

Information Form and Checklist

(ASX Listing)

Name of entity

ABN/ARBN/ARSN

Westfield Corporation Limited

ABN 12 166 995 197

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

Please complete each applicable item. If an item is not applicable, please state so.

Note: the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.

Terms used in this Information Form and Checklist have the same meaning as in the ASX listing rules.

Part 1 – Key Information

All entities – corporate details

Place of incorporation or establishment	Victoria
Date of incorporation or establishment	28 November 2013
Legislation under which incorporated or established	Corporations Act 2001 (Cth)
Address of registered office in place of incorporation or establishment	Level 30 85 Castlereagh Street Sydney NSW 2000 AUSTRALIA
Main business activity	Property management and development
Other exchanges on which the entity is listed	N/A
Street address of principal administrative office	Level 30 85 Castlereagh Street Sydney NSW 2000 AUSTRALIA
Postal address of principal administrative office	Level 30 85 Castlereagh Street Sydney NSW 2000 AUSTRALIA
Telephone number of principal administrative office	+61 2 9358 7000
E-mail address for investor enquiries	investor@westfieldcorp.com

Website URL	www.westfieldcorp.com
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All entities – management details¹

Full name and title of CEO/managing director	Peter Simon Lowy – Co- Chief Executive Officer and Chief Financial Officer Steven Mark Lowy – Co-Chief Executive Officer
Full name and title of chairperson of directors	Frank Lowy – Chairman
Full names of all existing directors	Frank Lowy Brian Martin Schwartz Peter Simon Lowy Steven Mark Lowy Ilana Rachel Atlas Roy Lance Furman Peter Henry Goldsmith Mark Graham Johnson Mark Roderick Granger Johnson John McFarlane Judith Sloan
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of company secretary	Simon Julian Tuxen – General Counsel and Company Secretary

All entities – ASX contact details²

Full name and title of ASX contact(s)	Simon Julian Tuxen – General Counsel and Company Secretary
Business address of ASX contact(s)	Level 29 85 Castlereagh Street Sydney NSW 2000 AUSTRALIA
Business phone number of ASX contact(s)	+61 2 9358 7707
Mobile phone number of ASX contact(s)	+61 419 400 713
Email address of ASX contact(s)	STuxen@au.westfield.com

¹ If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

² Under Listing Rule 1.1 condition 12, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

All entities – auditor details³

Full name of auditor	Ernst & Young
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All entities – registry details⁴

Name of securities registry	Computershare Investor Services Pty Ltd
Address of securities registry	Level 4 60 Carrington Street Sydney, NSW 2000 AUSTRALIA
Phone number of securities registry	+61 2 8234 5000
Fax number of securities registry	+61 2 8234 5050
Email address of securities registry	web.queries@computershare.com.au
Type of subregisters the entity will operate ⁵	CHESS and issuer sponsored sub-register

All entities – key dates

Annual balance date	31 December
Month in which annual meeting is usually held (or intended to be held) ⁶	May
Months in which dividends or distributions are usually paid (or are intended to be paid)	February and August

Trusts – additional details

Name of responsible entity	N/A
Duration of appointment of directors of responsible entity	N/A
Full names of the members of the compliance committee (if any)	N/A

³ If the applicant's auditor is not from a well-known firm, ASX will generally require the applicant to provide information about the qualifications and experience of the auditor for release to the market before quotation commences.

⁴ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

⁵ For example, CHESS and certificated subregisters.

⁶ May not be applicable to some trusts.

Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	N/A
If the entity has or intends to have a certificated subregister for quoted securities, the location of Australian security registers	N/A
Address of registered office in Australia (if any)	N/A

Part 2 – Checklist Confirming Compliance with Admission Requirements

Note: it will assist ASX and speed up its review of the application if the various documents referred to in this checklist (other than the 25 copies of the applicant's Prospectus, Product Disclosure Statement or Information Memorandum referred to in item 4) were provided in a folder separated by numbered tabs.

All entities – key supporting documents

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

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| <p>1. ☒ Copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)</p> | <p>See Annexure A</p> |
| <p>2. ☒ Copy of the entity's constitution in accordance with listing rule 1.1 condition 1A</p> | <p>See Annexure B</p> |
| <p>3. ☒ Either:
 (a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or
 (b) a completed checklist that the constitution complies with the listing rules,⁷ in accordance with listing rule 1.1 condition 2</p> | <p>Section 1.7 of the Constitution includes the provisions of Appendix 15A (See Annexure B)</p> |
| <p>4. ☒ An electronic version and 25 copies of the Prospectus, Product Disclosure Statement or Information Memorandum being lodged with ASX in accordance with listing rule 1.1 condition 3</p> | <p>10 copies of the Westfield Corporation Limited ("WCL") Information Memorandum (including the Westfield Group Securityholder Booklet to which it refers ("Securityholder Booklet")) have been provided with this application.</p> |
| <p>5. ☒ If the entity's corporate governance statement is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement in accordance with listing rule 1.1 condition 13</p> | <p>See Section 7.9 ("Corporate Governance") of the Securityholder Booklet</p> |

⁷ An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX's website.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

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| 6. | ☒ If the entity will be included in the S & P All Ordinaries Index on admission to the official list, ⁸ confirmation that it will have an audit committee in accordance with listing rule 1.1 condition 13 | WCL will have an Audit and Risk Committee. See Section 7.9 ("Corporate Governance") of the Securityholder Booklet. |
| 7. | ☒ If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ⁹ confirmation that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition, operation and responsibility of the audit committee in accordance with listing rule 1.1 condition 13 | <p>WCL will comply with listing rule 1.1 – condition 13.</p> <p>The Audit and Risk Committee will initially comprise three non-executive, independent directors (Brian Schwartz, Mark G Johnson and Judith Sloan), and will be chaired by an independent chair who is not a chair of the Board (Brian Schwartz).</p> |
| 8. | ☒ Original executed agreement with ASX that documents may be given to ASX and authenticated electronically in accordance with listing rule 1.1 condition 14 ¹⁰ | See Annexure C |
| 9. | ☒ If the entity's trading policy is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's trading policy in accordance with listing rule 1.1 condition 15 | See Annexure D |
| 10. | ☒ If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ¹¹ confirmation that it will have a remuneration committee comprised solely of non-executive directors in accordance with listing rule 1.1 condition 16 | <p>WCL will have a remuneration committee (to be known as the "Human Resources Committee"), which is comprised solely of non-executive directors (Mark R Johnson, Roy Furman and Ilana Atlas) in accordance with listing rule 1.1 condition 16.</p> <p>See Section 7.9 ("Corporate Governance") of Securityholder Booklet.</p> |
| 11. | ☐ For each director or proposed director, ¹² a list of the countries in which they have resided over the past 10 years | <p>N/A. The directors of WCL will initially comprise persons who are existing directors of Westfield Group. No such director has been appointed in the last 12 months other than pursuant to an election of security holders.</p> <p>As confirmed by ASX, in these circumstances, the documentation and checks at items 12 to 16 are not required.</p> |

⁸ If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

⁹ If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

¹⁰ An electronic copy of the ASX *Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

¹¹ If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

¹² If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

12.	☐	For each director or proposed director ¹³ who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old ¹⁴	N/A
13.	☐	For each director or proposed director¹⁵ who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 12 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of: (a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or (b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced), or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved¹⁶	N/A
14.	☐	For each director or proposed director ¹⁷ who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index which is not more than 12 months old ¹⁸	N/A

¹³ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁴ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

¹⁵ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁶ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

¹⁷ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁸ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

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| 15. | ☐ | For each director or proposed director ¹⁹ who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 14 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved ²⁰ | N/A |
| 16. | ☐ | <p>A statutory declaration from each director or proposed director²¹ confirming that:</p> <ul style="list-style-type: none"> (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity; (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and (e) the director is not aware of any pending or | N/A |

¹⁹ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

²⁰ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

²¹ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,
or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved²²

17. ☒ A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)

See Annexure E

18. ☒ Payment for the initial listing fee (including GST).
Payment can be made via electronic funds transfer or cheque made payable to ASX Operations Pty Ltd. Contact ASX Listings Compliance for EFT details. Refer to ASX Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator:
<http://www.asx.com.au/professionals/cost-listing.htm>

Payment of the initial listing fee will be made separately.

All entities – capital structure

19. ☒ A table showing the existing and proposed capital structure of the entity, broken down as follows:
(a) the number and class of each equity security and each debt security currently on issue; and
(b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
(c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.
Note: This applies whether the securities are quoted or not.

See Annexure F

20. ☒ For each class of securities referred to in the table mentioned in item 19, the terms applicable to those securities
Note: This applies whether the securities are quoted or not.
For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).
For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates
For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

All WCL shares on issue at Listing will be ordinary and fully paid, and stapled to a unit in Westfield America Trust and a unit in WFD Trust. See sections 17, section 10 and Schedule 1 of the Constitution for associated dividend, voting and conversion rights (Annexure B).

21. ☒ Confirmation that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (listing rule 2.1 condition 2)

Confirmed.

²² This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

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| 22. | ☐ | If the entity has or proposes to have any options on issue, confirmation that the exercise price for each underlying security is at least 20 cents in cash (listing rule 1.1 condition 11) | N/A |
| 23. | ☐ | If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities | N/A |
| 24. | ☐ | Details of any rights granted to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 19), to participate in an issue of the entity's securities
Note: This applies whether the securities are quoted or not. | N/A |
| 25. | ☐ | If the entity has any partly paid securities and it is not a no liability company, the entity's call program setting out the date and amount of each proposed call and whether it allows for any extension for payment of a call | N/A |
| 26. | ☒ | The terms of any employee incentive scheme | See terms of employee incentive plans set out in Section 7.10 ("Employment arrangements and remuneration") of the Securityholder Booklet. |
| 27. | ☐ | The terms of any dividend or distribution plan | No dividend plan is currently in place. Following implementation of the proposal described in the Securityholder booklet (" Proposal "), the Westfield Corporation Board will determine, in its absolute discretion, whether or not to implement a dividend or re-investment plan. |
| 28. | ☒ | Details of all issues of securities (in all classes) in the last 5 years. Indicate clearly any issues for consideration other than cash | <p>WCL was incorporated on 28 November 2013.</p> <p>On 28 November 2013, WCL issued 100 ordinary, fully paid, ordinary shares to Westfield Holdings Limited at a price of A\$1.00 per share.</p> <p>On 10 April 2014, WCL issued a further 2,078,089,586 fully paid, ordinary shares to Westfield Holdings Limited at a price of A\$0.4456 per share.</p> |
| 29. | ☐ | A copy of every Prospectus, Product Disclosure Statement or Information Memorandum issued in connection with any issue of securities (in all classes) in the last 5 years. | N/A |
| 30. | ☐ | A copy of any court order in relation to a reorganisation of the entity's capital in the last 5 years | N/A |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

All entities – other information

31. ☒ A brief history of the entity

Westfield has been a public listed entity for 50 years, beginning with the float of Westfield Development Corporation Limited in 1960, and continued with the establishment of Westfield Property Trust in 1979 (relaunched as Westfield Trust in 1982) and Westfield America Trust in 1996. Westfield Group was formed by the merger in 2004 of Westfield Holdings Limited, Westfield Trust and Westfield America Trust. In 2010, Westfield Retail Trust was created as a separately listed group, with a focus on investment in Australian and New Zealand retail property.

Under the Proposal, the existing Westfield Group and Westfield Retail Trust will be restructured to form two new, stapled groups – Scentre Group and Westfield Corporation. Westfield Corporation will comprise WCL, WFD Trust and Westfield America Trust, and will be a pre-eminent, internally managed and vertically integrated international retail property group.

See Sections 2.1 and 2.2 ("Description of the Proposal") of the Securityholder Booklet for further information.

32. ☒ Details of the entity's existing and proposed activities and level of operations

See Section 7 ("Profile of Westfield Corporation") of the Securityholder Booklet.

33. ☐ A copy of the entity's most recent annual report

N/A

34. ☐ A copy of the entity's most recent half yearly financial statements

N/A

35. ☐ If the entity has any child entities, a list of all child entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests)

N/A

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

36. ☒ Copies of all material contracts referred to in the Prospectus, Product Disclosure Statement or Information Memorandum (including any underwriting agreement) plus the page reference in the Prospectus, Product Disclosure Statement or Information Memorandum where they are summarised

The material contracts referred to in the Securityholder Booklet are:

- Section 2.7 – Trade Mark Licence
- Section 2.7 – LABS Agreement
- Section 2.7 – Transitional Services Agreement
- Section 7.10 – Westfield Corporation Executive Service Agreements and director appointment letters
- Section 16.1 – Implementation Deed
- Section 16.2 and Appendix 1 – Scheme of Arrangement
- Section 16.3 – Implementation Deeds Poll
- Section 16.5 – Sale Facility Deed
- Section 16.9 – Westfield Corporation Stapling Deed

Copies of the executed or draft contacts are provided at Annexure G.

37. ☒ If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a related entity has entered into with:
- (a) its chief executive officer (or equivalent)
 - (b) any of its directors or proposed directors; or
 - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above.

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust.

The terms of the executive service agreements and remuneration arrangements for the Co-Chief Executive Officers (Peter Lowy and Steven Lowy), as well as the director fees to be paid to non-executive directors of Westfield Corporation, are set out in Section 7.10 ("Employment arrangements and remuneration") of the Securityholder Booklet.

38. ☒ Confirmation that the material contracts summarised in the entity's Prospectus, Product Disclosure Statement or Information Memorandum include any material contract(s) the entity or a related entity has entered into with:
- (a) its chief executive officer (or equivalent)
 - (b) any of its directors or proposed directors; or
 - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust.

Confirmed. The appointment letters for the directors of Westfield Corporation are provided at Annexure G.

The terms of the executive service agreements and remuneration arrangements for the Co-Chief Executive Officers (Peter Lowy and Steven Lowy) have been agreed and are set out in Section 7.10 ("Employment arrangements and remuneration") of the Securityholder Booklet. These agreements are being prepared and will be provided to ASX shortly.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

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| 39. | ☒ | If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a statement as to whether directors ²³ are entitled to participate in any employee incentive scheme and, if so, the extent to which they currently participate or are proposed to participate | Peter Lowy and Steven Lowy will be entitled to participate in the new option plans, as described in Section 7.10 ("Employment arrangements and remuneration") of the Securityholder Booklet. The extent of their participation for the year ending 31 December 2014 is set out in Section 7.10. |
| 40. | ☒ | Confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist | Confirmed. |

Entities that are trusts

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| 41. | ☐ | Evidence that the entity is a registered managed investment scheme | N/A |
| 42. | ☐ | Confirmation that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust | N/A |

Entities applying under the profit test (listing rule 1.2)

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| 43. | ☐ | Evidence that the entity is a going concern (or successor) | N/A |
| 44. | ☐ | Evidence that the entity has been in the same main business activity for the last 3 full financial years | N/A |
| 45. | ☐ | Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million | N/A |
| 46. | ☐ | Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$400,000 | N/A |
| 47. | ☐ | Audited accounts for the last 3 full financial years and audit reports | N/A |
| 48. | ☐ | Half yearly accounts (if required) and audit report or review | N/A |
| 49. | ☐ | Pro forma statement of financial position and review | N/A |

²³ If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

50. ☐ Statement from all directors²⁴ confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application

N/A

Entities applying under the assets test (listing rule 1.3)

51. ☒ Evidence that the entity:
- (a) has, if the entity that is not an investment entity, net tangible assets of at least \$3 million or a market capitalisation of at least \$10 million; or
 - (b) has, if the entity that is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or
 - (c) is a pooled development fund with net tangible assets of at least \$2 million

As discussed with ASX, WCL is applying under the assets test through reliance on the assets of Westfield Corporation as a whole, rather than WCL on a standalone basis.

See Section 8.9.1 ("Pro forma Historical Statement of Net Assets") of the Securityholder Booklet for evidence of Westfield Corporation's net tangible assets, in satisfaction of Item 51 (a).

52. ☒ Evidence that:
- (a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash; or
 - (b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)

See Section 8.9.1 ("Pro forma Historical Statement of Net Assets") of the Securityholder Booklet.

53. ☒ A statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)

See Section 7.4 ("Capital management strategy") of the Securityholder Booklet and Section 6 of the WCL Information Memorandum.

54. ☒ Accounts for the last 3 full financial years (or shorter period if ASX agrees) and audit report or review or statement that not audited or not reviewed

WCL was incorporated on 28 November 2013 and therefore does not have audited accounts for the last 3 full financial years.

However, Section 8.3.1 ("Westfield Corporation's Pro Forma Historical Income Statements and Pro Forma Forecast Income Statements") of the Securityholder Booklet provides the pro forma historical financial information for Westfield Corporation for the last 3 financial years. The Independent Limited Assurance Report is also provided at Section 10.

55. ☐ If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and audit report, review or statement that not audited or not reviewed

N/A

56. ☒ Pro forma statement of financial position and review

See Section 8.9.1 ("Pro forma Historical Statement of Net Assets") of the Securityholder Booklet.

²⁴ If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

Entities with restricted securities

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| 57. | ☐ A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application | N/A |
| 58. | ☐ A completed ASX Restricted Securities Table ²⁵ | N/A |
| 59. | ☐ Copies of all restriction agreements entered into in relation to restricted securities | N/A |
| 60. | ☐ Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity | N/A |

Entities with classified assets²⁶

All mining exploration entities, oil and gas exploration entities and any other entity that has acquired, or entered into an agreement to acquire a classified asset within 2 years of the date of this application, must give ASX the following information.

- | | | |
|-----|---|-----|
| 61. | ☐ The name of the vendor and details of any relationship of the vendor with the entity | N/A |
| 62. | ☐ If the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to the entity | N/A |
| 63. | ☐ The date that the vendor acquired the classified asset | N/A |
| 64. | ☐ The method by which the vendor acquired the classified asset, including whether by agreement, exercise of option or otherwise | N/A |
| 65. | ☐ The consideration passing directly or indirectly from the vendor (when the vendor acquired the asset), and whether the consideration has been provided in full | N/A |
| 66. | ☐ Full details of the classified asset, including any title particulars | N/A |

²⁵ An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

²⁶ The term "classified asset" is defined in Listing Rule 19.12.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- | | | | |
|-----|--------------------------|--|-----|
| 67. | ☐ | The work done by or on behalf of the vendor in developing the classified asset. In the case of a mining tenement or a petroleum tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX) | N/A |
| 68. | ☐ | The date that the entity acquired the classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full, including confirmation of whether the entity has complied with listing rule 1.1 condition 10 if applicable | N/A |
| 69. | ☐ | A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached) | N/A |

Mining exploration entities and oil and gas exploration entities

- | | | | |
|-----|--------------------------|--|-----|
| 70. | ☐ | The name of the vendor and details of any relationship of the vendor with the entity | N/A |
| 71. | ☐ | A map or maps of the mining tenements or petroleum tenements prepared by a competent person or a qualified petroleum reserves and resources evaluator. The map(s) must:
(a) indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements;
(b) be dated; and
(c) identify the competent person or the qualified petroleum reserves and resources evaluator and the report to which they relate | N/A |
| 72. | ☐ | A schedule of mining tenements or petroleum tenements prepared by a competent person or qualified petroleum reserves and resources evaluator. The schedule must state in relation to each mining tenement or petroleum tenement:
(a) the geographical area where the mining tenement or petroleum tenement is situated;
(b) the nature of the title to the mining tenement or petroleum tenement;
(c) whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and
(d) the person in whose name the title to the mining tenement or petroleum tenement is currently held | N/A |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

73. ☐ If the entity has acquired an interest or entered into an agreement to acquire an interest in a mining tenement or a petroleum tenement from any person, a statement detailing the date of the acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor

N/A

74. ☐ A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each mining tenement and petroleum tenement or, where appropriate, each group of tenements

N/A

75. ☐ A declaration of conformity or otherwise with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves appended to the listing rules, for any public reports on exploration results, mineral resources and ore reserves and a declaration of conformity or otherwise with the SPE PRMS for any public reports on petroleum reserves, contingent resources and prospective resources

N/A

Entities incorporated or established outside of Australia

76. ☐ Evidence that the entity is registered as a foreign company in Australia

N/A

77. ☐ Confirmation that the entity's Prospectus, Product Disclosure Statement or Information Memorandum includes a clear statement of its place of incorporation or registration and a statement to the effect that:
"As [name of entity] is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by [insert name of governing legislation] and [insert name of corporate regulator administering that legislation]."

N/A

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

78.	☐ A concise summary ²⁷ of the rights and obligations of security holders under the law of its home jurisdiction covering: • what types of transactions require security holder approval; • whether security holders have a right to request or requisition a meeting of security holders; • whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf; • how changes in the rights attaching to securities are regulated; • what rights do security holders have to seek relief for oppressive conduct; • what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and • whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act	N/A
79.	☐ A concise summary ²⁸ of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction	N/A

Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:
 - 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- The number of holders of a parcel of securities (excluding restricted securities) with a value of more than \$2,000, based on the issue/sale price; and
- Any other information that ASX may require under listing rule 1.17.²⁹

²⁷ The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

²⁸ See note 27 above.

²⁹ Among other things, this information may include evidence (such as copies of the entity's share register, bank statements, application forms and cheques) to demonstrate compliance with the minimum spread requirements in listing rule 1 condition 7.