

# Westfield Group

Annual General Meeting

6 May 2009

*Westfield*

# Admission and Voting Card

 <b>ANNUAL GENERAL MEETING OF WESTFIELD HOLDINGS LIMITED AND MEETINGS OF MEMBERS OF WESTFIELD AMERICA TRUST AND WESTFIELD TRUST</b> <b>6 MAY 2009</b> <b>NON-VOTING SHAREHOLDER/PROXYHOLDER ADMISSION &amp; VOTING CARD</b> THIS CARD ENTITLES YOU TO ATTEND THE MEETING. YOU ARE NOT ENTITLED TO VOTE. THE WESTFIELD GROUP DIRECTORS THANK YOU FOR YOUR ATTENDANCE.  PLEASE RETAIN THIS CARD UNTIL THE CLOSE OF THE MEETING. <small>Westfield Holdings Limited ABN 66 001 671 496 Westfield Management Limited ABN 41 001 670 579 AFS Licence 230329 as responsible entity of Westfield Trust ABN 55 191 750 378 ARSN 090 849 746 Westfield America Management Limited ABN 66 072 780 619 AFS Licence 230324 as a responsible entity of Westfield America Trust ABN 27 374 714 905 ARSN 092 058 449</small>	 <b>ANNUAL GENERAL MEETING OF WESTFIELD HOLDINGS LIMITED AND MEETINGS OF MEMBERS OF WESTFIELD AMERICA TRUST AND WESTFIELD TRUST</b> <b>6 MAY 2009</b> <b>SHAREHOLDER/PROXYHOLDER ADMISSION &amp; VOTING CARD</b> THE WESTFIELD GROUP DIRECTORS THANK YOU FOR YOUR ATTENDANCE. PLEASE RETAIN THIS CARD UNTIL THE CLOSE OF THE MEETING.  497 Please read the instructions on the reverse before voting. <small>Westfield Holdings Limited ABN 66 001 671 496 Westfield Management Limited ABN 41 001 670 579 AFS Licence 230329 as responsible entity of Westfield Trust ABN 55 191 750 378 ARSN 090 849 746 Westfield America Management Limited ABN 66 072 780 619 AFS Licence 230324 as a responsible entity of Westfield America Trust ABN 27 374 714 905 ARSN 092 058 449</small>	 <b>ANNUAL GENERAL MEETING OF WESTFIELD HOLDINGS LIMITED AND MEETINGS OF MEMBERS OF WESTFIELD AMERICA TRUST AND WESTFIELD TRUST</b> <b>6 MAY 2009</b> <b>NON-VOTING SHAREHOLDER/PROXYHOLDER ADMISSION &amp; VOTING CARD</b> THIS CARD DOES NOT ENTITLE YOU TO ATTEND THE MEETING OR VOTE AT THE MEETING. THE WESTFIELD GROUP DIRECTORS THANK YOU FOR YOUR ATTENDANCE.  946 <small>Westfield Holdings Limited ABN 66 001 671 496 Westfield Management Limited ABN 41 001 670 579 AFS Licence 230329 as responsible entity of Westfield Trust ABN 55 191 750 378 ARSN 090 849 746 Westfield America Management Limited ABN 66 072 780 619 AFS Licence 230324 as a responsible entity of Westfield America Trust ABN 27 374 714 905 ARSN 092 058 449</small>
--	---	---

# Westfield Group

## Chairman's Address

*Westfield*

## **Ordinary Business**

### **ITEM 1 – Financial Statements and Reports**

To discuss the Company's financial statements and reports for the year ended 31 December 2008.

## **Ordinary Business**

### **RESOLUTION 2 – Remuneration Report**

That the Company's Remuneration Report for the year ended 31 December 2008 be approved.

# Westfield Group

Address by the Chairman  
of the Remuneration  
Committee

*Westfield*

## **Ordinary Business**

### **RESOLUTION 2 – Remuneration Report**

That the Company's Remuneration Report for the year ended 31 December 2008 be approved.

## Results of Proxy Votes

### RESOLUTION 2 – Remuneration Report

Total Proxy Votes Exercisable	For	Against	Discretionary	Abstained
1,434,472,215	1,299,885,158	122,886,780	11,700,277	6,908,266
	<b>90.61%</b>	<b>8.57%</b>	<b>0.82%</b>	

# Westfield Group

## Election of Directors

*Westfield*

## Ordinary Business

### **RESOLUTION 3 – Re-Election of Director**

That Roy L Furman, being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

## Results of Proxy Votes

### RESOLUTION 3 – Re-Election of Roy L Furman

Total Proxy Votes Exercisable	For	Against	Discretionary	Abstained
1,439,754,256	1,425,624,725	2,193,361	11,936,170	1,612,608
	<b>99.02%</b>	<b>0.15%</b>	<b>0.83%</b>	

## **Ordinary Business**

### **RESOLUTION 4 – Re-Election of Director**

That Stephen P Johns, being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

## Results of Proxy Votes

### RESOLUTION 4 – Re-Election of Stephen P Johns

<b>Total Proxy Votes Exercisable</b>	<b>For</b>	<b>Against</b>	<b>Discretionary</b>	<b>Abstained</b>
1,439,318,845	927,745,817	499,640,426	11,932,602	1,634,643
	<b>64.46%</b>	<b>34.71%</b>	<b>0.83%</b>	

## Ordinary Business

### **RESOLUTION 5 – Re-Election of Director**

That Steven M Lowy, being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

## Results of Proxy Votes

### RESOLUTION 5 – Re-Election of Steven M Lowy

Total Proxy Votes Exercisable	For	Against	Discretionary	Abstained
1,439,880,003	1,327,670,283	100,300,678	11,909,042	1,499,678
	<b>92.20%</b>	<b>6.97%</b>	<b>0.83%</b>	

## Ordinary Business

### **RESOLUTION 6 – Election of Director**

That Lord (Peter) H Goldsmith QC PC, being a Director who was appointed by the Directors during the year as an additional Director and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, is elected as a Director of the Company.

## Results of Proxy Votes

### RESOLUTION 6 – Election of Lord (Peter) H Goldsmith QC PC

Total Proxy Votes Exercisable	For	Against	Discretionary	Abstained
1,439,767,543	1,424,757,024	3,071,103	11,939,416	1,609,688
	<b>98.96%</b>	<b>0.21%</b>	<b>0.83%</b>	

## **Ordinary Business**

### **RESOLUTION 7 – Election of Director**

That Brian M Schwartz AM, being eligible, offers himself for election, is elected as a Director of the Company.

## Results of Proxy Votes

### RESOLUTION 7 – Election of Brian M Schwartz AM

Total Proxy Votes Exercisable	For	Against	Discretionary	Abstained
1,438,934,033	1,397,068,100	29,881,889	11,984,044	2,445,648
	<b>97.09%</b>	<b>2.80%</b>	<b>0.83%</b>	

## Ordinary Business

### **RESOLUTION 8 – Ratification of Placement**

That, the issue of 276,190,500 stapled securities, each comprising a share in Westfield Holdings Limited, a unit in Westfield Trust and a unit in Westfield America Trust (**Stapled Security**), to certain institutional and sophisticated investors at \$10.50 per Stapled Security issued on 12 February 2009 is ratified for all purposes.

# Voting Instructions

## SHAREHOLDER VOTING INSTRUCTIONS



497

If you wish to cast all your votes for or against a motion, place a mark in the appropriate FOR box or AGAINST box for that motion.

If you wish to cast some of your votes for a motion and some of your votes against the motion write in the FOR box the actual number or percentage of votes you are casting for the motion and write in the AGAINST box the actual number or percentage of votes you are casting against the motion. The sum of the votes cast or the percentages FOR and AGAINST a motion must not exceed your voting entitlement or 100%.

## PROXYHOLDER VOTING INSTRUCTIONS

Please refer to Summary of Proxy Votes Form attached to this card for instructions.

MOTION	FOR	AGAINST	ABSTAIN
2 That the Remuneration Report for the year ended 31 December 2008 be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 That Roy L Furman is re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That Stephen P Johns is re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 That Steven M Lowy is re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 That Lord (Peter) H Goldsmith QC PC is elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 That Brian M Schwartz AM is elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 That the issue of 276,190,500 stapled securities, each comprising a share in the Company, a unit in Westfield Trust and a unit in Westfield America Trust (Stapled Security), to certain institutional and sophisticated investors at \$10.50 per Stapled Security issued on 12 February 2009 is ratified for all purposes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Name of Shareholder/Proxyholder

Signature

## Results of Proxy Votes

### RESOLUTION 8 – Ratification of Placement

	Total Proxy Votes Exercisable	For	Against	Discretionary	Abstained
As an ordinary resolution	209,577,178	195,255,229 <b>93.17%</b>	2,366,566 <b>1.13%</b>	11,955,383 <b>5.70%</b>	1,389,786
As a special resolution	526,677,968	510,910,542 <b>97.01%</b>	3,812,043 <b>0.72%</b>	11,955,383 <b>2.27%</b>	1,389,786

## **Voting Cards**

Please place your completed yellow voting cards in the Computershare ballot boxes as you leave the Ballroom.

# Westfield Group

Annual General Meeting

Thank you for attending

*Westfield*