

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

# THIRD SUPPLEMENTARY BIDDER'S STATEMENT

31 JANUARY 2014

OFFER BY:



CPP  
INVESTMENT  
BOARD

in respect of the UNCONDITIONAL 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)

THE INDEPENDENT DIRECTORS OF COMMONWEALTH MANAGED  
INVESTMENTS LIMITED, THE RESPONSIBLE ENTITY OF CPA,  
**UNANIMOUSLY RECOMMEND** THAT YOU **ACCEPT THE DEXUS OFFER**  
(IN THE ABSENCE OF A SUPERIOR PROPOSAL).

**FOR CONVENIENCE, A FRESH ACCEPTANCE FORM IS ENCLOSED.**

This document is the third supplementary bidder's statement ("**Third 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**") and the Second Supplementary Bidder's Statement dated 10 January 2014 ("**Second 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, 31 January 2014, in relation to the offer by Bidder ("**DEXUS Offer**") for the units in the Commonwealth Property Office Fund ("**CPA**").

This Third Supplement supplements, and is to be read together with, the Bidder's Statement, the First Supplement and the Second 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, First Supplement and Second Supplement have the same meaning in this Third Supplement. This Third Supplement prevails to the extent of any inconsistency with the Bidder's Statement, First Supplement and Second Supplement.

A copy of this Third Supplement was lodged with ASIC on Friday, 31 January 2014. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplement.

## 1 THE DEXUS OFFER IS NOW UNCONDITIONAL

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As announced on 29 January 2014, the DEXUS Offer is now unconditional.

CPA Unitholders who accept the DEXUS Offer will receive the Offer Consideration in accordance with the terms of the DEXUS Offer. Refer to Section 3 for a description of the time by which the Offer Consideration will be despatched to you.

Bidder's ASX announcement lodged on 29 January 2014 is attached as Annexure A.

## 2 THE DEXUS OFFER IS RECOMMENDED BY CPA

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CPA Unitholders should note that in the Target's Statement dated 17 January 2014 ("**Target's Statement**"), the independent directors of CMIL unanimously recommended that CPA Unitholders accept the DEXUS Offer (in the absence of a superior proposal).

The independent directors of CMIL also appointed, as independent expert, Grant Samuel & Associates Pty Limited ("**Independent Expert**") to provide an independent expert's report on the DEXUS Offer. In its report attached to the Target's Statement, the Independent Expert concluded that the DEXUS Offer is fair and reasonable in the absence of a superior proposal.

## 3 RECEIPT OF OFFER CONSIDERATION

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If you are a CPA Unitholder (other than an Ineligible Foreign Unitholder or Unmarketable Parcel Security holder<sup>1</sup>):

- who validly accepted the DEXUS Offer before 29 January 2014, the Offer Consideration will be despatched to you by 12 February 2014; or
- who did not validly accept the DEXUS Offer before 29 January 2014, the Offer Consideration will be despatched to you within 5 Business Days after valid acceptance.

As described in the Bidder's Statement, Bidder intends to proceed to compulsory acquisition if it acquires a 90% relevant interest in CPA Units during the Offer Period. If you do not accept the DEXUS Offer and Bidder becomes entitled to proceed to compulsory acquisition, you will not receive the Offer Consideration until at least one month after Bidder acquires its 90% interest.

## 4 THE DEXUS OFFER HAS BEEN EXTENDED

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Bidder has extended the close of the DEXUS Offer to 7.00pm on Friday, 14 February 2014 (unless further extended or withdrawn). Attached to this Third Supplement is a formal Notice of Variation.

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1. Ineligible Foreign Unitholders and Unmarketable Parcel Security holders will receive the cash component of their Offer Consideration on the same basis as other holders. However, DEXUS Securities will not be issued to those holders. Instead, those securities will be issued to J.P. Morgan Securities Australia Limited ("**JP Morgan**"), as the Nominee approved by ASIC. JP Morgan will arrange for the sale of those DEXUS Securities within 10 Business Days of the end of the Offer Period. The net proceeds of that sale will be remitted to Ineligible Foreign Unitholders and Unmarketable Parcel Security holders. This means that Ineligible Foreign Unitholders and Unmarketable Parcel Security holders will receive their Offer Consideration at two different times.

## 5 WHAT YOU SHOULD DO NEXT

### 5.1 If you have not yet accepted the DEXUS Offer and wish to do so

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

- **Option A:** Comprised of:
  - A\$0.7745 cash; and
  - 0.4516 DEXUS Securities; or
- **Option B:** Comprised of:
  - A\$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 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 the Issuer Sponsored Holding (your SRN starts with an "I"), you should complete, sign and return the Acceptance Form.

**Note, you can only select 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 elected Option A (unless you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Security holder in which case you will be treated as if you elected Option B).**

### 5.2 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 is at your own risk.

### 5.3 If you have already accepted the DEXUS Offer or do not wish to do so

You need not do anything.

### 5.4 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.

## 6 CONSENTS

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

- has given and has not, before the date of this Third Supplement, withdrawn its written consent to be named in this Third Supplement in the form and context in which it is named;
- has given and has not, before the date of this Third 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 in the form and context in which they are included in this Third Supplement;
- does not make, or purport to make, any statement in this Third Supplement other than those statements referred to below in respect of that party's name (and consented to by that party); and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Third Supplement.

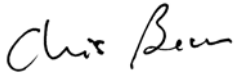
Consenting party	Named as	Statement
CPPIB	Itself	Nil
DEXUS RE	Itself	Nil
Citigroup	Financial adviser	Nil
Deutsche Bank AG	Financial adviser	Nil
J.P. Morgan	Financial adviser	Nil
Macquarie Capital	Financial adviser	Nil
King & Wood Mallesons	Australian legal adviser	Nil
Citadel	DEXUS media adviser	Nil
Cannings	CPPIB media adviser	Nil
Link Market Services	Share registry	Nil

### 7 AUTHORISATION

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This Third 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

29 January 2014

### DEXUS Offer declared unconditional and to be extended

DEXUS Funds Management Limited, in its capacity as trustee of DEXUS Office Trust Australia ("DEXUS") announces that the takeover bid for all of the units in the Commonwealth Property Office Fund ("CPA") ("DEXUS Offer") made by DEXUS Property Group ("DXS") and Canada Pension Plan Investment Board ("CPPIB") (together the "Consortium") is today declared free of all remaining conditions and is now unconditional.

Attached to this announcement is a formal notice freeing the DEXUS Offer of all remaining conditions.

### Recommendation that CPA Unitholders ACCEPT the DEXUS Offer

The Consortium notes that in the Target's Statement dated 17 January 2014, the independent directors of Commonwealth Managed Investments Limited, the responsible entity of CPA, **unanimously recommended that CPA Unitholders ACCEPT the DEXUS Offer** (in the absence of a superior proposal).

### Consideration payment terms

As a consequence of the DEXUS Offer being declared unconditional, DEXUS will despatch to those CPA Unitholders (other than Ineligible Foreign Unitholders and Unmarketable Parcel Security holders<sup>1</sup>):

- who have validly accepted the DEXUS Offer, their cash and scrip consideration under the DEXUS Offer by 12 February 2014; and
- who have yet to validly accept the DEXUS Offer, their cash and scrip consideration within 5 business days of valid acceptance.

As described in the Bidder's Statement for the DEXUS Offer, DEXUS intends to proceed to compulsory acquisition if it acquires a 90% relevant interest in CPA Units during the offer period. Those CPA Unitholders who do not accept the DEXUS Offer will not receive their cash and scrip consideration under any compulsory acquisition process until at least one month after DEXUS acquires that interest.

### Extension of the DEXUS Offer

The DEXUS Offer is currently scheduled to close at 7:00pm on 7 February 2014. The Consortium has determined to extend the closing date for the DEXUS Offer to 7:00pm on 14 February 2014 (unless further extended) and will lodge a formal notice extending the offer shortly.

<sup>1</sup> Ineligible Foreign Unitholders and Unmarketable Parcel Security holders will receive the cash component of their consideration on the same basis as other holders. However, DXS Securities will not be issued to those holders. Instead, those securities will be issued to JP Morgan Securities Australia Limited ("JP Morgan"), as the nominee approved by ASIC. JP Morgan will arrange for the sale of those DXS Securities within 10 business days of the end of the offer period. The net proceeds of that sale will be remitted to Ineligible Foreign Unitholders and Unmarketable Parcel Security holders. This means that Ineligible Foreign Unitholders and Unmarketable Parcel Security holders will receive their consideration at two different times.



CPP  
INVESTMENT  
BOARD





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

### CPPIB

#### Media queries

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

### CPPIB

#### Media queries

Australia  
Nigel Kassulke,  
Cannings  
T: +61 2 8284 9990  
M: +61 407 904874  
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, Hong Kong and New York City, 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.



CPP  
INVESTMENT  
BOARD



DEXUS FUNDS MANAGEMENT LIMITED (ABN 24 060 920 783) IN ITS CAPACITY AS  
TRUSTEE OF DEXUS OFFICE TRUST AUSTRALIA (ARSN 090 768 531)

TAKEOVER BID FOR COMMONWEALTH PROPERTY OFFICE FUND (ARSN 086 029 736)

NOTICE FREEING TAKEOVER OFFER FROM DEFEATING CONDITIONS



TO: Commonwealth Managed Investments Limited (ACN 084 098 180) ("CMIL") as responsible  
entity for the Commonwealth Property Office Fund (ARSN 086 029 736) ("CPA")

AND TO: ASX Limited (ACN 008 624 691)

For the purposes of section 650F of the *Corporations Act 2001* (Cth), DEXUS Funds Management Limited as trustee of DEXUS Office Trust Australia ("Bidder") gives notice declaring that:

1. The offer contained in the Bidder's Statement dated 19 December 2013, as supplemented, under Bidder's off-market takeover bid for all the units in CPA and the contracts formed by the acceptance of any of those offers are free from all of the conditions set out in Appendix 2 of the Bidder's Statement that have not been fulfilled.
2. The Bidder's voting power in CPA is 27.63%.

Signed for and on behalf of DEXUS Funds Management Limited as trustee of DEXUS Office Trust Australia

A handwritten signature in black ink, appearing to be "DS", written over a light blue circular stamp.

Darren Steinberg  
Director

A handwritten signature in black ink, appearing to be "CM", written over a light blue circular stamp.

Craig Mitchell  
Director

Dated: 29 January 2014



**DEXUS FUNDS MANAGEMENT LIMITED (ABN 24 060 920 783) IN ITS CAPACITY AS  
TRUSTEE OF DEXUS OFFICE TRUST AUSTRALIA ("BIDDER")**

**NOTICE OF VARIATION EXTENDING OFFER PERIOD**



**TO:** Commonwealth Managed Investments Limited (ACN 084 098 180) as responsible entity for the Commonwealth Property Office Fund (ARSN 086 029 736)

Australian Securities and Investments Commission

ASX Limited (ACN 008 624 691)

**AND TO** In accordance with ASIC Class Order 13/521, to those persons shown on the CPA Unit register dated 30 January 2014

The Bidder gives notice under section 650D of the Corporations Act that it varies the DEXUS Offer by extending the Offer Period so that it closes at 7:00pm (Sydney time) on 14 February 2014 (unless further extended or withdrawn).

Unless the context requires otherwise, defined terms in the Bidder's Statement dated 19 December 2013 (as supplemented) ("**Bidder's Statement**") have the same meaning in this notice.

This notice was lodged with ASIC on 31 January 2014. ASIC takes no responsibility for the contents of this notice.

This notice is dated 31 January 2014.

Signed for and on behalf of DEXUS Funds Management Limited

A handwritten signature in black ink, appearing to be "DS", written over a horizontal line.

Darren Steinberg  
Director

A handwritten signature in black ink, appearing to be "CM", written over a horizontal line.

Craig Mitchell  
Director

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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

REGISTRY USE ONLY



SRN



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****or****Hand Delivery**

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

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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Holding

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 – 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



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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



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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