

## VOTE RESULTS

## Ordinary Resolutions

Nb	Resolution	Result	For		Against		Vote withhold		Total votes	Shares represented by the votes cast	Percentage of the share capital represented by the votes cast	Out of vote voting rights	Null voting rights	Quorum
			Votes	%	Votes	%	Votes	%						
7	Re-appointment of John Carrafiell as a member of the Supervisory Board													
	7	Carried	216 023 455	99,66 %	730 648	0,34 %	60 007	-	216 754 103	216 814 110	73,534 %	0	0	75,973 %
8	Re-appointment of Steven Fivel as a member of the Supervisory Board													
	8	Carried	213 792 294	98,63 %	2 962 772	1,37 %	59 044	-	216 755 066	216 814 110	73,534 %	0	0	75,973 %
9	Re-appointment of Robert Fowlds as a member of the Supervisory Board													
	9	Carried	216 363 117	99,82 %	391 949	0,18 %	59 044	-	216 755 066	216 814 110	73,534 %	0	0	75,973 %
10	Approval of the 2021 compensation policy for the Chairman of the Supervisory Board and the members of the Supervisory Board													
	10	Carried	216 606 153	99,93 %	150 375	0,07 %	57 582	-	216 756 528	216 814 110	73,534 %	0	0	75,973 %
11	Approval of the 2021 compensation policy for the Chairman of the Executive Board													
	11	Carried	211 753 235	97,69 %	5 002 822	2,31 %	58 053	-	216 756 057	216 814 110	73,534 %	0	0	75,973 %
12	Approval of the 2021 compensation policy for the members of the Executive Board													
	12	Carried	211 238 994	97,46 %	5 516 316	2,54 %	58 800	-	216 755 310	216 814 110	73,534 %	0	0	75,973 %

## 6.2 COMPENSATION OF CORPORATE OFFICERS

### 6.2.1 Compensation policy for corporate officers

This section will be submitted to the Ordinary and Extraordinary General Meeting of June 17, 2021 for approval by way of specific resolutions, and complies with all the recommendations of the AFEP-MEDEF Code as regards compensation.

#### 6.2.1.1 Basic principles for setting the compensation policy

In Klépierre's long-term corporate interest, the Supervisory Board sets the compensation policy, acting on the recommendation of the Nomination and Compensation Committee and taking into account the principles of the AFEP-MEDEF Code (namely comprehensiveness, balance between the compensation components, comparability, consistency, clarity of the rules, and proportionality), in order to meet the objectives set out below.

#### Compensation levels enable us to attract and retain the best talent

Appropriate compensation, both fixed and variable, is essential to attract, retain and motivate the best talent. The compensation offered should therefore be competitive and in line with market practices for comparable companies. In compliance with the principle of comparability recommended by the AFEP-MEDEF Code, the Nomination and Compensation Committee regularly reviews its approach using studies conducted by various independent specialists based on panels of companies of a similar size and/or operating in the same business sector as Klépierre, and with comparable international exposure.

#### Compensation packages are balanced and take into account areas of responsibility

Compensation paid to Supervisory Board members includes a fixed amount and a predominantly variable amount based on actual attendance at meetings of the Supervisory Board and/or Committees on which they sit.

Regarding Executive Board members, the Supervisory Board ensures that compensation is balanced (fixed, short-term variable and long-term variable components), with each component representing about one-third of total compensation for the year. In accordance with section 25.1.2 of the AFEP-MEDEF Code, the compensation of corporate officers is based on work performed, responsibility taken on board, and the duties entrusted to them.

#### Compensation of executive corporate officers is performance-based

The recognition of the performance of executive corporate officers strikes a balance between their interests, those of Klépierre and those of its shareholders. Accordingly, the compensation package for Executive Board members is subject to performance conditions, concerning both the short-term variable portion and the allotment of performance shares.

The performance criteria are financial, operating and non-financial. They are based on the achievement of various targets relating in particular to Klépierre's commercial strategy and to the ability of management to adapt Klépierre's organization to the environment and changes in its markets.

These criteria are regularly updated by the Nomination and Compensation Committee, as well as by the Supervisory Board.

#### Compensation of executive corporate officers takes into account the compensation and employment conditions applicable to Klépierre employees

Pertinent information on the Group's compensation policy is regularly provided to the Nomination and Compensation Committee.

For Executive Board members, the Supervisory Board ensures that their compensation package is consistent with that of the Group's senior managers, i.e., that it comprises both fixed components and short- and long-term variable components. Performance conditions applicable to the Group's key senior managers are the same as those applied to shares allotted to Executive Board members under the long-term incentives currently in force.

In addition, the Supervisory Board also includes criteria related to employment conditions for the Group's employees in the objectives underpinning the variable compensation payable to Executive Board members. For example, the short-term variable compensation objectives assessed include initiatives promoting diversity and talent development.

#### Compensation of executive corporate officers reflects Klépierre's CSR objectives to promote long-term growth

Both short- and long-term variable components are subject to non-financial criteria regarding CSR issues. These criteria are determined in line with the Group's targets in order to promote sustainable, environmentally-friendly development over the long term.

#### 6.2.1.2 Decision-making process for setting, revising and implementing the compensation policy

At the beginning of each year, the Nomination and Compensation Committee conducts a review of the different components of compensation of Supervisory Board and Executive Board members. Based on the Nomination and Compensation Committee's work, the Supervisory Board then sets the compensation policy to be put to the vote at Klépierre's next General Meeting. The same process applies if the compensation policy is revised, or if exceptions are made.

## Supervisory Board

In accordance with Article 17, paragraph 1 of the Company's bylaws, the General Meeting sets the total amount allotted to the Supervisory Board members in respect of their duties on the Board and on its Committees during the fiscal year.

This annual amount set by the Ordinary and Extraordinary General Meeting of April 19, 2016 was €700,000. This amount is maintained

for subsequent fiscal years unless modified by the General Meeting. At the beginning of each year, acting on the recommendation of the Nomination and Compensation Committee, the Supervisory Board allots the previous year's compensation among its members, taking into account the offices held by each member on the Board and its various Committees and their attendance record.

## Executive Board

The table below presents the steps and timeline for setting the compensation of the Chairman and the Executive Board members.

### POST-GENERAL MEETING OF PRIOR YEAR AND FIRST QUARTER OF CURRENT YEAR

#### Nomination and Compensation Committee

The Nomination and Compensation Committee analyzes the applicable governance rules and any changes. It reviews reports on the meetings organized as part of the annual governance roadshows. The Committee subsequently issues its recommendations on the compensation policy to the Supervisory Board, especially as regards the following aspects:

- **Overall structure of corporate officers' compensation:** the Committee reviews and assesses its appropriateness each year, taking into account all components of compensation, including any severance pay.
- **Fixed annual compensation:** the Committee evaluates its amount each year, taking into account events affecting the Group and other compensation components.
- **Short-term variable compensation:**
  - The Committee sets the amount of short-term variable compensation due in respect of the prior year on the basis of performance criteria as specified in the compensation policy.
  - It then makes proposals for the performance criteria applicable to the short-term variable compensation due in respect of the current year.
- **Long-term incentive plans:**
  - The Committee discusses the general policy for the allotment of performance shares each year and ensures that there is a sufficiently large group of beneficiaries within the Group. For information, in 2020 these allotments covered 10% of employees.
  - The Committee then proposes performance criteria applicable to all performance shares allotted within the Group for the current year, based on ambitious targets assessed over a three-year period.
  - As regards plans that have matured, the Committee assesses the achievement levels with regard to the applicable performance conditions.
  - Lastly, the Committee proposes a number of performance shares to be allotted to the Chairman and members of the Executive Board for the current year.
- **Benefits in kind:** the Committee reviews and values the various benefits in kind granted and includes them in its assessment of Executive Board compensation.

### FROM FEBRUARY/MARCH OF CURRENT YEAR

#### Supervisory Board

On the basis of the Nomination and Compensation Committee's work and recommendations:

- The Supervisory Board sets the current year's compensation policy.
- The amount of **short-term variable compensation payable to the Chairman and members of the Executive Board in respect of the prior year** is set by the Supervisory Board based on its assessment of their performance with regard to the quantitative and qualitative criteria. The quantitative criteria relating to financial or stock market indicators are assessed on the basis of the consolidated financial statements as approved by the Supervisory Board, or on the basis of market data. The qualitative criteria are assessed on the basis of the Nomination and Compensation Committee's report.
- As regards **long-term incentive plans that have matured**, the Board takes due note of the performance levels achieved with regard to the applicable performance conditions.

### FIRST HALF OF CURRENT YEAR

#### General Meeting of Shareholders

The compensation policy for the current year is submitted to the vote of the General Meeting (*ex ante* say on pay).

The compensation and benefits paid during or allotted for the previous year (i) to all corporate officers as a whole and (ii) to each executive corporate officer are also submitted to the vote (*ex-post* say on pay).

### POST-GENERAL MEETING OF CURRENT YEAR

#### Nomination and Compensation Committee

The Nomination and Compensation Committee, and then the Supervisory Board based on the Committee's work, prepare a report on the General Meeting, including an analysis of results of the vote on the resolutions and an analysis of comments from investors and proxy advisors.

#### Supervisory Board

The Nomination and Compensation Committee and the Supervisory Board rely in particular on the following resources when setting the compensation policy:

- **Highly reputed independent specialized consultants**, in particular for benchmarking;
- **Meetings with the Group's General Secretary, who supervises the Legal and Human Resources Departments**, for example to obtain information about the compensation and employment terms of the Group's employees;
- **Meetings with investors and proxy advisors.**

To avoid conflicts of interest and in accordance with AFEP-MEDEF Code recommendations:

- Executive Board members do not attend Nomination and Compensation Committee meetings;
- Executive Board members are not present during the Supervisory Board's deliberations on their compensation.

The rules governing conflicts of interest concerning the members of the Executive Board are described in detail on page 278.

## 6.2.2 Compensation of corporate officers for fiscal year 2021

### 6.2.2.1 Compensation of the Chairman and the members of the Supervisory Board for fiscal year 2021

Taking into account the fact that the number of Supervisory Board members was reduced to nine following the General Meeting of April 18, 2017, the utilization in fiscal year 2021 of the fixed annual budget of €700,000 is not expected to exceed €688,000.

The annual amount is allotted based on the offices held by each member on the Board and/or its various Committees, distinguishing between Chair or Vice Chair and members, as well as their attendance record at Board and Committee meetings during the year:

Office	Compensation	Total
<b>Chair (Board and Committees) or Vice Chair</b>	Fixed portion: €22,000 per office Chairman of the Supervisory Board, Vice Chair of the Supervisory Board, Chairs of the Audit Committee, Investment Committee, Nomination and Compensation Committee and Sustainable Development Committee Variable portion: N/A	€132,000
<b>Supervisory Board member</b>	Fixed portion: €12,000 per Board member Variable portion: Amount based on attendance record at Board meetings	€108,000 €224,000
<b>Committee members</b>	Fixed portion: N/A Variable portion: Amount based on attendance record at the relevant Committee meetings	€224,000
<b>TOTAL</b>		<b>€688,000</b>

Supervisory Board members may also obtain the reimbursement of all reasonable costs and expenses arising from the exercise of their duties, subject to providing the necessary supporting documentation.

No other components of compensation are awarded to members of the Supervisory Board or its Committees, and no agreements (employment or service agreements) have been entered into by Board or Committee members with the Company (or within the Group).

### 6.2.2.2 Compensation of the Chairman and members of the Executive Board for fiscal year 2021

Subject to the approval by the shareholders of the resolutions submitted to the General Meeting of Shareholders of June 17, 2021, the following tables provide a summary and breakdown of the components of the compensation of Executive Board members in respect of 2021.

No changes are envisaged in the compensation policy of the Chairman and the members of the Executive Board for 2021 versus the policy in place for fiscal year 2020.

On the recommendation of the Nomination and Compensation Committee, the Supervisory Board will propose to the General Meeting of Shareholders of June 17, 2021 to grant it the power to adapt or amend in prescribed and specific circumstances the performance criteria and calculation scale applicable to the compensation of the Chairman and the members of the Executive Board for 2021.

Summary of the structure of the compensation of the Chairman and the Executive Board members and changes during the year ended December 31, 2021

Fixed compensation		Short-term variable compensation	Long-term incentives			
Fixed compensation	Benefits in kind	Quantitative criteria (capped at 80% of fixed compensation) + Qualitative criteria (capped at 50% of fixed compensation)	Absolute stock market performance of Klépierre (TSR)	Relative stock market performance versus a panel of comparable companies (TSR)	Internal performance (change in shopping center net rental income)	CSR performance
			10%	30%	40%	20%
Performance assessed over three years, followed by a two-year lock-up period						
Shareholding obligation						

Component	Comments	Change in 2021 versus 2020 <sup>(a)</sup>
Fixed compensation	The fixed compensation of Executive Board members must remain unchanged until the end of their term of office. For information, over the past few years, the Supervisory Board has been gradually raising the fixed compensation of Executive Board members to ensure that it remains competitive and appropriate. In the context of the Covid-19 pandemic, the Chairman of the Executive Board and the Chief Financial Officer, member of the Executive Board, voluntarily waived 30% of their fixed compensation between April 1, 2020 and December 31, 2020.	No change
Short-term variable compensation	As in 2020, the level of net cash flow per share in 2021 will be broadly dictated by the severity of the health crisis and the resulting lockdown measures. However, the Supervisory Board nonetheless considered that this criterion – one of the key indicators the Company discloses to the markets – remains appropriate. Therefore, the criteria used to set variable compensation for fiscal year 2020 will remain in force. The bulk of these criteria are quantitative (quantitative component capped at 80% of fixed compensation of the senior executives concerned), with the qualitative component remaining capped at 50% of fixed compensation of the senior executives concerned.	No change
Long-term variable compensation	Vesting of performance shares is subject to service and performance conditions assessed over a three-year period (except in cases of early vesting): These performance conditions are presented in section 6.2.2.2.1.	No change

(a) The General Meeting of April 30, 2020 approved the components of compensation paid or allotted for fiscal year 2019 to Jean-Marc Jestin (by 95.12% of votes cast) and to Jean-Michel Gault (by 96% of votes cast).

### 6.2.2.2.1 Components of the Chairman of the Executive Board's compensation for fiscal year 2021

Jean-Marc Jestin was re-appointed as Chairman of the Executive Board for a term of three years effective from June 22, 2019.

Should a new Chairman of the Executive Board be appointed, the principles and criteria provided for in the last compensation policy approved by the General Meeting would also apply to him. In such cases, acting on the recommendation of the Nomination and Compensation Committee, the Supervisory Board will, in light of existing practices and based on the situation of the executive concerned, determine the different components of compensation, which shall not exceed those set out in said policy. The Supervisory Board may decide exceptionally to award an on-boarding package as a recruitment incentive for a new executive joining from another group. The payment of this package, which may take different forms, is designed to offset the loss of benefits to which executives may have been entitled in their previous position. In compliance with section 25.4 of the AFEP-MEDEF Code, in the event that such a package is granted, it must be explained and the amount made public at the time it is set, even where payment is made in installments or deferred.

To summarize, Jean-Marc Jestin's compensation is typically split into equal portions between the fixed component (including benefits in kind), the short-term variable component and the long-term variable component.

The Chairman of the Executive Board's compensation includes the following components:

#### a) Fixed annual compensation

The fixed annual compensation of the Chairman of the Executive Board for 2021 is based on a gross amount of €750,000, unchanged from the fixed annual compensation set for 2020, it being stated that in the context of the Covid-19 pandemic, the Chairman of the Executive Board voluntarily waived 30% of his fixed compensation between April 1, 2020 and December 31, 2020.

**b) Short-term variable compensation**

Short-term variable compensation for the Chairman of the Executive Board is determined with regard to the achievement of specific, ambitious quantitative and qualitative objectives whose detail and weighting are set at the beginning of the year (these objectives are not disclosed publicly for confidentiality reasons, although they are made public *ex-post*):

Quantitative component		
Weighting	Description	Comments
Capped at 80% of fixed annual compensation (i.e., 61.5% of the maximum total short-term variable compensation)	<p>Net current cash flow guidance as disclosed to the markets at the beginning of the year.</p> <p>The net current cash flow per share target disclosed to the markets and the performance scale were prepared based on the assumption of a certain number of enforced closure days for the Group's shopping centers in 2021.</p> <p>The scales may be adjusted in the event that the effective enforced closure days differ from these assumptions.</p> <p>Achieving the target net current cash flow per share announced by Klépierre as guidance to the market grants entitlement to 60% of the fixed annual compensation. In addition, a performance floor has been set at more than 92% of the target.</p>	<p>This financial indicator is particularly relevant for a real estate company such as Klépierre as it enables the following to be measured:</p> <ul style="list-style-type: none"> <li>• Changes in income based on organic and external growth;</li> <li>• Cost management efficiency (operating and financial costs);</li> <li>• Tax exposure of recurring operations.</li> </ul> <p>It is one of the key indicators that Klépierre discloses to the markets. Net current cash flow per share growth and its regularity are fundamental inputs in the valuation of the Klépierre share price.</p> <p>The quantitative component is applied identically to all Executive Board members because it measures their performance as an executive team with collective responsibility.</p>
Qualitative component		
Weighting	Description	Comments
Capped at 50% of fixed annual compensation (i.e., 38.5% of the maximum total short-term variable compensation)	<p>The qualitative portion of variable compensation is measured by applying several criteria and for 2021 is based around the following topics:</p> <ul style="list-style-type: none"> <li>• Promotion of CSR;</li> <li>• Strategy implemented to enhance the quality of the portfolio (developments, investments, disposals);</li> <li>• Management of the health crisis;</li> <li>• Management of human capital.</li> </ul>	<p>The qualitative component measures the individual performance of the Chairman of the Executive Board based on specific targets for the relevant year.</p> <p>These specific targets are decided by the Supervisory Board for the year concerned according to the priorities set by the Board, acting on the recommendation of the Nomination and Compensation Committee, and are communicated to the Chairman of the Executive Board.</p>

The overall short-term variable compensation paid to the Chairman of the Executive Board is capped at 130% of his fixed annual compensation as stated in the 2021 compensation policy.

In accordance with Article L. 22-10-34 II, paragraph 2 of the French Commercial Code, the annual variable compensation due for fiscal year 2021 will be paid after the Ordinary General Meeting to be called in 2022 to approve the 2021 financial statements, and is contingent on its approval by that Meeting.

**Faculty of the Supervisory Board**

In exceptional circumstances, the Supervisory Board, having solicited the opinion of the Nomination and Compensation Committee, may exercise its judgment to adapt and/or amend the performance criteria and/or the calculation scale (upwards or downwards) used to determine the short-term variable compensation of the Chairman of the Executive Board in the event that the impact of such an exceptional circumstance were disproportionate with regard to the fundamental principles of the compensation policy described in section 6.2.11. In any event, the Supervisory Board's powers in this regard may not give rise to a change in the weighting of the quantitative component of short-term variable compensation (which would remain capped at 80% of fixed compensation) or of the qualitative component of short-term variable compensation (which would remain capped at 50% of fixed compensation). Exceptional circumstances that may give rise to the use of this power include any exogenous event that could not reasonably have been taken into consideration or quantified at the time the compensation policy was set, such as the Covid-19 health crisis and subsequent developments, any comparable events or the prolongation thereof.

The Supervisory Board is required to give account in the event that it exercises these powers.

**c) Long-term variable compensation**

The General Meeting of April 16, 2019 authorized Klépierre to allot performance shares to the Group's executive corporate officers and senior managers.

The rules of the plan to be implemented in 2021 for corporate officers will include a three-year vesting period (save for specific cases of early vesting)<sup>(1)</sup>, subject to a service condition and performance conditions, followed by a two-year lock-up period.

These performance conditions are based on financial, non-financial and operating targets that contribute to the goals of the compensation policy:

- Conditions that encourage the achievement of the Group's operating and financial targets and thus drive greater value creation for shareholders. They therefore promote the alignment of the beneficiaries' interests with those of the Company and of its shareholders.
- Varied and demanding conditions, which differ from those applicable to short-term variable compensation and which are for the most part assessed based on financial and quantitative criteria along with criteria linked to the environmental or social issues facing the Group.
- Conditions based on Klépierre's performance, improvements in which depend on the work put in by the teams and their results, based on an approach designed to create value over the long term.

(1) Including in the event of the death or disability of the beneficiary, transactions resulting in a change in control, and delisting.

The conditions underlying the performance shares to be allotted to the executive corporate officers in 2021 are detailed in the table below:

<b>SERVICE CONDITION</b>				
<p>The beneficiary must remain within the Group until the end of the vesting period, except in the event of early vesting under the terms and conditions of the plan (notably in the event of the death or disability of the beneficiary, transactions resulting in a change in control, and delisting). Should the beneficiary leave the Group before the end of the performance assessment period for the performance shares not provided for in the plan rules, entitlement to all or a portion of the performance shares is subject to the decision of the Supervisory Board and must be substantiated. The Supervisory Board will only authorize a partial waiver of the service condition, such that the performance shares vest pro rata to members' service to the Group, and performance conditions will continue to apply until the end of the vesting period.</p>				
<b>FOUR PERFORMANCE CONDITIONS</b>				
<b>Performance assessed</b>	<b>Indicator</b>	<b>Calculation method</b>	<b>Weighting</b>	<b>Justification of choice</b>
<b>Absolute stock market performance</b>	Total Shareholder Return (TSR, change in share price plus dividend) of the Klépierre share.	Comparison of the share price during the initial allotment period compared to the share price during the final allotment period. The achievement scale is presented on page 288.	10% of the total allotment	This condition measures the returns for shareholders based on stock market performance and dividends received. Its weighting must nevertheless be limited insofar as it mainly depends on Klépierre's share price performance, which is not solely influenced by the Company's intrinsic operating performance, but is also impacted by macroeconomic trends that may be unrelated to the Company's business.
<b>Relative stock market performance</b>	TSR of a panel of European retail real estate firms, comprising: URW, CityCon OYJ, Eurocommercial Properties, Deutsche Euroshop, Wereldhave N.V., Mercialis, Vastned Retail NV, Immobiliare Grande Dis, Atrium European Real Estate and Carmila.	Comparison of Klépierre's TSR with that of the panel. The achievement scale is presented on page 288.	30% of the total allotment	This criteria compares Klépierre's TSR with that of companies whose primary business activity is operating shopping centers and are therefore faced with comparable issues and economic cycles.
<b>Internal performance</b>	Change over three years in net rental income.	Calculation of the average annual change in shopping center like-for-like net rental income, as reported by the Group in its annual consolidated financial statements over the last three fiscal years preceding the reference date. The achievement scale is presented on page 288.	40% of the total allotment	This is an operating criterion directly linked to the business of the Company, appropriate for measuring the Company's business growth and the teams' efforts to optimize like-for-like rental income and therefore maximize returns from the Group's real estate portfolio. Growth in like-for-like net rental income includes: <ul style="list-style-type: none"> <li>Increases in minimum guaranteed rents when the lease is renewed, which reflect the Group's capacity to host the most attractive retailers in its centers and to optimize the rental value of available space;</li> <li>Reductions in vacancy rates, which are key to the attractiveness of a given shopping center;</li> <li>Optimal management of shopping center costs.</li> </ul>
<b>CSR performance</b>	(i) GRESB rating: Klépierre must rank in the top five in its category and have a "5-star" rating, which is awarded only to the top performers. (ii) Level of achievement of certain targets in the CSR road map.	The achievement of objectives is assessed annually by an independent third party (Ernst & Young). The achievement scale is presented on page 288.	20% of the total allotment	These criteria reflect Klépierre's desire to unite its employees and executives around corporate social responsibility issues in line with Klépierre's CSR road map.

The number of performance shares that may fully vest to the eligible executive corporate officers under this 2021 allotment will be calculated using the following achievement scale:

Performance assessed	Performance	% of shares delivered <sup>(a)</sup>	Assessment of the requirements for the chosen performance conditions		
<b>Absolute stock market performance (10% of the allotment)</b>	≤16.5%	0%	The percentage of shares allotted is zero where the TSR is less than or equal to 16.5%. To achieve the maximum target, the TSR must be greater than or equal to 30%. Exceeding the 30% threshold does not result in the allotment of additional shares, which is capped at 10% of the initial number of shares allotted.		
	20%	33.3%			
	22.5%	50%			
	25%	66.7%			
	27.5%	83.3%			
	≥30%	100%			
<b>Relative stock market performance (30% of the allotment)</b>	Index -100 bps	0%	If Klépierre's TSR is equal to the TSR of the panel ("Index"), only 33.33% of the shares will be allotted. To achieve the maximum target, Klépierre's TSR must outperform the TSR of the panel ("Index") by 300 basis points. Exceeding this threshold does not result in the allotment of additional shares, which is capped at 30% of the number of shares initially allotted.		
	Index	33.3%			
	Index +100 bps	50%			
	Index +200 bps	66.7%			
	Index +300 bps	100%			
<b>Internal performance (40% of the allotment)</b>	<1%	0%	If the growth in net rental income over three years is equal to 1%, only 30% of the shares will be allotted. To achieve the maximum target, the increase must be greater than or equal to 3%. Exceeding the 3% threshold does not result in the allotment of additional shares, which is capped at 40% of the initial number of shares allotted. This is a very ambitious growth target considering that the Group renews an average of only 8% of its leases each year. The level of ambition of this target can be measured in light of the historical performance of Klépierre and of its main competitors. Based on Klépierre's results since 2010 <sup>(b)</sup> , the performance criterion has been met in only five fiscal years, i.e., in almost every other year over the 2010 to 2020 period (2010 being the first year the three-year average was calculated). As regards the results of Klépierre's main competitors since 2012, none of them have reported average growth in like-for-like net rental income <sup>(c)</sup> in excess of 3% for the 2012-2020 period.		
	1%	30%			
	≥3%	100%			
<b>CSR performance (20% of the allotment)</b>	GRESB rating: Klépierre must rank in the top five and have a "5-star" rating; (12% of the allotment)		100%	GRESB (Global Real Estate Sustainable Benchmark) is an organization that assesses the ESG performance of real estate companies. The objective is to rank among the top five companies in its category <sup>(d)</sup> and to obtain the highest "5-star" rating. Klépierre has set out an ambitious CSR strategy with a number of priorities. The shares vest only if the conditions are fulfilled. No shares are allotted if performance is below the target.	
	Reduction in the Group's shopping center energy consumption since 2013 (2% of the allotment)	Objective <sup>(e)</sup> : R > -40%	0%		
		R ≤ -44%	100%		
	Shopping centers obtaining sustainable development certification (2% of the allotment)	Objective: 100% of shopping centers (by value)	100%		
	Shopping centers contributing to local employment (2% of the allotment)	Objective: 100% of shopping centers (by value) having implemented at least one initiative during the year to promote local employment <sup>(f)</sup>	100%		
	Employees receiving training (2% of the allotment)	Objective: 100% of employees	100%		

(a) If the result obtained is between two thresholds, the number of performance shares vested is calculated on a linear basis.

(b) For the years prior to 2013, the Company calculated growth in like-for-like rental income on the basis of its gross rental income only. In addition, for purposes of comparability, the calculations were made over the entire period by retaining just the shopping center portfolio which represents, since 2013, more than 95% of the value of the property portfolio.

(c) Based on reported like-for-like net rental income, using shopping center portfolios for which data are available.

(d) The category (European / Retail / Listed / Real Estate Company) had 11 members in 2020.

(e) The targets will be adjusted in future performance share plans based on those set in the CSR road map.

(f) Including the organization of an employment forum, partnerships with a local employment organization, partnership with an association supporting employment/integration, publication of jobs available at the center on the center's website and/or through posting, etc.



### Caps on allotments

The General Meeting of April 16, 2019 capped the number of shares that may be allotted at 0.5% of the share capital for a period of 38 months and, within this limit, capped the number of shares that may be allotted to the Chairman and members of the Executive Board at 0.2% of the share capital.

In accordance with the compensation policy approved by the Supervisory Board, annual allotments made to the Chairman and members of the Executive Board may not represent more than 125% of short-term compensation<sup>(1)</sup> for the Chairman and the members of the Executive Board.

### Holding obligation

Pursuant to Article L. 225-197-1 of the French Commercial Code as set out in the AFEP-MEDEF Code, the Supervisory Board set the holding obligation for the Chairman and members of the Executive Board as follows: they are required to hold in registered form a number of shares equivalent to 50% of the gain on vested shares net of tax and expenses as calculated on delivery of the shares, until the end of their term of office. The Chairman and Executive Board members are encouraged to hold a large and increasing number of shares.

In accordance with the AFEP-MEDEF Code, this amount will be reviewed and set by the Supervisory Board in light of the situation of each executive corporate officer periodically, and at least each time they are re-appointed. Because of the stringent holding obligations, the Supervisory Board does not require the Chairman or members of the Executive Board to buy shares using their own capital on delivery of the performance shares.

### Other restrictions

In accordance with the AFEP-MEDEF Code, the Chairman and the members of the Executive Board undertake not to enter into hedging transactions until the end of the lock-up period imposed by the performance share plans.

## d) Other components of compensation

### Employment contract and severance package

The Chairman of the Executive Board does not have an employment contract.

However, he is eligible for a severance package in the event of his forced departure from Klépierre, the main terms and conditions of which are set out below:

- The severance package will be paid in all cases of forced departure regardless of the method (removal, resignation, etc.), except in the event of serious or gross misconduct and in the event of non-re-appointment as a member of the Executive Board at the end of his term of office. In accordance with the AFEP-MEDEF Code, no severance will be owed if the beneficiary is entitled to claim full retirement benefits within six months of termination.
- In the event of the Chairman of the Executive Board's forced departure, he may be entitled to receive under the package a severance payment in an initial amount of one year's annual compensation, calculated by reference to the (gross) fixed compensation as of the last day of his term of office and the most recent (gross) short-term variable compensation paid as at the date of termination, it being specified that this initial amount may increase on a linear basis according to the Chairman of the Executive Board's length of service as a corporate officer (in the case of Jean-Marc Jestin, on a basis

of one month for each additional year of service with effect from January 1, 2017) and up to a maximum of two years' compensation, in accordance with the AFEP-MEDEF Code. At January 1, 2021, the severance payment would therefore be equal to 16 months based on the latest (gross) fixed and short-term variable compensation.

- It is paid subject to the following performance conditions:
  - In the two fiscal years preceding the year of termination of his term of office, the Chairman of the Executive Board received or will be entitled to receive overall annual variable compensation (quantitative plus qualitative) representing an amount equal to at least 100% of his fixed compensation (the maximum being 130%); and
  - The quantitative portion of the short-term annual variable compensation must, as a minimum, have been paid in an amount equal to the target in said two fiscal years.

These conditions are directly related to the achievement of the short-term compensation objectives applicable to the Chairman of the Executive Board and are therefore among the basic principles of the compensation policy applicable to the Chairman, taking into account performance related to the Group's commercial strategy.

### Extraordinary compensation

Extraordinary compensation does not form part of the general compensation policy and may only be awarded in very specific circumstances, in accordance with section 25.34 of the AFEP-MEDEF Code. In accordance with Article L. 22-10-26 of the French Commercial Code, if the decision were made to award this type of compensation, payment would in any event be subject to prior approval by the General Meeting.

For 2021, no extraordinary compensation will be paid to the Chairman of the Executive Board.

### Other benefits

The Chairman of the Executive Board has:

- Use of a company car;
- The same occupational insurance and healthcare benefits plan as other Group employees in France. The amount of annual contributions paid by the Company for this purpose is not material, amounting to €3,371 in 2020;
- Unemployment insurance subscribed with GSC.

No loans or guarantees have been granted to him by Klépierre.

### Compensation in respect of Board memberships

The Chairman of the Executive Board does not receive any compensation for his offices in the various Group companies.

### Deferred variable compensation or multi-annual variable compensation

Klépierre's compensation policy does not include the payment of any deferred variable compensation or multi-annual variable compensation. Consequently, there are no arrangements for such payments.

### Defined benefit or defined contribution pension plan

There are no defined benefit or defined contribution pension plans. The Chairman of the Executive Board qualifies for the same compulsory private sector supplementary pension plan as other Group managers.

(1) Calculated as follows: fixed annual compensation as specified in the 2021 compensation policy + target quantitative portion of short-term variable compensation + maximum qualitative portion of short-term variable compensation.

#### 6.2.2.2.2 Components of compensation of members of the Executive Board (excluding the Chairman)

In addition to the Chairman, the Executive Board has two other members:

- Jean-Michel Gault, Chief Financial Officer, who was re-appointed to the Executive Board for a term of three years effective from June 22, 2019; and
- Beñat Ortega, Chief Operating Officer, who was appointed to the Executive Board on November 16, 2020 for a term that expires on June 21, 2022.

Should a new Executive Board member be appointed, the principles and criteria provided for in the last compensation policy approved by the General Meeting would also apply to him. In such cases, acting on the recommendation of the Nomination and Compensation Committee, the Supervisory Board will, in light of existing practices and based on the situation of the executive concerned, determine the different components of compensation, which shall not exceed those set out in said policy. The Supervisory Board may decide exceptionally to award a new corporate officer with an on-boarding package as a recruitment incentive for a new executive joining from another group. The payment of this package, which may take different forms, is designed to offset the loss of benefits to which executives may have been entitled in their previous position. In compliance with section 25.4 of the AFEP-MEDEF Code, in the event that such a package is granted, it must be explained and the amount made public at the time it is set, even where payment is made in installments or deferred.

To summarize, the compensation of the members of the Executive Board is typically split into equal portions between the fixed component (including benefits in kind), the short-term variable component and the long-term variable component.

The compensation of the Executive Board members includes the following components:

##### a) Fixed annual compensation

The fixed annual compensation of the members of the Executive Board for fiscal year 2021 is set as follows:

- Jean-Michel Gault: €480,000 (unchanged from the amount set in the 2020 compensation policy, it being noted that in the context of the Covid-19 pandemic, the Chief Financial Officer voluntarily waived 30% of his fixed compensation between April 1, 2020 and December 31, 2020); and
- Beñat Ortega: €450,000.

##### b) Short-term variable compensation

The principles described in section 6.2.2.2.1 ("Components of the Chairman of the Executive Board's compensation for fiscal year 2021", "Short-term variable compensation") also apply to the members of the Executive Board.

Short-term variable compensation for the members of the Executive Board is determined based on the two quantitative and qualitative components set out in section 6.2.2.2.1.

The following qualitative objectives were set for 2021:

- For Jean-Michel Gault, the qualitative component of his variable compensation will be measured based on several criteria relative to oversight of financial transactions and improving Group profitability, managing tax risks, the internal audit function and investor relations.
- Beñat Ortega: the qualitative component of his variable compensation will be based on leasing and marketing initiatives, in particular adapting the Klépierre offering to the latest consumer trends, as well as the areas of shopping center management in connection with CSR issues. His crisis management skills will also be assessed.

The overall short-term variable compensation paid to Executive Board members is capped at 130% of their fixed annual compensation as stated in the 2021 compensation policy.

In accordance with Article L. 22-10-34 II, paragraph 2 of the French Commercial Code, the annual variable compensation due for fiscal year 2021 will be paid after the Ordinary General Meeting to be called in 2022 to approve the 2021 financial statements and is contingent on its approval by that Meeting.

##### Faculty of the Supervisory Board

In exceptional circumstances, the Supervisory Board, having solicited the opinion of the Nomination and Compensation Committee, may exercise its judgment to adapt and/or amend the performance criteria and/or the calculation scale (upwards or downwards) used to determine the short-term variable compensation of the members of the Executive Board in the event that the impact of such an exceptional circumstance were disproportionate with regard to the fundamental principles of the compensation policy described in section 6.2.1.1. In any event, the Supervisory Board's powers in this regard may not give rise to a change in the weighting of the quantitative component of short-term variable compensation (which would remain capped at 80% of fixed compensation) or of the qualitative component of short-term variable compensation (which would remain capped at 50% of fixed compensation). Exceptional circumstances that may give rise to the use of this power include any exogenous event that could not reasonably have been taken into consideration or quantified at the time the compensation policy was set, such as the Covid-19 health crisis and subsequent developments, any comparable events or the prolongation thereof.

The Supervisory Board is required to give account in the event that it exercises these powers.

##### c) Long-term variable compensation

The principles and methods described in section 6.2.2.2.1 ("Components of the Chairman of the Executive Board's compensation for fiscal year 2021", "Long-term variable compensation") also apply to the members of the Executive Board.

#### d) Other components of compensation

##### Rules applicable to all Executive Board members

###### *Employment contract and severance package*

Should a Group employee be appointed as an Executive Board member, the Supervisory Board may, based on the situation of the executive concerned, either request the termination of the employment contract without compensation or maintain but suspend the employment contract.

In the latter case, and in order to limit the financial risk arising from the termination of an employment contract, said contract would be amended to include the employee's agreement to forgo any severance pay exceeding the total amount of their last two years' fixed and variable compensation.

Furthermore, the Supervisory Board may, in the event of forced-departure, authorize a severance package along the same lines as those applicable to the Chairman of the Executive Board and Executive Board members, whose terms and conditions are set out on pages 289 and 291, respectively.

Severance is paid in all cases of forced departure regardless of the method (removal, request for resignation, etc.), except in the event of serious or gross misconduct and in the event of non-re-appointment as Executive Board member at the end of his term of office. In accordance with the AFEP-MEDEF Code, no severance will be owed if the beneficiary is entitled to claim full retirement benefits within six months of termination.

Non-statutory severance is also subject to the achievement of the same performance conditions as applicable to the Chairman of the Executive Board.

These conditions are directly related to the achievement of the short-term compensation objectives applicable to the members of the Executive Board and are therefore among the basic principles of the compensation policy applicable to them, taking into account performance related to the Group's commercial strategy.

###### *Jean-Michel Gault's situation*

Jean-Michel Gault has had an indefinite employment contract with the Klépierre Group since August 1, 1998. Pursuant to the national collective bargaining agreement for the real estate industry, the applicable notice period is three months. This employment contract, which has been suspended since July 1, 2016, was amended on November 21, 2017 in order to (i) insert therein Jean-Michel Gault's agreement to waive any severance pay exceeding two years of the last fixed and variable compensation received as a member of the Executive Board (including in respect of the termination of his employment contract) and (ii) to implement a non-statutory package in the event of his forced departure.

The waiver referred to above allows the Company to contain the financial risk linked to any termination of the latter's employment contract, by limiting the severance to two years under all circumstances. Signing this amendment did not lead to any payment in favor of Jean-Michel Gault.

In the event of Jean-Michel Gault's forced departure from Klépierre, the amount of the severance payment under this package will be limited to two years of his fixed annual compensation on the last day of his term of office and the most recent (gross) short-term variable compensation as at the date of termination, less any amount paid for any statutory severance or due under a collective bargaining agreement that Jean-Michel Gault may otherwise receive under his employment contract. Note that the amount of the statutory severance pay to which Jean-Michel Gault may be entitled in the event of the termination of his employment contract is estimated at approximately €0.7 million.

###### *Beñat Ortega's situation*

Beñat Ortega resigned from his salaried duties following his appointment to the Executive Board and does not have an employment contract.

In the event of Beñat Ortega's forced departure from Klépierre, he may be entitled to receive under the package a severance payment in an initial amount of one year's annual compensation, calculated by reference to the fixed compensation as of the last day of his term of office and the most recent (gross) short-term variable compensation paid as at the date of termination, it being specified that this initial amount may increase on a linear basis according to Beñat Ortega's length of service as a corporate officer (on a basis of one month for each additional year of service with effect from January 1, 2021) and up to a maximum of two years' compensation, in accordance with the AFEP-MEDEF Code.

###### *Extraordinary compensation*

Extraordinary compensation does not form part of the general compensation policy and may only be awarded in very specific circumstances, in accordance with section 25.3.4 of the AFEP-MEDEF Code. In accordance with Article L. 22-10-26 of the French Commercial Code, if the decision were made to award this type of compensation, payment would in any event be subject to prior approval by the General Meeting.

For 2021, no extraordinary compensation will be paid to the members of the Executive Board.

###### *Other benefits*

The members of the Executive Board have:

- Use of a company car;
- The same occupational insurance and healthcare benefits plan as other Group employees in France. The amount of annual contributions paid by the Company for this purpose is not material, amounting to €3,371 per member of the Executive Board in 2020;
- Unemployment insurance subscribed with GSC.

No loans or guarantees have been granted to them by Klépierre.

###### *Compensation in respect of Board memberships*

The members of the Executive Board do not receive any compensation for their directorships in the various Group companies.

###### *Deferred variable compensation or multi-annual variable compensation*

Klépierre's compensation policy does not include the payment of any deferred variable compensation or multi-annual variable compensation. Consequently, there are no arrangements for such payments.

###### *Special defined benefit or defined contribution pension plan*

There are no defined benefit or defined contribution pension plans. The members of the Executive Board qualify for the same compulsory private sector supplementary pension plan as other Group managers. In addition, Jean-Michel Gault is eligible for a supplementary pension plan for senior executives of Compagnie Bancaire. This plan has been capped and closed to new beneficiaries since December 31, 2000. As indicated on page 298, this amount is capped at €7,122.