

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority (“ESMA”) on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 on insurance distribution, as amended (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client, as defined in point (8) of Article 2 of Commission Delegated Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Final Terms dated 12 June 2023



KLEPIERRE

Legal Entity Identifier (LEI): 969500PB4U31KEFHZ621

Issue of €100,000,000 2.000 per cent. Notes due 12 May 2029 (the "**Notes**")
to be assimilated (*assimilées*) and form a single series with the existing
€600,000,000 2.000 per cent. Notes due 12 May 2029 issued on 12 May 2020
issued under the €7,000,000,000 Euro Medium Term Note Programme of Klépierre

Series no.: 14

Tranche no.: 2

HSBC

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") which are the 2019 Conditions which are incorporated by reference in the base prospectus dated 12 April 2023 which received approval number 23-114 from the *Autorité des marchés financiers* ("**AMF**") in France on 12 April 2023, as supplemented by the supplements to the base prospectus dated 15 May 2023 which received approval no. 23-162 from the AMF on 15 May 2023 and 5 June 2023 which received approval no. 23-203 from the AMF on 5 June 2023 (together, the "**Base Prospectus**") which together constitute a base prospectus for the purposes of Prospectus Regulation. The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended.

This document constitutes the final terms of the Notes (the "**Final Terms**") described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus (including the 2019 Conditions incorporated by reference therein) in order to obtain all the relevant information. The Base Prospectus and the Final Terms are available for viewing on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (www.klepierre.com) where copies may be obtained.

1. Issuer:	Klépierre
2. (i) Series Number:	14
(ii) Tranche Number:	2
(iii) Date on which the Notes become fungible :	The Notes will be assimilated (<i>assimilées</i>) and form a single series with the existing €600,000,000 2.000 per cent. Notes due 12 May 2029 issued on 12 May 2020 (the " Existing Notes ") as from the date of assimilation which is expected to be on or about 40 days after the Issue Date (the " Assimilation Date ") of this Tranche.
3. Specified Currency or Currencies:	Euro ("€")
4. Aggregate Nominal Amount of Notes:	
(i) Series:	€700,000,000
(ii) Tranche:	€100,000,000
5. Issue Price:	86.516 per cent. of the Aggregate Nominal Amount plus an amount of accrued interest of €180,327.87 for the period from, and including, 12 May 2023 to, but excluding, 14 June 2023.
6. Specified Denomination(s):	€100,000
7. (i) Issue Date:	14 June 2023
(ii) Interest Commencement Date:	12 May 2023
8. Maturity Date:	12 May 2029
9. Interest Basis:	2.000 per cent. <i>per annum</i> Fixed Rate <i>(Further particulars specified below)</i>

- | | |
|--|---|
| 10. Redemption/Payment Basis: | Redemption at par |
| 11. Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. Put/Call Options: | Make-Whole Redemption
Residual Maturity Call Option
Clean-up Call Option
<i>(Further particulars specified below)</i> |
| 13. Date of corporate authorisations for issuance of Notes: | Decision of Jean-Marc Jestin, Chairman of the Executive Board (<i>Directoire</i>) / Stéphane Tortajada, Chief Financial Officer (<i>Directeur Financier</i>) and member of the Executive Board (<i>Directoire</i>) of the Issuer dated 12 June 2023 |
| 14. Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | |
|--|---|
| 15. Fixed Rate Notes Provisions: | Applicable |
| (i) Rate(s) of Interest: | 2.000 per cent. <i>per annum</i> payable annually in arrear |
| (ii) Interest Payment Date(s): | 12 May in each year commencing on 12 May 2024 up to and including the Maturity Date |
| (iii) Fixed Coupon Amount: | €2,000 per Note of €100,000 in Specified Denomination |
| (iv) Broken Amount(s): | Not Applicable |
| (v) Day Count Fraction: | Actual/Actual-ICMA |
| (vi) Determination Date(s): | 12 May in each year |
| 16. Floating Rate Notes Provisions: | Not Applicable |
| 17. Inverse Floating Rate Notes Provisions: | Not Applicable |
| 18. Fixed/Floating Rate Notes Provisions: | Not Applicable |
| 19. Zero Coupon Notes Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | |
|-----------------------------------|-----------------------------------|
| 20. Call Option: | Not Applicable |
| 21. Make-Whole Redemption: | Applicable |
| (i) Make-Whole Redemption Margin: | +0.450 per cent. <i>per annum</i> |

(ii)	Make-Whole Redemption Rate:	Reference Dealer Quotation
(iii)	Reference Screen Rate:	Not Applicable
(iv)	Reference Security:	0.250 per cent. Federal Government Bond of Bundesrepublik Deutschland due February 2029, with ISIN DE0001102465
(v)	Reference Dealers:	As set out in the Conditions
(vi)	Calculation Agent:	Société Générale - Société Générale Securities Services
(vii)	If redeemable in part:	
	(a) Minimum Redemption Amount:	€5,000 per Note of €100,000 Specified Denomination
	(b) Maximum Redemption Amount:	€100,000 per Note of €100,000 Specified Denomination
22.	Residual Maturity Call Option:	Applicable
(i)	Optional Redemption Date(s)	As from 12 February 2029
(ii)	Optional Redemption Amount(s) of each Note:	Final Redemption Amount (as specified in paragraph 25 below)
23.	Clean-up Call Option:	Applicable
(i)	Optional Redemption Amount(s) of each Note:	Final Redemption Amount (as specified in paragraph 25 below)
(ii)	Clean-Up Percentage:	25 per cent.
24.	Put Option:	Not Applicable
25.	Final Redemption Amount of each Note:	€100,000 per Note of €100,000 Specified Denomination, subject to any partial redemption pursuant to paragraph 21(vii)
26.	Early Redemption Amount:	
	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(e)) or for illegality (Condition 6(h)) or on event of default (Condition 9) or other early redemption:	€100,000 per Note of €100,000 Specified Denomination, subject to any partial redemption pursuant to paragraph 21(vii)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27.	Form of Notes:	Dematerialised Notes
------------	-----------------------	----------------------

- | | | |
|---------------------|---|--|
| (i) | Form of Dematerialised Notes: | Bearer form (<i>au porteur</i>) |
| (ii) | Registration Agent: | Not Applicable |
| (iii) | Temporary Global Certificate: | Not Applicable |
| (iv) | Option to request identification information of the Noteholders (Condition 1(c)(iv)): | Applicable |
| 28. | Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 7(g): | Not Applicable |
| 29. | Talons for future Coupons to be attached to Definitive Materialised Notes (and dates on which such Talons mature): | Not Applicable |
| 30. | Purchase in accordance with Articles L.213-0-1 and D.213-0-1 of the French Monetary and Financial Code (<i>Code monétaire et financier</i>): | Applicable |
| 31. | Redenomination provisions: | Not Applicable |
| 32. | Consolidation provisions: | Not Applicable |
| 33. | Masse (Condition 11): | <p>Name and address of the Representative:</p> <p>MASSQUOTE S.A.S.U.
 RCS 529 065 880 Nanterre
 7 bis rue de Neuilly
 F-92110 Clichy
 Mailing address :
 33, rue Anna Jacquin
 92100 Boulogne Billancourt
 France</p> <p>Represented by its Chairman</p> <p>The Representative will be entitled to a remuneration of €500 (VAT excluded) per year, payable on each Interest Payment Date (excluding the Maturity Date) with a first payment at the Issue Date.</p> |
| 34. | Any applicable currency disruption/fallback provisions: | Not Applicable |
| DISTRIBUTION | | |
| 35. | (i) If syndicated, names of Managers: | Not Applicable |
| | (ii) Stabilising Manager(s) (if any): | Not Applicable |

- 36. If non-syndicated, name of Dealer:** HSBC Continental Europe
- 37. U.S. selling restrictions:** Reg. S Compliance Category 2; TEFRA not Applicable

GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] per cent. producing a sum of: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 7,000,000,000 Euro Medium Term Note Programme of Klépierre.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Klépierre:

By: Guy de Villenaut, Group Head of Financing and Treasury

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing(s): Euronext Paris
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.
- Existing Notes are already admitted to trading.
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: The Existing Notes are admitted to trading on Euronext Paris
- (iii) Estimate of total expenses related to admission to trading: €5,350

2. RATINGS

- Ratings: The Notes to be issued have been rated:
- S&P: BBB+
Fitch: A-
- Each of S&P and Fitch is established in the European Union, registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**") and included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with CRA Regulation.
- According to S&P's rating system, a Note rated "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the Issuer's capacity to meet its financial commitments on the Note. The addition of a plus (+) or minus (-) sign shows relative standing within the rating categories.
- According to Fitch's rating system, "A" ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The addition of a +/- indicates relative differences of probability of default or recovery for issues.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. USE AND ESTIMATED NET AMOUNT OF THE PROCEEDS

- (i) Use of proceeds: The net proceeds of the issue of Notes will be used for the Issuer's general corporate purposes.
- (ii) Estimated net proceeds: €86,466,327.87

5. FIXED RATE NOTES ONLY – YIELD

Indication of yield: 4.662 *per annum*.

The yield is calculated at the Issue Date on the basis of the Issue Price.

It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code: Temporary ISIN Code FR001400IKD5 until the Assimilation Date and FR0013512233 thereafter

Common Code: Temporary Common Code 263630599 until the Assimilation Date and 217048478 thereafter

FISN Code: KLEPIERRE/2.0 Bd 20290512

CFI Code: DBFUFB

Depositories:

(a) Euroclear France to act as Central Depository: Yes

(b) Common Depository for Euroclear Bank and Clearstream Banking, S.A.: No

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent: Société Générale
Société Générale Securities Services
(affiliated with Euroclear France under number 042)
CS 30812
32, rue du Champ de Tir
44308 Nantes Cedex 3

France

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable