

**FINAL TERMS**

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to retail investors in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold, or otherwise made available to and should not be offered, sold, or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023 has led to the conclusion that: (i) the target market for the Notes are eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling, or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

9 September 2024

UNIBAIL-RODAMCO-WESTFIELD SE

(LEI 969500SHQITWXSIS7N89)

Issue of EUR 650,000,000 3.875 per cent. Green Bonds due 11 September 2034

Guaranteed by Unibail-Rodamco-Westfield N.V., URW America Inc., WCL Finance Pty Limited, WEA Finance LLC, Westfield America Trust, Westfield Corporation Limited, Westfield UK & Europe Finance plc and WFD Trust

Under the EURO 20,000,000,000

Guaranteed Euro Medium Term Note Programme

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading "*Terms and Conditions of the Notes*" in the Base Prospectus dated 2 August 2024 which received approval no. 24-346 from the *Autorité des marchés financiers* (the "**AMF**") on 2 August 2024 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at the website of the Issuer ([www.urw.com](http://www.urw.com)) and copies may be obtained from 7 Place du Chancelier Adenauer, CS 31622, 75772 Paris Cedex 16, France and BNP Paribas, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93500 Pantin, France.

1	(i)	Series Number:	134
	(ii)	Tranche Number:	1
2		Specified Currency or Currencies:	Euro (" <b>EUR</b> ")
3		Aggregate Nominal Amount:	
	(i)	Series:	EUR 650,000,000
	(ii)	Tranche:	EUR 650,000,000
4		Issue Price:	99.650 per cent. of the Aggregate Nominal Amount.
5		Specified Denominations:	EUR 100,000
6	(i)	Issue Date:	11 September 2024
	(ii)	Interest Commencement Date:	Issue Date
7		Maturity Date:	11 September 2034
8		Interest Basis:	3.875 per cent. Fixed Rate (see paragraph 12 below)
9		Change of Interest Basis:	Not Applicable
10		Put/Call Options:	Issuer Call Clean-up Call

## Make-whole Redemption

(See paragraphs 15, 16 and 17 below)

<b>11</b>	Date of Board approval for issuance of Notes and Guarantees obtained:	Issuer: Unibail-Rodamco-Westfield SE management board: 6 December 2023 Guarantors: Unibail-Rodamco-Westfield N.V. management board: 7 December 2023 URW America: 26 July 2024 WEA Finance LLC: 26 July 2024 WCL Finance Pty Limited: 2 August 2024 Westfield America Trust: 2 August 2024 Westfield Corporation Limited: 2 August 2024 WFD Trust: 2 August 2024 Westfield UK & Europe Finance plc: 25 July 2024
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## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

<b>12</b>	<b>Fixed Rate Note Provisions</b>	Applicable
(i)	Rate of Interest:	3.875 per cent. per annum payable annually in arrear on each Interest Payment Date up to and including the Maturity Date
(ii)	Interest Payment Date(s):	11 September in each year commencing on 11 September 2025
(iii)	Fixed Coupon Amount(s):	EUR 3,875 per Specified Denomination
(iv)	Day Count Fraction:	Actual/Actual-ICMA
(v)	Determination Dates:	11 September in each year
<b>13</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>14</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

<b>15</b>	<b>Call Option</b>	Applicable
(i)	Optional Redemption Date(s):	At any time from and including the date which falls three months prior to but excluding the Maturity Date
(ii)	Optional Redemption Amount(s) of each Note:	EUR 100,000 per Specified Denomination
(iii)	If redeemable in part:	Not Applicable

	(iv)	Notice period:	As per Conditions
<b>16</b>		<b>Make-whole Redemption by the Issuer</b>	Applicable
	(i)	Notice period:	As per Condition 5(d)
	(ii)	Parties to be notified (if other than set out in Condition 5(d) of the Conditions):	Not Applicable
	(iii)	Reference Bond:	2.60% Bundesobligationen of the Bundesrepublik Deutschland (Bund) due 15 August 2034 with ISIN: DE000BU2Z031
	(iv)	Make-whole Margin:	0.30 per cent. per annum
	(v)	Make-whole Calculation Agent:	Aether Financial Services
	(vi)	Quotation Agent:	Crédit Agricole Corporate and Investment Bank
	(vii)	Reference Dealers:	As per Conditions
<b>17</b>		<b>Clean-up Call Option</b>	Applicable
	(i)	Minimum Percentage:	25 per cent.
	(ii)	Clean-up Call Amount:	EUR 100,000 per Specified Denomination
	(iii)	Notice period:	As per Conditions
<b>18</b>		<b>Put Option</b>	Not Applicable
<b>19</b>		<b>Final Redemption Amount of each Note</b>	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
<b>20</b>		<b>Early Redemption Amount</b>	
	(i)	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default:	EUR 100,000 per Specified Denomination
	(ii)	Redemption for taxation reasons permitted on days other than Interest Payment Dates:	Yes
	(iii)	Unmatured Coupons to become void upon early redemption:	Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

21	Form of Notes:	Dematerialised Notes Bearer form ( <i>au porteur</i> )
22	Financial Centre(s):	Not Applicable
23	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
24	Details relating to Instalment Notes:	Not Applicable
25	<b>Masse (Condition 10 of the Terms and Conditions of the Notes):</b>	Condition 10 applies.
	(i) Representative:	Aether Financial Services 36 rue de Monceau 75008 Paris France
	(ii) Remuneration of Representative:	EUR 400 per annum
26	<b>Governing law:</b>	The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and shall be construed in accordance with, French law
27	<b>Exclusion of the possibility to request identification information of the Noteholders as provided by Condition 1(a)(i) of the Notes:</b>	Applicable

Signed on behalf of UNIBAIL-RODAMCO-WESTFIELD SE as Issuer:



By: .....

Duly authorised

Signed for acknowledgment on behalf of UNIBAIL-RODAMCO-WESTFIELD N.V. as Guarantor:

.....

Name: Dominic Lowe

Title: MB Member / Chief Operating Officer US

.....

Name: Gerard L.W. Sieben

Title: MB Member / CFO

Signed on behalf of UNIBAIL-RODAMCO-WESTFIELD SE as Issuer:

By: .....

Duly authorised

Signed for acknowledgment on behalf of UNIBAIL-RODAMCO-WESTFIELD N.V. as Guarantor:

  
.....

Name: Dominic Lowe

Title: MB Member / Chief Operating Officer US

.....

Name: Gerard L.W. Sieben

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.....

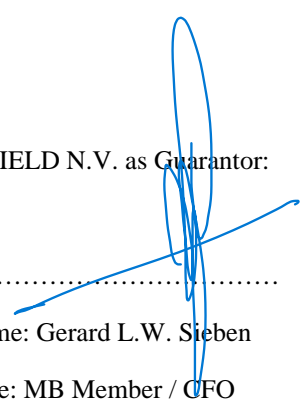
Name: Dominic Lowe

Title: MB Member / Chief Operating Officer US

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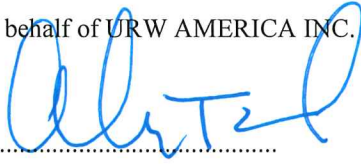
Name: Gerard L.W. Sieben

Title: MB Member / CFO





Signed on behalf of URW AMERICA INC. as Guarantor:



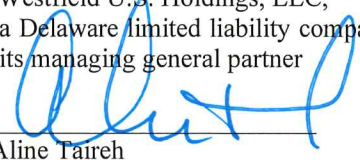
By: .....

Name: Aline Taireh  
Title: Secretary  
Duly authorised

Signed on behalf of WEA FINANCE LLC as Guarantor:

By: Westfield America Limited Partnership,  
a Delaware limited partnership,  
its managing member

By: Westfield U.S. Holdings, LLC,  
a Delaware limited liability company,  
its managing general partner



By: \_\_\_\_\_  
Name: Aline Taireh  
Title: Executive Vice President / General  
Counsel / Secretary

Signed on behalf of WCL FINANCE PTY LIMITED as Guarantor by its attorney under power of attorney. By executing these Final Terms the attorney below certifies that it has not received notification of the revocation of such power of attorney:

By: \_\_\_\_\_  
Attorney  
Name: Fabrice Mouchel  
Title: Attorney

Attest:

\_\_\_\_\_  
Witness

\_\_\_\_\_

\_\_\_\_\_  
Print Name

Signed on behalf of Westfield America Management Pty Limited as trustee of WFD TRUST as Guarantor, by its attorney under power of attorney. By executing these Final Terms, the attorney below certified that it has not received notification of the revocation of such power of attorney.

By: \_\_\_\_\_  
Attorney  
Name: Fabrice Mouchel  
Title: Attorney

Attest:

\_\_\_\_\_

Witness

\_\_\_\_\_

Print Name

Signed on behalf of URW AMERICA INC. as Guarantor:

Signed on behalf of WEA FINANCE LLC as Guarantor:

By: .....

By: Westfield America Limited Partnership,  
a Delaware limited partnership,  
its managing member

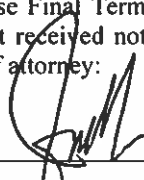
Name: Aline Taireh  
Title: Secretary  
Duly authorised


By: Westfield U.S. Holdings, LLC,  
a Delaware limited liability company,  
its managing general partner

By: \_\_\_\_\_  
Name: Aline Taireh  
Title: Executive Vice President / General  
Counsel / Secretary

Signed on behalf of WCL FINANCE PTY LIMITED as Guarantor by its attorney under power of attorney. By executing these Final Terms the attorney below certifies that it has not received notification of the revocation of such power of attorney:


Signed on behalf of Westfield America Management Pty Limited as trustee of WFD TRUST as Guarantor, by its attorney under power of attorney. By executing these Final Terms, the attorney below certified that it has not received notification of the revocation of such power of attorney.


By:  \_\_\_\_\_  
Attorney  
Name: Fabrice Mouchel  
Title: Attorney

By:  \_\_\_\_\_  
Attorney  
Name: Fabrice Mouchel  
Title: Attorney

Attest:

Attest:

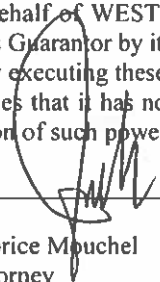
  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Witness

SULIETTE AULAGNON  
Print Name

SULIETTE AULAGNON  
Print Name

Signed on behalf of WESTFIELD CORPORATION LIMITED as Guarantor by its attorney under power of attorney. By executing these Final Terms the attorney below certifies that it has not received notification of the revocation of such power of attorney.

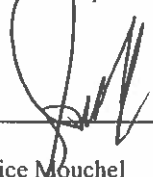
By:   
Attorney  
Name: Fabrice Mouchel  
Title: Attorney

Attest:

  
Witness

JULIETTE AULASNON  
Print Name

Signed on behalf of Westfield America Management Pty Limited as trustee of WESTFIELD AMERICA TRUST as Guarantor, by its attorney under power of attorney. By executing these Final Terms, the attorney below certified that it has not received notification of the revocation of such power of attorney.

By:   
Attorney  
Name: Fabrice Mouchel  
Title: Attorney

Attest:

  
Witness

JULIETTE AULASNON  
Print Name

Signed on behalf of WESTFIELD UK & EUROPE FINANCE PLC as Guarantor:

By: .....

Duly authorised

Signed on behalf of WESTFIELD CORPORATION LIMITED as Guarantor by its attorney under power of attorney. By executing these Final Terms the attorney below certifies that it has not received notification of the revocation of such power of attorney.

By: \_\_\_\_\_  
Attorney  
Name: Fabrice Mouchel  
Title: Attorney

Attest:

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Print Name

Signed on behalf of Westfield America Management Pty Limited as trustee of WESTFIELD AMERICA TRUST as Guarantor, by its attorney under power of attorney. By executing these Final Terms, the attorney below certified that it has not received notification of the revocation of such power of attorney.

By: \_\_\_\_\_  
Attorney  
Name: Fabrice Mouchel  
Title: Attorney

Attest:

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Print Name

Signed on behalf of WESTFIELD UK & EUROPE FINANCE PLC as Guarantor:

By:  .....

Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Application has been made by the Issuer (or on its behalf) for the Notes to be listed on Euronext Paris and admitted to trading on Euronext Paris with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 10,130.

### 2 RATINGS

Ratings: The Notes to be issued are rated:

S&P: BBB+

Moody's: Baa2

S&P Global Ratings Europe Limited (“**S&P**”) and Moody’s Deutschland GmbH (“**Moody’s**”) are established in the European Union and registered under Regulation (EC) No 1060/2009, as amended by Regulation (EU) No 513/2011 (the “**EU CRA Regulation**”). As such S&P Global Ratings Europe Limited and Moody’s Deutschland GmbH are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

### 3 NOTIFICATION

Not Applicable.

### 4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantors and their affiliates in the ordinary course of business.

### 5 NET PROCEEDS

The net proceeds of the issue of the Notes: Approximately EUR 643,662,500

### 6 USE OF PROCEEDS

An amount equivalent to the net proceeds will be allocated to finance and/or refinance one or more Eligible Green Assets managed or owned by the Issuer, all in accordance with and as further described in the URW Green Financing Framework and the section "Use of Proceeds" of the Base Prospectus.

### 7 YIELD

Indication of yield: 3.918 per cent. per annum calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 8 DISTRIBUTION

- (i) Method of distribution: Syndicated

- (ii) If syndicated:
- (A) Names of Managers: *Active Bookrunners:*
- Crédit Agricole Corporate and Investment Bank  
 Deutsche Bank Aktiengesellschaft  
 J.P. Morgan SE  
 Natixis  
 RBC Capital Markets (Europe) GmbH
- Other Active Bookrunners:*
- Banco Bilbao Vizcaya Argentaria, S.A.  
 Crédit Industriel et Commercial S.A.  
 HSBC Continental Europe  
 Mizuho Securities Europe GmbH  
 Banco Santander, S.A.  
 SMBC Bank EU AG
- Co-Lead Managers:*
- ABN AMRO Bank N.V.  
 CaixaBank, S.A.  
 Commerzbank Aktiengesellschaft  
 Erste Group Bank AG  
 ING Bank N.V., Belgian Branch  
 Intesa Sanpaolo S.p.A.  
 La Banque Postale  
 Morgan Stanley Europe SE  
 UniCredit Bank GmbH
- (B) Stabilisation Manager(s) if any: Crédit Agricole Corporate and Investment Bank
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) US Selling Restrictions (Categories of potential investors to which the Notes are offered): Reg S Compliance Category 2  
 TEFRA not applicable

## 9 OPERATIONAL INFORMATION

- ISIN Code: FR001400SIL1
- Common Code: 290026652
- Other identification number: Not Applicable
- Any clearing system(s) other than Euroclear Bank SA/NV, Euroclear France and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- Delivery: Delivery against payment

Names and addresses of  
additional Paying Agent(s) (if  
any):

Not Applicable