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unibail·rodamco

Paris, Amsterdam, April 22, 2009

Press Release

PRESS RELEASE RELATING TO THE AVAILABILITY OF A PROSPECTUS

A prospectus has been made available to the public, following Unibail-Rodamco's issuance of net shares settled bonds convertible into new and/or existing shares (ORNANE) for an amount of 575 million euros. The *Autorité des marchés financiers* has affixed its visa to the prospectus on April 21, 2009, under reference 09-104. The prospectus is comprised of a securities note (including a summary of the prospectus) and the reference document filed with the *Autorité des marchés financiers* on March 18, 2009 under number D.09-0129. Copies of the prospectus relating to the offer to the public in France are available free of charge at the registered address of Unibail-Rodamco, 7 place du Chancelier Adenauer, 75016 Paris, as well as on the websites of the *Autorité des marchés financiers* (www.amf-france.org) and of Unibail-Rodamco (www.unibail-rodamco.com).

For further information, please contact:

Media Relations

Maxence Naouri
+33 1 53 43 75 47

Investors Relations

Fabrice Mouchel
+33 1 53 43 73 03

Pierre Juge
+ 31 20 658 2515

www.unibail-rodamco.com

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NOTICE

This press release does not constitute an offer to subscribe and the offer of the Bonds will not constitute an offer to the public in any jurisdiction other than France.

No communication or information relating to the issue by Unibail-Rodamco of bonds with net settlement in new and/or existing shares of Unibail-Rodamco (the "**Bonds**") may be distributed to the public in any jurisdiction in which registration or approval is required. No steps have been or will be taken in any jurisdiction outside France where such steps would be required. The issue or the subscription of the Bonds may be subject to specific legal or regulatory restrictions in certain jurisdictions. Unibail-Rodamco assumes no responsibility for any violation of such restrictions by any person.

This document is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003 (as implemented in each Member State of the European Economic Area (the "**Member States**"), the ("**Prospectus Directive**").

With respect to each Member State other than France which has implemented the Prospectus Directive, no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any relevant Member State. As a result, the bonds may only be offered in relevant Member States:

- to legal entities which are authorised or licensed to operate in the financial markets and to legal entities whose corporate purpose is solely to place securities;
- to any legal entity which has two or more of the following criteria: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43 million; and (3) an annual net turnover of more than €50 million, as shown in its last annual or consolidated accounts; or
- in any other circumstances, not requiring Unibail-Rodamco to publish a prospectus as provided under article 3(2) of the Prospectus Directive.

This press release is directed only at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments ("**investment professionals**") within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "**Order**") or (iii) are "high net worth entities" or all other persons to whom this document can be legally communicated falling within Article 49(2) (a) to (e) of the Order (hereafter "**Qualified Person**"). The Bonds will only be made available to Qualified Persons and any solicitation, offer or any contract relating to the subscription, the purchase or the acquisition of the bonds may only be undertaken to or for the attention of Qualified Persons. Any person who is not a Qualified Person should not rely on this document or any of its contents.

The offering of the Bonds has not been and will not be registered with the Commissione Nazionale per le Società e la Borsa ("**CONSOB**") pursuant to Italian securities legislation and, accordingly, the Bonds may not be and will not be offered, sold or distributed in Italy in an offer to the public of financial products under the meaning of Article 1, paragraph 1, letter t) of Legislative Decree no. 58 of February 24, 1998 (the "**Consolidated Financial Services Act**"), unless an exemption applies.

Accordingly, the Bonds shall only be offered, sold or delivered in Italy:

- (a) to qualified investors (investori qualificati), pursuant to Article 100 of the Consolidated Financial Services Act and the implementing CONSOB regulations and Article 2, paragraph (e) of the Prospectus Directive; or
- (b) in any other circumstances where an express exemption from compliance with the restrictions on offers to the public applies, as provided under the Consolidated Financial Services Act or CONSOB Regulation No. 11971 of May 14, 1999, as amended, and Article 2, paragraph (e) of the Prospectus Directive.

Moreover any offer, sale or delivery of the Bonds under (a) or (b) above must be:

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- (i) made by an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Consolidated Financial Services Act, Legislative Decree No. 385 of September 1, 1993 (the "**Banking Act**"), CONSOB Regulation No. 16190 of October 29, 2007, all as amended;
- (ii) in compliance with Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, pursuant to which the Bank of Italy may request information on the offering or issue of securities in Italy; and
- (iii) in compliance with any other applicable laws and regulations, including any limitation or requirement which may be imposed from time to time, inter alia, by CONSOB or the Bank of Italy.

Any investor having acquired Bonds in an offering is solely responsible for ensuring that any offer or resale of the Bonds it acquires in this offering occurs in compliance with applicable laws and regulations.

Article 100-bis of the Consolidated Financial Services Act affects the transferability of the Bonds in Italy to the extent that any placing of the Bonds is made solely with qualified investors and such Bonds are then systematically resold to non-qualified investors on the secondary market at any time in the 12 months following such placing. Where this occurs, if a prospectus compliant with the Prospectus Directive has not been published, purchasers of Bonds who are acting outside of the course of their business or profession may in certain circumstances be entitled to declare such purchase void and to claim damages from any authorised person at whose premises the Bonds were purchased, unless an exemption provided for under the Consolidated Financial Services Act applies.

The press release and the information contained herein are intended only for the use of its recipient and are not to be distributed to any third-party resident or located in Italy for any reason. No person resident or located in Italy other than the original recipients of this document may rely on it or its contents.

This press release does not constitute an offering of securities in the United States of America or in any other country other than France. The Bonds (and shares of Unibail-Rodamco in which the Bonds may be settled) may not be offered or sold in the United States of America in the absence of registration or an exemption from the registration obligation pursuant to the U.S. Securities Act of 1933 as amended. Unibail-Rodamco does not intend to register the proposed offering of the Bonds in whole or in part in the United States of America or to conduct a public offering in the United States of America.

The distribution of this press release in certain countries may constitute a breach of applicable law. The information contained in this document does not constitute an offer of securities for sale in the United States, Canada, Japan or Australia.

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