

**COMPARISON OF RIGHTS OF HOLDERS OF
GGP SERIES A PREFERRED STOCK AND NEW SERIES A PREFERRED STOCK**

If the merger is consummated, the holders of GGP's pre-existing series A preferred stock will become holders of the new series A preferred stock. The rights of GGP's pre-existing series A preferred stockholders are currently governed by and subject to the provisions of the DGCL, the GGP charter, including the Certificate of Designations, Preferences and Rights of 6.375% Series A Cumulative Redeemable Preferred Stock of GGP, and the GGP bylaws. Upon consummation of the merger, the rights of GGP's pre-existing series A preferred stockholders who receive the new series A preferred stock will be governed by the DGCL and the amended charter, the amended bylaws and the new series A preferred stock designations. Except for conversion rights upon a change of control, as outlined below, there are no material differences between the rights of holders of GGP's pre-existing series A preferred stock and the holders of the new series A preferred stock under the DGCL or the amended charter and amended bylaws.

Upon a change of control, holders of GGP's pre-existing series A preferred stock currently have the right to convert some or all of such shares into GGP common stock. Holders of new series A preferred stock, upon a change of control pursuant to the new series A preferred stock designations, will have the right to elect to convert some or all of such shares into either class A stock or class C stock, but not both. If a holder of new series A preferred stock makes no election on whether to receive class A stock or class C stock, such holder will receive class A stock upon such conversion.

For a summary description of the new series A preferred stock designations, refer to the section entitled "Description of New Series A Preferred Stock" beginning on page 291 of this joint proxy statement/prospectus.

You are urged to read carefully the relevant provisions of the DGCL, as well as the governing corporate instruments of GGP, copies of which are available, without charge, to any person, including any GGP stockholders to whom this joint proxy statement/prospectus is delivered, by following the instructions listed under "Where You Can Find More Information; Incorporation by Reference" beginning on page 343 of this joint proxy statement/prospectus.

DESCRIPTION OF NEW SERIES A PREFERRED STOCK

On February 13, 2013, GGP issued 10,000,000 shares of 6.375% series A cumulative perpetual preferred stock at a price of \$25.00 per share. The following summary assumes that the certificate of designations governing the terms of the 6.375% series A cumulative perpetual preferred stock will be amended in connection with the Transactions, and is qualified by reference to the new series A preferred stock designations. The new series A preferred stock designations are being filed with the SEC as Exhibit B to the charter amendments, which is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference.

Dividends

Holders of the new series A preferred stock are entitled to cumulative preferential cash dividends (whether or not declared) at a rate of 6.375% per year of the \$25.00 liquidation preference per share (equivalent to an annual rate of \$1.59375 per share). Dividends on the new series A preferred stock are payable quarterly in arrears on the first day of January, April, July and October of each year, or, if not a business day, on the next succeeding business day (and no interest, additional dividends or other sums will accrue or accumulate on the amount so payable for the period from and after that dividend payment date to that next succeeding business day), when, as and if declared by the BPR board.

Ranking

The new series A preferred stock ranks:

- senior to the class C stock, class B stock, class A stock and any other class or series of capital stock established by BPR in the future, the terms of which specifically provide that such series ranks junior to the new series A preferred stock as to the payment of dividends and distribution of assets upon liquidation, dissolution or winding up;
- on parity with any other series of preferred stock that BPR may establish in the future, the terms of which specifically provide that such series ranks on parity with the new series A preferred stock with respect to the payment of dividends and distributions of assets upon the liquidation, dissolution or winding up of BPR; and
- junior to any other series of preferred stock established by BPR in the future, the terms of which specifically provide that such series ranks senior to the new series A preferred stock as to the payment of dividends and distribution of assets upon liquidation, dissolution or winding up (which establishment shall be subject to the provisions described in the section below entitled “—Voting Rights”).

Liquidation Preference

If BPR liquidates, dissolves or winds up, holders of the new series A preferred stock will be entitled to receive out of BPR’s assets available for distribution to stockholders (after payment or provision for all of BPR’s debts and other liabilities and subject to the preferential rights of the holders of any series of preferred stock ranking senior to the new series A preferred stock with respect to the distribution of assets upon BPR’s liquidation, dissolution or winding up (the establishment of which series of preferred stock shall be subject to the provisions described in the section below entitled “—Voting Rights”)) a liquidation preference of \$25.00 per share, plus all accumulated and unpaid dividends (whether or not declared) to, but not including, the date of payment, before any distribution of assets is made to the holders of the class C stock, class B stock, class A stock and any other class or series of BPR’s capital stock ranking junior to the new series A preferred stock with respect to the distribution of assets upon BPR’s liquidation, dissolution or winding up.

Optional Redemption

Except with respect to the special optional redemption and REIT qualification optional redemption provisions described below, BPR may not redeem the new series A preferred stock prior to February 13, 2018.

[Table of Contents](#)

On or after February 13, 2018, BPR, at its option, upon giving the notice described below, may redeem the new series A preferred stock, in whole at any time or in part from time to time, for cash, at a redemption price of \$25.00 per share, plus all accumulated and unpaid dividends (whether or not declared) to, but not including, the date of redemption. Any partial redemption will be made on a pro rata basis or by any other equitable method determined by BPR and in accordance with any applicable securities exchange rules.

Special Optional Redemption

Upon the occurrence of a change of control (as defined below), BPR may, at its option, redeem the new series A preferred stock, in whole or in part within 120 days after the first date on which such change of control occurred, for cash, at a redemption price of \$25.00 per share, plus all accumulated and unpaid dividends (whether or not declared) to, but not including, the date of redemption.

A “change of control” occurs when, after the initial delivery of the new series A preferred stock, the following have occurred and are continuing:

- the acquisition by any person, including any syndicate or group deemed to be a “person” under Section 13(d)(3) of the Exchange Act, of beneficial ownership (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions, of BPR’s stock entitling that person to exercise more than 50% of the total voting power of all BPR’s stock entitled to vote generally in the election of BPR’s directors (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and
- following the closing of any transaction referred to in the bullet point above, neither BPR nor the acquiring or surviving entity has a class of common securities (or ADRs representing such securities) listed on the NYSE, the NYSE MKT or the NASDAQ or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE MKT or the NASDAQ.

Conversion Rights

Upon the occurrence of a change of control, each holder of the new series A preferred stock will have the right to convert some or all of the new series A preferred stock held by such holder (unless BPR has provided or provides irrevocable notice of its election to redeem the new series A preferred stock, in which case such holder will only have the right with respect to the shares of the new series A preferred stock not called for redemption (unless BPR defaults in the payment of the redemption price and all accumulated and unpaid dividends, in which case such holder will again have a conversion right with respect to the shares subject to such default in payment)) into a number of shares of class A stock or class C stock (whichever class is elected by the holder of the new series A preferred stock) per share of the new series A preferred stock to be converted equal to the lesser of:

- the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of all accumulated and unpaid dividends (whether or not declared) to, but not including, the change of control conversion date (unless the change of control conversion date is after a record date for a new series A preferred stock dividend payment and prior to the corresponding new series A preferred stock dividend payment date, in which case no additional amount for such accumulated and unpaid dividend will be included in this sum) by (ii) the class A stock price or the class C stock price, as applicable; and
- the class A share cap or the class C share cap, as applicable (each, as defined in the new series A preferred stock designations), subject to certain adjustments,
 - The new series A preferred stock designations defines the class A share cap as being equal to (i) 2.4679 multiplied by (ii) the sum of (a) the number of shares of class A stock distributed with respect to each share of GGP common stock, plus (b) the aggregate cash consideration received

[Table of Contents](#)

per share of GGP common stock pursuant to the pre-closing dividend and the merger consideration divided by the volume weighted average trading price of BPY units on the NASDAQ on each of the five (5) consecutive trading days ending on (and including) the trading day that is three (3) trading days prior to the date of the effective time of the charter amendments (in each case, assuming a cash election and applicable proration).

- The new series A preferred stock designations defines the class C share cap as 2.4679.

subject, in each case, to provisions for the receipt of alternative consideration and other conditions.

If a holder of the new series A preferred stock makes no election on whether to receive class A stock or class C stock, such holder will receive class A stock upon conversion.

Except as provided above in connection with a change of control, the new series A preferred stock is not convertible into or exchangeable for any other securities or property.

REIT Qualification Optional Redemption

If the redemption of a holder's new series A preferred stock is required to prevent a violation of the ownership limit (which is 9.9% of the number or value, whichever is more restrictive, of the outstanding shares of class A stock, class B stock, class C stock, new series A preferred stock and any other common stock or preferred stock authorized by the amended charter, collectively, as may be adjusted by the amended charter), then BPR may, at its option, redeem the new series A preferred stock of such holder, in such amount required to comply with the ownership limit, for cash at a redemption price of \$25.00 per share, plus all accumulated and unpaid dividends (whether or not declared), to, but not including, the date of redemption.

Transfer Restrictions

In order to qualify as a REIT under the Code for a taxable year, certain ownership requirements must be satisfied by BPR. In order to meet these requirements, the amended charter contains provisions which limit the value of BPR stock that a stockholder may own, or be deemed to own by virtue of the applicable attribution provisions of the Code. The ownership limit is set at 9.9% of the number or value, whichever is more restrictive, of the outstanding shares of capital stock. The BPR board, in its sole and absolute discretion, may waive the ownership limit in certain circumstances. If shares of capital stock in excess of the ownership limit, or shares which would cause BPR to be beneficially owned by fewer than 100 persons, are issued or transferred to any person, such issuance or transfer shall be null and void and the intended transferee will acquire no rights to such shares. The GGP board has waived these ownership limits with respect to BAM and its affiliates and, subject to certain exceptions and conditions, their transferees.

No Maturity, Sinking Fund Mandatory Redemption

The new series A preferred stock has no stated maturity date and is not subject to mandatory redemption or any sinking fund. BPR is not required to set aside funds to redeem the new series A preferred stock. Accordingly, the new series A preferred stock will remain outstanding indefinitely unless BPR decides to redeem the shares at its option or, under circumstances where the holders of the new series A preferred stock have a conversion right, such holders decide to convert the new series A preferred stock into class A stock or class C stock.

Voting Rights

Except as may be required by law or the rules of any securities exchange or quotation system on which the new series A preferred stock is then listed, traded or quoted, holders of the new series A preferred stock will have no voting rights. If, however, dividends on any outstanding shares of the new series A preferred stock have not

[Table of Contents](#)

been paid for six or more quarterly periods (whether or not consecutive), holders of the new series A preferred stock, voting as a single class together with the holders of any other series of BPR's preferred stock that it may issue in the future that are entitled to similar voting rights, will be entitled to elect two additional directors to the BPR board to serve until all unpaid dividends have been paid or declared and set apart for payment.

In addition, BPR may not, without the affirmative vote of holders of at least two-thirds of the outstanding shares of the new series A preferred stock voting separately as a class:

- authorize, create or increase the authorized or issued amount of any class or series of capital stock ranking senior to the new series A preferred stock with respect to the payment of dividends or the distribution of assets upon the liquidation, dissolution or winding up of BPR, or reclassify any authorized capital stock into, or create, authorize or issue any obligation or security convertible into, exchangeable for or evidencing the right to purchase, any such senior shares; or
- amend, alter or repeal the provisions of the amended charter (including the new series A preferred stock designations) or amended bylaws, whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the new series A preferred stock or the holders thereof.

Any increase in the amount of total authorized preferred stock, or any increase in the amount of authorized shares of the new series A preferred stock, or any creation, issuance or increase in the amount of authorized shares of any other series of the preferred stock ranking on parity with or junior to the new series A preferred stock with respect to the payment of dividends and the distribution of assets upon the liquidation, dissolution or winding up of BPR, will not be deemed to materially and adversely affect such rights, preferences, privileges or voting powers.

Information Rights

During any period in which BPR is not subject to Section 13 or 15(d) of the Exchange Act and any new series A preferred stock is outstanding, BPR will (i) transmit by mail or otherwise provide (or by other permissible means under the Exchange Act) to all holders of the new series A preferred stock as their names and addresses appear in BPR's record books (or otherwise in accordance with the applicable procedures of DTC) and, without cost to such holders, copies of the annual reports on Form 10-K and quarterly reports on Form 10-Q that BPR would have been required to file with the SEC pursuant to Section 13 or 15(d) of the Exchange Act if BPR were subject thereto (other than any exhibits, including certifications, that would have been required) and (ii) promptly, upon request, provide copies of such reports to any prospective holder of the new series A preferred stock.

Preemptive Rights

No holders of the new series A preferred stock will, as holders of the new series A preferred stock, have any preemptive rights to purchase or subscribe for class A stock, class C stock or any other security.

Listing and Transfer Agent

GGP anticipates that the new series A preferred stock will be listed on the NASDAQ under the trading symbol "BPRAP." The transfer agent and registrar for the new series A preferred stock is expected to be American Stock Transfer & Trust Company, LLC, Brooklyn, New York.