

# RESULTS OF THE VOTES OF THE COMBINED GENERAL MEETING OF SHAREHOLDERS OF MAY 11, 2023

Paris, May 12, 2023

The Shareholders General Meeting of Klépierre SA, held yesterday at the Pavillon Cambon Capucines and chaired by the Chairman of the Supervisory Board, Mr. David Simon, **approved all the resolutions submitted to it.**

**The final quorum was 79.69%**, representing 3,245 shareholders present or represented and holding a total of 227,612,900 shares.

Details of the voting results and the general quorum for the Combined General Meeting are set out in **Appendices 1 and 2.**



## Appendix 1: Results of the votes

**KLEPIERRE**  
Combined General Meeting , Thursday 11 May 2023

**VOTE RESULTS**

CAPITAL SHARES: 286 861 172

	Resolution	Type	Vote Time	Valid for majority				Votes not valid for majority (Abstain+Invalid+Not voted)	Presents & Represented		% of shares capital	Excluded voting rights	State of adoption
				For	%	Against	%		Shares	Votes			
1	Approval of the Company financial statements for the fiscal year ended December 31, 2022 – Approval of non-deductible expenses and costs	Ordinary	11/05/2023 09:59:12	226 595 180	99,92%	187 664	0,08%	827 456	227 610 300	227 610 300	79,35%	0	Carried
2	Approval of the consolidated financial statements for the fiscal year ended December 31, 2022	Ordinary	11/05/2023 09:59:47	227 309 718	99,92%	178 833	0,08%	121 749	227 610 300	227 610 300	79,35%	0	Carried
3	Appropriation of net income for the fiscal year ended December 31, 2022 and setting of the dividend	Ordinary	11/05/2023 10:00:23	226 435 304	99,51%	1 125 698	0,49%	49 298	227 610 300	227 610 300	79,35%	0	Carried
4	Approval of the amendment to Jean-Michel Gault's employment contract with Klépierre Management SNC entered into on June 27, 2022, voluntarily subject to the regime provided for in Article L. 225-86 et seq. of the French Commercial Code	Ordinary	11/05/2023 10:01:02	226 538 601	99,91%	204 033	0,09%	777 061	227 610 300	227 519 695	79,35%	90 605	Carried
5	Approval of the settlement agreement between the Company, Klépierre Management SNC and Jean-Michel Gault in connection with the termination of his duties as an employee of Klépierre Management SNC, voluntarily subject to the regime provided for in Article L. 225-86 et seq. of the French Commercial Code	Ordinary	11/05/2023 10:01:47	173 553 330	76,54%	53 184 769	23,46%	781 596	227 610 300	227 519 695	79,35%	90 605	Carried
6	Approval of the Statutory Auditors' special report on the agreements referred to in Article L. 225-86 of the French Commercial Code	Ordinary	11/05/2023 10:02:26	227 429 549	99,99%	27 314	0,01%	62 832	227 610 300	227 519 695	79,35%	90 605	Carried
7	Re-appointment of Catherine Simoni as a member of the Supervisory Board	Ordinary	11/05/2023 10:03:04	214 697 168	94,35%	12 849 156	5,65%	63 976	227 610 300	227 610 300	79,35%	0	Carried
8	Re-appointment of Florence von Erb as a member of the Supervisory Board	Ordinary	11/05/2023 10:03:42	226 589 224	99,58%	954 000	0,42%	67 076	227 610 300	227 610 300	79,35%	0	Carried
9	Re-appointment of Stanley Shashoua as a member of the Supervisory Board	Ordinary	11/05/2023 10:04:22	209 210 508	91,94%	18 332 685	8,06%	67 107	227 610 300	227 610 300	79,35%	0	Carried
10	Placing on record that following the non-re-appointment of BEAS as Alternate Statutory Auditor, no replacement is appointed	Ordinary	11/05/2023 10:04:56	227 506 686	>99,99%	7 265	<0,01%	96 349	227 610 300	227 610 300	79,35%	0	Carried
11	Placing on record that following the non-re-appointment of PICARLE & ASSOCIÉS as Alternate Statutory Auditor, no replacement is appointed	Ordinary	11/05/2023 10:05:33	227 504 604	>99,99%	8 465	<0,01%	97 231	227 610 300	227 610 300	79,35%	0	Carried
12	Approval of the 2023 compensation policy for the Chairman of the Supervisory Board and the other members of the Supervisory Board	Ordinary	11/05/2023 10:13:57	226 477 462	99,71%	666 737	0,29%	466 101	227 610 300	227 610 300	79,35%	0	Carried
13	Approval of the 2023 compensation policy for the Chairman of the Executive Board	Ordinary	11/05/2023 10:14:33	214 033 357	94,65%	12 099 594	5,35%	1 477 349	227 610 300	227 610 300	79,35%	0	Carried
14	Approval of the 2023 compensation policy for the members of the Executive Board (excluding the Chairman)	Ordinary	11/05/2023 10:15:09	217 124 071	96,02%	9 006 782	3,98%	1 479 447	227 610 300	227 610 300	79,35%	0	Carried
15	Approval of the information referred to in Article L. 22-10-9, paragraph I of the French Commercial Code relating to the compensation of corporate officers paid during or allotted for the fiscal year ended December 31, 2022	Ordinary	11/05/2023 10:15:53	222 433 339	98,54%	3 299 201	1,46%	1 877 760	227 610 300	227 610 300	79,35%	0	Carried

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16	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or allotted for the fiscal year ended December 31, 2022 to David Simon in his capacity as Chairman of the Supervisory Board	Ordinary	11/05/2023 10:16:32	226 587 183	99,86%	315 389	0,14%	707 728	227 610 300	227 610 300	79,35%	0	Carried
17	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or allotted for the fiscal year ended December 31, 2022 to Jean-Marc Jestin in his capacity as Chairman of the Executive Board	Ordinary	11/05/2023 10:17:12	217 480 935	96,45%	8 015 829	3,55%	2 113 536	227 610 300	227 610 300	79,35%	0	Carried
18	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or allotted for the fiscal year ended December 31, 2022 to Stéphane Tortajada in his capacity as Chief Financial Officer and member of the Executive Board as from June 22, 2022	Ordinary	11/05/2023 10:17:52	218 977 188	97,11%	6 513 580	2,89%	2 119 532	227 610 300	227 610 300	79,35%	0	Carried
19	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or allotted for the fiscal year ended December 31, 2022 to Jean-Michel Gault in his capacity as Chief Financial Officer and member of the Executive Board until June 21, 2022	Ordinary	11/05/2023 10:18:35	219 058 492	97,15%	6 433 305	2,85%	2 118 503	227 610 300	227 610 300	79,35%	0	Carried
20	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or allotted for the fiscal year ended December 31, 2022 to Beñat Ortega in his capacity as member of the Executive Board until January 31, 2022	Ordinary	11/05/2023 10:19:13	222 261 150	98,57%	3 220 559	1,43%	2 128 591	227 610 300	227 610 300	79,35%	0	Carried
21	Authorization, for a period of 18 months, to trade in the Company's shares, not to be used during a public offer	Ordinary	11/05/2023 10:19:54	227 229 443	99,86%	311 655	0,14%	69 202	227 610 300	227 610 300	79,35%	0	Carried
22	Delegation of authority to the Executive Board, for a period of 26 months, to reduce the share capital by canceling treasury shares	Extraordinary	11/05/2023 10:21:13	227 528 758	99,98%	43 523	0,02%	40 619	227 612 900	227 612 900	79,35%	0	Carried
23	Delegation of authority to the Executive Board, for a period of 26 months, to issue shares and/or securities giving rights to shares of the Company or its subsidiaries and/or securities giving rights to debt securities, with preemptive subscription rights	Extraordinary	11/05/2023 10:22:06	219 667 131	96,53%	7 905 864	3,47%	39 905	227 612 900	227 612 900	79,35%	0	Carried
24	To issue shares and/or securities giving rights to shares of the Company or its subsidiaries and/or securities giving rights to debt securities by means of a public offering other than those referred to in paragraph 1 of Art. L. 411-2 of the French Monetary and Financial Code, without preemptive subscription rights (period : 26 months)	Extraordinary	11/05/2023 10:22:52	218 521 375	96,02%	9 055 004	3,98%	36 521	227 612 900	227 612 900	79,35%	0	Carried

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25 To issue shares and/or securities giving rights to shares of the Company and/or securities giving rights to debt securities by means of a private placement referred to in paragraph 1 of Article L. 4111-2 of the French Monetary and Financial Code, without preemptive subscription rights (period : 26 months)	Extraordinary	11/05/2023 10:23:43	212 251 312	93,27%	15 320 569	6,73%	41 019	227 612 900	227 612 900	79,35%	0	Carried
26 Delegation of authority to the Executive Board, for a period of 26 months, to increase the number of securities to be issued in the event of an issue of ordinary shares and/or securities giving rights to shares of the Company, any subsidiary and/or any other company, with or without preemptive subscription rights	Extraordinary	11/05/2023 10:24:26	207 579 052	91,50%	19 284 423	8,50%	749 425	227 612 900	227 612 900	79,35%	0	Carried
27 Delegation of authority to the Executive Board, for a period of 26 months, to issue shares and/or securities giving rights to shares of the Company for contributions as consideration in kind in the form of equity securities and/or securities giving rights to shares of the Company, without preemptive subscription rights	Extraordinary	11/05/2023 10:25:10	224 637 568	98,71%	2 936 635	1,29%	38 697	227 612 900	227 612 900	79,35%	0	Carried
28 Delegation of authority to the Executive Board, for a period of 26 months, to increase the Company's share capital by capitalizing premiums, reserves, profits or other items	Extraordinary	11/05/2023 10:25:49	226 384 014	99,48%	1 182 289	0,52%	46 597	227 612 900	227 612 900	79,35%	0	Carried
29 Overall ceiling on authorizations to issue shares and securities giving rights to shares of the Company	Extraordinary	11/05/2023 10:26:27	220 399 676	96,85%	7 164 512	3,15%	48 712	227 612 900	227 612 900	79,35%	0	Carried
30 Advisory opinion on the Company's ambition and objectives in the fight against climate change	Ordinary	11/05/2023 10:29:45	210 960 079	95,21%	10 617 221	4,79%	6 033 000	227 610 300	227 610 300	79,35%	0	Carried
31 Powers for formalities	Ordinary	11/05/2023 10:30:19	227 552 699	>99,99%	4 671	<0,01%	52 930	227 610 300	227 610 300	79,35%	0	Carried

## Appendix 2: General quorum

**KLEPIERRE**  
**Annual General Meeting, Thursday 11 May 2023**

<b>QUORUM</b>
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CAPITAL SHARES	286 861 172
OWN SHARES HELD	1 253 228
VOTING SHARES	285 607 944
REQUIRED QUORUM: 25% OF VOTING SHARES	71 401 986

**The quorum reached is 79.69%**

It represents 227,612,900 shares for 3,245 shareholders

79.69% of the 285,607,944 shares entitled to vote

	SHAREHOLDERS	SHARES	%	VOTES
<b>Presents</b>	54	14 273	0,00%	14 273
<b>Represented</b>	2	505	0,00%	505
<b>Proxies to chairman</b>	469	294 162	0,10%	294 162
<b>Direct votes</b>	2 720	227 303 960	79,59%	227 303 960
<b>Total</b>	3 245	227 612 900	79,69%	227 612 900

**THE GENERAL MEETING MAY VALIDLY DELIBERATE**