

15 February 2012

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



Westfield Group

Level 30
85 Castlereagh Street
Sydney NSW 2000
GPO Box 4004
Sydney NSW 2001
Australia

Telephone 02 9358 7000
Facsimile 02 9358 7241
Internet www.westfield.com

Dear Sir/Madam

WESTFIELD GROUP (ASX:WDC)
MEDIA RELEASE – WESTFIELD ANNOUNCES STRATEGIC TRANSACTIONS

Attached is a media release in relation to transactions entered into by the Group.

Yours faithfully
WESTFIELD GROUP

A handwritten signature in blue ink, consisting of a series of loops and a long horizontal stroke extending to the left.

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

15 February 2012

WESTFIELD GROUP ANNOUNCES STRATEGIC TRANSACTIONS

- **ENTERS INTO US\$4.8BN JOINT VENTURE WITH CANADA PENSION PLAN INVESTMENT BOARD OVER 12 US ASSETS**
- **SELLS INTEREST IN 3 NON-CORE UK CENTRES FOR £159M**
- **INTENTION TO COMMENCE ON-MARKET SECURITY BUY-BACK PROGRAM**

The Westfield Group (ASX:WDC) today announced two major strategic transactions including a US\$4.8bn (A\$4.7bn) joint venture over 12 assets in the United States with Canada Pension Plan Investment Board (CPPIB) and the sale of its interest in 3 non-core shopping centres in the United Kingdom for £159m (A\$240m).

The Group also announced the intention to commence an on-market buy-back of securities for up to 10% of its issued capital. An Appendix 3C relating to the buy-back is attached.

"Today's announcement follows on from the strategic initiatives we have undertaken since November 2010, beginning with the establishment of the Westfield Retail Trust. Since that time, we have expanded our operating platform globally and reduced our capital invested by entering into strategic joint ventures and disposals of non-core assets", Westfield Group Co-CEOs Peter Lowy and Steven Lowy said.

"As a result, we have increased our return on equity and long-term earnings growth potential with the additional property management and development income we earn on our reduced capital investment."

"These initiatives provide the Group with approximately \$9 billion of capital for redeployment into our higher return opportunities. These opportunities include the Group's share of the \$11 billion development pipeline, our recent expansion into the new market of Brazil as well as the investment in major iconic projects at Milan (Italy) and the World Trade Center in New York.

"The Group is in a position to return capital through the buy-back of securities, maintain its strong financial capacity and its ability to grow.

"We also continue our strategy of divesting non-core assets and we expect to make further announcements on this during the course of 2012".

US Joint Venture

CPPIB will become a 45% joint venture partner in a portfolio of 12 assets in the US currently owned by the Group with a gross value of US\$4.8bn. This represents a 3% premium to prior book value. The transaction is expected to close during the first quarter of 2012.

"This transaction continues the Group's strategy of creating value through the introduction of joint venture partners into our assets globally," Peter Lowy said. "This joint venture represents CPPIB's largest real estate investment globally to date and we are pleased to have expanded our long term relationship with them."

The transaction will generate approximately US\$1.85bn of net cash to the Group after the assumption by CPPIB of property related debt.

WDC will act as the managing general partner for the joint venture and will be responsible for property management, leasing and development. The transaction will increase the number of joint ventured centres in the US to 19, representing 50%, by value, of the Group's US portfolio.

Attached is a schedule detailing the assets to be included in the joint venture. As at 31 December 2011, the new joint venture portfolio was 93.4% leased with annual specialty sales of US\$456 per square foot.

UK Asset Sales

WDC has agreed to sell its interest in 3 non-core smaller centres in the UK. The sale of its interests in Belfast (33%), Guildford (50%) and Tunbridge Wells (33%) will result in gross proceeds of £159m, in line with prior book value, and net proceeds of £107m.

"These assets were originally purchased in 2000, at the time of our initial entry into the UK. Since that time we have refocused our business into iconic assets such as Westfield London and Stratford City and we continue to examine new growth opportunities in the UK. Along with the recent sale of Nottingham, these assets divested today became non-core to our UK portfolio", Steven Lowy said.

Transaction Impact on earnings

The US joint venture and UK asset divestment would have an annualised dilutionary impact to the Group's Funds from Operations (FFO) of approximately 4.0 cents per security, prior to the redeployment of capital and the impact of any buy-back of WDC securities.

ENDS

The Westfield Group (ASX Code: WDC) is an internally managed, vertically integrated, shopping centre group undertaking ownership, development, design, construction, funds/asset management, property management, leasing and marketing activities and employing over 4,000 staff worldwide. The Westfield Group has interests in and operates one of the world's largest shopping centre portfolios with investment interests in 118 shopping centres across Australia, the United States, the United Kingdom, New Zealand and Brazil, encompassing around 24,300 retail outlets and total assets under management of A\$61.7 billion.

About Canada Pension Plan Investment Board

Canada Pension Plan Investment Board (CPPIB) is a professional investment management organization that invests the funds not needed by the Canada Pension Plan to pay current benefits on behalf of 18 million Canadian contributors and beneficiaries. In order to build a diversified portfolio of CPP assets, CPPIB invests in public equities, private equities, real estate, inflation-linked bonds, infrastructure and fixed income instruments. Headquartered in Toronto, with offices in London and Hong Kong, CPPIB is governed and managed independently of the Canada Pension Plan and at arm's length from governments. At December 31, 2011, the CPP Fund totalled \$152.8 billion. For more information, please visit www.cppib.ca.

This release contains forward-looking statements, including statements regarding future earnings and distributions. These forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed in the statements contained in this release. You should not place undue reliance on these forward-looking statements. These forward-looking statements are based on information available to us as of the date of this presentation. Except as required by law or regulation (including the ASX Listing Rules) we undertake no obligation to update these forward-looking statements.

WESTFIELD / CPPIB PROPERTY PORTFOLIO

As of December 31, 2011

Shopping Center	Location	Annual Specialty Sales psf	Gross Leasable Area		No. of Specialty Stores	Specialty Percent Leased
			Total (sqf)	Specialty (sqf)		
Westfield Annapolis	Annapolis, MD	\$ 506	1,462,363	770,215	254	96.1%
Westfield Culver City	Culver City, CA	439	1,062,120	502,701	171	88.7%
Westfield Horton Plaza	San Diego, CA	383	758,410	477,924	132	94.5%
Westfield Mission Valley	San Diego, CA	472	1,573,803	794,875	127	96.3%
Westfield North County	Escondido, CA	428	1,255,561	446,135	174	96.3%
Westfield Oakridge	San Jose, CA	484	1,144,048	617,304	195	94.9%
Westfield Plaza Bonita	National City, CA	425	1,032,903	595,138	182	93.5%
Westfield Santa Anita	Arcadia, CA	382	1,311,264	795,440	245	92.5%
Westfield Southcenter	Tukwila, WA	528	1,682,736	760,880	243	95.0%
Westfield Topanga	Canoga Park, CA	507	1,637,596	681,229	278	90.9%
West Valley / Westfield Promenade *	Woodland Hills, CA	280	613,530	343,530	46	83.7%
Totals		\$ 456	13,534,334	6,785,371	2,047	93.4%

* Westfield Promenade is an existing shopping center with 613,530 square feet. The West Valley development site, located between the existing Westfield Topanga and Westfield Promenade centers, encompasses 30.67 acres and is slated for development of the "Village at Westfield Topanga", a dynamic mixed-use project designed for more than one million square feet of uses including retail, restaurants, office, boutique hotel and community uses.

Appendix 3C

Announcement of 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.

Information about buy-back

1	Type of buy-back	On-Market
2	*Class of shares/units which is the subject of the buy-back (<i>eg, ordinary/preference</i>)	Westfield Group Ordinary Stapled Securities
3	Voting rights (<i>eg, one for one</i>)	One for one
4	Fully paid/partly paid (<i>and if partly paid, details of how much has been paid and how much is outstanding</i>)	Fully paid
5	Number of shares/units in the *class on issue	2,308,988,539 Ordinary Stapled Securities
6	Whether shareholder/unitholder approval is required for buy-back	Security holder approval is not required
7	Reason for buy-back	Capital Management

⁺ See chapter 19 for defined terms.

- | | | |
|---|--|---|
| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid) | <p>Amondi Pty Limited, a subsidiary of Westfield Holdings Limited, holds 5,870,141 Westfield Group Ordinary Stapled Securities as trustee of two Westfield employee incentive plan trusts. Other than Amondi Pty Limited, none of Westfield Holdings Limited or its subsidiaries hold Westfield Group Ordinary Stapled Securities.</p> <p>The source of the funds for the buy-back will be derived from Westfield's existing credit facilities.</p> |
|---|--|---|

On-market buy-back

- | | | |
|----|---|--|
| 9 | Name of broker who will act on the company's behalf | To be appointed. |
| 10 | Deleted 30/9/2001. | |
| 11 | <p>If the company/trust intends to buy back a maximum number of shares - that number</p> <p><small>Note: This requires a figure to be included, not a percentage.</small></p> | Westfield will undertake an on market buy-back of up to 10% of its issued capital (being 230,898,853 ordinary stapled securities). |
| 12 | 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 this announcement. |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions | There are no conditions. |

Employee share scheme buy-back

- | | | |
|----|---|-----|
| 14 | Number of shares proposed to be bought back | N/A |
| 15 | Price to be offered for shares | N/A |

Selective buy-back

- | | | |
|----|--|-----|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | N/A |
| 17 | Number of shares proposed to be bought back | N/A |
| 18 | Price to be offered for shares | N/A |

Equal access scheme

- | | | |
|----|---|-----|
| 19 | Percentage of shares proposed to be bought back | N/A |
| 20 | Total number of shares proposed to be bought back if all offers are accepted | N/A |
| 21 | Price to be offered for shares | N/A |
| 22 | *Record date for participation in offer

<small>Cross reference: Appendix 7A, clause 9.</small> | N/A |

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:



(Company secretary)

Date: 15 February 2012

Print name:

Simon Julian Tuxen

⁺ See chapter 19 for defined terms.