

FOURTH SUPPLEMENT DATED 7 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 Fourth supplement (the "**Fourth 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, the second supplement dated 11 April 2019 which received visa no. 19-153 on 11 April 2019 and the third supplement dated 3 June 2019 which received visa no. 19-238 from the AMF on 3 June 2019 (the "**Base Prospectus**"). This Fourth 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 Fourth Supplement.

Application has been made for approval of this Fourth 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 Fourth 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 Fourth Supplement has been produced for the purposes of updating the section "*Significant Recent Developments*" of the Base Prospectus following the announcement by URW of the placement of a USD 750 million bond offering.

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

Copies of this Fourth 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 Fourth Supplement is also available for viewing on the website of the AMF (www.amf-france.org).

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SIGNIFICANT RECENT DEVELOPMENTS

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

"Issuance by WEA Finance LLC of USD 750 million 3.500% Guaranteed Senior Notes due 2029

On 5 June 2019, URW published the following press release in relation to its issuance of USD 750 million 3.500% Guaranteed Senior Notes due 2029, due to settle on or about 10 June 2019:

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

Unibail-Rodamco-Westfield today 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 10-year maturity and a 3.50% fixed coupon.

The proceeds of this issuance will be used for general corporate purposes and will further extend Unibail-Rodamco-Westfield's debt maturity profile."

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS FOURTH SUPPLEMENT

Declaration by persons responsible for this Fourth 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 Fourth 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 7 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 Fourth 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 7 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 Fourth 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 7 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 Fourth 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, 7th Floor
1118 BJ Schiphol (Haarlemmermeer)
The Netherlands

Duly represented by:
Mr. Gerard Sieben, Chief Financial Officer of WFD Unibail-Rodamco N.V.
on 7 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 Fourth 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 7 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 Fourth 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 7 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 Fourth 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 7 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 Fourth 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 7 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 Fourth 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 7 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 Fourth 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 7 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 Fourth 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 7 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 Fourth Supplement the visa no. 19-248 on 7 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 Fourth Supplement, will require the publication of Final Terms setting out the terms of the Notes being issued.