FIRST PROSPECTUS SUPPLEMENT DATED 1 OCTOBER 2019 TO THE BASE PROSPECTUS

DATED 15 MAY 2019

KLEPIERRE

€ 7,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the "**First Prospectus Supplement**") is supplemental to, and should be read in conjunction with the Base Prospectus dated 15 May 2019 (the "**Base Prospectus**") prepared in relation to the €7,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of Klépierre (the "**Issuer**"). The Base Prospectus as so supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC of the European Parliament and of the Council dated 4 November 2003, as amended or superseded (the "**Prospectus Directive**"). The *Autorité des marchés financiers* (the "**AMF**") has granted visa no. 19-204 on 15 May 2019 on the Base Prospectus.

Application has been made for approval of the First Prospectus Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

This First Prospectus Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 16 of the Prospectus Directive and has been prepared for the purposes of incorporating by reference the English language 2019 Half Year Financial Report for the period ending 30 June 2019 which has been filed with the AMF ("**2019 HYFR**"). As a result, modifications to the "*Résumé en français* (French language summary)", "Summary of the Programme", "Documents Incorporated by Reference", "Recent Developments" and "General Information" sections of the Base Prospectus have been made.

Save as disclosed in this First Prospectus Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this First Prospectus Supplement.

To the extent that there is any inconsistency between (a) any statement in this First Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Copies of this First Prospectus Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours and (b) will be available (*x*) on the website of the Issuer (www.klepierre.com) and (*y*) on the website of the AMF (www.amf-france.org) and (*z*) during usual business hours on any weekday

(Saturdays, Sundays and public holidays excepted) for collection at the specified office of the Paying Agent(s), so long as any of the Notes are outstanding.

This First Prospectus Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général* for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes before this First Prospectus Supplement is published have the right, exercisable within two working days after the publication of this First Prospectus Supplement, i.e. until 3 October 2019 to withdraw their acceptances.

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RESUME EN FRANCAIS (FRENCH LANGUAGE SUMMARY)

The section *Résumé en français* (French language summary) set out on pages 6 to 22 of the Base Prospectus is amended as follows:

The section B.12 appearing on pages 10 and 11 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

B.12 — **Informations financières historiques clés sélectionnées**

Les informations financières ci-après sont issues des comptes de l'Emetteur au 30 juin 2019.

Compte de Résultat *(en millions d'euros)*	**30/06/2019**	**30/06/2018**	**31/12/2018**	**31/12/2017**
Revenus locatifs	626,9	627,1	1.252,2	1.236,0
Loyers nets	563,5	554,4	1.119,0	1.105,6
Résultat opérationnel	296,2	881,9	1.269,8	1.827,5
Résultat avant impôts	217,6	835,5	1.138,2	1.717,0
Résultat net de l'ensemble consolidé	**210,2**	**759,6**	**1.029,0**	**1.497,8**
Dont Part du Groupe	**168,8**	618,8	838,8	1.228,6

Bilan *(en millions d'euros)*	**30/06/2019**	**30/06/2018**	**31/12/2018**	**31/12/2017**
Actifs non courants	23.798,8	24.194,0	23.918,0	23.784,6
Actifs courants	931,5	829,2	851,7	1.361,2
Total actif	**24.730,2**	**25.023,1**	**24.769,7**	**25.145,8**
Capitaux propres	12.283,3	12.806,8	12.893,3	12.960,4
Passifs non courants	8.829,1	9.164,2	8.851,3	9.124,6
Passifs courants	3.617,9	3.052,1	3.025,2	3.060,7
Total passif et capitaux propres	**24.730,2**	**25.023,1**	**24.769,7**	**25.145,8**

	30/06/2019	**30/06/2018**	**31/12/2018**	**31/12/2017**
Trésorerie nette *(en millions d'euros)*	126,5	-6,6	79,9	434,5
Endettement net *(en millions d'euros)*	8.818	9.153	8.875	8.978
Effectifs	1.119	1.178	1.166	1.200

A la connaissance de l'Émetteur, depuis la date de ses derniers états financiers en date du 31 décembre 2018, il n'y a eu aucune détérioration significative susceptible de répercussions sur ses perspectives.

A la connaissance de l'Émetteur, depuis la date de ses derniers états financiers en date du 30 juin 2019, il n'est survenu aucun changement significatif dans la situation financière et commerciale de l'Émetteur.

SUMMARY OF THE PROGRAMME

The section Summary of the Programme set out on pages 23 to 38 of the Base Prospectus is amended as follows:

The section B.12 appearing on pages 27 and 28 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

B.12 Selected historical key financial information

The financial information below is extracted from the financial statements of the Issuer dated 30 June 2019.

Income statement *(in millions euros)*	**30/06/2019**	**30/06/2018**	**31/12/2018**	**31/12/2017**
Lease income	626.9	627.1	1,252.2	1,236.0
Net lease income	563.5	554.4	1,119.0	1,105.6
Operating income	296.2	881.9	1,269.8	1,827.5
Pre-tax earnings	217.6	835.5	1,138.2	1,717.0
Net income of consolidated entities	**210.2**	**759.6**	**1,029.0**	**1,497.8**
Of which Group share	168.8	618.8	838.8	1,228.6

Balance sheet *(in millions euros)*	**30/06/2019**	**30/06/2018**	**31/12/2018**	**31/12/2017**
Non-current assets	23,798.8	24,194.0	23,918.0	23,784.6
Current assets	931.5	829.2	851.7	1,361.2
Total assets	**24,730.2**	**25,023.1**	**24,769.7**	**25,145.8**
Shareholder's equity	12,283.3	12,806.8	12,893.3	12,960.4
Non-current liabilities	8,829.1	9,164.2	8,851.3	9,124.6
Current liabilities	3,617.9	3,052.1	3,025.2	3,060.7
Total liabilities and Shareholder's equity	**24,730.2**	**25,023.1**	**24,769.7**	**25,145.8**

	30/06/2019	**30/06/2018**	**31/12/2018**	**31/12/2017**
Net cash & near cash *(in millions euros)*	126.5	-6.6	79.9	434.5
Net debt *(in millions of euros)*	8,818	9,153	8,875	8,978
Staff	1,119	1,178	1,166	1,200

To the best of the Issuer's knowledge, since its last financial statements dated 31 December 2018 there has been no material adverse change in the prospects of the Issuer.

To the best of the Issuer's knowledge, since its last financial statements dated 30 June 2019 there has been no significant change in the financial or trading position of the Issuer.

DOCUMENTS INCORPORATED BY REFERENCE

The section Documents Incorporated by Reference set out on pages 53 to 56 of the Base Prospectus is hereby deleted in its entirety and replaced with the following:

"This Base Prospectus shall be read and construed in conjunction with the following documents which have been previously published and filed with the AMF and which are incorporated in, and shall be deemed to form part of, this Base Prospectus for the information referred to in the cross-reference list below:

(i) the English language 2019 Half Year Financial Report (the "**2019 HYFR**") of the Issuer which was filed with the AMF on 6 August 2019;

(ii) the English translation of the 2018 registration document of the Issuer for the financial year ending 31 December 2018 (the "**2018 Registration Document**"), which was filed with the AMF in its original French language version on 6 March 2019 under the registration number no. D.19-0119, except for the third sentence of the "*Statement of the person responsible for the registration document which serves as the annual financial report*", referring, *inter alia*, to the completion letter obtained from the statutory auditors of the Issuer, on page 313 of the 2018 Registration Document;

(iii) the English translation of the 2017 registration document of the Issuer for the financial year ending 31 December 2017 (the "**2017 Registration Document**"), which was filed with the AMF in its original French language version on 15 March 2018 under the registration number no. D.18-0134, except for the third sentence of the "*Statement of the person responsible for the registration document which serves as the annual financial report*", referring, *inter alia*, to the completion letter obtained from the statutory auditors of the Issuer, on page 296 of the 2017 Registration Document;

(iv) the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuer dated 1 April 2010 which received visa no. 10-081 from the AMF on 1 April 2010 (the "**2010 Conditions**");

(v) the section "Terms and Conditions of the Notes" contained in the base prospectus dated 27 April 2012 which received visa no. 12-187 from the AMF on 27 April 2012 (the "**2012 Conditions**");

(vi) the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuer dated 25 April 2014 which received visa no. 14-161 from the AMF on 25 April 2014 (the "**2014 Conditions**");

(vii) the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuer dated 24 March 2015 which received visa no. 15-108 from the AMF on 24 March 2015 (the "**2015 Conditions**");

(viii) the section "Terms and Conditions of the Notes" contained in the base prospectus of the Issuer dated 6 April 2016 which received visa no. 16-122 from the AMF on 6 April 2016 (the "**2016 Conditions**"); and

(ix) the section "Terms and Conditions" of the Notes contained in the base prospectus of the Issuer dated 7 April 2017 which received visa no. 17-148 from the AMF on 7 April 2017 (the "**2017 Conditions**" and, together with the 2010 Conditions, the 2012 Conditions, the 2014 Conditions, the 2015 Conditions and the 2016 Conditions, the "**EMTN Previous Conditions**").

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purposes only of further issues of Notes to be assimilated (*assimilables* for the purpose of French law) and form a single Series with Notes already issued under the relevant EMTN Previous Conditions. Any information contained in the documents listed above which is not incorporated by reference in this Base Prospectus is either not relevant to investors or is covered elsewhere in this Base Prospectus.

All documents incorporated by reference in this Base Prospectus may be obtained, free of charge, at the principal office of the Issuer and the Paying Agent set out at the end of this Base Prospectus during normal business hours so long as any of the Notes are outstanding. Such documents will also be published on the website of the AMF (www.amf-france.org) and on the website of the Issuer (www.klepierre.com).

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross-reference lists below. The information incorporated by reference that is not included in the cross-reference lists is considered as additional information and is not required by the relevant schedules of the Commission Regulation EC/809/2004, as amended.

Cross-reference list in respect of the 2017 Registration Document, the 2018 Registration Document and the 2019 HYFR

Information incorporated by reference	**Page number**		
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Cross-reference list in respect of the EMTN Previous Conditions

2010 Base Prospectus (visa no. 10-081 dated 1 April 2010)	
Terms and Conditions of the Notes	Pages 21 to 50
2012 Base Prospectus (visa no. 12-187 dated 27 April 2012)	
Terms and Conditions of the Notes	Pages 40 to 71
2014 Base Prospectus (visa no. 14-161 dated 25 April 2014)	
Terms and Conditions of the Notes	Pages 45 to 72
2015 Base Prospectus (visa no. 15-108 dated 24 March 2015)	
Terms and Conditions of the Notes	Pages 49 to 78
2016 Base Prospectus (visa no. 16-122 dated 6 April 2016)	
Terms and Conditions of the Notes	Pages 54 to 89
2017 Base Prospectus (visa no. 17-148 dated 7 April 2017)	
Terms and Conditions of the Notes	Pages 53 to 86

RECENT DEVELOPMENTS

The section Recent Developments set out on pages 139 to 145 of the Base Prospectus is completed by the following press release published by the Issuer on 24 July 2019:

PRESS RELEASE

FIRST-HALF 2019 EARNINGS

Paris – July 24, 2019

Klépierre, the European leader in shopping malls, today reported earnings for the six-month period ended June 30, 2019.[1] The main highlights include:

- **Net current cash flow per share +5.4% vs. first-half 2018 at €1.38[2]**
- **Shopping center Net Rental Income +3.1% on like-for-like basis[3], outperforming indexation by 150 basis points (bps)**
- **Retailer sales +1.6% like-for-like in the first half[4] and +2.8% in the second quarter of 2019**
- **Very sound operational KPIs: EPRA vacancy at 3.0%, occupancy cost ratio at 12.4%, bad debt at 1.8%**
- **Further €57 million reduction in net debt, for an 8.1x Net Debt to EBITDA ratio**
- **Cost of debt reduced by a further 10 bps to 1.5% vs. 2018 year-end**
- **EPRA Net Asset Value per share of €40.00[5]**
- **€501 million worth of disposals signed since the beginning of 2019,[6] at 5.5% above book value[7]**
- **2019 net current cash flow guidance raised to at least €2.76 per share, from €2.72 to €2.75 initially**

Jean-Marc Jestin, Chairman of the Executive Board, commented, *"Klépierre's performance in the first six months of this year once again illustrates the relevance of our business model, as our 5.4% increase in net current cash flow per share significantly exceeded our initial forecast. In a contrasted environment, we delivered robust rental income growth, dynamic leasing activity and increasing retailer sales. These results clearly demonstrate that our Shop. Meet. Connect.® strategy, based on targeted capital allocation, a customer-centric approach and disciplined financial policy, is perfectly aligned with the transformation of retail. Current operating indicators, combined with our confidence in our ability to continue to increase our revenues going forward and the prospect of a further reduction in financial costs, lead us to raise our full-year guidance for 2019."*

KEY FINANCIALS

	06/30/2019	06/30/2018	Reported change	Like-for-like change[3]
In € millions, Total Share				
Total revenues	668.3	668.9	−0.1%	–
Net Rental Income (NRI), shopping centers	552.0	542.2	+1.8%	+3.1%
Property portfolio valuation (incl. transfer taxes)	24,042	24,594	−2.2%	−1.2%
Net debt	8,818	9,153	−3.7%	–
Loan-to-Value (LTV)	36.7%	37.2%	−50 bps	–
Net debt to EBITDA	8.1x	8.7x	−0.6x	–
In €, Group Share				
EPRA Net Asset Value (NAV) per share	40.00	39.50	+1.2%	–
Net current cash flow per share	1.38	1.31	+5.4%	–

KLEPIERRE

OPERATING PERFORMANCE

Retailer sales

On a like-for-like basis,[3] total retailer sales at Klépierre malls rose by 1.6% over the first six months of 2019, accelerating slightly compared to full-year 2018 (growth of 0.9%). The overall trend improved during the second quarter of the year, with retailer sales up 2.8% (versus 0.3% in the first quarter), supported partly by a favorable calendar effect, notably relating to the timing of Easter.

On a geographical basis, the most dynamic regions were Iberia (up 6.0%) and Central Europe & Other (up 5.3%). Growth in Spain came out at 5.8% on the back of supportive consumer spending trends and the leading positioning of Klépierre malls, further boosted by recent re-tenanting initiatives. The performance of Central Europe & Other was mostly driven by strong growth in the Czech Republic (up 8.9%). Following the dissipation of the "yellow vest" protests, retailer sales growth in France recovered to expand by 0.7% under the impetus of greater purchasing power and dynamic re-tenanting activity. Retailer sales in Italy also improved, with growth of 0.9% over the first six months of the year, thanks to a very solid second quarter (up 2.9%) and notwithstanding a challenging economic environment.

Leasing

In a subdued business environment, Klépierre continued to post robust leasing performances. This is the direct result of the Group's Retail First® strategy to anticipate the transformation of retail. Retail First® consists in rapidly adapting the retail offering of Klépierre malls by (a) deploying existing retailers under their most up to date format ("right-sizing"), (b) replacing struggling segments with more profitable ones, and (c) attracting new on-trend concepts in shopping malls as well as supporting their international expansion. The strategy is anchored in Klépierre's strong pan-European platform and the extensive relations that the Group has been cementing with the best-performing retailers in the continent.

Retailers' appetite for Klépierre malls was vigorous. Over the first half of 2019, the Group signed 821 leases in total, including 689 renewals and re-lettings, generating €6.0 million in additional minimum guaranteed rents (MGR; excluding extensions and greenfield projects), and representing a positive 9.4% rental reversion. The firm level of leasing activity contributed to a slight decline in the EPRA Vacancy Rate from 3.2% as of December 31, 2018, to 3.0% as of June 30, 2019.

Net Rental Income

Net rental income (NRI) generated by shopping centers amounted to €552.0 million in the first half of 2019, a 1.8% increase on a reported-portfolio (Total Share) basis and 3.1% increase on a like-for-like[3] basis, compared with the same period in 2018. The good NRI performance was driven by indexation (1.6% positive impact), the solid reversion, higher income from specialty leasing, and optimized service charges.

Restated for the impact of the first-time application of IFRS 16, net rental income growth on a reported-portfolio (total-share basis) came out at 0.5%.[2] IFRS 16 has no impact on the like-for-like growth rate.

NET CURRENT CASH FLOW AND PORTFOLIO VALUE

Over the first half of 2019, net current cash flow per share increased by 5.4% year on year to €1.38 (increase of 4.7% after factoring in the impact of the first-time application of IFRS 16).[2] This strong performance reflects the combined impact of the following factors:

- **Net rental income** increased by 1.6% on a total share basis (up 0.4% restated for the impact of the first-time application of IFRS 16),[2] supported by 3.1% like-for-like growth at Klépierre shopping centers;
- **Operating cash flow** advanced by 2.1% on a total share basis, growing at a faster pace than net rental income, primarily thanks to €3 million in cost savings, especially other general expenses with payroll costs remaining broadly flat. This translated into a further reduction in the EPRA Cost Ratio (from 15.4% to 13.9% excluding direct vacancy costs);
- **Cost of net debt** decreased by €9.1 million to €68.0 million on a total-share basis. Restated for non-cash and non-recurring items (amortization of Corio debt mark-to-market and financial instrument close-out costs), the cost of net debt came out at €66.9 million, representing a €5.1-million year-on-year reduction; and

– The **average number of shares** outstanding fell from 301 million to 296 million as a result of the ongoing share buyback program.

Portfolio Valuation

Including transfer taxes, the value of the shopping center portfolio stood at €23,706 million on a total share basis as of June 30, 2019. The slight 0.9% decrease in the like-for-like property valuation over the past six months was mostly driven by a higher risk premium used by external appraisers in their DCF model. Combined with a slightly lower risk free-rate and, accordingly, lower indexation, the higher risk premium translated into a broadly stable discount rate and a higher exit rate, ultimately leading to a negative 1.2% market effect on the valuation of the portfolio.

On the back of healthy rental transactions and despite slightly lower indexation assumptions, NRI growth as predicted by the appraisers in their valuation model was broadly unchanged compared to the December 2018 appraisal campaign, translating into a slightly positive cash flow effect on the valuation of the portfolio (positive 0.2% impact).

Against this backdrop, the EPRA NIY was stable at 4.9%.

EPRA Net Asset Value (NAV)

EPRA NAV per share amounted to €40.00 as of June 30, 2019, versus €40.50 six months ago.[5] This reduction is the result of the net current cash flow generation (€1.38 per share) more than offset by the decrease in the value of the like-for-like portfolio (€0.76 per share) and the dividend payment (€1.05 per share). Foreign exchange and other items had a negative impact of €0.07 per share.

DEBT AND FINANCING

Debt

As of June 30, 2019, consolidated net debt totaled €8,818 million, versus €8,875 million as of December 31, 2018, representing a €57 million decrease. Despite this reduction in net debt, the Loan-to-Value (LTV) ratio increased to 36.7%[8] as of June 30, 2019, a 40-bp increase compared to 2018 year-end, attributable to a decrease in capital values.

Along with stronger operating performances, the net debt to EBITDA ratio was further reduced to 8.1x as of June 30, 2019, compared to 8.3x as of December 31, 2018.

Financing

During the first half, the Group's average cost of debt continued to fall to 1.5% versus 1.6% at 2018 year-end, benefiting from the low short-term interest rates and the attractive refinancing operations carried out in recent years. In view of the low cost of debt and robust operating performances, the interest coverage ratio (ICR, EBITDA divided by net interest expenses) stood at 7.9x.

Until the end of 2022, the Group will have to refinance €1.8 billion worth of fixed-rate bond (out of which €0.7 billion are swapped) at an average coupon of 4.2% (2.7% restated for the swaps). Based on current market conditions, these future refinancing should lead to a further contraction in the cost of debt.

INVESTMENT, DEVELOPMENT AND DISPOSALS

Investment

In the first half of 2019, Klépierre continued to allocate capital to its properties:

– €79.0 million allocated to the **development pipeline**, primarily relating to the extensions of:
  - Créteil Soleil (near Paris, France), which is expected to be completed by the end of 2019; leasing is progressing well, with 90% of the space already let (signed or in advanced negotiations);
  - Gran Reno (Bologna, Italy), where construction works started in April 2019; 50% of the space is already pre-let (signed or in advanced negotiations); and

- Hoog Catharijne (Utrecht, the Netherlands), where Primark opened its second largest store in the country in May 2019; the redevelopment is expected to be fully completed by 2021.

- €41.5 million allocated to the existing mall portfolio (excluding investment in extensions), consisting of technical maintenance capex, refurbishment and leasing capex; and
- €7.3 million allocated to **other investments**, including development fees, capitalized interest and leasing fees.

Disposals

Since January 1, 2019, the Group has completed disposals totaling €256.7 million (total share, excluding transfer taxes) as part of its ongoing portfolio streamlining. This amount includes the sale of seven malls (four in Portugal, one in the Czech Republic, one in France and one in the Netherlands) and other properties.

Beyond these disposals, the Group has signed promissory agreements for a total amount of €244.3 million. This includes the disposal of four shopping centers in Hungary for a total consideration of €217.5 million (excluding transfer taxes).

Closed disposals together with promissory agreements totaled €501 million (excluding transfer taxes), including 11 malls for €485 million (including transfer taxes). These malls were sold at a 5.5% premium to their most recent appraised value, 5.3% above their 2017 valuation, 13.2% above their 2016 valuation and 18.2% above their 2015 valuation, illustrating the Group's ability to crystalize high value creation through disposals.

Share Buyback Program

During the first half of 2019 and as part of the €400-million share buyback program announced on February 6, 2019, the Group repurchased 5,091,144 of its own shares at an average price of €31.00 and an aggregate amount of €158 million.

OUTLOOK

In 2019, Klépierre expects to generate net current cash flow per share of at least €2.76 (i.e., an increase of at least 4.2% versus 2018), compared to the Group's initial guidance for full-year 2019 of €2.72-€2.75.

Despite the slightly dilutive net impact of disposals and share buybacks, this upward revision reflects the following:

- Klépierre's confidence in maintaining a good level of like-for-like net rental income;[9]
- Additional operating cost savings; and
- Lower financial costs thanks to the combination of improved financing conditions following the recent fall in interest rates and further liability management initiatives.

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(1) The half-year consolidated financial statements were subject to review procedures by the Company's statutory auditors. The review report on the half-year financial information is to be issued shortly.
(2) Effective January 1, 2019, the first-time application of IFRS 16 has modified the Group's accounting for lease payments. At the Net Rental Income level, the major impact of IFRS 16 for Klépierre relates to ground leases, whose costs have been almost entirely transferred from "Land expenses" to "Change in value of investment properties" and "Interest expense on lease liabilities." In the first half of 2019, this impact added €6.9 million to NRI on a Total Share basis and increased the cost of net debt by €4.1 million. At the net current cash flow level, it translated into a €2.8 million positive impact (€2.6 million on a Group Share basis), or approximately 1 cent per share.
(3) Like-for-like data exclude the contribution of new spaces (acquisitions, greenfield projects and extensions), spaces being restructured, disposals completed since January 2018, and foreign exchange impacts.
(4) Like-for-like change is on a same-center basis and excludes the impact of asset sales, acquisitions and foreign exchange.
(5) Net Asset Value per share figures rounded to the nearest 10 cents.
(6) Completed or under promissory agreements; disposals (Total Share basis, excluding transfer taxes) since January 1, 2019.
(7) Premium on the 11 malls sold since the beginning of the year (effective sales or promissory agreements; including transfer taxes).
(8) On a total share basis.
(9) The first-time implementation of IFRS 16 has not impact on the 2019 cash-flow guidance.

RETAILER SALES LIKE-FOR-LIKE CHANGE FOR THE FIRST HALF OF 2019

Countries	Like-for-like change[a]	Share in total reported retailer sales
France	+0.7%	31%
Belgium	−1.0%	2%
France-Belgium	**+0.6%**	**33%**
Italy	**+0.9%**	**25%**
Norway	−3.0%	7%
Sweden	−1.9%	7%
Denmark	−1.6%	4%
Scandinavia	**−2.3%**	**18%**
Spain	+5.8%	8%
Portugal	+6.6%	2%
Iberia	**+6.0%**	**11%**
Czech Republic	+8.9%	2%
Poland	+2.5%	3%
Hungary	+5.0%	2%
Turkey	+5.9%	2%
CE and Others	**+5.3%**	**10%**
Netherlands[b]	**n.m.**	**n.m.**
Germany	**+2.3%**	**3%**
TOTAL	+1.6%	100%

Segments	Like-for-like change[a]	Share in total reported retailer sales
Fashion	+0.5%	39%
Culture, Gift and Leisure	+0.3%	17%
Health & Beauty	+4.7%	14%
Household Equipment	+1.8%	10%
Food & Beverage	+5.1%	12%
Others	−0.3%	8%
TOTAL	+1.6%	100%

(a) Like-for-like change is on a same-center basis and excludes the impact of asset sales, acquisitions and foreign exchange.
(b) Only recently-opened shops in Hoog Catharijne (Utrecht) and a few retailers in Alexandrium (Rotterdam) report their sales to Klépierre.

TOTAL REVENUES

In €m	Total Share		Group Share	
	H1 2019	H1 2018	H1 2019	H1 2018
France	215.4	214.4	176.0	175.0
Belgium	9.1	9.2	9.1	9.2
France-Belgium	**224.5**	**223.5**	**185.2**	**184.2**
Italy	**102.6**	**106.4**	**101.4**	**104.7**
Norway	34.9	35.9	19.6	20.1
Sweden	29.2	30.2	16.4	16.9
Denmark	29.6	28.7	16.6	16.1
Scandinavia	**93.6**	**94.8**	**52.5**	**53.2**
Spain	58.5	55.6	58.5	55.6
Portugal	11.4	11.5	11.4	11.5
Iberia	**69.8**	**67.2**	**69.8**	**67.2**
Poland	17.9	17.2	17.9	17.2
Hungary	9.8	12.5	9.8	12.5
Czech Republic	16.6	16.6	16.6	16.6
Turkey	10.3	13.1	9.4	11.8
Others	1.7	1.5	1.7	1.5
CE and Others	**56.4**	**60.9**	**55.4**	**59.6**
Netherlands	**41.2**	**35.4**	**41.2**	**35.4**
Germany	**26.4**	**26.2**	**25.2**	**24.9**
SHOPPING CENTERS GROSS RENTAL INCOME	614.6	**614.4**	530.7	**529.2**
Other retail properties	12.3	12.7	12.3	12.7
TOTAL GROSS RENTAL INCOME	626.9	**627.1**	543.0	**542.0**
Management, administrative and related income (fees)	41.4	41.8	39.6	40.1
TOTAL REVENUES	668.3	**668.9**	582.5	**582.0**
Equity Accounted Investees*	41.9	41.9	40.0	40.0

* Contributions from Equity Accounted Investees include investments in jointly-controlled companies and investments in companies under significant influence.

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QUARTERLY NET RENTAL INCOME ON A TOTAL SHARE BASIS

	2019		2018			
In €m	Q2	Q1	Q4	Q3	Q2	Q1
France	100.2	95.4	95.5	99.0	99.1	93.4
Belgium	4.7	4.1	4.5	4.8	4.3	4.4
France-Belgium	**104.8**	**99.5**	**100.1**	**103.9**	**103.4**	**97.8**
Italy	**50.1**	**43.3**	**48.1**	**52.2**	**51.6**	**44.5**
Norway	16.0	16.0	15.9	15.7	16.4	16.0
Sweden	13.4	12.9	12.8	13.5	13.9	13.4
Denmark	13.9	12.7	12.6	12.8	13.2	12.4
Scandinavia	**43.3**	**41.6**	**41.3**	**42.0**	**43.5**	**41.7**
Spain	27.0	26.2	24.1	25.4	24.8	24.9
Portugal	4.7	6.0	5.3	6.0	5.2	5.5
Iberia	**31.7**	**32.2**	**29.4**	**31.4**	**30.0**	**30.4**
Poland	8.4	8.0	7.8	8.1	7.8	8.0
Hungary	5.5	4.6	4.3	5.9	5.8	5.8
Czech Republic	8.1	8.1	8.9	8.3	8.1	8.0
Turkey	4.0	4.3	3.8	3.8	5.7	5.2
Others	0.7	0.6	0.6	0.6	0.8	0.7
CE and Others	**26.6**	**25.6**	**25.4**	**26.7**	**28.2**	**27.8**
Netherlands	**18.5**	**15.0**	**17.6**	**15.0**	**14.6**	**9.5**
Germany	**11.7**	**8.0**	**10.0**	**10.3**	**9.9**	**9.3**
SHOPPING CENTERS NET RENTAL INCOME	286.8	265.2	272.0	281.5	281.3	261.0
Other activities	5.6	5.9	5.1	6.2	6.1	6.1
TOTAL NET RENTAL INCOME	292.4	271.1	277.0	287.6	287.3	267.1

NET CURRENT CASH FLOW

	H1 2019	H1 2018	Change
Total share, in €m			
Gross rental income	626.9	627.1	0.0%
Rental and building expenses	(63.4)	(72.7)	-12.8%
Net rental income	**563.5**	**554.4**	**+1.6%**
Management and other income	46.1	45.8	+0.6%
General and administrative expenses	(83.2)	(96.0)	-13.4%
EBITDA	**526.4**	**504.2**	**+4.4%**
Adjustments to calculate operating cash flow:			
Depreciation charge for right-of-use assets[a]	(4.3)	-	
Employee benefits, stock-options expenses and non-current operating expenses	3.8	10.7	
IFRIC 21 impact	6.8	7.0	
Operating cash flow	**532.7**	**522.0**	**+2.1%**
Cost of net debt	(68.0)	(77.0)	-11.8%
Adjustments to calculate net current cash flow before taxes:			
Amortization of Corio debt mark-to-market	(9.6)	(9.9)	
Financial instruments close-out costs	10.5	14.9	
Net current cash flow before taxes	**465.7**	**450.0**	**+3.5%**
Share in equity-accounted companies	27.8	26.9	+3.3%
Current tax expenses	(18.4)	(15.9)	+16.0%
Net current cash flow	**475.0**	**460.9**	**+3.0%**
Group share, in €m			
NET CURRENT CASH FLOW	409.8	395.6	+3.6%
Number of shares[b]	*295,908,706*	*301,032,676*	*-1.7%*
Per share, in €			
NET CURRENT CASH FLOW	1.38	1.31	+5.4%

(a) Right-of-use assets related to head office, IT and vehicle leases as per IFRS 16.
(b) Excluding treasury shares.

2019 HALF-YEAR EARNINGS WEBCAST – PRESENTATION AND CONFERENCE CALL

The Klépierre Executive Board will present the 2019 half-year earnings on **Thursday, July 25, 2019 at 9:00 am Paris time (8:00am London time).** Please visit the Klépierre website **www.klepierre.com** to listen to the webcast, or click **here**.

AGENDA

October 21, 2019	Business review for the first nine months of 2019 (after market close)

INVESTOR RELATIONS CONTACTS

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ABOUT KLÉPIERRE

Klépierre, the pan-European leader in shopping malls, combines development, property and asset management skills. The company's portfolio is valued at €24.0 billion at June 30, 2019 and comprises large shopping centers in 16 countries in Continental Europe which together host 1.1 billion visits per year. Klépierre holds a controlling stake in Steen & Strøm (56.1%), Scandinavia's number one shopping center owner and manager. Klépierre is a French REIT (SIIC) listed on Euronext Paris and included in the CAC Next 20, EPRA Euro Zone and GPR 250 indexes. It is also included in ethical indexes, such as DJSI World and Europe, FTSE4Good, STOXX® Global ESG Leaders, Euronext Vigeo France 20 and World 120, and figures in CDP's "A-list". These distinctions underscore the Group's commitment to a proactive sustainable development policy and its global leadership in the fight against climate change.

For more information, please visit the newsroom on our website: **www.klepierre.com**

This press release and its appendices together with the earnings presentation slideshow are available on the Klépierre website: **www.klepierre.com**

GENERAL INFORMATION

The section General Information appearing on pages 170 to 173 of the Base Prospectus is amended as follows:

a) The item (2) appearing on page 170 entitled "No significant change in the financial or trading position of the Issuer" is hereby deleted in its entirety and replaced with the following:

Except as disclosed in the section "*Recent Developments*" of this Base Prospectus, there has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2019.

b) The item (9) appearing on page 171 entitled "Documents on display" is hereby deleted in its entirety and replaced with the following:

For so long as Notes may be issued pursuant to this Base Prospectus, copies of the following documents will, when published, be available free of charge during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), at the registered office of the Issuer and at the specified office of the Paying Agent(s):

(i) the *statuts* of the Issuer;

(ii) the 2017 Registration Document, the 2018 Registration Document and the 2019 Half Year Financial Report of the Issuer;

(iii) any Final Terms relating to Notes admitted to trading on Euronext Paris or any other Regulated Market;

(iv) a copy of this Base Prospectus together with any supplement to this Base Prospectus or further Base Prospectus; and

(v) any reports, letters and other documents, historical financial information, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in this Base Prospectus.

The Agency Agreement (which includes the form of the *Lettre comptable*, of the Temporary Global Certificates, of the Definitive Materialised Notes, of the Coupons and of the Talons) will be available during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection free of charge, at the registered office of the Issuer and at the specified office of the Paying Agent(s).

PERSONS RESPONSIBLE FOR THE FIRST PROSPECTUS SUPPLEMENT

Person assuming responsibility for the First Prospectus Supplement

Jean-Michel Gault, *membre du Directoire*

Declaration by person responsible for the First Prospectus Supplement

After having taken all reasonable measures in this regard, I hereby certify that the information contained in the First Prospectus Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 1 October 2019

Klépierre

26, boulevard des Capucines
75009 Paris
France
duly represented by
Jean-Michel Gault, *membre du Directoire*

AMF | AUTORITÉ DES MARCHÉS FINANCIERS

Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Réglement Général*) of the Autorité des marchés financiers ("**AMF**"), in particular Articles 212-31 to 212-33, the AMF has granted to this First Prospectus Supplement the visa no. 19-468 on 1 October 2019. It was prepared by the Issuer and its signatories assume responsibility for it.

In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of whether the document is complete and comprehensible, and whether the information it contains is coherent. It does not imply an approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it.

In accordance with Article 212-32 of the AMF's General Regulations, any issuance or admission to trading of securities under the Base Prospectus, as supplemented by the First Prospectus Supplement, will be subject to the publication of the Final Terms.