

## CONSOLIDATED BALANCE SHEET

(US\$ Millions)	<b>Dec. 31, 2016</b>	<i>Dec. 31, 2015</i>
<b>Assets</b>		
Investment properties	\$ 48,784	\$ 41,599
Equity accounted investments in properties	16,844	17,638
Property, plant and equipment	5,357	5,023
Participating loan notes	471	449
Financial assets	1,294	1,412
Accounts receivable and other	3,774	3,905
Cash and cash equivalents	1,456	1,035
Assets held for sale	147	805
<b>Total Assets</b>	<b>\$ 78,127</b>	<b>\$ 71,866</b>
<b>Liabilities and Equity</b>		
Corporate debt obligations	\$ 1,152	\$ 1,632
Funds subscription facilities	828	1,594
Asset-level debt obligations	30,070	25,938
Subsidiary borrowings	1,469	1,362
Capital securities	4,171	4,031
Deferred tax liability	2,455	3,107
Accounts payable and other liabilities	3,760	3,027
Liabilities associated with assets held for sale	61	242
<b>Total liabilities</b>	<b>43,966</b>	<b>40,933</b>
<b>Equity</b>		
Limited partners	7,536	7,425
General partner	6	6
Non-controlling interests attributable to:		
Limited partner units of the operating partnership held by Brookfield Asset Management Inc.	14,523	14,218
Limited partner units of Brookfield Office Properties Exchange LP	293	309
Interests of others in operating subsidiaries and properties	11,803	8,975
<b>Total Equity</b>	<b>34,161</b>	<b>30,933</b>
<b>Total Liabilities and Equity</b>	<b>\$ 78,127</b>	<b>\$ 71,866</b>

## CONSOLIDATED STATEMENT OF OPERATIONS

(US\$ Millions)	<i>Three Months Ended</i>		<i>Year Ended</i>	
	<i>Dec. 31,</i>		<i>Dec. 31,</i>	
	<b>2016</b>	2015	<b>2016</b>	2015
Commercial property and hospitality revenue	\$ 1,338	\$ 1,199	\$ 5,185	\$ 4,492
Direct commercial property and hospitality expense	<b>(639)</b>	(573)	<b>(2,430)</b>	(2,183)
	<b>699</b>	626	<b>2,755</b>	2,309
Investment and other revenue	<b>25</b>	68	<b>167</b>	361
Share of net earnings from equity accounted investments	<b>183</b>	540	<b>1,019</b>	1,591
	<b>907</b>	1,234	<b>3,941</b>	4,261
Expenses				
Interest expense	<b>(434)</b>	(391)	<b>(1,681)</b>	(1,528)
Depreciation and amortization	<b>(52)</b>	(58)	<b>(240)</b>	(180)
General and administrative expense	<b>(154)</b>	(153)	<b>(569)</b>	(559)
Investment and other expense	-	(21)	<b>(1)</b>	(135)
	<b>267</b>	611	<b>1,450</b>	1,859
Fair value (losses) gains, net	<b>(17)</b>	755	<b>692</b>	2,007
Income tax (expense) benefit	<b>(158)</b>	(209)	<b>575</b>	(100)
<b>Net income</b>	<b>\$ 92</b>	\$ 1,157	<b>\$ 2,717</b>	\$ 3,766
Net income attributable to:				
Limited partners	\$ (23)	\$ 317	\$ 660	\$ 1,064
General partner	-	1	-	1
Non-controlling interests:				
Limited partner units of the operating partnership held by Brookfield Asset Management Inc.	<b>(38)</b>	531	<b>1,103</b>	1,789
Limited partner units of Brookfield Office Properties Exchange LP	<b>(1)</b>	14	<b>30</b>	61
Interests of others in operating subsidiaries and properties	<b>154</b>	294	<b>924</b>	851
	<b>\$ 92</b>	\$ 1,157	<b>\$ 2,717</b>	\$ 3,766

## RECONCILIATION OF NON-IFRS MEASURES

(US\$ Millions)	Three Months Ended Dec. 31,		Year Ended Dec. 31,	
	2016	2015	2016	2015
Commercial property and hospitality revenue	\$ 1,338	\$ 1,199	\$ 5,185	\$ 4,492
Direct commercial property and hospitality expense	(639)	(573)	(2,430)	(2,183)
<b>NOI</b>	<b>699</b>	<b>626</b>	<b>2,755</b>	<b>2,309</b>
Investment and other revenue	25	68	167	361
Share of equity accounted income excluding fair value gains	252	215	880	724
Interest expense	(434)	(391)	(1,681)	(1,528)
General and administrative expense	(154)	(153)	(569)	(559)
Investment and other expense	-	(21)	(1)	(135)
Depreciation and amortization of non-real estate assets	(10)	(9)	(28)	(27)
Non-controlling interests of others in operating subsidiaries and properties in FFO	(126)	(124)	(628)	(435)
<b>FFO</b>	<b>252</b>	<b>211</b>	<b>895</b>	<b>710</b>
Depreciation and amortization of non-real estate assets, net <sup>(1)</sup>	8	7	26	27
Transaction costs <sup>(1)</sup>	10	11	44	69
Gains/losses on disposition of non-investment properties <sup>(1)</sup>	(15)	-	(46)	(12)
FFO from GGP Warrants <sup>(2)</sup>	13	13	48	45
<b>Company FFO</b>	<b>\$ 268</b>	<b>\$ 242</b>	<b>\$ 967</b>	<b>\$ 839</b>
<b>FFO</b>	<b>252</b>	<b>211</b>	<b>895</b>	<b>710</b>
Depreciation and amortization of real estate assets	(42)	(49)	(212)	(153)
Fair value (losses) gains, net	(17)	755	692	2,007
Share of equity accounted income - Non FFO	(69)	325	139	867
Income tax (expense) benefit	(158)	(209)	575	(100)
Non-controlling interests of others in operating subsidiaries and properties in non-FFO	(28)	(170)	(296)	(416)
Non-controlling interests of others in operating subsidiaries and properties	154	294	924	851
<b>Net income</b>	<b>\$ 92</b>	<b>\$ 1,157</b>	<b>\$ 2,717</b>	<b>\$ 3,766</b>

<sup>(1)</sup> Presented net of non-controlling interests on a proportionate basis.

<sup>(2)</sup> Represents the FFO that would have been attributable to the Partnership's shares of GGP, if all outstanding warrants of GGP were exercised on a cashless basis. It also includes dilution adjustments to undiluted FFO as a result of the net settled warrants.

## NET INCOME PER UNIT

(US\$ Millions, except per unit amounts)	Three months ended					
	Dec. 31, 2016			Dec. 31, 2015		
	Net income attributable to Unitholders	Average number of units	Per unit	Net income attributable to Unitholders	Average number of units	Per unit
Basic	\$ (62)	710.0	\$ (0.09)	\$ 863	712.0	\$ 1.21
Number of units on conversion of preferred shares <sup>(1)</sup>	-	70.0	-	-	70.0	-
Basic per IFRS	(62)	780.0	(0.08)	863	782.0	1.10
Dilutive effect of conversion of capital securities and options <sup>(2)</sup>	-	0.1	-	11	41.8	0.26
Fully-diluted per IFRS	\$ (62)	780.1	\$ (0.08)	\$ 874	823.8	\$ 1.06

<sup>(1)</sup> IFRS requires the inclusion of preferred shares that are mandatorily convertible into units at a price of \$25.70 without an add back to earnings of the associated carry on the preferred shares.

<sup>(2)</sup> For the three months ended December 31, 2016, the conversion of capital securities was anti-dilutive and therefore excluded from the calculation of fully-diluted net income per IFRS.

(US\$ Millions, except per unit amounts)	Three months ended					
	Dec. 31, 2016			Dec. 31, 2015		
	Net income attributable to Unitholders	Average number of units	Per unit	Net income attributable to Unitholders	Average number of units	Per unit
Basic per management	\$ (62)	710.0	\$ (0.09)	\$ 863	712.0	\$ 1.21
Dilutive effect of conversion of preferred shares <sup>(1)</sup>	29	70.0	0.41	29	70.0	0.41
Dilutive effect of conversion of capital securities and options	9	31.1	0.29	11	41.8	0.26
Fully-diluted per management	\$ (24)	811.1	\$ (0.03)	\$ 903	823.8	\$ 1.10

<sup>(1)</sup> Represents preferred shares that are mandatorily convertible into units at a price of \$25.70 and the associated carry.

## NET INCOME PER UNIT

(US\$ Millions, except per unit amounts)	Year ended					
	Dec. 31, 2016			Dec. 31, 2015		
	Net income attributable to Unitholders	Average number of units	Per unit	Net income attributable to Unitholders	Average number of units	Per unit
Basic	\$ 1,793	710.8	\$ 2.52	\$ 2,915	712.6	\$ 4.09
Number of units on conversion of preferred shares <sup>(1)</sup>	-	70.0	-	-	70.0	-
Basic per IFRS	1,793	780.8	2.30	2,915	782.6	3.72
Dilutive effect of conversion of capital securities and options	39	34.8	1.12	48	40.4	1.19
Fully-diluted per IFRS	\$ 1,832	815.6	\$ 2.25	\$ 2,963	823.0	\$ 3.60

<sup>(1)</sup> IFRS requires the inclusion of preferred shares that are mandatorily convertible into units at a price of \$25.70 without an add back to earnings of the associated carry on the preferred shares.

(US\$ Millions, except per unit amounts)	Year ended					
	Dec. 31, 2016			Dec. 31, 2015		
	Net income attributable to Unitholders	Average number of units	Per unit	Net income attributable to Unitholders	Average number of units	Per unit
Basic per management	\$ 1,793	710.8	\$ 2.52	\$ 2,915	712.6	\$ 4.09
Dilutive effect of conversion of preferred shares <sup>(1)</sup>	117	70.0	1.67	117	70.0	1.67
Dilutive effect of conversion of capital securities and options	39	34.8	1.12	48	40.4	1.19
Fully-diluted per management	\$ 1,949	815.6	\$ 2.39	\$ 3,080	823.0	\$ 3.74

<sup>(1)</sup> Represents preferred shares that are mandatorily convertible into units at a price of \$25.70 and the associated carry.