RODAMCO-EUROPE

Business Review and H1'09 Results

Rodamco-Europe reports good direct earnings in a difficult business climate, where most macro economic indicators are negative. Tenant sales in the retail sector over the period came down, although June sales show positive growth. As expected, the company has seen a slowdown of Net Rental Income (NRI) growth across its portfolio. Yet, income growth remains positive on the back of high quality assets, which are actively positioned to attract both retailers and customers.

Direct net profit after tax grew with 15.2% to €2.72 per share, supported by growth in NRI with 4.1% and a drop in financial expenses with 17.5%. NRI in the shopping centre segment grew with 7.8% thanks to a like for like growth of 3.9% and net growth from the 2008 acquisitions (mainly Shopping City Süd in Austria and La Macquinista in Spain) and openings (Forum Nacka extension in Sweden) minus divestments (logistics in Spain, highstreet retail in the Netherlands and Belgium). Vacancy remained modest at 2.3% (vs. 2.1% end 2008), supporting the continuing good leasing performance which achieved a 23% uplift on lettings and renewals.

Rodamco-Europe benefited from the sharp decrease in variable borrowing costs, resulting in a net decrease in direct financing costs with €12 Mn.

Rodamco-Europe's asset portfolio value (including transfer costs and taxes) decreased from €12,073 Mn at year-end 2008 to €11,249 Mn at June 30, 2009. On a like for like basis, the value decreased with 7.5% over the period. The company's triple Net Asset Value per share decreased with 14% over the same period to €75.22.

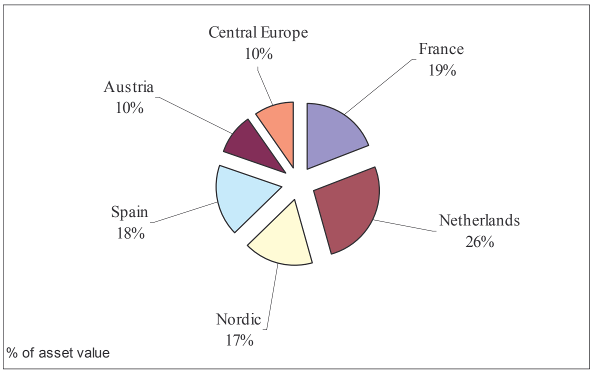
Key consolidated indicators (in € Mn)	**H1-2009**	**H1-2008**	**Growth %**	**Growth % like for like**
Shopping centres	*303*	*281*	*7.8%*	*3.9%*
Offices	*24*	*33*	*-27.3%*	*8.7%*
Net rental income	**327**	**314**	**4.1%**	**4.3%**
Valuation movements and gain on disposals	- 851	265		
Net profit group share	- 512	467		
of which direct result after tax	244	212	15.2%	
Direct result per share	**2.72 €**	**2.36 €**	15.2%	

	June 30, 2009	**Dec 31, 2008**	**%**
Triple Net Asset Value per share	**75.22 €**	**87.47 €**	**-14.0%**

Figures are presented in millions of euros, rounded to the nearest hundred thousand.
Slight differences could exist in totals and percentages calculation.

I. SCOPE OF CONSOLIDATION, ACCOUNTING PRINCIPLES

Scope of consolidation[2]



There was no significant change in the scope of consolidation since January 1st, 2009.

168 companies in 13 countries have been fully consolidated with the exception of 15 companies accounted for under proportional method and 2 companies under the equity method.

The Rodamco group is operationally organised under 6 geographical regions: France, the Netherlands, Nordic, Spain, Central Europe and Austria[1].

Accounting principles

Rodamco-Europe's condensed consolidated interim financial statements have been prepared in accordance with IAS-34 "interim financial reporting" of the International Financial Reporting Standards[2] (IFRS) and are compliant with the EPRA[3] best-practices policy recommendations.

No changes were made compared to the accounting principles used for the previous period, except for the recently issued IAS 40 amendment on accounting of investment property under construction.

According to the new rule, investment properties under construction are measured at fair value when fair value can be measured reliably. Where fair value is not reliably measurable, the property remains accounted for at cost. This rule is applied prospectively and the total impact is booked in the income statement.

Investment properties under construction are taken at fair value once Rodamco's management considers that a substantial part of the development's uncertainty has been eliminated[4]. In any case fair value will be used within one year before estimated project delivery.

4 projects previously at cost have been accounted for at fair value at June 30, 2009 with a limited valuation loss of -€12.5 Mn.

II. BUSINESS REVIEW

Shopping centre market in H1'09

Most indicators of significance for the retail market have been negative during H1'09. GDP across most of continental Europe is negative, unemployment is increasing, footfall is declining and retailers' turn-over is coming down. There are marked differences however between countries, between capital cities and other areas and between retail categories. Spain, for instance has seen a decline in national retail sales[5] with 11.4% where France saw a decline with only 3.2%. All retail sectors are feeling the effects of the crisis. Large cities, that tend to be more affluent and less dependent on the more impacted manufacturing sector, have been less affected by increasing unemployment.

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[1] Organised separately from Central Europe since Jan 1st, 2009
[2] As applicable in the European Union as at June 30, 2009
[3] European Public Real-estate Association
[4] 3 criteria: i) All administrative authorizations are obtained ii) Construction has started and costs are committed toward the constructor iii) Substantial uncertainty in future rental income has been eliminated.
[5] Source national sales indices:
France: IFLS as at May 31, 2009
Spain: ICM index excluding food, National Statistics Institute as at May 31, 2009

Prime rents are stable as a result of continuing strong demand for prime retail space. Demand is driven by large national and international retailers which are adopting a more opportunistic approach to their expansion plans.

The investment market for shopping centres remains slow, and only few benchmark transactions have been recorded in H1'09 across continental Europe. Yields continued to move up, with an increasing quality penalty for smaller assets becoming clearly visible. Prime yields have moved on average with another 50 basis points.

Rental income from Rodamco-Europe shopping centres

Total consolidated Net Rental Income (NRI) amounted to €303 Mn in first half of 2009, representing a rise of +7.8% compared with first half of 2008.

Region	Net Rental Income (€Mn)		
	2008-H1	2009-H1	%
France	55.8	56.0	0.4%
Netherlands	85.5	74.3	-13.1%
Nordic	44.8	44.1	-1.8%
Spain	45.7	59.4	30.0%
Central Europe	33.1	37.0	11.4%
Austria	16.1	32.2	100.0%
Global	**281.0**	**303.0**	7.8%

The total variation in NRI (€22 Mn) came mainly from:

- Acquisitions: +€29.2 Mn, of which:
- +€16.8 Mn in Austria: mainly acquisition of Shopping City Süd in Vienna, end of May 2008.
- +€12.4 Mn in Spain: acquisition of La Maquinista in Barcelona and Habaneras in Torrevieja in July 2008.

- Delivery of new shopping centres or extensions: +€7.3 Mn:
- in Sweden: delivery of 26,100 m² of extension in Forum Nacka in Stockholm in November 2008.
- in Czech Republic: delivery of Arkady-Pankrac, 30,100 m² in Prague in November 2008.

- Disposals: -€15.5 Mn largely due to high street retail portfolio disposed of in the Netherlands and in Belgium in 2008 and 2009.

- Taking into account -€3.9 Mn of constant currency correction[6] and -€3.5 Mn of one off item in H1'08, the net change like for like amounted to €8.4 M€.

After taking into account Shopping City Süd NRI proforma in H1'08, the like for like growth amounted to €10.4 Mn and broke down as follows:

Region	Net Rental Income (€Mn) Like-for-like		
	2008-H1	2009-H1	%
France	52,3	55,6	6,4%
Netherlands	69,0	72,0	4,3%
Nordic	44,9	45,7	1,9%
Spain	45,7	47,1	3,2%
Central Europe	31,8	32,4	1,8%
Austria*	28,1	29,4	4,8%
Global	**271,8**	**282,2**	3,9%

* Shopping City Süd proforma in H1'08- non audited
Excluding currency effect

[6] Mainly in Sweden

On a like-for-like basis, H1'09 NRI grew by 3.9% compared to H1'08, of which 2.8% due to indexation, as shown in the table below by region.

Region	**Net Rental Income like-for-like evolution (%)**			
	Indexation	Renewals, relettings net of departure	other	Total
France	4.1%	2.6%	-0.3%	6.4%
Netherlands	2.6%	1.2%	0.5%	4.3%
Nordic	2.5%	2.1%	-2.7%	1.9%
Spain	3.1%	-0.6%	0.7%	3.2%
Central Europe	1.4%	0.5%	-0.1%	1.8%
Austria	0.2%	2.7%	1.9%	4.8%
Global	2.6%	1.4%	-0.1%	3.9%

Leasing activity in H1'09

Leasing activity on standing shopping centres has been satisfactory during H1'09 with 433 leases signed compared to 339 leases signed over H1'08. In total €36.8 Mn of Minimum Guaranteed Rents with an average uplift of 23% was signed in H1'09.

Region	**lettings / re-lettings / renewals excl. Pipeline**			
	nb of leases signed	m²	MGR (€ Mn)	MGR % uplift
France	31	13,467	7.1	35%
Netherlands	64	18,532	5.4	35%
Nordic	85	25,183	5.8	10%
Spain	124	18,932	6.7	15%
Central Europe	56	17,247	2.9	14%
Austria	73	24,130	8.9	25%
Global	433	117,491	36.8	23%

MGR : Minimum Guaranteed Rent

As already observed in the second half of 2008, negotiations with tenants are taking more time in an environment where they are faced with the economic crisis and sales slowdown. Nevertheless the best shopping centres and largest malls remain in good demand from retailers in all regions. New high profile retailers have been successfully introduced in Rodamco-Europe shopping centres (MAC, Desigual, van Graaf …).

In addition, 40 pre-lettings were signed on shopping centres or extensions under construction, mainly in Sweden and in France.

Vacancy

As at June 30, 2009 aggregated annualised Minimum Guaranteed Rents from Rodamco-Europe's shopping centre portfolio amounted to €635.9 Mn, excluding variable rents and other income.
Potential rents from vacant space in operation on the total portfolio amounted to €14.7 Mn at June 30, 2009. Financial vacancy rate remains at a low level, 2.3% on average across the total portfolio, increasing slightly compared to Dec 31, 2008 (2.1%).

Investment / pipeline

Rodamco-Europe invested € 129.6 Mn[7] (group share) in its shopping centre portfolio in H1'09:

- €57.2 Mn was invested in new acquisitions:
  Additional plots in Shopping City Süd in Vienna and a piece of land for Maquinista future extension in Barcelona.

[7] Variation in gross asset value group share

- €36.1 Mn was invested in new shopping centres and extensions under construction, mainly:
  - Docks Vauban in Le Havre/France: 57,200 m², which will be opened in October 2009;
  - Esplanade in Lyon/France: 1,500 m², delivered in March 2009;
  - Cours Oxygène in Lyon/France: 9,100 m², completion expected in 2010;
  - Donauzentrum extension in Vienna/Austria: 27,500 m², completion expected in 2010;
  - Almere Buiten in Almere/Netherlands: 16,300 m², completion expected in 2011.

- €25.2 Mn was invested in renovation of existing shopping centres.

- Financial and other costs were capitalised respectively for €6.6 Mn and €4.5 Mn.

The total pipeline retail projects represented 554,000 m², for a total estimated investment of €2.4 Bn, of which €1.8 Bn is already invested or contracted. The remaining part corresponds to options on potential projects which are under negotiations to ensure adequate returns.

Fully contracted projects represented 176,500 m² and are composed of:

- Brownfield projects:
  - Docks Vauban, Almere Buiten already mentioned above;
  - Metropolis in Moscow/Russia: 50% to be acquired by Rodamco-Europe after contractual conditions are satisfied, corresponding to 40,700 m²;
  - Rotterdam Markthal /Netherlands: 10,800 m² / delivery in 2013.

- Extensions of existing shopping centres:
  Cours Oxygène and Donauzentrum extension already mentioned and La Maquinista extension in Barcelona/Spain: 14,800 m² / delivery in 2010.

Office portfolio

Rodamco-Europe consolidated net rental income (NRI) from offices portfolio came to €24 Mn in H1'09.
The decrease compared to H1'08 came mainly from disposals in 2008.

Region	Net Rental Income (€Mn)		
	2008-H1	2009-H1	%
Netherlands	14.1	11.8	-16.3%
Nordic	9.1	8.6	-5.5%
Other	10.0	3.6	ns
Global	**33.2**	**24.0**	-27.8%

Potential rents from vacant office space in operation amounted to €4.4 Mn (annualised) at June 30, 2009.

One building in Sweden and one in The Netherlands were disposed of in H1'09 for €7.5 Mn and a net result of €0.2 Mn.

Construction of Tour Oxygène in Lyon/France is on going. This building, 77% pre-let, will be delivered in April 2010

Investment property valuation

As at June 30, 2009 the investment property portfolio of Rodamco-Europe was valued on the balance sheet at €10,488 Mn, excluding transfer taxes and disposal cost.

As from Jan 1, 2009, according to new IFRS accounting rules, "investment property" in the balance sheet includes standing assets and properties under construction (see chapter I). Five properties under development which were booked at cost at Dec 31, 2008, were booked at fair value at June,30, 2009: Docks Vauban (Le Havre/France), Cours Oxygène and Tour Oxygène (Lyon La Part Dieu/France), Donauzentrum extension (Vienna/Austria), and Esplanade (Lyon/France) delivered in March 2009.

Valuation movements to investment properties (standing assets and properties under development) resulted in a charge of €856.1 Mn in the Group's H1'09 income statement, breaking down as follows: €187.9 Mn in France, €113.1 Mn[8] in Central Europe, €35.7 Mn in Austria, €119.2 Mn in The Netherlands, €175.8 Mn in Nordic and €224.5 Mn in Spain (see details in note on Net Asset Value).

Divestments

The Group divested €86.6 Mn in H1'09, mainly from its Dutch high street retail portfolio, with a net disposal profit of €5.2 Mn.

III. FIRST HALF 2009 RESULT

Group net financial expenses totalled €64.3 Mn, including capitalised financial expenses of €8.3 Mn allocated to projects under construction. Net borrowing expenses recorded in the net direct profit thus came to €56 Mn.

Derivative financial instruments are mostly cash flow hedges (interest rate) and investment hedges (currency swap). Fair value changes were recorded for the effective portion directly in equity (-€ 17.2 Mn). A charge of €1 Mn was recorded in indirect result for derivatives not classified as hedging instrument.

The income tax charge came from countries where specific tax regimes for property companies[9] do not exist. Total income tax allocated to the direct result amounted to €6.7Mn, while a credit of €77.3 Mn was accounted for in valuation result due mainly to the variation of deferred taxes on assets' fair value.

Consolidated net result (group share) was a loss of €511.8 Mn in H1'09 which broke down as follows:

- **€244 Mn of direct result**
- **€-755.8 Mn of fair value adjustments and net gains on disposals**

The average number of shares in issue during this period was 89,639,292.

Direct Earnings per Share came to €2.72 in H1'09, an increase of 15.2% compared to H1'08.

IV. DISTRIBUTION AND OUTLOOK

On June 23, 2009, Rodamco Europe NV distributed its annual dividend for year 2008 which amounted to €313.8 Mn, ie € 3.50 / share.

The global crisis continued to have its impact on the real estate market. This may still have an adverse impact on the assets' fair value in the second half year.

The Group will continue to invest in its development pipeline, having adapted its return criteria to the current market situation. It remains alert to asset acquisition opportunities which may be triggered by the current harsh economic climate.

[8] Of which €37.8 Mn of goodwill impairment
[9] In France : SIIC (Société Immobilière d'Investissements Cotée) and in The Netherlands: FBI (Fiscale Beleggings Instelling)

V. NET ASSET VALUE

The financial crisis has continued to take its toll on the general economy and as such also further impacted the commercial real estate sector. The European real estate investment market continued to deteriorate and showed declining levels of investment volumes, mostly driven by scarce and high cost financing, which caused investors to stay out of the market. Investment in retail in Europe[10] during the first half of 2009 was down 51% compared to H2’08 and 65% compared to H1’08.

Rodamco-Europe’s asset portfolio including transfer taxes decreased from €12,073 Mn at year-end 2008 to €11,249 Mn at June 30, 2009. On a like-for-like basis, the value of the overall portfolio decreased by €871 Mn net of investments, i.e. a drop of 7.5% compared with year-end 2008.

The value of Rodamco-Europe’s Shopping Centre Portfolio decreased from €11,329 Mn as at Dec 31, 2008 to €10,564 Mn as at June 30, 2009.

Based on an asset value, excluding estimated transfer taxes and disposal costs, the shopping centre net initial yield at June 30, 2009 came to 6.1% vs. 5.7% at year-end 2008:

Shopping Centre portfolio by region	Valuation including transfer taxes in € Mn June 30, 2009	Valuation excluding estimated transfer taxes in € Mn (2) June 30, 2009	Net initial yield (2) June 30, 2009	Net initial yield (2) Dec. 31, 2008
France	2,117	2,024	5.6%	5.0%
Netherlands	2,568	2,401	6.2%	5.9%
Nordic	1,618	1,596	5.9%	5.3%
Spain	1,986	1,937	6.7%	6.1%
Central Europe	1,109	1,091	6.9%	6.5%
Austria	1,165	1,143	5.6%	5.5%
Total	**10,564**	**10,193**	**6.1%**	**5.7%**

(1) Annualised rent (including latest indexation) net of expenses, divided by the value of the portfolio net of estimated transfer taxes and disposal costs.
Shopping centres under development are not included in the calculation.

Based on the midyear yield of 6.1%, a further change of + 25 basis points would result in a downward adjustment of €399 Mn (or -3.9%) of the shopping centre portfolio value (including transfer taxes and disposal costs).

Like for like analysis:

On a like-for-like basis, the value of the Shopping Centre portfolio, including transfer taxes and disposal costs and restated for capital expenditure, capitalised financial expenses, leasing expenses and eviction costs, came down by €808 Mn or 7.4%. This broke down into +1.8% from the increase in revenues of shopping centres and -9.2% due to changes in yield.

Shopping Centre - Like for Like evolution (1)	Like for Like evolution (1) in € Mn June 30, 2009	Like for Like evolution (1) in % June 30, 2009	Like for Like evolution (1) - Rent impact June 30, 2009	Like for Like evolution (1) - Yield impact June 30, 2009
France	- 180	-8.3%	3.0%	-11.2%
Netherlands	- 87	-3.3%	2.1%	-5.4%
Nordic	- 175	-9.7%	1.0%	-10.7%
Spain	- 206	-10.1%	-0.2%	-9.9%
Central Europe	- 120	-10.3%	-0.2%	-10.1%
Austria	- 40	-3.7%	6.7%	-10.4%
Total	**- 808**	**-7.4%**	**1.8%**	**-9.2%**

(1) Like for like change net of investments from December 31, 2008 to June 30, 2009.

[10] Source: CBRE

Shopping centre development and extension projects

Shopping centre development and extension projects have been either assigned a market value, where possible, or taken at cost. These development and extension projects mainly comprise:

- Investment Properties Under Construction at fair value: notably Docks Vauban (Le Havre/France), Cours Oxygène (Lyon/France) and Donauzentrum extension in Vienna.
- Investment Properties Under Construction at cost: Badajoz in Spain and Shopping City Süd extension in Austria.
- In Spain, a €17 Mn impairment was recognised on land in view of market developments.

At June 30, 2009, Shopping Centre development projects represented a total amount of €460 Mn on the balance sheet of Rodamco-Europe.

Net asset value calculation

Triple NAV is calculated by adding to consolidated shareholders' equity (Group share), as shown on the consolidated balance sheet (under IFRS) the following items:

Projects: Following the IAS 40 amendment, projects under development for which a fair value can be reliably determined are taken at fair value in the balance sheet. Other projects remain at cost less impairment, where applicable. As a consequence, the previous adjustment on pipeline revaluation was no longer required.

Mark-to-market value of debt: In accordance with IFRS rules, derivative financial instruments were recorded on Rodamco-Europe's balance sheet at their fair value and their impact included in the consolidated shareholders' equity. Only fixed-rate debt was not accounted for at its fair value. Taking fixed rate debt at its fair value would have had a positive impact of €22 Mn which was taken into account in the NAV calculation.

Adjustment of capital gains taxes[11]: In accordance with accounting standards, deferred tax on property assets was calculated on a theoretical basis on the consolidated balance sheet as at June 30, 2009. For the purpose of the NAV calculation, deferred tax on unrealised capital gains on assets not qualifying for tax exemption (SIIC or FBI regime), has been added back and replaced by taxes actually payable, should a disposal take place. This resulted in an adjustment of €224 Mn to the NAV calculation.

Restatement of transfer taxes and disposal costs[11]: Transfer taxes are estimated after taking into account the disposal scheme minimising these costs: sale of the asset or the company that owns it, provided the anticipated method is achievable, which notably depends on the net book value of the asset. This estimation is carried out on a case-by-case basis on each individual asset, according to the local tax regime.
As at June 30, 2009, these estimated transfer taxes and other disposal costs compared to transfer taxes and costs already deducted from asset values on the balance sheet (in accordance with IFRS) came to an adjustment of €101 Mn.

Rodamco-Europe's triple NAV (Group share) stood at €75.22 per share as at June 30, 2009, a decrease of 14% compared with year-end 2008.

RODAMCO-Europe Triple Net Asset Value (€ Mn)	Dec 31, 2008 [11]	June 30, 2009
Consolidated shareholders' equity	**7,254**	**6,395**
Fair value adjustment		
Fixed-rate debt (net of deferred taxes)	**159**	**22**
Pipeline (net of deferred taxes)	**87**	**-**
Adjustment to taxes	**242**	**224**
Adjustment to transfer taxes and disposal costs	**98**	**101**
Triple Net Asset Value	**7,841**	**6,742**
Number of shares	89,639,292	89,639,292
Triple Net Asset Value / share	**87.47**	**75.22**
		-14.0%

[11] According to the methodology used by Unibail-Rodamco, the parent company.
Dec 31, 2008's NAV has been restated consequently to €87.47 compared to €87.32 previously published.

VI. FINANCIAL RESOURCES

In H1 2009, the financial market environment saw short term interest rates decreasing, credit spreads gradually decreasing and liquidity improving with still a differentiation by sector.

Debt structure at 30 June 2009

Rodamco Europe's nominal financial debt as at 30 June 2009 amounted to €3,916 Mn and broke down as follows:

- €2,000 Mn in bond issues, of which €1,500 Mn in EMTN of Rodamco's programme, the remainder, €500 Mn, in Rodamco bonds;
- €25 Mn short term issues in commercial paper (Euro Commercial Papers);
- €1,891 Mn in loans, including €1,074 Mn in corporate loans, €794 Mn in mortgage loans and €23 Mn in bank overdrafts.

No loans were subject to prepayment clauses linked to the Group's ratings[12].

Debt maturity

The average maturity of the Group's debt as at 30 June 2009, taking into account the confirmed unused credit lines, stood at 4 years, and nearly 65% of the debt had a maturity of more than 3 years

Average cost of Debt

Rodamco-Europe's average cost of debt came to 3.8% over H1 2009 (4.8% in 2008). This average cost of debt results from the main part of the debt kept at fixed rate.

Interest rate risk management

The Group's interest rate policy is managed at Parent level (Unibail-Rodamco) through a macro hedging policy. After taking into account interest rate swaps and cross currency swaps, the debt at fixed rate represents 76% of total net debt

Currency risk exposure

The Group has activities and investments in countries outside the Euro-zone, primarily in Sweden.
To enhance its hedging instruments, during H1 2009 the Group put in place cross currency swaps transactions replacing maturing foreign exchange swaps[13].

Main foreign currency positions at June 30, 2009

(in € Mn) Currency	Assets	Liabilities	Net exposure	Hedging Instruments	Exposure net of hedges
SEK	1,402.5	351.8	1,050.7	647.1	403.6
DKK	297.4	77.8	219.5	127.3	92.3
HUF	0.6	-	0.6	-	0.6
USD	184.7	55.4	129.3	31.9	97.4
CZK	0.1	145.7	-145.6	-146.3	0.7
PLN	0.2	-0.2	0.4	-	0.4
Total	**1,885.5**	**630.6**	**1,255.0**	**659.9**	**595.0**

The main exposure kept is in Swedish Krona (SEK). A decrease of 10% in the SEK/EUR exchange rate would have a €37 Mn negative impact on shareholders' equity.
The sensitivity of H2'09 direct result[14] to a 10% depreciation in the SEK/EUR exchange rate is limited to €3 Mn.

Financial ratio and rating

As at June 30 2009, the Loan-to-Value ratio (LTV) for Rodamco-Europe was set at 30%.
The interest coverage ratio (ICR) for Rodamco-Europe came to 4.8x for H1'09 (3.4x for 2008). This level was realised as a result of (i) the low level of the Group's average debt, (ii) the tightly controlled cost of debt and (iii) stable income.

Rodamco-Europe is rated 'A' with a stable outlook by Standard & Poor's.

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[12] Barring exceptional circumstances (change in control)
[13] 2-year cross currency swaps (SEK / EUR) have been put in place for a nominal amount of SEK 3,385 Mn.
[14] The sensitivity is measured by applying a change in exchange rate to the net revenues in SEK (net rents – financial expenses - taxes), based on an EUR/SEK exchange rate of 10.7528

VII. Condensed consolidated interim financial statements as at June 30, 2009

CONSOLIDATED INTERIM INCOME STATEMENT - Presented under EPRA [1] format (in € Mn)	Notes	H1-2009	H1-2008
Gross rental income	16	365.7	352.9
Net service charge expenses	17	-2.5	-2.1
Property operating expenses	18	-36.3	-36.6
Net rental income [2]		**327.0**	**314.3**
Corporate expenses		-32.3	-30.7
Development expenses		-0.4	-0.2
Administrative expenses [2]	19	**-32.7**	**-30.8**
Revenues from other activities		12.5	1.1
Other expenses		-0.8	-
Net other income [2]	20	**11.7**	**1.1**
Proceeds from disposal of investment property		86.5	872.6
Carrying value of investment property sold		-81.2	-844.4
Profit on disposal of investment property	21	**5.3**	**28.2**
Valuation gains		26.7	409.4
Valuation losses		-845.0	-172.7
Valuation movements	22	**-818.3**	**236.7**
Impairment of Goodwill	23	**-37.8**	**-**
NET OPERATING RESULT BEFORE FINANCING COST		**-544.9**	**549.5**
Result from non-consolidated companies		-0.2	-
Financial income		*31.6*	*18.2*
Financial expenses		*-87.6*	*-86.1*
Net financing costs		-56.0	-67.9
Fair value adjustments of derivatives and debt	24	-1.0	-2.0
Debt discounting		-0.4	-0.4
RESULT BEFORE TAX		**-602.6**	**479.2**
Income tax expenses	25	70.6	-11.2
NET RESULT FOR THE PERIOD		**-532.0**	**468.0**
Attributable to:			
Equity holders of the parent		-511.8	466.7
Non-controlling interests	26	-20.2	1.3
NET RESULT FOR THE PERIOD		**-532.0**	**468.0**

Average number of shares (undiluted)		89,639,292	89,639,292
Net result for the period (Owners of the parent)		-511.8	466.7
Net result for the period (Owners of the parent) per share (€)		**-5.71**	**5.21**
Average number of diluted shares		89,639,292	89,639,292
Diluted net result per share - Owners of the parent (€)		**-5.71**	**5.21**

[1] Presentation complying with European Public Real Estate Association best practices policy recommendations.
[2] H1-2008 figures have been restated following the reclassification of valuation fees from "Net rental income" to "Administrative expenses" and the reclassification of property services activity from "Administrative expenses" to "Revenues from other activities".

OTHER COMPREHENSIVE INCOME	Notes	H1-2009	H1-2008
NET RESULT FOR THE PERIOD		**-532.0**	**468.0**
Foreign currency differences on translation of financial statements of subsidiaries		-21.7	-
Gain/loss on net investment hedge		-6.9	1.0
Cash flow hedge:			
Gains/losses taken into equity		-4.3	-1.0
OTHER COMPREHENSIVE INCOME	27	**-32.9**	**-**
NET COMPREHENSIVE INCOME		**-564.9**	**468.0**
Non-controlling interests		-20.2	1.3
NET COMPREHENSIVE INCOME (OWNERS OF THE PARENT)		**-544.7**	**466.7**

Direct result [1]		244.1	211.8
Indirect result [1]		-755.9	254.9
Direct result per share (€)		**2.72**	**2.36**

[1] H1-2008 figures slightly differ from previous publication due to income tax allocation restated between direct and indirect result.

For the presentation of the income statement by division, please refer to the "notes to the consolidated interim financial statements" section 2 "Business segment report".

(in € Mn)	Notes	H1-2009	Year-end 2008 [1]
NON CURRENT ASSETS		**10,951.2**	**11,796.1**
Investment properties	1	**10,488.0**	**11,326.2**
Investment properties at fair value		*10,265.3*	*10,900.0*
Investment properties at cost		*222.7*	*426.2*
Other tangible assets	2	2.6	3.0
Goodwill	3	141.4	141.4
Intangible assets	4	6.7	7.2
Loans		208.5	209.4
Deferred tax assets	11	43.6	49.9
Derivatives at fair value	10	60.4	59.0
CURRENT ASSETS		**1,004.5**	**829.2**
Properties under promise or mandate of sale	1	**264.8**	**215.3**
Trade receivables from activity	5	**49.9**	**50.6**
Property portfolio		35.5	35.5
Other activities		14.4	15.2
Other trade receivables		**192.2**	**204.6**
Tax receivables		93.1	92.1
Other receivables	6	64.5	65.5
Prepaid expenses		34.7	47.0
Cash and equivalent	7	**497.5**	**358.6**
Financial assets		2.3	0.8
Other financial assets		384.4	238.9
Cash		110.9	119.0
TOTAL ASSETS		**11,955.7**	**12,625.3**
Shareholders' equity (Owners of the parent)		**6,395.2**	**7,253.7**
Share capital		717.1	717.1
Additional paid-in capital		2,956.0	2,956.0
Consolidated reserves		3,310.8	3,817.2
Hedging reserve		-8.3	-4.0
Other reserves		-68.6	-40.0
Consolidated result		-511.8	-192.6
Non-controlling interests		**16.4**	**36.7**
TOTAL SHAREHOLDERS' EQUITY		**6,411.6**	**7,290.4**
NON CURRENT LIABILITIES		**4,873.5**	**4,985.7**
Commitment to purchase non-controlling interests	8	10.1	10.1
Long term bonds and borrowings	9	4,105.7	4,119.2
Derivatives at fair value	10	26.8	17.4
Deferred tax liabilities	11	646.2	736.6
Long term provisions	12	7.7	28.0
Employee benefits	12	7.2	6.9
Guarantee deposits		62.3	60.0
Amounts due on investments		7.5	7.5
CURRENT LIABILITIES		**670.6**	**349.2**
Amounts owed to shareholders	13	**262.7**	**-**
Amounts due to suppliers and other current debt	14	**160.5**	**201.9**
Amounts due to suppliers		15.4	36.0
Amounts due on investments		20.1	54.9
Sundry creditors		73.0	52.2
Other liabilities		52.0	58.8
Current borrowings and amounts due to credit institutions	9	**129.3**	**99.2**
Tax and social security liabilities	15	**98.7**	**39.6**
Contingencies and other current liabilities	12	**19.4**	**8.5**
TOTAL LIABILITIES AND EQUITY		**11,955.7**	**12,625.3**

[1] 2008 figures slightly differ from previous publication due to reclassification of deferred lease incentives from non-current assets to current assets, guarantee deposits from current liabilities to non-current liabilities and reclassification of earn-out from contigencies to amounts due on investments, short term or long term, according to the future date of payment. Balances resulting from the cash pooling arrangements contracted with Rodamco Europe NV's main shareholder, Unibail-Rodamco SE, were reclassified from other receivables to cash and equivalent.

The financial statements are presented in millions of euros, rounded to the nearest hundred thousand and as a result slight differences between rounded figures could exist in the different statements.

RODAMCO EUROPE Cash flow statement (€ Mn)	Notes	H1-2009	H1-2008
Operating activities			
Net profit		**-532.0**	**468.0**
Depreciation & provisions		30.8	-
Changes in value of property assets		818.3	-236.7
Changes in value of financial instruments		1.0	2.0
Discounting income/charges		0.4	0.4
Charges and income relating to stock options and similar items		1.8	-
Other income and expenses		-	-0.7
Net capital gains/losses on sales of properties (1)		-5.3	-28.2
Dividend income from non-consolidated companies		0.1	-
Net financing costs		56.0	67.9
Income tax charge		-70.6	11.2
Cash flow before net financing costs and tax		**300.5**	**283.9**
Dividend income and result from companies under equity method or non consolidated		-0.1	-
Income tax paid		-6.0	-5.1
Change in working capital requirement		0.2	124.6
Total cash flow from operating activities		**294.6**	**403.4**
Investment activities			
Property activities		**-143.0**	**39.2**
Acquisition of consolidated subsidiaries	28	-56.9	-625.0
Amounts paid for works and acquisition of property assets		-173.1	-181.4
Property financing (2)		0.5	-30.5
Disposal of subsidiaries	28	-	93.5
Disposal of investment property		86.5	782.6
Total cash flow from investment activities		**-143.0**	**39.2**
Financing activities			
Dividends paid to parent company shareholders		-3.9	-273.4
New borrowings and financial liabilities		638.4	913.3
Repayment of borrowings and financial liabilities		-630.8	-1,005.3
Financial income (3)		43.9	8.4
Financial expenses (3)		-67.6	-50.2
Total cash flow from financing activities		**-20.0**	**-407.2**
Change in cash and cash equivalents during the period		**131.5**	**35.4**
Cash at beginning of year (4)		**343.3**	**98.7**
Effect of exchange rate fluctuations on cash held		**-0.6**	**7.7**
Cash at period-end (4)	29	**474.2**	**141.8**

(1) This item includes capital gains/losses on property sales (excluding charges spread over the duration of the lease), disposal of short term investment property and disposals of operating assets.

(2) In H1-2008, property financing corresponds to an additional prepayment made to acquire an office building close to the shopping centre Zlote Tarasy located in Warsaw, Poland.

(3) Financial result is now presented as cash flow from financing activities. H1-2008 was restated accordingly.

(4) Cash and cash equivalents include bank accounts and current accounts with terms of less than three months. This item comprises also the balances resulting from the cash pooling arrangements contracted with Rodamco Europe NV's main shareholder, Unibail-Rodamco SE, for a total amount of €238.9 Mn at beginning of year and €384.4 Mn at period-end.

CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

(in € Mn)	Capital	Additional paid-in capital	Consolidated reserves (1)	Consolidated net profit	Cash flow hedging reserve	Currency translation reserve (2)	Total Owners of the parent	Non-controlling interests	Total Equity
Balance as at December 31, 2007	**717.1**	**2,956.0**	**2,601.0**	**1,491.0**	**-3.0**	**-26.0**	**7,736.1**	**13.0**	**7,749.1**
Profit or loss of the period	-	-	-	466.7	-	-	**466.7**	1.3	**468.0**
Other comprehensive income	-	-	-	-	-1.0	1.0	**-**	-	**-**
Net comprehensive income	**-**	**-**	**-**	**466.7**	**-1.0**	**1.0**	**466.7**	**1.3**	**468.0**
Earnings appropriation	-	-	1,491.0	-1,491.0	-	-	**-**	-	**-**
Dividends related to 2007	-	-	-273.4	-	-	-	**-273.4**	-	**-273.4**
Changes in consolidation scope	-	-	-	-	-	-	**-**	-5.0	**-5.0**
Other	-	-	-3.0	-	-	-	**-3.0**	-	**-3.0**
Balance as at June 30, 2008	**717.1**	**2,956.0**	**3,815.6**	**466.7**	**-4.0**	**-25.0**	**7,926.4**	**9.3**	**7,935.7**
Profit or loss of the period	-	-	-	-659.3	-	-	**-659.3**	-6.3	**-665.6**
Other comprehensive income	-	-	-	-	-	-15.0	**-15.0**	-	**-15.0**
Net comprehensive income	**-**	**-**	**-**	**-659.3**	**-**	**-15.0**	**-674.3**	**-6.3**	**-680.6**
Dividends related to 2007	-	-	1.0	-	-	-	**1.0**	-1.0	**-**
Changes in consolidation scope (3)	-	-	-	-	-	-1.0	**-1.0**	34.7	**33.7**
Share based payment	-	-	-	-	-	1.0	**1.0**	-	**1.0**
Other	-	-	0.6	-	-	-	**0.6**	-	**0.6**
Balance as at December 31, 2008	**717.1**	**2,956.0**	**3,817.2**	**-192.6**	**-4.0**	**-40.0**	**7,253.7**	**36.7**	**7,290.4**
Profit or loss of the period	-	-	-	-511.8	-	-	**-511.8**	**-20.2**	**-532.0**
Other comprehensive income	-	-	-	-	-4.3	-28.6	**-32.9**	-	**-32.9**
Net comprehensive income	**-**	**-**	**-**	**-511.8**	**-4.3**	**-28.6**	**-544.7**	**-20.2**	**-564.9**
Earnings appropriation	-	-	-192.6	192.6	-	-	**-**	-	**-**
Dividends related to 2008	-	-	-313.8	-	-	-	**-313.8**	-	**-313.8**
Balance as at June 30, 2009	**717.1**	**2,956.0**	**3,310.8**	**-511.8**	**-8.3**	**-68.6**	**6,395.2**	**16.4**	**6,411.6**

(1) Includes consolidated reserves, retained earnings and interim dividend.

(2) The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. It is also used to record the effect of hedging net investments in foreign operations.

(3) Changes in scope of consolidation of non-controlling interests corresponds to the disposals of respectively 48.89% and 47.22% of the shares of the companies owners to to the shopping Centers in Spain, “La Maquinista” and “Habaneras”.

CHANGES IN SHARE CAPITAL

The share capital consists of 204,524,430 authorised shares of which 89,639,292 shares are issued and fully paid up at June 30, 2009, similar to 2008. The shares have a par value of €8 each. No movements occurred in H1-2009, as was the case in 2008.

General information

Rodamco Europe NV is a public limited company engaged in the holding of Group companies that invest in and manage property. The address of its registered office is Schiphol Boulevard 371, Tower H, 1118 BJ Luchthaven Schiphol, The Netherlands. The consolidated financial report comprises the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates and jointly controlled entities.

These interim financial statements are not audited. Ernst and Young Accountants LLP issued a review report on the condensed consolidated interim financial statements as at June 30, 2009.

1) Accounting principles and consolidation methods

The interim consolidated financial statements have been prepared in accordance with IAS 34 "Financial interim reporting". As these are condensed financial results, they do not include all of the information required by IFRS and must be read in conjunction with the Group's annual consolidated financial accounts for the year ended December 31, 2008.

The accounting principles applied for the preparation of these half-yearly consolidated financial accounts are in accordance with IFRS and interpretations as adopted by the European Union as of June 30, 2009. These can be consulted on the website http://ec.europa.eu/internal_market/accounting/ias_en.htm#adopted-commission.

The accounting principles and methods used are consistent with those applied for the preparation of the annual consolidated financial statements as at December 31, 2008, except for the application of the following new obligatory standards and interpretations:

IFRS 8 : Operating Segments
Improvement of IFRS (May 2008)
IAS 23 A : Borrowing Costs
IAS 1 A : Presentation of Financial Statements (revised)
IAS 32 A & IAS 1 : Puttable Financial Instruments and Obligations Arising on Liquidation
IFRS 2 A : Share-based payments – Vesting Conditions and Cancellations
IFRIC 13 : Customer Loyalty Programmes

The company applied IFRS 8 "Operating Segments" and the amendments to IAS 1 "Presentation of Financial Statements" in 2009. Although these standards do not impact profit and equity, they do affect presentation. The interim report now comprises a consolidated statement of comprehensive income.
Other standards, amendments and interpretations do not have a significant impact on the Group's accounts, except for the IAS 40 amendment regarding accounting of investment property under construction as detailed below.

These accounting principles do not differ from the IFRS as published by the IASB, in that the obligatory application to accounting periods commencing January 1, 2009 of the following amendments and interpretations would not have had a material impact on the Group's accounts :

- *Texts which have been adopted by the European Union with effective date later than that specified by IASB and hence are not yet applicable in the European standard:*

IFRIC 12 : Service Concession Arrangements
IFRIC 16 : Hedges of a Net Investment in a Foreign Operation

- *Texts which have not yet been adopted by the European Union:*

IFRIC 9 & IAS 39 A : Reassessment of Embedded Derivatives
IFRS 7 A : Improving Disclosures about Financial Instruments
IFRIC 15 : Agreements for the Construction of Real Estate
IFRIC 17 : Distributions of Non-Cash Assets to Owners (prospective application)
IFRIC 18 : Transfers of Assets from Customers (prospective application)
Amendments to IFRS (April 2009)
IFRS 2 : Group Cash Settled – Share Based payment transactions

The Group has not applied the following amended or revised norms :

- *which are not yet applied by IASB :*
  - IFRS 3 R : Business Combinations
  - IAS 27 A : Consolidated and Separate Financial Statements
- *which have not yet been adopted by the European Union as of June 30, 2009 :*
  - IAS 39 A : Financial instruments: recognition and measurement - eligible hedged items

The Group is currently analysing the potential impact of all of these standards on its consolidated accounts. At this stage of the analysis, the Group does not anticipate that there will be any significant impact, except for :

IFRS 3 R : Business Combinations, that will change in a prospective way the accounting terms of business combinations

Change in accounting method on Investment Properties Under Construction

The main significant change compared to the consolidated financial accounts for the year ended December 31, 2008 is the application of the IAS 40 A "Investment property – Property under construction or development for future use as investment property". This new method is applied since January 1, 2009 in a prospective way.

Since January 1, 2009, Investment Properties Under Construction (IPUC) are covered by IAS 40 and are eligible to be measured at fair value. In accordance with the Group's investment property valuation method, they are valued at fair value by an external appraiser. IPUC for which the fair value is not reliably determinable are consequently still valued at cost until such time their fair value valuation becomes reliable.
An IPUC is eligible for a fair value measurement once all three following criteria are fulfilled:

- All administrative authorisations needed to complete the project are obtained,
- The construction has started and costs are committed toward the constructor,
- Substantial uncertainty in future rental income has been eliminated.

If the time to delivery is less than one year, the project has to be taken at fair value.

The IPUC whose fair value could be reliably measured were valued for the first time on June 30, 2009, and the difference between market value and cost value was recognised in the income statement.

Following this application, the impact of this revaluation on the income statement of the period was a net loss of €12.5 Mn.

IPUC measured at cost are subject to impairment tests.

Change in business segment reporting

The geographical business segment reporting was changed to report Austria as a business segment separate from Central Europe. Following the acquisition of the "Shopping City Süd" shopping centre in Vienna in 2008, this area represents more than €1 billion of investment property. The Central Europe area now brings together the Czech Republic, Germany, Hungary, Poland, Russia, Slovakia and Ukraine (the latter having been sold in July 2008).
In the consolidated interim income statement by division, 2008 data was restated accordingly.
Following the first application of IFRS 8, there are no significant changes in the business segment presentation of the Group.

Estimations and assumptions

Certain amounts recorded in the consolidated financial statements reflect estimates and assumptions made by management, particularly with regards to the fair value of investment property and financial instruments as well as the valuation of goodwill and intangible assets. The most significant estimates are set out in the notes to the 2008 consolidated financial statements : for the valuation of investment property in section 2 § f "Investment Property", for the goodwill in § c (v) "Goodwill" and for fair value of financial instruments, in § e "Derivatives financial instruments". Actual future results or outcomes may differ from these estimates. The property portfolio used by the Retail & Office segments are valued by independent appraisers.

Presentation

To be more in line with Epra recommendations and Group's presentation, the presentation of balance sheet and income statement changed compared to last year.

2) Business segment report

Consolidated interim income statement by division

(in € Mn)		H1 - 2009 Recurring activities	H1 - 2009 Valuation movements and disposals	H1 - 2009 Result	H1 - 2008 Recurring activities	H1 - 2008 Valuation movements and disposals	H1 - 2008 Result
RETAIL	Gross rental income	60.6	-	60.6	59.5	-	59.5
	Operating expenses & net service charges	-4.6	-	-4.6	-3.7	-	-3.7
	Net rental income	**56.0**	**-**	**56.0**	**55.8**	**-**	**55.8**
	Contribution of affiliates	-	-	-	-	-	-
	Gains on sales of properties	-	-	-	-	-	-
	Valuation movements	-	-182.1	-182.1	-	113.2	113.2
	Result Retail France	**56.0**	**-182.1**	**-126.1**	**55.8**	**113.2**	**169.1**
	Gross rental income	81.4	-	81.4	95.1	-	95.1
	Operating expenses & net service charges	-7.1	-	-7.1	-9.6	-	-9.6
	Net rental income	**74.3**	**-**	**74.3**	**85.5**	**-**	**85.5**
	Gains on sales of properties	-	4.6	4.6	-	22.7	22.7
	Valuation movements	-	-78.1	-78.1	-	76.7	76.7
	Result Retail Netherlands - Belgium	**74.3**	**-73.5**	**0.8**	**85.5**	**99.4**	**184.9**
	Gross rental income	58.9	-	58.9	59.1	-	59.1
	Operating expenses & net service charges	-14.8	-	-14.8	-14.3	-	-14.3
	Net rental income	**44.1**	**-**	**44.1**	**44.8**	**-**	**44.8**
	Valuation movements	-	-166.4	-166.4	-	11.1	11.1
	Result Retail Nordic	**44.1**	**-166.4**	**-122.2**	**44.8**	**11.1**	**55.9**
	Gross rental income	65.0	-	65.0	49.5	-	49.5
	Operating expenses & net service charges	-5.5	-	-5.5	-3.8	-	-3.8
	Net rental income	**59.4**	**-**	**59.4**	**45.7**	**-**	**45.7**
	Gains on sales of properties	-	0.3	0.3	-	0.1	0.1
	Valuation movements	-	-219.2	-219.2	-	-33.7	-33.7
	Result Retail Spain	**59.4**	**-218.9**	**-159.5**	**45.7**	**-33.6**	**12.1**
	Gross rental income	37.9	-	37.9	34.2	-	34.2
	Operating expenses & net service charges	-0.9	-	-0.9	-1.1	-	-1.1
	Net rental income	**37.0**	**-**	**37.0**	**33.1**	**-**	**33.1**
	Gains on sales of properties	-	0.1	0.1	-	-	-
	Valuation movements	-	-75.3	-75.3	-	79.2	79.2
	Impairment of Goodwill	-	-37.8	-37.8	-	-	-
	Result Retail Central Europe	**37.0**	**-113.1**	**-76.1**	**33.1**	**79.2**	**112.3**
	Gross rental income	34.4	-	34.4	16.8	-	16.8
	Operating expenses & net service charges	-2.2	-	-2.2	-0.7	-	-0.7
	Net rental income	**32.2**	**-**	**32.2**	**16.1**	**-**	**16.1**
	Valuation movements	-	-33.8	-33.8	-	-0.8	-0.8
	Impairment of Goodwill	-	-	-	-	-	-
	Result Retail Austria	**32.2**	**-33.8**	**-1.6**	**16.1**	**-0.8**	**15.3**
	TOTAL RESULT RETAIL	**303.0**	**-787.7**	**-484.7**	**281.0**	**268.5**	**549.6**
OFFICES & INDUSTRIAL	Gross rental income	27.5	-	27.5	38.8	-	38.8
	Operating expenses & net service charges	-3.5	-	-3.5	-5.6	-	-5.6
	Net rental income	**24.0**	**-**	**24.0**	**33.2**	**-**	**33.2**
	Gains on sales of properties	-	0.2	0.2	-	5.5	5.5
	Valuation movements	-	-63.4	-63.4	-	-9.1	-9.1
	Result Offices other countries	**24.0**	**-63.2**	**-39.2**	**33.2**	**-3.6**	**29.6**
	TOTAL RESULT OFFICES & INDUSTRIAL	**24.0**	**-63.2**	**-39.2**	**33.2**	**-3.6**	**29.6**
	Other property services net operating profit	2.5	-	2.5	1.1	-	1.1
	Other net income	9.0	-	9.0	-	-	-
TOTAL OPERATING RESULT AND OTHER INCOME		**338.5**	**-850.9**	**-512.4**	**315.3**	**264.9**	**580.3**
	General expenses	-32.3	-	-32.3	-30.6	-	-30.6
	Development costs	-0.4	-	-0.4	-0.2	-	-0.2
	Financing result	-56.0	-1.4	-57.4	-67.9	-2.4	-70.3
PRE-TAX RESULT		**249.8**	**-852.4**	**-602.6**	**216.7**	**262.5**	**479.2**
	Corporate income tax	-6.7	77.3	70.6	-3.7	-7.6	-11.2
NET RESULT		**243.1**	**-775.1**	**-532.0**	**213.0**	**254.9**	**468.0**
	Non-controlling interests	-1.0	-19.2	-20.2	1.3	0.0	1.3
NET RESULT - OWNERS OF THE PARENT		**244.1**	**-755.9**	**-511.8**	**211.8**	**254.9**	**466.7**
Average number of shares (million)		89.6			89.6		
DIRECT RESULT PER SHARE (€)		**2.72**			**2.36**		

H1-2008 figures slightly differ from previous publications due to asset reclassification by segment and income tax allocation restated between direct and indirect result.

<u>Segment reporting</u>

Segment information is presented in respect of the Group's business and geographical segments, based on the Group's management and internal reporting structure.

Business segments

The Group presents its results by division: Retail and Offices & Industrial.

Geographical segments

Geographical segments are determined on the basis of the Group's definition of a home region. A home region is defined as a region with more than €1 billion in property investment and a local organisation dedicated to all three functional lines: the "owner function" (asset selection and management including pipeline), retail management, and the finance function. The following are considered home regions based on specific operational and strategic factors :

- France,
- The Netherlands,
- Spain,
- Nordic Countries managed from Sweden, including Sweden, Denmark and Finland,
- Austria,
- Central Europe managed from the Czech Republic, including the Czech Republic, Germany, Hungary, Poland, Russia, Slovakia and Ukraine (the latter having been sold in July 2008).

The income statement by division is split between direct and indirect result. The indirect result before tax consists of the valuation movements on investment property, fair value adjustments on derivatives and debts, the result on disposals and impairment of Goodwill.
The income tax is also split between direct and indirect taxes. The Group refined the definition of direct tax which led to an adjustment of half-year 2008 figures in the income statement.

Direct tax is the outcome of :

- the payable income tax, but only as far as related to direct income,
- plus/minus changes in deferred tax asset-direct (excluding those caused by a change in tax rate and/or those caused by a use of the deferred tax asset-direct by indirect profits),
- plus/minus changes in "other deferred tax assets" and "other deferred tax liabilities".

Reconciliation between the Results by division and the income statement of the period (EPRA format) as at June 30, 2009

(in € Mn)	Retail						Offices	Not allocated	TOTAL H1 - 2009
	France	Netherlands	Nordic	Spain	Central Europe	Austria			
Gross rental income	60.6	81.4	58.9	65.0	37.9	34.4	27.5	-	365.7
Net rental income	**56.0**	**74.3**	**44.1**	**59.4**	**37.0**	**32.2**	**24.0**	**-**	**327.0**
Administrative expenses	-	-	-	-	-	-	-	**-32.7**	**-32.7**
Revenues from other activities	-	-	-	-	-	-	-	12.5	12.5
Net other income	-	-	-	-	-	-	-	**11.7**	**11.7**
Profit on disposal of investment property	-	**4.6**	-	**0.3**	**0.1**	-	**0.2**	-	**5.3**
Valuation movements	**-182.1**	**-78.1**	**-166.4**	**-219.2**	**-75.3**	**-33.8**	**-63.4**		**-818.3**
Impairment of Goodwill					**-37.8**				**-37.8**
Net operating result before financing cost	**-126.1**	**0.8**	**-122.2**	**-159.5**	**-76.1**	**-1.6**	**-39.2**	**-21.0**	**-544.9**
Result from non-consolidated companies								-0.2	-0.2
Net financing costs								-56.0	-56.0
Fair value adjustments of derivatives and debt & debt discounting								-1.4	-1.4
Result before tax									**-602.6**
Income tax expenses								70.6	70.6
Net result									**-532.0**

Reconciliation between the Results by division and the income statement of the period (EPRA format) as at June 30, 2008

(in € Mn)	Retail						Offices	Not allocated	TOTAL H1 - 2008
	France	Netherlands	Nordic	Spain	Central Europe	Austria			
Gross rental income	59.5	95.1	59.1	49.5	34.2	16.8	38.8	-	352.9
Net rental income	**55.8**	**85.5**	**44.8**	**45.7**	**33.1**	**16.1**	**33.2**	**-**	**314.3**
Administrative expenses	-	-	-	-	-	-	-	**-30.8**	**-30.8**
Revenues from other activities	-	-	-	-	-	-	-	1.1	1.1
Net other income	-	-	-	-	-	-	-	**1.1**	**1.1**
Profit on disposal of investment property	-	**22.7**	-	**0.1**	-	-	**5.5**	-	**28.2**
Valuation movements	**113.2**	**76.7**	**11.1**	**-33.7**	**79.2**	**-0.8**	**-9.1**	-	**236.7**
Impairment of Goodwill	-	-	-	-	-	-	-	-	-
Net operating result before financing cost	**169.1**	**184.9**	**55.9**	**12.1**	**112.3**	**15.3**	**29.6**	**-29.7**	**549.5**
Net financing costs								-67.9	-67.9
Fair value adjustments of derivatives and debt & debt discounting								-2.4	-2.4
Result before tax									**479.2**
Income tax expenses								-11.2	-11.2
Net result									**468.0**

Investment properties as at June 30, 2009

(in € Mn)	Retail						Offices	Total H1 - 2009
	France	Netherlands	Nordic	Spain	Central Europe	Austria		
Investment properties at fair value	1,998.1	2,211.5	1,560.7	1,828.4	1,026.0	1,079.7	560.9	10,265.3
Investment properties at cost	10.0	15.9	15.2	108.5	42.9	30.1	-	222.7
Properties under promise or mandate of sale	-	173.4	-	-	-	-	91.4	264.8

Investment properties as at December 31, 2008

(in € Mn)	Retail						Offices	Total 2008
	France	Netherlands and Belgium	Nordic	Spain	Central Europe	Austria		
Investment properties at fair value	2,050.8	2,319.1	1,757.4	1,999.7	1,117.8	1,010.9	644.4	10,900.0
Investment properties at cost	109.3	14.2	13.8	121.1	39.7	72.2	55.9	426.2
Properties under promise or mandate of sale	-	212.0	-	-	-	-	3.3	215.3

3) Scope of consolidation

List of consolidated companies	Country	% interest Dec 31, 2008	% interest June 30, 2009	% control June 30, 2009	Method (1)
Rodamco Europe NV	The Netherlands	100.00	100.00	100.00	FC
SHOPPING CENTRES					
Andraka Beteiligungsverwaltungs GmbH	Austria	100.00	100.00	100.00	FC
Donauzentrum Besitz- u. Vermietungs GmbH	Austria	90.00	90.00	90.00	FC
SCS Erweiterungsbau GmbH & Co Anlagenvermietung KG	Austria	100.00	100.00	100.00	FC
SCS Infrastruktur GmbH	Austria	100.00	100.00	100.00	FC
SCS Liegenschaftsverwertungs GmbH	Austria	100.00	100.00	100.00	FC
SCS Motor City Süd Errichtungs GmbH	Austria	100.00	100.00	100.00	FC
Shopping Center Planungs- und Entwicklungs GmbH	Austria	100.00	100.00	100.00	FC
Shopping Center Planungs- und Entwicklungs GmbH & Co Werbeberatung KG	Austria	100.00	100.00	100.00	FC
Südpark Betriebs und Verwaltungs GmbH	Austria	50.00	50.00	50.00	PC
Centrum Cerny Most as	Czech Republic	100.00	100.00	100.00	FC
Centrum Praha Jih-Chodov sro	Czech Republic	100.00	100.00	100.00	FC
Moravska Obchodni as	Czech Republic	65.00	65.00	65.00	FC
Pankrac Shopping Center ks	Czech Republic	75.00	75.00	75.00	PC
Kiinteistö Oy Vantaanportin Liikekeskus	Finland	21.40	21.40	21.40	PC
Kiinteistö Oy Vantaanportin Liiketilat	Finland	60.00	60.00	60.00	PC
SAS Parimall-Bobigny 2	France	100.00	100.00	100.00	FC
SAS Parimall-Parly 2	France	100.00	100.00	100.00	FC
SAS Parimall-Ulis 2	France	100.00	100.00	100.00	FC
SAS Parimall-Vélizy 2	France	100.00	100.00	100.00	FC
SAS Parimmo-58 Marceau	France	100.00	100.00	100.00	FC
SAS Parly 2 Avenir	France	78.40	78.40	78.40	FC
SAS SALG	France	100.00	100.00	100.00	FC
SAS Villeneuve 2	France	100.00	100.00	100.00	FC
SCI Berri Washington	France	100.00	100.00	100.00	FC
SCI Bobigninvest	France	100.00	100.00	100.00	FC
SCI du CC de Lyon La Part Dieu	France	100.00	100.00	100.00	FC
SCI du CC de Rouen St Sever	France	100.00	100.00	100.00	FC
SCI du Petit Parly 2	France	100.00	100.00	100.00	FC
SCI Elysées Châlons	France	100.00	100.00	100.00	FC
SCI Elysées Parly 2	France	100.00	100.00	100.00	FC
SCI Elysées Vauban	France	100.00	100.00	100.00	FC
SCI Elysées Vélizy 2	France	100.00	100.00	100.00	FC
SCI Extension Villeneuve 2	France	100.00	100.00	100.00	FC
SCI Foncière Marceau Saint Sever	France	100.00	100.00	100.00	FC
SCI Grand Magasin Sud LPD	France	100.00	100.00	100.00	FC
SCI Lyon Kléber	France	100.00	100.00	100.00	FC
SCI Lyon Les Brotteaux	France	100.00	100.00	100.00	FC
SCI Marceau Bussy-Sud	France	100.00	100.00	100.00	FC
SCI Marceau Côté Seine	France	100.00	100.00	100.00	FC
SCI Marceau Parly 2	France	100.00	100.00	100.00	FC
SCI Marceau Plaisir	France	100.00	100.00	100.00	FC
SCI Parlunic 2	France	100.00	100.00	100.00	FC
SCI Rouen Bretagne	France	100.00	100.00	100.00	FC
SCI Rouen Verrerie	France	100.00	100.00	100.00	FC
SCI Vendôme Villeneuve 2	France	100.00	100.00	100.00	FC
SEP Valorisation CC LPD	France	59.30	59.30	59.30	PC
SEP Valorisation CC Parly 2	France	47.85	47.85	48.47	PC
SEP Valorisation CC Saint Sever	France	76.55	76.55	76.55	PC
SEP Valorisation CC Villeneuve 2	France	52.57	52.57	52.57	PC
SNC Cegep et Cie	France	100.00	100.00	100.00	FC
Immobilien KG Dr. Mühlhauser & Co Einkaufs-Zenter	Germany	50.00	50.00	50.00	PC
KG Schliebe & Co Geschäftszentrum Frankfurter Allee	Germany	66.67	66.67	66.67	PC
EKZ 6 Kft	Hungary	33.00	33.00	33.00	PC
Euromall Kft	Hungary	100.00	100.00	100.00	FC
Vezer Center Kft	Hungary	100.00	100.00	100.00	FC
Rodamco CH1 Sp zoo	Poland	50.00	50.00	50.00	PC
Aupark as	Slovakia	50.00	50.00	50.00	PC

List of consolidated companies	Country	% interest Dec 31, 2008	% interest June 30, 2009	% control June 30, 2009	Method (1)
Essential Whites SL	Spain	52.78	52.78	100.00	FC
Promociones Immobiliarias Gardiner SL	Spain	52.78	52.78	100.00	FC
Proyectos Immobiliarios Time Blue SL	Spain	51.11	51.11	100.00	FC
Unibail-Rodamco Benidorm SL	Spain	88.29	88.29	88.29	PC
Unibail-Rodamco Garbera SL	Spain	100.00	100.00	100.00	FC
Unibail-Rodamco Inversiones SL	Spain	100.00	100.00	100.00	FC
Unibail-Rodamco Ocio SL	Spain	100.00	100.00	100.00	FC
Unibail-Rodamco Proyecto Badajoz SL	Spain	100.00	100.00	100.00	FC
Unibail-Rodamco Steam SL	Spain	51.11	51.11	100.00	FC
Unibail-Rodamco Vallsur SL	Spain	100.00	100.00	100.00	FC
Eurostop KB	Sweden	100.00	100.00	100.00	FC
Rodamco Arninge Centrum KB	Sweden	100.00	100.00	100.00	FC
Rodamco Centerpool AB	Sweden	100.00	100.00	100.00	FC
Rodamco Eneby AB	Sweden	100.00	100.00	100.00	FC
Rodamco Fisketorvet AB	Sweden	100.00	100.00	100.00	FC
Rodamco Forum Nacka KB	Sweden	100.00	100.00	100.00	FC
Rodamco Garage AB	Sweden	100.00	100.00	100.00	FC
Rodamco Helsingborg KB	Sweden	100.00	100.00	100.00	FC
Rodamco Nova Lund KB	Sweden	100.00	100.00	100.00	FC
Rodamco Nova Lund 2 AB	Sweden	100.00	100.00	100.00	FC
Rodamco Nova Lund 3 AB	Sweden	100.00	100.00	100.00	FC
Rodamco Parkering AB	Sweden	100.00	100.00	100.00	FC
Rodamco Solna Centrum AB	Sweden	100.00	100.00	100.00	FC
Rodamco Täby Centrum KB	Sweden	100.00	100.00	100.00	FC
Rodamco Tyresö Centrum AB	Sweden	100.00	100.00	100.00	FC
Rodamco Väsby Centrum AB	Sweden	100.00	100.00	100.00	FC
Oranjevast/Amvest CV	The Netherlands	10.00	10.00	10.00	EM
Rodamco Nederland Winkels BV	The Netherlands	100.00	100.00	100.00	FC
RRN Monumenten BV	The Netherlands	100.00	100.00	100.00	FC
Turbozwaan BV	The Netherlands	100.00	100.00	100.00	FC
OFFICES					
SA Rodamco France	France	100.00	100.00	100.00	FC
SAS Parimmo-18 Bis Hoche	France	100.00	100.00	100.00	FC
SAS Parimmo-20 Hoche	France	100.00	100.00	100.00	FC
SCI Bureaux Tour Crédit Lyonnais	France	100.00	100.00	100.00	FC
SCI Marceau Part Dieu	France	100.00	100.00	100.00	FC
Akvest Kantoren CV	The Netherlands	90.00	90.00	90.00	FC
SERVICES					
Donauplex Betriebs GmbH	Austria	90.00	90.00	100.00	FC
Donauzentrum Betriebsführungs GmbH	Austria	90.00	90.00	100.00	FC
Rodamco Central Europe GmbH	Austria	100.00	100.00	100.00	FC
SCS Immobilienverwaltungs GmbH	Austria	100.00	100.00	100.00	FC
Shopping Center Vösendorf Verwaltungs GmbH	Austria	100.00	100.00	100.00	FC
Südpark Holding Gmbh	Austria	100.00	100.00	100.00	FC
Unibail-Rodamco Beteiligungsverwaltung GmbH	Austria	100.00	100.00	100.00	FC
Rodamco Ceska Republica sro	Czech Republic	100.00	100.00	100.00	FC
SAS Rodamco France Management	France	100.00	100.00	100.00	FC
SAS Rodamco Gestion	France	100.00	100.00	100.00	FC
Rodamco Europe Sp zoo	Poland	100.00	100.00	100.00	FC
Rodamco Metropolis Management LLC	Russia	100.00	100.00	100.00	FC
RF Property Management spol, sro	Slovakia	-	50.00	50.00	FC
Unibail-Rodamco Spain SA	Spain	100.00	100.00	100.00	FC
Rodamco Management AB	Sweden	100.00	100.00	100.00	FC
Rodamco Projekt AB	Sweden	100.00	100.00	100.00	FC
Rodamco Sverige AB	Sweden	100.00	100.00	100.00	FC
Rodamco Europe Beheer BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Nederland BV	The Netherlands	100.00	100.00	100.00	FC
Unibail-Rodamco Development Nederland BV	The Netherlands	100.00	100.00	100.00	FC

List of consolidated companies	Country	% interest Dec 31, 2008	% interest June 30, 2009	% control June 30, 2009	Method (1)
OTHER					
SCS Werbe GmbH	Austria	100.00	100.00	100.00	FC
Unibail-Rodamco Liegenschaftserwerbs GmbH	Austria	100.00	100.00	100.00	FC
Rodamco Pankrac as	Czech Republic	100.00	100.00	100.00	FC
Rodareal Oy	Finland	100.00	100.00	100.00	FC
SA Union Internationale Immobilière	France	100.00	100.00	100.00	FC
SAS Cegep	France	100.00	100.00	100.00	FC
SAS Frankvink Investissements	France	100.00	100.00	100.00	FC
SAS Hoche Poincaré	France	100.00	100.00	100.00	FC
Rodamco Deutschland GmbH	Germany	100.00	100.00	100.00	FC
Rodamco Deutschland GmbH & Co Süd Liegenschafts KG	Germany	100.00	100.00	100.00	FC
Rodamco Germany Management GmbH	Germany	100.00	100.00	100.00	FC
Zeilgalerie Gbr	Germany	100.00	100.00	100.00	FC
Arrendamientos Vaguada CB	Spain	62.47	62.47	62.47	PC
Promociones Unibail-Rodamco Generales SL	Spain	100.00	100.00	100.00	FC
Proyectos Immobiliarios New Visions SL	Spain	100.00	100.00	100.00	FC
Unibail-Rodamco Levante SL	Spain	100.00	100.00	100.00	FC
Unibail-Rodamco Parques Comerciales SL	Spain	100.00	100.00	100.00	FC
Eurostop AB	Sweden	100.00	100.00	100.00	FC
Eurostop Holding AB	Sweden	100.00	100.00	100.00	FC
Fjärilen Bostads AB	Sweden	-	100.00	100.00	FC
Piren AB	Sweden	100.00	100.00	100.00	FC
Rodamco AB	Sweden	100.00	100.00	100.00	FC
Rodamco Expand AB	Sweden	100.00	100.00	100.00	FC
Rodamco Hallunda Centrum HB	Sweden	100.00	100.00	100.00	FC
Rodamco Holding AB	Sweden	100.00	100.00	100.00	FC
Rodamco Invest AB	Sweden	100.00	100.00	100.00	FC
Rodamco Nacka AB	Sweden	100.00	100.00	100.00	FC
Rodamco Northern Europe AB	Sweden	100.00	100.00	100.00	FC
Rodamco Täby AB	Sweden	100.00	100.00	100.00	FC
Rodamco Tumlaren AB	Sweden	100.00	100.00	100.00	FC
Belindam BV	The Netherlands	100.00	100.00	100.00	FC
Cijferzwaan BV	The Netherlands	100.00	100.00	100.00	FC
Deenvink BV	The Netherlands	100.00	100.00	100.00	FC
Dotterzwaan BV	The Netherlands	100.00	100.00	100.00	FC
Feldkirchen BV	The Netherlands	100.00	100.00	100.00	FC
New Tower Real Estate BV	The Netherlands	51.11	51.11	51.11	FC
Old Tower Real Estate BV	The Netherlands	52.78	52.78	52.78	FC
Rodamco Austria BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Central Europe BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Czech BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Deutschland BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Eastern Europe Holding BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco España BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Europe Finance BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Europe Finance II BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Europe Properties BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Hungary BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Project I BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Retail Deutschland BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Russia BV	The Netherlands	100.00	100.00	100.00	FC
Rodamco Turkey BV	The Netherlands	100.00	100.00	100.00	FC
Romanoff Eastern Europe Property BV	The Netherlands	80.00	80.00	80.00	FC
RoProperty Holding BV	The Netherlands	35.90	35.90	35.90	EM
Vuurvink BV	The Netherlands	100.00	100.00	100.00	FC

(1) FC=fully consolidated companies, PC=proportional consolidation method, EM=consolidated under the equity method.

4) Highlights of the first half of 2009

Sales of offices

In Sweden, part of the property Väsby Centrum was sold for a net disposal price of € 6.1Mn.

Sales in The Netherlands

Rodamco continued its process of divestment of part of the Dutch Retail portfolio for a net amount of €78.8 Mn, with a net disposal profit of €4.6 Mn.

Rodamco Europe NV statutory buy-out proceedings

Following the Public Exchange Offer which took place in 2007, Unibail-Rodamco SE holds 98.52% of the issued share capital of Rodamco Europe NV.

As explained in the 2008 Annual Report, on December 14, 2007 Unibail-Rodamco SE initiated buy-out proceedings under Dutch law to obtain the remaining 1.48% of shares. These proceedings are still ongoing before the Enterprise Chamber of the Amsterdam Court of Appeal. On March 23, 2009, Unibail-Rodamco SE submitted to the Court of Appeal an updated buy-out price proposal on which a decision remains pending.

On the basis of the initial exchange ratio proposed for the Public Exchange Offer applied to the average closing prices of the Shares during the 30 trading days preceding March 23, 2009, the relevant price submitted to the Court equals €54.33 per Rodamco Europe NV share minus any distributions made after the date of the judgment rendered by the Court until the date of transfer of the shares to Unibail-Rodamco SE, plus interest accrued from the date of such judgment until the date of transfer of the shares to Unibail-Rodamco SE.

A judgment of the Enterprise Chamber of the Amsterdam Court of Appeal is expected before end of September.

5) Notes and comments

5.1-Notes to the consolidated assets

Note 1 – Change in investment properties

In accordance with the preferred method provided under IAS 40, investment properties are stated at their market value as determined by independent appraisers.

Reduced access to capital continues to cause a significantly reduced level of representative ("benchmark") transactions. Most transactions that do occur involve vendors with some degree of financial distress and purchasers looking for "bargains" with increased pricing volatility as a result. Appraisers have reacted to this situation of increased uncertainty by carefully interpreting the limited evidence available, including abortive transactions, and by putting more emphasis on both discounted cash flow parameters and the yield method.
Appraisers confirmed that their opinion on value has been calibrated and put in the pan-European context, given the lack of representative transactions and the fact that especially larger investment opportunities attract competition on an international scale.

Investment Properties Under Construction (IPUC) are covered by IAS 40 since January 1, 2009 and hence are eligible for revaluation except for those for which the fair value is not reliably determinable (see section 1 "Accounting principles and consolidation methods"). At June 30, 2009, the assets still stated at cost are mainly those for which all administrative authorisations have not yet been obtained (in Spain, Benidorm and Badajoz ; in The Netherlands, Almere Buitenmere; in the Czech Republic, the extensions of Centrum Chodov and Centrum Cerny Most ; in Sweden, the Täby extension and the Mall of Scandinavia).
Assets still stated at cost were subject to an impairment test at June 30, 2009. The total amount of impairment booked at June 30, 2009 is €17.3 Mn.

Investment Properties Under Construction stated at fair value comprise Tour Oxygène, Cours Oxygène and Docks Vauban in France, and the Donauzentrum extension in Austria. These projects represented a total amount of €237.7 Mn in the consolidated statement of financial position at June 30, 2009, of which €75.8 Mn for Offices and €161.9 Mn for Retail. The total impact of the revaluation in the income statement for H1-2009 is a loss of €12.5 Mn.

As mentioned in section 2 "Significant accounting policies" § f – "Investment property" in the notes of the 2008 consolidated financial statements, for the shopping centre and office portfolio the valuation principles adopted are based on the discounted cash flow and yield methodologies.

Shopping centre portfolio
Based on an asset value excluding estimated transfer taxes and disposal costs, the Retail division's net initial yield at June 30, 2009 came to 6.1% vs. 5.7% at year-end 2008.
Based on the midyear yield of 6.1%, a further change of +25 basis points would result in a downward adjustment of -€399 Mn (or -3.9%) of the portfolio value (including transfer taxes and disposal costs).

Office portfolio
For occupied offices and based on an asset value excluding estimated transfer taxes and disposal costs, the Office division's net initial yield at June 30, 2009 increased by 75 basis points to 8.4% vs. 7.6% at year-end 2008.
Based on the midyear yield of 7.6%, a further change of +25 basis points would result in a downward adjustment of -€19 Mn (or -3.2%) of the portfolio value (occupied and vacant space, including transfer taxes and disposal costs).

For further information on the parameters used for the investment property valuation, please refer to the note on the Net Asset Value in the "Business Review and Half-Year 2009 results".

Changes in investment properties at fair value

(in € Mn)	Dec 31, 2008	Acquisitions (1)	Capitalised expenses (2)	Disposals (3)	Reclassification and transfer of category (4)	Valuation movements	Currency translation	June 30, 2009
Retail	10,255.6	42.2	58.8	-0.2	139.9	-737.7	-54.2	9,704.4
Offices	644.4	-	28.1	-7.5	-33.8	-63.3	-7.0	560.9
Total investment property	**10,900.0**	**42.2**	**86.9**	**-7.7**	**106.1**	**-801.0**	**-61.2**	**10,265.3**
Properties under promise or mandate of sale	**215.3**	**-**	**-**	**-73.6**	**123.1**	**-**	**-**	**264.8** (5)
TOTAL	**11,115.3**	**42.2**	**86.9**	**-81.3**	**229.1**	**-801.0**	**-61.2**	**10,530.1**

(1) The main acquisitions were lots in Shopping City Süd in Vienna, Austria for retail.
(2) Major works related to Tour Oxygène offices (€21.2 Mn) in France, and for shopping centres Docks Vauban in Le Havre, France (€18.5 Mn) Donauzentrum in Vienna, Austria (€14.4 Mn), Cour Oxygène in Lyon, France (€3.0 Mn) and Forum Nacka in Stockholm, Sweden (€2.3 Mn).
(3) Refers mainly to the disposal of The Netherlands (high street shops and an office property) (€75.2 Mn), and office properties in Sweden (see section 4 "Highlights of the first half of 2009").
(4) See below "Changes in investment properties at cost" footnote (3) for more details.
(5) Sales commitments for office properties in The Netherlands for a total amount of €91.4 Mn and for retail properties in The Netherlands for a total amount of €173.4 Mn.

Changes in investment properties at cost

(in € Mn)	Dec 31, 2008	Acquisitions (1)	Capitalised expenses (2)	Reclassification and transfer of category (3)	Impairment (4)	Currency translation	June 30, 2009
Retail	370.4	28.5	14.7	-173.2	-17.3	-0.4	222.7
Offices	55.8	-	-	-55.8	-	-	-
TOTAL	**426.2**	**28.5**	**14.7**	**-229.0**	**-17.3**	**-0.4**	**222.7**

(1) Relates to the acquisition of a piece of land for La Maquinista extension in Barcelona, Spain.
(2) Major works related to the shopping centres Badajoz in Spain (€3.4 Mn), Almere Buitenmere in The Netherlands (€1.8 Mn) and Praha Cerny Most extension I & II in the Czech Republic (€1.8 Mn).
(3) The office Tour Oxygène and shopping centres Cours Oxygène and Docks Vauban, all in France, and the Donauzentrum extension in Austria were transferred from Investment Properties Under Construction at Cost to Investment Properties at Fair Value. In France, the shopping centre Esplanade in Lyon was delivered during the period.
(4) Refers mainly to the impairment of the shopping centre project Benidorm in Spain.

As at June 30, 2009, the outstanding balances of deferred lease incentives net of key money amortised over the firm term of the lease and added to the appraisal value represented €2.5 Mn.

Note 2 – Change in net tangible assets

Net value (in € Mn)	Dec 31, 2008	Acquisitions and capitalised expenses	Disposals	Amortisation	Other movements	Currency translation	June 30, 2009
Furniture and equipment	3.0	0.4	-0.3	0.1	-0.4	-0.2	2.6
TOTAL	**3.0**	**0.4**	**-0.3**	**0.1**	**-0.4**	**-0.2**	**2.6**

Note 3 – Goodwill

(in € Mn)	Dec 31, 2008	Increase	Impairment	June 30, 2009
Gross value	166.4	37.8	-	204.2
Amortisation	-25.0	-	-37.8	-62.8
TOTAL	**141.4**	**37.8**	**-37.8**	**141.4**

Goodwill totalling €37.8 Mn has been recognised on Aupark in Bratislava, Slovakia following the payment of a contractual earn-out. This amount has subsequently been fully impaired (see note 23 on "Impairment of Goodwill").

Note 4 – Changes in intangible assets

Net value (in € Mn)	Dec 31, 2008	Acquisitions	Currency translation	Amortisation	June 30, 2009
Other intangible assets	7.2	0.4	-0.1	-0.8	6.7
TOTAL	**7.2**	**0.4**	**-0.1**	**-0.8**	**6.7**

Note 5 – Trade receivables from activity

All of these receivables are due within one year.

Trade related receivables (in € Mn)	June 30, 2009	Dec 31, 2008
Trade receivables	44.9	43.1
Doubtful accounts	14.6	19.6
Rent-free periods and step rents	5.4	6.5
Gross value	**64.9**	**69.2**
Provisions for doubtful accounts	-15.0	-18.5
NET	**49.9**	**50.6**

Breakdown of trade receivables by business line (in € Mn)	June 30, 2009	Dec 31, 2008
Retail	32.8	33.8
Offices	2.7	1.7
Other	14.4	15.2
TOTAL	**49.9**	**50.6**

Note 6 – Other receivables

Other receivables (in € Mn)	June 30, 2009	Dec 31, 2008
Receivables from suppliers	3.0	2.4
Service charges due	6.0	-
Other debtors	54.9	49.9
Receivables from partners	2.0	13.3
Gross value	**65.9**	**65.6**
Provisions	-1.4	-0.3
NET	**64.5**	**65.5**

Note 7 – Cash and cash equivalents

The level of cash and cash equivalents at the end of June 2009 is maintained for the purpose of payments planned during the subsequent period.

This item comprises also the balances resulting from the cash pooling arrangements contracted with Rodamco Europe NV's main shareholder, Unibail-Rodamco SE, for a total amount of €384.4 Mn (respectively €238.9 Mn at the end of December 2008).

5.2-Notes to the consolidated liabilities

Note 8 – Commitment to purchase non-controlling interests

The Group has given commitments to purchase the non-controlling interests in the shopping centre Donauzentrum in Vienna, Austria.

Note 9 – Current and non-current financial liabilities

> Breakdown of debt

Borrowings and other financial liabilities (in € Mn)	June 30, 2009	Dec 31, 2008
Bonds and EMTNs	**2,050.3**	**2,011.1**
Principal debt	2,000.0	2,000.0
Accrued interest	45.5	16.0
Charges and premiums on issues of borrowings	-8.1	-9.1
Mark-to-market of debt (Fair value hedge)	12.9	4.2
Bank borrowings	**1,670.5**	**1,733.5**
Principal debt	1,645.4	1,701.6
Accrued interest	3.2	15.0
Charges and premiums on issues of borrowings	-3.3	-4.0
Bank overdrafts	20.3	15.4
Accrued interest on bank overdrafts	1.9	5.5
Current accounts to balance out cash flow	3.0	-
Other financial liabilities	**514.2**	**473.8**
Interbank market instruments and negotiable instruments	25.0	-
Parent company borrowings	222.3	231.3
Accrued interest on parent company borrowings	3.7	-
Current accounts with non-controlling interests	263.2	242.5
TOTAL	**4,235.0**	**4,218.4**

No loans were subject to prepayment clauses linked to the Group's ratings, barring exceptional circumstances such as change in control.
Most bank loans and credit facilities contain financial covenants such as LTV (Loan To Value) and ICR (Interest Coverage Ratio) ratios.
Current levels of these ratios show ample headroom vis-à-vis those bank covenants.

Financial resources were mainly obtained from the money-market by issuing €105 Mn in Euro Commercial Paper with a maturity of up to 4 months. €25 Mn of Euro Commercial Paper was outstanding as at 30 June 2009.

As at 30 June 2009, the total amount of undrawn credit lines came to €160 Mn.

The following table shows a breakdown of outstanding duration to maturity of these borrowings and financial liabilities :

Outstanding duration to maturity (in € Mn)	Current Less than 1 year	Non-current 1 year to 5 years	More than 5 years	Total June 30, 2009
Bonds and EMTNs	**37.4**	**1,512.9**	**500.0**	**2,050.3**
Principal debt	-	1,500.0	500.0	2,000.0
Accrued interest	45.5	-	-	45.5
Charges and premiums on issues of borrowings	-8.1	-	-	-8.1
Mark-to-market of debt (Fair value hedge)	-	12.9	-	12.9
Bank borrowings	**63.2**	**1,175.0**	**432.4**	**1,670.5**
Principal debt	38.1	1,175.0	432.4	1,645.4
Accrued interest	3.2	-	-	3.2
Charges and premiums on issues of borrowings	-3.3	-	-	-3.3
Bank overdrafts	20.3	-	-	20.3
Accrued interest on bank overdrafts	1.9	-	-	1.9
Current accounts to balance out cash flow	3.0	-	-	3.0
Other financial liabilities	**28.7**	**485.5**	**-**	**514.2**
Interbank market instruments and negotiable instruments	25.0	-	-	25.0
Parent company borrowings	-	222.3	-	222.3
Accrued interest on parent company borrowings	3.7	-	-	3.7
Current accounts with non-controlling interests	-	263.2	-	263.2
TOTAL	**129.3**	**3,173.3**	**932.4**	**4,235.0**

As at June 30, 2009, Rodamco Europe's average debt maturity was 4 years, after taking into account the allocation of confirmed unused credit lines.

<u>> Characteristics of bonds</u>

Issue date	Rate	Amount at June 30, 2009 (€ Mn)	Maturity
July 2003	Fixed rate 3.750 %	500.0	July 2010
October 2004	Fixed rate 4.375 %	500.0	October 2014
December 2005	Fixed rate 3.750 %	500.0	December 2012
April 2006	Fixed rate 4.125 %	500.0	April 2011
TOTAL		**2,000.0**	

Bonds issued are not restricted by any covenant based on financial ratios which can lead to early repayment of the debt.

The market value of Rodamco Europe's fixed-rate debt is presented in the table below. The remainder of the Group's outstanding debt is variable-rate debt, which has its carrying value on the statement of financial position as the sum of the nominal amount and coupon payments.

Market value of fixed-rate debts (in € Mn)	**June 30, 2009**		**December 31, 2008**	
	Carrying value	**Market value**	**Carrying value**	**Market value**
Long term debt				
Fixed-rate borrowings, interbank instruments and negotiable market instruments	2,720.5	2,698.8	2,732.3	2,564.4

<u>Note 10 – Hedging instruments</u>

Derivative instruments owned by the Group are stated at their fair values and are recorded in the statement of financial position as at June 30, 2009 for €60.4 Mn as assets and €26.8 Mn as liabilities.

Derivatives are valued by discounted estimated future cash flows based on the interest rate curve at the end of June 2009. The valuation has been cross-checked against valuations by banks.

The mark-to-market of derivatives generated a net loss of €1.0 Mn in the first half of 2009.

Regarding fair value hedge derivatives, a gain of €16 Mn has been recorded in other financial interest and a loss for the same amount has been recognised on the same line in the income statement for the hedged item.

Concerning net investment hedge a loss of €12.7 Mn has been accounted for in equity.

Note 11 – Deferred tax

(In € Mn)	Dec 31, 2008	Increase	Decrease	Currency translation	June 30, 2009
Deferred tax liabilities	**735.5**	**-**	**-85.1**	**-8.2**	**642.2**
Deferred tax on investment properties	735.5	-	-85.1	-8.2	642.2
Other deferred tax liabilities	**1.1**	**-**	**2.9**	**-**	**4.0**
- Tax loss carry-forward	-2.9	-	2.9	-	
- Others	4.0	-	-	-	4.0
TOTAL DEFERRED TAX LIABILITIES	**736.6**	**-**	**-82.2**	**-8.2**	**646.2**
Deferred tax assets					
Tax-loss carry-forward	49.9	-	-5.7	-0.6	43.6
TOTAL DEFERRED TAX ASSETS	**49.9**	**-**	**-5.7**	**-0.6**	**43.6**

Deferred tax liabilities on properties refer to those countries where there is no tax efficient status comparable to that of The Netherlands (FBI) and France (SIIC), which have a tax exemption on direct income and capital gains on property sales. The decrease of deferred tax liabilities on investment properties is mainly due to the decrease of the valuation of the assets.

In order to keep the FBI status for Dutch companies, Unibail-Rodamco SE, the main shareholder of Rodamco Europe NV, has to qualify as an FBI as well. Since there are a number of conditions to be met in terms of allowed activities, a two-year grace period was negotiated with the Dutch Tax Authorities which ends on December 31, 2009.

Should Unibail-Rodamco SE prove unable to obtain FBI status, Rodamco Europe NV would become subject to corporate income tax from January 1, 2010. In such a case, the Group would take the necessary steps to prevent, to the extent possible, that this would have a significant adverse effect on the financial position of the company.

Note 12 – Provisions

(in € Mn)	Dec 31, 2008	Allocations	Utilisations	Reversals	Other movements (2)	June 30, 2009
Long term provisions	**28.0**	**0.4**	**-**	**-9.2**	**-11.5**	**7.7**
Provisions for litigation (1)	27.7	0.2	-	-9.2	-15.0	3.8
Other provisions	0.3	0.2	-	-	3.5	4.0
Provisions for pension liabilities	**6.9**	**-**	**-**	**-**	**0.3**	**7.2**
Short term provisions	**8.5**	**0.4**	**-0.7**	**-**	**11.1**	**19.4**
Provisions for litigation	0.4	-	-0.1	-	15.1	15.3
Other provisions	8.2	0.4	-0.6	-	-4.0	4.0
TOTAL	**43.4**	**0.8**	**-0.7**	**-9.2**	**-0.1**	**34.3**

(1) A litigation which occurred during an acquisition process in France was settled out of court, resulting in the reversal of the provision not used for €9.2 Mn.

(2) Other movements relate mainly to the reclassification of various provisions between long term and short term, depending on the current estimate of when they will be settled.

Note 13 – Amounts owed to shareholders

As at June 30, 2009, this item comprises the net balance of the dividend declared but not yet paid for €262.7 Mn to the main shareholder, Unibail-Rodamco SE.

Note 14 – Amounts due to suppliers and other current debt

The main change relates to "amounts due on investments" which decreased due to the payment of the contractual earn-out of Aupark in Bratislava, Slovakia, and to the impact of the delivery of the shopping centre Pankrac in Prague, the Czech Republic.

Note 15 – Tax and social security liabilities

The increase is mainly due to tax withheld on the dividends to be distributed to the main shareholder, Unibail-Rodamco SE.

5.3-Notes to the consolidated statement of comprehensive income

Note 16 – Gross Rental Income

Rental income consists of rents and similar income (e.g. key money, parking revenues, penalties from tenant) invoiced for Office properties and Shopping Centres over the period. The effects of rent-free periods, step rents and key money are spread over the fixed term of the lease.

Charges invoiced to tenants are not included in rental income but deducted from net service charge expenses.

Note 17 – Net service charge expenses

These expenses are net of charges reinvoiced to tenants and relate mainly to vacant premises.

Note 18 – Property operating expenses

These expenses comprise service charges borne by the owner, works-related expenses, litigation expenses, charges relating to doubtful accounts and expenses relating to property management.

Note 19 – Administrative expenses

This item comprises Group administrative expenses and expenses relating to development projects.

Note 20 – Net other income

Revenues from other activities cover the margin for property management and maintenance services provided to Offices and Shopping Centres when fees are invoiced by property service companies.

Other expenses comprise charges relating to property services, general costs and depreciation charges for related fixed assets.

Note 21 – Profit on disposal of investment property

Proceeds from the disposal of investment properties correspond to the disposal price received net of disposal costs. The carrying value of disposed assets corresponds to the latest market valuation recorded on the closing statement of financial position for the previous financial year, plus works costs and capitalised expenses for the period and adjusted for reversals of rent-free periods and step rents. See section 4 "Highlights of the first half of 2009" for details of the main assets disposals.

Note 22 – Valuation movements

This item reflects changes in market valuation of investment properties.

(in € Mn)	June 30, 2009	June 30, 2008
Retail	-755.0	245.8
Offices	-63.3	-9.1
TOTAL	**-818.3**	**236.7**

Note 23 – Impairment of Goodwill

Following the payment of the earn-out on Aupark in Bratislava, Slovakia, a goodwill of €37.8 Mn was recognised and immediately impaired.

Note 24 – Fair value adjustments of derivatives and debt

During the first half of 2009, changes in fair value of derivatives (caps and swaps) generated a loss of €1.0 Mn.

Note 25 – Income tax expenses

(in € Mn)	June 30, 2009	June 30, 2008
Deferred tax on:		
- Change in fair value of investment property	85.1	-19.5
- Indirect income	-7.8	12.0
- Direct income	-6.7	-3.7
TOTAL TAX	**70.6**	**-11.2**
Total tax due	-5.9	-5.1

Note 26 – Non-controlling interests

As at June 30, 2009, this item mainly comprised non-controlling interests in net losses in Spain resulting from valuation movements of La Maquinista and Habaneras.

Note 27 – Other comprehensive income

As at June 30, 2009, other comprehensive income comprised :

a) -€21.7 Mn of foreign currency differences on translation of financial statements of subsidiaries related mainly to Sweden, Denmark and the property company in Poland;
b) -€6.9 Mn of Net Investment Hedge which comprises the fair value adjustments of derivatives qualified as Net Investment Hedge and the impact of foreign currency translation on loans qualified as Net Investment Hedge;
c) -€4.3 Mn of depreciation of hedging reserve related to derivatives qualified as Cash Flow Hedge.

5.4- Notes to the consolidated statement of cash flows

The tax charge is classified under cash flow from operating activities.

Net financial interest payments as well as cash flow relating to the purchase or sale of derivative instruments are classified as cash flow from financing activities.

Interest received on loans granted to associates are classified as cash flow from operating activities.

As at June 23, 2009, €313.8 Mn was declared as dividend on shares regarding the 2008 financial year of which €3.9 Mn was paid to the non controlling shareholders.

Note 28 – Breakdown of acquisitions and disposals of consolidated subsidiaries

(in € Mn)	**June 30, 2009**	**June 30, 2008**
Acquisition price of shares	-56.9	-607.0
Cash and current accounts acquired	-	-18.0
Acquisitions net of cash acquired (1)	**-56.9**	**-625.0**
Net price of shares sold	-	93.5
Sales net of cash sold	**-**	**93.5**

(1) As at June 30, 2009, this item refers to the payment of the earn-out of Aupark in Bratislava, Slovakia.

Note 29 – Reconciliation of cash at period-end on the statement of cash flows and cash on the statement of financial position

(in € Mn)	**June 30, 2009**	**June 30, 2008**
Available-for-sale investments	2.2	-
Parent company cash pooling and credit facilities (1)	384.4	-
Cash	110.9	161.6
Current account to balance out cash flow	-3.0	-
Bank overdrafts	-20.3	-19.8
Cash at period-end	**474.2**	**141.8**

(1) The cash pooling agreements between Rodamco Europe Finance BV and Unibail-Rodamco SE and between Rodamco Europe NV and Unibail-Rodamco SE entered into force during the second half year 2008.

6) Financial instruments

The principles and methods applied by the Group during the first half of 2009 to manage its credit, liquidity, interest rate, currency, counterparty and capital risks corresponded to those applied during 2008, as set out in the Note 29 to the Group's annual consolidated financial accounts for the year ended December 31, 2008.

The main activity related to risk management during the first half of 2009 is set out below

6.1 Credit risk

Credit risk arises from cash and cash equivalents as well as credit exposures with respect to tenants, including outstanding receivables. Credit risk is managed on a Group level. The Group structures the level of credit risk it accepts by placing limits on its exposure to a single counterparty, or groups of counterparties, and to geographical and industry segments. Such risks are subject to, at least, an annual and, often, more frequent review. The Group has policies in place to ensure that rental contracts are made with customers with an appropriate credit history.
In Office properties, the tenants profile minimises insolvency risks.
In the Retail division, the risk of insolvency is spread widely across a large number of tenants.
When tenants sign their leasing agreements, they are required to provide financial guarantees, such as a deposit, first-demand guarantee or surety bond amounting to between three and six months' rent.
Late payment reminders are automatically issued in respect of late payments and penalties are applied. Such late payments are monitored by a special "default" committee in each business division which decides on the pre-litigious or litigious action to be taken.
The Group applies the following rules to calculate the provision for doubtful accounts:
- 50 % of receivables due for more than 3 months (calculation after preliminary deduction of possible deposits and bank guarantees)
- 100% of receivables due for more than 6 months.

6.2 Market risk

a/ Liquidity risk

Rodamco Europe's immediate debt repayment needs are limited : the amount of bonds or bank loans outstanding as at June 30, 2009 and maturing or amortising in H2-2009 is €18 Mn and €529 Mn for 2010.

b/ Interest rate risk management

Average cost of Debt

The Group's average cost of debt came to 3.8% over H1-2009. This average cost of debt results from keeping the main part of the debt at fixed rate.

Interest rate hedging transactions

The Group's interest rate policy is now managed at the level of the main shareholder, Unibail-Rodamco SE, through a macro hedging policy. The structure of Rodamco Europe debt is as follows : after taking into account interest rate swaps and cross currency swaps, the debt at fixed rate represents 76% of total net debt. Hence, interest rates changes would have a limited impact on the direct result.

Measuring interest rate risk

(in € Mn)	Outstanding total at June 30, 2009	
	Fixed rate	Variable rate
Financial liabilities	2,739.2	1,176.9
Financial assets	-	-497.5
Net financial liabilities before hedging programme	**2,739.2**	**679.3**
Hedging	-	-
Net financial liabilities after micro-hedging (1)	**2,739.2**	**679.3**
Swap rate hedging (2)	-	130.6
Net debt not covered by swaps	**-**	**810.0**
Cap and floor hedging	-	-
Hedging balance	**-**	**810.0**

(1) Partners' current accounts are not included in variable-rate debt.
(2) Forward hedging instruments are not accounted for in this table.

c/ Currency exchange rate risk management

Main foreign currency positions at June 30, 2009 (in € Mn)

Currency	Assets	Liabilities	**Net Exposure**	Hedging instruments	**Exposure net of hedges**
SEK	1,402.8	351.8	**1,050.7**	647.1	**403.6**
DKK	297.4	77.8	**219.5**	127.3	**92.3**
HUF	0.6	-	**0.6**	-	**0.6**
USD	184.7	55.4	**129.3**	31.9	**97.4**
CZK	0.1	145.7	**-145.6**	-146.3	**0.7**
PLN	0.2	-0.2	**0.4**	-	**0.4**
Total	**1,885.5**	**630.6**	**1,255.0**	**659.9**	**595.0**

The main exposure kept is in Swedish Krona. A decrease of 10% in the SEK/EUR exchange rate would have a €37 Mn negative impact on shareholders' equity. The sensitivity of H2-2009 direct result to a 10% depreciation in the SEK/EUR exchange rate is limited to €3 Mn.

7) Financial commitments and guarantees

All significant commitments are shown below. The Group does not have any complex commitments.

Commitments given

Commitments given (in € Mn)	June 30, 2009	Dec 31, 2008
Mortgages and first lien lenders(1)	794.0	807.9
Properties under construction :		
- Residual commitments related to works contracts(2)	144.5	104.0
- Residual commitments related to forward purchase agreements (3)	447.3	487.2
Residual commitments related to other works contracts	1.3	-
Liability warranties (capped) (4)	7.3	5.8
Purchase undertakings and earn-out (5)	119.5	100.0
Other guarantees given	19.5	18.5
TOTAL	**1,533.4**	**1,523.5**

(1) Discloses the outstanding balances at the reporting date of the debts and credit lines which are guaranteed by mortgages. The gross amount of mortgages contracted, before taking into account subsequent debt reimbursement and unused credit lines, was €1,159.3 Mn at June 30, 2009 (€1,121.6 Mn at December 31, 2008).

(2) Concerns commitments linked to the building of new or extension of existing shopping centres and offices, particularly Mall of Scandinavia in Stockholm, Sweden, Täby Centrum in Täby, Sweden, and Donauzentrum Extension in Vienna, Austria.

(3) Relates to contracts for new buildings such as Tour and Cours Oxygène in Lyon, France, Markthal in Rotterdam, The Netherlands, and Metropolis in Moscow, Russia.
Concerning Metropolis, in 2006 the Group signed an agreement to purchase 50% of the company to which the Metropolis shopping centre shall be transferred; the acquisition of the shares being also subject to various conditions precedent which are not fulfilled yet. The acquisition would take place only if and when all these conditions precedent are met and if the parties comply with all the other contractual provisions of the share purchase agreement. Considering these conditions and obligations, no certainty can be reasonably given that the acquisition will be finally completed.
In addition, the acquisition price is mainly determined based on rental revenues supported by duly signed and registered long term lease agreements at the time of such acquisition. The process of converting short term leases into long term lease agreements has just been started. Moreover, the acquisition price is subject to other subsequent adjustments at the end of a 3-year period after acquisition.
Taking into consideration the above elements, no financial estimate of potential fair value variation to the acquisition price can be reliably calculated.

(4) Liability warranties granted under the usual terms for the disposal of companies, capped at €7.3 Mn as of June 30, 2009, with the exception of certain specifically identified representations and warranties.

(5) Concerns the Aupark shopping and entertainment centre in Bratislava, Slovakia, for €115.5 Mn. Further to the Group's acquisition in 2006 of a 50% stake in this centre, the vendor has an option to sell an additional 40% to the Group from 2006 onwards. From 2009 onwards he also has an option to sell the remaining 10% to the Group.
The remaining €4.0 Mn relates to the earn-out commitment on the Zlote Tarasy shopping centre located in Warsaw, Poland, subject to the finalisation of the related share acquisition.

Commitments received

Commitments received (in € Mn)	June 30, 2009	Dec 31, 2008
Refinancing agreements obtained but not used (1)	160.0	175.0
Guarantees received relating to Hoguet Regulation	24.3	18.1
Guarantees received from tenants	54.2	60.4
Other commitments received (2)	75.9	53.6
TOTAL	**314.4**	**307.1**

(1) These agreements are concluded in coordination with Rodamco Europe NV's main shareholder, Unibail-Rodamco SE. They are usually accompanied by a requirement for Unibail-Rodamco SE to meet specific target ratios based on revalued shareholders' equity and debt. Certain credit lines are also subject to an early prepayment clause (in full or in part) in the event of a change in ownership or a series of disposals reducing portfolio assets below a given threshold. Based on current forecasts, excluding exceptional circumstances, these thresholds are not expected to be attained during the current year.

(2) Mainly guarantees provided to vendors on forward purchase agreements. These guarantees are provided by banks or by Rodamco Europe NV's main shareholder, Unibail-Rodamco SE.

Other unquantifiable commitment received

- Further to the vendor's option to sell a further 40% plus 10% in the Aupark shopping and entertainment centre in Bratislava, Slovakia, as described above in the "Commitments given", the Group has an option to buy an additional 40% from 2013 onwards, thereby extending its stake to 90%.

8) Employee remuneration and benefits

Personnel costs amounted to €29.7 Mn in the first half of 2009 (compared with €35.8 Mn in the first half of 2008).

Headcount

On the first half 2009, the average number of employees of the Group's companies breaks down as follows:

Regions	June 30, 2009	June 30, 2008	Dec 31, 2008
Austria	103	62	85
Central Europe	112	85	87
France	57	68	66
The Netherlands	121	121	130
Nordic	171	166	173
Spain	135	126	128
TOTAL	**699**	**628**	**669**

Pension plan

The majority of the Group's pension schemes are defined contribution plans. The Dutch companies have pension plans with both defined contribution as well as defined benefit components, for the latter commitments are recorded as a provision.

9) Related party disclosures

Transactions with related companies

The consolidated financial statements include all of the companies in the Group's scope of consolidation (see section 3 "Scope of consolidation").

The parent company is Rodamco Europe NV.

Rodamco Europe NV has a related party relationship with its major shareholder Unibail-Rodamco SE, its subsidiaries, joint ventures, associates, providers of employee benefits and with its key management personnel. Key management personnel comprise both members of the Management Board and senior management. There were no related party relationships with close members of the family of members of the Supervisory Board and the Management Board.

The relation between Rodamco Europe NV and its major shareholder Unibail-Rodamco SE involves transactions including cost charges that are common practice and at arm's length. These cost charges include cost charges for management and stock option schemes among other cost charges.

As at June 30, 2009, the Group has a borrowing balance due to Unibail-Rodamco SE of €226.0 Mn and a balance of other financial assets resulting from the cash pooling arrangements contracted with Unibail-Rodamco SE of €384.4 Mn.

The relations between Rodamco Europe NV and its subsidiaries, joint ventures and associates involve transactions that are necessary for managing the Group's normal operations.
The relation between Rodamco Europe NV and U&R Management BV, a subsidiary of Unibail-Rodamco SE, involves the administration of joint staff activities.

All transactions between the Group and its related parties are done on an arm's length basis.

10) Transactions after the closing date

One office building was sold on September 1, 2009 for a total amount of €114.5 Mn.

Introduction

We have reviewed the condensed consolidated interim financial statements as set out in the Business Review and H1 '09 Results on pages 11 to 38 of Rodamco Europe N.V., Rotterdam, which comprises the consolidated interim statement of financial position as at June 30, 2009, the consolidated interim income statement , the consolidated interim statement of comprehensive income, consolidated interim statement of changes in equity and consolidated interim statement of cash flows for the six month period then ended and selected explanatory notes. The management board of the company is responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with IAS 34, 'Interim Financial Reporting' as adopted by the European Union. Our responsibility is to express a conclusion on these condensed consolidated interim financial statements based on our review.

Scope

We conducted our review in accordance with Dutch law including standard 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity'. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with auditing standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial statements as at June 30, 2009 are not prepared, in all material respects, in accordance with IAS 34, 'Interim Financial Reporting', as adopted by the European Union.

Apeldoorn, September 1, 2009

Ernst & Young Accountants LLP
Signed by A. Buisman

VIII. Management's Statements

The Management Board of Rodamco Europe N.V. declares that, to the best of their knowledge:

- the condensed consolidated interim financial statements give a true and fair view of the assets, liabilities, financial position and results of operations of Rodamco Europe N.V. and its consolidated entities;
- the Business Review gives a true and fair view of the situation at the balance sheet date, of developments in activities of Rodamco Europe N.V. in the first half of the year, and of its consolidated entities, and that the report describes the principal risks and uncertainties facing Rodamco Europe N.V. .in the remainder of the reporting period.