

6 March 2017



Westfield Corporation

Level 29
85 Castlereagh Street
Sydney NSW 2000
GPO Box 4004
Sydney NSW 2001
Australia

Telephone 02 9273 2000

Facsimile 02 9358 7241

Internet www.westfieldcorp.com

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

Dear Sir/Madam

**WESTFIELD CORPORATION (ASX: WFD)
NOTICE OF MEETING AND PROXY FORM**

Attached are the following documents:

1. Notice of Meeting and Explanatory Notes for the Annual General Meeting (**AGM**) of Westfield Corporation Limited to be held on Friday 7 April 2017, commencing at 10:00 am; and
2. Proxy form for the AGM.

The Notice of Meeting and Explanatory Notes for the AGM, together with the proxy form will shortly be despatched to securityholders. The documents can also be accessed at www.westfieldcorp.com.

Yours faithfully

WESTFIELD CORPORATION

A handwritten signature in blue ink, consisting of a stylized 'S' followed by a horizontal line and a small dot.

**Simon Tuxen
Company Secretary**

Encl.



WESTFIELD CORPORATION LIMITED

ANNUAL GENERAL MEETING

Notice of Meeting & Explanatory Notes

to be held at

Wesley Conference Centre,
Lower Ground, 220 Pitt Street, Sydney

on Friday, 7 April 2017, commencing at 10:00 am (Sydney time)



Westfield Corporation Limited

ABN 12 166 995 197

Level 29

85 Castlereagh Street

Sydney NSW 2000

GPO Box 4004

Sydney NSW 2001

Australia

www.westfieldcorp.com

6 March 2017

Dear Securityholder

Invitation to Westfield Corporation Limited Annual General Meeting

On behalf of the Board of Directors, it is with great pleasure that I invite you to attend the 2017 Annual General Meeting (**AGM**) of Westfield Corporation Limited. Enclosed is your notice of meeting.

The business of the meeting is to consider the 2016 financial statements and reports, the remuneration report and the election of Directors.

Board renewal is a central component of Westfield's overall governance program. The Board is committed to ensuring that its membership continues to draw on executive and non-executive directors with exceptional track records and reputations at the highest level of business and commerce generally.

In November 2016, Mr Jeffrey Goldstein and Ms Dawn Ostroff were appointed as Directors. Both Directors will stand for election at the AGM. The skills, qualifications and experience that both Directors bring to the Board are set out in the explanatory notes to the notice of meeting

The AGM will be held on Friday 7, April 2017 at the Wesley Conference Centre, Lower Ground, 220 Pitt Street, Sydney commencing at 10:00 am. Registration for the meeting will commence at 9:00 am.

This is an important event in Westfield's corporate calendar and forms a key part of the Group's overall approach to governance. The AGM is an opportunity for securityholders to meet Directors and the Group's senior management team, ask questions and vote on items of business.

The meeting will be webcast live on Westfield's website at www.westfieldcorp.com and will also be archived on this site for later viewing.

A proxy form is enclosed. If you are unable to attend the meeting, I encourage you to appoint a proxy by completing and returning the proxy form to Computershare Investor Services Pty Limited either by mailing the proxy form using the enclosed reply paid envelope or sending the form by fax to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555. Alternatively, you may lodge your proxy online at www.westfieldcorp.com. To be valid, proxies must be received no later than 10.00 am on Wednesday, 5 April 2017.

Yours sincerely

Frank Lowy AC
Chairman

Notice is hereby given that the Annual General Meeting (**AGM**) of securityholders of Westfield Corporation Limited (**Company**) will be held at Wesley Conference Centre Lower Ground, 220 Pitt Street, Sydney on Friday, 7 April 2017 commencing at 10:00 am (Sydney time).

Additional information concerning the proposed resolutions to be placed before the meeting is contained in the explanatory notes which accompany and form part of this notice of meeting.

The business to be considered at the meeting is as follows:

Westfield Corporation Limited Financial Statements and Reports

1. To discuss the Company's financial statements and reports for the year ended 31 December 2016.

Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary advisory resolution of the Company:

2. **THAT** the Company's Remuneration Report for the financial year ended 31 December 2016 be adopted.

Election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

3. **THAT** Mr Brian Schwartz being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.
4. **THAT** Mr Roy Furman being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.
5. **THAT** Mr Mark R Johnson being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.
6. **THAT** Mr Steven Lowy being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.
7. **THAT** Mr Jeffrey Goldstein being a Director who was appointed by the Directors during the year and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, is elected as a Director of the Company.
8. **THAT** Ms Dawn Ostroff being a Director who was appointed by the Directors during the year and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers herself for election, is elected as a Director of the Company.

Voting Exclusion Statement

Resolution 2 – Remuneration Report

No member of the key management personnel of the Company's consolidated group (**Group**) whose remuneration details are included in the Remuneration Report (or a closely related party of such member) (together, Excluded Persons) may vote on item 2, and the Company will disregard votes cast by or on behalf of such persons, unless the vote is cast:

- (a) by an Excluded Person as proxy for a person entitled to vote on the resolution in accordance with their direction on the proxy form; or
- (b) by the Chairman of the meeting as proxy for a person entitled to vote on the resolution, where the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of the key management personnel of the Group.

If the Chairman is your proxy or is appointed as your proxy by default, and you do not direct the Chairman how to vote on item 2 on your proxy form, you will be expressly providing such authority. The Chairman intends to vote undirected proxies in favour of item 2.

Entitlement to Attend and Vote at the Meeting

Only registered holders of Westfield Corporation stapled securities as at 7:00 pm (Sydney time) Wednesday, 5 April 2017 will be eligible to attend and vote at the meeting.

Asking Questions at the Meeting

We welcome securityholders' questions at the meeting. However, in the interests of all present at the meeting, we request that securityholders confine their questions to matters before the meeting that are relevant to securityholders as a whole.

A securityholder entitled to vote at the meeting may submit a written question to the auditor if the question is relevant to:

- (i) the content of the auditor's report to be considered at the AGM; or
- (ii) the conduct of the audit of the annual financial report to be considered at the AGM.

The question may be submitted by providing it to the Company no later than 5:00 pm (Sydney time) on 31 March 2017.

Proxies

If you are unable to attend the meeting in person, you are encouraged to complete and return the proxy form which accompanies this notice of meeting.

- A securityholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for the securityholder at the meeting.
- If a securityholder is entitled to two or more votes, they may appoint two proxies and each proxy must be appointed to represent a specified proportion of the securityholder's voting rights. If you appoint two proxies and do not specify the proportion of the number of votes each proxy may exercise, each of the proxies may exercise half of your votes. If you wish to appoint a second proxy, write on your proxy form the names of both proxies and the proportion of votes allocated to each in accordance with the instructions on your proxy form.
- A proxy need not be a securityholder and may be an individual or a body corporate.
- If you appoint a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.
- A corporate securityholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act 2001 (Cth) (**Corporations Act**). Where the proxy form is signed by a duly authorised person or persons of a corporate securityholder, such authorisation must have been sighted by Westfield's Share Registrar, Computershare Investor Services Pty Limited.

Lodgement of proxies

To be valid, the proxy form and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be received no later than 10:00 am (Sydney time) on Wednesday, 5 April 2017 (**Proxy Deadline**). Proxy forms received after this time will be invalid.

Proxy forms may be lodged using any of the following methods:

Online proxy

You may submit your proxy online at www.westfieldcorp.com. You will need your Security Holder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and your allocated Control Number as shown on your proxy form.

You will be taken to have signed the proxy form if you lodge in accordance with the instructions on the website. A proxy cannot be appointed electronically if they are appointed under a power of attorney or similar authority. The online proxy facility may not be suitable for securityholders wishing to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

Custodians and other intermediaries may submit their proxy online by visiting www.intermediaryonline.com (subscribers only).

Proxy delivery

In addition to online proxy submissions, proxies may be given by post, fax or delivery. A proxy form and a reply paid envelope are enclosed.

A completed proxy form and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be received by the Proxy Deadline by one of the following means: posted to Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001; hand delivered to Computershare Investor Services Pty Limited at Level 4, 60 Carrington Street Sydney NSW 2000; or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Proxy forms may also be hand delivered to Westfield Corporation Level 29, 85 Castlereagh Street Sydney NSW 2000 or by facsimile to + 61 2 9358 7077.

Undirected proxies

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the resolutions in items 2 to 8.

Corporate Representative

If your holding is registered in a company name, a corporate securityholder may appoint a person to act as its representative to attend the meeting by providing that person with the appropriate "Certificate Appointment of Corporate Representative" (available from the Share Registrar or www.investorcentre.com).

The above evidence of appointment must be produced prior to the commencement of the AGM.

Annual Reports

The Annual Financial Report of Westfield Corporation Limited may be accessed at www.westfieldcorp.com.

Voting by poll

Voting on all resolutions at the AGM will be conducted by poll. Further details of the poll will be provided at the AGM.

By Order of the Board of Westfield Corporation Limited



Simon Tuxen

Company Secretary

Sydney, 6 March 2017

EXPLANATORY NOTES

Item 1

Financial Statements and Reports

As required under section 317 of the Corporations Act, the financial statements, Directors' Report and Auditor's Report of the Company and the consolidated entity for the financial year ended 31 December 2016 will be placed before the AGM. Securityholders will be provided with the opportunity to ask questions about the financial statements and reports.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the AGM.

Item 2

Remuneration Report

The Directors' Report includes a section called the Remuneration Report. The Remuneration Report for the period ended 31 December 2016 is set out in Westfield's 2016 Annual Financial Report and is available at www.westfieldcorp.com

The Remuneration Report sets out the Group's remuneration policy and the remuneration arrangements in place for Directors and certain senior executives whose remuneration arrangements are required by law to be disclosed.

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of securityholders at the Company's AGM. Under the Corporations Act, the vote is advisory only, and does not bind the Directors or the Company. As outlined in the Voting Exclusion Statement in the notice of meeting, the Group's key management personnel (including Directors) are not permitted to vote on this resolution except in the circumstances described in the Voting Exclusion Statement.

The Board recommends that you vote in favour of adopting the Remuneration Report.

Election of Directors

The Company's constitution and the ASX Listing Rules provide for the rotational retirement and re-election of Directors. A Director must not hold office (without re-election) past the third AGM following the Director's appointment or 3 years, whichever is longer. This requirement applies from the date of listing of an entity being, in the case of the Company, 25 June 2014.

Directors appointed by the Board as additional Directors or to fill a casual vacancy hold office until the conclusion of the next AGM, but are eligible for election at that AGM.

The Board undertakes an annual review of its performance. The Board considers the results of this review in determining its endorsement of the Directors standing for election or re-election at the AGM.

Westfield also undertakes appropriate background and reference checks before a new candidate is recommended to the Board for appointment. These include checks as to the person's experience, educational qualifications, character, criminal record and bankruptcy history. Such checks were undertaken in relation to Jeffrey Goldstein and Dawn Ostroff prior to their appointment to the Board in November 2016.

The Board recommends (with each Director standing, abstaining in relation to their own nomination) that you vote in favour of all Directors standing for election or re-election.

Item 3



Age 64

Re-election of Brian Schwartz

Brian Schwartz is an independent non-executive Director and Deputy Chairman of Westfield Corporation and was appointed to the Board of the Company on 8 April 2014.

Mr Schwartz is the non-executive Chairman of Scentre Group. Mr Schwartz is Chairman of the Westfield Corporation's Audit and Risk Committee and Nomination Committee and is the lead independent Director. In a career with Ernst & Young Australia spanning more than 25 years, he rose to the positions of Chairman (1996 – 1998) and then CEO of the firm from 1998 to 2004. From 2005 to 2009, Mr Schwartz was the CEO of Investec Bank (Australia) Limited. He is a fellow of the Australian Institute of Company Directors and the Institute of Chartered Accountants. Mr Schwartz was previously a director of Brambles Limited and Chairman of Insurance Australia Group Limited and Deputy Chairman of Football Federation Australia Limited.

The Board considers that Brian Schwartz is an independent Director.

Item 4



Age 77

Re-election of Roy Furman

Roy Furman is an independent non-executive Director of Westfield Corporation and was appointed to the Board of the Company on 8 April 2014.

Mr Furman holds a degree in law from Harvard Law School. Mr Furman is based in the US and is Vice-Chairman of Jefferies LLC and Chairman of Jefferies Capital Partners, a group of private equity funds. In 1973 he co-founded Furman Selz – an international investment banking, institutional brokerage and money management firm and was its CEO until 1997. Mr Furman is a member of the Westfield Corporation Human Resources Committee and Nomination Committee.

The Board considers that Roy Furman is an independent Director.

Item 5



Age 76

Re-election of Mark R Johnson

Mark R Johnson is an independent non-executive Director of Westfield Corporation and was appointed to the Board of the Company on 8 April 2014.

Mr Johnson holds a degree in law from the University of Melbourne and a Masters of Business Administration from Harvard University. Mr Johnson is a senior advisor for Gresham Partners in Sydney, advisor in Australia to Bank of Tokyo Mitsubishi UFJ and Chairman of Dateline Resources Limited and Alinta Energy. He is Chairman of the Advisory Board of the Australian APEC Study Centre at RMIT University, Chairman of the ASIC External Advisory Panel and a Life Governor of the Victor Chang Cardiac Research Institute. He previously held senior roles in Macquarie Bank before retiring as Deputy Chairman in July 2007 and his former directorships include Pioneer International, AGL Energy and the Sydney Futures Exchange. Mr Johnson is Chairman of the Westfield Corporation Human Resources Committee and a member of the Nomination Committee.

The Board considers that Mark Johnson is an independent Director.

Item 6



Age 54

Re-election of Steven Lowy

Steven Lowy is an executive Director of Westfield Corporation and currently serves as Co-Chief Executive Officer. He was appointed to the Board of the Company on 28 November 2013.

Mr Lowy holds a Bachelor of Commerce (Honours) from the University of NSW. Prior to joining Westfield in 1987, Mr Lowy worked in investment banking in the US. He is Chairman of Football Federation Australia Limited and a non-executive Director of Scentre Group and the Lowy Institute for International Policy. Mr Lowy's previous appointments include President of the Board of Trustees of the Art Gallery of New South Wales, Chairman of the Victor Chang Cardiac Research Institute and Presiding Officer of the NSW Police Force Associate Degree in Policing Practice Board of Management. Prior to the establishment of Westfield Corporation, Mr Lowy was the Joint Managing Director of the Westfield Group from 1997.

Item 7



Age 61

Election of Jeffrey Goldstein

Jeffrey Goldstein was appointed to the Board of the Company on 28 November 2016 as a non-executive Director of Westfield Corporation.

Mr Goldstein holds a Ph.D., M.Phil and M.A. in Economics from Yale University, a B.A. in Economics from Vassar College and also attended the London School of Economics. He is a Senior Advisor of Hellman & Friedman LLC, a private equity investment firm where he previously served as a Managing Director. Mr. Goldstein served as the Under Secretary of the Treasury for Domestic Finance and Counselor to the Secretary of the Treasury in the United States. He also served as the Managing Director and Chief Financial Officer of the World Bank and was Co-Chairman of BT Wolfensohn and a partner at predecessor firms and a member of the Bankers Trust Company Management Committee. Mr. Goldstein taught Economics at Princeton University and worked at the Brookings Institution. He currently serves on the Board of Bank of New York Mellon Corporation as well as Edelman Financial and Vassar College. He previously served on the Boards of LPL Financial, AlixPartners and Arch Capital. Mr. Goldstein is also a member of the Council on Foreign Relations.

The Board considers that Jeffrey Goldstein is an independent Director.

Item 8



Age 56

Election of Dawn Ostroff

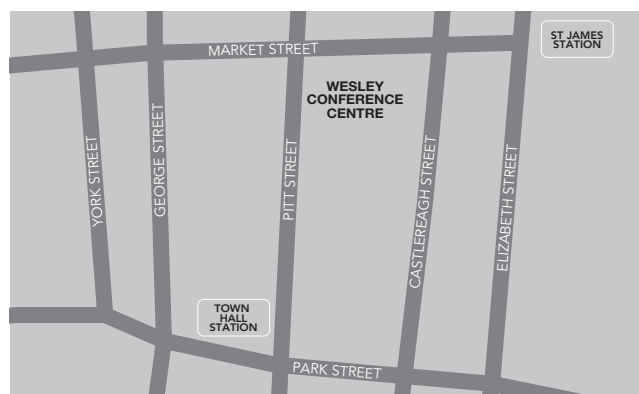
Dawn Ostroff was appointed to the Board of the Company on 28 November 2016 as a non-executive Director of Westfield Corporation.

Ms Ostroff holds a Bachelor of Science in Journalism from Florida International University. In 2011 Ms Ostroff was appointed president of Condé Nast Entertainment (CNÉ), an award-winning next generation studio producing projects across film, television, premium digital video and virtual reality. In 2006 she launched and led the CW broadcast network, a joint venture of CBS and Warner Bros. From 2002 to 2006, Ms Ostroff served as president of UPN Network, where she oversaw all areas of the network's business—programming, digital, branding, marketing, sales, finance, research, legal and publicity. Ms Ostroff was formerly an executive vice president of entertainment at Lifetime Television, and held senior roles at 20th Century Fox Television, Michael Jacobs Productions (at Disney) and the Kushner-Locke Company. She began her career working at several local channels in news as an on-air reporter and a producer.

The Board considers that Dawn Ostroff is an independent Director.

Directions to the Meeting

The Wesley Conference Centre is centrally located at Lower Ground, 220 Pitt Street, Sydney and is within easy walking distance of Town Hall, train stations and bus stops.





Westfield Corporation Limited ABN 12 166 995 197
Westfield America Management Limited ABN 66 072 780 619 AFS Licence 230324
as responsible entity of Westfield America Trust ABN 27 374 714 905 ARSN 092 058 449
and WFD Trust ABN 50 598 857 938 ARSN 168 765 875

Lodge your vote:

  **Online:**
www.westfieldcorp.com

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:
Share Registry
Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10.00 am (Sydney time) on Wednesday, 5 April 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Lodgement of a Proxy

The proxy form may be lodged with Computershare (details above). A reply paid envelope is included with the Notice of Meeting and this Proxy Form.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Westfield Corporation Limited (the "Company") hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at Wesley Conference Centre, Lower Ground, 220 Pitt Street, Sydney NSW 2000 on Friday, 7 April 2017 at 10.00 am (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is your proxy (or becomes your proxy by default) you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	That the Company's Remuneration Report for the financial year ended 31 December 2016 be adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	That Mr Brian Schwartz is re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	That Mr Roy Furman is re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	That Mr Mark R Johnson is re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	That Mr Steven Lowy is re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	That Mr Jeffrey Goldstein is elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	That Ms Dawn Ostroff is elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /