

**THIRD SUPPLEMENT DATED 3 JUNE 2019**  
**TO THE BASE PROSPECTUS DATED 26 OCTOBER 2018**



**UNIBAIL-RODAMCO-WESTFIELD**

**UNIBAIL-RODAMCO-WESTFIELD SE (FORMERLY UNIBAIL-RODAMCO SE)**  
*(incorporated in the Republic of France as a European public company with limited liability)*

**RODAMCO EUROPE FINANCE B.V.**  
*(incorporated in The Netherlands as a private company with limited liability)*

**RODAMCO SVERIGE AB**  
*(incorporated in the Kingdom of Sweden as a public company with limited liability)*

(each as Issuers)

**EURO 20,000,000,000 Guaranteed Euro Medium Term Note Programme**

guaranteed in each case by

**UNIBAIL-RODAMCO-WESTFIELD SE**  
**(FORMERLY UNIBAIL-RODAMCO SE)** (other  
than in the case of Notes issued by itself)

**URW AMERICA INC.**  
*(incorporated in Delaware as a corporation with  
shareholders that have limited liability)*

**WCL FINANCE PTY LIMITED**  
*(incorporated in Australia as a proprietary company  
limited by shares)*

**WESTFIELD CORPORATION LIMITED**  
*(incorporated in Australia as a public company limited  
by shares)*

**WFD UNIBAIL-RODAMCO N.V.**  
*(incorporated in The Netherlands as a public company  
with limited liability)*

**WEA FINANCE LLC**  
*(formed in Delaware as a limited liability company)*

**WESTFIELD AMERICA TRUST**  
*(established in Australia as a unit trust and in respect  
of which Westfield America Management Limited is the  
trustee)*

**WFD TRUST**  
*(established in Australia as a unit trust and in respect  
of which Westfield America Management Limited is the  
trustee)*

**WESTFIELD UK & EUROPE FINANCE PLC**  
*(incorporated in the United Kingdom as a public company with limited liability)*

(each as Guarantors)

This Third supplement (the "**Third Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 26 October 2018 which received visa no. 18-498 from the Autorité des marchés financiers ("**AMF**") on 26 October 2018 as supplemented by the first supplement dated 15 February 2019 which received visa no. 19-049 from the AMF on 15 February 2019 and the second supplement dated 11 April 2019 which received visa no. 19-153 on 11 April 2019 (the "**Base Prospectus**"). This Third Supplement is prepared in connection with the Euro 20,000,000,000 Guaranteed Euro Medium Term Note Programme (the "**Programme**") of Unibail-Rodamco-Westfield SE (formerly Unibail-Rodamco SE) ("**URW SE**"), Rodamco Sverige AB and Rodamco Europe Finance B.V. as issuers (in each case, in such capacity, the "**Issuer**" and together, the "**Issuers**"), and guaranteed by URW SE (other than in the case of Notes issued by URW SE), WFD Unibail-Rodamco N.V., URW America Inc., WEA Finance LLC, WCL Finance Pty Limited, Westfield America Trust (in respect of which the trustee is Westfield America Management Limited), Westfield Corporation Limited, WFD Trust (in respect of which the trustee is Westfield America Management Limited) and Westfield UK & Europe Finance plc (in each case, in such capacity, the "**Guarantor**" and together, the "**Guarantors**"). Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Third Supplement.

Application has been made for approval of this Third Supplement to the AMF in its capacity as competent authority pursuant to article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France. This Third Supplement constitutes a supplement to the Base Prospectus and has been prepared for the purpose of article 16.1 of the Prospectus Directive and of article 212-25 of the AMF's *Règlement Général*.

This Third Supplement has been produced for the purposes of (a) incorporating by reference the audited consolidated financial statements of Rodamco Sverige AB as at and for the year ended 31 December 2018 and the auditor's report thereupon and modifying consequently some sections of the Base Prospectus, (b) updating the rating of the Issuers by Moody's Investors Services Ltd, (c) updating the corporate name and acronym of Unibail-Rodamco SE and (d) updating the section "*Significant Recent Developments*" of the Base Prospectus following the agreement signed on the sale of Majunga, the release of the URW SE Q1 results, the annual general meeting of URW SE and the notice sent out to ORNANE holders.

Save as disclosed in this Third Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this Third Supplement and (b) any other statement in the Base Prospectus the statements in this Third Supplement will prevail.

Copies of this Third Supplement and the documents incorporated by reference herein may be obtained from URW SE and each of the Paying Agents during normal business hours, so long as any of the relevant Notes are outstanding, at their addresses mentioned at the end of the Base Prospectus. The Third Supplement is also available for viewing on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

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## DOCUMENTS INCORPORATED BY REFERENCE

On pages 38-39 of the Base Prospectus, the paragraphs (h) to (i) shall be deemed to be deleted and shall be replaced by the following.

"

- (h) the English language version of the 2018 audited consolidated annual financial statements of Rodamco Sverige AB (including the amounts for comparative purposes in the balance sheet, profit and loss account, the statement of changes in equity and the cash flow statement for the year ended 31 December 2017) and the auditor's report thereupon (the "**Rodamco Sverige 2018 Audited Annual Financial Statements**");
- (i) the English language version of the 2017 audited annual financial statements of Rodamco Sverige AB (including the amounts for comparative purposes in the balance sheet, profit and loss account, the statement of changes in equity and the cash flow statement for the year ended 31 December 2016) and the auditor's report thereupon (the "**Rodamco Sverige 2017 Audited Annual Financial Statements**");"

## CROSS REFERENCE TABLE IN RESPECT OF INFORMATION INCORPORATED BY REFERENCE

On pages 44-45 of the Base Prospectus, the cross reference table in relation to Rodamco Sverige AB shall be amended as follows at item 11 (*Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses*):

<b><i>Regulation – Part of Annex IX in respect of Rodamco Sverige AB</i></b>	<b><i>Reference</i></b>
<b>11. Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses</b>	
Consolidated Statement of Comprehensive Income	Page 2, Rodamco Sverige 2018 Audited Annual Financial Statements  Page 2, Rodamco Sverige 2017 Audited Annual Financial Statements
Consolidated Statement of Financial Position	Page 3, Rodamco Sverige 2018 Audited Annual Financial Statements  Page 3, Rodamco Sverige 2017 Audited Annual Financial Statements
Consolidated Statement of Cash Flows	Page 4, Rodamco Sverige 2018 Audited Annual Financial Statements  Page 4, Rodamco Sverige 2017 Audited Annual Financial Statements
Consolidated Statement of Changes in Equity	Page 5, Rodamco Sverige 2018 Audited Annual Financial Statements  Page 5, Rodamco Sverige 2017 Audited Annual Financial Statements
Notes to the Consolidated Financial Statements for the Financial Year ended 31 December 2018	Pages 6-41, Rodamco Sverige 2018 Audited Annual Financial Statements
Notes to the Consolidated Financial Statements for the Financial Year ended 31 December 2017	Pages 6-40, Rodamco Sverige 2017 Audited Annual Financial Statements
Accounting Principles	Pages 6-14, Rodamco Sverige 2018 Audited Annual Financial Statements  Pages 6-13, Rodamco Sverige 2017 Audited Annual Financial Statements
Auditors' Report on the Annual Accounts and Consolidated Accounts for the Financial Year ended 31 December 2018	Pages 42-44, Rodamco Sverige 2018 Audited Annual Financial Statements
Auditors' Report on the Annual Accounts and Consolidated Accounts for the Financial Year ended 31 December 2017	Pages 41-44, Rodamco Sverige 2017 Audited Annual Financial Statements

## **RATING OF THE GROUP**

On 17 April 2019, Moody's changed its long-term credit rating for the Group from A2 (stable outlook) to A2 (negative outlook). At the same time, all of the long-term issuer ratings, the senior unsecured bond ratings and the senior unsecured MTN ratings of URW SE, Rodamco Europe Finance BV, Rodamco Sverige AB, WFD Trust and WEA Finance LLC, where applicable, were affirmed as A2 and (P)A2 respectively.

Therefore, in respect of the Moody's long-term credit rating of the Group, all references in the Base Prospectus to the outlook of the Group shall be updated to read "A2 (negative outlook)".

## **NAME CHANGE OF UNIBAIL-RODAMCO SE**

On 17 May 2019, the annual general meeting of Unibail-Rodamco was held and it was decided that the corporate name of "Unibail-Rodamco SE" would be changed to "Unibail-Rodamco-Westfield SE" with immediate effect, with its new acronym being "URW SE".

Therefore, in respect of the name of "Unibail-Rodamco SE", all references in the Base Prospectus to such entity should be updated to read "Unibail-Rodamco-Westfield SE".

The press release in relation to the annual general meeting of URW SE is reproduced in the "*Significant Recent Developments*" section of this Third Supplement.

## SIGNIFICANT RECENT DEVELOPMENTS

On page 167 of the Base Prospectus, the following paragraphs should be added:

### **"Sale of Tour Majunga by Unibail-Rodamco-Westfield**

On 9 April 2019, URW published the following press release:

"Unibail-Rodamco-Westfield today entered into an agreement with a consortium of institutional buyers for the sale of Tour Majunga in La Défense. The net disposal price of €850 Mn represents a premium to the December 31, 2018, book value.

This transaction is subject to standard conditions precedent and is expected to close in early July 2019. Tour Majunga is an office building with a GLA of over 67,000 sqm located in the heart of La Défense business district (Paris region).

Upon the closing of this transaction, the €3 Bn of disposals announced in December 2017 will have been exceeded. These disposals were made at an average net initial yield of 4.5% and an average premium above book value of 7.2%. The Group announced on February 13, 2019, that it had increased its disposal target to a total of €6 Bn to be reached in the next couple of years. €2.9 Bn of assets remain to be disposed of after the completion of this transaction."

On 24 April 2019, URW published the following press release:

### **"Financial information as at March 31, 2019**

- **Tenant sales in URW's European shopping centres increased by +4.3% (+4.8% for Flagships) and footfall by +2.4%; US specialty sales per sq. ft grew by +5.3% (+5.5% for Flagships);**
- **€3.1 Bn of disposals since June 7, 2018, with an average premium above book value of 7.2%.**

#### **1. Turnover**

The proportionate turnover of Unibail-Rodamco-Westfield ("URW" or the "Group") for the first three months of 2019 amounted to €39.6 Mn, up by +70.2%, mainly due to the acquisition of Westfield Corporation ("WFD") by Unibail-Rodamco ("UR").



## Turnover

YTD in € Mn, excluding VAT	IFRS			Proportionate <sup>(1)</sup>		
	Q1-2019	Q1-2018	Change	Q1-2019	Q1-2018	Change
Shopping Centres <sup>(2)</sup>	514.4	374.0	+37.6 %	673.9	389.6	+73.0%
Offices	27.0	39.1	- 30.8%	29.2	39.1	-25.4%
Convention & Exhibition <sup>(2)</sup>	100.5	92.6	+8.6%	101.2	93.2	+8.5%
<i>Rental income</i>	65.0	59.5	+9.2%	65.6	60.2	+9.1%
<i>Services</i>	35.5	33.0	+7.6%	35.5	33.0	+7.6%
Property services and other activities revenues	43.5	30.1	+44.5 %	43.5	30.1	+44.6%
Property development and project management revenue	91.9	-		91.9	-	
<b>Total</b>	<b>777.4</b>	<b>535.7</b>	<b>+45.1 %</b>	<b>939.6</b>	<b>552.0</b>	<b>+70.2%</b>

(1) Proportionate reflects the impact of proportional consolidation instead of the equity method required by IFRS 11 of the URW jointly controlled assets.

(2) Transfer of one asset from the Shopping Centre segment to the Convention & Exhibition segment. 2018 was restated accordingly.

Figures may not add up due to rounding.

## 2. Gross Rental Income

The proportionate Gross Rental Income (GRI) of the Shopping Centre division amounted to €673.9 Mn for the first quarter of 2019, an increase of +73.0%. GRI growth in France, Central Europe and Austria was strong with +3.7%, +3.6% and +3.2%, respectively. Disposals of non-core shopping centres in Spain in 2018 and in the Nordics in 2019 impacted GRI growth in those regions.

The GRI of the Office division was €29.2 Mn, down by -25.4% compared to the first three months of 2018. The rental income of offices in France decreased by -43.4%, due to the disposals of Capital 8 and Tour Ariane in 2018. The increase in Other countries is mainly due to the inclusion of the US.

The GRI of the Convention & Exhibition division increased by +9.1% to €55.6 Mn, primarily due to the impact of triennial shows such as in-cosmetics and Wine Paris.

## Gross Rental Income

YTD in € Mn, excluding VAT	IFRS			Proportionate <sup>(1)</sup>		
	Q1-2019	Q1-2018	Change	Q1-2019	Q1-2018	Change
<b>Shopping Centres</b>	<b>514.4</b>	<b>374.0</b>	<b>+37.6%</b>	<b>673.9</b>	<b>389.6</b>	<b>+73.0%</b>
<i>France</i> <sup>(2)</sup>	174.0	167.7	+3.7%	176.2	169.9	+3.7%
<i>United States</i>	111.1	-		229.8	-	
<i>Central Europe</i>	54.3	52.5	+3.5%	56.2	54.2	+3.6%
<i>Spain</i>	41.5	45.6	-9.1%	41.6	45.7	-9.1%
<i>Nordics</i>	36.0	37.8	-4.9%	36.0	37.8	-4.9%
<i>Austria</i>	28.2	27.3	+3.2%	28.2	27.3	+3.2%
<i>Germany</i>	25.2	25.5	-1.2%	36.9	37.2	-0.6%
<i>The Netherlands</i>	17.2	17.4	-1.4%	17.2	17.4	-1.4%
<i>United Kingdom</i>	27.0	-		51.8	-	
<b>Offices</b>	<b>27.0</b>	<b>39.1</b>	<b>-30.8%</b>	<b>29.2</b>	<b>39.1</b>	<b>-25.4%</b>
<i>France</i>	19.2	33.9	-43.4%	19.2	33.9	-43.4%
<i>Other countries</i>	7.9	5.2	+50.9%	10.0	5.2	+91.7%
<b>Convention &amp; Exhibition</b> <sup>(2)</sup>	<b>65.0</b>	<b>59.5</b>	<b>+9.2%</b>	<b>65.6</b>	<b>60.2</b>	<b>+9.1%</b>
<b>Total</b>	<b>606.5</b>	<b>472.6</b>	<b>+28.3%</b>	<b>768.7</b>	<b>488.9</b>	<b>+57.2%</b>

(1) Proportionate reflects the impact of proportional consolidation instead of the equity method required by IFRS 11 of the URW jointly controlled assets.

(2) Transfer of one asset from the Shopping Centre segment to the Convention & Exhibition segment. 2018 was restated accordingly.

Figures may not add up due to rounding.

## Major events

### 1. Tenant sales and footfall

Tenant sales<sup>(1)</sup> through March 31, 2019, in the Group's European shopping centres<sup>(2)</sup> were up by +4.3% (+4.8% for Flagships<sup>(3)</sup>) compared to the same period in 2018, in spite of an unfavourable Easter calendar. Strong performance was recorded in the Nordics, the UK, Central Europe and France (+14.8%, +8.5% and +5.3% and +3.4%, respectively). The Nordics and France benefitted from the strong impact of the delivery of the Tesla Model 3 in March.

In the US, specialty sales per sq. ft<sup>(4)</sup> in URW's assets were up by +5.3% through March 31, 2019, and by +10.7% on a trailing 12-month basis, with Flagships up by +5.5% and +12.1%, respectively. Total tenant sales on a trailing 12 month basis increased by +4.7%, of which +8.3% for the Flagships and -2.8% for the Regionals.

Through February, tenant sales in Europe (+3.0%) outperformed the aggregate national sales indices<sup>(5)</sup> (which for a number of the Group's regions include online sales) by +166 bps, reflecting the superior quality and performance of the Group's European shopping centres. In France, tenant sales through February outperformed the IFLS<sup>(6)</sup> and CNCC<sup>(7)</sup> indices by +104 and +314 bps, respectively.

Footfall<sup>(8)</sup> in the Group's European shopping centres grew by +2.4% through Q1-2019. In the UK, France, and Central Europe, footfall increased by +8.7%, +4.0% and +2.6%, respectively.

## 2. Post-closing events

On April 9, 2019, URW entered into an agreement with a consortium of institutional buyers for the sale of Tour Majunga in La Défense. The Net Disposal Price of €850 Mn represents a premium to the book value as at December 31, 2018.

Upon the closing of this transaction, the approximately € Bn of disposals announced in December 2017 will have been exceeded. These disposals were made at an average net initial yield of 4.5% and an average premium above book value of 7.2%. The Group announced on February 13, 2019, that it had increased its disposal target to a total of € Bn to be reached in the next couple of years. €2.9 Bn of assets remain to be disposed of.

On April 19, 2019, URW signed a lease agreement with Wojo (a co-working operator jointly owned by Accor and Bouygues) for all 13,100 sqm of office space in the Gaîté Montparnasse project in Paris, to be delivered in H2 2020.

## 3. Outlook 2019

The Group confirms it expects its 2019 Adjusted Recurring Earnings per Share to be in the range of €1.80 - €2.00.

## 4. Financial schedule

The next financial events in the Group's calendar will be:

**May 17, 2019:** AGM Unibail-Rodamco SE

**June 13 & 14, 2019:** Investor Days (London)

**July 5, 2019:** Final dividend, subject to approval by the AGM of Unibail-Rodamco SE

**July 31, 2019:** 2019 Half-Year results

*Notes:*

- (1) *Tenant sales data does not include Zlote Tarasy as it is not managed by URW. Tenant sales performance in URW's shopping centres (except The Netherlands) in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, newly acquired assets and assets under heavy refurbishment. For the Q1-2019 reporting period, shopping centres excluded due to delivery or ongoing works were Galerie Gaité, La Part-Dieu, CH Ursynow and Gropius Passagen. Primark sales are based on estimates.*
- (2) *Including the UK.*
- (3) *The European Flagship assets are: Les Quatre Temps, Aéroville, Parly 2, Vélizy 2, Carré Sénart, Rosny 2, Le Forum des Halles, Carrousel du Louvre, CNIT, Confluence, La Part-Dieu, Villeneuve 2, Euralille, Polygone Riviera, La Vaguada, Parquesur, Bonaire, Splau, La Maquinista, Glòries, Donau Zentrum, Shopping City Süd, Centrum Cerny Most, Centrum Chodov, Wroclavia, Galeria Mokotow, Zlote Tarasy, Arkadia, Aupark, Fisketorvet, Mall of Scandinavia, Täby Centrum, Stadshart Amstelveen, Leidsenhage, Ruhr Park, Gropius Passagen, CentrO, Pasing Arcaden, Westfield London and Westfield Stratford City.*
- (4) *Specialty tenant sales (<10K sq. ft (ca. 929 m<sup>2</sup>)).*
- (5) *Based on latest national indices available (year-on-year evolution) as at February 2019: France: Institut Français du Libre Service (IFLS)- excluding food; Spain: Instituto Nacional de Estadística; Central Europe: Český statistický úrad (Czech Republic), Polska Rada Centrow Handlowych (Poland) (as at January 2019), Eurostat (Slovakia); Austria: Eurostat; the Nordics: HUI Research (Sweden),*

*Danmarks Statistik (Denmark); Germany: Destatis-Genesis, excluding online only operators and fuel sales (Federal Statistical Office). UK: BDO High Street Sales Tracker; Including online only sales for France, Spain, Austria, the Czech Republic and Slovakia and excluding online only sales for Germany, the Nordics, the UK and Poland.*

- (6) *Institut Français du Libre Service index – Mode & Cosmétique, Maison et Loisirs (excluding food).*
- (7) *Conseil National des Centres Commerciaux index – all centres, comparable scope.*
- (8) *Footfall data does not include Zlote Tarasy as it is not managed by UR. Footfall in UR's shopping centres in operation, including extensions of existing assets, but excluding deliveries of new brownfield projects, newly acquired assets and assets under heavy refurbishment. For the Q1-2019 reporting period, shopping centres excluded due to delivery or ongoing works were Galerie Gaité, La Part-Dieu, CH Ursynow, Mall of The Netherlands and Gropius Passagen.*

"

On 17 May 2019, URW published the following press release:

### **"Unibail-Rodamco-Westfield SE: Results of the Annual General Meeting of May 17, 2019**

Unibail-Rodamco-Westfield SE's Annual General Meeting took place at the Hôtel Salomon de Rothschild in Paris. All 22 resolutions submitted for approval by shareholders were adopted. Detailed results of the votes are available on the Group's website ([www.urw.com](http://www.urw.com)).

Among other matters, shareholders approved the Group's annual accounts for the 2018 financial year and resolved to distribute a dividend of €10.80 per share, comprised of:

- an interim dividend of €5.40 per share paid on March 29, 2019, from the Group's tax-exempt real estate activities ("SIIC" regime) and,
- the final dividend of €5.40 per share to be paid on July 5, 2019, of which €1.90 from the Group's tax exempt SIIC activities and €3.50 from the Group's non-tax exempt activities. The ex-dividend date is July 3, 2019.

Shareholders approved the renewal of the term of Mr Jacques Stern as member of the Supervisory Board as well as the modification of the corporate name of the company to "Unibail-Rodamco-Westfield SE", and the acronym "URW SE". This modification will not result in any change to the ticker code of "URW" nor to its trade abbreviation of "UNIBAILWEST" on the Australian Securities Exchange (ASX)."

On 30 May 2019, URW published the following press release:

### **"Unibail-Rodamco-Westfield: Notice to 2014 ORNANE holders**

In accordance with paragraph 4.9.5, "*Information sur les valeurs mobilières devant être offertes et admises aux négociations sur le marché réglementé d'Euronext à Paris*" of the "*note d'opération*" relating to the net share settled bonds convertible into new shares and/or exchangeable for existing shares for an amount of €499,999,856.94 with redemption date on July 1, 2021, issued on June 25, 2014, (the "2014 ORNANE") approved by the *Autorité des Marchés Financiers* under No. 14-296, the 2014 ORNANE holders could, at their discretion, request early redemption at par, in cash, on July 1, 2019, of the 2014 ORNANE they hold.

The early redemption period closed on May 27, 2019. 80% of the 2014 ORNANE holders exercised the early redemption option, representing approximately €400 million in total.

The payment of the redemption amount will be funded from available liquidity sources."

## GENERAL INFORMATION

On page 203 of the Base Prospectus, paragraph 3 shall be replaced by the following:

- "3. Save as disclosed in this Base Prospectus, there has been no material adverse change in the prospects or affairs of URW SE, WFD Unibail-Rodamco N.V., WCL, WAT and Rodamco Sverige since 31 December 2018 and of Rodamco Europe Finance since 31 December 2017 and no significant change in the financial or trading position of URW SE, WFD Unibail-Rodamco N.V., WCL, WAT and Rodamco Sverige since 31 December 2018 and of Rodamco Europe Finance since 31 December 2017."

On page 204 of the Base Prospectus, sub-paragraph (f) of paragraph 9 regarding the documents available for inspection at the specified offices of each of the Paying Agents during normal business hours so long as Notes may be issued pursuant to the Base Prospectus, shall be replaced by the following:

- "(f) the Rodamco Sverige 2018 Audited Annual Financial Statements and the Rodamco Sverige 2017 Audited Annual Financial Statements;"

On page 205 of the Base Prospectus, paragraph 13 shall be replaced by the following:

- "13. At the request of Rodamco Sverige AB, Ernst & Young AB, P.O. Box 7850, SE-103 99, Stockholm, Sweden, of which the authorised public accountants are members of FAR ("*Föreningen Auktoriserade Revisorer*"), the Swedish accountants board, has audited the financial statements of Rodamco Sverige for the years ended 31 December 2018 and 31 December 2017 (in relation to each of which they have also issued an unqualified audit report)."

## **PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS THIRD SUPPLEMENT**

### **Declaration by persons responsible for this Third Supplement**

To the best of Unibail-Rodamco-Westfield SE's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and Unibail-Rodamco-Westfield SE accepts responsibility accordingly.

#### **UNIBAIL-RODAMCO-WESTFIELD SE**

7 Place du Chancelier Adenauer  
CS 31622  
75772 Paris Cedex 16  
France

Duly represented by:  
Mr. Jaap Tonckens, Group Chief Financial Officer of Unibail-Rodamco-Westfield SE  
on 3 June 2019

To the best of Rodamco Europe Finance B.V.'s knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and Rodamco Europe Finance B.V. accepts responsibility accordingly.

#### **RODAMCO EUROPE FINANCE B.V.**

World Trade Center Schiphol  
Tower H  
Schiphol Boulevard 371  
1118 BJ Schiphol  
The Netherlands

Duly represented by:  
Mr. Jaap Tonckens, Board Member of Rodamco Europe Finance B.V.  
on 3 June 2019

To the best of Rodamco Sverige AB's knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and Rodamco Sverige AB accepts responsibility accordingly.

#### **RODAMCO SVERIGE AB**

Box 7846, 103 98 Stockholm  
Sweden

Duly represented by:  
Mr. Jaap Tonckens, Board Member of Rodamco Sverige A.B.  
on 3 June 2019

To the best of WFD Unibail-Rodamco N.V.'s knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and WFD Unibail-Rodamco N.V. accepts responsibility accordingly.

**WFD UNIBAIL-RODAMCO N.V.**  
Schiphol Boulevard 315 Tower F, 7<sup>th</sup> Floor  
1118 BJ Schiphol (Haarlemmermeer)  
The Netherlands

Duly represented by:  
Mr. Gerard Sieben, Chief Financial Officer of WFD Unibail-Rodamco N.V.  
on 3 June 2019

To the best of URW America Inc.'s knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and URW America Inc. accepts responsibility accordingly.

**URW AMERICA INC.**  
c/o Corporation Trust Company  
Corporation Trust Center  
1209 Orange St  
Wilmington  
Delaware 19801  
United States of America

Duly represented by:  
Ms. Aline Taireh, Secretary of URW America Inc.  
on 3 June 2019

To the best of WEA Finance LLC's knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and WEA Finance LLC accepts responsibility accordingly.

**WEA FINANCE LLC**  
c/o Corporation Trust Company  
Corporation Trust Center  
1209 Orange St  
Wilmington  
Delaware 19801  
United States of America

Duly represented by:  
WEA Finance LLC, a Delaware limited liability company  
By: Westfield America Limited Partnership, a Delaware limited partnership, its managing member  
By: Westfield U.S. Holdings, LLC, a Delaware limited liability company, its general partner  
By: Aline Taireh, Executive Vice President, General Counsel and Secretary  
on 3 June 2019

To the best of WCL Finance Pty Limited's knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and WCL Finance Pty Limited accepts responsibility accordingly.

**WCL FINANCE PTY LIMITED**  
'Deutsche Bank Place', Level 4 126-130 Phillip Street  
Sydney NSW 2000  
Australia

Duly represented by:  
Jaap Tonckens, attorney for WCL Finance Pty Limited  
on 3 June 2019

To the best of Westfield America Trust's knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and Westfield America Trust accepts responsibility accordingly.

**WESTFIELD AMERICA TRUST**  
c/o Westfield America Management Limited  
'Deutsche Bank Place', Level 4 126-130 Phillip Street  
Sydney NSW 2000  
Australia

Duly represented by:  
Jaap Tonckens, attorney for Westfield America Management Limited as trustee of Westfield America Trust  
on 3 June 2019

To the best of Westfield Corporation Limited's knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and Westfield Corporation Limited accepts responsibility accordingly.

**WESTFIELD CORPORATION LIMITED**  
'Deutsche Bank Place', Level 4 126-130 Phillip Street  
Sydney NSW 2000  
Australia

Duly represented by:  
Jaap Tonckens, attorney for Westfield Corporation Limited  
on 3 June 2019



To the best of WFD Trust's knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and WFD Trust accepts responsibility accordingly.

**WFD TRUST**

c/o Westfield America Management Limited  
'Deutsche Bank Place', Level 4 126-130 Phillip Street  
Sydney NSW 2000  
Australia

Duly represented by:

Jaap Tonckens, attorney for Westfield America Management Limited as trustee of WFD Trust  
on 3 June 2019

To the best of Westfield UK & Europe Finance plc's knowledge (having taken all reasonable care to ensure that such is the case), in relation to itself only, the information contained in this Third Supplement is in accordance with the facts and contains no omission likely to affect its import and Westfield UK & Europe Finance plc accepts responsibility accordingly.

**WESTFIELD UK & EUROPE FINANCE PLC**

4th Floor  
1 Ariel Way  
London  
W12 7SL  
United Kingdom

Duly represented by:

Jonathan Hodes, Director of Westfield UK & Europe Finance plc  
on 3 June 2019



*Autorité des marchés financiers*

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the *Règlement Général* of the *Autorité des marchés financiers* (the "AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this Third Supplement the visa no. 19-238 on 3 June 2019. It was prepared by URW SE and its signatory assumes responsibility for it.

In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply any approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it.

In accordance with Article 212-32 of the AMF's *Règlement Général*, every issue or admission of Notes under the Base Prospectus and this Third Supplement, will require the publication of Final Terms setting out the terms of the Notes being issued.