



UNIBAIL-RODAMCO-WESTFIELD

URW

MR SAM 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: 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 to be held on Wednesday 12 May 2021 at 10:30a.m. (CET) in closed session at Unibail-Rodamco-Westfield SE's registered office located at 7, place du Chancelier Adenauer, 75016 Paris, France

Warning: Coronavirus Pandemic (COVID-19)

Due to the COVID-19 pandemic and in accordance with the legal and regulatory provisions in force, the Annual General Meeting of Unibail-Rodamco-Westfield SE, on 12 May 2021, will exceptionally be held in closed session, without the physical presence of its shareholders and other persons entitled to attend, at the registered office of Unibail-Rodamco-Westfield SE located at 7, place du Chancelier Adenauer, 75016 Paris, France. Under these conditions, CDI holders are entitled to provide voting instructions in the manner explained in this form.

Consequently, shareholders and CDI holders are invited to consult the page dedicated to the 2021 Annual General Meeting on Unibail-Rodamco-Westfield SE's website (www.urw.com/Investors/GeneralMeetings section) on a regular basis.

In order to allow shareholders and CDI holders to participate in the Annual General Meeting in the best conditions, the Annual General Meeting will be broadcast live on Unibail-Rodamco-Westfield SE's website (www.urw.com)

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 5 May 2021

EXERCISING YOUR VOTING RIGHTS - CHOOSE ONE OPTION

Every 20 (twenty) Unibail-Rodamco-Westfield CHESS Depository Interests ("CDIs") represent 1 (one) ordinary share in Unibail-Rodamco-Westfield 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 5 May 2021 entitles you to give a voting instruction in respect of 1 (one) vote at the Annual General Meeting of Unibail-Rodamco-Westfield 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 5 May 2021, CHESS Depository Nominees Pty Limited ("CDN") or its custodian will not vote the Unibail-Rodamco-Westfield 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 Unibail-Rodamco-Westfield 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 Unibail-Rodamco-Westfield 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 (ie. in favour of) any Other Resolution submitted or approved by the Management Board of Unibail-Rodamco-Westfield SE and against any Other Resolution neither submitted nor approved by the Management Board of Unibail-Rodamco-Westfield 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).

Important Note: As the Meeting will be exceptionally held in closed session, you can only appoint the chairman of the Meeting, and not yourself or another person, as proxy of CDN or its custodian to attend and cast votes as proxy at the Meeting in person.

You can direct CDN or its custodian to appoint the chairman of the Meeting 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'; and
- (ii) sign and return this form in accordance with the instructions on this form.

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 Unibail-Rodamco-Westfield SE, and against any Other Resolution neither submitted nor approved by the Management Board of Unibail-Rodamco-Westfield 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 Unibail-Rodamco-Westfield SE Notice of Meeting 2021.

☐ 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 5:00pm (Australian Eastern Standard Time) on Wednesday 5 May 2021, 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 Unibail-Rodamco-Westfield 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 Unibail-Rodamco-Westfield SE, and against any Other Resolution neither submitted nor approved by the Management Board of Unibail-Rodamco-Westfield SE.

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

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 Unibail-Rodamco-Westfield 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 to be held on Wednesday 12 May 2021 in closed session at Unibail-Rodamco-Westfield SE's registered office, 7, place du Chancelier Adenauer, 75016 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 2020 financial statements</i>			
1. Approval of the statutory financial statements for the year ended December 31, 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the consolidated financial statements for the year ended December 31, 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Allocation of net income for the year ended December 31, 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Related party agreements</i>			
4. Approval, in accordance with Article L. 225-86 of the French Commercial Code, of the settlement agreement entered into between the Company and Mr Christophe Cuvillier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the Statutory Auditors' special report on related party agreements governed by Articles L. 225-86 et seq. 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, 2020</i>			
6. Approval of the total remuneration and benefits of any kind due or granted for the year ended December 31, 2020 to Mr Christophe Cuvillier, as Group Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the total remuneration and benefits of any kind due or granted for the year ended December 31, 2020 to Mr Jaap Tonckens, 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 due or granted for the year ended December 31, 2020 to Mr Colin Dyer, as Chairman of the Supervisory Board until November 13, 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the total remuneration and benefits of any kind due or granted for the year ended December 31, 2020 to Mr Léon Bressler, as Chairman of the Supervisory Board since November 13, 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Approval of the remuneration report</i>			
10. Approval of the remuneration report of the corporate officers in accordance with Article L. 22-10-34 of the French Commercial Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Approval of the remuneration policy of the corporate officers</i>			
11. Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the Chairman of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the members of the Management Board, other than the Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind that may be granted to the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Ratification of the cooptations of new members of the Supervisory Board</i>			
14. Ratification of the cooptation of Ms Julie Avrane-Chopard as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Ratification of the cooptation of Ms Cécile Cabanis as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Renewal and appointment of members of the Supervisory Board</i>			
16. Renewal of the term of office of Mr John McFarlane as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Appointment of Ms Aline Sylla-Walbaum as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Authorization to buy-back and to cancel shares</i>			
18. 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions submitted to the Extraordinary General Meeting

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

Financial authorisations

	For	Against	Abstain
20. Delegation of authority granted to the Management Board to issue ordinary shares and/or securities giving immediate access and/or in the future to the share capital of the Company or one of its subsidiaries with pre-emptive subscription rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Delegation of authority granted to the Management Board to issue ordinary shares and/or securities giving immediate access and/or in the future to the share capital of the Company or one of its subsidiaries without pre-emptive subscription rights, through a public offer other than those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. Delegation of authority granted to the Management Board to increase the number of securities to be issued in the event of a share capital increase, with or without pre-emptive subscription rights, pursuant to the twenty and twenty-first resolutions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. Delegation of powers granted to the Management Board to issue ordinary shares and/or securities giving access to the share capital of the Company, without pre-emptive subscription rights, in payment for assets contributed to the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. 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 Entreprise), without pre-emptive subscription rights, in accordance with Articles L. 3332-18 et seq. of the French Labour Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Performance stock option and performance share plans

	For	Against	Abstain
25. 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26. Authorisation to be granted to the Management Board to grant performance shares in the Company and/or Stapled Shares to the benefit of employees and corporate officers of the Company and/or its subsidiaries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Amendments to articles of association

	For	Against	Abstain
27. Various amendments to the Articles of Association, in particular, to harmonize the Articles of Association with the laws and regulations in force	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28. Amendment to the Articles of Association in view of providing for the written consultation of Supervisory Board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions submitted to the Ordinary General Meeting**Powers**

	For	Against	Abstain
29. Powers for formalities	<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 Unibail-Rodamco-Westfield SE and against any Other Resolution neither submitted nor approved by the Management Board of Unibail-Rodamco-Westfield 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).

☐ **ALTERNATIVE OPTION (PROXY APPOINTMENT)**

Important Note: As the Meeting will be exceptionally held in closed session, you can only appoint the chairman of the Meeting, and not yourself or another person, as proxy of CDN or its custodian to attend and cast votes as proxy at the Meeting in person.

I/We, being a holder of CHES Depositary Interests in respect of Unibail-Rodamco-Westfield stapled shares ("CDIs"), hereby in relation to the Unibail-Rodamco-Westfield SE ordinary shares underlying my/our CDIs instruct CHES Depositary Nominees Pty Limited ("CDN") or its custodian to appoint 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 Unibail-Rodamco-Westfield SE, for/at the Annual General Meeting of Shareholders ("Meeting") of Unibail-Rodamco-Westfield SE to be held on Wednesday 12 May 2021 in closed session at Unibail-Rodamco-Westfield SE's registered office, 7, place du Chancelier Adenauer, 75016 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. 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 Unibail-Rodamco-Westfield SE, and against any Other Resolution neither submitted nor approved by the Management Board of Unibail-Rodamco-Westfield 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 Unibail-Rodamco-Westfield SE and against any Other Resolution neither submitted nor approved by the Management Board of Unibail-Rodamco-Westfield 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

CDI holder 2

Director

CDI holder 3

Director/company secretary

Contact
Name _____Contact
Daytime
Telephone _____

Date ____ / ____ / ____

URW

2 7 4 3 6 0 A

