

29 May 2014

The Manager  
Company Announcements Office  
ASX Limited  
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SYDNEY NSW 2000



**Westfield Group**

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Dear Sir/Madam

**WESTFIELD GROUP (ASX:WDC)  
PROXY AND POLL RESULTS FOR SECURITYHOLDER MEETINGS OF WESTFIELD GROUP  
HELD ON 29 MAY 2014**

Attached is a table setting out the final proxy and poll results for the Westfield Group 2014 Annual General Meeting and the Meetings to consider the restructure proposal as detailed in the Westfield Group Securityholder Booklet dated 14 April 2014 (as supplemented).

All resolutions were passed.

The Group will make a further announcement regarding the results of the meeting of Westfield Retail Trust.

Yours faithfully

**WESTFIELD GROUP**

A handwritten signature in blue ink, consisting of a series of loops and a long horizontal stroke.

**Simon Tuxen  
Company Secretary**

Encl.

**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



Westfield Holdings Limited ABN 66 001 671 496

Disclosure of Proxy and Poll Results for Annual General Meeting held on Thursday, 29 May 2014

| Item                                     | Proxy Votes             |                      |                                    |           |                                            | Final Proxy and Poll Results<br>Ordinary Resolutions |                                 |                  |                     |
|------------------------------------------|-------------------------|----------------------|------------------------------------|-----------|--------------------------------------------|------------------------------------------------------|---------------------------------|------------------|---------------------|
|                                          | For                     | Against              | Open /<br>At Proxy's<br>Discretion | Abstain   | Total No. of<br>Proxy Votes<br>Exercisable | Total Votes in<br>Favour<br>(WHL)                    | Total Votes<br>Against<br>(WHL) | Abstain<br>(WHL) | Passed/<br>Defeated |
| 2<br>Remuneration Report                 | 1,290,822,554<br>94.20% | 72,791,991<br>5.31%  | 6,779,408<br>0.49%                 | 7,565,799 | 1,370,393,953                              | 1,299,183,874<br>94.56%                              | 74,756,045<br>5.44%             | 7,695,258        | Passed              |
| 3<br>Re-election of Mr Frank Lowy AC     | 1,401,783,191<br>90.68% | 137,094,490<br>8.87% | 6,961,467<br>0.45%                 | 4,850,237 | 1,545,839,148                              | 1,410,484,037<br>91.03%                              | 138,982,067<br>8.97%            | 4,897,419        | Passed              |
| 4<br>Re-election of Mr Brian Schwartz AM | 1,534,311,594<br>99.11% | 6,660,310<br>0.43%   | 7,017,964<br>0.46%                 | 2,699,517 | 1,547,989,868                              | 1,544,945,487<br>99.57%                              | 6,683,701<br>0.43%              | 2,731,717        | Passed              |
| 5<br>Re-election of Mr Steven Lowy AM    | 1,533,804,793<br>99.08% | 7,272,192<br>0.47%   | 6,989,502<br>0.45%                 | 2,622,898 | 1,548,066,487                              | 1,544,449,573<br>99.53%                              | 7,296,682<br>0.47%              | 2,627,399        | Passed              |
| 6<br>Re-election of Ms Ilana Atlas       | 1,536,804,005<br>99.27% | 4,130,748<br>0.27%   | 7,028,632<br>0.46%                 | 2,725,820 | 1,547,963,385                              | 1,547,471,081<br>99.73%                              | 4,144,642<br>0.27%              | 2,750,010        | Passed              |



Westfield Holdings Limited ABN 66 001 671 496

Disclosure of Proxy and Poll Results for Scheme Meeting held on Thursday, 29 May 2014

**Scheme Resolution**

|                                                                                  |                             |                              |
|----------------------------------------------------------------------------------|-----------------------------|------------------------------|
| Total number of votes cast                                                       | <b>For</b><br>1,513,362,283 | <b>Against</b><br>33,421,450 |
| Percentage of votes cast                                                         | 97.84%                      | 2.16%                        |
| Total number of members present and voting (in person or by proxy)               | 5,960                       | 1,068                        |
| Percentage of total number of members present and voting (in person or by proxy) | 84.80%                      | 15.20%                       |

The breakdown of the proxy and poll results are set out below

| Item                   | Proxy Votes             |                     |                                    |           |                                            | Final Proxy and Poll Results<br>Ordinary Resolution |                                 |                  |                     |
|------------------------|-------------------------|---------------------|------------------------------------|-----------|--------------------------------------------|-----------------------------------------------------|---------------------------------|------------------|---------------------|
|                        | For                     | Against             | Open /<br>At Proxy's<br>Discretion | Abstain   | Total No. of<br>Proxy Votes<br>Exercisable | Total Votes in<br>Favour<br>(WHL)                   | Total Votes<br>Against<br>(WHL) | Abstain<br>(WHL) | Passed/<br>Defeated |
| 1<br>Scheme Resolution | 1,501,346,447<br>97.28% | 33,297,936<br>2.16% | 8,549,318<br>0.56%                 | 2,697,731 | 1,543,193,701                              | 1,513,362,283<br>97.84%                             | 33,421,450<br>2.16%             | 2,746,799        | Passed              |



Westfield Holdings Limited ABN 66 001 671 496  
Westfield America Trust ARSN 092 058 449  
Westfield Trust ARSN 090 849 746

Disclosure of Proxy and Poll Results for General Meetings held on Thursday, 29 May 2014

| Item                                                                       | Proxy Votes             |                     |                                    |           |                                            | Final Proxy and Poll Results      |                                 |                  | Final Proxy and Poll Results <sup>(1)</sup> |                             |                 | Final Proxy and Poll Results <sup>(1)</sup> |                              |                  | Passed/<br>Defeated |
|----------------------------------------------------------------------------|-------------------------|---------------------|------------------------------------|-----------|--------------------------------------------|-----------------------------------|---------------------------------|------------------|---------------------------------------------|-----------------------------|-----------------|---------------------------------------------|------------------------------|------------------|---------------------|
|                                                                            | For                     | Against             | Open /<br>At Proxy's<br>Discretion | Abstain   | Total No. of<br>Proxy Votes<br>Exercisable | Total Votes in<br>Favour<br>(WHL) | Total Votes<br>Against<br>(WHL) | Abstain<br>(WHL) | Total Votes in Favour<br>(WT)               | Total Votes Against<br>(WT) | Abstain<br>(WT) | Total Votes in Favour<br>(WAT)              | Total Votes Against<br>(WAT) | Abstain<br>(WAT) |                     |
| <sup>1</sup><br>Capital Reduction Resolution (WHL)<br>Ordinary Resolution  | 1,501,390,439<br>97.34% | 32,988,523<br>2.13% | 8,124,994<br>0.53%                 | 2,539,137 | 1,542,503,956                              | 1,512,984,958<br>97.86%           | 33,021,159<br>2.14%             | 2,548,241        |                                             |                             |                 |                                             |                              |                  | Passed              |
| <sup>2</sup><br>Capital Conversion Resolution (WHL)<br>Ordinary Resolution | 1,501,243,566<br>97.33% | 33,060,298<br>2.14% | 8,142,844<br>0.53%                 | 2,596,385 | 1,542,446,708                              | 1,512,699,031<br>97.86%           | 33,106,854<br>2.14%             | 2,609,990        |                                             |                             |                 |                                             |                              |                  | Passed              |
| <sup>3</sup><br>Constitutional Amendments (WT)<br>Special Resolution       | 1,501,171,641<br>97.33% | 33,009,592<br>2.14% | 8,144,062<br>0.53%                 | 2,717,798 | 1,542,325,295                              |                                   |                                 |                  | 1,512,757,735<br>97.86%                     | 33,041,420<br>2.14%         | 2,793,821       |                                             |                              |                  | Passed              |
| <sup>4</sup><br>Constitutional Amendments (WAT)<br>Special Resolution      | 1,501,140,178<br>97.33% | 33,025,766<br>2.14% | 8,143,788<br>0.53%                 | 2,733,361 | 1,542,309,732                              |                                   |                                 |                  |                                             |                             |                 | 1,512,793,556<br>97.86%                     | 33,053,730<br>2.14%          | 2,755,312        | Passed              |
| <sup>5</sup><br>Proposal Approval (WHL, WT and WAT)<br>Ordinary Resolution | 1,501,367,385<br>97.33% | 33,044,728<br>2.14% | 8,146,330<br>0.53%                 | 2,484,650 | 1,542,558,443                              | 1,513,052,111<br>97.86%           | 33,072,592<br>2.14%             | 2,496,419        | 1,513,052,111<br>97.86%                     | 33,072,592<br>2.14%         | 2,496,419       | 1,513,052,111<br>97.86%                     | 33,072,592<br>2.14%          | 2,496,419        | Passed              |
| <sup>6</sup><br>Constitutional Amendments (WHL)<br>Special Resolution      | 1,501,139,775<br>97.33% | 33,055,120<br>2.14% | 8,155,446<br>0.53%                 | 2,692,752 | 1,542,350,341                              | 1,512,784,018<br>97.86%           | 33,081,827<br>2.14%             | 2,712,601        |                                             |                             |                 |                                             |                              |                  | Passed              |
| <sup>7</sup><br>Stapling Deed Resolution (WHL)<br>Ordinary Resolution      | 1,501,117,523<br>97.33% | 33,045,643<br>2.14% | 8,149,154<br>0.53%                 | 2,730,773 | 1,542,312,320                              | 1,512,783,480<br>97.86%           | 33,089,466<br>2.14%             | 2,745,074        |                                             |                             |                 |                                             |                              |                  | Passed              |
| <sup>8</sup><br>Name Change Resolution (WHL)<br>Special Resolution         | 1,500,971,380<br>97.31% | 33,333,924<br>2.16% | 8,168,472<br>0.53%                 | 2,569,317 | 1,542,473,776                              | 1,512,594,067<br>97.84%           | 33,418,220<br>2.16%             | 2,610,074        |                                             |                             |                 |                                             |                              |                  | Passed              |

Note (1)

In determining the number of votes cast on the resolutions of Westfield Trust or Westfield America Trust, each WDC securityholder has 1 vote for each dollar of the value of the total units they have in Westfield Trust or Westfield America Trust (as relevant). The value of the units for the relevant Trust is the proportion of the last sale price of WDC securities on the ASX on Wednesday, 28 May 2014 attributed to the units in the Trust, equal to the proportion of the last published net asset value of the Trust bears to the last published aggregate net asset value of WDC.