



2023 Annual General Meeting

Documents available to shareholders

The documents and information required by the applicable laws have been made available to the shareholders and on the Company's website.

Including:

- A notice of meeting to this General Meeting was published on March 27, 2023 in the *Bulletin des Annonces Légales Obligatoires*. A press release was also issued to the French Financial Markets Authority (*Autorité des Marchés Financiers*) on the same date.
- A convening notice was published in the legal notices newspaper *Les Petites Affiches* on April 11, 2023.

No request for the inclusion of drafts of resolutions on the agenda has been made by any shareholder.



Written questions



UNIBAIL-RODAMCO-WESTFIELD

Quorum



UNIBAIL-RODAMCO-WESTFIELD

Intervention from

JEAN-MARIE TRITANT

Chairman of the Management Board



UNIBAIL-RODAMCO-WESTFIELD

Strong performance and continued deleveraging

- Improved earnings and €2.8 Bn in disposal volumes drive stronger credit metrics - with net debt/EBITDA below 2019 levels
- Shopping Centre operating performance confirms end of COVID impact
- Commercial Partnerships revenue up +51% - including growth in media advertising, brand experience and data partnerships
- Strong rebound in Convention & Exhibition activity and Offices NRI growth
- Better Places 2030 progress supports improved energy performance and continued rating recognition



ESG integrated throughout business thanks to Better Places 2030 strategy

Continued progress across all pillars in 2022



-41%
carbon emissions across
our value chain⁽¹⁾

On track



€39.7 Mn
of social value generated through
community-oriented programs⁽²⁾

Achieved



39%
Senior Management positions held
by women (vs. 34% in 2021)

On track

> The total sustainability-linked credit lines represent **45%** of undrawn credit lines as at Dec. 31, 2022

Recognised leader



5th year in a row



9th year in a row



2nd in RE industry⁽³⁾
7th in the rating universe⁽³⁾



B rating (prime status)
1st decile in the industry



Since 2020

> Updated sustainability strategy in H2-2023

(1) Baseline 2015
(2) In 2022
(3) Information retrieved on 19th January 2023. Total rating universe of more than 15,000 companies

Special efforts on energy: facing the crisis & pushing renewables

Stretch European target for energy intensity

-15%

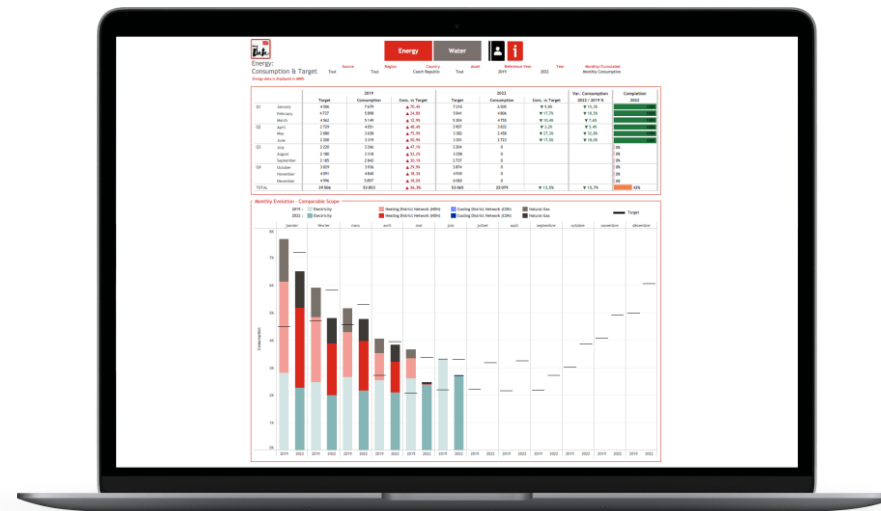
in 2022 vs. 2019⁽¹⁾



-19.8%

achieved

Solid monitoring of energy consumption in our assets



x12.4

in installed capacity of on-site renewable energy⁽²⁾

100%

electricity from renewable energy sources⁽³⁾

(1) Excluding Garbera, Westfield La Part Dieu & Westfield Mall of the Netherlands due to extension & construction projects
 (2) Baseline 2015
 (3) For common areas

2022 financial highlights

+30.2%

EBITDA⁽¹⁾

€2,209 Mn in FY-2022
vs. €1,697 Mn in FY-2021

+34.7%

AREPS⁽²⁾

vs. 2021 AREPS

€1.9 Bn

**IFRS NET DEBT
REDUCTION**

vs. December 31, 2021

9.6x

**NET DEBT
TO EBITDA**

vs. 13.7x at FY-2021

(1) Recurring Net Operating result before depreciation and impairment of assets
(2) AREPS: The Adjusted Recurring Earnings 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

2022 Full-Year Results

€ Mn	FY-2022	FY-2021	Change	Lfl Change
Shopping Centres	2,024	1,632	+24.0%	+21.5% ⁽¹⁾
Offices & Others	70	60	+16.0%	+23.2%
Convention & Exhibition	132	32	n.m.	n.m.
Net Rental Income	2,226	1,724	+29.1%	+27.4% ⁽²⁾
EBITDA	2,209	1,697	+30.2%	
Recurring Net Result (Group share)	1,339	1,005	+33.2%	
Recurring EPS	9.66	7.26	+33.1%	
<i>Adjusted Recurring EPS⁽³⁾</i>	9.31	6.91	+34.7%	

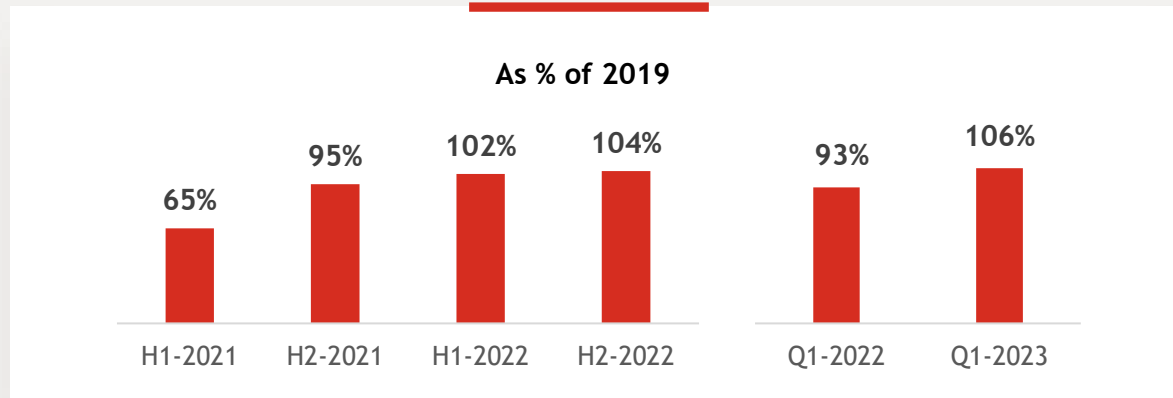
(1) Shopping Centres Lfl NRI excluding airports

(2) Group Lfl NRI including airports

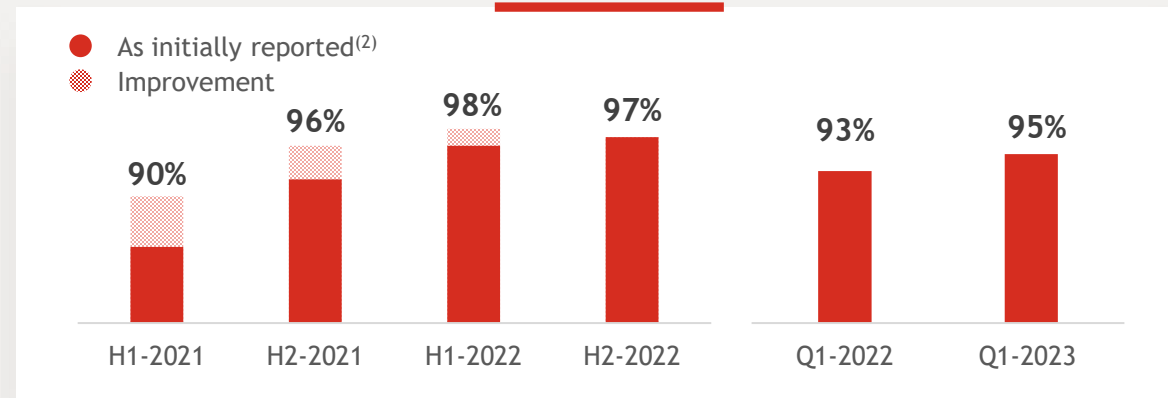
(3) The Adjusted Recurring Earnings are calculated based on the Recurring net result for the period attributable to the holders of the Stapled Shares minus the coupon on the Hybrid Securities
Figures may not add up due to rounding

Consistent improvement in Shopping Centre operating metrics

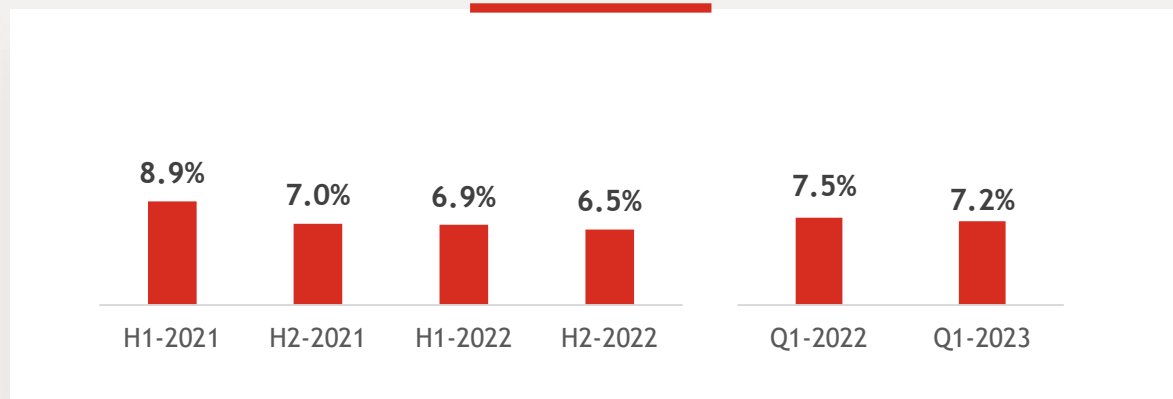
Tenant sales⁽¹⁾



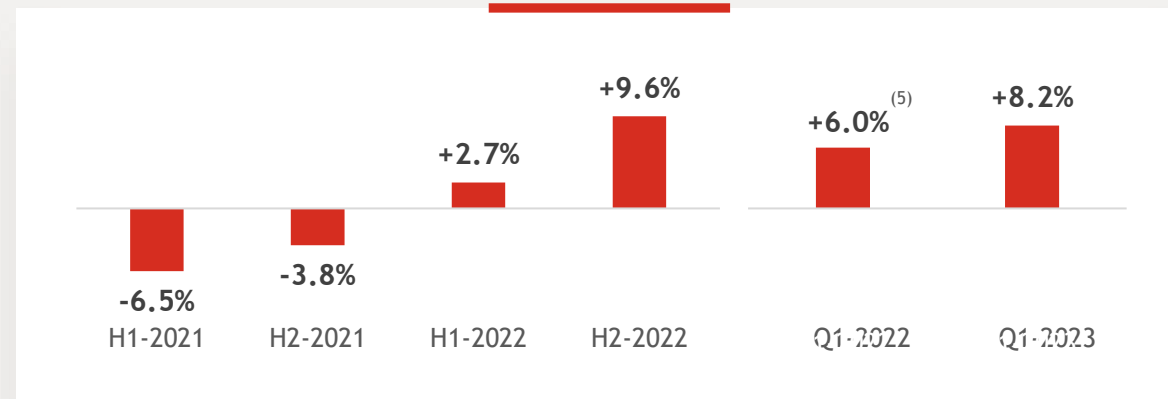
Rent collection



Vacancy rate⁽³⁾



MGR uplift⁽⁴⁾



(1) For the scope of tenant sales and footfall, please refer to the Press Releases published on February 9, 2023 and on April 26, 2023

(2) Rent collection rate are calculated compared to 100% of rents invoiced. For H1-2021, it is as reported at H1-2021 results. For H2-2021, as reported at FY-2021 results. For H1-2022, as reported at H1-2022 results. For H2-2022, as at 2nd February 2023.

(3) EPRA vacancy rate, shopping centres

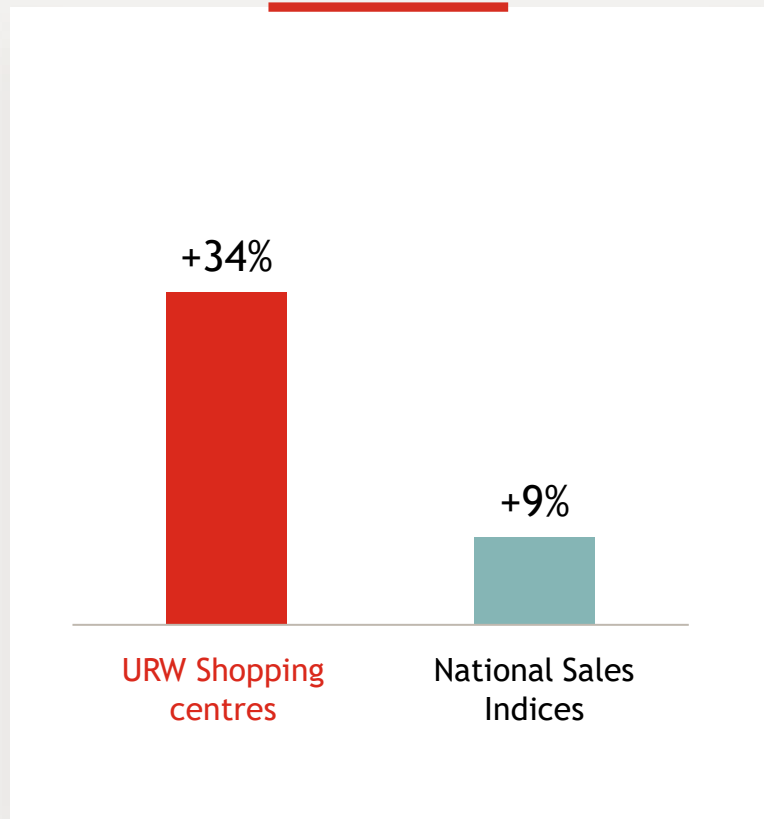
(4) MGR uplift calculated on renewals and relettings compared to previous rents in place

(5) Based on scope as at April 2022 - 6,2 % based on scope of assets as at April 2023

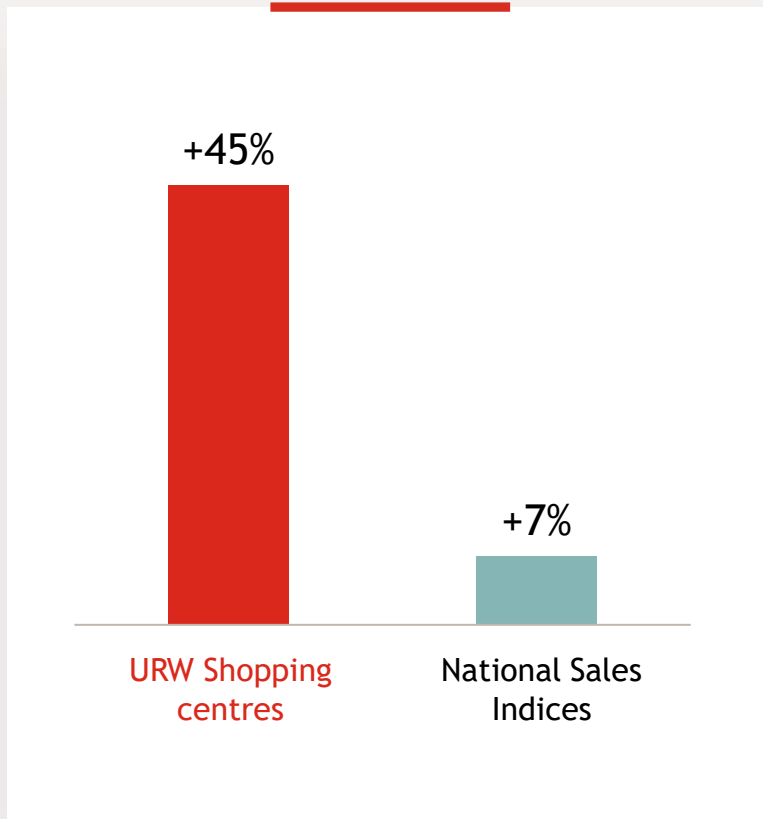


URW locations are outperforming the market

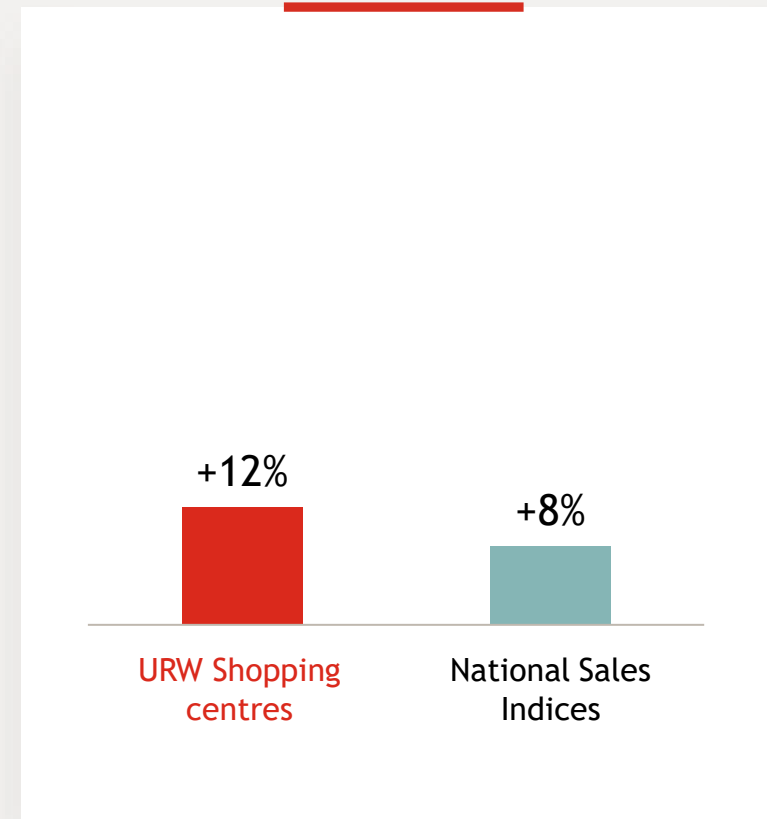
Continental Europe



United Kingdom



United States



● URW tenant sales⁽¹⁾ 2022 vs. 2021 ● National Sales Indices⁽²⁾ 2022 vs. 2021

(1) For the scope of tenant sales, please refer to the appendix to the Press Release published on February 9, 2023
(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 (excluding online sales); Nordics: Statistikdatabasen (Sweden), Statbank (Denmark); UK: Office for National Statistics; US: U.S. Census Bureau

2021 inflation passed on through 2022 indexation and Sales Based Rents (SBR)

Continental Europe

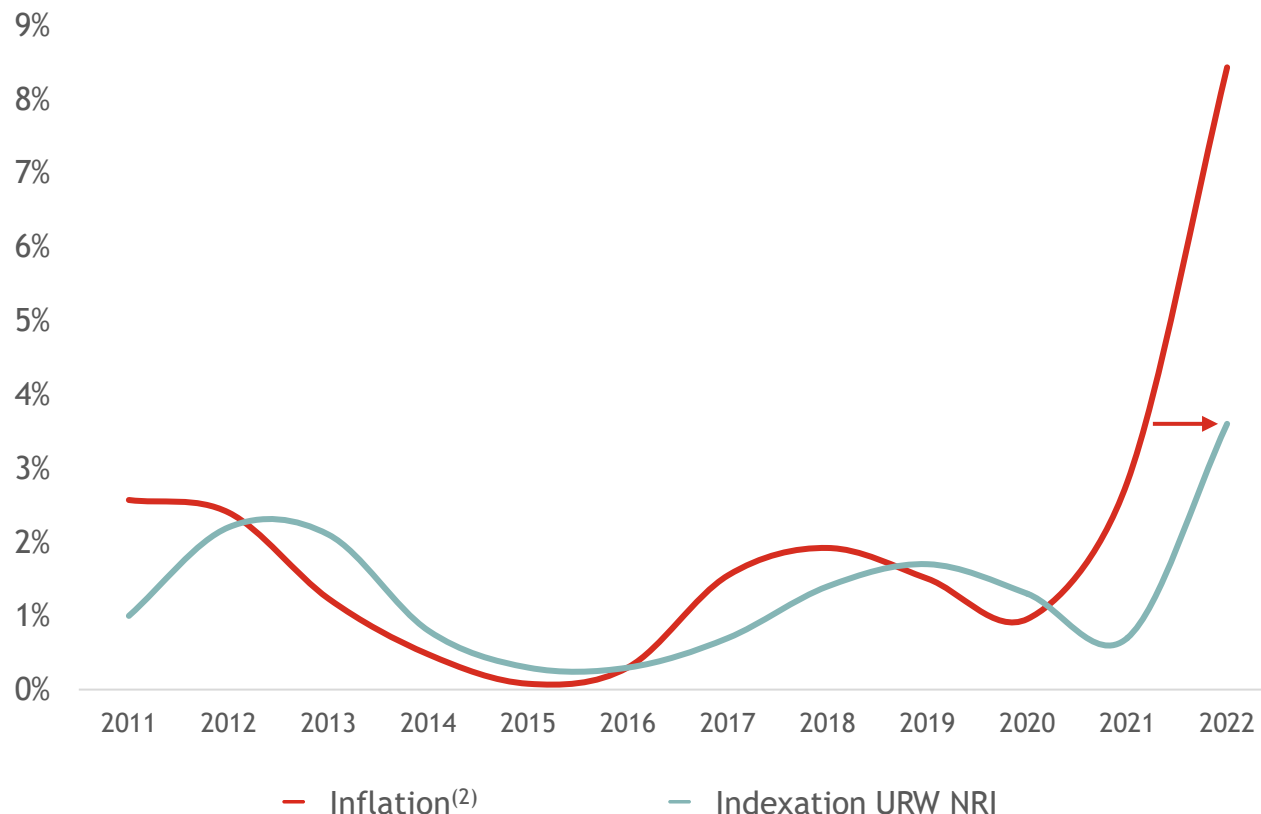
- All rents indexed
- Indexation: **+3.6%**⁽¹⁾

UK

- SBR: **9.2%** of 2022 UK NRI
+97% vs. 2021

US

- SBR⁽³⁾: **21.5%** of 2022 US NRI
+64% vs. 2021

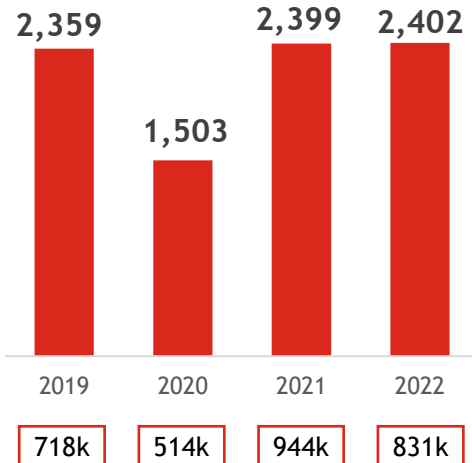


(1) 2022 indexation contribution to like-for-like performance
 (2) Average inflation in Continental Europe (consumer price index, ECB) weighted by MGR of each country where the Group operates in Continental Europe
 (3) Including airports, 13.8% of 2022 NRI excluding airports

Leasing strategy and stronger commercial tension deliver MGR

Activity in line with 2021 & 2019

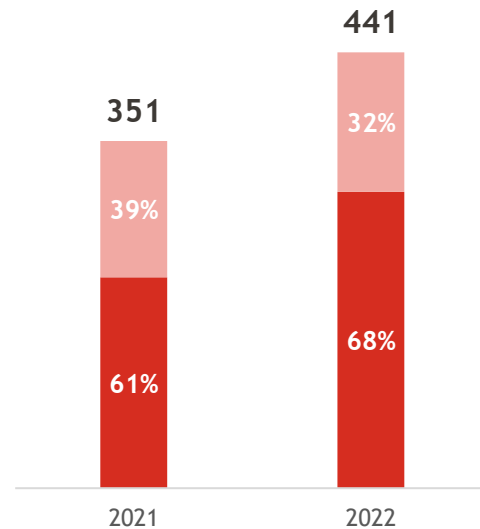
● Number of deals □ GLA (sqm)



Higher volume of long-term deals

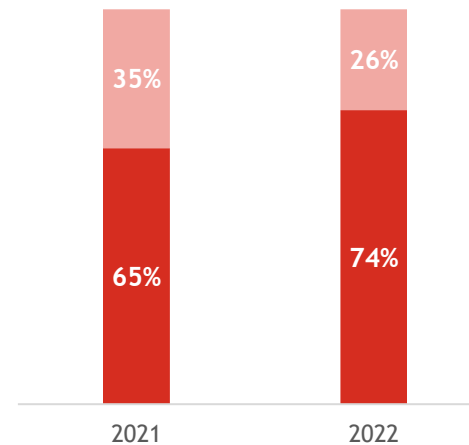
● 12-36 months (in % of MGR signed) ● >36 months (in % of MGR signed)

MGR signed in € Mn



Focus on small & medium units

● GLA for Small & Medium ● GLA for Large



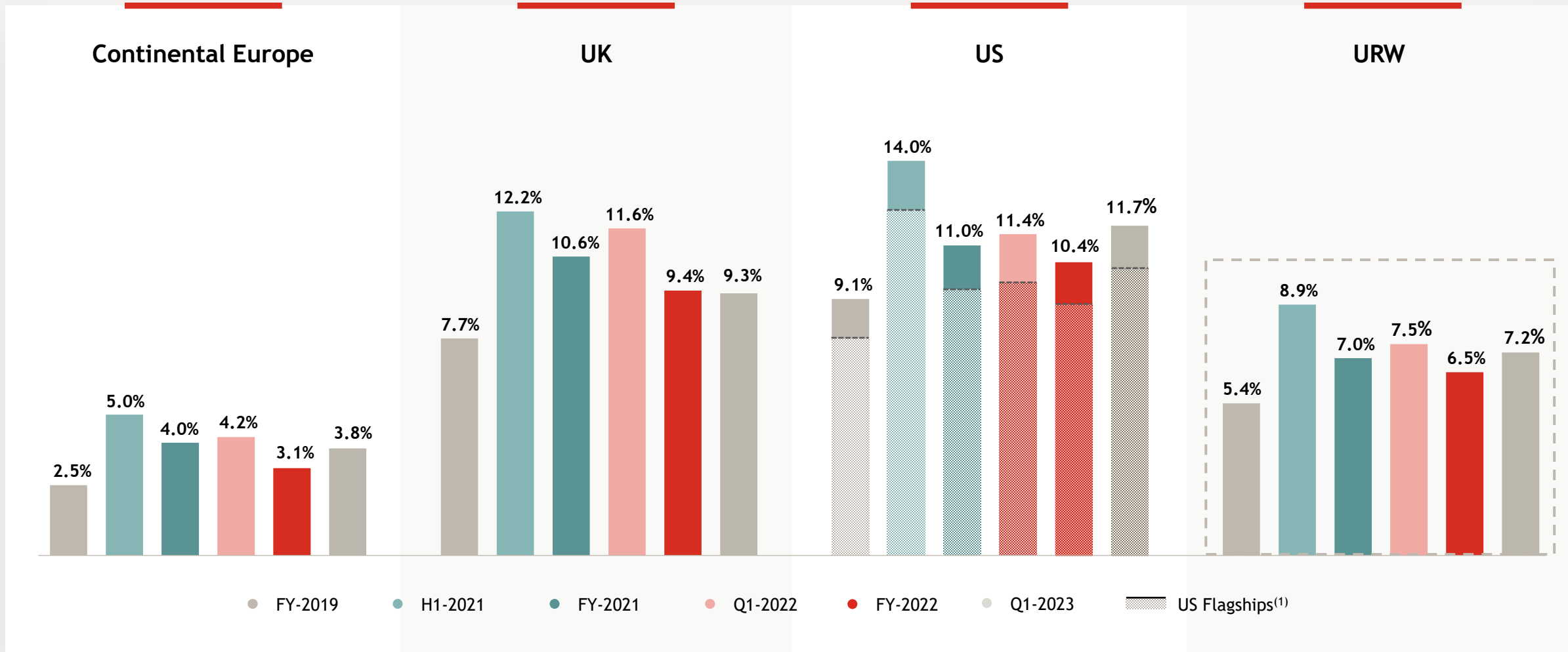
Drives MGR volumes & uplift

+14.4%
On long-term deals

	FY-2021	FY-2022
12-36 months	-13.4%	-7.7%
>36 months	+1.8%	+14.4%
Total	-5.2%	+6.2%
Vacancy ⁽¹⁾	7.0%	6.5%

(1) Shopping centres, EPRA vacancy rate

Improving Shopping Centre vacancy



(1) Excluding CBD assets (Westfield San Francisco Centre and Westfield World Trade Center)

Continuing to upgrade, diversify and refresh our retail mix

Bringing in
NEW & INNOVATIVE CONCEPTS

+11%

Rotation rate in 2022



WESTFIELD FORUM DES HALLES

GOOD
AMERICAN

WESTFIELD CENTURY CITY



WESTFIELD CHODOV

GRAVITY
TRAMPOLINE PARKS

WESTFIELD STRATFORD CITY

Expanding & upgrading
TOP RETAILERS

+13%

Increase in average store size
for URW's top 50⁽¹⁾ retailers in Europe⁽²⁾

ZARA

WESTFIELD DONAU ZENTRUM



WESTFIELD LA MAQUINISTA

H&M

WESTFIELD LES 4 TEMPS



WESTFIELD STRATFORD CITY

(1) European Top 50 retailers in terms of GLA
(2) Average store size for leases signed in 2022 with the top 50 retailers (in terms of GLA) of URW's European portfolio compared to average store size for these retailers in 2021. For the perimeter, please refer to the appendix to the Press Release published on February 9, 2023

Retailers optimise their store networks...

Premium locations

Other locations



+226

New store openings

-495

Closed older format stores (~3,000 avg sqm)



+129

New store openings in the most prominent shopping areas with space and format optimised

-321

Closed stores to optimise space, format and focus investments on key locations



+4

New flagship stores in major European cities

-10

Closed older format stores

Abercrombie & Fitch Co.

+38

New stores openings in updated format with omnichannel capabilities

-44

Closed stores among lowest performing locations



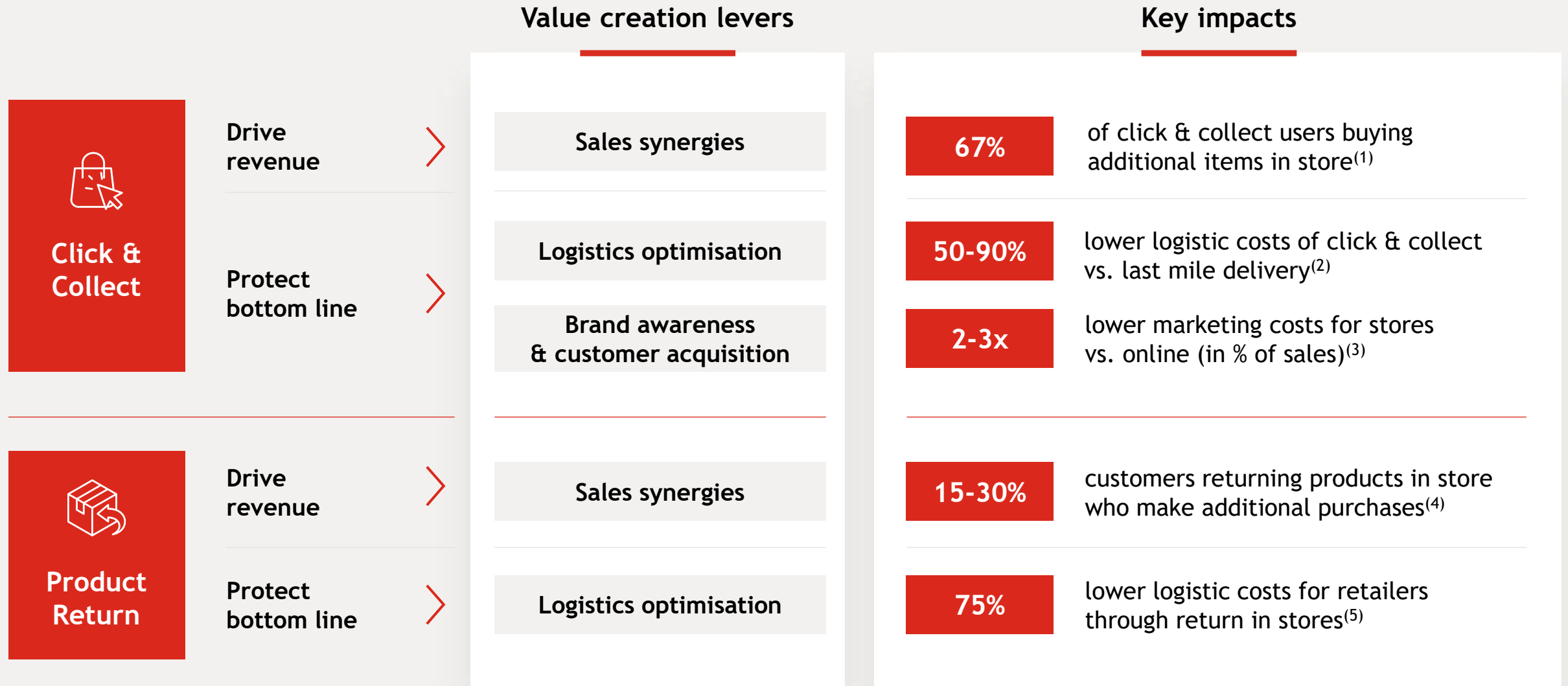
+251

New store openings

-391

Closed stores mostly for Footaction brand

... and develop drive-to-store strategies to improve margins



(1) Source: Shopify US study (2) Retail Expert benchmark : 2 times lower costs for warehouse fulfilment model, 10 times for store fulfilment) (3) Retail experts interviews + AQPC benchmark of average selling & marketing expenses as % of net sales for top 50 worldwide physical retailers vs. top 50 e-commerce retailers for which data is available (4) Average rate in apparel observed during 1 year for all types of customers (5) Expert benchmark on apparel vertical

INDITEX: Performance of its Store & Online integrated model confirming the relevance of URW's positioning

Strong store sales

+23%

Store sales
(vs. 2021)

+4%

Online sales
(vs. 2021)

Launch of concepts in new markets

Westfield London selected for the first OYSHO store in the UK market



Increased store productivity through retail network optimisation

	2022 vs. 2021	2022 vs. 2019
Number of stores	-10%	-22%
Surface	-6%	-12%
Sales per sqm	+30%	+16%
Sales per store	+36%	+30%

Further growth underpinned by investment in stores

~+3% growth of gross space expected in 2023

Enlargement of some of most ZARA emblematic stores, of which ZARA store in **Westfield Stratford City** in 2023

Investment in at least 30 locations over 2023-2025 including the enlargement / refurbishment of **2 US Westfield assets**

Sephora selected Westfield London for its comeback in the UK



“ We are **very excited to open our first store in London**, which is something we know our beauty community has been waiting for many years...

...We felt that this was a **safe option** for us to take to make sure that we were guaranteed success.

Sarah Boyd
Managing Director of Sephora UK
Jan. 2023

Successful opening

Top 5

best performing Sephora stores worldwide within the first 2 weeks of opening⁽¹⁾

+300%

of sales compared to what was expected within the first 8 weeks⁽²⁾

+13%⁽³⁾

increase of Westfield London's footfall

(1) Sephora communication


(2) Publication of RetailWeek of April 25, 2023, quote from Christopher de Lapuente, CEO of LVMH's Selective Retailing division

(3) vs. the asset average Wednesday footfall.



Delivering growth through Commercial Partnerships

	2021	2022
GROUP Gross revenue at 100% ⁽¹⁾		
Media Advertising	€52 Mn	€78 Mn
Brand Experience	€11 Mn	€20 Mn
Specialty Leasing & Other	€53 Mn	€77 Mn
	€116 Mn	€175 Mn



Launch of Westfield Rise and growth in media advertising, brand and data revenues

	2021	2022
EUROPE Net margin at 100%	€30 Mn	€46 Mn

On track to reach
€75 Mn
 annual net margin in 2024

(1) In 2019 at €172 Mn

Progress in office letting: Trinity

4

Deals signed in
2022 and Q1-2023

82

% leased
(~38,700 sqm)

567

€ per sqm, weighted
average face rent
office GLA



BETTERSPACES

- > 3,500 sqm of **green urban spaces**, with **60 trees planted**
- > HQE **Exceptional** and BREEAM **Excellent**
- > Operable windows offering **natural ventilation**
- > Built with low carbon concrete (**-30% emissions**)



UNIBAIL-RODAMCO-WESTFIELD



Trinity, La Défense

Convention & Exhibition: strong recovery of activity in H2-2022



SIMA, Paris Nord Villepinte



International Astronautical Show, Paris Convention Centre

Back to “normal”



H1-2023

Paris Olympics



From H2-2023

HIGH LEVEL OF COMMITMENT FROM ORGANISERS

617 events in FY-2022
vs. 721 in FY-2018

433 pre-bookings
2023⁽¹⁾

86% of 2019 pre-bookings⁽¹⁾

89% pre-bookings vs. expected
2023 rental income⁽¹⁾

(1) As at January 31, 2023

Continued deleveraging progress

Transactions completed
in 2022

Contribution to IFRS net
debt reduction in 2022

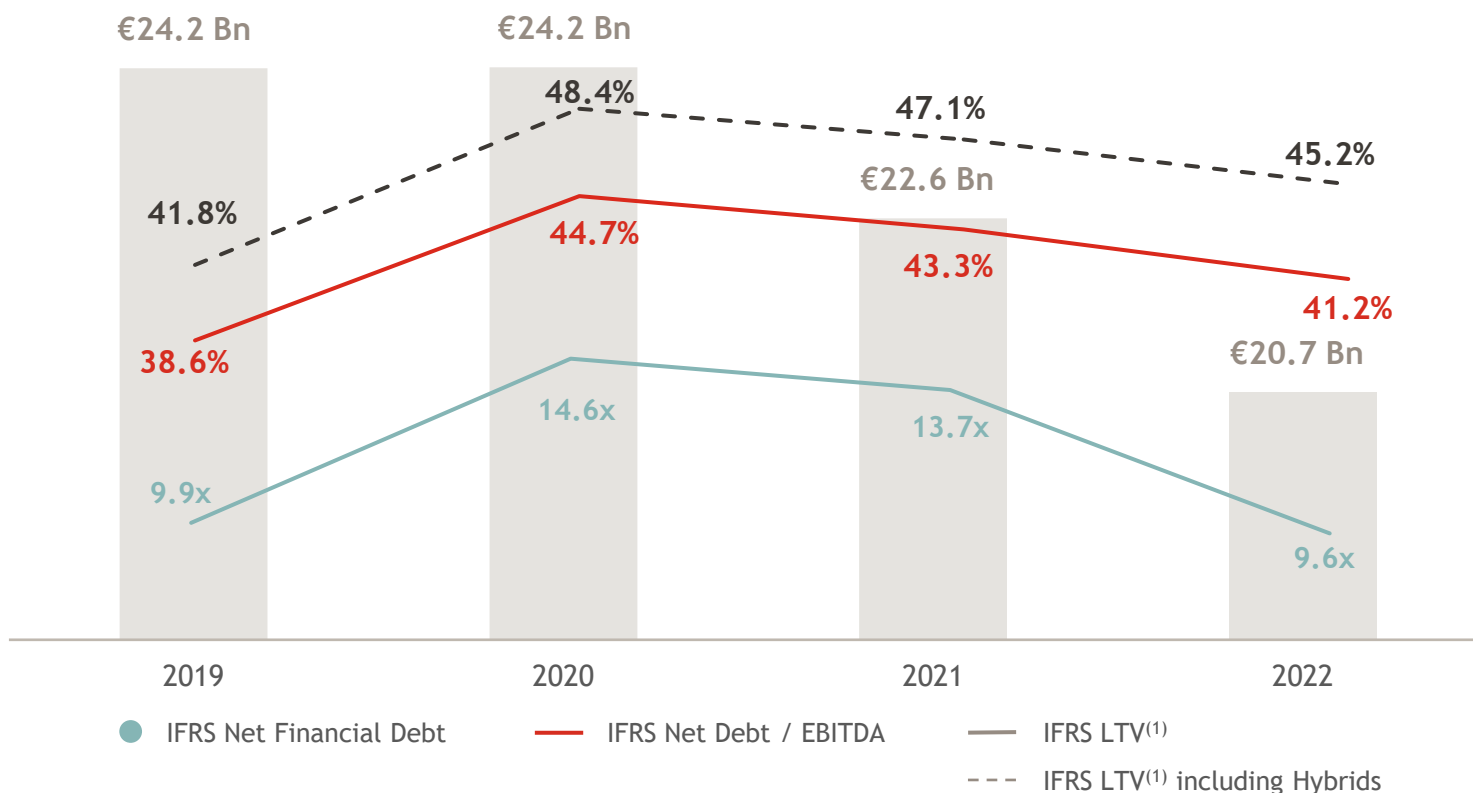
EUROPE	€1.6 Bn	€1.2 Bn
US	€1.2 Bn	€0.6 Bn
TOTAL	€2.8 Bn	€1.8 Bn

2023 FOCUS

- › Committed to the radical reduction of US financial exposure
- › Streamline remaining US Regional portfolio and unlock additional land value
- › Secure the remaining €0.8 Bn European disposal programme
- › Maintain strong operational performance and liquidity position (3 years) to support process



Financial ratios improving on net debt reduction and operating performance



> Confirmed BBB+, stable outlook rating by S&P

FY-2021⁽²⁾ €22.6 Bn

Disposals -€1.8 Bn

Recurring Earnings -€1.3 Bn

FX +€0.2 Bn

CAPEX +€0.9 Bn

Others +€0.1 Bn

FY-2022⁽²⁾ €20.7 Bn

(1) Excluding goodwill not justified by fee business as per the Group's European bank debt leverage covenants
 (2) On an IFRS basis

Value creation from 2022 development deliveries



URBAN REGENERATION

- › Community-focused, mixed-use destination with 33,364 sqm of retail, F&B and entertainment space now 93% let⁽¹⁾
- › Fully-let 13,100 sqm coworking space and refurbished 957 room Pullman Montparnasse
- › Public amenities include 62 social housing units, 700 sqm library, childcare and medical centre
- › 40% reduction in energy consumption from heating despite 30% increase in total floor area



UNLOCKING ASSET VALUE

- › Transformation of former department store site into 19,439 sqm indoor / outdoor dining, entertainment, and luxury boutique district
- › New luxury tenants include Hermès, Dior and Valentino
- › Phased opening with pre-letting⁽¹⁾ at 87%
- › Extension certified as LEED Platinum



MIXED-USE DENSIFICATION

- › Residential project next to Westfield Stratford City incorporating 1,225 build-to-rent units
- › Joint venture partnership with PSP Investments and QuadReal Property Group with development and ongoing asset management fees for URW
- › Operated by international property development and management company Greystar

(1) Letting / pre-letting: GLA signed, all agreed to be signed and financials agreed



Committed to deleveraging plan

Objectives

€4.0 Bn European disposal programme

Radical reduction of US financial exposure

Controlled CAPEX of €1.0 Bn a year for 2021 and 2022

Suspend dividend payment for fiscal years 2020 to 2022

Progress

€3.2 Bn completed, of which €1.2 Bn in 2022

\$1.3 Bn completed, of which \$0.6 Bn in 2022



Strong liquidity enables URW to complete the deleveraging plan in organised and timely manner



Guidance for 2023

Main assumptions

- › Consistent performance in our retail operations vs. 2022 with inflation protection
- › Lower Convention & Exhibition activity in 2023 following large events scheduling changes in 2022
- › Impact of 2022/2023 disposals and project deliveries



€9.30 to €9.50
2023 Adjusted Recurring
Earnings Per Share

2 new members in the Management Board to harness future growth

Jean-Marie Tritant
Chief Executive Officer
Chairman of the Management Board

NEW MEMBER

Vincent Rouget
Chief Strategy
& Investment Officer

- › With a focus on developing and executing the Group's strategy, and URW's future investment roadmap
- › Will take office on June 1, 2023

Fabrice Mouchel
Chief Financial Officer

NEW MEMBER

Anne-Sophie Sancerre
Chief Customer
& Retail Officer

- › With responsibility for gaining market share by driving footfall and consumer demand, generating new revenues, and growing URW's leading retail operations
- › Appointed as from May 2, 2023

Sylvain Montcouquiol
Chief Resources
& Sustainability Officer



Governance



UNIBAIL-RODAMCO-WESTFIELD

The current Supervisory Board



Mr John McFarlane
Audit Committee member
Independent



Ms Cécile Cabanis
Supervisory Board Vice-Chair
Audit Committee Chair
Independent



Mr Léon Bressler
Supervisory Board Chair
Audit Committee member
Independent



Mr Roderick Munsters
GNRC⁽¹⁾ Chair
Independent



Ms Aline Sylla-Walbaum
GNRC⁽¹⁾ member
Independent



Ms Dagmar Kollmann
GNRC⁽¹⁾ member
Independent



Ms Julie Avrane
Audit Committee member
Independent



Mr Xavier Niel
GNRC⁽¹⁾ member
Non-independent



Ms Susana Gallardo
GNRC⁽¹⁾ member
Independent



Mr Michel Dessolain
Audit Committee member
Non-independent

(1) Governance, Nomination and Remuneration Committee.

Proposed changes within the Supervisory Board⁽¹⁾

— 2 DEPARTURES DUE TO THE ATTAINMENT OF THE STATUTORY AGE LIMIT —

2 APPOINTMENTS



Mr Léon Bressler
Supervisory Board Chair
Audit Committee member
Independent
Joined Nov. 10, 2020



Mr John McFarlane
Audit Committee member
Independent
Joined June 8, 2018



Mr Jacques Richier
Supervisory Board Chair
Audit Committee member
Independent
As of May 11, 2023



Ms Sara Lucas
Audit Committee member
Independent
As of May 11, 2023

3 RENEWALS



Ms Susana Gallardo
GNRC⁽²⁾ member
Independent
Joined Nov. 10, 2020



Mr Roderick Munsters
GNRC⁽²⁾ Chair
Independent
Joined Apr. 25, 2017

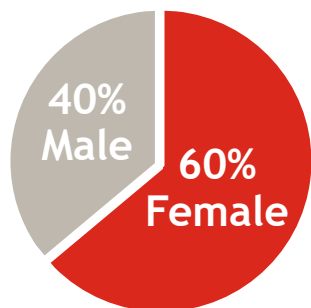


Mr Xavier Niel
GNRC⁽²⁾ member
Non-independent
Joined Nov. 10, 2020

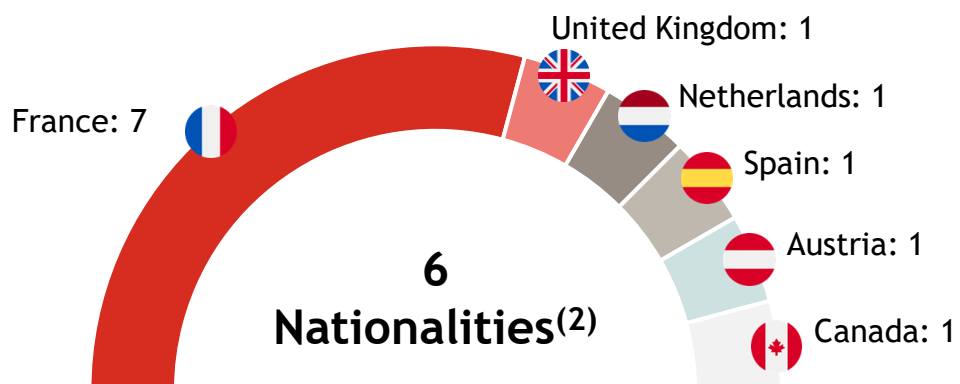
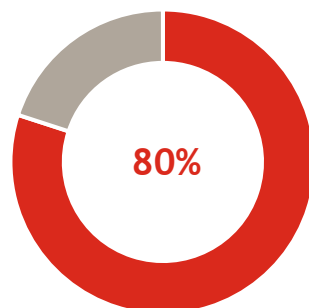
(1) Subject to the 2023 AGM approval.
(2) Governance, Nomination and Remuneration Committee.

The Supervisory Board post 2023 AGM⁽¹⁾

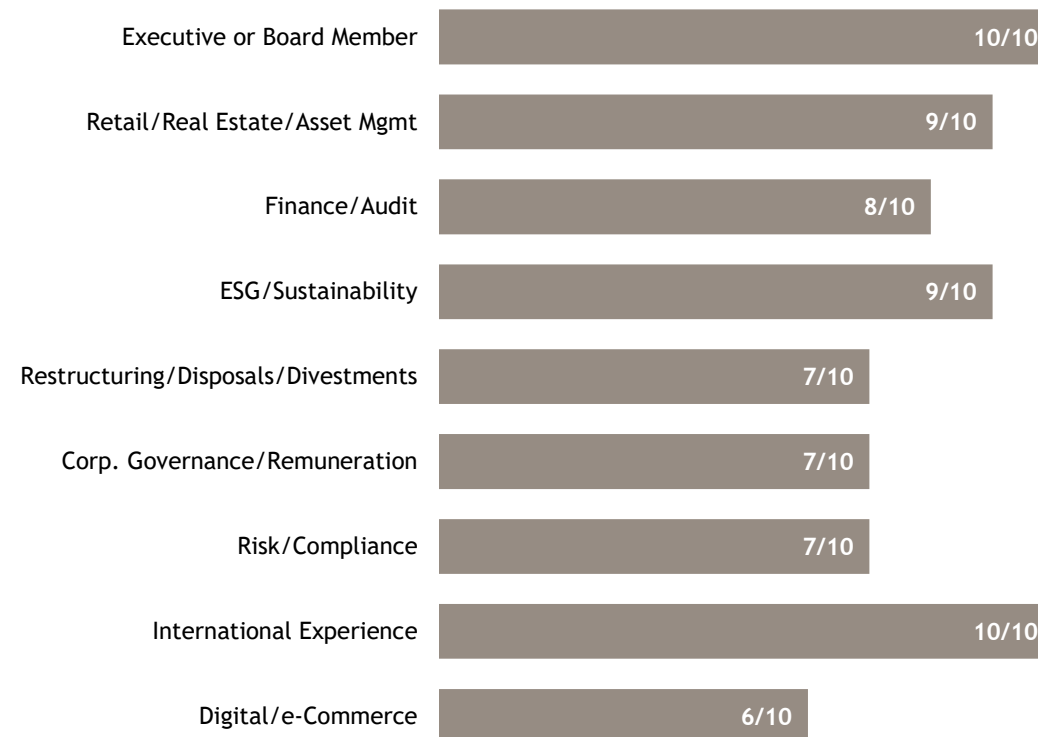
Gender



Independence



Areas of expertise⁽³⁾



(1) Subject to 2023 AGM approval.
 (2) Some members have dual nationalities.
 (3) Number of members out of the ten having specific expertise for each area.

2022
Remuneration
&
2023
Remuneration
policy



UNIBAIL-RODAMCO-WESTFIELD



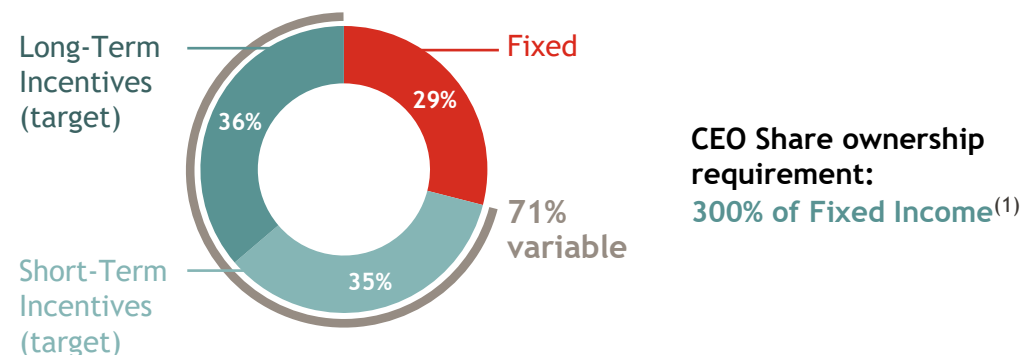
Management Board remuneration policy stable in 2023

Supervisory Board remuneration policy enhanced

No major Management Board policy update

- No changes to quantum or structure of MB remuneration
- **Small Short-Term Incentives adjustments:** introduction of a liquidity metric, strengthening of cost control metric
- Long-Term Incentives policy unchanged

Unchanged remuneration structure



Before hiring a new Supervisory Board Chair, our Remuneration Policy was reviewed

- We benchmarked only **independent, non-executive** Chairs from top 80 French listed companies (CAC40 + Next40)
- European Real Estate companies' Board Chair remuneration practices were also reviewed
- On that basis, our SB Chair remuneration policy is set at €350 k p.a.⁽²⁾
- No further change to SB remuneration policy

To allow for this increase and for future flexibility, the total SB remuneration envelope is adjusted to **€1.6 Mn**⁽³⁾

(1) Share ownership requirement for other MB members: 200% of Fixed Income
(2) Previous policy was €225 k
(3) Previous total envelope was €1.4 Mn

Statutory Auditors' reports



UNIBAIL-RODAMCO-WESTFIELD

Statutory auditors' reports

Ordinary General Meeting

- Report on the parent company financial statements
- Report on the consolidated financial statements
- Special report on related party agreements

Extraordinary General Meeting

- Reports related to transactions on the capital



Report on Unibail-Rodamco-Westfield SE parent company

RESOLUTION N° 1

- Key audit matters:
 - Evaluation of investments in subsidiaries and related receivables
 - Accounting for financial debt and derivative financial instruments

- 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 December 31, 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

Report on the consolidated financial statements

RESOLUTION N° 2

> Key audit matters:

- › Valuation of the investment property portfolio, including investment properties under construction, either held directly or within joint ventures
- › Recoverable amount of intangible assets with an indefinite useful life and goodwill related to the Westfield acquisition
- › Accounting for financial debt and related derivative financial instruments

-
- > In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 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.



Special report on related party agreements

RESOLUTION N° 4

- No new agreement authorized and concluded during the year to be submitted to the approval of the AGM
- 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 (Group CEO until December 31st, 2020)

This settlement agreement was signed on December 15, 2020, authorized by the November 18, 2020 Supervisory Board and approved by the May 12, 2021 General Meeting.

- 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 December 31, 2023.



Special reports regarding transactions on the capital

> Authorizations granted to the Management Board

Authorization to reduce the share capital by the cancelling shares bought back by the Company

RESOLUTION N ° 24

Authorization to increase the share capital by issuing 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

RESOLUTION N ° 25

Authorization to increase the share capital by issuing 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 offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code

RESOLUTION N ° 26

Authorization to increase the share capital by issuing 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

RESOLUTION N ° 28

Authorization 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

RESOLUTION N ° 29

We have nothing to report on these transactions, which comply with the conditions provided by the French Commercial Code



Final Quorum



UNIBAIL-RODAMCO-WESTFIELD

Shareholders' questions



UNIBAIL-RODAMCO-WESTFIELD

Resolutions submitted to the combined general meeting



Operation for voting boxes



YOUR VOTING BOX IS STRICTLY PERSONAL

The number of votes, corresponding to the number of shares you hold and/or represent, is indicated on the screen

< **Buttons to use**

< **Other buttons
are not considered**



Operation for voting boxes



Buttons to use >

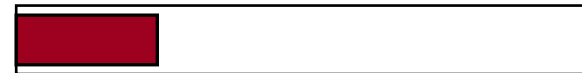
Other buttons
are not considered >

AS SOON AS THE RESOLUTION APPEARS
ON THE SCREEN, IT IS INDICATED:

The vote is open!

THE VOTING TIME IS REPRESENTED BY AN
ELECTRONIC HOURGLASS WHICH FILLS UP:

The vote is open!



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 1

- Approval of the statutory financial statements for the year ended December 31, 2022



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 2

- Approval of the consolidated financial statements for the year ended December 31, 2022



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 3

- Allocation of net income for the year ended December 31, 2022



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 4

- Approval of the Statutory Auditors' special report on related party agreements governed by Articles L. 225-86 et seq. of the French Commercial Code



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 5

- Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2022 or granted in respect of the same financial year to Mr Jean-Marie Tritant, as Chief Executive Officer



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 6

- Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2022 or granted in respect of the same financial year to Mr Olivier Bossard, as member of the Management Board



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 7

- Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2022 or granted in respect of the same financial year to Mr Sylvain Montcouquiol, as member of the Management Board



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 8

- Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2022 or granted in respect of the same financial year to Mr Fabrice Mouchel, as member of the Management Board



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 9

- Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2022 or granted in respect of the same financial year to Ms Caroline Puechoultres, as member of the Management Board



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 10

- Approval of the total remuneration and benefits of any kind paid during the financial year ended December 31, 2022 or granted in respect of the same financial year to Mr Léon Bressler, as Chairman of the Supervisory Board



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 11

- Approval of the remuneration report of the corporate officers in accordance with Article L. 22-10-34 I of the French Commercial Code



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 12

- Approval of the remuneration policy of the Chairman of the Management Board



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 13

- Approval of the remuneration policy of the members of the Management Board, other than the Chairman



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 14

- Approval of the remuneration policy of the members of the Supervisory Board



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 15

- Approval of the total remuneration envelope of the members of the Supervisory Board



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 16

- Renewal of the term of office of Ms Susana Gallardo as member of the Supervisory Board



Susana Gallardo

**Governance, Nomination
& Remuneration Committee member**
Independent

- Appointed in 2020
- To be renewed for a 1-year term, to apply the rule of staggered mandates
- 100% meetings attendance in 2022



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 17

- Renewal of the term of office of Mr Roderick Munsters as member of the Supervisory Board



Roderick Munsters
Governance, Nomination
& Remuneration Committee member
Independent

- Appointed in 2017
- To be renewed for a 3-year term
- 100% meetings attendance in 2022



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 18

- Renewal of the term of office of Mr Xavier Niel as member of the Supervisory Board



Xavier Niel

**Governance, Nomination
& Remuneration Committee member**
Non-independent

- Appointed in 2020
- To be renewed for a 3-year term
- 100% meetings attendance in 2022



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 19

> Appointment of Mr Jacques Richier as member of the Supervisory Board



Jacques Richier
Supervisory Board Chair
Audit Committee member
Independent

— To be appointed for a 3-year term



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 20

- Appointment of Ms Sara Lucas as member of the Supervisory Board



Sara Lucas
Audit Committee member
Independent

- To be appointed for a 1-year term, to apply the rule of staggered mandates



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 21

- Renewal of the term of office of Deloitte & Associés as Statutory Auditor



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 22

➤ Appointment of KPMG S.A as Statutory Auditor



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 23

- Authorisation 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



Resolutions submitted to the extraordinary general meeting

RESOLUTION N° 24

- Authorisation 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



Resolutions submitted to the extraordinary general meeting

RESOLUTION N° 25

- 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



Resolutions submitted to the extraordinary general meeting

RESOLUTION N° 26

- 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 offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code



Resolutions submitted to the extraordinary general meeting

RESOLUTION N° 27

- 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-fifth and twenty-sixth resolutions



Resolutions submitted to the extraordinary general meeting

RESOLUTION N° 28

- 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



Resolutions submitted to the extraordinary general meeting

RESOLUTION N° 29

- 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



Resolutions submitted to the ordinary general meeting

RESOLUTION N° 30

> Powers for formalities





2023 Annual General Meeting