

15 April 2015



Westfield Corporation

Level 29
85 Castlereagh Street
Sydney NSW 2000
GPO Box 4004
Sydney NSW 2001
Australia

Telephone 02 9273 2000

Facsimile 02 9358 7241

Internet www.westfieldcorp.com

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

Dear Sir/Madam

**WESTFIELD CORPORATION (ASX: WFD)
NOTICE OF MEETING AND PROXY FORM**

Attached are the following documents:

1. Notice of Meeting and Explanatory Notes for the Annual General Meeting (**AGM**) of Westfield Corporation Limited to be held on Thursday, 14 May 2015, commencing at 10:00 am; and
2. proxy form for the AGM.

The Notice of Meeting and Explanatory Notes for the AGM, together with the proxy form will shortly be despatched to securityholders. The documents can also be accessed at www.westfieldcorp.com.

Yours faithfully

WESTFIELD CORPORATION

A handwritten signature in blue ink, appearing to be 'Simon Tuxen', with a small blue dot at the end of the signature.

**Simon Tuxen
Company Secretary**

Encl.



Westfield

**WESTFIELD
CORPORATION LIMITED**

ANNUAL GENERAL MEETING

NOTICE OF MEETING & EXPLANATORY NOTES

to be held at

the Grand Ballroom
Westin Sydney
1 Martin Place, Sydney

on Thursday, 14 May 2015, commencing at 10:00 am



Westfield Corporation Limited

ABN 12 166 995 197

Level 29

85 Castlereagh Street

Sydney NSW 2000

GPO Box 4004

Sydney NSW 2001

Australia

www.westfieldcorp.com

13 April 2015

Dear securityholder

Invitation to Westfield Corporation Limited Annual General Meeting

It is with great pleasure that I invite you to attend the inaugural Annual General Meeting (**AGM**) of Westfield Corporation Limited. Enclosed is your notice of meeting.

The business of the meeting is to consider the remuneration report and the election of Mr Don Kingsborough and Mr Michael Gutman as Directors.

Having served as a Westfield Director since 2008, Professor Judith Sloan has indicated that she will not seek re-election at the AGM and, accordingly, will retire at the end of the meeting.

The meeting will be held on Thursday, 14 May 2015 at the Grand Ballroom in the Westin Sydney located at 1 Martin Place, Sydney commencing at 10.00am. Registration for the meeting will commence at 9.00am.

This is an important event on the Westfield corporate calendar and forms a key part of Westfield's communications with securityholders.

The notice of meeting, explanatory notes and a map setting out the location of the venue are included in this booklet. A proxy form is also enclosed.

All Directors of Westfield Corporation recommend that securityholders vote in favour of each of the resolutions to be considered at the meeting, subject to the abstentions noted.

The meeting will be webcast live on Westfield's corporate website at www.westfieldcorp.com and will be archived on this site for later viewing.

If you are unable to attend the meeting, I encourage you to complete and return the proxy form to Computershare Investor Services Pty Limited either by mailing the proxy form using the enclosed reply paid envelope or sending the form by fax to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555. Alternatively, you may lodge your proxy online at www.westfieldcorp.com. To be valid, proxies must be received no later than 10.00am on Tuesday, 12 May 2015.

Yours sincerely

Frank Lowy AC

Chairman

Notice is hereby given that the Annual General Meeting (**AGM**) of securityholders of Westfield Corporation Limited (**Company**) will be held at the Grand Ballroom in the Westin Sydney, 1 Martin Place, Sydney on Thursday, 14 May 2015 commencing at 10.00am.

Additional information concerning the proposed resolutions to be placed before the meeting is contained in the explanatory notes which accompany and form part of this notice of meeting.

The business to be considered at the meeting is as follows:

Westfield Corporation Limited Financial Statements and Reports

1. To discuss the Company's financial statements and reports for the year ended 31 December 2014.

Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

2. **THAT** the Company's Remuneration Report for the financial year ended 31 December 2014 be adopted.

Election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

3. **THAT** Mr Don W Kingsborough 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 a Director of the Company.
4. **THAT** Mr Michael J Gutman OBE 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 a Director of the Company.

Voting Exclusion Statement

Resolution 2 – Remuneration Report

A vote must not be cast (in any capacity) on Resolution 2 by or on behalf of any of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report or their closely related parties (collectively Excluded Persons), whether as a security holder or as a proxy.

However, a vote may be cast on Resolution 2 by an Excluded Person if the vote is not cast on behalf of an Excluded Person and either:

- (i) the proxy appointment is in writing and specifies how the proxy is to vote on Resolution 2; or
- (ii) the proxy is the Chairman and the appointment does not specify how the Chairman is to vote on Resolution 2.

If you appoint the Chairman as your proxy, and you do not direct the Chairman how to vote on Resolution 2 on the proxy form, you will be expressly authorising the Chairman to exercise your proxy even if Resolution 2 is connected directly or indirectly with the remuneration of the Company's key management personnel, which includes the Chairman. The Chairman intends to vote undirected proxies in favour of Resolution 2.

Entitlement to Attend and Vote at the meeting

Only registered holders of Westfield Corporation stapled securities as at 7.00pm (Sydney time) on Tuesday, 12 May 2015 will be eligible to attend and vote at the meeting.

Asking Questions at the meeting

We welcome securityholders' questions at the meeting. However, in the interests of all present at the meeting, we request that securityholders confine their questions to matters before the meeting that are relevant to securityholders as a whole.

A securityholder who is entitled to vote at the meeting may submit a written question to the auditor if the question is relevant to:

- (i) the content of the auditor's report to be considered at the AGM; or
- (ii) the conduct of the audit of the annual financial report to be considered at the AGM.

The question may be submitted by providing it to the Company no later than 5:00pm (Sydney time) on Thursday, 7 May 2015.

Proxies

If you are unable to attend the meeting in person, you are encouraged to complete and return the proxy form which accompanies this notice of meeting.

- A securityholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for the securityholder at the meeting.
- If a securityholder is entitled to two or more votes, they may appoint two proxies and each proxy must be appointed to represent a specified proportion of the securityholder's voting rights. If you appoint two proxies and do not specify the proportion of number of votes each proxy may exercise, each of the proxies may exercise half of your votes. If you wish to appoint a second proxy, please contact Westfield Corporation's Share Registrar, Computershare Investor Services Pty Limited on 1300 132 211 for the relevant form.
- A proxy need not be a securityholder and may be an individual or a body corporate.
- If you appoint a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.

- A corporate securityholder must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act 2001 (Cth). Where the proxy form is signed by a duly authorised person or persons of a corporate securityholder, such authorisation must have been sighted by the Westfield Corporation's Share Registrar, Computershare Investor Services Pty Limited.

Lodgement of proxies

To be valid, the proxy form and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be received no later than 10.00 am (Sydney time) on Tuesday, 12 May 2015 (**Proxy Deadline**). Proxy forms received after this time will be invalid.

Proxy forms may be lodged using any of the following methods:

Online proxy

You may submit your proxy online at www.westfieldcorp.com. You will need your Security Holder Reference Number (**SRN**) or Holder Identification Number (**HIN**) which appears at the top right corner of the proxy form.

You will be taken to have signed the proxy form if you lodge in accordance with the instructions on the website. A proxy cannot be appointed electronically if they are appointed under a power of attorney or similar authority. The online proxy facility may not be suitable for securityholders wishing to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

Proxy delivery

Proxies may be given by post, fax or in person. A proxy form and a reply paid envelope are enclosed. A completed proxy form and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be received by the Proxy Deadline at one of the following addresses:

Share Registry

Post

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

In Person

Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000
Australia

Fax

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Westfield Corporation Limited

In Person

Westfield Corporation Limited
Level 29
85 Castlereagh Street
Sydney NSW 2000
Australia

Fax: + 61 2 9357 7131

Undirected proxies

The Chairman of the meeting intends to vote undirected proxies in favour of each of the resolutions in items 2 to 4.

Annual Reports

Copies of the Annual Report of each of Westfield Corporation Limited (the Westfield Corporation Report), Westfield America Trust and WFD Trust may be accessed at www.westfieldcorp.com.

Corporate Representative

If your holding is registered in a company name, a corporate securityholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the company's representative, executed in accordance with the company's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporate securityholder.

By Order of the Board of Westfield Corporation Limited.



Simon Tuxen
Company Secretary

Sydney, 13 April 2015

EXPLANATORY NOTES

Item 1

Financial Statements and Reports

As required under section 317 of the Corporations Act 2001 (Cth), the financial statements, Directors' Report and Auditor's Report of the Company and the consolidated entity for the financial year ended 31 December 2014 will be placed before the AGM. Securityholders will be provided with the opportunity to ask questions about the financial statements and reports.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the AGM.

Item 2

Remuneration Report

The Directors' Report includes a section called the Remuneration Report. The Remuneration Report for the period ended 31 December 2014 is set out on pages 8 to 31 of the 2014 Westfield Corporation Annual Financial Report. The Remuneration Report is also available on the westfieldcorp.com website.

The Remuneration Report sets out Westfield's remuneration policy and the remuneration arrangements in place for Directors and certain senior executives whose remuneration arrangements are required by law to be disclosed.

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of securityholders at the Company's AGM. Under the Corporations Act 2001, the vote is advisory only, and does not bind the Directors or the Company. As outlined in the Voting Exclusion Statement in the Notice of Meeting, the Company's Directors and key management personnel are not permitted to vote on this resolution except in the circumstances described in the Voting Exclusion Statement.

Election of Directors

The Westfield Corporation Board of Directors unanimously supports the election of each of the Directors standing for election as outlined in items 3 and 4. Each Director who is standing for election abstained from any consideration by the Board on their election.

Item 3



Election of Mr Don W Kingsborough

Don Kingsborough was appointed as a non-executive Director of Westfield Corporation in August 2014. Most recently Mr Kingsborough was Global VP Retail, Business Development and Corporate Development at PayPal. Prior to joining PayPal he was founder, President and CEO of Blackhawk Network for over a decade and was also founder and CEO of Worlds of Wonder. Mr Kingsborough helped launch Nintendo in the United States through his exclusive sales and distribution agreement with Nintendo. Additionally, Mr Kingsborough was President of Atari Consumer Products Division.

Westfield Corporation is increasingly focussed on the importance of innovation and technology in every aspect of its business. Having established Westfield Labs in San Francisco as a source of digital innovation, the Group is now implementing a program which emphasises the need for innovation aimed at achieving a greater connection with our retailers and customers through our expanding digital platform.

The appointment of Mr Kingsborough in August 2014, has provided the Board with significant skills and experience in digital technology and its impact on the consumer and has provided greater insight and understanding in this important area. Resident in San Francisco,

Mr Kingsborough also brings the benefit of a broad range of relationships with many of the world's fastest growing and most innovative technology companies.

The Board has determined that Mr Kingsborough is free from any business or other relationship that could interfere with the exercise of his objective, unfettered or independent judgement. If elected, the Board considers that Mr Kingsborough would be an independent Director.

Item 4



Election of Mr Michael J Gutman OBE

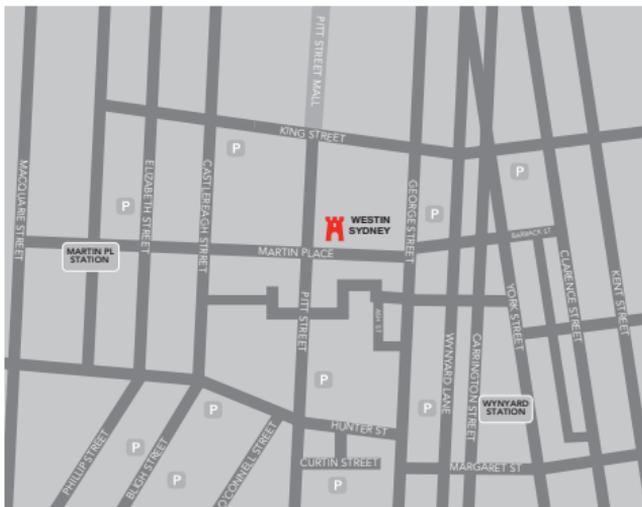
Michael Gutman was appointed as an executive Director of Westfield Corporation in August 2014 and has served as President and Chief Operating Officer of Westfield Corporation since June 2014. Prior to the establishment of Westfield Corporation, Mr Gutman was the Managing Director, UK/Europe and New Markets. He joined Westfield as an executive in 1993 and in 1999, was appointed Joint Chief Operating Officer responsible for Development, Design and Construction in Australia and New Zealand.

In early 2003, Mr Gutman relocated to the UK as Chief Operating Officer UK/Europe. Under his leadership, Westfield's UK/Europe business has successfully developed Westfield London and Stratford City, two of the largest urban shopping centres in UK/Europe with combined annual sales in excess of £2 billion, and acquired flagship development opportunities at Croydon in south London and Milan in Italy. He was awarded an OBE in the Queen's Birthday June 2014 Honours list for contribution to retail business and regeneration in the United Kingdom.

As a member of the executive team, the Board does not classify Mr Gutman as an independent Director.

Directions to the meeting

The Westin Sydney is centrally located at 1 Martin Place, Sydney and is within easy walking distance of both Wynyard and Martin Place train stations and the Wynyard bus interchange.





Westfield Corporation Limited ABN 12 166 995 197
 Westfield America Management Limited ABN 66 072 780 619 AFS Licence 230324
 as responsible entity of Westfield America Trust ABN 27 374 714 905 ARSN 092 058 449
 and WFD Trust ABN 50 598 857 938 ARSN 168 765 875

Lodge your vote:

Online:
www.westfieldcorp.com

By Mail:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

In Person:
 Share Registry
 Computershare Investor Services Pty Limited
 Level 4, 60 Carrington Street
 Sydney NSW 2000 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:
 (within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

For your vote to be effective it must be received by 10.00 am (Sydney time) on Tuesday, 12 May 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Lodgement of a Proxy

The proxy form may be lodged with Computershare (details above). A reply paid envelope is included with the Notice of Meeting and this Proxy Form.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
 or turn over to complete the form** ➔

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Westfield Corporation Limited hereby appoint

the Chairman of the Meeting **OR**

 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Westfield Corporation Limited to be held at the Grand Ballroom in the Westin Sydney, 1 Martin Place, Sydney NSW 2000 on Thursday, 14 May 2015 at 10.00 am (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is your proxy (or becomes your proxy by default) you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	That the Company's Remuneration Report for the year ended 31 December 2014 be adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	That Mr Don W Kingsborough is elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	That Mr Michael J Gutman OBE is elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /