

# MANAGEMENT BOARD CHARTER

of

## Rodamco Europe N.V.

This charter (the “**Charter**”) was adopted by the management board (the “**MB**”) of Rodamco Europe N.V. (the “**Company**”) and approved by the supervisory board (the “**SB**”) on 26 July 2007.

### Article 1

#### Status and scope of the Charter

- 1.1 This Charter is issued pursuant to article 8.4 of the Company’s articles of association and is complementary to the rules and regulations applicable to the MB under Dutch law and the Company’s articles of association.
- 1.2 This Charter is based on the code (the “**Code**”) as published by the Dutch Corporate Governance Committee on 9 December 2003 and in view of the proposed merger with Unibail-Rodamco S.A. (“**Unibail**”).
- 1.3 The following annexes are attached to, and form integral part of, this Charter:  
Annex A: MB resolutions requiring the prior approval of the SB.  
Annex B: MB resolutions requiring the prior approval of both the general meeting of shareholders of the Company (the “**General Meeting**”) and the SB.
- 1.4 The MB unanimously declared that:
  - a) it will comply with, and be bound by the obligations arising from, this Charter to the extent it applies to it and its members;
  - b) on appointment of new MB members it will cause such members to issue a declaration as referred to in a) above.
- 1.5 The MB shall evaluate this Charter periodically to identify any specific aspects in respect of which amendments to this Charter and/or further regulations are required and will propose such amendments, if any to the SB.
- 1.6 This Charter is published on the Company's website.

### Article 2

#### Responsibilities of the MB

- 2.1 The MB members shall be collectively responsible for the Company’s management and general affairs and the business connected with it.
- 2.2 The MB members shall divide their tasks amongst themselves and inform the supervisory board thereof accordingly. In the absence of a MB member, his/her duties and powers shall be carried out by another MB member(s) to be designated by the MB after consultation with the SB. In case of long-term absence the SB shall be notified of that designation.
- 2.3 Each MB member shall be obliged to inform the MB on a regular basis and in such a manner as to give the MB a proper insight in the performance of his/her duties, the foregoing also in view of the

MB's collective responsibility.

- 2.4 In carrying out its duties, the MB shall have regard to the interest of the Company, its shareholders and other stakeholders and its business. The MB shall take into account the relevant interest of all those involved in the Company (including the Company's shareholders). The MB is responsible for the quality of its own performance. In the performance of its duties the MB shall be supported by the company secretary.
- 2.5 The responsibilities of the MB shall include:
- a) the achievement of the Company's objectives;
  - b) determining the strategy and policies designed to achieve the Company's objectives;
  - c) the general state of affairs in and the results of the Company;
  - d) assessing of and managing the risks connected to the business activities;
  - e) ensuring that effective internal risk management and control systems are in place and reporting on this in the annual report;
  - f) maintaining and preparing the financial reporting process;
  - g) preparing the annual accounts and drawing up the annual budget and important capital investments of the Company;
  - h) providing the SB with information in accordance with article 10;
  - i) compliance with legislation and regulations;
  - j) compliance with and maintaining the corporate governance structure of the Company;
  - k) publishing the corporate governance structure of the Company and any other information required under the Code, through the annual report, the Company's website and otherwise;
  - l) informing the General Meeting by means of a "shareholders circular" of all facts and circumstances relevant to the approval of the resolutions subjected to the prior consent of the General Meeting as set out in Annex B; and
  - m) informing the General Meeting of the main conclusions of the assessment of the Company's external accountant.
- 2.6 The Company shall in any event employ as instruments of the internal risk management and control systems:
- a) risk analyses of the operational and financial objectives of the Company;
  - b) a code of conduct such to be published on the Company's website;
  - c) guidelines for the layout of the financial reports and the procedures to be followed in drawing up the reports;
  - d) a system of monitoring and reporting.
- 2.7 For as long as the Code applies to the Company, in its report attached to the annual accounts the MB shall:
- a) report on its functioning and the work undertaken by it;
  - b) contain, in any event, the information required by law and pursuant to the Code;
  - c) report on the sensitivity of the Company's results to external factors and variables;
  - d) report in the annual report on the adequateness and effectiveness of the internal risk management and control systems to be substantiated in a clear manner; and
  - e) report on the operations of the said systems during the year under review and describe any significant changes that have been made and any major improvements that are planned and shall confirm that they have been discussed with the SB and the audit committee of the SB.

### Article 3

## **Composition, expertise and independence of the MB**

- 3.1 The MB consists of at least two members or such number of members as determined by the General Meeting pursuant to the articles of association of the Company.
- 3.3 MB members shall:
- a) not enter into competition with the Company;
  - b) not demand or accept (substantial) gifts from the Company for himself/herself or for his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
  - c) not provide unjustified advantages to third parties to the detriment of the Company; and
  - d) not take advantage of business opportunities to which the Company is entitled for himself/herself or for his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.
- 3.4 The MB shall appoint a company secretary or another person with a similar position who shall be responsible for assisting the MB and the SB in their day to day administrative tasks and shall have at least the following tasks in respect of the MB and those set out in the SB Charter in respect of the SB:
- a) organising and attending the regular MB meetings;
  - b) drawing up the agenda for such meetings;
  - c) ensuring the timely and adequate provision of information to the MB members as necessary for the proper performance of their duties;
  - d) taking the minutes of the meeting;
  - e) ensuring that MB meetings are held in time and are convened properly;
  - f) ensuring all relevant information is made available to the MB members in a timely and orderly manner; and
  - g) ensure the relevant resolutions are taken, validly, in line with all laws and regulations during meetings.

## **Article 4**

### **(Re) appointment, term and resignation**

- 4.1 Pursuant to article 9.1 of the Company's articles of association MB members shall be appointed and dismissed by the General Meeting.
- 4.2 Each MB member shall be appointed for a maximum period of four years. They may be re-appointed for a term of no more than four years at a time.
- 4.3 MB members may hold no more than two supervisory directorships in listed companies. MB members may not be chairman of a supervisory board of another listed company. MB members shall not pursue the candidacy for or accept a supervisory directorship of another listed company without the prior approval of the SB. MB members shall seek prior approval of SB to accepting any important additional directorships.
- 4.4 MB members shall retire early in the event of inadequate performance, structural differences of opinion, incompatibility of interest and other instances where retirement is deemed necessary at the discretion of the SB.
- 4.5 MB members may be suspended by the General Meeting and by the SB in the manner as provided in article 9.1 and 9.2 of the Company's articles of association.

## **Article 5**

### **Remuneration**

- 5.1 Pursuant to article 10 of the articles of association of the Company the remuneration of the MB members shall be determined by the SB within the scope of the standards of the remuneration policy of the Company as set out by the SB and adopted by the General Meeting.
- 5.2 The main elements of the contracts of the MB members with the Company shall be published immediately after they are concluded. These elements shall in any event include the amount of fixed salary, the structure and amount of the variable remuneration component, any redundancy scheme, pension arrangements and performance criteria.

## **Article 6**

### **MB meetings (agenda, teleconferencing, attendance, minutes) and resolutions**

- 6.1 The MB shall hold at least one meeting per months and whenever one or more of its members have requested a meeting. The meetings shall be held at the offices of the Company, unless this is not reasonably possible or all MB members consent to another location. In addition, meetings may be held by telephone or videoconference provided that all participants can hear each other simultaneously.
- 6.2 The meetings shall be convened in due time by or on behalf of either MB member.
- 6.3 The MB members shall determine the agenda of each meeting. The items shall be timely submitted, in any case no later than 2 days prior to the relevant meeting and shall be supported by sufficient documentation.
- 6.4 Each MB member is entitled to invite other people to attend a MB meeting.
- 6.5 The MB may pass resolutions in a meeting where all MB members are present or represented by other MB member(s). Each MB member shall have one vote.
- 6.6 The MB may also pass resolutions outside a meeting, provided that this will be done in writing (which shall include fax, telex or e-mail) and all MB members have been informed hereof and none of them opposed to this form of passing resolution. The company secretary shall keep record of all MB resolutions, whether taken inside or outside a meeting and the reasons of oppositions to such resolutions of MB members (if any).
- 6.7 MB resolutions shall be passed unanimously. If there is a tie, the proposal shall be deemed to have been rejected. MB member(s) voting against a resolution shall state the reasons for such opposition.
- 6.8 Any urgent matters may be dealt with immediately by any member of the MB and approved by the other MB member, or shall be dealt with at an extraordinary meeting.
- 6.9 The minutes of an MB meeting shall be adopted in the next meeting. Adopted minutes shall be kept by the company secretary.
- 6.10 The SB's prior approval shall be required for MB resolutions provided for by applicable law and/or the Company's articles of association and/or the Supervisory Board Charter and/or a resolution that hereafter may have been adopted by the SB. MB resolutions for which the SB's prior approval is currently required are set out in Annex B of the Supervisory Board Charter and are repeated in

Annex A of this Charter.

- 6.11 In addition to the SB's prior approval, the MB shall require the approval of the General Meeting for resolutions subjected to the approval of the General Meeting pursuant to article 12.3 of the Company's articles of association. MB resolutions for which to the prior approval of both the SB and the General Meeting are currently required are set out in Annex B of this Charter.

## **Article 7**

### **Conflict of interest**

- 7.1 An MB member shall not participate in the discussions and/or decision-taking process on a subject or transaction in relation to which he/she has a conflict of interest with the Company within the meaning of article 7.2. Such transaction requires the prior written approval of the SB and, if approved, shall be concluded on terms at least customary in the sector concerned.
- 7.2 An MB member shall in any event have a conflict of interest ("**conflict of interest**") if:
- a) he/she has a personal financial interest in a company with which the Company intends to enter into a transaction;
  - b) his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree is a managing director of a company with which the Company intends to enter into a transaction;
  - c) the chairman of the SB has ruled at his sole discretion that such conflict of interest exists or is deemed to exist.
- 7.3 Each MB member shall immediately report any potential conflict of interest concerning a MB member to the members of the SB and to the other MB members. A MB member with such (potential) conflict of interest must provide the members of the SB and the other MB members with all information relevant to the conflict, including information relating to his/her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. In all circumstances other than the ones listed in article 7.2 under d) and e), the SB will determine whether a reported (potential) conflict of interest qualifies as a conflict of interest to which article 8.1 applies.
- 7.4 The chairman of the SB shall procure that categories of these transactions will be referred to in the MB's annual report, with a declaration that the provisions in the Code have been complied with.

## **Article 8**

### **Complaints, whistleblowers**

- 8.1 The MB shall ensure that employees have the opportunity, without jeopardizing their legal position, to report suspected irregularities of a general, operational and financial nature within the Company to the relevant confidential adviser designated for such purpose and if such reported irregularities are not appropriately dealt with, to the chairman of the SB.
- 8.2 The MB shall ensure that employees have the opportunity, without jeopardizing their legal position, to report alleged irregularities relating to the functioning of either MB member to the chairman of the SB.
- 8.3 The Company's whistleblowers rules shall be placed on the Company's website.

## **Article 9**

## **Information, relationship with the SB**

The MB shall timely provide the SB with information (if possible, in writing) on all facts and developments concerning the Company which the SB may need to function as required and to properly carry out its duties.

### **Article 10**

#### **Relationship with the shareholders**

- 10.1 Pursuant to article 23 of the Company's articles of association, the General Meeting may be convened by the MB or the SB. The person(s) convening the meeting shall ensure that it is held in due time and that the shareholders are informed of all facts and circumstances relevant to the item(s) on the agenda. The announcement for the General Meeting, the agenda and relevant documents will be placed on the website of the Company.
- 10.2 MB members shall attend, together with the SB members, the General Meeting(s), unless they are prevented from attending on serious grounds.
- 10.3 The MB and the SB shall provide the General Meeting with any information it may require, unless important interest (*zwaarwegende belangen*) of the Company or any law, rules or regulations applicable to the Company prevent it from doing so. The MB and the SB shall specify the reasons for invoking such important interest.
- 10.4 Each significant change in the Company's corporate governance structure and compliance with the Code shall be addressed in a separate item on the agenda for consideration by the General Meeting.

### **Article 11**

#### **Confidentiality**

MB members shall treat all information and documentation acquired within the framework of their position as MB member with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the MB or the SB, made public or otherwise made available to third parties, even after resignation from the MB, unless it has been made public by the Company or it has been established that the information is already in the public domain.

### **Article 12**

#### **Non-compliance, amendment**

- 12.1 Without prejudice to the provisions of article 11.4, the MB may occasionally decide at its sole discretion not to comply with and adhere to this Charter pursuant to a unanimously adopted MB resolution to that effect. Such resolution shall be subject to the prior approval of the SB.
- 12.2 This Charter may be amended and/or supplemented by unanimously adopted resolution of the MB to that effect and subject to the SB's prior approval.

### **Article 13**

#### **Governing law and jurisdiction**

- 13.1 This Charter shall be governed by and construed in accordance with the laws of The Netherlands.
- 13.2 The courts of Amsterdam, The Netherlands, shall have exclusive jurisdiction to settle any dispute

arising from or in connection with this Charter (including any dispute regarding the existence, validity or termination of this Charter).

**Article 14**

**Translation of the original text**

The original English text of this Charter shall be binding and prevail in case of any variance between this English text and the Dutch translation hereof.

**Article 15**

**Effective Date**

This Charter shall take effect on July 26, 2007.

**RESOLUTIONS OF THE MANAGEMENT BOARD REQUIRING  
THE PRIOR APPROVAL OF THE SUPERVISORY BOARD**

The following resolutions of the management board (the “**MB**”) of the Rodamco Europe N.V. (the “**Company**”) shall require the prior approval of the supervisory board (the “**SB**”) of the Company:

1. Pursuant to article 4.2 of the Company’s articles of association, each MB resolution to issue shares by the Company;
2. Pursuant to article 12.1. of the Company’s articles of association, each MB resolution:
  - 2.1 to issue bonds (notes) and/or to guarantee bonds (notes);
  - 2.2 to acquire, withdraw and dispose by the Company of its own shares;
  - 2.3 to enter into agreements as referred to in article 2:94 of the Dutch Civil Code; and
3. Pursuant to article 12.3 of the Company’s articles of association, each MB resolution concerning material changes in the identity, characteristics or strategy policy of the Company or its business, among which are in any event included:
  - 3.1 transferring the entire or a material part of the business to a third party;
  - 3.2 entering into by the Company or its affiliate, or dissolving a long lasting co-operation with another legal entity or company, or acting as fully liable partner in a (limited) partnership, if and to the extent that this co-operation or dissolving is material to the Company;
  - 3.3 participating or otherwise taking an interest in other companies or businesses and to terminate or modify such participation or interest, if the value concerns at least a third of the value of the assets according to the consolidated balance sheet with explanatory memorandum of the last adopted annual accounts of the Company, by the Company or by its affiliate;
  - 3.4 changing the management of the Company from so-called internal management to external management or outsourcing;
  - 3.5 outsourcing asset management and retail management activities or asset management and retail management responsibilities to third parties if this involves more than twenty-five per cent (25%) of the total value of the investments and participations of the Company; and
4. Pursuant to article 12.2 of the Company’s articles of association, each MB resolution:
  - 4.1 to participate or otherwise take an interest in other companies or businesses on the basis of which these companies or businesses obtain the right of recommendation or appointment of SB members, regardless of the value of the relevant transaction;
  - 4.2 to make (dis)investments exceeding an amount of EUR 100,000,000 (one hundred million euros) per legal transaction or complex of legal transactions or 10% of the value of the assets as of the most recently adopted (interim) balance sheet, whilst the lowest of the two amounts

- shall determine the need to ask for the required approval;
- 4.3 to make significant changes in the organisational structure and/or remuneration structure;
  - 4.4 to adopt the annual investment and operating budget of the Company, which proposal(s) shall be submitted to the SB at the meeting preceding the end of the then current financial year;
  - 4.5 to make any significant changes to the adopted annual investment and operating budget;
  - 4.6 to effect changes in the composition of the MB and in the division of tasks between the MB members;
  - 4.7 to submit a proposal to appoint or dismiss the external accountant of the Company;
  - 4.8 to declare the (interim) dividends to be distributed;
  - 4.9 to submit applications for a moratorium or file petitions for the bankruptcy of the Company and/or its affiliates;
  - 4.10 to submit a proposal to dissolve or wind up the Company;
  - 4.11 to enter into a transaction in which there is a conflict of interest is or deemed to exist;
  - 4.12 to appoint or dismiss the company secretary;
  - 4.13 concerning the operational and financial objectives of the Company and the strategy designed to achieve such objectives;
  - 4.14 concerning the parameters to be applied in relation to the strategy, for example in respect of the financial ratios;
  - 4.15 occasionally to not comply with and adhere to the MB Charter;
  - 4.16 to make substantial amendments to the Company's corporate governance structure;
  - 4.17 to amend or supplement the MB Charter and;
  - 4.18 to amend or supplement the Company's Insider Trading Rules.
  - 4.19 a resolution involving or relating to Unibail and/or any of its subsidiaries and/or affiliates including but not limited to:
    - a) entering into material transactions (whether at "arms length" or not);
    - b) resolutions regarding common business strategy;
    - c) resolutions regarding the division of corporate opportunities between the Company and Unibail and/or any of its subsidiaries and/or affiliates.

In respect of this Clause 4.19, "material" shall mean an amount equal to or greater than EUR 1,000,000.

**RESOLUTIONS OF THE MANAGEMENT BOARD REQUIRING THE PRIOR APPROVAL  
OF THE SUPERVISORY BOARD AND  
THE GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY**

Pursuant to the article 12.3. of the Company's articles of association of Rodamco Europe N.V. (the "**Company**") the management board of the Company (the "**MB**") shall require the prior approval of the supervisory board of the Company (the "**SB**") and the general meeting of shareholders for every resolution concerning material changes in the identity, characteristics or strategy of the Company or its business, among which are in any event included:

- a) transferring the entire or a material part of the business to a third party;
- b) entering into by the Company or its subsidiary, or dissolving a long lasting co-operation with another legal entity or company, or acting as fully liable partner in a (limited) partnership, if and to the extent that this co-operation or dissolving is material to the Company;
- c) participating or otherwise taking an interest in other companies or businesses and to terminate or modify such participation or interest, if the value concerns at least a third of the value of the assets according to the most recently adopted consolidated balance sheet with explanatory memorandum of the last adopted annual accounts of the Company, by the Company or by its subsidiary;
- d) changing the management of the Company from so-called internal management to external management or outsourcing; and
- e) outsourcing asset management and retail management activities or asset management and retail management responsibilities to third parties if this involves more than twenty-five per cent (25%) of the total value of the investments and participations of the Company.