022, 0.8% for H2-2022 and 2.4% in 2021). It should be noted that in France, Q4-2022 was impacted by the insolvency procedures of the retailers Camaieu and Sergent Major, with 12 stores vacated out of 21 occupied by those retailers.

The total annualised leasing revenues (including service charges) which remain exposed to tenants currently in some form of bankruptcy procedure amount to €14.0 Mn[2] (vs. €36.0 Mn in 2021) over c. 34,000 sqm of retail space.

INFLATION

2022 saw a global increase in inflation with differences across countries.

URW rents are indexed on a yearly basis in Continental Europe. 2022 indexation contribution to like-for-like Net Rental Income ("NRI") performance was +3.6%, reflecting 2021 inflation due to the usual time lag between contractual indexation and inflation. In the UK and the US, leases are not tied to actual CPI figures; the Group benefitted from inflation through Sales Based Rents.

2022 inflation[3] amounted to an average of +8.4% in the countries where the Group operates, including +8.4% in Continental Europe, +9.1% in the UK and +8.0% in the US; service charges relating to 2022[4] increased by +12.4% in Europe with the increase in energy and labour costs as well as the recovery of the activity. Compared to 2019, service charges in Europe decreased by -0.8% thanks to negotiations of 2022 energy prices before the war in Ukraine, energy consumption savings and overall savings in other service charges' cost centres (cleaning, security, etc.), limiting the impact of inflation on service charges. Service charges in the US grow at a contractual pre-set level of usually +4% to +5%.

RENT COLLECTION[5]

As at December 31, 2022, 96% of the Group's invoiced 2022 rents and service charges has been collected, 96% both in Europe and in the US.

As at February 2, 2023, the FY-2022 rent collection had increased to 97%.

Overall rent collection by quarter in 2022 is shown below[6]:

	Rent collection (%)				
Region	Q1-2022	Q2-2022	Q3-2022	Q4-2022	2022
Continental Europe	98%	98%	98%	96%	97%
UK	99%	100%	99%	97%	99%
Total Europe	**98%**	**98%**	**98%**	**96%**	**97%**
US	97%	97%	97%	96%	97%
Total URW	**98%**	**98%**	**98%**	**96%**	**97%**

Furthermore, during 2022 the Group collected €250.9 Mn[7] in rents related to 2021, and continues to improve its collection rate, which increased from 88% reported for the full year 2021 results to 93% at year-end 2022, leading to corresponding reversals of provisions in 2022 of €45.6 Mn.

The total accounts receivable[8] from retail activities decreased by -€100.4 Mn in total vs. December 31, 2021, and by -€111.7 Mn, excluding +€11.2 Mn of currency effect. This decrease includes -€13.5 Mn of allowances of provisions net of reversal booked in the result for the period (vs. -€97.3 Mn of allowances in 2021).

(1) Excluding airports.
(2) Group share. Stores still occupying premises at the end of December 2022.
(3) Weighted by Minimum Guaranteed Rent ("MGR") of each country where the Group operates.
(4) Continental Europe and UK, based on latest available forecast for 2022.
(5) Retail only, assets at 100%. MGR + Common Area Maintenance ("CAM") in the US.
(6) Based on cash collection as at February 2, 2023 and assets at 100%.
(7) Rent, SBR and service charges at 100% including VAT.
(8) On a proportionate basis.

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EARNINGS RECOVERY IN FY-2022

The Adjusted Recurring Earnings per Share ("AREPS") increased from €6.91 per share to €9.31 per share, i.e. +€2.40 per share (+34.7%).

The main drivers for earnings evolution were the strong retail operational performance (including the end of COVID-19 rent relief, lower doubtful debtors and higher variable income), the strong recovery of the C&E division and the delivery of projects, partly offset by disposals, increase in financial expenses and taxes.

Rebasing both periods for the COVID-19 rent relief, the AREPS would have increased by +€1.11 per share (+13.0%).

4.1.1.3 BUSINESS REVIEW BY SEGMENT

The Business review by segment presented below has been prepared based on the Group's European perimeter. A separate section contains the US Business Review. Unless otherwise indicated, all references are to URW's European operations and relate to the period ended December 31, 2022.

EUROPE – SHOPPING CENTRES

A. ACTIVITY

LEASING ACTIVITY

Leasing activity[1] in 2022 showed a strong increase in volume and MGR signed compared to 2021. URW signed 1,636 leases (vs. 1,437[2] in 2021) on standing assets for €300.5 Mn of MGR (vs. €240.9 Mn[2] in 2021). The number of deals and MGR signed in 2022 is above 2019 levels. These 1,636 leases include 1,034 leases (63%) with a maturity above 3 years (vs. 854 in 2021 and 59% of leasing activity), reflecting an improvement in the leasing market environment for URW assets. 2022 MGR signed on leases above 3 years amounted to 71% vs. 67% in 2021.

The MGR uplift on renewals and relettings was +6.0% (-0.5% in 2021) in Continental Europe and +5.5% (-2.2% in 2021) in Europe, driven by a strong reversion in Spain (+22.9%) and Central Europe (+10.1%), partially offset by the decrease in Germany (-4.6%). Deals longer than 36 months have an MGR uplift of +8.9% (+4.6% in 2021) for Continental Europe and +7.6% (+2.0% in 2021) for Europe, while for leases between 12 and 36 months[3] MGR uplifts were +0.3% (-7.4% in 2021) for Continental Europe and +0.8% (-9.5% in 2021) for Europe.

	Lettings / relettings / renewals excluding Pipeline						
				MGR uplift		MGR uplift on deals above 3 years firm duration	
Region	Number of leases signed	sqm	MGR (€Mn)	€Mn	%	€Mn	%
France	264	104,125	63.9	2.8	6.4%	2.2	9.8%
Spain	198	55,232	28.8	4.3	22.9%	3.6	36.7%
Southern Europe	**462**	**159,357**	**92.8**	**7.1**	**11.5%**	**5.8**	**17.8%**
Central Europe	392	96,090	53.1	4.5	10.1%	4.5	12.1%
Austria	152	44,080	19.5	0.2	0.9%	0.8	7.0%
Germany	212	103,264	32.7	(1.4)	(4.6%)	(0.8)	(3.5%)
Central and Eastern Europe	**756**	**243,434**	**105.3**	**3.3**	**3.5%**	**4.5**	**6.3%**
Nordics	142	49,652	22.3	0.5	2.6%	0.4	3.5%
The Netherlands	80	45,111	11.2	0.1	1.5%	0.1	1.3%
Northern Europe	**222**	**94,763**	**33.5**	**0.6**	**2.2%**	**0.4**	**2.6%**
Total Continental Europe	**1,440**	**497,554**	**231.5**	**11.0**	**6.0%**	**10.8**	**8.9%**
UK	196	89,867	69.0	1.8	3.5%	1.4	3.6%
Total Europe	**1,636**	**587,421**	**300.5**	**12.7**	**5.5%**	**12.1**	**7.6%**

Figures may not add up due to rounding.

Leading retailers continue to show confidence in the value of URW's shopping centres and to recognise the crucial importance of their physical stores within the Group's assets. The trend remains towards prime stores which can provide a full service offering to customers including experiential, while improving retailers' financial performance in the context of their "drive-to-store" strategy. This was demonstrated again in 2022 by the Group signing 114[4] leases (69 renewals, 45 lettings) with its existing European top 50 tenants[5] increasing their surfaces by +13%.

Notable examples of upsizing in the second half of 2022 include the cosmetic brand Space NK in Westfield London, JD Sports in Westfield Stratford City, H&M in Amstelveen, and Zara in Westfield Donau Zentrum, becoming the largest Zara store in Austria with 4,128 sqm.

The Group has also signed leases with retailers entering new markets for them, including Sephora and Oysho in the UK market, Lego in the Czech market, Tag Heuer in the Swedish market, and Ikea for the first time in URW's Spanish portfolio.

(1) Leasing activity includes only deals with maturity >= 12 months, consistently with prior periods.
(2) Including leasing activity for the assets sold in 2022.
(3) Usual 3/6/9 leases in France are included in the short-term leases.
(4) Excluding disposals and deliveries.
(5) In terms of Gross Lettable Area ("GLA").

The Group continued to sign leases in 2022 with Digitally Native Vertical Brands, including NA-KD, Freshly Cosmetics, Paper & Tea and Chiquelle.

The Group has focused on leveraging the expansion of its leisure and entertainment strategy across its portfolio and continues to attract exciting leisure operators such as Gravity (in the UK), Boda Borg (in Germany), la Tête dans les Nuages (in France) or virtual reality ("VR") concepts such as Zero Latency (in Austria) and DIVR Labs (in the UK and Nordics).

As part of the Group's strategy to repurpose retail space in Westfield London, URW signed a lease in H1-2022 with Ministry of Sound, an entertainment group. "The Ministry" will offer a premium co-working space, combined with a health club, podcast studios, event spaces, rooftop restaurant and bar, spanning across 4 floors and 10,200 sqm of the former House of Fraser department store. In H2-2022, the planning consent has been granted to change the building from retail to office and leisure use and the design and works have started. It is expected to open in H1-2024 and will bring new uses, which will benefit the entire shopping centre. In addition, the reduction in overall retail GLA will allow the Group to improve the supply/demand tension in the centre.

COMMERCIAL PARTNERSHIPS

Commercial Partnerships includes both the new Media, Brand & Data Partnerships division presented during the Investor Day in March 2022 and now called "Westfield Rise", as well as kiosks, seasonal markets, pop-ups, and car park activations ("Specialty leasing & other income").

Total Commercial Partnerships activity in Europe amounted to €55.1 Mn on a proportionate basis (€75.8 Mn in net margin at 100%), up +48.5% compared to 2021 and +20.8% to 2019. The €75.8 Mn in net margin includes the contribution from Westfield Rise Europe (€45.5 Mn) and Specialty leasing and other income (€30.3 Mn).

WESTFIELD RISE – EUROPE

URW created and launched its own in-house agency "Westfield Rise" in October 2022. This business division aims at generating increased revenues from Media advertising, Brand Experience and Data & Services. Total Westfield Rise activity in Europe amounted to €45.5 Mn in net margin at 100% share, up +23% compared to 2019 (and +52% compared to 2021[1]). This new division (for which figures are reported at 100%) will generate €75 Mn in annual net margin by 2024, a +€45 Mn increase compared to 2021, with strong potential growth beyond the plan horizon.

The average revenue per visit[2], a key performance indicator for this activity, stood at €0.07 in 2022, compared to €0.05 in 2021, with increase in revenues exceeding the footfall increase.

Media advertising net margin recovered faster than the European market reaching €30.5 Mn in 2022, +14% compared to 2019 and +33% compared to 2021, while Out Of Home media performance[3] decreased by -9% compared to 2019. This strong performance is mainly due to new long-term advertising agreements signed with media partners on significantly improved commercial terms (Clear Channel and Athem in France, Clear Channel in Poland, Ocean Outdoor in Denmark), and new large format screens (in the UK, France, Spain, Denmark) enabling 3D campaigns (generating on average 4 times more income than a 2D campaign). Westfield Rise also started selling real-time data-driven programmatic campaigns (40 measurable drive-to-store campaigns in France and in the UK).

Brand Experience net margin has seen strong growth (reaching €14.4 Mn in 2022, +40% compared to 2019 and +115% compared to 2021), due to multi-countries brand partnerships with key brands (such as Samsung, L'Oréal, Pico, Netflix, Disney), and to a set of strong collaborations at country level (TF1 and Coca-Cola in France, Disney and Virgin Pure in the UK, Red Bull in Germany).

Data & Services net margin stood at €0.6 Mn. The Group progressed the roll-out of its first-party data collection system in France, enabling a General Data Protection Regulation ("GDPR")-compliant qualification of mall audiences and further monetisation via the Westfield Rise retail media offer. The Group has also started the roll-out of the system in other countries.

SPECIALTY LEASING & OTHER INCOME (PREVIOUSLY NAMED "RETAIL & OTHER INCOME")

2022 showed a solid performance with net margin reaching €30.3 Mn, +21% compared to 2021[4]. The Group continues to prioritise high-quality, long-term kiosk leases, generating long-term income growth via Pan European deals in Fragrance and Bubble Tea categories for example and creating new routes to market opportunities for start-ups by investing in rentable landlord kiosk units.

MARKETING & COMMUNICATION

3 assets in 3 European markets have been branded as Westfield destinations in October 2022, bringing to 22 the number of branded Flagship shopping centres in Europe and the UK. The new branded centres are Westfield Mokotów in Warsaw, Westfield Parquesur in Madrid and Westfield Täby Centrum in Stockholm.

Westfield launched a dynamic brand advertising campaign under Westfield's new signature "More Extra, Less Ordinary" across 22 Westfield assets and 9 countries in Europe at the end of 2022. With a new brand positioning and creative direction, the campaign aims to promote Westfield Flagship centres as lifestyle and entertainment destinations bringing new opportunities for people to live meaningful and memorable moments. The creative expression champions the diversity of the communities in which Westfield operates, the various unique experiences offered at its destinations and togetherness in line with customers' expectations post COVID-19.

The Group Customer database reached 18.1 Mn contacts in 2022 (vs. 17.9 Mn end of 2021), of which 9.5 Mn are members of the loyalty programme. This identified audience is reachable via one-on-one emailing communications for URW and partner brands.

On social media, the Group's shopping malls' accounts (Facebook, Instagram, YouTube, TikTok) had a total of 9.9 Mn followers in 2022.

In 2022, URW also acquired 2 metaverse lands in Decentraland and The Sandbox for €0.2 Mn, which provide new possibilities for media, advertising and brand experiences.

(1) As published at the Investor Day.
(2) Revenue generated by Westfield Rise divided by the footfall of the same period.
(3) Source: GroupM December 2022 Year Forecast.
(4) At 100%, as published at the Investor Day.

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B. NET RENTAL INCOME

Total consolidated NRI was €1,325.8 Mn for Continental Europe (+26.0%) and €1,445.5 Mn for Europe (+25.3%), as a result of positive like-for-like evolution.

In 2022, the NRI was positively impacted by the end of COVID-19 rent discounts and lower doubtful debtors provisions compared to 2021, including reversal of provision related to 2021 rents collected in 2022, as well as indexation and higher variable income (SBR, Commercial Partnerships and Parking). It also benefitted from the delivery of projects and an indemnity for the departure of El Corte Inglés in Spain, partly offset by disposals.

	Net Rental Income (€Mn)		
Region	2022	2021	%
France	507.0	417.2	21.5%
Spain	188.3	126.2	49.3%
Southern Europe	**695.4**	**543.4**	**28.0%**
Central Europe	217.2	161.5	34.5%
Austria	109.5	88.3	24.0%
Germany	128.1	91.2	40.5%
Central and Eastern Europe	**454.8**	**341.0**	**33.4%**
Nordics	98.8	107.3	(7.9%)
The Netherlands	76.8	60.6	26.7%
Northern Europe	**175.6**	**167.9**	**4.6%**
Total NRI - Continental Europe	**1,325.8**	**1,052.4**	**26.0%**
UK	119.7	101.1	18.3%
Total NRI - Europe	**1,445.5**	**1,153.5**	**25.3%**

Figures may not add up due to rounding.

The total net change in NRI amounted to +€292.0 Mn in Europe (including +€273.4 Mn in Continental Europe) and breaks down as follows[1]:

- +€34.1 Mn due to projects on standing assets (with the indemnity of departure of El Corte Inglés in La Vaguada and Westfield Parquesur in Spain);
- +€25.3 Mn due to deliveries of Westfield La Part-Dieu, Westfield Forum des Halles, Les Ateliers Gaîté, Westfield Mall of the Netherlands and Fashion Pavilion at Westfield La Maquinista;
- +€12.0 Mn due to exceptional and other items, including the positive outcome (+€9.6 Mn) of a litigation with a tenant in The Netherlands;
- -€1.1 Mn due to assets in pipeline, primarily Croydon (UK) partly offset by Garbera (Spain);
- -€3.2 Mn due to negative effect in SEK, partly offset by positive currency effects in GBP;
- -€21.2 Mn due to disposals of assets in France, Central Europe, The Netherlands, Germany and the Nordics; and
- +€246.0 Mn of like-for-like NRI growth in Europe (+25.0%) (+€225.0 Mn in Continental Europe (+25.4%)).

	Net Rental Income (€Mn) Like-for-like ("LfL")		
Region	2022	2021	%
France	406.2	331.3	22.6%
Spain	129.3	104.9	23.2%
Southern Europe	**535.5**	**436.2**	**22.8%**
Central Europe	208.3	147.8	40.9%
Austria	105.6	85.4	23.7%
Germany	123.7	85.0	45.6%
Central and Eastern Europe	**437.6**	**318.2**	**37.5%**
Nordics	102.2	99.4	2.8%
The Netherlands	34.5	31.1	11.0%
Northern Europe	**136.7**	**130.5**	**4.8%**
Total NRI LfL - Continental Europe	**1,109.8**	**884.8**	**25.4%**
UK	119.7	98.6	21.4%
Total NRI LfL - Europe	**1,229.5**	**983.5**	**25.0%**

Figures may not add up due to rounding.

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

	Net Rental Income Like-for-like evolution (%)						
Region	Indexation	Renewals, relettings net of departures	Sales Based Rent	COVID-19 rent discounts	Doubtful debtors	Other	Total
France	2.3%	(2.9%)	0.6%	21.6%	0.6%	0.5%	22.6%
Spain	4.9%	1.9%	1.1%	16.2%	(0.7%)	(0.2%)	23.2%
Southern Europe	**2.9%**	**(1.8%)**	**0.7%**	**20.3%**	**0.3%**	**0.3%**	**22.8%**
Central Europe	4.7%	4.3%	0.5%	10.4%	3.5%	17.5%	40.9%
Austria	3.4%	(8.8%)	1.2%	26.1%	1.6%	0.2%	23.7%
Germany	5.9%	(11.7%)	2.4%	31.6%	11.5%	5.9%	45.6%
Central and Eastern Europe	**4.7%**	**(3.5%)**	**1.2%**	**20.3%**	**5.1%**	**9.8%**	**37.5%**
Nordics	3.5%	(1.0%)	2.4%	5.2%	(0.9%)	(6.4%)	2.8%
The Netherlands	2.8%	0.5%	0.7%	7.5%	(0.1%)	(0.4%)	11.0%
Northern Europe	**3.3%**	**(0.7%)**	**2.0%**	**5.8%**	**(0.7%)**	**(5.0%)**	**4.8%**
Total NRI LfI - Continental Europe	**3.6%**	**(2.2%)**	**1.1%**	**18.1%**	**1.9%**	**2.9%**	**25.4%**
UK	0.0%	0.1%	4.9%	18.8%	3.0%	(5.3%)	21.4%
Total NRI LfI - Europe	**3.2%**	**(2.0%)**	**1.4%**	**18.2%**	**2.0%**	**2.1%**	**25.0%**

Figures may not add up due to rounding.

Like-for-like NRI increased by +25.0% (-5.1% in 2021) in Europe (including +25.4% in Continental Europe (-7.5% in 2021)), and includes:

- +3.2% of indexation (+0.7% in 2021);
- -2.0% of "Renewals and relettings net of departures" (-5.9% in 2021), as a result of negative uplift on prior year leasing activity (mostly short-term deals), vacancy lagging effect in certain regions and specific rent discounts on weaker sectors like cinemas;
- +1.4% due to higher Sales Based Rents (+0.4% in 2021);
- +18.2% due to the absence of COVID-19 rent relief granted to tenants (+0.7% in 2021);
- +2.0% due to the provisions for doubtful debtors (+2.2% in 2021), reflecting the continuing improvement of cash collection during 2022, reversal of bad debt provisioned in 2021 (mainly in H1-2022) and a low number of bankruptcies; and
- +2.1% in "Other" (-3.3% in 2021), mainly due to higher variable revenues (in particular Commercial Partnerships and Parking income), partly offset by higher energy costs.

Excluding the impact of COVID-19 rent relief, the like-for-like NRI growth would be +6.8% (-2.1% in 2021).

The improvement in vacancy rate or positive MGR uplifts are not simultaneously translated into incremental like-for-like Net Rental Income due to, in particular, the time lag between the signing date and the effective date of the lease and the potential delay between the lease end of a departing tenant and the effective date of the lease with a new tenant.

Sales Based Rents in Europe amounted to €45.9 Mn in 2022 (3.2% of NRI), including €34.8 Mn in Continental Europe (2.6% of NRI) and €11.1 Mn in the UK (9.2% of NRI). This corresponded to a growth of +52.7% compared to 2021 thanks to the recovery of the activity and +5.8% compared to 2019.

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C. VACANCY AND OCCUPANCY COST RATIO ("OCR")

The Estimated Rental Value ("ERV") of vacant space in operation in the portfolio was €49.1 Mn in Continental Europe (€65.8 Mn as at December 31, 2021) and €75.5 Mn in Europe (€96.4 Mn as at December 31, 2021).

The EPRA vacancy rate[1] in Continental Europe was 3.1% and 9.4% in the UK (mainly due to Westfield London) decreasing from respectively 4.0% and 10.6% as at December 31, 2021, due to increased leasing activity. Overall for Europe, the vacancy was 4.1%, below the December 31, 2021 level of 4.9%.

	Vacancy			
	Dec. 31, 2022		June 30, 2022	Dec. 31, 2021
Region	€Mn	%	%	%
France	20.0	3.2%	3.9%	3.6%
Spain	5.3	2.7%	3.6%	3.6%
Southern Europe	**25.3**	**3.1%**	**3.9%**	**3.6%**
Central Europe	5.4	2.4%	3.4%	3.0%
Austria	1.8	1.7%	1.6%	0.7%
Germany	7.2	3.7%	4.7%	4.6%
Central and Eastern Europe	**14.4**	**2.7%**	**3.5%**	**3.1%**
Nordics	6.1	5.0%	6.3%	7.4%
The Netherlands	3.2	3.6%	5.1%	6.7%
Northern Europe	**9.3**	**4.4%**	**5.8%**	**7.1%**
Total - Continental Europe	**49.1**	**3.1%**	**4.0%**	**4.0%**
UK	26.4	9.4%	9.7%	10.6%
Total - Europe	**75.5**	**4.1%**	**4.9%**	**4.9%**

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

The 2022 OCR[2] was at 15.0% for Continental Europe, below its 2019 level of 15.5%. 2022 sales remained impacted by Q1 restrictions in a number of regions, affecting the OCR. In the UK, the 2022 OCR was slightly down at 19.7% vs. 19.9% in 2019, including business rates.

The OCR does not reflect the increasing role and value of stores for retailers through increased volume of activity and higher EBIT margin generated in store from halo effect, collection (click & collect) or return of products in store supported by retailers.

	OCR	
Region	2022	2019
France	15.8%	15.7%
Spain	14.4%	13.6%
Southern Europe	**15.5%**	**15.2%**
Central Europe	14.9%	15.4%
Austria	17.5%	17.3%
Germany	13.2%	15.5%
Central and Eastern Europe	**14.7%**	**15.8%**
Nordics	14.3%	15.8%
The Netherlands[a]	13.2%	-
Northern Europe	**13.9%**	**15.8%**
Total - Continental Europe[b]	**15.0%**	**15.5%**
UK	19.7%	19.9%
Total - Europe	**15.5%**	**16.1%**

Figures may not add up due to rounding.

(a) OCR in The Netherlands mainly relates to Westfield Mall of the Netherlands.
(b) Excluding The Netherlands, the 2022 OCR for Continental Europe would be 15.1%.

(1) EPRA vacancy rate: ERV of vacant spaces divided by ERV of total surfaces.
(2) Occupancy Cost Ratio ("OCR"): (rental charges + service charges including marketing costs for tenants, all including VAT)/(tenant sales, including VAT). OCR in The Netherlands mainly relates to Westfield Mall of the Netherlands. Primark sales are estimates.

D. LEASE EXPIRY SCHEDULE

Europe (Shopping Centres)	Lease expiry schedule			
	MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	66.8	4.8%	66.8	4.8%
2023	275.6	19.8%	117.2	8.4%
2024	237.3	17.0%	133.3	9.6%
2025	238.1	17.1%	149.1	10.7%
2026	171.6	12.3%	123.5	8.9%
2027	139.0	10.0%	139.8	10.0%
2028	95.3	6.8%	119.5	8.6%
2029	39.5	2.8%	90.0	6.5%
2030	32.0	2.3%	88.7	6.4%
2031	25.9	1.9%	88.3	6.3%
2032	27.2	2.0%	79.7	5.7%
2033	12.7	0.9%	51.2	3.7%
Beyond	32.4	2.3%	146.3	10.5%
Total	**1,393.4**	**100%**	**1,393.4**	**100%**

Figures may not add up due to rounding.

EUROPE – OFFICES & OTHERS

A. OFFICE PROPERTY MARKET AS AT DECEMBER 31, 2022[1]

TAKE-UP

With 2.1 Mn sqm of office space rented in 2022, take-up in the Paris region has increased by +10% compared to 2021 (1.9 Mn sqm) and is almost back (-5%) to 10-year average levels (2.2 Mn sqm).

The take-up has been particularly dynamic in Paris CBD (0.5 Mn sqm, +17%) and La Défense (0.2 Mn sqm, +21%).

Paris represents 47% of the 2022 take-up, and the La Défense and Western Crescent sectors together represent 29%, as occupiers select key business districts as strategic locations to bring talent back to the office.

The number of large transactions (> 5,000 sqm) is close to its 10-year average with 61 deals in 2022 (compared to 10-year average of 63 deals), but on smaller surfaces (-15% compared to 10-year average).

Of the 61 transactions above 5,000 sqm, 80% (by volume) were in new/restructured buildings, showing tenants' growing concern for environmental criteria and asset quality to attract their employees back to the office.

AVAILABLE AREA & VACANCY RATE

The immediate supply in the Paris region increased by +7% year-on-year to reach 4.3 Mn sqm. As at December 31, 2022, the level of new or refurbished supply reached 1.3 Mn sqm and accounted for 30% of the total immediate supply (27% end of 2021).

The Paris region vacancy rate slightly increased from 7.4% at the end of 2021 to 7.9% at the end of 2022, with still significant discrepancies between areas (Paris CBD vacancy rate decreased from 3.1% to 2.4%, while La Défense went from 14.2% to 16.7% following 2022 deliveries).

RENTAL VALUES

The market showed an increasing bifurcation between well-located, highly ESG-rated, brand new assets that attract users and the other assets for which the demand is more limited. As a consequence, there is an increasing differentiation in terms of rental levels based on the quality of location and of the assets. The prime rent in Paris CBD slightly increased in 2022 and stands at €1.000/sqm/year.

In La Défense, the highest rent remained at €600/sqm/year for prime assets (Trinity tower), its best level in 20 years while the increase of immediate and future supply puts pressure on rental values for non-prime assets and second-hand buildings.

Rents incentives reached 16% in Paris CBD (17% in 2021) and 32% in La Défense (30% in 2021).

INVESTMENT MARKET

The total volume of office transactions in the Paris region for 2022 reached €10.4 Bn, down by -20% compared to 2021 (€13.0 Bn). After a strong rebound during the first 3 quarters of 2022 (+20% vs. 2021), the investment market slowed down during the fourth quarter.

Investments in 2022 were driven by large transactions, with deals above €100 Mn accounting for 58% of total investments (stable vs. 2021). The demand was largely fuelled by domestic players which accounted for more than 76% of total investments.

Paris remained the main target and represented around 57% of the transactions (above the 10-year average of 43%).

(1) Sources: Immostat; BNP Paribas Real Estate.

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The largest single-asset transactions were:
- 91-93 Pasteur in Paris 14/15 (c. €484 Mn); and
- Eria in La Défense (c. €329 Mn).

B. ACTIVITY

Consolidated NRI amounted to €65.7 Mn, a +22.9% increase compared to 2021.

	Net Rental Income (€Mn)		
Region	2022	2021	%
France	53.5	34.9	53.3%
Other countries	12.1	18.5	(34.4%)
Total NRI	**65.7**	**53.4**	**22.9%**

Figures may not add up due to rounding.

The increase of +€12.3 Mn breaks down as follows:

- +€11.1 Mn due to deliveries (mostly due to Pullman Montparnasse and Gaîté Montparnasse Office);
- -€10.3 Mn due to the impact of the 2021 and 2022 disposals (SHiFT, Les Villages 3, 4 and 6, Solna Centrum and Gera Arcaden offices);
- -€0.2 Mn due to currency effects of SEK; and
- The like-for-like NRI growth was +€11.7 Mn (+30.5%), mainly due to leasing activity in Trinity.

	Net Rental Income (€Mn) Like-for-like		
Region	2022	2021	%
France	37.6	26.0	44.2%
Other countries	12.3	12.2	1.1%
Total NRI LfL	**49.9**	**38.2**	**30.5%**

Figures may not add up due to rounding.

In France, 98% of 2022 rents invoiced were collected.

20,757 weighted square metres ("wsqm") were leased in 2022 in standing assets, including 9,228 wsqm in France, 5,543 wsqm in Austria and 4,372 wsqm in the Nordics.

In Trinity, 2 new leases were signed in 2022 with Santarelli (2,200 wsqm) and Alain Afflelou (2,900 wsqm), increasing the letting of this tower to 74% of GLA (with an average rent of c. €567/sqm[1], and lease incentives below the market average).

In addition, 33,100 wsqm were leased on projects. This includes 25,100 wsqm related to the Lightwell project in La Défense with a 9-year lease signed with Arkema thanks to the impressive sustainability credentials of this building. 8,000 wsqm were also signed with Shell company in Westfield Hamburg representing 29% of the office GLA to be delivered in 2024.

The ERV of vacant office space in operation amounted to €13.9 Mn, representing an EPRA vacancy rate of 15.4% (19.8% as at December 31, 2021), of which €11.7 Mn or 15.2% (21.7% as at December 31, 2021) in France, decreasing due to Trinity leasing progress.

Prime office yields achieved in 2022 mainly related to deals completed in the first 9 months of the year and stood at 4.1% in La Défense and 3.0% in Paris CBD.

(1) Average weighted face rent excluding Welkin & Meraki floors (flex space operator) with SBR.

C. LEASE EXPIRY SCHEDULE

Europe (Offices & Others)	Lease expiry schedule: MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	3.0	3.9%	3.0	3.9%
2023	6.8	8.8%	5.7	7.4%
2024	5.5	7.1%	1.4	1.9%
2025	15.9	20.5%	7.0	9.1%
2026	5.8	7.5%	2.8	3.6%
2027	2.0	2.5%	12.4	16.1%
2028	5.4	7.0%	3.5	4.6%
2029	5.2	6.7%	4.1	5.3%
2030	4.8	6.2%	6.7	8.7%
2031	9.5	12.3%	13.8	17.8%
2032	11.1	14.3%	10.5	13.6%
2033	1.5	1.9%	4.6	6.0%
Beyond	0.9	1.1%	1.6	2.1%
Total	**77.3**	**100%**	**77.3**	**100%**

Figures may not add up due to rounding.

CONVENTION & EXHIBITION

After 2 years of operations under sanitary restrictions, the C&E division showed a strong recovery in 2022. Despite a first quarter still impacted by COVID-19 restrictions with some events cancelled or postponed, events held at Viparis' venues during the rest of the year recovered close to the pre-COVID levels of activity.

The C&E business has a seasonal results pattern, with annual, biennial and triennial shows, and an uneven distribution of shows during the year. 2022 has been very dynamic and has benefitted from the shift of certain biennial shows from odd years to even years (including BATIMAT, SIMA, EQUIP AUTO). This shift increases the difference of activity between odd and even years.

In total, 617 events were held in Viparis venues in 2022, of which 189 exhibitions, 75 congresses and 353 corporate events compared to 236 events in 2020 and 721 events held in 2018, the last most comparable year.

In the congress segment, Viparis saw strong activity especially during H2-2022. Paris Porte de Versailles welcomed ESMO ("European Society for Medical Oncology") Annual Congress with more than 29,000 attendees from more than 130 countries. In addition, Paris Porte de Versailles hosted the 73rd International Astronautical Congress with more than 9,300 delegates from 110 countries. Palais des Congrès de Paris welcomed the CIGRE ("Conseil International des Grands Réseaux Electriques") biennial International Congress with more than 8,600 attendees (vs. 9,500 attendees in 2018), and more than 290 exhibitors (vs. 300 exhibitors in 2018).

Main shows held in 2022 saw a strong rebound in number of exhibitions and visitors. They include:

- Annual shows:
  - 58th edition of International Agricultural Show (502,257 visitors);
  - Viva Technology, Europe's number one start up and tech event (91,000 visitors from 142 countries); and
  - Maison & Objet (2,200 exhibitors).

- Biennial shows:
  - Eurosatory, the world's leading land and airland defence and security exhibition (1,800 exhibitors from over 60 countries);
  - SIAL Paris, the world's largest food exhibition (more than 7,000 exhibitors and 265,000 visitors);
  - The international construction trade show, BATIMAT (15% more visitors than in 2019);
  - The 100th anniversary of SIMA ("Salon International du Machinisme Agricole") exhibitions (153,000 visitors from 120 countries); and
  - After 4 years of absence, the Paris Motor Show returned to Paris Porte de Versailles under a new, more immersive, and experiential format. The show welcomed nearly 400,000 visitors over 7 days.

As at January 31, 2023, signed and pre-booked events in Viparis venues for 2023 amounted to c. 89% of its expected 2023 rental income and to 86%(1) of 2019 pre-bookings, the last comparable year.

Viparis' recurring Net Operating Income ("NOI") amounted to €190.2 Mn, compared to €55.2 Mn in 2021 and €164.7 Mn in 2018. In 2022, this includes a €25 Mn contribution from the French State, to compensate closure periods in earlier years. Restated from this and triennial shows (held in 2018 and 2022), the NOI is slightly above 2018, due to the shift of certain biannual shows and despite the remaining impact of COVID-19 in the first quarter.

US BUSINESS REVIEW

LEASING ACTIVITY

In 2022, 766 leases were signed on standing assets, representing 2,618,051 sq. ft. and $147.4 Mn of MGR up compared to $130.1 Mn of MGR signed in 2021 on 955(2) leases, representing 4,057,299 sq. ft. illustrating the increase in total rents signed. As market conditions improved, the number of long-term deals signed also increased from 332(3) to 375 year-

(1) In number of events.
(2) Including deals from 2022 disposals.
(3) Including deals from 2022 disposals.

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on-year, representing 49% of the 2022 deals, compared to 35% in 2021. MGR signed on leases above 3 years amounted to 62% vs. 47% in 2021.

The overall uplift on relettings and renewals was +7.8% for the US Shopping Centres and +24.6% for Flagships[1]. The Group continued to selectively sign short-term leases including a higher SBR component, to speed up negotiations mainly on renewals, while focusing on long-term lettings and relettings. Deals longer than 36 months have an MGR uplift of +36.0%, while for leases between 12 and 36 months, MGR uplifts were more affected at -19.2%. On an annualised basis, the SBR is expected to compensate part of the MGR reduction on the US short-term deals signed in 2022, as was the case in 2021. SBR related to renewals, relettings and full SBR deals signed in 2021 amounted to $20.2 Mn (at 100%) in 2022, compared to a negative $21.9 Mn[2] uplift of these 2021 deals.

In total, the Shopping Centres SBR increased from $20.6 Mn in 2019 (3.1% of NRI) to $59.3 Mn in 2021 (10.9% of NRI) and $81.8 Mn in 2022 (13.8% of NRI).

The tenant mix continued to evolve with the introduction of new retailers (first Good American store in the US at Westfield Century City) and DNVBs (Outdoor Voices at Westfield UTC and Warby Parket at Westfield Topanga).

The F&B offer has also been enriched by new concepts such as True Food Kitchen at Westfield Century City, Novo Restaurant & Brewery in Westfield Mission Valley, and North Italia in Westfield Topanga.

The Luxury sector has also seen a strong growth with a number of important signings such as Cartier and Jimmy Choo in Westfield Topanga, Louis Vuitton in Westfield Old Orchard, and Fendi in Westfield Valley Fair.

COMMERCIAL PARTNERSHIPS AND MARKETING

Commercial Partnerships revenue in 2022 amounted to $63.5 Mn, an increase of +$17.3 Mn (+37.5%) from 2021 and decrease of -$17.3 Mn (-21.4%) from 2019, mainly at Westfield World Trade Center.

Commercial Partnerships continued to perform strongly, after activity resumed last year. In 2022, a number of product launches were organised by prime brands in the fashion and luxury sectors, including Swatch, IWC, Loewe and Saint Laurent Paris.

Media advertising was especially strong, up +35.0% vs. 2021. In H2-2022, URW launched creative campaigns with SKKN by Kim at Westfield World Trade Center and with AMC at Westfield Topanga, Westfield Century City, Westfield Garden State Plaza and Westfield Southcenter.

AIRPORTS

Airport activity continued to show improvement all over the year, with enplanements and sales higher than previous year levels, as international travel continues its recovery. 2022 enplanements were +62% (+44% Domestic, +96% International) vs. same period in 2021 and -17% (-7% Domestic, -28% International) vs. same period in 2019.

In September 2022, URW opened the reimagined Terminal 3 at LAX with an elevated dining (5 new eateries) and retail experience (4 new retail offerings, and a premier video gaming lounge).

In H1, URW was also selected as the exclusive commercial developer and manager for the new international terminal to be created at John F. Kennedy International Airport in New York City, which will be replacing JFK's existing Terminals 1 and 2 (as well as the former Terminal 3) to become the airport's largest new international terminal. The public opening of the terminal is expected in phases between 2026 and 2030. The URW Airports arm will develop and manage the terminal's non-aeronautical revenue platforms including dining, retail, duty-free, entertainment, and experiential concepts across more than 200,000 sq. ft.

URW was awarded a re-development opportunity with long-time partner American Airlines at JFK Terminal 8. The contract is currently under negotiations and expected to close during Q1-2023. The construction of the terminal is expected to commence in late 2023 and will be phased over the next 18 months and be completed by end of 2024.

NET RENTAL INCOME AND VACANCY

The total net change in NRI amounted to +$39.1 Mn and breaks down as follows[3]:

- +$49.0 Mn related to shopping centres;
- -$6.2 Mn related to airports; and
- -$3.6 Mn related to offices and residential.

The like-for-like shopping centre NRI[4] increased by +$52.0 Mn, i.e. +12.0%. The performance was mainly driven by lower doubtful debtors due to improved collection, higher SBR, parking income and Commercial Partnerships, partly offset by negative MGR uplifts in particular on short-term deals. The like-for-like NRI growth was +10.4% excluding all COVID-19 rent reliefs.

US shopping centre NRI was also impacted by 2021 and 2022 disposals for -$9.6 Mn (Westfield Citrus Park, Westfield Countryside, Westfield Sarasota, Westfield Broward, Westfield Palm Desert, Westfield Santa Anita, The Village at Topanga, Westfield Trumbull and Westfield South Shore), partly offset by deliveries for +$6.5 Mn (restructuring of Westfield Annapolis, Westfield Garden State Plaza and Westfield Topanga).

Regarding airports, in H2-2021 and in H1-2022, URW benefitted from rent abatements on ground rents it pays to the airport authorities

(1) Excluding CBD centres.
(2) Excluding sold and CBD assets.
(3) Figures may not add up due to rounding.
(4) Excluding airports.

in Los Angeles and Chicago and reflected this in rent abatements granted to tenants. This affected airports NRI for both 2021 and 2022 as tenants' rent abatements were recognised in full, while ground rent abatements were recognised over the period of time until the concession expiry. Airport NRI decreased by -$6.2 Mn in 2022 vs. 2021. On a cash basis, the airports NRI was positive in 2022 and showed an increase over 2021.

Converted into euros, the +$39.1 Mn (+6.8%) NRI increase in the US represented +€97.2 Mn (+20.0%) due to the strengthening of the USD against the Euro over the period.

As at December 31, 2022, the EPRA vacancy was 10.4% ($121.3 Mn), down by -60 bps from December 31, 2021. The decrease in vacancy was driven by the proactive leasing approach of the Group. The vacancy decreased with -110 bps to 8.2% in the Flagships and increased with +100 bps to 11.7% in the Regionals, along with the vacancy of the CBD assets that went up with +410 bps to 23.9%.

Occupancy on a GLA[1] basis was 92.4% as at December 31, 2022.

The OCR on a rolling 12 months basis stood at 10.5% as at December 31, 2022, compared to 11.8%[2] as at December 31, 2019, reflecting the strong sales performance and rental adjustments, compensated by higher SBR.

LEASE EXPIRY SCHEDULE

	Lease expiry schedule			
US (Shopping Centres + Offices & Others)	MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	4.1	0.7%	4.1	0.7%
2023	72.8	13.3%	72.8	13.3%
2024	68.3	12.4%	68.3	12.4%
2025	62.5	11.4%	62.5	11.4%
2026	59.2	10.8%	59.2	10.8%
2027	73.3	13.3%	73.3	13.3%
2028	69.7	12.7%	69.7	12.7%
2029	34.5	6.3%	34.5	6.3%
2030	24.8	4.5%	24.8	4.5%
2031	26.8	4.9%	26.8	4.9%
2032	28.0	5.1%	28.0	5.1%
2033	9.3	1.7%	9.3	1.7%
Beyond	15.9	2.9%	15.9	2.9%
Total	548.9	100%	548.9	100%

Figures may not add up due to rounding.

4.1.1.4 ENVIRONMENTAL, SOCIAL, AND CORPORATE GOVERNANCE ("ESG")

2022 marks another exceptional year in terms of ESG performance for the Group, with major achievements as part of the Better Places 2030 programme:

- Better Spaces:
  - URW is committed to reduce by 50% its carbon emissions by 2030 (2015 baseline), covering its entire value chain (construction, operations including tenant energy and transport of visitors), and has already achieved a 41% reduction by 2022 and 27% by 2021[3];
  - In the context of the energy crisis, URW set an additional target to reduce by 15% its energy consumption in 2022 compared to 2019 in Europe. A set of actions led URW to outperform this target and to reach -19.8%[4], supporting both governments efforts and mitigating costs impact for tenants;
  - Commitment to reduce emissions on scope 1 & 2 has been raised during the year to -80% in absolute terms between 2015 and 2030 in an effort to continue pushing the Group's low carbon strategy to the highest performance. This is supported by the pipeline of solar PV projects in different countries, including the Aupark project delivered during the year;
  - Development projects also demonstrate the Group's ability to support cities in their environmental transition as embodied by the recent delivery of Les Ateliers Gaîté, which will generate a 40% reduction in energy used for heating, resulting in 880 tonnes of avoided CO_2 emissions each year; and
  - The Group also conducted an updated study on the physical risks associated with climate change in line with Task Force on Climate-related Financial Disclosures ("TCFD") and EU Taxonomy regulations.

(1) GLA occupancy taking into account all areas, consistent with financial vacancy.
(2) Based on all stores operating for more than 12 months (excluding atypical activities) and not only Specialty stores. Based on Specialty stores, 2019 OCR was 12.6%.
(3) 2022 data updated on March 27, 2023 - date of publication of this Universal Registration Document.
(4) European scope (incl. UK), Jan. to Nov. 2022 vs. same period in 2019, in kWh/sqm on a like-for-like scope.

- Better Communities:
  - Throughout the year, URW pursued its strong involvement in the communities in which it operates, with a particular focus on supporting those most impacted by the war in Ukraine. URW has been actively supporting initiatives to help refugees through providing vacant spaces for NGO's action and providing free services for refugees in shopping centres. The Group also financially supported NGOs dedicated to the support of Ukrainian refugees on the ground; and
  - New sustainable consumption experiences have been added to the offer in the Group's assets such as the opening of the omnichannel Circlow concept in Spain, on circular economy in fashion.

- Better Together:
  - As sustainability is more than ever placed at the heart of the Group's strategy, cultural change and training becomes crucial to deliver on the targets and seize related opportunities;
  - Following the Climate Week in H1-2022, the Group dedicated its entire Leadership Working Session to sustainability. It included the awareness-raising workshop of the Climate Fresk for all top managers and intensive workshops on the sustainable future of URW. This experience has also been rolled-out in all countries of the Group during Q4 to onboard all employees and ensure shared awareness. More than 1,500 employees have experienced the Climate Fresk session at the end of the year;
  - Further reinforcing URW's commitment to Diversity & Inclusion, the Group progressed in its trajectory to reach 40% or more of senior management positions held by women by 2025. In addition, the Group advanced its global inclusion learning offer with custom programming for both employees and managers and fostered meaningful employee engagement through Be You at URW networks;
  - Community Days volunteering events took place across all regions; over 1,200 employees participated in a volunteer activity in 2022. Activities centred on environmental actions, social inclusion, and providing targeted support to people and communities in need; and
  - The Group repeated its global Employee Pulse Survey, increasing employee engagement by 8 points from 2021, and leveraging employee feedback to progress and enhance our working culture.

A strong sustainability-linked financing activity has been led by the Group with:
- 45% of undrawn credit lines are now sustainability linked; and
- A new Green Financing Framework has been released in November.

URW is on track to meet all Better Places 2030 targets, including cutting carbon emissions across its value chain by 50% between 2015 and 2030. The Group is committed to contribute to global carbon neutrality and will present a step-change update to its plan in 2023, with a view to establishing new commitments.

This year again, the Group's ambitious sustainability agenda was recognised by equity and debt investors as a value creation driver for its stakeholders. In 2022, URW's inclusion in the main ESG indices was confirmed and the Group's Sustainability achievements were recognised in ratings and awards, including:
- **CDP:** the Group renewed its position in the A-list of organisations committed to tackling climate change for the 5th year in a row(1);
- **Sustainalytics:** URW ranks 2nd in the Real Estate industry(2) worldwide with a "Negligible" risk rating;
- **MSCI ESG:** confirmed AAA rating, consistently since 2014;
- **ISS ESG Corporate:** retained B rating (prime status);
- **GRESB:** "5 Star" GRESB rating (top 20%); and
- **EPRA sBPR Award:** For the 11th time in a row, URW received the EPRA Gold Award in 2022 for completing its 2021 reporting in accordance with the EPRA Sustainability Best Practices Recommendations.

These recognitions are the evidence of URW's leading performance on all sustainability topics within the industry and across sectors.

For more information on Better Places 2030 and detailed 2022 Sustainability performance including carbon, please refer to chapter 2 of this document.

4.1.1.5 2022 RESULTS

The results of the Group presented below are based on the Consolidated income statement in a proportionate format, in which the joint-controlled entities are accounted for on a proportionate basis instead of being accounted for using the equity method under IFRS. The Group has structured its internal operational and financial reporting according to this proportionate format.

In 2022, in order to keep track of the indicators mentioned during the Investor Day, a new subtotal ("Net operating result before depreciation and impairment of assets") was created in the Net result by segment on a proportionate basis. The recurring part of this new subtotal corresponds to the EBITDA.

Unless otherwise indicated, all references below relate to the period ended December 31, 2022, and the comparisons relate to the same period in 2021.

GROSS RENTAL INCOME

The Gross Rental Income ("GRI") amounted to €2,832.4 Mn (€2,346.3 Mn), an increase of +20.7%. This increase resulted mainly from lower rent relief granted to tenants, the impact of indexation and the increase in variable income, as well as the recovery of the C&E activity.

(1) https://cdn.urw.com/-/media/Corporate-o-Sites/Unibail-Rodamco-Corporate/Nasdaq/2021-12-07URW-PR-CDP.ashx?revision=d68afbdd-686f-456a-a7f0-871974402ee2
(2) Ranking retrieved from www.sustainalytics.com, Last update October 7, 2021.

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Region	Gross Rental Income (€Mn) 2022	2021	%
France	569.7	481.9	18.2%
Spain	206.7	145.3	42.3%
Southern Europe	**776.4**	**627.2**	**23.8%**
Central Europe	221.3	191.2	15.8%
Austria	137.3	112.3	22.2%
Germany	136.9	116.0	18.1%
Central and Eastern Europe	**495.5**	**419.5**	**18.1%**
Nordics	118.5	121.2	(2.2%)
The Netherlands	93.7	79.9	17.3%
Northern Europe	**212.2**	**201.1**	**5.6%**
Subtotal Continental Europe - Shopping Centres	**1,484.2**	**1,247.8**	**18.9%**
UK	201.8	169.2	19.3%
Subtotal Europe - Shopping Centres	**1,686.0**	**1,417.0**	**19.0%**
Offices & Others	74.1	59.5	24.5%
C&E	202.6	96.8	109.3%
Subtotal Europe	**1,962.7**	**1,573.3**	**24.8%**
US - Shopping Centres	860.4	759.0	13.4%
US - Offices & Others	9.3	14.0	(33.2%)
Subtotal US	**869.7**	**773.0**	**12.5%**
Total URW	**2,832.4**	**2,346.3**	**20.7%**

Figures may not add up due to rounding.

NET RENTAL INCOME

Total NRI amounted to €2,226.3 Mn (€1,724.2 Mn), an increase of +29.1%. This greater increase compared to the GRI is due to the positive impact of the decrease in doubtful debtors.

Region	Net Rental Income (€Mn) 2022	2021	%
France	507.0	417.2	21.5%
Spain	188.3	126.2	49.3%
Southern Europe	**695.4**	**543.4**	**28.0%**
Central Europe	217.2	161.5	34.5%
Austria	109.5	88.3	24.0%
Germany	128.1	91.2	40.5%
Central and Eastern Europe	**454.8**	**341.0**	**33.4%**
Nordics	98.8	107.3	(7.9%)
The Netherlands	76.8	60.6	26.7%
Northern Europe	**175.6**	**167.9**	**4.6%**
Subtotal Continental Europe - Shopping Centres	**1,325.8**	**1,052.4**	**26.0%**
UK	119.7	101.1	18.3%
Subtotal Europe - Shopping Centres	**1,445.5**	**1,153.5**	**25.3%**
Offices & Others	65.7	53.4	22.9%
C&E	132.3	31.5	320.0%
Subtotal Europe	**1,643.4**	**1,238.4**	**32.7%**
US - Shopping Centres	578.8	479.0	20.8%
US - Offices & Others	4.1	6.7	(38.9%)
Subtotal US	**582.9**	**485.7**	**20.0%**
Total URW	**2,226.3**	**1,724.2**	**29.1%**

Figures may not add up due to rounding.

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Net property development and project management income was €32.1 Mn (€36.8 Mn), as a result of URW's Design, Development & Construction ("DD&C") activity in the US and the UK. The decrease is mainly attributable to the deliveries of projects in the US in 2021 and 2022 (mainly the restructurings of Westfield Garden State Plaza, Westfield Annapolis and Westfield Topanga).

Net property services and other activities income from Property Management services in France, the US, the UK, Spain and Germany was +€102.7 Mn (+€50.9 Mn), including +€57.9 Mn of on-site property services in Viparis (+€23.7 Mn) and +€44.8 Mn of Property Management services related to shopping centres (+€27.2 Mn). The increase of +€51.8 Mn is mainly due to the recovery of retail and C&E activities.

Contribution of companies accounted for using the equity method(1) amounted to +€127.2 Mn (+€18.9 Mn), of which +€64.9 Mn related to the non-recurring activities, mainly thanks to positive valuation movements (mainly in France and Central Europe) and the positive impact of the mark-to-market of derivatives on the financing of French JVs. The recurring Contribution of companies accounted for using the equity method was +€62.3 Mn (+€67.9 Mn), with a positive contribution of Central Europe (due to Zlote Tarasy impacted by rent relief in 2021) and Germany, partly offset by a decrease in France and in the US.

Corporate expenses(2) amounted to -€214.4 Mn (-€183.0 Mn), an increase of -€31.4 Mn due to the currency impact with strengthening of USD vs. Euro, the recovery of activity and the impact of inflation on staff costs. As a percentage of NRI from shopping centres and offices, corporate expenses decreased to 10.2%, vs. 10.8% in 2021.

The Group pursues its efforts to reduce its expenses, including a significant reorganisation and space reduction in its US headquarters in June and office moves planned in various other regions.

EBITDA (corresponding to the recurring Net operating result before depreciation and impairment of assets in the Net result by segment) increased significantly from €1,696.7 Mn in 2021 to €2,209.0 Mn in 2022 (i.e. +30.2%) thanks to the strong increase in retail NRI and the recovery of the C&E activity. For Europe, EBITDA increased from €1,253.0 Mn to €1,683.5 Mn (+34.4%).

Acquisition and other costs amounted to a non-recurring amount of +€2.6 Mn (-€8.9 Mn).

Depreciation and impairment of tangible and intangible assets amounted to -€72.1 Mn (-€97.1 Mn), including -€57.2 Mn (-€56.1 Mn) for the recurring activities and -€14.9 Mn (-€41.0 Mn) for the non-recurring activities, including -€17.0 Mn of impairment for Viparis intangible assets.

Results on disposal of investment properties were -€6.8 Mn (+€210.6 Mn), reflecting the impact of the disposals of Solna Centrum, Westfield Hamburg Residential, Promenade development parcel, Gera Arcaden, Almere Centrum, Carré Sénart Shopping Parc, an additional 27% stake in Aupark, Westfield Santa Anita, Villeneuve 2, The Village at Topanga, Westfield Trumbull, Westfield South Shore and Kerkstraat. The negative results mainly relate to US disposals completed at a discount to 2021 book values. The disposal of a 45% stake in Westfield Carré Sénart in France is not reflected in the income statement but directly in the shareholders equity as there is no change of control for this asset.

Valuation movements on assets amounted to -€1,605.4 Mn (-€2,024.7 Mn).

Main decreases came from the US shopping centres (-€711.9 Mn) and Germany (-€314.4 Mn).

For more information, please refer to the section "Property portfolio and Net Asset Value".

Impairment of goodwill: There was no impairment of goodwill in 2022 vs. -€156.4 Mn(3) in 2021.

Financing result

Net financing costs (recurring) totalled -€524.1 Mn (after deduction of capitalised financial expenses of €58.0 Mn (€58.4 Mn) allocated to projects under construction) (-€512.3 Mn). This increase of -€11.8 Mn is due to the FX rate evolution, the cost of the JVs mortgage debt raised in H2-2021 and H1-2022 and the increase in rates in H2, partly offset by hedge instruments and the interest received on deposits.

URW's average cost of debt for the period was 2.0% (2.0% in 2021). URW's financing policy is described in the section "Financial resources".

Non-recurring financial result amounted to +€283.1 Mn (-€96.9 Mn), mainly due to the mark-to-market of derivatives and of preferred shares in the US, partly offset by revaluation of debt issued in foreign currencies.

Income tax expenses are due to the Group's activities in countries where specific tax regimes for property companies(4) do not exist or are not used by the Group.

Total income tax expenses for 2022 amounted to -€66.9 Mn (+€44.3 Mn). Income tax allocated to the recurring net result amounted to -€66.6 Mn (-€14.6 Mn), mainly due to the recovery of the activity and a positive impact of a tax credit in the US in 2021. Non-recurring income tax amounted to -€0.3 Mn (+€59.0 Mn), mainly due to the reversal of deferred tax liabilities as a consequence of negative valuation movements.

(1) Contribution of companies accounted for using the equity method represents URW's share of the Net recurring result for the period of entities accounted for using the equity method which are not joint-controlled (and therefore not retreated on a proportionate basis) and interest received on loans granted to these entities. This corresponds to 5 shopping centres, a hotel and Triangle in France, Zlote Tarasy in Central Europe and Gropius Passagen in Germany and to the Blum/Centennial and Starwood Ventures entities in the US.
(2) Administrative and Development expenses, net of depreciation and amortisation presented separately.
(3) On a proportionate basis. Under IFRS, the impairment of the goodwill amounted to -€145.9 Mn in 2021. The difference is due to a partial impairment of goodwill of Westfield CentrO.
(4) For example, in France: SIIC (Société d'Investissements Immobiliers Cotée); and in the US: REITs.

External non-controlling interests amounted to -€110.3 Mn (+€19.2 Mn) comprising recurring and non-recurring external non-controlling interests. The recurring external non-controlling interests amounted to -€226.0 Mn (-€111.0 Mn), due to improving operating performance and change in scope following sale of minority interests in Westfield Shopping City Süd and Westfield Carré Sénart. They mainly relate to French shopping centres (-€111.2 Mn, including Westfield Les 4 Temps, Westfield Parly 2, Westfield Forum des Halles and Westfield Carré Sénart), to the stake of the CCIR in Viparis (-€57.9 Mn), to URW Germany and Ruhr Park (-€29.5 Mn) and to Austria and Spain (-€26.8 Mn). The non-recurring non-controlling interests amounted to +€115.7 Mn (+€130.2 Mn), due primarily to negative valuation movements.

Net result for the period attributable to the holders of the Stapled Shares was a profit of +€178.2 Mn (-€972.1 Mn). This figure breaks down as follows:

- +€1,339.3 Mn of recurring net result (+€1,005.3 Mn) (as a result of strong NRI growth with no rent discounts, increasing variable income, improved rent collection and the recovery of the C&E activity); and
- -€1,161.1 Mn of non-recurring net result[1] (-€1,977.4 Mn) mainly due to negative valuation movements, partially offset by positive mark-to-market of financial instruments.

The Adjusted Recurring Earnings[2] reflect a profit of €1,291.2 Mn (€957.2 Mn).

The average number of shares outstanding was 138,717,455 (138,545,360). The increase is mainly due to the issuance of performance shares in 2021 and 2022. The number of shares outstanding as at December 31, 2022 was 138,767,088.

EPRA Recurring Earnings per Share (REPS) came to €9.66 (€7.26), an increase of +33.1%.

Adjusted Recurring Earnings per Share (AREPS)[2] came to €9.31 (€6.91), an increase of +34.7% due mainly to the strong NRI growth for retail and recovery of the C&E activity. Rebasing both periods for the COVID-19 rent relief, the AREPS would have increased by +13.0%.

4.1.1.6 CONSOLIDATED STATEMENT OF CASH FLOW

The consolidated statement of cash flow was prepared only in IFRS, not on a proportionate basis.

Unless otherwise indicated, all references below relate to the period ended December 31, 2022, and the comparisons relate to the same period in 2021.

CASH FLOW FROM OPERATING ACTIVITIES

The total cash flow from operating activities increased to +€2,436.2 Mn (+€1,720.6 Mn) reflecting the increase of retail NRI and of C&E net operating income, as well as higher "Dividend income and result from companies accounted for using the equity method or non-consolidated". This mainly includes the proceeds of the disposals of the Promenade development parcel, Westfield Santa Anita and The Village at Topanga accounted for using the equity method for an amount of +€343.2 Mn.

CASH FLOW FROM INVESTMENT ACTIVITIES

The total cash flow from investment activities was +€280.8 Mn (+€620.8 Mn) reflecting a decrease in Disposal of shares and Disposal of investment properties (+€1,319.6 Mn in 2022 vs. +€1,778.3 Mn in 2021). This does not include disposals of assets accounted for using the equity method, which are included in cash flow from operating activities as per IFRS rules (see above).

CASH FLOW FROM FINANCING ACTIVITIES

The net cash outflow from financing activities amounted to -€1,642.8 Mn (-€2,243.2 Mn) reflecting a decrease in Repayment of borrowings and financial liabilities (-€1,879.0 Mn in 2022 vs. -€3,437.6 Mn in 2021), partly compensated by a decrease in new borrowings (+€908.8 Mn in 2022 vs. +€1,832.5 Mn in 2021), due to limited funding needs.

4.1.1.7 POST-CLOSING EVENTS

In line with the Group's efforts to deleverage in the US, the Group (along with its JV partner) made the decision not to repay the $195 Mn ($97.5 Mn on a proportionate basis) secured debt on Westfield Valencia Town Center, which matured on January 1, 2023. The Group is engaged in discussions to sell the asset (or its interest in it) and any potential purchaser would assume the relevant debt. If a sale is not finalised, the property will likely be foreclosed. This debt is non-recourse and its non-repayment has no impact on the rest of the Group's debt. The asset value in the Group's consolidated accounts was $100.2 Mn as at December 31, 2022. Upon sale of the asset or foreclosure, the Group's debt will be reduced by -$97.5 Mn, corresponding to a net impact on the Group's balance sheet of -$2.7 Mn.

On February 1, 2023, the Group completed the sale of its ground lease for Westfield North County located in Escondido, California, to Bridge Group Investments and Steerpoint Capital, effectively transferring ownership and management of the asset. The sale price of $57 Mn (at 100%, URW share 55%) for Westfield North County, which has 30 years left on its ground lease, reflects the property's book value as at December 31, 2022. The asset is a B-rated, 1.25 Mn sq. ft. property, which is 89% leased.

The Group started discussions with Euronext in order to change its market of reference from Euronext Amsterdam to Euronext Paris as part of an initiative to simplify its structure given limited trading activity on that market. As a part of this request, the Group intends to delist of the URW Stapled Shares from Euronext Amsterdam, while maintaining a single listing on Euronext Paris. The delisting from Euronext Amsterdam would not affect the liquidity of the shares nor have any impact on trading, URW's organisation (including the Stapled Share principle) or the ISIN code (FR0013326246) of the Group. Following the approval of the Euronext Listing Board, the change of the Group's market of reference from Euronext Amsterdam to Euronext Paris will be effective on April 14, 2023 and the last day of trading on Euronext Amsterdam will be April 27, 2023.

(1) 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.
(2) Under IFRS, the Hybrid Securities are accounted for as shareholders' equity. The AREPS are calculated based on the Recurring net result for the period attributable to the holders of the Stapled Shares minus the coupon on the Hybrid Securities (from June 1, 2018).

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4.1.1.8 DIVIDEND

Complying with the deleveraging commitments made in 2021, the Group will not pay a dividend for fiscal year 2022.

Given the statutory results of URW SE in 2022 (+€90 Mn in 2022 and cumulated negative retained earnings of -€2,341 Mn), the Group has no obligation to pay a dividend in 2023 for the fiscal year 2022 under the SIIC regime and other REIT regimes it benefits from. Consequently, URW SE's total carry forward SIIC distribution obligation, standing at €1,720 Mn as at December 31, 2022, will be delayed until URW SE has sufficient statutory results to meet this obligation. These statutory results do not prevent URW SE from making distributions out of its premium.

4.1.1.9 OUTLOOK

Thanks to the improvement in 2022 operating performance, higher indexation, the positioning of the Group on prime and well-located assets and retailers' drive-to-store strategies, as well as deleveraging progress, URW is well-positioned to continue to perform in what is expected to remain an uncertain macro environment in 2023.

In this context, the Group forecasts its 2023 AREPS to be in the range of €9.30 to €9.50. The main drivers of this guidance are:

- Consistent performance in retail operations versus 2022 with inflation protection through indexation and SBR;
- The impact of large events scheduling changes in 2022, leading to a naturally lower Convention & Exhibition activity in 2023;
- Full-year effect of 2022 disposals, impact of US regional streamlining and the European disposal programme;
- Contribution of 2022 and 2023 project deliveries;
- Stable cost of funding thanks to Group's hedging programme; and
- FX impact with the strengthening of the Euro vs. USD.

This guidance does not include major disposals in the US in the context of the radical reduction of its financial exposure.

The Group assumes no major energy-related restrictions, nor major deterioration to the macro-economic and geopolitical environment.

4.1.2 INVESTMENTS AND DIVESTMENTS

In the period to December 31, 2022, URW invested €828.5 Mn[1] (Group share) in capital expenditure in assets and on construction, extension and refurbishment projects, compared to €946.8 Mn in 2021, a decrease mainly due to the measures taken to control capital expenditures in the context of its deleveraging plan, deliveries of projects in 2021 and 2022 and delays of certain projects.

4.1.2.1 TOTAL CAPITAL EXPENDITURES

The total investments break down as follows:

	Proportionate			
	2022		2021	
(€Mn)	100%	Group share	100%	Group share
Shopping Centres	616.2	579.1	738.0	698.9
Offices & Others	231.9	231.9	230.8	230.8
Convention & Exhibition	31.8	17.5	27.4	17.1
Total Capital Expenditure	**879.8**	**828.5**	**996.2**	**946.8**

Figures may not add up due to rounding.

4.1.2.2 SHOPPING CENTRES

URW invested €579.1 Mn[2] in its Shopping Centre portfolio:

- Acquisitions amounted to €25.6 Mn;
- €260.0 Mn was invested in construction, extension and refurbishment projects, including mainly: Les Ateliers Gaîté, Westfield Topanga and Garbera redevelopments and extensions and Westfield Hamburg (see "Development projects");
- €125.8 Mn was invested in enhancement and improvement projects on standing assets, including mainly Westfield La Part-Dieu, Westfield Mall of the Netherlands and Westfield London;
- €23.9 Mn of Capex related to leasing was granted to the tenants as Fitting Out Contribution;
- Replacement Capex amounted to €82.8 Mn; and
- Financial interest, eviction costs, external letting fees and other costs were capitalised for €34.5 Mn, €7.1 Mn, €9.3 Mn and €10.1 Mn, respectively.

4.1.2.3 OFFICES & OTHERS

URW invested €231.9 Mn in its Offices & Others portfolio:

- €169.8 Mn was invested in construction and refurbishment projects, mainly in the UK (Coppermaker Square[3]), Germany (Westfield Hamburg offices and hotels) and France (Lightwell and Gaîté Montparnasse offices) (see also section "Development projects");
- €34.9 Mn was invested in enhancement and improvement projects on standing assets, mainly in France;
- €1.3 Mn of Capex related to leasing was granted to the tenants as Fitting Out Contribution;
- Replacement Capex amounted to €2.3 Mn; and
- Financial interest and other costs capitalised amounted to €23.6 Mn.

(1) On a proportionate basis, Group share.
(2) Amount capitalised in asset value.
(3) Previously named Cherry Park Residential.

4.1.2.4 CONVENTION & EXHIBITION

URW invested €17.5 Mn in its C&E portfolio:
- €3.8 Mn was invested in construction works at Porte de Versailles;
- €9.4 Mn was invested in enhancement and improvement projects on standing assets, mainly in Porte de Versailles and Carrousel du Louvre;
- Replacement Capex amounted to €4.1 Mn; and
- Financial interest and other costs capitalised amounted to €0.2 Mn.

4.1.2.5 DISPOSALS

In 2022, URW progressed with its deleveraging and portfolio streamlining objectives.

The European disposals that were closed during the period include:
- Solna Centrum in Stockholm for an agreed Total Acquisition Cost of €272 Mn;
- 2 residential building rights at Westfield Hamburg;
- A 45% stake in Westfield Carré Sénart for an implied offer price of c. €1.0 Bn (at 100%);
- Gera Arcaden in Germany for a Net Disposal Price ("NDP") of €116 Mn (at 100%, URW share 51%);
- Almere Centrum in The Netherlands for an NDP of €155 Mn;
- Carré Sénart Shopping Parc in France for an NDP of €120 Mn;
- An additional 27% stake in Aupark in Bratislava;
- Villeneuve 2 in France; and
- Kerkstraat in The Netherlands.

Disposals completed for European assets in 2022 amounted to €1.2 Bn[1], at an average NIY of 5.5% and with an average premium to last unaffected book value of +2.7%.

In total, URW has completed €3.2 Bn[1] (including €1.7 Bn for the Shopping Centres and €1.4 Bn for the Offices & Others) of its €4.0 Bn European disposal programme, representing 80%, at an average NIY of 4.9% (including 5.4% for the Shopping Centres and 3.9% for the Offices & Others), a premium to the last unaffected appraisal of +4.9% (including +1.3% for the Shopping Centres and +12.3% for the Offices & Others).

The Group will continue the asset and property management for several of those assets, including Aupark, Westfield Carré Sénart, Gera Arcaden and Carré Sénart Shopping Parc, allowing URW to earn management fees and consequently increase the return on investment for those assets.

Given current market conditions, the Group expects to complete the European disposals programme during 2023.

The Group also successfully continued efforts to streamline its US portfolio with the completion in 2022 of the disposals of:
- The Promenade development parcel in the San Fernando Valley of Los Angeles for a sale price of $150 Mn (at 100%, URW share 55%);
- Westfield Santa Anita, a regional shopping centre for a sale price of $537.5 Mn (at 100%, URW share 49%);
- The Village, an outdoor lifestyle destination in the San Fernando Valley of Los Angeles for a sale price of $325 Mn (at 100%, URW share 55%); and
- Westfield Trumbull and Westfield South Shore for a combined sale price of $196 Mn.

Disposal proceeds completed in 2022 amounted to $0.6 Bn[1] ($0.7 Bn on a proportionate basis) and were completed at a discount of -0.5% to 2021 book value. Together with the disposal of the Palisade residential building and the ownership transfer of 5 other regional properties in 2021, URW has made $1.3 Bn in total proceeds to date from the planned radical reduction of its financial exposure to the US.

In addition, in 2023, the Group sold Westfield North County for disposal proceeds of $31.4 Mn and Westfield Valencia Town Center is expected to be sold or foreclosed leading to a debt reduction of -$97.5 Mn.

In total, disposals completed in Europe and in the US in 2022 amounted to €1.8 Bn[1] (€2.0 Bn on a proportionate basis).

In 2023, the Group will continue to streamline its remaining Regional asset portfolio. URW is committed to the radical reduction of its financial exposure to the US, a process that is supported by strong operational performance of the assets and the Group's liquidity position.

(1) IFRS Net debt reduction.

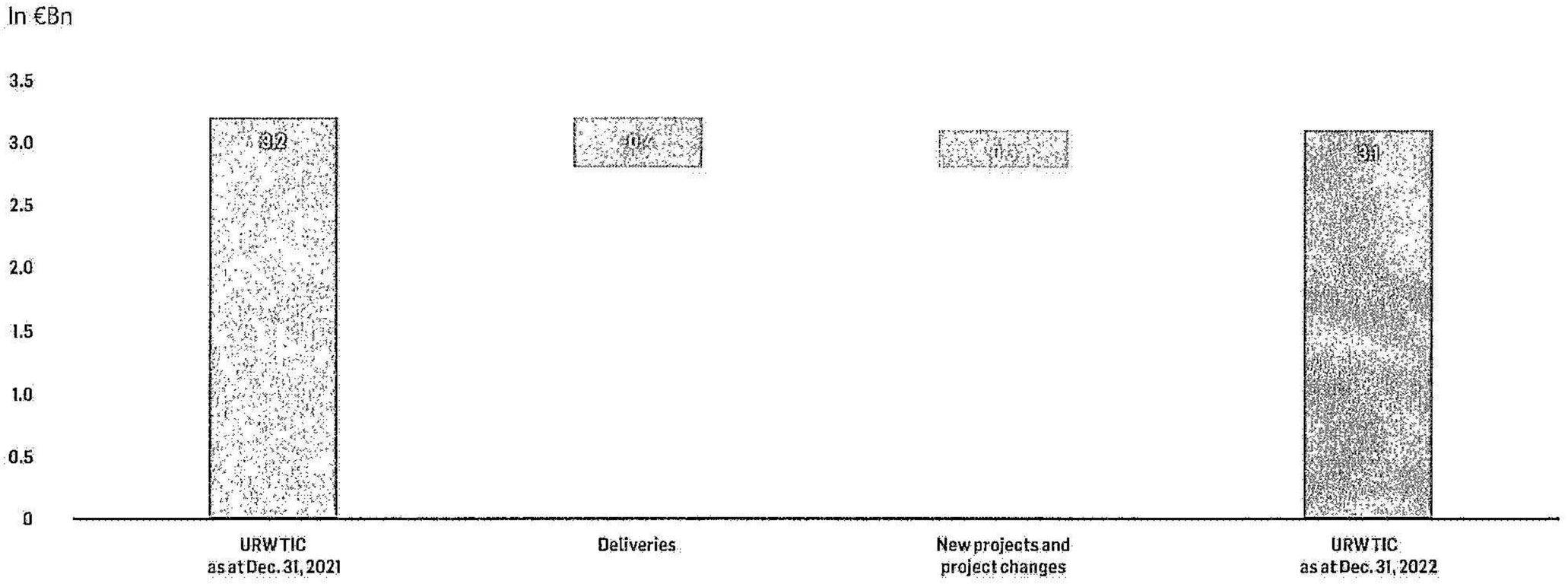
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4.1.3 DEVELOPMENT PROJECTS AS AT DECEMBER 31, 2022

As at December 31, 2022, URW's share of the Total Investment Cost ("TIC"[1] and "URW TIC"[2]) of its development project pipeline amounted to €3.1 Bn[3], corresponding to a total of 0.55 million sqm of Gross Lettable Area ("GLA"[4]) to be redeveloped or added to the Group's standing assets.

4.1.3.1 PIPELINE VARIATIONS SINCE DECEMBER 31, 2021

The development pipeline decreased by -€0.1 Bn, down from €3.2 Bn as at December 31, 2021:



PROJECTS DELIVERED IN 2022

Since December 31, 2021, the Group has delivered 4 projects representing a URW TIC of €0.4 Bn and a total GLA of 66,081 sqm[5], comprised of:

in H1-2022:

- The 19,439 sqm[6] reconfiguration of the previous Sears box at Westfield Topanga. The extension includes a premium AMC Cinema, offering all-recliner seating, IMAX, Laser and Dolby technologies as well as other premium services, that opened in June 2022 and is performing extremely well; Topanga Social, a vibrant food hall offering 20+ of the best restaurants and bars of the Los Angeles area which will open in 2023; and an extension of the luxury retail offer with new brands such as Hermès, Rolex, Bulgari, Valentino and Dior; and
- The 13,100 sqm Gaîté Montparnasse Office project. The office was delivered to Wojo, a provider of co-working spaces, in May 2022. This delivery is part of the Gaîté Montparnasse mixed-use complex fully delivered in H2-2022.

in H2-2022:

- The 33,364 sqm Les Ateliers Gaîté shopping centre opened in October 2022 to complete the Gaîté Montparnasse mixed-use complex, one of the most ambitious and largest urban regeneration projects in Paris, located in the 14th district. This redevelopment delivered 60 stores across 3 levels, 3,500 sqm of restaurants and bars let to Food Society, 5,500 sqm of entertainment and sports facilities, in addition to the 13,100 sqm of co-working space delivered in H1-2022, and the 957 room Pullman hotel delivered H2-2021; and
- The "Rue de la Boucle", a 10,000 sqm destination at Westfield Forum des Halles with 24 stores and an open food hall that connects to World's most-visited cinema complex, representing the culmination of the shopping centre's transformation that began in 2011.

The average letting[7] of these deliveries stands at 88% as at December 31, 2022.

(1) 100% TIC is expressed in value at completion. It 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, design costs, technical fees, tenant fitting-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) opening marketing expenses. It excludes: (i) step rents and rent-free periods; (ii) capitalised financial interests; (iii) overhead costs; (iv) early or lost Net Rental Income; and (v) IFRS adjustments.
(2) URW TIC: 100% TIC multiplied by URW's percentage stake in the project, adjusted by specific own costs and income, if any.
(3) This includes the Group's share of projects fully consolidated and projects accounted for using the equity method, excluding remaining capex on delivered projects, Viparis capex commitments (€187 Mn) and commitments on the roads for the Westfield Milano project (€110 Mn).
(4) GLA equals Gross Lettable Area of projects at 100%.
(5) Net of demolished area.
(6) The GLA has increased from H1-2022 due to a remeasure of the food hall common areas.
(7) GLA signed, all agreed to be signed and financials agreed.

PROJECT CHANGES

Since December 31, 2021, there have been changes in the delivery dates of various projects and related URW TIC, notably due to supply chain disruptions and labour shortages as a consequence of the crisis in Ukraine and the lockdowns in China. This significantly impacted the availability and prices of construction materials and works, causing the TIC to increase.

The 10,285 sqm Ministry project at Westfield London, to repurpose the House of Fraser department store, commenced construction in December 2022 and has been added to the Committed Projects. URW signed a lease agreement with The Ministry of Sound group who will operate a co-working and hospitality venue in the former department store, including a health club, podcast studio, event spaces, rooftop restaurant and bar. The TIC is expected to be €60 Mn with an estimated Yield on Cost of circa 6%, and an opening date in H1-2024.

The 11,552 sqm Old Orchard L&T re-tenanting project to convert the former Lord & Taylor box into 4 new retail units, entertainment or office tenants, is due to commence construction in H1-2023 and has been added to the Committed Projects. The TIC is expected to be €40 Mn with an opening date in H1-2024.

4.1.3.2 PIPELINE PROJECTS AS AT DECEMBER 31, 2022

SUMMARY OF PIPELINE PROJECTS

Development Projects[1]	Business	Country	Type	URW Ownership	100% GLA (sqm)	100% TIC (€Mn)	URW TIC (€Mn)	URW Cost to Date (€Mn)	Yield on Cost[2]	Opening date[3]	Project Valuation
GARBERA EXTENSION	Shopping Centres	Spain	Extension/ Renovation	100%	19,360 sqm	130				H1-2023	Fair Value
WESTFIELD HAMBURG - RETAIL	Shopping Centres	Germany	Greenfield/ Brownfield	100%	95,078 sqm	930				H1-2024	At Cost
WESTFIELD HAMBURG - OTHERS	Offices & Others	Germany	Greenfield/ Brownfield	100%	77,643 sqm	600				H1-2024	At Cost
COPPERMAKER SQUARE[4]	Offices & Others	UK	Greenfield/ Brownfield	25%	87,440 sqm	790				H1-2024	Fair Value
LIGHTWELL	Offices & Others	France	Redevelopment/ Extension	100%	31,744 sqm	140				H2-2024	Fair Value
TRIANGLE	Offices & Others	France	Greenfield/ Brownfield	30%	91,179 sqm	700				H1-2026	At Cost
Others					57,059 sqm	280					
Total Committed Projects							**2,420**	**1,240**	**5.1%**		
SISTERS	Offices & Others	France	Greenfield/ Brownfield	100%	90,434 sqm	710				Post-2026	At Cost
Total Controlled Projects							**710**	**80**			
URW TOTAL PIPELINE							**3,130**	**1,320**			

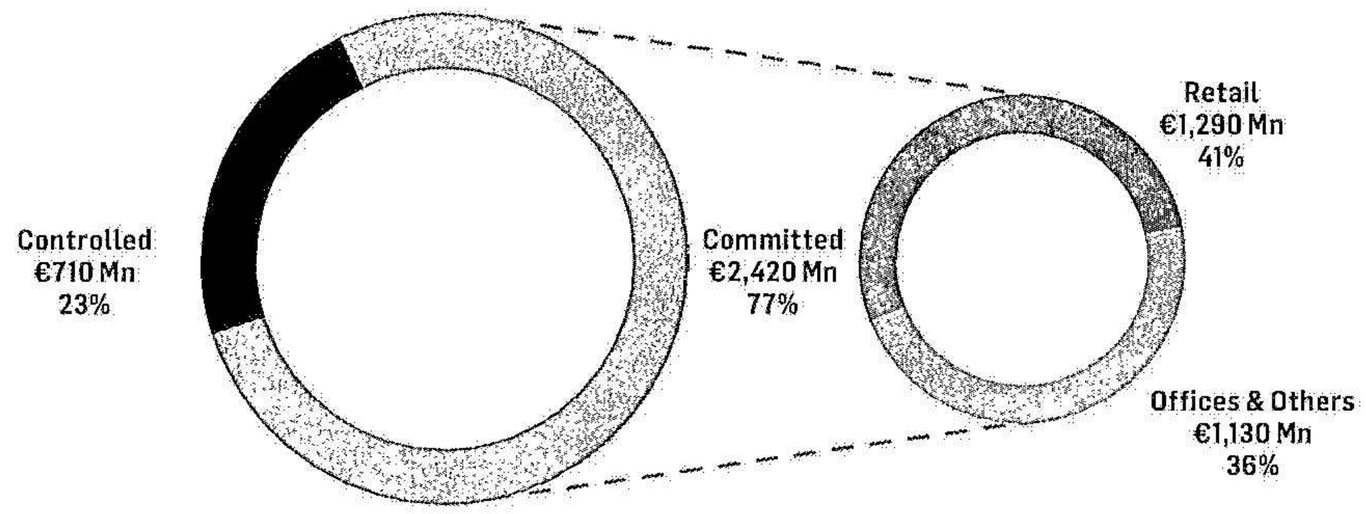
(1) Figures may not add up due to rounding and are subject to change according to the maturity of projects.
(2) URW share of the expected stabilised NRI divided by the URW TIC increased by rent incentives (step rents and rent-free periods), and for redevelopment projects only, the Gross Market Value of the standing assets at the launch of the project.
(3) In the case of staged phases in a project, the date corresponds to the opening date of the main phase.
(4) Formerly Cherry Park Residential.

The URW Yield on Cost has reduced from 5.5% as at December 31, 2021, to 5.1% as at December 31, 2022, due to the change of scope (deliveries completed and Lightwell project added) and the cost increase resulting from the inflation and supply chain disruption.

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DETAILED OVERVIEW

URW DEVELOPMENT PIPELINE BY GROUPING
(€3,130 Mn)



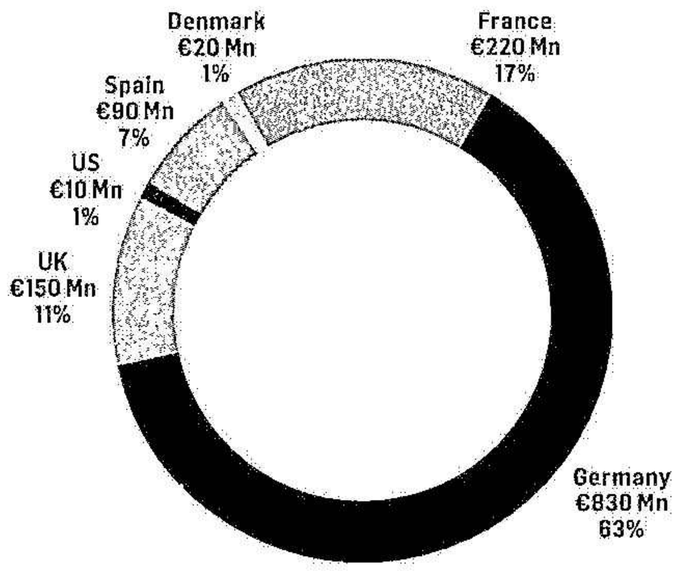
Compared to December 31, 2021, the Committed pipeline now includes the 31,744 sqm Lightwell office regeneration project in La Défense, following the successful pre-letting of 80% of the building to Arkema, for a 9-year firm duration and the signing of a general construction contract securing 85% of the construction cost of the project. Lightwell represents an exemplary environmental project, regenerating an existing building while preserving two-thirds of the existing structure, incorporating eco-friendly and recycled construction materials, and planning to reuse or recycle over 85% of the physical waste.

The TIC of the Westfield Hamburg project increased by circa +€220 Mn in 2022 due to rising cost of new tranches of procurement signed or expected to be signed. 84% of the costs of construction on this project have been signed to date on the retail/office(1) scope to be delivered by H1-2024. The Westfield Hamburg retail project is now 73%(2) pre-let, an improvement compared to 47%(2) last year, and 29%(2) of the office buildings to be delivered in H1-2024 are pre-let to Shell which lease has been signed in H1-2022.

51% of the total Committed pipeline URW TIC was already spent as at December 31, 2022, representing an amount of €1,240 Mn, of which €760 Mn was on the Retail pipeline and €480 Mn on Offices and Others. Of the €1,180 Mn still to be invested for Committed projects, €560 Mn has already been contracted.

Only 11% of the total Controlled pipeline URW TIC was spent, representing an amount of €80 Mn, including land costs, mainly on Offices and Other projects.

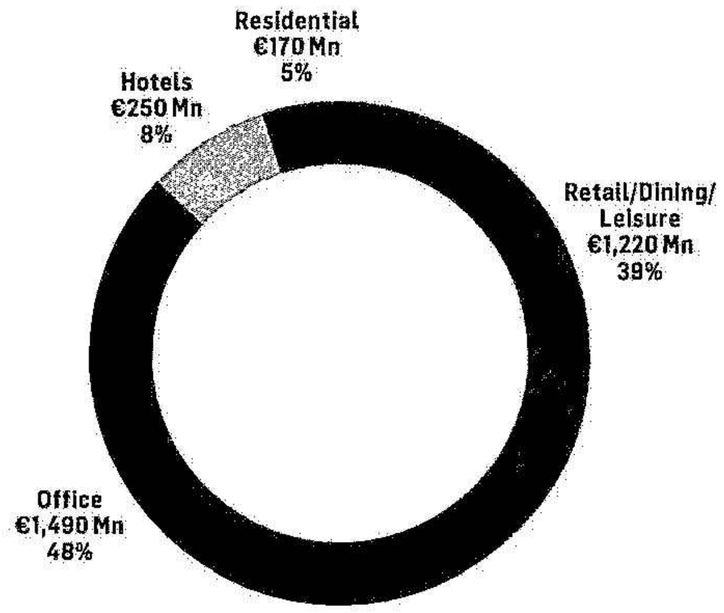
URW COST TO DATE PER COUNTRY
(€1,320 Mn)



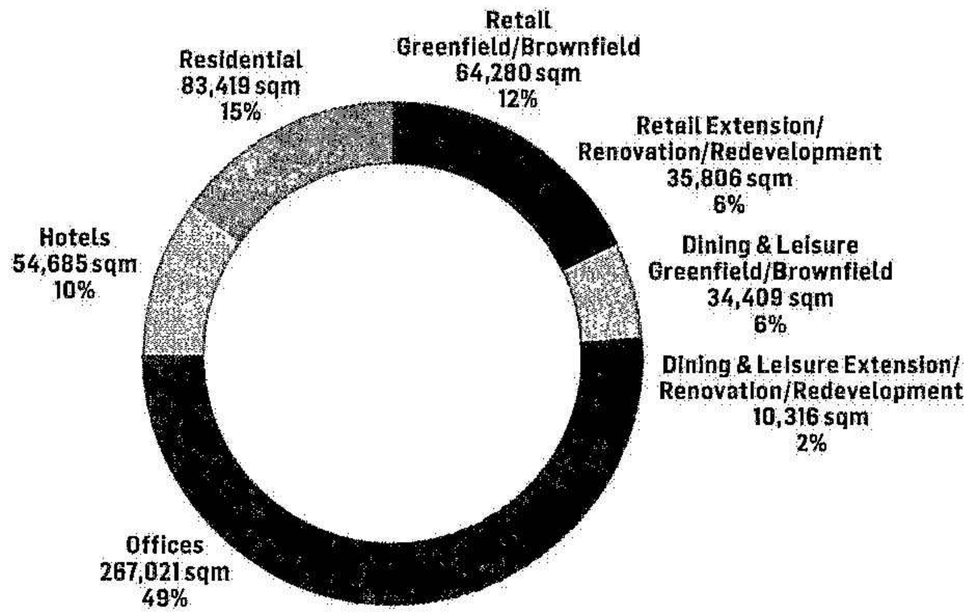
(1) Excluding Tower C for a total amount of €80 Mn.
(2) GLA signed, all agreed to be signed and financials agreed.

URW DEVELOPMENT PIPELINE PER TYPE AND BUSINESS[1]

URW TIC[a]
(€3,130 Mn)



GLA
(594,936 sqm)



(a) Based on main use of site.

The Group has an increasing focus on mixed-use projects (notably including residential, offices and hotels) such as Coppermaker Square next to Westfield Stratford City and Westfield Hamburg. Westfield Hamburg encompasses retail, office, hotel and residential and now accounts for 48% of URW TIC.

Retail accounts for 26% of pipeline GLA (and 39% of TIC), of which 8% relates to dining and leisure extensions. 49% of the total development pipeline projects GLA relates to offices, 15% to residential, and 10% to hotels.

4.1.3.3 DELIVERIES EXPECTED IN 2023 AND PRE-LETTING PROGRESS

5 projects are scheduled to be delivered in 2023, representing a URW TIC of €0.3 Bn, of which 62% has been spent already:

- Garbera shopping centre in San Sebastian, a global extension-renovation project that will deliver an additional 19,360 sqm. The first phase of this transformation project including a dining & leisure area, 1,200 underground parking spaces and a Primark store opened in 2022;
- Westfield Les 4 Temps Porte de Paris project of renovation of the centre's main plaza "La Clairière". The scheme is led by Zara's largest flagship in France (4,500 sqm) and H&M (3,000 sqm) both of which have been delivered as part of the first phase respectively in H2-2021 and in H2-2022;
- Coppermaker Square Retail, a 7,437 sqm leisure development adjacent to Westfield Stratford City and delivered as part of the Coppermaker Square residential development;
- CNIT Eole, a redevelopment of the commercial centre that will become the new gateway of Paris La Défense thanks to the new transportation hub that will improve the connectivity to the western part of Greater Paris. An additional 29,358 sqm will be delivered, including 45 new shops, and a new Convention and Exhibition centre; and
- Fisketorvet Dining, a 5,845 sqm refurbishment of the dining area (including 1,533 additional sqm) of the Fisketorvet Mall in Copenhagen, by creating a destination with attractive and renewed offers.

The average pre-letting[2] on those 2023 deliveries stands at 81%.

4.1.3.4 INVESTMENTS IN 2022

See section "Investments and divestments".

4.1.4 PROPERTY PORTFOLIO AND NET ASSET VALUE AS AT DECEMBER 31, 2022

URW's NRV amounted to €155.70 per share as at December 31, 2022, a decrease of -€3.90 per share (-2.4%) compared to the NRV as at December 31, 2021 (€159.60 per share).

The NRV includes €5.62 per share of goodwill not justified by the fee businesses or tax optimisations and which is mainly related to the Westfield acquisition. Net of this goodwill, the NRV would be €150.08 per share.

URW's NDV amounted to €148.40 per share as at December 31, 2022, an increase of +€38.10 per share (+34.5%) compared to the NDV as at December 31, 2021 (€110.30 per share). URW's NDV includes the mark-to-market of debt and financial instruments but does not include any goodwill.

(1) Figures may not add up due to rounding.
(2) GLA signed, all agreed to be signed and financials agreed.

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4.1.4.1 PROPERTY PORTFOLIO

Unless otherwise indicated, the data presented in the property portfolio are on a proportionate[1] basis as at December 31, 2022, and comparisons are with values as at December 31, 2021.

The total GMV of URW's portfolio[2] amounted to €52.2 Bn (€54.5 Bn), a decrease of -4.1%. On a like-for-like basis, the GMV decreased by -2.7% (or -€1.3 Bn).

INVESTMENT MARKET RETAIL AND OFFICE

Total real estate investment volumes[3] in Continental Europe were in line with the 10-year average levels with €205.7 Bn transacted in 2022. In the UK, total investment volumes[3] amounted to €74.2 Bn in 2022, down -17% compared to 2021.

Total retail investment volumes[3] in Continental Europe were €27.9 Bn (up +7% vs. 2021), including shopping centre transactions accounting for 37% (€10.2 Bn), up +30.8% compared to 2021.

Total retail investment volumes[3] in the UK were €7.0 Bn (down -43% vs. 2021), including shopping centre transactions accounting for 20% (€1.4 Bn) of this amount, down -15% compared to 2021.

US retail investment volumes saw a +4% year-on-year increase in 2022, with total transactions reported by Real Capital Analytics of $85.7 Bn. For shopping centres, the increase in deal volume year-on-year was +29% at $59.8 Bn, including the sale of Westfield Santa Anita being the largest asset sale in the US in the last 4 years[4].

Total office investment volumes[3] in Continental Europe were €70.3 Bn in 2022, down -22% compared to 2021.

URW'S PORTFOLIO

Asset portfolio valuation (including transfer taxes)[a]	Dec. 31, 2022		Like-for-like change net of investment – 2022[b]		Dec. 31, 2021	
	€Mn	%	€Mn	%	€Mn	%
Shopping Centres	45,209	87%	(1,071)	(2.6%)	47,109	86%
Offices & Others	3,346	6%	(32)	(1.7%)	3,510	6%
Convention & Exhibition	2,643	5%	(44)	(1.7%)	2,655	5%
Services	1,052	2%	(136)	(11.3%)	1,199	2%
Total URW	**52,250**	**100%**	**(1,282)**	**(2.7%)**	**54,473**	**100%**

Figures may not add up due to rounding.

(a) On a proportionate basis, including transfer taxes and transaction costs (see section "Proportionate, IFRS and Group share figures for the property portfolio" for IFRS and Group share figures).
The portfolio valuation includes:
- The appraised or at cost value of the entire property portfolio, whether fully consolidated or under joint control (for URW's share);
- The fair value of the Westfield trademark; and
- The equity value of URW's investments in assets not controlled by URW (Zlote Tarasy, Gropius Passagen, Foncière Crossroads, Triangle and the Blum/Centennial and Starwood Ventures entities). The equity value of URW's share investments in assets not controlled by URW amounted to €1,297 Mn (€1,195 Mn).

The valuations consider the negative cash flows related to rents paid on concessions or leaseholds, which are accounted for as financial debt in the consolidated statement of financial position.
The portfolio neither includes €1.0 Bn of goodwill not justified by the fee business, nor financial assets such as the cash and cash equivalents on the Group's consolidated statement of financial position as at December 31, 2022.

(b) Excluding the currency effect, investment properties under construction, assets not controlled by URW, assets at bid value and changes in scope (including acquisitions, disposals and deliveries of new projects) through December 31, 2022. Changes in scope consist mainly of the:
- Disposal of Solna Centrum in Sweden;
- Disposal of Westfield Promenade, Westfield Santa Anita, The Village at Topanga, Westfield South Shore and Westfield Trumbull in the US;
- Disposal of Gera Arcaden and residential building rights in Westfield Hamburg in Germany;
- Disposal of Carré Sénart Shopping Parc and Villeneuve 2 in France;
- Disposal of Almere Centrum and Kerkstraat in The Netherlands; and
- Delivery of Westfield Topanga restructuring, the office and parking projects at Gaîté Montparnasse, Les Ateliers Gaîté, "rue de la Boucle" project at Westfield Forum des Halles and Westfield World Trade Center North Tower Access.

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

(1) The sum of the Gross Market Value ("GMV") for the assets fully consolidated, the ownership at share of the GMV of assets jointly controlled accounted for using the equity method and the equity values for assets not controlled by URW.
(2) Including the Group's services business, the airport activities, the Westfield trademark, transfer taxes and transaction costs. Does not include the goodwill not justified by the fee business nor the impact of the application of IFRS 16.
(3) Source: Cushman & Wakefield, estimates as at January 10, 2023.
(4) Source: Eastdil Secured.

URW Valuation as at Dec. 31, 2021 (€Mn)	54,473	
Like-for-like revaluation	(1,282)	
Revaluation of non like-for-like assets	(472)	(a)
Revaluation of shares	101	(b)
Capex/Acquisitions/Transfers	874	
Disposals	(1,800)	(c)
Constant Currency Effect	356	(d)
URW Valuation as at Dec. 31, 2022 (€Mn)	**52,250**	

Figures may not add up due to rounding.

(a) Non like-for-like assets include IPUC valued at cost or at fair value and assets delivered in 2022.
(b) Revaluation of the shares in companies holding the assets not controlled by URW.
(c) Value as at December 31, 2021, of the assets disposed.
(d) Currency impact of +€356 Mn, including +€736 Mn in the US, partly offset by -€192 Mn in the Nordics and -€188 Mn in the UK, before offsets from foreign currency debt and hedging programmes.

APPRAISERS

In March 2021, as part of the rotation recommended by the Royal Institution of Chartered Surveyors ("RICS"), URW signed new appraisal mandates with 2 international and qualified appraisal firms, Cushman & Wakefield and Jones Lang LaSalle, to value its Shopping Centre and Offices & Others portfolio. In Continental Europe, URW rotated the assets appraised by these 2 firms: in H1-2021, the appraisers were rotated for Central Europe, Spain, Nordics, France Offices & Others and The Netherlands and in H2-2021, URW rotated appraisers for France Shopping Centres, Germany and Austria.

URW has allocated properties across independent appraisers by region for comparison and benchmarking purposes. The valuation process has a centralised approach, intended to ensure that capital market views on the Group's portfolio are taken into account. Assets are appraised twice a year (in June and December), except services companies, which are externally appraised once a year.

Appraiser	Regions appraised as at Dec. 31, 2022	% of total portfolio Dec. 31, 2022	% of total portfolio Dec. 31, 2021
Cushman & Wakefield	France/Germany/Austria/Nordics/Spain/UK[a]/US	47%	46%
Jones Lang LaSalle	France/Germany/Central Europe/The Netherlands	34%	33%
Kroll (Duff & Phelps)	US	7%	8%
PwC[b]	France/Germany/UK/US	8%	8%
Other appraisers	Central Europe/US	2%	2%
At cost, under sale agreement or internal		2%	4%
		100%	100%

Figures may not add up due to rounding.

(a) The Group's UK Shopping Centre portfolio was valued by Cushman & Wakefield and Avison Young.
(b) PwC assesses the C&E venues, as well as all of the Group's services companies and the Westfield trademark.

Fees paid to appraisers are determined prior to the valuation process 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 have received fees from URW representing more than 10% of their turnover.

INTEGRATION OF ESG IN URW'S VALUATIONS

Environmental, Social & Governance (ESG) factors are impacting investment approaches in real estate markets. Driving forces include legislation change, availability of finance, and increasing societal awareness of ESG factors such as climate risk.

A significant amount of information has been made available to the appraisers in relation to several ESG KPIs on an asset-by-asset basis[1]. Amongst others, these KPIs are the Energy Use Intensity on common areas, BREEAM certificate label part II, climate risk studies outcomes, renewal energy on-site production or presence of EV chargers. Appraisers have reviewed and considered the information provided in their valuation process. Capex to be spent in the next 5 years for the Energy Action Plan were integrated as ESG Capex within the valuation model.

This information will be updated on a regular basis so that appraisers can integrate it in their valuations.

(1) For European shopping centres.

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VALUATION METHODOLOGY

Appraisal methods used by appraisers are compliant with international standards and guidelines as defined by RICS, IVSC ("International Valuation Standards Council") and FEI ("Fédération des Entreprises Immobilières").

VALUATION SCOPE

98% of URW's portfolio was appraised by independent appraisers as at December 31, 2022.

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.

The Garbera extension has been carried at fair value since December 31, 2021, and CNIT Eole since June 30, 2022. The Dining project at Fisketorvet was assessed at fair value for the first time as at December 31, 2022.

Since and as a result of the acquisition accounting for the Westfield transaction, the main projects in the US, the UK and Italy were carried at fair value as at December 31, 2022.

Refer to the table in the section "Development projects as at December 31, 2022" for the valuation method used for each development project in the Group's pipeline.

The remaining assets of the portfolio (2%) were valued as follows:

- At cost, subject to impairment test, for IPUC for which a reliable value could not yet be established. These include assets under development: Westfield Hamburg, as well as most development projects included in the "Controlled" category (see section "Development projects as at December 31, 2022" for more details); and
- Internal valuations were performed by URW as at December 31, 2022, for a few minor office assets in the US.

The total value of the IPUC amounted to €2.2 Bn, of which €1.0 Bn valued at fair value and €1.2 Bn valued at cost (77% of the value at cost was tested with an external valuation as at December 31, 2022).

Unless otherwise indicated, valuation changes and references to asset values include transfer taxes and transaction costs.

		Valuation including transfer taxes (€Mn)		
Appraiser	Sector	Dec. 31, 2022	June 30, 2022	Dec. 31, 2021
Cushman & Wakefield	Shopping Centres/Offices & Others	17,314	18,140	18,021
Jones Lang LaSalle	Shopping Centres/Offices & Others	17,530	17,957	17,727
PwC	Shopping Centres/C&E	2,802	2,839	2,795
Other appraisers	Shopping Centres	3,068	3,270	3,187
Impact of the assets valued by 2 appraisers	Shopping Centres	(2,217)	(2,542)	(2,339)
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others	1,203	1,431	1,685
Total Europe		**39,701**	**41,095**	**41,076**
Cushman & Wakefield	Shopping Centres/Offices & Others	6,927	7,458	6,955
Kroll (Duff & Phelps)	Shopping Centres/Offices & Others	3,894	4,129	4,246
PwC	Shopping Centres	214	204	263
Other appraisers	Shopping Centres	379	393	390
Internal valuation	Offices & Others	49	56	46
Assets valued at cost and/or not appraised	Shopping Centres/Offices & Others	34	531	297
Total US		**11,497**	**12,772**	**12,198**
Services		**1,052**	**1,115**	**1,199**
Total URW		**52,250**	**54,981**	**54,473**

Figures may not add up due to rounding.

SHOPPING CENTRE PORTFOLIO

The value of URW's Shopping Centre portfolio is the total value of each individual asset as determined by the Group's appraisers, except as noted above. The Westfield trademark is split by the region in which the Group operates Westfield branded shopping centres and is included within the Flagships category valuation. The airport activity and CBD assets[1] are included within Flagships in the US.

EVOLUTION OF URW'S SHOPPING CENTRE PORTFOLIO VALUATION

The value of URW's Shopping Centre portfolio amounted to €45,209 Mn (€47,109 Mn).

URW Valuation as at Dec. 31, 2021 (€Mn)	**47,109**
Like-for-like revaluation	(1,071)
Revaluation of non like-for-like assets	(265)
Revaluation of shares	91
Capex/Acquisitions/Transfers	598
Disposals	(1,644)
Constant Currency Effect	390
URW Valuation as at Dec. 31, 2022 (€Mn)	**45,209**

Figures may not add up due to rounding.

Based on an asset value excluding estimated transfer taxes and transaction costs, the Shopping Centre division's NIY stood at 4.9%.

The NRI next 12 months[2] increased by +7.1% compared to December 31, 2021, based on current occupancy level and indexation effect.

The Potential Yield including the leasing of vacant space at ERV was 5.3%.

Based on an asset value excluding estimated transfer taxes and transaction costs, the Shopping Centre division's NIY[2] increased year-on-year by +40 bps and the Potential Yield[2] by +30 bps.

	Dec. 31, 2022				Dec. 31, 2021			
Shopping Centre portfolio by region	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Potential Yield	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Potential Yield
France	13,409	12,918	4.5%	4.7%	13,673	13,178	4.4%	4.7%
Spain	3,627	3,544	5.0%	5.6%	3,585	3,504	4.9%	5.2%
Southern Europe	**17,035**	**16,463**	**4.6%**	**4.9%**	**17,258**	**16,682**	**4.5%**	**4.8%**
Central Europe	4,837	4,793	5.7%	5.9%	4,798	4,755	5.3%	5.5%
Austria	2,254	2,243	4.9%	5.2%	2,277	2,266	4.7%	4.9%
Germany	3,104	2,950	5.4%	5.7%	3,319	3,153	5.0%	5.3%
Central and Eastern Europe	**10,194**	**9,986**	**5.4%**	**5.6%**	**10,393**	**10,174**	**5.0%**	**5.3%**
Nordics	2,649	2,595	4.8%	5.2%	3,031	2,972	4.3%	4.7%
The Netherlands	1,662	1,536	5.2%	5.6%	1,820	1,682	5.1%	5.5%
Northern Europe	**4,311**	**4,131**	**5.0%**	**5.4%**	**4,851**	**4,653**	**4.5%**	**5.0%**
Subtotal Continental Europe	**31,541**	**30,580**	**4.9%**	**5.2%**	**32,503**	**31,509**	**4.7%**	**5.0%**
UK	2,359	2,236	6.1%	7.0%	2,594	2,462	5.3%	6.2%
Subtotal Europe	**33,899**	**32,816**	**5.0%**	**5.3%**	**35,097**	**33,970**	**4.7%**	**5.1%**
US	11,310	11,217	4.6%	5.2%	12,012	11,909	4.2%	5.1%
Total URW	**45,209**	**44,033**	**4.9%**	**5.3%**	**47,109**	**45,879**	**4.6%**	**5.1%**

Figures may not add up due to rounding.

(1) Westfield World Trade Center and Westfield San Francisco Centre.
(2) Restated from 2022 disposals.

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The following table shows the breakdown for the US Shopping Centre portfolio which was significantly impacted by a positive currency impact of +€709 Mn:

	Dec. 31, 2022				Dec. 31, 2021			
US Shopping Centre portfolio by category	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Potential Yield	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Potential Yield
Flagships US[a]	10,307	10,214	4.2%	4.8%	10,392	10,291	3.7%	4.6%
Regionals US	1,004	1,004	8.6%	9.5%	1,620	1,618	6.7%	8.0%
Total US	**11,310**	**11,217**	**4.6%**	**5.2%**	**12,012**	**11,909**	**4.2%**	**5.1%**

Figures may not add up due to rounding.

(a) The airport activities and the Westfield trademark for the US are included in the valuation of the US Flagships for a total amount of €568 Mn as at December 31, 2022, and for a total amount of €601 Mn as at December 31, 2021. However, these activities are not part of the NIY computation.

Excluding CBD assets, the Net Initial Yield stands at 4.4% as at December 31, 2022 for the US Flagships vs. 3.7% as at December 31, 2021.

In USD, the valuation including transfer taxes of the US Shopping Centre portfolio decreased by -11.4% from $13,612 Mn to $12,065 Mn.

The following table shows the bridge of the US Shopping Centre portfolio in USD from December 31, 2021, to December 31, 2022, with the split by category:

	Total US	Flagships US[a]	Regionals US
URW Valuation as at Dec. 31, 2021 ($Mn)	**13,612**	**11,770**	**1,843**
Like-for-like revaluation	(815)	(571)	(243)
Revaluation of non like-for-like assets	(54)	(51)	(3)
Revaluation of shares	(38)	-	(38)
Capex/Acquisitions/Transfers	103	98	6
Disposals	(744)	(252)	(492)
URW Valuation as at Dec. 31, 2022 ($Mn)	**12,065**	**10,993**	**1,072**

Figures may not add up due to rounding.

(a) The airport activities and the Westfield trademark for the US are included in the valuation of the US Flagships for a total amount of $606 Mn as at December 31, 2022, and for a total amount of $681 Mn as at December 31, 2021.

SENSITIVITY

The table below shows the sensitivity on URW's Shopping Centre portfolio value for assets fully consolidated or under joint control, excluding assets under development, the Westfield trademark and the airport activities.

Sensitivity	Impact in €Mn	Impact in %
+25 bps in NIY	(2,039)	(4.9%)
+25 bps in DR	(708)	(1.7%)
+10 bps in ECR	(566)	(1.3%)
-5% in appraisers' ERV	(1,655)	(3.9%)

LIKE-FOR-LIKE ANALYSIS

On a like-for-like basis, the value of URW's Shopping Centre portfolio, after accounting for works, capitalised financial expenses and eviction costs, decreased by -€1,071 Mn (-2.6%), of which -€114 Mn (-0.3%[1]) in H1-2022 and -€957 Mn (-2.3%) in H2-2022. This decrease was the result of a yield impact of -6.3% and a rent impact of +3.7%.

The like-for-like valuation was negative in Continental Europe at -0.6% after a decrease of -12.1% in the last 3 years, including -2.0% in 2021. It was -5.4% in the UK after a decrease of -41.9% in the last 3 years, including -14.0% in 2021. It was negative -7.4% in the US after a decrease of -20.9% in the last 3 years, including -8.2% in 2021.

	Shopping Centres – Like-for-like ("LfL") change				Shopping Centres – Like-for-like ("LfL") change by semester			
2022	LfL change (€Mn)	LfL change (%)	LfL change Rent impact	LfL change Yield impact	LfL change H1-2022 (€Mn)	LfL change H1-2022 (%)	LfL change H2-2022 (€Mn)	LfL change H2-2022 (%)
France	(36)	(0.3%)	2.9%	(3.2%)	84	0.7%	(120)	(1.0%)
Spain	(10)	(0.3%)	7.8%	(8.2%)	26	0.8%	(37)	(1.1%)
Southern Europe	**(46)**	**(0.3%)**	**4.1%**	**(4.4%)**	**111**	**0.7%**	**(157)**	**(1.0%)**
Central Europe	72	1.8%	9.4%	(7.6%)	117	3.0%	(45)	(1.1%)
Austria	(49)	(2.2%)	4.2%	(6.4%)	21	0.9%	(70)	(3.0%)
Germany	(112)	(4.0%)	4.8%	(8.8%)	(30)	(1.1%)	(82)	(3.0%)
Central and Eastern Europe	**(89)**	**(1.0%)**	**6.8%**	**(7.8%)**	**108**	**1.2%**	**(197)**	**(2.2%)**
Nordics	(27)	(0.9%)	8.9%	(9.8%)	9	0.3%	(36)	(1.3%)
The Netherlands	1	0.0%	11.3%	(11.3%)	20	1.2%	(20)	(1.2%)
Northern Europe	**(26)**	**(0.6%)**	**9.8%**	**(10.4%)**	**29**	**0.7%**	**(56)**	**(1.3%)**
Subtotal Continental Europe	**(162)**	**(0.6%)**	**5.9%**	**(6.5%)**	**248**	**0.9%**	**(410)**	**(1.4%)**
UK	(135)	(5.4%)	4.1%	(9.5%)	(34)	(1.4%)	(101)	(4.2%)
Subtotal Europe	**(297)**	**(1.0%)**	**5.7%**	**(6.7%)**	**215**	**0.7%**	**(511)**	**(1.6%)**
US	(774)	(7.4%)	(2.2%)	(5.2%)	(328)	(3.1%)	(445)	(4.0%)
Total URW	**(1,071)**	**(2.6%)**	**3.7%**	**(6.3%)**	**(114)**	**(0.3%)**	**(957)**	**(2.3%)**

Figures may not add up due to rounding.

The 52 Flagship shopping centres represent 92% of URW's retail exposure (excluding assets under development, the airport activities and the Westfield trademark).

	Shopping Centres – Like- for-like ("LfL") change by category				Shopping Centres – Like-for-like ("LfL") change by semester			
2022	LfL change (€Mn)	LfL change (%)	LfL change Rent impact	LfL change Yield impact	LfL change H1-2022 (€Mn)	LfL change H1-2022 (%)	LfL change H2-2022 (€Mn)	LfL change H2-2022 (%)
Flagships Continental Europe	(87)	(0.3%)	5.9%	(6.2%)	254	1.0%	(341)	(1.3%)
Flagships UK	(132)	(5.4%)	4.2%	(9.6%)	(33)	(1.3%)	(100)	(4.2%)
Subtotal European Flagships	**(219)**	**(0.8%)**	**5.7%**	**(6.5%)**	**221**	**0.8%**	**(441)**	**(1.5%)**
Flagships US	(543)	(5.8%)	(1.6%)	(4.2%)	(268)	(2.9%)	(275)	(2.8%)
Subtotal Flagships	**(762)**	**(2.0%)**	**4.0%**	**(6.0%)**	**(47)**	**(0.1%)**	**(715)**	**(1.8%)**
Regionals Europe	(77)	(4.1%)	5.8%	(9.8%)	(7)	(0.4%)	(70)	(3.7%)
Regionals US	(231)	(20.5%)	(4.5%)	(15.9%)	(60)	(5.3%)	(171)	(14.6%)
Subtotal Regionals	**(309)**	**(10.2%)**	**1.1%**	**(11.3%)**	**(67)**	**(2.2%)**	**(241)**	**(7.9%)**
Total URW	(1,071)	(2.6%)	3.7%	(6.3%)	(114)	(0.3%)	(957)	(2.3%)

Figures may not add up due to rounding.

NON LIKE-FOR-LIKE ANALYSIS

The value of URW's non like-for-like Shopping Centre portfolio, after accounting for works, capitalised financial expenses and eviction costs, decreased by -€265 Mn (-6.1%), mainly due to the depreciation on projects (including Westfield Hamburg and Westfield Milano), partly offset by positive revaluation of CNIT Eole.

(1) The change compared to the -€122 Mn (-0.3%) communicated in H1-2022 is due to changes in the like-for-like perimeter, following the disposals in H2-2022 of Carré Sénart Shopping Parc, Villeneuve 2, Kerkstraat, The Village at Topanga, Westfield Trumbull and Westfield South Shore.

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OFFICES & OTHERS PORTFOLIO

EVOLUTION OF URW'S OFFICES & OTHERS PORTFOLIO VALUATION

The Offices & Others portfolio includes the offices, the hotels (except the hotels at Porte de Versailles) and the residential projects.

The total value of URW's Offices & Others portfolio amounted to €3,346 Mn (€3,510 Mn).

URW Valuation as at Dec. 31, 2021 (€Mn)	**3,510**
Like-for-like revaluation	(32)
Revaluation of non like-for-like assets	(197)
Revaluation of shares	10
Capex/Acquisitions/Transfers	234
Disposals	(157)
Constant Currency Effect	(22)
URW Valuation as at Dec. 31, 2022 (€Mn)	**3,346**

Figures may not add up due to rounding.

The split by region of the total Offices & Others portfolio was as follows:

	Dec. 31, 2022		Dec. 31, 2021	
Valuation of Offices & Others portfolio (including transfer taxes)	€Mn	%	€Mn	%
France	2,136	64%	2,097	60%
Other countries	531	16%	668	19%
Subtotal Continental Europe	**2,667**	**80%**	**2,765**	**79%**
UK	492	15%	559	16%
Subtotal Europe	**3,159**	**94%**	**3,324**	**95%**
US	186	6%	186	5%
Total URW	**3,346**	**100%**	**3,510**	**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 Offices & Others division's NIY increased by +4 bps to 4.9%, thanks to the delivery of Gaîté Montparnasse Office fully let to Wojo and the leasing progress on Trinity. Excluding these assets, the NIY increased by +27 bps from 4.7% to 4.9%, after rounding.

	Dec. 31, 2022			Dec. 31, 2021		
Valuation of occupied office space	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield	Valuation including transfer taxes (€Mn)	Valuation excluding estimated transfer taxes (€Mn)	Net Initial Yield
France	1,646	1,600	4.7%	1,416	1,370	4.7%
Other countries	205	199	6.2%	296	289	6.0%
Subtotal Continental Europe	**1,850**	**1,798**	**4.9%**	**1,711**	**1,659**	**5.0%**
UK	75	71	n.m.	81	76	n.m.
Subtotal Europe	**1,926**	**1,870**	**4.9%**	**1,792**	**1,735**	**5.0%**
US	67	64	6.8%	66	63	3.8%
Total URW	1,992	1,934	4.9%	1,858	1,799	4.9%

Figures may not add up due to rounding.

SENSITIVITY

The table below shows the sensitivity on URW's Offices & Others portfolio value (occupied and vacant spaces) for assets fully consolidated or under joint control, excluding assets under development.

Sensitivity	Impact in €Mn	Impact in %
+25 bps in NIY	(126)	(5.5%)

LIKE-FOR-LIKE ANALYSIS

The value of URW's Offices & Others portfolio, after accounting for the impact of works and capitalised financial expenses, decreased by -€32 Mn (-1.7%) on a like-for-like basis, of which +€48 Mn (+2.5%[1]) in H1-2022 and -€81 Mn (-4.0%) in H2-2022, due to a rent impact of +4.1% and a yield impact of -5.8%.

	Offices & Others – Like-for-like ("LfL") change				Offices & Others – Like-for-like ("LfL") change by semester			
2022	LfL change (€Mn)	LfL change (%)	LfL change Rent impact	LfL change Yield impact	LfL change H1-2022 (€Mn)	LfL change H1-2022 (%)	LfL change H2-2022 (€Mn)	LfL change H2-2022 (%)
France	(25)	(1.8%)	1.6%	(3.3%)	41	2.9%	(67)	(4.5%)
Other countries	5	2.1%	8.8%	(6.7%)	7	2.9%	(2)	(0.7%)
Subtotal Continental Europe	**(20)**	**(1.2%)**	**2.8%**	**(4.0%)**	**48**	**2.9%**	**(69)**	**(3.9%)**
UK	(1)	(1.5%)	0.0%	(1.5%)	3	3.7%	(4)	(5.1%)
Subtotal Europe	**(22)**	**(1.2%)**	**2.7%**	**(3.9%)**	**51**	**2.9%**	**(73)**	**(4.0%)**
US	(11)	(6.6%)	14.4%	(20.9%)	(3)	(1.7%)	(8)	(4.5%)
Total URW	**(32)**	**(1.7%)**	**4.1%**	**(5.8%)**	**48**	**2.5%**	**(81)**	**(4.0%)**

Figures may not add up due to rounding.

(1) The change compared to the +€49 Mn (+2.5%) communicated in H1-2022 is due to changes in the like-for-like perimeter, following the disposal in H2-2022 of the office part of The Village at Topanga.

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CONVENTION & EXHIBITION PORTFOLIO VALUATION METHODOLOGY

The valuation methodology adopted by PwC for the venues is mainly based on a discounted cash flow model applied to the 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, including the remaining capital expenditures to be spent on Porte de Versailles (€187 Mn).

EVOLUTION OF THE CONVENTION & EXHIBITION VALUATION

The value of URW's C&E venues, including transfer taxes and transaction costs, amounted to €2,643 Mn (€2,655 Mn).

URW Valuation as at Dec. 31, 2021 (€Mn)	**2,655**	(a)
Like-for-like revaluation	(44)	
Revaluation of non like-for-like assets	(10)	
Capex/Acquisitions/Transfers	42	
URW Valuation as at Dec. 31, 2022 (€Mn)	**2,643**	(a)

Figures may not add up due to rounding.

(a) Excluding the C&E space in Carrousel du Louvre and CNIT, 100%-owned by URW, the valuation for Viparis (including Palais des Sports, Les Boutiques du Palais and the hotels at Porte de Versailles) was €2,549 Mn as at December 31, 2021, and €2,542 Mn as at December 31, 2022.

On a like-for-like basis, net of investments, the value of C&E venues decreased by -€44 Mn (-1.7%), of which -€8 Mn (-0.3%) in H1-2022 and -€36 Mn (-1.4%) in H2-2022. This decrease was mainly driven by the increase in Weighted Average Cost of Capital ("WACC"), partly offset by the dynamic recovery of the Convention & Exhibition activities.

SERVICES

The Services portfolio is composed of URW's French, German, UK and US property services companies.

URW's Services portfolio is appraised annually by PwC as at each year-end to include all significant fee business activities in the portfolio at their market value for the calculation of URW's NAV. In URW's Consolidated statement of financial position, intangible assets are not revalued but recognised at cost less amortisation charges and/or impairment losses booked.

The value of the Services portfolio decreased by -€136 Mn (-11.3%) on a like-for-like basis, of which -€92 Mn (-7.6%) in H1-2022 and -€44 Mn (-4.0%) in H2-2022. The negative like-for-like revaluation was mainly impacted by the increase in WACC and the decrease of the DD&C business in the US following the delivery of various projects and the disposal of the Promenade parcel.

URW Valuation as at Dec. 31, 2021 (€Mn)	**1,199**
Like-for-like revaluation	(136)
Constant Currency Effect	(12)
URW Valuation as at Dec. 31, 2022 (€Mn)	**1,052**

Figures may not add up due to rounding.

PROPORTIONATE, IFRS AND GROUP SHARE FIGURES FOR THE PROPERTY PORTFOLIO

The figures presented previously in the property portfolio are on a proportionate basis.

The following tables also provide the IFRS GMV and the Group share level (in GMV) for URW's assets:

	Proportionate		IFRS		Group share	
URW Asset portfolio valuation – Dec. 31, 2022	€Mn	%	€Mn	%	€Mn	%
Shopping Centres	45,209	87%	43,430	86%	38,510	88%
Offices & Others	3,346	6%	3,125	6%	3,094	7%
Convention & Exhibition	2,643	5%	2,644	5%	1,372	3%
Services	1,052	2%	1,052	2%	990	2%
Total URW	**52,250**	**100%**	**50,251**	**100%**	**43,967**	**100%**

URW Asset portfolio valuation – Dec. 31, 2021	€Mn	%	€Mn	%	€Mn	%
Shopping Centres	47,109	86%	45,099	86%	40,519	88%
Offices & Others	3,510	6%	3,269	6%	3,236	7%
Convention & Exhibition	2,655	5%	2,656	5%	1,381	3%
Services	1,199	2%	1,199	2%	1,124	2%
Total URW	**54,473**	**100%**	**52,223**	**100%**	**46,259**	**100%**

URW Like-for-like change – net of Investments – 2022	€Mn	%	€Mn	%	€Mn	%
Shopping Centres	(1,071)	(2.6%)	(584)	(1.7%)	(535)	(1.8%)
Offices & Others	(32)	(1.7%)	(23)	(1.3%)	(23)	(1.3%)
Convention & Exhibition	(44)	(1.7%)	(44)	(1.7%)	(26)	(1.9%)
Services	(136)	(11.3%)	(136)	(11.3%)	(122)	(10.8%)
Total URW	**(1,282)**	**(2.7%)**	**(787)**	**(2.0%)**	**(705)**	**(2.1%)**

URW Like-for-like change – net of Investments – 2022 – Split rent/yield impact	Rent impact %	Yield impact %	Rent impact %	Yield impact %	Rent impact %	Yield impact %
Shopping Centres	3.7%	(6.3%)	4.3%	(6.0%)	4.4%	(6.2%)
Offices & Others	4.1%	(5.8%)	3.6%	(4.9%)	3.6%	(4.8%)

URW Net Initial Yield	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Shopping Centres[a]	4.9%	4.6%	4.8%	4.6%	4.9%	4.6%
Offices & Others - occupied space[b]	4.9%	4.9%	4.9%	4.9%	5.0%	5.0%

Figures may not add up due to rounding.

(a) Shopping centres under development and shopping centres not controlled by URW are not included in the calculation. Shopping centres held by companies accounted for using the equity method are not included in the calculation of IFRS and Group share but are included in the proportionate for the ones under joint control.
(b) Offices under development and offices not controlled by URW are not included in the calculation. Offices held by companies accounted for using the equity method are not included in the calculation of IFRS and Group share but are included in the proportionate for those in joint control.

Bridge between Proportionate and IFRS as at Dec. 31, 2022 €Mn	Asset portfolio valuation (including transfer taxes)
Total URW on a proportionate basis	**52,250**
(-) Assets joint-controlled on a proportionate basis	(8,629)
(+) Share investments in assets joint-controlled	6,631
Total URW under IFRS	**50,251**

Figures may not add up due to rounding.

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ADDITIONAL VALUATION PARAMETERS – IFRS 13

URW complies with the IFRS 13 fair value measurement and the position paper[1] on IFRS 13 established by EPRA.

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

In addition to the disclosures provided above, the following tables provide quantitative data in order 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 using compound annual growth rates as determined by the appraisers.

Shopping Centres – Dec. 31, 2022		Net Initial Yield ("NIY")	Rent in € per sqm[a]	Discount Rate ("DR")[b]	Exit Capitalisation Rate ("ECR")[c]	CAGR of NRI[d]
France	Max	7.1%	919	9.5%	13.1%	13.5%
	Min	3.4%	174	6.3%	4.2%	3.6%
	Weighted average	4.5%	588	6.5%	4.4%	4.9%
Spain	Max	9.0%	577	12.8%	8.5%	9.0%
	Min	3.6%	131	7.5%	4.7%	2.5%
	Weighted average	5.0%	370	7.9%	5.0%	4.3%
Central Europe	Max	8.2%	681	9.2%	8.9%	3.2%
	Min	5.3%	125	7.2%	5.2%	2.2%
	Weighted average	5.7%	431	7.6%	5.5%	2.9%
Austria	Max	5.0%	438	6.7%	4.6%	3.3%
	Min	4.9%	331	6.6%	4.6%	3.0%
	Weighted average	4.9%	382	6.6%	4.6%	3.1%
Germany	Max	7.6%	508	9.0%	6.9%	3.9%
	Min	4.8%	166	6.5%	4.5%	2.3%
	Weighted average	5.4%	302	6.9%	4.9%	3.3%
Nordics	Max	6.1%	446	7.5%	5.3%	4.5%
	Min	4.5%	285	6.6%	4.5%	2.9%
	Weighted average	4.8%	386	6.9%	4.7%	3.5%
The Netherlands	Max	7.3%	403	7.7%	6.6%	4.5%
	Min	4.8%	297	5.8%	4.6%	3.0%
	Weighted average	5.2%	365	6.2%	5.0%	3.9%
UK	Max	6.4%	585	8.1%	6.7%	3.1%
	Min	5.9%	509	7.7%	6.6%	1.9%
	Weighted average	6.1%	544	8.0%	6.7%	2.5%
US	Max	9.6%	1,438	10.3%	9.0%	11.4%
	Min	2.9%	321	6.5%	4.5%	0.6%
	Weighted average	4.6%	700	7.1%	5.2%	4.6%

NIY, DR and ECR weighted by GMV. Vacant assets, assets considered at bid value and assets under restructuring are not included in Min and Max calculation. Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in this table.

(a) Average annual rent (MGR + SBR) per asset per sqm.
(b) Rate used to calculate the net present value of future cash flows.
(c) Rate used to capitalise the exit rent to determine the exit value of an asset.
(d) CAGR of NRI determined by the appraiser (duration of the DCF model used either 6 or 10 years).

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

For the US, the split between Flagships and Regionals was as follows:

Shopping Centres – Dec. 31, 2022		Net Initial Yield	Rent in € per sqm[a]	Discount Rate[b]	Exit Capitalisation Rate[c]	CAGR of NRI[d]
US Flagships	Max	7.5%	1,438	9.0%	7.3%	11.4%
	Min	2.9%	399	6.5%	4.5%	1.8%
	Weighted average	4.2%	820	6.8%	4.9%	5.0%
US Regionals	Max	9.6%	607	10.3%	9.0%	6.3%
	Min	6.4%	321	8.5%	7.0%	0.6%
	Weighted average	8.6%	411	9.8%	8.0%	2.3%

NIY, DR and ECR weighted by GMV. Vacant assets, assets considered at bid value and assets under restructuring are not included in Min and Max calculation. Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in this table.

(a) Average annual rent (MGR + SBR) per asset per sqm.
(b) Rate used to calculate the net present value of future cash flows.
(c) Rate used to capitalise the exit rent to determine the exit value of an asset.
(d) CAGR of NRI determined by the appraiser (10 years).

The Exit Capitalisation Rate[1] used by appraisers in December 2022 valuations increased compared to the ones in December 2021 valuations:
- In Continental Europe from 4.6% to 4.8%;
- In the UK from 6.4% to 6.7%; and
- In the US from 4.9% to 5.2% (from 4.7% to 4.9% for the US Flagships and from 6.7% to 8.0% for the US Regionals).

The Discount Rate[1] used by appraisers in December 2022 valuations increased compared to the ones in December 2021 valuations:
- In Continental Europe from 6.5% to 6.9%;
- In the UK from 7.6% to 8.0%; and
- In the US from 6.6% to 7.1% (from 6.3% to 6.8% for the US Flagships and from 8.7% to 9.8% for the US Regionals).

The CAGR of NRI in tables above is based on 2022 NRI and includes a CAGR of indexation of 2.8% for Continental Europe (vs. 1.9% in December 2021 valuations). Compared to 2019, the average CAGR of NRI assumed by appraisers was 2.4% compared to 2.2% in December 2021 valuations, an increase due to higher indexation and recovery seen in 2022.

	CAGR of NRI determined by the appraiser in the DCF	CAGR of NRI – Starting from Dec. 31, 2019			
Shopping Centres	Valuations as at Dec. 31, 2022	Valuations as at Dec. 31, 2022	Valuations as at June 30, 2022	Valuations as at Dec. 31, 2021	Valuations as at Dec. 31, 2019
France	4.9%	3.2%	2.8%	2.8%	3.7%
Spain	4.3%	2.2%	2.0%	1.9%	3.1%
Central Europe	2.9%	2.3%	2.1%	1.8%	2.5%
Austria	3.1%	1.8%	1.7%	1.7%	2.5%
Germany	3.3%	1.9%	1.9%	2.0%	2.8%
Nordics	3.5%	2.6%	2.6%	2.6%	3.4%
The Netherlands	3.9%	4.5%	4.5%	4.1%	3.2%
UK	2.5%	0.7%	0.8%	0.8%	3.0%
US Flagships	5.0%	2.7%	2.3%	2.6%	4.2%
US Regionals	2.3%	0.6%	0.5%	1.0%	3.6%
Average URW	**4.0%**	**2.4%**	**2.2%**	**2.2%**	**3.4%**

The NRI of the exit year used by appraisers in December 2022 valuations increased in Continental Europe (+4.7%) and in the US (+4.5%) compared to the exit year NRI of the December 2021 valuations. It slightly decreased in the UK (-0.9%), despite recovery of the activity. It is still below the exit year NRI used by appraisers in December 2019, at -4.5% in total including +2.1% in Continental Europe, -15.7% in the UK and -11.1% in the US.

(1) Restated from 2022 disposals.

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4.1.4.2 EPRA NET ASSET VALUE METRICS CALCULATION

The EPRA measures[1] are calculated by adjusting the equity attributable to the holders of the Stapled Shares, as shown in the Consolidated statement of financial position (under IFRS), for the items as described below. These apply differently to each metric.

EQUITY ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES

As at December 31, 2022, the Equity attributable to the holders of the Stapled Shares (which excludes both the Hybrid securities and the External non-controlling interests) came to €17,189 Mn.

The Equity attributable to the holders of the Stapled Shares incorporated the net recurring profit in the period of €1,339 Mn and the net negative impact in the period of -€1,161 Mn as a result of negative valuation movements, partially offset by the positive mark-to-market of financial instruments.

REVALUATION TO FAIR VALUE OF INVESTMENT PROPERTIES, DEVELOPMENT PROPERTIES HELD FOR INVESTMENT AND OTHER NON-CURRENT INVESTMENTS

No adjustment was made for the purpose of the EPRA NRV, EPRA NTA and EPRA NDV calculation.

DEFERRED TAX IN RELATION TO FAIR VALUE MOVEMENTS IN INVESTMENT PROPERTY

In the Group's IFRS consolidated accounts, deferred tax on property assets was calculated in accordance with accounting standards as at December 31, 2022.

As a result, and consistent with the EPRA methodology, for the purpose of the EPRA NRV calculation, deferred taxes (€1,788 Mn) were added back for the calculation of EPRA NRV, and for the calculation of the EPRA NTA. For the EPRA NTA calculation, -€894 Mn of effective deferred taxes were then deducted. The EPRA NDV was not adjusted.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value adjustment of financial instruments recorded in the IFRS consolidated statement of financial position was added back by URW for the EPRA NRV and EPRA NTA calculation for a total amount of €265 Mn (excluding exchange rate hedging) and remained at the IFRS value for the EPRA NDV.

Fair value movements of foreign currency hedging instruments (fair value hedges or net investment hedges) recorded in the balance sheet and associated with foreign exchange retranslation remains in all 3 NAV metrics (NRV, NTA, and NDV) to offset the movement in the underlying investment being hedged.

GOODWILL AS A RESULT OF DEFERRED TAXES

Goodwill booked on the balance sheet as a result of deferred taxes of -€177 Mn as at December 31, 2022, was excluded from the EPRA NRV, EPRA NTA and EPRA NDV.

OTHER GOODWILL AS PER THE IFRS BALANCE SHEET

Goodwill booked on the balance sheet (which is mainly related to the Westfield acquisition) of -€903 Mn was deducted from the EPRA NTA and EPRA NDV (net of the goodwill resulting from deferred taxes already deducted).

INTANGIBLES AS PER THE IFRS BALANCE SHEET

Intangible assets of -€821 Mn have been deducted from the EPRA NTA.

FAIR VALUE OF FIXED INTEREST RATE DEBT

The value of the fixed rate debt on the balance sheet of the Group is equal to the nominal value of the UR debt and the fair value of the Westfield debt at the accounting combination date (May 31, 2018). Taking fixed rate debt at its fair value would have a positive impact of +€4,596 Mn as at December 31, 2022. This impact was taken into account in the EPRA NDV calculation.

REVALUATION OF INTANGIBLES TO FAIR VALUE

When the fair value of an intangible asset can reliably be determined and is not already included within goodwill or otherwise recorded on the balance sheet, it is added to the EPRA NRV. The basis of valuation is disclosed. URW uses an external valuer at least annually to determine the valuation of such intangible assets and discloses the name of the firms undertaking the valuations. Care is taken that no double counting takes place with the Goodwill on the balance sheet.

The appraisal of property services companies in France, the US, the UK and Germany, the airport activities (excluding LAX and Chicago), the Westfield trademark and of the operations ("fonds de commerce") of Viparis Porte de Versailles, Paris Nord Villepinte, Palais des Congrès de Paris and Palais des Congrès d'Issy-les-Moulineaux, meet the criteria of this adjustment and have been so valued. This gave rise to an unrealised capital gain of +€1,018 Mn, which was added only for the purpose of the EPRA NRV calculation.

(1) Refer to the EPRA website for more detail: https://www.epra.com/application/files/3115/7287/4349/EPRA_BPR_Guidelines_241019.pdf.

REAL ESTATE TRANSFER TAX

As at December 31, 2022, the transfer taxes and costs deducted from asset values in the statement of financial position (in accordance with IFRS) amounted to €1,642 Mn. This amount is taken into account in the EPRA NDV. For the purpose of the EPRA NRV calculation, this amount was added back.

For the purpose of the EPRA NTA calculation, the Group used the optimised net property value. Transfer taxes and transaction costs are estimated after taking into account the likely disposal scenario: sale of the asset or of the company that owns it. As at December 31, 2022, 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 +€436 Mn.

FULLY DILUTED NUMBER OF SHARES

Dilution from securities giving access to share capital as at December 31, 2022 was computed for such instruments "in the money" and having fulfilled the performance conditions.

In accordance with IFRS, financial instruments were recorded on URW'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 equity attributable to the holders of the Stapled Shares.

The exercise of "in the money" stock options and performance shares with the performance conditions fulfilled as at December 31, 2022, would have led to a rise in the number of shares by +733,332, without any impact on the equity attributable to the holders of the Stapled Shares as they relate only to performance shares.

As at December 31, 2022, the fully diluted number of shares taken into account for the EPRA measures calculations was 139,500,420.

URW'S EPRA NRV

URW's EPRA NRV stood at €21,725 Mn or €155.70 per share (fully diluted) as at December 31, 2022. The EPRA NRV per share decreased by -€3.90 (or -2.4%) compared to December 31, 2021.

The decrease of -€3.90 compared to December 31, 2021, was the sum of: (i) +€1.45 per share of changes in Equity attributable to the holders of the Stapled Shares including mainly the Recurring Net Result, the Revaluation of Investment Properties, the Capital gains on disposals and the Mark-to-market of debt and financial instruments; and (ii) -€5.35 per share of changes due to NAV adjustments, including mainly the impacts of fair value of financial instruments adjustment, of real estate transfer taxes, of intangible assets and of deferred taxes on Balance sheet.

URW'S EPRA NTA

URW's EPRA NTA stood at €16,884 Mn or €121.00 per share (fully diluted) as at December 31, 2022. The EPRA NTA per share decreased by -€2.20 (or -1.8%) compared to December 31, 2021.

The decrease of -€2.20 compared to December 31, 2021, was the sum of: (i) +€1.45 per share of changes in Equity attributable to the holders of the Stapled Shares including mainly the Recurring Net Result, the Revaluation of Investment Properties, the Capital gains on disposals and the Mark-to-market of debt and financial instruments; and (ii) -€3.65 per share of changes due to NAV adjustments, including mainly the impacts of fair value of financial instruments adjustment, of intangible assets and of deferred taxes.

URW'S EPRA NDV

URW's EPRA NDV stood at €20,706 Mn or €148.40 per share (fully diluted) as at December 31, 2022. The EPRA NDV per share increased by +€38.10 (or +34.5%) compared to December 31, 2021.

The increase of +€38.10 compared to December 31, 2021, was the sum of: (i) +€1.45 per share of changes in Equity attributable to the holders of the Stapled Shares including mainly the Recurring Net Result, the Revaluation of Investment Properties, Capital the gains on disposals and the Mark-to-market of debt and financial instruments; and (ii) +€36.65 per share of changes due to NAV adjustments corresponding to the impact of fair value adjustment of fixed interest rate debt.

See details in table "Evolution of EPRA NRV, EPRA NTA and EPRA NDV - per share (fully diluted)".

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4.1.4.3 EPRA NET ASSET VALUE METRICS TABLE

(€Mn)	Dec 31, 2022 EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	17,189	17,189	17,189
Include/Exclude:*			
i) Hybrid instruments	-	-	-
Diluted NAV	**17,189**	**17,189**	**17,189**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[1] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[2]	0	0	0
iii) Revaluation of tenant leases held as finance leases[3]	0	0	0
iv) Revaluation of trading properties[4]	0	0	0
Diluted NAV at Fair Value	**17,189**	**17,189**	**17,189**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[5] detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	1,788	1,788	-
v.b) Effective deferred taxes on capital gains	-	(894)	-
vi) Fair value of financial instruments	265	265	-
vii) Goodwill as a result of deferred tax	(177)	(177)	(177)
viii.a) Goodwill as per the IFRS balance sheet (net of vii)	-	(903)	(903)
viii.b) Intangibles as per the IFRS balance sheet	-	(821)	-
Include:*			
ix) Fair value of fixed interest rate debt	-	-	4,596
x) Revaluation of intangibles to fair value	1,018	-	-
xi) Real estate transfer tax[6]	1,642	436	-
NAV	**21,725**	**16,884**	**20,706**
Fully diluted number of shares	139,500,420	139,500,420	139,500,420
NAV per share	**€155.70**	**€121.00**	**€148.40**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.

* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

(€Mn)	Dec. 31, 2021 EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**16,927**	**16,927**	**16,927**
Include/Exclude:*			
i) Hybrid instruments	-	-	-
Diluted NAV	**16,927**	**16,927**	**16,927**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[1] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[2]	0	0	0
iii) Revaluation of tenant leases held as finance leases[3]	0	0	0
iv) Revaluation of trading properties[4]	0	0	0
Diluted NAV at Fair Value	**16,927**	**16,927**	**16,927**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[5] detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	1,866	1,866	-
v.b) Effective deferred taxes on capital gains	-	(933)	-
vi) Fair value of financial instruments	711	711	-
vii) Goodwill as a result of deferred tax	(177)	(177)	(177)
viii.a) Goodwill as per the IFRS balance sheet (net of vii)	-	(903)	(903)
viii.b) Intangibles as per the IFRS balance sheet	-	(845)	-
Include*:			
ix) Fair value of fixed interest rate debt	-	-	(513)
x) Revaluation of intangibles to fair value	1,105	-	-
xi) Real estate transfer tax[6]	1,753	475	-
NAV	**22,186**	**17,122**	**15,335**
Fully diluted number of shares	139,013,166	139,013,166	139,013,166
NAV per share	**€159.60**	**€123.20**	**€110.30**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.

* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

(€Mn)	EPRA NRV Dec. 31, 2022	June 30, 2022	Dec. 31, 2021
Equity attributable to the holders of the Stapled Shares (IFRS)	**17,189**	**17,929**	**16,927**
Include/Exclude:*			
i) Hybrid instruments			
Diluted NAV	**17,189**	**17,929**	**16,927**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[1] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[2]	0	0	0
iii) Revaluation of tenant leases held as finance leases[3]	0	0	0
iv) Revaluation of trading properties[4]	0	0	0
Diluted NAV at Fair Value	**17,189**	**17,929**	**16,927**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[5] detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	1,788	1,844	1,866
v.b) Effective deferred taxes on capital gains	-	-	-
vi) Fair value of financial instruments	265	424	711
vii) Goodwill as a result of deferred tax	(177)	(177)	(177)
viii.a) Goodwill as per the IFRS balance sheet (net of vii)	-	-	-
viii.b) Intangibles as per the IFRS balance sheet	-	-	-
Include*:			
ix) Fair value of fixed interest rate debt	-	-	-
x) Revaluation of intangibles to fair value	1,018	1,046	1,105
xi) Real estate transfer tax[6]	1,642	1,728	1,753
EPRA NRV	**21,725**	**22,794**	**22,186**
Fully diluted number of shares	139,500,420	139,511,827	139,013,166
EPRA NRV per share	**€155.70**	**€163.40**	**€159.60**
% of change over 6 months	**(4.7%)**	**2.4%**	**(1.7%)**
% of change over one year	**(2.4%)**	**0.6%**	**(4.3%)**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.

* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

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Evolution of EPRA NRV, EPRA NTA and EPRA NDV – per share (fully diluted)		EPRA NRV	EPRA NTA	EPRA NDV
As at Dec. 31, 2021, per share		**€159.60**	**€123.20**	**€110.30**
Recurring Net Result		**9.66**	**9.66**	**9.66**
Revaluation of Investment Properties[a]		(10.32)	(10.32)	(10.32)
Shopping Centres	(8.45)			
Offices & Others	(1.53)			
Convention & Exhibition	(0.34)			
Depreciation or impairment of intangibles		0.02	0.02	0.02
Impairment of goodwill		-	-	-
Capital gain on disposals		0.18	0.18	0.18
Subtotal revaluations, impairments and capital gain on disposals		**(10.12)**	**(10.12)**	**(10.12)**
Mark-to-market of debt and financial instruments		1.82	1.82	1.82
Taxes on non-recurring result		(0.04)	(0.04)	(0.04)
Other non-recurring result		0.02	0.02	0.02
Subtotal non-recurring financial expenses, taxes and other		**1.80**	**1.80**	**1.80**
Distribution		-	-	-
Other changes in Equity attributable to the holders of the Stapled Shares		**0.11**	**0.11**	**0.11**
Total changes in Equity attributable to the holders of the Stapled Shares		**1.45**	**1.45**	**1.45**
Impact of potential issuance of Stock Options and number of shares		-	-	-
Revaluation of Investment Properties (operating assets)[b]		-	-	-
Impact of deferred taxes on Balance sheet and effective deferred taxes		(0.57)	(0.28)	-
Impact of fair value of financial instruments adjustment		(3.19)	(3.19)	-
Impact of impairment or changes in goodwill as per the IFRS balance sheet		-	-	-
Impact of real estate transfer tax		(0.80)	(0.28)	-
Impact from intangible assets		(0.63)	0.17	-
Impact of fair value adjustment of fixed interest rate debt		-	-	36.62
Impact of change in the number of fully diluted Stapled Shares		(0.17)	(0.07)	0.03
Total changes due to NAV adjustments		**(5.35)**	**(3.65)**	**36.65**
As at Dec. 31, 2022, per share (fully diluted)		**€155.70**	**€121.00**	**€148.40**

Figures may not add up due to rounding.

(a) Revaluation of property assets is -€7.88 per share on a like-for-like basis, of which -€19.06 due to the yield effect and +€11.18 due to the rent effect.

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4.1.5 FINANCIAL RESOURCES[1]

In 2022, interest rates increased significantly on the macroeconomic backdrop of persistently high inflation, hawkish monetary policy (in particular the ECB, the US Federal Reserve and the Bank of England) and heightened geopolitical tensions following the war in Ukraine.

Credit markets have been negatively impacted by the end of Central Banks' support, the rates and volatility increase, as well as by fears of recession. This backdrop led to a decrease in bond issuance volumes and an increase in the cost of funding for corporate issuers.

Market sentiment slightly improved towards year end, following the publication of Consumer Price Index ("CPI") data showing inflation slowing down in the US and the Eurozone.

During this period, URW raised €1,332 Mn (€1,682 Mn on a proportionate basis) of medium to long-term funds in the mortgage and the bank markets (including credit facility renewals), further strengthening its liquidity position.

As at December 31, 2022, the Group had €13.0 Bn of cash on hand and undrawn credit lines (€13.2 Bn on a proportionate basis) including €3.3 Bn of cash on hand (€3.5 Bn on a proportionate basis).

This liquidity position increased by c. €0.9 Bn compared to 2021 end of year's position that stood at €12.1 Bn (€12.3 Bn on a proportionate basis) including €2.3 Bn (€2.4 Bn on a proportionate basis) of cash on hand.

In addition, the Group updated on November 16, 2022, its Green Financing Framework ("Framework") to support the Group's ambitions to finance its standing assets and development projects with high sustainability standards.

As at December 31, 2022:
- The Interest Coverage Ratio ("ICR") was 4.2x (3.3x);
- The Funds From Operations ("FFO") to Net Financial Debt Ratio ("FFO/NFD") was 7.6% (5.0%);
- The Loan-to-Value ("LTV") ratio[2] was 41.2%[3] (43.3%); and
- The Net debt/EBITDA ratio[4] was 9.6x (13.7x).

The average cost of debt for the period was 2.0% (2.0%), representing the blended average cost of 1.5% for Euro denominated debt and 3.8% for USD and GBP denominated debt.

4.1.5.1 DEBT STRUCTURE AS AT DECEMBER 31, 2022[5]

The Group's net debt[6], both on an IFRS basis (€20,696 Mn) and on a proportionate basis[7] (€22,425 Mn), continued to decrease in 2022, primarily as a result of:
- The completion of €1.8 Bn[8] of disposals; and
- Retained cashflow over the period.

Partly offset by:
- Capital expenditure spent over the period; and
- Foreign exchange evolution on the debt raised in USD and GBP (impact of €166 Mn)[9][10].

The medium to long-term corporate debt issued by the various URW entities is cross guaranteed.

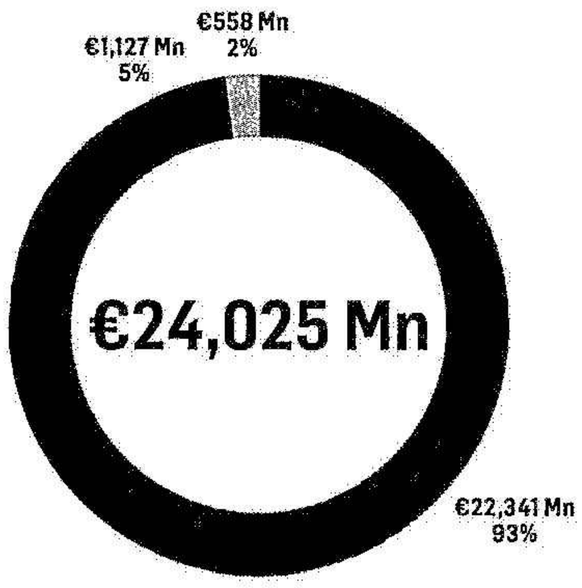
No loans are subject to prepayment clauses linked to the Group's credit ratings[11].

(1) As the Group's financial covenants are calculated in accordance with IFRS, unless otherwise indicated, the financial information in this section is presented in accordance with IFRS. The Group also provides such information on a proportionate basis (see comparative table in section 4.1.5.4). For definitions, refer to the Glossary.
Unless otherwise indicated, comparisons to ratios, debt outstanding, average cost of debt, the amount of undrawn credit lines and cash on hand relate to December 31, 2021.
(2) Net financial debt (or "net debt") as shown on the Group's balance sheet, after the impact of derivative instruments on debt raised in foreign currencies/ total assets, including transfer taxes (42.6% excluding transfer taxes).
(3) Excluding €960 Mn of goodwill not justified by fee business as per the Group's European bank debt leverage covenants (€1,021 Mn on a proportionate basis).
(4) On last 12-month basis.
(5) Hybrid securities are accounted for as equity. The hybrid securities are deeply subordinated perpetual instruments with a coupon deferral option and are required to be classified as equity under IFRS. Details on the hybrid securities are available at: https://images-urw.azureedge.net/-/media/Corporate-o-Sites/Unibail-Rodamco-Corporate/Files/Homepage/INVESTORS/Financing-Activity/Bond-Issues/Prospectuses-Hybrid/20180423-2018-Prospectus-Hybrid_onlyEN.ashx?revision=035329ae-9e2d-4980-a5c7-97b97e3f2fd1
(6) After impact of derivative instruments on debt raised in foreign currencies. Excluding financial leases accounted as debt under IFRS 16 and partners' current account.
(7) The sum of: (i) IFRS debt, and (ii) the Group's share of debt at joint ventures in joint control accounted for using the equity method under IFRS, most of which is secured by assets held in joint ventures.
(8) IFRS net debt reduction. €2.0 Bn on a proportionate basis.
(9) Based on following exchange rates as at December 31, 2022: EUR/USD 1.0666, EUR/GBP 0.8869 and EUR/SEK 11.1218 vs. exchange rates as at December 31, 2021: EUR/USD 1.1326, EUR/GBP 0.8403 and EUR/SEK 10.2503.
(10) On a proportionate basis: €203 Mn.
(11) Barring exceptional circumstances (change of control).

GROSS DEBT BREAKDOWN AS AT DECEMBER 31, 2022[1]

BREAKDOWN BY FINANCING SOURCES

IFRS DEBT



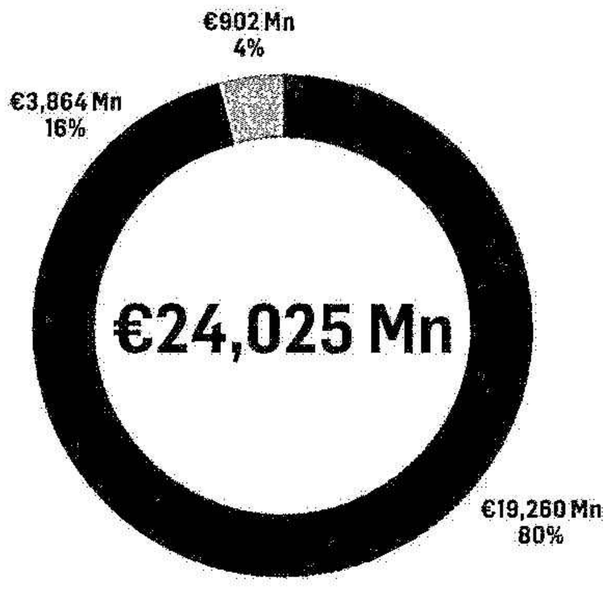
PROPORTIONATE DEBT



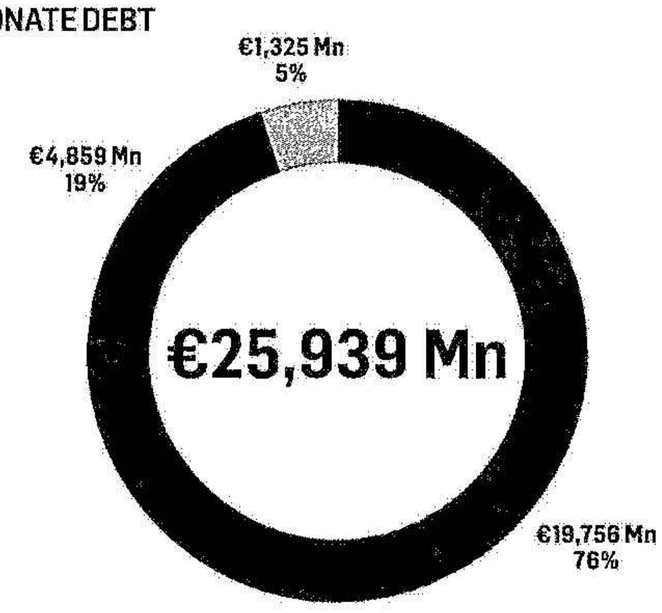
EMTN & Bonds | Mortgages | Bank loans and overdrafts

BREAKDOWN BY CURRENCY

IFRS DEBT



PROPORTIONATE DEBT



EUR | USD | GBP

FUNDS RAISED

SHORT TO MEDIUM-TERM PAPER:

URW accessed the money markets by issuing short-term paper. The average outstanding amount of short-term paper[2] in 2022 stood at €176 Mn, below the average amount in 2021 (€682 Mn) and in previous years (€1,061 Mn in 2019), due to the Group's high liquidity position in 2022.

As at December 31, 2022, the Group had no short-term paper outstanding.

BANK DEBT:

The Group signed during 2022:

- €650 Mn sustainability-linked loans with a 5-year maturity (including the refinancing of €150 Mn debt maturing in January 2023);
- €379 Mn new bilateral credit facilities with an average maturity of 4 years (including €250 Mn of sustainability-linked credit facilities);
- A non-recourse mortgage loan, for a total amount of €302 Mn with a 7-year maturity in the context of the disposal of a 45% stake in Westfield Carré Sénart. This debt has been fully consolidated in URW's accounts[3]; and
- A non-recourse sustainability-linked mortgage loan to refinance a maturing mortgage loan on Westfield CentrO for an amount of €700 Mn with a 7-year maturity. This debt has been consolidated at share in the Group's proportionate accounts[4].

Furthermore, the Group extended the maturity of its existing credit facilities by one year, as follows:

- €4,075 Mn of European credit facilities (including €3,100 Mn of sustainability-linked credit facility); and
- $1.5 Bn out of the $3.2 Bn multi-currency revolving credit facility initially maturing in June 2023.

(1) Figures may not add up due to rounding.
(2) Neu CP and Neu MTN.
(3) As Westfield Carré Sénart will remain fully consolidated, the €302 Mn non-recourse debt raised by the asset-owning JV, held at 55% by URW, is fully consolidated at 100% in URW's IFRS and proportionate debt.
(4) As Westfield CentrO is consolidated at 50.01% (at share) in URW's proportionate accounts, only €350.1 Mn (URW share) of the non-recourse debt raised by the asset-owning JV, will be consolidated in URW's proportionate debt. No debt consolidated under IFRS.

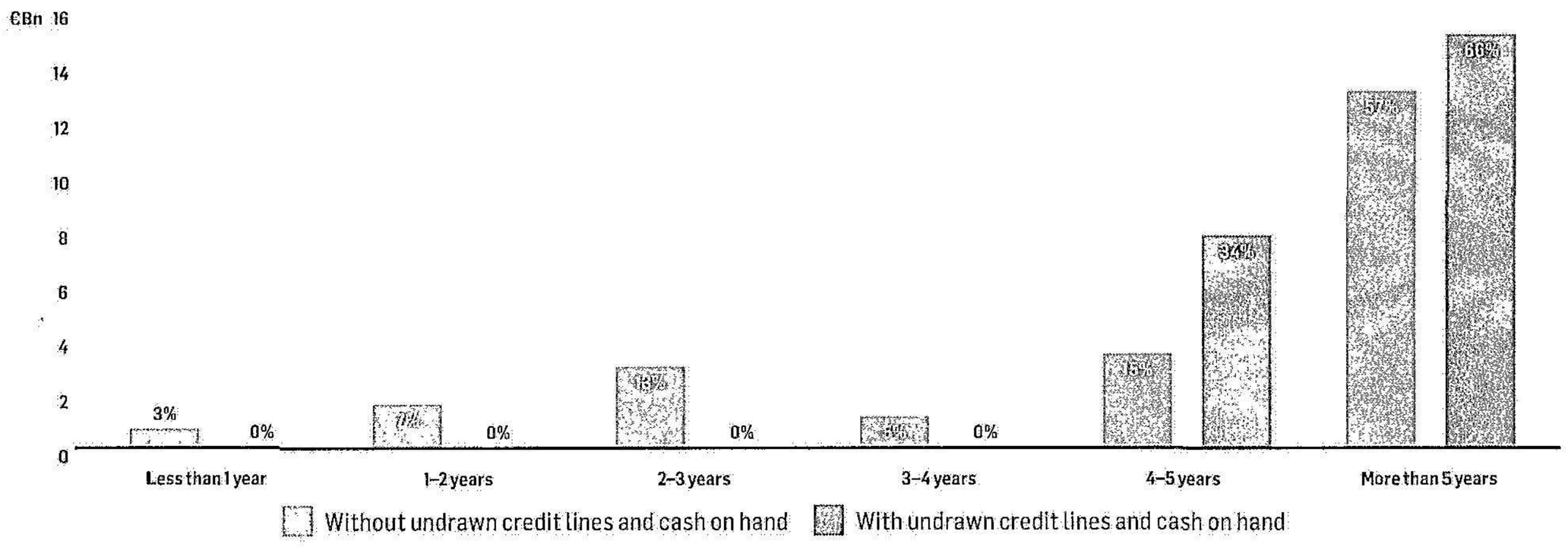
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DEBT MATURITY AS AT DECEMBER 31, 2022

The average maturity of the Group's debt, considering the undrawn credit lines[1] and cash on hand stood at 8.3 years and at 7.1 years without taking into account the undrawn credit lines and cash on hand.

The following chart illustrates the split by maturity date of URW's net financial debt as at December 31, 2022.

DEBT MATURITY PROFILE AS AT DECEMBER 31, 2022



LIQUIDITY NEEDS

URW's debt maturing over the next 12 months amounts to €0.65 Bn.

In any event, the next 12 months debt repayment needs are fully covered by the cash on hand as shown in the table below:

Debt repayment needs over next 12 months	IFRS	Proportionate[2]
Bonds	€576 Mn	€576 Mn
Bank loans, Mortgage and overdraft	€70 Mn	€196 Mn
Total	€647 Mn	€773 Mn
Cash on hand	*€3,329 Mn*	*€3,514 Mn*

Figures may not add up due to rounding.

The terms and conditions of the €1.25 Bn perpetual non-call 2023 hybrid instrument provide the issuer with a call option[3] in 2023, and annually thereafter.

The decision regarding this call will be made ahead of its First Reset Date[4] (i.e. October 25, 2023).

In addition, as at December 31, 2022:

- The total amount of undrawn credit lines[5] was €9,655 Mn (€9,859 Mn), including a $3.2 Bn (c. €3.0 Bn) multi-currency revolving credit facility.
- The average residual maturity of these undrawn credit lines stands at 2.7 years.
- The credit facilities maturing over the next 12 months amount to €1,824 Mn including $1.7 Bn that has not been extended out of the current $3.2 Bn multi-currency revolving credit facility.

The cash on hand and undrawn credit facilities cover URW debt maturities for the next 36 months.

AVERAGE COST OF DEBT

The average cost of debt as at December 31, 2022, was 2.0% (2.0%), representing the blended average cost of 1.5% for Euro denominated debt and 3.8% for USD and GBP denominated debt.

The Group's cost of debt was stable between H1 and H2-2022 thanks to the Group's hedging instruments in place limiting the impact of rates increase and thanks to positive cash deposit rates in H2.

4.1.5.2 RATINGS

URW has a solicited rating from both Standard & Poor's (S&P) and Moody's.

- On October 14, 2022, S&P published a research update confirming the "BBB+" long-term rating of the Group with "stable" outlook.
- On October 17, 2022, Moody's published a credit opinion with no action on the Group's Baa2 long-term rating with "stable" outlook.

4.1.5.3 MARKET RISK MANAGEMENT

Market risks can generate losses resulting from fluctuations in interest rates, exchange rates, raw material prices and share prices. URW's risk mainly relates to interest rate fluctuations on the debt it has taken out to finance its investments and maintain the cash position it requires and exchange rate fluctuations due to the Group's activities in countries outside the Eurozone, in particular in the US and the UK.

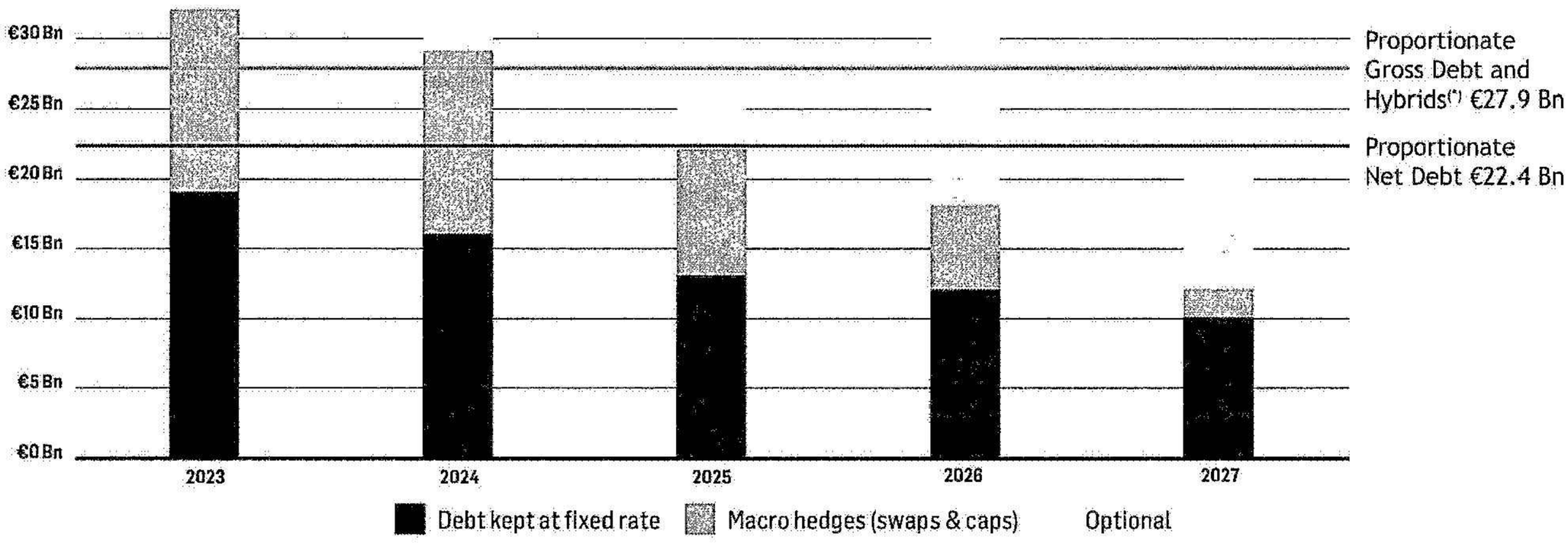
(1) Subject to covenants.
(2) Excluding Westfield Valencia Town Center $195 Mn mortgage loan ($97.5 Mn on a proportionate basis). See section 4.1.5.4.
(3) On any day in the period starting on, and including the 90th calendar day prior to the First Reset Date (i.e. October 25, 2023).
(4) With the Reset Rate of Interest being equal to the sum of the 5-Year Euro Mid Swaps as at October 23, 2023 and the Relevant Margin (i.e. 1.675% until October 24, 2028).
(5) Subject to covenants.

INTEREST RATE RISK MANAGEMENT

In 2022, the Group adjusted its hedging position in view of its current disposal and investment plans, its existing hedging programme and debt[1] as well as the debt the Group expects to raise in the coming years. The cost of these adjustments including new instruments implemented in 2022, net of their mark-to-market in URW books at end of 2022 was positive at €98.8 Mn.

The Group's net interest rate position[2] is fully hedged for 2023 and the following years.

ANNUAL PROJECTION OF AVERAGE HEDGING AMOUNTS AND FIXED RATE DEBT UP TO 2027
(€ Bn - as at December 31, 2022)



(*) Including €1,250 Mn Hybrid NC 2023 and €750 Mn Hybrid NC 2026.

MEASURING INTEREST RATE EXPOSURE

In 2022, short-term interest rates increased across currencies by: +270 bps for 3M Euribor, +456 bps for 3M USD Libor and +341 bps for 3M Sonia.

Based on the Group's budgeted net debt in 2023, if interest rates[3] (Euribor, Libor, Sonia) were to increase/decrease, the Group's recurring result in 2023 would be impacted by:

	Euros	USD	GBP	Total eq. EUR
-25 bps interest rate	(€9.6 Mn)	$0.0 Mn	£0.0 Mn	(€9.6 Mn)
+25 bps interest rate	+€9.6 Mn	$0.0 Mn	£0.0 Mn	+€9.6 Mn
+100 bps interest rate	+€38.3 Mn	$0.0 Mn	£0.0 Mn	+€38.3 Mn
+200 bps interest rate	+€76.6 Mn	$0.0 Mn	£0.0 Mn	+€76.6 Mn

As shown in the table above, the impact of a rate increase on the recurring financial expenses would be positive as the hedging instruments in place are expected to be above budgeted debt following the deleveraging progress.

(1) On a proportionate basis.
(2) The hedging instruments are used to hedge (i) the variable rate debt and (ii) the fixed rate debt immediately converted into variable rate debt, through the Group's macro hedging.
(3) The impact on exchange rates due to this theoretical increase/decrease in interest rates is not taken into account. The theoretical impact of an increase/decrease in interest rates is calculated relative to the applicable rates as at December 31, 2022: 3M Euribor (2.1320%), 3M USD Libor (4.7673%) and 3M Sonia (3.7463%).

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FOREIGN EXCHANGE RISK MANAGEMENT

The Group is active in countries outside the Eurozone. When converted into euros, the income and value of the Group's investments may be impacted by fluctuations in exchange rates against the Euro. The Group's policy objective is to apply a broadly consistent[1] LTV by currency allowing it to match part of the foreign currency asset value and income with debt and financial expenses in the same currency, thus reducing the exchange rate effects on the Group's balance sheet and earnings. Foreign exchange risk can be hedged by either matching investments in a specific currency with debt in the same currency or using derivatives to achieve the same risk management goal.

LTV IFRS – In millions*	Euros[2]	USD	GBP	Total eq. EUR
Assets[3]	36,680	11,353	2,596	50,251
Net Financial Debt	16,390	3,796	663	20,696
LTV	**44.7%**	**33.4%**	**25.6%**	**41.2%**

LTV Proportionate – In millions*	Euros[2]	USD	GBP	Total eq. EUR
Assets[4]	37,245	12,445	2,959	52,250
Net Financial Debt	16,817	4,820	966	22,425
LTV[5]	**45.2%**	**38.7%**	**32.6%**	**42.9%**

*In local currencies, figures may not add up due to rounding.

The Group's FX main exposures are in USD, GBP and SEK. A change of 10% of EUR/USD, EUR/GBP or EUR/SEK (i.e. a +10% increase of EUR against the USD, GBP or SEK in 2023) would have an impact on shareholders' equity and on the recurring net result as follows:

	Impact on	
in € Mn	Shareholder's Equity	Net Recurring Result
+10% in EUR/USD	(526.4)	(23.0)
+10% in EUR/GBP	(128.6)	(12.8)
+10% in EUR/SEK	(169.1)	(8.1)

The impact on the recurring net result would be offset by the FX hedging that the Group has put in place against EUR/USD, EUR/GBP, EUR/SEK fluctuations.

4.1.5.4 FINANCIAL STRUCTURE

Financial ratios – IFRS	2022	H1-2022	2021	2020
Net debt	€20,696 Mn	€22,125 Mn	€22,600 Mn	€24,248 Mn
GMV	€50,251 Mn	€52,714 Mn	€52,223 Mn	€54,192 Mn
LTV	41.2%	42.0%	43.3%	44.7%
ICR	4.2x	4.5x	3.3x	3.5x
Net debt/EBITDA[6]	9.6x	11.0x	13.7x	14.6x
FFO/Net debt	7.6%	7.5%	5.0%	4.8%

Financial ratios – Proportionate	2022	H1-2022	2021	2020
Net debt	€22,425 Mn	€24,054 Mn	€24,484 Mn	€26,054 Mn
GMV	€52,250 Mn	€54,981 Mn	€54,473 Mn	€56,314 Mn
LTV	42.9%	43.8%	44.9%	46.3%
ICR	3.8x	4.1x	3.0x	3.1x
Net debt/EBITDA[6]	10.2x	11.6x	14.4x	15.2x
FFO/Net debt	7.0%	6.8%	4.5%	4.4%

The LTV ratio[7] decrease is mainly due to the net debt reduction, despite lower valuations.

Including the hybrids, the LTV would be 45.2% (and 46.7% on a proportionate basis) as at December 31, 2022.

As a reminder, the Group discloses its LTV ratio (i) on an IFRS basis in accordance with its European financial covenants requirements and (ii) on a proportionate basis as followed by some credit rating agencies.

In compliance with the EPRA[8] Best Practices Recommendations guidelines[9], the Group also calculated the EPRA LTV, which stood at 54.0% as at December 31, 2022, as a result of the inclusion of hybrid and minority interests treatment. For more details please see the EPRA section.

Although it is not part of URW's corporate debt covenants, the Group has set itself a Net debt/EBITDA[10] target of 9x.

The 2022 Net debt/EBITDA of 9.6x, takes into account the net debt reduction and the significant operating performance of the Group in 2022. It would be 10.5x including the hybrids.

(1) On a proportionate basis.
(2) Including SEK.
(3) Including transfer taxes and excluding €960 Mn of goodwill not justified by fee businesses.
(4) Including transfer taxes and excluding €1,021 Mn of goodwill not justified by fee businesses.
(5) 44.5% excluding transfer taxes.
(6) On a last 12-months basis.
(7) Excluding €960 Mn of goodwill not justified by fee businesses as per the Group's European leverage covenants (€1,021 Mn on a proportionate basis).
(8) EPRA: European Public Real estate Association.
(9) See www.epra.com
(10) On an IFRS basis and on a last 12-months basis.

FINANCIAL COVENANTS – SUMMARY

CORPORATE DEBT AND CREDIT FACILITIES:

The Group's corporate debt covenants levels and corresponding current ratios are set at:

	Dec. 31, 2022	Europe Credit facility covenants level	US Credit facility covenants level	Rule 144A and Reg S Bonds covenants level
LTV[1]	41.2%	< 60%	< 65%	< 65%
ICR	4.2x	> 2x	> 1.5x	> 1.5x
FFO/NFD	7.6%	> 4%	n/a	n/a
Secured debt ratio	2.1%	n/a	< 50%	< 45%
Unencumbered leverage ratio	2.0x	n/a	> 1.5x	> 1.25x

These covenants are tested twice a year based on the Group's IFRS financial statements. As at December 31, 2022:

- 100% of the Group's credit facilities and loans allow an LTV of up to 60% for the Group or the borrowing entity, as the case may be;
- 100% of the Group's credit facilities and loans require an ICR > 2x for the Group or the borrowing entity, as the case may be; and
- 70% of the Group's credit facilities and loans include an FFO/NFD covenant. These require an FFO/NFD above 4% for the Group or the borrowing entity, as the case may be.

SECURED DEBT NON-RECOURSE:

The non-recourse mortgage debt raised by certain entities of the Group includes financial covenants:

	Covenant level range	% of non-recourse mortgage incl. this feature in such covenant
Debt Yield covenants	5% - 7.5%	29%
ICR covenants	1.3x - 3.5x	33%
LTV covenants	55% - 125%	62%

- Any breach under these covenants would not lead to a cross-default on the Group's borrowings;
- In the US, the financial covenants of some mortgage loans were not met leading to a funding of cash reserves. This situation does not generate a default of these loans; and
- In any case, defaults under these loans are not expected to have a material adverse effect on the Group's finances.

In line with the Group's efforts to deleverage in the US, the Group (along with its JV partner) made the decision not to repay the $195 Mn ($97.5 Mn on a proportionate basis) secured debt on Westfield Valencia Town Center, which matured on January 1, 2023. This asset is expected to be sold or foreclosed. The debt attached to it is non-recourse and its non-repayment has no impact on the rest of the Group's debt.

SHORT-TERM DEBT:

There are no financial covenants (such as loan-to-value or interest coverage ratios) in the Neu MTN, the Neu CP and the ECP programmes of URW.

(1) Ratio calculated based on European bank debt covenant.

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4.1.5.5 LTV RECONCILIATION WITH THE BALANCE SHEET ("B/S") UNDER IFRS:

(€Mn)	Dec. 31, 2022 IFRS	June 30, 2022 IFRS	Dec. 31, 2021 IFRS
Amounts accounted for in B/S	48,957.5	51,298.9	50,665.3
Investment properties at fair value	37,830.8	38,767.0	38,642.1
Investment properties at cost	1,162.6	1,132.9	1,355.8
Shares and investments in companies accounted for using the equity method	7,927.1	8,626.1	8,286.2
Other tangible assets	137.3	139.5	145.9
Goodwill	1,079.2	1,079.2	1,079.2
Intangible assets	820.5	862.9	844.8
Properties or shares held for sale	0.0	691.3	311.3
Adjustments	**1,293.5**	**1,414.7**	**1,557.8**
Transfer taxes	1,696.6	1,779.4	1,782.7
Goodwill not justified by fee business[1]	(959.9)	(959.9)	(959.9)
Revaluation intangible and operating assets	1,301.5	1,340.3	1,421.2
IFRS adjustments, including	(744.6)	(745.1)	(686.1)
Financial leases	*(898.9)*	*(906.8)*	*(784.9)*
Other	*154.3*	*161.7*	*98.8*
Total assets, including Transfer Taxes (=A)	**50,251.0**	**52,713.5**	**52,223.1**
Total assets, excluding Transfer Taxes (=B)	**48,554.4**	**50,934.2**	**50,440.4**
Amounts accounted for in B/S			
Net share settled bonds convertible into new and/or existing shares (ORNANE)	0.0	0.0	500.3
Non-current bonds and borrowings	24,778.2	24,835.3	24,774.6
Current borrowings and amounts due to credit institutions	725.7	884.3	1,073.7
Liabilities directly associated with properties or shares classified as held for sale	0.0	0.0	0.0
Total financial liabilities	**25,503.9**	**25,719.6**	**26,348.6**
Adjustments			
Mark-to-market of debt	4.5	10.4	11.5
Current accounts with non-controlling interests	(1,363.4)	(1,440.3)	(1,420.3)
Impact of derivative instruments on debt raised in foreign currency	(65.3)	(71.0)	(38.2)
Accrued interest/issue fees	(54.2)	57.9	(45.3)
Total financial liabilities (nominal value)	**24,025.4**	**24,276.5**	**24,856.3**
Cash and cash equivalents	(3,329.1)	(2,151.9)	(2,256.1)
Net financial debt (=C)	**20,696.3**	**22,124.6**	**22,600.2**
LTV ratio including Transfer Taxes (=C/A)	**41.2%**	**42.0%**	**43.3%**
LTV ratio excluding Transfer Taxes (=C/B)	**42.6%**	**43.4%**	**44.8%**

Figures may not add up due to rounding.

(1) Adjustment of goodwill according to bank covenants.

ON A PROPORTIONATE BASIS:

(€Mn)	Dec. 31, 2022 Proportionate	June 30, 2022 Proportionate	Dec. 31, 2021 Proportionate
Amounts accounted for in B/S	**50,756.5**	**53,332.4**	**52,684.3**
Investment properties at fair value	46,153.0	47,957.0	47,611.3
Investment properties at cost	1,206.0	1,199.3	1,423.1
Shares and investments in companies accounted for using the equity method	1,296.5	1,255.1	1,194.6
Other tangible assets	140.3	142.6	148.9
Goodwill	1,140.2	1,140.2	1,150.3
Intangible assets	820.5	862.9	844.8
Properties or shares held for sale	0.0	775.3	311.3
Adjustments	**1,493.1**	**1,649.1**	**1,788.9**
Transfer taxes	1,908.4	2,004.1	2,007.5
Goodwill not justified by fee business[1]	(1,020.9)	(1,031.1)	(1,031.1)
Revaluation intangible and operating assets	1,298.5	1,337.2	1,418.2
IFRS adjustments, including	(692.9)	(661.3)	(605.8)
Financial leases	*(908.7)*	*(916.9)*	*(794.1)*
Other	*215.8*	*255.6*	*188.3*
Total assets, including Transfer Taxes (=A)	**52,249.6**	**54,981.5**	**54,473.2**
Total assets, excluding Transfer Taxes (=B)	**50,341.1**	**52,977.3**	**52,465.6**
Amounts accounted for in B/S			
Net share settled bonds convertible into new and/or existing shares (ORNANE)	0.0	0.0	500.3
Non-current bonds and borrowings	26,470.5	26,624.1	26,485.7
Current borrowings and amounts due to credit institutions	939.1	1,181.7	1,427.0
Liabilities directly associated with properties or shares classified as held for sale	0.0	62.0	0.0
Total financial liabilities	**27,409.7**	**27,867.8**	**28,413.0**
Adjustments			
Mark-to-market of debt	13.6	22.2	22.0
Current accounts with non-controlling interests	(1,363.4)	(1,440.3)	(1,420.3)
Impact of derivative instruments on debt raised in foreign currency	(65.3)	(71.0)	(38.2)
Accrued interest/issue fees	(55.2)	53.2	(50.1)
Total financial liabilities (nominal value)	**25,939.4**	**26,431.8**	**26,926.3**
Cash and cash equivalents	(3,514.4)	(2,377.3)	(2,442.4)
Net financial debt (=C)	**22,425.1**	**24,054.5**	**24,483.8**
LTV ratio including Transfer Taxes (=C/A)	**42.9%**	**43.8%**	**44.9%**
LTV ratio excluding Transfer Taxes (=C/B)	**44.5%**	**45.4%**	**46.7%**

Figures may not add up due to rounding.

(1) Adjustment of goodwill according to bank covenants.

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4.1.6 EPRA PERFORMANCE MEASURES

In compliance with the EPRA(1) Best Practices Recommendations(2), URW summarises the Key Performance measures of 2022 and 2021 below.

4.1.6.1 EPRA EARNINGS

EPRA earnings are defined as "recurring earnings from core operational activities" and are equal to the Group's definition of recurring earnings.

SYNTHESIS

		2022	2021
EPRA Earnings	€Mn	1,339.3	1,005.3
EPRA Earnings/share	€/share	9.66	7.26
Growth EPRA Earnings/share	%	33.1%	(4.9%)

BRIDGE BETWEEN EARNINGS PER IFRS STATEMENT OF INCOME AND EPRA RECURRING EARNINGS

Recurring Earnings per Share	2022	2021
Net Result of the period attributable to the holders of the Stapled Shares (€Mn)	**178.2**	**(972.1)**
Adjustments to calculate EPRA Recurring Earnings, exclude:		
(i) Changes in value of investment properties, development properties held for investment and other interests	(1,110.6)	(1,197.3)
(ii) Profits or losses on disposal of investment properties, development properties held for investment and other interests	30.9	208.3
(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	(3.6)	(7.6)
(v) Impairment of goodwill	-	(145.9)
(vi) Changes in fair value of financial instruments and associated close-out costs	275.9	(95.1)
(vii) Acquisition and other costs on share deals and non-controlling joint venture interests	2.6	(8.9)
(viii) Deferred tax in respect of EPRA adjustments	0.5	55.7
(ix) Adjustments (i) to (viii) above in respect of joint ventures (unless already included under proportional consolidation)	(472.4)	(916.8)
(x) External non-controlling interests in respect of the above	115.7	130.2
EPRA Recurring Earnings	**1,339.3**	**1,005.3**
Average number of shares	138,717,455	138,545,360
EPRA Recurring Earnings per Share ("REPS")	**€9.66**	**€7.26**
EPRA Recurring Earnings per Share growth	**33.1%**	**(4.9%)**

Figures may not add up due to rounding.

(1) EPRA: European Public Real estate Association.
(2) Best Practices Recommendations. See www.epra.com

4.1.6.2 EPRA NRV, NTA AND NDV:

For a more detailed description of the EPRA NRV, NTA and NDV new metrics, please see the "Property portfolio and Net Asset Value" section, included in this report.

SYNTHESIS

		Dec. 31, 2022	Dec. 31, 2021	Change
EPRA NRV	€/share	155.70	159.60	(2.4%)
EPRA NTA	€/share	121.00	123.20	(1.8%)
EPRA NDV	€/share	148.40	110.30	34.5%

DETAILED CALCULATION AS AT DECEMBER 31, 2022

	Dec. 31, 2022		
	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**17,189**	**17,189**	**17,189**
Include/Exclude:*			
(i) Hybrid instruments	-	-	-
Diluted NAV	**17,189**	**17,189**	**17,189**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC[1] (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments[2]	0	0	0
iii) Revaluation of tenant leases held as finance leases[3]	0	0	0
iv) Revaluation of trading properties[4]	0	0	0
Diluted NAV at Fair Value	**17,189**	**17,189**	**17,189**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP[5] detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	1,788	1,788	-
v.b) Effective deferred taxes on capital gains	-	(894)	-
vi) Fair value of financial instruments	265	265	-
vii) Goodwill as a result of deferred tax	(177)	(177)	(177)
viii.a) Goodwill as per the IFRS balance sheet (net of vii))	-	(903)	(903)
viii.b) Intangibles as per the IFRS balance sheet	-	(821)	-
Include:*			
ix) Fair value of fixed interest rate debt	-	-	4,596
x) Revaluation of intangibles to fair value	1,108	-	-
xi) Real estate transfer tax[6]	1,642	436	-
NAV	**21,725**	**16,884**	**20,706**
Fully diluted number of shares	139,500,420	139,500,420	139,500,420
NAV per share	**€155.70**	**€121.00**	**€148.40**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.

* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

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DETAILED CALCULATION AS AT DECEMBER 31, 2021

	Dec. 31, 2021		
	EPRA NRV	EPRA NTA	EPRA NDV
Equity attributable to the holders of the Stapled Shares (IFRS)	**16,927**	**16,927**	**16,927**
Include/Exclude:*			
i) Hybrid instruments	-	-	-
Diluted NAV	**16,927**	**16,927**	**16,927**
Include:*			
ii.a) Revaluation of IP (if IAS 40 cost option is used)	0	0	0
ii.b) Revaluation of IPUC(1) (if IAS 40 cost option is used)	0	0	0
ii.c) Revaluation of other non-current investments(2)	0	0	0
iii) Revaluation of tenant leases held as finance leases(3)	0	0	0
iv) Revaluation of trading properties(4)	0	0	0
Diluted NAV at Fair Value	**16,927**	**16,927**	**16,927**
Exclude:*			
v) Deferred tax in relation to fair value gains of IP(5) detailed below:			
v.a) Reversal of deferred taxes on Balance sheet	1,866	1,866	-
v.b) Effective deferred taxes on capital gains	-	(933)	-
vi) Fair value of financial instruments	711	711	-
vii) Goodwill as a result of deferred tax	(177)	(177)	(177)
viii.a) Goodwill as per the IFRS balance sheet (net of vii))	-	(903)	(903)
viii.b) Intangibles as per the IFRS balance sheet	-	(845)	-
Include:*			
ix) Fair value of fixed interest rate debt	-	-	(513)
x) Revaluation of intangibles to fair value	1,105	-	-
xi) Real estate transfer tax(6)	1,753	475	-
NAV	**22,186**	**17,122**	**15,335**
Fully diluted number of shares	139,013,166	139,013,166	139,013,166
NAV per share	**€159.60**	**€123.20**	**€110.30**

Figures may not add up due to rounding.

(1) Difference between development property held on the balance sheet at cost and fair value of that development property.
(2) Revaluation of intangibles are presented under adjustment (x). Revaluation of Intangibles to fair value is not under this line item.
(3) Difference between finance lease receivables held on the balance sheet at amortised cost and the fair value of those finance lease receivables.
(4) Difference between trading properties held on the balance sheet at cost (IAS 2) and the fair value of those trading properties.
(5) Deferred tax adjustment for NTA calculated in line with the EPRA guidelines.
(6) Real estate transfer taxes were adjusted in accordance with the EPRA guidelines.

* "Include" indicates that an asset (whether on or off balance sheet) should be added to the shareholders' equity, whereas a liability should be deducted.
* "Exclude" indicates that an asset (part of the balance sheet) is reversed, whereas a liability (part of the balance sheet) is added back.

4.1.6.3 EPRA NET INITIAL YIELDS

The following table provides the Group yields according to the EPRA Net Initial Yield definitions per segment for URW's Net Initial Yields (on a proportionate basis):

SYNTHESIS

	Dec. 31, 2022		Dec. 31, 2021	
	Shopping Centres[3]	**Offices & Others[3]**	Shopping Centres[3]	Offices & Others[3]
URW yields	**4.9%**	**4.9%**	**4.6%**	**4.9%**
Effect of vacant units		(0.7%)		(1.3%)
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%)	(0.1%)	(0.1%)
EPRA topped-up yields[1]	**4.9%**	**4.2%**	**4.6%**	**3.5%**
Effect of lease incentives	(0.3%)	(1.4%)	(0.2%)	(0.7%)
EPRA Net Initial Yields[2]	**4.6%**	**2.7%**	**4.3%**	**2.8%**

Figures may not add up due to rounding.

(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 not controlled by URW, the Westfield trademark and the airport activities are not included in the calculation.

DETAILED CALCULATION

		Dec. 31, 2022		Dec. 31, 2021	
		Shopping Centres[1]	**Offices & Others[1]**	Shopping Centres[1]	Offices & Others[1]
EPRA topped-up NRI (A)	€Mn	2,061	95	1,979	74
Valuation including transfer taxes (B)	€Mn	42,019	2,276	43,426	2,137
EPRA topped-up yields (A/B)	%	**4.9%**	**4.2%**	**4.6%**	**3.5%**
EPRA NRI (C)	€Mn	1,941	62	1,877	59
Valuation including transfer taxes (B)	€Mn	42,019	2,276	43,426	2,137
EPRA Net Initial Yields (C/B)	%	**4.6%**	**2.7%**	**4.3%**	**2.8%**

(1) Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in the calculation.

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4.1.6.4 EPRA LTV

DETAILED CALCULATION AS AT DECEMBER 31, 2022

As at Dec. 31, 2022 EPRA LTV Metric in €Mn	Group IFRS as reported	Proportionate Consolidation Share of JV	Share of material associates[1]	Non-controlling interest[2]	Combined
Include:					
Bonds	22,341	0	0	0	22,341
Hybrids/ORNANE	2,000	0	0	0	2,000
Borrowings from financial institutions	1,685	1,914	491	(522)	3,567
Commercial paper	0	0	0	0	0
Net payables	276	(4)	0	0	272
Gross debt	**26,302**	**1,910**	**491**	**(522)**	**28,181**
Exclude:					
Cash and cash equivalent	3,329	185	107	(153)	3,468
Net debt (=A)	**22,972**	**1,725**	**384**	**(370)**	**24,712**
Include:					
Investment properties at fair value	37,831	8,322	1,747	(5,834)	42,066
Properties under development	1,163	43	0	(92)	1,114
Shares and investments in companies accounted for using the equity method	7,927	(6,631)	(1,251)	0	46
Properties held for sale/Inventories	44	36	0	0	81
Intangibles	2,182	0	0	(295)	1,887
Goodwill	119	0	0	0	119
Financial assets	251	0	0	176	427
Total property value (=B)	**49,517**	**1,771**	**496**	**(6,044)**	**45,740**
LTV ratio (=A/B)	**46.4%**				**54.0%**
Transfer taxes (=C)	1,697	211	73	0	1,981
LTV ratio including Transfer Taxes (=A/(B+C)	**44.9%**				**51.8%**

Figures may not add up due to rounding.

(1) Corresponds to the share of Crossroads, Zlote Tarasy and Triangle project.
(2) Corresponds to the minority stake into the fully consolidated entities.

DETAILED CALCULATION AS AT DECEMBER 31, 2021

As at Dec. 31, 2021 EPRA LTV Metric in €Mn	Group IFRS as reported	Proportionate Consolidation Share of JV	Share of material associates[1]	Non-controlling interest[2]	Combined
Include:					
Bonds	22,695	0	0	0	22,695
Hybrids/ORNANE	2,500	0	0	0	2,500
Borrowings from financial institutions	1,411	2,070	468	(387)	3,562
Commercial paper	250	0	0	0	250
Net payables	359	(4)	0	0	355
Gross debt	**27,215**	**2,066**	**468**	**(387)**	**29,361**
Exclude:					
Cash and cash equivalent	2,256	186	77	(106)	2,413
Net debt (=A)	**24,959**	**1,879**	**391**	**(282)**	**26,948**
Include:					
Investment properties at fair value	38,642	8,969	1,667	(5,532)	43,746
Properties under development	1,356	67	0	(104)	1,319
Shares and investments in companies accounted for using the equity method	8,286	(7,092)	(1,121)	0	74
Properties held for sale/Inventories	349	11	0	0	360
Intangibles	2,322	0	0	(295)	2,027
Goodwill	119	0	0	0	119
Financial assets	257	0	0	225	482
Total property value (=B)	**51,332**	**1,956**	**546**	**(5,707)**	**48,127**
LTV ratio (=A/B)	**48.6%**				**56.0%**
Transfer taxes (=C)	1,783	225	71	0	2,079
LTV ratio including Transfer Taxes (=A/(B+C)	**47.0%**				**53.7%**

Figures may not add up due to rounding.

(1) Corresponds to the share of Crossroads, Zlote Tarasy and Triangle project.
(2) Corresponds to the minority stake into the fully consolidated entities.

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4.1.6.5 EPRA VACANCY RATE

The EPRA vacancy rate is defined as the ERV of vacant spaces divided by the ERV of total space (let plus vacant).

SYNTHESIS

EPRA vacancy rate – total URW		Dec. 31, 2022	Dec. 31, 2021
ERV of vacant space (A)	€Mn	221.5	236.8
ERV of the whole portfolio (B)	€Mn	3,073.5	3,079.5
EPRA vacancy rate (A/B)	%	7.2%	7.7%

DETAIL PER REGION

EPRA vacancy rate – per region	Dec. 31, 2022	Dec. 31, 2021
Shopping Centres		
France	3.2%	3.6%
Spain	2.7%	3.6%
Southern Europe	**3.1%**	**3.6%**
Central Europe	2.4%	3.0%
Austria	1.7%	0.7%
Germany	3.7%	4.6%
Central and Eastern Europe	**2.7%**	**3.1%**
Nordics	5.0%	7.4%
The Netherlands	3.6%	6.7%
Northern Europe	**4.4%**	**7.1%**
Subtotal Shopping Centres - Continental Europe	**3.1%**	**4.0%**
UK	9.4%	10.6%
Subtotal Shopping Centres - Europe	**4.1%**	**4.9%**
US Flagships	8.2%	9.3%
US Regionals	11.7%	10.7%
US CBD	23.9%	19.8%
Subtotal Shopping Centres - US	**10.4%**	**11.0%**
Total Shopping Centres	**6.5%**	**7.0%**
Offices & Others		
France	15.2%	21.7%
Other Countries	16.2%	12.7%
Subtotal Offices & Others - Continental Europe	**15.4%**	**19.8%**
US	57.2%	43.6%
Total Offices & Others	**25.7%**	**25.2%**
Total URW	**7.2%**	**7.7%**

4.1.6.6 EPRA COST RATIOS

EPRA references (€Mn)		Proportionate 2022	2021
	Include:		
(i-1)	Administrative expenses	(243.2)	(215.8)
(i-2)	Development expenses	(3.7)	(0.1)
(i-3)	Operating expenses	(414.5)	(442.2)
(ii)	Net service charge costs/fees	(83.1)	(76.2)
(iii)	Management fees less actual/estimated profit element	-	-
(iv)	Other operating income/recharges intended to cover overhead expenses	-	-
(v)	Share of Joint Ventures expenses	(13.3)	(7.9)
	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	250.4	216.4
	EPRA Costs (including direct vacancy costs) (A)	**(507.4)**	**(525.9)**
(ix)	Direct vacancy costs	(83.1)	(76.2)
	EPRA Costs (excluding direct vacancy costs) (B)	**(424.3)**	**(449.6)**
(x)	GRI less ground rents	2,591.8	2,216.6
(xi)	Less: service fee and service charge costs component of GRI (if relevant)	(250.4)	(216.4)
(xii)	Add Share of Joint Ventures (GRI less ground rents)	97.6	96.2
	GRI (C)	**2,439.0**	**2,096.5**
	EPRA Cost Ratio (including direct vacancy costs) (A/C)	**20.8%**	**25.1%**
	EPRA Cost Ratio (excluding direct vacancy costs) (B/C)	**17.4%**	**21.4%**

Figures may not add up due to rounding.

The calculation is based on the EPRA recommendations and is applied on Shopping Centres and Offices & Others sectors.

4.1.6.7 CAPITAL EXPENDITURE

	Proportionate			
	2022		2021	
(€Mn)	100%	Group share	100%	Group share
Acquisitions[1]	25.7	25.6	37.1	37.1
Development[2]	444.4	433.6	456.6	453.9
Like-for-like portfolio[3]	319.0	284.5	386.9	352.3
Other[4]	90.7	84.8	115.6	103.6
Total Capital Expenditures	**879.8**	**828.5**	**996.2**	**946.8**
Conversion from accruals to cash basis	147.6	128.4	81.5	36.1
Total Capital Expenditures on cash basis	**1,027.4**	**956.9**	**1,077.7**	**982.9**

Figures may not add up due to rounding.

(1) In 2022, includes mainly acquisitions in the US and in France.
(2) In 2022, includes mainly the capital expenditures related to investments in the Les Ateliers Gaîté, Gaîté Montparnasse office, Westfield Topanga, Garbera and Lightwell redevelopments and extensions projects and to the Westfield Hamburg new development projects.
(3) In 2022, includes mainly the capital expenditures related to Westfield Mall of the Netherlands, Westfield La Part-Dieu and Westfield London. Capital expenditure on the like-for-like portfolio includes capital expenditure spent on extension and works on standing assets or refurbishments recently delivered. In 2022, URW spent €89.2 Mn on replacement capex, Group share.
(4) In 2022, includes eviction costs and tenant incentives, external letting fees, capitalised interest relating to projects and other capitalised expenses of €7.2 Mn, €11.9 Mn, €53.7 Mn and €12.0 Mn, respectively (amounts in Group share).

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4.2 OTHER INFORMATION

4.2.1 GROUP CONSOLIDATED DATA

LEASING ACTIVITY – SHOPPING CENTRES

	Lettings/relettings/renewals excluding Pipeline						
				MGR uplift		MGR uplift on deals above 3 years firm duration	
Region	Number of leases signed[a]	sqm	MGR (€Mn)	€Mn	%	€Mn	%
Continental Europe	1,440	497,554	231.5	11.0	6.0%	10.8	8.9%
UK	196	89,867	69.0	1.8	3.5%	1.4	3.6%
Total Europe	**1,636**	**587,421**	**300.5**	**12.7**	**5.5%**	**12.1**	**7.6%**
US	766	243,225	140.0	8.0	7.8%	18.0	36.0%
Total URW	**2,402**	**830,646**	**440.5**	**20.7**	**6.2%**	**30.2**	**14.4%**

Figures may not add up due to rounding.

(a) Excluding leases below 1 year. The number of leases signed for the Group was 2,399 in 2021.

	Lettings/re-lettings/renewals excluding Pipeline					
	Number of deals above 3 years firm duration			Number of deals below or equal to 3 years firm duration		
Region	H1-2022	H2-2022	FY-2022	H1-2022	H2-2022	FY-2022
Continental Europe	474	438	912	259	269	528
UK	54	68	122	34	40	74
Total Europe	**528**	**506**	**1,034**	**293**	**309**	**602**
US	179	196	375	201	190	391
Total URW	**707**	**702**	**1,409**	**494**	**499**	**993**

	Lettings/re-lettings/renewals excluding Pipeline					
	MGR signed on deals above 3 years firm duration (€Mn)			MGR signed on deals below or equal to 3 years firm duration (€Mn)		
Region	H1-2022	H2-2022	FY-2022	H1-2022	H2-2022	FY-2022
Continental Europe	79.8	80.2	160.1	34.1	37.4	71.4
UK	27.7	24.5	52.2	4.7	12.1	16.8
Total Europe	**107.5**	**104.7**	**212.2**	**38.8**	**49.5**	**88.3**
US	38.7	48.5	87.2	26.2	26.7	52.8
Total URW	**146.2**	**153.2**	**299.4**	**65.0**	**76.2**	**141.1**

Figures may not add up due to rounding.

NET RENTAL INCOME BY SEGMENT

	Net Rental Income (€Mn)			
Segment	2022	2021	Change (%)	Like-for like change (%)
Shopping Centres	**2,024.3**	1,632.5	24.0%	21.5%[a]
Offices & Others	**69.8**	60.2	16.0%	23.2%
Convention & Exhibition	**132.3**	31.5	320.0%	n.m.
Total URW	**2,226.3**	**1,724.2**	**29.1%**	**27.4%[b]**

Figures may not add up due to rounding.

(a) Excluding Airports.
(b) Including Airports.

NET RENTAL INCOME – SHOPPING CENTRES

Region	Net Rental Income (€Mn) 2022	2021	%
NRI - Continental Europe	1,325.8	1,052.4	26.0%
NRI UK	119.7	101.1	18.3%
Total NRI - Europe	**1,445.5**	**1,153.5**	**25.3%**
NRI US including Airports	578.8	479.0	20.8%
Total NRI - URW including Airports	**2,024.3**	**1,632.5**	**24.0%**

Figures may not add up due to rounding.

Region	Net Rental Income (€Mn) Like-for-like 2022	2021	%
Lfl NRI - Continental Europe	1,109.8	884.8	25.4%
Lfl NRI UK	119.7	98.6	21.4%
Total Lfl NRI - Europe	**1,229.5**	**983.5**	**25.0%**
Lfl NRI US excluding Airports	409.8	365.9	12.0%
Total Lfl NRI - URW excluding Airports	**1,639.4**	**1,349.3**	**21.5%**

Figures may not add up due to rounding.

	Net Rental Income Like-for-like evolution (%)					
Region	Renewals, relettings net of departures & indexation	Sales Based Rent	Other	Total excl. COVID-19 RD	COVID-19 rent discounts	Total
Lfl NRI - Continental Europe	1.4%	1.1%	4.9%	7.3%	18.1%	25.4%
Lfl NRI UK	0.1%	4.9%	(2.3%)	2.6%	18.8%	21.4%
Total Lfl NRI - Europe	**1.2%**	**1.4%**	**4.1%**	**6.8%**	**18.2%**	**25.0%**
Lfl NRI US excluding Airports	(7.5%)	4.7%	13.2%	10.4%	1.6%	12.0%
Total Lfl NRI - URW excluding Airports	**(1.1%)**	**2.3%**	**6.6%**	**7.8%**	**13.7%**	**21.5%**

Figures may not add up due to rounding.

SALES BASED RENTS

Region	Sales Based Rents (€Mn) 2022	2021	%
Continental Europe	34.8	24.5	42.5%
UK	11.1	5.6	97.4%
Total - Europe	**45.9**	**30.1**	**52.7%**
US excluding Airports	77.7	50.1	55.0%
URW excluding Airports	**123.6**	**80.2**	**54.1%**

Figures may not add up due to rounding.

COMMERCIAL PARTNERSHIPS

Region	Commercial Partnerships (€Mn) 2022	2021	%
Continental Europe	40.0	27.1	47.2%
UK	15.2	10.0	51.7%
Total - Europe	**55.1**	**37.1**	**48.4%**
US	60.4	39.1	54.5%
Total URW	**115.5**	**76.2**	**51.5%**

Figures may not add up due to rounding.

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NET RENTAL INCOME – OFFICES & OTHERS

Region	Net Rental Income (€Mn) 2022	2021	Change (%)	Like-for like change (%)
France	53.5	34.9	53.3%	44.2%
Other countries	12.1	18.5	(34.4%)	1.1%
Total NRI - Europe	**65.7**	**53.4**	**22.9%**	**30.5%**
US	4.1	6.7	(38.9%)	(30.8%)
Total NRI - URW	**69.8**	**60.2**	**16.0%**	**23.2%**

Figures may not add up due to rounding.

VACANCY – SHOPPING CENTRES

Region	Vacancy Dec. 31, 2022 (€Mn)	Dec. 31, 2022 %	June 30, 2022 %	Dec. 31, 2021 %
Continental Europe	49.1	3.1%	4.0%	4.0%
UK	26.4	9.4%	9.7%	10.6%
Total Europe	**75.5**	**4.1%**	**4.9%**	**4.9%**
US	115.2	10.4%	10.4%	11.0%
Total URW	**190.7**	**6.5%**	**6.9%**	**7.0%**

Figures may not add up due to rounding.

LEASE EXPIRY SCHEDULE

Total URW (Shopping Centres + Offices & Others)	Lease expiry schedule MGR (€Mn) at date of next break option	As a % of total	MGR (€Mn) at expiry date	As a % of total
Expired	73.9	3.7%	73.9	3.7%
2023	355.1	17.6%	195.6	9.7%
2024	311.1	15.4%	203.0	10.1%
2025	316.5	15.7%	218.7	10.8%
2026	236.6	11.7%	185.4	9.2%
2027	214.2	10.6%	225.4	11.2%
2028	170.4	8.4%	192.7	9.5%
2029	79.2	3.9%	128.6	6.4%
2030	61.5	3.0%	120.2	6.0%
2031	62.2	3.1%	128.8	6.4%
2032	66.2	3.3%	118.2	5.9%
2033	23.4	1.2%	65.1	3.2%
Beyond	49.2	2.4%	163.8	8.1%
Total	2,019.6	100%	2,019.6	100%

Figures may not add up due to rounding.

4.2.2 CONSOLIDATED INCOME STATEMENT BY SEGMENT AND REGION

Net result by segment on a proportionate basis (€Mn)		2022 Recurring activities	2022 Non-recurring activities[2]	2022 Result	2021[1] Recurring activities	2021[1] Non-recurring activities[2]	2021[1] Result
SHOPPING CENTRES							
SOUTHERN EUROPE	Gross rental income	776.4	-	776.4	627.2	-	627.2
	Operating expenses and net service charges	(81.0)	-	(81.0)	(83.8)	-	(83.8)
	Net rental income	**695.4**	**-**	**695.4**	**543.4**	**-**	**543.4**
	Contribution of companies accounted for using the equity method	29.1	65.8	94.8	37.3	(8.6)	28.7
	Gains/losses on sales of properties	-	(4.3)	(4.3)	-	(11.5)	(11.5)
	Valuation movements on assets	-	(144.4)	(144.4)	-	(364.5)	(364.5)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres Southern Europe	**724.4**	**(82.9)**	**641.5**	**580.7**	**(384.5)**	**196.2**
US	Gross rental income	860.4	-	860.4	759.0	-	759.0
	Operating expenses and net service charges	(281.6)	-	(281.6)	(280.0)	-	(280.0)
	Net rental income	**578.8**	**-**	**578.8**	**479.0**	**-**	**479.0**
	Contribution of companies accounted for using the equity method	0.6	(30.6)	(30.1)	5.2	(17.2)	(12.0)
	Gains/losses on sales of properties	-	(23.0)	(23.0)	-	57.7	57.7
	Valuation movements on assets	-	(711.9)	(711.9)	-	(1,049.0)	(1,049.0)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres US	**579.4**	**(765.5)**	**(186.2)**	**484.2**	**(1,008.5)**	**(524.3)**
CENTRAL AND EASTERN EUROPE	Gross rental income	495.5	-	495.5	419.5	-	419.5
	Operating expenses and net service charges	(40.7)	-	(40.7)	(78.5)	-	(78.5)
	Net rental income	**454.8**	**-**	**454.8**	**341.0**	**-**	**341.0**
	Contribution of companies accounted for using the equity method	32.8	22.5	55.4	25.5	(23.4)	2.1
	Gains/losses on sales of properties	-	7.6	7.6	-	4.6	4.6
	Valuation movements on assets	-	(260.9)	(260.9)	-	(311.5)	(311.5)
	Impairment of goodwill	-	-	-	-	(156.4)	(156.4)
	Result from operations Shopping Centres Central and Eastern Europe	**487.7**	**(230.7)**	**256.9**	**366.5**	**(486.7)**	**(120.2)**
NORTHERN EUROPE	Gross rental income	212.2	-	212.2	201.1	-	201.1
	Operating expenses and net service charges	(36.7)	-	(36.7)	(33.1)	-	(33.1)
	Net rental income	**175.6**	**-**	**175.6**	**167.9**	**-**	**167.9**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	12.9	12.9	-	56.9	56.9
	Valuation movements on assets	-	(53.0)	(53.0)	-	14.5	14.5
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres Northern Europe	**175.6**	**(40.1)**	**135.5**	**167.9**	**71.4**	**239.4**
UK	Gross rental income	201.8	-	201.8	169.2	-	169.2
	Operating expenses and net service charges	(82.2)	-	(82.2)	(68.1)	-	(68.1)
	Net rental income	**119.7**	**-**	**119.7**	**101.1**	**-**	**101.1**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	-	-	-	-	-
	Valuation movements on assets	-	(145.7)	(145.7)	-	(364.9)	(364.9)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres UK	**119.7**	**(145.7)**	**(26.0)**	**101.1**	**(364.9)**	**(263.8)**
TOTAL RESULT FROM OPERATIONS SHOPPING CENTRES		**2,086.7**	**(1,265.1)**	**821.7**	**1,700.5**	**(2,173.2)**	**(472.8)**

(1) Following the creation of a new subtotal "Depreciation and impairment of tangible and intangible assets" the figures for 2021 were accordingly restated.
(2) 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, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.

Net result by segment on a proportionate basis (€Mn)		2022 Recurring activities	2022 Non-recurring activities[2]	2022 Result	2021[1] Recurring activities	2021[1] Non-recurring activities[2]	2021[1] Result
OFFICES & OTHERS							
FRANCE	Gross rental income	58.7	-	58.7	37.2	-	37.2
	Operating expenses and net service charges	(5.2)	-	(5.2)	(2.3)	-	(2.3)
	Net rental income	**53.5**	**-**	**53.5**	**34.9**	**-**	**34.9**
	Contribution of companies accounted for using the equity method	(0.2)	7.2	7.1	(0.0)	0.2	0.1
	Gains/losses on sales of properties	-	(0.3)	(0.3)	-	74.3	74.3
	Valuation movements on assets	-	(123.7)	(123.7)	-	135.7	135.7
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Offices & Others France	**53.3**	**(116.8)**	**(63.5)**	**34.9**	**210.1**	**245.0**
OTHER COUNTRIES	Gross rental income	24.7	-	24.7	36.3	-	36.3
	Operating expenses and net service charges	(8.4)	-	(8.4)	(11.0)	-	(11.0)
	Net rental income	**16.3**	**-**	**16.3**	**25.3**	**-**	**25.3**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	0.3	0.3	-	28.5	28.5
	Valuation movements on assets	-	(96.0)	(96.0)	-	21.5	21.5
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Offices & Others Other countries	**16.3**	**(95.7)**	**(79.5)**	**25.3**	**50.0**	**75.3**
TOTAL RESULT FROM OPERATIONS OFFICES & OTHERS		69.6	(212.5)	(142.9)	60.1	260.2	320.3
CONVENTION & EXHIBITION							
FRANCE	Gross rental income	202.6	-	202.6	96.8	-	96.8
	Operating expenses and net service charges	(70.3)	-	(70.3)	(65.3)	-	(65.3)
	Net rental income	**132.3**	**-**	**132.3**	**31.5**	**-**	**31.5**
	On-site property services net income	57.9	-	57.9	23.7	-	23.7
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Valuation movements, depreciation, capital gains	-	(69.7)	(69.7)	-	(106.6)	(106.6)
	Impairment of goodwill	-	-	-	-	-	-
TOTAL RESULT FROM OPERATIONS C&E		190.2	(69.7)	120.5	55.2	(106.6)	(51.4)
Net property development and project management income		32.1	-	32.1	36.8	-	36.8
Other property services net income		44.8	(0.0)	44.8	27.2	-	27.2
Impairment of goodwill related to the property services		-	-	-	-	-	-
Corporate expenses		(214.4)	-	(214.4)	(183.0)	-	(183.0)
Acquisition and other costs		-	2.6	2.6	-	(8.9)	(8.9)
NET OPERATING RESULT BEFORE DEPRECIATION AND IMPAIRMENT OF ASSETS		2,209.0	(1,544.7)	664.2	1,696.7	(2,028.6)	(331.9)
Depreciation and impairment of tangible and intangible assets		(57.2)	(14.9)	(72.1)	(56.1)	(41.0)	(97.1)
NET OPERATING RESULT		2,151.8	(1,559.7)	592.1	1,640.7	(2,069.6)	(428.9)
Result from non-consolidated companies		4.3	-	4.3	2.5	-	2.5
Financing result		(524.1)	283.1	(241.0)	(512.3)	(96.9)	(609.2)
RESULT BEFORE TAX		1,632.0	(1,276.6)	355.4	1,130.9	(2,166.5)	(1,035.6)
Income tax expenses		(66.6)	(0.3)	(66.9)	(14.6)	59.0	44.3
NET RESULT FOR THE PERIOD		1,565.4	(1,276.9)	288.5	1,116.3	(2,107.5)	(991.3)
External non-controlling interests		(226.0)	115.7	(110.3)	(111.0)	130.2	19.2
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		1,339.3	(1,161.1)	178.2	1,005.3	(1,977.4)	(972.1)

(1) Following the creation of a new subtotal "Depreciation and impairment of tangible and intangible assets" the figures for 2021 were accordingly restated.

(2) 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, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.

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CHAPTER 5.

Financial statements as at December 31, 2022

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On February 6, 2023, the Management Board ("MB") approved the consolidated financial statements of Unibail-Rodamco-Westfield SE (URW SE) for the year ended December 31, 2022, and the Supervisory Board ("SB") authorized their publication on February 9, 2023. On March 27, 2023, after having informed the SB, the MB approved a slightly modified version with no impact on the net result or equity attributable to the holders of the Stapled Shares.

These consolidated financial statements will be submitted to the approval of the Annual General Meeting ("AGM") expected to be held on May 11, 2023.

5.1 CONSOLIDATED FINANCIAL STATEMENTS

The financial statements are presented in millions of euros, rounded to the nearest hundred thousand. As a result, there may be slight differences between rounded figures.

In 2022, in order to improve the information and reading of the financial statements, the Group made the following changes:

- In the consolidated statement of comprehensive income:
  - The line "Depreciation of other tangible assets" was renamed "Depreciation of other tangible and intangible assets", and the depreciation of intangible assets was moved from the line "Corporate expenses" to this line; and
  - The line "Development expenses" was included in the line "Corporate expenses".
- In note 4.4. "Net result by segment on a proportionate basis":
  - A new subtotal "Net operating result before depreciation and impairment of assets" was created. The recurring part corresponds to the EBITDA;
  - The line "Depreciation and impairment of tangible and intangible assets" was created after the line "Net operating result before depreciation and impairment of assets", in order to gather the amounts of depreciation of tangible and intangible assets, which were previously included in the following lines:
    - "Valuation movements, depreciation, capital gains" in the Result from operations Convention & Exhibition (C&E);
    - "Other property services net income"; and
    - "Corporate expenses".
  - The line "Development expenses" was included in the line "Corporate expenses".

The figures as at December 31, 2021, were restated accordingly. The amounts of these reclassifications had no significant impact on the consolidated financial statements.

5.1.1 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(€Mn)	Notes	2022	2021
Gross rental income	4.2.1/4.4.1	2,231.3	1,833.4
Ground rents paid	*4.2.1/4.4.2*	*(38.3)*	*(39.1)*
Service charge income	*4.2.1/4.4.2*	*320.5*	*299.4*
Service charge expenses	*4.2.1/4.4.2*	*(384.6)*	*(356.3)*
Property operating expenses	*4.2.1/4.4.2*	*(353.3)*	*(365.7)*
Operating expenses and net service charges		(455.7)	(461.7)
Net rental income		**1,775.6**	**1,371.8**
Property development and project management revenue		162.1	195.0
Property development and project management costs		(130.0)	(158.2)
Net property development and project management income	**4.4.4**	**32.1**	**36.8**
Property services and other activities revenues		289.9	191.9
Property services and other activities expenses		(211.8)	(163.5)
Net property services and other activities income	**4.2.1/4.4.3**	**78.0**	**28.4**
Share of the result of companies accounted for using the equity method		(51.8)	(570.5)
Income on financial assets		31.0	25.1
Contribution of companies accounted for using the equity method	**6.2**	**(20.8)**	**(545.4)**
Corporate expenses		(210.4)	(180.6)
Depreciation of other tangible and intangible assets		(32.4)	(32.9)
Administrative expenses	**4.4.5**	**(242.8)**	**(213.5)**
Acquisition and other costs	**4.4.6**	**2.6**	**(8.9)**
Proceeds from disposal of investment properties		1,046.4	1,794.1
Carrying value of investment properties sold		(1,015.5)	(1,585.8)
Result on disposal of investment properties and loss of control[1]	**3.4.2**	**30.9**	**208.3**
Valuation gains on assets		403.6	580.8
Valuation losses on assets		(1,514.2)	(1,778.1)
Valuation movements on assets	**5.5**	**(1,110.6)**	**(1,197.3)**
Impairment of goodwill	**5.4**	**-**	**(145.9)**
NET OPERATING RESULT		**545.0**	**(465.7)**
Result from non-consolidated companies		4.3	2.5
Financial income		*245.3*	*212.2*
Financial expenses		*(719.3)*	*(678.1)*
Net financing costs	7.2.1	(474.0)	(465.9)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	7.2.2/7.3	0.3	(2.9)
Fair value adjustments of derivatives, debt and currency effect	7.2.2	275.0	(91.4)
Debt discounting	7.2.2	0.6	(0.9)
RESULT BEFORE TAX		**351.2**	**(1,024.1)**
Income tax expenses	8.2	(62.7)	32.9
NET RESULT FOR THE PERIOD		**288.5**	**(991.3)**
Net result for the period attributable to:			
• The holders of the Stapled Shares		178.2	(972.1)
• External non-controlling interests	3.5.2	110.3	(19.2)
NET RESULT FOR THE PERIOD		**288.5**	**(991.3)**
Net result for the period attributable to the holders of the Stapled Shares analysed by amount attributable to:			
• Unibail-Rodamco-Westfield SE members[2]		269.2	(500.9)
• Unibail-Rodamco-Westfield N.V. members[2]		(91.0)	(471.2)
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		**178.2**	**(972.1)**
Average number of shares (undiluted)	12.2	138,717,455	138,545,360
Net result for the period (Holders of the Stapled Shares)		178.2	(972.1)
Net result for the period per share (Holders of the Stapled Shares) (€)		**1.28**	**(7.02)**
Net result for the period restated (Holders of the Stapled Shares)[3]		177.9	(969.2)
Average number of shares (diluted)	12.2	139,450,787	140,189,353
Diluted net result per share (Holders of the Stapled Shares) (€)[4]		**1.28**	**(7.02)**

Net comprehensive income (€Mn)	Notes	2022	2021
NET RESULT FOR THE PERIOD		288.5	(991.3)
Foreign currency differences on translation of financial statements of subsidiaries and net investments in these subsidiaries		125.2	560.0
Other comprehensive income that may be subsequently recycled to profit or loss		125.2	560.0
Employee benefits		2.0	1.4
Fair Value of Financial assets		(9.3)	(2.7)
Other comprehensive income not subsequently recyclable to profit or loss		(7.3)	(1.3)
OTHER COMPREHENSIVE INCOME		117.9	558.7
NET COMPREHENSIVE INCOME		406.4	(432.5)
External non-controlling interests		109.9	(18.8)
NET COMPREHENSIVE INCOME (HOLDERS OF THE STAPLED SHARES)		296.5	(413.8)

(1) The result on disposal of investment properties includes both the result on disposal of assets and the result on disposal of shares.
(2) The allocation between URW SE and URW NV members of the Net Result for the period attributable to the holders of the Stapled Shares was restated in 2021 following a reclassification between URW SE (Non-controlling interests) and Owners of URW NV shares in the URW NV consolidated accounts.
(3) The impact of the fair value of the ORNANE and the related financial expenses are restated from the net result of the period if it has a dilutive impact.
(4) In case of a negative net result for the period, the diluted net result per share is equal to the net result for the period per share.

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5.1.2 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(€Mn)	Notes	Dec. 31, 2022	Dec. 31, 2021
NON-CURRENT ASSETS		**50,177.5**	**51,189.9**
Investment properties	**5.1**	**38,993.4**	**39,997.9**
Investment properties at fair value		*37,830.8*	*38,642.1*
Investment properties at cost		*1,162.6*	*1,355.8*
Shares and investments in companies accounted for using the equity method	6.2	7,927.1	8,286.2
Other tangible assets	5.2.2	137.3	145.9
Goodwill	5.4.2	1,079.2	1,079.2
Intangible assets	5.3.2	820.5	844.8
Investments in financial assets	7.3.1	365.2	370.7
Deferred tax assets	8.3	23.8	22.3
Derivatives at fair value	7.4	831.0	442.9
CURRENT ASSETS		**4,458.5**	**3,729.5**
Properties or shares held for sale	5.1	-	311.3
Inventories		44.4	37.4
Trade receivables from activity	7.5.3	463.9	532.5
Tax receivables		174.9	184.8
Other receivables		446.2	407.4
Cash and cash equivalents	7.3.7	3,329.1	2,256.1
TOTAL ASSETS		**54,636.0**	**54,919.4**
Equity attributable to the holders of the Stapled Shares		**17,188.7**	**16,927.1**
Share capital		693.8	693.0
Additional paid-in capital		13,487.3	13,483.6
Consolidated reserves		2,692.0	3,710.4
Hedging and foreign currency translation reserves		137.4	12.2
Consolidated result		178.2	(972.1)
• *Equity attributable to Unibail-Rodamco-Westfield SE members*[1]		*17,478.4*	*17,210.5*
• *Equity attributable to Unibail-Rodamco-Westfield N.V. members*[1]		*(289.7)*	*(283.4)*
Hybrid securities		1,988.5	1,988.5
External non-controlling interests		3,771.1	3,458.1
TOTAL SHAREHOLDERS' EQUITY		**22,948.2**	**22,373.7**
NON-CURRENT LIABILITIES		**29,002.7**	**28,987.9**
Non-current commitment to external non-controlling interests	3.5.1	39.4	95.0
Non-current bonds and borrowings	7.3.7	24,778.2	24,774.6
Non-current lease liabilities	7.3.3	843.3	752.6
Derivatives at fair value	7.4	1,097.4	1,067.2
Deferred tax liabilities	8.3	1,828.8	1,893.4
Non-current provisions	9	67.7	55.5
Guarantee deposits		218.2	200.9
Amounts due on investments		39.1	54.1
Other non-current liabilities		90.6	94.6
CURRENT LIABILITIES		**2,685.1**	**3,557.8**
Current commitment to external non-controlling interests		5.4	4.8
Amounts due to suppliers and other creditors		**1,147.2**	**1,244.7**
Amounts due to suppliers		*240.5*	*229.0*
Amounts due on investments		*411.3*	*473.7*
Sundry creditors		*495.4*	*542.0*
Other current liabilities	10	718.2	667.4
Net share settled bonds convertible into new and/or existing shares (ORNANE)		-	500.3
Current borrowings and amounts due to credit institutions	7.3.7	725.7	1,073.7
Current lease liabilities	7.3.3	55.6	32.3
Current provisions	9	33.0	34.6
TOTAL LIABILITIES AND EQUITY		**54,636.0**	**54,919.4**

(1) The allocation between URW SE and URW NV members of the Equity attributable to the holders of the Stapled Shares was restated in 2021 following a reclassification between URW SE (Non-controlling interests) and Owners of URW NV shares in the URW NV consolidated accounts.

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5.1.3 CONSOLIDATED STATEMENT OF CASH FLOWS

(€Mn)	Notes	2022	2021
OPERATING ACTIVITIES			
Net result		288.5	(991.3)
Depreciation & provisions[1]		15.1	9.3
Impairment of goodwill		-	145.9
Changes in value of property assets	5.5	1,110.6	1,197.3
Changes in value of financial instruments		(275.9)	95.1
Charges and income relating to stock options and similar items		17.8	12.5
Net capital gains/losses on disposal of investment properties[2]		(30.9)	(208.3)
Share of the result of companies accounted for using the equity method	6.2	51.8	570.5
Income on financial assets	6.2	(31.0)	(25.1)
Dividend income from non-consolidated companies		(4.3)	(2.5)
Net financing costs	7.2.1	474.0	465.9
Income tax charge (income)		62.7	(32.9)
Cash flow before net financing costs and tax		**1,678.4**	**1,236.4**
Income on financial assets		31.0	25.1
Dividend income and result from companies accounted for using the equity method or non-consolidated[3]		662.1	271.2
Income tax paid		(64.7)	(27.3)
Change in working capital requirement		129.4	215.2
TOTAL CASH FLOW FROM OPERATING ACTIVITIES		**2,436.2**	**1,720.6**
INVESTMENT ACTIVITIES			
Property activities		297.0	625.0
Acquisition of subsidiaries, net of cash acquired	3.4.1	-	(28.2)
Amounts paid for works and acquisition of property assets	5.6	(904.8)	(888.9)
Repayment of property financing		25.5	14.6
Increase of property financing		(143.3)	(250.8)
Disposal of shares	3.4.2	734.1	854.7
Disposal of investment properties	3.4.2	585.5	923.6
Financial activities		(16.2)	(4.2)
Acquisition of financial assets		(17.2)	(9.8)
Repayment of financial assets		1.0	5.9
Change in financial assets		-	(0.3)
TOTAL CASH FLOW FROM INVESTMENT ACTIVITIES		**280.8**	**620.8**
FINANCING ACTIVITIES			
Capital increase of parent company		4.6	3.6
Change in capital from companies with non-controlling shareholders		-	4.3
Dividends paid to non-controlling shareholders of consolidated companies		(76.2)	(74.7)
Coupon on the Hybrid Securities		(48.1)	(48.1)
New borrowings and financial liabilities	7.3.3	908.8	1,832.5
Repayment of borrowings and financial liabilities	7.3.3	(1,879.0)	(3,437.6)
Financial income	7.2.1	261.5	204.6
Financial expenses	7.2.1	(690.0)	(662.2)
Other financing activities	7.3.6	(124.4)	(65.6)
TOTAL CASH FLOW FROM FINANCING ACTIVITIES		**(1,642.8)**	**(2,243.2)**
Change in cash and cash equivalents during the period		**1,074.2**	**98.2**
Net cash and cash equivalents at the beginning of the year		**2,239.7**	**2,127.8**
Effect of exchange rate fluctuations on cash held		**7.3**	**13.7**
Net cash and cash equivalents at period-end	**7.3.7**	**3,321.2**	**2,239.7**

(1) Includes straightlining of key money and lease incentives.
(2) Includes capital gains/losses on property sales, disposals of short-term investment properties and disposals of operating assets.
(3) In 2022, includes €343.2 Mn of distributions made by US companies accounted for using the equity method, following the disposal of their assets.

5.1.4 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(€Mn)	Share capital	Additional paid-in capital	Consolidated reserves	Hedging & foreign currency translation reserves[1]	Consolidated net result	Equity attributable to the holders of the Stapled Shares	Hybrid Securities[2]	External non-controlling interests	Total Shareholders' equity
Equity as at Dec. 31, 2020	**692.4**	**13,480.7**	**10,980.8**	**(547.8)**	**(7,212.6)**	**17,393.5**	**1,988.5**	**3,413.0**	**22,795.0**
Profit or loss of the period	-	-	-	-	(972.1)	(972.1)	-	(19.2)	(991.3)
Other comprehensive income	-	-	(1.7)	560.0	-	558.3	-	0.4	558.7
Net comprehensive income	**-**	**-**	**(1.7)**	**560.0**	**(972.1)**	**(413.8)**	**-**	**(18.8)**	**(432.5)**
Earnings appropriation	-	-	(7,212.6)	-	7,212.6	-	-	-	-
Dividends related to 2020	-	-	-	-	-	-	-	(74.7)	(74.7)
Stock options, Performance shares and Company Savings Plan	0.6	2.9	-	-	-	3.5	-	-	3.5
Share-based payment	-	-	13.3	-	-	13.3	-	-	13.3
Treasury shares	-	-	0.3	-	-	0.3	-	-	0.3
Coupon on the Hybrid Securities	-	-	(48.1)	-	-	(48.1)	-	-	(48.1)
Transactions with non-controlling interests	-	-	(23.3)	-	-	(23.3)	-	138.6	115.3
Changes in scope of consolidation and other movements	-	-	1.7	-	-	1.7	-	-	1.7
Equity as at Dec. 31, 2021	**693.0**	**13,483.6**	**3,710.4**	**12.2**	**(972.1)**	**16,927.1**	**1,988.5**	**3,458.1**	**22,373.7**
Profit or loss of the period	-	-	-	-	178.2	178.2	-	110.3	288.5
Other comprehensive income	-	-	(6.9)	125.2	-	118.3	-	(0.4)	117.9
Net comprehensive income	**-**	**-**	**(6.9)**	**125.2**	**178.2**	**296.5**	**-**	**109.9**	**406.4**
Earnings appropriation	-	-	(972.1)	-	972.1	-	-	-	-
Dividends related to 2021	-	-	-	-	-	-	-	(76.2)	(76.2)
Stock options, Performance shares and Company Savings Plan	0.8	3.7	-	-	-	4.5	-	-	4.5
Share-based payment	-	-	18.0	-	-	18.0	-	-	18.0
Treasury shares	-	-	-	-	-	-	-	-	-
Coupon on the Hybrid Securities	-	-	(48.1)	-	-	(48.1)	-	-	(48.1)
Transactions with non-controlling interests	-	-	(10.6)	-	-	(10.6)	-	279.3	268.7
Changes in scope of consolidation and other movements	-	-	1.3	-	-	1.3	-	-	1.3
Equity as at Dec. 31, 2022	**693.8**	**13,487.3**	**2,692.0**	**137.4**	**178.2**	**17,188.7**	**1,988.5**	**3,771.1**	**22,948.2**

(1) 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.

(2) In 2018, URW issued €2,000 Mn of hybrid securities. These hybrid securities are deeply subordinated perpetual instruments with a coupon deferral option and are accounted for in equity. This issuance was made in 2 tranches:
- €1,250 Mn with a 2.125% coupon and callable after 5.5 years; and
- €750 Mn with a 2.875% coupon and callable after 8 years.

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NOTE 1. SIGNIFICANT EVENTS

1.1. SIGNIFICANT EVENTS OF 2022

1.1.1. ACQUISITIONS/DISPOSALS IN 2022

DISPOSAL OF SOLNA CENTRUM

URW completed on February 1, 2022, the sale of Solna Centrum to Alecta Fastigheter for an agreed Total Acquisition Cost ("TAC") of €272 Mn. The disposal result amounted to +€23.5 Mn and was recorded in the consolidated statement of comprehensive income.

DISPOSAL OF A 45% STAKE IN THE WESTFIELD CARRÉ SÉNART SHOPPING CENTRE

On February 16, 2022, the Group completed the disposal of a 45% stake in Westfield Carré Sénart to Société Générale Assurances and BNP Paribas Cardif for an implied price of c. €1.0 Bn (at 100%). URW has granted the buyers a rental guarantee of up to €13.5 Mn (at 45%) for a duration of up to 3 years from closing of the transaction. The rental guarantee includes a clawback mechanism for URW in case of overperformance limited to guarantee payments related to the previous periods. The JV put in place a non-recourse 7-year mortgage loan for a total amount of €302 Mn.

URW will continue to control and manage the asset, which will remain fully consolidated. Consequently, the result of the transaction was recorded in the equity attributable to the holders of the Stapled Shares for -€11.9 Mn, including the value of the rental guarantee and the transaction costs.

DISPOSAL OF 2 RESIDENTIAL BUILDINGS AT WESTFIELD HAMBURG

The Group disposed 2 residential building rights at Westfield Hamburg in January and March, 2022, for a Net Disposal Price ("NDP") of €51 Mn. The disposal result amounted to +€4.5 Mn and was recorded in the consolidated statement of comprehensive income.

SALE OF THE SITE OF THE FORMER PROMENADE MALL

On March 15, 2022, URW announced the sale of the 34-acre site of the former Promenade Mall, located in the San Fernando Valley of Los Angeles, to a group of private investors for $150 Mn (at 100%, URW share 55%), reflecting a 60% premium to the latest appraisal.

As the Company is accounted for using the equity method, the URW's stake in the net disposal result of +€19.8 Mn is recorded within the share of the result of companies accounted for using the equity method.

SALE OF GERA ARCADEN

On July 1, 2022, the Group completed the sale of Gera Arcaden to an institutional investor for an agreed NDP of €116 Mn (at 100%, URW share 51%).

The disposal result amounted to +€11.5 Mn and was recorded in the consolidated statement of comprehensive income.

DISPOSAL OF ALMERE

On July 7, 2022, the Group completed the sale of Almere Centrum in The Netherlands to a group of private investors led by the UMB Group for a NDP of €155 Mn in line with the last appraisal value.

SALE OF CARRÉ SÉNART SHOPPING PARC

On July 13, 2022, URW signed and closed the sale of Carré Sénart Shopping Parc to a French institutional investor for an agreed NDP of €120 Mn, above last appraisal value. The disposal result amounted to +€12.1 Mn and was recorded in the consolidated statement of comprehensive income.

DISPOSAL OF WESTFIELD SANTA ANITA

On August 25, 2022, the Group completed the sale of Westfield Santa Anita in Arcadia, California, to an established commercial real estate investor who owns other Retail assets in Southern California.

The sale price of $537.5 Mn (at 100%, URW share 49%), reflects a sub-6% net initial yield and a 10.7% discount to the latest unaffected appraisal as of December 2021.

As the Company is accounted for using the equity method, the URW's stake in the net disposal result of -€32.4 Mn is recorded within the share of the result of companies accounted for using the equity method.

DISPOSAL OF AN ADDITIONAL 27% STAKE IN AUPARK

On August 31, 2022, the Purchasers acquired 2 complementary stakes ("Tranches 2, 3") based on appraisal values as at June 30, 2022. As at December 31, 2022, URW holds a remaining 13% interest and has joint control over the joint venture which continues to be accounted for using the equity method. (See 1.2.2 Acquisitions/Disposals 2021 - *Disposal of a 60% stake in Aupark*).

DISPOSAL OF VILLENEUVE 2

On September 30, 2022, URW completed the disposal of Villeneuve 2 shopping centre , located in the Lille region, to Ceetrus. The net disposal result amounted to -€17.1 Mn and was recorded in the consolidated statement of comprehensive income.

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DISPOSAL OF THE VILLAGE IN SAN FERNANDO VALLEY

On December 27, 2022, the Group announced that it has completed the sale of The Village, an outdoor lifestyle destination in the San Fernando Valley of Los Angeles, to the Kroenke Organization. The sale price of $325 Mn (at 100%, URW share 55%), reflects a 10.6% discount to the last unaffected appraisal. The net disposal result amounted to -€20.9 Mn and was recorded within the share of the result of companies accounted for using the equity method.

DISPOSAL OF WESTFIELD TRUMBULL AND WESTFIELD SOUTH SHORE SHOPPING CENTRES

On December 30, 2022, the Group announced that it has completed the sale of Westfield Trumbull located in Trumbull, Connecticut and Westfield South Shore located in Bay Shore, New York, to a commercial real estate investment firm. The combined gross sale price of these wholly owned regional assets at $196 Mn is equal to their gross market value.

1.1.2. POST COVID-19 RECOVERY

The operations in URW shopping centres remained impacted by restrictions in the first few months of 2022.

As from May 2022, no restrictions were applicable anymore in any of the regions in which the Group operates. Over the period, the economic situation has evolved rapidly with the conflict in Ukraine, an increase in energy costs and higher inflation leading Central Banks to increase interest rates. Nevertheless, despite all these challenges, the year 2022 showed a good resumption of the activity in URW's assets, in particular Retail and C&E.

RENT RELIEF AND GOVERNMENT SUPPORT

Throughout the COVID-19 crisis, URW recognised the issues the Group's tenants faced due to administrative closures or trading restrictions, and the need to provide relief, generally limited to the period of closure and based on the principle of a fair sharing of the burden. These negotiations were focused on providing a one-off rent relief, not on permanently changing lease terms or structures.

With all major restrictions being lifted, URW did not provide any COVID-19 rent relief in 2022 regarding 2022 for its shopping centre activity. The 2022 Profit and Loss ("P&L") remained impacted by the straight lining and updated assessment of rent relief granted in 2020 and 2021. The 2022 P&L impact of COVID-19 rent discount granted in 2020 and 2021 amounted to -€1.7 Mn for the Group's shopping centre activities[1] on a proportionate basis (vs. -€215.0 Mn in 2021).

(1) Excluding airports.

1.2. SIGNIFICANT EVENTS OF 2021

1.2.1. COVID-19 PANDEMIC

The COVID-19 pandemic continued to have a significant impact on URW's business over the course of 2021.

OVERVIEW OF RESTRICTIONS IN 2021

The operations in URW shopping centres were particularly impacted by lockdown periods and restrictions in the first half of 2021, while operations were generally able to take place with loosened restrictions in H2-2021, except year-end which was impacted by a resurgence of the pandemic.

During the first half of the year, most of the Group's European centres had to close at various points, except for "essential" retailers and excluding the centres in Sweden and parts of Spain that remained open throughout the period, albeit with certain restrictions on Food & Beverage ("F&B"), cinemas and fitness. In the US, all of the centres were open throughout the first half, however restrictions on sectors like F&B, entertainment and fitness were only progressively eased during February and March.

During H2-2021, the Group's centres and all Retail sectors were generally allowed to trade including indoor dining and entertainment, albeit with some remaining capacity limits or other sanitary requirements (such as a COVID-19 pass/proof of vaccination being required for dining or entertainment in several markets).

Late November and December saw some tightening of government rules, following the emergence of the "Omicron variant". Most notably, this saw the reintroduction of government guidance to work from home, restrictions for non-vaccinated people to access shopping centres and the imposition of some further lockdowns in Austria, Slovakia and The Netherlands.

At year-end, restrictions have been limited in particular thanks to the progress made on vaccination in all the regions in which the Group operates.

RENT RELIEF AND GOVERNMENT SUPPORT

Throughout the crisis, URW recognised the issues the Group's tenants faced due to administrative closures or trading restrictions and the need to provide relief, generally limited to the period of closure and based on the principle of a fair sharing of the burden. These negotiations were focused on providing a one-off rent relief, not on permanently changing lease terms or structures.

In some geographies (including the UK, Germany and certain US municipalities), legal remedies for non-payment of rent have also been temporarily limited during the crisis, while in Austria and Poland, existing and new laws respectively, even prohibited the charging of rents during closure periods. A new law in Poland applicable as from H2-2021 also provided for a 50% discount of rents to be applied over the 3 months following reopening.

In Sweden, Denmark, Czech Republic, Germany and Slovakia, the government created state subsidy programmes focused specifically on supporting retail tenants. In France, the government announced in November a new scheme to help retailers pay rent during the 2021 closure periods. URW helped its tenants access these subsidies whenever possible.

ACCOUNTING PRINCIPLES

The accounting principles used are described in note 4.4.1 "Gross Rental Income".

As at December 31, 2021, rent relief signed or expected to be signed regarding 2021 closures amounted to an estimated cash impact of €250 Mn (€301 Mn under proportionate), €212 Mn of which has been charged to the income statement during this period (€252 Mn under proportionate). The difference will be straight lined in future periods.

The Group carried out a detailed review of all tenants receivables as at December 31, 2021, and the provision for doubtful debtors was estimated according to International Financial Reporting Standards ("IFRS") 9 (see note 7.5.3. "Credit risk").

The total accounts receivable from Retail activities (gross amounts) decreased by -€43.6 Mn vs. December 31, 2020, (-€62.4 Mn under proportionate). During 2021, €67.8 Mn (€97.3 Mn under proportionate) of accounts receivable provision, net of reversals, were charged to the income statement, for the Shopping Centres, under the item "Property operating expenses".

As at December 31, 2021, the provision for doubtful debtors in the consolidated statement of financial position amounted to €234.3 Mn (€317.0 Mn under proportionate) compared with €207.0 Mn (€285.1 Mn under proportionate) at the end of December 31, 2020.

1.2.2. ACQUISITIONS/DISPOSALS IN 2021

ACQUISITIONS

The Group acquired the remaining 47.4% stake in Westfield Trumbull and Westfield Palm Desert in May 2021 for a total amount of €7.3 Mn, and the associated entities previously in joint control are fully consolidated from this date. The revaluation of the previously held investment amounts to €13.2 Mn ($16.0 Mn) and was booked in the "Result on disposal of investment properties and loss of control" in the consolidated statement of comprehensive income.

The Group increased its stake from 10% to 50% in the jointly owned company CH Warszawa U SP. z.o.o., owner of a project in Poland (Centrum Ursynów) for a total amount of €36.4 Mn.

DISPOSAL OF A 60% STAKE IN AUPARK

On May 27, 2021, URW completed the phased disposal of Aupark Bratislava, a 59,600 sqm Flagship destination in Slovakia. WOOD & Company, as transaction leader, together with its joint venture partner Tatra Asset Management ("the Purchasers"), initially acquired a 60% interest on the basis of an agreed TAC of €450 Mn (at 100%). The pre-agreed stakes "Tranche 2" (to be exercised in 2022) and "Tranche 3" (initially expected to be exercised in 2023) have been acquired in 2022. The remaining 13% will be acquired through pre-agreed stake in 2024 ("Tranche 4").

The joint venture formed by URW and the Purchasers has also refinanced the existing debt of Aupark by obtaining non-recourse bank financing of €229.5 Mn. In light of the impact of the ongoing COVID-19 pandemic, URW has provided:

- A 3-year rent guarantee equal to a maximum c. 2% of the Gross Market Value ("GMV"); and
- A participative loan including an earn-out mechanism, with a maximum amount at risk equal to c. 2% of the GMV, and a potential earn-out to URW, which apply should the returns to the Purchasers be lower than or exceed the agreed levels.

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The joint venture is governed by a board of directors with 6 members, 3 of which are designated by URW and 3 designated by the Purchasers. The relevant activities are the leasing, equipment, building, renovation as well as the management, servicing and maintenance of the asset. Decision on these relevant activities require the approval of both partners.

URW will continue to manage the property, together with WOOD & Company, until the asset has been fully acquired by the Purchasers and the earn-out mechanism settled, in return for market standard property and asset management fees.

As a result, URW has joint control over the joint venture which is accounted for using the equity method.

The new shareholders benefit from call option windows every 6 months on all the shares in the respective entity still held by URW, and URW benefits from put options on shares to be acquired by the Purchasers for tranches 2 to 4.

In case the Purchasers default on their obligation to acquire the pre-agreed stakes, URW has a drag along right for not less than 80% of the agreed valuation of Aupark and is entitled to take over the control of the joint venture.

The net disposal result amounted to +€6.9 Mn, including the value of the rental guarantee and the transaction costs. The revaluation of the 40% previously held investments for +€14.9 Mn and the exit of the goodwill for -€23.0 Mn are also part of the net disposal result.

DISPOSAL OF A 45% STAKE IN WESTFIELD SHOPPING CITY SÜD

On July 21, 2021, URW closed the disposal of a 45% minority stake in Westfield Shopping City Süd (138,600 sqm owned GLA) in Vienna (Austria) to Crédit Agricole Assurances. URW retains a controlling stake in the JV holding the asset and remains the asset and property manager. The implied offer price for the asset is €1,065 Mn (at 100%), representing a discount of -3% to the last unaffected appraisal value (December 31, 2020). In light of the impact of the ongoing COVID-19 pandemic, URW has granted the joint venture a 2-year rental guarantee capped at circa 2% of the implied offer price (at 100%). The JV put in place a non-recourse 7-year mortgage loan at a 1.39% cost for a total amount of €351 Mn corresponding to a Loan-To-Value ("LTV") below 35% at closing.

URW benefits from a earn-out clause in case the existing receivables at the date of closing, which were not reflected in the purchase price, are recovered post-closing. Within a 3-year period from closing, 45% of the net amount paid by tenants after closing on these receivables will be paid to URW shareholders as an earn-out. This earn-out is calculated on a quarterly basis.

URW has kept the control of the asset, which continues to be fully consolidated (see note 3.3 "Description of significant controlled partnerships"). As a consequence, the result of the transaction was recorded in the equity attributable to the holders of the Stapled Shares for -€20.9 Mn, including the value of the rental guarantee and the transaction costs.

FORECLOSURE OF US ASSETS

With respect to several regional malls in the US, URW defaulted on the loans and asked the servicer of its loans for the appointment of a receiver. During 2021, these assets were taken over by their respective mortgage lenders, the receiver was appointed by the relevant court, which transferred the management and control of each related asset and derecognised as of the date of the respective receivership.

Since the appointment dates, URW is no longer the owner of these assets, is not liable for the debt and does not recognise the revenues generated by these assets. This includes: Westfield Citrus Park and Westfield Countryside in Florida with an effective transfer on January 13, 2021; the Westfield Sarasota in Florida with an effective transfer on February 23, 2021; Westfield Broward in Florida, with an effective transfer on June 23, 2021; and Westfield Palm Desert in California on October 14, 2021. The special servicers agreed to release URW from all obligations under the Westfield Sarasota loan and any associated guarantees, in return for a payment of €9.2 Mn ($10.9 Mn).

However, for Westfield Palm Desert and Westfield Boward, URW is still at risk for financial guarantees associated with the loans until final foreclosure by the bank.

The expected credit loss of €40.8 Mn ($48.2 Mn) for the financial guarantee contracts related to Westfield Broward and Westfield Palm Desert is recognised within the disposal result.

The loss of control led to a profit of €44.4 Mn ($52.5 Mn) recorded in the "Result on disposal of investment properties and loss of control" in the consolidated statement of comprehensive income.

Westfield Broward has been sold by the bank in 2022, and as a result URW is not more at risk for financial guarantees associated with the loans.

DISPOSAL OF OFFICE BUILDINGS

On January 21, 2021, further to an agreement entered into on October 12, 2020, URW announced the completion of the disposal of the SHiFT office building, located in Issy-les-Moulineaux (Paris region), to a consortium of French institutional buyers (Primonial REIM, La Française and EDF Invest). The disposal price[1] of the transaction is €620 Mn.

On March 17, 2021, URW announced the completion of the disposals of the Les Villages 3, 4 and 6 office buildings, located in La Défense (Paris region) to French institutional investors. Agreements for the disposals were signed in December 2020. Village 3 was sold to an institutional fund managed by La Française Real Estate Managers on March 4, 2021. Village 4 and 6 were sold to institutional funds managed by Perial AM on March 17, 2021. The total NDP[2] of both transactions is €215 Mn.

On September 16, 2021, URW completed the sale and leaseback agreement with a French institutional investor for the 7 Adenauer office building in Paris (URW's global headquarters, accounted for at cost). The NDP of €249 Mn represents a premium to the last unaffected book value. Further to the new standard lease on the building, 7 Adenauer will remain its global headquarters. The rights retained by the Group amounted to €25 Mn and are booked as a right of use within the Other tangible assets and the total disposal result amounted to €86 Mn. A lease liability of €44 Mn was recognised in the consolidated financial statements.

PARTNERSHIP WITH AXA FOR THE TRIANGLE TOWER PROJECT IN PARIS

On November 1, 2021, URW signed a co-investment partnership with AXA IM Alts, a global leader in alternative investments acting on behalf of clients, for the Triangle Tower, a major new development in Paris. URW ownership is 30% and AXA IM Alts owns the remaining 70% in the newly created JV (SNC Triangle Renan).

The JV is governed by the steering committee in which the partner has the majority and is also the chairman. The AMO Manager (AXA's affiliate) holds large powers and has the control over the leasing, the financing and the follow up of the building's construction. The initial annual budget as well as the business plan are approved by a simple majority, thus by the partner. Only a limited number of reserved matters require the approval of URW.

As a result, URW only exercises a significant influence on the new entity which is accounted for using the equity method.

OTHER DISPOSALS

URW also disposed of several minor assets:

- Le Blériot, an office building located in the Paris region;
- The Q-Huset office building located in Täby;
- URW's 50% stake in the Palisade residential building at Westfield UTC; and
- 51% stake in Aquaboulevard and Le Sextant in October 2021, which URW jointly controls and is now accounted for using the equity method.

(1) TAC reduced by the Transaction Tax incurred by the buyer. As per standard market practice, the remaining lease incentives will be paid by the vendor.
(2) Net Disposal Price: TAC incurred by the acquirer minus all transfer taxes and transaction costs.

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NOTE 2. ACCOUNTING POLICIES

In accordance with EC regulation no. 1606/2002 of July 19, 2002, on the application of international accounting standards, URW has prepared its consolidated financial statements for the financial year ending December 31, 2022, under IFRS as adopted in the European Union ("EU") and applicable at this date.

These can be consulted on the website: http://ec.europa.eu/finance/company-reporting/ifrs-financialstatements/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, 2021, except for the application of the new obligatory standards and interpretations described below.

STANDARDS, AMENDMENTS AND INTERPRETATIONS EFFECTIVE AS OF JANUARY 1, 2022

- Amendments to IFRS 3 Business Combinations; International Accounting Standards ("IAS") 16 Property, Plant and Equipment; IAS 37 Provisions, Contingent Liabilities and Contingent Assets; and
- Annual Improvements 2018-2020.

These standards, amendments and interpretations do not have a significant impact on the Group's accounts as at December 31, 2022.

STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT MANDATORILY APPLICABLE AS OF JANUARY 1, 2022

The following text has been adopted by the EU as at December 31, 2022, but not applied in advance by the Group:

- IFRS 17 Insurance Contracts, including Amendments to IFRS 17; and
- Amendments to:
  - IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies;
  - IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates;
  - IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction; and
  - IFRS 17 Insurance contracts: Initial Application of IFRS 17 and IFRS 9 - Comparative Information.

The following texts were published by the International Accounting Standards Board ("IASB ") but have not yet been adopted by the EU:

- Amendments to IAS 1: Presentation of Financial Statements:
  - Classification of Liabilities as Current or Non-current;
  - Classification of Liabilities as Current or Non-current - Deferral of Effective Date; and
  - Non-current Liabilities with Covenants.
- Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback.

The measurement of the potential impacts of these texts on the consolidated accounts of URW is ongoing; no significant impacts are expected.

Following to the publication of IFRS IC, the Group performed a review of its Software-as-a-Service ("SaaS") contracts. These have no significant impact on the financial statements.

2.2. ESTIMATES AND ASSUMPTIONS

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by management in the current context, including higher inflation, higher interest rates, increase of energy and raw material costs, supply chain disruption resulting from uncertain geopolitical and economic environment, the aftermath of the COVID-19 pandemic and difficulties in assessing their impacts and future prospects. In this context, management has taken into account these uncertainties on the basis of reliable information available at the date of the preparation of the consolidated financial statements, particularly with regards to the fair value of investment properties and financial instruments, the estimation of the provision for doubtful debtors, as well as the testing of goodwill and intangible assets.

Due to inherent uncertainties associated with estimates, the Group reviews those estimates based on regularly updated information. Actual results might eventually differ from estimates made at the date of the preparation of the consolidated financial statements.

The most significant judgements and estimates are set out in the following notes: for the valuation of investment properties, in note 5.1 "Investment properties", for the intangible assets and goodwill, in notes 5.3 "Intangible assets" and 5.4 "Goodwill", for provision for doubtful debtors in note 7.5.3 "Credit risk", for rent relief in note 4.4.1 "Gross Rental Income", and for fair value of financial instruments in note 7.4 "Hedging instruments" respectively. Actual future results or outcomes may differ from these estimates. The property portfolio and intangible assets related to the Shopping Centres, Offices & Others, and C&E segments are valued by independent appraisers. 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 and incentives), in the applied required returns or discount rates or in the yield applied to capitalise the exit rent to determine an exit value.

2.3. CLIMATE CHANGE AND RISKS

Climate change mitigation and adaptation are part of the priorities of the Group Sustainability strategy, Better Places 2030, and form an essential component of the Sustainability risks analysis. URW analyses the physical and transitional risks associated with climate change. These risks are in turn integrated into the Enterprise Risk Management framework. As a consequence, the main management measures are designed and discussed as part of this framework.

The Group has set ambitious Greenhouse Gas ("GHG") emission reduction targets as part of Better Places 2030, addressing its entire value chain including the wide scope of indirect carbon emissions resulting from construction works, transportation of visitors and employees, and energy consumption of tenants, committing to reduce significantly its global GHG emissions.

On top of addressing climate change mitigation, Better Places 2030 also addresses climate adaptation through the resilience of its assets to climate change both for development projects (integrated into the Group sustainability design guidelines) and its standing assets.

The implementation of this programme is reflected in URW's financial statements, mainly through its investment strategy and the implementation of expenditures and expenses specifically incurred to meet environmental challenges. The Group also conducted an updated study on the physical risks associated with climate change in line with recommendations issued by the Task Force on Climate-related Financial Disclosures ("TCFD") and the EU Taxonomy regulation.

The projects associated with mitigation and adaptation to climate change are incorporated in the Group 5-year budget for standing assets and development projects.

INTEGRATION OF ESG IN URW'S VALUATIONS

A significant amount of information has been made available to the appraisers in relation to several ESG key performance indicators ("KPIs") on an asset-by-asset basis(1). Amongst others, these KPIs are the Energy Use Intensity on common areas, Building Research Establishment Environmental Assessment Method ("BREEAM") In-Use certificates, climate risk studies outcomes, renewal energy on-site production or presence of electric vehicle chargers. Appraisers have reviewed and considered the information provided in their valuation process. Capex to be spent in the next 5 years for the Energy Action Plan were integrated as ESG Capex within the valuation model(1).

FINANCING ACTIVITY

A strong sustainability-linked financing activity has been led by the Group with:

- 45% of undrawn credit lines are now sustainability linked; and
- A new Green Financing Framework has been released in November 2022.

GREEN LOANS

As at December 31, 2022, the total credit lines featuring with green or sustainable indicators stands at €4.45 Bn, and the sustainability-linked term loans amounts to €0.85 Bn, including debt under proportionate.

GREEN BONDS

The Group has decided to develop a stringent Green Bond framework to finance new development projects, and/or standing assets which meet all social and environmental criteria for the construction and operational phases defined in the "Use of Proceeds" procedure. Green Bonds are only used to finance resilient "best in class" assets, in line with a clear procedure for allocating funds ("Procedure for asset analysis, selection and monitoring under the "Green Bonds" system").

Green Bonds were issued in February 2014 and April 2015 based on this framework.

As at December 31, 2022, the outstanding nominal value of Green Bonds amounts to €1.1 Bn.

(1) For European shopping centres.

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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 URW 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 1 or more of the elements mentioned above.

The method of consolidation is determined by the type of control exercised:

- Control: the companies are fully consolidated;
- Joint control: 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; and
  - 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: accounted 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 euros at the foreign exchange rate at the closing date;
- Income and expenses and other comprehensive income ("OCI") are translated into euros 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); and
- When a Group company is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

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 euros 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; and
- 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 identify 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 recorded 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 based upon current best estimates at such date. It is possible that further adjustments to initial evaluation may be recognised within 12 months of the acquisition in accordance with IFRS rules.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through the 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 the income statement.

Under IFRS 3 Revised, the acquisition of additional shares from non-controlling shareholders is regarded as an equity transaction 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 attributable to the holders of the Stapled Shares. Any subsequent change in debt is also accounted for as equity attributable to the holders of the Stapled Shares. Income from non-controlling interests and dividends are recorded in equity attributable to the holders of the Stapled Shares.

3.2. CONSOLIDATION OF UNIBAIL-RODAMCO-WESTFIELD N.V.

After the completion of the Westfield acquisition by URW SE, Unibail-Rodamco-Westfield N.V. (URW NV), is held 60% directly by URW shareholders (Stapled Share principle) and 40% directly by URW SE.

As a result of the Stapled Share Principle and consistent with the legal set up of the transaction and governance of URW NV, the entity and its subsidiaries are fully consolidated.

The holders of the Stapled Shares are entitled to the same rights and obligations with respect to URW SE and URW NV. As a consequence, the 60% economic interest in URW NV directly held by such holders is reflected under the caption "Net result for the period attributable to the holders of the Stapled Shares", which is split between:

- "Net result of the period attributable to the holders of the Stapled Shares analysed by amount attributable to URW SE members"; and
- "Net result for the period attributable to the holders of the Stapled Shares analysed by amount attributable to URW NV members" on the face of the consolidated statement of comprehensive income.

On the face of the statement of financial position, the caption "Equity attributable to the holders of the Stapled Shares" is split between "Equity attributable to Unibail-Rodamco-Westfield SE members" and "Equity attributable to Unibail-Rodamco-Westfield N.V. members".

3.3. DESCRIPTION OF SIGNIFICANT CONTROLLED PARTNERSHIPS

The significant controlled partnerships are presented below.

VIPARIS AND PROPEXPO

The Viparis entities are equally held by URW SE and its partner, the CCIR (Paris-Ile-de-France Regional Chamber of Commerce and Industry). The relevant activities for these entities are the management of the C&E venues. The managing director, who holds the executive powers for the management of these relevant activities, is designated by URW SE.

The chairman, who has a non-executive role, is nominated by the partner and has no casting vote.

Each partner has the same number of directors in the MB. In the event of a tie vote, the directors designated by the Group have a casting vote.

There is no casting vote held by other governance or supervisory bodies (shareholders' general meetings) which could question this control.

The Group therefore 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 URW SE and CCIR.

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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, whereas the non-executive vice-president is designated by the CCIR.

There is 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. Propexpo is therefore fully consolidated.

UNIBAIL-RODAMCO-WESTFIELD GERMANY GMBH

URW Germany GmbH is jointly held by the Group (51%) and by Canada Pension Plan Investment Board ("CPPIB") (49%).

The relevant activities are the leasing, equipment, building and renovation, as well as the management, servicing and maintenance of these assets.

The Group is entitled to nominate 3 members of URW Germany GmbH's SB, and CPPIB 2 members. According to the governance, the Group controls URW Germany GmbH, which is therefore fully consolidated.

WESTFIELD PARLY 2 SHOPPING CENTRE

The Westfield Parly 2 shopping centre (Paris region) is held by the Group and the Abu Dhabi Investment Authority.

The relevant activities are the leasing, equipment, building and renovation, as well as the management, servicing and maintenance of the Westfield Parly 2 shopping centre.

The managing director of Westfield Parly 2 is a URW Company designated for an indefinite term, which holds powers in order to administrate the companies and obtain the authorisations needed for their activities.

There is 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 and is therefore fully consolidated.

WESTFIELD FORUM DES HALLES SHOPPING CENTRE & PARKING

The Westfield 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 URW Company designated for an indefinite term, which holds powers in order to administrate the Company and obtain the authorisations needed for its activities and cannot be removed without the agreement of the Group.

These assets are therefore fully consolidated.

WESTFIELD LES 4 TEMPS SHOPPING CENTRE

The asset is held for 53.3% by the Group and for 46.7% by 2 insurance companies.

The managing director is a URW Company designated for an indefinite term, which holds large powers in order to administrate the Company and obtain the authorisations needed for its activities and cannot be removed without the agreement of the Group.

The asset is therefore fully consolidated.

WESTFIELD SHOPPING CITY SÜD

The asset is held for 55% by the Group and for 45% by Crédit Agricole Assurances.

The managing directors are appointed by URW and cannot be removed without the agreement of the Group. They hold large powers in order to administrate the Company and obtain the authorisations needed for its activities.

Reserved matters requiring the approval of the partner are set with high thresholds, and are protective for the partner.

The asset is therefore fully consolidated.

WESTFIELD CARRÉ SÉNART

The asset is held for 55% by the Group and for 45% by Société Générale Assurances and BNP Paribas Cardif.

The managing directors are selected and appointed by URW for an indefinite period. They hold large powers in order to administrate the company and obtain the authorisations needed for its activities. All the decisions, including the budget, which are not reserved matters can be taken by URW without the approval of the minority shareholders.

Reserved matters requiring the approval of the partner are set with high thresholds, and are protective for the partner.

The asset is therefore fully consolidated.

3.4. ACQUISITIONS AND DISPOSALS

3.4.1. ACQUISITIONS OF SUBSIDIARIES, NET OF CASH ACQUIRED (CONSOLIDATED STATEMENT OF CASH FLOWS)

(€Mn)	2022	2021
Acquisition price of shares	-	(41.0)
Cash and current accounts	-	12.8
Acquisition of subsidiaries net of cash acquired	**-**	**(28.2)**

In 2021, it corresponds mainly to the acquisition of an additional stake in a development project in Poland.

3.4.2. RESULT ON DISPOSAL OF INVESTMENT PROPERTIES AND LOSS OF CONTROL

The result on disposal of investment properties includes both the result on disposal of assets and the result on disposal of shares.

(€Mn)	2022	2021
Net capital gains/losses on disposal of assets	**18.6**	**31.1**
Proceeds from disposal of assets	*737.4*	*1,346.5*
Carrying values of disposed assets	*(718.8)*	*(1,315.4)*
Net capital gains/losses on disposal of shares	**12.2**	**177.2**
Proceeds from disposal of shares	*309.0*	*447.6*
Carrying values of disposed shares	*(296.7)*	*(270.4)*
Net capital gains/losses on disposal of investment properties and loss of control	**30.9**	**208.3**

DISPOSAL OF SHARES/CONSOLIDATED SUBSIDIARIES, INVESTMENT PROPERTIES IN THE CONSOLIDATED STATEMENT OF CASH FLOWS

(€Mn)	2022	2021
Net price of shares sold	597.5[2]	545.4[2]
Cash and current accounts	136.6	309.3
Disposal of shares/consolidated subsidiaries[1]	**734.1**	**854.7**
Disposal of investment properties	**585.5[3]**	**923.6[3]**

(1) In 2022, refers mainly to the disposals of Solna Centrum, Westfield Carré Sénart, Almere and Aupark described in note 1.1. In 2021, corresponds mainly to the sales of Aupark, Westfield Shopping City Süd and 7 Adenauer.

(2) The disposal results of Westfield Carré Sénart in 2022 and Westfield Shopping City Süd in 2021 are booked within the Shareholders' equity (see note 1.1.1 "Acquisitions/ Disposals in 2022" and 1.2.2 "Acquisition/Disposals in 2021") and as a result is not shown in the proceeds from disposal of shares in the consolidated statement of comprehensive income.

(3) The difference between the proceeds from disposal of investment properties in the consolidated statement of comprehensive income and the disposal of investment properties in the consolidated statement of cash flows corresponds in 2022 to the disposal of Westfield Trumbull for which the financial debt is assumed by the buyer and is deducted from the disposal price of asset and in 2021, mainly to the proceeds from disposals of foreclosed assets in the US described in notes 1.2.2., which had a very limited cash impact.

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3.5. NON-CONTROLLING INTERESTS AND COMMITMENT TO PURCHASE NON-CONTROLLING INTERESTS

3.5.1. COMMITMENT TO PURCHASE NON-CONTROLLING INTERESTS

The convertible redeemable preference shares, included in the captions "Non-current commitment to external non-controlling interests" and "Current commitment to external non-controlling interests", refer mainly to the preference shares held by the former partners in Westfield San Francisco Centre.

They are measured at fair value through profit or loss.

3.5.2. NON-CONTROLLING INTERESTS

For 2022, this item comprised mainly non-controlling interests in the following entities:

- C&E entities (€21.1 Mn);
- Several shopping centres in France and Italy (€72.6 Mn, mainly Westfield Les 4 Temps, Westfield Parly 2, Westfield Forum des Halles and Westfield Carré Sénart); and
- Several shopping centres in Germany, Spain and Austria (€17.5 Mn).

3.6. DESCRIPTION OF SIGNIFICANT JOINT OPERATIONS

WESTFIELD LONDON

Westfield London is jointly controlled by the Group and Commerz Real Investmentgesellschaft ("CRI") since all the major decisions relating to the relevant activities of the company (leasing strategy, standard form lease agreements, operating expenses and capital expenses), require the approval of both partners. Each year, the annual budget plan comprising gross income and operating expenses, capital expenditure, rent levels projected to be achieved on review of rents under each lease, proposed new lettings and the projected net income, shall be approved by both partners. The arrangements between CRI and URW give equal rights to both partners in the assets and the liabilities of the partnership.

Therefore, Westfield London is a joint operation company.

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 with IFRS 8.

Contributions of affiliates are also presented according to the Group's divisions and geographical segments.

Since the joint-controlled entities represent a significant part of the Group's operations in the US and the UK, the Group's management and internal reporting structure segment information is prepared in a proportionate format, in which the joint-controlled entities are accounted for on a proportionate basis instead of being accounted for using the equity method under IFRS. The Group and its joint ventures use consistent accounting policies.

Therefore, the segment information presented in this section is prepared in a proportionate format.

BUSINESS SEGMENTS

The Group presents its result by segment: Shopping Centres, Offices & Others and C&E.

The C&E segment comprises management of exhibition venues (Viparis), the shopping centre "Les Boutiques du Palais" and the management of the hotels at Porte de Versailles.

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 3 business lines: the "owner function" (asset selection and management including pipeline), Shopping Centres management, the finance function and a regional consolidated reporting.

The following are considered home regions based on specific operational and strategic factors:

- France, including France, Belgium and Italy;
- Spain;
- US;
- Central Europe, including the Czech Republic, Poland and Slovakia;
- Austria;
- Germany;
- Nordics, including Sweden and Denmark;
- The Netherlands; and
- UK.

The following notes are presented on a proportionate basis.

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4.2. CONSOLIDATED FINANCIAL STATEMENTS ON A PROPORTIONATE BASIS

4.2.1. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME ON A PROPORTIONATE BASIS

Consolidated income statement (€Mn)	2022 IFRS	2022 Proportionate	Total 2022 Proportionate	2021 IFRS	2021 Proportionate	Total 2021 Proportionate
Gross rental income	2,231.3	601.1	2,832.4	1,833.4	512.9	2,346.3
Ground rents paid	*(38.3)*	*(1.4)*	*(39.7)*	*(39.1)*	*(0.6)*	*(39.7)*
Service charge income	*320.5*	*68.1*	*388.6*	*299.4*	*61.4*	*360.8*
Service charge expenses	*(384.6)*	*(87.1)*	*(471.7)*	*(356.3)*	*(80.7)*	*(437.0)*
Property operating expenses	*(353.3)*	*(129.9)*	*(483.1)*	*(365.7)*	*(140.5)*	*(506.2)*
Operating expenses and net service charges	(455.7)	(150.4)	(606.0)	(461.7)	(160.4)	(622.1)
Net rental income	**1,775.6**	**450.7**	**2,226.3**	**1,371.8**	**352.4**	**1,724.2**
Property development and project management revenue	162.1	0.0	162.1	195.0	-	195.0
Property development and project management costs	(130.0)	-	(130.0)	(158.2)	-	(158.2)
Net property development and project management income	**32.1**	**0.0**	**32.1**	**36.8**	**-**	**36.8**
Property services and other activities revenues	289.9	0.0	289.9	191.9	(0.0)	191.9
Property services and other activities expenses	(211.8)	(0.1)	(212.0)	(163.5)	(0.6)	(164.1)
Net property services and other activities income	**78.0**	**(0.1)**	**77.9**	**28.4**	**(0.7)**	**27.7**
Share of the result of companies accounted for using the equity method	(51.8)	161.0	109.2	(570.5)	573.1	2.6
Income on financial assets	31.0	(13.1)	18.0	25.1	(8.9)	16.2
Contribution of companies accounted for using the equity method	**(20.8)**	**147.9**	**127.2**	**(545.4)**	**564.2**	**18.9**
Corporate expenses	(210.4)	(4.0)	(214.4)	(180.6)	(2.4)	(183.0)
Depreciation of other tangible and intangible assets	(32.4)	-	(32.4)	(32.9)	-	(32.9)
Administrative expenses	**(242.8)**	**(4.0)**	**(246.8)**	**(213.5)**	**(2.4)**	**(215.9)**
Acquisition and other costs	**2.6**	**-**	**2.6**	**(8.9)**	**(0.1)**	**(8.9)**
Proceeds from disposal of investment properties	1,046.4	497.4	1,543.8	1,794.1	4.2	1,798.3
Carrying value of investment properties sold	(1,015.5)	(535.1)	(1,550.6)	(1,585.8)	(2.0)	(1,587.8)
Result on disposal of investment properties and loss of control[1]	**30.9**	**(37.7)**	**(6.8)**	**208.3**	**2.3**	**210.6**
Valuation gains on assets	403.6	78.4	482.0	580.8	71.5	652.4
Valuation losses on assets	(1,514.2)	(588.1)	(2,102.3)	(1,778.1)	(940.0)	(2,718.1)
Valuation movements on assets	**(1,110.6)**	**(509.7)**	**(1,620.3)**	**(1,197.3)**	**(868.5)**	**(2,065.8)**
Impairment of goodwill	**-**	**-**	**-**	**(145.9)**	**(10.5)**	**(156.4)**
NET OPERATING RESULT	**545.0**	**47.1**	**592.1**	**(465.7)**	**36.7**	**(428.9)**
Result from non-consolidated companies	**4.3**	**(0.0)**	**4.3**	**2.5**	**(0.0)**	**2.5**
Financial income	*245.3*	*(0.1)*	*245.2*	*212.2*	*-*	*212.2*
Financial expenses	*(719.3)*	*(50.0)*	*(769.3)*	*(678.1)*	*(46.4)*	*(724.5)*
Net financing costs	(474.0)	(50.1)	(524.1)	(465.9)	(46.4)	(512.3)
Fair value adjustment of net share settled bonds convertible into new and/or existing shares (ORNANE)	0.3	-	0.3	(2.9)	-	(2.9)
Fair value adjustments of derivatives, debt and currency effect	275.0	7.2	282.2	(91.4)	(1.8)	(93.1)
Debt discounting	0.6	-	0.6	(0.9)	-	(0.9)
RESULT BEFORE TAX	**351.2**	**4.2**	**355.4**	**(1,024.1)**	**(11.5)**	**(1,035.6)**
Income tax expenses	(62.7)	(4.2)	(66.9)	32.9	11.5	44.3
NET RESULT FOR THE PERIOD	**288.5**	**0.0**	**288.5**	**(991.3)**	**0.0**	**(991.3)**
Net result for the period attributable to:						
• The holders of the Stapled Shares	178.2	-	178.2	(972.1)	-	(972.1)
• External non-controlling interests	110.3	-	110.3	(19.2)	-	(19.2)
NET RESULT FOR THE PERIOD	**288.5**	**-**	**288.5**	**(991.3)**	**-**	**(991.3)**

(1) The result on disposal of investment properties and loss of control includes both the result on disposal of assets and the result on disposal of shares.

4.2.2. CONSOLIDATED STATEMENT OF FINANCIAL POSITION ON A PROPORTIONATE BASIS

Consolidated statement of financial position (€Mn)	Dec. 31, 2022 IFRS	Proportionate	Dec. 31, 2022 Proportionate	Dec. 31, 2021 IFRS	Proportionate	Dec. 31, 2021 Proportionate
NON-CURRENT ASSETS	**50,177.5**	**1,823.2**	**52,000.7**	**51,189.9**	**2,030.9**	**53,220.8**
Investment properties	**38,993.4**	**8,365.6**	**47,359.0**	**39,997.9**	**9,036.5**	**49,034.4**
Investment properties at fair value	*37,830.8*	*8,322.2*	*46,153.0*	*38,642.1*	*8,969.2*	*47,611.3*
Investment properties at cost	*1,162.6*	*43.4*	*1,206.0*	*1,355.8*	*67.3*	*1,423.1*
Shares and investments in companies accounted for using the equity method	7,927.1	(6,630.6)	1,296.5	8,286.2	(7,091.6)	1,194.6
Other tangible assets	137.3	3.0	140.3	145.9	3.0	148.9
Goodwill	1,079.2	61.0	1,140.2	1,079.2	71.1	1,150.3
Intangible assets	820.5	-	820.5	844.8	-	844.8
Investments in financial assets	365.2	17.2	382.4	370.7	11.3	382.0
Deferred tax assets	23.8	-	23.8	22.3	-	22.3
Derivatives at fair value	831.0	7.0	838.0	442.9	0.6	443.5
CURRENT ASSETS	**4,458.5**	**402.6**	**4,861.1**	**3,729.5**	**389.7**	**4,119.2**
Properties or shares held for sale	-	-	-	311.3	0.0	311.3
Inventories	44.4	36.3	80.7	37.4	11.0	48.4
Trade receivables from activity	463.9	132.4	596.3	532.5	136.3	668.8
Tax receivables	174.9	16.9	191.8	184.8	1.8	186.6
Other receivables	446.2	31.7	477.9	407.4	54.3	461.7
Cash and cash equivalents	3,329.1	185.3	3,514.4	2,256.1	186.3	2,442.4
TOTAL ASSETS	**54,636.0**	**2,225.8**	**56,861.8**	**54,919.4**	**2,420.6**	**57,340.0**
Equity attributable to the holders of the Stapled Shares	**17,188.7**	**-**	**17,188.7**	**16,927.1**	**-**	**16,927.1**
Share capital	693.8	-	693.8	693.0	-	693.0
Additional paid-in capital	13,487.3	-	13,487.3	13,483.6	-	13,483.6
Consolidated reserves	2,692.0	-	2,692.0	3,710.4	-	3,710.4
Hedging and foreign currency translation reserves	137.4	-	137.4	12.2	-	12.2
Consolidated result	178.2	-	178.2	(972.1)	-	(972.1)
• *Equity attributable to Unibail-Rodamco-Westfield SE members*[1]	***17,478.4***	**-**	***17,478.4***	***17,210.5***	**-**	***17,210.5***
• *Equity attributable to Unibail-Rodamco-Westfield N.V. members*[1]	***(289.7)***	**-**	***(289.7)***	***(283.4)***	**-**	***(283.4)***
Hybrid securities	1,988.5	-	1,988.5	1,988.5	-	1,988.5
External non-controlling interests	3,771.1	-	3,771.1	3,458.1	-	3,458.1
TOTAL SHAREHOLDERS' EQUITY	**22,948.2**	**-**	**22,948.2**	**22,373.7**	**-**	**22,373.7**
NON-CURRENT LIABILITIES	**29,002.7**	**1,820.7**	**30,823.4**	**28,987.9**	**1,860.7**	**30,848.6**
Non-current commitment to external non-controlling interests	39.4	1.5	40.9	95.0	2.0	97.0
Non-current bonds and borrowings	24,778.2	1,692.3	26,470.5	24,774.6	1,711.1	26,485.7
Non-current lease liabilities	843.3	9.1	852.4	752.6	8.6	761.2
Derivatives at fair value	1,097.4	-	1,097.4	1,067.2	0.2	1,067.4
Deferred tax liabilities	1,828.8	97.1	1,925.9	1,893.4	121.4	2,014.8
Non-current provisions	67.7	2.7	70.4	55.5	0.2	55.7
Guarantee deposits	218.2	17.9	236.1	200.9	16.9	217.8
Amounts due on investments	39.1	0.1	39.2	54.1	0.3	54.4
Other non-current liabilities	90.6	-	90.6	94.6	-	94.6
CURRENT LIABILITIES	**2,685.1**	**405.1**	**3,090.2**	**3,557.8**	**559.9**	**4,117.7**

Consolidated statement of financial position (€Mn)	Dec. 31, 2022 IFRS	Proportionate	Dec. 31, 2022 Proportionate	Dec. 31, 2021 IFRS	Proportionate	Dec. 31, 2021 Proportionate
Current commitment to external non-controlling interests	5.4	0.2	5.6	4.8	0.1	4.9
Amounts due to suppliers and other creditors	1,147.2	160.2	1,307.4	1,244.7	186.1	1,430.8
Amounts due to suppliers	*240.5*	*34.4*	*274.9*	*229.0*	*46.4*	*275.4*
Amounts due on investments	*411.3*	*42.2*	*453.5*	*473.7*	*44.7*	*518.4*
Sundry creditors	*495.4*	*83.6*	*579.0*	*541.9*	*95.0*	*636.9*
Other current liabilities	718.2	30.5	748.7	667.4	19.8	687.2
Net share settled bonds convertible into new and/or existing shares (ORNANE)	-	-	-	500.3	-	500.3
Current borrowings and amounts due to credit institutions	725.7	213.4	939.1	1,073.7	353.3	1,427.0
Current lease liabilities	55.6	0.7	56.3	32.3	0.6	32.9
Current provisions	33.0	0.1	33.1	34.6	-	34.6
TOTAL LIABILITIES AND EQUITY	54,636.0	2,225.8	56,861.8	54,919.4	2,420.6	57,340.0

(1) The allocation between URW SE and URW NV members of the Equity attributable to the holders of the Stapled Shares was restated in 2021 following a reclassification between URW SE (Non-controlling interests) and Owners of URW NV shares in the URW NV consolidated accounts.

4.3. 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 reporting 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 result and non-recurring result.

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); and
- 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).

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4.4. NET RESULT BY SEGMENT ON A PROPORTIONATE BASIS

Net result by segment on a proportionate basis (€Mn)		2022			2021[1]		
		Recurring activities	Non-recurring activities[2]	Result	Recurring activities	Non-recurring activities[2]	Result
SHOPPING CENTRES							
FRANCE	Gross rental income	569.7	-	569.7	481.9	-	481.9
	Operating expenses and net service charges	(62.6)	-	(62.6)	(64.7)	-	(64.7)
	Net rental income	**507.0**	**-**	**507.0**	**417.2**	**-**	**417.2**
	Contribution of companies accounted for using the equity method	29.1	65.8	94.8	37.3	(8.6)	28.7
	Gains/losses on sales of properties	-	(4.3)	(4.3)	-	(11.5)	(11.5)
	Valuation movements on assets	-	(125.4)	(125.4)	-	(314.0)	(314.0)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres France	**536.1**	**(64.0)**	**472.1**	**454.5**	**(334.0)**	**120.5**
SPAIN	Gross rental income	206.7	-	206.7	145.3	-	145.3
	Operating expenses and net service charges	(18.4)	-	(18.4)	(19.1)	-	(19.1)
	Net rental income	**188.3**	**-**	**188.3**	**126.2**	**-**	**126.2**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	(0.0)	(0.0)	-	0.0	0.0
	Valuation movements on assets	-	(19.0)	(19.0)	-	(50.5)	(50.5)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres Spain	**188.3**	**(19.0)**	**169.4**	**126.2**	**(50.5)**	**75.7**
UNITED STATES	Gross rental income	860.4	-	860.4	759.0	-	759.0
	Operating expenses and net service charges	(281.6)	-	(281.6)	(280.0)	-	(280.0)
	Net rental income	**578.8**	**-**	**578.8**	**479.0**	**-**	**479.0**
	Contribution of companies accounted for using the equity method	0.6	(30.6)	(30.1)	5.2	(17.2)	(12.0)
	Gains/losses on sales of properties	-	(23.0)	(23.0)	-	57.7	57.7
	Valuation movements on assets	-	(711.9)	(711.9)	-	(1,049.0)	(1,049.0)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres United States	**579.4**	**(765.5)**	**(186.2)**	**484.2**	**(1,008.5)**	**(524.3)**
CENTRAL EUROPE	Gross rental income	221.3	-	221.3	191.2	-	191.2
	Operating expenses and net service charges	(4.1)	-	(4.1)	(29.7)	-	(29.7)
	Net rental income	**217.2**	**-**	**217.2**	**161.5**	**-**	**161.5**
	Contribution of companies accounted for using the equity method	30.4	26.0	56.4	24.2	(15.2)	9.0
	Gains/losses on sales of properties	-	(3.5)	(3.5)	-	6.8	6.8
	Valuation movements on assets	-	72.8	72.8	-	(38.1)	(38.1)
	Impairment of goodwill	-	-	-	-	(145.2)	(145.2)
	Result from operations Shopping Centres Central Europe	**247.6**	**95.4**	**343.0**	**185.7**	**(191.7)**	**(6.0)**
AUSTRIA	Gross rental income	137.3	-	137.3	112.3	-	112.3
	Operating expenses and net service charges	(27.8)	-	(27.8)	(24.0)	-	(24.0)
	Net rental income	**109.5**	**-**	**109.5**	**88.3**	**-**	**88.3**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	-	-	-	-	-
	Valuation movements on assets	-	(51.6)	(51.6)	-	(53.5)	(53.5)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres Austria	**109.5**	**(51.6)**	**57.9**	**88.3**	**(53.5)**	**34.8**

(1) Following the creation of a new subtotal "Depreciation and impairment of tangible and intangible assets", the figures for 2021 were accordingly restated.
(2) 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, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.

Net result by segment on a proportionate basis (€Mn)		2022 Recurring activities	2022 Non-recurring activities[2]	2022 Result	2021[1] Recurring activities	2021[1] Non-recurring activities[2]	2021[1] Result
SHOPPING CENTRES							
GERMANY	Gross rental income	136.9	-	136.9	116.0	-	116.0
	Operating expenses and net service charges	(8.8)	-	(8.8)	(24.8)	-	(24.8)
	Net rental income	**128.1**	**-**	**128.1**	**91.2**	**-**	**91.2**
	Contribution of companies accounted for using the equity method	2.5	(3.5)	(1.1)	1.4	(8.2)	(6.9)
	Gains/losses on sales of properties	-	11.1	11.1	-	(2.2)	(2.2)
	Valuation movements on assets	-	(282.1)	(282.1)	-	(219.9)	(219.9)
	Impairment of goodwill	-	-	-	-	(11.2)	(11.2)
	Result from operations Shopping Centres Germany	**130.6**	**(274.5)**	**(143.9)**	**92.6**	**(241.5)**	**(149.0)**
NORDICS	Gross rental income	118.5	-	118.5	121.2	-	121.2
	Operating expenses and net service charges	(19.7)	-	(19.7)	(13.9)	-	(13.9)
	Net rental income	**98.8**	**-**	**98.8**	**107.3**	**-**	**107.3**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	22.9	22.9	-	57.0	57.0
	Valuation movements on assets	-	(49.1)	(49.1)	-	(29.9)	(29.9)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres Nordics	**98.8**	**(26.3)**	**72.6**	**107.3**	**27.0**	**134.4**
THE NETHERLANDS	Gross rental income	93.7	-	93.7	79.9	-	79.9
	Operating expenses and net service charges	(17.0)	-	(17.0)	(19.3)	-	(19.3)
	Net rental income	**76.8**	**-**	**76.8**	**60.6**	**-**	**60.6**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	(10.0)	(10.0)	-	(0.0)	(0.0)
	Valuation movements on assets	-	(3.9)	(3.9)	-	44.4	44.4
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres The Netherlands	**76.8**	**(13.9)**	**62.9**	**60.6**	**44.4**	**105.0**
UNITED KINGDOM	Gross rental income	201.8	-	201.8	169.2	-	169.2
	Operating expenses and net service charges	(82.2)	-	(82.2)	(68.1)	-	(68.1)
	Net rental income	**119.7**	**-**	**119.7**	**101.1**	**-**	**101.1**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	-	-	-	-	-
	Valuation movements on assets	-	(145.7)	(145.7)	-	(364.9)	(364.9)
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Shopping Centres United Kingdom	**119.7**	**(145.7)**	**(26.0)**	**101.1**	**(364.9)**	**(263.8)**
TOTAL RESULT FROM OPERATIONS SHOPPING CENTRES		2,086.7	(1,265.1)	821.7	1,700.5	(2,173.2)	(472.8)
OFFICES & OTHERS							
FRANCE	Gross rental income	58.7	-	58.7	37.2	-	37.2
	Operating expenses and net service charges	(5.2)	-	(5.2)	(2.3)	-	(2.3)
	Net rental income	**53.5**	**-**	**53.5**	**34.9**	**-**	**34.9**
	Contribution of companies accounted for using the equity method	(0.2)	7.2	7.1	(0.0)	0.2	0.1
	Gains/losses on sales of properties	-	(0.3)	(0.3)	-	74.3	74.3
	Valuation movements on assets	-	(123.7)	(123.7)	-	135.7	135.7
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Offices & Others France	**53.3**	**(116.8)**	**(63.5)**	**34.9**	**210.1**	**245.0**
OTHER COUNTRIES	Gross rental income	24.7	-	24.7	36.3	-	36.3
	Operating expenses and net service charges	(8.4)	-	(8.4)	(11.0)	-	(11.0)
	Net rental income	**16.3**	**-**	**16.3**	**25.3**	**-**	**25.3**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Gains/losses on sales of properties	-	0.3	0.3	-	28.5	28.5
	Valuation movements on assets	-	(96.0)	(96.0)	-	21.5	21.5
	Impairment of goodwill	-	-	-	-	-	-
	Result from operations Offices & Others Other countries	**16.3**	**(95.7)**	**(79.5)**	**25.3**	**50.0**	**75.3**
TOTAL RESULT FROM OPERATIONS OFFICES & OTHERS		69.6	(212.5)	(142.9)	60.1	260.2	320.3

(1) Following the creation of a new subtotal "Depreciation and impairment of tangible and intangible assets", the figures for 2021 were accordingly restated.
(2) 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, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.

5.2 Notes to the consolidated financial statements

Net result by segment on a proportionate basis (€Mn)		2022			2021[1]		
		Recurring activities	Non-recurring activities[2]	Result	Recurring activities	Non-recurring activities[2]	Result
CONVENTION & EXHIBITION							
	Gross rental income	202.6	-	202.6	96.8	-	96.8
	Operating expenses and net service charges	(70.3)	-	(70.3)	(65.3)	-	(65.3)
	Net rental income	**132.3**	**-**	**132.3**	**31.5**	**-**	**31.5**
FRANCE	**On-site property services net income**	**57.9**	**-**	**57.9**	**23.7**	**-**	**23.7**
	Contribution of companies accounted for using the equity method	-	-	-	-	-	-
	Valuation movements, depreciation, capital gains	-	(69.7)	(69.7)	-	(106.6)	(106.6)
	Impairment of goodwill	-	-	-	-	-	-
TOTAL RESULT FROM OPERATIONS CONVENTION & EXHIBITION		**190.2**	**(69.7)**	**120.5**	**55.2**	**(106.6)**	**(51.4)**
Net property development and project management income		32.1	-	32.1	36.8	-	36.8
Other property services net income		44.8	(0.0)	44.8	27.2	-	27.2
Impairment of goodwill related to the property services		-	-	-	-	-	-
Corporate expenses		(214.4)	-	(214.4)	(183.0)	-	(183.0)
Acquisition and other costs		-	2.6	2.6	-	(8.9)	(8.9)
NET OPERATING RESULT BEFORE DEPRECIATION AND IMPAIRMENT OF ASSETS		**2,209.0**	**(1,544.7)**	**664.2**	**1,696.7**	**(2,028.6)**	**(331.9)**
Depreciation and impairment of tangible and intangible assets		(57.2)	(14.9)	(72.1)	(56.1)	(41.0)	(97.1)
NET OPERATING RESULT		**2,151.8**	**(1,559.7)**	**592.1**	**1,640.7**	**(2,069.6)**	**(428.9)**
Result from non consolidated companies		4.3	-	4.3	2.5	-	2.5
Financing result		(524.1)	283.1	(241.0)	(512.3)	(96.9)	(609.2)
RESULT BEFORE TAX		**1,632.0**	**(1,276.6)**	**355.4**	**1,130.9**	**(2,166.5)**	**(1,035.6)**
Income tax expenses		(66.6)	(0.3)	(66.9)	(14.6)	59.0	44.3
NET RESULT FOR THE PERIOD		**1,565.4**	**(1,276.9)**	**288.5**	**1,116.3**	**(2,107.5)**	**(991.3)**
External non-controlling interests		(226.0)	115.7	(110.3)	(111.0)	130.2	19.2
NET RESULT FOR THE PERIOD ATTRIBUTABLE TO THE HOLDERS OF THE STAPLED SHARES		**1,339.3**	**(1,161.1)**	**178.2**	**1,005.3**	**(1,977.4)**	**(972.1)**

(1) Following the creation of a new subtotal "Depreciation and impairment of tangible and intangible assets", the figures for 2021 were accordingly restated.
(2) 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, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, as well as costs directly incurred during a business combination and other non-recurring items.

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4.4.1. GROSS RENTAL INCOME

REVENUE RECOGNITION

ACCOUNTING TREATMENT OF INVESTMENT PROPERTY LEASES

Assets leased are recorded in the statement of financial position as investment property assets. Gross rental revenue is recorded on a straight-line basis over the expected term of the lease. In case of an Investment Property Under Construction ("IPUC"), revenues are recognised once spaces are delivered to tenants.

For rent relief granted to tenants in relation to the COVID-19 pandemic and where such relief qualifies as a lease modification because the tenant agreed concessions (e.g. extension of a lease term or higher sales-based rent), IFRS 16 applies, under which, the relief is treated as a lease incentive, which is straight lined over the expected term of the lease as a reduction of the Gross Rental Income. Rent relief for which a counterpart is expected and not yet signed are part of the receivables on which an expected credit loss is calculated.

In accordance with IFRS 16, rent relief without changes to the lease contract or imposed by laws in force, such as in Austria, or pursuant to a provision in the existing lease contract allowing for rent modification, is directly charged to the income statement as a reduction of the Gross Rental Income.

Rent relief signed or expected to be signed, granted without any counterpart from the tenants are considered as a reduction of the receivables and are charged to the income statement as a reduction of the Gross Rental Income.

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 & Others properties over the period.

Under IFRS 16, the effects of rent-free periods, step rents, other rents incentives and key money are spread over the expected term of the lease.

Gross Rental Income from the C&E segment includes turnover generated by the rental of exhibition space and the provision of unavoidable associated support services to this space.

GROSS RENTAL INCOME BY SEGMENTS ON A PROPORTIONATE BASIS

(€Mn excluding taxes)	2022	2021
Shopping Centres	**2,546.4**	**2,176.0**
France	569.7	481.9
Spain	206.7	145.3
US	860.4	759.0
Central Europe	221.3	191.2
Austria	137.3	112.3
Germany	136.9	116.0
Nordics	118.5	121.2
The Netherlands	93.7	79.9
UK	201.8	169.2
Offices & Others	**83.4**	**73.5**
France	58.7	37.2
Other countries	24.7	36.3
Convention & Exhibition	**202.6**	**96.8**
Total	**2,832.4**	**2,346.3**

Gross Rental Income amounted to €2,832.4 Mn (€2,346.3 Mn as at December 31, 2021), an increase of +20.7%. This increase resulted mainly from lower rent relief granted to tenants, the impact of indexation and the increase in variable income, as well as the recovery of the C&E activity.

MINIMUM GUARANTEED RENTS UNDER LEASES ON A PROPORTIONATE BASIS

As at December 31, 2022, 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 & Others	Total
2023	1,782.5	93.9	1,876.3
2024	1,472.4	90.5	1,562.9
2025	1,183.9	71.1	1,255.0
2026	909.7	67.2	976.9
2027	718.2	63.9	782.0
2028	518.0	61.4	579.5
2029	367.7	53.9	421.6
2030	288.3	48.7	337.0
2031	231.4	39.7	271.1
2032	180.3	30.1	210.4
2033	105.9	17.4	123.3
Beyond	121.4	6.0	127.5
Total	**7,879.7**	**643.8**	**8,523.5**

4.4.2. OPERATING EXPENSES AND NET SERVICE CHARGES

The operating expenses and net service charges are composed of ground rents paid, net service charge expenses and property operating expenses.

GROUND RENTS PAID

GROUND LEASEHOLDS

Ground leaseholds are accounted for in accordance with IFRS 16 as described in note 5.1.1 "Investment properties - Accounting principles".

Buildings constructed on land under a lease agreement are recognised in accordance with the accounting principles described in note 5.1.1 "Investment properties - Accounting principles".

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 C&E venue of Le Bourget and Porte de Versailles in Paris, to some shopping centres, in particular in France and to some of the airport activities in the US.

SERVICE CHARGE INCOME AND SERVICE CHARGE EXPENSES

In line with IFRS 15, the Group presented service charge income and service charge expenses separately.

The net of charges re-invoiced to tenants relates mainly to vacant premises and caps on service charge.

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 of the C&E segment.

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4.4.3. NET PROPERTY SERVICES AND OTHER ACTIVITIES INCOME

REVENUE RECOGNITION

The net property services and other activities income consists of on-site property services, airport activities and other property services net income.

Revenues are recognised in accordance with IFRS 15.

C&E's contracts consist of occupancy agreements or short-term lease including provision of premises and services. Both provision of premises and services form an indivisible whole and should be combined into a single contract (and single performance obligation) for the purposes of IFRS 15 revenue recognition.

Revenues are recognised over the duration of premises lease according to the pro rata temporis method.

Other property services net income is recognised when the services are provided.

Revenues from other activities mainly cover:

- Fees for leasing, property management and maintenance services provided to Offices & Others and Shopping Centres. These fees are invoiced by property service companies for their property management activities on behalf of owners outside the Group; and
- Fees for property services received by companies in the C&E segment.

Other expenses comprise charges relating to property services, general costs and depreciation charges for related fixed assets.

€ Mn	2022	2021
Net property services and other activities income	**77.9**	**27.7**
On-site property services net income - Convention & Exhibition	57.9	23.7
Depreciation of tangible and intangible assets - Convention & Exhibition	(17.6)	(18.7)
Other property services net income	44.8	27.2
Depreciation of tangible and intangible assets - other property services	(7.1)	(4.5)

4.4.4. NET PROPERTY DEVELOPMENT AND PROJECT MANAGEMENT INCOME

REVENUE RECOGNITION

Property development and project management income relates to Development, Design and Construction ("DD&C") business which provides 3 types of services: provision of design, development and ultimately construction of a property project.

Based on the analysis of existing contracts, DD&C services are not distinct as the customer cannot benefit from each service on its own or together with other resources readily available to the customer, because the services are bundled to generate a single commercial outcome. As such, the Group takes the view that the 3 types of contracts should be combined into a single contract (and single performance obligation) for the purposes of IFRS 15 revenue recognition.

Revenues from DD&C business consist of fixed price contracts. URW has elected to use the input method of calculating revenue over time, which in this case is costs incurred.

Expenses comprise construction costs and related project management costs.

4.4.5. ADMINISTRATIVE EXPENSES

This item comprises personnel costs, head office and Group administrative expenses, expenses relating to development projects, not capitalised, and depreciation charges relating to equipment and software of the Group.

4.4.6. ACQUISITION AND OTHER COSTS

In 2022, acquisition and other costs amounted to +€2.6 Mn (-€8.9 Mn in 2021) and mainly comprise the re-branding costs of shopping centres in Continental Europe.

In 2021, acquisition and other costs amounted to -€8.9 Mn and mainly comprise the re-branding costs of shopping centres in Continental Europe.

4.5. OTHER INFORMATION BY SEGMENT ON A PROPORTIONATE BASIS

4.5.1. RECONCILIATION BETWEEN THE RESULTS BY SEGMENT AND THE INCOME STATEMENT OF THE PERIOD ON A PROPORTIONATE BASIS

FOR 2022

(€Mn)	Net rental income	Net property development and project management income, net property services and other activities income	Contribution of companies accounted for using the equity method	Administrative expenses	Result on disposal of investment properties and shares	Valuation movements on assets	Acquisition and other costs	Impairment of goodwill	Total net operating result 2022
Shopping Centres									
France	507.0	-	94.8	-	(4.3)	(125.4)	-	-	472.1
Spain	188.3	-	-	-	(0.0)	(19.0)	-	-	169.4
United States	578.8	-	(30.1)	-	(23.0)	(711.9)	-	-	(186.2)
Central Europe	217.2	-	56.4	-	(3.5)	72.8	-	-	343.0
Austria	109.5	-	-	-	-	(51.6)	-	-	57.9
Germany	128.1	-	(1.1)	-	11.1	(282.1)	-	-	(143.9)
Nordics	98.8	-	-	-	22.9	(49.1)	-	-	72.6
The Netherlands	76.8	-	-	-	(10.0)	(3.9)	-	-	62.9
United Kingdom	119.7	-	-	-	-	(145.7)	-	-	(26.0)
Total Shopping Centres	**2,024.3**	**-**	**120.1**	**-**	**(6.8)**	**(1,315.9)**	**-**	**-**	**821.7**
Offices & Others									
France	53.5	-	7.1	-	(0.3)	(123.7)	-	-	(63.5)
Others	16.3	-	-	-	0.3	(96.0)	-	-	(79.5)
Total Offices & Others	**69.8**	**-**	**7.1**	**-**	**(0.0)**	**(219.7)**	**-**	**-**	**(142.9)**
C&E[1]									
France	132.3	57.9	-	-	-	(69.7)	-	-	120.5
Not allocated	**-**	**52.1**	**-**	**(246.8)**	**-**	**(14.9)**	**2.6**	**-**	**(207.1)**
Total	**2,226.3**	**110.0**	**127.2**	**(246.8)**	**(6.8)**	**(1,620.3)**	**2.6**	**-**	**592.1**

(1) Convention & Exhibition segment.

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FOR 2021[2]

(€Mn)	Net rental income	Net property development and project management income, net property services and other activities income	Contribution of companies accounted for using the equity method	Administrative expenses	Result on disposal of investment properties and shares	Valuation movements on assets	Acquisition and other costs	Impairment of goodwill	Total net operating result 2021[2]
Shopping Centres									
France	417.2	-	28.7	-	(11.5)	(314.0)	-	-	120.5
Spain	126.2	-	-	-	0.0	(50.5)	-	-	75.7
United States	479.0	-	(12.0)	-	57.7	(1,049.0)	-	-	(524.3)
Central Europe	161.5	-	9.0	-	6.8	(38.1)	-	(145.2)	(6.0)
Austria	88.3	-	-	-	-	(53.5)	-	-	34.8
Germany	91.2	-	(6.9)	-	(2.2)	(219.9)	-	(11.2)[3]	(149.0)
Nordics	107.3	-	-	-	57.0	(29.9)	-	-	134.4
The Netherlands	60.6	-	-	-	(0.0)	44.4	-	-	105.0
United Kingdom	101.1	-	-	-	-	(364.9)	-	-	(263.8)
Total Shopping Centres	**1,632.5**	-	**18.8**	-	**107.8**	**(2,075.4)**	-	**(156.4)**	**(472.8)**
Offices & Others									
France	34.9	-	0.1	-	74.3	135.7	-	-	245.0
Others	25.3	-	-	-	28.5	21.5	-	-	75.3
Total Offices & Others	**60.2**	-	**0.1**	-	**102.8**	**157.2**	-	-	**320.3**
C&E[1]									
France	31.5	23.7	-	-	-	(106.6)	-	-	(51.4)
Not allocated	-	**40.8**	-	**(215.9)**	-	**(41.0)**	**(8.9)**	-	**(225.1)**
Total	**1,724.2**	**64.5**	**18.9**	**(215.9)**	**210.6**	**(2,065.8)**	**(8.9)**	**(156.4)**	**(428.9)**

(1) Convention & Exhibition segment.
(2) Following the changes of presentation made on the financial statements (see note 5.1 "Consolidated financial statements"), the 2021 table was restated.
(3) Corresponds to the impairment of Westfield CentrO.

4.5.2. STATEMENT OF FINANCIAL POSITION BY SEGMENT ON A PROPORTIONATE BASIS FOR 2022

(€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	12,040.4	731.0	492.7	52.9	-	169.5	13,486.5	385.3
Spain	3,524.7	-	-	32.0	-	42.9	3,599.7	273.7
United States	10,860.9	-	25.5	291.3	-	397.3	11,575.0	795.2
Central Europe	4,091.4	92.2	727.4	28.6	-	23.1	4,962.6	647.7
Austria	2,159.8	72.9	-	0.0	-	15.4	2,248.1	465.5
Germany	2,908.9	233.9	20.3	17.6	-	134.1	3,314.8	344.1
Nordics	2,521.0	-	-	0.0	-	35.9	2,557.0	410.3
The Netherlands	1,519.0	-	-	2.6	-	16.8	1,538.4	60.5
United Kingdom	2,176.3	-	-	188.2	-	125.2	2,489.6	315.8
Total Shopping Centres	**41,802.6**	**1,129.9**	**1,265.8**	**613.2**	**-**	**960.2**	**45,771.7**	**3,698.1**
Offices & Others								
France	1,910.3	-	30.7	114.3	-	70.6	2,125.9	80.8
Others	1,167.1	-	-	(0.0)	-	20.0	1,187.1	100.5
Total Offices & Others	**3,077.5**	**-**	**30.7**	**114.3**	**-**	**90.5**	**3,313.0**	**181.3**
C&E[1]								
France	2,479.0	-	-	119.3[2]	-	126.8	2,725.1	195.2
Not allocated	**-**	**10.3**	**-**	**1,358.2[3]**	**-**	**3,683.5[4]**	**5,052.0**	**29,839.0**
Total Dec. 31, 2022	**47,359.0**	**1,140.2**	**1,296.5**	**2,205.0**	**-**	**4,861.1**	**56,861.8**	**33,913.6**

(1) Convention & Exhibition segment.
(2) Relates mainly to tangible and intangible assets.
(3) Refers mainly to the derivatives and intangible assets.
(4) Includes mainly cash and cash equivalents.

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FOR 2021

(€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	12,422.9	731.0	430.4	54.2	-	228.5	13,866.9	528.2
Spain	3,489.9	-	-	35.1	-	39.8	3,564.9	274.2
United States	11,339.2	-	52.1	285.8	-	328.9	12,006.1	742.1
Central Europe	4,105.3	102.3	670.8	25.4	-	30.6	4,934.4	648.8
Austria	2,187.9	72.9	-	0.0	-	11.8	2,272.6	475.3
Germany	3,113.7	233.9	21.4	22.4	-	102.6	3,493.9	357.3
Nordics	2,717.7	-	-	13.7	174.4	48.5	2,954.2	503.2
The Netherlands	1,665.8	-	-	3.0	-	34.6	1,703.4	58.5
United Kingdom	2,384.9	-	-	190.7	-	176.1	2,751.8	324.5
Total Shopping Centres	**43,427.3**	**1,140.1**	**1,174.7**	**630.2**	**174.4**	**1,001.4**	**47,548.1**	**3,912.1**
Offices & Others								
France	1,909.1	-	19.9	94.6	-	41.9	2,065.4	50.4
Others	1,196.1	-	-	(0.0)	136.9	18.9	1,351.9	100.8
Total Offices & Others	**3,105.1**	**-**	**19.9**	**94.6**	**136.9**	**60.9**	**3,417.4**	**151.3**
C&E[1]								
France	2,501.9	-	-	140.7[2]	-	97.3	2,740.0	172.7
Not allocated	**-**	**10.3**	**-**	**976.0[3]**	**-**	**2,648.3[4]**	**3,634.5**	**30,730.3**
Total Dec. 31, 2021	**49,034.4**	**1,150.3**	**1,194.6**	**1,841.5**	**311.3**	**3,807.9**	**57,340.0**	**34,966.3**

(1) Convention & Exhibition segment.
(2) Relates mainly to tangible and intangible assets.
(3) Refers mainly to the derivatives and intangible assets.
(4) Includes mainly cash and cash equivalents.

4.5.3. INVESTMENTS BY SEGMENT ON A PROPORTIONATE BASIS

(€Mn)	2022 Investments in investment properties at fair value	2022 Investments in investment properties at cost[2]	2022 Total investments	2021 Investments in investment properties at fair value	2021 Investments in investment properties at cost[2]	2021 Total investments
Shopping Centres						
France	144.3	7.4	151.8	265.6	20.8	286.4
Spain	46.5	4.7	51.2	9.0	21.8	30.8
United States	115.4	3.1	118.5	128.4	2.0	130.4
Central Europe	18.9	6.5	25.4	15.3	3.7	19.0
Austria	22.8	0.0	22.8	19.8	0.3	20.1
Germany	17.3	118.0	135.3	13.4	108.4	121.9
Nordics	20.3	11.2	31.4	20.2	11.8	32.1
The Netherlands	20.2	-	20.2	71.1	-	71.1
United Kingdom	59.5	-	59.5	22.4	3.9	26.2
Total Shopping Centres	**465.3**	**150.9**	**616.2**	**565.3**	**172.7**	**738.0**
Offices & Others						
France	88.3	2.0	90.3	86.0	41.7	127.7
Others	53.9	87.7	141.6	53.1	50.0	103.1
Total Offices & Others	**142.2**	**89.7**	**231.9**	**139.1**	**91.7**	**230.8**
C&E[1]						
France	31.8	-	31.8	27.4	-	27.4
Total	**639.3**	**240.6**	**879.8**	**731.9**	**264.4**	**996.2**

(1) Convention & Exhibition segment.
(2) Before transfer between category of investment property.

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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)

In accordance with 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.

URW 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, eviction costs, capitalised financial interests, external letting fees invoiced by third parties and other internal costs related to development projects.

In accordance with IFRS 16 and IAS 40, the right-of-use assets arising from leased property which meet the definition of an investment property are measured at fair value.

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 measured at fair value by a qualified independent external appraiser twice a year. As part of the recommendations of RICS, URW applies a rotation on the appraisal mandates on a regular basis: the last rotation occurred in 2021. Projects for which the fair value is not reliably determinable are measured at cost until such time that a fair value measurement becomes reliable, or until one year before the construction completion.

According to the Group, a development project is eligible for a fair value measurement once all 3 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; and
- Substantial uncertainty in future rental income has been eliminated.

If the time to delivery is less than 1 year, the project is accounted for at fair value.

For properties measured at fair value, the market value adopted by URW is determined on the basis of appraisals by qualified 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[2], 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 & Others portfolios, the independent appraisers determine the fair market value based on the results of 2 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 sqm 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. As part of the files provided to carry out the valuation, a significant amount of information has been made available to the appraisers in relation to several ESG KPIs on an asset-by-asset basis[3] (see note 2.3 "Climate change and risks").

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 and incentives, rent relief), in the applied required returns or discount rates and in the yield applied to capitalise the exit rent to determine an exit value.

The sites of the C&E portfolio are qualified as investment property.

For the C&E portfolio, the valuation methodology adopted is mainly based on a discounted cash flow model applied to the 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 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 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.

(1) EPRA position paper on IFRS 13 - Fair value measurement and illustrative disclosures, February 2013.
(2) Transfer taxes are valued on the assumption that the property is sold directly, even though the cost of these taxes would, in certain cases, be reduced if the property's holding company would be sold.
(3) For European shopping centres.

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 recoverable value of the project. The recoverable value of a project is assessed, for significant projects by a qualified independent external appraiser and for others internally by the Development & Investment teams through the expected delivery date, expected development costs, and considering a market exit capitalisation rate and the expected net rents. When the estimated recoverable value is lower than net book value, an impairment provision is recorded.

Properties held for sale are identified separately in the statement of financial position according to IFRS 5.

5.1.2. INVESTMENT PROPERTIES AT FAIR VALUE – IFRS BASIS

(€Mn)	Dec. 31, 2022	Dec. 31, 2021
Shopping Centres	**33,025.6**	**33,797.0**
France	11,658.5	11,971.6
Spain	3,402.2	3,348.7
US	5,164.5	5,151.1
Central Europe	3,795.2	3,692.6
Austria	2,159.8	2,187.9
Germany	1,656.9	1,804.8
Nordics	2,514.1	2,705.2
The Netherlands	1,519.0	1,665.8
UK	1,155.4	1,269.3
Offices & Others	**2,327.1**	**2,343.6**
France	1,779.6	1,754.9
Other countries	547.5	588.7
Convention & Exhibition	**2,478.1**	**2,501.4**
Total	**37,830.8**	**38,642.1**

The decrease is explained in the table below.

(€Mn)	Shopping Centres	Offices & Others	Convention & Exhibition	Total investment properties	Properties held for sale	Total
Dec. 31, 2020	**34,893.3**	**2,278.1**	**2,452.2**	**39,623.6**	**907.7**	**40,531.3**
Acquisitions	0.3	-	-	0.3	-	0.3
Entry into scope of consolidation	183.0	-	-	183.0	-	183.0
Capitalised expenses	408.4	92.9	27.4	528.8	(0.9)	527.9
Disposals/exits from the scope of consolidation	(670.3)	(118.7)	-	(789.0)	(912.3)	(1,701.3)
Reclassification and transfer of category	(307.7)	(96.2)	128.3	(275.6)	270.4	(5.2)
Discounting impact	1.2	-	-	1.2	-	1.2
Valuation movements	(1,176.8)	167.2	(106.6)	(1,116.2)	-	(1,116.2)
Currency translation	465.6	20.2	-	485.9	5.5	491.4
Dec. 31, 2021	**33,797.0**	**2,343.6**	**2,501.4**	**38,642.1**	**270.4**	**38,912.5**
Acquisitions	22.8	3.3	-	26.1	-	26.1
Capitalised expenses[1]	340.5	94.4	31.8	466.7	0.3	467.0
Disposals/exits from the scope of consolidation[2]	(812.5)	(5.2)	-	(817.7)	(249.5)	(1,067.2)
Reclassification and transfer of category[3]	191.3	36.4	15.0	242.6	-	242.6
Discounting impact	2.6	-	-	2.6	-	2.6
Valuation movements[4]	(597.5)	(131.0)	(70.0)	(798.5)	-	(798.5)
Currency translation	81.4	(14.4)	-	67.0	(21.2)	45.8
Dec. 31, 2022	**33,025.6**	**2,327.1**	**2,478.1**	**37,830.8**	**-**	**37,830.8**

(1) Capitalised expenses mainly relate to:
- Shopping centres in France, Spain and the US;
- Offices in France; and
- C&E sites such as the Parc des Expositions in Porte de Versailles.

(2) Includes the disposals of Solna Centrum, accounted as Property held for sale on December 31, 2021, Almere Centrum, Carré Sénart Shopping Parc, Gera Arcaden, Westfield South Shore, Westfield Trumbull and Villeneuve 2 (see note 1.1.1. "Acquisitions/Disposals in 2022").

(3) Includes:
- the reclassification from IPUC at cost to IPUC at fair value (mainly CNIT Extension and Coppermaker Square Retail); and
- the revaluation of the financial lease of LAX Airport (€93.7 Mn), Westfield Arkadia (€9.8 Mn), the Parc des Expositions in Porte de Versailles (€8.8 Mn) and Le Bourget (€6.1 Mn).

(4) The negative valuation movements in the Shopping Centres resulted mainly from an increase of exit capitalisation rates and discount rates, partly offset by an increase in cash flows due to higher indexation.

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VALUATION ASSUMPTIONS AND SENSITIVITY OF THE FULLY CONSOLIDATED ASSETS

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, URW believes it is appropriate to classify its assets under Level 3 as per IFRS 13. In addition, unobservable inputs, including appraisers' assumption on growth rates and exit capitalisation rates, are used by appraisers to determine the fair value of URW's assets.

As at December 31, 2022, 98% of URW's portfolio was appraised by qualified independent external appraisers.

The net outstanding balances of deferred lease incentives and key money amortised over the expected term of the lease, which corrected the appraisal value, represented -€159.3 Mn (-€151.3 Mn as at December 31, 2021).

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 ("DCF") and/or yield methodologies.

The table below only includes fully consolidated assets.

Shopping Centres – December 31, 2022		Net Initial Yield	Rent in € per sqm[1]	Discount Rate[2]	Exit Capitalisation Rate[3]	CAGR of NRI[4]
France	Max	7.1%	919	9.5%	13.1%	13.5%
	Min	3.4%	174	6.3%	4.2%	3.8%
	Weighted average	4.5%	585	6.5%	4.4%	4.9%
Spain	Max	9.0%	577	12.8%	8.5%	9.0%
	Min	3.6%	131	7.5%	4.7%	2.5%
	Weighted average	5.0%	370	7.9%	5.0%	4.3%
Central Europe	Max	8.2%	681	9.2%	8.9%	3.2%
	Min	5.3%	262	7.2%	5.2%	2.4%
	Weighted average	5.7%	452	7.6%	5.4%	2.9%
Austria	Max	5.0%	438	6.7%	4.6%	3.3%
	Min	4.9%	331	6.6%	4.6%	3.0%
	Weighted average	4.9%	382	6.6%	4.6%	3.1%
Germany	Max	7.3%	508	9.0%	6.9%	3.9%
	Min	4.8%	215	6.5%	4.6%	2.3%
	Weighted average	5.4%	329	7.0%	5.0%	3.2%
Nordics	Max	6.1%	446	7.5%	5.3%	4.5%
	Min	4.5%	285	6.6%	4.5%	2.9%
	Weighted average	4.8%	386	6.9%	4.7%	3.5%
The Netherlands	Max	7.3%	403	7.7%	6.6%	4.5%
	Min	4.8%	297	5.8%	4.6%	3.0%
	Weighted average	5.2%	365	6.2%	5.0%	3.9%
US	Max	9.3%	1,438	10.0%	9.0%	9.1%
	Min	2.9%	420	6.5%	4.5%	0.6%
	Weighted average	4.3%	773	6.9%	5.0%	4.2%

Net Initial Yield ("NIY"), Discount Rate ("DR") and Exit Capitalisation Rate ("ECR") weighted by GMV. Vacant assets, assets considered at bid value, and assets under restructuring are not included in Min. and Max. calculation. Assets under development or not controlled by URW, the Westfield trademark and the airport activities are not included in this table neither the UK asset.

(1) Average annual rent (minimum guaranteed rent ("MGR") + sales-based rent ("SBR")) per asset per sqm.
(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) Compound annual growth rate ("CAGR") of Net Rental Income ("NRI") determined by the appraiser (duration of the DCF model used either 6 or 10 years).

The table below shows the sensitivity on URW's Shopping Centres portfolio value for assets fully consolidated, excluding assets under development, the Westfield trademark and the airport activities.

Sensitivity	Impact in € Mn	Impact in %
+25 bps in NIY	(1,660)	(4.9)%
+25 bps in DR	(554)	(1.6)%
+10 bps in ECR	(467)	(1.4)%
-5% in appraisers' ERV	(1,387)	(4.1)%

OFFICES & OTHERS

Appraisers value the Group's Offices & Others using the DCF and yield methodologies.

A change of +25 basis points in NIY, the main output of the appraisal models, would result in a downward adjustment of -€115 Mn (-5.4%) of URW's Offices & Others portfolio value for assets fully consolidated (occupied and vacant spaces, excluding assets under development).

CONVENTION & EXHIBITION

A change of +25 basis points in the weighted average cost of capital ("WACC") as determined at December 31, 2022, would result in a downward adjustment of -€85.0 Mn (or -4.1%) of the C&E portfolio value.

5.1.3. INVESTMENT PROPERTIES UNDER CONSTRUCTION AT COST – IFRS BASIS

(€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Shopping Centres	**724.3**	**897.2**
France	148.9	229.0
Spain	121.4	140.3
US	11.6	38.2
Central Europe	38.4	34.4
Austria	-	-
Germany	397.0	410.8
Nordics	7.0	12.5
The Netherlands	-	-
UK	-	32.0
Offices & Others	**438.3**	**458.6**
France	83.4	106.0
Other countries	354.9	352.6
Convention & Exhibition	**-**	**-**
Total	**1,162.6**	**1,355.8**

As at December 31, 2022, assets under construction valued at cost are notably:
- Mixed-used projects such as Westfield Hamburg; and
- Office developments such as Sisters in La Défense.

Assets still stated at cost were subject to impairment tests as at December 31, 2022. Allowances were recorded for a total amount of -€276.0 Mn in 2022. It mainly corresponds to Westfield Hamburg.

(€ Mn)	Gross value	Impairment	Total investment properties at cost	Properties held for sale	Total
Dec. 31, 2020	**1,547.6**	**(223.4)**	**1,324.1**	**94.4**	**1,418.5**
Acquisitions	12.1	-	12.1	-	12.1
Capitalised expenses	249.7	-	249.7	0.2	249.9
Disposals/exits from the scope of consolidation	(93.1)	-	(93.1)	(62.4)	(155.5)
Reclassification and transfer of category	(105.5)	(1.0)	(106.6)	8.7	(97.8)
Write-off	(8.4)	8.4	-	-	-
Impairment/reversal	-	(40.1)	(40.1)	-	(40.1)
Currency translation	10.8	(1.1)	9.6	-	9.6
Dec. 31, 2021	**1,613.1**	**(257.3)**	**1,355.8**	**40.9**	**1,396.7**
Acquisitions	0.5	-	0.5	-	0.5
Capitalised expenses[1]	231.9	-	231.9	2.7	234.6
Disposals/exits from the scope of consolidation	(6.6)	-	(6.6)	(42.6)	(49.2)
Reclassification and transfer of category	(121.6)	-	(121.6)	-	(121.6)
Write-off	(39.1)	18.8	(20.2)	(0.9)	(21.2)
Impairment/reversal[2]	-	(276.0)	(276.0)	-	(276.0)
Currency translation	(2.1)	0.8	(1.3)	0.0	(1.4)
Dec. 31, 2022	**1,676.2**	**(513.6)**	**1,162.6**	**-**	**1,162.6**

(1) Capitalised expenses mainly refer to investments in Westfield Hamburg.
(2) Impairment mainly refers to Westfield Hamburg.

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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 4 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 & Others properties, and 35, 25, 20 and 15 years for Shopping Centres assets.

If the appraisal value of a property is lower than net book value, an impairment provision is recorded.

5.2.2. CHANGES IN TANGIBLE ASSETS

Net value (€ Mn)	Operating assets	Furniture and equipment	Right-of-use assets	Total
Dec. 31, 2020	**143.2**	**83.4**	**52.6**	**279.2**
Acquisitions and capitalised expenses	0.1	16.5	-	16.5
Reclassification	-	(0.6)	25.4	24.7
Disposals/exits from the scope of consolidation	(141.9)	(1.2)	-	(143.1)
Depreciation	(1.4)	(24.0)	(12.5)	(37.9)
Impairment/reversal	-	2.6	-	2.6
Currency translation	-	3.7	0.1	3.8
Dec. 31, 2021	**-**	**80.4**	**65.5**	**145.9**
Acquisitions and capitalised expenses	-	15.9	1.3	17.2
Reclassification	-	8.9	20.2	29.1
Disposals/exits from the scope	-	(2.0)	(14.4)[1]	(16.4)
Depreciation	-	(24.4)	(15.1)	(39.5)
Impairment/reversal[2]	-	(0.8)	-	(0.8)
Currency translation	-	0.5	1.3	1.8
Dec. 31, 2022	**-**	**78.5**	**58.8**	**137.3**

(1) Exit following the floor space reduction of office lease at Westfield LLC.
(2) Impairment/reversal 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.

Intangible assets with an indefinite useful life are not amortised.

The useful life of intangible asset is reviewed each year.

An impairment test is carried out whenever there is an indication of impairment and, at least annually, for intangible assets with an indefinite useful life. The impairment test consists of comparing the book value with the recoverable amount of the intangible. The recoverable amount of an asset is the maximum between its fair value less disposal costs and its value in use. The fair value of each asset is individually determined by qualified independent external appraisers using the DCF methodology. If the appraisal value of an intangible asset is lower than net book value, an impairment is recorded.

The intangible assets arise from:
- The Property Management ("PM") business in the US and the UK;
- The DD&C business in the US and the UK;
- The Airport activities in the US;
- The Westfield trademark;
- Rights and exhibitions: mainly Viparis entities; and
- Other intangible assets.

Intangible assets for PM, DD&C and Airport activities relate to the value of the customer contracts identified for these activities at the date of acquisition of Westfield. They correspond to contracts with shopping centres held through joint ventures in accordance with IFRS 11 and to contracts with airport operators and/or local authorities. Customer contracts were separately analysed for Flagship and Regional centres as they present different features.

The incremental value of the Westfield trademark corresponds to the portion of the trademark value that is not captured in the shopping centre values.

The useful life of the PM contracts with Flagship centres are considered indefinite since the PM contracts have no termination date and URW shall remain the sole property manager as long as it is the co-owner of the shopping centres. The useful life of the Westfield trademark is also considered indefinite. Consequently, all these assets are not amortised and tested for impairment.

Other assets are amortised over their remaining useful life:
- PM contracts with Regionals: 3 years;
- DD&C contracts: between 1 to 4 years; and
- Airport activities: 3 years.

PM contracts with Regionals, Airport activities are fully amortised, as well as the DD&C in the UK.

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5.3.2. CHANGES IN INTANGIBLE ASSETS

Net value (€ Mn)	PM/DD&C/ Airport[2]	Trademark	Rights and exhibitions	Other intangible assets	Total
Dec. 31, 2020	296.0	425.8	118.7	35.9	876.3
Acquisitions	-	-	-	8.0	8.0
Amortisation	(31.9)	-	(2.0)	(15.7)	(49.6)
Impairment/reversal	(30.1)	-	18.4	-	(11.7)
Currency translation	20.0	-	-	1.3	21.3
Reclassification	-	-	-	0.6	0.6
Dec. 31, 2021	253.9	425.8	135.1	30.0	844.8
Acquisitions	-	-	-	5.2	5.2
Disposals	-	-	-	(0.7)	(0.7)
Amortisation	(9.8)	-	(2.0)	(13.1)	(24.9)
Impairment/reversal[1]	11.9	-	(16.2)	-	(4.3)
Currency translation	(1.6)	-	-	0.9	(0.7)
Reclassification	-	-	-	1.1	1.1
Dec. 31, 2022	254.3	425.8	117.0	23.4	820.5

(1) The amount of impairment mainly relates to C&E's intangible assets partly offset by the reversal of impairment at the PM business in UK and the US.
(2) As at December 31, 2021, the Airport activities and PM contracts with Regionals in the US were fully amortised, as well as the DD&C in the UK.

One of the main assumptions used to value the PM, DD&C and the Trademark is the DR, which stands between 9.3% and 9.8%.

PM

A change of +25 basis points in the DR of the PM's intangible assets as determined at December 31, 2022, would result in an additional impairment of -€4.4 Mn.

A change of -10 basis points in the long-term growth rate of the PM intangible assets as determined at December 31, 2022, would result in an additional impairment of -€1.1 Mn.

TRADEMARK

For the Trademark, the impairment test performed was based on an independent external appraisal and no impairment was required.

A change of +25 basis points in the DR of the Trademark as determined at December 31, 2022, would lead to an impairment of -€8.6 Mn.

A change of -10 basis points in the long-term growth rate of the Trademark as determined at December 31, 2022, would not lead to any impairment of the intangible assets. An impairment would be necessary with a change of -26 basis points in the long-term growth rate.

RIGHTS AND EXHIBITIONS

As at December 31, 2022, impairment tests were performed on the intangible assets relating to the Viparis entities based on the valuations of independent external appraisers and an impairment of -€16.2 Mn was recognised.

A change of +25 basis points in the WACC of Viparis intangible assets as determined at December 31, 2022, would result in a negative adjustment of -€26.6 Mn (-5.6%) on the appraisal value of the intangible assets and would lead to an additional impairment of -€2.3 Mn.

5.4. GOODWILL

5.4.1. ACCOUNTING PRINCIPLES

The accounting rules for business combinations comply with IFRS 3 Revised.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

IFRS 3 (revised) stipulates a maximum period of 12 months from the acquisition date for the accounting of the acquisition to be finalised: adjustments to values applied must be related to facts and circumstances existing at the acquisition date. Therefore, beyond this 12-month period, any earn-out adjustment must be recognised in income for the fiscal year unless the additional consideration is an equity instrument.

Where a business is acquired in stages, the previous investment is remeasured at fair value at the date if and when the control is transferred. Any difference between fair value and net book value of this investment is recognised in income.

Any change in the Group's interest in an entity that results in a loss of control is recognised as a gain/loss on disposal and the remaining interest is remeasured at fair value with the change being recognised in income.

A transaction that does not affect control (additional acquisition or disposal) is accounted for as an equity transaction between the Group share and the non-controlling interest share without an impact on profit or loss and/or a goodwill adjustment.

GOODWILL SUBSEQUENT MEASUREMENT AND IMPAIRMENT

Goodwill is carried at cost less any accumulated impairment losses. In compliance with IAS 36, the Group performs impairment testing to determine if there is any indication of impairment, at least once a year or whenever there is an indication of impairment. For the purposes of this test, assets are grouped into cash-generating units ("CGUs").

CGUs are standardised groups of assets whose continued use generates cash inflows that are largely separate from those generated by other asset groups.

An impairment loss must be recognised whenever the recoverable value of the goodwill is less than its carrying amount. Impairment losses relating to the value of goodwill cannot be reversed.

GOODWILL RELATING TO OPTIMISED VALUE OF DEFERRED TAXES

Goodwill may arise on acquiring an asset via a share deal, where the Group inherits the fiscal basis of the assets. It is measured by the difference between the deferred taxes accounted for in the balance sheet according to IAS 12, and an estimate of the effective taxes to be paid in case of a share deal. 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.

GOODWILL RELATING TO FEE BUSINESS

This goodwill relates to the following activities: PM, Airport and DD&C.

Impairment tests are performed annually or when an impairment indicator is identified and are based on valuations performed by independent external appraisers, using the DCF method.

The values attributable to the PM business were allocated to the US, the UK and Germany, the values attributable to the DD&C business were allocated to the US and the UK and the value of the Airport activities was allocated to the US, based on independent external valuation.

The goodwill relating to the fee business in the US and the UK is fully impaired.

GOODWILL RELATING TO SYNERGIES AND WORKFORCE

Goodwill relating to the Westfield Corporation acquisition has been allocated per geographical segment as it is the lowest level within the Group at which goodwill is monitored.

The allocation per geographical segment was performed based on the cost and revenue synergies expected to be generated as a result of the business combination.

The expected cost and revenue synergies were allocated to the US, the UK, France Retail, Spain, Central Europe and the Nordics.

The amount related to the value of the workforce acquired was allocated to the US and the UK.

The goodwill allocated to the US, the UK, Spain, Central Europe and the Nordics is fully impaired.

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Impairment test:

Since the geographical segments are the lowest level within the URW Company at which goodwill is monitored, for internal management purposes, the impairment test is performed at geographical segment level and, as a result, in accordance with IAS 36 for a group of CGUs.

The geographical segments to which goodwill has been allocated are tested for impairment by comparing the net asset value of the geographical segment (as presented in the note 4.5.2 "Statement of financial position by segment on a proportionate basis") with the recoverable value, which is determined as the higher of the fair value less cost of disposal and its value in use.

The recoverable value is determined on value in use based on the DCF derived from the 5-year Business Plan ("5YBP") approved by the MB and the SB.

The Group performs comprehensive impairment tests of the goodwill allocated to each geographical segment at the end of December, based on:

- The operating cash flows derived from the 5YBP exercise for 2023-2027 per geographical segment;
- The discount rates before tax per geographical segment based on a calculation of the WACC per region, which reflect the current market assessment of the interest rates and the specific risks associated with each geographical segment as at December 31, 2022. These discount rates were also compared with the discount rates used by appraisers for the valuation of Investment Properties as at December 31, 2022, and the consistency between those was ensured;
- An allocation of the Group's corporate administrative expenses to the geographical segments, as a percentage of their respective NRI; and
- A DCF calculation for each geographical segment on a 10-year basis, consistent with the method applied by the Group's appraisers, and a discounted terminal value, to which a long-term growth rate estimated as at December 31, 2022, is applied.

A comparison has been performed for each geographical segment, between:

- The value in use of the geographical segment at the end of December, as determined above; and
- The net asset value of the geographical segment at the end of December, including the intangible assets and goodwill allocated, based on the segment reporting disclosed in the note 4.5.2 "Statement of financial position by segment on a proportionate basis".

GOODWILL RELATING TO THE ABILITY TO GENERATE DEVELOPMENT PROJECTS

This goodwill relates to URW Germany business.

Impairment tests performed on this goodwill are based on an independent external appraisal, performed once a year as at December 31, or when there is an indication of impairment, and using the DCF method.

5.4.2. CHANGES IN GOODWILL

As at December 31, 2022, the goodwill breaks down as follows:

Net value (€ Mn)	Optimised value of deferred taxes	Fee business	Synergies, workforce and ability to generate development projects	Total
Dec. 31, 2020	**199.5**	**119.3**	**929.3**	**1,248.1**
Disposal	(23.0)	-	-	(23.0)
Impairment	-	-	(145.9)	(145.9)
Currency translation	-	-	-	-
Dec. 31, 2021	**176.6**	**119.3**	**783.4**	**1,079.2**
Disposal	-	-	-	-
Impairment	-	-	-	-
Currency translation	-	-	-	-
Dec. 31, 2022	**176.6**	**119.3**	**783.4**	**1,079.2**

The allocation of the goodwill per geographical segment breaks down as follows:

(€Mn)	France Retail	Central Europe	Austria	Germany	Other	Total
Goodwill Dec. 31, 2021	**731.0**	**87.3**	**72.9**	**177.8**	**10.3**	**1,079.2**
Disposal	-	-	-	-	-	-
Impairment	-	-	-	-	-	-
Currency translation	-	-	-	-	-	-
Goodwill Dec. 31, 2022	**731.0**	**87.3**	**72.9**	**177.8**	**10.3**	**1,079.2**

The Group performs an impairment test for each category of goodwill.

GOODWILL RELATING TO OPTIMISED VALUE OF DEFERRED TAXES

As at December 31, 2022, no additional impairment was recognised.

GOODWILL RELATING TO FEE BUSINESS

As at December 31, 2022, no additional impairment was recognised.

GOODWILL RELATING TO SYNERGIES, WORKFORCE AND ABILITY TO GENERATE DEVELOPMENT PROJECTS

As at December 31, 2022, no additional impairment was recognised.

The main assumptions for calculating the value in use are the WACC, the long-term growth rates (LTGR) and the CAGR of NRI displayed in the table below.

	France Retail
Dec. 31, 2021	
WACC before tax in %	*6.00%*
LTGR in %	*1.40%*
CAGR of NRI in %	*4.41%*
Dec. 31, 2022	
WACC before tax in %	*6.50%*
LTGR in %	*1.70%*
CAGR of NRI in %	*4.85%*

An increase in the WACC, a decrease in the LTGR or a decrease in the CAGR of NRI as determined at December 31, 2022, would not necessarily result in a value in use lower than the net asset value as the net asset value includes investment properties which are carried at fair value. These changes would reduce the fair value of those properties and ultimately the net asset value.

Therefore, the impact of such changes should be viewed on a combined basis on the value in use and the net asset value to appreciate the net effect on the financial statements.

Based on these assumptions used for calculating the value in use, the headroom between the net asset value of the geographical segment France Retail and the value in use amounted to €190 Mn as at December 31, 2022, compared with €360 Mn as at December 31, 2021.

A change of +25 basis points in the WACC as determined at December 31, 2022, without any change in the LTGR and in the CAGR of NRI would not lead to any additional impairment of goodwill.

A change of -10 basis points in the LTGR as determined at December 31, 2022, without any change in the WACC and in the CAGR of NRI would not lead to any additional impairment of goodwill.

A change of -50 basis points in the CAGR of NRI as determined at December 31, 2022, without any change in the WACC and in the LTGR would not lead to any additional impairment of goodwill.

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5.5. VALUATION MOVEMENTS ON ASSETS

This item reflects changes in market valuation of investment properties, impairment and reversal on tangible and intangible assets and amortisation of fair value of assets recorded for the purpose of purchase price allocation.

(€ Mn)	2022	2021
Investment properties at fair value	(798.5)	(1,116.2)
Shopping Centres	*(597.5)*	*(1,176.8)*
Offices & Others	*(131.0)*	*167.2*
Convention & Exhibition	*(70.0)*	*(106.6)*
Investment properties at cost	(297.1)	(40.1)
Tangible and intangible assets	(14.9)	(41.0)
Total	(1,110.6)	(1,197.3)

5.6. AMOUNTS PAID FOR WORKS AND ACQUISITION OF PROPERTY ASSETS (CONSOLIDATED STATEMENT OF CASH FLOWS)

In 2022, amounts paid for works and acquisition of property assets amount to €904.8 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.

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".

Following the Westfield acquisition, the Group has significant co-ownership interest in a number of properties, mainly in the US through property partnerships or trusts. These joint ventures are accounted for using the equity method. The Group and its joint ventures use consistent accounting policies.

6.2. SHARES AND INVESTMENTS IN COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

(€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Shares in companies accounted for using the equity method	7,007.5	7,370.5
Loans granted to companies accounted for using the equity method	919.6	915.7
Total shares and investments in companies accounted for using the equity method[1]	**7,927.1**	**8,286.2**

(1) Mainly relates to Shopping Centres companies.

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:

	2022			2021		
(€ Mn)	Recurring activities	Non-recurring activities[1]	Result	Recurring activities	Non-recurring activities[1]	Result
Total share of income from companies accounted for using the equity method	**420.6**	**(472.4)**	**(51.8)**	**346.3**	**(916.8)**	**(570.5)**
Total interests on loans granted to companies accounted for using the equity method	**31.0**	**-**	**31.0**	**25.1**	**-**	**25.1**

(1) Correspond mainly to the fair value adjustment and related deferred tax on the underlying investment properties.

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6.3. 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.

6.3.1. DESCRIPTION OF THE MAIN JOINT VENTURES ACCOUNTED FOR USING THE EQUITY METHOD

The main jointly controlled assets accounted for using the equity method are the following:

Name of investment	Geographical area	% Interest as at Dec. 31, 2022	% Interest as at Dec. 31, 2021
Westfield Stratford City	UK	50.0%	50.0%
Metropole Zlicin	Central Europe	50.0%	50.0%
Westfield Rosny 2	France	26.0%	26.0%
Westfield CentrO	Germany	50.0%	50.0%
Paunsdorf Center	Germany	25.5%	25.5%
Westfield Annapolis	US	55.0%	55.0%
Westfield Culver City	US	55.0%	55.0%
Westfield Garden State Plaza	US	50.0%	50.0%
Westfield Montgomery	US	50.0%	50.0%
Westfield Santa Anita(1)	US	49.3%	49.3%
Westfield Southcenter	US	55.0%	55.0%
Westfield Topanga	US	55.0%	55.0%
Westfield UTC	US	50.0%	50.0%
Westfield Valley Fair	US	50.0%	50.0%
Aupark Bratislava	Central Europe	13.0%	40.0%

(1) In 2022, the Group completed the sale of the asset Westfield Santa Anita (see note 1.1.1 "Acquisitions/Disposals in 2022").

The significant joint ventures accounted for using the equity method are presented below:

WESTFIELD STRATFORD CITY (LONDON, UNITED KINGDOM)

Westfield Stratford City is a joint venture with Canneth Limited Partnership Inc.

The partnership is governed through a business manager, which is a company jointly owned by both partners. This business manager has significant powers to conduct the business. The budget, capital expenditures, and a number of major decisions relating to the debt financing, approval of any refurbishment and development, disposals, require the approval of both partners. Therefore under IFRS 10, Westfield Stratford City is jointly controlled by both partners.

PARTNERSHIPS IN THE UNITED STATES

Per the co-ownership and PM agreements with its joint venture partners, the Group is restricted from exercising control over these interests even though the Group has more than 50% ownership interest and voting rights. Major decisions require the approval of both the Group and the joint venture partners and operating and capital budgets must be approved by the management committee (both owners have equal representation on this committee). The Group therefore has joint control over the investments and they are accounted for using the equity method.

WESTFIELD CENTRO (GERMANY)

Westfield CentrO, a leading shopping centre located in Oberhausen, is jointly held by the Group and CPPIB.

The joint venture is governed by a board of directors with 6 members, 3 of which are designated by URW and 3 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.

6.3.2. CONSOLIDATED FINANCIAL POSITION OF THE JOINT VENTURES

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)	Dec. 31, 2022	Dec. 31, 2021
Investment properties	8,365.6	9,036.5
Other non-current assets	27.2	14.9
Current assets	402.6	389.7
Total assets	**8,795.4**	**9,441.1**
Restated shareholders' equity	6,111.5	6,551.7
Deferred tax liabilities	97.1	121.4
Shareholders loans	458.1	468.8
External borrowings[1]	1,915.5	2,073.6
Other non-current liabilities	22.2	19.6
Current liabilities	191.0	206.0
Total liabilities	**8,795.4**	**9,441.1**

(1) Includes current and non-current borrowings.

(€ Mn)	2022	2021
NRI	450.7	352.4
Change in fair value of investment properties	(509.7)	(868.5)
Net result	(161.0)	(573.1)

6.3.3. VALUATION ASSUMPTIONS AND SENSITIVITY

The following tables provide a number of quantitative data in order to assess the fair valuation of the Group's assets accounted for using the equity method.

SHOPPING CENTRES

All shopping centres are valued using the DCF and/or yield methodologies.

Shopping Centres – December 31, 2022		Net Initial Yield	Rent in € per sqm[1]	Discount Rate[2]	Exit Capitalisation Rate[3]	CAGR of NRI[4]
Europe	Max	7.6%	947	8.9%	6.8%	4.6%
	Min	4.3%	125	6.5%	4.4%	1.7%
	Weighted average	5.8%	370	7.4%	5.7%	2.6%
US	Max	9.6%	1,213	10.3%	9.0%	11.4%
	Min	3.7%	321	6.5%	4.5%	1.1%
	Weighted average	4.9%	653	7.3%	5.3%	5.0%

NY, DR and ECR weighted by GMV. Vacant assets, assets considered at bid value, and assets under restructuring are not included in Min. and Max. calculation. Assets under development or not controlled by URW are not included in this table. The UK assets are included in the table.

(1) Average annual rent (MGR + SBR) per asset per sqm.
(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) CAGR of NRI determined by the appraiser (between 6 and 10 years depending on duration of DCF model used).

The table below shows the sensitivity on URW's Shopping Centre portfolio value for assets accounted for using the equity method, excluding assets under development.

Sensitivity	Impact in € Mn	Impact in %
+25 bps in NIY	(379)	(4.6)%
+25 bps in DR	(154)	(1.9)%
+10 bps in ECR	(99)	(1.2)%
-5% in appraisers' ERV	(268)	(3.2)%

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6.4. ASSOCIATES

Associates are those entities, not controlled by the Group, but in which it has a significant influence according to IAS 28 R.

6.4.1. DESCRIPTION OF THE MAIN ASSOCIATES ACCOUNTED FOR USING THE EQUITY METHOD

The main associates relate to the following assets:

- Foncière Crossroads which owns the shopping centres Aéroville and So Ouest in the Paris region, Rennes Alma in Rennes, Toison d'Or in Dijon, Confluence in Lyon and the hotel Novotel Lyon Confluence;
- Zlote Tarasy complex (Warsaw);
- Gropius Passagen (Berlin);
- Starwood I, Starwood II and Blum (US); and
- Triangle Renan, a co-investment partnership for the development of Triangle Tower project.

FONCIÈRE CROSSROADS

Foncière Crossroads, which owns a portfolio of 5 shopping centres in France (Aéroville and So Ouest in the Paris region, Rennes Alma in Rennes, Toison d'Or in Dijon and Confluence in Lyon) and a hotel, is held by a consortium of investors formed by Crédit Agricole Assurances, la Française and URW.

The Group holds a 45.8% stake and manages the shopping centres on behalf of Foncière Crossroads through long-term management contracts.

Foncière Crossroads is governed by a chairman. URW cannot be designated as the chairman as long as it manages the shopping centres. The proportion of the voting rights needed to make decisions about the relevant activities of Foncière Crossroads is achieved by more than 1 combination of the parties agreeing.

As a result, URW has only a significant influence on Foncière Crossroads which is 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 URW by the Polish competition authorities in connection with the acquisition by the Group of the shopping centres Westfield Arkadia and Wilenska in July 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.

6.4.2. CONSOLIDATED FINANCIAL POSITION OF ASSOCIATES

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 COMPANIES

(€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Investment properties	1,870.4	1,832.9
Other non-current assets	82.6	25.2
Current assets	133.1	115.8
Total assets	**2,086.0**	**1,973.9**
Restated shareholders' equity	835.0	747.6
Deferred tax liabilities	121.0	113.3
Shareholders loans	461.5	447.0
External borrowings	569.8	569.2
Other non-current liabilities	54.5	48.0
Current liabilities	44.2	48.8
Total liabilities	**2,086.0**	**1,973.9**

(€ Mn)	2022	2021
NRI	88.0	91.0
Change in fair value of investment properties	10.9	(51.7)
Net result	109.2	2.6

6.5. TRANSACTIONS WITH RELATED PARTIES (JOINT VENTURES AND ASSOCIATES)

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 relate to transactions with companies accounted for using the equity method.

(€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Shopping Centres and Convention & Exhibition companies		
Loans[1]	964.8	963.1
Recognised interest	31.1	25.1
Current account in debit	6.3	18.4
Current account in credit	(27.8)	(35.0)
Asset management fees invoiced and other fees[2]	144.8	204.2

(1) Corresponds to 100% of the financing in the joint ventures and associates.
(2) The decrease relates mainly to the property development and project management revenue in the US following the delivery of some projects.

All of these transactions are based on market prices.

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NOTE 7. FINANCING AND FINANCIAL INSTRUMENTS

7.1. ACCOUNTING PRINCIPLES

7.1.1. FINANCIAL INSTRUMENTS (IAS 32/IFRS 7/IFRS 9/IFRS 13)

CLASSIFICATION AND MEASUREMENT OF NON-DERIVATIVE FINANCIAL ASSETS AND LIABILITIES

Under IFRS 9, on initial recognition, a financial asset is classified and measured at amortised cost, at Fair Value through Other Comprehensive Income ("FVOCI") or Fair Value Through Profit and Loss ("FVTPL"). The classification of financial assets under IFRS 9 is based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

The financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interests on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets for the Group:

FINANCIAL ASSETS AT FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

FINANCIAL ASSETS AT AMORTISED COST

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses if needed. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

FINANCIAL ASSETS AT FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

EQUITY INVESTMENTS AT FVOCI

These assets are subsequently measured at fair value though profit or loss except in the case of an irrevocable election to classify them at fair value through OCI that cannot be reclassified.

Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

FINANCIAL LIABILITIES

Interest-bearing financial liabilities are initially measured at fair value, less transaction costs directly attributable to the issue, and 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 IFRS 9, the ORNANE convertible bonds, net of write-off of the issuance costs, 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, except for the impact of the variation of the credit spread which is accounted for OCI. The interest expenses are recorded based on the contractual interest rates and are classified in the statement of comprehensive income on the line "Net financing costs".

As at December 31, 2022, the ORNANEs are fully refunded.

Other non-derivative financial liabilities are recognised at FVTPL.

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.

URW has a macro-hedging strategy for its debt. Except for some currency derivatives, it has chosen not to use the hedge accounting proposed by IFRS 9. All such derivatives are therefore measured at their market value and any fair value variations are recorded in the income statement.

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 the "financing result" as these instruments are designated as hedging instruments.

HEDGING INSTRUMENTS

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 takes 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 recorded 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 following market standard.

DVA based on URW'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 URW and taken from the Bloomberg model; and
- The loss given default following market standard.

7.1.2. BORROWING COSTS GENERATED BY CONSTRUCTION PROJECTS (IAS 23)

Borrowing costs directly attributable to the acquisition or construction of an asset are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest costs capitalised are calculated using the Group's weighted average costs of borrowing applied to the average value of the work completed during each quarter, unless specific financing exists for the project. In this case, the specific interest costs of the project are capitalised.

Capitalisation of borrowing costs starts when the asset is qualified as an IPUC and/or as inventory 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 or when an asset is available for sale.

7.1.3. 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 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; and
- Guarantee deposits received from tenants have not been discounted given the negligible impact of discounting.

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7.2. FINANCING RESULT

7.2.1. NET FINANCING COSTS

(€ Mn)	2022	2021
Security transactions	7.7	2.9
Other financial interest	27.3	14.7
Interest income on derivatives	210.4	194.6
Subtotal financial income	**245.3**	**212.2**
Security transactions	-	(0.3)
Interest on bonds and EMTNs	(486.6)	(485.3)
Interest and expenses on borrowings	(66.9)	(59.3)
Interest on lease liability	(50.8)	(46.9)
Interest on preferred shares	(12.4)	(6.0)
Interest on partners' advances	(30.9)	(24.5)
Other financial interest	(7.2)	(5.5)
Interest expenses on derivatives	(107.1)	(91.5)
Financial expenses before capitalisation of financial expenses	**(761.8)**	**(719.3)**
Capitalised financial expenses	42.5	41.2
Subtotal net financial expenses	**(719.3)**	**(678.1)**
Total net financial costs	**(474.0)**	**(465.9)**

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 DERIVATIVES, DEBTS AND CURRENCY EFFECT

(€Mn)	2022	2021
Mark-to-market of the ORNANEs	0.3	(2.9)
Currency impact	(13.2)	(29.3)
Restructuring of debt, hedges and mark-to-market of derivatives	233.3	(28.4)
Other financial assets and liabilities	54.9	(33.6)
Debt discounting	0.6	(0.9)
Total non-recurring financial result	**275.9**	**(95.1)**

7.3. FINANCIAL ASSETS AND LIABILITIES

7.3.1. INVESTMENT IN FINANCIAL ASSETS

Change in investments in financial assets is mainly due to vendor loans agreed on during asset disposals in France and Central Europe, and equity interests in unlisted investments in the US.

7.3.2. MAIN FINANCING TRANSACTIONS IN 2022

ORNANES:

€500 Mn of net share settled bonds convertible into new and/or existing URW Stapled Shares (ORNANE) issued in April 2015 matured and were refunded on January 1, 2022.

SHORT TO MEDIUM TERM PAPER:

URW accessed the money markets by issuing short-term paper. The average outstanding amount of short-term paper[1] in 2022 stood at €176 Mn, below the average amount in 2021 (€682 Mn), due to the Group's high liquidity position in 2022.

As at December 31, 2022, the Group had no short-term paper outstanding.

BANK DEBT:

The Group signed during 2022:

- €650 Mn sustainability-linked loans with a 5-year maturity (including the refinancing of €150 Mn debt maturing in January 2023);
- €379 Mn new bilateral credit facilities with an average maturity of 4 years (including €250 Mn of sustainability-linked credit facilities);
- A non-recourse mortgage loan, for a total amount of €302 Mn with a 7-year maturity in the context of the disposal of a 45% stake in Westfield Carré Sénart. This debt is fully consolidated in URW's accounts[2]; and
- A non-recourse sustainability-linked mortgage loan to refinance a maturing mortgage loan on Westfield CentrO for an amount of €700 Mn with a 7-year maturity. This debt is consolidated at share in the Group's proportionate accounts[3].

Furthermore, the Group extended the maturity of its existing credit facilities by one year, as follows:

- €4,075 Mn of European credit facilities (including €3,100 Mn of sustainability-linked credit facility); and
- $1.5 Bn out of the $3.2 Bn multi-currency revolving credit facility initially maturing in June 2023.

(1) Neu CP and Neu MTN.
(2) As Westfield Carré Sénart remains fully consolidated, the €302 Mn non-recourse debt raised by the asset-owning JV, held at 55% by URW, is fully consolidated at 100% in URW's IFRS and proportionate debt.
(3) As Westfield CentrO is consolidated at 50.01% (at share) in URW's proportionate accounts, only €350.1 Mn (URW share) of the non-recourse debt raised by the asset-owning JV, is consolidated in URW's proportionate debt. No debt consolidated under IFRS.

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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	Dec. 31, 2022	Dec. 31, 2021
Net share settled bonds convertible into new and/or existing shares (ORNANE)	-	-	-	-	500.3
Principal debt	-	-	-	-	500.0
Mark-to-market of debt	-	-	-	-	0.3
Accrued interest	-	-	-	-	-
Bonds and EMTNs	**686.5**	**8,793.3**	**13,009.5**	**22,489.3**	**22,793.8**
Principal debt[1]	604.1	8,795.6	13,006.2	22,406.0	22,733.0
Accrued interest	237.0	-	-	237.0	242.9
Issuance costs	(73.4)	-	-	(73.4)	(86.5)
Bonds redemption premium	(79.1)	-	-	(79.1)	(91.5)
Mark-to-market of debt	(2.1)	(2.3)	3.3	(1.2)	(4.1)
Bank borrowings	**39.2**	**958.6**	**653.4**	**1,651.2**	**1,384.2**
Principal debt	62.5	961.0	653.4	1,676.9	1,395.1
Accrued interest	3.4	-	-	3.4	5.4
Borrowings issue fees	(33.7)	-	-	(33.7)	(25.0)
Bank overdrafts & current accounts to balance out cash flow	7.9	-	-	7.9	16.4
Mark-to-market of debt	(0.9)	(2.4)	-	(3.3)	(7.7)
Other financial liabilities	**-**	**92.8**	**1,270.6**	**1,363.4**	**1,670.3**
Interbank market instruments and negotiable instruments	-	-	-	-	250.0
Accrued interest on interbank market instruments and negotiable instruments	-	-	-	-	-
Current accounts with non-controlling interests[2]	-	92.8	1,270.6	1,363.4	1,420.3
Lease liabilities[3]	**55.6**	**215.0**	**628.3**	**898.9**	**784.9**
Total financial debt	**781.3**	**10,059.7**	**15,561.8**	**26,402.8**	**27,133.5**
Including liabilities directly associated with Properties or Shares classified as held for sale	-	-	-	-	-
Total financial debt net of liabilities directly associated with Properties or Shares classified as held for sale	**781.3**	**10,059.7**	**15,561.8**	**26,402.8**	**27,133.5**

(1) Include currency impacts on debt raised in foreign currency for an amount of +€65.3 Mn as at December 31, 2022 (+€38.2 Mn as at December 31, 2021). The amount shown in the Financial Resources note (€22,340.7 Mn) corresponds to the amount of bonds after impact of derivatives instruments on debt raised in foreign currencies.
(2) They are considered as non-current as they are financing the related assets.
(3) During H2-2021, URW has entered into a new amendment with the Airport Authorities of Los Angeles which provide for rent reliefs related to the minimum annual guaranteed rent for certain months. Based on the terms of the amendment, URW applied the rent relief as a lease modification accounting according to IFRS 16 to remeasure the lease liability and the right-of-use asset based on information known at the date of reporting (i.e. enplanements). As a result, lease liability (the minimum in-substance fixed lease payments) and the right of use have been remeasured to take into account the evolution of the enplanements as at December 31, 2022.

The variation of financial debt by flows breaks down as follows:

		Cash flows[1]		Variation of accrued interest[3]	Non-cash flows				
(€Mn)	Dec. 31, 2021	Increase[2]	Decrease		Variation of scope	Currency translation	Fair value impact	Others[4]	Dec. 31, 2022
ORNANE	500.3	-	(500.0)	-	-	-	(0.3)	-	-
Bonds and EMTNs	22,793.8	-	(519.1)	(7.2)	-	192.3	2.8	26.7	22,489.3
Bank borrowings	1,384.2	786.3	(558.1)	0.9	-	34.5	7.1	(3.8)	1,651.2
Other financial liabilities	1,670.3	60.1	(366.1)	-	-	-	-	(0.9)	1,363.4
Lease liabilities	784.9	15.2	(56.9)	-	-	11.9	-	143.8	898.9
Total	27,133.5	861.6	(2,000.2)	(6.3)	-	238.7	9.6	165.8	26,402.8

(1) The cash flows differ from those in the consolidated statement of cash flows (increase of +€908.8 Mn and decrease of -€1,879.0 Mn) mainly due to the variation of guarantee deposits received, as well as to the decrease of the financial debt on Westfield Trumbull assumed by the buyer and deducted from the disposal price of the asset.
(2) Net of bonds and EMTNs issuance costs and issue fees.
(3) The variation of accrued interest is included in lines Financial income/Financial expenses of the consolidated statement of cash flows.
(4) The variation of Others includes straight lining of premiums and fees on EMTNs and bank borrowings and change in recognition of lease liabilities in application of IFRS 16.

MATURITY OF CURRENT AND NON-CURRENT PRINCIPAL DEBT

	Current	Non-current					Total Dec. 31, 2022
(€Mn)	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	More than 5 years	
ORNANE	-	-	-	-	-	-	-
Bonds and EMTNs	604.1	1,631.3	3,031.0	1,160.1	2,973.2	13,006.2	22,406.0
Bank borrowings	62.5	162.5	12.5	125.9	660.0	653.4	1,676.9
Interbank market instruments and negotiable instruments	-	-	-	-	-	-	-
Lease liabilities	55.6	57.3	54.8	52.7	50.3	628.3	898.9
Total	**722.2**	**1,851.1**	**3,098.3**	**1,338.8**	**3,683.4**	**14,287.9**	**24,981.8**

7.3.4. CHARACTERISTICS OF BONDS AND EMTNS

Issue date	Rate	Currency	Amount at Dec. 31, 2022 (€Mn)	Maturity
November 2010	Fixed rate 4.17%	EUR	41.0	November 2030
October 2011	Fixed rate 4.1%	EUR	27.0	October 2031
November 2011	Fixed rate 4.05%	EUR	20.0	November 2031
February 2013	Fixed rate HKD swapped back into EUR	HKD	84.2	February 2025
March 2013	Fixed rate HKD swapped back into EUR	HKD	70.3	March 2025
June 2013	Fixed rate 2.5%	EUR	467.0	June 2023
October 2013	Fixed rate HKD swapped back into EUR	HKD	48.1	October 2025
November 2013	Fixed rate CHF swapped back into EUR	CHF	137.1	November 2023
February 2014	Fixed rate 2.5%	EUR	643.7	February 2024
March 2014	Fixed rate 3.08%	EUR	20.0	March 2034
April 2014	Fixed rate 3.08%	EUR	30.0	April 2034
June 2014	Fixed rate 2.5%	EUR	600.0	June 2026
September 2014	Fixed rate 3.75%	USD	937.6	September 2024
September 2014	Fixed rate 4.75%	USD	468.8	September 2044
April 2015	Fixed rate 1.38%	EUR	655.0	April 2030
April 2015	Fixed rate 1%	EUR	500.0	March 2025
October 2015	Floating rate (ERB3M+81 Bps)	EUR	50.0	October 2024
November 2015	Fixed rate 2.07%	EUR	30.0	November 2030
November 2015	Fixed rate HKD swapped back into EUR	HKD	90.2	November 2025
December 2015	Fixed rate 2.1% during 3 years then Constant Maturity Swap 10 years (floored at 0% capped at 4%)	EUR	70.0	December 2030
March 2016	Fixed rate 1.38%	EUR	500.0	March 2026
March 2016	Float rate (Erb6M+0%, floored at 0.95%, capped at 3%)	EUR	20.0	March 2027
April 2016	Fixed rate 1.13%	EUR	500.0	April 2027
April 2016	Fixed rate 2%	EUR	500.0	April 2036
November 2016	Fixed rate 0.88%	EUR	500.0	February 2025
December 2016	Fixed rate HKD swapped back into EUR	HKD	60.1	November 2026
February 2017	Fixed rate 1.5%	EUR	600.0	February 2028
May 2017	Fixed rate 1.5%	EUR	500.0	May 2029
May 2017	Fixed rate 2%	EUR	500.0	May 2037
May 2018	Fixed rate 1.13%	EUR	800.0	September 2025
May 2018	Fixed rate 1.88%	EUR	900.0	January 2031
May 2018	Fixed rate 2.25%	EUR	500.0	May 2038
June 2018	Structured coupon linked to CMS 15 year	EUR	40.0	June 2033
September 2018	Fixed rate 4.63%	USD	468.8	September 2048
September 2018	Fixed rate 4.13%	USD	468.8	September 2028
December 2018	Fixed rate 2%	EUR	100.0	December 2033
February 2019	Fixed rate 1%	EUR	750.0	February 2027
February 2019	Fixed rate 1.75%	EUR	750.0	February 2034
March 2019	Fixed rate 2.13%	GBP	338.2	March 2025
March 2019	Fixed rate 2.63%	GBP	563.7	March 2029
June 2019	Fixed rate 3.5%	USD	703.2	June 2029
July 2019	Fixed rate 1.75%	EUR	500.0	July 2049

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Issue date	Rate	Currency	Amount at Dec. 31, 2022 (€Mn)	Maturity
October 2019	Fixed rate 0.88%	EUR	750.0	March 2032
October 2019	Fixed rate 2.88%	USD	703.2	January 2027
April 2020	Fixed rate 2.13%	EUR	600.0	April 2025
April 2020	Fixed rate 2.63%	EUR	800.0	April 2030
June 2020	Fixed rate 2%	EUR	750.0	June 2032
December 2020	Fixed rate 1.38%	EUR	1,000.0	December 2031
December 2020	Fixed rate 0.63%	EUR	1,000.0	May 2027
May 2021	Fixed rate 1.38%	EUR	600.0	May 2033
May 2021	Fixed rate 0.75%	EUR	650.0	October 2028
Total			22,406.0	

7.3.5. COVENANTS

As at December 31, 2022, the LTV[1] ratio amounted to 41.2% (43.3% as at December 31, 2021).

The Interest Coverage Ratio ("ICR") for the period stood at 4.2x[2] (3.3x as at December 31, 2021).

The Group's corporate debt covenants levels and corresponding current ratios are set at:

Financial ratios	Dec. 31, 2022	Europe credit facility covenants level	US credit facility covenants level	US bond covenants level
LTV	41.2%	< 60%	< 65%	< 65%
ICR	4.2x	> 2x	> 1.5x	> 1.5x
FFO[a]/NFD	7.6%	> 4%	n/a	n/a
Secured debt ratio[b]	2.1%	n/a	< 50%	< 45%
Unencumbered leverage ratio[c]	2.0x	n/a	> 1.5x	> 1.25x

(a) Funds From Operations: on an annualised basis, the recurring EBITDA minus (i) net recurring financial expenses and (ii) tax on recurring operating result.
(b) Secured debt/total assets.
(c) Unencumbered assets/unsecured debt.

These covenants are tested twice a year based on the Group's IFRS financial statements.

As at December 31, 2022:

- 100% of the Group's credit facilities and loans allow an LTV of up to 60% for the Group or the borrowing entity, as the case may be;
- 100% of the Group's credit facilities and loans require an ICR > 2x for the Group or the borrowing entity, as the case may be; and
- 70% of the Group's credit facilities and loans include an FFO/NFD covenant. These require an FFO/NFD above 4% for the Group or the borrowing entity, as the case may be.

(1) LTV = Net financial debt (or "net debt")/Total assets excluding €960 Mn of goodwill not justified by fee business as per the Group's European leverage covenants, including transfer taxes. The proportionate ratio LTV ratio is 42.9%.
(2) Proportionate ICR of 3.8x.

SECURED DEBT NON-RECOURSE:

The non-recourse mortgage debt raised by certain entities of the Group includes financial covenants:

	Covenant level range	% of non-recourse mortgage incl. this feature in such covenant
Debt Yield[1] covenants	5% - 7.5%	29%
ICR covenants	1.3x - 3.5x	33%
LTV covenants	55% - 125%	62%

(1) Debt Yield: ratio of the net operating income to the outstanding loan amount, net of certain cash as defined in the relevant mortgage loan documentation.

- Any breach under these covenants would not lead to a cross-default on the Group's borrowings;
- In the US, the financial covenants of some mortgage loans were not met leading to a funding of cash reserves. This situation does not generate a default of these loans; and
- In any case, defaults under these loans are not expected to have a material adverse effect on the Group's finances.

SHORT-TERM DEBT:

- There are no financial covenants (such as LTV or interest coverage ratios) in the Neu MTN, the Neu CP and the ECP programmes of URW.

7.3.6. OTHER FINANCING ACTIVITIES

In the consolidated statement of cash flows, "Other financing activities" comprise mainly costs paid on derivatives purchase and disposals.

7.3.7. NET FINANCIAL DEBT

Net financial debt is determined as below:

NET FINANCIAL DEBT

(€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Amounts accounted for in balance sheet		
Net share settled bonds convertible into new and/or existing shares (ORNANE)	-	500.3
Non-current bonds and borrowings	24,778.2	24,774.6
Current borrowings and amounts due to credit institutions	725.7	1,073.7
Liabilities directly associated with properties or shares classified as held for sale	-	-
Total financial liabilities	**25,503.9**	**26,348.6**
Adjustments		
Mark-to-market of debt	4.5	11.5
Current accounts with non-controlling interests	(1,363.4)	(1,420.3)
Impact of derivatives instruments on debt raised in foreign currency	(65.3)	(38.2)
Accrued interests/issuance fees	(54.2)	(45.3)
Total financial liabilities (nominal value)	**24,025.4[1]**	**24,856.3[1]**
Cash and cash equivalents	**(3,329.1)[1]**	**(2,256.1)[1]**
Net financial debt	**20,696.3**	**22,600.2**

(1) Bank overdrafts and current accounts to balance out cash flow are included in the total financial liabilities, in 2022 for €7.9 Mn and in 2021 for €16.4 Mn.

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NET CASH AT PERIOD END

(€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Marketable securities[1]	11.5	12.4
Short-term deposit[2]	1,905.8	1,200.0
Cash	1,411.8	1,043.6
Total asset	3,329.1	2,256.1
Bank overdrafts and current accounts to balance out cash flow	(7.9)	(16.4)
Total liabilities	(7.9)	(16.4)
Net cash at period end	3,321.2[3]	2,239.7

(1) This item includes investments in money-market SICAV (marketable securities) denominated in SEK at FVTPL.
(2) All short-term deposits are denominated in euros.
(3) The high level of cash as at December 31, 2022, aims to cover URW's debt repayment needs corresponding to the bonds and bank loans outstanding as at December 31, 2022, and maturing within 1 year (see note 7.5.1 "Liquidity risk").

7.4. HEDGING INSTRUMENTS

CHANGE IN DERIVATIVES

(€ Mn)	Dec. 31, 2021	Amounts recognised in the statement of comprehensive income: Fair value adjustments of derivatives	Amounts recognised in the statement of comprehensive income: Other comprehensive income	Changes in scope of consolidation	Acquisitions	Disposals	Reallocation	Dec. 31, 2022
Assets								
Derivatives at fair value non-current	**442.9**	**317.1**	**-**	**-**	**62.8**	**8.1**	**-**	**831.0**
• *Without a hedging relationship*	*442.9*	*317.1*	*-*	*-*	*62.8*	*8.1*	*-*	*831.0*
• *Other derivatives*	*-*	*-*	*-*	*-*	*-*	*-*	*-*	*-*
Liabilities								
Derivatives at fair value concurrent	**1,067.2**	**12.3**	**-**	**-**	**38.7**	**(20.8)**	**-**	**1,097.4**
• *Without a hedging relationship*	*1,067.2*	*12.3*	*-*	*-*	*38.7*	*(20.8)*	*-*	*1,097.4*
Net	**(624.2)**	**304.8**	**-**	**-**	**24.1**	**28.9**	**-**	**(266.4)**

7.5. RISK MANAGEMENT POLICY

7.5.1. LIQUIDITY RISK

The following table shows the Group's contractually agreed interest payments and repayments of the non-derivative financial liabilities (excluding leases liabilities and current accounts) 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 interest rates published on December 31, 2022.

Commercial paper has been allocated at the earliest period of redemption even if they are rolled over. All other borrowings have been allocated by date of maturity.

(€Mn)	Carrying amount[a] Dec. 31, 2022	Less than 1 year		1 year to 5 years		More than 5 years	
		Interest	Redemption	Interest	Redemption	Interest	Redemption
Bonds, borrowings and amounts due to credit institutions							
Bonds and EMTNs	22,406.0	(456.5)	604.1	(1,489.8)	8,795.6	(1,965.6)	13,006.2
Bank borrowings and other financial liabilities[b]	1,676.9	(49.6)	62.5	(178.4)	961.0	(14.1)	653.4
Financial derivatives							
Derivative financial liabilities							
Derivatives without a hedging relationship	(1,097.4)	(83.3)	27.8	(445.1)	38.2	(150.0)	-
Derivative financial assets							
Derivatives without a hedging relationship	831.0	109.9	-	299.7	(0.7)	667.3	-

(a) Corresponds to the amount of principal debt (see note 7.3.3 "Financial debt breakdown and outstanding duration to maturity").
(b) Excludes current accounts with non-controlling interests and lease liabilities.

The average maturity of the Group's debt, considering the undrawn credit lines[1] and cash on hand, stood at 8.3 years and at 7.1 years without taking into account the undrawn credit lines and cash on hand.

URW's debt maturing over the next 12 months amounts to €647 Mn.

In any event, the next 12 months debt repayment needs are fully covered by the cash on hand (€3,329 Mn) and available undrawn credit lines[2] (€9,655 Mn) including a $3.2 Bn (c. €3.0 Bn) multi-currency revolving credit facility.

The terms and conditions of the €1.25 Bn perpetual non-call 2023 hybrid instrument provide the issuer with a call option[3] in 2023, and annually thereafter.

The decision regarding this call will be made ahead of its First Reset Date[4] (i.e. October 25, 2023).

The amount of bonds, mortgage, bank loans, current accounts and overdrafts outstanding as at December 31, 2022, and maturing or amortising within 1 year is €675 Mn (including €604 Mn of bonds).

The credit facilities maturing over the next 12 months amount to €1,824 Mn including $1.7 Bn that has not been extended out of the current $3.2 Bn multi-currency revolving credit facility.

URW's long-term refinancing policy consists of diversifying the Group's expiry schedules and financial resources. Accordingly (on IFRS basis), bonds & EMTN issues represented 93% of financial nominal debt at December 31, 2022, and bank loans, mortgages and overdrafts 7%.

(1) Subject to covenants.
(2) Subject to covenants.
(3) On any day in the period starting on, and including the 90th calendar day prior to the First Reset Date (being October 25, 2023).
(4) With the Reset Rate of Interest being equal to the sum of the 5-Year Euro Mid Swaps as at October 23, 2023, and the Relevant Margin (i.e. 1.675% until October 24, 2028).

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7.5.2. 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, URW relies solely on major international banks for its hedging operations.

In case of derivative termination, netting can apply as a result of existing agreements between the Group and the banks. The related amounts of derivative instruments would be €139.2 Mn for assets and €503.4 Mn for liabilities.

7.5.3. CREDIT RISK

Credit risk arises from cash and equivalents as well as credit exposures with respect to rental customers. Credit risk is managed on a Group level. The Group structures the level of credit risk it accepts by placing limits on its exposure to a single counterparty, or groups of counterparties, and to geographical and industry segments. Such risks are subject to at least an annual review, and often more frequently. The Group has policies in place to ensure that rental contracts are made with customers with an appropriate credit history.

The main tenants of URW's Office properties in France are blue-chip companies. The tenant 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 typically required to provide financial guarantees, such as a deposit, first-demand guarantee or a surety bond amounting to between 3 and 6 months' rent.

Payments for ancillary services provided by the C&E 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, in normalised context. 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.

According to IFRS 9, the estimated provision corresponds to the amount that the Company does not expect to recover. Although, when collecting a tenant deposit or obtaining a bank guarantee, URW partially covers the possible future losses.

URW's provision policy meets the simplified model of IFRS 9:

- The estimated losses are calculated on a homogeneous segment of receivables;
- The rate of estimated loss reflects the best estimation of the expected future losses, on the considered client segment: URW respects the notion of back testing (comparisons are performed with historical rates of losses) and if needed, the rates are adjusted to take into account any new trigger event; and
- Historical data are reviewed to better reflect the actual situation and integrate the best estimates for the near future.

The Group applies the following rules to calculate the provision for doubtful accounts as at December 31, 2022:

- Receivables from tenants under bankruptcies proceedings were fully depreciated;
- Doubtful debt provisions are defined on the basis of an estimated default rate based on a forward-looking approach. This percentage of default may be refined by the tenant segment and position of the Shopping Centre in its catchment area. Ultimately, this default is rationalised based on recent events like tenants bankruptcies in 2022 and also the evolution of shop closures in the past quarters; and
- This percentage was applied on the amount of receivables from which security deposit and deferred amounts not yet due were deducted.

The amounts of tenants receivables and the related provisions for doubtful debtors from the retail activities have decreased during the period. This decrease was mitigated by an increase in receivables from the Office activity, mainly as a result to Trinity leasing progress and from the C&E sector following the recovery in activity.

The total accounts receivable from retail activities decreased by -€96.6 Mn in total (-€100.4 Mn on a proportionate basis) vs. December 31, 2021, and by -€103.6 Mn (-€111.7 Mn on a proportionate basis) excluding +€7.0 Mn (+€11.2 Mn on a proportionate basis) of currency effect. This decrease includes -€14.9 Mn (-€13.5 Mn on a proportionate basis) of allowances of provisions net of reversal booked in the result for the period (vs. -€67.8 Mn of allowances net of reversals in 2021 and -€97.3 Mn on a proportionate basis).

As at December 31, 2022, the gross amount of receivables amounted to €680.2 Mn (€882.2 Mn on a proportionate basis) and the provision for doubtful debtors to -€216.4 Mn (-€285.9 Mn on a proportionate basis) compared with €766.8 Mn and -€234.3 Mn, respectively, at the end of December 2021, (€985.7 Mn and -€317.0 Mn on a proportionate basis).

7.6. MARKET RISK

Market risks can generate losses resulting from fluctuations in interest rates, exchange rates, raw material prices and share prices. URW's risk mainly relates to interest rate fluctuations on the debt it has taken out to finance its investments, and maintain the cash position it requires and exchange rate fluctuations due to the Group's activities in countries outside the Eurozone, in particular in the US and the UK.

The Group, through its activities, may be exposed to market risks that can generate losses as a result of fluctuations in stock markets. The Group is either: (i) directly exposed to fluctuations in stock prices due to the ownership of shares or financial instruments, or (ii) indirectly exposed to fluctuations in stock prices, due to the ownership of funds, investment instruments or share-based derivatives which are directly correlated with the price of the asset underlying such derivatives.

7.6.1. INTEREST RATE RISK MANAGEMENT

AVERAGE COST OF DEBT

The average cost of debt corresponds to the ratio between "recurring financial expenses (excluding the ones on financial leases and partners' current accounts) + capitalised 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".

The average cost of debt as at December 31, 2022, is 2.0% (2.0% as at December 31, 2021), representing the blended average cost of 1.5% for Euro and SEK denominated debt and 3.8% for USD and GBP denominated debt.

The Group's cost of debt was stable between H1 and H2-2022 thanks to the Group's hedging instruments in place limiting the impact of rates increase and thanks to positive cash deposit rate in H2.

MEASURING INTEREST RATE RISK

As at December 31, 2022, the measuring interest risk is as follow:

	Financial liabilities	
(€ Mn)	Fixed rate	Variable rate[1]
Less than 1 year	674.5	-
1 year to 2 years	1,743.8	50.0
2 years to 3 years	3,043.5	-
3 years to 4 years	1,286.1	-
4 years to 5 years	3,103.2	530.0
More than 5 years	13,308.7	350.9
Total	**23,159.8**	**930.9**

(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 interest cost of outstanding debt was fully hedged as at December 31, 2022, through both:

- Debt kept at a fixed rate; and
- Hedging in place as part of URW's macro-hedging policy.

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The hedging balance as at December 31, 2022, breaks down as follows:

(€Mn)	Outstanding total at Dec. 31, 2022 Fixed rate	Variable rate[a]
Financial liabilities before hedging programme	(23,159.8)	(930.9)
Micro-hedging	11,059.7	(11,059.7)
Financial liabilities after micro-hedging[b]	(12,100.1)	(11,990.6)
Swap rate hedging[c]		-
Net debt not covered by swaps		(11,990.6)
Cap and floor hedging		2,979.1
Hedging balance		(9,011.6)

(a) Including index-linked debt.
(b) Partners' current accounts are not included in variable-rate debt.
(c) Forward hedging instruments are not accounted for in this table.

In 2022, the Group adjusted its hedging position in view of its current disposal and investment plans, its hedging programme, the existing debt[1] as well as the debt the Group expects to raise in the coming years. The cost of these adjustments, including new instruments implemented in 2022, net of their mark-to-market in URW books at end of 2022, was positive at €98.8 Mn.

Taking into account the derivatives with a starting date as from 2023, the Group's net interest rate position[2] is fully hedged for 2023 and the following years.

MEASURING INTEREST RATE EXPOSURE

In 2022, short-term interest rates increased across currencies by: +270 bps for 3M Euribor, +456 bps for 3M USD Libor and +341 bps for 3M Sonia.

Based on the Group's budgeted net debt in 2023, if interest rates[3] (Euribor, Libor, Stibor) were to increase/decrease, the recurring net result would be impacted by:

	Euros (€Mn)	USD ($Mn)	GBP (£Mn)	Total eq. EUR (€Mn)
-25 bps interest rate	(9.6)	-	-	(9.6)
+25 bps interest rate	9.6	-	-	9.6
+100 bps interest rate	38.3	-	-	38.3
+200 bps interest rate	76.6	-	-	76.6

As shown in the table above, the impact of a rate increase on the recurring financial expenses would be positive in case of an increase in rates as the hedging instruments in place are expected to be above budgeted debt following the deleveraging progress.

(1) On a proportionate basis.
(2) The hedging instruments are used to hedge (i) the variable rate debt and (ii) the fixed rate debt immediately converted into variable rate debt, through the Group's macro hedging.
(3) The impact on exchange rates due to this theoretical increase/decrease in interest rates is not taken into account. The theoretical impact of an increase/decrease in interest rates is calculated relative to the applicable rates as at December 31, 2022: 3 Mn Euribor (2.132%), 3 Mn USD Libor (4.7673%) and 3 Mn Sonia (3.7463%).

7.6.2. MANAGEMENT OF EXCHANGE RISKS

MEASURE OF EXPOSURE TO FOREIGN EXCHANGE RISKS AS AT DECEMBER 31, 2022

The Group is active in countries outside the Eurozone. When converted into euros, the income and value of the Group's investments may be influenced by fluctuations in exchange rates against the euro. The Group's policy objective is to apply a broadly consistent[1] LTV by currency allowing it to match part of the foreign currency asset value and income with debt and financial expenses in the same currency, thus reducing the exchange rate effects on the Group's balance sheet and earnings. Foreign exchange risk can be hedged by either matching investments in a specific currency with debt in the same currency or using derivatives to achieve the same risk management goal.

EXPOSURE SENSITIVITY TO CURRENCY EXCHANGE RATE

MEASURE OF THE EXPOSURE TO OTHER RISKS AS AT DECEMBER 31, 2022 (€ MN)

Currency	Assets	Liabilities	Net exposure	Hedging instruments	Exposure net of hedges
USD	10,664	(4,874)	5,791	-	5,791
GBP	2,665	(1,250)	1,415	-	1,415
SEK	2,136	(276)	1,860	-	1,860
Others	610	(717)	(107)	490	384
Total	**16,076**	**(7,117)**	**8,959**	**490**	**9,449**

EXPOSURE SENSITIVITY TO CURRENCY EXCHANGE RATE

Before hedging, the main exposures kept are in USD, GBP and SEK. A change of 10% of EUR/USD, EUR/GBP or EUR/SEK (i.e. a 10% increase of EUR against the USD, GBP or SEK in 2023) would have an impact on shareholders' equity and the net recurring result as follows:

	Dec. 31, 2022		Dec. 31, 2021	
(€Mn)	Net recurring result gain/(loss)	Equity gain/(loss)	Net recurring result gain/(loss)	Equity gain/(loss)
Impact of an increase of +10% in the EUR/USD exchange	(23.0)	(526.4)	(17.5)	(552.3)
Impact of an increase of +10% in the EUR/GBP exchange	(12.8)	(128.6)	(9.9)	(134.3)
Impact of an increase of +10% in the EUR/SEK exchange	(8.1)	(169.1)	(7.4)	(186.6)

The impact on the net recurring result would be offset by the FX hedging that the Group has put in place against EUR/USD, EUR/GBP and EUR/SEK fluctuations.

(1) On a proportionate basis.

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7.7. CARRYING VALUE OF FINANCIAL INSTRUMENTS PER CATEGORY

FAAC: Financial Asset at Amortised Cost
FAFVOCI: Financial Asset at Fair Value through Other Comprehensive Income
FAFVTPL: Financial Asset at Fair Value Through Profit or Loss
FLAC: Financial Liabilities at Amortised Cost
FLFVTPL: Financial Liabilities at Fair Value Through Profit or Loss

Dec. 31, 2022 (€ Mn)	Categories in accordance with IFRS 9	Carrying amount Dec. 31, 2022	Amounts recognised in statement of financial position according to IFRS 9			Fair value
			Amortised cost	Fair value recognised in equity	Fair value recognised in profit & loss	
Assets						
Investments in financial assets	FAAC/FAFVOCI /FAFVTPL	365.2	167.6	24.5	173.1	365.2
Derivatives at fair value	FAFVTPL	831.0	-	-	831.0	831.0
Trade receivables from activity[1]	FAAC	257.2	257.2	-	-	257.2
Other receivables[2]	FAAC	359.5	359.5	-	-	359.5
Cash and cash equivalents	FAAC/FAFVTPL	3,329.1	1,905.8	-	1,423.3	3,329.1
		5,142.0	**2,690.2**	**24.5**	**2,427.3**	**5,142.0**
Liabilities						
Commitment to non-controlling interests	FLFVTPL	44.8	-	-	44.8	44.8
Financial debts (*excluding ORNANE*)[3]	FLAC	26,402.8	26,402.8	-	-	22,182.0
Net share settled bonds convertible into new and/or existing shares (*ORNANE*)	FLFVTPL	-	-	-	-	-
Derivatives at fair value	FLFVTPL	1,097.4	-	-	1,097.4	1,097.4
Non-current amounts due on investments	FLAC	39.1	39.1	-	-	39.1
Other non-current liabilities	FLAC/FLFVTPL	90.6	38.1	-	52.4	90.6
Amounts due to suppliers and other current debt[4]	FLAC	1,141.6	1,141.6	-	-	1,141.6
		28,816.2	**27,621.6**	**-**	**1,194.6**	**24,595.4**

(1) Excluding rent-free periods and step rents.
(2) Excluding prepaid expenses, service charges due and tax receivables.
(3) Financial debt is valued at market value based on market rates and spread issuers at each closing date. The amount includes a fixed rate debt for €22,658.8 Mn valued at €18,437.9 Mn.
(4) Excluding deferred income, service charges billed and tax liabilities.

Dec. 31, 2021 (€ Mn)	Categories in accordance with IFRS 9	Carrying amount Dec. 31, 2021	Amounts recognised in statement of financial position according to IFRS 9			Fair value
			Amortised cost	Fair value recognised in equity	Fair value recognised in profit & loss	
Assets						
Investments in financial assets	FAAC/FAFVOCI /FAFVTPL	370.7	160.2	28.9	181.6	370.7
Derivatives at fair value	FAFVTPL	442.9	-	-	442.9	442.9
Trade receivables from activity[1]	FAAC	320.6	320.6	-	-	320.6
Other receivables[2]	FAAC	334.9	334.9	-	-	334.9
Cash and cash equivalents	FAAC/FAFVTPL	2,256.1	1,200.0	-	1,056.1	2,256.1
		3,725.2	**2,015.7**	**28.9**	**1,680.6**	**3,725.2**
Liabilities						
Commitment to non-controlling interests	FLFVTPL	99.8	-	-	99.8	99.8
Financial debts *(excluding ORNANE)*[3]	FLAC	26,633.2	26,633.2	-	-	27,247.9
Net share settled bonds convertible into new and/or existing shares *(ORNANE)*	FLFVTPL	500.3	-	-	500.3	500.3
Derivatives at fair value	FLFVTPL	1,067.2	-	-	1,067.2	1,067.2
Non-current amounts due on investments	FLAC	54.1	54.1	-	-	54.1
Other non-current liabilities	FLAC/ FLFVTPL	94.6	32.6	-	62.0	94.6
Amounts due to suppliers and other current debt[4]	FLAC	1,220.8	1,220.8	-	-	1,220.8
		29,670.0	**27,940.8**	**-**	**1,729.3**	**30,284.7**

(1) Excluding rent-free periods and step rents.
(2) Excluding prepaid expenses, service charges due and tax receivables.
(3) Financial debt is valued at market value based on market rates and spread issuers at each closing date. The amount includes a fixed rate debt for €23,993.6 Mn valued at €24,608.3 Mn.
(4) Excluding deferred 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.

7.7.1. 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; and
- 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 Dec. 31, 2022 Total	Level 1	Level 2	Level 3
Assets				
Fair value through profit or loss				
Investments in financial assets	173.1	-	-	173.1
Derivatives	831.0	-	831.0	-
Marketable securities	11.5	11.5	-	-
Fair value through equity				
Investments in financial assets	24.5	-	-	24.5
Derivatives	-	-	-	-
Total	1,040.0	11.5	831.0	197.5
Liabilities				
Fair value through profit or loss				
Commitment to non-controlling interests	44.8	-	-	44.8
ORNANE	-	-	-	-
Derivatives	1,097.4	-	1,097.4	-
Other non-current liabilities	52.4	-	-	52.4
Total	1,194.6	-	1,097.4	97.2

7.7.2. NET GAIN/LOSS BY CATEGORY

URW closely monitors its financial risk linked to its activity and the financial instruments it uses. The Group identifies and regularly evaluates its different risk exposures (liquidity, interest rates, and currency exchange rates) in order to implement the adopted strategy.

2022 (€ Mn)	From interest	Net gain/(loss) in profit & loss	Net gain/(loss) in equity
Investments in financial assets	11.3	11.3	(9.3)
Derivatives at fair value through profit and loss	103.3	103.3	-
Financial liabilities at amortised cost	(631.1)	(631.1)	-
	(516.4)	**(516.4)**	**(9.3)**
Capitalised expenses		42.5	
Net financial expenses		**(474.0)**	

2021 (€ Mn)	From interest	Net gain/(loss) in profit & loss	Net gain/(loss) in equity
Investments in financial assets	10.5	10.5	(2.7)
Derivatives at fair value through profit and loss	103.1	103.1	-
Financial liabilities at amortised cost	(620.7)	(620.7)	-
	(507.1)	**(507.1)**	**(2.7)**
Capitalised expenses		41.2	
Net financial expenses		**(465.9)**	

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.

Calculation of income tax expenses is based on 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 recorded 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; and
- The recognition of intangible assets at the acquisition date identified on Viparis entities, particularly Viparis-Porte de Versailles and Paris Nord Villepinte, as well as on Westfield entities.

8.1.3. TAX REGIMES

Different tax regimes exist in the following countries.

FRANCE – SIIC REGIME (SOCIÉTÉ D'INVESTISSEMENT IMMOBILIER COTÉE)

URW elected to participate in the SIIC regime from the creation of the regime on January 1, 2003. Its French subsidiaries eligible for SIIC status have also opted for this regime. The SIIC regime is based on the concept of tax transparency, meaning that rental income and capital gains made from divestments are not subject to income tax at the level of the Group's French property companies, but upon distribution to URW's shareholders. The SIIC regime requires that URW and its SIIC subsidiaries distribute 95% of their recurring income and 100% of their dividend income received from SIIC or equivalent subsidiaries before the end of the following tax year, and 70% of their capital gains before the end of the second tax year following the year in which the gain was generated.

The SIIC regime limits the dividend payment to the statutory distribution capacity and the unpaid SIIC obligation as a result of the capping mechanism is carried forward until the statutory distribution capacity is restored.

The SIIC regime only applies to real estate rental activities, therefore other income generated by URW and its SIIC subsidiaries' ancillary activities remains subject to income tax.

SPAIN – SOCIMI REGIME (SOCIEDADES ÁNONIMAS COTIZADAS DE INVERSIÓN EN EL MERCADO INMOBILIARO)

URW entered the SOCIMI regime in 2013 with most of its Spanish subsidiaries which own standing assets. The SOCIMI regime provides for a tax rate of 0% on recurring income provided that certain requirements - some of them related to the shareholders of URW - are fulfilled. Capital gains realised within the SOCIMI regime are taxed at 0%, and capital gains related to the period before entering into the regime are taxed at the moment of realisation. Based on the SOCIMI regime, the Company has to fulfil distribution obligations of at least 80% of its profits annually, as well as 50% of its capital gains, provided that the remaining 50% is reinvested in the real estate sector within a 3-year period.

THE NETHERLANDS – FBI/FII REGIME (FISCALE BELEGGINGSINSTELLING/FISCAL INVESTMENT INSTITUTION)

The requirements for companies to qualify for the FBI regime are partly related to their activities and their shareholding base. For the main part of the Group's Dutch real estate, following an agreement with the Dutch tax authorities, the FBI regime is not applied. URW NV, which owns the majority of the US portfolio, does apply the FBI/FII regime. An FBI/FII has to distribute its income, calculated according to the rules for corporate income tax, on a yearly base.

UNITED KINGDOM – UNITED KINGDOM REIT

URW applies the UK REIT regime for part of its UK real estate portfolio. Based on the regime, various restrictions apply, among them the requirement that at least 75% of the REIT's net profit must be derived from the property rental business, and 75% of the REIT's assets must be used in the property rental business or be held as cash. At least 90% of the income from the property rental business must be distributed within 12 months after the end of the accounting period. There's no distribution obligation for gains arising from the disposal of real estate used in the property rental business.

UNITED STATES – UNITED STATES REIT

URW has elected to apply the REIT regime for the main part of its US portfolio. Like in other REIT regimes, there's an asset test (75%) along with various securities ownership limits, and in addition there is a combined income test: at least 75% of the gross income must be derived from real estate property rental or from interest on mortgages on real estate property, whereas at least 95% of the gross income must come from a combination of real estate related sources and passive sources, such as dividends and interest. US law requires the REIT to annually distribute at least 90% of its ordinary taxable income.

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8.2. INCOME TAX EXPENSES

(€ Mn)	2022	2021
Recurring deferred and current tax on:		
• Allocation/reversal of provision concerning tax issues	(5.1)	(0.9)
• Other recurring results	(54.4)	(14.4)
Total recurring tax	(59.5)	(15.3)
Non-recurring deferred and current tax on:		
• Change in fair value of investment properties and impairment of intangible assets	36.5	65.7
• Other non-recurring results	(39.7)	(17.5)
Total non-recurring tax	(3.2)	48.2
Total tax	(62.7)	32.9
Total tax paid	(64.7)	(27.3)

(€ Mn)	2022	2021
Current tax	(76.8)	(5.4)
Deferred tax	14.1	38.3
Total tax	(62.7)	32.9

Reconciliation of effective tax rate	%	2022	2021
Profit (loss) before tax, impairment of goodwill and result of associates		403.0	(307.7)
Income tax using the average tax rate	25.9%	(104.4)	70.6
Tax exempt profits (including SIIC, SOCIMI and REIT regimes)	(44.1)%	177.9	101.9
Non-deductible costs	1.6%	(6.6)	(8.9)
Effect of tax provisions	3.3%	(13.5)	(1.8)
Effect of non-recognised tax losses	38.9%	(156.7)	(130.3)
Effect of change in tax rates	(8.1)%	32.8	(0.5)
Effect of currency translation in tax	0.2%	(0.7)	(7.2)
Other	(2.1)%	8.5	9.2
Total tax	15.6%	(62.7)	32.9

8.3. DEFERRED TAX

2022 CHANGE

(€Mn)	Dec. 31, 2021	Net variation	Reclassification	Currency translation	Change in scope of consolidation	Dec. 31, 2022
Deferred tax liabilities	**(1,918.0)**	**35.1**	**(2.2)**	**20.7**	**31.8**	**(1,832.6)**
Deferred tax on investment properties	(1,734.4)	30.5	(2.2)	21.6	31.8	(1,652.7)
Deferred tax on intangible assets	(183.6)	4.6	-	(0.9)	-	(179.9)
Other deferred tax	**24.6**	**(21.5)**	**(0.1)**	**0.8**	**-**	**3.8**
Tax loss carry-forward[1]	45.9	(6.8)	(0.1)	0.5	-	39.5
Other[1]	(21.3)	(14.7)	-	0.3	-	(35.7)
Total deferred tax liabilities	**(1,893.4)**	**13.6**	**(2.3)**	**21.5**	**31.8**	**(1,828.8)**
Deferred tax assets						
Tax loss carry-forward	31.3	1.4	0.1	(0.8)	-	32.0
Other deferred tax assets[1]	8.0	(0.9)	1.6	0.3	-	9.0
Provision on tax loss carry-forward	(17.0)	-	-	(0.2)	-	(17.2)
Total deferred tax assets	**22.3**	**0.5**	**1.7**	**(0.7)**	**-**	**23.8**

(1) Deferred tax assets and liabilities within a same tax group are offset.

2021 CHANGE

(€ Mn)	Dec. 31, 2020	Net variation	Reclassification	Currency translation	Change in scope of consolidation	Dec. 31, 2021
Deferred tax liabilities	**(2,052.5)**	**66.2**	**-**	**(4.0)**	**72.3**	**(1,918.0)**
Deferred tax on investment properties	(1,864.4)	62.5	-	(4.8)	72.3	(1,734.4)
Deferred tax on intangible assets	(188.1)	3.7	-	0.8	-	(183.6)
Other deferred tax	**44.8**	**(25.5)**	**1.5**	**4.3**	**(0.5)**	**24.6**
Tax loss carry-forward[1]	63.0	(19.5)	2.2	(0.1)	0.3	45.9
Other[1]	(18.2)	(6.0)	(0.7)	4.4	(0.8)	(21.3)
Total deferred tax liabilities	**(2,007.8)**	**40.7**	**1.5**	**0.3**	**71.8**	**(1,893.4)**
Deferred tax assets						
Tax loss carry-forward	29.9	3.2	(2.2)	0.4	-	31.3
Other deferred tax assets[1]	11.7	(3.9)	-	0.2	-	8.0
Provision on tax loss carry-forward	(15.2)	(1.7)	-	(0.1)	-	(17.0)
Total deferred tax assets	**26.5**	**(2.4)**	**(2.2)**	**0.5**	**-**	**22.3**

(1) Deferred tax assets and liabilities within a same tax group are offset.

Deferred tax liabilities on properties refer to:

1) Those countries where there is no REIT regime (like the SIIC regime in France), providing a tax exemption on recurring income and capital gains on property sales with an obligation to distribute part of their net result, or
2) To countries where such tax efficient status does exist, but where the structure of URW in its current form and under current legislation would lead to tax amounts to be paid in case of capital gains on property sales.

UNRECOGNISED DEFERRED TAX ASSETS

The table below presents the tax basis on which no deferred tax assets were recognised:

(€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Temporary differences investment properties	-	-
Tax loss carry-forwards not recognised	2,471.0	2,070.2
Total unrecognised tax basis	**2,471.0**	**2,070.2**

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DETAIL OF UNRECOGNISED TAX LOSSES AT THE END OF 2022 INTO FINAL YEAR OF USE:

(€ Mn)	
2023	13.6
2024	24.8
2025	27.3
2026	3.1
2027	17.5
Unlimited	2,384.7
Total	**2,471.0**

The tax losses are to a large extent related to negative financial results on French SIIC entities (€979.6 Mn), next to losses caused by impairments in some other countries (mainly US and The Netherlands). Deferred tax assets have not been recognised because it is not probable that future taxable profit will be available against which these losses can be offset.

NOTE 9. PROVISIONS

The determination of the amount of provisions for liabilities and charges requires the use of estimates, assumptions and judgement made by management based on information available or situations prevalent at the date of preparation of the accounts, information and situation which may vary from subsequent actual events, as well as on the basis of estimated conditions at a given date.

2022 CHANGE

(€ Mn)	Dec. 31, 2021	Allocations	Reversals used	Reversals not used	Foreign currency translation impact	Other movements	Dec. 31, 2022
Non-current provisions	**55.5**	**15.7**	**(1.4)**	**(1.5)**	**2.1**	**(2.6)**	**67.7**
Non-current provisions excluding employee benefits	42.5	9.4	(0.6)	(1.5)	2.1	0.2	52.1
Employee benefits	13.0	6.3	(0.8)	-	-	(2.8)	15.6
Current provisions	**34.6**	**16.8**	**(7.0)**	**(10.3)[1]**	**(0.1)**	**(0.9)**	**33.0**
Total	**90.1**	**32.5**	**(8.5)**	**(11.8)**	**1.9**	**(3.4)**	**100.7**

(1) Relates mainly to the reversal of litigation with tenants.

NOTE 10. OTHER CURRENT LIABILITIES

Other current liabilities break down as follows:

(€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Tax and social liabilities	512.0	453.1
Other liabilities	206.2	214.2
Total other current liabilities	**718.2**	**667.4**

NOTE 11. EMPLOYEE REMUNERATION AND BENEFITS

11.1. HEADCOUNT

The average number of employees of the Group's companies breaks down as follows:

Regions	2022	2021
France[1]	968	989
Spain	128	120
US	552	718
Central Europe	146	143
Austria	62	55
Germany	403	422
Nordics	96	104
The Netherlands	62	81
UK	243	259
Australia	-	-
Total	**2,660**	**2,889**

(1) Of which Viparis: 336/334.

11.2. PERSONNEL COSTS

(€ Mn)	2022	2021
Personnel costs	347.9	383.6
Employee benefits[1]	18.0	13.3
Total	**365.9**	**396.9**

(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) Unibail comprising notably Unibail Management and Espace Expansion, and employees of URW SE benefit from a common employee profit-sharing plan and a common profit-sharing agreement introduced in 1999. The common profit-sharing agreement was renewed in 2017, then extended for a period of 1 year covering the 2022 financial year. 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 a common employee profit-sharing plan and a common profit-sharing agreement introduced in 2008. The profit-sharing agreement was renewed in 2020.

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11.3. EMPLOYEE BENEFITS

11.3.1. 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 recorded 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 recorded to liabilities to cover all 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.

Provisions are recorded 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 OCI. Since 2021, the Group has applied the International Financial Reporting Interpretations Committee ("IFRIC") recommendation related to the application of IAS 19 for the past service costs.

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.

With the exception of provision for retirement allowances and long-service awards, no commitments relating to long-term or post-employment benefits need to be accrued.

Provisions for pension liabilities (€ Mn)	Dec. 31, 2022	Dec. 31, 2021
Retirement allowances	12.8	10.2
Pension plans with defined benefit[1]	2.8	2.8
Total	**15.6**	**13.0**

(1) The provision corresponds to the remaining obligation to the defined benefit contract in The Netherlands.

11.3.2. 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 URW's Company Savings Plan, stock option plan, and 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 exercised at the end of the vesting period (estimation of the turnover) is recorded 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 plan, 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 3 months. The subscription period is opened once per year, after the share capital increase reserved to employees has been authorised by the MB, 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 MB, less a 30% discount. The Group also makes a top-up contribution applied exclusively to voluntary contributions (including profit-sharing), made by employees to the Group URW Fund (fund fully vested in Stapled Shares as from June 2018). These voluntary contributions are limited to a maximum of one-quarter of the annual salary with a cap of €25,000 (for shares acquired at 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 €3.3 Mn in 2022 compared with €3.0 Mn in 2021.

STOCK OPTION PLANS

There are currently 6 plans for stock options granted to directors and employees of the Group. The plans granted as from 2019 have a duration of 8 years[1] and may be exercised at any time, in 1 or more instalments, as from the third anniversary of the date of their allocation[2].

FOR PLANS UNTIL 2021:

All plans are subject to both internal and external performance conditions.

The external performance is assessed on the basis of the Total Shareholders Return ("TSR") of URW's shares (with dividends reinvested) against a Reference Index[3] and a Corporate Social Responsibility ("CSR") external rating. These KPIs weight 45% and 5% of the performance achievement respectively.

The internal performance is assessed on the basis of the attainment of URW's Adjusted Recurring Earnings per Share ("AREPS") guidance communicated to investors[4], and on the level of achievement of the CSR agenda Better Places 2030, Group-wide[5]. These KPIs weight 45% and 5% of the performance achievement respectively.

FOR PLANS AS FROM 2022:

The stock options are subject to:

- 2 external market performance condition for up to 45% of the stock options granted:
  - The first condition, based on a relative criteria, for up to 35% of the stock options granted: the TSR of the URW's share must be higher than that of the Reference Index over a period of 3 years, from March 8, 2022, to March 8, 2025. The reference prices used in the measurement of the TSR correspond to the average of the closing prices of the last 90 days preceding the start and end dates of the measurement period; and
  - The second condition, based on an absolute criteria, for up to 10% of the stock options granted: the TSR of URW's share must be higher than 20% over a period of 3 years, from March 8, 2022, to March 8, 2025. The reference prices used in the measurement of the TSR correspond to the average of the closing prices of the last 90 days preceding the start and end dates of the measurement period.
- Two non-market performance conditions for up to 55% of the stock options granted: AREPS growth compared with forecasts communicated to the market for 35% of the stock options granted and criteria based on CSR indicators for 20% of the stock options granted.

The performance-related stock options allocated in May 2022 were valued:

- At €1.35 for those subject to relative criteria;
- At €1.26 for those subject to absolute criteria; and
- At €1.51 for those subject to non-market conditions (i.e. AREPS and internal/external CSR), using a Monte Carlo model.

This valuation is based on an initial exercise price of €66.68, the share price at the date of allocation of €52.68, a vesting period of 3 years, an estimated duration of 3.7 years, a market volatility of 23.99%, a dividend assumption for 2023 to 2026, a risk-free interest rate of -0.20% and a volatility of the reference composite index of 14.61% with a correlation reference composite index/URW of 75.23%.

Stock options are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to stock options came to €2.0 Mn in 2022 and €1.8 Mn in 2021.

(1) The duration was 7 years for the plans granted before 2019.
(2) The exercise was possible only as from the fourth anniversary of the grant date for the plans granted before 2019.
(3) For the 2018 performance, the TSR taken into account is the one of Unibail-Rodamco before the Westfield Acquisition against index EPRA Eurozone "Retail and Office".
(4) For the 2018 performance, the performance is assessed on the attainment of the Recurring Earning Per Share ("REPS") guidance on the scope of Unibail-Rodamco standalone.
(5) For the 2018 performance, the assessment is based on the scope Unibail-Rodamco standalone and on the integration of the US, the UK and Italy into URW's CSR agenda.

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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]
2015 plan (n°8)	2015	from 04/03/2019 to 03/03/2022	256.81	615,860	-	615,860	-	-
	2015	from 05/09/2019 to 04/09/2022	238.33	7,225	-	7,225	-	-
	2016	from 09/03/2020 to 08/03/2023	227.24	611,608	-	207,201	1,913	402,494
	2017	from 08/03/2021 to 07/03/2024	218.47	611,611	-	179,791	-	431,820
2018 plan (n°9)	2018	from 06/03/2022 to 05/03/2025	190.09	630,135	-	171,972	-	458,163
2019 plan (n°10)	2019	from 20/03/2022 to 19/03/2026	144.55	748,372	-	195,872	-	552,500
2020 plan (n°11)	2020	from 22/03/2023 to 21/03/2027	92.03	885,291	-	231,793	-	653,498
2021 plan (n°12)	2021	from 19/05/2024 to 18/05/2029	69.41	950,295	-	136,628	-	813,667
2022 plan (n°13)	2022	from 09/03/2025 to 08/03/2030	66.68	1,217,386	-	105,581	-	1,111,805
Total				6,277,783	-	1,851,923	1,913	4,423,947

(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 presence and performance conditions.

The table below shows the number and weighted average exercise prices of stock options:

	2022		2021	
	Number	Weighted average price (€)	Number	Weighted average price (€)
Outstanding at the beginning of the period	3,909,464	151.49	3,779,904	175.05
Allocated over the period	1,217,386	66.68	950,295	69.41
Cancelled over the period	(702,903)	184.83	(820,735)	164.95
Exercised over the period	-	-	-	-
Average share price on date of exercise	-	-	-	-
Outstanding at the end of the period	4,423,947	122.86	3,909,464	151.49
Of which exercisable at the end of the period	1,844,977	-	1,245,313	-

PERFORMANCE SHARE PLAN

All shares are subject to both external and internal performance conditions. The performance conditions are the same as for the stock options described above.

The awards allocated in May 2022 were valued:

- At €16.05 (30.5%) for those with TSR subject to the relative criteria share in € (and as % of grant price);
- At €9.67 (18.4%) for those with TSR subject to the absolute criteria share in € (and as % of grant price); and
- At €41.16 for those subject to off-market conditions (i.e. AREPS and internal/external CSR), using a Monte Carlo model.

This valuation is based on the share price at the date of allocation of €52.68, a vesting period of 3 years, a market volatility of 26.03%, a volatility of the reference composite index of 15.29% with a correlation reference composite index/URW of 77.18%, a dividend assumption for 2023, 2024 and 2025, and a risk-free interest rate of -0.28%.

Performance shares are accounted for in accordance with IFRS 2. The expense recorded on the income statement in relation to performance shares came to €13.4 Mn in 2022 and €9.1 Mn in 2021.

The table below shows allocated performance shares not acquired 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]
March 2020	489,440	127,896	-	361,544
May 2021	371,846	53,693	-	318,153
March 2022	808,872	56,635	-	752,237
Total	1,670,158	238,224	-	1,431,934

(1) For French tax residents: a minimum vesting period of 3 years, and a minimum holding period of 2 years once vested.
For non-French tax residents: a minimum vesting period of 4 years without any requirement to hold the shares.
Plans granted from 2020 to 2022: a minimum vesting period of 3 years for the French and non-French tax residents without any requirement to hold the shares.
(2) The acquisition of the shares is subject to presence and performance conditions.

11.3.3. REMUNERATION OF THE MANAGEMENT BOARD TEAM AND THE SUPERVISORY BOARD

REMUNERATION OF THE MANAGEMENT BOARD

Starting 2021, a new organisation has been adopted by URW. An extended MB has replaced the former Senior Management Team.

(K€) Paid in:	2022[1]	2021[1]
Fixed income	3,350	3,249
Short-term incentive	4,457	1,573
Other benefits[2]	1,120	799
Total	**8,927**	**5,621**

(1) Corresponds to the remuneration of the MB members (i.e. 5 members).
(2) Supplementary Contribution Scheme, company car and other additional benefits.

In 2022, members of the MB were allocated a total of 234,500 performance stock options, all subject to performance condition, and 155,810 performance shares.

Regarding the 2022 performance achievements, the MB members will receive in 2023 a total Short-Term Incentive ("STI") amounting to €4,167 K. The payment will be made after the approval of the AGM.

REMUNERATION OF THE SUPERVISORY BOARD

The remuneration of the SB amounts to €824,678 for the 2022 fiscal year.

TRANSACTIONS INVOLVING SUPERVISORY BOARD MEMBERS OR MANAGEMENT BOARD MEMBERS (INCLUDING LOANS OR GUARANTEES GRANTED)

None.

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NOTE 12. SHARE CAPITAL AND DIVIDENDS

12.1. 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 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, 2022, net financial debt stood at €20,696 Mn[1], excluding partners' current accounts and after taking cash surpluses into account (€3,329 Mn).

As at December 31, 2022, the total portfolio valuation amounts to €50,251 Mn, including transfer taxes.

As at December 31, 2022, the calculated ratio amounted to 41.2%, compared with 43.3% as at December 31, 2021.

12.2. NUMBER OF SHARES

ACCOUNTING PRINCIPLES

The Earnings per Share indicator is calculated by dividing net result (holders of the Stapled Shares) 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 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.

CHANGE IN SHARE CAPITAL

	Total number of shares
As at Jan. 1, 2021	**138,472,385**
Capital increase reserved for employees under Company Savings Plan	74,055
Shares granted	47,976
As at Dec. 31, 2021	**138,594,416**
Capital increase reserved for employees under Company Savings Plan	105,741
Shares granted	66,931
As at Dec. 31, 2022	**138,767,088**

AVERAGE NUMBER OF SHARES DILUTED AND UNDILUTED

	2022	2021
Average number of shares (undiluted)	138,717,455	138,545,360
Dilutive impact		
Potential shares via stock options[a]	-	-
Attributed performance shares (unvested)[a]	733,332	418,750
Potential shares via ORNANE	-	1,225,243
Average number of shares (diluted)	139,450,787	140,189,353

(a) Corresponds only to stock options and attributed performance shares which are in the money and for which the performance condition is fulfilled.

(1) After impact of derivatives instruments on debt raised in foreign currencies.

12.3. DIVIDENDS

Given the statutory results and cumulated negative retained earnings of URW SE in 2022 as well as in 2021, the Group had no obligation to pay a dividend neither in 2023 for the fiscal year 2022, nor in 2022 for the fiscal year 2021, under the SIIC regime and other REIT regimes it benefits from. Consequently, URW SE's total carry-forward SIIC distribution obligation, standing at €1,720 Mn as at December 31, 2022, is delayed until URW SE has sufficient statutory results to meet this obligation.

These statutory results would not prevent URW SE from deciding to make distributions out of its premium.

On May 15, 2020, URW SE's combined General Meeting of shareholders resolved to distribute a dividend of €5.40 per Stapled Share. A total cash dividend amounted to €747.4 Mn was paid on March 26, 2020.

NOTE 13. OFF-BALANCE SHEET COMMITMENTS AND CONTINGENT LIABILITIES

All significant commitments are shown below. The Group does not have any complex commitments.

The amounts are disclosed under IFRS.

13.1. COMMITMENTS GIVEN

Commitments given (€Mn)	Description	Maturities	Dec. 31, 2022	Dec. 31, 2021
1) Commitments related to the scope of the consolidated Group			**58.7**	**24.0**
Commitments for acquisitions	• Purchase undertakings and earn-out	2023 to 2040	53.8	5.9
Commitments given as part of specific transactions	• Warranties and bank letters of credit given in the course of the ordinary business	2023+	4.9	18.0
2) Commitments related to Group financing			**1,593.7**	**1,683.6**
Financial guarantees given	• Mortgages and first lien lenders[1]	2023+	1,126.8	1,195.0
	• Guarantees relating to entities under the equity method or not consolidated[2]	2023+	466.9	488.6
3) Commitments related to Group operational activities			**1,680.0**	**1,587.2**
Commitments related to development activities	• Properties under construction: residual commitments for works contracts and forward purchase agreements[3]	2023+	1,181.6	1,062.9
	• Residual commitments for other works contracts	2023+	6.4	0.3
	• Commitments subject to conditions precedent	2023 to 2028	190.9	214.3
Commitments related to operating contracts	• Commitments for construction works[4]	2023 to 2064	204.4	209.5
	• Rental of premises and equipment	2023+	15.9	22.3
	• Other	2023+	80.8	77.8
Total commitments given			**3,332.4**	**3,294.7**

(1) The outstanding balances at the reporting date of the debts and drawn credit lines which are secured by mortgages. The gross amount of mortgages was €1,141.9 Mn as at December 31, 2022 (€1,195.0 Mn as at December 31, 2021).
(2) Corresponds to guarantees provided by the Group in the US relating to associates under equity method or entities under foreclosure, for a portion of the principal amount of the loans greater than the Group's stake.
(3) Comprises financial guarantees given to the City of Paris regarding the Triangle Tower project.
(4) Under the 50-year lease contract to operate Porte de Versailles (Paris), an amount of €497.0 Mn for renovation works and €227.2 Mn for maintenance works have to be spent (i.e. €724.2 Mn, representing an initial commitment of €362.1 Mn (Group share), of which €537.4 Mn has already been invested).

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COMMITMENTS RELATING TO GROUP FINANCING

- The €2,000 Mn hybrid securities issued on April 16, 2018, are deeply subordinated perpetual instruments with a coupon deferral option. The coupon is to be paid when a mandatory payment event occurs, such as the approval of a dividend payment, though the Group can suspend payments while making the minimum required REIT distributions.

- In 2000, Westfield America Limited Partnership, Urban Shopping Centres L.P. and Westfield Growth L.P. have guaranteed loans entered into by joint ventures for a portion of the principal amount of the loans greater than their stake in the joint ventures.

  The Group, as one of the General Partners of Head Acquisition, L.P. (the general partner of Urban Shopping Centers, L.P.), has committed to maintain and allocate to Urban's minority limited partners a certain amount of qualified non-recourse mortgage debt.

  As a result of such debt maintenance obligations, which are subject to indemnification, certain subsidiaries of the Group may be required to incur non-recourse financing on some of the assets that are held by Urban Shopping Centers, L.P., irrespective of the Group's liquidity needs or alternative sources of funding.

OTHER UNQUANTIFIABLE COMMITMENTS GIVEN RELATED TO THE SCOPE OF THE CONSOLIDATED GROUP

- For a number of recent acquisitions of properties in France, URW SE has committed to the French tax authorities to retain these interests for at least 5 years, in accordance with the SIIC tax regime.

- For a number of disposals, the Group granted usual representations and 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 (e.g. right of first offer, tag-along right in case the partner sells its shares to a third party).

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.

- In a number of countries in which the Group operates, specific tax regimes for real estate companies exist. For many companies of the Group, eligible for such regimes, the Group has opted to use such regimes. Although the details of those regimes are not exactly the same for all countries, one of the standard elements is a requirement to distribute all/nearly all of the recurring income, a large part of the capital gains and all dividends received from other companies that have opted for the application of such specific regime.

  URW SE's total carry-forward SIIC distribution obligation stands at €1,720 Mn as at December 31, 2022: it will be delayed until URW SE has sufficient statutory results to meet this obligation. These statutory results would not prevent URW SE from deciding to make distributions out of its premium.

- In 2014, the City of Brussels selected URW as the co-developer, with its partners BESIX and CFE, of the NEO project. BESIX has the possibility to increase its interest in the Mall of Europe from 12.5% to 20% before the construction of the project.

  CFE has an option to sell its shares in the Mall of Europe to URW from December 31 following the opening of the shopping centre and during a period of 1 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 URW from the end of the second full year after the opening of the shopping centre and lasting 38 months from such date.

  URW 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 URW SE, BESIX and CFE, to ensure that each joint venture shall not bear any financial consequence beyond its programme and that the ultimate shareholder shall not bear more than its share in each joint venture.

- In the context of the master concession developer agreement at John F. Kennedy International Airport - Terminal One, URW SE guarantees to JFK NTO LLC, performance of all obligations of its subsidiary, URW Airports JFK T1, LLC, including but not limited to the prompt payment of the concession rents when due and all other amounts due and payable under the concession agreement. The concession rents are fully variable and based on passenger enplanements, and the first payments will start with the opening of the terminal to the public expected in phases between 2026 and 2030.

13.2. COMMITMENTS RECEIVED

Commitments received (€Mn)	Description	Maturities	Dec. 31, 2022	Dec. 31, 2021
1) Commitments related to the scope of the consolidated Group			**7.3**	**2.5**
Commitments for acquisitions	• Sales undertakings	2024	7.3	2.5
2) Commitments related to Group financing			**9,655.0**	**9,859.0**
Financial guarantees received	• Undrawn credit lines[1]	2023 to 2028	9,655.0	9,859.0
3) Commitments related to Group operational activities			**904.0**	**793.6**
Other contractual commitments received related to operations	• Bank guarantees on works and others	2023+	18.4	15.5
	• Other[2]	2024 to 2028	393.9	339.5
Assets received as security, mortgage or pledge, as well as guarantees received	• Guarantees received relating to Hoguet regulation (France)	2030	100.2	104.5
	• Guarantees received from tenants	2023+	309.2	255.0
	• Guarantees received from contractors on works	2023+	82.3	79.1
Total commitments received			**10,566.3**	**10,655.2**

(1) These agreements contain financial covenants based on the Group's IFRS financial statements. 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. No amount is secured by mortgages as at December 31, 2022.
(2) Mainly comprises counter guarantees received from JV's partners in the Triangle Tower project.

13.3. CONTINGENT LIABILITIES

The Group is involved in an arbitration procedure with PEAB involving claims regarding the development of Westfield Mall of Scandinavia. The process involves claims by both sides and is expected to take time to resolve. Based on the risk analysis, no provision was recorded in the consolidated accounts.

The Group is subject to a tax audit in France, which resulted in a notification of reassessments. The vast majority of reassessments under proposal are denied by the Group and no provision was recorded in the consolidated accounts based on the risk analysis performed by the Group and its tax advisors.

NOTE 14. SUBSEQUENT EVENTS

In line with the Group's efforts to deleverage in the US, the Group (along with its JV partner) made the decision not to repay the $195 Mn ($97.5 Mn on a proportionate basis) secured debt on Westfield Valencia Town Center, which matured on January 1, 2023. The Group is engaged in discussions to sell the asset (or its interest in it) and any potential purchaser would assume the relevant debt. If a sale is not finalised, the property will likely be foreclosed. This debt is non-recourse and its non-repayment has no impact on the rest of the Group's debt. The asset value in the Group's consolidated accounts was $100.2 Mn as at December 31, 2022. Upon sale of the asset or foreclosure, the Group's debt will be reduced by -$97.5 Mn, corresponding to a net impact on the Group's balance sheet of -$2.7 Mn.

On February 1, 2023, the Group completed the sale of its ground lease for Westfield North County located in Escondido, California, to Bridge Group Investments and Steerpoint Capital, effectively transferring ownership and management of the asset. The sale price of $57 Mn (at 100%, URW share 55%) for Westfield North County, which has 30 years left on its ground lease, reflects the property's book value as at December 31, 2022. The asset is a B-rated, 1.25 Mn square foot property, which is 89% leased.

The Group started discussions with Euronext in order to change its market of reference from Euronext Amsterdam to Euronext Paris as part of an initiative to simplify its structure given limited trading activity on that market. As a part of this request, the Group intends to delist of the URW Stapled Shares from Euronext Amsterdam, while maintaining a single listing on Euronext Paris. The delisting from Euronext Amsterdam would not affect the liquidity of the shares nor have any impact on trading, URW's organisation (including the Stapled Share principle) or the ISIN code (FR0013326246) of the Group. Following the approval of the Euronext Listing Board, the change of the Group's market of reference from Euronext Amsterdam to Euronext Paris will be effective on April 14, 2023 and the last day of trading on Euronext Amsterdam will be April 27, 2023.

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NOTE 15. LIST OF THE MAIN CONSOLIDATED COMPANIES

List of the main consolidated companies	Country	Method[1]	% interest Dec. 31, 2022	% control Dec. 31, 2022	% interest Dec. 31, 2021
URW SE	France	FC	100.00	100.00	100.00
Westfield Corporation Limited	Australia	FC	100.00	100.00	100.00
Donauzentrum Besitz- u. Vermietungs GmbH	Austria	FC	100.00	100.00	100.00
Shopping Center Planungs- und Entwicklungsgesellschaft mbH & Co. Werbeberatung KG	Austria	FC	55.00	55.00	55.00
UR Invest GmbH	Austria	FC	55.00	55.00	55.00
URW Invest GmbH	Austria	FC	100.00	100.00	100.00
Centrum Cerny Most as	Czech Republic	FC	100.00	100.00	100.00
Centrum Chodov sro	Czech Republic	FC	100.00	100.00	100.00
Doria	France	FC	100.00	100.00	100.00
Financière 5 Malesherbes	France	FC	100.00	100.00	100.00
Volumes LPD	France	FC	100.00	100.00	100.00
Rodamco France	France	FC	100.00	100.00	100.00
SA Uni-Expos	France	FC	100.00	100.00	100.00
SA Union Internationale Immobilière	France	FC	100.00	100.00	100.00
SCI Chesnay Pierre 2	France	FC	50.00	50.00	50.00
SCI du Forum des Halles de Paris	France	FC	65.00	65.00	65.00
SCI Propexpo	France	FC	50.00	50.00	50.00
SCI SCC de La Défense	France	FC	53.30	53.30	53.30
SCI CC Francilia	France	FC	55.00	55.00	100.00
SNC Viparis - Porte de Versailles	France	FC	50.00	50.00	50.00
Uni-commerces	France	FC	100.00	100.00	100.00
CentrO companies	Germany	EM-JV	50.00	50.00	50.00
URW Germany GmbH	Germany	FC	51.00	51.00	51.00
SARL Red Grafton 1	Luxembourg	FC	65.00	65.00	65.00
Crystal Warsaw Sp zoo	Poland	FC	100.00	100.00	100.00
GSSM Warsaw Sp zoo	Poland	FC	100.00	100.00	100.00
Zlote Tarasy partnership	Poland	EM-A	100.00	-	100.00
Aupark as	Slovakia	EM-JV	13.00	13.00	40.00
Unibail-Rodamco Retail Spain	Spain	FC	100.00	100.00	100.00
Unibail-Rodamco Steam SLU	Spain	FC	51.11	51.11	51.11
Rodamco AB	Sweden	FC	100.00	100.00	100.00
Rodamco Centerpool AB	Sweden	FC	100.00	100.00	100.00
Rodamco Handel AB	Sweden	FC	100.00	100.00	100.00
Rodamco Northern Europe AB	Sweden	FC	100.00	100.00	100.00
Rodamco Sverige AB	Sweden	FC	100.00	100.00	100.00
Rodamco Täby Centrum KB	Sweden	FC	100.00	100.00	100.00
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 Europe Properties BV	The Netherlands	FC	100.00	100.00	100.00
Rodamco Retail Deutschland BV	The Netherlands	FC	100.00	100.00	100.00
Unibail-Rodamco Nederland Winkels BV	The Netherlands	FC	100.00	100.00	100.00

List of the main consolidated companies	Country	Method[1]	% interest Dec. 31, 2022	% control Dec. 31, 2022	% interest Dec. 31, 2021
Unibail-Rodamco TH BV	The Netherlands	FC	100.00	100.00	100.00
URW UK Olympic BV 1 and 2	The Netherlands	FC	100.00	100.00	100.00
URW UK Olympic BV 3, 4 and 5	The Netherlands	FC	100.00	100.00	100.00
URW UK Shepherds BV 1 to 12	The Netherlands	FC	100.00	100.00	100.00
URW UK Shepherds BV 13, 14 and 15	The Netherlands	FC	100.00	100.00	100.00
URW NV	The Netherlands	FC	100.00	100.00	100.00
Stratford City Shopping Centre n°1 & 2 Limited	UK	EM-JV	50.00	50.00	50.00
Westfield Europe Limited	UK	FC	100.00	100.00	100.00
Westfield UK & Europe Finance PLC	UK	FC	100.00	100.00	100.00
White City Acquisitions Limited	UK	FC	100.00	100.00	100.00
Head Acquisition LP	US	FC	100.00	100.00	100.00
New WTC Retail Member LLC	US	FC	100.00	100.00	100.00
Urban Shopping Centers LP	US	FC	100.00	100.00	100.00
URW America Inc.	US	FC	100.00	100.00	100.00
URW US Services, Inc.	US	FC	100.00	100.00	100.00
URW WEA LLC	US	FC	100.00	100.00	100.00
WEA Finance, LLC	US	FC	100.00	100.00	100.00
WEA Holdings, LLC	US	FC	100.00	100.00	100.00
Westfield America, LP	US	FC	100.00	100.00	100.00
Westfield DDC, LLC	US	FC	100.00	100.00	100.00
Westfield Head, LP	US	FC	100.00	100.00	100.00
Westfield, LLC	US	FC	100.00	100.00	100.00
WHL USA Acquisitions, Inc.	US	FC	100.00	100.00	100.00

(1) FC: full consolidation method, EM-JV: joint ventures under the equity method, EM-A: associates under the equity method.

NOTE 16. RELATIONSHIP WITH THE STATUTORY AUDITORS

Statutory Auditors

- Ernst & Young Audit
  Commencement date of first term of office: AGM of May 13, 1975;
  Persons responsible: Jean-Yves Jégourel since May 2017 and Antoine Flora since December 2020.

- Deloitte & Associés
  Deloitte & Associés succeeded Deloitte Marque & Gendrot which was appointed on April 28, 2005;
  Person responsible: Emmanuel Gadret since May 2019.

The 6-year term of office for Ernst & Young Audit and Deloitte & Associés comes to an end as at the AGM approving the 2022 accounts.

FEES OF STATUTORY AUDITORS EXCLUDING THEIR NETWORKS FOR THE 2022 AND 2021 FISCAL YEARS

Statutory Auditors' fees Dec. 31, 2022 (€Mn)	Ernst & Young Audit		Deloitte & Associés	
	2022	2021	2022	2021
Audit and half-year review of the consolidated and non-consolidated financial statements *(Parent company + controlled companies[1])*	1.0	1.2	1.4	1.3
Non-audit services[2] *(Parent company + controlled companies[1])*	0.3	0.4	0.2	0.2
Total	**1.3**	**1.6**	**1.6**	**1.5**

(1) The controlled companies correspond to the fully consolidated companies as well as the jointly controlled companies.
(2) Relates to the non-audit services in accordance with legal and regulatory requirements and to the non-audit services provided at the request of the Company. The amounts correspond to (i) comfort letters issued in connection with bond issuances of the Group, (ii) the certificate CSR, and (iii) other services.

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5.3 STATUTORY FINANCIAL STATEMENTS AS AT DECEMBER 31, 2022

5.3.1 BALANCE SHEET AS AT DECEMBER 31, 2022

ASSETS

(€ thousands)	Notes	Dec. 31, 2022	Depr., amort., impair.	Dec. 31, 2022 Net	Dec. 31, 2021
Intangible assets	3	285	285	0	0
Tangible assets	3	1,639,684	443,752	1,195,932	1,187,128
Financial assets		33,433,280	5,987,744	27,445,536	27,912,541
Investments in subsidiaries	4	19,342,039	5,731,112	13,610,927	14,021,648
Other long-term investments	5	0		0	0
Loans	5	14,091,092	256,632	13,834,460	13,890,753
Other financial assets	5	149		149	140
TOTAL NON-CURRENT ASSETS		35,073,249	6,431,781	28,641,468	29,099,669
Stocks		1,171		1,171	3,351
Advances and downpayments		3,751		3,751	1,381
Receivables	6	5,441,336	5,419	5,435,917	5,237,694
Trade receivables from activity		88,685	5,269	83,416	62,011
Other receivables		5,209,215	150	5,209,065	4,935,898
Difference of assessment of derivatives		143,436		143,436	239,785
Cash and cash equivalents	7	2,907,316		2,907,316	1,934,974
Prepaid expenses	8	245		245	102
TOTAL CURRENT ASSETS		8,353,819	5,419	8,348,400	7,177,502
Deferred charges and bond issue premium	9	155,781		155,781	178,234
Unrealised foreign exchange losses	10	186,837		186,837	127,829
TOTAL ASSETS		43,769,686	6,437,200	37,332,486	36,583,234

LIABILITIES AND EQUITY

(€ thousands)	Notes	Dec. 31, 2022	Dec. 31, 2021
Shareholders'equity	12	**12,036,404**	**11,936,033**
Share capital		693,835	692,972
Additional paid-in capital		13,487,349	13,483,642
Legal reserve		69,144	69,144
Other reserves		100,679	100,679
Retained earnings		(2,431,149)	(2,521,794)
Result for the period		89,994	90,645
Untaxed provisions		26,552	20,745
Other equity	13	**2,000,000**	**2,000,000**
Hybrid securities		2,000,000	2,000,000
Provisions for contingencies and expenses	14	**226,902**	**160,807**
Borrowings and financial liabilities		**22,746,218**	**22,379,458**
Convertible bonds	15	0	500,000
Other bonds	15	17,870,173	18,302,296
Bank borrowings and debt	15	556,218	56,132
Other borrowings and financial liabilities	15	3,828,461	3,022,094
Advances and downpayments received		9,049	1,385
Other liabilities	16	435,311	453,583
Deferred income	17	47,006	43,968
Unrealised foreign exchange gains	18	**322,962**	**106,936**
TOTAL LIABILITIES AND EQUITY		37,332,486	36,583,234

5.3.2 INCOME STATEMENT AS AT DECEMBER 31, 2022

(€ thousands)	Notes	2022	2021
Revenue		199,208	148,346
Production of stock		(2,180)	(2,384)
Reversals of depreciation, amortisation, impairment and expense transfers		20,322	46,063
Other income		1,164	1,836
Total operating income	**21**	**218,514**	**193,861**
Other purchases and external charges		117,359	134,128
Taxes and related		6,640	4,953
Wages and salaries		11,271	5,684
Payroll taxes		3,775	2,970
Depreciation and amortisation of non-current assets - operating items		67,650	39,877
Impairment of non-current assets - operating items		10,348	0
Impairment of current assets - operating items		3,876	1,061
Provisions - operating items		2,326	814
Other operating expenses		4,894	3,895
Total operating expenses	**22**	**228,139**	**193,382**
1 - OPERATING RESULT		**(9,625)**	**479**
Investment income		818,958	319,252
Income from other marketable securities and receivables on non-current assets		355,665	266,711
Other interest income		338,847	328,901
Reversals of impairment and expense transfers		19,117	1,109,369
Foreign exchange gains		46,205	23,255
Net income from sales of marketable securities		0	0
Total financial income	**23**	**1,578,792**	**2,047,488**
Depreciation, amortisation and impairment - financial items		638,225	891,451
Interest expenses		813,181	787,020
Foreign exchange losses		25,199	26,797
Net expenses on sales of marketable securities		0	244
Total financial expenses	**24**	**1,476,605**	**1,705,512**
2 - FINANCIAL RESULT		**102,187**	**341,976**
3 - RECURRING RESULT BEFORE TAX		**92,562**	**342,455**
Non-recurring income on management transactions		19	1,054
Non-recurring income on capital transactions		29	1,697,364
Reversals of impairment and expense transfers		230	1,194
Total non-recurring income		**278**	**1,699,612**
Non-recurring expenses on management transactions		(11,979)	623
Non-recurring expenses on capital transactions		216	1,945,293
Depreciation, amortisation and provisions - non-recurring items		5,878	6,030
Total non-recurring expenses		**(5,885)**	**1,951,946**
4 - NON-RECURRING RESULT	**25**	**6,163**	**(252,334)**
Employee profit-sharing		2	1
Income tax	**26**	8,729	(525)
Total income		**1,797,584**	**3,940,961**
Total expenses		**1,707,590**	**3,850,316**
5 - NET RESULT		**89,994**	**90,645**

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5.3.3 BREAKDOWN OF BALANCE SHEET AND INCOME STATEMENT BY ENTITY

ASSETS

(€ thousands)	France	Dutch permanent establishment	Total
Intangible assets	0	0	0
Tangible assets	742,938	452,994	1,195,932
Financial assets	19,005,837	8,439,699	27,445,536
TOTAL NON-CURRENT ASSETS	**19,748,775**	**8,892,693**	**28,641,468**
Stocks	1,171	0	1,171
Advances and downpayments	3,751	0	3,751
Receivables	3,824,543	1,611,374	5,435,917
Cash and cash equivalents	2,903,120	4,196	2,907,316
Prepaid expenses	227	18	245
TOTAL CURRENT ASSETS	**6,732,812**	**1,615,588**	**8,348,400**
Deferred charges	155,781	0	155,781
Unrealised foreign exchange losses	186,837	0	186,837
TOTAL ASSETS	**26,824,205**	**10,508,281**	**37,332,486**

LIABILITIES AND EQUITY

(€ thousands)	France	Dutch permanent establishment	Total
Shareholders' equity	12,492,013	(455,609)	12,036,404
Other equity	2,000,000	0	2,000,000
Provisions	226,902	0	226,902
Borrowings and financial liabilities	22,105,133	641,085	22,746,218
Unrealised foreign exchange gains	321,908	1,054	322,962
TOTAL LIABILITIES AND EQUITY	**37,145,956**	**186,530**	**37,332,486**

INCOME STATEMENT

(€ thousands)	France	Dutch permanent establishment	Total
Total operating income	190,320	28,194	218,514
Total operating expenses	199,638	28,501	228,139
1 - OPERATING RESULT	**(9,318)**	**(307)**	**(9,625)**
Total financial income	1,574,966	3,826	1,578,792
Total financial expenses	1,017,535	459,070	1,476,605
2 - FINANCIAL RESULT	**557,431**	**(455,244)**	**102,187**
3 - RECURRING RESULT BEFORE TAX	**548,113**	**(455,551)**	**92,562**
Total non-recurring income	278	0	278
Total non-recurring expenses	(5,943)	58	(5,885)
4 - NON-RECURRING RESULT	**6,221**	**(58)**	**6,163**
Employee profit-sharing	2	0	2
Income tax	8,729	0	8,729
Total income	1,765,564	32,020	1,797,584
Total expenses	1,219,961	487,629	1,707,590
5 - NET RESULT	**545,603**	**(455,609)**	**89,994**

5.4 NOTES TO THE STATUTORY FINANCIAL STATEMENTS

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Unibail-Rodamco-Westfield SE ("URW SE") has been listed on the Paris Stock Exchange since 1972, and has been included in the CAC 40 index since June 18, 2007, and the Euronext 100 and AEX indices since February 2010. On January 1, 2003, the Company opted for SIIC (*Société d'Investissement Immobilier Cotée*) tax status as a real estate investment company. URW SE has had a permanent establishment based in The Netherlands since 2007.

NOTE 1 HIGHLIGHTS OF THE REPORTING PERIOD

PROPERTY BUSINESS

- On October 19, 2022, the assets of the shopping centre Les Ateliers Gaîté were delivered.

HOLDING COMPANY BUSINESS

- On February 16, 2022, the subsidiaries of URW SE, Financière 5 Malesherbes and Espace Expansion Immobilière, sold 45% of their stake in Westfield Carré Sénart to Société Générale Assurances and BNP Paribas Cardif for a sale price of €281 Mn. The result of this disposal impacts the Company's financial statements through the income transfer from the tax-transparent subsidiary Financière 5 Malesherbes (see note 23.1).
- On July 13, 2022, the subsidiary of URW SE, Maltese, sold its Carré Sénart Shopping Parc asset for a sale price of €119 Mn. The result of this sale impacts the Company's financial statements through the income transfer from the tax-transparent subsidiary Maltese (see note 23.1).
- Due to the decrease of the fair value of the investment properties and intangible assets held by subsidiaries in Continental Europe, the US and UK, the Company booked impairment related to the concerned subsidiaries (see note 4) and an impairment on subsidiary loans (see note 5).

FINANCIAL RESOURCES

CHANGES IN NET DEBT

In 2022, URW SE redeemed €500 Mn of convertible bonds (ORNANEs) maturing in January 2022, €425 Mn of bonds issued under the EMTN (Euro Medium Term Notes) programme and maturing in May 2022, and the outstanding commercial paper at the end of 2021 in the amount of €250 Mn. In addition, URW SE has set up 3 medium-term bank loans for a total amount of €500 Mn (€200 Mn at 3.3% fixed rate and €300 Mn at 3-month Euribor, plus a margin from 1.40% to 1.55%).

RESTRUCTURING DERIVATIVES

URW SE also restructured its portfolio of derivatives in 2022.
The restructuring mainly consisted in:

- The cancellation of €6.6 Bn of swaps and $1.0 Bn of swaps related to 2023 with a balancing payment for a total amount of €106.1 Mn. This amount is recognised in the balance sheet assets under the item "Difference on assessment of derivatives" (see note 6);
- The purchase of €4.4 Bn of caps related to 2023 with the payment of a premium for an amount of €21.3 Mn and the purchase of €4.0 Bn of caps related to 2024 with the payment of a premium for an amount of €19.9 Mn. These premiums were recorded in the balance sheet asset under the item "Cash instruments" (see note 7);
- The set up of €1.3 Bn of swaps related to 2023 first quarter against the payment of fees for €5.6 Mn. This amount is recognised in the balance sheet assets under the item "Cash instruments" (see note 7); and
- The sale of €3.0 Bn of swaptions related to the period from 2026 to 2030 with the reception of a premium for an amount of €37.7 Mn. This amount is recorded in the balance sheet liabilities under the item "Other debts on derivatives" (see note 16).

NOTE 2 ACCOUNTING POLICIES

2.1 APPLICATION OF ACCOUNTING POLICIES

The statutory financial statements are presented in accordance with the French General Chart of Accounts and the French Commercial Code.

The general accounting policies were applied in accordance with the principles of:

- Consistent accounting method;
- Independence of financial years; and
- Rules for preparing statutory financial statements, based on a going concern assumption.

2.2 CHANGES IN ACCOUNTING POLICIES

There were no changes in accounting method or estimates during the period.

2.3 BASIS OF MEASUREMENT

Non-current assets are recognised as assets when all the following conditions are simultaneously met:

- It is probable that the Company will benefit from the corresponding future economic benefits; and
- The cost or value of the assets can be measured with sufficient reliability.

2.3.1 INTANGIBLE ASSETS

Intangible items are measured at acquisition or production cost. They mainly comprise business goodwill.

When the net book value is higher than the present value being assessed in particular using profitability criteria, the difference is booked as an impairment.

2.3.2 TANGIBLE ASSETS

GROSS VALUE

Since January 1, 2005, tangible assets are recognised at acquisition or construction cost (purchase price plus ancillary expenses) and divided into 4 components: Main structure, Façade, Technical equipment, and Miscellaneous fixtures and fittings. For assets acquired or built between 1997 and 2004, the cost also includes financial expenses arising during the construction period.

DEPRECIATION OF BUILDINGS AND FIXTURES

Depreciation is calculated on a straight-line basis over the estimated useful life:

OFFICES & OTHERS

- Main structure: 60 years
- Façade: 30 years
- Technical equipment: 20 years
- Miscellaneous fixtures and fittings: 15 years

SHOPPING CENTRES

- Main structure: 35 years
- Façade: 25 years
- Technical equipment: 20 years
- Miscellaneous fixtures and fittings: 15 years

CONVENTION & EXHIBITION

- Main structure: 40 years
- Façade: 40 years
- Technical equipment: 30 years
- Miscellaneous fixtures and fittings: 10 years

The depreciation periods applicable to the "Offices & Others" portfolio were used for the CNIT complex, which covers the 3 segments ("Offices & Others", "Shopping Centres" and "Convention & Exhibition"), Les Ateliers Gaîté and the Pullman Paris Montparnasse hotel.

IMPAIRMENT OF TANGIBLE ASSETS

Tangible assets are measured consistently by both external and internal appraisers, as follows:

INVESTMENT PROPERTY

At the end of each reporting period, investment property is assessed at market value. This valuation is carried out by independent real estate appraisers and takes into account the indirect impacts of the current international economic context (inflation, interest rates rising, increase of the energy and the raw material costs).

Any loss in value of investment property is calculated by comparing the net book value and the appraisal value net of transfer taxes ("value excluding taxes").

Impairment charged can only be reversed when the net book value falls below the appraisal value.

BUILDINGS UNDER CONSTRUCTION

If the project has been valued by an independent appraiser, impairment is calculated in the same way as for investment property.

If the project has not been valued by an independent appraiser, its value is determined internally by the Development & Investment teams through a market Exit Capitalisation Rate and the estimated net rentals at completion. Impairment is booked when this value is lower than the estimated total investment.

2.3.3 FINANCIAL ASSETS

Financial assets are recognised at acquisition cost on the balance sheet.

Technical losses from mergers or merger transactions via dissolution without liquidation allocated to investments in subsidiaries are recognised in this item.

Investments in subsidiaries are determined on the basis of their value in use corresponding to the price the Company would accept to pay to purchase these shares.

The value in use includes unrealised capital gain on assets or properties held by the subsidiaries, such properties being measured at each year end by independent appraisers. These valuations take into account rentals, the last real estate transactions, their Net Initial Yield and the indirect impacts of the current international economic context (inflation, interest rates rising, increase of the energy and the raw material costs).

The value in use also includes the valuation of the intangible assets (goodwill) made by independent appraisers, which are owned by the subsidiaries, and based on the Discounted Cash Flows on these activities.

When the value in use is lower than the acquisition cost plus any technical loss related to said investments in subsidiaries, an impairment is booked first on the merger loss and subsequently on the investment in subsidiaries.

2.3.4 ACQUISITION FEES AND TRANSFER TAXES

Since January 1, 2018, the Company has decided to capitalise the costs of transfer taxes, fees or commissions and legal expenses related to the acquisition cost of tangible, intangible and financial assets. For tangible and intangible assets, these costs and taxes are spread across the corresponding components of the related asset and depreciated over the components useful life.

2.3.5 STOCKS

GROSS VALUE

Inventories represent buildings constructed under sale before completion.

Inventories and work-in-progress are valued at the actual cost of acquisition or construction or at their probable realisation value if the latter is lower.

Financial costs are excluded from the valuation of stocks.

The revenue and the margin are recognised using the percentage-of-completion basis. This progress is certified by the project manager and served on the buyer by an "authentic" deed.

IMPAIRMENT

Each building is valued at market value. If the construction completion value become lower than the realisable value, a depreciation is recorded at the end of the financial year.

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2.3.6 TRADE RECEIVABLES

Receivables are recorded at their nominal value.

Uncollected receivables are recognised in "Doubtful receivables" whenever there is a risk of non-collection and if applicable, depreciated to take into account the eventual cash collection difficulties, according to the available information at year-end closing.

The provisions are calculated by lease on the amount payable excluding VAT, and the guarantee deposits and working capital called from tenants and restated for the rental discounts not issued at year-end closing. The rate applied to calculate the provision depends on the risk situation of the tenants.

DISCOUNTED RENT PERIODS AND STEP RENTS

When a lease includes rent adjustment clauses, such as discounted rent periods and step rents, the overall impact of these adjustments granted over the firm term of the lease is recognised over the lease term. This is calculated as from the date the asset is made available if this predates the effective date of the lease. The impact is recognised in a receivable sub-account.

2.3.7 MARKETABLE SECURITIES

Marketable securities are measured at historical cost. At the end of the reporting period, the amount shown on the balance sheet is compared with the last known redemption price and a provision for impairment booked if the redemption price is lower than the book value in the balance sheet.

2.3.8 BOND ISSUANCE COSTS

Bond and EMTN issuance costs along with bond premiums are recognised over the term of the debt.

2.3.9 PROVISIONS

Provisions are defined as liabilities of uncertain timing or amount. A liability represents an obligation with regard to a third party that is likely or certain to result in an outflow of resources to the third party, with no equivalent consideration expected in return.

2.3.10 RENTAL INCOME

CALCULATION OF SALES-BASED RENT

The sales-based rents ("SBR") invoiced are estimated on the basis of the turnover certificates sent by the tenants the previous year. This amount is subject to an invoice/credit note upon receipt of the certified turnover certificate obtained from the tenants between April and June of the following year. At the year-end closing, the Company adjusts, if necessary, the amount of SBRs recognised according to the turnover declared by the tenants.

REBILLING OF MAJOR WORKS

The part of capitalised works rebilled to tenants is recognised in prepaid income over a 3-year period, corresponding to the average firm term of the leases.

KEY MONEY

Key money is recognised over the fixed term of the lease.

2.3.11 FOREIGN CURRENCY TRANSACTIONS

Foreign currency income and expenses are booked at their equivalent value in euros at the value date. Foreign currency receivables and payables are translated into euros and recognised on the balance sheet based on the closing exchange rate. Any resulting differences are included in unrealised foreign exchange gains or losses.

A contingency and expense provision is booked for any unrealised losses.

In the event the Company has entered into a perfect and symmetric hedging as soon as foreign currency transactions are issued (the setting up of a currency swap for the same amount and the same issue and maturity dates as the hedged currency transaction), the transactions are recognised at the exchange rate set by the hedging transaction.

2.4 OTHER ACCOUNTING PRINCIPLES

2.4.1 FINANCIAL COSTS RELATING TO CONSTRUCTION OPERATIONS

Financial costs relating to major restructuring or construction operations are expensed as incurred.

2.4.2 FORWARD FINANCIAL INSTRUMENTS

URW SE uses a variety of derivative instruments, including swaps and caps, to manage overall interest rate and/or currency risk.

Premiums paid upon signing an agreement are booked as a financial instrument asset on the balance sheet and recognised over the term of the agreement.

Interest income or expenses are booked in the income statement as incurred.

Financial instruments are recognised according to the intention with which the corresponding transactions were carried out.

Regarding hedging transactions:

- When the forward financial instruments are restructured with the initial counterparty or cancelled and new hedge instruments are set up with a new counterparty, the balancing cash adjustments are booked in the transitional cash instrument accounts as required under French accounting rules, while the set-up balancing cash is considered as a cash instrument. The unrealised and realised results related to these hedging instruments are recognised in the income statement over the residual life of the hedged item on a symmetrical basis with the income and charges of the hedged item.

Regarding isolated positions:

- Changes in value are recognised in the balance sheet;
- A provision is booked for unrealised losses; and
- Any balancing cash adjustments arising on renegotiating these instruments are recognised directly in the income statement.

The instruments in portfolio at the end of financial year are recorded in off-balance sheet financial commitments for the nominal value of the contracts.

2.4.3 INCOME TAX

URW SE, as well as most of its eligible French subsidiaries, opted for the SIIC regime. Rental income and gains from the disposal of real estate investments are exempt from income tax if minimum distribution obligations are met. URW SE and its SIIC subsidiaries are required to distribute at least:

- 95% of their recurring income and 100% of their dividend income received from SIIC or equivalent subsidiaries (e.g. SOCIMI), before the end of the financial year following the year in which the income was recognised or received; and
- 70% of capital gains, before the end of the second tax year following the year in which the gain was generated.

URW SE also reports a taxable sector for its non-SIIC ancillary activities.

The Company was subject to a tax audit in France for the financial years 2018 and 2019, which resulted in a notification of reassessments. The vast majority of reassessments under proposal are denied by the Company. Based on the risk analysis performed by the Company and its tax advisors, a €0.8 Mn provision was recorded in the statutory accounts in 2021 and retained in the statutory accounts in 2022.

2.4.4 TREASURY SHARES

Treasury shares are classified when repurchased, either in financial assets, or in a "treasury shares" sub-account of marketable securities, when the shares have been purchased for allocation to employees. As at December 31, 2022, the Company has no treasury shares.

2.5 CLIMATE CHANGE AND RISKS

Climate change mitigation and adaptation are part of the priorities of the Group Sustainability strategy, Better Places 2030, and form an essential component of the Sustainability risks analysis. URW analyses the physical and transitional risks associated with climate change. These risks are, in turn, integrated into the Enterprise Risk Management framework. As a consequence, the main management measures are designed and discussed as part of this framework.

The Group has set ambitious Greenhouse Gas ("GHG") emission reduction targets as part of Better Places 2030, addressing its entire value chain, including the wide scope of indirect carbon emissions resulting from construction works, transportation of visitors and employees, and energy consumption of tenants, committing to reduce significantly its global GHG emissions.

On top of addressing climate change mitigation, Better Places 2030 also addresses climate adaptation through the resilience of its assets to climate change both for development projects (integrated into the Group sustainability design guidelines) and its standing assets.

The implementation of this programme is reflected in URW's financial statements, mainly through its investment strategy and the implementation of expenditures and expenses specifically incurred to meet environmental challenges. The Group also conducted an updated study on the physical risks associated with climate change in line with recommendations issued by the Task Force on Climate-related Financial Disclosures ("TCFD") and the EU Taxonomy regulations.

The projects associated with mitigation and adaptation to climate change are incorporated in the Group's 5-year budget for standing assets and development projects.

INTEGRATION OF ESG IN URW'S VALUATIONS

A significant amount of information has been made available to the appraisers in relation to several ESG key performance indicators ("KPIs") on an asset-by-asset basis. Amongst others, these KPIs are the Energy Use Intensity on common areas, Building Research Establishment Environmental Assessment Method ("BREEAM") In-Use certificates, climate risk studies outcomes, renewal energy on-site production or presence of electric vehicle chargers. Appraisers have reviewed and considered the information provided in their valuation process. Capex to be spent in the next 5 years for the Energy Action Plan were integrated as ESG Capex within the valuation model.

FINANCING ACTIVITY

A strong sustainability-linked financing activity has been led by the Group with:

- 45% of undrawn credit lines are now sustainability linked; and
- A new Green Financing Framework has been released in November 2022.

GREEN LOANS

As at December 31, 2022, the total credit lines featuring with green or sustainable indicators stands at €4.45 Bn, and the sustainability-linked term loans amounts to €0.85 Bn, including debt under proportionate calculated at consolidation level.

GREEN BONDS

The Group has decided to develop a stringent Green Bond framework to finance new development projects, and/or standing assets which meet all social and environmental criteria for the construction and operational phases defined in the "Use of Proceeds" procedure. Green Bonds are only used to finance resilient "best in class" assets, in line with a clear procedure for allocating funds ("Procedure for asset analysis, selection and monitoring under the "Green Bonds" system").

Green Bonds were issued in February 2014 and April 2015 based on this framework.

As at December 31, 2022, the outstanding nominal value of Green Bonds amounts to €1.1 Bn.

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NOTE 3 INTANGIBLE AND TANGIBLE ASSETS

CHANGES IN THE GROSS VALUE OF INTANGIBLE AND TANGIBLE ASSETS IN 2022

(€ thousands)	Gross value Opening balance	Acquisitions Additions Contributions Merger[1]	Interaccount transfers[2]	Disposal or contribution in kind	Gross value Closing balance
INTANGIBLE ASSETS	285				285
Tangible assets					
Land	341,495	471		(29)	341,937
Buildings	1,054,023		180,322		1,234,345
General installations	593				593
Other tangible assets	286				286
Non-current assets under construction	170,366	67,601	(178,708)		59,259
Advances and downpayments	2,758	2,120	(1,614)		3,264
TOTAL TANGIBLE ASSETS	1,569,521	70,192		(29)	1,639,684
TOTAL	1,569,806	70,192		(29)	1,639,969

The main movements in tangible assets during the year relate to:

(1) Works:
- The restructuring works of shopping centre Les Ateliers Gaîté and of the Pullman Paris Montparnasse hotel recognised in "non-current assets under construction" in 2022 for €61.2 Mn and delivered in 2022;
- The works of CNIT property complex recognised in "non-current assets under construction" in 2022 for €5.9 Mn; and
- The works of Stadshart Amstelveen complex owned by the Dutch Permanent Establishment recognised in "non-current assets under construction" in 2022 for €2.6 Mn;

(2) Deliveries:
- Total of the shopping centre Les Ateliers Gaîté for €109.5 Mn;
- Additionally, some units of the Pullman Paris Montparnasse hotel for €66.1 Mn;
- Partial works in CNIT property complex for €2.8 Mn; and
- Of works in the Stadshart Amstelveen complex owned by the Dutch permanent establishment for €1.8 Mn.

CHANGES IN DEPRECIATION, AMORTISATION AND IMPAIRMENT IN 2022

TANGIBLE ASSETS

(€ thousands)	Depreciation and amortisation Opening balance	Increases due to merger	Expense in the period	Decreases due to sales	Interaccount transfers	Depreciation and amortisation Closing balance
Buildings	355,194		51,010			406,204
General installations	593					593
Other tangible assets	236					236
TOTAL DEPRECIATION AND AMORTISATION	356,023		51,010	-	-	407,033

The depreciation on tangible assets of the year includes mainly the depreciation on Stadshart Amstelveen complex for €19.2 Mn, on CNIT complex for €15.9 M€ and on the Pullman Paris Montparnasse hotel for €14.3 Mn.

IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

(€ thousands)	Opening balance	Expense in the period	Reversals in the period Unused	Used	Interaccount transfers	Closing balance
Impairment of other intangible assets	285					285
Impairment of properties	26,370	10,348				36,718
TOTAL IMPAIRMENT	26,655	10,348	-	-	-	37,003
TOTAL DEPRECIATION, AMORTISATION AND IMPAIRMENT	382,678	61,358	-	-	-	444,036

The remaining impairment on properties as at December 31, 2022, relates to Dutch assets for €26.3 Mn and the Pullman Paris Montparnasse hotel for €10.3 Mn.

The allowances and reversals have been booked in operating result.

NOTE 4 FINANCIAL ASSETS

EQUITY INVESTMENTS

(€ thousands)	Gross value Opening balance	Increases due to acquisitions or capital increases	Decreases due to capital redemption or sale	Decreases due to merger transactions via dissolution without liquidation	Gross value Closing balance
Group subsidiary investments	18,652,271	92,885		(40)	18,745,116
Technical loss on group subsidiary investments	585,374				585,374
Long-term investments	11,430				11,430
Other investments	119				119
TOTAL	**19,249,194**	**92,885**	**-**	**(40)**	**19,342,039**

Changes in "Group subsidiary investments" result mainly from:
- The subscription to the capital increase of Doria for €50.6 Mn; and
- The subscription to the capital increase of Triangle Renan Participation for €42.2 Mn.

IMPAIRMENT

(€ thousands)	Gross value Opening balance	Expense in the period	Reversals in the period		Gross value Closing balance
			Non used	Used	
Impairment of Group subsidiary investments	5,177,656	509,829	(9,889)		5,677,596
Impairment of merger losses	49,884	3,626			53,510
Impairment of long-term investments	0				0
Impairment of other equity investments	6				6
TOTAL	**5,227,546**	**513,455**	**(9,889)**	**-**	**5,731,112**

As at December 31, 2022, due to the decrease of the fair value of the investment properties and intangible assets held by subsidiaries in Continental Europe, in the US and in UK, the Company booked impairments related to the following shares:
- Rodamco Europe Properties BV: €300.7 Mn;
- Unibail-Rodamco TH BV: €148.5 Mn;
- WHL Acquisition USA Inc.: €40.0 Mn; and
- Unibail-Rodamco-Westfield N.V. ("URW NV"): an additional impairment was booked against the subsidiary loan for an amount of €39.2 Mn (see note 5).

As at December 31, 2022, the Company also booked impairments related to the following shares (subsidiaries in France and Spain):
- Doria: €9.1 Mn;
- Gaîté Parkings: €6.1 Mn;
- Uniwater: €4.9 Mn; and
- Sistemas Edgerton II SL: €0.6 Mn.

The Company also booked an impairment against the technical merge loss attached to the Beg Investissements shares for €3.6 Mn.

The Company also booked the following reversals of provision:
- Westfield Corporation Limited: €4.2 Mn;
- Beg Investissements: €3.0 Mn, and
- Proyectos Inmobiliarios Kansar III: €2.7 Mn.

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Details of equity investments are presented below.

SUBSIDIARIES AND INVESTMENTS

Company (€ Mn)	Share Capital	Shareholders' equity other than share capital before income allocation	Capital held (%)	Gross carrying amount of shares	Merger loss	Net carrying amount of shares	Loans and advances not yet repaid	Deposits and guarantees given	Revenue excl. VAT	2022 statutory result	Dividends received in 2022 and included in income
1. Subsidiaries (more than 50 % owned)											
3BORDERS			99.90%				6			(5)	
AQUABON		1	100.00%	1		1			1	1	1
BEG INVESTISSEMENTS		1	99.80%	4	21	13	14		2	1	
BELWARDE1			100.00%								
BUREAUX DE LA TOUR CRÉDIT LYONNAIS			99.99%	17		17	11		3	2	2
CNIT DÉVELOPPEMENT			99.90%				88	3			
DORIA	6	13	90.34%	297		250	173			2	
EDIFICACIONES DENHAN IV SL			100.00%								
ESPACE EXPANSION IMMOBILIÈRE			100.00%								
FINANCIÈRE 5 MALESHERBES			99.98%	118		118				272	272
GAÎTE BUREAUX			99.99%	20		20	75		5	2	2
GAÎTE PARKINGS		8	99.99%	16		8	17	6	2	(7)	
GALILÉE-DÉFENSE	11		100.00%	11		11	116			(4)	
GLOBAL ETSY INVESTMENTS SL	14	4	100.00%	23		23	26		8	13	
IMMOBILIÈRE LIDICE			100.00%								
MADISON PROPERTIES GROUP SL			100.00%								
MALTESE			99.98%					1	3	78	
MARCEAU BUSSY-SUD			99.99%				6			1	1
MONTHÉRON			99.90%				2	1			
NOTILIUS			99.90%								
PROYECTOS INMOBILIARIOS KANSAR III SL	22	8	100.00%	37		37	39		17	27	
PROYECTOS INMOBILIARIOS TIME BLUE SL			51.11%	1		1					
R.E. FRANCE FINANCING			100.00%	7		0	777				
RODAMCO EUROPE PROPERTIES BV	670	5,250	100.00%	7,181		6,543	1,646			134	
RODAMCO FRANCE	146	377	100.00%	655	523	1,178	170				55
RODAMCO PROJECT I BV		3	100.00%	3		3					
SA CROSSROADS PROPERTY INVESTORS			100.00%	1		0					
SCI TOUR TRIANGLE			99.91%	2		0					
SISTEMAS EDGERTON II SL	3	(2)	100.00%	6		1	4				
SISTEMAS INMOBILIARIOS EL ACEITUNAL SL			100.00%								
SOCIÉTÉ DE TAYNINH	15	2	97.68%	21		17					
SOCIÉTÉ FONCIÈRE IMMOBILIÈRE			100.00%	4		0					
SOUTH PACIFIC REAL ESTATE SL			100.00%								
TRIANGLE RENAN PARTICIPATION	4	38	100.00%	42		42				(3)	
TRINITY DÉFENSE			99.90%				347		13	(8)	
U&R MANAGEMENT BV		2	100.00%								
UNIBAIL-RODAMCO PARTICIPATIONS		2	100.00%	5		5	24			1	
UNIBAIL-RODAMCO REAL ESTATE SL	14	3	100.00%	23		23	60		12	14	
UNIBAIL-RODAMCO RETAIL SPAIN SLU	50	87	100.00%	773		773	784		152	62	39
UNIBAIL-RODAMCO SIF France	22	(51)	100.00%	22	42	0	1				
UNIBAIL-RODAMCO SPAIN SL	48	245	100.00%	150		150	42			40	
UNIBAIL-RODAMCO STEAM SL	4	27	51.11%	210		210	220		54	1	
UNIBAIL-RODAMCO TH BV	2,972	(1,126)	100.00%	4,718		1,848					
UNI-COMMERCES	924	522	99.99%	1,601		1,601	1,245		35	(15)	338
UNIWATER		14	100.00%	22		17	8			1	19
UR VERSAILLES CHANTIERS			99.90%				43		4	2	2
UR-PHOBOS		(1)	100.00%	6		0	1			(4)	
VALOREXPO			100.00%								

Company (€ Mn)	Share Capital	Shareholders' equity other than share capital before income allocation	Capital held (%)	Gross carrying amount of shares	Merger loss	Net carrying amount of shares	Loans and advances not yet repaid	Deposits and guarantees given	Revenue excl. VAT	2022 statutory result	Dividends received in 2022 and included in income
VILLAGE 5 DÉFENSE	5	13	100.00%	5		5	34		3	1	1
VILLAGE 7 DÉFENSE	2	8	100.00%	2		2	11		3	1	2
VILLAGE 8 DÉFENSE			100.00%				3				
WESTFIELD CORPORATION LIMITED	257	226	100.00%	1,250		446				(6)	
TOTAL I	**5,189**	**5,674**		**17,254**	**586**	**13,363**	**5,993**	**11**	**317**	**604**	**734**
2. Investments (between 10% to 50% owned)											
GENIEKIOSK			50.00%	1		1					
LA ROUBINE	3		50.00%	1		1	1				
SCI LE SEXTANT		(57)	49.00%	5		5	7		4	2	
SIAGNE NORD	5	4	22.48%	2		2					
SP POISSY RETAIL ENTERPRISES			50.00%								
UNIBAIL-RODAMCO-WESTFIELD NV	116	2,006	40.22%	957		0	2,316			(47)	
WHL USA ACQUISITIONS INC.	480	307	25.20%	527		227				(102)	
TOTAL II	**604**	**2,260**		**1,493**	**0**	**236**	**2,324**	**0**	**4**	**(147)**	**0**
Other Investments				**11**		**11**					**1**
TOTAL	**5,793**	**7,934**		**18,758**	**586**	**13,610**	**8,317**	**11**	**321**	**457**	**735**

Details of indirect shareholding in French companies during the year are shown below.

Company (€ thousands)	Share Capital	Address	Capital held indirectly (%)	Comments
WESTFIELD ROOFTOP	20	7 Place du Chancelier Adenauer 75016 Paris France	100.00%	Company created in 2022
WESTFIELD GAMING	20	7 Place du Chancelier Adenauer 75016 Paris France	100.00%	Company created in 2022

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NOTE 5 LOANS AND OTHER FINANCIAL ASSETS

(thousands of currency units)	Currency	Dec. 31, 2021	Increases	Decreases	Impact of exchange rate fluctuations	Dec. 31, 2022
Loans to subsidiaries						
Loans to subsidiaries in EUR	EUR	8,689,012	824,828	(779,663)		8,734,177
Loans to subsidiaries in CZK	CZK	9,019,400		(1,300,000)		7,719,400
Loans to subsidiaries in DKK	DKK	300,000				300,000
Loans to subsidiaries in GBP	GBP	0				0
Loans to subsidiaries in PLN	PLN	1,412,799	4,000			1,416,799
Loans to subsidiaries in SEK	SEK	9,687,500		(1,500,000)		8,187,500
Loans to subsidiaries in USD	USD	4,211,157		(405,100)		3,806,057
TOTAL EURO EQUIVALENT VALUE OF LOANS TO SUBSIDIARIES	EUR	14,062,755	1,131,957	(1,335,970)	149,398	14,008,140
Accrued on subsidiaries loans	EUR	45,437	82,952	(45,437)		82,952
Other loans	EUR	140	139	(130)		149
TOTAL	EUR	14,108,332	1,215,048	(1,381,537)	149,398	14,091,241

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Closing balance
			Non used	Used	
Impairment on subsidiary loans	217,439	39,193			256,632
TOTAL	217,439	39,193	0	0	256,632

The impairment on subsidiary loans as at December 31, 2022, relates to loans with the subsidiary URW NV, part of which corresponds to the impact of the discounting of non-interest bearing long-term receivables.

The maturity of loans to subsidiaries as at December 31, 2022 is as follows:

1 year or less:	€2,778 Mn
Between 1 and 5 years:	€8,406 Mn
More than 5 years:	€2,824 Mn
TOTAL	€14,008 Mn

NOTE 6 RECEIVABLES

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Receivables from Group and associated companies	4,974,290	4,668,392
Difference of assessment of derivatives	143,436	239,785
Accrued income on derivatives	94,950	128,077
Sundry debtors	103,759	99,751
Trade receivables	78,400	50,194
State other public authorities	32,067	35,577
Employee receivables	4,149	4,251
Doubtful or disputed receivables	10,285	14,181
TOTAL	**5,441,336**	**5,240,208**

"Receivables from Group and associated companies" mainly relate to current account financing granted to Group companies and profit and losses from subsidiaries (including Financière 5 Malesherbes and Maltese, see note 1).

"Difference on assessment of derivatives" corresponds to the balancing cash adjustments relating to the cancellation of swaps or swaptions. This item includes the amount of balancing cash adjustment not yet amortised relating to the derivatives restructured in previous financial years for €37.3 Mn. An additional amount related to 2022 transactions is included in this item for €106.1 Mn.

"Sundry debtors" primarily corresponds to calls for funds related from co-contracting on the Gaîté Montparnasse project.

"Trade receivables" mainly relate to accrued receivables, the outstanding balance of rent-free periods and step rents relating to property business and customer balances relating to re-invoicing of Group Service Charges.

The "Doubtful or disputed receivables" as at December 31, 2022, partly includes for an amount of €3.8 Mn the 2020 second quarter receivables bought by the Company from companies contributed to Uni-Commerces as part of the operation to create a joint venture between Crédit Agricole Assurances, La Française and URW.

IMPAIRMENT OF RECEIVABLES

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Other movements	Closing balance
			Unused	Used		
Impairment of doubtful receivables	2,364	3,876	(360)	(611)		5,269
Impairment of subsidiary current accounts	150					150
TOTAL	**2,514**	**3,876**	**(360)**	**(611)**	**0**	**5,419**

NOTE 7 CASH AND CASH EQUIVALENTS

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Term deposit	1,910,548	1,199,384
Bank accounts with a debit balance	927,312	682,704
Cash instruments	69,456	52,886
TOTAL	**2,907,316**	**1,934,974**

There is no difference between the book value of term deposit on the balance sheet and their market value.

"Cash instruments" mainly relate to premiums on caps and fees relating to interest rate swaps to not yet amortised.

NOTE 8 PREPAID EXPENSES

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
General expenses	245	102
TOTAL	**245**	**102**

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NOTE 9 DEFERRED CHARGES

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Charges on bank loans and borrowings	17,775	16,117
Charges on bonds	56,274	66,150
Charges on convertible bonds	0	3
Charges on hybrid securities	2,652	4,465
Bond issue premium	79,080	91,499
TOTAL	**155,781**	**178,234**

There is no bonds issue in 2022.

NOTE 10 UNREALISED FOREIGN EXCHANGE LOSSES

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Subsidiary loans in PLN	10,771	5,390
Subsidiary loans in SEK	176,066	113,476
Subsidiary loans in USD	0	1,273
Group debt in DKK	0	1
Group debt in GBP	0	7,689
TOTAL	**186,837**	**127,829**

NOTE 11 ACCRUED INCOME

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Financial assets	82,952	45,436
Other trade receivables	46,659	35,661
Trade payables	3,249	874
Taxes	12,773	20,239
Group and associates	7,641	6,086
Other receivables	101,116	127,056
TOTAL	**254,390**	**235,352**

NOTE 12 CHANGES IN SHAREHOLDERS' EQUITY AS AT DECEMBER 31, 2022

Number of shares: 138,767,088

Par value: €5

(€ thousands)	Before allocation of net result Dec. 31, 2021	Allocation of 2021 net result	2022 changes	Before allocation of net result Dec. 31, 2022
Share capital	**692,972**		**863**[1]	**693,835**
Reserves	**13,653,465**	**0**	**3,707**	**13,657,172**
Additional paid-in capital: issue premium	2,647,820		3,707[1]	2,651,527
Additional paid-in capital: contribution premium	10,835,822			10,835,822
Legal reserve	69,144			69,144
Other reserves	96,874			96,874
Reserve for euro translation	3,805			3,805
Retained earnings	**(2,521,794)**	**90,645**		**(2,431,149)**
Net result	**90,645**	**(90,645)**	**89,994**	**89,994**
Regulated provisions	**20,745**		**5,807**	**26,552**
TOTAL SHAREHOLDERS' EQUITY	**11,936,033**	**0**	**100,371**	**12,036,404**
Dividend		**0**		

(1) Changes in share capital and share premium relate mainly to the capital increase reserved for employees carried out under the Company Savings Plan and the issue of Performance Shares.

Due to the lack of net result available for distribution, the SIIC obligation created in 2022, i.e. €699.2 Mn and the residual SIIC obligation created in the previous years for €1,020.8 Mn, will be carried forward until URW SE reports positive results available for distribution. The total amount of the SIIC obligations carried forward is €1,720.0 Mn.

CHANGE IN THE NUMBER OF SHARES COMPRISING THE SHARE CAPITAL

	Number of shares
As at Jan. 1, 2021	**138,472,385**
Capital increase reserved for employees under the Company Savings Plan	74,055
Exercise of stock options	0
Performance shares grants	47,976
As at Dec. 31, 2021	**138,594,416**
Capital increase reserved for employees under the Company Savings Plan	105,741
Exercise of stock options	0
Performance shares grants	66,931
AS AT DEC. 31, 2022	**138,767,088**

NOTE 13 OTHER EQUITY

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Hybrid securities	2,000,000	2,000,000
TOTAL	**2,000,000**	**2,000,000**

To finance the cash component of the acquisition of the Westfield Corporation Group on June 7, 2018, in April 2018, URW SE issued €2,000 Mn of hybrid securities classified as "Other equity" in accordance with the OEC opinion 28 (July 1994).

This issuance was made in 2 tranches:

- €1,250 Mn with a 2.125% coupon and callable after 5.5 years; and
- €750 Mn with a 2.875% coupon and callable after 8 years.

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NOTE 14 PROVISIONS FOR CONTINGENCIES AND EXPENSES

(€ thousands)	Opening balance	Expense in the period	Reversals in the period		Closing balance
			Non used	Used	
Provisions for operating contingencies	3,010	2,397	(230)		5,177
Provisions for foreign exchange losses	127,829	67,971	(8,963)		186,837
Other operating provisions	29,968	5,187	(267)		34,888
TOTAL	160,807	75,555	(9,460)		226,902

Changes in "Provisions for operating contingencies" result mainly from a provision related to a tenant for €2.3 Mn.

Changes in "Provisions for foreign exchange losses" reflect provisions for unrealised foreign exchange losses following the decrease in value of the Swedish krona and the Polish zloty, and the reversal of provision regarding unrealised foreign exchange losses following the increase in the pound sterling and the US dollar (see notes 23.4 and 24.1).

Changes in "Other operating provisions" mainly relate to the provision for risk in relation to the subsidiaries UR-Phobos for €3.6 Mn and Unibail-Rodamco SIF France for €1.4 Mn, due to the negative shareholder's equity linked to the decrease of the fair value of their assets they hold.

NOTE 15 BORROWINGS AND FINANCIAL LIABILITIES

(thousands of currency units)	Currency	Dec. 31, 2021	Increases	Decreases	Impact of exchange rate fluctuations	Dec. 31, 2022
Convertible bonds (ORNANE)	**EUR**	**500,000**	**0**	**(500,000)**		**0**
Principal outstanding	EUR	500,000	0	(500,000)		0
Accrued interest	EUR	0	0	0		0
Other bonds	**EUR**	**18,302,296**	**181,701**	**(613,824)**		**17,870,173**
Principal outstanding	EUR	18,113,472		(425,000)		17,688,472
Accrued interest	EUR	188,824	181,701	(188,824)		181,701
Bank loans and borrowings	**EUR**	**56,132**	**504,762**	**(4,676)**		**556,218**
Principal outstanding	EUR	50,000	500,000	0		550,000
Accrued interest	EUR	3,122	4,685	(3,122)		4,685
Bank accounts with a credit balance	EUR	3,010	77	(1,554)		1,533
Miscellaneous borrowings and financial liabilities	**EUR**	**3,022,094**	**1,228,392**	**(408,116)**	**(13,909)**	**3,828,461**
Deposits and guarantees	EUR	4,798	2,887	(2,607)		5,078
Other borrowings						
Other borrowings in EUR	EUR	543,207	0	0		543,207
Other borrowings in GBP	GBP	222,200	0	0		222,200
TOTAL EURO EQUIVALENT VALUE OF OTHER BORROWINGS	**EUR**	**807,643**	**0**	**0**	**(13,909)**	**793,734**
Payables on other borrowings	EUR	4,875	7,227	(4,875)		7,227
Medium-term notes	EUR	0	0	0		0
Payables on medium-term notes	EUR	0	0	0		0
Commercial paper	EUR	250,000	0	(250,000)		0
Payables on commercial paper	EUR	0	0	0		0
Payables on hybrid securities	EUR	19,777	19,777	(19,777)		19,777
Subsidiary current accounts	EUR	1,903,109	1,185,352	(110,363)		2,978,098
Transfer of subsidiaries' earnings	EUR	31,892	13,149	(20,494)		24,547
TOTAL	EUR	21,880,522	1,914,855	(1,526,616)	(13,909)	22,254,852

Changes in the "Convertible bonds (ORNANE)" item result from the redemption of the ORNANE 2015 maturing in 2022 for an amount of €500 Mn.

Changes in the "Other bonds" item result from the total redemption of one bond tranche maturing in 2022 for an amount of €425 Mn.

Changes in the "Bank loans and borrowings" item mainly relate to the setting up of 3 bank loans for a total amount of €500 Mn.

As at December 31, 2022, the "Subsidiary current accounts" item comprises financing granted mainly by the following subsidiaries:

- Rodamco Europe Properties BV: €526 Mn;
- Unibail-Rodamco Spain SL: €269 Mn;
- Rodamco Sverige AB: €263 Mn;
- SCI Propexpo: €232 Mn;
- Financière 5 Malesherbes: €220 Mn;
- Rodamco Europe Finance BV: €217 Mn;
- Extension Villeneuve 2: €126 Mn;
- Unibail-Rodamco Polska Sp zoo: €115 Mn; and
- Uni-Expos: €90 Mn.

CHARACTERISTICS OF BONDS AND EMTNS

Issue date (based on value date)	Interest rate	Amount outstanding as at Dec. 31, 2022 (€ Mn)	Maturity
November 2010	Fixed rate 4.17%	41	November 2030
October 2011	Fixed rate 4.10%	27	October 2031
November 2011	Fixed rate 4.05%	20	November 2031
February 2013	Fixed rate 3.10% for a par value of HKD 700 million	69	February 2025
March 2013	Fixed rate 3.28% for a par value of HKD 585 million	58	March 2025
June 2013	Fixed rate 2.5%	467	June 2023
October 2013	Fixed rate 3.9% for a par value of HKD 400 million	38	October 2025
November 2013	Fixed rate 2.00% for a par value of CHF 135 million	109	November 2023
February 2014	Green Bond fixed rate 2.5%	644	February 2024
March 2014	Fixed rate 3.08%	20	March 2034
April 2014	Fixed rate 3.08%	30	April 2034
June 2014	Fixed rate 2.5%	600	June 2026
April 2015	Fixed rate 1.375%	655	April 2030
April 2015	Green Bond fixed rate 1.00%	500	March 2025
October 2015	Floating rate (Euribor 3M + 0.81%)	50	October 2024
November 2015	Fixed rate 2.066%	30	November 2030
November 2015	Fixed rate 3.095% for a par value of HKD 750 million	90	November 2025
December 2015	Fixed rate 2.1% during 3 years then Structured coupon linked to CMS 10 years (floored at 0%, capped at 3%)	70	December 2030
March 2016	Fixed rate 1.375%	500	March 2026
March 2016	Floating rate (Euribor 6M floored at 0.95%, capped at 3.00%)	20	March 2027
April 2016	Fixed rate 1.125%	500	April 2027
April 2016	Fixed rate 2.0%	500	April 2036
November 2016	Fixed rate 0.875%	500	February 2025
December 2016	Fixed rate 2.74% for a par value of HKD 500 million	61	November 2026
February 2017	Fixed rate 1.5%	600	February 2028
May 2017	Fixed rate 1.5%	500	May 2029
May 2017	Fixed rate 2.0%	500	May 2037
May 2018	Fixed rate 1.125%	800	September 2025
May 2018	Fixed rate 1.875%	900	January 2031
May 2018	Fixed rate 2.25%	500	May 2038
June 2018	Structured coupons linked to CMS 15 years	40	June 2033
December 2018	Fixed rate 2.00%	100	December 2033
February 2019	Fixed rate 1.75%	750	February 2034
February 2019	Fixed rate 1.00%	750	February 2027
July 2019	Fixed rate 1.75%	500	July 2049
October 2019	Fixed rate 0.875%	750	March 2032
April 2020	Fixed rate 2.625%	800	April 2030
April 2020	Fixed rate 2.125%	600	April 2025
June 2020	Fixed rate 2.0%	750	June 2032
December 2020	Fixed rate 0.625%	1,000	May 2027
December 2020	Fixed rate 1.375%	1,000	December 2031
May 2021	Fixed rate 0.75%	650	October 2028
May 2021	Fixed rate 1.375%	600	May 2033
TOTAL		17,689	

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MATURITY OF BORROWINGS AND FINANCIAL LIABILITIES

(€ thousands)	One year or less	Between 1 and 5 years	More than 5 years	Total
Other bonds	757,987	6,779,186	10,333,000	17,870,173
Convertible bonds (ORNANE)	0	0	0	0
Accrued interest	0	0	0	0
Bonds	576,286	6,779,186	10,333,000	17,688,472
Accrued interest	181,701	0	0	181,701
Bank loans and borrowings	56,218	500,000	0	556,218
Bank loans	50,000	500,000	0	550,000
Accrued interest on bank loans	4,685	0	0	4,685
Bank accounts with a credit balance	1,533	0	0	1,533
Miscellaneous borrowings and financial liabilities	3,034,727	793,734	0	3,828,461
Deposits and guarantees	5,078	0	0	5,078
Other borrowings	0	793,734	0	793,734
Payables on other borrowings	7,227	0	0	7,227
Medium-term notes	0	0	0	0
Payables on medium-term notes	0	0	0	0
Commercial paper	0	0	0	0
Payables on commercial paper	0	0	0	0
Payables on hybrid securities	19,777	0	0	19,777
Subsidiary current accounts	2,978,098	0	0	2,978,098
Transfer of subsidiaries' earnings	24,547	0	0	24,547
TOTAL	3,848,932	8,072,920	10,333,000	22,254,852

CONTRACTUAL OBLIGATIONS RELATING TO BORROWINGS AND EMTN

No borrowings are subject to early repayment clauses linked to the Company's debt ratings, barring exceptional circumstances such as a change of control.

The bonds are not subject to any contractual covenants based on financial ratios that could trigger early redemption.

The funds raised with the Green Bond issue must be used to fund projects or assets meeting certain criteria such as for obtaining BREEAM certification.

A significant share of bank loans and credit facilities contains financial covenants such as Loan To Value ("LTV"), ICR and FFO/NFD ratios, as well as a prepayment clause in the event of a material adverse change.

LEVELS OF FINANCIAL COVENANTS APPLIED IN EUROPE ON URW GROUP

Covenants	Limit	Dec. 31, 2022	Dec. 31, 2021
LTV	< 60%	41.2%	43.3%
ICR	> 2x	4,2x	3,3x
FFO/NFD	> 4%	7.6%	5.0%

These covenants are tested twice a year based on the Group's IFRS financial statements. As at December 31, 2022:

- 100% of the Group's credit facilities and bank loans allowed an LTV ratio of up to 60% of total assets or the value of the borrowing entity's assets;
- 100% of the Group's credit facilities and bank loans require an ICR >2x for the Group or the borrowing entity; and
- 70% of the Group's credit facilities and bank loans include a FFO/NFD covenant. These require an FFO/NFD above 4% for the Group.

INTEREST RATE RISK

URW SE is exposed to interest rate fluctuations on its floating-rate borrowings, which finance its investment policy and maintain sufficient financial liquidity. The Company's management policy regarding interest rate risk is to minimise the impact that changes in interest rates could have on earnings and cash flow, and optimise the overall cost of debt. In order to implement this strategy, URW SE uses derivative instruments (mainly caps and swaps) to hedge its interest rate exposure. All transactions are managed centrally and independently.

As at December 31, 2022, net financial liabilities amounted to €16,571 Mn (excluding current accounts and hybrid securities). The nominal amount of net financial liabilities (excluding current accounts) was €16,378 Mn. In all, 83% of net financial debt liabilities relates to debt issued at floating rates or fixed-rate debt immediately swapped for floating-rate debt. The amount outstanding is partially hedged by caps and interest rate swaps.

COUNTERPARTY RISK

The derivative instruments put in place to limit interest rate risks expose the Company to the risk that its counterparties may default on their obligations. To limit counterparty risk, URW SE only contracts hedges with leading international financial institutions.

NOTE 16 OTHER LIABILITIES

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Amounts due to suppliers	41,868	68,826
Employee payables and similar payables	8,147	4,801
State other public authorities	19,129	2,714
Amounts due on investments	53,090	62,677
Other liabilities	**313,077**	**314,565**
On property activities	106,947	127,820
On derivatives and other financial transactions	205,666	186,280
Other sundry liabilities	464	465
TOTAL	**435,311**	**453,583**

The "Amounts due on investments" item mainly consists of accrued payables relating to works on the shopping centre Les Ateliers Gaîté and the Pullman Paris Montparnasse hotel for €27.1 Mn.

Changes in the "Other liabilities on property activities" item result mainly from repayment, for an amount of €22.9 Mn of the escrow account set up in the context of the sale of the "SHiFT" office building in 2021.

Changes in the "Other liabilities on derivatives and other financial transactions" item result mainly from the premiums relating to swaptions set up in 2022 (+€38.7 Mn) and the 2022 amortisation of the fees and premiums relating to interest swaps and swaptions set up before 2022 (-€19.8 Mn).

NOTE 17 DEFERRED INCOME

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Property business	2,592	2,114
Interest on discounted commercial papers	0	167
Deferred recognition of issue premium on EMTN	0	477
Deferred recognition of issue premium on ORNANE bonds	0	1
Balancing cash adjustment on Group debt	44	64
Arrangement fee on subsidiary loans	44,370	41,145
TOTAL	**47,006**	**43,968**

The increase in "Subsidiary loan origination fees" item is due to fees received for an amount of €5.4 Mn following the signing of an amendment to loan agreement with URW NV.

NOTE 18 UNREALISED FOREIGN EXCHANGE GAINS

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Subsidiary loans in CZK	32,826	25,348
Subsidiary loans in DKK	190	190
Subsidiary loans in PLN	0	115
Subsidiary loans in SEK	0	5,068
Subsidiary loans in USD	280,536	76,182
Group debt in GBP	9,410	0
Group debt in SEK	0	33
TOTAL	**322,962**	**106,936**

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NOTE 19 ACCRUED CHARGES

(€ thousands)	Dec. 31, 2022	Dec. 31, 2021
Miscellaneous borrowings and financial liabilities	213,390	216,597
Trade receivables	4,907	6,738
Trade payables	77,508	94,755
Employee payables	5,084	2,482
Social security and similar payables	2,837	1,687
Tax payables	12,586	930
Subsidiary current accounts	988	76
Other liabilities	35,286	31,304
TOTAL	352,586	354,569

NOTE 20 MATURITY OF RECEIVABLES AND PAYABLES AT THE END OF THE REPORTING PERIOD

MATURITY OF RECEIVABLES

		Maturity	
(€ thousands)	Gross	1 year or less	More than 1 year
Receivable on non-current assets			
Other long-term investments	0	0	0
Loans[1]	14,091,092	2,860,805	11,230,287
Other	149	0	149
Current asset receivables			
Trade receivables from activity			
Doubtful or disputed receivables	10,285	10,285	0
Other trade receivables from activity	78,400	46,303	32,097
Other receivables			
Employee receivables	4,149	4,149	0
State and public entities	32,067	32,067	0
Receivables from group and associated companies	4,974,290	4,974,290	0
Accrued income on derivatives	94,950	94,950	0
Sundry debtors	103,759	103,759	0
Difference of assesment of derivatives	143,436	114,329	29,107
Prepaid expenses			
Overheads	245	245	0
TOTAL	19,532,822	8,241,182	11,291,640

(1) Loans granted during the financial year. 1,089,085
Loans repaid during the financial year. 1,335,970

MATURITY OF LIABILITIES

		Maturity		
(€ thousands)	Gross	1 year or less	Between 1 and 5 years	More than 5 years
Convertible bonds[1]	0	0	0	0
Other bonds[1]	17,870,173	757,987	6,779,186	10,333,000
Bank loans and borrowings[1]	556,218	56,218	500,000	0
Miscellaneous borrowings and financial liabilities[1]	3,828,461	3,034,726	793,735	0
Advances and downpayments received	9,049	9,049	0	0
Amounts due to suppliers	41,868	41,868	0	0
Tax and social security liabilities				
Employee payables and similar payables	8,147	8,147	0	0
State and public entities	19,129	19,129	0	0
Amounts due on investments	53,090	53,090	0	0
Other liabilities	313,077	159,347	90,700	63,030
Deferred income				
Property business	2,592	2,592	0	0
Interest on discounted commercial papers	0	0	0	0
Deferred recognition of issue premium on EMTN	0	0	0	0
Deferred recognition of issue premium on ORNANEs	0	0	0	0
Balancing cash adjustment on Group debt	44	17	27	0
Arrangement fee on subsidiary loans	44,370	4,805	8,758	30,807
TOTAL	**22,746,218**	**4,146,975**	**8,172,406**	**10,426,837**

(1) Liabilities contracted during the financial year. 500,000
Liabilities repaid during the financial year. 1,175,000

NOTE 21 OPERATING INCOME

21.1 REVENUE

(€ thousands)	2022	2021
Property business	**85,211**	**47,005**
Offices & Others segment	37,498	2,597
Shopping Centres segment	41,666	37,504
Convention & Exhibition segment	6,047	6,904
Other rebilled items	**113,997**	**101,341**
TOTAL	**199,208**	**148,346**

In 2021, the revenue relating to the Pullman Paris Montparnasse hotel and the Hilton Paris La Défense (CNIT) has been reclassified from "Convention & Exhibition segment" to "Offices & Others segment" for a total amount of €9.0 Mn.

In 2021, "Offices & Others segment" included a negative amount of €21.9 Mn relating to the deferral of rent-free periods for the "SHiFT" office building sold in 2021. Changes in "Offices & Others segment" item also result from the increase revenue of the Pullman Paris Montparnasse hotel for an amount of €13.3 Mn, delivered in November 2021.

"Other rebilled items" consist in particular of rebilled items relating to the Group Service Charges agreement.

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21.2 REVERSALS OF DEPRECIATION, AMORTISATION, IMPAIRMENT AND EXPENSE TRANSFERS

(€ thousands)	2022	2021
Reversals of impairment	972	30,177
Reversals of provisions for disputes	0	0
Reversals of impairment of doubtful receivables	972	1,047
Reversals of impairment of buildings	0	29,130
Rebilled expenses and expense transfers	19,350	15,886
TOTAL	20,322	46,063

In 2021, reversals of impairment of buildings related to Stadshart Amstelveen complex for an amount of €14.8 Mn and the shopping centre Les Ateliers Gaîté and Pullman Paris Montparnasse hotel for an amount of €14.3 Mn.

Rebilled expenses and expense transfers in 2022 relate to:
- Rebilled rental expenses for €13.1 Mn;
- Rebilled taxes for €3.0 Mn;
- Rebilled construction work for €1.7 Mn;
- Rebilled marketing fees for €1.2 Mn; and
- Rebilled management fees for €0.1 Mn.

21.3 OTHER INCOME

(€ thousands)	2022	2021
Key money	185	362
Speciality leasing fee	754	568
Other	225	906
TOTAL	1,164	1,836

NOTE 22 OPERATING EXPENSES

22.1 OTHER PURCHASES AND EXTERNAL CHARGES

(€ thousands)	2022	2021
1- EQUIPMENT, MATERIALS AND WORKS	(812)	3,896
2- PURCHASES OF CONSUMABLES	506	279
3- EXTERNAL SERVICES	15,117	12,505
Property business	13,145	10,540
Leases and rental expenses	10,565	8,816
Maintenance and repair	2,397	1,588
Insurance	183	136
General expenses	1,972	1,965
Leases and rental expenses	(3)	110
Maintenance and repair	8	16
Insurance	1,522	1,359
Miscellaneous	445	480
4- OTHER EXTERNAL SERVICES	102,548	117,448
Property business	2,820	3,037
General expenses	99,728	114,411
TOTAL	117,359	134,128

"Equipment, materials and works" concern the construction costs linked to the sale in the future state of completion relating to the residential building of the Gaîté Montparnasse project.

"Other external services - general expenses" mainly consists of rebilled items relating to the Group Service Charges agreement. Changes in this item mainly result from the reversal of provisions recorded in 2021 on various projects for a total amount of €14.1 Mn.

22.2 TAXES AND RELATED

(€ thousands)	2022	2021
Taxes on remuneration	1,063	676
Property taxes	4,116	3,725
Other taxes	1,461	552
TOTAL	**6,640**	**4,953**

22.3 PERSONNEL EXPENSES

(€ thousands)	2022	2021
Wages and salaries	11,271	5,684
Payroll taxes	3,775	2,970
TOTAL	**15,046**	**8,654**

22.4 DEPRECIATION AND AMORTISATION OF NON-CURRENT ASSETS AND DEFERRED CHARGES

(€ thousands)	2022	2021
Tangible assets	51,011	39,877
Deferred charges		
Charges on borrowings	14,827	0
Charges on hybrid securities	1,813	0
TOTAL	**67,651**	**39,877**

Since 2022, amortisation of borrowing costs (including hybrid securities) has been recognised as an operating expense in accordance with French GAAP (PCG art.944-48), and no longer as a financial expense. In 2021, the amount of amortisation recognised as financial expenses amounted to €17.2 (see note 24.1).

22.5 IMPAIRMENT AND PROVISION EXPENSES

(€ thousands)	2022	2021
Non-current assets	10,348	0
Current assets	3,876	1,061
Contingencies and expenses	2,326	814
TOTAL	**16,550**	**1,875**

Impairment on non-current assets: see note 3.
Impairment on contingencies and expenses: see note 14.

22.6 OTHER OPERATING EXPENSES

(€ thousands)	2022	2021
Attendance fees	825	772
Eviction and termination indemnities paid	0	259
Irrevocable receivables and miscellaneous operating lease expenses	4,069	2,864
TOTAL	**4,894**	**3,895**

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NOTE 23 FINANCIAL INCOME

23.1 INVESTMENT INCOME

(€ thousands)	2022	2021
Subsidiary income transferred	356,407	16,141
Dividends	460,211	300,423
Other	2,340	2,688
TOTAL	**818,958**	**319,252**

Income transfers from tax-transparent companies relate mainly to Financière 5 Malesherbes for an amount of €272.1 Mn (of which €267.9 Mn coming from the sale of shares in CC Francilia), and Maltese for an amount of €77.9 Mn (of which €76.4 Mn from the sale of the Carré Sénart Shopping Parc asset).

Only the profits of tax-transparent subsidiaries with a clause in their articles of association providing for the automatic transfer of result are booked at year-end. If a subsidiary makes a loss, this loss is recognised at year-end as a financial expense under "Interest expenses", irrespective of the nature of any clause in their articles of association regarding providing for the transfer of result (see note 24.2).

The main dividends collected in 2022 in respect of 2021 earnings were:
- Uni-Commerces: €338 Mn (€168 Mn in 2021);
- Rodamco France: €55 Mn (€81 Mn in 2021);
- Unibail-Rodamco Retail Spain SL: €39 Mn (€34 Mn in 2021);
- Uniwater: €19 Mn (€0 Mn in 2021) and
- Unibail-Rodamco Steam SL: €3 Mn (€7 Mn in 2021).

23.2 INCOME FROM OTHER MARKETABLE SECURITIES AND RECEIVABLE ON NON-CURRENT ASSETS

(€ thousands)	2022	2021
Income from loans to subsidiaries	355,665	266,711
TOTAL	**355,665**	**266,711**

In 2022, contributing subsidiaries were primarily Westfield America LP (€61 Mn), URW America Inc. (€57 Mn), Unibail-Rodamco Polska Sp zoo (€27 Mn), URW NV (€21 Mn), Wood Sp zoo (€21 Mn), R.E. France Financing (€18 Mn), Rodamco Retail Deutschland BV (€16 Mn) and Unibail-Rodamco Retail Spain SL (€13 Mn).

Changes in "Income from loan to subsidiaries" item result primarily from the increase of the income on loans with variable interest due to the variable interest increase in the second half of 2022.

23.3 OTHER INTEREST INCOME

(€ thousands)	2022	2021
Bank fees	2,741	199
Interest on subsidiary current accounts	23,006	24,512
Income on caps, floors and swaps	299,813	299,914
Deferred recognition of fees on subsidiary loans	5,440	5,157
Deferred recognition of premium on convertible bonds	1	371
Interest on marketable securities	7,190	(1,273)
Other financial income	567	21
Financial income on dissolution of subsidiaries without liquidation in a merger transaction ("TUP")	89	0
TOTAL	**338,847**	**328,901**

Changes in "Interest on marketable securities" item mainly result from the increase of the interest on term deposits linked to the rise of the interest rates, which became strongly positive in the second half of 2022. Increase of interest on term deposits and bank account surpluses: interest rates returned to strongly positive in the second half of 2022.

The item "Income from caps, floors and swaps" includes interest in 2022 for the total amount of €273.3 Mn.

Since 2022, income from the merger of subsidiaries ("TUP") has been recognised as financial income (expense) rather than as non-recurring income (expense) in order to comply with French GAAP (PCG art. 745-4). In 2021, income from the dissolution of subsidiaries by merger of assets and liabilities ("TUP") recognised in non-recurring income amounted to €96.5 Mn (see note 25).

23.4 REVERSALS OF IMPAIRMENT AND EXPENSE TRANSFERS

(€ thousands)	2022	2021
Reversal of provisions for subsidiaries	9,888	891,534
Reversals of provisions for foreign exchange gains and losses	8,963	215,658
Reversal of provision on current account	0	1,896
Reversal of provision for risk on subsidiary	266	281
TOTAL	**19,117**	**1,109,369**

As at December 31, 2022, the Company booked reversals of provisions on the shares in:
- Westfield Corporation Limited for €4.2 Mn;
- Beg Investissements for €3.0 Mn; and
- Proyectos Kansar III SL for €2.7 Mn.

As at December 31, 2022, reversals of the provision for unrealised foreign exchange losses were recorded following the decrease in the sterling pound and the increase in the US dollar.

23.5 FOREIGN EXCHANGE GAINS

(€ thousands)	2022	2021
USD foreign exchange gains	33,778	16,874
SEK foreign exchange gains	4,473	1,188
GBP foreign exchange gains	3,782	4,201
CZK foreign exchange gains	3,765	282
PLN foreign exchange gains	387	701
DKK foreign exchange gains	11	7
Other foreign exchange gains	9	2
TOTAL	**46,205**	**23,255**

NOTE 24 FINANCIAL EXPENSES

24.1 DEPRECIATION, AMORTISATION AND IMPAIRMENT – FINANCIAL ITEMS

(€ thousands)	2022	2021
Depreciation and amortisation		
Bond issue premium	12,420	12,499
Provisions for contingencies		
Currency risk on loans	67,971	30,206
Risk on subsidiary	5,187	20,487
Impairment and provisions		
On shares (including merger losses)	513,455	593,596
On receivables from equity investments	39,192	217,439
On current account	0	0
On treasury shares	0	0
Deferred charges		
Charges on borrowings	0	14,505
Charges on convertible bonds (ORNANE)	0	863
Charges on hybrid securities	0	1,856
TOTAL	**638,225**	**891,451**

Since 2022, amortisation of borrowing costs (including hybrid securities) has been recognised as an operating expense in accordance with French GAAP (PCG art. 944-48, rather than as a financial expense. In 2022, the amount of amortisation recognised as an operating expense amounts to €16.6 Mn (see note 22.4).

As at December 31, 2022, provisions were booked for shares held in subsidiaries and receivables from equity investments (see note 4).

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24.2 INTEREST EXPENSES

(€ thousands)	2022	2021
Bank fees	5,560	207
Fees on deposits and confirmed credit facilities	17,098	14,693
Interest on borrowings	15,642	10,130
Interest on negotiable debt securities	(537)	(2,856)
Interest on bonds	293,445	298,743
Interest on current accounts	1,120	314
Interest on bonds redeemable in shares	0	0
Interest on hybrid securities	48,125	48,125
Charges on caps, floors and swaps	408,325	381,402
Redemption premium on bond repurchases	0	4,416
Other financial charges	0	0
Financial charges on dissolution of subsidiaries without liquidation in a merger transaction ("TUP")	255	0
Transfer of subsidiary income	24,148	31,846
TOTAL	**813,181**	**787,020**

As at December 31, 2022, the "Charges on caps, floors and swaps with third parties" item includes the 2022 amortisation of the balancing cash adjustment relating to hedging swaps arranged in previous years for an amount of €204.3 Mn, the 2022 amortisation of caps premiums for an amount of €36.5 Mn and interest for an amount of €167.5 Mn.

Since 2022, income from the merger of subsidiaries ("TUP") has been recognised as financial income (expense) rather than as non-recurring income (expense) in order to comply with French GAAP (PCG art. 745-4). In 2021, income from the dissolution of subsidiaries by merger of assets and liabilities ("TUP") recognised as non-recurring income (loss) amounted to €96.5 Mn (see note 25).

24.3 FOREIGN EXCHANGE LOSSES

(€ thousands)	2022	2021
USD foreign exchange losses	14,706	4,637
GBP foreign exchange losses	6,325	1,611
SEK foreign exchange losses	2,852	2,035
CZK foreign exchange losses	882	246
PLN foreign exchange losses	387	18,252
Other foreign exchange losses	36	3
DKK foreign exchange losses	11	13
TOTAL	25,199	26,797

NOTE 25 NON-RECURRING ITEMS

(€ thousands)	2022	2021
Capital gains and losses on sales of tangible assets	(175)	338,501
Capital gains and losses on sales of financial assets	159	(682,119)
Capital gains and losses on dissolution of subsidiaries without liquidation in a merger transaction ("TUP")	0	96,482
Regulated provisions	(5,807)	(5,806)
Other non-recurring income and expenses	11,986	608
TOTAL	**6,163**	**(252,334)**

As at December 31, 2021, "Capital gains and losses on sales of tangible assets" mainly included:
- The net proceeds on the disposal of the "SHiFT" office building for a total amount of €334.4 Mn; and
- The net proceeds on the disposal of the "Le Blériot" office building for a total amount of €4.1 Mn.

As at December 31, 2021, "Capital gains and losses on sales of financial assets" mainly included:
- The net loss from the share buyback by Westfield Corporation Limited for an amount of €940.4 Mn;
- The net proceeds on the disposal of the SCI Sept Adenauer shares for a total amount of €211.2 Mn; and
- The net proceeds on the disposal of 51% of the Le Sextant shares for a total amount of €44.8 Mn.

As at December 31, 2021, "Capital gains and losses on dissolution of subsidiaries without liquidation in a merger transaction ("TUP")" primarily related to:
- The net profit from the total transfer of assets ("TUP") from Village 3 Défense for an amount of €38.4 Mn;
- The net profit from the total transfer of assets ("TUP") from Village 4 Défense for an amount of €36.9 Mn; and
- The net profit from the total transfer of assets ("TUP") from Village 6 Défense for an amount of €21.2 Mn.

Since 2022, income from the dissolution of subsidiaries by merger of assets and liabilities ("TUP") is recognised in financial result (see notes 23.3 and 24.2) and no longer in non-recurring result income or loss in order to comply with French GAAP (PCG art. 745-4).

"Regulated provisions" item includes the deferral of acquisition costs for the shares in URW NV and Westfield Corporation Limited, which have been allocated to the acquisition cost of these shares.

"Other non-recurring income and expense" item includes reversals of provisions for abandoned projects.

NOTE 26 INCOME TAX

(€ thousands)	2022	2021
Income tax	8,729	(525)
TOTAL	**8,729**	**(525)**

In 2021, the negative amount of income tax corresponds to an expected refund from French Tax Administration related to the COVID-19 rental discounts granted to tenants.

In 2022, the income tax amount is mainly due to unrealised foreign exchange gains on loans denominated in US dollars.

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NOTE 27 RELATED PARTY INFORMATION

All agreements between URW SE and Group companies were entered into at arm's length conditions, with the exception of those detailed below.

Balance sheet line concerned	Related party	Type of relationship	Balance sheet amount with the related party (€ thousands)	Type of transaction
ASSETS				
Other receivables				
	3BORDERS	Ultimate parent company	5,681	Non-interest-bearing current account
	BURES-PALAISEAU	Ultimate parent company	1,158	Non-interest-bearing current account
	CNIT DEVELOPPEMENT	Ultimate parent company	88,077	Non-interest-bearing current account
	GAÎTE PARKINGS	Ultimate parent company	17,040	Non-interest-bearing current account
	GALILÉE-DÉFENSE	Ultimate parent company	116,004	Non-interest-bearing current account
	MARCEAU BUSSY SUD	Ultimate parent company	6,242	Non-interest-bearing current account
	MONTHÉRON	Ultimate parent company	1,748	Non-interest-bearing current account
	NOTILIUS	Ultimate parent company	581	Non-interest-bearing current account
	SCI BUREAUX DE LA TOUR CRÉDIT LYONNAIS	Ultimate parent company	10,579	Non-interest-bearing current account
	UR VERSAILLES CHANTIERS	Ultimate parent company	42,989	Non-interest-bearing current account
	VILLAGE 8 DÉFENSE	Ultimate parent company	2,722	Non-interest-bearing current account
LIABILITIES				
Miscellaneous borrowings and financial liabilities				
	FINANCIÈRE 5 MALESHERBES	Ultimate parent company	220,152	Non-interest-bearing current account
	GAÎTE BUREAUX	Ultimate parent company	5,618	Non-interest-bearing current account
	MALTESE	Ultimate parent company	77,354	Non-interest-bearing current account
	TOUR TRIANGLE	Ultimate parent company	44,676	Non-interest-bearing current account
	TRINITY DÉFENSE	Ultimate parent company	130	Non-interest-bearing current account

NOTE 28 OFF-BALANCE SHEET COMMITMENTS

28.1 FINANCIAL INSTRUMENTS

Commitments relating to forward interest rate financial instruments are presented as follows:

- Commitments relating to firm transactions are shown at the face value of the contracts; and
- Commitments relating to conditional transactions are shown at the face value of the underlying instrument.

Borrowings with floating rate or swapped fixed rate contracted by URW SE are hedged by interest rate swaps and caps.

Income and expenses arising on these transactions are recognised on an accrual basis in the income statement.

The net fair value of these hedges amounts to -€452 Mn. No provision is booked for this fair value since it concerns hedging instruments.

The breakdown of this net fair value by type of instrument is shown in the table below.

(€ thousands)	Dec. 31, 2022 Notional by kind of instrument equivalent €	Dec. 31, 2022 Fair values excluded accrued (net by kind of instrument) equivalent €	Dec. 31, 2021 Notional by kind of instrument equivalent €	Dec. 31, 2021 Fair values excluded accrued (net by kind of instrument) equivalent €
External financial instruments				
Caps EUR	15,400,000	82,288	17,000,000	3,599
Caps GBP	0	0	800,000	0
Collars EUR	8,000,000	177,464	0	0
Interest rate swaps EUR	35,717,469	(690,037)	17,265,000	34,933
Interest rate swaps USD	2,906,432	94,150	2,737,065	(386,377)
Swaption calls EUR	15,500,000	(74,065)	12,500,000	(370,708)
Currency swaps	424,713	46,023	424,714	54,801
Internal financial instruments				
Interest rate swaps USD	2,812,676	(111,164)	2,524,403	(419,117)
Currency swaps	323,750	23,293	340,000	34,848
TOTAL	**81,085,040**	**(452,048)**	**53,591,182**	**(1,048,021)**

Income and expenses relating to these financial instruments are recognised in the income statement on a time proportion basis (see notes 23.3 and 24.2). The breakdown of these expenses and income excluding deferred premiums and balances is shown in the table below.

(€ thousands)	2022 Profits	2022 Losses	2021 Profits	2021 Losses
External financial instruments				
Caps	29,944	(6,438)	0	0
Interest rate swaps	160,060	(95,203)	179,155	(87,855)
Swaption calls	0	0	0	0
Currency swaps	14,365	(3,812)	13,271	(1,471)
Internal financial instruments				
Interest rate swaps	57,625	(45,195)	62,081	(36,605)
Currency swaps	11,300	(16,903)	11,305	(17,148)
TOTAL	**273,294**	**(167,551)**	**265,812**	**(143,079)**

28.2 OTHER COMMITMENTS GIVEN AND RECEIVED

All material commitments are disclosed below.

(€ thousands)	2022 Currency	2022 (€)	2021 Currency	2021 (€)
Other commitments received				
EUR refinancing agreements obtained and not used		6,666,667		6,907,500
Guarantees received in EUR		26,547,402		27,544,414
Guarantees received in CHF	135,000	137,098	135,000	130,675
Guarantees received in HKD	2,935,000	352,921	2,935,000	332,265
TOTAL		**33,704,088**		**34,914,854**
Other commitments given				
EUR refinancing agreements given and not used		148,116		521,870
GBP refinancing agreements given and not used	0	0	120,000	142,810
PLN refinancing agreements given and not used	8,385	1,791	12,385	2,694
USD refinancing agreements given and not used	273,878	256,777	145,450	158,926
Committed works without added tax not realised		20,336		21,823
Guarantees given in EUR		912,376		1,730,432
Guarantees given in GBP	800,000	901,988	1,550,000	1,844,623
Guarantees given in SEK	0	0	2,416,670	235,766
Guarantees given in USD	7,200,000	6,750,422	4,500,000	3,973,159
TOTAL		**8,991,806**		**8,632,103**

Guarantees given relate to deposits and first demand commitments, including as part of the financing granted by banks to subsidiaries.

Since 2018, further to the acquisition of the Westfield Corporation, cross-guarantees have been set up between the companies of the Westfield Group and URW SE.

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NOTE 29 OPTIONS GRANTING ACCESS TO THE SHARE CAPITAL AND PERFORMANCE SHARES

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]
2015 plan (n°8)	2015	from 04/03/2019 to 03/03/2022	256.81	615,860	-	615,860	-	-
	2015	from 05/09/2019 to 04/09/2022	238.33	7,225	-	7,225	-	-
	2016	from 09/03/2020 to 08/03/2023	227.24	611,608	-	207,201	1,913	402,494
	2017	from 08/03/2021 to 07/03/2024	218.47	611,611	-	179,791	-	431,820
2018 plan (n°9)	2018	from 06/03/2022 to 05/03/2025	190.09	630,135	-	171,972	-	458,163
2019 plan (n°10)	2019	from 20/03/2022 to 19/03/2026	144.55	748,372	-	195,872	-	552,500
2020 plan (n°11)	2020	from 22/03/2023 to 21/03/2027	92.03	885,291	-	231,793	-	653,498
2021 plan (n°12)	2021	from 19/05/2024 to 18/05/2029	69.41	950,295	-	136,628	-	813,667
2022 plan (n°13)	2022	from 09/03/2025 to 08/03/2030	66.68	1,217,386	-	105,581	-	1,111,805
Total				6,277,783	-	1,851,923	1,913	4,423,947

(1) Assuming that the performance and presence conditions are satisfied. If the first date of the exercise period is not a business day, the exercise period will begin on the next business day. If the end of the exercise period is not a business day, the exercise period will end on the next business day.
(2) Adjustments reflect dividends paid out of reserves and retained earnings.
(3) All options are subject to performance conditions.

The table below details the Performance Shares granted and 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]
March 2020	489,440	127,896	-	361,544
May 2021	371,846	53,693	-	318,153
March 2022	808,872	56,635	-	752,237
Total	1,670,158	238,224	0	1,431,934

(1) For French tax residents: a minimum vesting period of 3 years, and a minimum holding period of 2 years once vested;
For non-French tax residents: a minimum vesting period of 4 years without any requirement to hold the shares.
(2) The acquisition of the shares is subject to performance condition.

NOTE 30 OTHER INFORMATION

30.1 SUBSEQUENT EVENTS

None.

30.2 PLEDGED SHARES OF UNIBAIL-RODAMCO-WESTFIELD SE HELD BY THIRD PARTIES

As at December 31, 2022, 4,029,552 administered registered shares are pledged. There are no fully registered shares.

30.3 REMUNERATION OF MANAGEMENT BOARD MEMBERS

(€ thousands)	2022[1]	2021[1]
Fixed income	3,350	3,249
Short-term incentive	4,457	1,573
Other benefits[2]	1,120	799
TOTAL	**8,927**	**5,621**

(1) Corresponds to the remuneration of the Management Board members (i.e. five members).
(2) Supplementary Contribution Scheme, company car and other additional benefits.

In 2022, Management Board members were awarded a total of 234,500 stock options, all of which were subject to performance condition, along with 155,810 Performance Shares.

Regarding the 2022 performance achievements, the Management Board Members will receive in 2023 a total Short-Term Incentive ("STI") amounting to €4,167 K. The payment will be made after the approval of the annual General Meeting ("AGM").

30.4 REMUNERATION OF SUPERVISORY BOARD MEMBERS

Remuneration accruing to Supervisory Board members represented €824,678 for 2022.

30.5 2022 HEADCOUNT

The average headcount during 2022 was 1 person. As at December 31, 2022, the Company had 1 employee.

30.6 TRANSACTIONS INVOLVING SUPERVISORY BOARD MEMBERS OR MANAGEMENT BOARD MEMBERS

None.

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5.5 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

UNIBAIL-RODAMCO-WESTFIELD SE

Year ended 31 December 2022

Statutory auditors' report on the consolidated financial statements

To the Annual General Meeting of Unibail-Rodamco-Westfield SE,

OPINION

In compliance with the engagement entrusted to us by the Annual General Meeting, we have audited the accompanying consolidated financial statements of Unibail-Rodamco-Westfield SE for the year ended 31 December 2022.

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 31 December 2022 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.

The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

INDEPENDENCE

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors for the period from 1 January 2022 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

VALUATION OF THE INVESTMENT PROPERTY PORTFOLIO, INCLUDING INVESTMENT PROPERTIES UNDER CONSTRUCTION, EITHER HELD DIRECTLY OR WITHIN JOINT VENTURES (SEE NOTES 4.2.1, 4.2.2, 4.5.1, 5.1 AND 5.5 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified

The Group directly owns or owns via joint ventures a portfolio of properties, which includes shopping centres, offices and convention & exhibition sites. The fair value of this portfolio as at 31 December 2022 is €46,153 Mn in the segment reporting information on a proportionate basis (under which the joint-controlled entities are accounted for on a proportionate basis instead of being accounted for using the equity method under IFRS) of which €37,831 Mn is directly held by consolidated companies and indirectly €8,322 Mn for the Group share by joint ventures. The Group also holds a portfolio of Investment Properties Under Construction (IPUC) held at cost amounting to €1,206 Mn. The total value of investment properties represents 83% of the Group's consolidated assets.

In accordance with the notes 4.2.1, 4.5.1 and 5.5 of the consolidated financial statements, the net balance of the valuation movement amounts to €(1,111) Mn in IFRS net income for the 2022 financial year (including €(1,096) Mn relating to investment properties) and to €(1,620) Mn in the consolidated result on a proportionate basis presented in the segment reporting (including €(1,605) Mn relating to investment properties held by consolidated companies and indirectly by joint ventures).

In accordance with note 5.1 of the consolidated financial statements, the fair value of the investment property portfolio of the Group is valued by independent external appraisers as at June 30 and December 31. The valuation of investment properties involves the use of different valuation methods using unobservable parameters in accordance with the requirements of IFRS 13 and IAS 40. Consequently, the valuation is highly dependent on estimates and assumptions and requires significant judgment from the management and external appraisers mandated by the group.

The valuations account for the property-specific information including current tenancy agreements and rental income, condition, location of the property, vacancy, performance indicators, business data and cash flow forecasts, future income prospects. They also require judgmental assumptions such as indexation, yields and estimated rental value, which are influenced by prevailing market yields and comparable market transactions.

For IPUC, other factors such as projected costs to complete for developments, ability to let and the expected delivery date are also considered for the calculation of the recoverable value of IPUC valued at cost.

The valuation of the investment property portfolio, including investment properties under construction, either held directly or within joint ventures is thus considered as a key audit matter due to the significance of the balance to the financial statements as a whole, combined with the level of judgment associated while determining the fair value.

Our response

- We obtained an understanding of management's controls over the process implemented to determine the valuation of investment properties.
- We assessed the competence and independence of the external appraisers mandated by the group.
- We also evaluated the suitability of the valuation methodology applied by the external appraisers and the scope of assets appraised.
- The audit team, with the involvement of our real estate valuation specialists, attended meetings with the management and the external appraisers during which the valuations and the key assumptions were discussed and challenged.
- We assessed how the appraisers have considered the impact on valuation of the following factors: inflation, increase of long-term interest rate and climate matters.
- We analysed, involving our real estate valuation specialists, assumptions such as indexation, yields, estimated rental value and valuation movement of properties across the portfolio on a year-on-year basis. We corroborate these assumptions with our understanding of their local market, external market data, published benchmarks and asset specific considerations, used in our audit approach.
- We considered with lease agreements and asset budgets, established by the management, the consistency of the underlying lease data and capital expenditure used by the external appraisers in their valuation of the investment properties on a sample basis.
- For the most significant IPUC, we obtained external valuations prepared by independent external appraisers. We conducted meetings with development directors and project managers and performed procedures described above on Investment Properties at fair value with a focus on forecast cost to complete. We analysed the risks and the impairment recorded, if any;
- Additionally, we considered the appropriateness of the disclosures in the consolidated financial statements in respect of investment properties.

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RECOVERABLE AMOUNT OF INTANGIBLE ASSETS WITH AN INDEFINITE USEFUL LIFE AND GOODWILL RELATED TO THE WESTFIELD ACQUISITION (SEE NOTES 5.3 AND 5.4 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified	Our response
As at December 31, 2022, intangible assets and goodwill in relation to the June 2018 acquisition of Westfield amount, respectively, to €680 Mn and €731 Mn equivalent to 2.6% of group consolidated assets. As at December 31, 2022, only goodwill allocated to the geographical segment France (€731 Mn) is not impaired. Intangible assets with an indefinite useful life relate to the property business of Flagship centres in the United States and the Westfield trademark. Intangible assets with an indefinite useful life and goodwill are subject to either annual impairment tests or tests performed when an impairment indicator is identified. As mentioned in note 5.4 of the notes to the consolidated financial statements, goodwill has been allocated to geographical segments, which qualify as a Group of Cash Generating Units ("CGUs"). Each group of CGUs is the lowest level at which goodwill is monitored for internal management purposes. An impairment loss is recognized whenever the recoverable value of the group of CGUs to which goodwill has been allocated is less than its carrying amount. The recoverable value is the maximum of fair value less disposal costs and its value in use. Value in use is based on the Discounted Cash Flows derived from the Business Plan approved by the Management Board and the Supervisory Board. The main assumptions related to the value in use of each group of Cash Generating Units are cash flow projections, Compound Annual Growth Rate ("CAGR") of Net Rental Income, discount rates based on the weighted average cost of capital and long-term growth rates. Intangible assets with an indefinite useful life are evaluated by independent appraisers using the discounted cash flow (DCF) methodology. An impairment is booked when the appraisal value is lower than the net book value. The recoverable amount of intangible assets with an indefinite useful life and goodwill related to the Westfield acquisition is therefore a key audit matter due to the level of judgment required by the management, combined with the significance of the balance to the financial statements.	The audit team, with the involvement of our valuation specialists, analysed the methodology used for the impairment tests of the intangible assets with an indefinite useful life and the goodwill, and management's key assumptions. Our audit procedures led us in particular to: • Analyse the procedures implemented by management to determine the recoverable amount for group of CGUs and intangible assets with an indefinite useful life. • Obtain an understanding of the methodology applied by the management to perform the impairment tests. • Assess the identification of the Group of CGUs by management as regard to accounting standards. • Attend meetings with our valuation specialists, management and management's external appraiser and challenge the key parameters used to assess the valuation of intangible assets with an indefinite useful life and to perform the impairment test of goodwill. • Corroborate the underlying figures used in the Business Plan approved by the Management Board and the Supervisory Board with the figures which are used as a basis for the cash-flow projections including assumptions related to inflation and the cost of raw materials. • Assess the consistency of key assumptions used for the determination of recoverable values, and especially the discount rates, CAGR of Net Rental Income and Long-Term Growth Rate ("LTGR"), by comparing them to market information. • Examine the mathematical accuracy of the templates used for the calculation of the recoverable amount. • Consider the appropriateness of the disclosures in the consolidated financial statements.

ACCOUNTING FOR FINANCIAL DEBT AND RELATED DERIVATIVE FINANCIAL INSTRUMENTS (SEE NOTES 7.3.3, 7.3.5, 7.4 AND 7.5 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Risk identified	Our response
As at December 31, 2022, the financial debt of Unibail-Rodamco-Westfield stood at €26,402 Mn. The debt mainly includes bond issues and EMTN (Euro Medium Term Notes) for a principal amount of €22,406 Mn. In addition, financial debt held by the joint ventures amounted to €1,906 Mn. The financial debt represents 46% of the Group's consolidated liabilities. As mentioned in notes 7.4 and 7.5 to the consolidated financial statements, the Group uses derivatives financial instruments, mainly interest rate swaps and caps and cross-currency swaps, to hedge its exposure to movements in interest and currency exchange rates related to its financial indebtedness. These derivatives for which no hedge accounting has been applied are carried at fair value through profit and loss, for amounts on the balance sheet of €831 Mn (asset) and €1,097 Mn (liability). During 2022, the Group incurred €(474) Mn in net financial costs and the positive Fair Value's adjustments on derivatives and debts amounted to €276 Mn. The Group's gearing, liquidity needs, financial covenants (please refer to note 7.3.5. to the consolidated financial statements) are calculated on the basis of this portfolio of financial debt. The accounting for financial debt and related derivatives financial instruments is considered as a key audit matter due to the significance of the balance to the financial statements as a whole and their impact on the calculation of financial covenants.	• We obtained an understanding of the procedures for the valuation and the accounting of the financial debt and related derivatives. • We obtained and analysed loan contracts on a sample basis to understand the terms and conditions and the way those characteristics were reflected in the consolidated financial statements. We also performed analytical procedures on the related financial expenses. • On a sample basis, we obtained the confirmation with third parties of the nominal amount of debts. • We analysed the calculation of the financial ratios and the related disclosures (note 7.3.6 to the consolidated financial statements) and the appropriateness of the presentation of the financial debt in the statement of the financial position. • On a sample basis, we obtained the confirmation from the counterparties of the occurrence and terms of the derivatives. For a sample of financial instruments, we analysed their valuation, and we involved our internal valuation specialists to independently calculate the fair value of the financial instruments and compare the outcome to the values prepared by the management. • Additionally, we considered the appropriateness of the information disclosed in the consolidated financial statements in respect of IFRS 7 "Financial Instruments: Disclosures" requirements.

SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group given in the management report of the management board.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the information relating to the Group given in the management report, it being specified that, in accordance with Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

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REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

FORMAT OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS INTENDED TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the chairman of the management board, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limitations inherent to the block-tagging of the consolidated financial statements according to the European single electronic format, the content of certain tags of the notes may not be rendered identically to the accompanying consolidated financial statements.

Moreover, we have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF (*Autorité des marchés financiers*) are in agreement with those on which we have performed our work.

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as statutory auditors of Unibail-Rodamco-Westfield SE by the Annual General Meeting held on April 27, 2011 for Deloitte & Associés and on May 13, 1975 for ERNST & YOUNG Audit.

As at December 31, 2022, Deloitte & Associés was in 18th consecutive year of mandate taking into account the acquisitions or mergers with firms that have previously taken place, and ERNST & YOUNG Audit in its 48th consecutive year of mandate.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were prepared by the management board.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

REPORT TO THE AUDIT COMMITTEE

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 27, 2023
The Statutory Auditors
French original signed by

Deloitte & Associés
Emmanuel Gadret

ERNST & YOUNG Audit
Jean-Yves Jégourel Antoine Flora

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5.6 STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

This is a translation into English of the statutory auditors' report on the financial statements of the company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and the other documents provided to the shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

UNIBAIL-RODAMCO-WESTFIELD SE

Year ended 31 December 2022

To the Annual General Meeting of Unibail-Rodamco-Westfield SE,

OPINION

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying financial statements of Unibail-Rodamco-Westfield SE for the year ended 31 December 2022.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at 31 December 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *"Statutory Auditors' Responsibilities for the Audit of the Financial Statements"* section of our report.

INDEPENDENCE

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie*) for the period from 1 January 2022 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

JUSTIFICATION OF ASSESSMENTS KEY AUDIT MATTERS

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

EVALUATION OF INVESTMENTS IN SUBSIDIARIES AND RELATED RECEIVABLES (SEE NOTES 2.3.3, 4 AND 5 TO THE FINANCIAL STATEMENTS)

RISK IDENTIFIED

As at December 31, 2022, Unibail-Rodamco-Westfield SE holds investments in subsidiaries and related receivables, which have a gross value of €19,342 Mn and €14,091 Mn, respectively impaired for an amount of €5,731 Mn and €256 Mn, including €552 Mn for the financial year 2022. The net book value of the investments in subsidiaries and related receivables represents 75% of the total assets of the company.

Investments in subsidiaries are generally companies, which own one or several investment properties or holding companies which own such companies.

As described in note 2.3.3 to the financial statements, an impairment is booked when the value in use of an investment in a subsidiary is lower than its acquisition cost plus any technical loss related to investment in this subsidiary.

The value in use of investments in subsidiaries includes the unrealised capital gain on properties or assets held by the subsidiaries, such properties being valued at year-end by independent appraisers. These valuations take into account rentals, the latest real estate transactions and their net initial yield. The value in use also includes the valuation of the intangible assets owned by the subsidiaries, made by independent appraisers based on the Discounted Cash Flows.

As mentioned in note 5 to the financial statements, non-interest-bearing long-term receivables related to investments are also subject to impairment in order to take into account the impact of the discounting.

Consequently, the evaluation of the investments in subsidiaries and related receivables is considered to be a key audit matter due to the judgment required by management to evaluate the assets held by the subsidiaries and the importance of these balances in the financial statements.

OUR RESPONSE

We analysed the management's controls over the process implemented to calculate the value in use of investments in subsidiaries and related receivables.

Concerning the unrealised gains on assets owned by these subsidiaries, we examined the consistency of the market value of the assets held with those calculated by the external appraisers. Our audit procedures on the value of the underlying assets included:

- examining the valuation process of investment properties and intangible assets applied by management;
- evaluating the competence of the external appraisers including their qualifications and expertise, as well as their independence;
- attending meetings with the external appraisers in the presence of our valuation specialists, during which the valuations of the assets and the key assumptions retained were challenged;
- assessing assumptions such as indexation, yields and estimated rental value by reference to our understanding of their local market, external market data, published benchmarks and asset specific considerations, used in our audit approach in order to assess the appropriateness of the valuations adopted by the Group;
- analysing the key assumptions used to determine the recoverable value of the intangible assets, notably the cash-flow projections, discount rates, and long-term growth rates challenging their coherence with available market information.

Furthermore, we verified the mathematical accuracy of the calculation of the value in use of the investments in subsidiaries and related receivables and the correct application of percentages of ownership of the net equity values of the subsidiaries. We also analysed the appropriate calculation of the impairment on the investments in subsidiaries and related receivables accounted for.

We also verified the calculation of the discounting related to non-interest-bearing long-term receivables.

Additionally, we assessed the appropriateness of the disclosures made in the notes to the financial statements regarding investments in subsidiaries and related receivables.

ACCOUNTING FOR FINANCIAL DEBT AND DERIVATIVE FINANCIAL INSTRUMENTS (SEE NOTES 1, 2.4.2, 7, 15, 24 AND 28.1 TO THE FINANCIAL STATEMENTS)

RISK IDENTIFIED

As at December 31, 2022, Unibail-Rodamco-Westfield SE had financial liabilities of €22,255 Mn as described in note 15 "Borrowings and financial liabilities" to the financial statements.

Unibail-Rodamco-Westfield SE uses derivative financial instruments, mainly interest rate swaps, caps and cross-currency swaps, to hedge its exposure to fluctuations in interest and currency exchange rates. This portfolio of derivatives is described in note 28.1 "Financial instruments" to the financial statements.

Note 2.4.2 to the financial statements describes the main accounting policies applied by the company to account for the derivative financial instruments and specifically details that they are accounted for according to the intention with which the corresponding transactions were carried out.

During the 2022 financial year, Unibail-Rodamco-Westfield SE restructured part of its portfolio of hedging derivative financial instruments as described in Note 1 "Significant Events" of the notes to the annual accounts. Notes 7 and 24 describe the effects in the annual accounts of this restructuring.

The Group's gearing, liquidity needs, financial covenants (please refer to note 15 to the financial statements) are calculated on the basis of this portfolio of financial debt.

Accounting for financial debt and derivative financial instruments is considered to be a key audit matter due to the significance of the balances in the financial statements and their impact in the calculation of financial covenants provided for in the Group's contractual obligations.

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OUR RESPONSE

We obtained an understanding of internal controls over the accounting for financial debt and derivative financial instruments.

We analysed a representative sample of contracts in order to understand their terms and conditions. We also analysed the characteristics of these loans in the financial statements and performed analytical procedures on the financial expenses.

On a sample basis, we obtained the confirmation with third parties of the nominal amount of debts. We performed confirmation procedures directly with third parties of the derivative financial instruments and examined the position of the derivatives presented in the off-balance sheet disclosure. We also performed analytical procedures on the expenses and revenues related to the derivative financial instruments. We analysed the portfolio of derivative financial instruments of the company and their presentation (hedging or isolated open position) and we analysed the accounting treatment applied to the restructuring conducted during the year.

We analysed the calculation of the financial ratios and the related disclosures.

Additionally, we assessed the appropriateness of the disclosures made in the notes to the financial statements regarding the financial debt and derivative financial instruments.

SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND IN THE OTHER DOCUMENTS PROVIDED TO THE SHAREHOLDERS WITH RESPECT TO THE FINANCIAL POSITION AND THE FINANCIAL STATEMENTS

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Management Board's report, and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D. 441-6 of the French Commercial Code (*Code de commerce*).

REPORT ON CORPORATE GOVERNANCE

We attest that the Supervisory Board's report on corporate governance sets out the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits allocated to or received by corporate officers and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlled thereby included in the scope on consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a public purchase or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code (*Code de commerce*), we have verified their compliance with the source documents communicated to us. Based on our work, we have no observations to make on this information.

OTHER INFORMATION

In accordance with French law, we have verified that the required information relating to the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

FORMAT OF PRESENTATION OF THE FINANCIAL STATEMENTS INTENDED TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (Code monétaire et financier), prepared under the responsibility of the Chairman of the management board, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (Autorité des marchés financiers) are in agreement with those on which we have performed our work.

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as statutory auditors of Unibail-Rodamco-Westfield SE by the Annual General Meeting held on April 27, 2011 for Deloitte & Associés and on May 13, 1975 for ERNST & YOUNG Audit.

As at December 31, 2022, Deloitte & Associés was in its 18th consecutive year of engagement, taking into account the acquisitions or mergers with firms that have previously taken place, and ERNST & YOUNG Audit in its 48th consecutive year of engagement.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the company or to cease operations.

The audit committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were prepared by the management board.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the company or the quality of management of the affairs of the company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

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REPORT TO THE AUDIT COMMITTEE

We submit to the audit committee, a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the audit committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the audit committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors (*Code de déontologie*). Where appropriate, we discuss with the audit committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, 27 March 2023
The Statutory Auditors
French original signed by

Deloitte & Associés	ERNST & YOUNG Audit
Emmanuel GADRET	Jean-Yves JÉGOUREL Antoine FLORA

5.7 STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

This is a translation into English of a report issued in French 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.

UNIBAIL-RODAMCO-WESTFIELD-SE

Annual General Meeting held to approve the financial statements for the year ended 31 December 2022

Statutory auditors' report on related party agreements

To the Shareholders,

In our capacity as statutory auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-58 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-58 of the French Commercial Code (*Code de commerce*) of the continuation of the implementation, during the year ended 31 December 2022, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

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AGREEMENTS SUBMITTED FOR APPROVAL TO THE ANNUAL GENERAL MEETING

We hereby inform you that we have not been notified of any agreements authorized during the year ended 31 December 2022 to be submitted to the Annual General Meeting for approval in accordance with Article L.225-86 of the French Commercial Code (*Code de commerce*).

AGREEMENTS PREVIOUSLY APPROVED BY THE ANNUAL GENERAL MEETING

In accordance with Article R. 225-57 of the French Commercial Code (*Code de commerce*), we have been notified that the implementation of the following agreements, which were approved by the Annual General Meeting in prior years, continued during the year ended 31 December 2022.

SETTLEMENT AGREEMENT ENTERED INTO BETWEEN YOUR COMPANY AND MR CHRISTOPHE CUVILLIER

Executive involved:
Mr Christophe Cuvillier, Group Chief Executive Officer and member of the Management Board until 31 December 2020.

Purposes:
On 18 November 2020, upon the recommendation of the Remuneration Committee, the Supervisory Board authorised a settlement agreement between your company and Mr Christophe Cuvillier, Group Chief Executive Officer, to settle amicably and finally the terms and consequences of terminating his term of office. This settlement agreement was signed on December 15, 2020, authorized by the 18 November 2020 Supervisory Board and approved by the 12 May 2021 General Meeting. This settlement agreement includes an irrevocable and mutual waiver of any proceeding or legal action in connection with the fulfilment and / or early termination of the mandate of Mr Christophe Cuvillier. This agreement also incorporates the usual stipulations relating to confidentiality, cooperation, non-denigration as well as limited and temporary tax aid up to 15,000 euros.

Terms and conditions:
The usual stipulations of the settlement agreement relating to confidentiality, cooperation, non-denigration and temporary tax aid up to 15,000 euros continued in 2022 for a total period of 36 months expiring on 31 December 2023.

Paris-La Défense, 27 March 2023
The Statutory Auditors
French original signed by

Deloitte & Associés
Emmanuel Gadret

ERNST & YOUNG Audit
Jean-Yves Jégourel Antoine Flora

5.8 OTHER INFORMATION

5.8.1 SUPPLIER AND CUSTOMER PAYMENT DATES

5.8.1.1 SUPPLIER PAYMENT TERMS FOR UNIBAIL-RODAMCO-WESTFIELD SE

Article D. 441 I.-1°: Supplier invoices due and not paid as at Dec. 31, 2022

	0 day	Between 1 day and 30 days	Between 31 days and 60 days	Between 61 days and 90 days	more than 91 days	Total (1 day and more)
(A) Period of late payment						
Number of invoices concerned	111	7	7	5	135	154
Total of all invoices concerned including VAT in € thousands	(619)	54	9	(3)	401	(158)
Percentage of the total amount of purchases including VAT in the year	(0.22)%	0.02%	0.00%	0.00%	0.15%	0.17%
(B) Invoices excluded from (A) and related to litigious and unrecognised debts						
Number of invoices excluded	0					
Total amount of all invoices excluded in € thousands	0					
(C) Payment periods used (contractual or legal payment period - article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used for the calculation of the late payment						- Contractual payment periods x - Legal payment periods

5.8.1.2 CUSTOMER PAYMENT TERMS FOR UNIBAIL-RODAMCO-WESTFIELD SE

Article D. 441 I.-1°: Customer invoices due and not paid as at Dec. 31, 2022

	0 day	Between 1 day and 30 days	Between 31 days and 60 days	Between 61 days and 90 days	more than 91 days	Total (1 day and more)
(A) Period of late payment						
Number of invoices concerned	151	13	19	5	877	914
Total of all invoices concerned including VAT in € thousands	20,986	(217)	610	46	9,100	9,539
Percentage of the total amount of purchases including VAT in the year	10.43%	(0.11%)	0.30%	0.02%	4.52%	4.74%
(B) Invoices excluded from (A) and related to disputed and unrecognised receivables						
Number of invoices excluded	0					
Total amount of all invoices excluded in € thousands	0					
(C) Payment periods used (contractual or legal payment period - article L. 441-6 or article L. 443-1 of the French Commercial Code)						
Payment terms used for the calculation of the late payment						x - Contractual payment periods - Legal payment periods

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5.8.2 RESULTS FOR UNIBAIL-RODAMCO-WESTFIELD SE OVER THE PAST 5 FINANCIAL YEARS

	2022	2021	2020	2019	2018
Capital at year-end					
Share capital (in € thousands)	693,835	692,972	692,362	691,893	691,443
Number of shares outstanding	138,767,088	138,594,416	138,472,385	138,378,605	138,288,601
Number of convertible bonds outstanding	0	1,441,462	1,798,716	1,798,716	3,182,968
Results of operations (in € thousands)					
Net sales	199,208	148,346	164,924	185,524	164,797
Income before tax, depreciation, amortisation and provisions	806,707	(111,387)	603,363	1,364,662	2,741,600
Corporate income tax	8,729	(525)	(382)	(115)	0
Net income	89,994	90,645	(2,691,033)	(46,426)	1,457,493
Distributed profit	0[1]	0	0	747,356	1,493,901
Per share data (€)					
Income after tax, before depreciation, amortisation and provisions	5.81	(0.81)	4.35	9.86	19.83
Income after tax, depreciation, amortisation and provisions	0.65	0.65	(19.43)	(0.34)	10.54
Per share dividend	0[1]	0	0	5.40	10.80
Employee data					
Number of employees	1	1	1	1	1
Total payroll (in € thousands)	11,271	5,684	1,204	2,061	(2,834)
Total benefits (in € thousands)	3,775	2,970	1,493	2,584	478

(1) To be submitted to the next AGM to be held in 2023 on the basis of 138,767,088 shares as at December 31, 2022.

CHAPTER 6.

Risk factors and internal control

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6.1 RISK MANAGEMENT FRAMEWORK

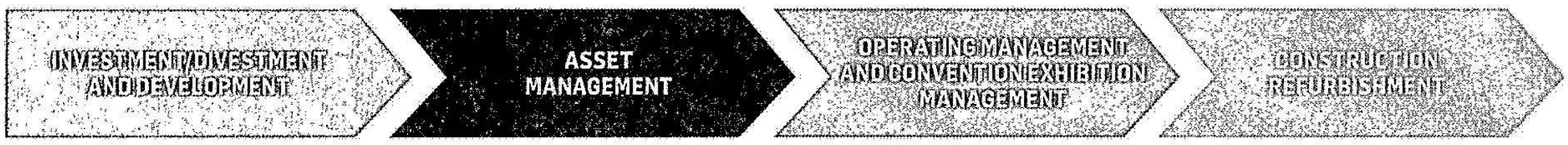
6.1.1 RISK MANAGEMENT POLICY AND ORGANISATION

The Risk Management Policy at Unibail-Rodamco-Westfield ("URW" or "the Group") is designed to:

- Identify and analyse the main potential threats in order to anticipate risks proactively;
- Set up and implement appropriate mitigating measures in order to monitor and/or reduce the identified risks;
- Secure decision making and Group processes to achieve business objectives;
- Create and preserve the Group's value, assets, brand and reputation;
- Ensure consistency of decisions with the Group's values and strategy; and
- Bring the Group's staff together behind a shared vision of risk management.

URW is based on a matrix organisation within 5 regions: Central Europe, Southern Europe, the UK, Northern Europe and the US, composed of 12 countries (Austria, Czech Republic, Denmark, France, Germany, The Netherlands, Poland, Sweden, Slovakia, Spain, the UK and the US) under the stewardship of 5 regional Chief Operating Officers ("COO"), and a Corporate Centre organised around 5 main functions, i.e. Developer, Owner, Operator, Resourcer and Financer. The decision making process is accomplished through committees and collegial decision-making. The segregation of duties within URW is based on the separation between execution and control. URW does not outsource core activities, except for some parts of its IT system. In 5 regions, the Group's main activities are investment and divestment, asset management, operating management (including leasing and property management), construction, refurbishment and exhibition management, which are briefly described below. The organisational structure is also based on a set of delegations that define the responsibilities and level of authority of managers. Moreover, URW utilises internal committees where decisions are based on a risk-analysis approach.

MAIN ACTIVITIES OF THE GROUP, INCLUDING CORE PROCESSES AND SUPPORTING FUNCTIONS



FINANCE
RISK MANAGEMENT
LEGAL AND COMPLIANCE
INFORMATION TECHNOLOGIES SYSTEM
HUMAN RESOURCES
SUSTAINABILITY

INTERNAL AUDIT

INVESTMENT/DIVESTMENT AND DEVELOPMENT

Investment is one of the major processes at URW as it is one of the first steps in the value-creation process. It starts with deal sourcing (the search for market opportunities), which is based on brokers, off market relationships, and connections with local communities. Once an investment opportunity is identified, it undergoes a strict review and approval procedure with multiple steps through compliance and demanding internal decision-making processes, in alignment with URW's investment strategy.

Under the supervision of the Chief Investment Officer ("CIO"), the Investment department is responsible for the value creation process and is in charge of evaluating and advising periodically on the basis of the aforementioned information whether the property needs to be disposed of or not.

For divestments, a highly structured process is in place to provide the most complete and accurate information (data room) to maximise the selling price and minimise the guarantees and representations, as well as the potential liabilities.

For the development of new property, each region has its own Development department, which manages development projects with the Corporate Centre. The decision-making process is applicable as mentioned above. Construction is ordered and executed (preparation of bid tender, call for offer, selection of building contractors, etc.) under the responsibility of the CIO, the Managing Director of Development and the regional COOs. Construction is undertaken by experienced construction companies, which are managed and controlled by a professional third-party design and project management team.

ASSET MANAGEMENT

Under the responsibility of the CIO, this activity focuses on value creation in URW's asset portfolio and consists of defining the strategy for each asset (5-year business plan). In line with the contract terms and conditions, the Accounting department invoices and collects the rents and pays expenses related to the management of the building.

OPERATING MANAGEMENT

Operating Management is organised and managed at the regional level by their respective COO. It mainly focuses on property leasing, implementation/monitoring of the 5-year business plan and property management, including security and technical maintenance (facility management).

CONVENTION & EXHIBITION MANAGEMENT

Convention & Exhibition ("C&E") management includes activities such as letting areas in URW's exhibition site portfolio to exhibition organisers, as well as mandatory services (technical installations, electricity etc.) and ancillary services (parking facilities, WIFI connection etc.).

CONSTRUCTION AND REFURBISHMENT

Construction and refurbishment consist of the following activities:

- Control of construction costs and management of construction contracts;
- Definition of the Group sustainability policy for development;
- Selection and monitoring construction and refurbishment companies; and
- Supervision of construction until grand opening.

6.1.2 GROUP ENTERPRISE RISK MANAGEMENT FRAMEWORK

Since the completion of the Westfield transaction in June 2018, the Enterprise Risk Management ("ERM") framework has continued to evolve. All key risks have been reviewed and assessed internally, and action plans for improvement have been established. Fifteen identified key risks were presented to and reviewed by the Audit Committee and Supervisory Board ("SB") in 2022 through a bi-annual (half-year and full-year) assessment.

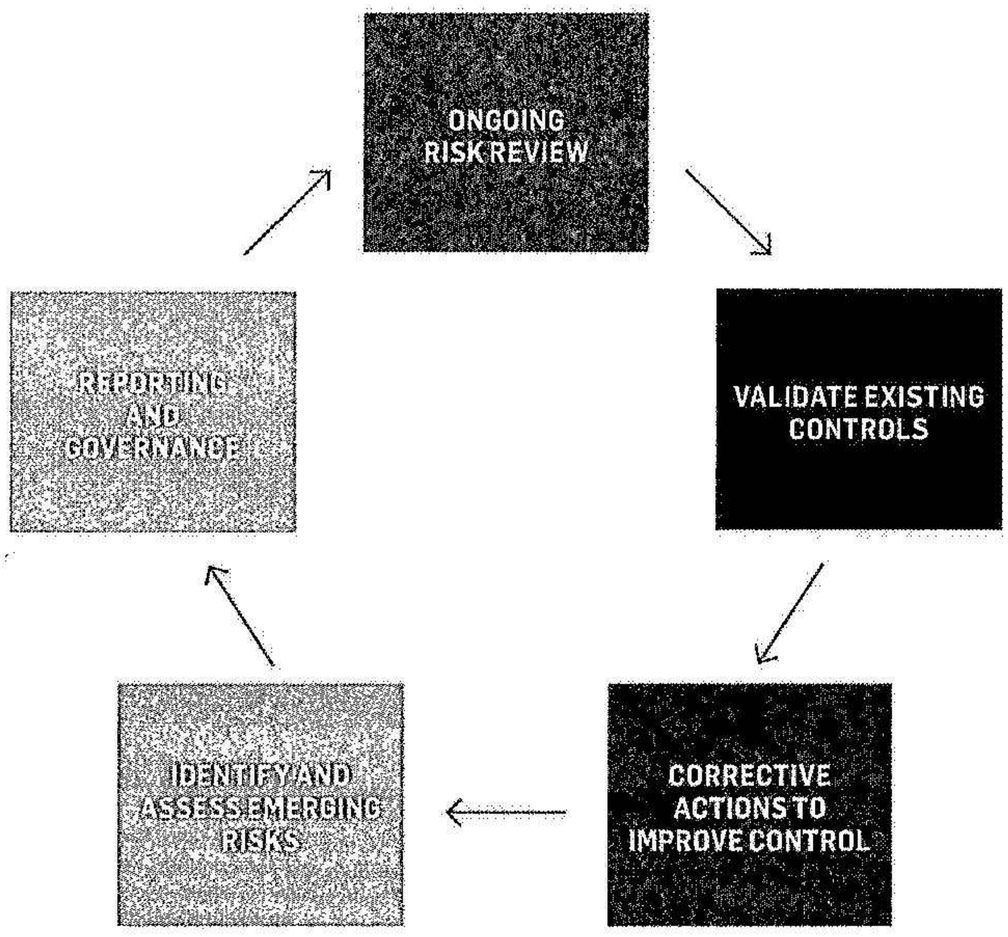
Our ERM framework focuses on:

- Risks inventory;
- Risk control methodology; (including monitoring of appropriate mitigating measures and action plans);
- Risk mapping;
- Governance; and
- Functional organisation.

URW has a Group-wide robust Risk Management programme, providing reasonable assurance on levels of control. It remains oriented towards ongoing and continuous risk assessment and improvement in controls.

Management of risk measures and follow-up of effective implementation of yearly action plans are core to the Group's business resilience, and are reviewed and challenged on a recurring basis.

OVERVIEW OF GROUP ERM KEY RESPONSIBILITIES

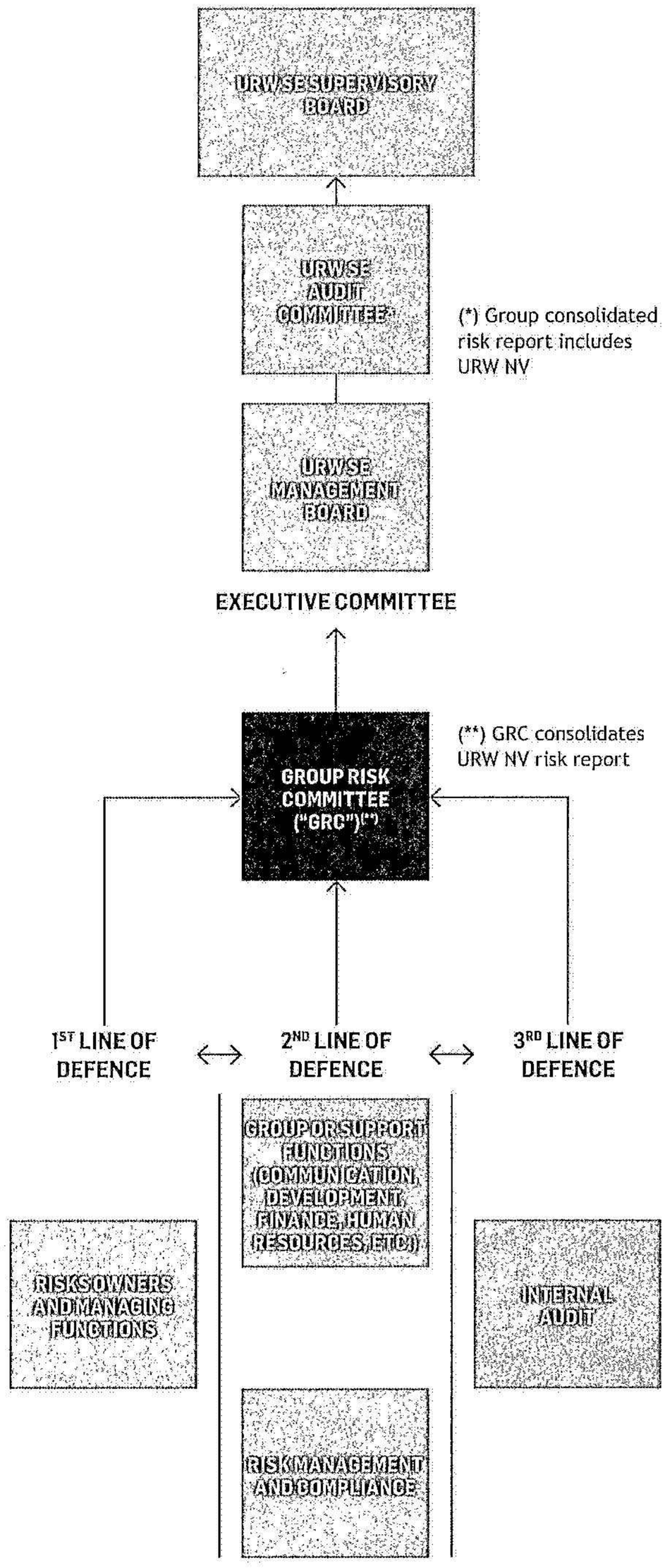


Governance continues to enhance and support the importance of ERM by establishing oversight responsibilities. URW has worked on the alignment and coherence of the Risk Management governance bodies, considering market best practices, regional and sector benchmarks and market investors' expectations.

On December 6, 2018, upon the recommendation of the Audit Committee ("AC"), the SB approved the Risk Management framework.

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The URW ERM framework and 3 lines of defence are organised as follows:



(*) Group consolidated risk report includes URW NV

(**) GRC consolidates URW NV risk report

Overview of the 3 lines of defence are in line with COSO ERM standards.

To detect main specific Group risks and design appropriate risk management measures in relation to any unique local considerations, the Group's ERM framework includes a local US Risk Management Committee.

The responsibilities of this local committee include:
- Supporting the development of a risk culture within the regions, promoting open discussion regarding risk and integrating Risk management into the organisation and among employees;
- Monitoring effective implementation of identified mitigating measures and action plans;
- Providing input to management regarding the URW platforms' risk appetite and tolerance;
- Embedding ERM in all activities within the business;
- Discussing the identification and evaluation of risks with local risk owners;
- Supporting improvement in risk control, management measures and monitor action plans;
- Reviewing risk initiatives against the Compliance Book to align assessment and establish training priorities;
- Remaining aware of any material evolution of an existing risk or any new or emerging risk; and
- Providing validation in preparation for review by the GRC.

The GRC handles risk monitoring at Group level. It is composed of the following senior executives:
- Chief Financial Officer (Chairperson);
- Group General Counsel;
- Chief Resources and Sustainability Officer;
- Group Director of Security, Risk and Crisis Management;
- Group Director of Internal Audit and Group Compliance Officer;
- Head of Risk Management Europe;
- Group Director of Insurances; and
- Risk Owners as required.

The primary responsibility of the GRC is to oversee and approve the Group-wide risk mapping and key management measures and to assist the Management Board ("MB") in:
- Establishing that all executive teams have identified and assessed the risks that the Group faces in all regions where it operates and established a risk management system to address those risks;
- Validating the level of control over a given risk and, in conjunction with the MB and/or other internal committees, validating that such risks are in line with the Group's Risk strategy;
- Ensuring that the division of risk-related responsibilities for each risk owner is clearly defined, and that risk owners are routinely performing risk assessments and gap analysis to maintain awareness of all risks; and
- Elevating to the MB and SB any emerging and developing risks.

To fulfil its responsibilities and duties, the GRC:
- Supports the development of a risk culture within the Group, promotes open discussion regarding key risks, integrates risk management into the organisation's objectives and compensation structure, and creates a corporate culture such that people at all levels manage risks rather than ignoring them or accepting them without proper risk analysis;
- Provides input to management and the Executive Committee regarding the Group risk appetite and tolerance;
- Monitors the organisation's risk profile (risk mapping); and
- Approves the Risk Management Policy and plan, which includes:
  - The Company's risk management structure;
  - Standards and methodology applied to assess risks;
  - Risk management measures (risk management guidelines); and
  - Training and awareness programmes or information.

The Risk Management Organisation reviewed the Group's key risks and associated action plans in collaboration with risk owners.

A description of the key risks monitored by this internal control system is outlined below. The GRC met twice in 2022. Its main achievements are:
- The review of the Group's risk mapping;
- Periodic "deep dive" risk reviews agreed with the AC chairperson and presented at the AC/SB meetings;
- The review and follow-up of action plans;
- The approval of business decisions with risk exposures; and
- Presentation of the key risk inventory and risk rating grid for AC/SB approval.

6.1.3 INTERNAL CONTROL SYSTEM

The Group's internal control system covers all of the Group's activities and geographies. It is based on a set of principles that aims to provide reasonable assurance that the following internal control objectives are met:
- Transactions are executed effectively and optimised;
- Protection of the Group's assets;
- Financial information is reliable; and
- All operations comply with prevailing legislation, external regulations and URW's internal rules.

The Group's internal control system is in line with the general principles of the Internal Control System reference framework by the AMF (*Autorité des Marchés Financiers:* the French financial market authority) and is based on:
- A set of standardised procedures;
- Accountability of managers in charge of the business, finance and control;
- A committee-based, decision-making process for acquisitions, disposals, refurbishment/construction projects, and leasing; and
- Segregation of duties between execution and control.

The Group's control environment detailed in the Compliance Book for Governance, Organisation & Corporate Rules describes:
- The Group organisation structure: a matrix organisation with a double reporting line at corporate and regional levels, including the US platform;
- Governance for Unibail-Rodamco-Westfield SE ("URW SE") and its subsidiaries as well as for Unibail-Rodamco-Westfield N.V. ("URW NV") and its subsidiaries;
- A framework of core processes and internal rules covering investment and divestment, development, leasing activities and support functions, notably finance and human resources;
- A Code of Ethics, covering the Group's core values and rules of conduct, with particular emphasis on ethical behaviour, prohibition of corruption, conflicts of interests, confidentiality and transactions involving on Stapled Shares; and
- An Anti-Corruption Programme that includes, among other things, risk mapping, which has been fully reviewed in 2022 and a due diligence process of business partners before entering into business relationships.

In addition to the Compliance Book, the Group's control environment comprises:
- Job descriptions and an appraisal system based on performance targets;
- A set delegation of authority, responsibility and limits that span all the Group's activities;
- General and specific procedures applicable at 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.

The internal control system assessment is carried out by the Group Internal Audit department (composed of 6 colleagues located in France and in the US), which conducts regular assignments covering all the Group's activities pursuant to the annual audit plan approved by the MB and the SB.

The CEO or (the Chairperson of) the AC can also ask the Group Internal Audit department to carry out "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 MB and to each department involved in the audit. A summary of audit findings is provided to the AC on a quarterly basis.

URW's Internal Audit Charter sets out the different missions of the audit function. To ensure its independence, the Internal Audit department reports to the CEO and to the Chairman of the AC.

A description of the main risks monitored by this internal control system are set out hereafter.

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6.2 MAIN RISK FACTORS

In accordance with European Regulation No. 2017/1129 of June 14, 2017, on the prospectus to be published in the event of a public offering of securities or with a view to the admission of securities to trading on a regulated market, risk factors presented, hereafter, are limited to specific risks of the Group and remain significant after application of the risk management measures.

Nevertheless, the risk factors discussed in this section are not exhaustive and there may be other risks, either potential unidentified or emerging/developing identified risks, or risks not specific enough to the Group and/or of which the occurrence is not considered likely to have a material adverse effect on URW, its operations, financial position and/or results, share price or guidance/outlook as at the date of filing of the Universal Registration Document. In addition, given the geographical scope of URW activities, the potential impact of a same type of risk may differ from 1 country to another.

The Group risk mapping is reviewed and updated, if necessary, on a recurring basis under the supervision of the GRC. The Group risk mapping is discussed by the AC and the SB.

Given the ongoing developments of the Ukraine conflict adding to the impactful legacy of the COVID-19 global lockdowns (with continued resurgence in regions such as China), and the threat of recession looming, URW continues to monitor and anticipate the evolving impacts to the business, particularly concerning the energy crisis, inflation, supply chain issues and its effects on consumption and financing, and high volatility of financial markets.

The Group's risk mapping and/or their assessment are likely to undergo change linked to what is commonly referred to as the "perfect storm" of negative geopolitical and macroeconomic conditions which could have a significant effect on the Group's business operations, its budgetary and earnings forecasts, as well as on its stated strategy.

6.2.1 RATINGS OF THE MAIN SPECIFIC RISK FACTORS

The Group risk inventory, used for Group risk mapping, is composed of 13 Group-specific risks organised into 5 categories. The risks presented below are rated within each category in descending order of impact to the Group (first ones being the most impactful) and probability.

This rating is based on:

(i) The potential net impact corresponding to the potential (financial/legal/reputational) impact after risk management measures have been put in place (net impact); and

(ii) The potential net likelihood of the risk event, after risk management measures have been put in place (net likelihood).

This rating, and specifically the likelihood, is the result of the Group management assessment performed through the ERM framework described in section 6.1.2 Group Enterprise Risk Management framework of the 2022 Universal Registration Document and depends on the subjective assessments of management.

The risk rating criteria for net impact and net likelihood is regularly reviewed by the GRC and presented to the AC and SB in line with the Group's evolving risk appetite.

Legend used below:

Rating			
Net impact	●●● High net impact	●●○ Medium net impact	●○○ Low net impact
Net likelihood	■■■ Likely	■■□ Possible	■□□ Unlikely

Risk factors categories	Risk factors	Rating after risk management measures: Net impact	Net likelihood	Section
Category #1: Business sector and operational risks	Retail market evolution/disruption	●●●	■■■	6.2.2.1.A
	M&A, investment and divestment	●●●	■■□	6.2.2.1.B
	Development, design and construction management	●●●	■■□	6.2.2.1.C
	IT Systems and data: continuity and integrity	●●●	■■□	6.2.2.1.D
	Leasing and commercial partnerships	●●○	■■□	6.2.2.1.E
Category #2: Financial and tax risks	Access to capital and financial market disruption	●●●	■■□	6.2.2.2.A
	Real estate investment trust ("REIT") status and tax compliance	●●●	■□□	6.2.2.2.B
Category #3: Environmental and social responsibility risks	Sustainability risks	●●●	■■□	6.2.2.3.A
	Recruitment, retention and succession plan	●●○	■■□	6.2.2.3.B
Category #4: Security, health and safety risks	Health and safety	●●●	■■□	6.2.2.4.A
	Terrorism and major security	●●●	■□□	6.2.2.4.B
Category #5: Legal and regulatory risks	Legal and regulatory	●●○	■■□	6.2.2.5.A
	Corruption, money laundering and fraud	●●○	■□□	6.2.2.5.B

6.2.2 DETAILED MAIN RISK FACTORS

6.2.2.1 CATEGORY #1: BUSINESS SECTOR AND OPERATIONAL RISKS

A. RETAIL MARKET EVOLUTION AND DISRUPTION

As a global developer and operator of commercial assets, any mid- to long-term deterioration in economic conditions with implications for the leasing 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.

As at December 31, 2022, the Group had a portfolio valued at €52.2 Bn, of which 87% are in retail (78 shopping centres including 45 which carry the iconic Westfield brand in the most dynamic cities in Europe and in the US) presented in 2 continents and in 12 countries. Considering its real estate profile and exposure, the Group's results of operations and/or its core business strategy could be adversely affected by its inability to continue to lease space in its assets on economically favourable terms, to adapt its offer and customer experience to new trends and expectations, or to develop and implement new business models, or by tenant default.

The COVID-19 effect has accelerated many retail sector evolutionary trends over the last 2-3 years. Some trends are likely to result in a permanent shift in shopper buying habits and expectations. Changes in consumer trends and practices combined with a slowdown in the economy, political instability, doubts on final resolution of the health crisis, reduction in available savings and stricter regulations have, or may have, significant impact on the Group's core business activities.

The evolving consumer habits and impacts of the current economic situation (potential drop in consumer confidence) require shopping centres to increasingly adapt their offers and showcase their local and global footprint (both Westfield and URW brands).

Worldwide, the e-commerce business continues to grow. In 2021, retail e-commerce sales amounted to approximately $5.2 trillion worldwide. This figure is forecast to grow by 56% over the coming years, reaching about $8.1 trillion by 2026[1].

Despite this growth, e-commerce has not translated into the demise of brick-and-mortar retail. Rather, the emerging retail trend is an omnichannel shopping experience that allows consumers to shop seamlessly from all points of contact, i.e., the channels - web, mobile-app, social media, and brick and mortar. Retailers, including digital-native brands, are opening physical stores to offer their customers an omnichannel experience, which, according to an ICSC (International Council of Shopping Centres) study, can increase the retailer's web traffic by as much as 45%.

Ongoing improvements on brand awareness, such as launching the new advertising campaign following the successful rebranding of the 3 shopping centres in 2022 (Westfield Parquesur in Spain, Westfield Taby Centrum in Sweden and Westfield Mokotow in Poland), will serve to strengthen the brand and the reputation of the Group.

The acceleration of sustainable consumption and energy sobriety are key drivers of global consumption and has led to increased consumer expectations. This presents both challenges and opportunities for our business and offerings. Sustainability is now part of URW's core business.

(1) Statista, Retail e-commerce sales worldwide, July 2022.

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The resurgence of COVID-19 in China could fuel increased supply chain risk for our retailers, adding further strain on the global economic environment.

Global inflation is expected to fall from 8.8% in 2022 to 6.6 percent in 2023 and 4.3% in 2024, still above pre-pandemic (2017-19) levels of about 3.5%[1]. Continued high inflation may adversely affect the consumption power and, consequently, the global turnover of retailers. That could impact negatively the retailer's capabilities to continue to invest into their new concepts and in digital innovation and, as a consequence, the attractiveness of their commercial offer. High inflation rates in the countries where the Group operates may trigger some social tensions as well as retail market disruptions.

The value of the Group's real estate assets (calculated using the fair value method) is sensitive to variations in the appraisers' principal assumptions (yield, rental value, occupancy rates) and is, therefore, subject to material variations that may impact the Group. The rental income of some Group assets may depend on flagship stores/department stores and could suffer a material adverse impact if 1 or more of these tenants were to terminate their leases, fall into bankruptcy or equivalent scheme, triggering financial impacts or fail to renew their leases, and/or their location were considered to lack attractiveness, and/or in the event of consolidation between these retail sector companies.

The operations in URW shopping centres remained impacted by COVID-19 restrictions in the first few months of 2022. As from May 2022, no restrictions were applicable anymore in any of the regions in which the Group operates. Over the period, the economic situation has evolved rapidly with the conflict in Ukraine, an increase in energy costs and higher inflation leading central banks to increase interest rates. Nevertheless, despite all these challenges, the year 2022 showed a good resumption of activity in URW's assets, in particular retail and C&E.

The Group 2022 footfall and sales figures remained impacted by the restrictions in Europe in the first few months of the year. They both improved in H2 compared with H1, with H2-2022 sales exceeding H2-2019 levels and H2-2022 footfall reaching 92% of H2-2019 levels. Sales levels continue to outperform footfall, due to higher conversion rates, longer dwell times and some inflation impact.

In Europe, 2022 footfall continued to improve to 88% of 2019 levels, including 91% in H2-2022 (vs. 86% in H1). In Q4-2022, footfall in Europe reached 90% of 2019 levels. Compared with 2021, footfall was up +32%, including +30% in Continental Europe and +46% in the UK.

In the US, 2022 footfall reached 94% of 2019 levels and 96%, excluding Westfield World Trade Center and Westfield San Francisco Centre in which footfall remains affected by work from home policies and security issues. During the second half, footfall continued to improve, from 93% in H1-2022 to 95% in H2-2022. In Q4-2022, footfall reached 94% of 2019 levels.

(1) IMF, World Economic Outlook Update, January 2023.

Main risk factors	Main risk management measures
• Continued evolution of the retail sector due to competition from online retail as well as demographic and cultural changes. Anchor department stores and many fashion retailers may change their brick-and-mortar strategies, including store closures; • Inability to adapt to quickly changing shopper and retailer preferences, office and convention exhibition patterns and preferences, could negatively impact achieving leasing and revenue targets which could have an adverse impact on overall Group financial results; • URW's current strategy may fail to meet changing retail and real estate market conditions; • Competition with other participants in the real estate industry could have an adverse impact on Group income and its ability to acquire properties, develop land and secure tenants effectively; • Failure to implement a clear, legal and responsible consumer data policy; and • Failure to evolve the Westfield brand while continuing to establish it across Europe.	The Group has put in place numerous measures to adapt to new consumer trends and attract them: • Annual research performed in each geography (Europe and the US) to understand and anticipate shifts in retail, demographic and cultural changes; • Appointment of a Chief Customer Officer as part of a new customer-centric approach, including enhanced digital strategy, resizing of outstanding assets to adapt retail surfaces and implementation of mixed-use and densification; • Merchandising and positioning assessments for each flagship asset to future proof the strategy of the asset and adapt the retail mix to new needs; • Close collaboration with retailers to understand their strategy; • Expansion of leasing into new types of tenants, including more Food & Beverage, Entertainment, Health & Wellness and Luxury, as well as Digital native vertical brands; • Dedicated redevelopment plan, including development of event spaces, digital infrastructure and modular tenant spaces (white boxes for pop-ups); • Continued development of new delivery channels in response to sanitary restrictions/closing (click and collect area, "Colis@Westfield"); and "The Pass@Westfield" in all French Westfield shopping centres to help visitors plan their shopping by booking a slot at their favourite retailers; • Continued development of shopper services to adapt to new customer expectations and shopper preferences; • Loyalty programmes and events in malls to enhance the customer shopping experience, secure URW's share of wallet and improve customer profiles and journeys in the mall; • Disposal of non-core or non-competitive assets according to the divestment programme; • Data privacy General Data Protection Regulation • ("GDPR") and California Consumer Protection Act ("CCPA") regulation or anti-corruption regulations covered by specific frameworks in place (see section 6.2.2.5. A Legal and Regulatory risks); • Brand platform leading to clear branding guidelines: brand book including the brand personality + advertising book; • Focused and measured rebranding roadmap and strategy for flagship centres in Europe - not every former UR "4 star" centre will be a flagship centre and branded "Westfield"; • Globalisation of the marketing strategy with the Westfield-brand leverage and marketing management at shopping centre level to facilitate the adaptation; • Focused brand tracking studies on a regional basis to account for geographical and cultural differences and shopper preferences; and • Launch of sustainability initiatives such as the "More Extra, Less Ordinary" visual campaigns (e.g. second-hand, bike accessibility etc.) and specific actions through the Marketing Action Plan 2023.

B. MERGERS & ACQUISITIONS, INVESTMENT AND DIVESTMENT

Part of URW's core business model is value creation through investment and divestment of assets. The profitability of these transactions depends on the accuracy of initial financial assumptions, market conditions (including available financing and investors' appetite), tax environment, quality and attractiveness of assets, and legal and regulatory considerations.

The Group may face a risk of illiquidity of the market, which may imply inability to achieve the targeted timing for disposal and/or to obtain satisfactory pricing terms and/or not achieve the full execution of its disposal programme. The execution of the disposal programme may be subject to the satisfaction or waiver of JV partners approval and obtaining merger control approval. There is no certainty that these conditions will be satisfied or waived in the necessary timeframe and therefore disposal may be delayed or not complete.

In addition, a continued slowdown of the investment market and degraded market conditions (increase in financing cost, intervention of central banks etc.), as well as the potential for a prolonged global recession and general uncertainty on economic evolution, could negatively impact the availability of capital and may further challenge URW's ability to implement its disposal programme and/or to develop joint venture partnerships.

If the €4 Bn asset disposal plan is not completed in due time or for the announced amount of proceeds, there may be an adverse impact on the reputation of the Group and/or the market price of the Stapled Shares due to amplified media scrutiny in connection with public announcement of the disposal plan. As at December 31, 2022, 80% of the €4 Bn disposal target has been achieved on European assets. In addition, the Group continued the portfolio streamlining strategy in the US, combined, this resulted in an IFRS debt reduction of €1.9 Bn in 2022. Non-completion or delay of this strategy could impact deleveraging targets and the rating of the Group.

Main risk factors	Main risk management measures
• Misalignment with Group strategy and incorrect underwriting (asset valuation and forecast); • Information leakage and market rumours; and • Failure to execute the announced €4 Bn disposal plan and the US strategic portfolio reduction programme.	• Group decision-making process closely involves the MB and SB for major projects based on internal rules and corporate charters; • Project teams closely involved in the transactions in order to determine whether the transaction is worth investigating and pursuing. Legal, financial, technical and commercial reviews of these transactions are always presented to an Investment Committee for approval before any binding commitment; • Due diligence carried out with the assistance of external advisors; • Financing strategy in place to mitigate the level of pressure on deleveraging and preserve access to refinancing market; and • Recurring strategic review between MB and SB to ensure full alignment on Group strategy.

For further information related to investments/divestments, please refer to section 4.1.2 Investments/Divestments of the 2021 Universal Registration Document.

C. DEVELOPMENT, DESIGN AND CONSTRUCTION MANAGEMENT

As a developer, with a focus on continued differentiation and innovation strategy, URW has implemented a selective development policy focused on key iconic projects as a refurbishment pipeline in the Office, Shopping Centre, Hotel, Residential, and C&E property segments. Moreover, the Group develops a mix-use development and densification of standing assets strategy. This development/extension/renovation pipeline involves significant investment of financial capital, human resources and senior leadership time and attention. It represents a huge opportunity in terms of capturing or protecting market share in the relevant competitive markets and of creating a flagship model to distinguish URW from the competition. Such a pipeline may, however, imply significant cost and potential inability to design appropriate assets and/or deliver in due time in compliance with the project business plan which would negatively impact the Group.

As at December 31, 2022, the development project pipeline amounted to €3.2 Bn[1] with a total 0.55 million sqm of Gross Lettable Area ("GLA") to be re-developed or added to the Group's standing assets. This represents a decrease in the development pipeline by -€0.1 Bn, down from €3.21 Bn as at December 31, 2021.

The Group has an increasing focus on mixed-use projects (notably including offices and hotels). The Group's strategy, particularly for the Offices & Others controlled projects, is to join with strategic capital partners prior to launching these projects, in order to reduce the capital allocation on the balance sheet of the Group, while leveraging on existing projects and generating development and management fees.

In addition, with the Group's sustainability ambitions now core to the business, there is heavy focus on regeneration of centres, refitting, recycling etc. and generally meeting its high sustainability targets.

The Group continues to manage the ongoing risks of increased costs of construction materials, supply chain disruption and workforce shortages; all of which can have major impacts on project delivery. Since December 31, 2021, there have been changes in the delivery dates of various projects, notably due to supply chain disruptions and labour shortages as a consequence of the crisis in Ukraine and the lockdowns in China. This significantly impacted the availability and prices of construction materials and works, causing the Total Investment Cost ("TIC") to increase. For example, The TIC of the Westfield Hamburg project increased by circa +€220 Mn in 2022 due to the rising cost of new tranches of procurement signed or expected to be signed.

4 projects representing a TIC of circa €0.4 Bn were delivered in 2022. The average pre-letting[2] stands at 88% for these deliveries.

(1) This includes the Group's share of projects fully consolidated and projects accounted for using the equity method, excluding remaining capex on delivered projects, Viparis capex commitments (€187 Mn) and commitments on the roads for the Westfield Milano project (€110 Mn).
(2) GLA signed, all agreed to be signed and financials agreed.

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Main risk factors	Main risk management measures
• Ineffective development strategy, investment decision and approval process; • Failure to obtain required external authorisations; • Not reaching post-development leasing and revenue targets; • Failure to comply with the construction quality, costs and delivery date; and • Inability to secure adequate funding for a project (through joint venture partner or other).	• Group's decision-making process for any investment decision for a development project; • The status of the project, its budget and returns are reviewed on a regular basis (quarterly by the Controlling department/pipeline reviews and annual 5-year business plans by the Executive Committee); • Accelerating plans to move towards more mixed-use projects; • Third-party specialist advisors and consultants are employed throughout the pre-development phase to assist in identifying potential hurdles with external stakeholders and developing action plans to successfully navigate the issue; • Employment of construction experts within its own organisation who ensure design specifications, control of construction and renovation costs comply with the Group's Environmental Quality Charter and any regulations applicable to owners; • Strong third parties claim management process. In addition, insurance policies cover Group responsibilities; • For projects developed with a JV partner, pre-development design and construction plans, pro-forma leasing estimates and returns, and construction time schedules are developed and shared with JV partners to increase the quality of the relationships, mitigate misalignment with JV partners and ensure successful funding of the project; • Strategy to partner with third-party investors to reduce Group risk exposure, capitalise on additional know-how and capture part of the development margin; • Establishment of contractual agreements to pre-order in anticipation of critical materials shortages, minimising the risk of delivery constraints of the supply chain; • Improved procurement process to reinforce a Group-wide cross-border supply chain; • Standardisation and industrialisation of construction methods to better control the cost and schedule of the projects; and • Establishment of an internal team of experts to conduct project reviews in the design stage to identify improvements and efficiencies to ensure a cost and schedule-effective project.

For further information related to the development pipeline, please refer to section 4.1.3 Development Projects as at December 31, 2022, of the 2022 Universal Registration Document.

D. INFORMATION TECHNOLOGY SYSTEM AND DATA: CONTINUITY AND INTEGRITY

To support URW business and digital objectives, the Group IT department partners with all business units to provide and maintain the technology to suit business needs. Overall, the Group IT department provides more than 100 applications and supports more than 4,000 users globally.

As all business units strongly rely on IT, the latter is required to be continuously available and data must be protected at all times, from internal and external threats as well as accidental events.

In the event of such risk occurring within URW, these would lead to a partial or complete unavailability leading to process and activities disorganisation, and/or regulatory impacts (market regulation, personal data protection).

Main risk factors	Main risk management measures
• Cyber-risk; • Unavailability of critical IT systems; and • Incapacity to guarantee the integrity of data and reports generated by IT systems.	URW's IT risk management approach is largely based on: • Strong governance involving IT, risk management, legal, internal audit, business stakeholders and management to review IT activities and investment, including a dedicated committee to also monitor cyber-risks on daily operations; • Information Systems Security strategy and technology designed and rolled out to prevent cyber-risks, detect security incidents, and respond quickly to remediate cybersecurity incidents; • Integration of cybersecurity aspects in all IT projects and contractual commitments with IT vendors; • A Group Cyber Crisis framework is in place, with specific response procedures in case of a major IT security event/crisis, and are linked to the GDPR/CCPA Data Breach notification process; • Regular IT audits to test our protective and detective measures; and • IT Disaster Recovery Plan implemented.

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E. LEASING AND COMMERCIAL PARTNERSHIPS

As a real estate company holding with one of the largest asset portfolios in the world, letting and rent collection is the core business of the Group. In an ever more complex economic environment, the Group's ability to achieve leasing targets at the expected level of rent, and then collect rents depends on the solvency of its tenants (retailers).

Rising inflation, particularly energy prices, creates pressures on increased tenant occupancy and service charge costs, and may also have a negative impact on leasing activity. The current inflation levels in general over a prolonged period have the potential to impact consumer spending and increase the likelihood of tenant failures and related requests for rent relief, or public authority interventions/ temporary negative regulations.

Given the "post-COVID-19" retail environment and the number of tenants "at risk" combined with the current economic situation, the management of rent collection has been an ongoing challenge, however debt levels significantly eased as tenant sales levels reached pre-COVID-19 levels by H1 2022, and supported by a robust rent collection process. As at December 31, 2022, 96% of the Group's invoiced 2022 rents and service charges has been collected, 96% both in Europe and in the US.

The current energy crisis with regards to the supply issue, particularly in France, poses a risk to centre trading and operations with selective energy cuts, potential energy efficiency regulations and other interventions imposed by local authorities and suppliers negatively impacting the centres and their tenants.

Main risk factors	Main risk management measures
• Improper management of rent relief, store closings, and tenant allowances; • Tenant financial insolvency/default and store closings. (Tenant insolvency procedures have affected 203 stores in the Group's portfolio in FY-2022); and • Failure to achieve Group synergies in terms of leasing and commercial partnerships targets.	• Leasing targets (e.g. prices, deadlines and prospective tenants) are defined within each region of the URW Group in collaboration with a Group-level team and approved by the Executive Committee. Major leases in terms of value and/or special terms and conditions must be internally approved in advance by Operating Directors and Regional Managing Directors and/or the regional COO; • Regular meeting with leasing team and finance team members to review deals to ensure adequacy with Group strategy and strong internal control processes to approve allowances for tenants as well as levels of rent; • Local frameworks to monitor solvency of new tenants and regular checks of existing tenant solvency; • Financial guarantees as a prerequisite to the standard lease agreements (deposit, first-demand guarantee or surety bond equal to a multiple of the monthly rent); • Robust debt collection and monitoring process; • Constant review of the tenancy report (vacancies, tenants in distress, new deals, and lease expiration schedule over the next 3 years); • Monthly meetings with directors of development, construction, leasing and operating management to monitor the progress of project completion and to adjust tenant space delivery schedules accordingly; • Implementation of a global International Leasing platform to develop the trans-continental sourcing/roadmap between Europe and US platforms; and • Brand partnership Group strategy in place with new dedicated business unit and new organisation/approach; and • The commercial partnerships team are involved in all negotiations with brands to ensure deal opportunities are maximised.

For further information related to leasing and commercial partnerships, please refer to section 4.1.1 Business review of the 2022 Universal Registration Document.

6.2.2.2 CATEGORY # 2: FINANCIAL AND TAX RISKS

A. ACCESS TO CAPITAL AND FINANCIAL MARKETS DISRUPTION

Given URW's business model as a REIT and its current level of financial indebtedness following the 2018 Westfield Transaction (as at December 31, 2022, €24,025 Mn)(1), URW faces recurring needs for (re)financing for its corporate purpose including funding for the development pipeline and construction activities, large-scale improvement and maintenance projects for standing assets, and other potential operational financing needs. As such, URW is exposed to risks related to the availability of funds due to volatility in credit markets, exposure to fluctuations in interest rates and foreign exchange ("FX"), and exposure to counterparty risk that could limit access to necessary funding, and which could negatively impact operations and financial results of the Group.

The current macro-economic climate, together with hawkish monetary policies from central banks, have led to higher volatility and execution risk in the debt and investment markets, more cautious investor sentiment and higher cost of funding with higher margins and base rates, putting pressure on the Group's current rating.

URW has taken precautionary measures to ensure its access to liquidity. As at December 31, 2022, the Group had €3,329 Mn(2) in cash on hand and €9,655 Mn of undrawn credit lines(3).

Financial markets are now increasingly focused on green and sustainability-linked financing. The Group must ensure evolving taxonomy requirements and ESG rating criteria are monitored and anticipated as an emerging risk. On November 16, 2022, the Group updated its Green Financing Framework ("Framework") to support the Group's ambitions to finance its standing assets and development projects with high sustainability standards.

Main risk factors	Main risk management measures
• **Rising cost of access to funds due to increase in spreads, change of rating, appeal of the company/its sector for investors (debt and equity) or banks, dramatic increase in interest rates, adverse currency exchange rate movements, or disruption and volatility of capital markets.** Notably, the Group is exposed to: • **Interest rate risks:** - May have a significant impact on financial expenses; and - Although the Group's exposure to variable rates is hedged through derivatives, these hedges could be insufficient or affect the valuation of derivative instruments. • **The foreign exchange rate between the Euro and other currencies impact:** - The value of operational and financial expenses, and thus overall asset value, when translated into euros; - The results and/or the statement of financial position of Group; and - The Group's ability to meet its commitments in respect of those securities and, more generally, its commitments with respect to debt.	• The Group Asset & Liability Management ("ALM") Committee discuss regularly on an ad-hoc basis. It receives regular information on significant changes in the financial environment; • The ALM Committee defines the Group Treasury Policy implemented by the Group's Treasury Department. The ALM Committee manages and monitors interest rate risk and foreign exchange risk, making proposals to the Management Boards for execution; • Internal policies and procedures maintain a conservative approach to investments and mitigates the risk by not allowing for speculative positions to be put in place; • The Group Treasury department regularly provides a comprehensive report on the Group's interest rates, position, exposure to foreign currency, liquidity projections, compliance with bank loans and facilities covenants, availability under the Group's committed credit lines. It also proposes (re)financing or hedging operations (if applicable), and details of any (re)financing operations or transactions (hedging operations, share buy-backs, etc.); • The Group has an interest rate macro hedging policy (through the use of derivatives) aiming to limit the impact of interest rate fluctuations on the cost of debt over the next years, in view of its current disposal and investment plans, its existing hedging programme and debt as well as the debt the Group expects to raise in the coming years; • The Group exposure to FX rate fluctuation is partly hedged by either matching investments in a specific currency with debt in the same currency or using derivatives to achieve the same risk management goal; and • Robust internal procedure ensuring the segregation of duties between execution of market trading and control functions of such transactions.
To hedge part of this risk, the Group uses derivatives and debt in foreign currency. Such instruments may not hedge the underlying assets or activities perfectly, 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 financial position. • **Market risks,** which can generate losses as a result of fluctuations in stock markets. The Group is either: - Directly exposed to fluctuations in stock prices due to the ownership of shares or financial instruments; or - Indirectly exposed to fluctuations in stock prices, due to the ownership of funds, investment instruments or share-based derivatives that are directly correlated with the price of the asset underlying such derivatives. • The use of financing instruments on international markets exposes the Group to extraterritorial regulations which may have a significant adverse effect on the Group's overall financial results.	

(1) On an IFRS basis. €25,939 Mn on a proportionate basis.
(2) On an IFRS basis. €3,514 Mn on a proportionate basis.
(3) Subject to covenants.

Main risk factors	Main risk management measures
• **Limited access to funds, in case of unfavourable capital markets or URW credit deterioration** 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 paper) or equity capital, so that it can finance its general operating requirements and its investments. Certain events such as: disruption in the debt or equity capital markets; a reduction in the lending capacities of banks; changes affecting the real estate property market or investor appetite for property companies; a downgrade in URW's credit rating; deterioration of URW's financial result; a decrease in EBITDA and operating cash flows; a decline of URW's assets valuation or a change in URW's ownership structure could affect/limit the ability of the Group to raise required funding, or could increase the cost of such funding and lead to an increase in the Group's financial expenses. In addition, some financing contracts are subject to financial covenants that require the Group to respect certain financial ratios levels (including Loan to Value ("LTV"), Interest Coverage Ratio ("ICR"), Fund From Operations ("FFO")/net debt and/or debt yield ratios among others) which may be affected by the occurrence of the Group's performance deterioration, adverse market movements, or other material adverse changes. Failure to comply with any of Group' financial covenants could result in an event of default, which, if not cured or waived, could accelerate the related debt and in some cases trigger a cross default, which could have a material adverse effect on the Group's debt, including potential default on URW's debt. URW has a solicited rating from both Standard & Poor's ("S&P") and Moody's. On October 14, 2022, S&P published a research update confirming the "BBB+" long-term rating of the Group with "stable" outlook. On October 17, 2022, Moody's published a credit opinion with no action on the Group's Baa2 long-term rating with "stable" outlook.	• Sensitivity to liquidity risk is monitored in line with the Group Treasury policy, defined by the ALM Committee; • The Group Treasury department regularly provides a comprehensive report on the Group's liquidity projections, key financial indicators and availability under the Group's committed credit lines; • Undrawn back up facilities(1) of €9,655 Mn as at December 2022; • Regular monitoring of covenants; • Regular dialogue with rating agencies with a proactive monitoring of credit metrics; • Control of Capex spending in line with the Group's deleveraging plan announced in 2021; • Active reduction of non-staff expense and deferring of non-essential capital expenditure; and • Diversification of sources/counterparties.
• **Reliability of counterparties or failure to monitor and manage counterparty risk** Many major international financial institutions are counterparties to the interest rate and/or foreign exchange rate and deposits contracted by the Group. In case of the default by a counterparty, the Group could: • Lose all or part of its deposits; and • 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.	• Credit monitoring of counterparty and minimum financial ratings thresholds as condition of continued transactions.
• **Risks related to liquidity crisis, euro break-up, country default, or political instability** Considering its level of debt and of need for (re)financing, the following risks and their potential impacts could be detrimental to the Group and could negatively affect the markets and businesses in which the Group operates: • Credit liquidity crisis; • A sovereign debt crisis; and • The exit of the Eurozone or the European Union ("EU") by a country where the Group operates (e.g. UK/Brexit). Those risks could also negatively affect: • The Group's operations and profitability; • The solvency of the Group and of its counterparties; • The value and liquidity of the securities issued by URW; and • The Group's ability to meet its commitments in respect of those securities and, more generally, its commitments with respect to debt.	• Regular market monitoring and sensitivity analysis to assess liquidity, rates and FX risks; • Undrawn back up facilities(1) of €9,655 Mn as at December 31, 2022; and • Diversification of sources of funding/counterparties.

(1) Subject to covenants.

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Main risk factors	Main risk management measures
• Non-compliance of sustainability finance disclosure and taxonomy requirements, and low ESG rating	• Green Financing Framework updated in November 2022 in line with market standards as confirmed by a Second Party Opinion from ISS ESG; • Establishment of a dedicated Green Financing Committee to ensure framework alignment with the market; • Answering to the most recognised non-financial rating agencies, monitoring questionnaire evolutions and benchmarking of scores; • Organisation of ESG roadshows and meetings with investors, and direct dialogue on sustainability issues with investors; • Dedicated resource monitoring the evolving taxonomy regulations and ESG ratings; • Formalised Use of Proceeds for Green Bond allocation, and formalised procedure for analysing, selecting and monitoring assets under the Green Financing Framework; • Regular back-testing of asset eligibility to Green Bond criteria; and • Regular monitoring of green and sustainability-linked loans and credit lines and Key Performance Indicators ("KPIs") performance levels.

For further information related to financial markets, please refer to section 4.1.5 Financial Resources of the 2022 Universal Registration Document.

B. REIT STATUS AND TAX COMPLIANCE

As an international Group, URW is subject to various taxes in the countries in which it operates. URW's aim is to be in full compliance with all tax obligations worldwide in respect of all processes and transactions it undertakes. Considering its core business and activities, as a real estate company, URW benefits from a special status as REIT regime for real estate investors in 5 countries in which it operates (France, The Netherlands, Spain, the UK and the US). While a REIT regime leads to a lower tax rate at the level of the REIT, as a result a REIT is obliged to distribute most of its income, which is subsequently taxable for shareholders. To the extent that URW opts to make use of such regimes, it is obliged to meet local requirements, which differ per country. Moreover, further to the Westfield transaction, the expanded tax structuring complexity combined with the stapling principle now in place between URW SE and URW NV raise potential risks of failure to comply with tax requirements and/or to face challenges from/litigation with 1 or several local tax authorities.

Any failure to comply with the material tax requirements imposed by the local REIT regimes or any material change or loss of a local REIT regime could have a significant adverse effect on the Group, its results or financial position. Although REIT opponents are of the belief that shifting the tax obligation from shareholders to the companies holding the real estate would increase tax revenues, URW's view is that it might well lead to lower tax revenues as it would shift a certain current tax on obligatory dividends to a less certain tax revenue at corporation level. A potential risk of the repeal of a REIT regime is assessed as more prominent in some European countries, whereas REIT structures are viewed more favourably in the US where the focus is on proper income classification.

The current economic uncertainty and possible government budget shortfalls could lead to renewed challenges of REIT regimes in countries where the Group operates and potential increases in taxes generally.

Following the decision taken in 2020 and the Group's commitment to deleverage, the Group has announced on February 9, 2023, to suspend the payment of a dividend for its fiscal year 2022. Based on the anticipated statutory numbers for URW for its fiscal year 2022, the absence of a dividend would be compatible with the Société d'Investissement Immobilier Cotée ("SIIC") regime and other REIT regimes it benefits from.

Main risk factors	Main risk management measures
• Loss of REIT status or other tax benefits due to external factors; • Improper interpretation and/or application of tax law and REIT requirements; breakdown of URW processes to follow tax law and REIT requirements; and • Failure on tax determination, reporting, tax remittance (other than theoretical disagreement).	• Tax employees are experienced and in a process of continuous training in order to increase awareness of potential errors; • Risk assessment of the potential loss caused by changes in tax regulation; • The Group is a member of European Public Real Estate Association ("EPRA") (in the EU) and National Association of Real Estate Investment Trusts ("NAREIT") (in the US) industry groups, which promote modern and predicable REIT regimes; • Active legal teams (both internally and through external counsel review) to monitor and anticipate potential changes in REIT regimes and/or regulations as well as any changes to tax laws generally; • Review of tax calculation accuracy through consistency tests and checks reviewed internally at the Group level and through external advisory firms; • Review tax prerequisites for deals to go to the Investment Committee and explore potential to add formal sign-off processes (potentially including the Investment process) to the Compliance Book; and • Tax employees are in continuous dialogue with, and provide training to, local colleagues to monitor and review the characteristics of ongoing operations and transactions to ensure that the REIT income thresholds are adhered to.

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6.2.2.3 CATEGORY #3: ENVIRONMENTAL AND SOCIAL RESPONSIBILITY RISKS

A. SUSTAINABILITY RISKS

Considering the size of its tangible assets portfolio, URW places sustainability risks at the heart of its strategy with an integrated commitment to make sustainability a core part of the URW business. The Group has developed a global sustainability strategy based on environmental best practices, social fairness and transparent governance. URW's programme "Better Places 2030" aims to address the main challenges faced by the Group with its operational activities in all geographies.

As developer and operator of retail assets, URW has identified a broad range of sustainability risks and opportunities which are related to many departments and activities within the business such as energy efficiency/ transition, asset resilience to climate change, evolving taxonomy and environmental regulations, supply chain due diligence, green financing and societal risks - all of which are integrated into the Group's risk management framework.

Sustainability risks are long term risks, leading to direct or indirect impacts on URW:

- Direct impacts: change in weather patterns impacting our assets, energy efficiency regulations being implemented in our countries of operations, etc.; and
- Indirect impacts: cities requiring high level of environmental performance in our development projects, regulations impacting our upstream supply chain and the cost of raw materials and energy (e.g. increased price of carbon emissions for energy producers and large emitters such as cement manufacturers and steel manufacturers), financial institutions integrating ESG risks in their portfolio management strategies, etc.

Managing these risks allows the Group to:

- Maintain its license to operate;
- Support its talent attraction and retention strategy;
- Support its financing policy (e.g. through sustainability-related financing instruments);
- Manage costs, and specifically utilities costs recharged to tenants; and
- Build its leadership and differentiation for visitors and tenants.

The nature of the risks (systemic, long-term risks) and the external environment emphasises the need for periodic reassessment. The sub-risks covered are highly political topics, with a high-level agenda at the UN (UN Sustainable Development Goals, UNFCCC, etc.), regional (European/US levels), state/national and city levels. Specifically on climate change topics, scientific consensus has been built at international level on causes and consequences (notably via the Intergovernmental Panel on Climate Change - IPCC) but scientific research is constantly evolving on the physical consequences of observed climate change and their rhythm. In parallel, these risks are progressively integrated by other market players (and specifically financial institutions and their integration in their risk frameworks impacting asset allocation) and regulators (EU Taxonomy, EU CSRD, local energy efficiency and carbon regulations, etc.) constantly and progressively raising the expectation level on URW.

For information on the sustainability risk factors and mitigation measures, please refer to section 2.1.2.2, and the wider chapter 2 for the related policies ("Better Spaces", "Better Communities" etc.).

For more details on natural disasters, please refer to section 6.2.2.4. Security, health and Safety risks and section 6.3 Transferring risk to insurers.

B. RECRUITMENT, RETENTION AND SUCCESSION PLAN

Considering the very competitive talent market (including the very low unemployment rates in some local markets) as well as the need to retain talent and knowledge, URW may face important risks related to recruitment, retention and succession of talents. Aligned to the global Great Resignation across all geographies, industries, and market segments, URW's employee turnover and resignations reached a peak level during the post-COVID-19 period. Despite the increased competition for talent, overall, there is a strong level of control on resignations and retentions of key talent with a 95% retention rate of the top 150 leadership group in 2022.

The Group continues to actively listen to employees, reinforce the strong cultural elements, focus heavily on employee engagement, and position URW to attract and retain the talent needed to succeed.

The Group is adapting the level of resources to the reprioritisation of projects and processes simplification whilst leveraging as much as possible the natural turnover and restructuring opportunities.

Main risk factors	Main risk management measures
• Failure to recruit appropriate talent to maintain strategic capabilities; • Failure to retain key employees; and • Failure to set up and secure a formal succession plan.	The Group Human Resources department maintains its strategy to focus recruitment efforts on highly talented people with: • Developing and supporting URW's "employer brand" in particular, with an increased presence on social media; • Implementation of a "Levelling" system to better support career evolution, and ensure fair compensation for every role; • Enhanced long-term incentive programme to increase retention and attractiveness; • Maintaining (and expanding to the US and the UK) its highly successful graduate programme; • Monitoring continued attractiveness of compensation and benefits packages; • Partnering with the best head-hunting firms to regularly map the best external talent; • Developing a strong co-optation programme; • Rolling out regular engagement surveys to design and implement relevant action plans to make URW a great place to work; • Designing and implementing ambitious people-oriented policies on flexible working, wellbeing, diversity and inclusion, and a sustainable work environment ("Work Greener!"); • Providing permanent learning and development opportunities (e.g. international mobility, cross-functional mobility, rolling out of the URW Academy in the UK and the US); • Global talent review process in place, including systematic 360° feedback for all employees, using the same framework and same tools across the Group; and • Extensive Global Succession Planning process rolled out, to identify potential successors for all positions reporting to a MB member, all positions reporting to a COO, all heads of key functions, and other selected key positions.

For further information related to Human Resources, please refer to section 2.4.1 Empowering our people of the 2022 Universal Registration Document.

6.2.2.4 CATEGORY #4: SECURITY, HEALTH AND SAFETY RISKS

A. TERRORISM AND MAJOR SECURITY INCIDENT

The core business of URW is based on 78 shopping centres in 12 countries, which attract over 900 million visitors annually. As such, it is important that the Group maintain an appropriate level of safety and security to welcome customers. Additionally, the "Westfield" brand has been rolled out in Europe, which heightens the awareness of remaining vigilant in monitoring and mitigating as best as possible security and safety concerns on a global basis. The global brand and the iconic status of some assets, as well as the Group's footprint in more exposed countries, increase the level of threats on the Group assets.

Should a serious security, safety or terrorism event occur resulting in casualties or property damage, URW could experience a negative impact on operations, financial results, and brand and reputation.

By their nature, and despite the measures put in place by the Group independently, and in close cooperation with law enforcement in all countries, the Group property assets are potentially exposed to acts of terrorism and potential active shooter situations, which may have serious consequences. In addition, the current economic climate and cost of living crisis could give rise to local societal risks such as increased violence, protests, riots or industrial action at URW assets, causing a potential reduction in footfall and impacts on operations.

While the threats of a terrorist attack are highest in the UK and Continental Europe, the risk of an active shooter incident is most likely in the US.

Main risk factors	Main risk management measures
• Failure to develop and implement a security programme that: (i) Remains aware of terrorist threats or other major security concerns - including active shooter; and (ii) Mitigates the impact of a major security incident, including terrorist attack/active shooter event. • Failure to develop and implement an effective Group crisis management framework.	• Dedicated Group organisation for security and crisis management (Group Security and Crisis Management Committee); • Global security governance and guidelines (including development projects), security policies and procedures implemented at all locations with appropriate physical security measures and access control; • Local security referents network to manage and standardise the Group's practices in line with local regulations; • Annual security action plan programme to identify action plans and include OPEX and CAPEX requirements in the 5-year business plan; • External and internal audits of centre security measures; • Routine interaction with counter-terrorism, national intelligence services, and local law enforcement to remain aware of emerging terrorist threats or other security concerns; • Shopping centres conduct terrorist attack/active shooter crisis response exercises in collaboration with law enforcement; • Global incident notification/escalation process; and • Crisis management policy and framework including annual crisis training and exercise campaigns.

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B. HEALTH AND SAFETY (INCLUDING PANDEMIC AND NATURAL DISASTERS)

As real estate owner, URW has responsibility for ensuring the safety and wellbeing of shoppers, retailers and employees. This means maintaining proper building and equipment maintenance protocols to minimise the risk of injury or illness, protect the environment and mitigate the impact of unexpected events on the assets and on business continuity.

Each country where URW operates has a specific set of health and safety laws, and regulations. Developing and implementing an effective compliance framework, monitoring and complying with new or evolving Health, Safety and Environment ("HSE") laws and regulations, and ensuring compliance with Group HSE policies is of critical importance in managing this risk. In Europe, we accomplish this primarily through a third-party audit with expertise in health and safety, and with internal teams in the US.

In certain regions in which URW operates, the Group has significant exposure to natural disasters, e.g. earthquakes in California, hurricanes in Florida and flooding in The Netherlands, and climate change related natural events exposure. For assets potentially exposed to natural disasters, emergency response plans are defined by the local management team with support from regional and corporate teams.

As the URW's operational assets are places open to the public in significant numbers, there is significant risk of exposure to operational disruption in the event of a pandemic outbreak. As seen with COVID-19 in 2020 and 2021, this can result in government-imposed closure of our centres and C&E assets. During periods of trading throughout pandemics (and emerging variants), URW must ensure that the appropriate sanitary and management measures are in place to ensure the safety of employees, retailers and customers in our operational assets, and also our employees and visitors at our corporate offices.

Main risk factors	Main risk management measures
• Failure to implement effective strategies that seek to minimise, prevent, and mitigate life safety incidents; • Failure to implement processes that may mitigate and manage the impact of any natural disaster (earthquake, flooding, climate change related significant natural events, and uninsured risk); • Injury or loss of life due to failure to comply with sanitary, health and safety regulations; and • Insufficient response to pandemic outbreak.	**For Europe portfolio** • Annual third-party audit conducted on assets to verify regulatory compliance with health and safety laws and regulations; • Qualified external advisors/contractors with up-to-date knowledge of the assets and of local regulation validate compliance with regulations; • "Safe and Healthy Places" label awarded to all assets (in response to the COVID-19 pandemic) in the European Portfolio by Bureau Veritas demonstrating appropriate sanitary measures are in place for the reassurance of tenants and customers; • Internal documentation processes to justify the compliance with sanitary protocols; and • Regular (weekly or bi-monthly) external reviews of compliance with sanitary protocols by bailiffs or external legal counsels; • Global pandemic response plan; and • Energy efficiency plan and response plan in case of energy shortage or selective power cuts (to ensure the appropriate level of readiness/monitoring and life safety measures). **For US portfolio** • Verification that contractors' health and safety procedures are appropriate and that their staff have the proper licences, equipment and training; • External Audit by Bureau Veritas with the assistance of epidemiologists based on latest recommendations of health authorities; • Centre management conducts routine property tours and identifies hazardous conditions and implements corrective actions; • Maintenance and inspection conducted by third-party contractors of all relevant equipment subject to regulation; • Internal documentation processes to justify the compliance with sanitary protocols; • Fire safety systems are routinely inspected as required by local fire regulations; corporate and construction health and safety policies incorporate regulations and are based on industry-accepted best practices in the absence of a specific governing regulation; and • Global Pandemic response plan. **Natural disaster[1]** • Periodic assessment of European and US assets most exposed to natural disasters (coastal flooding, flash floods, heatwaves, storms and earthquakes) to validate response plans; • French and Spanish assets are covered for 100% of their insured values according to the local regulation; assets in other EU regions are covered with a limit of €100 Mn per country and in the aggregate annually for natural disasters; specific sub-limit of €80 Mn for flood damages in Germany and The Netherlands sub-limited to €25 Mn in The Netherlands, due to insurance market limitation; US assets are covered against storm and hurricane damage with a limit of $1 Bn in the annual aggregate, against earthquake with a limit of $500 Mn in the annual aggregate, sub-limited in the annual aggregate to $400 Mn for California and $250 Mn for Pacific Northwest, due to insurance market limitations; • Periodic review on prevention/protection plans and risk mitigations for the most exposed assets; and • Each centre in a natural catastrophe zone conducts emergency preparedness drills each year.

(1) For further details, please refer to section 6.3 Transferring risk to the insurers.

6.2.2.5 CATEGORY #5: LEGAL AND REGULATORY RISKS

A. LEGAL AND REGULATORY

URW operates in highly regulated countries. Moreover, operations also require to comply with a myriad of laws and regulations related to the URW Group activities in areas such as leasing, asset and property management, various licensing and permits, construction and maintenance, health and safety, personal data privacy, financial and securities markets, and anti-trust regulations, as well as with some extraterritorial regulations. As such, the risk of failing to detect, anticipate, implement and comply with applicable laws and regulation may result in legal/regulatory breach, regulatory investigation, negative reputational impact and/or liabilities resulting in fines and penalties, damages, the loss of licences, and/or any potential legal action. URW also operates in highly litigious countries, where the Group is potentially exposed to the risk of major litigations, including class actions.

The increasing judicialisation and evolution of the legislative and regulatory production creates a legal instability and makes it difficult to detect and anticipate the direct or indirect impacts on the Group's activity, especially in terms of sustainability (e.g. taxonomy, emissions trading scheme, extra-financial communication).

The challenge for the Group is to be able to actively participate in the elaboration of these regulations, in order to put into perspective the specificity of the real estate sector and the potential impacts, as well as to allow the emergence of new business opportunities, and, in Europe, to face any new requirements in terms of controlling its legal and regulatory risks. Protecting assets and preserving their values are real issues in the difficult economic climate and exacerbated by the ongoing potential sanitary situation as well as economic and geopolitical environment. Governments may take measures to mitigate the impact on business and consumers - such measures have an impact on indexation and rent collection. In addition, sustainability-related regulations and disclosure obligations are increasingly stringent and diverse.

In the course of its activities, the Group collects and processes diverse personal data from customers, employees, business partners and service providers. The Group is subject to data protection laws such as the GDPR (in Europe) and the CCPA (in the US). Failure to protect this personal data could result in regulatory investigation, legal (class) actions, fines and penalties as well as negatively impacting the Group's reputation. Brexit for the UK and multiplicity of data privacy case-laws that aimed to preserve regional sovereignty (i.e.: Privacy shield invalidation) increase the effect of uncertainty and possible increase of regulations, especially in data protection matters.

Main risk factors	Main risk management measures
• Non-compliance with laws and regulations at governmental, federal, state, province, local country or sector level.	• Deployment of the Group's legal policy, a set of internal procedures and standard forms to state, province, local country or sector level, secure contractual frame, reduce litigation exposure to protect Group interests and ensure compliance with applicable regulations; • Legal department organisation around (i) 3 geographical platforms (Continental Europe, UK, US), and (ii) a Group Legal Support (corporate and security law, data and brand protection); • Comprehensive legal training on complex or new regulations to raise awareness and develop learning curve from pending litigation; • External advisors and law firms provide constant updates on both emerging legislation and recent case law on specific matters; • Group in-house lawyers are specialists in jurisdictions in which the Group operates and set the network of external counsel and experts as required; and • Through its action within the various national professional organisations, the Group endeavours to anticipate any legislative initiatives likely to have an impact on its business.
• Inability to detect and anticipate new regulations (including changes or evolutions) with (potential) impact on retail sector and/or the Group.	• Legal watch and client alerts from law firms; • Group workshops on Group/local mapping lead by legal and Public Affairs departments; • Definition of Group/local priorities, timelines and institutional calendars to develop and coordinate strategy; • Interaction with other stakeholders, public authorities and professional organisations; and • Coordinated internal organisation to detect and address new regulations.
• As a publicly traded global company, URW is required to comply with various stock market/exchange regulations and requirements with respect to full and proper disclosure and transparency to provide clear, real and objective information.	• The Market Abuse Regulation related to insider trading is detailed in the URW Insider Trading Rules procedure, setting out common principles applying to the qualification of inside information, the disclosure of such information, trading bans during pre-defined periods of time and disclosure requirements for designated persons; and • A Group Disclosure Committee is responsible for qualifying inside information, if any.
• In the course of its activities, URW collects and processes diverse personal data from customers, employees, business partners and service providers. Failure to protect this personal data could result in fines and penalties, as well as negatively impacting URW's reputation.	• The Group has developed and updated a robust and effective Data Privacy Protection programme to comply with GDPR (EU), and the CCPA and California Privacy Rights Act ("CPRA") (US); • Appointment of a Group Data Protection Officer and a network of local Data Privacy Officers in some major countries or Local Data Protection Correspondents where the Group is present who meet monthly in a dedicated committee to share best market practices and monitor group initiatives and projects; • Organisational and technical processes: retention period policy, data breach notification process, update of the employee privacy policy. IT Security department included in the framework; • Group-wide e-learning training on GDPR and CCPA for each employee and specific trainings for business population (marketing, IT, HR); • Signature of data processing agreement with major IT contracts service providers; and • Processes and registers were implemented.

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Main risk factors	Main risk management measures
• Failure to prevent or mitigate material negative impact of any regulatory investigations and/or litigation: in the normal course of URW's business activities, the Group could be subject to legal, administrative, arbitral and/or regulatory proceedings.	• Set out an escalation process; • Internal alert process to inform the Group General Counsel, recurring reporting on (potential) material litigations and escalation process for litigation strategy; • Claim management process for development projects; • Set of preventive internal programmes to comply with the main applicable regulations and effectiveness review on a recurring basis; and • "Dawn raid" policy for any unexpected on-site investigation.

B. CORRUPTION, MONEY LAUNDERING AND FRAUD RISKS

URW conducts its core business in 12 countries and drives its real estate activity with a wide variety of stakeholders, business partners and other intermediaries. Due to the nature of URW's business activities and relationship with business partners, as well as its wide geographical scope of operations, URW faces numerous stringent international and national anti-bribery, corruption, money laundering and fraud laws and regulations.

Main risk factors	Main risk management measures
Non-compliance with international/national anti-corruption and influence peddling regulations: • As a global company, URW must comply with the highest standards and anti-corruption regulations, such as the French Sapin II Law, the Foreign Corrupt Practices Act ("FCPA") (US) or the UK Bribery Act ("UKBA") (UK); and • Non-compliance with international/national anti-money laundering laws. Failure to prevent and detect fraud against URW: • Failure to comply with anti-corruption, influence peddling, anti-money laundering and fraud risk may lead to: material reputational damages; financial, administrative or disciplinary sanctions; and may have a negative impact on investors' trust.	• A rigorous "zero tolerance" principle based on an effective Anti-Corruption Programme ("ACP") applicable in all entities controlled by the Group[1](based on the 8 pillars of the French Sapin II Law. In addition, the ACP incorporates provisions of international conventions and national laws and regulations applicable to the Group's business activities; • An alert system (whistleblowing) supported by an external anonymous and confidential reporting channel is in place and available for employees and contractors; • Interactions with business partners are subject to pre-approval of the URW "Know Your Partner" procedure to evaluate third parties' exposure to the corruption, sanctions and influence peddling risks; • Local Compliance Correspondents support the coordination of the ACP and manage processes and procedures in each region; • Dedicated classroom training for most exposed departments and an e-learning module mandatory for all URW staff describing the general principles related to business ethics and the prevention of corruption, bribery and influence peddling; • The Group has implemented a secure payments procedure and has formalised the rules for opening, changing and closing bank accounts; • Awareness of fraud scenarios is raised in departments throughout the year and illustrated by real cases; and • In the case of attempted fraud, the Group Compliance Officer systematically shares the information via email with all concerned employees, including a reminder of preventive procedures.

(1) Except for Viparis, which implemented a tailored ACP in compliance with the Sapin II Law provisions.

6.3 TRANSFERRING RISK TO INSURERS

The Group is covered by insurance programmes, which are underwritten by leading insurance companies located in various markets (Europe, the US and the UK).

These programmes are actively monitored by the Group Insurance department in liaison with local teams and insurance brokers.

Under the property damage and terrorism programmes, all the Group's property assets are insured, for their reconstruction value as well as for business interruptions and loss of rent subject to limitations of coverage with respect to natural catastrophe risks due to limited insurance market capacities (for more details, refer to the table below). All assets are regularly assessed by internal or external property insurance valuers.

In accordance with insurance market practices, property damage insurance programme requires physical damages to trigger a coverage of financial loss or business interruption. For pandemics, in the current legal and contractual, such cover is not granted and not available on the insurance market.

Under the insurance programme, French and Spanish assets are insured against terrorism for their reconstruction cost, and for business interruptions and loss of rent according to compulsory national insurance mechanisms (*Gareat* in France and *Consorcio de Compensación de Seguros* in Spain). Assets located in other countries are insured against terrorism under a dedicated programme that includes a limit per claim based on the asset that has the highest insured value with respect to rebuilding cost and loss of rent.

The Group has also taken out general liability insurance policies that cover financial damages resulting from third-party claims.

Type of insurance	Coverage and main limits based on 2022 Group insurance programmes
Property damage and loss of rent/business interruption and terrorism.	Coverage: "all-risks" basis (subject to named exclusions) and terrorism. Basis of compensation: • Reconstruction costs for building, replacement cost for equipment; and • Loss of rent or business interruption with a compensation period of between 12 and 60 months, depending on the asset. Limits of compensation: • Continental Europe: - Earthquake: limit of €100 Mn per country in the annual aggregate; - Flood: limit of €100 Mn per country in the annual aggregate sub-limited to €80 Mn in the annual aggregate for Germany and The Netherlands, sub-limited to €25 Mn for The Netherlands (dike failure is excluded, which is market practice), - These sub-limits above do not apply for assets located in countries where compulsory national insurance mechanisms exist: *Régime catastrophes naturelles* in France and *Consorcio de Compensación de Seguros* in Spain; and - Terrorism: limit of €900 Mn per occurrence covering material damages and loss of rent/ business interruption following a terrorist attack, except French and Spanish assets which are insured for their full values according to *Gareat* in France and *Consorcio de Compensación de Seguros* in Spain. • The UK: limits are based on the declared values per occurrence covering all material damages and loss of rent/business interruption, including losses following terrorism events which are covered by Pool Re. The programme includes sub-limits.

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Type of insurance	Coverage and main limits based on 2022 Group insurance programmes
	• The US: limit of $1.35 Bn per occurrence covering all material damages and loss of rent/ business interruption including terrorism events. The programme includes sub-limits notably for natural catastrophe risks: - Earthquake: the overall programme sub-limit for earthquakes is $500 Mn per occurrence and annual aggregate subject to additional inner sub-limits of: - Sub-limit of $400 Mn for California earthquakes: this limit applies to all locations in California. A retention per location of 5% of total insured values would be applicable; - Sub-limit of $250 Mn for Pacific Northwest earthquakes: this limit applies to SouthCenter in Tukwila, Washington. A retention per location of 3% of total insured values would be applicable; - Windstorm/hurricane: limit of $1 Bn in the annual aggregate. A deductible of $50,000 per occurrence would be applicable, except for assets located in Florida where a retention per location of 5% of the total insured values would be applicable; - Wildfire: limit of $1 Bn in the annual aggregate. A deductible of $50,000 per occurrence would be applicable; and - Flood: sub-limit of $500 Mn in the aggregate with $500,000 deductible per occurrence for properties in designated flood zones. In the US in particular, the combination of the concentration of many assets in the same area with a high exposure to natural catastrophe risks and the limited capacity available from insurers to cover these risks exposes URW SE and its controlled subsidiaries to retain a significant share of these risks as uninsured.
General civil liability.	Coverage: "all-risks" basis (subject to named exclusions) for damage caused to third parties. The programme includes sub-limits, for example to cover liability claims following a terrorist attack.
General environmental liability.	Coverage for damage caused to third parties by accidental or gradual pollution.

Main construction projects and renovation works on properties are covered by contractors' "All Risks" policies for their total construction cost. Defects affecting the works are covered by decennial insurance in France, Inherent Defect Insurance for large construction or extension projects in Continental Europe, or by contractors' warranties in the US and in the UK.

The 2022 premium amounted to €48.5 Mn[1], excluding construction insurance premiums. Most of these premiums were invoiced to third parties (e.g. co-owners, tenants).

The Group did not incur any major uninsured losses in 2022.

At the end of 2022, in a hardening market context, the Group's insurance programme was successfully renegotiated covering the Group portfolio with placement in the European, UK and US insurance markets with effect from January 1, 2023.

(1) Only for insurances directly managed by URW, excluding premiums reinvoiced from third parties.

CHAPTER 7.

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7.1 INFORMATION ON THE COMPANY

7.1.1 GENERAL INFORMATION

The corporate name of the Company is Unibail-Rodamco-Westfield SE and its acronym is "URW SE". The Company was incorporated on July 23, 1968 for a period of 99 years, *i.e.* up to July 22, 2067.

Its registered office is at 7, place du Chancelier Adenauer, 75016 Paris (France) and it is registered in the Paris trade and companies register under number 682 024 096.

Its Legal Entity Identifier (LEI) is 969500SHQITWXSIS7N89.

Its financial year runs from January 1 to December 31.

Information about the Company is available on its website: www.urw.com.

The content of the website is not an integral part of this Universal Registration Document, of any prospectuses or of any documents which refer to it unless certain information has been expressly included for reference purposes.

7.1.2 LEGAL FORM AND APPLICABLE LAW

Originally constituted as a public limited company with a Board of Directors, the Company was converted on May 21, 2007 into a public limited company with a Management Board and Supervisory Board, then, on May 14, 2009, into a European company with a Management Board and Supervisory Board pursuant to the provisions of European Council Regulation no. 2157/2001/EC of October 8, 2001, applicable to European companies and by the laws and regulations in force in France.

7.2 SHARE CAPITAL AND OTHER SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL

7.2.1 SHARE CAPITAL – FORM OF SHARES

As at December 31, 2022, the Company's share capital is €693,835,440, divided into 138,767,088 fully paid-up ordinary shares on a par 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.

In June 2018, the shares of the Company were stapled with the class A shares of Unibail-Rodamco-Westfield N.V. (hereinafter together, the "Stapled Shares"), a public limited liability company (*"naamloze vennootschap"*) incorporated under the laws of The Netherlands, with its registered office located in Amsterdam and registered with the Dutch commercial register under number 70898618.

For more information about the Stapled Shares, please refer to Article 6 of the Articles of Association of the Company or section 7.6.2.

7.2.2 SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL

Securities granting access to the capital of the Company are described below.

7.2.2.1 CDI (CHESS DEPOSITARY INTERESTS)

The term "CDI" designates Australian CHESS (clearing house electronic subregister system) depositary interests that represent beneficial ownership in Stapled Shares registered in the name of or on behalf of CDN (CHESS Depositary Nominees Pty Limited, a subsidiary of the Australian Securities Exchange (ASX)). CDI are admitted for trading on the Australian regulated market (ASX).

Twenty CDI collectively represent a beneficial interest in one Stapled Share. CDN enables holders of CDI to exercise(1) the voting rights attached to the Stapled Shares. The CDI can be converted into Stapled Shares at any time, and inversely.

As at December 31, 2022, 178,547,220 CDIs (corresponding to 8,927,361 Stapled Shares) were outstanding, representing 6.43% of share capital.

7.2.2.2 PERFORMANCE SHARES AND PERFORMANCE STOCK OPTIONS

The long-term remuneration plan of the Company combines two remuneration elements in Stapled Shares: the majority are granted as Performance Shares, while a small portion are Performance Stock Options. This is intended to strengthen the engagement of beneficiaries in their contribution to the Group's performance (see section 3.3.4).

As at December 31, 2022, the number of potential Stapled Shares to be theoretically issued after taking into account cancellations (assuming the required performance and presence conditions are attained and excluding any cancellations that may occur during the course of the plan) represents 0.99% of the fully diluted share capital with regard to the Performance Shares and 3.06% of the fully diluted share capital with regard to the Performance Stock Options.

(1) Holders of CDI can either (i) ask CDN to vote in a given way, or (ii) request that CDN grant the holder with power to vote at the General Meeting.

7.2.2.3 ORNANE (BONDS REDEEMABLE IN CASH AND/OR IN NEW AND/OR EXISTING SHARES)

On June 25, 2014, the Company issued 1,735,749 ORNANE ("2014 ORNANE") at a nominal value per unit of €288.06, representing a nominal amount of €500 Mn.

All bonds convertible in cash and/or in new and/or existing shares were redeemed in cash on July 1, 2021.

As at December 31, 2022, no 2014 ORNANE was outstanding.

On April 15, 2015, the Company issued 1,441,462 ORNANE ("2015 ORNANE") at a nominal value per unit of €346.87, representing a nominal amount of €500 Mn.

All bonds convertible in cash and/or in new and/or existing shares were redeemed in cash on January 1, 2022.

As at December 31, 2022, no 2015 ORNANE was outstanding.

7.2.2.4 OTHER SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL

None.

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7.2.3 CHANGES IN UNIBAIL-RODAMCO-WESTFIELD SE SHARE CAPITAL DURING THE PAST 5 YEARS

Since January 1, 2018, the Company's share capital has changed as follows:

	Date	Movements in the share capital	Number of shares issued	Number of shares	Total share capital	Premium resulting from transaction
2018	31/03/2018	Creation of PS (LTI Plan 2014)	26,240	99,882,916	€499,414,580	€0.00
	31/03/2018	Exercise of SO (LTI Plans 2011-2014)	22,416	99,905,332	€499,526,660	€3,116,778.25
	26/04/2018	Exercise of SO (LTI Plans 2012-2014)	3,263	99,908,595	€499,542,975	€570,934.30
	26/04/2018	Increase of share capital reserved for employees	40,388	99,948,983	€499,744,915	€5,912,244.23
	22/05/2018	Exercise of SO (LTI Plans 2013-2014)	14,010	99,962,993	€499,814,965	€2,529,576.40
	07/06/2018	Increase of share capital in remuneration for a non-cash contribution	38,319,974	138,282,967	€691,414,835	€8,005,573,107.00
	30/09/2018	Reimbursement of ORA	63	138,283,030	€691,415,150	€9,067.06
	30/09/2018	Exercise of SO (LTI Plans 2012-2014)	3,596	138,286,626	€691,433,130	€565,538.12
	31/12/2018	Reimbursement of ORA	50	138,286,676	€691,433,380	€7,185.02
	31/12/2018	Exercise of SO (LTI Plan 2012)	1,925	138,288,601	€691,443,005	€256,293.92
2019	31/03/2019	Creation of PS (LTI Plan 2015)	8,340	138,296,941	€691,484,705	€0.00
	31/03/2019	Exercise of SO (LTI Plan 2012)	8,713	138,305,654	€691,528,270	€1,152,586.09
	30/04/2019	Creation of PS (LTI Plan 2016)	18,432	138,324,086	€691,620,430	€0.00
	30/04/2019	Increase of share capital reserved for employees	47,337	138,371,423	€691,857,115	€4,988,961.42
	08/07/2019	Reimbursement of ORA	131	138,371,554	€691,857,770	€0.00
	08/07/2019	Reimbursement of ORA	7,051	138,378,605	€691,893,025	€0.00
2020	31/03/2020	Creation of PS (LTI Plan 2017)	14,235	138,392,840	€691,964,200	€0.00
	04/06/2020	Creation of PS (LTI Plan 2016)	10,395	138,403,385	€692,016,175	€0.00
	04/06/2020	Increase of share capital reserved for employees	69,150	138,472,385	€692,361,925	€2,503,435.89
2021	31/03/2021	Creation of PS (LTI Plans 2017-2018)	23,990	138,496,375	€692,481,875	€0.00
	24/06/2021	Creation of PS (LTI SI* Plan 2018)	23,986	138,520,361	€692,601,805	€0.00
	24/06/2021	Increase of share capital reserved for employees	74,055	138,594,416	€692,972,080	€3,191,029.95
2022	29/04/2022	Creation of PS (LTI Plan 2018)	9,410	138,603,826	€693,019,130	€0.00
	29/04/2022	Creation of PS (LTI Plan 2019)	50,092	138,653,918	€693,269,590	€0.00
	29/04/2022	Increase of share capital reserved for employees	105,741	138,759,659	€693,798,295	€4,041,421.02
	25/05/2022	Creation of PS (LTI SI* Plan 2019)	7,429	138,767,088	€693,835,440	€0.00

Note: increases in the share capital associated with the exercise of Performance Stock Options (SO), creation of Performance Shares (PS), cancellation of shares and reimbursements of bonds redeemable in shares (ORA) are stated by a statement of the Management Board.

* LTI SI: Additional Performance Shares granted in 2018 related to the successful integration of Westfield.

7.3 SHARE BUY-BACK PROGRAMME

7.3.1 AUTHORISATION TO BUY BACK SHARES

The Combined General Meeting of May 11, 2022 (nineteenth resolution), pursuant to Articles L. 22-10-62 and *seq.* of the French Commercial Code and in compliance with Regulation no. 596/2014 of the European Parliament and of the European Council of April 16, 2014 on market abuse, authorised the Management Board, for a period of 18 months, to buy back Company shares up to the legal limit of 10% of the total number of outstanding shares adjusted for any change in the share capital during the authorisation period, with the aim of:

(i) Cancelling all or part of the Company shares thus purchased, under the conditions provided by Article L. 22-10-62 of the French Commercial Code and subject to a general meeting's authorisation in force to reduce the share capital;

(ii) Holding Company shares that can be allotted to its executive officers and employees and to its affiliated companies under the terms and conditions provided by law, in particular in the context of stock option plans, free grants of existing shares, shareholding plans or company savings plans or inter-company (or similar plan) in respect of profit-sharing and/or any other forms of granting shares to employees and/or executive officers of the Group;

(iii) Holding shares of the Company to allot them 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) Stimulating the market or the liquidity of the shares of the Company through an investment intermediary in the context of a liquidity contract; and

(v) Implementing any new market practice which might be approved by the French Financial Market Authority and, more generally, carrying out any transaction permitted under the regulations in force.

The maximum share buy-back purchase price is fixed at €110 per Stapled Share, excluding costs, based on a par value of €5 per share. The total cost of the share buy-back programme cannot exceed €1.5 Bn.

This authorisation cannot be used by the Management Board during the period of a public offer.

GENERAL MEETING OF MAY 11, 2023

At the General Meeting to be held on May 11, 2023, the Management Board will propose to shareholders that they renew this authorisation for a period of 18 months on the following terms and conditions, and in accordance with Article L. 22-10-62 and *seq.* of the French Commercial Code, *i.e.* a maximum share buy-back purchase price at €110 per share excluding costs, based on a par value of €5 per share. The total cost of the share buy-back programme must not exceed €1.5 Bn pursuant to the share capital as at December 31, 2022 (*i.e.* 138,767,088 shares).

This new authorisation, subject to approval at the General Meeting to be held on May 11, 2023, would replace and supersedes the authorisation granted on May 11, 2022. This authorisation should not be used by the Management Board during the period of a public offer.

7.3.2 REVIEW OF THE USE OF THE AUTHORISATION TO REDEEM SHARES AND INFORMATION ON THE TRANSACTIONS CARRIED OUT DURING THE FINANCIAL YEAR ENDING DECEMBER 31, 2022

During the 2022 financial year, the Company did not proceed with the acquisition of any shares. The Company has not used any derivative products as part of its share buy-back programme.

7.3.3 SITUATION AS AT DECEMBER 31, 2022

As at December 31, 2022, no treasury share is held by the Company.

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7.4 INFORMATION ON THE SHAREHOLDING

7.4.1 OWNERSHIP OF CAPITAL AND VOTING RIGHTS

As at December 31, 2022, the Company's share capital comprises 138,767,088 fully paid-up ordinary shares with a par value of €5 each. One single voting right is attached to each share in accordance with the "one share, one vote" principle.

The Company's shareholding structure has changed as follows during the last 3 financial years:

	Year-end 2020			Year-end 2021			Year-end 2022		
Shareholder	Number of shares	% of share capital	% of voting rights	Number of shares	% of share capital	% of voting rights	Number of shares	% of share capital	% of voting rights
Companies controlled by Mr Xavier Niel (Rock Investment and NJJ Holding)	7,512,813	5.43	5.43	20,294,670	14.64	14.64	20,286,422	14.62	14.62
Executive officers[1]	109,437	0.08	0.08	204,508	0.15	0.15	212,311	0.15	0.15
Company Savings Plan[2]	392,089	0.28	0.28	442,088	0.32	0.32	518,907	0.37	0.37
Treasury shares[3]	4,000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other shareholders	130,454,046	94.21	94.21	117,653,150	84.89	84.89	117,749,448	84.85	84.85
Total	**138,472,385**	**100.00**	**100.00**	**138,594,416**	**100.00**	**100.00**	**138,767,088**	**100.00**	**100.00**

Figures may not add up due to rounding.
(1) Executive officers endorse the 2 members of the Management Board as at December 31, 2020, and the 5 members of the Management Board as at December 31, 2021 and as at December 31, 2022. The amount does not take into account the units in the Company Savings Plan held by executive officers.
(2) Including units in the Company Savings Plan held by the Management Board members.
(3) Treasury shares held under share buy-back programmes and/or the liquidity contract. Shares held by Unibail-Rodamco-Westfield SE are stripped of voting rights.

There has not been any significant variation of the share capital as at December 31, 2022.

As at March 9, 2023, in accordance with the declarations of crossing of thresholds made to the French Financial Markets Authority (*Autorité des Marchés Financiers*), the shareholders holding a number of shares or voting rights representing 5% or more of the total number of shares or voting rights of the Company (including financial instruments) are the following:

Shareholder	Number of shares and derivatives including the URW Stapled Shares as underlying	% of share capital including the URW Stapled Shares as underlying	Number of voting rights including the URW Stapled Shares as underlying	% of voting rights including the URW Stapled Shares as underlying
NJJ Holding	37,560,108	27.07	37,560,108	27.07
Société Générale	15,038,171	10.84	15,038,171	10.84
BlackRock Inc.	9,128,243	6.58	9,128,243	6.58

7.4.2 INFORMATION REGARDING OWNERSHIP THRESHOLD DISCLOSURES SINCE JANUARY 1, 2022

Legal threshold disclosures notified prior to January 1, 2022, can be viewed on the French Financial Markets Authority ("AMF") website and threshold disclosures notified to the Company are available at the registered office of the Company.

In addition to the thresholds provided by Article 9 *bis* of the Articles of Association of the Company, *i.e.* a number of shares or voting rights representing 2% or more (or any further multiple thereof) of the total number of shares or voting rights of the Company, respectively (see section 7.6.8) and in accordance with Article L. 233-7 of the French Commercial Code, any individual or entity acting on his, or its, own or in concert who comes to acquire a percentage of the share capital or voting rights 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 AMF at the latest before the closing of the fourth trading day following the crossing of such threshold, the total number of shares or voting rights he, or it, holds. Notification must also be given, within the same timeframe, 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 regularised 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 and 2 of the French Commercial Code).

A standard notification form notifying the crossing of legal thresholds is available on the AMF website.

As at March 9, 2023, based on the legal and statutory threshold crossings disclosed to the Company and/or the AMF by the shareholders, the latest positions notified are identified hereafter:

Shareholder	Number of shares	% of share capital	Number of voting rights	% of voting rights
AMUNDI (disclosed on 03/01/2022 - increase)	3,145,134	2.26	3,145,134	2.26
Société Générale (disclosed on 15/04/2022 - increase)	11,383,621	8.21	11,383,621	8.21
Société Générale (disclosed on 29/04/2022 - increase)	13,865,400	10	13,865,400	10
NJJ Holding (disclosed on 20/05/2022 - increase)	37,560,108	27.07	37,560,108	27.07
BlackRock, Inc (disclosed on 01/06/2022 - decrease)	8,264,534	5.96	8,264,534	5.96
AMUNDI (disclosed on 02/09/2022 - increase)	2,780,110	2	2,780,110	2
Société Générale (disclosed on 16/09/2022 - increase)	16,669,299	12.01	16,669,299	12.01
BlackRock, Inc (disclosed on 19/09/2022 - increase)	9,128,243	6.58	9,128,243	6.58
Caisse des dépôts (disclosed on 07/10/2022 - increase)	4,133,835	2.97	4,133,835	2.97
Crédit Agricole (disclosed on 18/10/2022 - increase)	2,819,552	2.03	2,819,552	2.03
Caisse des dépôts (disclosed on 21/10/2022 - decrease)	2,153,065	1.55	2,153,065	1.55
Société Générale (disclosed on 28/10/2022 - decrease)	16,527,993	11.91	16,527,993	11.91
Société Générale (disclosed on 30/11/2022 - increase)	16,654,294	12.01	16,654,294	12.01
Perpetual (disclosed on 22/12/2022 - increase)	n/c(1)	2.01	n/c(1)	2.01
Société Générale (disclosed on 28/12/2022 - decrease)	16,617,946	11.98	16,617,946	11.98
Société Générale (disclosed on 28/12/2022 - increase)	16,724,020	12.05	16,724,020	12.05
Perpetual (disclosed on 12/01/2023 - decrease)	n/c(1)	1.99	n/c(1)	1.99
Caisse des dépôts (disclosed on 17/01/2023 - increase)	3,032,468	2.18	3,032,468	2.18
Société Générale (disclosed on 18/01/2023 - decrease)	16,554,487	11.93	16,554,487	11.93
Société Générale (disclosed on 18/01/2023 - increase)	16,763,305	12.08	16,763,305	12.08
Société Générale (disclosed on 18/01/2023 - decrease)	16,650,107	11.99	16,650,107	11.99
Société Générale (disclosed on 31/01/2023 - increase)	16,719,133	12.05	16,719,133	12.05
Société Générale (disclosed on 31/01/2023 - decrease)	14,499,239	10.45	14,499,239	10.45
Société Générale (disclosed on 21/02/2023 - increase)	16,709,264	12.04	16,709,264	12.04
Société Générale (disclosed on 21/02/2023 - decrease)	15,038,171	10.84	15,038,171	10.84

(1) Not communicated.

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7.4.3 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.

7.5 FINANCIAL AUTHORISATIONS

Pursuant to Article L. 225-37-4 of the French Commercial Code as referenced in Article L. 255-68, the following table summarises the use, between January 1, 2022 and December 31, 2022 of the authorisations currently in force granted by general meeting to increase the share capital. All financial authorisations approved by the General Meeting of May 12, 2021 were in force on January 1, 2022. Authorisations regarding the increase in the share capital reserved for participants of Company Savings Plans and the increase in the share capital reserved for Corporate Officers and employees (Performance Stock Options and Performance Shares) were superseded (in grey within the table) and replaced by new authorisations granted by the General Meeting of May 11, 2022.

Type of authorisation[1]	Date of General Meeting[4] and resolution	Authorisation expiry date	Amount	Beneficiaries	Issue terms and conditions	Amounts used[5]	Outstanding authorisation as at 31/12/2022[6]
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities with PSR[3]	12/05/2021 resolution no. 20 (period of validity: 26 months)	12/07/2023	€100,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital +€2,000,000,000 (nominal value) in debt instruments[2]	Shareholders	Authorisation to the Management Board to determine the amount and conditions	0	entire authorisation
Increase in the share capital by the issue of ordinary shares to be subscribed in cash, or of any negotiable securities without PSR[3] *via* a public offer	12/05/2021 resolution no. 21 (period of validity: 26 months)	12/07/2023	€68,000,000 (nominal value) in ordinary shares and/or securities giving access to the share capital +€2,000,000,000 (nominal value) in debt instruments[2]	Shareholders and/or third parties	Authorisation to the Management Board to determine the amount and conditions; cancellation of the PSR[3] with a priority term	0	entire authorisation
Increase of the number of shares or securities to be issued in the case of an increase in the share capital with or without PSR[3]	12/05/2021 resolution no. 22 (period of validity: 26 months)	12/07/2023	Maximum threshold of 15% for the first issue and within the global limit determined in respect of the initial issue of debt instruments[2]	Subscribers to the issue	Authorisation 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	entire authorisation
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	12/05/2021 resolution no. 23 (period of validity: 26 months)	12/07/2023	Capital contribution in the form of securities: 10% of the authorised share capital as at the issuance[2]	Subscribers to the issue	Authorisation to the Management Board to determine the amount and conditions including the power to cancel PSR[3]	0	entire authorisation

(1) For more details, please refer to the resolutions themselves.
(2) Up to: the maximum aggregate nominal amount of the capital increases is set at €150 Mn; the maximum aggregate nominal amount of debt securities is set at €2 Bn.
(3) Pre-emptive subscription rights.
(4) The authorisations/delegations granted by the General Meeting of May 11, 2022 supersede, with effect as from the same date, the unused part of any authority previously granted to the Management Board for the same purpose.
(5) Number of shares, bonds or Performance Stock Options issued/subscribed for or granted.
(6) Nominal value, number of shares/bonds, Performance Stock Options or Performance Shares.
(7) The General Meeting of May 12, 2021 authorises the Management Board to grant Performance Shares. The General Meeting of May 11, 2022 authorises the Management Board to grant Performance Shares and Retention Shares not subject to performance conditions.

7.5 Financial authorisations

Type of authorisation[1]	Date of General Meeting[4] and resolution	Authorisation expiry date	Amount	Beneficiaries	Issue terms and conditions	Amounts used[5]	Outstanding authorisation as at 31/12/2022[6]
Increase in the share capital reserved for participants of Companies Savings Plans without PSR[3]	12/05/2021 resolution no. 24 (period of validity: 18 months)	12/11/2022	Maximum nominal value of €2,000,000	Participants in the Company Savings Plan	Authorisation to the Management Board to determine the terms 30% discount applies based on the average share price over previous 20 trading days	74,055	Superseded by authorisation approved by the General Meeting of May 11, 2022 (resolution no. 21)
	11/05/2022 resolution no. 21 (period of validity: 18 months)	11/11/2023			Authorisation to the Management Board to determine the terms 30% discount applies based on the average share price over previous 20 trading days	105,741	294,259
Increase in the share capital reserved for managers and employees - Performance Stock Options plan	12/05/2021 LTI Plan 2021 resolution no. 25 (period of validity: 38 months)	12/07/2024	Maximum: • 1% of the fully diluted share capital per year • 2.6% of the total diluted capital over the authorisation validity period	Employees and corporate officers of the Group	Authorisation to the Management Board to determine the terms Performance and presence conditions are mandatory	2,167,681	Superseded by authorisation approved by the General Meeting of May 11, 2022 (resolution no. 22)
	11/05/2022 resolution no. 22 (period of validity: 38 months)	11/07/2025	Maximum: • 1% of the fully diluted share capital per year • 2% of the total diluted capital over the authorisation validity period		No discount applied	0	entire authorisation
Increase in the share capital reserved for Corporate Officers and employees - free shares[7]	12/05/2021 LTI Plan 2021 resolution no. 26 (period of validity: 38 months)	12/07/2024	1.2% of the total diluted capital over the authorisation validity period	Employees and Corporate Officers of the Group	Authorisation to the Management Board to determine the terms Performance and presence conditions are mandatory	1,180,178	Superseded by authorisation approved by the General Meeting of May 11, 2022 (resolution no. 23)
	11/05/2022 resolution no. 23 (period of validity: 38 months)	11/07/2025	1.8% of the total diluted capital over the authorisation validity period[7]			0	entire authorisation

(1) For more details, please refer to the resolutions themselves.
(2) Up to: the maximum aggregate nominal amount of the capital increases is set at €150 Mn; the maximum aggregate nominal amount of debt securities is set at €2 Bn.
(3) Pre-emptive subscription rights.
(4) The authorisations/delegations granted by the General Meeting of May 11, 2022 supersede, with effect as from the same date, the unused part of any authority previously granted to the Management Board for the same purpose.
(5) Number of shares, bonds or Performance Stock Options issued/subscribed for or granted.
(6) Nominal value, number of shares/bonds, Performance Stock Options or Performance Shares.
(7) The General Meeting of May 12, 2021 authorises the Management Board to grant Performance Shares. The General Meeting of May 11, 2022 authorises the Management Board to grant Performance Shares and Retention Shares not subject to performance conditions.

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7.6 ARTICLES OF ASSOCIATION OF THE COMPANY AND CHARTERS

The main statutory provisions are given hereafter. Furthermore, the Management Board, the Supervisory Board, the Audit Committee and the Governance, Nomination and Remuneration Committee each have their own Charter. The Articles of Association and the Charters of these Committees are available on the Company's website (www.urw.com) and at its registered office.

As of the date of the filing of this Universal Registration Document, the Articles of Association were last updated on May 31, 2022.

7.6.1 CORPORATE OBJECT (ARTICLE 2 OF THE ARTICLES OF ASSOCIATION)

The Company's corporate object in France and abroad is:

- Investment through the acquisition, development, construction, 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 object or likely to facilitate its achievement; and
- Acquiring, owning, divesting investments in any French or foreign legal entities with an activity directly or indirectly linked to the corporate object of the Company or which would favour its development.

7.6.2 STAPLED SHARE PRINCIPLE (ARTICLE 6 OF THE ARTICLES OF ASSOCIATION)

A Stapled Share comprises a share of the Company and a Unibail-Rodamco-Westfield N.V. class A share ("Unibail-Rodamco-Westfield N.V. class A share").

The Company, Unibail-Rodamco-Westfield N.V. and all the controlled entities appearing in the consolidated financial statements of the Company and/or of Unibail-Rodamco-Westfield N.V. constitute the "Stapled Group".

In order to achieve a situation where holders of the Company's shares - other than any entity of the Stapled Group - hold an interest in both the Company and in Unibail-Rodamco-Westfield N.V., as if they held an interest in a single (combined) company:

- None of the shares of the Company can be (i) issued to, or subscribed for by, others than any entity of the Stapled Group, (ii) transferred to or, subject to applicable law, pledged or otherwise encumbered by others than any entity of the Stapled Group, or (iii) released from any encumbrance by others than any entity of the Stapled Group, in each case except together with a Unibail-Rodamco-Westfield N.V. class A share, in the form of a Stapled Share;
- No right to subscribe for one or more Company shares can be (i) granted to or exercised by others than any entity of the Stapled Group, (ii) terminated by others than any entity of the Stapled Group, (iii) transferred to or, subject to applicable law, pledged or otherwise encumbered by others than any entity of the Stapled Group, or (iv) released from any encumbrance by others than any entity of the Stapled Group, in each case except together with a corresponding right to subscribe for an equal number of Unibail-Rodamco-Westfield N.V. class A shares in the form of an equal number of Stapled Shares;
- All shareholders, other than any entity of the Stapled Group, must refrain from (i) acquiring any Company shares, (ii) acquiring, exercising or terminating any right to subscribe for one or more Company shares, or (iii) creating or acquiring a usufruct, pledge or other encumbrance over any Company share or any right to subscribe for one or more Company shares, in each case except (if it concerns a Company share) together with a Unibail-Rodamco-Westfield N.V. class A share, respectively, in the form of a Stapled Share or (if it concerns a right to subscribe for one or more Company shares) together with a corresponding right to subscribe for an equal number of Unibail-Rodamco-Westfield N.V. class A shares in the form of an equal number of Stapled Shares; and
- Subject to applicable law, the Management Board and the Supervisory Board shall take all necessary actions to ensure that, at all times, the number of Company shares issued and held by others than any entity of the Stapled Group is equal to the number of Unibail-Rodamco-Westfield N.V. class A shares issued and held by others than any entity of the Stapled Group.

The Stapled Share Principle can only be terminated by virtue of a resolution passed by the Extraordinary General Meeting of the Company to amend the Articles of Association. A resolution by the Extraordinary General Meeting of the Company deciding such an amendment shall only become effective after the Management Board has confirmed that the Unibail-Rodamco-Westfield N.V. general meeting has passed a resolution to terminate the Stapled Share Principle as included in the Unibail-Rodamco-Westfield N.V. Articles of Association.

7.6.3 SIIC REGULATION

Since 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). This regime is based on the principle of fiscal transparency: in relation to rental activities and gains from divestments, income tax is borne at shareholder level and not at the level of the Company[1].

7.6.4 STATUTORY OBLIGATIONS PERTAINING TO CHANGES IN THE COMPANY'S SHARE CAPITAL AND CATEGORIES OF SHARE RIGHTS

None.

(1) For more details, please refer to note 8 of section 5.2.

7.6.5 CORPORATE GOVERNANCE STRUCTURE (ARTICLES 10 TO 16 OF THE ARTICLES OF ASSOCIATION)

The Company is managed by a Management Board ("MB") and a Supervisory Board ("SB").

Details of the composition and the functioning of the MB and the SB are set out in section 3.2.

7.6.5.1 THE MANAGEMENT BOARD (ARTICLES 10 TO 12 OF THE ARTICLES OF ASSOCIATION AND CHARTER OF THE MANAGEMENT BOARD)

The MB is the collegial decision-making body of Unibail-Rodamco-Westfield SE. It is composed of a maximum of 7 members appointed for a 4-year term by the SB, which elects one of them as Chair. The Management Board consisted of 5 members as at December 31, 2022.

With respect to third parties, the MB is granted the widest possible powers to act in all circumstances in the name of the Company, subject to those expressly attributed by law to the SB and to general meetings of shareholders and within the limits of the corporate purpose and those that require prior authorisation from the SB (see section 7.6.5.2.1).

– EXCERPTS OF THE CHARTER OF THE MB

Upon a proposal by the Chairman of the MB and with the authorisation of the SB, the MB members may share the management tasks.

The Chairman of the MB has overall competence except for those duties expressly assigned to another member of the MB.

The responsibilities and functions of the members of the MB other than the CEO are as follows:

- The Chief Financial Officer (CFO) is responsible for tax matters, generating profits through the optimisation of the cost of capital, and investor relations. As such, he is in charge of the overall financial function within the Group (financial control, consolidation, (re)financing, tax, the budget and 5-year plan, coordination of asset valuations and investor relations);
- The Chief Resources and Sustainability Officer (CRSO) is in charge of Human Resources, Information Technology, Organisation and Corporate Social Responsibility functions, within the Group;
- The Chief Investment Officer (CIO) is 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). He is responsible for challenging the business strategy, in particular: asset and development strategy, major restructurings, extensions or refurbishments. The CIO also leads the Offices business; and
- The Chief Customer Officer (CCO) is responsible for defining the marketing strategy, encompassing innovation, branding and digital pillars, leveraging customer insights and business intelligence. The CCO is also responsible for developing new revenues: bolstering commercial partnerships, media and sponsoring; accelerating on data collection, processing and monetisation; and developing game changers' deals and strategic relationships with selected retailers.

7.6.5.2 THE SUPERVISORY BOARD (ARTICLES 13 TO 16 OF THE ARTICLES OF ASSOCIATION AND CHARTER OF THE SUPERVISORY BOARD)

The SB exercises permanent oversight and control over the MB and the general affairs of the Company as provided by law, the Articles of Association and its Charter. The SB has 8 to 14 members appointed for a term of 3 years.

Retention of an SB member is subject to the condition that he/she is not over the age of 75. If an SB member reaches this age limit while in office, they will be considered as having resigned at the next Ordinary Annual General Meeting, which will be held after the end of the year during which they reached the age of 75. During this general meeting, the shareholders may appoint his/her successor.

The number of SB members having exceeded the age of 70 cannot be greater than one-third of the SB members.

The SB elects a Chairman and a Vice-Chairman from among its members who are tasked with convening the Board and directing the discussions. The SB Chairman's and Vice-Chairman's terms may not exceed their terms as SB members.

The SB meets as often as the interest of the Company so requires.

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7.6.5.2.1 LIMITATIONS ON THE POWERS OF THE MANAGEMENT BOARD BY THE SUPERVISORY BOARD (ARTICLE 11 OF THE ARTICLES OF ASSOCIATION AND CHARTER OF THE SUPERVISORY BOARD)

Pursuant to Article 11.5 of the Company's Articles of Association and the SB Charter (Appendix E), the SB's prior approval must be obtained for certain MB decisions and operations, in particular:

– EXCERPTS AND SUMMARIES OF CERTAIN PROVISIONS OF THE CHARTER OF THE SB

- All acquisitions (including the acquisition of real estate and of all or part of shareholdings) and any investments (including capital expenditures for internal development), directly or *via* the intermediary of legal entities exceeding €25 Mn (consolidated figure). The threshold is raised to €500 Mn (consolidated figure) for assets and/or activities located within countries or sectors in which the Group operates. This threshold is raised to €700 Mn (consolidated figure) for urgent operations and decisions, subject to prior agreement between the Chairman of the MB and the Chairman and the Vice-Chairman of the SB;
- Asset disposals (including disposals of real estate and of all or part of shareholdings) directly or *via* the intermediary of legal entities exceeding €500 Mn (consolidated figure). This threshold is raised to €700 Mn (consolidated figure) for urgent operations and decisions, subject to prior agreement between the Chairman of the MB and the Chairman and the Vice-Chairman of the SB;
- Indebtedness or the creation of guarantees in excess of €500 Mn (consolidated figure), threshold raised to €1 Bn for corporate financial debt refinancing purposes;
- Outsourcing accountability to third parties for asset management and real estate management or other asset management or real estate management representing more than 25% of the total value of the Company's participations and investments;
- 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, the allocation of responsibilities within the MB, the approval of changes to the Charter of the MB, the relocation of the Group's corporate functions 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 general Remuneration Policy within the Group and any remuneration of the MB members;
- Any shareholdings or interests in other companies or activities and any disposals of or changes to such a shareholding or interest (including any changes to the shareholding of the Company in Unibail-Rodamco-Westfield N.V. exceeding €25 Mn (consolidated figure). The threshold is raised to €500 Mn (consolidated figure) for assets and/or activities located within countries or a sector in which the Group operates. This threshold is raised to €700 Mn (consolidated figure) for urgent operations and decisions, subject to prior agreement between the Chairman of the MB and the Chairman and the Vice-Chairman of the SB;
- Any off-balance sheet commitments by the Company exceeding €25 Mn (consolidated figure). The threshold is raised to €500 Mn for off-balance sheet commitments for assets and/or activities located within countries or a sector in which the Group operates. This threshold is raised to €700 Mn for urgent operations and decisions, subject to prior agreement between the Chairman of the MB and the Chairman and the Vice-Chairman of the SB;
- All proposals to the general meeting to amend the Articles of Association of the Company;
- Any proposal to (re)appoint or dismiss the Statutory Auditors of the Company or of one of its main subsidiaries and any review of the fees of the Statutory Auditors;
- Any proposal to the general meeting to delegate power for the issue or redemption of Company shares, in line with the Stapled Share Principle;
- Any alterations to the Company's dividend allocation policy and proposals by the MB in the distribution of interim or full dividends;
- Any shareholdings or interests in, or contracts with, other companies or activities under which the Company or activity would obtain the right to appoint members of the SB;
- Any decisions to submit applications for a moratorium of file petitions for the bankruptcy of the Company or any of the Groups;
- Any proposal to dissolve or wind up the Company or one of its main subsidiaries;
- Any signing of an agreement involving or likely to involve a conflict of interest between a member of the MB or the SB on the one hand and the Company on the other hand in the meaning of Articles L. 225-86 and *seq.* of the French Commercial Code;
- Any alteration to the insider trading rules in force within the Company;
- Approval of the Group's strategy and its annual budget, as submitted to the SB for approval when submitting the financial statements for the financial year completed; and
- In accordance with Article L. 229-7 of the French Commercial Code, the rules stated in Articles L. 225-86 to L. 225-90 of the Code, regarding regulated agreements subject to the prior authorisation of the SB, with the exception of agreements on current transactions and signed under normal conditions, are applicable to the Company.

The SB must also, pursuant to its Charter, be informed of current transactions involving amounts in excess of €300 Mn but below €500 Mn.

7.6.5.2.2 THE SPECIALISED COMMITTEES OF THE SUPERVISORY BOARD

2 specialised committees are responsible for assisting the SB to carry out its duties: the Audit Committee and the Governance, Nomination and Remuneration Committee. All SB members participate in one of these committees. The committees function under separate charters.

Details of the composition, missions and diligences of the committees are set out in section 3.2.2.3.

7.6.6 GENERAL MEETINGS (ARTICLES 18 AND 19 OF THE ARTICLES OF ASSOCIATION)

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 general 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.

7.6.7 REQUIREMENTS PERTAINING TO THE DISTRIBUTION OF PROFITS (ARTICLE 21 OF THE ARTICLES OF ASSOCIATION)

The distributable profit in any given year is equal to the sum of the net profit and any retained earnings, less any prior year losses and amounts transferred to reserves. 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 will be borne by the Shareholder Subject to Withholding Tax. The withholding amount is either offset against its dividend or reimbursed *a posteriori*.

7.6.8 STATUTORY SHAREHOLDER THRESHOLD AND OBLIGATION TO REGISTER SHARES (ARTICLES 9 AND 9 *BIS* OF THE ARTICLES OF ASSOCIATION)

In addition to the thresholds provided by French law[2], under Article 9 *bis* of the Articles of Association of Unibail-Rodamco-Westfield SE, any shareholder that comes to hold, alone or in concert with other shareholders, a number of shares equal to or greater than 2% of the total number of shares in issue or of the voting rights, or any further multiple thereof, must, no later than 10 stock exchange days after exceeding each of the holding thresholds, advise the Company in writing of the total number of shares or voting rights held, sent by registered letter with proof of receipt requested to the registered office of the Company. 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.

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 pursuant to Article L. 233-3 of the French Commercial Code) and provide evidence to the Company by registered letter with proof of receipt within 5 stock exchange 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* of the Company's Articles of Association, 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 should 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 10 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 above shall be disqualified for voting purposes at all general meetings held for a period of two 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 5 of the 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: individual.investor@urw.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.
(2) For more details, please refer to section 7.4.2.

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7.7 INVESTMENT BY THE COMPANY OUTSIDE THE UNIBAIL-RODAMCO-WESTFIELD GROUP

In accordance with Article L. 233-6 of the French Commercial Code, the Company has not made any significant investment in a company with its registered office in France during the financial year ending December 31, 2022.

7.8 ELEMENTS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER

The Stapled Share Principle, which is part of the Articles of Association of the Company (for more details, please refer to section 7.6.2) contains restrictions on transfers of Company shares.

Any holder of Stapled Shares will hold both Unibail-Rodamco-Westfield SE shares and class A Unibail-Rodamco-Westfield N.V. shares. Consequently, any holder of Stapled Shares must comply with both the French public offer rules and the Dutch public offer rules. Due to Unibail-Rodamco-Westfield SE's shareholding in Unibail-Rodamco-Westfield N.V., one Stapled Share does not represent the same percentage of voting rights in Unibail-Rodamco-Westfield SE as it does in Unibail-Rodamco-Westfield N.V. As a result, a holder of Stapled Shares may cross the 30% threshold for a mandatory public offer for all outstanding Unibail-Rodamco-Westfield SE shares without being subject to a statutory requirement to make a mandatory offer for all outstanding Unibail-Rodamco-Westfield N.V. shares at the same time.

However, due to the Stapled Share Principle, an offer or that is not an entity of the Unibail-Rodamco-Westfield Group can only acquire Unibail-Rodamco-Westfield SE shares in the form of Stapled Shares, which could result in a requirement for the offer or to launch a parallel public offer for all outstanding Unibail-Rodamco-Westfield N.V. shares.

In addition, all information pursuant to Article L. 22-10-11 of the French Commercial Code that is likely to have an effect in the event of a public offer is included in this Chapter 7 and, regarding the change in control, in section 4.1.5.1.

CHAPTER 8.

Additional information

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8.1 STATEMENT OF THE PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

We confirm that the information contained in this Universal Registration Document gives, to the best of our knowledge, an accurate and fair view of the Company and the information contained within is free from any material misstatement.

We confirm that, to the best of our knowledge, 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 and that the enclosed management report 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.

Paris, March 27, 2023

Jean-Marie Tritant
Chairman of the Management Board
Chief Executive Officer

Fabrice Mouchel
Member of the Management Board
Chief Financial Officer

8.2 STATUTORY AUDITORS

The Statutory Auditors of the Company are the following:

ERNST & YOUNG AUDIT
Mr Jean-Yves Jégourel and Mr Antoine Flora
1/2, Place des Saisons
92400 Courbevoie Paris La Défense 1

Commencement date of the first term of office:
General Meeting of May 13, 1975

DELOITTE & ASSOCIÉS
Mr Emmanuel Gadret
6, Place de la Pyramide
92908 Paris La Défense Cédex

Commencement date of the first term of office[1]:
General Meeting of April 27, 2011

The term of office of Ernst & Young Audit and Deloitte & Associés will expire at the 2023 General Meeting held to approve the 2022 accounts.

The General Meeting of May 11, 2023 will propose not to renew the term of office of Ernst & Young Audit and to appoint KPMG S.A. as Statutory Auditor of the Company, for a six-year period expiring at the end of the General Meeting held to approve the financial statements for the year ended December 31, 2028.

8.3 HISTORICAL INFORMATION ON FINANCIAL YEARS 2020 AND 2021

Pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the following information is incorporated by reference in this 2022 Universal Registration Document:

8.3.1 FOR 2020 FINANCIAL YEAR

The 2020 Universal Registration Document was filed with the French Financial Markets Authority ("AMF") on March 25, 2021, under number D. 21-0194.

The financial information, the consolidated financial statements for the year 2020 and the Statutory Auditors' report on these financial statements appear respectively in Chapter 4 (on pages 215 to 284) and Chapter 5 (on pages 286 to 412).

Information not included in this Universal Registration Document are either not applicable to the investor or are covered in another section of this Universal Registration Document.

8.3.2 FOR 2021 FINANCIAL YEAR

The 2021 Universal Registration Document was filed with the AMF on March 24, 2022, under number D. 22-0141.

The financial information, the consolidated financial statements for the year 2021 and the Statutory Auditors' report on these financial statements appear respectively in Chapter 4 (on pages 217 to 279) and Chapter 5 (on pages 281 to 415).

Information not included in this Universal Registration Document are either not applicable to the investor or are covered in another section of this Universal Registration Document.

8.4 DOCUMENTS AVAILABLE TO THE PUBLIC

The following documents are available on the website at www.urw.com:

- The registration documents and the universal registration documents in the form of annual reports, as well as their updates, which are filed with the AMF; and
- The financial press releases of the Group.

Unibail-Rodamco-Westfield SE's Articles of Association, statutory and consolidated financial statements may be consulted at the headquarters of the Company, 7, Place du Chancelier Adenauer - 75016 Paris, on the website www.urw.com or obtained upon request from the Company.

(1) Deloitte & Associés succeeded Deloitte Marque & Gendrot, which was appointed on April 28, 2005.

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8.5 GLOSSARY

Average cost of debt: recurring financial expenses (excluding the ones on financial leases and the ones related to partners' current accounts) + capitalised financial expenses (excluding non-recurring financial expenses such as mark-to-market and termination costs of financial instruments including bonds repurchased and currency impact)/average net debt over the period.

Average revenue per visit: Revenue generated by Westfield Rise divided by the footfall of the same period.

Buyer's Net Initial Yield: annualised contracted rent (including latest indexation) and other incomes for the next 12 months, net of operating expenses, divided by the TAC.

CAM : Common Area Maintenance (US).

Committed projects: projects for which Unibail-Rodamco-Westfield ("URW") owns the land or building rights and has obtained all necessary administrative authorisations and permits, approvals of JV partners (if applicable), approvals of URW's internal governing bodies to start superstructure construction works and on which such works have started.

Controlled projects: projects in an advanced stage of studies, for which URW controls the land or building rights, and all required administrative authorisations have been filed or are expected to be filed shortly. There can be no assurance these will become "Committed" projects, as this will be subject to having obtained all required administrative approvals, as well as those of JV partners (if applicable), and of URW's internal governing bodies to start superstructure works.

Debt Yield: Ratio of the net operating income to the outstanding loan amount, net of certain cash as defined in the relevant mortgage loan documentation.

Discount Rate ("DR"): the Discount Rate is the rate used in a Discounted Cash Flow model to calculate the present value of future cash flows (positive or negative) that is to say converting such future cash-flows in today's monetary value.

EBITDA: Recurring Net Operating result before depreciation and impairment of assets.

EPRA Net Reinstatement Value ("NRV"): assumes that entities never sell assets and aims to represent the value required to rebuild the entity.

EPRA Net Tangible Assets ("NTA"): assumes that entities buy and sell assets, thereby crystallising certain levels of unavoidable deferred tax.

EPRA Net Disposal Value ("NDV"): represents the shareholder's value under a disposal scenario, where deferred tax, financial instruments and other certain adjustments are calculated to the full extent of their liability, net of any resulting tax.

EPRA 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 portfolio. For a reconciliation of URW's NIY with the EPRA Net Initial Yield definitions, refer to the EPRA Performance Measures.

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 space (let + vacant).

Exit Cap Rate ("ECR"): rate used to estimate the resale value of a property at the end of the holding period. The expected Net Rental Income ("NRI") per year is divided by the ECR (expressed as a percentage) to get the terminal value.

Flagships: assets of a certain size and/or with footfall in excess of 10 million per year, substantial growth potential for the Group based on their appeal to both retailers and visitors, iconic architecture or design and a strong footprint in their area.

Financial statements under IFRS: the Group's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as applicable in the European Union as at closing date.

Financial statements on a proportionate basis: they are prepared based on the financial statements under IFRS, except for the joint-controlled entities, which are consolidated on a proportionate basis, instead of being accounted for using the equity method (as applicable under IFRS). URW believes that these financial statements on a proportionate basis give to stakeholders a better understanding of the underlying operations of URW and the joint-controlled entities, as they represent a significant part of the Group's operations in the US and the UK.

Foreclosure: the action of a lender seeking to take the collateral on a loan when loan payments are not made, leading to a transfer of the asset and the extinction of the corresponding mortgage debt.

Funds From Operations ("FFO"): on an annualised basis, the recurring EBITDA minus (i) recurring net financial expenses and (ii) tax on recurring operating result.

Group Share: the part that is attributable to the Group after deduction of the parts attributable to the minority interests.

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 minus general expenses, excluding depreciation and amortisation.

Like-for-like Net Rental Income ("LfL NRI"): NRI excluding acquisitions, divestments, transfers to or from pipeline (extensions, brownfields or redevelopment of an asset when operations are stopped to enable works), and 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, excluding current accounts with non-controlling interests/total assets (whether under IFRS or on a proportionate basis), including or excluding transfer taxes and excluding goodwill not justified by fee business.

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

Net Disposal Price ("NDP"): Total Acquisition Cost incurred by the acquirer minus all transfer taxes and transaction costs.

Net Initial Yield ("NIY"): annualised 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 not controlled by URW, the Westfield trademark and the airport activities are not included in the calculation of NIY.

Net Initial Yield on occupied space: annualised contracted rent (including latest indexation) and other incomes for the next 12 months, net of operating expenses, divided by the value of occupied space net of estimated transfer taxes and transaction costs. Assets under development are not included in this calculation.

Non-recurring activities: 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, amortisation of fair value of assets and liabilities recorded for the purpose of purchase price allocation, 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. Primark sales are estimates.

ORNANE (*Obligations Convertibles ou Échangeables en Actions Nouvelles ou Existantes*): net share settled bonds convertible into new and/or existing shares.

Peer group components: In order to determine the Fixed Income of the Management Board members, the Supervisory Board and the Governance, Nomination and Remuneration Committee use a blended benchmarking approach, primarily based on the following two peer groups:
France General Industry (CAC40 + next40) and Selected European and UK Real Estate companies.
Other Selected US Real Estate companies were used for information and qualitative benchmarking only.

Potential Yield: annualised contracted rent (including latest indexation) and other incomes for the next 12 months, net of operating expenses + the ERV of vacant space, divided by the asset value net of estimated transfer taxes and transaction costs. Shopping centres under development or not controlled by URW, the Westfield trademark and the airport activities are not included in the calculation of Potential Yield.

Reference Index: The TSR Performance Benchmark Index includes companies with more than 50% of their activity focused in Retail or Office and operating in the same countries as URW. Following Westfield's acquisition, the composition of the index has been adjusted by the CR to reflect URW's new geographical and activity scopes. The Reference Index is composed of 25 companies (10 Eurozone Retails, 3 France Offices, 4 UK Retail and 8 US Retail), all sub-index weighted to reflected the weight of each business line in URW Gross Market Value, as follows (as long as the index includes the concerned company over the nesting period of the plan):
Sub-Index Eurozone Retail (63% weight) - Klépierre, Carmila, Deutsche EuroShop, Citycon, EuroCommercial Property, Mercialys, Wereldhave, Vastned Retail, Retail Estates, LAR España Real Estate;
Sub-Index France Offices (7% weight) - Covivio, Icade, Gecina;
Sub-Index UK Retail (8% weight) - British Land, Landsec, Hammerson, NewRiver REIT;
Sub-Index US Retail (22% weight) - Simon Property Group, Macerich, CBL & Associates, Pennsylvania Centers, Regency Centers, Federal Realty Investment, Kimco Realty, Brixmor Property Group.

Replacement capital expenditure (Replacement Capex): replacement Capex relates to works either on equipment or the structure of a standing asset. The primary purpose of Replacement Capex is to ensure that the asset is in good working order and / or to make minor improvements. These investments can be triggered by obsolescence, maintaining technical performance at market levels or compliance with regulatory requirements. These amounts do not include Replacement Capex spent as part of the Total Investment Cost ("TIC") of extension and/or renovation projects on which the Group's standard Return On Investment ("ROI") is expected.

Rotation rate: (number of re-lettings and number of assignments and renewals with new concepts)/number of stores. Short term leases are excluded.

SBR: Sales Based Rent.

Secured debt ratio: Secured debt/Total assets.

SIIC: *Société d'Investissement Immobilier Cotée* (in France).

Tenant sales: performance in URW's shopping centres (excluding The Netherlands) in operation, including extensions of existing assets, but excluding deliveries of new brownfield assets, 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 transaction costs.

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, design costs, technical fees, tenant fitting-out costs paid for by the Group, letting fees and related costs, eviction costs and vacancy costs for renovations and redevelopments of standing assets; and (ii) opening marketing expenses. It excludes: (i) step rents and rent-free periods; (ii) capitalised financial interests; (iii) overhead costs; (iv) early or lost Net Rental Income; and (v) IFRS adjustments.

Unencumbered leverage ratio: Unencumbered assets/unsecured debt.

Valuation of occupied office space: valuation based on the appraiser's allocation of value between occupied and vacant spaces.

Viparis' recurring Net Operating Income ("NOI"): "Net rental income" and "On-site property services operating result" + "Recurring contribution of affiliates" of Viparis venues.

Yield impact: the change in potential yields (to neutralise changes in vacancy rates) and taking into account key money.

Yield on cost: URW share of the expected stabilised Net Rental Income divided by the URW Total Investment Cost increased by rent incentives (step rents and rent free periods), and for redevelopment project only, the Gross Market Value of the standing asset at the launch of the project.

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8.6 CROSS-REFERENCE TABLES

8.6.1 CONCORDANCE TABLE OF THE UNIVERSAL REGISTRATION DOCUMENT

This concordance table is based on the headings set out in Annexes I and II of Delegated Regulation (EU) 2019/980 of the Commission of March 14, 2019, and refers to the sections of this Universal Registration Document in which the relevant information can be found.

Information	Section of the Universal Registration Document
1. PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL	
1.1. Persons responsible for the information given in the Universal Registration Document	8.1
1.2. Declaration of the persons responsible for the Universal Registration Document	8.1
1.3. Identification, qualification and potential conflicts of interest of persons acting as experts	1.6 - 1.7
1.4. Certification of Third Party Information	n/a
1.5. Statement without prior approval of the competent authority	page 1
2. STATUTORY AUDITORS	
2.1. Identity of Statutory Auditors	8.2
2.2. Potential change	8.2
3. RISK FACTORS	6.2
4. INFORMATION ABOUT THE ISSUER	
4.1. Corporate name and trade name	7.1.1
4.2. Place, registration number and Legal Entity Identifier	7.1.1
4.3. Date of incorporation and statutory length of life	7.1.1
4.4. Head office and legal form	7.1.1 - 7.1.2
5. BUSINESS OVERVIEW	
5.1. Main activities	4.1.1, 1.4
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5.1.2. New products and important services	4.1.3
5.2. Main markets	4.1.1.2 - 4.1.1.3
5.3. Important events	5.2 (note 1), 1.4
5.4. Strategy and objectives	1.3
5.5. Dependence of the issuer on patents, licences, contracts and manufacturing processes	n/a
5.6. Competitive position statement	n/a
5.7. Investments	
5.7.1. Material investments	4.1.2
5.7.2. Main current or future investments that the issuer intends to make and for which its management bodies have already made firm commitments and financing methods	4.1.3
5.7.3. Joint ventures and interests in which the issuer has an equity interest that may have a significant impact	5.2 (note 6)
5.7.4. Environmental issues that may affect the use of tangible fixed assets	2.2 - 6.2.2.3
6. ORGANISATIONAL STRUCTURE	
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6.2. List of significant subsidiaries	5.2 (note 15)
7. FINANCIAL POSITION AND RESULTS REVIEW	
7.1. Financial position	5.1
7.1.1. Changes in results and financial position including key performance indicators of a financial nature and, where appropriate, non-financial nature	5.1.2 - 2.1.4.2
7.1.2. Forecasts for future development and research and development activities	4.1.3
7.2. Operating results	5.1.1 - 5.2 (note 4)
7.2.1. Significant factors, unusual, infrequent events or new developments	4.1.1
7.2.2. Reasons for significant changes in net sales or revenues	4.1.1

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8.2. Cash flows	5.1.3
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8.5. Anticipated sources of funds	4.1.5.1
9. REGULATORY ENVIRONMENT	
9.1. Description of the regulatory environment and any measures or factors of an administrative, economic, budgetary, monetary, or political nature	4.1.1.2
10. TRENDS INFORMATION	
10.1. Description of major trends and any significant changes in the Group's financial performance since the end of the last financial year	4.1.1 - 4.1.2 - 5.2 (note 1)
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11. PROFIT FORECASTS OR ESTIMATES	
11.1. Published profit forecasts or estimates	4.1.1.9
11.2. Statement outlining key forecasting assumptions	4.1.1.9
11.3. Statement of comparability with historical financial information and compliance with accounting policies	5.2 (note 2)
12. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES	
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12.2. Conflicts of interests	3.2.2.5.2
13. REMUNERATION AND BENEFITS	
13.1. Remuneration paid and benefits in kind	3.3.2
13.2. Provisions for pensions and retirement benefits	5.2 (note 11)
14. BOARD PRACTICES/FUNCTIONING OF SUPERVISORY AND MANAGEMENT BODIES	
14.1. Expiry date of terms of office	3.2
14.2. Service contracts between members of the administrative, management or supervisory bodies and the issuer	n/a
14.3. Information on the Audit Committee and the Remuneration Committee	3.2.2.4
14.4. Statement of compliance with the corporate governance regime	3.1
14.5. Potential significant impacts on corporate governance	n/a
15. EMPLOYEES	
15.1. Number of employees	2.4
15.2. Profit sharing and stock options	3.3.4
15.3. Agreement for employees to subscribe to the share capital	5.2 (note 11)
16. MAJOR SHAREHOLDERS	
16.1. Shareholders holding more than 5% of the share capital at the time of publication of the Universal Registration Document	7.4
16.2. Existence of different voting rights	7.6.4
16.3. Ownership or control of the issuer, directly or indirectly	7.4
16.4. Arrangements known to the issuer, the operation of which may result in a change of control	n/a
17. RELATED PARTY TRANSACTIONS	5.2 (note 6.5)
18. FINANCIAL INFORMATION CONCERNING ASSETS AND LIABILITIES, FINANCIAL POSITION AND RESULTS	
18.1. Historical financial information	8.3
18.1.1. Audited historical financial information covering the last 3 financial years and the audit report	5.1-5.6, 8.3
18.1.2. Change of accounting reference date	n/a
18.1.3. Accounting standards	5.2 (note 2)
18.1.4. Change of accounting framework	5.2 (note 2)
18.1.5. Financial information under French accounting standards	5.3 - 5.4

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Information	Section of the Universal Registration Document
18.1.6. Consolidated financial statements	5.1 - 5.2
18.1.7. Dates of the latest financial information	5.1 - 5.2
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18.2.1. Quarterly or half-yearly financial information	n/a
18.3. Audit of historical annual financial information	
18.3.1. Independent audit of historical annual financial information	5.5 - 5.6 - 5.7
18.3.2. Other audited information	5.7
18.3.3. Sources of information not audited by the Statutory Auditors	n/a
18.4. Pro forma financial information	n/a
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18.5.1. Description of dividend distribution policy and any applicable restrictions	4.1.1.8 - 4.1.1.9
18.5.2. Amount of dividend per share	4.1.1.8
18.6. Governmental, legal and arbitration proceedings	n/a
18.7. Significant change in financial position	n/a
19. ADDITIONAL INFORMATION	
19.1. Share capital	
19.1.1. Amount of issued capital, number of shares issued and fully paid up and nominal value per share, number of shares authorised	7.2
19.1.2. Shares not representing capital	n/a
19.1.3. Number, book value and nominal value of treasury shares	7.3.3
19.1.4. Information concerning securities giving access to share capital	7.2.2
19.1.5. Information on the conditions governing any acquisition rights and/or obligations attached to the subscribed but not paid-up capital, or on any undertaking to increase the share capital	n/a
19.1.6. Information on the share capital of Group companies subject to option	n/a
19.1.7. Historical information of share capital	7.2.3
19.2. Memorandum and Articles of Association	
19.2.1. Register and corporate purpose	7.6
19.2.2. Rights, privileges and restrictions attached to each class of shares	7.6
19.2.3. Arrangement having the effect of delaying, deferring or preventing a change of control	7.6
20. MATERIAL CONTRACTS	n/a
21. DOCUMENTS AVAILABLE	8.4

8.6.2 CROSS-REFERENCE TABLE OF THE FINANCIAL REPORT

The below table of contents sets out the main categories required under the General Regulation of the AMF.

Category of Article 222-3 of the AMF General Regulations	Section of the Universal Registration Document
1. FINANCIAL STATEMENTS	5.3
2. CONSOLIDATED FINANCIAL STATEMENTS	5.1
3. MANAGEMENT REPORT	8.6.3
4. RESPONSIBLE PERSONS	
4.1. Persons responsible for the information included in the annual financial report	8.1
4.2. Declaration of the persons responsible for the annual financial report	8.1
5. STATUTORY AUDITORS' REPORTS	
5.1. Statutory Auditors' report on the statutory financial statements	5.6
5.2. Statutory Auditors' report on the consolidated financial statements	5.5

8.6.3 CROSS-REFERENCE TABLE OF THE MANAGEMENT REPORT (INCLUDING THE CORPORATE GOVERNANCE REPORT)

The management report prepared pursuant to Article L. 225-100 of the French Commercial Code, updated by Ordonnance no. 2020-1142 of September 16, 2020, is included in this Universal Registration Document. It contains the following information, and specifically the corporate governance report (unless otherwise stated, the articles specified below refer to the relevant articles of the French Commercial Code).

Management report		Section of the Universal Registration Document
1. SITUATION AND BUSINESS OF THE GROUP		
1.1. Situation of the Company during the past financial year and an objective and exhaustive analysis of the development of the business, results and financial situation of the Company and the Group, in particular its debt situation, in relation to the volume and complexity of business	Articles L. 225-100-1, I., 1°, L. 232-1, II, L. 233-6 and L. 233-26	4.1.1
1.2. Key performance indicators of a financial nature	Article L. 225-100-1, I., 2°	4.1.1
1.3. Key performance indicators of a non-financial nature relating to the specific activity of the Company and the Group, in particular information relating to environmental and personnel issues	Article L. 225-100-1, I., 2°	2.2 - 2.4
1.4. Significant events occurring between the balance sheet date and the date on which the management report is prepared	Articles L. 232-1, II. and L. 233-26	4.1.1.7
1.5. Identity of the main shareholders and holders of voting rights at general meetings, and changes during the year	Article L. 233-13	7.4.1
1.6. Existing branches	Article L. 232-1, II	n/a
1.7. Significant equity investments in companies having their registered office in France	Article L. 233-6 al. 1	7.7
1.8. Disposals of cross-shareholdings	Articles L. 233-29, L. 233-30 and R. 233-19	n/a
1.9. Foreseeable changes in the situation of the Company and the Group, and future prospects	Articles L. 232-1, II and L. 233-26	4.1.1.9
1.10. Research and development activities	Articles L. 232-1, II and L. 233-26	n/a
1.11. Table showing the Company's results for each of the last 5 financial years	Article R. 225-102	5.8.2
1.12. Information on payment terms for suppliers and customers	Article D. 441-6	5.8.1
1.13. Amount of inter-company loans granted and statement by the statutory auditor	Articles L. 511-6 and R. 511-2-1-3 of the French General Tax Code	n/a
2. INTERNAL CONTROL AND RISK MANAGEMENT		
2.1. Description of the main risks and uncertainties facing the Company	Article L. 225-100-1, I., 3°	Chapter 6
2.2. Information on the financial risks related to the effects of climate change and presentation of the measures the Company is taking to reduce them by implementing a low-carbon strategy in all components of its activity	Article L. 22-10-35, 1°	2.1.2.2
2.3. Main features of the internal control and risk management procedures implemented by the Company and the Group for the preparation and processing of accounting and financial information	Article L. 22-10-35, 2°	6.1.3
2.4. Information on the objectives and policy regarding the hedging of each main category of transactions and on the exposure to price, credit, liquidity and treasury risks, including the use of financial instruments	Article L. 225-100-1., 4°	6.2.2
2.5. Anti-corruption programme	Law no. 2016-1691 of December 9, 2016 called "Sapin 2"	3.4.5
2.6. Vigilance plan and report on its implementation	Article L. 225-102-4	n/a
3. REPORT ON CORPORATE GOVERNANCE		
REMUNERATION INFORMATION		
3.1. Remuneration policy for corporate officers	Article L. 22-10-8, I., paragraph 2	3.3.1
3.2. Remuneration and benefits of any kind paid during the year or granted in respect of the year to each corporate officer	Article L. 22-10-9, I., 1°	3.3.2.2
3.3. Relative proportion of fixed and variable remuneration	Article L. 22-10-9, I., 2°	3.3.2.2
3.4. Use of the possibility of requesting the return of variable remuneration	Article L. 22-10-9, I., 3°	3.3.1.1

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3.5. Commitments of any kind made by the Company for the benefit of its corporate officers, corresponding to items of remuneration, indemnities or benefits due or likely to be due as a result of the assumption, termination or change in their functions or subsequent to the exercise thereof	Article L. 22-10-9, I., 4°	3.2.2.5 - 3.3.1.1
3.6. Remuneration paid or granted by a Company included in the scope of consolidation within the meaning of Article L. 233-16 of the French Commercial Code	Article L. 22-10-9, I., 5°	n/a
3.7. Ratios between the level of remuneration of each executive officer and the average and median remuneration of the Company's employees	Article L. 22-10-9, I., 6°	3.3.2.1
3.8. Annual changes in remuneration, Company performance, average remuneration of the Company's employees and the aforementioned ratios over the last 5 financial years	Article L. 22-10-9, I., 7°	3.3.2.1
3.9. Explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the Company and how the performance criteria have been applied	Article L. 22-10-9, I., 8°	3.3.2.1
3.10. Manner in which the vote of the last Ordinary General Meeting provided for in I of Article L. 22-10-34 of the French Commercial Code was taken into account	Article L. 22-10-9, I., 9°	3.3.2.1
3.11. Deviation from the procedure for the implementation of the remuneration policy and any deviation from it	Article L. 22-10-9, I., 10°	3.3
3.12. Application of the provisions of the second paragraph of Article L. 225-45 of the French Commercial Code (suspension of the payment of directors' remuneration in the event of failure to comply with the gender mix of the Supervisory Board)	Article L. 22-10-9, I., 11°	3.2.2.1
3.13. Grant and retention of performance stock options to executive officers	Article L. 225-185	3.3.1.1
3.14. Grant and retention of performance shares to executive officers	Articles L. 225-197-1 and L. 22-10-59	3.3.1.1
GOVERNANCE INFORMATION		
3.15. List of all mandates and functions exercised in any Company by each of the corporate officers during the financial year	Article L. 225-37-4, 1°	3.2.1.1 - 3.2.2.1
3.16. Agreements between an executive officer or significant shareholder and a subsidiary	Article L. 225-37-4, 2°	3.2.2.5
3.17. Summary table of valid delegations of authority granted by the General Meeting for capital increases	Article L. 225-37-4, 3°	7.5
3.18. General management procedures	Article L. 225-37-4, 4°	3.2.1
3.19. Composition, preparation and organisation of the Board's work	Article L. 22-10-10, 1°	3.2.2
3.20. Application of the principle of balanced representation of women and men on the board	Article L. 22-10-10, 2°	3.2.2.1
3.21. Possible limitations by the Supervisory Board on the powers of the Chief Executive Officer	Article L. 22-10-10, 3°	7.6.5.2.1
3.22. Reference to a corporate governance code and application of the "comply or explain" principle	Article L. 22-10-10, 4°	3.1
3.23. Special terms and conditions for the participation of shareholders in the General Meeting	Article L. 22-10-10, 5°	n/a
3.24. Assessment process of the current agreement - Implementation	Article L. 22-10-10, 6°	3.2.2.5
3.25. Information likely to have an impact in the event of a takeover bid or exchange offer	Article L. 22-10-11	7.8
3.26. For public limited companies with a supervisory board: observations of the Supervisory Board on the report of the Management Board and on the accounts for the financial year	Article L. 225-68, last paragraph	2023 Notice of Meeting
4. SHAREHOLDING AND CAPITAL		
4.1. Structure, changes in the Company's share capital and crossing of thresholds	Article L. 233-13	7.4
4.2. Acquisition and sale by the Company of its own shares	Article L. 225-211	7.3
4.3. Employee share ownership at the last day of the financial year (proportion of capital represented)	Article L. 225-102, first paragraph	7.4.1
4.4. Mention of any adjustments for securities giving access to the capital in the event of share buybacks or financial transactions	Articles R. 228-90 and R. 228-91	n/a

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4.5. Information on transactions by officers and related parties in the Company's securities	Article L. 621-18-2 of the French Monetary and Financial Code	3.3.3.5
4.6. Amounts of dividends distributed in respect of the previous 3 financial years	Article 243 bis of the French General Tax Code	5.2 - (note 12.3)
5. EXTRA-FINANCIAL PERFORMANCE STATEMENT ("EFPS")		
5.1. Business model	Articles L. 225-102-1 and R. 225-105, I.	1.1 - 1.3 - 1.4 - 1.5 - 2.1.1 - 4.1
5.2. Description of the main risks related to the Company's or Group's business, including, where relevant and proportionate, risks created by business relationships, products or services	Articles L. 225-102-1 and R. 225-105, I. 1°	2.1.2.2
5.3. Information on how the Company or Group takes into account the social and environmental consequences of its activity, and the effects of this activity on respect for human rights and the fight against corruption (description of the policies applied and due diligence procedures implemented to prevent, identify and mitigate the main risks related to the Company's or Group's activity)	Articles L. 225-102-1, III, R. 225-104 and R. 225-105, I. 2°	2.1.2.2 - 2.1.5.1 - 3.4.1
5.4. Results of the policies applied by the Company or Group, including key performance indicators	Articles L. 225-102-1 and R. 225-105, I. 3°	2.1.2.2 - 2.1.4.1 - 2.2 - 2.3 - 2.4
5.5. Social information (employment, work organisation, health and safety, labour relations, training, equal treatment)	Articles L. 225-102-1 and R. 225-105, II. A. 1°	2.4
5.6. Environmental information (general environmental policy, pollution, circular economy, climate change and action plan aiming to reduce carbon emissions)	Articles L. 225-102-1 and R. 225-105, II. A. 2°	2.2
5.7. Societal information (societal commitments in favour of sustainable development, subcontracting and suppliers, fair practices)	Articles L. 225-102-1 and R. 225-105, II. A. 3°	2.3
5.8. Anti-corruption information	Articles L. 225-102-1 and R. 225-105, II. B. 1°	2.1.5.1 - 3.4.1
5.9. Information on actions in favour of human rights	Articles L. 225-102-1 and R. 225-105, II. B. 2°	2.1.5.1 - 2.4.3.4
5.10. Specific information:		
• Policy of prevention of the risk of technological accidents carried out by the Company;	Article L. 225-102-2	n/a
• The Company's ability to cover its civil liability to property and persons as a result of the operation of such facilities; and		
• Means provided by the Company to ensure the management of compensation for victims in the event of a technological accident involving its responsibility.		
5.11. Collective agreements concluded within the Company and their impact on the Company's economic performance and on the working conditions of employees	Articles L. 225-102-1, III and R. 225-105	2.4.3.4
5.12. Independent Third Party Certification of the Information in the *Déclaration de Performance extra-financière*	Articles L. 225-102-1, III and R. 225-105-2	2.6.2
6. OTHER INFORMATION		
6.1. Additional tax information	Articles 223 quater and 223 quinquies of the French General Tax Code	n/a
6.2. Injunctions or monetary penalties for anti-competitive practices	Article L. 464-2	n/a

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