

**[FORM OF TRANSFER CERTIFICATE]
(Transfers Pursuant to § 2.3(c), (d) and (e)
of the Third Supplemental Indenture)**

[Transferor Certificate]

Citibank, N.A., London Branch,
as Trustee

Re: [4.125% Guaranteed Senior Notes due 2028 (the "Notes")]
[4.625% Guaranteed Senior Notes due 2048 (the "Notes")]

Reference is hereby made to the Third Supplemental Indenture, dated _____, 2018 (the "Third Supplemental Indenture"), by and among WEA Finance LLC (file number 3797582), a limited liability company duly formed and existing under the laws of the State of Delaware (the "Issuer"), and Unibail-Rodamco SE (registration number 682 024 096 RCS (Trade and Companies Register) Paris), a European public limited liability company incorporated under the laws of the French Republic, and WFD Unibail-Rodamco N.V. (Dutch Commercial Register number: 70898618), a Dutch public company with limited liability incorporated under the laws of the Netherlands, Westfield Corporation Limited (ABN 12 166 995 197), a corporation duly organized and existing under the laws of the Commonwealth of Australia, and Westfield America Management Limited (ABN 66 072 780 619), a corporation duly organized and existing under the laws of the Commonwealth of Australia, in its separate capacities as responsible entity and trustee of WFD Trust (ABN 50 598 857 938), a managed investment scheme duly constituted under the laws of the Commonwealth of Australia, and as responsible entity and trustee of Westfield America Trust (ABN 27 374 714 905), a managed investment scheme duly constituted under the laws of the Commonwealth of Australia, and URW America Inc., a corporation incorporated under the laws of the State of Delaware, Westfield UK & Europe Finance plc (registered number 8094102), a public company incorporated with limited liability under the laws of England and Wales, and WCL Finance Pty Limited (ABN 79 168 109 135), a corporation duly organized and existing under the laws of the Commonwealth of Australia, and Citibank, N.A., London Branch, a National Banking Association, as trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Third Supplemental Indenture.

_____, (the "Transferor") owns and proposes to transfer the Note[s] or interest in such Note[s] specified in Schedule A hereto, in the principal amount of \$ _____ in such Note[s] or interests (the "Transfer"), to _____ (the "Transferee"), as further specified in Schedule A hereto. In connection with the Transfer, the Transferor hereby certifies that:

[CHECK ALL THAT APPLY]

1. ☐ **Check if Transferee will take delivery of a beneficial interest in the Restricted Global Note pursuant to Rule 144A.** The Transfer is being effected pursuant to and in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and, accordingly, the Transferor hereby further certifies that the Regulation S Definitive Note is being transferred to a Person that the Transferor reasonably believes is purchasing the Regulation S Definitive Note for its own account, or for one or more accounts with respect to which such Person exercises sole investment discretion, and such Person and each such account is a "qualified institutional buyer" within the meaning of Rule 144A in a transaction meeting the requirements of Rule 144A, and such Transfer is in compliance with any applicable blue sky securities laws of any state of the United States. Upon consummation of the proposed Transfer in accordance with the terms of the Indenture, the transferred Regulation S Definitive Note will be subject to the restrictions on transfer enumerated in the Restrictive Legend printed on the Restricted Global Note and in the Indenture and the Securities Act.

2. ☐ **Check if Transferee will take delivery of a beneficial interest in the Regulation S Definitive Note or Regulation S Global Note.** The Transfer is being effected pursuant to and in accordance with Rule 903 or Rule 904 under the Securities Act and, accordingly, the Transferor hereby further certifies that (i) the Transfer is not being made to a Person in the United States and (x) at the time the buy order was originated, the Transferee was outside the United States or such Transferor and any Person acting on its behalf reasonably believed and believes that the Transferee was outside the United States or (y) in the case of a transfer being effected pursuant to Rule 904, the transaction was executed in, on or through the facilities of a designated offshore securities market and neither such Transferor nor any Person acting on its behalf knows that the transaction was prearranged with a buyer in the United States, (ii) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or Rule 904(b) of Regulation S under the Securities Act and (iii) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act. Upon consummation of the proposed transfer in accordance with the terms of the Indenture, the transferred beneficial interest or Definitive Note will be subject to the restrictions on Transfer enumerated in the Restrictive Legend printed on the Regulation S Definitive Note and in the Indenture and the Securities Act.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the underwriters and initial purchasers, if any, of the Notes being transferred.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____

cc: WEA Finance LLC