



Westfield Corporation

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

Telephone 02 9273 2000

Facsimile 02 9357 7131

Internet www.westfieldcorp.com

12 April 2018

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 Thursday, 24 May 2018 commencing at the later of 11:30am and the conclusion of the meetings convened to consider the Unibail-Rodamco Transaction and the OneMarket Demerger; 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.

Mr Donald Kingsborough has informed the Board of Westfield Corporation that he does not intend to seek re-election as a Director at the Group's AGM to be held on 24 May 2018. Mr Kingsborough will retire at the conclusion of that meeting.

Yours faithfully

WESTFIELD CORPORATION

**Simon Tuxen
Company Secretary**

Encl.



WESTFIELD CORPORATION LIMITED

ANNUAL GENERAL MEETING

Notice of Meeting & Explanatory Notes

to be held at

Centennial Hall,
Sydney Town Hall
483 George Street, Sydney

on Thursday, 24 May 2018 commencing at the later of 11:30 am (Sydney time)
and the conclusion of the meetings convened to consider the Unibail-Rodamco
Transaction and the OneMarket Demerger



Westfield Corporation Limited

ABN 12 166 995 197

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85 Castlereagh Street

Sydney NSW 2000

GPO Box 4004

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www.westfieldcorp.com

12 April 2018

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 2018 Annual General Meeting (**AGM**) of Westfield Corporation Limited. Enclosed is your notice of meeting.

The business of the meeting is to consider the 2017 financial statements and reports, the remuneration report and the election of Directors.

The AGM will be held on Thursday, 24 May 2018 at Centennial Hall, Sydney Town Hall, 483 George Street, Sydney. The AGM will commence at the conclusion of the securityholder meetings that have been convened to consider:

- (a) the proposed combination of Unibail-Rodamco and Westfield (**Unibail-Rodamco Transaction**); and
- (b) the proposed distribution to Westfield securityholders in relation to the demerger of OneMarket (**OneMarket Demerger**);

but not earlier than 11:30 am (Sydney time).

Registration for the AGM will commence at 9:00 am (Sydney time).

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 purple proxy form is enclosed. If you are unable to attend the meeting, I encourage you to appoint a proxy by completing and returning the purple proxy form to Computershare Investor Services Pty Limited either by mailing the purple 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.investorvote.com.au. To be valid, proxies must be received no later than 11:30 am (Sydney time) on Tuesday 22 May 2018.

Yours sincerely

Sir Frank Lowy AC

Chairman

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of securityholders of Westfield Corporation Limited (**Company**) will be held at Centennial Hall, Sydney Town Hall, 483 George Street, Sydney on Thursday, 24 May 2018. The AGM will commence at the conclusion of the securityholder meetings that have been convened to consider:

- (a) the proposed combination of Unibail-Rodamco and Westfield (**Unibail-Rodamco Transaction**); and
- (b) the proposed distribution to Westfield securityholders in relation to the demerger of OneMarket (**OneMarket Demerger**),

but not earlier than 11:30 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 2017.

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 2017 be adopted.

Re-election of Director

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

3. **THAT** Mr Michael Gutman OBE 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.

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 purple 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 purple 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) on Tuesday, 22 May 2018 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 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 17 May 2018.

How to Vote

If you are eligible to vote, you can vote in either of two ways:

- by attending the meeting and voting in person or by attorney appointed by you to vote on your behalf, or, in the case of corporate securityholders, by corporate representative appointed by you to vote on your behalf; or
- by appointing a proxy to attend and vote at the meeting on your behalf, either by using the purple proxy form or electronically by visiting www.investorvote.com.au.

Voting by Corporations

To vote at the meeting, a corporation that is a securityholder, or who has been appointed as a proxy by a securityholder, may appoint a person to act as its representative.

Persons who are attending as a corporate representative for a corporation must bring evidence of their appointment. The appointment must comply with section 250D of the Corporations Act 2001 (Cth) (**Corporations Act**).

An authorised corporate representative will be admitted to the meeting and given a voting card upon providing, at the point of entry to the meeting, written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer.

Voting by attorney

Powers of attorney must be received by the Westfield Registry by no later than 11:30 am (Sydney time) on 22 May 2018. Persons attending the meeting as attorney should bring the original or a certified copy of the power of attorney under which they have been authorised to attend the meeting and vote on the resolutions.

Voting by proxy

If you are eligible to vote and do not plan to attend the meeting in person, you are encouraged to complete and return the purple 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 purple proxy form the names of both proxies and the proportion of votes allocated to each in accordance with the instructions on your purple 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 purple proxy form in accordance with the Corporations Act or otherwise in accordance with the instructions set out in the proxy form. Where the purple 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

The form appointing the proxy must be received by Computershare Investor Services Pty Limited by no later than 11:30 am (Sydney time) on 22 May 2018. You may appoint your proxy using any of the following methods:

- by lodging a proxy online at www.investorvote.com.au;
- by mailing the enclosed purple proxy form to C/- Computershare Investor Services Pty Limited, GPO Box 1282 Melbourne, Victoria 3001 Australia using the reply paid envelope provided;
- by mobile, by scanning the QR code on the enclosed purple proxy form and following the prompts;
- for custodians, by visiting www.intermediaryonline.com to submit your voting intentions (for Intermediary Online subscribers only);
- by hand delivering the enclosed purple proxy form to Computershare Investor Services Pty Limited at Level 4, 60 Carrington Street, Sydney NSW 2000 Australia; or
- by faxing the enclosed purple proxy form to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Purple proxy forms may also be hand delivered to Westfield Corporation Level 29, 85 Castlereagh Street Sydney NSW 2000 or by facsimile to +61 2 9357 7131.

If an attorney signs the purple proxy form on your behalf, the authority or a certified copy of the authority under which that proxy form was signed must be received by Computershare Investor Services Pty Limited at the same time as the purple proxy form (unless you have already provided a copy of the authority to Westfield).

Undirected proxies

The Chairman of the meeting intends to vote undirected proxies in favour of each of the resolutions in items 2 and 3.

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, 12 April 2018

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 2017 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 2017 is set out in Westfield's 2017 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) and their closely related parties 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.

Item 3

Re-election of Director

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 last election, or 3 years, whichever is longer.

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.



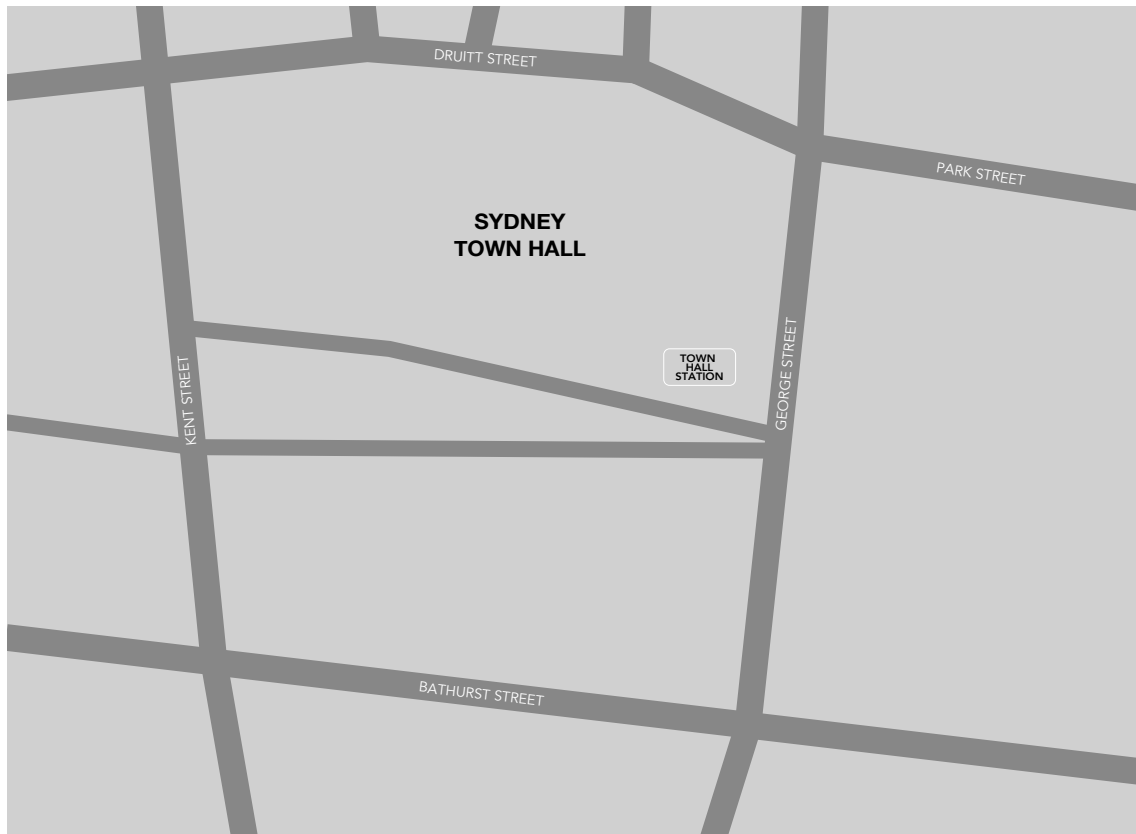
Age 62

Re-election of Michael Gutman OBE

Michael Gutman is an Executive Director of Westfield Corporation and currently serves as President and Chief Operating Officer, responsible for operations and projects in the UK and the US. He was appointed to the Board on 28 August 2014.

Prior to the establishment of Westfield, Mr Gutman was the Managing Director, UK/Europe and New Markets. He joined Westfield as an executive in 1993. Under his leadership, Westfield's UK/Europe business successfully developed Westfield London and Stratford City, two of the largest urban shopping centres in the UK/Europe, and acquired flagship development opportunities at Croydon in South London and Milan in Italy.

The Board recommends (with Mr Gutman abstaining) that you vote in favour of Mr Gutman's re-election as a Director.





Westfield Corporation Limited ABN 12 166 995 197

Lodge your proxy:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 1282 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 132 211
(outside Australia) +61 3 9415 4070

Proxy Form - Annual General Meeting



Lodge your proxy online or view the Notice of Meeting and 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 lodge your proxy.

Your access information that you will need to lodge your proxy:

Control Number:

SRN/HIN:

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 11.30am (Sydney time) on Tuesday, 22 May 2018

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 Westfield Corporation Limited.

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 Proxy 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 must 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 Annual General Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meetings 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 LODGE YOUR PROXY,
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 ("Company") hereby appoint

☐ the Chairman of
the Annual General
Meeting

OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Annual General 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 Annual General 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 Westfield Corporation Limited to be held at Centennial Hall, Sydney Town Hall, 483 George Street, Sydney NSW 2000 on Thursday, 24 May 2018 at the later of 11.30am (Sydney time) and the conclusion of the meetings convened to consider the Unibail-Rodamco Transaction and the OneMarket Demerger, and at any adjournment or postponement of that Annual General Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Annual General 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 Annual General 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 2017 be adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 That Mr Michael Gutman OBE is re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Annual General 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 / /