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Brookfield Office Properties Inc
Form 425
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Filed by Brookfield Property Partners L.P.

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Subject Company: Brookfield Office Properties Inc.

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News Release

**BROOKFIELD PROPERTY PARTNERS INCREASES PROPOSED OFFER
TO ACQUIRE BROOKFIELD OFFICE PROPERTIES**

US\$ unless otherwise specified.

December 20, 2013 Brookfield Property Partners L.P. (NYSE: BPY; TSX: BPY.UN) (Brookfield Property Partners or BPY) today announced that it has increased the offer price in connection with its proposal to acquire any or all of the common shares of Brookfield Office Properties Inc. (NYSE: BPO; TSX: BPO) (BPO) that it does not currently own (the Offer) by increasing the cash portion of the consideration by \$1.00 per common share to \$20.34 per common share of BPO. All other details of the Offer remain unchanged. Under the terms of the revised Offer, each BPO shareholder can elect to receive consideration per BPO common share of either 1.0 limited partnership unit of Brookfield Property Partners or \$20.34 in cash, subject in each case to pro-rata based on a maximum number of BPY limited partnership units and maximum cash consideration equating to 67% and 33%, respectively, of the total number of BPO common shares subject to the Offer. BPO shareholders who receive limited partnership units should be able to do so on a tax-deferred basis.

The cash portion of the consideration was increased following discussions with the Independent Committee of BPO, and the Independent Committee has notified Brookfield Property Partners that, based on the recommendation of the Independent Committee, the board of directors of BPO intends to unanimously recommend that BPO shareholders accept the revised Offer.

We are pleased to have the support of the BPO independent directors for the revised Offer, said Ric Clark, Chief Executive Officer of Brookfield Property Group. We believe that the Offer is an attractive value proposition for BPO shareholders, and we look forward to BPO shareholders exchanging their common shares for an interest in our flagship global property company.

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Brookfield Property Partners expects to file a Registration Statement on Form F-4 and a Transaction Statement on Schedule 13e-3 with the U.S. Securities and Exchange Commission (the SEC) and Canadian securities regulators in connection with the Offer shortly. After the Registration Statement has been declared effective by the SEC, the Offer will be sent to BPO common shareholders and Brookfield Property Partners will file a Tender Offer Statement on Schedule 14D1-F (together with the accompanying letter of transmittal and related documents, the Registration Statement and the Schedule 13e-3, the Exchange Offer Documents) with the SEC and Canadian securities regulators. The Exchange Offer Documents will contain full details of the Offer including the terms and conditions upon which it is made and any necessary regulatory approvals. The Offer is expected to be launched formally in the first quarter of 2014 and close in the first half of 2014. The Offer has not yet formally commenced and may not be completed until the registration statement to be filed with the SEC is effective. This communication is for

informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, any securities, nor is it a substitute for the Exchange Offer Documents. The Offer will be made only through the Exchange Offer Documents.

The Exchange Offer Documents will be furnished to or filed with the Canadian securities regulatory authorities and the SEC. Security holders and investors will be able to obtain free copies of the Exchange Offer Documents (when they become available), as well as other filings containing information about Brookfield Property Partners, BPO and the Offer, without charge, at the SEC's web site at www.sec.gov, at the Canadian securities regulatory authorities' web site at www.sedar.com and from Brookfield Property Partners. These documents will also be available for inspection and copying at the public reference room maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549, US. For further information about the public reference room, call the SEC at 1-800-732-0330. SECURITY HOLDERS AND INVESTORS ARE URGED TO READ ANY SUCH DOCUMENTS CAREFULLY IN THEIR ENTIRETY BEFORE MAKING ANY INVESTMENT DECISION WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Forward-Looking Statements

This news release contains forward-looking information within the meaning of Canadian provincial securities laws and applicable regulations. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, include statements regarding our operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook, as well as the outlook for North American and international economies for the current fiscal year and subsequent periods, and include words such as expects, anticipates, plans, believes, estimates, seeks, intends, targets, forecasts, likely, or negative versions thereof and other similar expressions, or future or conditional verbs such as may, will, should, would, could.

Although we believe that our anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include, but are not limited to: the Offer will be subject to conditions, which may not be satisfied; if the Offer is not accepted by a sufficient number of BPO common shareholders, some of the benefits to Brookfield Property Partners may not be realized; the length of time necessary to consummate the Offer may be longer than anticipated; BPO shareholders who would like to exchange their shares for limited partnership units of Brookfield Property Partners may receive cash in lieu of up to 33% of their shares; problems may arise in successfully integrating the business of Brookfield Property Partners and BPO; we may not realize the anticipated synergies and other benefits following the Offer; the Offer may involve unexpected costs; the business of Brookfield Property Partners and BPO may suffer as a result of uncertainty surrounding the offer; risks incidental to the ownership and operation of real estate properties including local real estate conditions; the impact or unanticipated impact of general economic, political and market factors in the countries in which we do business; the ability to enter into new leases or renew leases on favourable terms; business competition; dependence on tenants' financial condition; the use of debt to finance our business; the behavior of financial markets, including fluctuations in interest and foreign exchange rates; uncertainties of real estate development or redevelopment; global equity and capital markets and the availability of equity and debt financing and refinancing within these markets; risks relating to our insurance coverage; the possible impact of international conflicts and other developments including terrorist acts; potential environmental liabilities; changes in tax laws and other tax related risks; dependence on management personnel; illiquidity of investments; the ability to complete and effectively integrate acquisitions into existing operations and the ability to attain expected benefits therefrom; operational and reputational risks; catastrophic events, such as earthquakes and hurricanes; and other risks and factors detailed from time to time in our documents filed with the securities regulators in Canada and the United States.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking statements or information, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements or information, whether written or oral, that may be as a result of new information, future events or otherwise.

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***Brookfield Property Partners** is a commercial real estate owner, operator and investor operating globally. Our diversified portfolio includes interests in over 300 office and retail properties encompassing approximately 250 million square feet. In addition, we have interests in over 20,000 multi-family units, 64 million square feet of industrial space and a 18 million square foot office development pipeline. Our goal is to be the leading global investor in best in class commercial property assets. For more information, please visit www.brookfieldpropertypartners.com.*

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