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If you are in any doubt as to how to act, you should consult your professional adviser as soon as possible.

# SECOND SUPPLEMENTARY BIDDER'S STATEMENT

10 JANUARY 2014

OFFER BY:



CPP  
INVESTMENT  
BOARD

in respect of the offer by  
**DEXUS Funds Management Limited (ABN 24 060 920 783),**  
as trustee of **DEXUS Office Trust Australia**  
for the units in  
**Commonwealth Property Office Fund (ARSN 086 029 736)**

This document is the second supplementary bidder's statement ("**Second Supplement**") to the Bidder's Statement dated 19 December 2013 ("**Bidder's Statement**") as supplemented by the First Supplementary Bidder's Statement dated 6 January 2014 ("**First Supplement**") issued by DEXUS Funds Management Limited, as trustee of DEXUS Office Trust Australia ("**Bidder**") and lodged with the Australian Securities and Investments Commission ("**ASIC**") on Friday, 10 January 2014, in relation to the offer by Bidder ("**DEXUS Offer**") for the units in the Commonwealth Property Office Fund.

This Second Supplement supplements, and is to be read together with, the Bidder's Statement and the First Supplement.

FINANCIAL ADVISERS:



J.P.Morgan



MACQUARIE

LEGAL ADVISER:

KING & WOOD  
MALLESONS  
金杜律师事务所

Unless the context requires otherwise, defined terms in the Bidder's Statement and First Supplement have the same meaning in this Second Supplement. This Second Supplement prevails to the extent of any inconsistency with the Bidder's Statement and First Supplement.

A copy of this Second Supplement was lodged with ASIC on Friday, 10 January 2014. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplement.

## 1 BACKGROUND TO SECOND SUPPLEMENT

On 6 January 2014, Bidder announced to ASX arrangements in relation to the sale of certain CPA assets to GPT Funds Management Limited ("**GPT FM**") in its capacity as responsible entity of the GPT Wholesale Office Fund No. 1 ("**GWOF**").

Bidder also announced that, as a consequence of entry into those arrangements, it had determined to vary the DEXUS Offer to give CPA Unitholders the ability to elect an alternative cash/scrip consideration mix option of:

- \$0.8496 cash; and
- 0.3801 DEXUS Securities,

per CPA Unit.

CPA Unitholders may elect to receive this alternative cash/scrip consideration mix option instead of the existing consideration of \$0.7745 cash and 0.4516 DEXUS Securities per CPA Unit.

Bidder's announcement of 6 January 2014 is attached. This Second Supplement sets out further information about both the proposed asset sales to GPT FM and the alternative cash/scrip consideration mix option.

## 2 ADDITIONAL ASSETS SALES CONTEMPLATED

### 2.1 CPA Asset Sales

In section 7.2 of the Bidder's Statement, Bidder set out its intentions, in circumstances in which it acquired a relevant interest in 100% of CPA Units under the DEXUS Offer, to offer to GPT FM, as responsible entity of GWOF, the opportunity to acquire, on market terms, certain CPA assets, being CPA's:

- 100% interest in 750 Collins Street, Melbourne; and
- 50% interest in 2 Southbank Boulevard, Melbourne (subject to compliance with applicable pre-emptive provisions).

Bidder, CPPIB and DEXUS entered into a Memorandum of Understanding ("**MOU**"), which provides GPT FM, as responsible entity of GWOF, the opportunity to acquire the above CPA assets ("**CPA MOU**").

In addition, the parties have agreed under the CPA MOU, that GPT FM will also have the opportunity to acquire a further two CPA assets, being CPA's:

- 100% interest in 655 Collins Street, Melbourne; and
- 50% interest in 10 Shelley Street, Sydney (subject to compliance with applicable pre-emptive provisions).

Under the CPA MOU (described in Section 7), the parties agree to enter into formal option deeds attaching contracts for sale. The option deeds will contain a call option (in favour of GWOF) and a put option (in favour of Bidder) over each of the above four CPA assets. The aggregate sales price for all four properties is \$679 million.

The four property sales under the CPA MOU are not interdependent. This means that one of the sales may complete even if the others do not.

Both the options and the sales contracts will be conditional. In particular, the option cannot be exercised unless Bidder acquires a 90% relevant interest in CPA.

A further description of the CPA MOU and its conditionality is set out in Section 7.

### 2.2 Northland Asset Sale

Bidder also notes that CPPIB has entered into an MOU with GPT FM, as responsible entity of the GPT Wholesale Shopping Centre Fund No. 1 ("**GWSCF**") in relation to a potential sale of CPPIB's 50% interest in the Northland Shopping Centre, Victoria ("**Northland**") ("**Northland MOU**").

Completion of the Northland sale is not interdependent with the CPA property sales contemplated by the CPA MOU.

A summary of relevant aspects of the Northland MOU is set out in Section 7.

## 3 ADDITIONAL CASH/SCRIP ALTERNATIVE

### 3.1 Additional cash/scrip alternative

As a consequence of the intended additional asset sales, Bidder has determined to vary the DEXUS Offer to give CPA Unitholders the opportunity to elect to receive an alternative cash/scrip consideration mix (known in this Second Supplement as “**Option B**”) comprised of a larger proportion of cash and a lower proportion of DEXUS Securities as set out below:

- \$0.8496 cash; and
- 0.3801 DEXUS Securities,

per CPA Unit.

Attached to this Second Supplement is a formal Notice of Variation (“**Notice of Variation**”).

CPA Unitholders may elect to receive this alternative cash/scrip consideration mix option instead of the existing consideration of \$0.7745 cash and 0.4516 DEXUS Securities per CPA Unit (known in this Second Supplement as “**Option A**”).

The table below sets out the two DEXUS cash/scrip consideration mix options available to CPA Unitholders based on the last trading price of DEXUS Securities as at 9 January 2014:

	Option A	Option B
Structure	Off-market takeover	Off-market takeover
Minimum acceptance condition	n/a	n/a
New Scrip Ranking	Equal	Equal
Scrip ratio	0.4516 Securities	0.3801 Securities
Security price (9 January 2014)	\$1.035	\$1.035
Scrip consideration	\$0.4674	\$0.3934
Cash consideration	\$0.7745	\$0.8496
<b>Offer price</b>	<b>\$1.242</b>	<b>\$1.243</b>

Also attached to this Second Supplement is a revised Acceptance Form. You should refer to the instructions that accompany the enclosed revised Acceptance Form and Section 4 for information as to how you can accept the DEXUS Offer and elect your preferred cash/scrip consideration mix option.

### 3.2 CPA Unitholders who have already accepted

CPA Unitholders who have already accepted the DEXUS Offer before receiving this Second Supplement have the right, within one month after receipt of this Second Supplement, to make an election as to the form of consideration they wish to receive. Further details about how to make a fresh election are set out in Section 4 and in the instructions that accompany the enclosed revised Acceptance Form.

## 4 WHAT YOU SHOULD DO NEXT

### 4.1 If you have not yet accepted the offer and wish to do so

You will need to determine whether you elect to receive (per CPA Unit):

- **Option A:** Comprised of:
  - \$0.7745 cash; and
  - 0.4516 DEXUS Securities; or
- **Option B:** Comprised of:
  - \$0.8496 cash; and
  - 0.3801 DEXUS Securities.

CPA Unitholders who wish to accept the DEXUS Offer should refer to the detailed instructions in the enclosed revised Acceptance Form and in the Bidder's Statement about how to accept the DEXUS Offer and make an election. In brief:

- a. *CHESS Holdings:*** If you hold your CPA Units in a CHESS Holding (your HIN starts with an "X") you should instruct your Controlling Participant (usually your broker) to accept the DEXUS Offer for you or you may complete, sign and return the Acceptance Form; or
- b. *Issuer Sponsored Holdings:*** If you hold your CPA Units in an Issuer Sponsored Holding (your SRN starts with an "I"), complete, sign and return the Acceptance Form.

**Note, you can only elect Option A or Option B – you cannot elect Option A for part of your holding and Option B for the remainder.**

**If you accept the DEXUS Offer but do not validly elect either Option A or Option B, you will be treated as if you have elected Option A (unless you are an Ineligible Foreign Unitholder or Unmarketable Parcel Security holder in which case you will be treated as if you elected Option B).**

### 4.2 Changing your election

If you have already accepted the Offer before you received this Second Supplement, you have the right, within one month after you receive this Second Supplement, to elect Option B instead.

To make an election you must, in accordance with section 651B of the Corporations Act, give Bidder written notice (to one of the addresses set out in Section 4.3) that you wish to elect Option B. You can do this by completing, signing and returning the revised Acceptance Form accompanying this Second Supplement and indicating, in accordance with the instructions on the Form, that you elect Option B.

In the unlikely event that you make a fresh election after you have received consideration under the DEXUS Offer, arrangements will need to be made for the return of that consideration before your fresh election is valid. Contact the DEXUS Offer Information Line on the number set out in Section 4.4 to arrange this.

If you have already accepted the DEXUS Offer, you need to make an election only if you wish to elect Option B. You will receive Option A if you do nothing.

### 4.3 Postal and delivery address

The postal and delivery addresses for your completed personalised Acceptance Forms are as follows.

**Postal address:**

Link Market Services Limited  
Commonwealth Property Office Fund Takeover  
Locked Bag A14  
Sydney South NSW 1235  
Australia

**Hand delivery:**

Link Market Services Limited  
Commonwealth Property Office Fund Takeover  
1A Homebush Bay Drive  
Rhodes NSW 2138  
Australia

A reply paid envelope (for use by CPA Unitholders within Australia) is enclosed for your convenience.

The transmission of your personalised Acceptance Form and other documents are at your own risk.

### 4.4 Further information

For further information, please call the DEXUS Offer Information line on 1800 220 771 (callers in Australia) or +61 1800 220 771 (callers outside Australia) between 8.30am and 5.30pm (Sydney time) on Business Days.

## 5 IMPACT OF GWOF SALES AND ADDITIONAL CASH/SCRIP ALTERNATIVE ON COMBINED GROUP

### 5.1 Background

Section 8 of the Bidder's Statement contained a description of the expected impact of the DEXUS Offer on the Combined Group.

The impacts described in section 8 of the Bidder's Statement will be affected by CPA Unitholders electing Option B and, in the event that Bidder acquires a relevant interest in 100% of CPA Units, the transactions contemplated by the CPA MOU (assuming they are implemented).

These impacts are described below.

### 5.2 Impact on description of DEXUS post-completion of the DEXUS Offer

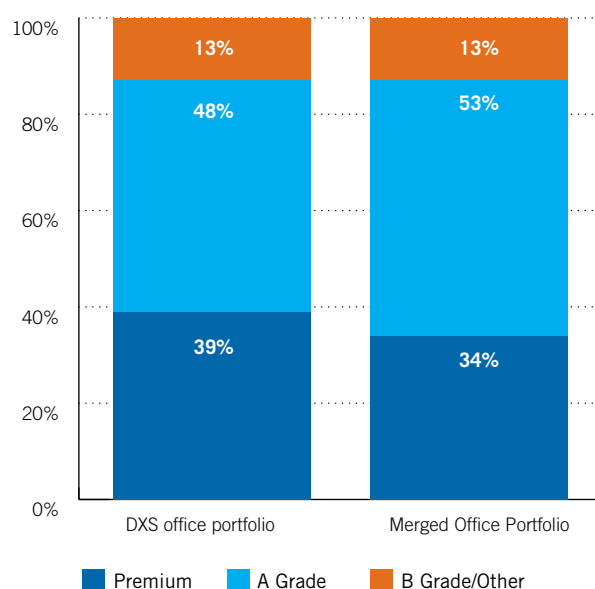
DEXUS RE considers that significant operational and strategic benefits will arise for DEXUS Security holders from the acquisition of CPA by Bidder. DEXUS scrip forms part of the consideration under both Option A and Option B which means CPA Unitholders who accept the DEXUS Offer will have the opportunity to participate in these benefits. A number of those benefits are described in section 8.3 of the Bidder's Statement.

The benefits described in section 8.3 of the Bidder's Statement assumed that Bidder acquired 100% of CPA Units. The benefits will be impacted in the event that Bidder acquires 100% of CPA and sells the assets contemplated by the CPA MOU to GWOF.

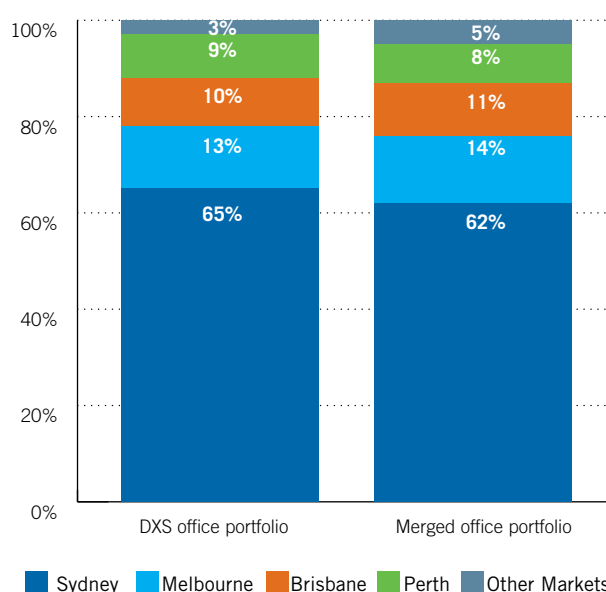
Detailed below are key metrics (on a pro-forma basis, and based on the position as at 30 June 2013) in the event Bidder acquires 100% of CPA Units outstanding and sells all of the assets contemplated by the CPA MOU to GWOF.

- DEXUS will be the leading owner and manager of Australian office with \$10.9 billion of assets under management ("AUM") – an increase from \$7.8 billion as at 30 June 2013;
- DEXUS's on-balance sheet real estate investment portfolio will increase to \$8.8 billion from \$7.3 billion and total real estate AUM will increase to \$16.5 billion from \$13.4 billion;
- Office assets will comprise 82% of DEXUS on-balance sheet portfolio post transaction in line with DEXUS's strategic target weightings;
- The combination of the two office portfolios is highly complementary and retains core exposure to key office markets of Sydney and Melbourne:<sup>1</sup>

**Portfolio quality: Office**



**Geographic location: Office**

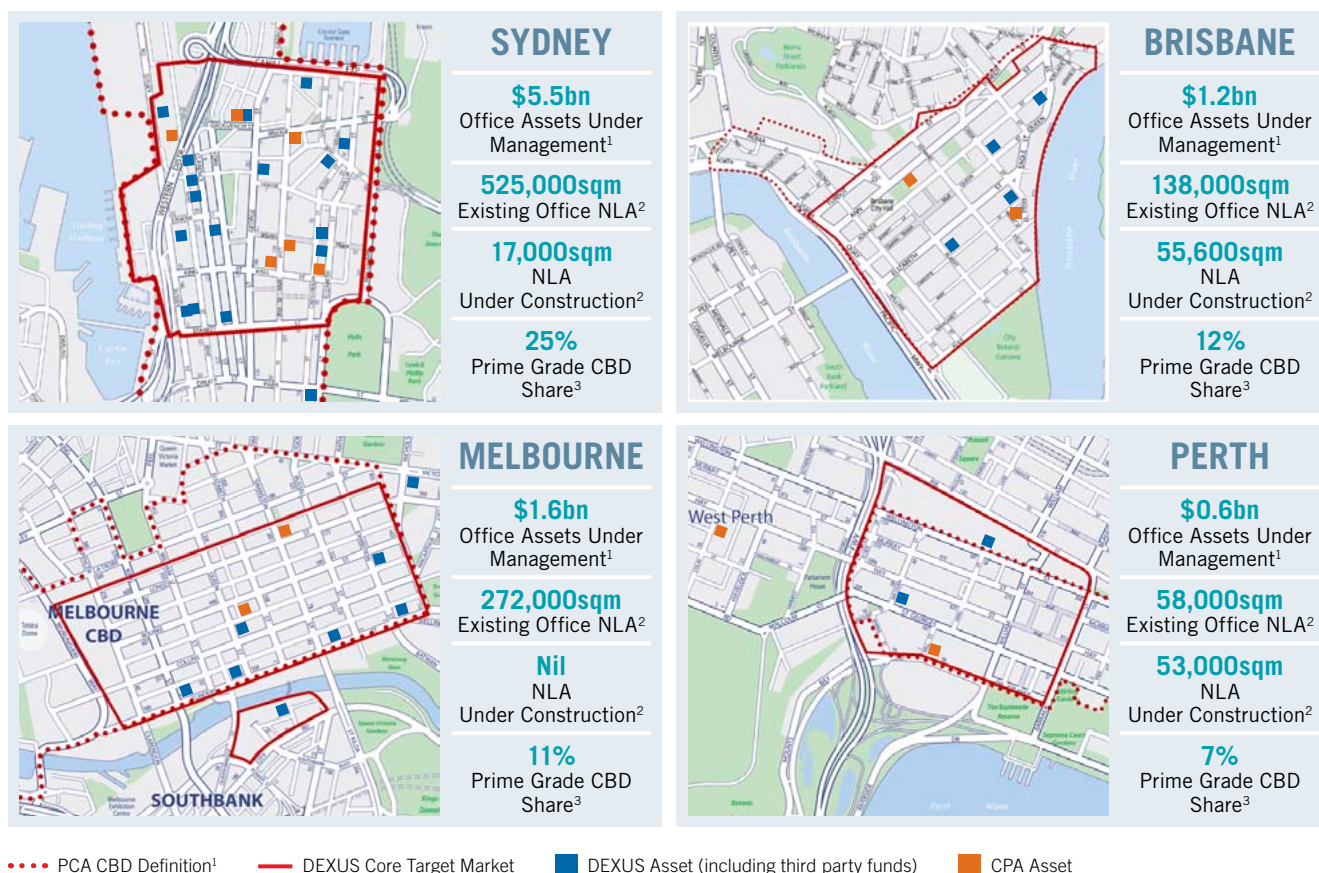


1. Portfolio quality and geographic location figures are based on DEXUS on-balance sheet office portfolio and DEXUS acquiring a 50% interest in the CPA office portfolio excluding the four assets identified under the CPA MOU.



## 5 IMPACT OF GWOFF SALES AND ADDITIONAL CASH/SCRIP ALTERNATIVE ON COMBINED GROUP

- e. The increased scale of the combined portfolio would solidify DEXUS's position as a leading owner and manager within core CBD Australian office markets:



1. AUM includes assets owned by DEXUS, CPA and DEXUS third party managed funds. Represents assets within the CBD, as defined by the Property Council of Australia ("PCA") Office Market Report plus DEXUS Core Target Markets of Kings Square, Perth and Southbank, Melbourne. Values based on book values as at 30 June 2013.
2. NLA represents Net Lettable Area. Proportional for ownership percentage.
3. Represents the percentage of total NLA in Prime Grade assets within each CBD market in which the merged entity will have a representation via assets under management. Calculation excludes developments in progress and is not proportional to ownership percentage. Total market NLA sourced from PCA July 2013 Office Market Report and company filings. Market includes PCA defined boundaries plus DEXUS Core Target Markets of Kings Square, Perth and Southbank, Melbourne.

- f. The acquisition of CPA by the Consortium will create a relationship with CPPIB, and increase DEXUS's third party AUM by \$1.6 billion to a total of \$7.7 billion.

### 5.3 Financial profile of the Combined Group

#### a. Introduction

This Section contains an update to the pro forma financial information in section 8.4 of the Bidder's Statement, reflecting the following assumptions (for illustrative purposes):

- All accepting CPA Unitholders elect Option B; and
- All properties referenced in the CPA MOU are sold to GWOFF in accordance with the terms of the CPA MOU ("GWOFF Divestment").

#### b. Basis of preparation

The basis of preparation is consistent with section 8.4(b) of the Bidder's Statement.

## 5 IMPACT OF GWOFF SALES AND ADDITIONAL CASH/SCRIP ALTERNATIVE ON COMBINED GROUP

### c. Pro Forma Historic Statement of Financial Position

The table below outlines the Pro Forma Historic Statement of Financial Position.

	Pro Forma	Audited CPA	Audited DEXUS	Pro Forma Adjustments	Unaudited Pro Forma DEXUS Combined Group 100%
	Note	As at 30 June 2013 (\$m)	As at 30 June 2013 (\$m)		As at 30 June 2013 (\$m)
<b>Current assets</b>					
Cash and cash equivalents		9.6	14.5		14.5
Receivables		20.2	40.2		40.2
Inventories		–	10.9		10.9
Derivative financial instruments	1	2.2	25.4	(2.7)	22.7
Other		4.8	10.9		10.9
Discontinued operations and assets classified as held for sale		–	8.8		8.8
<b>Total current assets</b>		<b>36.8</b>	<b>110.7</b>	<b>(2.7)</b>	<b>108.0</b>
<b>Non-current assets</b>					
Investment properties	1	3,377.5	6,085.0	(62.4)	6,022.6
Plant and equipment		–	8.8		8.8
Inventories		–	242.0		242.0
Investments accounted for using the equity method	2,3,4	358.9	906.8	1,377.3	2,284.1
Derivative financial instruments		–	114.8		114.8
Deferred tax assets		–	39.4		39.4
Intangible assets	4	–	243.7	41.0	284.7
Other		–	1.4		1.4
<b>Total non-current assets</b>		<b>3,736.4</b>	<b>7,641.9</b>	<b>1,355.9</b>	<b>8,997.8</b>
<b>Total assets</b>		<b>3,773.2</b>	<b>7,752.6</b>	<b>1,353.2</b>	<b>9,105.8</b>
<b>Current liabilities</b>					
Payables		53.5	95.1		95.1
Provisions		78.6	169.5		169.5
Derivative financial instruments		17.0	1.8		1.8
Discontinued operations classified as held for sale		–	0.1		0.1
Interest bearing liabilities		100.0	–		–
Responsible Entity fees payable		4.3	–		–
<b>Total current liabilities</b>		<b>253.4</b>	<b>266.5</b>	<b>–</b>	<b>266.5</b>
<b>Non-current liabilities</b>					
Interest bearing liabilities	1,3,4	816.4	2,167.1	686.1	2,853.2
Derivative financial instruments		–	99.4		99.4
Deferred tax liabilities		–	12.1		12.1
Provisions		–	11.2		11.2
Other		–	4.6		4.6
<b>Total non-current liabilities</b>		<b>816.4</b>	<b>2,294.4</b>	<b>686.1</b>	<b>2,980.5</b>
<b>Total liabilities</b>		<b>1,069.8</b>	<b>2,560.9</b>	<b>686.1</b>	<b>3,247.0</b>
<b>Net assets</b>		<b>2,703.4</b>	<b>5,191.7</b>	<b>667.1</b>	<b>5,858.8</b>
<b>Equity</b>					
Contributed equity	1,3,4	2,383.3	4,684.0	721.7	5,405.7
Reserves		320.1	36.6		36.6
Retained profits	1,3,4	–	471.1	(54.6)	416.5
<b>Total equity</b>		<b>2,703.4</b>	<b>5,191.7</b>	<b>667.1</b>	<b>5,858.8</b>
Securities on issue (millions)	1,3,4	2,347.0	4,702.0	685.3	5,387.3
Gearing		25.2%	29.0%		33.9%
NTA per security (\$)		\$1.15	\$1.05		\$1.03



## 5 IMPACT OF GWOFF SALES AND ADDITIONAL CASH/SCRIP ALTERNATIVE ON COMBINED GROUP

### Directors' Pro forma adjustments for 100% Ownership Case

Pro forma adjustments (1), (2) and (3) as outlined in section 8.4(c) of the Bidder's Statement are unchanged if all CPA Unitholders elect Option B.

Adjustments, as outlined in note (4) in section 8.4(c) of the Bidder's Statement are different in the following respects:

- Investments accounted for using the equity method increase by \$1,377.3 million to reflect DEXUS's 50% interest in the Bid Trust, compared to \$1,716.7 million in the Bidder's Statement. The lower increase in investments accounted for using the equity method reflects DEXUS's share of the sale of property interests for \$679.0 million under the GWOFF Divestment.
- DEXUS's interest bearing liabilities increase by \$689.5 million to fund the transaction, compared to \$879.0 million in the Bidder's Statement. The lower interest bearing liabilities arise as a result of DEXUS's 50% share of the proceeds received from the GWOFF Divestment, offset by a \$150.0 million increase in the cash consideration component (if all CPA Unitholders elect Option B).
- Contributed equity increases by \$797.0 million reflecting the issue of 759.1 million DEXUS Securities to CPA Unitholders (if all CPA Unitholders elect Option B).

### 50.1% Ownership Case and 30% Ownership Case

Under the 50.1% Ownership Case and 30% Ownership Case the GWOFF Divestment will not proceed.

#### 50.1% Ownership Case

Pro forma interest bearing liabilities increase by \$450.6 million if all CPA Unitholders elect Option B compared to \$388.5 million if all CPA Unitholders elect Option A. Contributed equity increases by \$329.6 million compared to \$391.6 million, reflecting the increased cash requirements and decreased scrip consideration if all CPA Unitholders elect Option B. As a result, pro forma gearing increases to 34.2% if all CPA Unitholders elect Option B compared to 33.4% if all CPA Unitholders elect Option A.

#### 30% Ownership Case

Pro forma interest bearing liabilities increase by \$519.1 million if all CPA Unitholders elect Option B compared to \$492.4 million if all CPA Unitholders elect Option A. Contributed equity increases by \$141.3 million compared to \$167.9 million, reflecting the increased cash requirements and decreased scrip consideration if all CPA Unitholders elect Option B. As a result, pro forma gearing increases to 34.9% if all CPA Unitholders elect Option B compared to 34.6% if all CPA Unitholders elect Option A.

#### d. Pro Forma FFO per Security and Distribution per Security

##### Pro forma FFO per Security impact assuming 1 July 2013 implementation

The tables below show the indicative impact on pro forma FFO per Security and Distribution per Security for different levels of ownership if all CPA Unitholders elect Option B of a potential level of property FFO attributable to the assets being sold under the GWOFF Divestment.

The GWOFF Divestment sensitivity shows the FFO per Security where property FFO attributable to the assets being sold under the GWOFF Divestment is \$46.2 million. The implied property FFO of \$46.2 million has been derived by multiplying the weighted average capitalisation rate and value as provided in the most current CPA valuations<sup>2</sup>. The sensitivity assumes that the divestment proceeds are applied to repaying interest bearing liabilities.

The GWOFF Divestment sensitivity is shown for illustrative purposes only as there is insufficient publicly available information to determine the actual FFO attributable to the assets being sold.

FFO per Security	Combined Group <sup>1</sup>					
	100% Case		50.1% Case		30% Case	
	(cps)	(%)	(cps)	(%)	(cps)	(%)
Pro forma FFO if all CPA Unitholders elect Option A	8.46	3.3%	8.61	5.1%	8.36	2.1%
Impact if all CPA Unitholders elect Option B	0.08	1.0%	0.02	0.3%	–	–
Impact of reduced funds and property management earnings as a result of GWOFF Divestment	-0.03	-0.4%	–	–	–	–
<b>Pro forma FFO per Security</b>	<b>8.51</b>	<b>3.9%</b>	<b>8.63</b>	<b>5.4%</b>	<b>8.36</b>	<b>2.1%</b>
Impact of GWOFF Divestment sensitivity	-0.09	-1.1%	–	–	–	–
<b>FFO under GWOFF Divestment sensitivity</b>	<b>8.42</b>	<b>2.8%</b>	<b>8.63</b>	<b>5.4%</b>	<b>8.36</b>	<b>2.1%</b>

- Accretion metrics based on DEXUS's FY14 guidance excluding the net impact of the CPA distribution for six months ending 31 December 2013 relating to the 14.9% CPA interest pre-bid stake.

2. The last reported book value (as at 31 October 2013) of the relevant assets was \$659 million with a weighted average capitalisation rate of 7.0%.

## 5 IMPACT OF GWOFF SALES AND ADDITIONAL CASH/SCRIP ALTERNATIVE ON COMBINED GROUP

Distribution per Security	Combined Group <sup>1</sup>					
	100% Case		50.1% Case		30% Case	
	(cps)	(%)	(cps)	(%)	(cps)	(%)
Pro forma distribution if all CPA Unitholders elect Option A	6.35	3.4%	6.46	5.2%	6.27	2.1%
Impact if all CPA Unitholders elect Option B	0.05	0.8%	0.02	0.3%	–	–
Impact of reduced funds and property management earnings as a result of GWOFF Divestment	-0.02	-0.3%	–	–	–	–
<b>Pro forma distribution per Security</b>	<b>6.38</b>	<b>3.9%</b>	<b>6.48</b>	<b>5.5%</b>	<b>6.27</b>	<b>2.1%</b>
Impact of GWOFF Divestment sensitivity	-0.07	-1.1%	–	–	–	–
<b>Distribution per Security under GWOFF Divestment sensitivity</b>	<b>6.31</b>	<b>2.8%</b>	<b>6.48</b>	<b>5.5%</b>	<b>6.27</b>	<b>2.1%</b>

1. Accretion metrics based on DEXUS's FY14 guidance excluding the net impact of the CPA distribution for six months ending 31 December 2013 relating to the 14.9% CPA interest pre-bid stake.

### DEXUS and CPA standalone assumptions

- Refer to section 8.4(d) of the Bidder's Statement.

### Pro forma assumptions for 100% FFO Ownership Case

The assumptions are the same as the 100% Ownership Case under the original proposal, as outlined in section 8.4(d) of the Bidder's Statement, assuming 1 July 2013 implementation, with the exception of the following:

- The weighted average number of DEXUS Securities on issue used to calculate FFO per Security reduces from 5,543.2 million to 5,400.4 million due to the lower scrip component under Option B.
- Incremental profit for the year ending 30 June 2014 from funds management, property management, leasing and development management fees reduces by \$1.6 million to \$4.4 million as a result of the GWOFF Divestment.
- Interest expense decreases due to a lower amount of interest bearing liabilities arising from DEXUS's 50% share of the proceeds received from the GWOFF Divestment. The reduction in interest bearing liabilities is partially offset by a \$150.0 million increase in the cash consideration component of the DEXUS Offer (if all investors elect Option B).

### Pro forma assumptions for 50.1% FFO Ownership Case and 30% FFO Ownership Case

The assumptions are the same as the 50.1% FFO Ownership Case and 30% FFO Ownership Case under the original proposal, as outlined in section 8.4(d) of the Bidder's Statement, assuming 1 July 2013 implementation except for the following:

- Interest expense increases due to a higher amount of interest bearing liabilities utilised to fund the increased cash component of the DEXUS Offer if all CPA Unitholders elect Option B;
- The weighted average number of DEXUS Securities on issue used to calculate FFO per Security reduces from 5,014.3 million to 4,955.3 million for the 50.1% FFO Ownership Case and from 4,801.3 million to 4,776.0 million for the 30% FFO Ownership Case if all CPA Unitholders elect Option B.

### Pro forma FFO per Security impact assuming 1 March 2014 implementation

DEXUS's FFO per Security for the 12 months ending 30 June 2014 as if the acquisition of CPA Units had taken place on 1 March 2014 has been determined on the assumption that all CPA Unitholders elect Option B.

The table below provides a summary of the Combined Group FFO, distribution and accretion assuming all CPA Unitholders elect Option B:

	Combined Group <sup>1</sup> (100% Ownership Case)			
	Pro forma		GWOFF Divestment Sensitivity	
	(cps)	(%)	(cps)	(%)
FFO	8.39	1.2%	8.35	0.7%
Distribution	6.30	1.0%	6.28	0.6%

1. Accretion metrics are relative to DEXUS's FY14 guidance of 8.29 cents per Security. Transaction impact is not annualised.

The pro forma FFO per Security, Distribution per Security and accretion include the impact of CPA Unitholders electing Option B and lower funds management, property management, leasing and development management fees as a result of the GWOFF Divestment. The GWOFF Divestment sensitivity also includes an illustrative impact of the GWOFF Divestment as detailed above. The assumptions used to derive the impact in this scenario are consistent with the assumptions in the 100% Ownership Case noted above except for the implementation date of 1 March 2014.

## 5 IMPACT OF GWOFF SALES AND ADDITIONAL CASH/SCRIP ALTERNATIVE ON COMBINED GROUP

### 5.4 Capital Structure

Set out below is the current capital structure of DEXUS, and the immediate post-DEXUS Offer capital structure under the different ownership scenarios, assuming all CPA Unitholders elect Option B.

% of CPA Units acquired by the Consortium	1. Number of issued Securities as at the date of the Bidder's Statement	2. Maximum number of Securities to be issued under the DEXUS Offer	3. Number of issued Securities immediately following the completion of the DEXUS Offer (i.e. 1+2)	Pro forma ownership of DEXUS Security holders in the Combined Group	Pro forma ownership of CPA Unitholders in the Combined Group
100%	4,628,228,426 DEXUS Securities	759,060,997 DEXUS Securities	5,387,289,423 DEXUS Securities	85.9%	14.1%
50.1%	4,628,228,426 DEXUS Securities	313,905,095 DEXUS Securities	4,942,133,521 DEXUS Securities	93.6%	6.4%
30%	4,628,228,426 DEXUS Securities	134,593,799 DEXUS Securities	4,762,822,225 DEXUS Securities	97.2%	2.8%

Section 9 of the Bidder's Statement describes the Bidder's sources of funding. Importantly, the Joint Bid Agreement described in section 12.2 of the Bidder's Statement (amended in the manner described in Section 7 of this Second Supplement) obliges DEXUS and CPPIB to contribute (or procure the contribution of) sufficient cash and, in the case of DEXUS, DEXUS Securities for the purposes of Bidder meeting its obligations under the DEXUS Offer.

As a result of the Notice of Variation, the maximum amount of additional cash that DEXUS would be obliged to contribute to the Bidder to fund the DEXUS Offer consideration is \$150 million. This assumes that all CPA Unitholders accept the DEXUS Offer and elect Option B.

Since the release of the Bidder's Statement, Loan Facility Agreements (described in section 9.6 of the Bidder's Statement) totalling \$450 million have been executed. DEXUS has sufficient cash under those Loan Facility Agreements and remaining Commitment Letters (described in section 9.6 of the Bidder's Statement) to meet its obligation to contribute cash required to pay accepting CPA Unitholders.

Furthermore, it has sufficient cash under other existing available facilities, when added to the cash available under the Loan Facility Agreements and remaining Commitment Letters, to meet its share of the costs described in section 9.5 of the Bidder's Statement.

There is no change to the maximum amount of DEXUS Securities that would need to be contributed by DEXUS. Furthermore, there is no change to CPPIB's maximum cash contribution.

On the basis of the above, Bidder continues to be of the opinion that it has a reasonable basis for holding the view, and holds the view, that Bidder will be able to provide the consideration offered under the DEXUS Offer (as well as other funding commitments described in section 9.5 of the Bidder's Statement).

## 7 MATERIAL ARRANGEMENTS

### 7.1 Introduction

As a result of the variation to the DEXUS Offer described in Sections 1 and 2 of this Second Supplement, the following documents constitute material arrangements which Bidder, DEXUS RE and/or CPPIB have entered into in relation to the varied DEXUS Offer:

- a. the Joint Bid Agreement Amending Deed;
- b. CPA MOU; and
- c. Northland MOU.

Summaries of each arrangement are included below.

### 7.2 Joint Bid Agreement Amending Deed

The Joint Bid Agreement Amending Deed amends the Joint Bid Agreement described in section 12.2 of the Bidder's Statement. It provides that DEXUS RE can meet its obligations to contribute (or procure the contribution of) funds to Bid Trust by either (in part) issuing the DEXUS Securities required by Option A or Option B, depending on the election made by CPA Unitholders.

### 7.3 CPA MOU

#### a. General

The CPA MOU is between DEXUS RE, CPPIB, Bidder and GPT FM (as responsible entity of GWOF). Under the CPA MOU, the parties have agreed to procure the responsible entity of CPA (or the trustee of the relevant sub trust, as applicable) to enter into contracts in relation to the sale of each property described in Section 7.3c(i) of this Second Supplement on an 'as is, where is' basis for the price set out in the CPA MOU.

#### b. Option Deeds

Bidder and GPT FM will, in respect of each relevant property, enter into a call option in favour of GWOF, and a put option in favour of the Bid Trust.

Key terms of the call option deeds include:

- i. Bid Trust to acquire all outstanding CPA Units

GPT FM will not be able to exercise any of its call options unless and until the Bid Trust acquires 90% (by number) of CPA Units (under Part 6A.1 of Chapter 6A of the Corporations Act) under the terms of the DEXUS Offer ("**Compulsory Acquisition Date**") (as amended from time to time other than any material increases to the Offer Consideration).

- ii. Call option period

GPT FM may only exercise all or any one of its call options from the date of notification of the Compulsory Acquisition Date and the call options will expire at 4.00pm on the date that is the later of:

- A. the final day of the Offer Period; and
- B. five business days after Bidder notifies GPT FM that it is entitled to proceed to compulsory acquisition.

- iii. Consequences of exercising a call option

If GPT FM properly exercises all or any of its call options, then:

- A. the contract for sale in relation to the relevant property will be dated with the date on which the call option is properly exercised;
- B. the contract for sale in relation to the relevant property will bind the relevant vendor and the purchaser; and
- C. within five business days after the call option is properly exercised, Bidder must deliver to GPT FM a signed and dated counterpart of the relevant contract for sale.

## 7 MATERIAL ARRANGEMENTS

Key terms of the put option deeds include:

i. Put option period

If GPT FM does not exercise any or all of its call options, Bidder may exercise any or all of its put options at any time during a period of five business days after the relevant call option expires.

ii. Consequences of exercising a put option:

- A. the contract for sale in relation to the relevant property will bind the relevant vendor and the purchaser; and
- B. within five business days after the put option is properly exercised, GPT FM must deliver to Bidder: a signed and dated counterpart of the relevant contract for sale, a cheque in the amount of the deposit, and if the contract is signed under power of attorney, a copy of that power of attorney.

An option deed will terminate if:

- iii. GPT FM does not obtain a statement of “no objections” under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (“**FIRB Approval**”) in respect of its acquisition of the relevant property by 30 June 2014;
- iv. either party terminates the option deed by notice in writing at any time after 30 September 2014 (which they may do in their discretion); or
- v. a co-owner of the relevant property validly exercises and completes the acquisition of the relevant property pursuant to the exercise of a pre-existing right arising under any lease, co-ownership agreement, licence, site management, maintenance or service agreement, construction agreement made under section 173 of the *Planning and Environment Act 1987* (Vic) or other agreement, document or instrument setting out rights or obligations that apply to the relevant property or any owner of the relevant property at the date of the relevant contract for sale (“**Asset Document**”).

### c. Contracts for sale

Key terms of the contracts for sale include:

i. Properties

The properties subject to contracts for sale and which are attached to the option deeds are:

- A. KPMG Tower, 10 Shelley Street, Sydney (50% interest);
- B. 655 Collins Street, Melbourne (100% interest);
- C. 750 Collins Street, Melbourne (100% interest); and
- D. 2 Southbank Boulevard, Melbourne (50% interest).

ii. Conditions precedent

Completion of the sale of each relevant property is subject to the following conditions precedent:

- A. the waiver or non-exercise of any pre-emptive right applying in respect of the relevant property arising under an Asset Document;
- B. the satisfaction of any conditions precedent arising under an Asset Document;
- C. Bidder obtaining all consents and waivers required by law to complete the sale of the relevant property;
- D. GWOF obtaining FIRB Approval in respect of the acquisition of the relevant property within 45 days of an option being exercised.

iii. Time period for completion

Completion of each contract for sale will occur on the later of:

- A. 10 business days after the exercise of the option; or
- B. 10 business days after the satisfaction or waiver of the last of the conditions precedent listed above.

### d. Assurances

Each party must do anything necessary or desirable to give full effect to the CPA MOU. DEXUS RE and CPPIB agree to do all things within their respective power and control to procure the performance by Bidder of its obligations under the CPA MOU.



## 7 MATERIAL ARRANGEMENTS

### 7.4 Northland MOU

CPPIB has entered into a binding memorandum of understanding with GPT FM, as responsible entity of the GPT Wholesale Shopping Centre Fund No. 1 (“**GWSCF**”) under which CPPIB will enter into a contract to sell 50% of its interest in the property known as Northland Shopping Centre; 2-50 Murray Road, Preston, Victoria and 59-65 Wood Street, Preston, Victoria (“**Northland**”).

Key terms of the Northland MOU are as follows:

#### a. Execution of contract for sale by 15 March 2014

CPPIB and GPT FM (the “**parties**”) must use their respective best endeavours and act in good faith to procure the successful negotiation and execution of a contract for sale of CPPIB’s 50% interest in Northland by 15 March 2014. The purchase price is \$505 million subject to adjustment (see below).

#### b. Due Diligence

GPT FM and its advisors shall be entitled to carry out due diligence, on an exclusive basis, with respect to Northland from the date of the Northland MOU to 15 March 2014 (unless extended in accordance with the Northland MOU). Within 1 month of the date of the Northland MOU, CPPIB must make available due diligence material disclosing all relevant information available to CPPIB that a prudent purchaser would require. CPPIB must promptly respond to all reasonable requests for information.

#### c. Material Due Diligence Findings and Adjustments

If GPT FM’s due diligence reveals any item which:

- i. was not known and could not be reasonably identified by GPT FM on or before the date of the Northland MOU; and
- ii. has a material and adverse effect on the pricing assumption that Northland generates \$60 million of net income per annum,

then GPT FM may, at any time before the date of the contract for sale, provide CPPIB full details of the item, its impact on the value of Northland, and make a request to adjust the price to reflect the adverse impact. CPPIB agrees to consider any pricing adjustments in good faith (provided that the pricing adjustment is not more than \$5 million).

Note, nothing in the Northland MOU compels CPPIB to agree to sell its interest in Northland to GPT FM at a price below \$500 million.

#### d. Target completion date

Completion for the sale of Northland will occur on the later of:

- i. 31 March 2014; or
- ii. 10 business days after any applicable pre-emptive rights arising under an Asset Document have been waived or not exercised; or
- iii. 10 business days after FIRB Approval has been obtained; or
- iv. 10 business days after the satisfaction of any conditions precedent. The conditions precedent are similar to those for the contract for sale of the CPA assets in the CPA MOU however there is an additional condition precedent that Bidder must become entitled to proceed to compulsory acquisition under the DEXUS Offer.

Either party may terminate the sale contract if the conditions precedent to the sale are not satisfied or waived by 30 September 2014.

## 8 OTHER IMPORTANT INFORMATION

### 8.1 Introduction

This Section sets out additional important information for CPA Unitholders in connection with the subject matter of this Second Supplement.

### 8.2 Additional tax disclosures

#### 8.2.1 Impact of sales to GWOFF

If one or more of the sales contemplated by the CPA MOU occur prior to 30 June 2014, there will be capital gains arising for CPA.

For Australian resident unitholders, the taxation profile of distributions in respect of CPA Units is calculated by reference to the taxation position of CPA for the full income year. As such, notwithstanding the sales to GWOFF may occur after the distribution for the period ending 31 December 2013, they may impact the taxation profile of that distribution.

Non-resident unitholders will be liable to tax on a withholding basis calculated at the time of payment. The amount from which withholding tax is required to be deducted will be determined based on the expected taxable income of CPA for the year ending 30 June 2014 having regard to the known circumstances that exist at the time of payment.

CPA unitholders should seek independent professional advice on the consequences of their participation in the DEXUS Offer, based on their particular circumstances. Unitholders who are not resident in Australia must obtain advice on the taxation implications arising in their local jurisdiction of the proposed transaction.

#### 8.2.2 Undertaking

Bidder has been asked by CMIL, and Bidder has agreed, to give the following undertakings in connection with the taxation of CPA Unitholders:

- a. if prior to 30 June 2014 CMIL is replaced by an appropriately licensed DEXUS Group entity as the responsible entity of CPA, Bidder will cause that entity, as trustee of CPA, to make a determination in accordance with clause 9.3 of the CPA Constitution as at 7 November 2011, to distribute the "Distributable Amount" for the "Distribution Period" ending 30 June 2014 to CPA unitholders registered as such on 30 June 2014, and
- b. if Bidder proceeds to compulsorily acquire the remaining CPA units under the Corporations Act (having acquired a relevant interest in 90% of more of CPA Units) and prior to 30 June 2014 it sells the assets contemplated by the CPA MOU, it will procure the trustee of CPA to make a determination in accordance with clause 9.3 of the CPA Constitution as at 7 November 2011 that the "Distributable Amount" for the "Distribution Period" ending 30 June 2014 (to which Bidder, as sole unitholder of CPA will be presently entitled) will include an amount equal to any net capital gains that arise in that "Distribution Period".

The terms "Distributable Amount" and "Distribution Period" have the meaning they are given in the CPA Constitution.

CPA Unitholders should refer to the Target's Statement that will be released by CMIL in connection with the DEXUS Offer for further information about the impact of this undertaking.

#### 8.2.3 CPA Unitholders who have already accepted and change their election

If you have already accepted the DEXUS Offer before you received this Second Supplement, you may exercise your right to elect Option B instead (refer to Section 4). If you do so, for capital gains tax purposes, the date of disposal of your CPA Units and acquisition of DEXUS Securities will continue to be the date of your original acceptance. As such, the determination of your capital proceeds from the disposal of the CPA Units and the cost base of your new DEXUS Securities, should continue to be based on the market value of the DEXUS Securities at that time, rather than at the time of your election to vary the form of your consideration.

### 8.3 Sales to GWOFF may not occur

There is a risk that not all of the property sales contemplated under the CPA MOU will occur for the following reasons:

- despite the parties' obligations under the CPA MOU, there is a risk that the parties will not agree final, binding documentation;
- it is possible that both the Bidder and GPT FM may determine not to, or be unable to, complete a sale or exercise the put or call options over some or all of the properties; and
- in relation to 2 Southbank Boulevard, Melbourne, there is a risk, under the applicable co-ownership arrangements, that the property may be sold on-market on a change of responsible entity of CPA for a price that may be higher or lower than the price contemplated by the CPA MOU.

## 9 CONSENTS

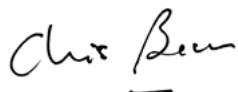
Each of the parties named in the table below as consenting parties:

- a. has given and has not, before the date of this Second Supplement, withdrawn its written consent to be named in this Bidder's Statement in the form and context in which it is named;
- b. has given and has not, before the date of this Second Supplement, withdrawn its written consent to the inclusion of their respective statements (where applicable) noted next to their names below, and the references to those statements and reports in the form and context in which they are included in this Second Supplement;
- c. does not make, or purport to make, any statement in this Second Supplement other than those statements referred to below in respect of that party's name (and consented to by that party); and
- d. to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Second Supplement.

Consenting party	Named as	Statement
CPPIB	Itself	Various – relating to CPPIB
DEXUS RE	Itself	Various – relating to DEXUS RE
Citigroup	Financial adviser	Nil
Deutsche Bank AG	Financial adviser	Nil
J.P. Morgan	Financial adviser	Nil
Macquarie Capital	Financial adviser	Nil
King & Wood Mallesons	Australian legal adviser	Nil
Citadel	DEXUS media adviser	Nil
Cannings	CPPIB media adviser	Nil
Link Market Services	Share registry	Nil
Property Council of Australia	Itself	See page 5

This Second Supplement has been approved by a resolution passed by all of the directors of the Bidder.

**Signed** on behalf of DEXUS Funds Management Limited

A handwritten signature in black ink, appearing to read 'Chris Beare', with a horizontal line underneath the name.

**Christopher T Beare**  
Director

**DEXUS FUNDS MANAGEMENT LIMITED (ABN 24 060 920 783)**  
**NOTICE OF VARIATION OF DEXUS OFFER CONSIDERATION AND RIGHT TO**  
**MAKE A FRESH ELECTION**



**TO:** Australian Securities and Investments Commission

Commonwealth Managed Investments Limited (ACN 084 098 180) ("**CMIL**") in its capacity as responsible entity of Commonwealth Property Office Fund ("**CPA**")

**AND TO:** In accordance with ASIC Class Order 13/521, to those persons shown on the CPA Unit register dated 8 January 2014 and to any other persons who have accepted the DEXUS Offer pursuant to the Bidder's Statement dated 19 December 2013 (as amended) ("**Bidder's Statement**") by DEXUS Funds Management Limited in its capacity as trustee of DEXUS Office Trust Australia ("**Bidder**") (a vehicle owned equally by DEXUS Property Group and Canada Pension Plan Investment Board)

Unless otherwise specified, terms used in this notice have the same meaning as in the Bidder's Statement.

## **1. VARIATION**

Under the DEXUS Offer, Bidder has offered CPA Unitholders the following existing cash/scrip mix (per CPA Unit) subject to the terms of that offer:

- \$0.7745 cash; and
  - 0.4516 DEXUS Securities,
- ("Option A").

Further to its announcement on 6 January 2014, Bidder gives notice under section 650D of the Corporations Act that it varies the DEXUS Offer by adding an alternative form of consideration (per CPA Unit), being:

- \$0.8496 cash; and
  - 0.3801 DEXUS Securities,
- ("Option B").

The right to elect to receive Option A or Option B will apply to all CPA Unitholders who accept the DEXUS Offer, including those CPA Unitholders who have already accepted the DEXUS Offer.

Pursuant to section 650D of the Corporations Act, the Offer Terms set out in Appendix 1 of the Bidder's Statement are varied as follows in order to provide for Option B:

- (a) By deleting clauses 2.1 and 2.2 of the Offer Terms and substituting the following:

## "2.1 Consideration offered

The consideration offered is:

- a. \$0.7745 in cash and 0.4516 DEXUS Securities for each CPA Unit ("Option A"); or
  - b. \$0.8496 cash and 0.3801 DEXUS Securities for each CPA Unit ("Option B"),
- (either being "Offer Consideration").

However, in accordance with Sections 6.5 and 6.6, the amount of Offer Consideration you receive directly from the Bidder may be reduced by the amount or value of any Rights attaching to CPA Units which you (or any previous holder of your CPA Units) receive, including any distribution declared by CPA.

You may choose to receive Option A or Option B for your CPA Units. If you accepted the DEXUS Offer using an Acceptance Form that provided only for Option A but want to receive Option B instead, you will need to complete a new Acceptance Form electing Option B and return it within one month of receipt of the Notice of Variation dated 10 January 2014. You will also need to take any other actions required by section 651B of the Corporations Act to be entitled to Offer Consideration under Option B (if applicable).

You must specify your choice when completing the Acceptance Form or instructing your Controlling Participant. If you accept the DEXUS Offer but do not specify which of the considerations you wish to receive or Bidder is unable to clearly identify which consideration you have elected to receive, then unless Section 2.2 applies you will be treated as choosing Option A for all your CPA Units.

## 2.2 Ineligible Foreign Unitholders and Unmarketable Parcel Security holders

If at the time this DEXUS Offer is made to you, you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Security holder, then, despite any other provision of this DEXUS Offer, you are not entitled to be offered or to receive DEXUS Securities as consideration under the DEXUS Offer. Instead, if you accept this DEXUS Offer, you will be taken to have elected to receive Option B unless you clearly elect otherwise and will receive a cash amount determined in accordance with Section 6.3 based on that"

- (b) By deleting clause 5.6 of the Offer Terms and substituting the following:

## "5.6 When acceptance is complete

Acceptance of this DEXUS Offer will not be complete until a completed Acceptance Form has been received at one of the addresses set out in Section 5.3(f) and the requirements of Section 5 have otherwise been met, provided that:

- a. Bidder may in its sole discretion and without notice to you waive any or all of those requirements at any time (including but not limited to requirements in relation to the manner or method of acceptance, or the deadline for receipt of acceptances specified under Section 5.3(a)(iii));
- b. where the requirements in paragraph (a) have been complied with in respect of some but not all of your CPA Units, Bidder may, in its sole discretion, deem your acceptance of this DEXUS Offer complete in respect of those CPA Units for which the requirements have been complied with but not in respect of the remainder (unless Bidder waives those requirements in accordance with Section 5.6(a)); and



- c. where you have accepted the DEXUS Offer but not clearly identified your preferred form of Offer Consideration, then unless Section 2.2 applies you will receive Option A in exchange for your CPA Units.

*Where Bidder elects to waive any requirement of this Section 5, your acceptance of this DEXUS Offer will be complete regardless of any failure by you to comply with the waived requirement."*

- (c) By inserting a new clause 8.3(i) into the Offer Terms:

*"i. if you have not clearly identified your preferred form of Offer Consideration, irrevocably authorised the Bidder to alter your personalised Acceptance Form on your behalf to elect for you to receive Option A, or if Section 2.2 applies, to receive Option B in exchange for your CPA Units."*

- (d) By inserting a new clause 12.6 into the Offer Terms:

*"12.6 Acceptance Form*

*In this DEXUS Offer, a reference to the Acceptance Form is to the Original Acceptance Form or to the New Acceptance Form, but you must use the New Acceptance Form if you wish to choose Option B."*

## 2. RIGHT TO MAKE A FRESH ELECTION

In accordance with section 650B of the Corporations Act, Bidder gives notice that a person who has already accepted the DEXUS Offer when the variations in Section 1 of this notice are made has the right to make a fresh election as to the form of consideration to be taken.

Details about how to make a fresh election are included above.

## 3. GENERAL

A copy of this notice was lodged with the Australian Securities and Investments Commission ("ASIC") on 10 January 2014. ASIC takes no responsibility for the contents of this notice.

This notice is dated: 10 January 2014

**Signed** by Darren J Steinberg in accordance with section 351 of the Corporations Act on behalf of DEXUS Funds Management Limited in its capacity as trustee of DEXUS Office Trust Australia who is authorised to sign this notice pursuant to a resolution passed by the directors of Bidder on 10 January 2014.



**Darren J Steinberg**  
Director

## DEXUS Property Group (ASX: DXS)

ASX release

6 January 2014

### Further developments relating to DEXUS Offer for CPA

DEXUS Funds Management Limited, in its capacity as Trustee of the DEXUS Office Trust Australia ("DEXUS") refers to the Bidder's Statement lodged by DEXUS Property Group ("DXS") and Canada Pension Plan Investment Board ("CPPIB") (together the "Consortium") on 19 December 2013 in relation to an off-market takeover bid for all of the Units in the Commonwealth Property Office Fund ("CPA") ("DEXUS Offer").

### DEXUS Offer open for acceptance and provides greater choice

As advised earlier today, the DEXUS Offer is now open for acceptance.

There is no minimum acceptance condition and the DEXUS Offer is scheduled to close on 7 February 2014, unless extended.

As a result of developments set out below, the Consortium is now able to offer CPA Unitholders an additional choice of cash/scrip consideration mix.

### CMIL independent directors unanimously reject GPT Offer

The Consortium also notes the release of CPA's target statement in relation to the GPT Offer on 24 December 2013 in which the independent directors of Commonwealth Managed Investments Limited ("CMIL") unanimously recommend that CPA Unitholders DO NOT ACCEPT the GPT Offer because, amongst other things, the DEXUS Offer is superior to the GPT Offer.

### Proposed asset sales to GPT Wholesale Office Fund ("GWOFF")

In section 7.2 of the Bidder's Statement, the Consortium detailed its intention, in circumstances where it acquired a relevant interest of 90% or more of CPA Units, to offer to the responsible entity of GWOFF the opportunity to acquire, on market terms, certain CPA assets, being CPA's:

- 100% interest in 750 Collins Street, Melbourne; and
- 50% interest in 2 Southbank Boulevard, Melbourne (subject to compliance with applicable pre-emptive provisions).

The Consortium has today entered into a Memorandum of Understanding ("MOU") with GPT Funds Management Limited ("GPT FM") in its capacity as responsible entity of GWOFF, in relation to the sale of the CPA assets referenced in section 7.2 of the Bidder's Statement.

In addition, the parties have agreed that GPT FM will also have the opportunity to acquire a further two CPA assets, being CPA's:

- 100% interest in 655 Collins Street, Melbourne; and
- 50% interest in 10 Shelley Street, Sydney (subject to compliance with applicable pre-emptive provisions).

The aggregate value ascribed to these CPA assets is \$679 million with GWOFF having the ability to acquire all or any of the assets. The CPA assets are offered for sale on an 'as is, where is' basis.

The MOU does not in any way limit or restrict the actions that either the Consortium or The GPT Group might take in respect of their respective takeover bids for CPA.

The MOU sets out a process under which the parties will negotiate and enter into formal option deeds attaching contracts of sale. The option deeds will contain a call option (in favour of GWOFF) and a put option (in favour of the Consortium) over each of the CPA assets mentioned above.

The call option will not be exercisable unless the Consortium acquires 90% of CPA Units under the terms of the DEXUS Offer and becomes entitled to proceed to compulsory acquisition. Once that occurs, GPT FM may only exercise the option by the period ending on the latter of:

- the final day of the DEXUS Offer; and
- 5 business days after the Consortium notifies GPT FM that it is entitled to proceed to compulsory acquisition.



## DEXUS Property Group (ASX: DXS)

ASX release

If GPT FM does not exercise the call option, the put option may be exercised for a period of 5 business days after the period for exercising the call option expires.

The option deed in respect of a property will be terminable by either party if an option is not exercised by 30 September 2014. It will also automatically terminate, and a key condition will not be satisfied, if GPT FM has not obtained a statement of no objections in relation to the acquisition of the relevant property under the *Foreign Acquisitions and Takeovers Act 1975 (Cwlth)* by 30 June 2014 ("FIRB Approval").

The sales contracts, which will come into effect automatically if the put or call options are validly exercised, will be subject to usual conditions for similar contracts (including a 5% deposit payable on exercise of the option) and the following additional conditions:

- consent of the relevant counterparty or compliance with relevant pre-emptive provisions under applicable asset-level documents that apply to the property or an owner of the property (such as those arising under the co-owner arrangements at 10 Shelley Street and 2 Southbank Boulevard);
- satisfaction of all conditions precedent under any applicable asset-level document; and
- the Consortium procuring all consents, waivers and documentation that are required under any applicable law or regulation or document to complete the sale of a property without breaching any applicable law, regulation, document or duty (including as a fiduciary).

Completion will occur 10 business days after the latter of exercise of the option or satisfaction of conditions precedent.

Neither the exercise of the options nor completion of the sale of any one property is dependent on exercise or completion in respect of the other properties.

A copy of the MOU is attached to this release.

### MOU in relation to Northland

The Consortium also notes that CPPIB has entered into a MOU with GPT FM, as responsible entity of the GPT Wholesale Shopping Centre Fund No. 1 ("GWSCF").

Under that MOU, CPPIB has agreed to a sales process for its 50% interest in the Northland Shopping Centre, Victoria ("Northland") and the conditions and timing of the sale are similar to the conditions and timing of the CPA asset sales described above.

The MOU for the CPA assets and the MOU for Northland are not interdependent.

### DEXUS Offer consideration composition - change to cash and scrip mix

As a consequence of the intended additional asset sales, the Consortium has determined to vary the DEXUS Offer to give CPA Unitholders the opportunity to elect to receive an alternative cash/scrip mix comprised of a larger proportion of cash (per CPA Unit) as set out below:

- \$0.8496 cash; and
- 0.3801 DEXUS Securities.

A formal variation notice will be sent to CPA Unitholders shortly.

Under the DEXUS Offer, CPA Unitholders will still be able to choose the existing cash/scrip mix (of \$0.7745 and 0.4516 DEXUS Securities per CPA Unit).



## DEXUS Property Group (ASX: DXS)

### ASX release

The table below sets out the two DEXUS cash/scrip mix alternatives available to CPA Unitholders based on the last trading price for DEXUS securities as at 3 January 2014.

	Alternative DEXUS Cash / Scrip Mix	Original DEXUS Cash / Scrip Mix
Structure	Off-market takeover	Off-market takeover
Minimum acceptance condition	n/a	n/a
New Scrip Ranking	Equal	Equal
Scrip ratio	0.3801 securities	0.4516 securities
Security price (3 January 2014)	\$1.020	\$1.020
Scrip consideration	\$0.3877	\$0.4606
Cash consideration	\$0.8496	\$0.7745
<b>Offer price</b>	<b>\$1.237</b>	<b>\$1.235</b>
Add: CPA distribution (31 December 2013) <sup>1</sup>	\$0.035	\$0.035
<b>Total value to CPA Unitholders</b>	<b>\$1.272</b>	<b>\$1.270</b>

Details of the alternative cash/scrip mix and its impact on the merged group will be set out in a Second Supplementary Bidder's Statement.

The Second Supplementary Bidder's Statement will be accompanied by a revised Acceptance Form that will enable CPA Unitholders to elect to receive the alternative cash/scrip mix. If CPA Unitholders would like to receive a revised Acceptance Form earlier, please contact the DEXUS Offer Information Line on 1800 220 771 (callers in Australia) or +61 1800 220 771 (callers outside Australia) between 8.30am and 5.30pm (Sydney time) on Business Days. The revised form will be sent to CPA Unitholders as soon as the DEXUS Offer is formally varied.

<sup>1</sup> The CPA 31 December 2013 distribution is included to show the total value of the DEXUS Offer on a like-for-like basis to the total value described in the bidder's statement dated 19 December 2013. The record date for the distribution was 31 December 2013.



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## DEXUS Property Group (ASX: DXS)

ASX release

For further information please contact:

### DEXUS

#### Investor queries

David Yates T: +61 2 9017 1424  
M: +61 418 861 047  
E: david.yates@dexus.com

### DEXUS

#### Media queries

Peter Brookes, T: +61 2 9290 3033  
Citadel M: +61 407 911 389  
E: pbrookes@citadelpr.com.au

### CPPIB

#### Media queries

Canada T: +1 416 868 8695  
Linda Sims E: lsims@cpbib.com

### CPPIB

#### Media queries

Australia T: +61 2 8284 9990  
Nigel Kassulke, M: +61 407 904874  
Cannings E: nkassulke@cannings.net.au

### About DEXUS

DEXUS Property Group (DEXUS) is one of Australia's leading real estate groups, investing directly in high quality Australian office and industrial properties. With over \$13 billion of assets under management, DEXUS also actively manages office, industrial and retail properties located in key Australian markets on behalf of third party capital partners. DEXUS manages an office portfolio of over 900,000 square metres across Sydney, Melbourne, Brisbane and Perth and is one of the largest institutional owners of office buildings in the Sydney CBD, Australia's largest office market. DEXUS is a Top 50 entity by market capitalisation listed on the Australian Securities Exchange under the stock market trading code 'DXS' and is supported by more than 19,000 investors from 19 countries. With over 25 years of experience in commercial property investment, development and asset management, DEXUS has a proven track record in capital and risk management, providing service excellence to tenants and delivering superior risk-adjusted returns to investors. [www.dexus.com](http://www.dexus.com)

Download the DEXUS IR app to your preferred mobile device to gain instant access to the latest stock price, ASX Announcements, presentations, reports, webcasts and more.



DEXUS Funds Management Ltd ABN 24 060 920 783, AFSL 238163, as Responsible Entity for DEXUS Property Group (ASX: DXS)

### About Canada Pension Plan Investment Board

Canada Pension Plan Investment Board (CPPIB) is a professional investment management organization that invests the funds not needed by the Canada Pension Plan (CPP) to pay current benefits on behalf of 18 million Canadian contributors and beneficiaries. In order to build a diversified portfolio of CPP assets, CPPIB invests in public equities, private equities, real estate, infrastructure and fixed income instruments. Headquartered in Toronto, with offices in London and Hong Kong, CPPIB is governed and managed independently of the Canada Pension Plan and at arm's length from governments. At September 30, 2013, the CPP Fund totalled C\$192.8 billion of which C\$22.0 billion represents real estate investments. For more information about CPPIB, please visit [www.cpbib.com](http://www.cpbib.com)

CPPIB has agreed to the statements made by and references to CPPIB in this release. However, CPPIB has not authorised any of the statements made by DEXUS or the references to or concerning DEXUS Property Group in this release.



## DEXUS Property Group (ASX: DXS)

ASX release

Refer to the ASX Announcement released on 6 January 2014 for a full copy of the MOU available from [www.dexus.com](http://www.dexus.com)



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## Bidder

DEXUS Funds Management Limited in its capacity as trustee of  
DEXUS Office Trust Australia

Level 25, Australia Square  
264 George Street  
Sydney NSW 2000  
Australia

## DEXUS

DEXUS Funds Management Limited in its capacity as responsible  
entity of DEXUS

Level 25, Australia Square  
264 George Street  
Sydney NSW 2000  
Australia

## CPPIB

Canada Pension Plan Investment Board  
  
One Queen Street East, Suite 2500  
Toronto, Ontario, M5C 2W5  
Canada

## Financial advisers

### Citigroup Global Markets Australia Pty Limited

Level 23, 2 Park Street  
Sydney NSW 2000  
Australia

### Deutsche Bank AG, Sydney Branch

Level 16, Deutsche Bank Place  
Corner of Hunter and Phillip Streets  
Sydney NSW 2000  
Australia

### J.P. Morgan Australia Limited

85 Castlereagh Street  
Sydney NSW 2000  
Australia

### Macquarie Capital (Australia) Limited

No. 1 Martin Place  
Sydney NSW 2000  
Australia

## Australian legal adviser

### King & Wood Mallesons

Level 61, Governor Phillip Tower  
1 Farrer Place  
Sydney NSW 2000  
Australia

## Media adviser to DEXUS

### Citadel Communications

Level 8,  
61 York Street  
Sydney NSW 2000  
Australia

T +61 2 9290 3033  
M +61 409 911 189  
E mdebelle@citadelpr.com.au

## Media adviser to CPPIB

### Cannings Corporate Communications

Level 5,  
55 Hunter Street  
Sydney NSW 2000

T +61 2 8284 9990  
M +61 407 904 874  
E nkassulke@cannings.net.au

## DEXUS Offer Information Line

If you have any questions in relation to the DEXUS Offer or how to  
accept it, or if you have lost your Acceptance Form and require a  
replacement, please call the DEXUS Offer Information Line:

Callers within Australia: 1800 220 771  
Callers outside Australia: +61 1800 220 771

Please note that, for legal reasons, calls to these numbers will be  
recorded.

## Share registry for the DEXUS Offer

You can contact the share registry, Link Market Services Limited,  
at the addresses set out below:

### Postal address

Link Market Services Limited  
Commonwealth Property Office Fund Takeover  
Locked Bag A14  
Sydney South NSW 1235  
Australia

### Hand delivery

Link Market Services Limited  
Commonwealth Property Office Fund Takeover  
1A Homebush Bay Drive  
Rhodes NSW 2138  
Australia

Property expertise.  
Institutional rigour.  
Entrepreneurial spirit.



### Need help?

**Contact** DEXUS Offer Information Line

**Phone** 1800 220 771 (from within Australia)

**Phone** +61 1800 220 771 (from outside Australia)

## A Your name

## Your holding

Securityholder Reference Number:

Commonwealth Property Office Fund

Units held as at 7:00pm (Sydney time)

8 January 2014:

If your holding has changed between the register date and time of acceptance, then write your current holding here. Your acceptance will be granted over your updated holding.

This is an important document. If you are in doubt as to how to complete this form, please consult your financial or other professional adviser immediately.

## New Transfer and Acceptance Form – Issuer Sponsored Subregister

This is a personalised form for the sole use of the holder and holding recorded above.

## B You must give your instructions to accept the Offer

If you correctly sign and return this form you will be deemed to have accepted the Offer in respect of **ALL** of your Commonwealth Property Office Fund Units. Your form must be received by the Closing Date.

Mark one of these boxes (not both) to choose your preferred form of Offer Consideration. If you have not clearly identified your preferred form of Offer Consideration, you will be treated as choosing Option A (except in the case of Ineligible Foreign Unitholders and Unmarketable Parcel Security holders who will be treated as choosing Option B).

☐

**Option A** – \$0.7745 cash and 0.4516 DXS Securities

**OR**

☐

**Option B** – \$0.8496 cash and 0.3801 DXS Securities

## C Contact details

Please provide your contact name and telephone number in case we need to speak to you about this New Acceptance Form.

Telephone Number where you can be contacted during business hours

Contact Name (PRINT)

## D Tax File Number (TFN), Australian Business Number (ABN) or exemption category

Please provide your TFN / ABN that will be used by DEXUS Funds Management Limited in respect of your DEXUS Securities.

TFN, ABN or Exemption Code (Unitholder 1)

TFN, ABN or Exemption Code (Unitholder 2)

TFN, ABN or Exemption Code (Unitholder 3)

Note that you need not quote your TFN in respect of your acquisition of the DEXUS Securities (which forms a part of the Offer Consideration). However, if a TFN is not quoted, or no appropriate TFN exemption information is provided, tax is required to be deducted from any income distribution entitlement at the highest marginal tax rate plus Medicare levy (currently 46.5 per cent). If you will be holding your DEXUS Securities as part of your business, then you may quote your ABN instead of your TFN.

## E You must sign this form for your instructions in this New Acceptance Form to be executed

I/We, the person(s) named above, accept the Offer in respect of all my/our Commonwealth Property Office Fund Units and hereby agree to transfer to DEXUS Funds Management Limited all my/our Commonwealth Property Office Fund Units for the consideration specified in the Offer, and on the terms and conditions of the Offer as set out in the Bidder's Statement (as supplemented).

Unitholder 1 (Individual)

Sole Director & Sole Company Secretary

Unitholder 2 (Individual)

Secretary/Director (delete one)

Unitholder 3 (Individual)

Director

Please refer overleaf for further important instructions

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Holding

CPAZ TKO001



## Further Important Instructions

Your Commonwealth Property Office Fund Units are in an Issuer Sponsored Holding. To accept the Offer, you must complete and return this New Acceptance Form in accordance with the instructions below.

Please refer to the Bidder's Statement dated 19 December 2013 as supplemented by the First Supplementary Bidder's Statement dated 6 January 2014 and the Second Supplementary Bidder's Statement dated 10 January 2014 (which accompanies this New Acceptance Form). Terms are defined in the Bidder's Statement (as supplemented) and have the same meaning in this New Acceptance Form.

### Completion instructions

- A** • **Please check the front page** to ensure that your name and address are correct. If incorrect, please write your correct details and initial the amendments. Amendments to your name can only be processed by your Commonwealth Property Office Fund Registry.
- **Please note** your consideration will be issued in the names as they appear on the Commonwealth Property Office Fund register.
- B** • If you have not clearly identified your preferred form of Offer Consideration, you will be treated as choosing Option A (except in the case of Ineligible Foreign Unitholders and Unmarketable Parcel Security holders who will be treated as choosing Option B).
- D** • Enter your TFN or Exemption Code. Business enterprises may alternatively quote their ABN. Where applicable please enter the TFN or ABN for each Joint Unitholder. Collection of TFN(s) and ABN(s) is authorised by law.
- E** • **Please sign this New Acceptance Form** in the places for signature(s) out on the front page and in accordance with the following instructions:
  - **Joint Unitholders:** If your Commonwealth Property Office Fund Units are held in the names of more than one person, all of those persons must sign this New Acceptance Form.
  - **Corporations:** This New Acceptance Form must be signed by either two directors or a director and a company secretary. Alternatively, where the company has a sole director and, pursuant to the Corporations Act, there is no company secretary, or where the sole director is also the sole company secretary, that director may sign alone. Alternatively, a duly appointed attorney may sign.
  - **Powers of attorney:** If this New Acceptance Form is signed under a power of attorney, please attach a certified copy of the power of attorney to this New Acceptance Form when you return it. If this New Acceptance Form is signed under Power of Attorney, the attorney declares that he/she has no notice of revocation of the Power of Attorney.
  - **Deceased Estates:** All the executors and administrators must sign this New Acceptance Form. When you return this New Acceptance Form, please attach it to a certified copy of probate, letters of administration or certificate of grant accompanied (where required by law for the purpose of transfer) by a certificate of payment of death or succession duties and (if necessary) a statement in terms of Section 1071B(9)(b)(iii) of the Corporations Act.

Information you supply on this New Acceptance Form will be used by DEXUS Funds Management Limited and Link Market Services Limited for the primary purpose of processing your acceptance of the Offer and to provide you with the consideration payable under the Offer. This information may be disclosed to DEXUS Funds Management Limited's professional advisers, securities brokers, printing and mailing providers and other third parties in connection with the Offer. If you fail to supply this information, your acceptance may not be processed and you may not receive the consideration payable. You have rights to obtain access to the personal information which you have supplied. Please see Link Market Services Limited's privacy policy on its website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### Lodgement instructions

- Mail or deliver completed New Acceptance Form(s) and any other documents required by the above instructions to:

**Mailing Address**

Link Market Services Limited  
Commonwealth Property Office Fund Takeover  
Locked Bag A14  
SYDNEY SOUTH NSW 1235

or

**Hand Delivery**

Link Market Services Limited  
Commonwealth Property Office Fund Takeover  
1A Homebush Bay Drive  
RHODES NSW 2138

- A reply paid envelope is enclosed for use within Australia.

**Your acceptance must be received by no later than the end of the Offer Period, which is 7:00pm (Sydney time) on the last day of the Offer Period.**

**If you have any questions about the terms of the Offer or how to accept, please call the DEXUS Offer Information Line on the following numbers:**

**within Australia: 1800 220 771**  
**outside Australia: +61 1800 220 771**

# How to accept DEXUS Offer – Issuer Sponsored Holding

The DEXUS Offer now includes 2 choices of consideration. Option A is the original cash/scrip mix offered to CPA Unitholders. Option B has more cash and less scrip. This page has been included to illustrate how to make that election on the New Acceptance Form enclosed.



## Need help?

Contact DEXUS Offer Information Line

Phone 1800 220 771 (from within Australia)

Phone +61 1800 220 771 (from outside Australia)

### A Your name

### Your holding

Securityholder Reference Number:

Commonwealth Property Office Fund

Units held as at 7:00pm (Sydney time)

8 January 2014:

If your holding has changed between the register date and time of acceptance, then write your current holding here. Your acceptance will be granted over your updated holding.

This is an important document. If you are in doubt as to how to complete this form, please consult your financial or other professional adviser immediately.

## New Transfer and Acceptance Form – Issuer Sponsored Subregister

This is a personalised form for the sole use of the holder and holding recorded above.

### B You must give your instructions to accept the Offer

If you correctly sign and return this form you will be deemed to have accepted the Offer in respect of ALL of your Commonwealth Property Office Fund Units. Your form must be received by the Closing Date.

Mark one of these boxes (not both) to choose your preferred form of Offer Consideration. If you have not clearly identified your preferred form of Offer Consideration, you will be treated as choosing Option A (except in the case of Ineligible Foreign Unitholders and Unmarketable Parcel Security holders who will be treated as choosing Option B).

☐

Option A – \$0.7745 cash and 0.4516 DXS Securities

OR

☐

Option B – \$0.8496 cash and 0.3801 DXS Securities

### C Contact details

Please provide your contact name and telephone number in case we need to speak to you about this New Acceptance Form.

Telephone Number where you can be contacted during business hours

Contact Name (PRINT)

### D Tax File Number (TFN), Australian Business Number (ABN) or exemption category

Please provide your TFN / ABN that will be used by DEXUS Funds Management Limited in respect of your DEXUS Securities.

TFN, ABN or Exemption Code (Unitholder 1)

TFN, ABN or Exemption Code (Unitholder 2)

TFN, ABN or Exemption Code (Unitholder 3)

Note that you need not quote your TFN in respect of your acquisition of the DEXUS Securities (which forms a part of the Offer Consideration). However, if a TFN is not quoted, or no appropriate TFN exemption information is provided, tax is required to be deducted from any income distribution entitlement at the highest marginal tax rate plus Medicare levy (currently 46.5 per cent). If you will be holding your DEXUS Securities as part of your business, then you may quote your ABN instead of your TFN.

### E You must sign this form for your instructions in this New Acceptance Form to be executed

I/We, the person(s) named above, accept the Offer in respect of all my/our Commonwealth Property Office Fund Units and hereby agree to transfer to DEXUS Funds Management Limited all my/our Commonwealth Property Office Fund Units for the consideration specified in the Offer, and on the terms and conditions of the Offer as set out in the Bidder's Statement (as supplemented).

Unitholder 1 (Individual)

Unitholder 2 (Individual)

Unitholder 3 (Individual)

Sole Director & Sole Company Secretary

Secretary/Director (delete one)

Director

Please refer overleaf for further important instructions

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CPAZ TKO001



Mark one of these boxes (not both) to choose your preferred form of Offer Consideration. If you have not clearly identified your preferred form of Offer Consideration, you will be treated as choosing Option A (except in the case of Ineligible Foreign Unitholders and Unmarketable Parcel Security holders who will be treated as choosing Option B).

Include your contact details here

Include your TFN, ABN or Exemption Code here (where applicable, please do so for each Unitholder).

Sign here

### Need help?

**Contact** DEXUS Offer Information Line

**Phone** 1800 220 771 (from within Australia)

**Phone** +61 1800 220 771 (from outside Australia)

## A Your name

## Your holding

Holder Identification Number:

Commonwealth Property Office Fund

Units held as at 7:00pm (Sydney time)

8 January 2014:

If your holding has changed between the register date and time of acceptance, then write your current holding here.

**This is an important document. If you are in doubt as to how to complete this form, please consult your financial or other professional adviser immediately.**

Controlling Participant's Name

Advisor Name:

Contact Number:

## New Transfer and Acceptance Form – CHES Subregister

This is a personalised form for the sole use of the holder and holding recorded above.

## B You must give your instructions to your Controlling Participant to accept the Offer

If you correctly sign and return this form you will be deemed to have accepted the Offer in respect of **ALL** of your Commonwealth Property Office Fund Units. Mark one of these boxes (not both) to choose your preferred form of Offer Consideration (or instruct your Controlling Participant accordingly). If you have not clearly identified your preferred form of Offer Consideration, you will be treated as choosing Option A (except in the case of Ineligible Foreign Unitholders and Unmarketable Parcel Security holders who will be treated as choosing Option B).

☐

**Option A** – \$0.7745 cash and 0.4516 DXS Securities

**OR**

☐

**Option B** – \$0.8496 cash and 0.3801 DXS Securities

To accept the Offer you may either:

- directly instruct your Controlling Participant to accept the Offer on your behalf; or
- sign and return this New Acceptance Form to the address shown overleaf so the Bidder can contact your Controlling Participant on your behalf and relay your instructions.

If your Controlling Participant acts on your instruction CHES will send you a confirmation notice.

## C Contact details

Please provide your contact name and telephone number in case we need to speak to you about this New Acceptance Form.

Telephone Number where you can be contacted during business hours

Contact Name (PRINT)



## D Tax File Number (TFN), Australian Business Number (ABN) or exemption category

Please provide your TFN / ABN that will be used by DEXUS Funds Management Limited in respect of your DEXUS Securities.

TFN, ABN or Exemption Code (Unitholder 1)

TFN, ABN or Exemption Code (Unitholder 2)

TFN, ABN or Exemption Code (Unitholder 3)




Note that you need not quote your TFN in respect of your acquisition of the DEXUS Securities (which forms a part of the Offer Consideration). However, if a TFN is not quoted, or no appropriate TFN exemption information is provided, tax is required to be deducted from any income distribution entitlement at the highest marginal tax rate plus Medicare levy (currently 46.5 per cent). If you will be holding your DEXUS Securities as part of your business, then you may quote your ABN instead of your TFN.

## E You must sign this form for your instructions in this New Acceptance Form to be executed

I/We, the person(s) named above, accept the Offer in respect of all my/our Commonwealth Property Office Fund Units and hereby agree to transfer to DEXUS Funds Management Limited all my/our Commonwealth Property Office Fund Units for the consideration specified in the Offer, and on the terms and conditions of the Offer as set out in the Bidder's Statement (as supplemented).

Unitholder 1 (Individual)

Unitholder 2 (Individual)

Unitholder 3 (Individual)




Sole Director & Sole Company Secretary

Secretary/Director (delete one)

Director

**Please refer overleaf for further important instructions**

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Broker PID



Holding

CPAZ TKO002





## Further Important Instructions

As your Commonwealth Property Office Fund Units are in a CHESS Holding, you do not need to complete and return this New Acceptance Form to the registry to accept the Offer. You can instead contact your Controlling Participant and instruct them to accept the Offer on your behalf in sufficient time before the end of the Offer Period to enable your Controlling Participant to give effect to your acceptance of the Offer on CHESS during business hours. If you decide to use this New Acceptance Form to authorise us to contact your Controlling Participant on your behalf, follow the instructions below. You should allow Link Market Services Limited ("Link") sufficient time for the delivery of the New Acceptance Form to your Controlling Participant on your behalf. Neither DEXUS Funds Management Limited, nor Link will be responsible for any delays incurred by this process.

Please refer to the Bidder's Statement dated 19 December 2013 as supplemented by the First Supplementary Bidder's Statement dated 6 January 2014 and the Second Supplementary Bidder's Statement dated 10 January 2014 (which accompanies this New Acceptance Form). Terms are defined in the Bidder's Statement (as supplemented) and have the same meaning in this New Acceptance Form.

### Completion instructions

- A** • **Please check the front page** to ensure that your name and address are correct. If incorrect, please write your correct details and initial the amendments. Amendments to your name or address can only be processed by your Controlling Participant.
- **Please note** your consideration will be issued in the names as they appear on the Commonwealth Property Office Fund register.
- B** • If you have not clearly identified your preferred form of Offer Consideration, you will be treated as choosing Option A (except in the case of Ineligible Foreign Unitholders and Unmarketable Parcel Security holders who will be treated as choosing Option B).
- D** • Enter your TFN or Exemption Code. Business enterprises may alternatively quote their ABN. Where applicable please enter the TFN or ABN for each Joint Unitholder. Collection of TFN(s) and ABN(s) is authorised by law.
- E** • **Please sign this New Acceptance Form** in the places for signature(s) out on the front page and in accordance with the following instructions:
  - **Joint Unitholders:** If your Commonwealth Property Office Fund Units are held in the names of more than one person, all of those persons must sign this New Acceptance Form.
  - **Corporations:** This New Acceptance Form must be signed by either two directors or a director and a company secretary. Alternatively, where the company has a sole director and, pursuant to the Corporations Act, there is no company secretary, or where the sole director is also the sole company secretary, that director may sign alone. Alternatively, a duly appointed attorney may sign.
  - **Powers of attorney:** If this New Acceptance Form is signed under a power of attorney, please attach a certified copy of the power of attorney to this New Acceptance Form when you return it. If this New Acceptance Form is signed under Power of Attorney, the attorney declares that he/she has no notice of revocation of the Power of Attorney.
  - **Deceased Estates:** All the executors and administrators must sign this New Acceptance Form. When you return this New Acceptance Form, please attach it to a certified copy of probate, letters of administration or certificate of grant accompanied (where required by law for the purpose of transfer) by a certificate of payment of death or succession duties and (if necessary) a statement in terms of Section 1071B(9)(b)(iii) of the Corporations Act.

Information you supply on this New Acceptance Form will be used by DEXUS Funds Management Limited and Link Market Services Limited for the primary purpose of processing your acceptance of the Offer and to provide you with the consideration payable under the Offer. This information may be disclosed to DEXUS Funds Management Limited's professional advisers, securities brokers, printing and mailing providers and other third parties in connection with the Offer. If you fail to supply this information, your acceptance may not be processed and you may not receive the consideration payable. You have rights to obtain access to the personal information which you have supplied. Please see Link Market Services Limited's privacy policy on its website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### Lodgement instructions

- Mail or deliver completed New Acceptance Form(s) and any other documents required by the above instructions to:

<b>Mailing Address</b>	<b>or</b>	<b>Hand Delivery</b>
Link Market Services Limited		Link Market Services Limited
Commonwealth Property Office Fund Takeover		Commonwealth Property Office Fund Takeover
Locked Bag A14		1A Homebush Bay Drive
SYDNEY SOUTH NSW 1235		RHODES NSW 2138
- A reply paid envelope is enclosed for use within Australia.

**Your acceptance must be received by no later than 7:00pm (Sydney time)  
on the second last business day of the Offer Period.**

**If you have any questions about the terms of the Offer or how to accept, please call the  
DEXUS Offer Information Line on the following numbers:**

**within Australia: 1800 220 771  
outside Australia: +61 1800 220 771**

# How to accept DEXUS Offer – CHESS Holding

The DEXUS Offer now includes 2 choices of consideration. Option A is the original cash/scrip mix offered to CPA Unitholders. Option B has more cash and less scrip. This page has been included to illustrate how to make that election on the New Acceptance Form enclosed.



## Need help?

Contact DEXUS Offer Information Line  
Phone 1800 220 771 (from within Australia)  
Phone +61 1800 220 771 (from outside Australia)

### A Your name

### Your holding

Holder Identification Number:

Commonwealth Property Office Fund  
Units held as at 7:00pm (Sydney time)  
8 January 2014:

If your holding has changed between the register date and time of acceptance, then write your current holding here.

This is an important document. If you are in doubt as to how to complete this form, please consult your financial or other professional adviser immediately.

Controlling Participant's Name

Advisor Name: Contact Number:

## New Transfer and Acceptance Form – CHESS Subregister

This is a personalised form for the sole use of the holder and holding recorded above.

### B You must give your instructions to your Controlling Participant to accept the Offer

If you correctly sign and return this form you will be deemed to have accepted the Offer in respect of ALL of your Commonwealth Property Office Fund Units. Mark one of these boxes (not both) to choose your preferred form of Offer Consideration (or instruct your Controlling Participant accordingly). If you have not clearly identified your preferred form of Offer Consideration, you will be treated as choosing Option A (except in the case of Ineligible Foreign Unitholders and Unmarketable Parcel Security holders who will be treated as choosing Option B).

☐

Option A – \$0.7745 cash and 0.4516 DXS Securities

OR

☐

Option B – \$0.8496 cash and 0.3801 DXS Securities

To accept the Offer you may either:

- directly instruct your Controlling Participant to accept the Offer on your behalf; or
- sign and return this New Acceptance Form to the address shown overleaf so the Bidder can contact your Controlling Participant on your behalf and relay your instructions. If your Controlling Participant acts on your instruction CHESS will send you a confirmation notice.

### C Contact details

Please provide your contact name and telephone number in case we need to speak to you about this New Acceptance Form.

Telephone Number where you can be contacted during business hours

Contact Name (PRINT)

### D Tax File Number (TFN), Australian Business Number (ABN) or exemption category

Please provide your TFN / ABN that will be used by DEXUS Funds Management Limited in respect of your DEXUS Securities.

TFN, ABN or Exemption Code (Unitholder 1)

TFN, ABN or Exemption Code (Unitholder 2)

TFN, ABN or Exemption Code (Unitholder 3)

Note that you need not quote your TFN in respect of your acquisition of the DEXUS Securities (which forms a part of the Offer Consideration). However, if a TFN is not quoted, or no appropriate TFN exemption information is provided, tax is required to be deducted from any income distribution entitlement at the highest marginal tax rate plus Medicare levy (currently 46.5 per cent). If you will be holding your DEXUS Securities as part of your business, then you may quote your ABN instead of your TFN.

### E You must sign this form for your instructions in this New Acceptance Form to be executed

I/We, the person(s) named above, accept the Offer in respect of all my/our Commonwealth Property Office Fund Units and hereby agree to transfer to DEXUS Funds Management Limited all my/our Commonwealth Property Office Fund Units for the consideration specified in the Offer, and on the terms and conditions of the Offer as set out in the Bidder's Statement (as supplemented).

Unitholder 1 (Individual)

Unitholder 2 (Individual)

Unitholder 3 (Individual)

Sole Director & Sole Company Secretary

Secretary/Director (delete one)

Director

Please refer overleaf for further important instructions

REGISTRY USE ONLY



HIN



Broker PID



Holding

CPAZ TKO002



Mark one of these boxes (not both) to choose your preferred form of Offer Consideration (or instruct your Controlling Participant accordingly). If you have not clearly identified your preferred form of Offer Consideration, you will be treated as choosing Option A (except in the case of Ineligible Foreign Unitholders and Unmarketable Parcel Security holders who will be treated as choosing Option B).

Include your contact details here

Include your TFN, ABN or Exemption Code here (where applicable, please do so for each Unitholder).

Sign here