



30 May 2018

Pre-quotation disclosure

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation and deferred settlement trading of the fully paid ordinary shares in OneMarket Limited which will commence on 31 May 2018.

Capitalised terms which have not been otherwise defined in this document have the same meaning they have in the Demerger Booklet lodged by Westfield Corporation Limited (**Westfield**) with the Australian Securities and Investments Commission on 12 April 2018.

Conditions precedent to the Demerger Scheme

All conditions precedent to the Demerger Scheme (other than ASX granting approval for the admission of OneMarket Limited and the quotation of OneMarket Shares) have been satisfied or waived.

Transaction documents

The Demerger Implementation Deed and Demerger Deed, each entered into between OneMarket Limited and Westfield dated 6 April 2018, and the Deed Poll executed by OneMarket Limited dated 6 April 2018, remain in force and effect.

Shareholder entitlements

Eligible Westfield Shareholders (other than Selling Shareholders) will receive one OneMarket Share for every 20 Westfield Shares they hold at the Demerger Record Date, which is expected to be 7pm on 1 June 2018.

Selling Shareholders (being Small Shareholders who have elected to participate in the Sale Facility and Ineligible Foreign Holders) will not receive OneMarket Shares. Instead the OneMarket Shares to which they otherwise would have become entitled will be transferred to the Sale Agent and sold on their behalf in accordance with the Sale Facility terms. The Sale Facility Proceeds will be remitted to each Selling Shareholder as soon as practicable.

The estimated date of dispatch of the Sale Facility Proceeds is currently expected to be around 24 July 2018.

Westfield Shareholders can call the Shareholder Information Line if they have questions in relation to their entitlements under the Demerger, the Sale Facility and related matters. The Shareholder Information Line is open from 9.00am to 5.00pm between Monday and Friday.



The telephone number for the Shareholder Information Line is 1300 132 211 (within Australia) and +61 3 9415 4070 (outside Australia).

Terms of admission

As a condition to its admission to the Official List of ASX Limited, OneMarket Limited has:

- 1) agreed to consult ASX prior to any action being undertaken by OneMarket Limited or OneMarket Holdings, Inc (**OM Delaware**) that would result in:
 - a) OneMarket Limited no longer having appointed, or no longer having the right to appoint, a majority of the directors of OM Delaware; or
 - b) the Company no longer holding more than 50% of the common stock of OM Delaware; and
- 2) undertaken to ASX that OneMarket Limited will not allow OM Delaware to undertake a transaction that would breach Listing Rules 7.1, 10.1, 10.11, 10.14, 11.1, 11.2 or 11.4 if those rules applied directly to OM Delaware and references to those rules to the holders of ordinary securities the entity were references to the holders of ordinary securities in OneMarket Limited. This undertaking applies until ASX agrees otherwise but does not apply to an issue of common stock in OM Delaware disclosed in the Information Memorandum.

Restricted securities

A total of 9,937,205 OneMarket Shares are subject to ASX restrictions for a period of 24 months from 31 May 2018.