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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.

SUPPLEMENTARY BIDDER'S STATEMENT

6 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 first supplementary bidder's statement ("**Supplement**") to the Bidder's Statement dated 19 December 2013 ("**Bidder's Statement**") 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 Monday, 6 January 2014, in relation to the offer by Bidder ("**DEXUS Offer**") for the units in the Commonwealth Property Office Fund.

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

If you have any questions about the DEXUS Offer, 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.

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 have the same meaning in this Supplement. This Supplement prevails to the extent of any inconsistency with the Bidder's Statement.

A copy of this Supplement was lodged with ASIC on Monday, 6 January 2014. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplement.

1 DEFEATING CONDITIONS – 101 AND 150 GEORGE STREET, PARRAMATTA

In section 13.11 of the Bidder's Statement, Bidder described the circumstances of which it was aware which may lead to a breach of a defeating condition.

The Bidder noted that under the condition headed "No Material Acquisitions or Disposals" in Appendix 2 of the Bidder's Statement, it is a breach of a defeating condition to the DEXUS Offer if:

- any member of the CPA Group disposes of, or an agreement is entered into under which it is agreed that any member of the CPA Group will or offers to dispose of, any one or more entities or assets (or any interest in one or more entities, businesses or assets):
 - for an amount or consideration in excess of A\$50 million for any individual item; or
 - in respect of which the book value (as recorded in CPA's statement of financial position as at 30 June 2013) is in excess of A\$50 million for any individual item; or
 - a number of such agreements are entered into or acquisitions occur by CPA Group members for an aggregate amount or consideration in excess of A\$50 million or in respect of which, on an aggregate basis, book value of the assets (as recorded in CPA's statement of financial position as at 30 June 2013) is in excess of A\$50 million;
- any member of the CPA Group enters into any commitment (including a lease or agreement for lease) to any development, redevelopment, or refurbishment project for a new or existing CPA asset where the total project cost exceeds A\$50 million (including incentives), whether or not previously contemplated; or
- any member of the CPA Group enters into a new related party transaction or materially varies an existing arrangement with a related party.

The Bidder further noted that, from its due diligence investigations, it was aware that CPA has entered into a non-binding heads of agreement with CBA in relation to CBA's tenancy at 150 George Street and that if a formal binding agreement is entered into, this would breach the defeating condition described above because:

- the total project costs arising as a result of that agreement will exceed A\$50 million (including incentives); and
- any such agreement would be a new or varied arrangement with a related party.

In addition, the Bidder notes that CMIL has entered into a non-binding heads of agreement with CBA in relation to its tenancy at 101 George Street, Parramatta and that, if a formal binding agreement is entered into, this would also breach the defeating condition described above.

On 24 December 2013, the Bidder announced to ASX that it will not rely on the "No Material Acquisitions or Disposals" condition in relation to any new lease, variation of existing lease or related agreement entered into by CMIL over the 101 and 150 George Street properties (including agreements necessary to implement the 101 and 150 George Street heads of agreement described above).

The Bidder's announcement was made following certain undertakings given by CMIL. Those undertakings are described in the announcement, which is attached as Annexure A.

2 DEFEATING CONDITIONS – INTERNALISATION PROPOSAL

In section 13.11 of the Bidder's Statement, the Bidder noted that it is a condition of the DEXUS Offer that between the Announcement Date and the end of the Offer Period (each inclusive) a "Change of Control" (as defined in the Bidder's Statement) does not occur in respect of CMIL (the "**No Change of Control Condition**").

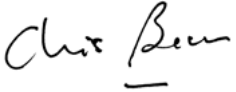
The Bidder further noted that, on 18 December 2013, CMIL announced that it had agreed with CBA binding terms and entered into an implementation agreement to internalise the management of CFS Retail Property Trust Group ("CFX") (of which CMIL is responsible entity). Under the proposal, if implemented, there would be a "Change of Control" of CMIL.

The Bidder is continuing to consider its position in relation to the proposed CFX internalisation and expects to be able to update CPA Unitholders on its intentions shortly.

3 AUTHORISATION

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

Signed on behalf of DEXUS Funds Management Limited



Christopher T Beare
Director

DEXUS Property Group (ASX: DXS)

ASX release

24 December 2013

DEXUS Offer for CPA - update on proposed bid conditions

DEXUS Funds Management Limited, in its capacity as trustee of 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").

Update on conditions

In its Bidder's Statement, DEXUS noted that Commonwealth Managed Investments Limited ("CMIL") and Commonwealth Bank of Australia ("CBA") had entered into a non-binding heads of agreement in relation to CBA's tenancy at 150 George Street Parramatta. The transaction contemplated by that heads of agreement includes the extension of CBA's lease term (and associated incentive payments) and refurbishment and redevelopment of the property.

In addition, DEXUS notes that CMIL has entered into a non-binding heads of agreement with CBA in relation to its tenancy at 101 George Street, Parramatta.

If binding agreements were entered into by CMIL and CBA on the basis of those heads of agreement, there would be a breach of the defeating condition to the DEXUS Offer entitled "No Material Acquisitions or Disposals"¹.

CMIL has informed the Consortium that certain elements of the capital expenditure contemplated in the 150 George Street heads of agreement will not be proceeding and that there are other improvements in the proposal.

On that basis, DEXUS now announces that it will not rely on the "No Material Acquisitions or Disposals" condition in relation to any new lease, variation of existing lease or related agreement (each a "Relevant Agreement") entered into by CMIL over the 101 and 150 George Street properties (the "Parramatta Properties") (including agreements necessary to implement the 101 and 150 George Street heads of agreement).

This is on the basis that CMIL has undertaken to DEXUS that:

- CMIL will not enter into a Relevant Agreement in relation to the Parramatta Properties before 28 February 2014; and
- CMIL will not enter into a Relevant Agreement on any date that falls after 28 February 2014 but before 31 July 2014 whilst DEXUS has a relevant interest in CPA of 50.1% or greater and the DEXUS Offer is unconditional. DEXUS acknowledges that, if it acquires a relevant interest in CPA of 50.1% or greater, it intends to procure a change of the responsible entity by the end of the offer period for the DEXUS Offer (as soon as practicable thereafter) and it will take all actions necessary to do so.

CMIL shall not be bound by the above in the event that one of the following occurs:

- a party other than DEXUS, DXS or CPPIB has a relevant interest in 50.1% or greater of CPA (and if acquired under a takeover bid, that bid is unconditional);
- DXS initiates further negotiations with CBA with regards to Parramatta properties owned or managed by it;
- CMIL declares a competing proposal or offer superior to the DEXUS Offer and either:
 - DEXUS subsequently declares it will not increase its offer; or
 - DEXUS has not matched or exceeded that proposal by the later of:
 - 15 February; or
 - 10 Business Days after CMIL's declaration is made; or
- DXS, CPPIB or DEXUS accept into a competing proposal

¹ See Appendix 2 of the Bidder's Statement.



DEXUS Property Group (ASX: DXS)

ASX release

For further information please contact:

DEXUS

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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 a total of \$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 18,000 investors from 15 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

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.cppib.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.



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

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264 George Street
Sydney NSW 2000
Australia

CPPIB

Canada Pension Plan Investment Board

One Queen Street East, Suite 2500
Toronto, Ontario, M5C 2W5
Canada

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.