

Westfield Group

Remuneration Committee Charter

Westfield Holdings Limited
(ABN 66 001 671 496)

1. Establishment of Committee

This Charter sets out the basis on which the Board has established a Remuneration Committee pursuant to the Constitution.

2. Interpretation

ASX means ASX Limited.

Board means the Board of Directors of Westfield Holdings Limited.

Committee means the Remuneration Committee of the Board.

Company means Westfield Holdings Limited.

Constitution means the constitution of the Company.

Directors mean the members of the Board.

Group means Westfield Holdings Limited and its subsidiaries.

Members mean members of the Company.

Senior Executive Team means such members of the senior executive team determined by the Committee from time-to-time.

3. Objectives

The objective of the Committee is to assist the Board in establishing remuneration policies and practices which:

- (a) enable the Group to attract and retain executives and Directors (executive and non-executive) who will create sustainable value for Members and other stakeholders;
- (b) fairly and responsibly reward executives and Directors having regard to the performance of the Group, the performance of the executive and the external compensation environment; and
- (c) comply with all relevant legislation and regulations including the ASX Listing Rules and Corporations Act.

4. Committee Membership

4.1 Structure

- (a) The Committee will consist of at least three members, each of whom will be appointed or removed by the Board, following in each case a review by the Board's Nomination Committee, in consultation with the Chair of the Committee (other than in respect of the Chair's own appointment or removal).
- (b) A majority of members of the Committee must be independent Non-Executive Directors, as determined by the Board.
- (c) The Chair of the Committee (other than a Chair elected under paragraph 5.6):
 - (i) will be elected by the Board; and
 - (ii) must be a member of the Committee.

4.2 Expertise

- (a) At least one member of the Committee must have an understanding of remuneration policies and practices.
- (b) At least one member of the Committee must have been a Director of the Company for not less than three years.

4.3 Company Secretary

The Company Secretary will act as Secretary to the Committee, unless otherwise determined by the Committee.

5. Proceedings

5.1 Frequency

- (a) The Committee will meet as frequently as required but must meet not less than three times each year.
- (b) The Secretary to the Committee or any member may call a meeting of the Committee.

5.2 Notice

The dates, times and venues of each meeting of the Committee will be notified by the Secretary to all members of the Committee as far in advance as possible.

5.3 Supporting Papers

Supporting papers for each meeting of the Committee will be distributed by the Secretary to all members of the Committee as far in advance as possible and where possible by the last working day of the week preceding the meeting.

5.4 Attendance

- (a) Only members of the Committee are entitled to be present at a Committee meeting.
- (b) The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may meet with:
 - (i) external advisers;
 - (ii) any executive or other employee including any Executive Director; or
 - (iii) any other Non-Executive Director,and may do so with or without executive management being present.

5.5 Quorum

A quorum for a meeting of the Committee is two members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in, or exercisable by, the Committee.

5.6 Chair

- (a) In the absence of the Chair, the remaining members will elect one of their number as Chair of the meeting.
- (b) The Chair of the Committee does not have a casting vote.

5.7 Constitution

Proceedings of the Committee will be governed by the provisions of the Constitution, in so far as they may be applicable.

5.8 Minutes

Minutes of meetings of the Committee, signed by the Chairman, will be distributed to members as soon as practicable following the meeting and tabled for discussion at the next Board meeting.

6. Authorities

6.1 Access

The Committee has unrestricted access to executive management, all employees and all Company records and to financial and legal advisers.

6.2 Independent advice

The Committee or any member of the Committee is authorised to obtain (at the cost of the Company) outside legal or other independent professional advice, and to secure the attendance of such advisers if it is considered necessary for the proper performance of the Committee's functions under this Charter. The member should first contact the Chair of the Committee and the Secretary who will, if required by the Chairman or by the member, assist in procuring that professional advice.

7. Duties and Responsibilities

Without limiting its role, the specific duties and responsibilities of the Committee include the following:

7.1 Executive remuneration policy

The Committee will:

- (a) determine and agree with the Board the broad policy for the remuneration of the Chair, the Chief Executive Officer, the Managing Directors and other members of the Senior Executive Team and make determinations regarding the remuneration of members of the Senior Executive Team and any other Executive Director;
- (b) review the on-going appropriateness and relevance of the executive remuneration policy; and
- (c) ensure that all relevant legal requirements regarding disclosure of remuneration, in all forms, are complied with.

7.2 Executive Directors and senior management

The Committee will:

- (a) report to the Board regarding the remuneration for each Executive Director (including base pay, incentive payments, equity awards and retirement or severance rights), having regard to the executive remuneration policy and whether in respect of any elements of remuneration any shareholder approvals are required;
- (b) review the proposed remuneration (including incentive awards, equity awards and service contracts) for the Senior Executive Team, to ensure that it is consistent with the executive remuneration policy;
- (c) review contractual rights of the Senior Executive Team on termination, and any payments made or proposed, to determine whether they are reasonable in the circumstances; and
- (d) review the depth of the Senior Executive Team and the appropriateness of succession planning policies which are in place.

7.3 Cash-based executive incentive plans

Insofar as they impact on the Executive Directors and the Senior Executive Team, the Committee will:

- (a) review and approve the underlying principles of, and determine targets for, all such executive incentive plans; and
- (b) review and approve the total proposed payments from all such executive incentive plans.

7.4 Equity-based incentive plans

The Committee will monitor and review:

- (a) the underlying principles of all equity-based plans for approval by the Board;
- (b) all equity based plans in light of legislative, regulatory, taxation and market developments;
- (c) for each equity-based plan, all awards which are proposed under that plan with a view to ensuring compliance with the rules of the relevant plan and the policies of the Committee and the Board in respect of that plan;
- (d) the total proposed awards under each plan;
- (e) the life of each grant of awards, provided that the life of any such award must not exceed 10 years;
- (f) the conditions of grant applicable to each equity-based incentive plan;
- (g) amendments to the rules which are proposed for approval, as permitted under the rules of the plans; and
- (h) the proposed exercise of any discretion under a plan and make such determinations as are required to be made under the rules of each plan.

7.5 Non-Executive Directors' remuneration

The remuneration of the Non-Executive Directors will be determined by the Board, excluding in each case, any Director or Directors with an immediate conflict of interest. The Board may request that the Committee, management or external advisers provide any information required to assist the Board in making its decision.

7.6 General remuneration across the Group

The Committee will review and note annually the remuneration trends (including major changes in employee benefit structures) across the Group in its various markets.

7.7 Other duties and responsibilities

Other duties and responsibilities of the Committee include, but are not limited to:

- (a) reviewing this Charter and where necessary making recommendations to the Board for any changes it considers appropriate; and
- (b) selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.

7.8 Board approvals

The Board must approve the following (subject to recommendation by the Committee where required under this Charter):

- (a) the executive remuneration policy;
- (b) the remuneration report to be included in the annual report and accounts;
- (c) the design of all equity-based incentive plans; and
- (d) the remuneration of the Non-Executive Directors as set out in paragraph 7.5 above.

7.9 Committee approvals

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of Executive Directors;
- (b) the design of new executive equity or cash-based incentive plans and any amendments to current plans;
- (c) the total level of award proposed from equity-based plans or executive cash-based incentive plans; and
- (d) termination payments to Executive Directors and other members of the Senior Executive Team.

7.10 Special Projects

The Committee may undertake any special projects or investigations which the Committee considers necessary, or as may be requested by the Board.

8. Reporting to the Board

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must report to the Board at its next meeting regarding all material matters relevant to the Committee's duties and responsibilities.