

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme Westfield CorporationACN/ARSN 166 995 197**1. Details of substantial holder (1)**Name Cordera Holdings Pty Ltd and its AssociatesACN/ARSN (if applicable) See Annexure AThe holder became a substantial holder on 25/06/2014**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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ord	173,728,961	173,728,961	8.36%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate 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 (7)	Class and number of securities
Annexure A		

4. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Annexure A			

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 (9)		Class and number of securities
		Cash	Non-cash	
Annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Annexure A	

7. Addresses

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

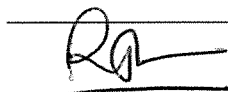
Name	Address
Perpetual Trustee Company Ltd	Level 12 Angel Place, 123 Pitt St, Sydney, NSW 2000
All Other Entities	Level 31, 85 Castlereagh St, Sydney, NSW 2000

Signature

print name **Robert Thomas**

capacity **Secretary**

sign here



date **07/07/2014**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

ANNEXURE A

Holder of Relevant Interest	ACN	Number of Securities	Class	Nature of Relevant Interest (Section 3)	Nature of Association (Section 6)	Registered Holder (If different) (Section 4)	Date of Acquisition (Section 5)	Consideration (Section 5)
Cordera Holdings Pty Ltd	000 699 249	145,835,168	Ord	Beneficial Owner	Entity controlled by Lowy Family		25-Jun-14	N/A - Corporate Action
Frank P Lowy	N/A	14,107,391	Ord	Beneficial Owner	Director and Lowy Family Member		25-Jun-14	N/A - Corporate Action
Lowy Foundation Pty Ltd	128 090 308	5,086,016	Ord	Power to control the exercise of a right to vote and/or the power to dispose of securities as trustee	Entity controlled by Lowy Family		25-Jun-14	N/A - Corporate Action
David Lowy	N/A	3,377,137	Ord	Beneficial Owner	Director and Lowy Family Member		25-Jun-14	N/A - Corporate Action
Steven Lowy	N/A	2,817,181	Ord	Beneficial Owner	Director and Lowy Family Member		25-Jun-14	N/A - Corporate Action
Perpetual Trustee Company Ltd <HHH Superannuation Fund A/C>	008 416 831	2,503,722	Ord	Frank Lowy, David Lowy, Peter Lowy and Steven Lowy have a beneficial interest	Frank Lowy, David Lowy, Peter Lowy and Steven Lowy have a beneficial interest	Bond Street Custodians Ltd	25-Jun-14	N/A - Corporate Action
Noah Lowy	N/A	1,195	Ord	Beneficial Owner	Lowy Family Member		25-Jun-14	N/A - Corporate Action
Steven Lowy <Joshua Lowy A/C>	N/A	608	Ord	Power to control the exercise of a right to vote and/or the power to dispose of securities as trustee	Lowy Family Member		25-Jun-14	N/A - Corporate Action
Peter Lowy <Benjamin Lowy A/C>	N/A	543	Ord	Power to control the exercise of a right to vote and/or the power to dispose of securities as trustee	Lowy Family Member		25-Jun-14	N/A - Corporate Action
Total		173,728,961						