

Supplemental Deed Poll - Westfield Trust

Dated 2005

Westfield Management Limited (ABN 41 001 670 579) (“**Manager**”)

Mallesons Stephen Jaques
Level 60
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia
T +61 2 9296 2000
F +61 2 9296 3999
DX 113 Sydney
www.mallesons.com
Ref: LYW/BMcW

Supplemental Deed Poll - Westfield Trust

Details

Interpretation – definitions are at the end of the General terms

Manager	Name	Westfield Management Limited
	ABN	41 001 670 579
	Address	Level 24, 100 William Street Sydney NSW 2011

Recitals	A	The Westfield Trust (ARSN 090 849 746) (“ Trust ”) is constituted under a trust deed dated 1 April 1982 (as amended) between the Manager, Perpetual Trustee Company Limited and P.T. Limited (“ Constitution ”).
	B	Clause 22.1 of the Constitution provides that if the Corporations Act 2001 (Cwlth) (“ Corporations Act ”) allows, the Constitution may be amended by a resolution of members of the Trust and the Manager may give effect to the amendments by executing a supplemental deed.
	C	Section 601GC(1) of the Corporations Act provides that the constitution of a registered scheme may be modified by special resolution of the members of the scheme.
	D	In this deed, the Manager proposes to give effect to the special resolution modifying the Constitution set out in the notice of meeting dated 12 April 2005 and passed by the members of the Trust at the meeting held on 12 May 2005 in accordance with the Corporations Act and clause 22.1 of the Constitution.

Governing law	New South Wales
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Date of deed	See Signing page
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Supplemental Deed Poll - Westfield Trust

General terms

1 Amendments to the Constitution

The Manager declares that the Constitution is amended by:

- (a) deleting clause 20.2(a);
- (b) inserting new clause 5.11 as follows:

“5.11 Restriction on issue and redemption of Units

No Units may be issued or redeemed after the 80th anniversary of the day the Trust commenced if that issue or redemption would cause a contravention of the rule against perpetuities or any other rule of law or equity.”; and

- (c) replacing definition of “Liabilities” in clause 28.1 with the following:

“Liabilities: all present liabilities of the Trust including any provision which the Manager decides should be taken into account in determining the liabilities of the Trust but excluding any amount representing Members’ capital, undistributed profits, interest attributable to Members accruing on Members’ capital, capital reserves, or any other amount representing the value of rights attaching to Units, whether or not redeemable, regardless of whether characterised as equity or debt in the accounts of the Trust.”

2 No redeclaration etc.

The Manager declares that it is not, by this supplemental deed poll:

- (a) redeclaring the Trust; or
- (b) causing the transfer, vesting or accruing of property in any person.

3 Costs

All taxes, stamp duty, registration costs and other charges payable in relation to this supplemental deed poll or otherwise arising in connection with this supplemental deed poll are to be an expense of the Trust.

4 Governing law

This supplemental deed poll is governed by the laws in force in the place specified in the Details. Each person affected by it irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of that place and the courts of appeal from them.

5 Operative time

In accordance with section 601GC(2) of the Corporations Act, the amendments to the Constitution contained in this supplemental deed poll will take effect when a copy of this supplemental deed poll is lodged with the Australian Securities and Investments Commission.

6 Interpretation

6.1 Terms defined in the Constitution

The terms used in this supplemental deed poll have the same meaning as in the Constitution, unless the contrary intention appears.

6.2 Definitions

These meanings apply unless the contrary intention appears:

Constitution means the trust deed dated 1 April 1982 (as amended) constituting the Trust between the Manager, Perpetual Trustee Company Limited and P.T. Limited.

Corporations Act means the Corporations Act 2001 (Cwlth).

Details means the section of this supplemental deed poll entitled “Details”.

Trust means Westfield Trust (ARSN 090 849 746).

6.3 Deed supplemental to Constitution

This deed is supplemental to the Constitution.

6.4 Headings

Headings are inserted for convenience only and do not affect the interpretation of this supplemental deed poll.

EXECUTED as a deed

Supplemental Deed Poll - Westfield Trust

Signing page

DATED: _____ **2005**

EXECUTED by **WESTFIELD**)
MANAGEMENT LIMITED in)
accordance with section 127(1) of the)
Corporations Act 2001 (Cwlth) by)
authority of its directors:)

.....)
Signature of director)

.....)
Name of director (block letters)

.....)
Signature of director/company)
secretary*)
*delete whichever is not applicable

.....)
Name of director/company secretary*)
(block letters))
*delete whichever is not applicable