

SUPPLEMENT DATED 18 OCTOBER 2019
TO THE BASE PROSPECTUS DATED 8 AUGUST 2019



UNIBAIL-RODAMCO-WESTFIELD

UNIBAIL-RODAMCO-WESTFIELD SE

(incorporated in the Republic of France as a European public 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
(other than in the case of Notes issued by itself)

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

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

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

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

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

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

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 supplement (the "**Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 8 August 2019 which received approval no. 19-400 from the *Autorité des marchés financiers* ("**AMF**") on 8 August 2019 (the "**Base Prospectus**") prepared in connection with the Euro 20,000,000,000 Guaranteed Euro Medium Term Note Programme (the "**Programme**") of Unibail-Rodamco-Westfield SE ("**URW SE**") and Rodamco Sverige AB 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 NV**"), 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 ("**WUKEF**") (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 Supplement. Application has been made for approval of this Supplement to the AMF in its capacity as competent authority under the Prospectus Regulation. This Supplement constitutes a supplement to the Base Prospectus and has been prepared

for the purpose of article 23 of the Prospectus Regulation.

This Supplement has been produced for the purposes of (i) incorporating by reference the English language version of the half year financial report of URW NV, containing the unaudited consolidated interim financial statements of URW NV as at 30 June 2019 and the review report thereupon and modifying consequently some sections of the Base Prospectus, (ii) updating the outlook for the rating of S&P for URW and (iii) creating a '*Significant Recent Developments*' section to refer to the press release of URW SE in the English language relating to the placement of a USD750 Mn bond offering by WEA Finance LLC.

Save as disclosed in this 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 Supplement and (b) any other statement in the Base Prospectus, the statements in this Supplement will prevail.

Copies of the Base Prospectus, this Supplement and the documents incorporated by reference in this Base Prospectus 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 Base Prospectus and this Supplement are also available for viewing on the website of the AMF (www.amf-france.org) and URW (www.urw.com).

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RATING OF THE GROUP

On 25 September 2019, S&P changed its corporate credit rating for the Group from "A" (stable outlook) to "A" (negative outlook). Therefore, in respect of the S&P corporate credit rating for the Group, all references in the Base Prospectus to the outlook from S&P of the Group shall be updated to read "A" (negative outlook).

DOCUMENTS INCORPORATED BY REFERENCE

On page 41 of the Base Prospectus, the below paragraph shall be added as a new paragraph (a). The numbering of subsequent paragraphs on pages 41 to 42 of the Base Prospectus shall be adjusted accordingly.

- "(a) the [English language version](#) of the half year financial report of URW NV, containing the unaudited consolidated interim financial statements of URW NV as at 30 June 2019 (the "**URW NV 2019 Interim Financial Statements**") and the review report thereupon;"

CROSS REFERENCE TABLE IN RESPECT OF INFORMATION INCORPORATED BY REFERENCE

On page 47 of the Base Prospectus, the cross reference table in relation to URW NV shall be amended as follows at item 11 (*Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses*):

"

<i>Commission Delegated Regulation – Part of Annex 7 in respect of URW NV</i>	<i>Reference</i>
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
Consolidated Statement of Comprehensive Income	Pages 36-37, URW NV 2018 Annual Report
Consolidated Interim Statement of Comprehensive Income	Pages 10-11, URW NV 2019 Interim Financial Statements
Consolidated Statement of Financial Position	Page 38, URW NV 2018 Annual Report
Consolidated Interim Statement of Financial Position	Page 12, URW NV 2019 Interim Financial Statements
Consolidated Statement of Cash Flows	Page 39, URW NV 2018 Annual Report
Consolidated Interim Statement of Cash Flows	Page 13, URW NV 2019 Interim Financial Statements
Consolidated Statement of Changes in Equity	Page 40, URW NV 2018 Annual Report
Consolidated Interim Statement of Changes in Equity	Page 14, URW NV 2019 Interim Financial Statements
Notes to the consolidated financial statements for the period from 14 February 2018 to 31 December 2018	Pages 41-75, URW NV 2018 Annual Report
Notes to the consolidated interim financial statements for the period from 1 January 2019 to 30 June 2019	Pages 15-42, URW NV 2019 Interim Financial Statements
Accounting Principles and Consolidation Methods	Pages 41-71, URW NV 2018 Annual Report Pages 17-18, URW NV 2019 Interim Financial Statements
Independent Auditor's Report relating to the consolidated financial statements for the period from 14 February 2018 to 31 December 2018	Pages 83-87, URW NV 2018 Annual Report
Independent Auditor's Review Report relating to the half year consolidated financial statements for the period from 1 January 2019 to 30 June 2019	Page 44, URW NV 2019 Interim Financial Statements

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SIGNIFICANT RECENT DEVELOPMENTS

After page 142 of the Base Prospectus, the following section should be added in relation to significant recent developments:

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SIGNIFICANT RECENT DEVELOPMENTS

US placement of a USD750 Mn bond offering

On 8 October 2019, the Issuer published the following press release in relation to the Issuer's placement of a USD750Mn bond offering by WEA Finance LLC:

"Unibail-Rodamco-Westfield announces the placement of a USD750 Mn bond offering.

Unibail-Rodamco-Westfield yesterday priced a USD750 Mn bond offering, which is sold in accordance with Rule 144A and Regulation S of the US Securities Act of 1933. The bond has a 7-year maturity, maturing on January 15, 2027, and a 2.875% fixed coupon.

The proceeds of this issuance will be used for general corporate purposes."

GENERAL INFORMATION

On page 166 of the Base Prospectus, paragraph 4 shall be replaced by the following:

"4. Save as disclosed in the "*Significant Recent Developments*" section, there has been no material adverse change in the prospects of the Issuers, URW NV, WCL and WAT since 31 December 2018 and no significant change in the financial performance or financial position of URW since 30 June 2019."

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SUPPLEMENT

Declaration by persons responsible for this Supplement

To the best of Unibail-Rodamco-Westfield SE's knowledge, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import and URW 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 on 18 October 2019

To the best of Rodamco Sverige AB's knowledge, in relation to itself only, the information contained in this 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 18 October 2019

To the best of WFD Unibail-Rodamco N.V.'s knowledge, in relation to itself only, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import and URW NV accepts responsibility accordingly.

WFD UNIBAIL-RODAMCO N.V.

Schiphol Boulevard 315 Tower F, 7th Floor
1118 BJ Schiphol (Haarlemmermeer)
The Netherlands

Duly represented by:
Mr. Gerard Sieben, Chief Financial Officer of WFD Unibail-Rodamco N.V.
on 18 October 2019

To the best of URW America Inc.'s knowledge, in relation to itself only, the information contained in this 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 Service Company
251 Little Falls Drive
Wilmington
Delaware 19801
United States of America

Duly represented by:
Ms. Aline Taireh, Secretary of URW America Inc.
on 18 October 2019

To the best of WEA Finance LLC's knowledge, in relation to itself only, the information contained in this 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 18 October 2019

To the best of Westfield UK & Europe Finance plc's knowledge, in relation to itself only, the information contained in this 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 18 October 2019

To the best of WCL Finance Pty Limited's knowledge, in relation to itself only, the information contained in this 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 18 October 2019

To the best of Westfield America Trust's knowledge, in relation to itself only, the information contained in this 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 18 October 2019

To the best of Westfield Corporation Limited's knowledge, in relation to itself only, the information contained in this 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 18 October 2019

To the best of WFD Trust's knowledge, in relation to itself only, the information contained in this 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 18 October 2019



Autorité des marchés financiers

This Supplement to the Base Prospectus has been approved on 18 October 2019 under the approval number: 19-496 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF approves this document after having verified that the information contained in the Base Prospectus is complete, coherent and comprehensible.

This approval is not a favourable opinion on the Issuer described in this Supplement.