

29 May 2014



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Dear Sir/Madam

**WESTFIELD GROUP (ASX:WDC) SECURITYHOLDERS MEETINGS
CHAIRMAN'S ADDRESS**

Attached is a copy of the address by Mr Frank Lowy AC, Chairman which will be delivered at today's Annual General Meeting and Meetings of Members to consider the restructure proposal.

Yours faithfully
WESTFIELD GROUP

A handwritten signature in blue ink, appearing to be "Simon Tuxen", with a horizontal line extending to the right.

**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



ADDRESS TO MEMBERS

**WESTFIELD HOLDINGS LIMITED
ANNUAL GENERAL MEETING**

**HELD ON THURSDAY, 29 MAY 2014 AT 9:30AM
THE GRAND BALLROOM, SOFITEL SYDNEY WENTWORTH
61 – 101 PHILLIP STREET SYDNEY NSW 2000**

CHECK AGAINST DELIVERY

Good morning ladies and gentlemen.

It gives me great pleasure to welcome you today to the Annual General Meeting of Westfield Holdings Limited which will be followed by the Meetings to consider the restructure proposal with Westfield Retail Trust.

It is my pleasure to welcome the members of the Westfield Group Board attending today, including our directors resident overseas - John McFarlane and Lord Peter Goldsmith from London, Roy Furman from New York and Peter Lowy from Los Angeles.

Gentlemen, we are delighted that you are able to join us here in Sydney today.

Before I open the first meeting, I would like to introduce Simon Tuxen, the Company Secretary, to take you through some procedural matters which will apply to all of the meetings to be held today.

Mr Simon Tuxen invited to speak.

Mr Simon Tuxen, Company Secretary.

Thank you Chairman. Ladies and gentlemen, we will be holding three separate meetings today.

First, the regular Annual General Meeting of Members of Westfield Holdings Limited, which we hold each year.

Secondly the Scheme Meeting of Members of Westfield Holdings Limited.

And finally the General Meetings of Members of Westfield Holdings Limited, Westfield America Trust and Westfield Trust - which will be held concurrently.

Together, these 3 entities make up the Westfield Group.

Each meeting will be held one right after another and we encourage you to stay until the end of the third meeting.

As always, before we get down to business, there are some formalities to attend to.

A representative from Computershare has run through the operation of the IML device which will be used in today's meetings.

If you are still unsure about how to operate the handheld device, please raise your hand and a representative from Computershare will attend to you.

The voting on all motions to be considered at the meetings today will be by poll, rather than by a show of hands.

In case you wish to leave before the close of the Annual General Meeting, the Chairman will, at the start of the AGM, move each of the 5 resolutions in the notice of meeting and open the polls in respect of all 5 motions. This will allow you to vote on the AGM resolutions at any time prior to the close of the poll.

We also encourage you to vote on the restructure and merger proposals. To vote on this proposal, please stay until the AGM is closed and the Scheme Meeting and the General Meetings have been opened.

Following discussion of each motion, proxy votes received prior to the meeting will be disclosed.

Then time will be set aside for you to cast your vote using the handheld devices. The Chairman will then close the poll for the resolution.

The combined results, comprising the proxy votes and the votes cast here today, will then appear on the screen. The combined results are considered to be preliminary final results pending the returning officers' confirmation.

Computershare has been appointed as scrutineer to count the votes.

The final results of the polls will be announced to the ASX later today.

As a procedural matter, when the Chairman opens an item or resolution for questions, please make your way to one of the microphones located in the aisle.

If you are unable to do that, we will bring you a microphone. Please state your name before asking a question.

Only shareholders or their authorised representatives are entitled to speak.

Where the Chairman has been appointed as proxy without a voting direction, the Chairman will cast the proxies in favour of the resolution. This is in accordance with the proxy forms sent to members.

If you need assistance with voting, or with any other procedural matter, please ask a Computershare staff member for help at any time.

Again, the procedural matters I have described today will apply to all of the meetings.

I will now hand back to the Chairman.

Mr Frank Lowy, Chairman.

Ladies and gentlemen, I would like to start by opening each of the 5 resolutions in the notice of meeting and open the polls in respect of all 5 motions to be considered at the Annual General Meeting of Members of Westfield Holdings Limited.

I have been informed that a quorum for the meeting is present, and I formally declare the meeting open.

The notice convening the meeting has been in your hands for some time.

With your consent, I will take the notice as read. Do you approve?

Thank you.

Ladies and gentlemen

As has already been mentioned, we have three meetings to conduct today.

The first is our usual Annual General Meeting.

The second and third meetings relate to the proposal to restructure Westfield Group.

There will also be a meeting later in the day for investors in Westfield Retail Trust to consider the restructure proposal.

I will now give you a brief overview of the performance of the Group as I would do at a regular AGM, and take questions relating to that. In the following meetings, I will speak in more detail and answer questions about the restructure.

I am pleased to report that Westfield Group is in a very strong position.

In February, we released our annual results for 2013 which showed a net profit of \$1.6 billion.

Our Funds from Operations, the primary measure of the Group's earnings from operations, were \$1.44 billion, representing 66.5 cents per security, up 2.3% on the prior year and line with our forecast.

Our most recent retail sales have shown very positive results in all the markets in which we operate.

In Australia, since the third quarter of last year we have seen an improving trend in the retail sales environment with specialty sales up 2.3% for the 12 months to March 2014, and up 4.4% for the March quarter.

In the US, specialty sales were up 5.2% for the 12 months to March 2014, reflecting the improved quality of our portfolio and a general uptick in the economy and consumer confidence in that country. Our higher quality centres continue to outperform in the US.

In the UK, solid performance continues with specialty sales for the 12 months to March 2014 increasing 3.7%.

You will recall that we recently sold our regional assets in the UK and our UK portfolio now comprises our flagship London assets, Westfield London and Stratford City, with a new centre being planned for Croydon in South London.

Rental growth continues in all markets and occupancy rates remain at historically high levels.

At a strategic level, over the past few years Westfield has gone through a major transition to reposition and upgrade its portfolio globally.

We have decreased total balance sheet assets, increased assets under management and increased return on equity.

We have divested non-core assets and substantially increased our joint ventures. At the same time we have distributed almost \$10bn to securityholders in the form of Westfield Retail Trust securities and through share buy-backs.

This has put Westfield Group in a materially better position than it was in 2010.

Integral to that strategy has been the continual improvement in the quality of our portfolio through redeveloping our shopping centres, and creating new iconic centres like Westfield London, Stratford City and Westfield Sydney.

The past year has seen the Group make good progress on its pipeline of development projects.

In Australia, this includes a \$4.9 billion program involving major redevelopments which are underway now at Miranda in Sydney and Mt Gravatt in Brisbane. Future projects include Warringah in Sydney, Chermside in Brisbane and Marion in Adelaide.

I remain optimistic about the outlook for retail in Australia, and for the demand for the kind of high quality retail space we provide.

I therefore expect the current development pipeline for Australia to be extended even further in the coming years.

During the year, the Group's international business also recorded good progress on its nearly US\$12 billion development pipeline of current and future projects, including landmark retail destinations at Croydon in London, Milan in Italy and at the World Trade Center in New York, in addition to a number of other projects planned for the US.

There continues to be much discussion about the impact of technology in the retail sector.

We believe that technology presents an opportunity to create better experiences for our customers, and new and innovative ways for retailers to grow their customer base.

Two years ago we established Westfield Labs in San Francisco to focus exclusively on digital issues and to explore ways to better connect the shopper and the retailer using technology.

Already Labs have come up with many new ideas and applications.

Last year we launched the online Searchable Mall here in Australia; earlier this year we launched a digitally-based Express Parking system at Westfield London and just today we are launching a new app to improve the dining experience in San Francisco and soon to be introduced here at Westfield Sydney.

All of these, and more, will continue to evolve and we are confident they will greatly improve the quality and attractiveness of our centres.

Before I close my AGM address, I would like to acknowledge my colleagues on the Board, and thank them for the continuing guidance and commitment to the success of Westfield.

I would also like to acknowledge our senior management team and the thousands of Westfield staff who deliver, year in, year out, to make our shopping centres be the best in the world.

As we announced in December last year, Bob Jordan will shortly step back from his role as Managing Director for Australia, United States and New Zealand. Over more than 27 years Bob has made an enormous contribution to our business.

Bob, on behalf of the Board and your many friends at Westfield - our congratulations on a wonderful career.

-ENDS-



ADDRESS TO MEMBERS

**WESTFIELD HOLDINGS LIMITED
SCHEME MEETING**

**HELD ON THURSDAY, 29 MAY 2014 AT 10:00AM
THE GRAND BALLROOM, SOFITEL SYDNEY WENTWORTH
61 – 101 PHILLIP STREET SYDNEY NSW 2000**

CHECK AGAINST DELIVERY

Ladies and gentlemen, the next two meetings are being held to seek your approval for a proposal to restructure the Westfield Group.

There is no doubt that the information in the Securityholder Booklet that was sent to you was complex and lengthy.

The rules and regulations oblige us to provide you with that information and I am sure that you do not want me to recite that document in my address today.

I will try to summarise the key points that lay behind the proposals.

The rationale for the restructure is clear: creating value and choice for securityholders.

It is the same rationale which has driven every change we have made to the Westfield structure over 50 years.

Through this restructure, we would create two great companies.

As Westfield Group securityholders, you would have a share in both of them.

The proposal would create a single company to own and manage Westfield centres in Australia and New Zealand – called Scentre Group.

Westfield's international business would be conducted by a new company - called Westfield Corporation.

Both of our businesses enjoy leading market positions and scale and are ready to stand on their own.

By separating the Australian and international business, each would operate more efficiently.

Each new company would be more nimble and better able to take advantage of opportunities that arise.

And the choice for you as investors would be much clearer.

If you want to invest only in Australia or only in the international business, you would have that choice.

How you weight your investment between different markets and currencies could be determined by you.

As you know ladies and gentlemen, the proposal before you today has the support of the Board of Westfield Group and has been judged to be in the best interests of the company by the independent expert – Grant Samuel.

I am heartened that the overwhelming majority of you agree with the Board that the restructuring is in the best interests of your company.

Approximately 98% of those securityholders who have voted by proxy are in favour.

I would like to say a personal thank you for your support.

Later today, Westfield Retail Trust investors will also meet to consider the proposal.

At this stage it is very hard to predict the result.

It is clear that there is a minority of WRT investors who, for various reasons, have said they do not agree with the proposal.

That is of course their right. They are entitled to their opinion and I respect that.

But it is also clear that the Board of WRT and its independent expert, KPMG, do not share that minority view and have recommended that WRT shareholders vote in favour.

It is also clear that most WRT investors favour the proposal.

But the WRT proposals require 75% of shareholders to vote in favour.

Because of this 75% hurdle, as I have already said, WRT's vote is too close to call.

We will have to wait for this afternoon's meeting to know the result.

We believe strongly that separating the businesses will create greater value for investors over time.

The Board of WDC reached that conclusion independently of WRT, but our preference was to share this opportunity with WRT investors.

If the WRT meeting this afternoon does not approve the proposal, it will not diminish our determination to proceed with WDC's strategic objective of separating the two businesses. We will pursue that separation - but without WRT. However, the existing relationship with WRT will continue.

Any new proposal will embody all the positive elements of the current proposal – greater value, greater choice, more efficient companies and a brighter future.

We will begin that process immediately and I expect the revised plan to be presented to securityholders by the first quarter of next year.

Whichever way the vote falls, we will be moving forward and we will be in touch with you to keep you informed of the next steps.

I thank you for your ongoing support and for your confidence in me, the Board and the management team of Westfield.

-ENDS-