

# Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Westfield Group  
ACN/ARSN 001 871 496 (Westfield Holdings Ltd)  
090 849 746 (Westfield Trust)  
092 058 449 (Westfield America Trust)

### 1. Details of substantial holder

Name **Barclays Group ("Barclays")**  
ABN **33 001 804 566** (Barclays Global Investors Australia Limited)

The holder became a substantial holder on 4 November 2004

### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
Ordinary	85,040,070	85,040,070	5.06%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Barclays	Fund Manager – see Annexure A	85,040,070 ordinary

### 4. Details of present registered holders

The persons registered as holder of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Class and number of securities
Barclays	JP Morgan & other custodians – see Annexure A	85,040,070 ordinary

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration Cash/Non-cash	Class and number of securities
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Barclays	Past 4 months	Avg price \$15.27	85,040,070 ordinary
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**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Barclays Global Investors Australia Limited	1/111 Harrington Street, Sydney NSW 2000

**Signature**

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 Andrew Kuo  
 Company Secretary  
 Barclays Global Investors Australia

\_\_\_\_\_  
 Date

**This is “Annexure A” of 1 page referred to in Form 603 Notice of initial substantial holder**

**Relevant interest in the Westfield Group (“WDC”) held by the Barclays Group (“Barclays”).**

The list of Barclays entities and their respective holdings are as follows:

ASX CODE	STOCK NAME	HOLDING	%	COMPANY
WDC	Westfield Group	48,875,642	2.90	Barclays Global Investors Australia Ltd
WDC	Westfield Group	451,126	0.03	Barclays Life Assurance Co Ltd
WDC	Westfield Group	2,882,167	0.17	Barclays Capital Securities Ltd
WDC	Westfield Group	1,156,916	0.07	Barclays Global Investors Japan Trust & Banking
WDC	Westfield Group	4,391,947	0.26	Barclays Global Fund Advisors
WDC	Westfield Group	16,180,602	0.96	Barclays Global Investors, N.A.
WDC	Westfield Group	10,497,159	0.63	Barclays Global Investors Ltd
WDC	Westfield Group	604,511	0.04	Barclays Global Investors Japan Ltd
		<b>85,040,070</b>	<b>5.06</b>	

The JP Morgan Chase Bank Inc. and various other custodians (Custodians) hold shares in WDC as custodian and for which Barclays is either:

- the responsible entity or trustee of pooled investment products such as registered managed investment schemes (Funds); or
- the investment manager of Portfolios held for a number of institutional investors. The institutional investors are generally superannuation funds regulated under the *Superannuation Industry Supervision Act 1993*.

The holding of shares in WDC was acquired as part of the wide portfolio of Australian shares and units acquired for the Funds and the Portfolios.

Barclays and the Custodians may hold relevant interests due to the capacity of these entities to dispose of the shares in WDC.

Each investor in a Fund owns an undivided interest in the Fund's assets, no client directly owns any asset of the Fund. The unitholding of each Fund varies from time to time as clients enter and withdraw from the Funds. The various institutional investors with portfolios delegate the management of the portfolios to Barclays.

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Andrew Kuo  
Company Secretary  
Barclays Global Investors Australia

\_\_\_\_\_  
Date