

SUPPLEMENT DATED 8 OCTOBER 2021

TO THE BASE PROSPECTUS DATED 5 AUGUST 2021



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)

UNIBAIL-RODAMCO-WESTFIELD N.V.
(FORMERLY 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 5 August 2021 which received approval no. 21-353 from the *Autorité des marchés financiers* ("**AMF**") on 5 August 2021 (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), Unibail-Rodamco-Westfield N.V. (formerly 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 purposes of Article 23 of the Prospectus Regulation. The Base Prospectus (which includes, for the avoidance of doubt, this Supplement) constitutes a base prospectus for the purposes of Article 8 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 2021 financial report of URW NV, containing the unaudited condensed consolidated interim financial statements of URW NV as at 30 June 2021 and the independent auditor's review report thereupon, and (ii) creating a '*Significant Recent Developments*' section to refer to a recent press release of URW SE.

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 the Base Prospectus, as supplemented by this Supplement, may be obtained from URW SE and each of the Paying Agents during normal business hours, so long as any of the Notes issued under the Base Prospectus 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).

TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE	4
CROSS REFERENCE TABLE IN RESPECT OF INFORMATION INCORPORATED BY REFERENCE ..	5
SIGNIFICANT RECENT DEVELOPMENTS.....	7
PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SUPPLEMENT	8

DOCUMENTS INCORPORATED BY REFERENCE

On page 24 of the Base Prospectus, a new paragraph (d) should be added as follows, without deleting any of the existing paragraphs:

"(d) the [English language version](#) of the half year 2021 financial report of URW NV (the "**URW NV 2021 Half Year Financial report**"), containing the unaudited condensed consolidated interim financial statements of URW NV as at 30 June 2021 and the independent auditor's review report thereupon;"

Consequently, the numbering of the subsequent paragraphs on pages 24-25 shall be adjusted accordingly.

CROSS REFERENCE TABLE IN RESPECT OF INFORMATION INCORPORATED BY REFERENCE

On pages 29-30 of the Base Prospectus, the cross reference table in relation to URW NV shall be replaced as follows with a new item 4 (*Information about the Issuer*) and an updated item 11 (*Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses*):

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<i>Commission Delegated Regulation – Part of Annex 7 in respect of URW NV</i>	<i>Reference</i>
3. RISK FACTORS	
A description of the material risks that are specific to the issuer and that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed "Risk Factors"	Pages 113-119, URW NV 2020 Annual Report
4. INFORMATION ABOUT THE ISSUER	
4.1.5 Any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	Pages 4-13 and 53 (<i>Note 17</i>), URW NV 2021 Half Year Financial Report
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
11.1 Historical financial information 11.1.1 Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the Issuer has been in operation and the audit report in respect of each year.	Pages 14-53, URW NV 2021 Half Year Financial Report Pages 44-90 and 99-105, URW NV 2020 Annual Report Pages 36-81 and 90-95, URW NV 2019 Annual Report
11.1.3 Accounting standards	Pages 3 and 23-24, URW NV 2021 Half Year Financial Report Page 52-55, URW NV 2020 Annual Report Pages 44-47 URW NV 2019 Annual Report
11.1.5 Consolidated financial statements	Pages 14-53, URW NV 2021 Half Year Financial Report (interim financial statements) Pages 44-90, URW NV 2020 Annual Report Pages 36-81, URW NV 2019 Annual Report
11.1.6 Age of financial information The balance sheet of the last year of audited financial information may not be older than 18 months from the date of the registration documents.	Pages 46, URW NV 2020 Annual Report
11.2 Auditing of historical financial information The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014.	Independent Auditor's Review Report relating to the unaudited condensed consolidated interim financial statements of URW NV as at 30 June 2021: Pages 55-56, URW NV 2021 Half Year Financial Report Independent Auditor's Report relating to the consolidated financial statements for the financial year ended 31 December

	2020: Pages 99-105, URW NV 2020 Annual Report Independent Auditor's Report relating to the consolidated financial statements for the financial year ended 31 December 2019: Pages 90-95, URW NV 2019 Annual Report
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SIGNIFICANT RECENT DEVELOPMENTS

URW wishes to update the Base Prospectus to reflect the following recent development to be entitled "*Significant Recent Developments*" and inserted into the Base Prospectus:

"16 September 2021: Further to the agreement entered into on 8 July 2021, URW announced the completion of the sale and leaseback of the 7 Adenauer building, located in Paris, to a French institutional buyer. The Net Disposal Price of the transaction was EUR 249,000,000."

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. Fabrice Mouchel, Group Chief Financial Officer of Unibail-
Rodamco-Westfield SE on 8 October 2021

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. Fabrice Mouchel, Board Member of Rodamco Sverige
A.B. on 8 October 2021

To the best of Unibail-Rodamco-Westfield N.V. (formerly 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.

UNIBAIL-RODAMCO-WESTFIELD N.V. (FORMERLY 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 Unibail-Rodamco-Westfield
N.V. (formerly WFD Unibail-Rodamco N.V.) on 8 October 2021

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 The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington
Delaware 19801
United States of America

Duly represented by:

Ms. Aline Taireh, Secretary of URW America Inc.
on 8 October 2021

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 8 October 2021

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 8 October 2021

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:

Fabrice Mouchel, attorney for WCL Finance Pty
Limited on 8 October 2021

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:

Fabrice Mouchel, attorney for Westfield America Management Limited as trustee of Westfield America
Trust on 8 October 2021

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:

Fabrice Mouchel, attorney for Westfield Corporation
Limited on 8 October 2021

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:

Fabrice Mouchel, attorney for Westfield America Management Limited as trustee of WFD
Trust on 8 October 2021



Autorité des marchés financiers

This Supplement to the Base Prospectus has been approved on 8 October 2021 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The AMF approves this document after having verified that the information contained in the Base Prospectus is complete, coherent and comprehensible within the meaning of the Prospectus Regulation.

This approval should not be considered to be a favourable opinion on the Issuers or the Guarantors and on the quality of the Notes described in this Supplement.

This Supplement to the Base Prospectus has the following approval number: 21-437.