




UNIBAIL-RODAMCO-WESTFIELD

MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your voting instruction or obtain a proxy to vote:

 **Online:**
www.investorvote.com.au

Control Number:
SRN/HIN:

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to:
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

CDI Voting Instruction Form - Annual General Meeting of WFD Unibail-Rodamco N.V. to be held on Tuesday 11 June 2019 at 11:00am (CEST) at the Hilton Schiphol Airport (Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands)

 **For this form to be effective it must be received by Computershare Investor Services Pty Limited by 7:00pm (Australian Eastern Standard Time) on Thursday 30 May 2019**

EXERCISING YOUR VOTING RIGHTS - CHOOSE ONE OPTION

Every 20 (twenty) Unibail-Rodamco-Westfield CHESS Depositary Interests ("CDIs") represent 1 (one) class A share in WFD Unibail-Rodamco N.V. (as part of a stapled share together with 1 (one) ordinary share in Unibail-Rodamco SE), so that every 20 (twenty) CDIs registered in your name as at 7:00pm (Australian Eastern Standard Time) on Tuesday 14 May 2019 entitles you to give a voting instruction in respect of 1 (one) vote at the Annual General Meeting of WFD Unibail-Rodamco N.V. (the "Meeting").

There are no fractional entitlements to voting rights.

If this form is not validly signed and received by Computershare Investor Services Pty Limited by 7:00pm (Australian Eastern Standard Time) on Thursday 30 May 2019, CHESS Depositary Nominees Pty Limited ("CDN") or its custodian will not vote the class A shares in WFD Unibail-Rodamco N.V. underlying your CDIs on any resolution at the Meeting.

Please select either the Standard Option (Voting Directions) or the Alternative Option (Proxy Appointment). Do not select the Standard Option (Voting Directions) if you wish to attend and vote at the Meeting in person or if you want someone to attend the Meeting in person on your behalf.

STANDARD OPTION (VOTING DIRECTIONS): INSTRUCT CDN OR ITS CUSTODIAN TO ATTEND THE MEETING AND EXERCISE YOUR VOTING RIGHTS IN THE MANNER DIRECTED BY YOU

You can direct CDN or its custodian to exercise the voting rights attached to the class A shares in WFD Unibail-Rodamco N.V. underlying your CDIs at the Meeting. CDN or its custodian will appoint a proxy or proxies in respect of such class A shares in WFD Unibail-Rodamco N.V. to attend the Meeting in person and vote on the resolutions in the "Voting Directions" section in this form as directed by you.

To choose this option you must:

- mark the Standard Option (Voting Directions) box in this form with an 'X';
- direct CDN or its custodian how to vote on each of the resolutions by marking the 'For', 'Against' or 'Abstain' box for each resolution in the "Voting Directions" section in this form. If you mark the Standard Option (Voting Directions) box in this form but fail to direct CDN or its custodian how to vote on any one or more resolutions in the "Voting Direction" section in this form, CDN or its custodian will instruct its proxy or proxies to vote in favour of such resolution(s) and you will be taken to have directed CDN or its custodian to vote on such resolution(s) in that manner; and
- sign and return this form in accordance with the instructions on this form.

ALTERNATIVE OPTION (PROXY APPOINTMENT)

You must select this option and follow the instructions below if you wish to attend and vote at the Meeting in person or if you want to authorise the chairman of the Meeting (the "Chairman"), P.C.S. van der Bijl, civil law notary and partner of NautaDutilh N.V. (or any substitute appointed by him) (the "Notary Proxy") or another person to do so on your behalf.

You can instruct CDN or its custodian to appoint yourself, the Chairman, the Notary Proxy or any other person as a proxy to attend and vote at the meeting in person. To choose this option:

- mark the Alternative Option (Proxy Appointment) smaller box in this form with an 'X';
- if you wish to instruct CDN or its custodian to appoint yourself or someone other than the Chairman or the Notary Proxy as its proxy, you must enter your name or the name of that other person, as applicable, in the larger box in the Alternative Option (Proxy Appointment) in this form. If you do so, but fail to direct such other person how to vote on any one or more resolutions in the "Voting Directions" section in this form, such other person may vote as they choose on such resolution(s);
- if you wish to instruct CDN or its custodian to appoint the Chairman or the Notary Proxy as its proxy, you must leave the larger box blank and select whether you wish CDN or its custodian to appoint the Chairman or the Notary Proxy as its proxy (failing such selection, you shall be considered to have selected that the proxy be given to the Chairman). If you do so, but fail to direct the Chairman or the Notary Proxy how to vote on any one or more resolutions in the "Voting Directions" section in this form, the Chairman or the Notary Proxy, as the case may be, will vote in favour of such resolution(s) and you will be taken to have directed the Chairman or the Notary Proxy, as the case may be, to vote on such resolution(s) in that manner;
- you may direct the Chairman, the Notary Proxy or the person you have named in the larger box in the Alternative Option (Proxy Appointment) in this form how to vote on each of the resolutions by marking the 'For', 'Against' or 'Abstain' box for each resolution in the "Voting Directions" section in this form; and
- sign and return this form in accordance with the instructions on this form.

Voting directions

The 'Abstain' option in this form is provided to enable you to abstain on any particular resolution. However, it should be noted that an 'Abstain' will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution, but shall be taken into account when determining the part of the issued share capital of WFD Unibail-Rodamco N.V. that is represented at the Meeting.

Signing instructions where lodging this form by mail

Individual: Where the holding is in one name, the CDI holder must sign.

Joint Holding: Where the holding is in more than one name, all of the CDI holders must sign.

Power of Attorney: If you are signing as an attorney and you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Unless otherwise defined in this form, capitalised terms used in this form have the meaning given to them in the WFD Unibail-Rodamco N.V. Notice of Annual General Meeting 2019.

Other

If you do not select either the Standard Option (Voting Directions) or the Alternative Option (Proxy Appointment), and this form has been validly signed and received by Computershare Investor Services Pty Limited by 7:00pm (Australian Eastern Standard Time) on Thursday 30 May 2019, then you will be deemed to have (i) marked the Alternative Option (Proxy Appointment) and instructed CDN or its custodian to appoint the Chairman as its proxy; and (ii) directed the Chairman to vote the class A shares in WFD Unibail-Rodamco N.V. underlying your CDIs in favour of all resolutions.

***GO ONLINE TO SUBMIT YOUR VOTING INSTRUCTION OR OBTAIN YOUR PROXY TO VOTE,
or proceed to the next page to complete this form →***

MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

I/We, being a CDI holder, hereby instruct CHESS Depository Nominees Pty Limited ("CDN") or its custodian as follows (please mark the boxes below in accordance with the instructions in this form):

**Standard Option
(Voting Directions)**

☐

OR

**Alternative Option
(Proxy Appointment)**

To vote the class A shares in WFD Unibail-Rodamco N.V. underlying my/our CDIs on the resolutions in accordance with the directions below

☐

To appoint the chairman of the Annual General Meeting (the "Chairman") as its proxy

☐

To appoint P.C.S. van der Bijl, civil law notary and partner of NautaDutilh N.V. (or any substitute to be appointed by him) (the "Notary Proxy") as its proxy

☐

To appoint the person named below as its proxy:

Note: In the above box write the name of the person you want CDN or its custodian to appoint as its proxy, which may be yourself or any other person. Please note that if you do not write a name in the box above you will be deemed to have instructed CDN or its custodian to appoint the Chairman as its proxy unless you selected the box to appoint as its proxy the Notary Proxy.

for/at the Annual General Meeting of Shareholders of WFD Unibail-Rodamco N.V. to be held on Tuesday 11 June 2019 at the Hilton Schiphol Airport (Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands) at 11:00am (CEST) and at any adjournment of the Meeting.

If you have marked the Standard Option (Voting Directions), CDN or its custodian will instruct its proxy or proxies to vote on the resolutions proposed at the Meeting in accordance with the directions below. If you fail to provide directions, CDN or its custodian will instruct its proxy or proxies to vote in favour of the relevant resolution(s) and you will be taken to have directed CDN or its custodian to do so.

If you have marked the Alternative Option (Proxy Appointment): (i) where the Chairman or the Notary Proxy is appointed as CDN's or its custodian's proxy without you giving direction in respect of a resolution, the Chairman or the Notary Proxy, as the case may be, will vote in favour of such resolution; and (ii) where another person is appointed as CDN's or its custodian's proxy without you giving direction in respect of a resolution, such other person may vote as he/she sees fit or abstain in relation to such resolution.

If you do not select either the Standard Option (Voting Directions) or Alternative Option (Proxy Appointment) above, and this CDI Voting Instruction Form has been validly signed and received by Computershare Investor Services Pty Limited by 7:00pm (Australian Eastern Standard Time) on Thursday 30 May 2019, then you will be deemed to have marked the Alternative Option (Proxy Appointment) and instructed CDN or its custodian to appoint the Chairman as its proxy and to vote in favour of all resolutions.

Voting directions - please mark 'X' to indicate your directions

Resolutions

		For	Against	Abstain
1	Adoption of the Company's financial statements over the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Release of the members of the Company's management board from liability for the performance of their duties during the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Release of the members of the Company's supervisory board from liability for the performance of their duties during the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Renewal of the instruction to Ernst & Young Accountants LLP to act as the Company's auditor for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Extension of authorisation for the Company's management board to acquire shares in the Company's capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Amendment to the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Cancellation of shares in the Company's capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

Signatures - please sign in the boxes below *This section must be completed.*

Individual or CDI holder 1

Sole director and sole company secretary

CDI holder 2

Director

CDI holder 3

Director/company secretary

Contact

Name _____

Contact

Daytime

Telephone _____

Date ____ / ____ / ____

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