

KLÉPIERRE, RETAIL ONLY®

April 18, 2017





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- A APPOINTMENT OF THE REGISTRATION COMMITTEE



RESOLUTIONS TO BE DELIBERATED ON IN ORDINARY SESSION (1/2)

- 1. Approval of the annual accounts for the financial year ending December 31, 2016
- 2. Approval of the consolidated accounts for the financial year ending December 31, 2016
- Appropriation of the profit for the financial year ending December 31, 2016 and fixing of the amount of the dividend
- 4. Approval of the operations and agreements referred to in Article L. 225-86 of the Commercial Code
- 5. Approval of the commitments relating to Mr. Jean-Marc Jestin of the kind referred to in Articles L. 225-86 and L. 225-90-1 of the Commercial Code
- 6. Renewal of the terms of office as member of the Supervisory Board of Mrs. Catherine Simoni
- 7. Renewal of the terms of office as member of the Supervisory Board of Mrs. Florence Von Erb
- 8. Renewal of the terms of office as member of the Supervisory Board of Mr. Stanley Shashoua

RESOLUTIONS TO BE DELIBERATED ON IN ORDINARY SESSION (2/2)

- 9. Consultation of the Ordinary General Meeting of Shareholders on the items of compensation payable or allocated to Mr. Jean-Marc Jestin, member and then Chairman of the Executive Board, in respect of the financial year ended
- 10. Consultation of the Ordinary General Meeting of Shareholders on the items of compensation payable or allocated to Mr. Jean-Michel Gault, member of the Executive Board, in respect of the financial year ended
- 11. Consultation of the Ordinary General Meeting of Shareholders on the items of compensation payable or allocated to Mr. Laurent Morel, Chairman of the Executive Board until November 7, 2016, in respect of the financial year ended
- 12. Approval of the compensation policy for the members of the Supervisory Board
- 13. Approval of the compensation policy for the Chairman of the Executive Board
- 14. Approval of the compensation policy for the members of the Executive Board
- 15. Delegation of authority to the Executive Board, for a period of 18 months, to deal in the Company's shares

RESOLUTIONS TO BE DELIBERATED ON IN EXTRAORDINARY SESSION (1/2)

- 16. Delegation of authority to the Executive Board, for a period of 26 months, to reduce the authorized share capital by the cancellation of treasury shares
- 17. Delegation of authority to the Executive Board, for a period of 26 months, to decide upon the issue of shares and/or negotiable securities giving access to the capital of the Company or of its subsidiaries, and/or of negotiable securities conferring entitlement to the allocation of debt securities, while maintaining shareholders' preferential subscription rights
- 18. Delegation of authority to the Executive Board, for a period of 26 months, to decide upon the issue, by way of public offering, of shares and/or negotiable securities giving access to the capital of the Company or of its subsidiaries, and/or of negotiable securities conferring entitlement to the allocation of debt securities, while canceling preferential subscription rights
- 19. Delegation of authority to the Executive Board, for a period of 26 months, to decide upon the issue, by way of private placement of the kind referred to in Article L. 411-2, II of the Monetary and Financial Code, of shares and/or negotiable securities giving access to the capital of the Company and/or of negotiable securities conferring entitlement to the allocation of debt securities, while canceling preferential subscription rights
- 20. 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 a capital increase, while maintaining or canceling preferential subscription rights

RESOLUTIONS TO BE DELIBERATED ON IN EXTRAORDINARY SESSION (2/2)

- 21. Delegation of authority to the Executive Board, for a period of 26 months, to issue shares and/or negotiable securities giving access to the capital of the Company, without preferential subscription rights, to pay for contributions in kind in the form of equity securities and/or negotiable securities giving access to the capital
- 22. Delegation of authority to the Executive Board, for a period of 26 months, to decide to increase the authorized share capital by the capitalization of premiums, reserves, profits or otherwise
- 23. Delegation of authority to the Executive Board, for a period of 26 months, to decide upon the issue, while canceling preferential subscription rights, of shares or negotiable securities giving access to the capital and reserved for the members of savings plans
- 24. Global limitation of the authorities to issue shares and negotiable securities giving access to the capital
- 25. Powers for formalities

- B - MANAGEMENT REPORT



MANAGEMENT REPORT

01

2016 OPERATING PERFORMANCE

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2016 FINANCIAL PERFORMANCE

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OUTLOOK

2016: A RECORD YEAR

€2.31

NET CURRENT CASH FLOW ps +6.8%

+3.5%

320 bps

Outperformance over indexation

€36.7

EPRA NAV +5.9%

€1.82

PROPOSED DIVIDEND +7.1%



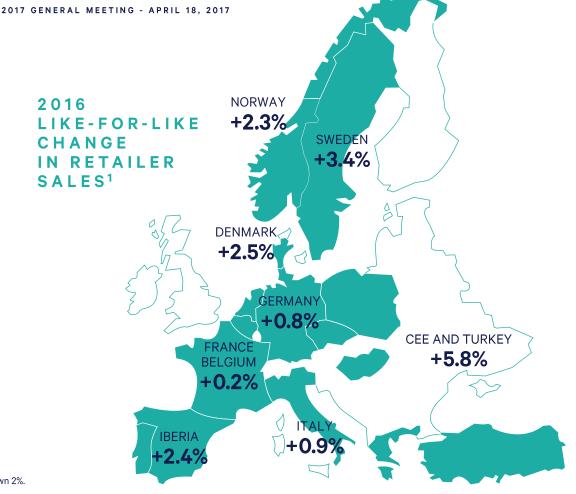
RETAILER SALES +1.6%

A balanced geographical mix

January through November 2016, retailer sales outperformed the national indices² by

- 150 bps in France
- 130 bps in Italy
- 520 bps in Denmark

 $^{^2}$ In France, the CNCC index was down 1.3% over the first 11 months. In Italy, the retail index ISTAT was up +0.1%. In Denmark, the retail sales index was down 2%.



¹ Retailer sales performance for 2016 compared to full-year 2015. Like-for-like excludes the impact of asset sales and acquisitions. Retailer sales from the Dutch portfolio are not included in these numbers as retailers do not report sales to Klépierre.

NET RENTAL INCOME +3.5% LFL, OUTPERFORMING INDEXATION BY 320 bps

	NRI change (LfL) ¹ 2016 vs. 2015	Average impact of index- linked rental adjustments
France-Belgium	3.0%	-0.1%
Italy	2.7%	0.1%
Scandinavia	5.5%	1.4%
Iberia	5.3%	0.2%
CEE and Turkey	5.6%	0.8%
The Netherlands	-5.3%	0.6%
Germany	-0.2%	0.0%
Shopping centers	3.5%	0.3%

Net rental income like-for-like¹ growth above indexation (bps)



79% of net rental income generated by France, Italy, Scandinavia and Iberia

¹ Like-for-like excludes the contribution of new spaces (acquisitions, new centers, and extensions), spaces being restructured, disposals completed since January 2015, and foreign exchange impacts.



AN EXCEPTIONAL YEAR FOR RETAIL FIRST



1,789 leases signed in 2016

€29.0 M of additional annualized MGR

13.4% average reversion

3.5% EPRA vacancy rate (-30bps)

Reversion ² by region	
France-Belgium	10.9%
Italy	16.7%
Scandinavia	10.1%
Iberia	20.0%
CEE and Turkey	21.7%
The Netherlands	7.2%
Germany	-4.9%
TOTAL	13.4%

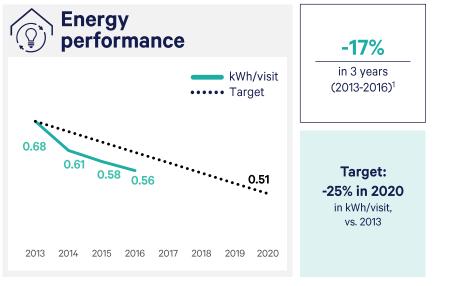
¹ Minimum Guaranteed Rents.

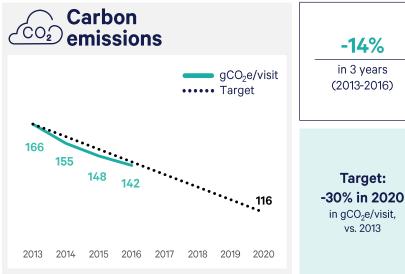
² Reversion calculated on the basis of Minimum Guaranteed Rents for renewed and relet spaces.



GOOD CHOICES® TO IMPROVE OUR ENVIRONMENTAL FOOTPRINT

Ahead of ambitious objectives



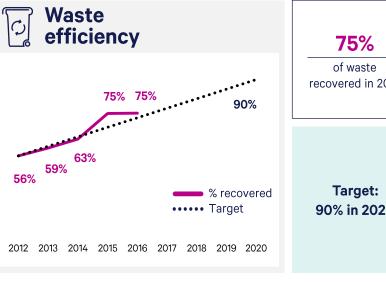


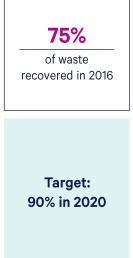
¹ Like-for-like pro forma: includes Corio as if the Corio acquisition had occurred on January 1, 2013.



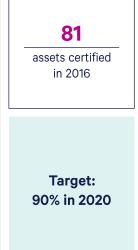
GOOD CHOICES® TO IMPROVE OUR ENVIRONMENTAL FOOTPRINT

Ahead of ambitious objectives











UNDISPUTED SUSTAINABILITY LEADERSHIP IN EUROPE





GOLD AWARD

1 of only 5 companies receiving it for the fifth year in a row







CLIMATE CHANGE

Klépierre enters the CDP A list



#1
Global "real estate" sector leader



2016: ALL P&L ITEMS CONTRIBUTED TO 6.8% CASH FLOW GROWTH



Net Rental Income +1.3%

- Solid LfL rental growth (+3.3%) and contribution from acquisitions (+2.0%)...
- ... offsetting disposals' dilution (-3.6%)



Operating Cash Flow +3.2%

- Further reduction in **G&A costs** (-€21 M)
- Largely thanks to Corio **synergies**

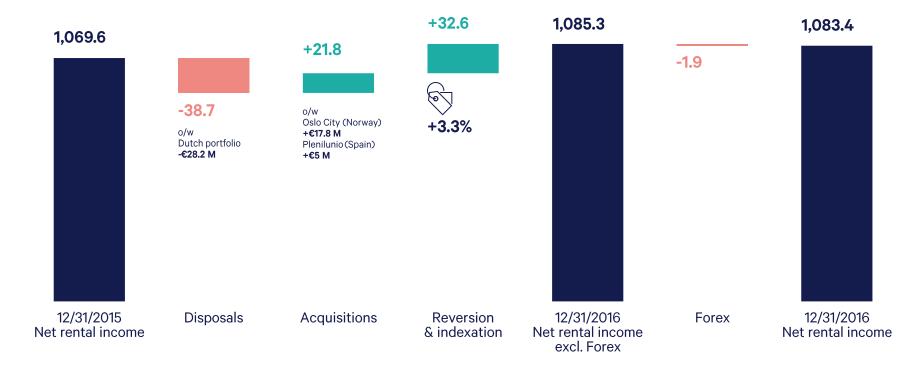


Net current Cash Flow per share +6.8%

• Lower financial charges, thanks to lower net debt (-€244 M) and cost of debt (-40 bps to 2.1%)

NET RENTAL INCOME UP 3.3% LIKE-FOR-LIKE

Total share, €M



PORTFOLIO AND BALANCE SHEET UPGRADING



Portfolio upgrading

Klépierre aims to gradually enhance its portfolio quality ...

€685 M

in disposals since early 2016



Conservative financial policy

... without increasing the net debt level...

€244 M

Net debt reduction (LTV of 36.8%)



Asset revaluation

... to further increase the portfolio value.

+4.5% LfL

Portfolio value increase

CONTINUOUS STREAMLINING OF THE PORTFOLIO

Scandinavia¹

€429 M

Åsane Torp Lillestrøm €685 M¹

worth of disposals since early 2016

Spain¹

€61 M

Sexta Avenida Ruta de la Plata Espacio Torrelodones

Other shopping centers¹

€61 M

France Hungary Italy

since ea

Other assets¹

€134 M

Pantin Buffalo Grill (8 assets)

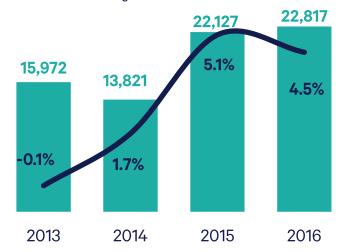
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 $^{^{\}rm 1}$ Disposals (total share, excluding duties) between January 1st , 2016 and February 7, 2017

SHOPPING CENTER PORTFOLIO VALUE +4.7% LFL IN 2016

Portfolio value Total Share¹

- Portfolio value
- Like-for-Like value change



Shopping centers valuation

	% of the portfolio	Δ 12 month like-for-like 2	2016 EPRA NIY
France Belgium	39%	4.2%	4.4%
Italy	16%	3.6%	5.5%
Scandinavia	18%	8.1%	4.5%
Iberia	8%	8.4%	5.0%
CEE & Turkey	8%	0.9%	6.8%
The Netherlands	5%	3.9%	5.2%
Germany	5%	0.6%	4.5%
TOTAL	100%	4.7%	4.9%

EPRA NIY of the shopping center portfolio (12/31/2016): **4.9%** including duties (20 bps compression over 12 months)

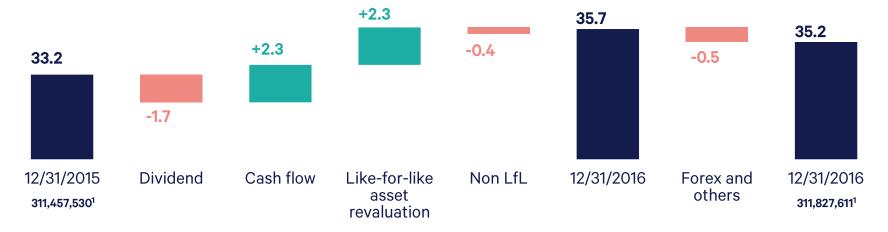
¹ Excluding duties, including development and shopping centers accounted under equity method.

² For Scandinavia and Turkey change is indicated on a constant portfolio and forex basis.

EPRA NAV OF €36.7, +5.9% OVER 12 MONTHS

In euros per share	12/31/2015	06/30/2016	12/31/2016	Change (12 months)
EPRA NAV	34.7	34.8	36.7	5.9%
EPRA NNNAV	33.2	32.9	35.2	5.8%

12-month change in EPRA NNNAV per share



¹ Number of shares end of period (excl. treasury shares).

CONTINUOUS IMPROVEMENT IN NET DEBT POSITION

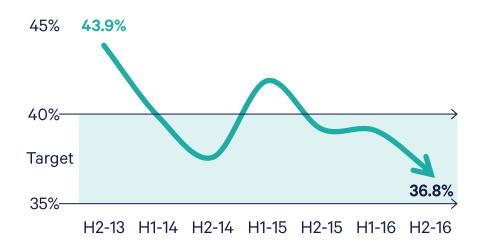
Net debt / EBITDA evolution

Net debtNet debt / EBITDA



Net debt decreased by €244 M in 2016

Loan-to-Value evolution

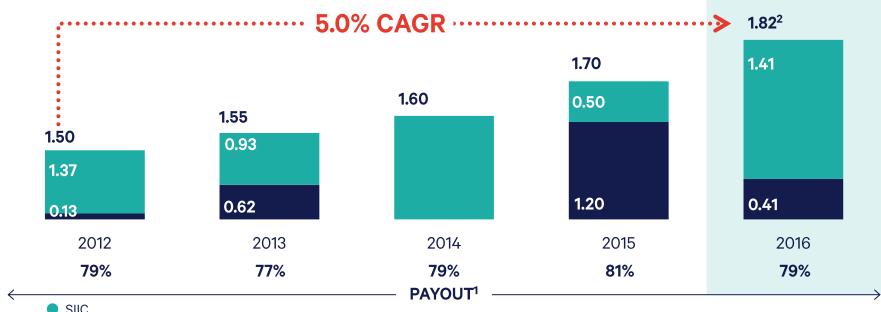


Loan to Value stand at 36.8%, down 240 bps YoY

Net debt expected to be flat or lower in 2017

PROPOSED 2016 DIVIDEND: €1.82 PER SHARE, +7.1%

Dividend (in euros per share) evolution



SIIC

Non-SIIC

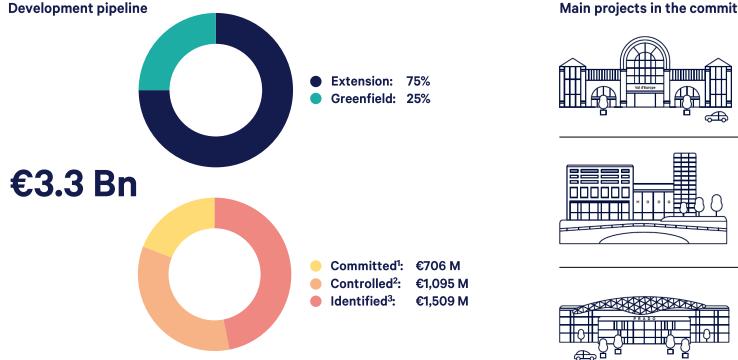
Proposed dividend: €1.82² per share (77% SIIC), to be paid on April 25, 2017 (ex-date: April 21, 2017)

¹ Dividend per share x number of shares (including treasury shares) / Net current cash flow (group share).

² Submitted to a vote of the shareholders at their April 18, 2017 general meeting.



A DEVELOPMENT PIPELINE FOCUSED ON EXTENSIONS













¹ Projects that are in the process of completion, for which Klépierre controls the land and has obtained the necessary administrative approvals and permits.

² Projects that are in the process of advanced review, for which Klépierre has control over the land (acquisition made or under offer, contingent on obtaining the necessary administrative approvals and permits).

³ Projects that are in the process of being put together and negotiated.

VAL D'EUROPE

Extension opening April 12, 2017



Paris area (France) 17,000 sq.m. extension



7.7% targeted YOC¹ €102 M investment



Fully let at opening



¹Yield on cost: based on targeted NRI with full occupancy and excluding all lease incentives (when applicable), divided by the estimated cost of the project including fit out (when applicable) and excluding lease step-ups (when applicable), internal development fees and financial costs.

VAL D'EUROPE – A NEW BOOST FOR RETAILER SALES IN 2017

An extension welcoming major brands



Together with Clubstore® implementation













SEPHORA











JACK JONES®

HOOG CATHARIJNE

#1 mall in the Netherlands¹
#5 mall in Continental Europe¹



Utrecht 77,000 sq.m.



85% pre-leased²

6.3% targeted YOC³

Phase 2 Opening:

November 2017

from April to



¹ In terms of footfall.

² Pre-leasing rate in % of the Gross Leasable Area at 02/01/2017. For stores opened in April 2017

³ Yield on cost for Phase 2&3 (phase 3 to open in 2019). See details on slide 30.

HOOG CATHARIJNE LEADING AND DISTINCTIVE RETAILERS



ZARA MAN



2,610 sq.m.

1,456 sq.m.

1,083 sq.m.

ZARA HOME Bershka



711 sq.m.

1,058 sq.m.

1,180 sq.m.



3,211 sq.m.



3,505 sq.m.

SISSY-BOY

JACK JONES®



RITUALS

VAPIANO®





PRADO

Opening Q1 2018



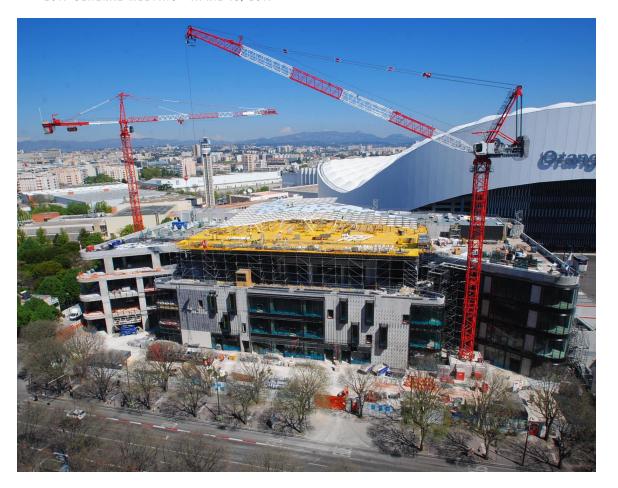
Marseille (France) New shopping center: 23,000 sq.m.





60% pre-leasing rate²

² Pre-leasing rate in % of the Gross Leasable Area at 02/01/2017



¹ Yield on cost (see details on slide 30).

CONTROLLED PIPELINE

GRAN RENOBologna, Italy

Estimated cost €122 M

Opening H2 2020



L'ESPLANADEBrussels area,
Belgium

Estimated cost €131 M

Opening H1 2021



CRÉTEIL SOLEILParis area, France

Estimated cost €67 M

Opening H1 2019



OKERNOslo, Norway

Estimated cost¹ €95 M

Opening H2 2021



¹ Asset consolidated under equity method. For this project estimated cost and cost to date are reported for Klépierre share of equity. Floor area is the total area of the project



2017 GUIDANCE



Net current cash flow per share €2.35 - €2.40
Assuming stable or lower net debt

- C REPORT OF THE SUPERVISORY BOARD



- D REPORT OF THE CHAIRMAN OF THE SUPERVISORY BOARD



- E -STATUTORY AUDITOR'S REPORTS



- F - QUESTIONS & ANSWERS



- G - RESOLUTION VOTES



ORDINARY RESOLUTIONS



COMPENSATION OF THE SUPERVISORY BOARD AND EXECUTIVE BOARD MEMBERS

Resolutions 9 to 14

Mr. Bertrand de Feydeau's presentation

COMPENSATION POLICY: AN ANNUAL PROCESS

Annual general review of the different components of the compensation by the Nomination and Compensation Committee

3 main objectives

- To analyze the level of relevance of annual fixed compensation
- To establish the performance criteria and the calculation method for variable compensation for the coming year
- To determine the amount granted for long-term incentive and the attached performance criteria

Recommendation of the Nomination and Compensation Committee to the Supervisory Board

Decision of the Supervisory Board and approval of the compensation policy

AN INVOLVED NOMINATION AND COMPENSATION COMMITTEE

Composition of the Committee as of December 31, 2016



Mr. Bertrand DE
FEYDEAU
Chairman
Independent member



Mrs. Catherine SIMONI Independent member



Mr. Steven FIVEL



Mr. Jeroen DROST



Mrs. Rose-Marie VAN LERBERGHE Independent member

60% of independent members

9 meetings in 2016

Attendance rate above 97%

STRUCTURING AND CONSISTENT PRINCIPLES

Compensation policy is determined in compliance with the AFEP-MEDEF Code rules

Exhaustiveness, balance between the components of the compensation, comparability, consistency, clear rules and moderation

Compensation must be in line with shareholders' interests

Compensation very preponderantly subject to performance conditions

Compensation takes into account areas of responsibility

Compensation must attract and retain people with the best skills

COMPENSATION OF THE SUPERVISORY BOARD MEMBERS

Attendance fees

- Maximum total amount decided by the General Meeting (up to € 688.000 to use in 2017)
- Annual distribution decided by the Supervisory Board
- Distribution rules including a fixed portion and a variable portion, calculated based on actual attendance at the meetings
- Major variable portion

COMPENSATION OF THE EXECUTIVE BOARD MEMBERS

Main compensation components (pages 234 and following of the registration document)

- 1. Fixed compensation; notably based on benchmarks
 - Compensation of the Chairman of the Executive Board: from € 472,000 to € 500,000
 - Compensation of the Deputy CEO, member of the Executive Board: from € 371,700 € to € 400,000
 - There is still a gap in the compensation of Klépierre Executive Board members compared to the fixed compensation for executives of companies in the samples studied
- 2. Short-term variable compensation capped at 130 % of fixed annual compensation

Component type	Description des composantes
Quantitative component (capped at 80% of fixed annual compensation)	Klépierre's performance in relation to a target net current cash-flow per share
Qualitative component (capped at 50% of fixed annual compensation)	Application of several criteria according to the profile of each Executive Board member, based around various areas (development, investments, financial transactions, social and environmental responsibility,)

COMPENSATION OF THE EXECUTIVE BOARD MEMBERS

3. Long-term incentive (performance shares) capped at 125 % of the short-term compensation

Component type (over three years)	Indicators used and weighting
Performance conditions	Klépierre's ABSOLUTE performance (30% of the total vesting) : Total shareholder return on Klépierre shares
	Klépierre's RELATIVE performance (50% of the total vesting) : Comparison with the performance of the FTSE EPRA EUROZONE Index
	Klépierre's INTERNAL performance (20% of the total vesting) : Change of net rental income

2016 COMPENSATION DUE OR ATTRIBUTED TO THE CHAIRMAN OF THE EXECUTIVE BOARD, MR. JEAN-MARC JESTIN

AMOUNT (IN €)		FURTHER INFORMATION
+ Fixed annual compensation	391,807	Compensation increased from € 378,000 to € 472,000 as of 11/08/2016 following the changes of functions (calculated on a <i>pro rata temporis</i> basis)
+ Annual variable compensation	503,472	- Quantitative portion: 80 % of fixed annual compensation- Qualitative portion: 48,5 % of fixed annual compensation
+ Benefits of all kinds, other	26,603	- Company car, personal protection and healthcare plan,
		_
= COMPENSATION DUE FOR THE FISCAL YEAR 2016	921,882	
Supplementary pension plan	N/A	
Performance shares	525,600	30,000 shares submitted to performance conditions - Valuation by an independent audit firm

2016 COMPENSATION DUE OR ATTRIBUTED TO MR. JEAN-MICHEL GAULT

AMOUNT (IN €)		FURTHER INFORMATION
+ Fixed annual compensation	371,700	
+ Annual variable compensation	447,899	- Quantitative portion: 80 % of fixed annual compensation- Qualitative portion: 40,5 % of fixed annual compensation
+ Benefits of all kinds, other	29,180	- Company car, personal protection and healthcare plan,
= COMPENSATION DUE FOR THE FISCAL YEAR 2016	848,779	
Supplementary pension plan	7,122	Supplementary pension plan for executives of the former Compagnie Bancaire (plan closed since 12/31/2000)
Performance shares	525,600	30,000 shares submitted to performance condition - Valuation by an independent audit firm

2016 COMPENSATION DUE OR ATTRIBUTED TO MR. LAURENT MOREL

AMOUNT (IN €)		FURTHER INFORMATION
+ Fixed annual compensation	402,273	Pro rata of € 472,000, for the period running from 01/01/2016 to 11/07/2016 (inclusive)
+ Annual variable compensation	519,200	- Quantitative portion: 65 % of fixed annual compensation- Qualitative portion: 45 % of fixed annual compensation
+ Benefits of all kinds, other	22,129	- Company car, personal protection and healthcare plan,
= COMPENSATION DUE FOR THE FISCAL YEAR 2016	943,602	
Supplementary pension plan	N/A	
Performance shares	613,200	35,000 shares submitted to performance condition - Valuation by an independent audit firm
Compromise elements (detailed description of the compromise agreement in page 254 of the registration document)	1,982,400	Agreements relating to the termination of the employment contract and the ending of the office as Chairman and member of the Executive Board

EXTRAORDINARY RESOLUTIONS



AGENDA

April 21, 2017 Dividend ex-date

April 25, 2017 Dividend payment

April 26, 2017 2017 1st quarter revenues¹

July 25, 2017 2017 First-half earnings¹



¹ Press release after market close.