15 February 2013

Westfield Group
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The Manager
Company Announcements Office
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

WESTFIELD GROUP (ASX:WDC)
APPENDIX 3D

Attached is an Appendix 3D relating to the on market share buy-back announced by the Group on 15 February 2012.

Yours faithfully
WESTFIELD GROUP

Simon Tuxen
Company Secretary

Encl.

Rule 3.8A

Appendix 3D
Changes relating to buy-back
(*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Westfield Holdings Limited (ABN 66 001 671 496), Westfield Management Limited (ABN 41 001 670 579) as the responsible entity for Westfield Trust (ARSN 090 849 746) and Westfield America Management Limited (ABN 66 072 780 619) as the responsible entity for Westfield America Trust (ARSN 092 058 449) (together **Westfield Group**)	

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	8 November 2012

Information about the change

Complete each item for which there has been a change and items 9 and 10.

		Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	**Column 2** (Details of change to buy-back proposals)
	On-market buy-back		
2	Name of broker who will act on the company's behalf	Credit Suisse, UBS AG, Australia Branch and Morgan Stanley and Merrill Lynch Equities (Australia) Limited	No change
3	Deleted 30/9/2001.		

+ See chapter 19 for defined terms.

		Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
4	If the company/trust intends to buy back a maximum number of shares/units – that number Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.	Westfield will undertake an on market buy-back of up to 10% of its issued capital (being 230,898,853 ordinary stapled securities).	No change.
5	If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	171,719,872	149,938,095
6	If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	Westfield intends to complete the on market buy-back within 12 months from the date of the Appendix 3C.	Westfield intends to complete the on market buy-back within 12 months from the date of this Appendix 3D.
7	If the company/trust intends to buy back shares/units if conditions are met – those conditions	There are no conditions.	No change.

All buy-backs

8	Any other change	N/A	N/A
9	Reason for change	Extension of the time frame under which the Westfield Group will undertake the buy back.	

+ See chapter 19 for defined terms.

10	Any other information material to a shareholder's/unitholder's decision whether to accept the offer *(eg, details of any proposed takeover bid)*	Amondi Pty Limited, a subsidiary of Westfield Holdings Limited, holds 5,869,425 Westfield Group Ordinary Stapled Securities as trustee of a Westfield employee incentive plan trust. Other than Amondi Pty Limited, none of Westfield Holdings Limited or its subsidiaries hold Westfield Group Ordinary Stapled Securities. The source of the funds for the buy-back will be derived from Westfield's existing credit facilities.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: .... Date: 15 February 2013
(Company Secretary)

Print name: Simon Julian Tuxen

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$^{+}$ See chapter 19 for defined terms.