



# UNIBAIL-RODAMCO-WESTFIELD



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SAM  
MR SAM SAMPLE  
FLAT 123  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN VIC 3030

**Lodge your voting instruction or obtain a proxy to vote:**

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

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

**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 Unibail-Rodamco-Westfield SE (URW SE) to be held on Wednesday 11 May 2022 at 10:30a.m. (CET) at Palais des Congrès de Paris, 2, place de la Porte Maillot, Espace Ternes, 75017 Paris, France**

Given the context of the COVID-19 pandemic, shareholders and CDI holders are invited to regularly consult the section dedicated to the Annual General Meeting on URW SE's website [www.urw.com](http://www.urw.com), which could be updated to specify, if applicable, the organizational arrangements for this Annual General Meeting according to health and/or legal requirements.

**For this form to be effective it must be received by Computershare Investor Services Pty Limited by 5:00pm (Australian Eastern Standard Time) on Wednesday 4 May 2022**

## EXERCISING YOUR VOTING RIGHTS - CHOOSE ONE OPTION

Every 20 (twenty) Unibail-Rodamco-Westfield CHESS Depositary Interests ("CDIs") represent 1 (one) ordinary share in URW SE (as part of a stapled share together with 1 (one) class A share in Unibail-Rodamco-Westfield N.V.), so that every 20 (twenty) CDIs registered in your name as at 7:00pm (Australian Eastern Standard Time) on Wednesday 4 May 2022 entitles you to give a voting instruction in respect of 1 (one) vote at the Annual General Meeting of URW SE which comprises an ordinary general meeting and an extraordinary general meeting (together the "Meeting").

There are no fractional entitlements to voting rights.

If this form is not validly signed and received by 5:00pm (Australian Eastern Standard Time) on Wednesday 4 May 2022, CHESS Depositary Nominees Pty Limited ("CDN") or its custodian will not vote the URW SE ordinary shares underlying your CDIs on any resolution at the Meeting.

**Please select either the Standard Option (Voting Directions) or the Alternative Option (Proxy Appointment).**

## STANDARD OPTION (VOTING DIRECTIONS): INSTRUCT CDN OR ITS CUSTODIAN TO 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 URW SE ordinary shares underlying your CDIs at the Meeting. CDN or its custodian will appoint a proxy or proxies in respect of such ordinary shares to vote on the resolutions in the 'Voting Directions' section in this form as directed by you.

To choose this option you must:

- (i) mark the Standard Option (Voting Directions) box in this form with an 'X';
- (ii) direct CDN or its custodian how to vote on each of the resolutions submitted by the Management Board of URW SE and which are described in the Notice of Meeting ("Notice of Meeting Resolutions") by marking the 'For', 'Against' or 'Abstain' box for each resolution in Part 1 of the 'Voting Directions' section in this form. (If you mark the Standard Option (Voting Directions) box but fail to direct CDN or its custodian how to vote on any one or more Notice of Meeting Resolutions in Part 1 of the Voting Directions section in this form, CDN or its custodian will vote all such resolution(s) in accordance with the recommendations of the Management Board (i.e. in favour of) and you will be taken to have directed CDN or its custodian to vote on such resolution(s) in that manner);
- (iii) direct CDN or its custodian to vote as they see fit, or to abstain from voting, on any amendment to a resolution and on any new resolution in each case as proposed during the Meeting ("Other Resolutions") by marking the 'Vote as the proxy sees fit' or 'Abstain' box in Part 2 of the 'Voting Directions' section in this form. (If you mark the Standard Option (Voting Directions) box but fail to give a direction in Part 2 of the 'Voting Directions' section in this form you will be deemed to have directed CDN or its custodian to vote as they see fit on any Other Resolution – and in that scenario CDN or its custodian will vote for (i.e. in favour of) any Other Resolution submitted or approved by the Management Board of URW SE and against any Other Resolution neither submitted nor approved by the Management Board of URW SE); and
- (iv) sign and return this form in accordance with the instructions on this form.

## ALTERNATIVE OPTION (PROXY APPOINTMENT)

**Your form will not be valid and will not be taken into account if you select the Alternative Option (Proxy Appointment) but also give voting directions pursuant to the Standard Option (Voting Directions).**

You can direct CDN or its custodian to appoint yourself or someone else as a proxy to attend and vote at the Meeting in person. To choose this option:

- (i) mark the Alternative Option (Proxy Appointment) box in this form with an 'X';
- (ii) enter your name or the name of another person to be appointed as proxy. (If you mark the Alternative Option (Proxy Appointment) box but do not indicate any name you will be deemed to have directed CDN or its custodian to appoint the chairman of the Meeting as a proxy);
- (iii) if the person appointed as proxy is a person other than the chairman of the Meeting, complete the Other Resolutions section in this form relating to the Alternative Option (Proxy Appointment); and
- (iv) sign and return this form in accordance with the instructions on this form.

If you choose the Alternative Option (Proxy Appointment) and you name a person as proxy (which could be yourself), the person so named (unless the person so named is the chairman of the Meeting): (i) may vote as they see fit on each Notice of Meeting Resolution; and (ii) may vote as they see fit on any Other Resolution unless you give a direction in the Alternative Option (Proxy Appointment) section of this form to abstain from voting on any Other Resolution.

If you name a person other than yourself as proxy, you should make your own arrangements if you wish for that person to vote in a certain way as URW SE will not supervise voting directions given to a proxy, except that if the chairman of the Meeting is appointed as proxy the chairman is required to vote for (ie. in favour of) all resolutions submitted or approved by the Management Board of URW SE, and against any other resolution neither submitted nor approved by the Management Board of URW SE.

Please note that when the chairman of the Meeting is appointed as proxy, French law requires the chairman to cast all proxy votes for (ie. in favour of) all Notice of Meeting Resolutions and any Other Resolution submitted or approved by the Management Board of URW SE, and against any Other Resolution neither submitted nor approved by the Management Board of URW SE.

### Voting directions

If you selected the Standard Option (Voting Directions), please complete the 'Voting Directions' section in this form. 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 votes validly cast for the purpose of determining the proportion of the votes 'For' and 'Against' a resolution.

### 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 giving to them in the URW SE Notice of Meeting 2022.

### Other

If you do not select either the Standard Option (Voting Directions) or the Alternative Option (Proxy Appointment), or if you have marked the Alternative Option (Proxy Appointment) and not inserted the name of any person, and this form has been validly signed and received by Computershare Investor Services Pty Limited by 5:00pm (Australian Eastern Standard Time) on Wednesday 4 May 2022, then you will be deemed to have marked the Alternative Option (Proxy Appointment) and directed CDN or its custodian to appoint the chairman of the Meeting to vote the URW SE ordinary shares underlying your CDIs for (ie. in favour of) all Notice of Meeting Resolutions and any Other Resolution submitted or approved by the Management Board of URW SE, and against any Other Resolution neither submitted nor approved by the Management Board of URW SE.

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

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

# CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Please mark and complete either the Standard Option (Voting Directions) or Alternative Option (Proxy Appointment).

Please mark an 'X' in the box immediately below if you wish to select the Standard Option (Voting Directions).

## ☐ STANDARD OPTION (VOTING DIRECTIONS)

I/We, being a holder of CHESS Depositary Interests in respect of Unibail-Rodamco-Westfield stapled shares ("CDIs"), hereby instruct CHESS Depositary Nominees Pty Limited ("CDN") or its custodian to vote the URW SE ordinary shares underlying my/our CDIs on the resolutions in accordance with the directions below for/at the Annual General Meeting of Shareholders ("Meeting") of Unibail-Rodamco-Westfield SE ("URW SE" or the "Company") to be held on Wednesday 11 May 2022 at Palais des Congrès de Paris, 2, place de la Porte Maillot, Espace Ternes, 75017 Paris, France at 10:30a.m. (CET) and at any adjournment of the Meeting, subject to the matters set out earlier in this form.

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

### Part 1: Notice of Meeting Resolutions

Note that if you fail to direct CDN or its custodian how to vote on any one or more resolutions below, CDN or its custodian will vote all such resolution(s) in accordance with the recommendations of the Management Board (i.e. in favour) and you will be taken to have directed CDN or its custodian to vote on such resolution(s) in that manner.

#### Resolutions submitted to the Ordinary General Meeting

		For	Against	Abstain
<i>Approval of the 2021 financial statements</i>				
1.	Approval of the statutory financial statements for the year ended December 31, 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approval of the consolidated financial statements for the year ended December 31, 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Allocation of net income for the year ended December 31, 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Related party agreements</i>				
4.	Approval of the Statutory Auditors' special report on related party agreements governed by Articles L. 225-86 <i>et seq.</i> of the French Commercial Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Approval of the remuneration of the corporate officers for the year ended December 31, 2021</i>				
5.	Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021 or granted in respect of the same financial year to Mr. Jean-Marie Tritant, as Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021 or granted in respect of the same financial year to Mr. Olivier Bossard, as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021 or granted in respect of the same financial year to Mr. Fabrice Mouchel, as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021 or granted in respect of the same financial year to Ms. Astrid Panosyan, as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021 or granted in respect of the same financial year to Ms. Caroline Puechoultres, as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2021 or granted in respect of the same financial year to Mr. Léon Bressler, as member of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Approval of the remuneration report</i>				
11.	Approval of the remuneration report of the corporate officers in accordance with Article L. 22-10-34 I of the French Commercial Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Approval of the corporate officers' remuneration policy</i>				
12.	Approval of the remuneration policy of the Chairman of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Approval of the remuneration policy of the members of the Management Board, other than the Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Approval of the remuneration policy of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Renewal and appointment of members of the Supervisory Board</i>				
15.	Renewal of the term of office of Ms Julie Avrane as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	Renewal of the term of office of Ms Cécile Cabanis as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	Renewal of the term of office of Ms. Dagmar Kollman as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	Appointment of Mr. Michel Dessolain as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Authorization to buy-back shares

19. Authorization granted to the Management Board to enable the Company to purchase its shares in accordance with Article L. 22-10-62 of the French Commercial Code

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Resolutions submitted to the Extraordinary General Meeting

##### Authorization to cancel shares

20. Authorization granted to the Management Board to reduce the share capital by the cancelling shares bought back by the Company in accordance with Article L. 22-10-62 of the French Commercial Code

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### Increase of share capital reserved to the participants in company savings plan

21. Delegation of authority granted to the Management Board to increase the share capital by issuing ordinary shares and/or securities giving access to the share capital of the Company reserved for participants in Company savings plan (*Plan d'Épargne d'Entreprise*), without preemptive subscription rights, in accordance with Articles L. 3332-18 et seq. of the French Labour Code

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### Performance option and performance & retention share plans

22. Authorisation to be granted to the Management Board to grant options to purchase and/or to subscribe shares in the Company and/or Stapled Shares, without pre-emptive subscription rights, to the benefit of employees and corporate officers of the Company and its subsidiaries

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

23. Authorisation to be granted to the Management Board to grant free shares in the Company and/or Stapled Shares to the benefit of employees and corporate officers of the Company and/or its subsidiaries

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Resolutions submitted to the Ordinary General Meeting

##### Powers

24. Powers for formalities

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Part 2: Other Resolutions

**Other Resolutions (being any amendments to the resolutions as described in the Notice of Meeting or new resolutions in each case as proposed during the Meeting):**

Note that if you fail to tick either box to the right you will be taken to have directed CDN or its custodian to vote for (ie. in favour of) any Other Resolution submitted or approved by the Management Board of URW SE and against any Other Resolution neither submitted nor approved by the Management Board of URW SE.

Vote as the proxy sees fit	Abstain
<input type="checkbox"/>	<input type="checkbox"/>

Please mark an 'X' in the box immediately below if you wish to select the Alternative Option (Proxy Appointment). This option should only be selected if you wish to attend and vote at the Meeting in person, or if you wish someone else to do so (other than any proxy to be appointed by CDN or its custodian in the case of the Standard Option (Voting Directions)).

☐ **ALTERNATIVE OPTION (PROXY APPOINTMENT)**

I/We, being a holder of CHESS Depositary Interests in respect of Unibail-Rodamco-Westfield stapled shares ("CDIs"), hereby instruct CHESS Depositary Nominees Pty Limited ("CDN") or its custodian to appoint the person named below as its proxy.

Note: In the above box write your name or the name of the other person you want CDN or its custodian to appoint as its proxy. Please note that if you select this Alternative Option (Proxy Appointment) but do not write a name in the box above you will be deemed to have appointed the chairman of the Meeting who will vote for (ie. in favour of) all Notice of Meeting Resolutions and any Other Resolutions approved by the Management Board, and against any Other Resolution neither submitted nor approved by the Management Board of URW SE, for/at the Annual General Meeting of Shareholders ("Meeting") of URW SE to be held on Wednesday 11 May 2022 at Palais des Congrès de Paris, 2, place de la Porte Maillot, Espace Ternes, 75017 Paris, France at 10:30a.m. (CET) and at any adjournment of the Meeting, subject to the matters set out earlier in this form.

If you select this Alternative Option (Proxy Appointment) you cannot give voting directions on the Notice of Meeting Resolutions. However, if the proxy is a person other than the chairman of the Meeting you can give directions in respect of Other Resolutions in accordance with the below. Please note that French law requires the chairman to cast all proxy votes for (ie. in favour of) any Other Resolution submitted or approved by the Management Board of URW SE, and against any Other Resolution neither submitted nor approved by the Management Board of URW SE.

## Part 2: Other Resolutions

**Other Resolutions (being any amendments to the resolutions as described in the Notice of Meeting or new resolutions in each case as proposed during the Meeting):**

Note that if you fail to tick either box to the right you will be taken to have directed CDN or its custodian to vote for (ie. in favour of) any Other Resolution submitted or approved by the Management Board of URW SE and against any Other Resolution neither submitted nor approved by the Management Board of URW SE.

Vote as the proxy sees fit	Abstain
<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

Contact

Name \_\_\_\_\_

CDI holder 2

Director

Contact

Daytime

Telephone \_\_\_\_\_

CDI holder 3

Director/company secretary

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

