



4 December 2013

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**WESTFIELD RETAIL TRUST (ASX: WRT) AND  
WESTFIELD GROUP (ASX: WDC) - JOINT MEDIA RELEASE**

**WESTFIELD GROUP TO RESTRUCTURE  
WESTFIELD RETAIL TRUST TO MERGE WITH WDC'S AUSTRALIAN/NZ BUSINESS**

Please find attached the following documents in relation to a proposal to restructure the Westfield Group and merge Westfield Group's Australian/New Zealand business with Westfield Retail Trust:

1. Media Release;
2. Market Presentation; and
3. Summary of Conditions Precedent and Termination Events relevant to the restructuring. These provisions have been extracted from the Implementation Deed dated 4 December 2013.

Yours faithfully  
**WESTFIELD RETAIL TRUST**

A handwritten signature in blue ink, appearing to be "Katherine Grace".

Katherine Grace  
Company Secretary

Encl.

For personal use only

4 December 2013

## WESTFIELD GROUP TO RESTRUCTURE

## WESTFIELD RETAIL TRUST TO MERGE WITH WDC'S AUSTRALIAN/NZ BUSINESS

Westfield Group (ASX: WDC) and Westfield Retail Trust (ASX: WRT) today announced a proposal to merge WDC's Australian/NZ business with WRT to form a new entity to be known as **Scentre Group**. The international business of WDC will become **Westfield Corporation**.

The two new entities will be listed on the ASX and have separate boards and management teams. Both groups will maintain the Westfield brand on their shopping centres.

Mr Frank Lowy AC, Chairman of Westfield Group, will become Chairman of both new entities.

"Westfield's international business and its Australian/NZ business have both grown in scale and quality to the stage where they can now stand on their own," Mr Lowy said.

"They can each operate more efficiently, and generate greater growth and value for investors, by being independent.

"The proposal represents the latest in a series of capital restructures that have maintained the success of Westfield since it was first listed in 1960.

"Merging WDC's Australian/NZ business with WRT will create Scentre Group, the largest REIT on the ASX, and present a retail property investment opportunity that has not existed in Australia since the 1970s before Westfield first expanded overseas.

"Our current structure has served us well, but we believe that this new structure will create more value for investors going forward".

Under the new structure, Scentre Group will be internally managed and benefit from the skills and experience of the Westfield management team. Its scale and quality will be attractive to investors as a proxy for investing in Australian retail real estate. It will have significant scope to increase long term returns through its development pipeline and the opportunities to joint venture its wholly owned assets.

westfield.com

**Westfield Holdings Limited** ABN 66 001 671 496 **Westfield Management Limited** ABN 41 001 670 579  
AFS Licence 230329 as responsible entity for **Westfield Trust** ABN 55 191 750 378 ARSN 090 849 746  
**Westfield America Management Limited** ABN 66 072 780 619 AFS Licence 230324 as responsible entity  
for **Westfield America Trust** ABN 27 374 714 905 ARSN 092 058 449  
For further information please contact Julia Clarke on +61 2 9358 7426

westfieldretailtrust.com

**RE1 Limited** ABN 80 145 743 862 AFS Licence 380202 as responsible entity for **Westfield Retail Trust 1**  
ABN 66 744 282 872 ARSN 146 934 536 **RE2 Limited** ABN 41 145 744 065 AFS Licence 380203 as  
responsible entity for **Westfield Retail Trust 2** ABN 11 517 229 138 ARSN 146 934 652

Westfield Corporation, with its international portfolio of iconic assets in major world cities, presents a unique investment opportunity for investors. Its development pipeline will represent a greater proportion of assets than under the current structure, thereby leading to improved returns on invested capital. With its international focus, Westfield Corporation should be better able to be compared by investors to its international peer group.

Mr Frank Lowy said, “Both companies are large and strong enough to operate independently of each other and this proposal allows them to pursue their individual strategic goals and financing plans.

“The proposal provides investors with a clear choice as to what they invest in, both in terms of geographic and currency exposure”.

The proposal has the unanimous support of the WDC board and the independent directors of the WRT board.

The Chairman of WRT, Mr Richard Warburton AO, said the independent directors of WRT believed the proposal is in the best interests of WRT securityholders.

“Since listing in 2010 WRT has achieved a total investment return of 9.5% per annum, outperforming the ASX 200.

“While we are pleased with this investment performance the board and management of WRT have been reviewing the strategic direction of WRT, including creating its own management platform,” he said.

“We are delighted that as a result of this proposal, WRT will gain ownership of WDC’s industry leading team in Australia and New Zealand. It provides WRT the opportunity to further strengthen its portfolio and become fully integrated and self-managed, thereby generating greater value potential for investors.”

Under the terms of the proposal, WRT securityholders will receive \$285 and 918 securities in the new Scentre Group for every 1,000 WRT securities held. The cash payment will be effected through an \$850 million capital return, equivalent to a pro rata buyback of WRT securities at \$3.47 per security. This represents a 14% premium to its current share price and is in line with Net Tangible Assets at 30 June 2013.

WDC securityholders will receive 1,000 securities in the new Westfield Corporation and 1,246 securities in Scentre Group for every 1,000 WDC securities held.

[westfield.com](http://westfield.com)

**Westfield Holdings Limited** ABN 66 001 671 496 **Westfield Management Limited** ABN 41 001 670 579  
AFS Licence 230329 as responsible entity for **Westfield Trust** ABN 55 191 750 378 ARSN 090 849 746  
**Westfield America Management Limited** ABN 66 072 780 619 AFS Licence 230324 as responsible entity  
for **Westfield America Trust** ABN 27 374 714 905 ARSN 092 058 449  
For further information please contact Julia Clarke on +61 2 9358 7426

[westfieldretailtrust.com](http://westfieldretailtrust.com)

**RE1 Limited** ABN 80 145 743 862 AFS Licence 380202 as responsible entity for **Westfield Retail Trust 1**  
ABN 66 744 282 872 ARSN 146 934 536 **RE2 Limited** ABN 41 145 744 065 AFS Licence 380203 as  
responsible entity for **Westfield Retail Trust 2** ABN 11 517 229 138 ARSN 146 934 652

**MEDIA RELEASE**

The proposal is expected to deliver 5.2% accretion to WRT's Funds from Operations (FFO) per security and 2.9% accretion per security for WDC, on a pro forma basis for 2014.

The new Scentre Group will be the pre-eminent internally managed Australian/NZ-focused shopping centre REIT with total assets of \$28.5 billion comprising interests in 47 centres. The portfolio, which will include 15 of the top 20 centres in Australia including Westfield Sydney and Bondi Junction, generates annual retail sales of \$22 billion and 555 million annual customer visits. It is currently developing \$1.2 billion of projects including Miranda in Sydney and Mt Gravatt in Brisbane. Its development pipeline includes \$3 billion of future projects, including Warringah in Sydney, Chermside in Brisbane and Marion in Adelaide. Scentre Group's Australian/NZ portfolio will continue to be branded "Westfield".

The new Westfield Corporation will be a leading global shopping centre company focused on owning, developing and operating iconic shopping centres in major world cities. It will have total assets of US\$17.6 billion comprising interests in 44 centres in the US/UK/Europe with more than 8,000 retail shops, 475 million annual customer visits and US\$18 billion in annual retail sales. It is currently developing Westfield World Trade Center in New York and Garden State Plaza in New Jersey, and has a future development pipeline of US\$9 billion including flagship projects at Westfield London, Croydon in south London, Milan, Century City in Los Angeles and Valley Fair in San Jose. Westfield Corporation will also continue to identify further opportunities to expand in existing and new markets around the world.

It is proposed that the current board of Westfield Group will become the board of the new Westfield Corporation. The board of the new Scentre Group will include current members of the WRT board. This will provide experience, continuity and stability during the transition to the new structure and beyond.

Current co-Chief Executive Officers of Westfield Group, Mr Steven Lowy AM and Mr Peter Lowy will be co-Chief Executives of Westfield Corporation. Peter Lowy will step down from an executive role after the transition period, expected to be about 18 months, but will remain on the board as a non-executive director.

The current Managing Director UK/Europe and New Markets for Westfield Group, Mr Michael Gutman, will become President and Chief Operating Officer of the new Westfield Corporation, reporting to Steven Lowy.

Current Group Chief Financial Officer of Westfield Group, Mr Peter Allen, will be Chief Executive Officer of Scentre Group.

[westfield.com](http://westfield.com)

**Westfield Holdings Limited** ABN 66 001 671 496 **Westfield Management Limited** ABN 41 001 670 579  
AFS Licence 230329 as responsible entity for **Westfield Trust** ABN 55 191 750 378 ARSN 090 849 746  
**Westfield America Management Limited** ABN 66 072 780 619 AFS Licence 230324 as responsible entity  
for **Westfield America Trust** ABN 27 374 714 905 ARSN 092 058 449  
For further information please contact Julia Clarke on +61 2 9358 7426

[westfieldretailtrust.com](http://westfieldretailtrust.com)

**RE1 Limited** ABN 80 145 743 862 AFS Licence 380202 as responsible entity for **Westfield Retail Trust 1**  
ABN 66 744 282 872 ARSN 146 934 536 **RE2 Limited** ABN 41 145 744 065 AFS Licence 380203 as  
responsible entity for **Westfield Retail Trust 2** ABN 11 517 229 138 ARSN 146 934 652

**MEDIA RELEASE**

The Managing Director of Australia/NZ/US for Westfield Group, Mr Bob Jordan, will step back from his role once the transaction has completed, expected to be in mid-2014.

“Bob has made an enormous contribution to the success of Westfield for the past 27 years,” Mr Frank Lowy said. “He has been one of our most senior executives throughout most of that period and played a huge role in the growth of the company.”

Mr Warburton said the current WRT Managing Director, Mr Domenic Panaccio, will retire from his role following implementation of the transaction.

“Domenic has been instrumental in developing a solid platform for WRT that has positioned the business very well for the future and I thank him for his strong leadership and contribution since the establishment of WRT,” he said.

The proposal is subject to approval by WDC and WRT security holders at meetings expected to be held in May 2014.

Full implementation and separate listings are expected to commence in mid-2014.

*Further information, including an investor presentation, is available at [westfield.com/corporate](http://westfield.com/corporate) and [westfieldretailtrust.com](http://westfieldretailtrust.com)*

*Investor Line (free call): 1800 674 015  
For callers outside Australia: +61 3 9415 4121*

**This release contains forward-looking statements, including statements regarding future earnings and distributions. These forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed in the statements contained in this release. You should not place undue reliance on these forward-looking statements. These forward-looking statements are based on information available to us as of the date of this presentation. Except as required by law or regulation (including the ASX Listing Rules) we undertake no obligation to update these forward-looking statements.**

**The Westfield Group** (ASX Code: WDC) is an internally managed, vertically integrated, shopping centre group undertaking ownership, development, design, construction, funds/asset management, property management, leasing and marketing activities and employing approximately 4,000 staff worldwide. The Westfield Group has interests in and operates one of the world's largest shopping centre portfolios with investment interests in 91 shopping centres across Australia, the United States, the United Kingdom and New Zealand, encompassing over 20,500 retail outlets and total assets under management of A\$65.8bn.

#### **About Westfield Retail Trust**

Westfield Retail Trust (ASX Code: WRT) is Australia's largest listed real estate investment trust solely focused on Australian and New Zealand retail property, with total assets valued at approximately \$13.8 billion at 30 June 2013. The Trust's principal investment is the joint venture ownership, alongside Westfield Group, in a high quality shopping centre portfolio comprising interests in 46 major shopping centres located predominantly in Australia with 9% of the Trust's shopping centre assets located in New Zealand.

[westfield.com](http://westfield.com)

**Westfield Holdings Limited** ABN 66 001 671 496 **Westfield Management Limited** ABN 41 001 670 579

AFS Licence 230329 as responsible entity for **Westfield Trust** ABN 55 191 750 378 ARSN 090 849 746

**Westfield America Management Limited** ABN 66 072 780 619 AFS Licence 230324 as responsible entity

for **Westfield America Trust** ABN 27 374 714 905 ARSN 092 058 449

For further information please contact Julia Clarke on +61 2 9358 7426

[westfieldretailtrust.com](http://westfieldretailtrust.com)

**RE1 Limited** ABN 80 145 743 862 AFS Licence 380202 as responsible entity for **Westfield Retail Trust 1**

ABN 66 744 282 872 ARSN 146 934 536 **RE2 Limited** ABN 41 145 744 065 AFS Licence 380203 as

responsible entity for **Westfield Retail Trust 2** ABN 11 517 229 138 ARSN 146 934 652



---

## Westfield Group Restructure

Westfield Retail Trust merger with Westfield  
Group's Australia/NZ business

4 December 2013

# DISCLAIMER

This presentation and the information contained in it is not investment or financial product advice and is not a recommendation or advice in relation to Westfield Group (“WDC”), Westfield Retail Trust (“WRT”) or their subsidiaries, or the proposal described in this presentation (“Proposal”). Further information on the Proposal will be provided in the WDC and WRT securityholder booklets, which are expected to be made available in or around April 2014. This presentation has been prepared without taking into account the investment objectives, financial situation or particular needs of any particular person. It does not contain all information relevant or necessary for an investment decision, or for WDC or WRT securityholders to determine whether to vote in favour of the Proposal. They should consult their professional advisers in connection with any investment or voting decision.

The information in this presentation is for general information only. To the extent that certain statements contained in this presentation constitute “forward looking statements” or statements about “future matters,” this information reflects WDC’s and/or WRT’s intent, belief or expectations at the date of this presentation. Any such forward looking statements, including projections, guidance on future revenues, earnings and estimates have been prepared by the management of WDC and/or WRT (as applicable). They involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of WDC or WRT to differ materially from any future results, performance or achievements expressed or implied by these forward looking statements.

No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this presentation. To the maximum extent permitted by law, none of WDC, WRT, their subsidiaries, their advisors, their affiliates and their respective officers and employees, nor any other person, accepts any liability or responsibility, including without limitation, any liability arising out of fault or negligence, for any loss arising from the use of the information contained in this presentation. In particular, no representation or warranty, express or implied, is given as to the accuracy, completeness or correctness, likelihood of achievement or reasonableness of any forward looking statements or statements about future matters contained in this presentation.

The distribution of this presentation outside Australia may be restricted by law. Any recipient of this presentation outside Australia must seek advice on and observe any such restrictions.

This presentation is not, and does not constitute, an offer to sell or the solicitation, invitation or recommendation to purchase any securities and neither this presentation nor anything contained herein shall form the basis of any contract or commitment.

The statements in this presentation are made only as at the date of this presentation unless otherwise stated and remain subject to change without notice.

## United States

This presentation shall not constitute an offer or solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any jurisdiction. The securities discussed herein have not been registered under the United States Securities Act of 1933, as amended, and may not be sold, offered or delivered in the United States or to, or for the account or benefit of, any U.S. person (as such term is defined in Regulation S under the Securities Act), except in a transaction exempt from the registration requirements of the Securities Act and applicable state securities laws of the United States.

## United Kingdom

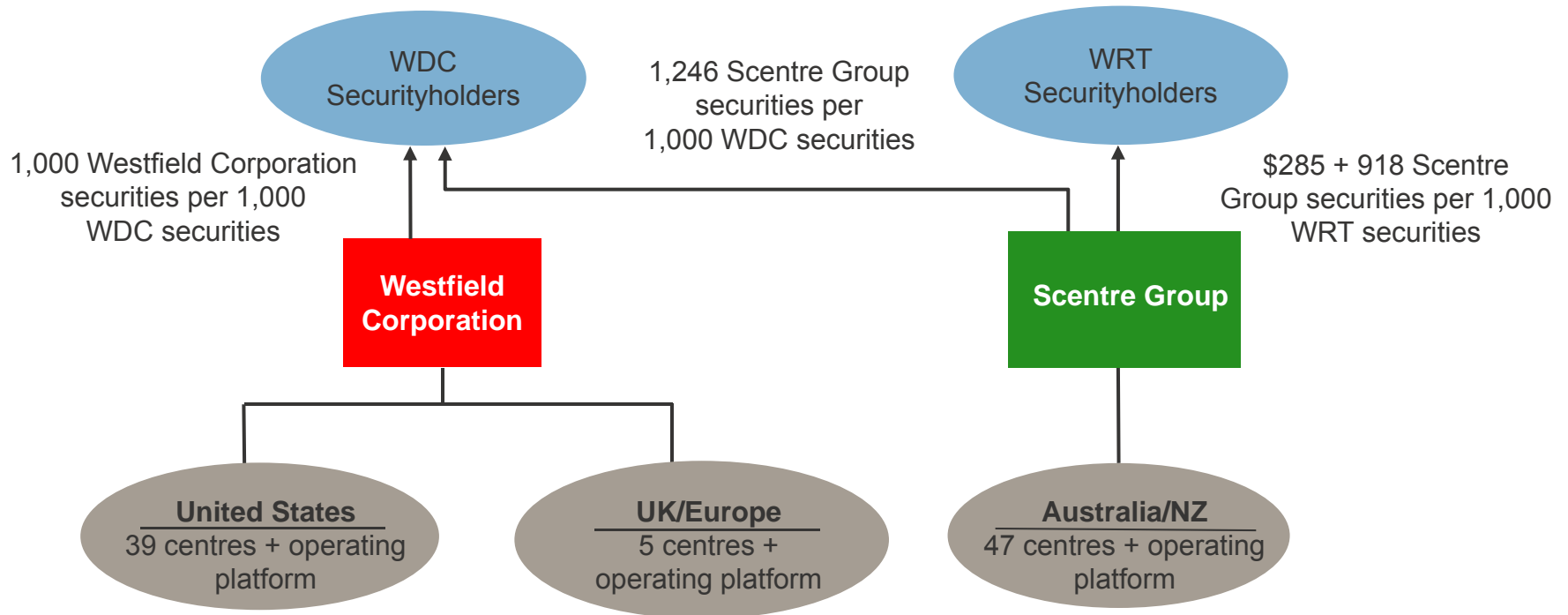
This presentation is being communicated to and directed only at (i) persons outside the United Kingdom to whom it may lawfully be communicated, or (ii) to qualified investors or investment professionals falling within Article 19(5) and Article 49(2)(a) to (d) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”), or (iii) high net worth individuals, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order, and (iv) persons who are “qualified investors” within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) (as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a Member State)) (such persons collectively being referred to as “Relevant Persons”). This presentation or any of its contents must not be acted or relied on by persons who are not Relevant Persons.

## OVERVIEW

- ▶ Westfield Group (WDC) proposes to restructure by demerging WDC's Australia/NZ business from WDC's international business:
  - WDC's international business to become Westfield Corporation
- ▶ Westfield Retail Trust (WRT) has agreed to merge with WDC's Australia/NZ business to form Scentre Group
- ▶ The proposal results in the formation of two pre-eminent, independent and fully integrated retail property groups:
  - Scentre Group
    - Australia/NZ focused A-REIT comprising WRT's & WDC's leading retail property portfolio of 47 shopping centres together with WDC's associated operating platform including property management, leasing, design, development, construction, marketing and funds management
  - Westfield Corporation
    - International focused group comprising WDC's pre-eminent US & UK/Europe portfolios together with the associated operating platform including property management, leasing, design, development, construction, marketing, digital and funds management
- ▶ The proposal positions the new entities for better growth and investor returns through the ability for each entity to pursue operating and capital strategies appropriate for the markets in which they operate
- ▶ The proposal has the unanimous support of the WDC Board and the independent directors of WRT

# OVERVIEW (CONT'D)

## Structure



For personal use only

## OVERVIEW (CONT'D)

- ▶ Scentre Group will be formed through the merger of WDC's Australian/NZ operating platform and portfolio with WRT's portfolio on the basis of Funds from Operation (FFO) contributed by each entity:
  - WRT securityholders to own 51.4% and WDC securityholders to own 48.6% of Scentre Group
- ▶ WRT securityholders to receive a payment equal to \$285 and 918 Scentre Group securities per 1,000 WRT securities held:
  - WRT cash payment will be effected through an \$850 million capital return, equivalent to a pro rata buyback of WRT securities at \$3.47 per security (a 14% premium to WRT's current share price and in-line with NTA as at 30 June 2013)
- ▶ WDC securityholders to receive 1,000 securities in Westfield Corporation and 1,246 securities in Scentre Group per 1,000 WDC securities

# MERGER RATIO CALCULATION<sup>1</sup>

Proforma (\$m) (CY '14)	WDC's Australia/ NZ Business	WRT	Total
Property Net Operating Income	942 <sup>2</sup>	836	
Property Management Income	103	-	
Project Income	92	-	
Overheads	(74)	(33)	
<b>EBIT</b>	<b>1,063</b>	<b>803</b>	
Interest	(345)	(212)	
Tax	(80)	(18)	
Minorities	(96)	-	
<b>Funds from Operations</b>	<b>542</b>	<b>574</b>	<b>1,116<sup>4</sup></b>
<b>Ownership Proportion</b>	<b>48.6%</b>	<b>51.4%</b>	
Securities on issue (pre)	2,072	2,979	
Ratio	1.246x	0.918x <sup>3</sup>	
Securities on issue (post)	2,582	2,734	5,311 <sup>5</sup>
<b>% of securities on issue</b>	<b>48.6%</b>	<b>51.4%</b>	

<sup>1</sup> Based on FFO contributed by each entity

<sup>2</sup> NOI includes income from Carindale and PLNs. It does not deduct property management fees on internally owned assets

<sup>3</sup> WRT securityholders will also receive 28.53c per WRT security held prior to merger equivalent to a pro rata \$850 million buyback at a price of \$3.47 per security

<sup>4</sup> Pre Adjustments as detailed on Slide 7

<sup>5</sup> Net of 5.9 million securities held by the Westfield Executive Share Option Plan Trust in WRT

Note: Assumes implementation on 1 January 2014, exchange rate of AUD/NZD: 1.15 and current market interest rate curve

## SCENTRE GROUP PROFORMA FORECAST FFO

Proforma (\$m) (CY '14)	WDC Australia /NZ and WRT	Adjustments	Proforma Forecast
Property Net Operating Income			
- WRT	836		836
- WDC	942 <sup>1</sup>	55 <sup>2</sup>	997 <sup>1</sup>
<b>Property Net Operating Income Sub-total</b>	<b>1,779</b>	<b>55<sup>2</sup></b>	<b>1,834</b>
Property Management Income	103	(55) <sup>2</sup>	48
Project Income	92	(15) <sup>3</sup>	77
Overheads	(107)	9	(98)
<b>EBIT</b>	<b>1,867</b>	<b>(6)</b>	<b>1,861</b>
Interest	(557)	11	(546)
Tax	(98)	19	(79)
Minorities	(96)	-	(96)
<b>Funds from Operations</b>	<b>1,116</b>	<b>25</b>	<b>1,140</b>
Securities (post)			5,311
<b>FFO per security (cents)</b>			<b>21.5</b>

<sup>1</sup> NOI includes income from Carindale and PLNs. It does not deduct property management fees on internally owned assets

<sup>2</sup> Represents property management income earned by WDC from WRT reclassified to property NOI

<sup>3</sup> Represents project income earned by WDC from WRT no longer recognised in FFO upon consolidation, which will be recognised in earnings from property revaluations under A-IFRS

Note: Assumes implementation on 1 January 2014, exchange rate of AUD/NZD: 1.15 and current market interest rate curve

## BACKGROUND

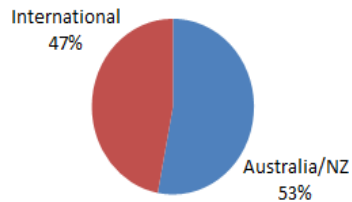
- ▶ In 2004, the Westfield Group was formed through the merger of Westfield Trust, Westfield America Trust and Westfield Holdings:
  - This created a global operating and capital structure that facilitated a significant expansion in both Australia and international markets
- ▶ Since 2004, WDC has:
  - Acquired interest in \$10 billion of assets in Australia, US and UK/Europe (WDC share \$7 billion)
  - Developed \$14 billion of assets including major iconic centres in the world's leading cities such as:
    - International: \$9 billion including Westfield London and Stratford in the UK and San Francisco, Topanga, Century City, Garden State Plaza and Valley Fair in the US
    - Australia/NZ: \$5 billion including Bondi Junction, Sydney, Doncaster, Chermside, Carindale, Fountain Gate in Australia and Albany in New Zealand
  - Divested \$7 billion of non-core assets in line with a strategy of improving the quality of our portfolio
  - Introduced joint venture partners at \$13 billion of assets globally (excluding WRT)
- ▶ The Group's global portfolio and operating platform has grown substantially creating a scale and franchise for the Group's international business and further strengthening its Australia/NZ business

## BACKGROUND (CONT'D)

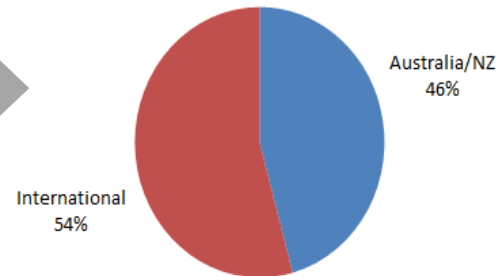
### Assets under Management and WDC Investment – 2004 (Pre Merger) to 2013

	2004 (Pre Merger) A\$bn	2013 A\$bn	Movement A\$bn	Movement %
<b>Assets under Management</b>				
Australia/NZ	16.2	37.9	+21.7	134%
International	14.2	27.6	+13.4	94%
<b>WDC Investment</b>				
Australia/NZ	13.2	14.4	+1.2	9%
International	11.7	17.1	+5.4	46%

WDC Investment (2004) (\$24.9 billion)



WDC Investment (2013) (\$31.5 billion)



## BACKGROUND (CONT'D)

- ▶ In 2010, with the emergence from the global financial crisis, WDC established WRT as a separately listed entity to co-own WDC's Australia/NZ property portfolio:
  - Since listing, WRT has achieved total investment returns of 9.5% per annum outperforming the ASX200
  - WDC has achieved total investment returns of 10.4% per annum over the same period
- ▶ Since 2010, WDC has further evolved its global portfolio and capital structure including:
  - Completing \$4.5 billion of developments – Sydney, Carindale, Fountain Gate (together with WRT), in Australia and Stratford in the UK and UTC in the US
  - Acquired major development opportunities – World Trade Center in the US, Milan in Italy and Croydon in the UK
  - Joint ventured \$9 billion of assets, primarily in the US and the UK
  - Divested \$4 billion of assets, primarily in the US and the UK
- ▶ The international and Australia/NZ businesses each have the scale, quality and management platform to operate as separately listed, independent and internally managed entities:
  - The Australian/NZ business is the leading retail property franchise in its market with ownership of 15 of the top 20 shopping centres in Australia and major development opportunities in Sydney, Brisbane and Auckland
  - The international business owns and operates iconic retail destinations including flagship centres in some of the world's leading cities like London, Los Angeles and San Francisco and major development opportunities in London, New York and Milan

## BENEFITS OF PROPOSAL FOR WRT

- ▶ Better positions WRT for growth and is expected to create greater value for WRT securityholders by:
  - Internalising WDC’s Australia/NZ property management, development and funds management platform
  - Increasing ownership of the pre-eminent Australian/NZ shopping centre portfolio
  - Enhances WRT’s corporate structure whilst maintaining geographic focus
  - 5.2% accretive per security based on Proforma Forecast FFO for CY14

FFO	2013 Forecast	2014 Proforma Forecast	Accretion
WRT	19.85c	20.4c	
Scentre Group <sup>1</sup>		21.5c <sup>2</sup>	5.2%

- Significant capital return to WRT securityholders equivalent to a buyback at a price of \$3.47 per security
  - Improved ROE and long-term earnings growth potential through capital management initiatives
  - Ability to increase property management and project income through the introduction of joint venture partners at the property level
  - Scentre Group will be the largest A-REIT and a top 20 entity on the ASX
- ▶ Distributions expected to be equal to or greater than WRT without merger

<sup>1</sup> Post buyback of 245 million securities and 0.918 for 1 security consolidation

<sup>2</sup> Excludes \$15 million (0.3c per security) of project income that will not be recognised in FFO upon merger but will be reclassified into earnings from property revaluations under A-IFRS

Note: Assumes implementation on 1 January 2014, exchange rate of AUD/NZD: 1.15 and current market interest rate curve. Refer to Scentre Group financial metrics for CY14 comparable property NOI growth forecasts

## BENEFITS OF PROPOSAL FOR WDC

- ▶ Better positions WDC for growth by providing the ability to tailor the operating and capital strategy of each geographically focused entity appropriately for their underlying market characteristics
- ▶ Expected to create long-term value by providing investors the ability to choose their investment in WDC's international and Australia/NZ businesses
  - Scentre Group will be the pre-eminent listed Australia/NZ retail property group with the scale and diversification to be the proxy for retail real estate investment in Australia/NZ
  - Westfield Corporation will be the pre-eminent global retail property operator and directly comparable with listed peers in the US and UK/Europe
- ▶ Expected to be 2.9% accretive per security based on a combined Westfield Corporation and Scentre Group Proforma Forecast FFO for CY14

FFO	2013 Forecast	2014 Proforma Forecast	Accretion
<b>WDC</b>	<b>66.5c</b>	<b>68.6c<sup>1</sup></b>	
Westfield Corporation		<b>US39.8c</b>	43.8c <sup>1</sup>
Scentre Group (21.5c x 1.246)			26.7c
<b>Combined Westfield Corporation and Scentre Group</b>		<b>70.5c</b>	<b>2.9%</b>

- ▶ Distributions expected to be equal to or greater than WDC without transaction

<sup>1</sup> Based on an exchange rate of AUD/USD: 0.91. Refer to Westfield Corporation and Scentre Group financial metrics for CY14 comparable property NOI growth forecasts  
 Note: Assumes implementation on 1 January 2014 and current market interest rate curve

## IMPLEMENTATION STEPS

- ▶ Implemented via schemes of arrangement and conditional on:
  - WDC and WRT securityholder approval
  - Customary Court and regulatory approvals
  - Debt financing for Scentre Group and Westfield Corporation
  - Restructuring of contractual arrangements
  - Satisfactory Australian Tax Office rulings
  - Opinions from the Independent Experts for WRT and WDC
  - Entry into ancillary transaction documents
- ▶ A summary of the conditions precedent and termination events has been submitted to the ASX with this presentation

### Indicative Timetable

February 2014	WRT and WDC Full Year 2013 results announcement WRT and WDC distribution paid for H2 2013
April 2014	First court hearing Explanatory Memorandum and meeting documents sent to WDC and WRT securityholders
May 2014	WRT and WDC AGM and securityholder meetings to approve proposal Second court hearing
June 2014	WRT and WDC H1 2014 distribution Full implementation and commencement of separate listings

*Westfield*



---

## Scentre Group

4 December 2013

## SCENTRE GROUP

- ▶ The pre-eminent self-managed Australia/NZ focused shopping centre A-REIT with interests in 47 shopping centres in Australia and New Zealand:
  - Total assets of \$28.5 billion
  - Total assets under management of \$37.9 billion
- ▶ Fully integrated operating platform with capabilities including ownership, property management, leasing, design, development, construction, marketing and funds management
- ▶ Strategy of owning, developing and operating iconic shopping centres by integrating food, fashion, leisure and entertainment, using technology to better connect retailers with consumers
- ▶ Capital management initiatives to enhance return on equity and long-term earnings growth potential:
  - Scentre Group owns 100% of 26 assets valued at \$18.5 billion providing the opportunity to introduce further joint venture partner capital thereby increasing property management and project income and reducing invested capital position
- ▶ Operational focus on maximising income and capital growth through intensive management together with value enhancing development and potential acquisitions:
  - Future development pipeline of \$3 billion (Scentre Group share \$2 billion) including major development opportunities in Sydney, Brisbane and Auckland
- ▶ The largest A-REIT and a top 20 listed entity on the ASX

## SCENTRE GROUP (CONT'D)

- ▶ Portfolio annual retail sales of \$22 billion with 555 million annual customer visits
- ▶ Portfolio annual retail specialty sales of \$9,814 psm in Australia and > 99.5% portfolio leased
- ▶ Ownership and management of 15 of the top 20 shopping centres in Australia
- ▶ Board led by Frank Lowy as Chairman and management team led by Peter Allen as Chief Executive Officer:
  - Over 2,000 employees
- ▶ Scentre Group will have the exclusive and perpetual right to use the Westfield brand for its shopping centres in Australia/NZ
- ▶ Scentre Group and Westfield Corporation intend to collaborate and share knowledge, expertise and innovations both in regard to physical and digital so that both Groups' remain at the forefront of their markets

# PROPOSED BOARD OF DIRECTORS AND SENIOR EXECUTIVE TEAM

## Board of Directors

- ▶ Frank Lowy AC – Chairman
- ▶ Brian Schwartz AM – Deputy Chairman
- ▶ Peter Allen – CEO
- ▶ Richard Warburton AO, LVO
- ▶ Laurence Brindle
- ▶ Andrew Harnos
- ▶ Michael Ihlein
- ▶ Steven Lowy AM
- ▶ Sandra McPhee AM

## Senior Executive Team

- ▶ Peter Allen – CEO
- ▶ Mark Bloom – CFO
- ▶ John Baticich – Director, Marketing
- ▶ Peter Bourke – Director, IT
- ▶ Tonya Carter – General Manager, NZ Leasing
- ▶ Andrew Clarke – Director, Finance Operations
- ▶ Janine Frew – Director, HR
- ▶ Paul Giugni – General Counsel
- ▶ Andy Hedges – Director, Shopping Centre Management
- ▶ Dudley Heywood – Head of Tax Australia & NZ
- ▶ Ian Irving – Director, Design & Construction
- ▶ Peter Leslie – Director, Leasing
- ▶ Justin Lynch – Director, NZ
- ▶ Maureen McGrath – General Counsel, Compliance
- ▶ Linda Trainer – General Manager, NZ Operations
- ▶ John Widdup – COO Development, Design & Construction
- ▶ Richard Williams – Treasurer

## FINANCIAL METRICS

- ▶ Scentre Group will have the following financial characteristics:
  - Forecast FFO: 21.5cps for CY14<sup>1</sup>
  - Total Assets: \$28.5 billion (proforma 30 June 2013)
  - Gearing (debt/assets): 38.2% (proforma 30 June 2013)
- ▶ Forecast CY14 comparable property NOI growth of 1.5% to 2.0%
- ▶ Property management income and project income representing 10% - 11% of FFO in CY14

Proforma as at 30 June 2013 (\$bn)	Scentre Group
Assets	28.5
Borrowings	(10.9)
Other liabilities	(1.1)
Minority interest	(1.6)
<b>Equity</b>	<b>14.9</b>
NTA per security	\$2.81
<hr/>	
<b>Gearing (debt : assets)</b>	<b>38.2%</b>
<hr/>	
<b>Forecast CY14 FFO per security<sup>1</sup></b>	<b>21.5c</b>

- ▶ Balance sheet does not include any value for the property management and development platform

<sup>1</sup> Excluding \$15 million of project income (0.3c per security) earned by WDC from WRT no longer recognised in FFO upon consolidation, which will be recognised in earnings from property revaluations under A-IFRS

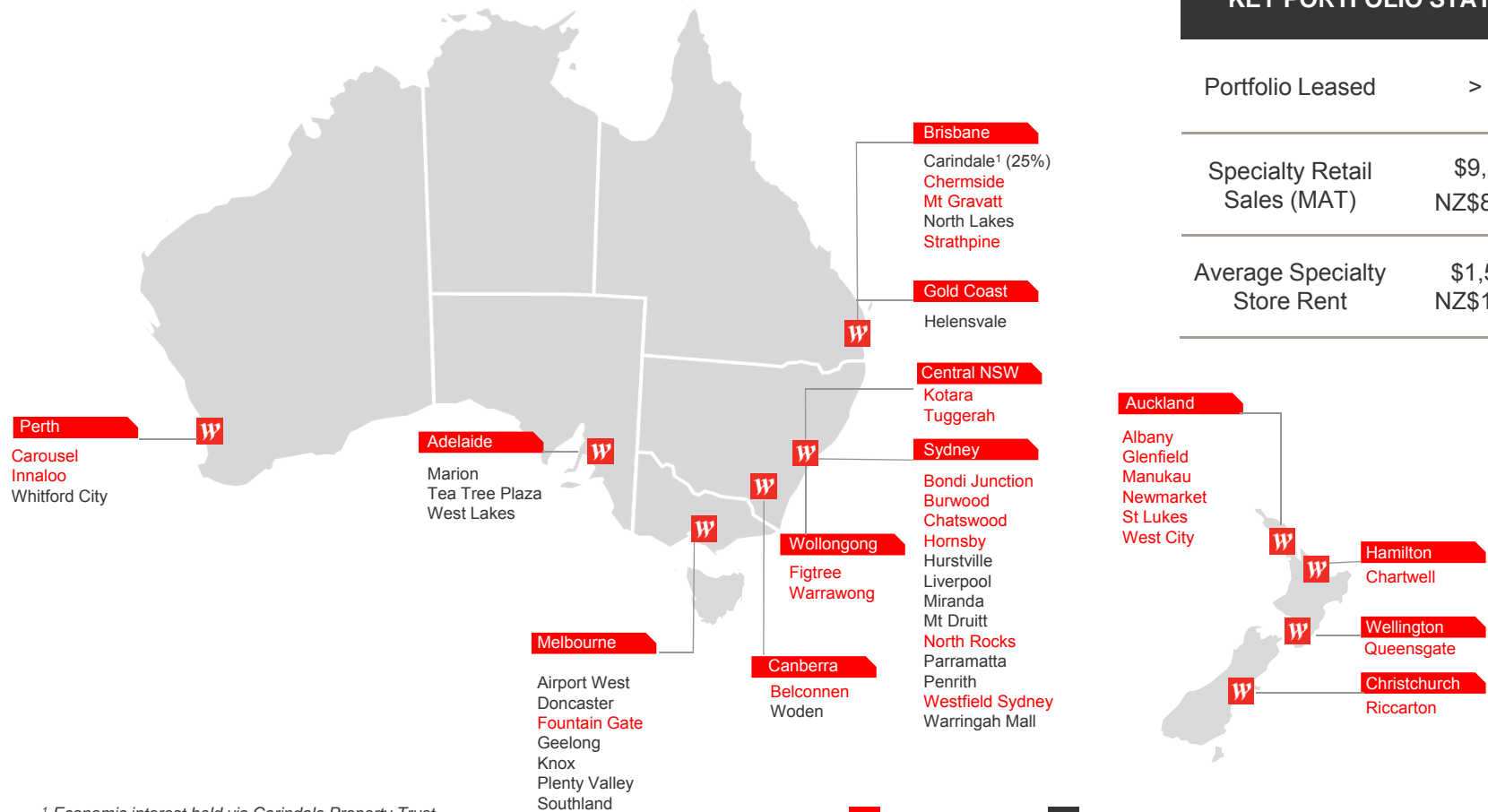
Note: Assumes implementation on 1 January 2014, exchange rate of AUD/NZD: 1.15 and current market interest rate curve

# SHOPPING CENTRES – AUSTRALIA & NEW ZEALAND

For personal use only

## KEY PORTFOLIO STATISTICS<sup>2</sup>

Portfolio Leased	> 99.5%
Specialty Retail Sales (MAT)	\$9,814 psm NZ\$8,528 psm
Average Specialty Store Rent	\$1,532 psm NZ\$1,129 psm

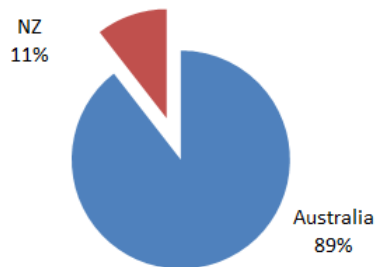


<sup>1</sup> Economic interest held via Carindale Property Trust  
<sup>2</sup> As at 30 September 2013  
 Note: All assets managed by Scentre Group

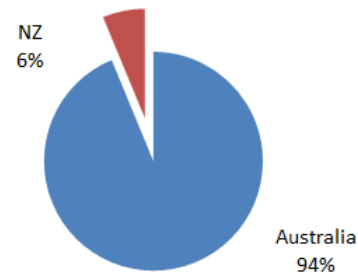
# PORTFOLIO SUMMARY

	Australia	New Zealand	Total
▪ Centres	38	9	47
▪ Retail Outlets	11,086	1,409	12,495
▪ GLA (m sqm)	3.4	0.4	3.8
<i>As at 30 June 2013</i>			
▪ Scentre Group Ownership Interests (bn)	\$25.6	NZ\$2.8	\$28.0
▪ JV Partner Ownership Interests (bn)	\$9.9	NZ\$0.0	\$9.9
▪ Assets Under Management (bn) (AUM)	\$35.5	NZ\$2.8	\$37.9
▪ Scentre Group Share of AUM	72%	100%	74%

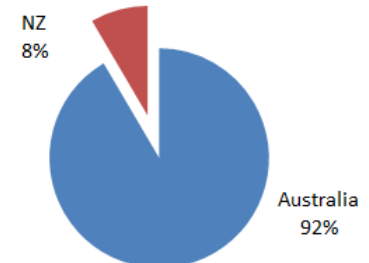
**Gross Lettable Area**



**Assets Under Management**



**Scentre Group Ownership Interests**



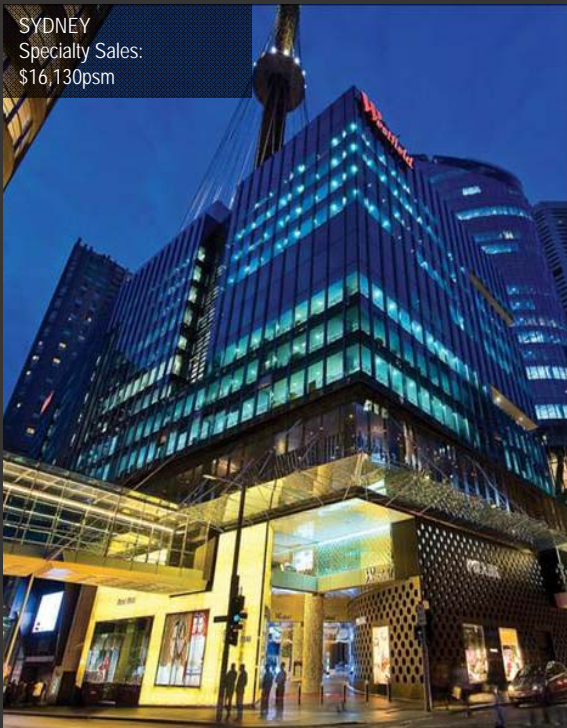
Note: Exchange rate as at of 30 June 2013: AUD/NZD:1.1845

# AUSTRALIA

Leading destinations for leading brands



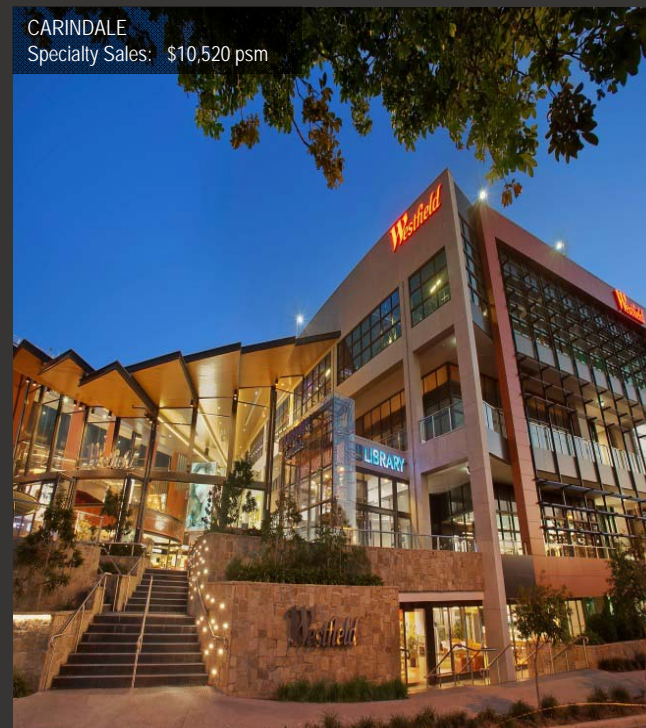
SYDNEY  
Specialty Sales:  
\$16,130psm



MIRANDA  
Specialty Sales:  
\$11,620psm



CARINDALE  
Specialty Sales: \$10,520 psm



BONDI JUNCTION  
Specialty Sales:  
\$13,090psm



CHERMSIDE  
Specialty Sales: \$13,390psm



DONCASTER  
Specialty Sales: \$12,100psm



For personal use only

# AUSTRALIA

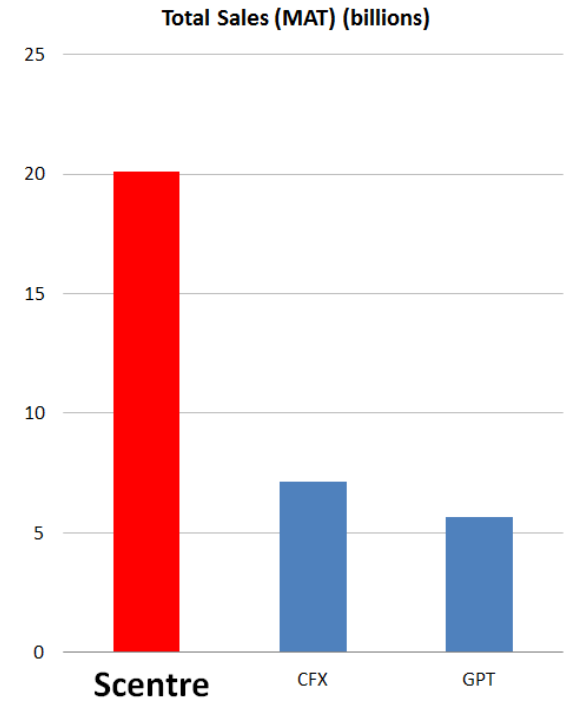
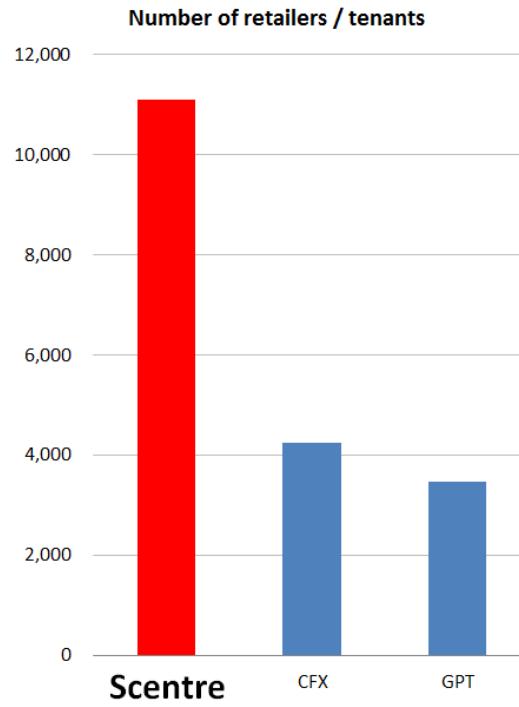
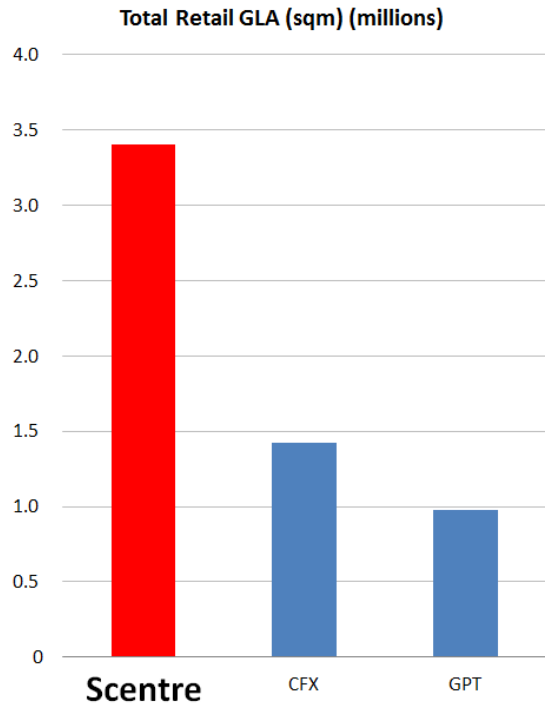
Leading destinations for leading brands



For personal use only

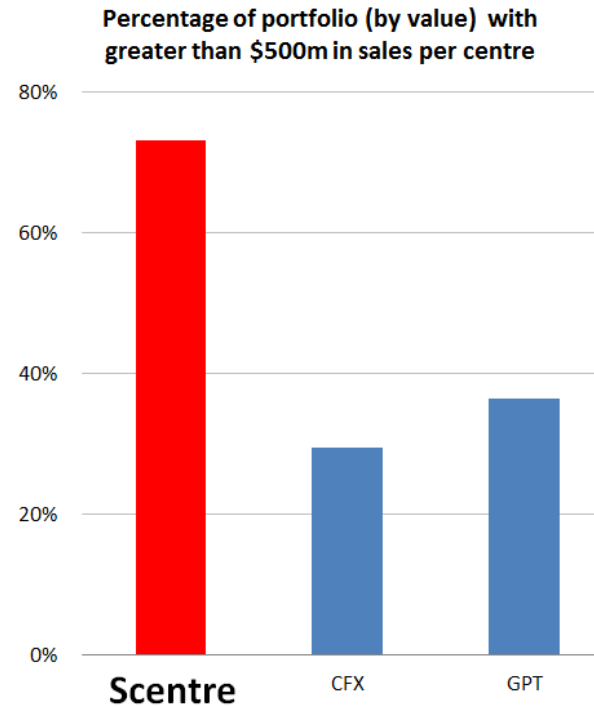
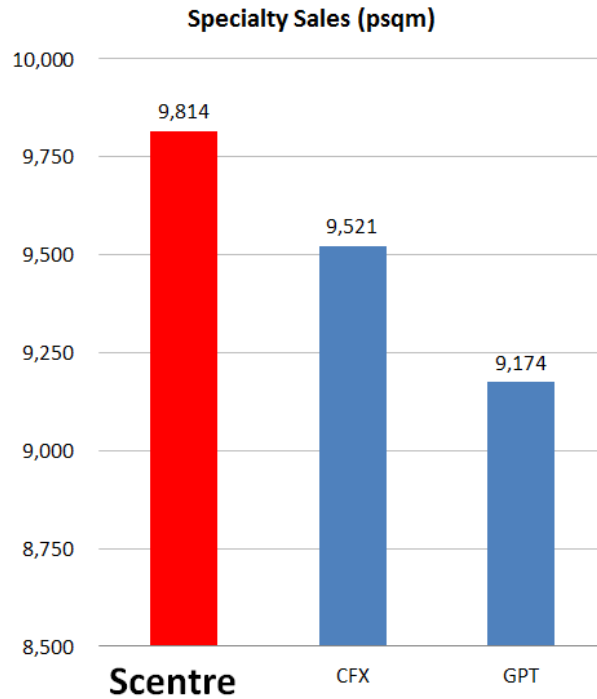
# PEER COMPARISON

For personal use only



Note: Represents Australian portfolio only  
Source: Company filings

## PEER COMPARISON (CONT'D)



Note: Represents Australian portfolio only  
Source: Company filings

# AUSTRALIAN PORTFOLIO – ANNUAL RETAIL SALES

▶ 73% of the Australian portfolio (by value) has annual sales above \$500 million

Annual Sales – Sep-13

Proportion of Australian Portfolio

>\$800m

Bondi Junction	\$989.9m	Westfield Sydney	\$863.3m
Carindale	\$879.2m	Fountain Gate	\$853.6m
Chermside	\$869.4m	Doncaster	\$848.1m

40%

>\$700m

Marion	\$791.1m	Parramatta	\$702.2m
Southland	\$782.9m		
Warringah Mall	\$708.3m		

11%

>\$600m

Knox	\$684.6m		
Miranda	\$646.7m		
Hornsby	\$623.7m		

8%

>\$500m

Penrith	\$595.5m	Whitford City	\$513.9m
Carousel	\$583.4m	Belconnen	\$502.6m
Mt Gravatt	\$534.0m		

14%

For personal use only

## DEVELOPMENT & CONSTRUCTION

- ▶ \$1.2 billion of projects currently under construction (Scentre Group share \$0.6 billion)
- ▶ \$3 billion of future development opportunities (Scentre Group share \$2 billion) including the redevelopment and expansion of some of Australia’s highest quality centres such as Chermside (Brisbane), Warringah (Sydney) and Marion (Adelaide)
- ▶ Target unlevered internal rates of return of between 12% to 15% on Scentre Group’s investment

Current	Future Opportunities		
Australia	Australia		New Zealand
<ul style="list-style-type: none"> <li>▪ Macquarie<sup>1</sup> (NSW)</li> <li>▪ Mt Gravatt (QLD)</li> <li>▪ Miranda (NSW)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Carousel (WA)</li> <li>▪ Chermside (QLD)</li> <li>▪ Kotara (NSW)</li> <li>▪ Marion (SA)</li> <li>▪ North Lakes (QLD)</li> <li>▪ Pacific Fair<sup>1</sup> (QLD)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Plenty Valley (VIC)</li> <li>▪ Tea Tree Plaza (SA)</li> <li>▪ Tuggerah (NSW)</li> <li>▪ Warringah (NSW)</li> <li>▪ Whitford City (WA)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Albany (NZ)</li> <li>▪ Newmarket (NZ)</li> <li>▪ St Lukes (NZ)</li> </ul>

<sup>1</sup> Design and Construction project for AMP Capital

For personal use only

# APPENDIX

## PROFORMA BALANCE SHEET

Proforma as at 30 June 2013 (\$bn)	WRT	Return of Capital	WDC Australia/NZ	Scentre Group
Assets	13.7	-	14.8	28.5
Borrowings	(2.9)	(0.85)	(7.1)	(10.9)
Other liabilities	(0.3)	-	(0.8)	(1.1)
Minority interest	-	-	(1.6)	(1.6)
<b>Equity</b>	<b>10.4</b>	<b>(0.85)</b>	<b>5.4</b>	<b>14.9</b>
Securities	2,979	(245)	2,582	5,311 <sup>1</sup>
NTA per security	\$3.47			\$2.81
<b>Gearing (debt : assets)</b>	<b>21.5%</b>			<b>38.2%</b>

- ▶ Balance sheet does not include any value for the property management and development platform

<sup>1</sup> Net of 5.9 million securities held by the Westfield Executive Share Option Plan Trust in WRT

Note: Assumes implementation on 1 January 2014 and an exchange rate of AUD/NZD: 1.15

*Westfield*

---



Westfield Corporation

4 December 2013

## WESTFIELD CORPORATION

- ▶ Pre-eminent international retail property group with interests in 44 shopping centres in the US and UK/Europe with over 475 million annual customer visits and US\$18 billion in annual retail sales:
  - Total assets of US\$17.6 billion
  - Assets under Management of US\$25.8 billion
- ▶ Strategy of owning, developing and operating iconic shopping centres in major world cities by integrating food, fashion, leisure and entertainment, using technology to better connect retailers with consumers
- ▶ Major iconic assets include Westfield London and Stratford, amongst the largest urban shopping centres in Europe, and Century City, Garden State Plaza, Montgomery, Old Orchard, San Francisco, UTC, Valley Fair and World Trade Center in the US
- ▶ High productivity:
  - Core Portfolio annual retail specialty sales of US\$658 psf and 96% portfolio leased<sup>1</sup>
  - 82% of Core Portfolio generates annual retail specialty sales in excess of US\$500 psf<sup>1</sup>
- ▶ Expected to be a top 25 ASX listed company and one of the largest global retail REITs by equity market capitalisation:
  - Will investigate the appropriate locations for listings over the next 18 months

<sup>1</sup> As at September 2013

## WESTFIELD CORPORATION (CONT'D)

- ▶ Business plan focused on enhancing returns and long-term growth through:
  - Intensive management of portfolio and generating new income opportunities by leveraging Westfield's global brand and portfolio of iconic retail destinations
  - Development pipeline of US\$9 billion (Westfield Corporation share US\$4 billion) at value enhancing investment returns:
    - Representing 35% of assets under management
    - Includes major flagship developments at London, Croydon, Milan, Century City and Valley Fair
  - Integrating digital technology through Westfield Labs in San Francisco
  - Acquisition opportunities focused on creating leading retail destinations in major world cities
  - Redeployment of capital from introduction of joint venture partners and divestment of non-core assets into development pipeline and acquisition opportunities
  - Collaboration with Scentre Group to share knowledge, expertise and innovations in regard to physical and digital so that both Groups remain at the forefront of their markets

## PROPOSED BOARD OF DIRECTORS AND SENIOR EXECUTIVE TEAM

### Board of Directors

- ▶ Frank Lowy AC – Chairman
- ▶ Brian Schwartz AM – Deputy Chairman
- ▶ Peter Lowy – Co-CEO and CFO<sup>1</sup>
- ▶ Steven Lowy AM – Co-CEO
- ▶ Ilana Atlas
- ▶ Roy Furman
- ▶ Lord Peter Goldsmith QC PC
- ▶ Mark G Johnson
- ▶ Mark R Johnson AO
- ▶ John McFarlane
- ▶ Professor Judith Sloan

### Senior Executive Team

- ▶ Peter Lowy – Co-CEO and CFO<sup>1</sup>
- ▶ Steven Lowy AM – Co-CEO
- ▶ Michael Gutman – President and COO
- ▶ Elliott Rusanow – Deputy CFO
- ▶ Simon Tuxen – General Counsel
- ▶ Kevin McKenzie – Chief Digital Officer
- ▶ Greg Miles – Managing Director, US
- ▶ Peter Miller – COO, UK/Europe
- ▶ Peter Schwartz – General Counsel, US
- ▶ Mark Stefanek – Treasurer
- ▶ David Temby – Tax Counsel

<sup>1</sup> Peter Lowy will step down from an executive role after the transition period of around 18 months

## FINANCIAL METRICS

- ▶ Westfield Corporation will have the following financial characteristics:
  - Forecast FFO: US\$39.8cps for CY14
  - Total Assets: US\$17.6 billion (proforma 30 June 2013)
  - Gearing (debt/assets): 33.6% (proforma 30 June 2013)
- ▶ Forecast CY14 comparable property NOI growth of 6.0%, comprising 4.0% - 5.0% for the US and 10% - 11% for the UK
- ▶ Property management income and project income representing 10% - 11% of FFO in CY14
- ▶ Financial results to be reported in US dollars

Proforma as at 30 June 2013 (bn)	<b>Westfield Corporation</b>
Reporting Currency	US\$
Assets	17.6
Borrowings	(5.9)
Other liabilities	(1.8)
Minority interest	(0.3)
<b>Equity<sup>1</sup></b>	<b>9.5</b>
<b>Gearing (debt : assets)</b>	<b>33.6%</b>
<b>Forecast CY14 FFO per security</b>	<b>39.8c</b>

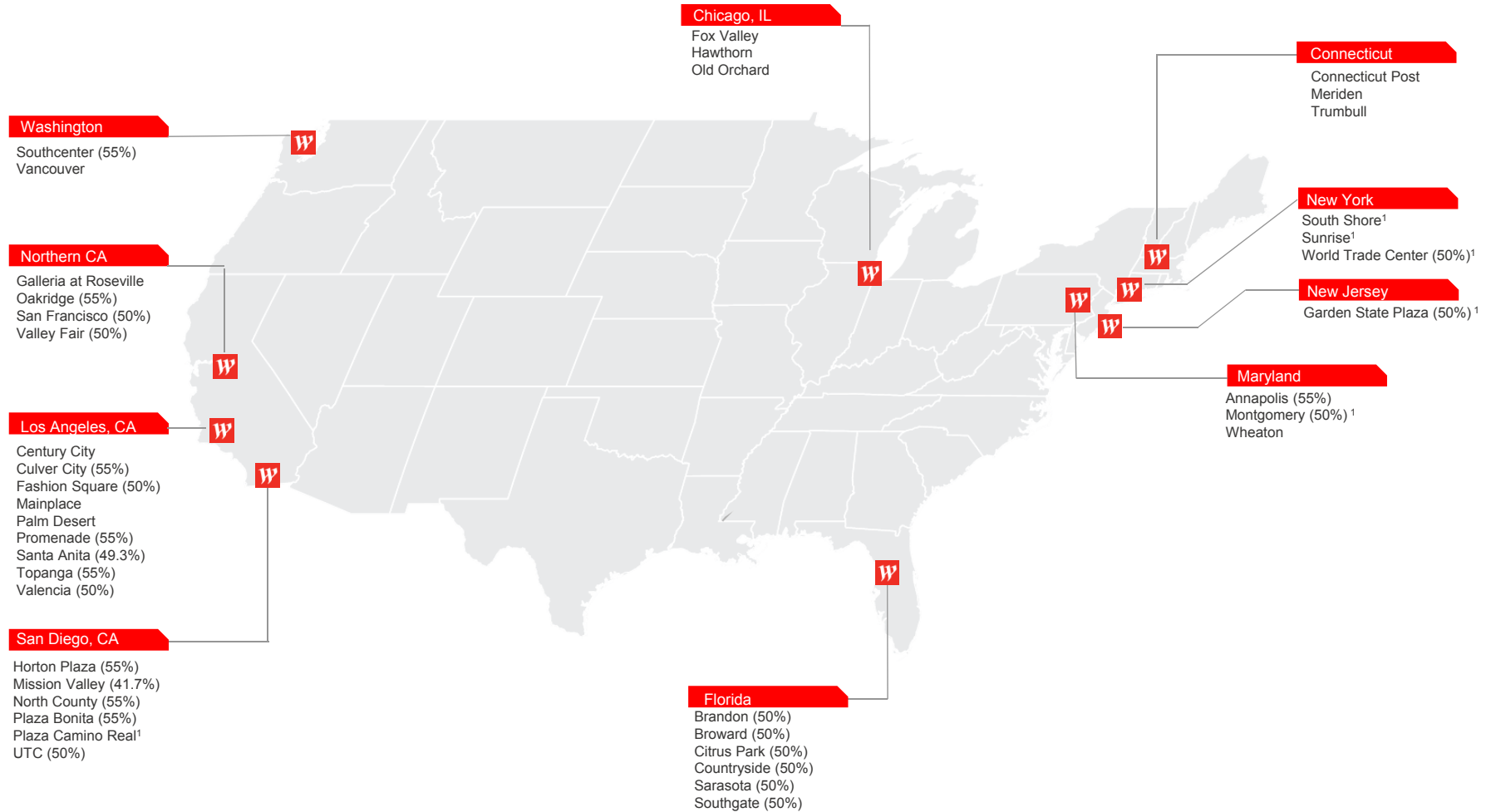
- ▶ Balance sheet does not include any value for the property management and development platform

<sup>1</sup> Excluding deferred tax

Note: Assumes implementation on 1 January 2014, exchange rates of AUD/USD:0.91 and AUD/GBP: 0.57 and current market interest rate curve

# SHOPPING CENTRES - UNITED STATES

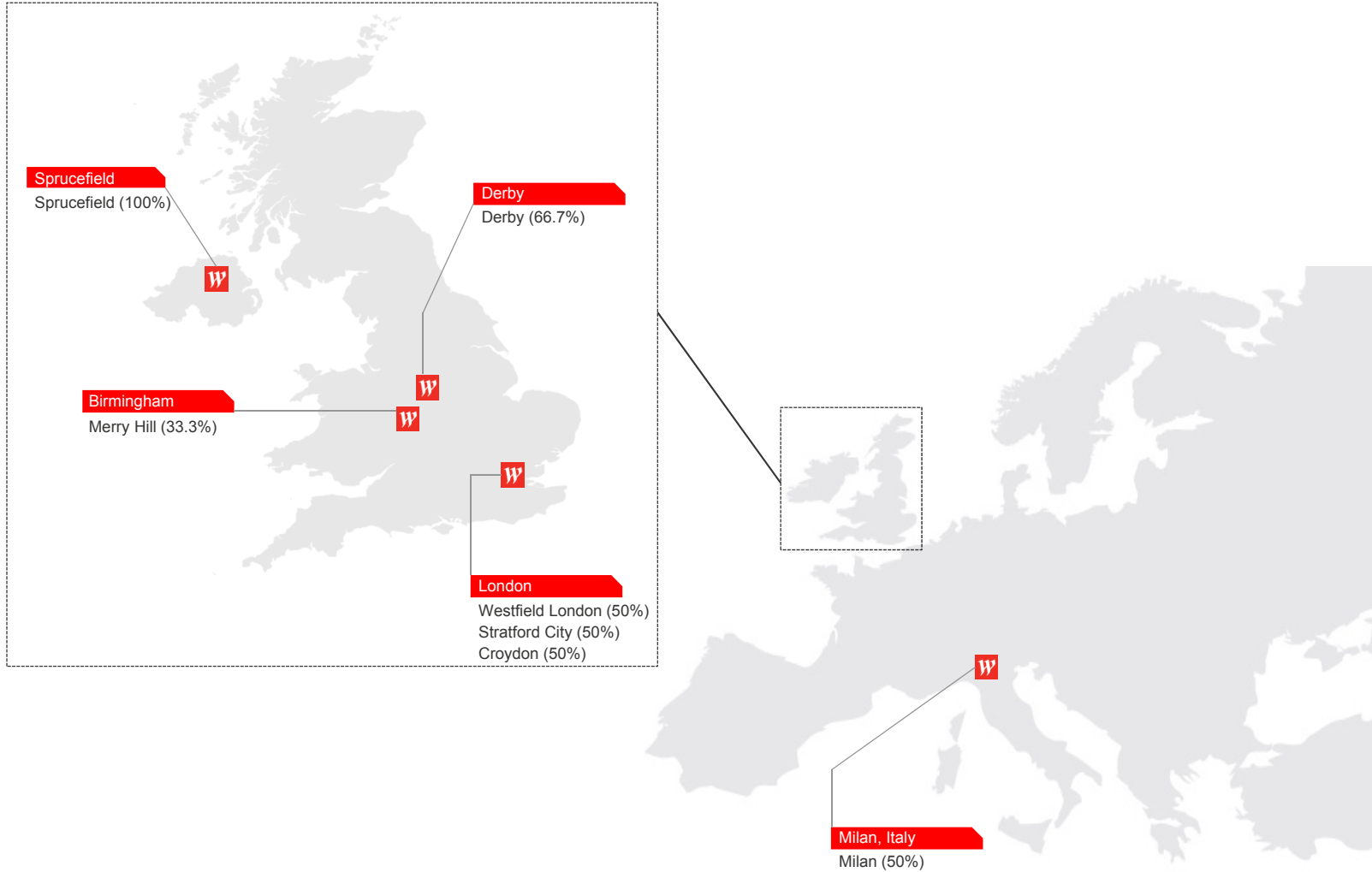
For personal use only



<sup>1</sup> Currently under development

Note: Six assets considered non-core valued at US\$1.2 billion with annual specialty sales of US\$326 psf

# SHOPPING CENTRES – UNITED KINGDOM / EUROPE

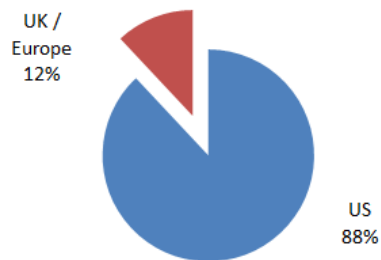


For personal use only

# PORTFOLIO SUMMARY

	United States	United Kingdom / Europe	Total
▪ Centres	39	5	44
▪ Retail Outlets	6,792	1,241	8,033
▪ GLA (m sqm)	4.4	0.6	5.0
<i>As at 30 June 2013</i>			
▪ Westfield Corporation Interests (bn)	US\$11.4	£3.0	US\$16.0
▪ JV Partner Interests (bn)	US\$5.7	£2.7	US\$9.8
▪ Assets Under Management (bn) (AUM)	US\$17.1	£5.7	US\$25.8
▪ Westfield Corporation Share of AUM	67%	53%	62%

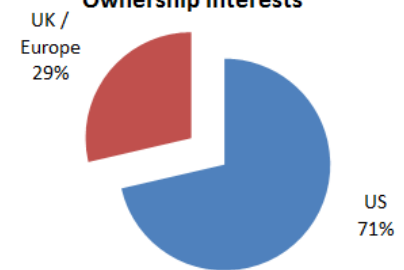
**Gross Lettable Area**



**Assets Under Management**



**Westfield Corporation Ownership Interests**



Note: Exchange rates as at of 30 June 2013: GBP/USD: 1.523

# INTERNATIONAL | Leading destinations for world's leading brands



VALLEY FAIR  
Specialty Sales:  
US\$1,030psf



GARDEN STATE PLAZA  
Specialty Sales:  
US\$790psf



STRATFORD CITY  
Specialty Sales: £770psf



SAN FRANCISCO  
Specialty Sales:  
US\$900psf



CENTURY CITY  
Specialty Sales:  
US\$1,100psf



MILAN (ITALY)



WORLD TRADE CENTER



LONDON  
Specialty Sales: £840psf



For personal use only

# INTERNATIONAL

Leading destinations for world's leading brands

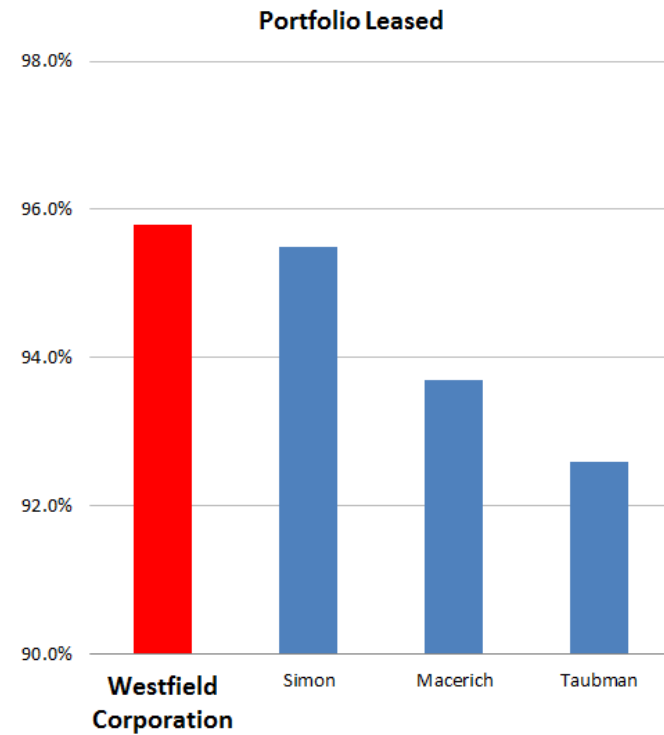
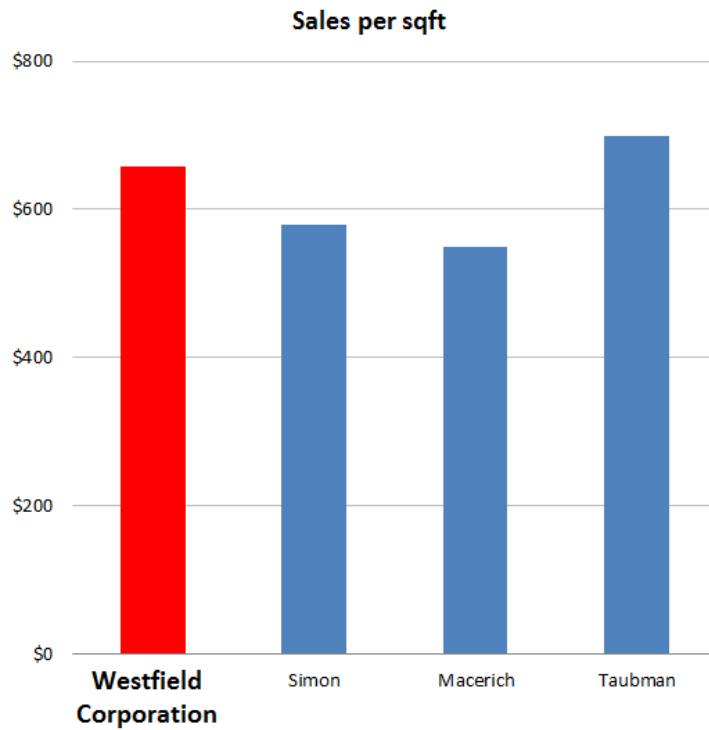
*Westfield*



For personal use only

# PEER COMPARISON

For personal use only



Note: Westfield Corporation based on Core Portfolio  
Source: Company filings

## DEVELOPMENT & CONSTRUCTION

- ▶ US\$1.4 billion of projects currently under construction (Westfield Corporation share US\$1.2 billion) including World Trade Center (New York)
- ▶ US\$9 billion of future development opportunities (Westfield Corporation share US\$4 billion) including iconic retail destinations including London, Croydon (London) and Milan (Italy)
- ▶ Target unlevered internal rates of return of between 12% to 15% on Westfield Corporation's investment

Current	Future Opportunities	
US	US	UK/Europe
<ul style="list-style-type: none"> <li>▪ South Shore (New York)</li> <li>▪ Garden State Plaza (New Jersey)</li> <li>▪ Montgomery (Maryland)</li> <li>▪ Westfield World Trade Center (New York)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Century City (Los Angeles)</li> <li>▪ UTC (San Diego)</li> <li>▪ Valley Fair (Northern California)</li> <li>▪ West Valley (Los Angeles)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Bradford (UK)</li> <li>▪ Croydon (UK)</li> <li>▪ London (UK)</li> <li>▪ Milan (Italy)</li> <li>▪ Stratford City (UK)</li> </ul>

For personal use only

For personal use only

# APPENDIX

## PROFORMA BALANCE SHEET

Proforma as at 30 June 2013 (\$bn)	WDC	Adjustments	Westfield Corporation	Westfield Corporation
Reporting currency	A\$	A\$	A\$	US\$
Assets	34.1	(14.8)	19.3	17.6
Borrowings	(12.1)	5.7	(6.5)	(5.9)
Other liabilities	(2.7)	0.7	(2.0)	(1.8)
Minority interest	(1.9)	1.6	(0.4)	(0.3)
<b>Equity<sup>1</sup></b>	<b>17.4</b>	<b>(6.9)</b>	<b>10.5</b>	<b>9.5</b>
Securities	2,072		2,072	2,072
<b>Gearing (debt : assets)</b>	<b>35.5%</b>		<b>33.6%</b>	<b>33.6%</b>

- ▶ Balance sheet does not include any value for the property management and development platform

<sup>1</sup> Excluding deferred tax

Note: Based on an exchange rates of AUD/USD:0.91 and AUD/GBP: 0.57

# Conditions Precedent

---

## Regulatory

- (a) ASIC and ASX having issued or provided such consents or approvals, granted waivers, confirmations, modifications and exemptions or having done such other acts which are reasonably necessary or desirable to effect the proposal.
- (b) In relation to the implementation of the Westfield Group Restructure Steps<sup>1</sup>:
- (i) the Treasurer (or his delegate) has provided written advice, with or without conditions, that there are no objections under Australia's foreign investment policy to the implementation of the Westfield Group Restructure Steps; or
  - (ii) following notice of the proposed implementation of the Westfield Group Restructure Steps having been given by Westfield Group to the Treasurer under the Foreign Acquisitions and Takeovers Act 1975 (Cwlth), the Treasurer has ceased to be empowered to make any order under Part II of that Act because of lapse of time.
- (c) The Court convening the meeting of Westfield Group security holders to approve the Westfield Holdings Limited scheme of arrangement necessary to give effect to the proposal pursuant to section 411(1) of the Corporations Act.
- (d) The Court making orders pursuant to sections 411(4)(b) and 411(6) of the Corporations Act approving the Westfield Holdings Limited scheme of arrangement necessary to give effect to the proposal.
- (e) The Court providing judicial advice confirming:
- (i) in the case of Westfield Management Limited:
    - (A) that Westfield Management Limited would be justified in convening a meeting of Westfield Trust unitholders for the purpose of considering the Westfield Group resolutions necessary to give effect to the proposal; and
    - (B) subject to the Westfield Trust unitholders approving the Westfield Group resolutions necessary to give effect to the proposal, that Westfield Management Limited would be justified in proceeding on the basis that amending the Westfield Trust constitution would be within the powers of alteration conferred by the Westfield Trust constitution and section 601GC of the Corporations Act.
  - (ii) in the case of Westfield America Management Limited:
    - (A) that Westfield America Management Limited would be justified in convening a meeting of Westfield America Trust unitholders for the purpose of considering the Westfield Group resolutions necessary to give effect to the proposal; and
    - (B) subject to the Westfield America Trust unitholders approving the Westfield Group resolutions necessary to give effect to the proposal, that Westfield America Management Limited would be justified in

---

<sup>1</sup> The "Westfield Group Restructure Steps" are those steps necessary to transfer international assets owned by Westfield Holdings Limited and Westfield Trust to the new international group.

proceeding on the basis that amending the Westfield America Trust constitution would be within the powers of alteration conferred by the Westfield America Trust constitution and section 601GC of the Corporations Act;

- (iii) in the case of Westfield Management Limited and Westfield America Management Limited, that Westfield Management Limited and Westfield America Management Limited are justified in implementing the proposal, giving effect to the provisions of the Westfield Trust constitution and the Westfield America Trust constitution and doing all things necessary to effect the proposal.
- (f) The Court providing judicial advice confirming:
  - (i) RE1 and RE2 would be justified in convening a meeting of Westfield Retail Trust Group security holders for the purpose of considering the Westfield Retail Trust Group resolutions necessary to implement the proposal;
  - (ii) subject to the Westfield Retail Trust Group security holders approving the Westfield Retail Trust Group resolutions necessary to implement the proposal, that RE1 and RE2 would be justified in proceeding on the basis that amending the Westfield Retail Trust Group constitutions would be within the powers of alteration conferred by the Westfield Retail Trust Group constitutions and section 601GC of the Corporations Act; and
  - (iii) that RE1 and RE2 are justified in implementing the proposal, giving effect to the provisions of the Westfield Retail Trust Group constitutions and doing all things necessary to effect the proposal.
- (g) Obtaining any other regulatory authority consent or approval or any other regulatory approval having done such other acts which the parties agree are reasonably necessary or desirable to effect the proposal.
- (h) No regulatory authority or judicial entity or authority taking any action or making any preliminary or final order or decree (or commencing to do so) which restrains or prohibits the implementation of the proposal.
- (i) Each party to the implementation deed that is admitted to the official list of the ASX continuing to be admitted to the official list of the ASX.

## Tax

- (j) Westfield Holdings Limited (as head company of the Westfield Holdings Limited Consolidated Group) obtaining a private ruling from the Commissioner of Taxation that any capital gain or capital loss arising as a result of the transfer of shares in the new international company to Westfield Group security holders will be disregarded.
- (k) Westfield Management Limited (as responsible entity for Westfield Trust) obtaining a private ruling from the Commissioner of Taxation that Westfield Trust will be eligible to choose roll over relief in relation to its transfer of the relevant UK assets to the new international trust.
- (l) The Westfield Group receiving a draft class ruling from the Commissioner of Taxation in respect of Westfield Group security holders in relation to the treatment of the demerger and stapling distributions to be made by Westfield Holdings Limited and Westfield Trust and the method for determining the cost base for their securities on implementation of the proposal that is acceptable to the Westfield Group.
- (m) The Westfield Retail Trust Group receiving a draft class ruling from the Commissioner of Taxation in respect of Westfield Retail Trust security holders in relation to the

treatment of the Westfield Retail Trust Group capital return, the stapling distribution to be made by Westfield Retail Trust Group and the stapling arrangement with Westfield Holdings Limited and Westfield Management Limited and the method for determining the cost base for their securities on implementation of the proposal that is acceptable to the Westfield Retail Trust Group.

For the avoidance of doubt, the conditions precedents in paragraphs (j) to (m) above will be taken not to have been satisfied if the Commissioner of Taxation withdraws, or threatened to withdraw, the private or class (including draft) taxation rulings.

## **Financing**

- (n) Westfield Group securing bridge financing facilities and related hedging arrangements on terms acceptable to:
  - (i) Westfield Group; and
  - (ii) in so far as they relate to the Australia/NZ business or a member of the new Australia/NZ group, Westfield Retail Trust Group,and in a sufficient amount to permit the Westfield Group to implement the proposal having regard to the target gearing ratios as at implementation for each of the new Australia/NZ group and the new international group as set out in this announcement, including a sufficient amount to repay all of its financial indebtedness under its existing facilities (including financial indebtedness under capital markets programmes).
- (o) Westfield Retail Trust Group securing bridge financing facilities and related hedging arrangements on terms acceptable to Westfield Retail Trust Group and Westfield Group and in a sufficient amount to permit Westfield Retail Trust Group to implement the proposal having regard to the target gearing ratios as at implementation for each of the new Australia/NZ group and the new international group as set out in this announcement.

## **Independent experts**

- (p) The independent expert appointed by Westfield Group opining that the proposal is in the best interests of Westfield Group security holders.
- (q) The independent expert appointed by Westfield Retail Trust Group opining that the proposal is in the best interests of Westfield Retail Trust Group security holders.

## **Restructure**

- (r) No person exercises or purports to exercise, or states an intention to exercise, any rights under any provision of any agreement or other instrument to which the Westfield Group or the Westfield Retail Trust Group is a party, or by or to which Westfield Group or the Westfield Retail Trust Group or any of their assets may be bound or be subject, which results, or could result, in:
  - (i) any such agreement or other instrument being terminated or modified or any action being taken or arising thereunder;
  - (ii) the interest of the Westfield Group or the Westfield Retail Trust Group in any firm, joint venture, trust, corporation or other entity (or any arrangements relating to such interest) being terminated or modified; or
  - (iii) the business of the Westfield Group or the Westfield Retail Trust Group with any other person being adversely affected,

as a result of implementation or any of the implementation arrangements and where that specified event is likely to have a material adverse effect on the assets and liabilities, financial position and performance, profits and losses or prospects of the Westfield Group or the Westfield Retail Trust Group, or following implementation, the new Australia/NZ group or the new international group.

### **Securityholder approval and constitution changes**

- (s) Approval by the requisite majorities of Westfield Group security holders and Westfield Retail Trust Group security holders of each of the resolutions necessary to effect the proposal.
- (t) Modification of the Westfield Trust constitution in the terms necessary to give effect to the proposal in the manner required by section 601GC of the Corporations Act.
- (u) Modification of the Westfield Holdings Limited constitution in the terms necessary to give effect to the proposal in the manner required by 136 of the Corporations Act.
- (v) Modification of the Westfield America Trust constitution in the terms necessary to give effect to the proposal in the manner required by section 601GC of the Corporations Act;
- (w) Modification of the Westfield Retail Trust 1 constitution in the terms necessary to give effect to the proposal in the manner required by section 601GC of the Corporations Act.
- (x) Modification of the Westfield Retail Trust 2 constitution in the terms necessary to give effect to the proposal in the manner required by section 601GC of the Corporations Act.

### **Transaction documents**

- (y) Entry into the following transaction documents:
  - (i) brand license agreement, being the agreement in relation to the use of the Westfield brand by the new Australia/NZ group in Australia and New Zealand on and from implementation;
  - (ii) transitional services agreement, being the agreement with respect to the services or other assistance and cooperation required on and from implementation to ensure an orderly separation of the new international group and the new Australia/NZ group;
  - (iii) implementation deeds poll, being the deeds poll to be entered into by Westfield Holdings Limited, Westfield Management Limited, RE1 Limited and RE2 Limited under which each of those parties covenants in favour of Westfield Group security holders (in the case of RE1 Limited and RE2 Limited) and Westfield Retail Trust Group security holders (in the case of Westfield Management Limited and Westfield Holdings Limited) to perform its obligations under the implementation arrangements; and
  - (iv) LABS agreement, being the agreement between the new Australia/NZ group and the new international group with respect to the activities of Westfield Labs Corporation.

# Termination events

---

The Implementation Deed permits termination by a party in certain circumstances, including if a party receives a superior proposal, an insolvency event occurs in relation to the other party or in the event that a condition precedent is not satisfied. In addition, either party may terminate the Implementation Deed in circumstances where it determines in good faith that the implementation of the proposal is no longer in the best interests of its securityholders.

For personal use only