

**SUPPLEMENT DATED 15 FEBRUARY 2019**  
**TO THE BASE PROSPECTUS DATED 26 OCTOBER 2018**



**UNIBAIL-RODAMCO-WESTFIELD**

**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 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 26 October 2018 which received visa no. 18-498 from the Autorité des marchés financiers ("**AMF**") on 26 October 2018 (the "**Base Prospectus**") prepared in connection with the Euro 20,000,000,000 Guaranteed Euro Medium Term Note Programme (the "**Programme**") of Unibail-Rodamco SE ("**Unibail-Rodamco**"), 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 Unibail-Rodamco (other than in the case of Notes issued by Unibail-Rodamco), 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 ("**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 pursuant to article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France. This 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 Supplement has been produced for the purposes of (i) incorporating by reference the press release of Unibail-Rodamco in the English language relating to its 2018 full year unaudited consolidated financial statements and modifying consequently some sections of the Base Prospectus, (ii) updating the registered office of WUKEF, (iii) updating the section '*Significant Recent Developments*' to refer to the press release of Unibail-Rodamco relating to the disposal of the Skylight and Lumen office buildings in Warsaw and (iv) updating the board authorisations for Unibail-Rodamco as issuer and guarantor under the Programme.

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 therein may be obtained from Unibail-Rodamco 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 this Base Prospectus. The Base Prospectus 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 page 38 of the Base Prospectus, the below paragraph shall be added as paragraph (a). The numbering of subsequent paragraphs on pages 38 to 40 of the Base Prospectus shall be adjusted accordingly.

- "(a) the English language press release dated 13 February 2019 in relation to the unaudited consolidated financial statements of Unibail-Rodamco as at, and for the year ended, 31 December 2018 (the "**URW 2018 Full Year Financial Statements**");"

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

On pages 41-42 of the Base Prospectus, the cross reference table in relation to Unibail-Rodamco shall be amended as follows at item 11 (*Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses*):

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<b>11. Financial information concerning the Issuer's assets and liabilities, financial position and profits and losses</b>	
Consolidated Statement of Comprehensive Income	Page 4, URW 2018 Full Year Financial Statements Pages 81-82, URW 2018 Half Year Financial Statements Pages 239-240, Unibail-Rodamco 2017 Registration Document Pages 169-170, Unibail-Rodamco 2016 Annual and Sustainable Development Report
Consolidated Statement of Financial Position	Page 6, URW 2018 Full Year Financial Statements Page 83, URW 2018 Half Year Financial Statements Page 241, Unibail-Rodamco 2017 Registration Document Page 171, Unibail-Rodamco 2016 Annual and Sustainable Development Report
Consolidated Statement of Cash Flows	Page 7, URW 2018 Full Year Financial Statements Page 84, URW 2018 Half Year Financial Statements Page 242, Unibail-Rodamco 2017 Registration Document Page 172, Unibail-Rodamco 2016 Annual and Sustainable Development Report
Consolidated Statement of Changes in Equity	Page 85, URW 2018 Half Year Financial Statements Page 243, Unibail-Rodamco 2017 Registration Document Page 173, Unibail-Rodamco 2016 Annual and Sustainable Development Report
Accounting Principles and Consolidation Methods	Pages 17-27, URW 2018 Full Year Financial Statements Pages 88-89, URW 2018 Half Year Financial Statements Pages 245-249, Unibail-Rodamco 2017 Registration Document Pages 175-177, Unibail-Rodamco 2016 Annual and Sustainable Development Report
Notes to the half year consolidated financial statements for the period ending 30 June 2018	Pages 86-120, URW 2018 Half Year Financial Statements
Notes to the annual consolidated financial statements for the financial year ended 31 December 2017	Pages 243-298, Unibail-Rodamco 2017 Registration Document
Notes to the annual consolidated financial statements for the financial year ended 31 December 2016	Pages 174-229, Unibail-Rodamco 2016 Annual and Sustainable Development Report
Auditors' Report relating to the half year consolidated financial statements for the period ending 30 June 2018	Page 121, URW 2018 Half Year Financial Statements (limited review report)
Auditors' Report relating to the annual consolidated financial statements for the financial year ended 31 December 2017	Pages 334-337, Unibail-Rodamco 2017 Registration Document
Auditors' Report relating to the annual consolidated financial statements for the financial year ended 31 December 2016	Pages 230-231, Unibail-Rodamco 2016 Annual and Sustainable Development Report

<p>11.6 A description of any significant change in the financial or trading position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information has been published, or an appropriate negative statement.</p>	<p>Pages i-109, URW 2018 Full Year Financial Statements</p> <p>Pages 115-151 (<i>Section 3 (Information on the Transaction)</i>), pages 305-310 (<i>Section 11.1 (Description of the Stapled Shares)</i>), pages 312-316 (<i>Section 11.2.3 (Description of Stapled Shares and the Share Capital of Unibail-Rodamco and Newco – Share capital)</i>), Equity Prospectus</p>
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## **DESCRIPTION OF THE GUARANTORS**

On page 160 of the Base Prospectus, the below paragraph shall replace the first paragraph of the 'History' subsection in section on WUKEF, in order to update its registered address:

"Westfield UK & Europe Finance plc ("**WUKEF**") is a public limited company registered in England and Wales with registration number 08094102. WUKEF was incorporated on 6 June 2012 under English law and its registered address is 4th Floor, 1 Ariel Way, London, W12 7SL, United Kingdom. Its telephone number is +44 (0) 20 7061 1400. Its corporate life does not have a fixed duration."

## SIGNIFICANT RECENT DEVELOPMENTS

On page 167 of the Base Prospectus, the following paragraph should be added in relation to the disposal by Unibail-Rodamco-Westfield of the Skylight and Lumen office buildings in Warsaw:

### **"Disposal of the Skylight and Lumen office buildings in Warsaw**

On 20 December 2018, Unibail-Rodamco-Westfield published a press release in relation to the disposal of the Skylight and Lumen office buildings in Warsaw. The following is an extract from such press release:

*'Unibail-Rodamco-Westfield completes the disposal of the Skylight and Lumen office buildings in Warsaw*

Further to an agreement entered into in October 2018, Unibail-Rodamco-Westfield announces the completion of the disposal of the Skylight and Lumen office buildings, located in the central business district of Warsaw, to Globalworth Poland. The total acquisition cost of the transaction is €190.0 Mn.

Since June 30, 2018, the Group has now disposed of 10 assets, representing a total net disposal price of €2.0 Bn, at a blended net initial yield of 4.6% and with a weighted average premium of 8.4% to the June 30, 2018 book value.' "



## GENERAL INFORMATION

On page 203 of the Base Prospectus, paragraphs 2(a) and 3 shall be replaced by the following:

- "2. Each of the Issuers and the Guarantors has obtained all necessary consents, approvals and authorisations in connection with the update of the Programme, the issuance of Notes and the giving of the Guarantees (to the extent applicable). The update of the Programme, the issuance of Notes (which authorisation is valid for a period of 12 months) and the giving of the Guarantees has been authorised by:
- (a) in relation to Unibail-Rodamco as Issuer and Guarantor, each of the Unibail-Rodamco Supervisory Board and the Unibail-Rodamco Management Board on 6 December 2018;"
- "3. There has been no material adverse change in the prospects or affairs of each of the Issuers, WCL and WAT since 31 December 2017 and of WFD Unibail-Rodamco since its date of incorporation.

Save as disclosed in this Base Prospectus, there has been no significant change in the financial or trading position of Unibail-Rodamco since 31 December 2018, WFD Unibail-Rodamco since 30 June 2018 and each of the other Issuers, WCL and WAT since 31 December 2017."

On page 204 of the Base Prospectus, sub-paragraph (c) 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:

- "(c) the URW 2018 Full Year Financial Statements, URW 2018 Half Year Financial Statements, the Unibail-Rodamco 2017 Registration Document and the Unibail-Rodamco 2016 Annual and Sustainable Development Report;"

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

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

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

**UNIBAIL-RODAMCO 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  
on 15 February 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 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 15 February 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 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 15 February 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 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 15 February 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 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 15 February 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 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 15 February 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 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 15 February 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 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 15 February 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 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 15 February 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 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 15 February 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 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 15 February 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 Supplement the visa no. 19-049 on 15 February 2019. It was prepared by Unibail-Rodamco 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, as supplemented by this Supplement, will require the publication of Final Terms setting out the terms of the Notes being issued.